

Compliance with the German Corporate Governance Code

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 28/31, 2020, all the recommendations made by the Government Commission on the German Corporate Governance Code in the version of February 7, 2017 („GCGC 2017“) published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (*Bundesanzeiger*), have been applied, with the following exceptions:

- (a) By way of derogation from section 4.2.3 paragraph 2 sentence 6 GCGC 2017, 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 2017 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 2017, 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 7.1.2 sentence 3 GCGC 2017 the quarterly report for the third quarter 2020 (reporting date September 30, 2020) was not published within the recommended period of 45 days from the end of the reporting period since the IT infrastructure was affected by a malware attack and the systems had to be restored safely which partly concerned the systems relevant for the financial reporting. The one-time deviation from the recommendation was necessary to ensure a proper financial reporting for the third quarter 2020.

Software AG complies, and will continue to comply, with all the recommendations of the Government Commission of the German Corporate Governance Code in the version of December 16, 2019 (entered into force on March 20, 2020, „GCGC 2019“) published by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (*Bundesanzeiger*).

Darmstadt, January 26, 2021

Software AG

Management Board

Supervisory Board

Sanjay Brahmawar
Chairman of the Management Board

Karl-Heinz Streibich
Chairman of the Supervisory Board