

**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 2012 (January 1 to December 31, 2012) Software AG has complied with the recommendations of the German Corporate Governance Code as follows: from January 1, 2012 to June 14, 2012 without exception (version amended on May 26, 2010) and from June 15, 2012 to December 31, 2012 with the one exception detailed in the following.

Number 5.4.1. section 2, first sentence, third clause: In its meeting on February 7, 2013, the Supervisory Board determined that the objective for the number of members of the Supervisory Board, who shall be independent according to Number 5.4.2., shall be that at least six members of the Supervisory Board shall be independent members in the meaning of Number 5.4.2. of the German Corporate Governance Code. At any time during fiscal 2012, the Supervisory Board had at least six independent members in the meaning of Number 5.4.2. of the German Corporate Governance Code.

The Executive Board and the Supervisory Board will in the future continue to comply with the Code as amended on May 15, 2012.

Darmstadt, Germany, February 7, 2013

**Executive Board  
of Software AG**

**Supervisory Board  
of Software AG**

-----

**Otmar F. Winzig,  
Senior Vice President,  
Head of Investor Relations**

Software AG  
Uhlandstr. 12  
D-64297 Darmstadt  
Phone: +49 6151 92 1669  
Fax: +49 6151 92 34 1669  
Email: [otmar.winzig@softwareag.com](mailto:otmar.winzig@softwareag.com)