

## **Declaration of Conformity of Beta Systems Software AG with the German Corporate Governance Code in accordance with Section 161 of the German Stock Corporation Act (AktG)**

In the last Declaration of Conformity published on the Internet and in the 2007 Annual Report of Beta Systems Software AG, the Management Board and the Supervisory Board of Beta Systems Software AG declared that the Company had complied with the principles of conduct recommended by the German Commission of the German Corporate Governance Code with some minor departures from it and that it intends to do so in future.

Over the period from December 5, 2007, up until the meeting of the Supervisory Board on December 5, 2008, Beta Systems Software AG complied with the German Corporate Governance Code in the version of June 14, 2007, to the exception of the instances described in the following. On December 5, 2008, the Management Board and the Supervisory Board of Beta Systems Software AG decided on the following deviations from the German Corporate Governance Code in the version dated June 6, 2008:

- **Code Item 2 3.2 – Relaying of the convening of the General Meeting of Shareholders and convention documents by electronic channels:**

The Company does not comply with this recommendation as it has bearer shares. Accordingly, not all domestic and foreign financial services providers, shareholders and associations of shareholders are known to the Company, which means that they cannot be reached via electronic channels.

- **Code Item 3.8 – Deductible in D&O insurance policies:**

Contrary to the recommendation that the liability insurance taken out by the Company for its Management Board and Supervisory Board members (so-called Directors' and Officers' (D&O) insurance) should include a reasonable deductible, Beta Systems does not consider that this measure would lead to any significant improvement in the motivation or sense of responsibility of its directors and officers. The insurance policies currently taken out by Beta Systems do not include any deductible. There are no plans to change this policy in the future.

- **Code Item 4.2.3 – Compensation of the Management Board:**

The Management Board of Beta Systems Software AG receives compensation in the form of fixed and variable remuneration. At present, the General Meeting of Shareholders has not authorized a Management Board remuneration program that includes components with long-term incentive effect and risk elements in the form of shares, stock options or comparable instruments. Such instruments were

last issued in 2001 as part of programs previously implemented within this area. Rights resulting from these programs were last exercised in 2004 or have expired.

- **Code Item 5.1.2 and 5.4.1 – Age limits for Management Board and Supervisory Board members:**

Beta Systems regards the stipulation of age limits for Supervisory Board members as imposing a limitation on shareholders' rights to elect the Supervisory Board members of their own choice. Accordingly, the Company has not set any age limit. A similar departure from the Code's recommendation is that there is no age limit for Management Board members either as this would restrict the Supervisory Board in its selection of suitable candidates.

- **Code Item 5.3.2 – Setting up of an Audit Committee:**

In view of the current size and composition of the Supervisory Board (6 persons) as well as the size of Beta Systems itself, the Supervisory Board does not currently intend to set up a separate Audit Committee. Essentially the entire Supervisory Board deals with all questions regarding the rendering and auditing of accounts.

- **Code Item 5.3.3 – Setting up of a Nomination Committee:**

In view of the current size and composition of the Supervisory Board (6 persons) as well as the size of Beta Systems itself, the Supervisory Board does not currently intend to set up a separate Nomination Committee. Essentially the entire Supervisory Board deals with proposals for elections.

- **Code Item 5.4.7 – Compensation of the Supervisory Board:**

The Supervisory Board members of Beta Systems Software AG receive compensation only in the form of fixed remuneration. Membership and chairmanship of the Personnel Committee is not subject to specific compensation.

To the exception of the aforementioned deviations, Beta Systems Software AG complied in all instances with the recommendations of the German Corporate Governance Code in the version dated June 14, 2008, in the financial year 2008. Furthermore, to the exception of the aforementioned deviations, the company complied and complies in all instances with all the recommendations in the version dated June 6, 2008.

Berlin, December 5, 2008

Sebastian Leser  
Chairman of the Supervisory Board

Kamyar Niroumand  
Chief Executive Officer

Entsprechenserklärung gemäß §161 AktG