

Declaration of the Executive Board and the Supervisory Board of Software AG (Darmstadt, Germany) pursuant to Section 161 of the German Stock Corporation Act (AktG)

The Executive Board and Supervisory Board hereby declare that in fiscal 2011 (January 1st to December 31st, 2011) Software AG has fully complied with the recommendations of the German Corporate Governance Code as amended on May 26, 2010.

The Executive Board and the Supervisory Board will in the future continue to comply with the Code as amended on May 26, 2010.

Darmstadt, Germany, January 27, 2012

Software AG Management Board
Supervisory Board

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Supervisory Board

**Otmar F. Winzig,
Senior Vice President,
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