

Statement on Corporate Governance

Basic Understanding

Good corporate governance is a core component of management at Software AG. The Management Board and the Supervisory Board are bound to it, and all business lines are guided by it. Responsible, qualified and transparent corporate governance focuses on a company's long-term success. It includes both compliance with the law and extensively following generally accepted standards and recommendations. Values such as sustainability, transparency and value orientation are its focus. The Statement on Corporate Governance in accordance with sections 289f(1) p. 2 and 315d of the German Commercial Code (HGB) is the central instrument of corporate governance reporting.

Compliance with the German Corporate Governance Code

Declaration of Compliance pursuant to section 161 of AktG submitted by the Management Board and Supervisory Board of Software AG, Darmstadt, on the German Corporate Governance Code (GCGC).

On January 26, 2021, the Management Board and Supervisory Board declared that, since submitting their last Declaration of Compliance on January 28 / January 31, 2020, all recommendations of the government commission's German Corporate Governance Code from February 7, 2017 (GCGC 2017), as published by the German Ministry of Justice and Consumer Protection in the official section of the electronic version of the Federal Gazette, have been followed, with the following exceptions:

(a) In deviation of point 4.2.3(2) p. 6 of the GCGC, there are no caps in absolute terms on variable remuneration components in place, but rather caps are expressed as percentages, from which an absolute amount can be calculated. There is no explicit cap expressed as an absolute amount on total remuneration; for this reason, Software AG is declaring a deviation from point 4.2.3(2) p. 6 of the GCGC as a precautionary measure.

(b) In deviation of point 4.2.3(4) p. 1, 3 and paragraph 5 of the GCGC, the annual target salary in all Management Board members' contracts is the basis for calculating severance caps (including severance caps in the event of a change in control), so as to provide a straightforward basis for calculation in the event someone leaves the Company mid-year.

(c) In deviation of point 7.1.2 sentence 3 of the GCGC 2017, the quarterly statement for the third quarter of 2020 (balance sheet date: Sept. 30, 2020) was not released within the recommended 45 days from the end of a reporting period. In the wake of a malware attack on Software AG's IT infrastructure, its systems had to be restored under secure conditions. Some of the affected systems were relevant to financial reporting. The one-time deviation from this recommendation was necessary to ensure accurate financial reporting for the third quarter of 2020.

Software AG follows all recommendations of the government commission's German Corporate Governance Code from December 16, 2019 (effective as of March 20, 2020, GCGC 2019), as published by the German Ministry of Justice and Consumer Protection in the official section of the electronic version of the Federal Gazette, and will continue to follow them in the future.

The Declaration of Compliance is published on Software AG's website at investors.softwareag.com/en/corporate-governance/compliance-declaration. Declarations of Compliance from the last five years are also available there.

The Corporate Website

The Management Board’s remuneration system, which was approved by the Supervisory Board and effective as of January 1, 2021, is published together with the invitation to the 2021 Annual Shareholders’ Meeting on Software AG’s website. Neither a Remuneration Report on the last fiscal year nor the Independent Auditor’s Report pursuant to section 162 of AktG, nor a remuneration determination pursuant to section 113(3) of AktG have yet been submitted in accordance with the transitional provisions stated in section 26j(1, 2) of the the Introductory Act to the Stock Corporation Act (EGAktG). The Management Board members’ remuneration is described pursuant to sections 289a(2), 285 no. 9 of HGB of the applicable version pursuant to art. 83(1) of EGHGB at investors.softwareag.com/en/corporate-governance/remuneration-report.

Key Principles and Practices of Corporate Governance

Compliance management system

Software AG’s compliance management system is based on its risk situation and serves as part of the Software AG Global Code of Business Conduct and Ethics. The Compliance Board reports to the CEO. It initiates and orchestrates measures to ensure strict compliance management at Software AG.

Code of Business Conduct and Ethics

Software AG established a Code of Business Conduct and Ethics. It includes ethical standards applicable to the Company worldwide and is available on Software AG’s website at investors.softwareag.com/en/corporate-governance/csr. The code includes specific regional aspects. The code is binding for all employees of Software AG and its subsidiaries. All employees are required to read and understand the

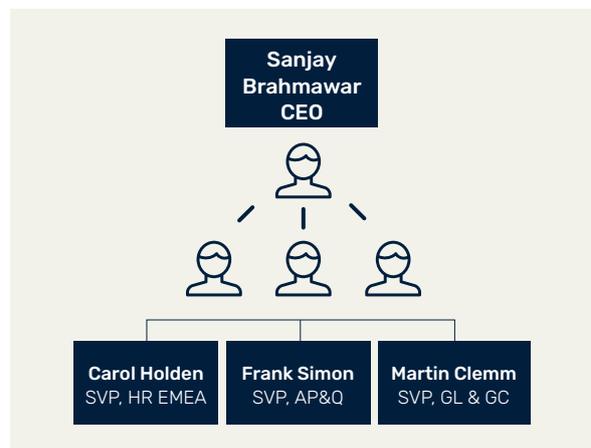
contents of the Code of Conduct. To this end, all new staff members attend mandatory, Web-based training sessions and receive certification upon completion. The Code of Conduct is currently available in eight languages. In addition, the Company has other specific guidelines for conduct with partners and suppliers.

Compliance Board

The Compliance Board can be contacted (anonymously if desired) on all issues. Software AG has set up an email-based reporting system at complianceboard@SoftwareAG.com for reporting incidents.

In total, 52 (2019: 36) inquiries were filed with the Compliance Board in 2020 by employees of Software AG . The Compliance Board was comprised of the following members in the year under review:

- Carol Holden (Senior Vice President, Human Resources EMEA)
- Frank Simon (Senior Vice President, Audit, Processes & Quality)
- Martin Clemm (Senior Vice President, Global Legal & General Counsel)



For more information on the Code of Business Conduct and Ethics, the Code of Conduct for Partners and Suppliers and the Compliance Board, please refer to the Combined Non-Financial Statement.

Open and transparent communication

Software AG communicates openly, transparently, comprehensively and in a timely manner with all market participants. The Company participated in numerous investor conferences, road shows and other capital market events in fiscal year 2020. Due to precautions taken for the COVID-19 pandemic, many of these events took place virtually.

Globally consistent corporate messaging is necessary to earn the trust of investors, analysts and journalists. Regulatory bodies and the media review publications and press releases for consistency and to ensure compliance with laws and regulations. Software AG's communications guidelines define how it handles corporate communication. They are published on the Software AG Investor Relations website under Corporate Governance. Software AG provides information to investors, analysts and journalists in accordance with standard criteria. This information is transparent for all capital market participants.

All ad hoc disclosures, press releases, as well as presentations held at press and analyst conferences and road shows are published promptly to the Investor Relations section of Software AG's website. Planned publication dates can be found in the [Financial Calendar](#), which is also published on the corporate website at: investors.softwareag.com/en/events/financial-calendar

Software AG commissions an independent consulting firm to carry out an annual study evaluating how investors and financial analysts perceive its financial communication. Critique and suggestions are an incentive for further improvement. The result of the most recent study, conducted in October 2020, showed improvement, with a good overall rating of 2.11 (2019: 2.35).

Composition and Working Methods of the Management Board

The Management Board is autonomously responsible for leading the Company with the goal of sustainable value creation. The members of the Board share responsibility for management of the Company. Guidelines for the work of Software AG's Management Board are elaborated in the **Rules of Procedure of the Management Board**. Above all, they define the members' individual responsibilities, the tasks assigned to the Board as a whole, adoption of resolutions and the rights and obligations of the Chief Executive Officer. The Management Board of Software AG consisted of five members in the 2020 fiscal year:

Sanjay Brahmawar, born in 1970 (nationality: Belgian), holds an MBA in finance and marketing from the University of Leeds (U.K.) and a Bachelor's degree in civil engineering from Delhi College of Engineering (India) and has been CEO of Software AG since August 1, 2018. His term is in effect until 2023.

Dr. Elke Frank, born in 1971 (nationality: German), holds a doctoral degree in law (Dr. jur.) from Julius-Maximilians University in Würzburg (Germany), and has been a member of Software AG's Management Board since August 2019. She oversees Global Human Resources, Talent Management and Transformation, Global Legal and Global Information Services. Her term is in effect until 2024.

Dr. Matthias Heiden, born in 1972 (nationality: German), holds a Higher National Diploma in business and finance from the European College of Business and Management, Suffolk College (U.K.), a degree (Diplom) in business administration and a PhD (Dr. rer. oec.) in business administration, both from the University of Saarland (Germany). He was appointed Chief Financial Officer as of July 1, 2020. In this function, he oversees Global Finance & Controlling, Corporate Investor Relations, Treasury, Global Procurement, Mergers & Acquisitions, Taxes and Business Operations. His term is in effect until 2023.

Dr. Stefan Sigg, born in 1965 (nationality: German), holds a degree (Diplom) and a PhD (Dr. rer. nat.) in mathematics and has been a member of Software AG's Management Board since April 2017. As Chief Product Officer, he oversees Product Management, Research & Development and Global Support. His term is in effect until 2022.

John Schweitzer, born in 1968 (nationality: American), holds a Bachelor of Science in economics and finance from Northern Arizona University (USA) and was a member of Software AG's Management Board from November 2018; as Chief Revenue Officer, he oversaw Global Sales and Consulting Services. His appointment to the Management Board ended prematurely on January 13, 2021.

Arnd Zinnhardt, born in 1962 (nationality: German), holds a degree (Diplom) in business administration and was a member of Software AG's Management Board from May 2002 until March 31, 2020 in the role of Chief Financial Officer. His appointment to the Management Board ended prematurely on March 31, 2020.

Composition and Working Methods of the Supervisory Board and its Committees

The Supervisory Board appoints, monitors and advises the Management Board. The Supervisory Board is informed in a timely and comprehensive fashion by the Management Board of all issues relevant to the Company, particularly regarding strategy, planning, business performance, the risk situation, risk management and compliance. Pursuant to recommendations made by the Personnel Committee, the Supervisory Board determines a clear and understandable system for Management Board remuneration, which it evaluates regularly. On that basis, it determines the specific remuneration for each Management Board member. The remuneration structure is geared toward Software AG's sustainable and long-term development and helps support its business strategy. The chair of the Supervisory Board coordinates the work of the Supervisory Board, leads its meetings and maintains contact with the CEO between Supervisory Board meetings to discuss strategy, business performance, the risk situation, risk management and compliance. The CEO informs the chair without delay of any key events that are relevant to the assessment of the Company's position and performance or to the leadership of Software AG. The Supervisory Board chair then reports to the Supervisory Board and, if necessary, convenes a special meeting of the Supervisory Board. Transactions that require the approval of the Supervisory Board are listed in the Rules of Procedure of the Management Board. The Supervisory Board also meets on a regular basis without the Management Board.

Composition

The Supervisory Board of Software AG is composed in accordance with the regulations of the One-Third Participation Act. The scheduled election of two employee representatives to the Supervisory Board in 2020 could not take place due to the COVID-19 pandemic. At the request of the Management Board in accordance with section 104(2) sentence 2 of AktG, the Darmstadt District Court appointed Guido Falkenberg (deputy chair, employee of Software AG) and Christian Zimmermann (employee of SAG Deutschland GmbH) as members of the Supervisory Board as of June 26, 2020. Both individuals had previously served as employee representatives on the Supervisory Board of Software AG. Their first term began upon conclusion of the Annual Shareholders' Meeting on May 13, 2015.

Until the end of Software AG's Annual Shareholders' Meeting on June 26, 2020, members of the Supervisory Board elected by shareholders at the Annual Shareholders' Meeting on May 13, 2015 were: Dr. Andreas Bereczky (CEO, ZDF, until December 2018, production director), Eun-Kyung Park (since January 2020, Senior Vice President & General Manager, Media, The Walt Disney Company Germany GmbH), Alf Henryk Wulf (until December 2018, CEO, GE Power AG) and Markus Ziener (Managing Director, Assets and Financial Management, Software AG Foundation). The term of the shareholder representatives began on May 27, 2015 upon entry of the amendment to the Articles of Association in the Commercial Register regarding the composition of the Supervisory Board pursuant to the One-Third Participation Act.

Karl-Heinz Streibich (chair) (President, acatech, German Academy of Science and Engineering), Ursula Soritsch-Renier (Chief Operating Officer, RELE.AI AG), Ralf Dieter (CEO, Dürr AG) and Markus Ziener (Managing Director, Asset and Financial Management, Software AG Foundation) were elected as shareholder representatives to the Supervisory Board during Software AG's Annual Shareholders' Meeting on June 26, 2020.

Committees

Guidelines for the work of the Supervisory Board of Software AG are described in the Rules of Procedure of the Supervisory Board. In addition to the duties and powers of the chair of the Supervisory Board, they define the structure of meetings, the adoption of resolutions, and the formation of committees. The Management Board, Supervisory Board and committees work together closely with the objective of sustainably enhancing Software AG's value.

The Supervisory Board established three committees to efficiently carry out its duties: the Audit Committee, the Personnel Committee and the Nominating Committee.

The **Personnel Committee** prepares personnel-related decisions made by the Supervisory Board when they affect the remuneration, appointment, reappointment or dismissal of members of the Management Board. The Personnel Committee has three members: Karl-Heinz Streibich (chair, shareholder representative), Guido Falkenberg (employee representative) and Markus Ziener (shareholder representative). Until Software AG's Annual Shareholders' Meeting on June 26, 2020, the Personnel Committee consisted of Guido Falkenberg, Dr. Andreas Berezcky (chair, shareholder representative) and Alf Henryk Wulf (shareholder representative).

The **Audit Committee** handles issues related to monitoring the financial reporting process, risk management, half-year and quarterly reports, financial statement audits, particularly the independence of the auditor, the internal audit and compliance. The Audit Committee has three members: Ralf Dieter (chair, shareholder representative), Ursula Soritsch-Renier (shareholder representative) and Christian Zimmermann (employee representative). Until Software AG's Annual Shareholders' Meeting on June 26, 2020, the Audit Committee consisted of Christian Zimmermann, Eun-Kyung Park (chair, shareholder representative) and Markus Ziener (shareholder representative).

The **Nominating Committee** nominates qualified candidates for election to the Supervisory Board at the Annual Shareholders' Meeting. It consists of shareholder representatives only: Karl-Heinz Streibich (chair), Markus Ziener and Ralf Dieter. Until Software AG's Annual Shareholders' Meeting on June 26, 2020, the Nominating Committee consisted of Dr. Andreas Berezcky (chair), Alf Henryk Wulf and Markus Ziener

Self-assessment

Members of the Supervisory Board evaluate annually how effectively the Supervisory Board as a whole and its committees fulfill their duties (self-assessment). Each member completes a questionnaire to assess all areas of the Supervisory Board's work. The questionnaire contains 35 questions. The key aspects of the self-assessment are the composition of the Supervisory Board, the availability of information, preparation and follow-up of meetings, committee responsibilities as well as training activities and succession planning. The Supervisory Board discusses the results of the annual self-assessment extensively and, if necessary, agrees on measures to increase its effectiveness. The Supervisory Board's self-assessment was initiated in the December 2020 meeting, and the results were evaluated in its meeting on February 5, 2021.

Training opportunities

Supervisory Board members are responsible for completing any training necessary to perform their duties. Such topics may include regulatory changes or new and innovative technologies. The Company supports them in these activities. In the case of regulatory changes that are of particular relevance to the Supervisory Board or the Company, training is provided by internal and external experts. Internal information sessions are offered for the purpose of training in specific topics.

Software AG supported and supports members of the Supervisory Board during their onboarding process. This includes a series of workshops on strategy, the roles on the Management Board, KPIs and the business units. In addition, each new member of the Supervisory Board meets individually with each member of the Management Board to discuss general and current topics specific to each role on the Management Board and to the Company. Moreover, the Finance department held an onboarding workshop with the chair of the Audit Committee. Workshops were also given on the amendments to legal requirements for Management Board remuneration and the new Corporate Governance Code.

For more details on the Supervisory Board's work and its committees, please refer to the Report of the Supervisory Board. For more details on the current members of the Supervisory Board, including their curricula vitae and committee membership, please visit softwareag.com/en_corporate/company/leadership.html. The CVs are updated regularly—at least once per year.

Target Percentages for Women Pursuant to Sections 76(4) and 111(5) of AktG

In its meeting on May 17, 2017, the Supervisory Board established 16.67 percent as the target percentage for female members of the Supervisory Board and 0 percent of the Management Board. The deadline for meeting this target is April 30, 2022. The Supervisory Board currently meets this target. The Management Board's composition exceeded its target by 20 percentage points as of December 31, 2020.

Pursuant to section 76 IV of the German Stock Corporation Act (AktG), the Management Board defined targets for the quota of first and second-tier female managers below the Management Board in its meeting on July 20, 2017: 12 percent female managers in the first tier and 15 percent in the second tier below the Management Board. The deadline for meeting this target is June 30, 2022. The first level of management below the Management Board consisted of 26.5 percent (2018:11.9 percent) women and the second consisted of 21.3 percent (2018:15.5 percent) women as of December 31, 2020. Both percentages thus exceeded the respective targets.

Diversity Concept, Composition Targets and Competency Profile

The Supervisory Board is certain that diversity is critical to Software AG's successful development. Promoting diversity in the Company, specifically when appointing members of the Supervisory and Management Boards, is an important factor in ensuring Software AG's sustainable success. The concept covers age and term caps, gender quotas (as described in Target Percentages for Women) and the explicit need to establish a sensible and broad mix of backgrounds with respect to education and experience (professional experience) as well as international experience/cultures on the boards.

Management Board

The Supervisory Board established an age cap of 65 as well as a percentage of female members (see Target Percentages for Women) on the Management Board. The Supervisory Board does not see a reason to define a rigid diversity concept for the Management Board. The Personnel Committee regularly evaluates the composition of the Management Board and compares the skills and experiences represented on the Management Board with its current requirements. It is the judgment of the Personnel Committee of the Supervisory Board as to how the results of this comparison are handled. The objective of the process is to achieve the best possible skill and experience representation in the Management Board based on the current and future business situation. The Management Board's age cap and female percentage targets were met and/or exceeded.

Succession planning

The Supervisory Board, in cooperation with the Management Board and with the assistance of the Personnel Committee, is responsible for succession planning on the Management Board. When a successor is needed, the Personnel Committee considers quality and mandate requirements as well as composition targets, before creating an ideal candidate profile. Available candidates are shortlisted based on this profile. If necessary, the Supervisory Board or the Personnel Committee may employ the services of external consultants in creating a requirements profile and selecting candidates. Structured interviews are conducted with candidates before a recommendation is submitted to the Supervisory Board for a vote. The chair of the Supervisory Board, who also chairs the Personnel Committee, regularly discusses suitable candidates with the Management Board. Reports on talent management and leadership development on the first tier below the Management Board are also provided regularly.

Supervisory Board

The Supervisory Board is composed in such a way that, together, its members possess the knowledge, skills and professional experience necessary to properly perform their duties. Software AG's Supervisory Board defined diversity-related targets for its members and created a competency profile for the body as a whole.

Unless there are sound reasons warranting otherwise, members of Software AG's Supervisory Board are not to be older than 70 years of age, or 65 years of age upon election (target age cap, see section 9(3) of the Articles of Association). Pursuant to the recommendation of the Nominating Committee, the Supervisory Board made a justified exception to the age cap in nominating Karl-Heinz Streibich, who was 67 when elected at the 2020 Annual Shareholders' Meeting. As part of its decision to nominate Mr. Streibich, the Supervisory Board determined that Mr. Streibich's expertise and experience in the IT sector generally and with Software AG specifically clearly outweighed the deviation from the age cap rule associated with an election Mr. Streibich. Through his career in the technology sector and as president of acatech, the German Academy of Science and Engineering, Mr. Streibich's IT industry expertise are of enormous value in overseeing the Company and supporting its growth strategy. His pioneering role in the field of digitalization and industrial IoT are particular assets as well as his knowledge of Software AG from having served as CEO from 2003 to 2018. The Supervisory Board considers these benefits to clearly outweigh the intended goals of the age cap.

Nominations of candidates to be elected to the Supervisory Board should take into consideration a maximum term of 15 years. One member of the Supervisory Board should have specialized knowledge and experience in applying accounting principles and internal control procedures as well as familiarity with financial audits. The Supervisory Board set itself the target of women constituting 16.67 percent of the Supervisory Board (see Target Percentages for Women).

Supervisory Board members as a whole must be familiar with sector in which the Company operates (enterprise software). The Supervisory Board considers the following competencies and skills to be essential to the fulfillment of its mandate (competency profile):

1. Members' professional backgrounds should be in one or more of the following fields:
 - a) ICT, mechanical engineering with use of IoT, similar fields
 - b) Direct or indirect experience with enterprise IT and/or understanding of digitalization and enterprise software solutions
 - c) CEO, CTO or CRDO of a technology company
 - d) Knowledge of the demands of a medium-sized company
 - e) In-depth expertise in accounting, financial controlling and reporting
 - f) Experience dealing with investors/analysts and shareholders of listed companies
2. Members of the Supervisory Board should be familiar with the requirements and duties associated with the two-tier governance structure pursuant to German stock corporation law and the requirements of the German Corporate Governance Code.
3. International experience, especially at a global company, and in dealing with customers and in various markets

The aim of the combined diversity concept, competency profile and composition targets is to cover the widest possible spectrum of backgrounds in the composition of the committees so that they can use their diversity to form opinions and make the best possible decisions for Software AG given the current business and strategic priorities.

With the justification of the exemption described above, the Supervisory Board considers its diversity and competency profile as well as its specific composition targets to be met.

Independence

The Supervisory Board deems three independent members representing shareholders to be appropriate. In the estimation of the Supervisory Board, all shareholder representatives are currently independent, consisting of the chair, Karl-Heinz Streibich, and members Ralf Dieter, Ursula Soritsch-Renier and Markus Ziener. Based on attendance numbers from the last three Annual Shareholders' Meetings, the Supervisory Board determined that Software AG does not have a controlling shareholder with a sustainable Annual Shareholders' Meeting majority. The Supervisory Board does not consider Mr. Ziener's employment with the Software AG Foundation to be a dependency. Mr. Streibich had been a member of the Management Board of the Company nearly two years prior to his election to the Supervisory Board. The two-year cooling-off period, however, was almost complete with 36 days until the election. Additional factors reflecting no dependencies are that all seats on the Management Board have been filled with new members since April 2017, and Software AG does not maintain direct or indirect business relationships with any members of the Supervisory Board. Ralf Dieter is CEO of Dürr AG. Dürr AG Group companies are Software AG customers. Software AG and the Dürr Group, as well as other companies, cofounded ADAMOS GmbH. All partners in ADAMOS GmbH have a 12.5 percent share in the company. Ralf Dieter chairs the advisory board of ADAMOS GmbH. The Supervisory Board considers both the scope of customer relationships and Software AG's share in ADAMOS GmbH to be immaterial business relationships. Furthermore, no mutual consulting agreements or other contracts for work or services exist.

Additional Information on Corporate Governance

Shareholders and the Annual Shareholders' Meeting

The **Annual Shareholders' Meeting** is one of Software AG's main corporate bodies through which shareholders can exercise their rights and their voting rights. Software AG invites its shareholders to participate in its Annual Shareholders' Meeting. Important decisions are made at the meeting, including ratification of the actions of the Management and Supervisory Boards, election of shareholder representatives and external auditors, amendments to the Articles of Association and measures regarding the Company's capital, intercompany agreements and conversions. Furthermore, shareholders decide on the appropriation of profits. They decide—advisory in nature—on the approval of the Supervisory Board's proposal for the Management Board remuneration system and on the Supervisory Board's specific remuneration. And, they decide—recommendatory in nature—on the approval of the Remuneration Report for the last fiscal year. As provided in the financial calendar, shareholders are informed regularly of Software AG's business developments, financial performance, assets and financial position four times per year.

The Annual Shareholders' Meeting originally scheduled for May 20, 2020 was postponed and took place virtually on June 26, 2020 due to restrictions associated with the COVID-19 pandemic in accordance with legislation on mitigating the effects of the COVID-19 pandemic in civil, insolvency and criminal proceedings from March 27, 2020 (COVID-19 Act). Approximately 75 percent of voting shares were present on June 26, 2020, which is higher than attendance of the in-person event the previous year (64.8 percent of voting shares). The next regular Annual Shareholders' Meeting is scheduled for May 12, 2021.

Pursuant to the recommendations of the Corporate Governance Code, Software AG conducts the Annual Shareholders' Meeting in an expedient manner, preferably within a time frame of four hours. All duly submitted questions were addressed and answered at the regular Annual Shareholders' Meeting held in the year under review. The CEO's presentation was published on the corporate website in advance to help shareholders submit relevant questions. Shareholders had the option of voting by mail (including email) and by way of Company-appointed proxies bound by shareholder instructions. The invitation to the Annual Shareholders' Meeting is made available on Software AG's website (investors.softwareag.com/en/events/annual-general-meeting) as well as voting results and presentations from past Annual Shareholders' Meetings.

Financial reporting and auditing

The 2020 Annual Shareholders' Meeting again appointed BDO Wirtschaftsprüfungsgesellschaft, Hamburg, Germany (hereinafter referred to as BDO AG), as **company auditor**.

Non-audit services subject to approval may only be rendered by BDO AG if and to the extent they have been approved by the Audit Committee in accordance with the legally binding approval process. No business, financial, personal or other relationships that could cast doubt on the independence of the audit firm have existed at any time between BDO AG, its corporate bodies or audit managers and Software AG or the members of its corporate bodies.

Pursuant to the Annual Shareholders' Meeting resolution, the Supervisory Board, represented by the chair of the Audit Committee, appointed the auditor and agreed on the fee. In connection with the awarding of the contract, the chair of the Audit Committee also agreed with the auditor to comply with the reporting duties pursuant to the German Corporate Governance Code. BDO AG participates in meetings of the Supervisory Board's Audit Committee concerning the financial statements and consolidated financial statements and reports on key audit findings. The Audit Committee had no doubt as to BDO AG's independence before it commissioned the firm.

Managers' Transactions (Pursuant to Art. 19 of MAR)

Personal share transactions conducted by persons discharging managerial responsibilities and by those related to them (natural or legal) are disclosed on the corporate website at investors.softwareag.com/en/financial-news/managers-transactions. Four transactions subject to mandatory disclosure were reported in the 2020 calendar year.

Shareholdings

For details on Software AG's stock option plans and similar equity-based incentive programs, please refer to the complete Remuneration Report which is part of the Management Report.

Shareholdings of the members of the Management Board and Supervisory Board as of December 31, 2020:

Management Board

Members of the Management Board	Number of shares
Sanjay Brahmawar	1,600
Dr. Elke Frank	0
Dr. Matthias Heiden	0
John Schweitzer	1,475
Dr. Stefan Sigg	1,700

Supervisory Board

Members of the Supervisory Board	Number of shares
Karl-Heinz Streibich	5,250
Ralf Dieter	0
Ursula Soritsch-Renier	0
Markus Ziener	0
Guido Falkenberg	0
Christian Zimmermann	0