

Declaration of Conformity by the Management Board and Supervisory Board of Software AG, Darmstadt, relating to the German Corporate Governance Code as required under sec. 161 of the German Stock Corporation Act.

The Management Board and Supervisory Board hereby declare that since the last declaration of conformity on January 28/29, 2016, the recommendations made by the Government Commission of the German Corporate Governance Code (GCGC) in the version of the Code dated May 5, 2015 have been applied and will be applied subject to the exceptions described below. For the period from January 1, 2016 to January 28/29, 2016, reference is made to the last Declaration of Conformity dated January 28/29, 2016.

- (a) By way of derogation from section 4.2.3 paragraph 2 sentence 6 GCGC, the variable remuneration components are not capped by a specific amount, but by a percentage maximum, from which the maximum amount can be calculated. No explicit maximum amount for the total remuneration is set; therefore, a deviation from section 4.2.3 paragraph 2 sentence 6 GCGC is declared as a precaution.
- (b) By way of derogation from section 4.2.3 paragraph 4 sentence 1, sentence 3 and paragraph 5 GCGC, on the one hand the severance payment in one management board member's employment agreement is not limited to the remaining term of the contract, and on the other hand the annual target income is the basis for the calculation of the severance caps in all management board employment agreements (including the severance cap in the case of the change of control) in order to have a simple and clear calculation basis, even in the event of a withdrawal during the year.

Darmstadt, January 30/ 31, 2017

Software AG

Management Board

Supervisory Board

Software AG Management
Board Supervisory Board

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