

**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 31/ February 1, 2018, the recommendations made by the Government Commission of the German Corporate Governance Code (GCGC) in the version of the Code dated February 7, 2017 have been applied and the recommendations in the version of the Code dated February 7, 2017 will be applied in future, each subject to the exceptions described below.

- (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, 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.
- (c) By way of derogation from section 4.2.3 paragraph 4 sentence 1 GCGC, until October 31, 2018 the severance payment in one management board member's employment agreement was not limited to the remaining term of the contract.

Darmstadt, January 30/ February 1, 2019

Software AG

Management Board

Supervisory Board