

**Declaration of Compliance pursuant to section 161 of the German Stock Corporation Act (AktG)** by the Management Board and Supervisory Board of Software AG, Darmstadt, on the German Corporate Governance Code (GCGC):

On January 30, 2023, the Management Board and Supervisory Board of Software AG last submitted a Declaration of Compliance pursuant to section 161 of AktG.

On December 18, 2023, Silver Lake, a leading global technology investment firm, and Mosel Bidco SE, a holding company controlled by funds managed or advised by Silver Lake ("Silver Lake"), announced their decision to launch a delisting offer for all outstanding Software AG shares. Once the delisting takes effect, Software AG is no longer required to issue a Declaration of Compliance pursuant to section 161 of AktG nor to declare compliance with the recommendations of the German Corporate Governance Code.

In light of this, the Management Board and the Supervisory Board updated the Declaration of Compliance from January 30, 2023, as follows:

The Management Board and Supervisory Board declare that, since issuing the last Declaration of Compliance on January 30, 2023, Software AG has complied with and will, as long as it is subject to the requirement to issue the Declaration of Compliance, comply with all recommendations of the government commission's German Corporate Governance Code published by the German Ministry of Justice in the official section of the Federal Gazette, in the version dated April 28, 2022 (published in the Federal Gazette on June 27, 2022) with the following exception:

According to recommendation C.5 GCGC, a member of the Management Board of a listed company should not hold more than two supervisory board mandates in non-group listed companies or comparable functions. In October 2023, Mr. James M. Whitehurst has started as interim CEO and President of Unity Technologies Inc., a listed stock corporation based in San Francisco, California. In addition, Mr. Whitehurst holds a total of four Supervisory Board mandates or comparable functions within the meaning of recommendation C.5, including his Supervisory Board activities at Software AG. Mr. Whitehurst's positions outside Software AG have at no time affected the fulfillment of his duties as a member of the Supervisory Board of Software AG; this is also expected to be the case in the future.

The Management Board and the Supervisory Board would like to highlight that the Supervisory Board adopted a new remuneration system for the Management Board in January 2021, which was further evolved in 2022 and 2023 and fully complies with the recommendations of the GCGC. Software AG's Annual Shareholders' Meeting last approved the revised remuneration system on May 17, 2023. The policies of the adjusted remuneration system shall be applicable when service agreements are signed with new Management Board members or current members' contracts are amended. One current Management Board contract was adjusted on August 1, 2023, to reflect the new remuneration system.

Darmstadt, February 13, 2024

Software AG

Management Board  
Sanjay Brahmawar  
Management Board chairman

Supervisory Board  
Christian Yannick Lucas  
Supervisory Board chairman