



## Compliance Statement 2006

## **Statement of compliance of the Executive and Supervisory Board of GFT Technologies AG with the recommendations of the “Government Commission on the German Corporate Governance Code” in accordance with § 161 AktG**

(Issue: December 14, 2006)

### **1. GFT Technologies AG will comply with all recommendations of the “Government Commission on the German Corporate Governance Code” as issued on 12<sup>th</sup> June 2006, apart from the exceptional cases detailed below:**

*4.2.4. “The total compensation of each member of the Management Board is to be disclosed by name, divided into non-performance-related, performance-related and long-term incentive components, unless decided otherwise by the General Meeting by three-quarters majority.*

The General Meeting of GFT Technologies AG decided on May 23, 2006 by three-quarters majority that the compensation of the Management Board members will not be disclosed individualised.

*4.2.5. Section 3, Sentence 1 “The substantive content of severance awards for Management Board members shall be disclosed if in legal terms the awards differ not insignificantly from the awards granted to employees.”*

GFT Technologies AG will not disclose the substantive content of severance awards in case of cessation of the Management Board member activity.

### *5.3 Formation of Committees*

With regard to the manageable size of the Supervisory Board, GFT Technologies AG will generally dispense with the formation of committees. In this way, efficient operation and the comprehensive provision of information to all Supervisory Board members is guaranteed.

*5.4.7. Section 2 “Members of the Supervisory Board shall receive fixed as well as performance-related compensation. Performance-related compensation should also contain components based on the long-term performance of the enterprise.”*

The members of the Supervisory Board of GFT Technologies AG exclusively receive a fixed salary.

**2. Since the last statement of compliance on 15<sup>th</sup> December 2005, GFT Technologies AG has complied with all recommendations of the “Government Commission on the German Corporate Governance Code” as issued on 2<sup>nd</sup> June 2005, apart from the exceptional cases detailed below:**

*4.2.4 “Compensation of the members of the Management Board shall be reported in the Notes of the Consolidated Financial Statements subdivided according to fixed, performance-related and long-term incentive components. The figures shall be individualised.”*

Remuneration of the Management Board members will be demonstrated for the Management Board collectively, where applicable with a breakdown of total compensation and components with long-term incentives (e.g. stock options).

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St. Georgen, December 11, 2006