

Responsible Corporate Governance

The GFT Group fundamentally observes the recommendations of the German Corporate Governance Code.

Responsible corporate governance is an important foundation for the sustainable business success of the GFT Group. In this respect, the Administrative Board of GFT SE is guided by the recommendations of the German Corporate Governance Code (GCGC) in its currently valid version as published by the respective Government Commission.

Corporate Governance of the GFT Group

As a European Company listed in Germany, GFT Technologies SE (GFT SE) is primarily subject to the guidelines of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE Regulation) and the German act implementing Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company ("SE-Ausführungsgesetz"-SEAG). Insofar as the SE Regulation and the SEAG do not contain more specific regulations, the German Stock Corporation Act (Aktien-

gesetz – AktG), the German Commercial Code (Handelsgesetzbuch – HGB) and the Securities Trading Act (Wertpapierhandelsgesetz – WpHG) as well as the regulations of the German Corporate Governance Code (GCGC, www.dcgk.de/en), among others, shall additionally apply. Moreover, the Articles of Association of GFT SE, the rules of procedure of the Administrative Board and the Managing Directors, the respective local legislation and rules of procedure for affiliated companies as defined by section 15 et seq. AktG and the Business Conduct Guidelines of the GFT Group form the basis for implementing proper corporate governance. The Administrative Board regularly considers the details of corporate governance and discusses their integration into the company's internal and external processes with the Managing Directors.

With a few exceptions, GFT SE has been observing the recommendations of the GCGC since its introduction in 2002. The latest Declaration of Compliance of the Administrative

Board of GFT SE concerning the recommendations of the Government Commission on the German Corporate Governance Code can be found on the following pages in the Corporate Governance Statement. The latest Declaration of Compliance, and all others submitted so far, are permanently available on the GFT Group's website (<http://www.gft.com/int/en/index/company/investor-relations/corporate-governance/declaration-of-compliance/>).

Shareholders, Annual General Meeting and Investor Relations

The share capital of GFT SE is divided into 26,325,946 non-par bearer shares. Each share entitles the bearer to one vote. The shareholders of GFT SE exercise their rights at the company's Annual General Meeting, where they receive information, can interact with the Administrative Board and Managing Directors and cast their votes. In this way, shareholders can actively exercise their rights and engage in a dialogue with the administration. The Annual General Meeting is held once per calendar year. Prior to the Annual General Meeting, GFT SE publishes all the necessary documents and information on its website. Shareholders can cast their votes at the Annual General Meeting either in person or via a proxy of their choice. The company also appoints a proxy who is bound by the voting instructions received. Shareholders can issue their instructions to this proxy in writing, by fax or electronically – as described in the invitation to the Annual General Meeting. Shareholders attending the Annual General Meeting can also instruct a proxy to vote for them in accordance with the conditions announced at the Annual General Meeting and on transfer of the voting card.

The company provides its shareholders, as well as financial analysts, shareholders' associations, the media and interested members of the public, with regular and up-to-date information on the development of business. Further information on the company's extensive Investor Relations activities is presented on the corporate website of GFT SE (<http://www.gft.com/int/en/index/company/investor-relations/>). In addition, the dates of essential regular publications (including the Annual Report and interim financial reports) and the dates of the Annual General Meeting, balance-sheet press and analysts' conferences are published here sufficiently in advance. Analyst assessments and the latest investor presentation are also available in English.

Governing, supervisory and management bodies, single-tier management and control structure

GFT SE has a single-tier management and control structure. This internationally widespread system is characterized by the fact that the SE is managed by a single governing body,

the Administrative Board, while the Managing Directors are responsible for the operating business.

The Administrative Board and Managing Directors are obliged to pursue the company's interests and its strategic principles, which are geared in particular towards avoiding conflicts of interest.

The company has taken out D&O insurance for the members of the Administrative Board and the Managing Directors. The agreed excess in this D&O policy for the Managing Directors complies with the statutory provisions. No suitable excess has been agreed in the D&O policy for the Administrative Board members. The company does not believe that an excess for members of the Administrative Board provides an additional incentive to carry out its activities with due diligence and in accordance with statutory provisions.

Administrative Board

The Administrative Board of GFT SE consists of seven members. It comprises leading business figures with detailed knowledge and international experience of the IT sector, banking, finance and law. The Administrative Board consists exclusively of shareholder representatives. The disclosures on the respective professions of Administrative Board members and a list of the seats they hold on mandatory supervisory boards or comparable committees, as well as their relations with related companies and persons, are presented in the notes to the consolidated financial statements.

With regard to its composition, the Administrative Board fully meets the obligations arising from the statutory provisions on the equal participation of women and men in leadership positions in the private and the public sectors of 24 April 2015. In other respects, the Administrative Board of GFT SE considers the special professional competencies of its members in different areas, in national and international experiences, as well as their independence within the meaning of number 5.4.2 sentence 2 GCGC as essential criteria for the composition of the body. However, the Administrative Board refrains from defining specific objectives for its composition beyond the aforementioned principles. It believes this would deprive the Administrative Board of the necessary flexibility in nominating candidates for election to the Administrative Board by the Annual General Meeting. For the same reason, the Administrative Board also refrains from setting a regular limit for the length of membership to the Administrative Board. To this extent, the company diverges from number 5.4.1 (2) GCGC.

Three members of the Administrative Board were appointed as Managing Directors; the majority are non-executive

members. All members of the Administrative Board were elected by the Annual General Meeting of 23 June 2015 for the period ending on expiry of the Annual General Meeting which decides on discharge for the financial year 2020, but for no longer than six years.

Details on the meetings of the Administrative Board in the reporting period are published in the Administrative Board Report. Information on the working procedures of the Administrative Board are to be found in the Corporate Governance Statement.

Managing Directors

GFT SE has three Managing Directors. Mr Ulrich Dietz was appointed as Chief Executive Officer. The responsibilities of the Managing Directors and the divisions they head are presented in the notes to the consolidated financial statements and online at <http://www.gft.com/int/en/index/company/about-us/management/>.

Information on the working procedures of the Managing Directors is provided in the Corporate Governance Statement.

A list of seats held by the Managing Directors on mandatory supervisory boards or comparable committees, as well as their relations with related companies and persons, are presented in the notes to the consolidated financial statements.

Remuneration for members of the Administrative Board and the Managing Directors

Disclosures on remuneration for members of the Administrative Board and the Managing Directors are to be found in the Remuneration Report.

Share option programmes and similar share-based incentive schemes

No Managing Directors or members of the Administrative Board, or any other employees of the GFT Group, are entitled to share option programmes or similar share-based incentive schemes.

Shareholdings of Administrative Board members and Managing Directors of GFT SE

At the end of the reporting period on 31 December 2015, the members of the Administrative Board held a total of 9,578,560 shares. Of this total, the Deputy Chairman of the Administrative Board Ulrich Dietz held a total of 6,893,014 shares, of which 1,000 were attributed to him, and the member of the Administrative Board Maria Dietz held a total of 2,547,706 shares, of which 1,000 were attributed to her.

At the end of the reporting period, the Managing Directors held a total of 7,030,854 shares. Of this total, the Chief Executive Officer Ulrich Dietz held a total of 6,893,014 shares, of which 1,000 were attributed to him.

Directors' Dealings

Pursuant to section 15a of the German Securities Trading Act (Wertpapierhandelsgesetz – WpHG), the members of the Administrative Board and Managing Directors of GFT SE are obliged to disclose the purchase and sale of GFT SE shares and related financial instruments. This also applies to certain employees with management responsibility and persons closely related to the above mentioned group. The respective disclosures are published online at <http://www.gft.com/int/en/index/company/investor-relations/corporate-governance/directors-dealings/>.

Compliance

In its rules of procedure and internal guidelines, the GFT Group has formulated binding regulations regarding behaviour, processes and guiding values for the company and its employees. It is an overriding principle of the Administrative Board that all employees comply with legally and ethically correct procedures in their daily business and regard them as a matter of course. In order to ensure that compliance remains a firm component of company processes, all employees – including those of domestic and foreign subsidiaries – are regularly informed and trained. The Compliance Office and further internal offices provide support for GFT SE's Managing Directors and the management boards of GFT Group subsidiaries regarding compliance with guidelines and processes. With the aid of internal and external audits, compliance with all valid regulations is regularly reviewed and recommendations provided for their ongoing development.

In accordance with section 15b WpHG, GFT SE maintains an Insider Directory listing all individuals working for the company who have access to insider information due to their function. GFT SE regularly informs these persons about the duties arising from the respective law.