

Corporate Governance Report

The Administrative Board of GFT Technologies SE defines corporate governance as being a comprehensive system of good and responsible company management. This is an important foundation for the sustainable value creation of the GFT Group. The Administrative Board of GFT Technologies SE observes all applicable regulations regarding its organisational and supervisory obligations and is also 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 is primarily subject to the guidelines of Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE Regulation) and the German act implementing Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company ("SE-Ausführungsgesetz" -SEAG), as well as Regulation (EU) No. 596/2014 of 16 April 2014 regarding market abuse (MAR). Insofar as the SE Regulation, the SEAG and the MAR do not contain more specific regulations, the German Stock Corporation Act (Aktiengesetz – AktG), the German Commercial Code (Handelsgesetzbuch – HGB) and the Securities Trading Act (Wertpapierhandelsgesetz – WpHG), among others, shall additionally apply. Moreover, the Articles of Association of GFT Technologies 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 corporate governance. The Administrative Board regularly considers corporate governance. The Managing Directors are responsible for its integration into the processes of the GFT Group.

With a few exceptions, GFT Technologies SE observes the recommendations of the GCGC (www.dcgk.de). The latest Declaration of Compliance of the Administrative Board of GFT Technologies SE concerning the recommendations of the "Government Commission on the German Corporate Governance Code" can be found in the Corporate Governance Statement. The latest Declaration of Compliance, and those submitted in previous years, 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 Technologies SE is divided into 26,325,946 no-par bearer shares. Each share entitles the bearer to one vote. The shareholders actively exercise their rights at the company's Annual General Meeting, where they interact directly with the Administrative Board and Managing Directors and cast their votes. The Annual General Meeting is held once per calendar year. GFT Technologies SE publishes all the necessary documents and information on its website in preparation for the event. 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 Technologies 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 Technologies SE has a single-tier management and control structure. This internationally widespread system is characterized by the fact that the company 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. These 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 those Administrative Board members who are not also Managing Directors. The company does not believe that an excess for these 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 Technologies 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 of the annual report.

With regard to its composition, the Administrative Board has set targets for the proportion of female members in line with statutory obligations arising from the German law 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 Technologies 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 section 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 section 5.4.1 (2) GCGC.

Three members of the Administrative Board were appointed as Managing Directors; the majority of members 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 contained in the annual report. Information on the working procedures of the Administrative Board is included in the summarised Corporate Governance Statement. This is published on the website of GFT Technologies SE (<http://www.gft.com/int/en/index/company/investor-relations/corporate-governance/corporate-governance-statements/>).

Managing Directors

GFT Technologies SE has three Managing Directors. Ulrich Dietz was appointed as Chief Executive Officer (CEO). 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/>.

At the meeting of the Administrative Board on 29 January 2017, Ulrich Dietz stepped down from his position as Managing Director and Chief Executive Officer (CEO) of GFT Technologies SE – at his own request and in agreement with the Administrative Board – with effect from the Annual General Meeting of GFT Technologies SE on 31 May 2017. The Administrative Board voted unanimously to appoint Marika Lulay as his successor for the position of CEO – also with effect from 31 May 2017.

Information on the working procedures of the Managing Directors is provided in the summarised Corporate Governance Statement (<http://www.gft.com/int/en/index/company/investor-relations/corporate-governance/corporate-governance-statements/>).

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 section of this annual report.

Share option programmes and similar share-based incentive schemes

The GFT Group has no share option programmes or similar share-based incentive schemes.

Shareholdings of Administrative Board members and Managing Directors of GFT Technologies SE

At the end of the reporting period on 31 December 2016, the members of the Administrative Board held a total of 9,602,520 shares. Of this total, Ulrich Dietz held a total of 6,913,514 shares, of which 2,000 were attributed to him, and Maria Dietz held a total of 2,548,706 shares, of which 2,000 were attributed to her.

At the end of the reporting period, the Managing Directors held a total of 7,053,814 shares. Of this total, Ulrich Dietz held a total of 6,913,514 shares, of which 2,000 were attributed to him.

Directors' Dealings

Until 2 July 2016, the members of the Administrative Board and others were obliged to disclose the purchase and sale of shares and related financial instruments of GFT Technologies SE in accordance with section 15a WpHG. As of 3 July 2016, this obligation derives from Art. 19 MAR. 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 the Managing Directors of GFT Technologies SE and the management boards of GFT Group subsidiaries regarding compliance with guidelines and processes. With the aid of internal and external audits, compliance with the applicable regulations is regularly reviewed and recommendations are provided for their ongoing development.