



Corporate Governance Declaration

Responsible and long-term oriented management and control of the Company is of key significance at PSI. Efficient cooperation between the Board of Directors and the Supervisory Board, clear rules, respect for shareholders' interests, open and transparent corporate communication, customer orientation, fair business practices and the protection of intellectual property are core principles of Company management. The key principles of our dealings with customers, shareholders, employees, partners and competitors of PSI are set forth in the Code of Conduct, which is posted on the Group's website at www.psi.de.

Corporate Governance Report

Declaration of Compliance of PSI Software AG with the German Corporate Governance Code under Article 161 of the German Stock Corporation Act (Aktiengesetz – AktG) of December 5, 2017

The Board of Directors and Supervisory Board of PSI Software AG declare pursuant to Article 161 of the German Stock Corporation Act:

PSI Software AG complies with the recommendations of the government commission for the German Corporate Governance Code in its version of May 5, 2015, with the following exceptions:

- Item 4.1.3: The Code recommends giving employees the opportunity to report, in a protected manner, suspected breaches of the law within the Company. The employees of PSI Software AG may contact the Compliance Committee at any time regarding information or complaints in relation to breaches of the law. Such information will be treated as confidential. This approach is appropriate and reflecting the company's risk situation. However, insofar as the Code recommends the opportunity of a protected, anonymous reporting system for employees and third parties, the Company declares that it deviates from the Code in this respect.
- Item 4.2.5: PSI Software AG will not comply with the recommendation to use specified model tables, due to uncertainties with respect to their interpretation and doubts as to whether the supplementary use of model tables would be instrumental in making the Compensation Report transparent and generally understandable in accordance with generally applicable financial reporting requirements.
- Item 5.3.3: The Supervisory Board has not formed a Nomination Committee, as all four shareholders' representatives on the Supervisory Board are involved in nominating candidates for voting at the Annual General Meeting.



- Item 5.4.1: No time limit has been set for membership of the Supervisory Board, since the Company is fundamentally dependent on the expertise of experienced Supervisory Board members being available. In the view of the Supervisory Board, it does not make sense to set a time limit on the term of office from the outset, especially since the respective term of office for supervisory boards set out in the company articles of association gives a clear timeframe for appointments.
- Item 5.4.3: Supervisory Board appointments may be conducted on the basis of nominee lists, as permitted by applicable law. This allows for the bundling of nominees for voting purposes.
- Item 7.1.2: The Supervisory Board or a Board-appointed audit committee does not discuss the half-year or quarterly reports with the Board of Directors prior to their release. This is not necessary, as the Supervisory Board receives a monthly report and is regularly informed on the future quarterly developments in the Supervisory Board meetings.

Information on targets for the proportion of women on the Supervisory Board, Executive Board and at senior management levels of PSI Software AG

Following the adoption of a law on the equal involvement of women and men in management positions in the private and public sectors, in its meeting of December 5, 2017, the supervisory board of PSI Software AG resolved a target quota of women in the Supervisory Board of 16.67 percent and a target quota of women in the Executive Board of 0 percent for the period until June 30, 2020. For the first and second management level below the Executive Board of PSI Software AG, the Executive Board resolved on December 8, 2017 a target quota of 30 percent for the first management level and of 14.3 percent for the second management level in light of the labour market situation concerning graduates of engineering sciences for the period until June 30, 2020. The target for the first management level was significantly improved in 2017 with the current value of 33.3 percent, thus reaching the target value. The goal for the second management level was not reached with the current value of 10 percent.

Composition of the Supervisory Board

Each member of the Supervisory Board must have the knowledge, skills and technical experience required to properly carry out his or her tasks and be sufficiently independent. All members of the Supervisory Board are regarded as independent in this respect. For employee representatives, the fact of employee representation and employment does not call into question the independence of workers' representatives. At the time of their appointment, members of the Supervisory Board should not be older than 70 years of age.



It must be ensured that the composition reflects diversity, particularly reflecting the industry environment and the internationality of the PSI Group. The members of the Supervisory Board should complement each other in terms of background, professional experience and expertise, so that the panel can draw on the widest possible pool of experience and different specialist knowledge. Regarding the growing importance of the international activities of the PSI Group, the Supervisory Board has set itself the objective of having at least one member with many years of international experience. For this purpose, the member of the Supervisory Board need not himself be a foreigner. German nationals can also meet this requirement if they have had extended experience with foreign business.

Persons to be suggested for appointment must not have potential conflicts of interest. In particular, members of the Supervisory Board must not hold positions on the Boards or carry out consultancy work for the main competitors of PSI Software AG or a Group company.

In accordance with the law demanding a one-third participation of employees on the Supervisory Board of PSI Software AG, the Supervisory Board is made up of four shareholder representatives and two employee representatives. In 2017, the objectives regarding its composition as determined by the Supervisory Board and set out above were achieved: In 2017, the Supervisory Board consisted of one member with an engineering background, one legal expert with special expertise in energy law, one capital market expert and one financial expert with many years of experience in accounting and with special and extensive experience in international business. The appropriate participation of women is currently fulfilled with one female supervisory board member.

Cooperation between the Board of Directors and the Supervisory Board

The PSI Board of Directors is comprised of two members, who cooperate very effectively. The Supervisory Board is comprised of two employee representatives and four independent members, who are committed to upholding the interest of the Company and shareholders. The Board of Directors informs the Supervisory Board regularly, promptly and comprehensively regarding all relevant questions pertaining to planning, business development and risk management of the Company. During the year under review, no business transactions took place between closely associated parties and the PSI Group.

Description and composition of the committees

The Supervisory Board has established committees to enhance the efficiency of its decision-making processes. These committees consist of at least three Supervisory Board members each. The committee members' term of office corresponds to their term of office as member of the Supervisory Board, unless a shorter term has been stipulated upon their election to the Supervisory Board. The Supervisory Board has formed a Personnel Committee and a Balance Sheet Committee.



The Personnel Committee prepares the personnel decisions of the Supervisory Board. This applies in particular to coordination of the Board of Directors employment agreements. Members of the Personnel Committee currently are Supervisory Board members Karsten Trippel as Chairman, Elena Günzler as employee representative and Prof. Dr. Ulrich Wilhelm Jaroni.

The Audit Committee is concerned with issues in accounting, risk management and the related recommendations by the Corporate Governance Code. It ensures the independence of the auditor, determines the audit focus and prepares the audit mandate. Further, it prepares the decision of the Supervisory Board regarding approval of the annual financial statements and Consolidated Financial Statements. To this end, it reviews the preliminary balance sheet, the Consolidated Financial Statements, the management report and the proposal for the appropriation of profits. The Audit Committee is currently made up of the Supervisory Board members Prof. Dr. Uwe Hack (Chairman), Andreas Böwing, Prof. Dr. Ulrich Wilhelm Jaroni, Uwe Seidl as employee representative and Karsten Trippel.

Board member remuneration and shareholdings

By resolution of the Annual General Meeting of May 16, 2017, the current remuneration of the Supervisory Board members comprises a basic remuneration component and a component linked to meeting attendance. Basic remuneration is EUR 60,000 a year plus value-added tax for the Supervisory Board Chairman, EUR 45,000 for the Deputy Chairman and EUR 30,000 for each additional Supervisory Board member. There is also compensation of EUR 7,000 for each activity on a Supervisory Board committee for each committee chairman and EUR 4,000 for each other committee member. This does not apply if the committee member or Chairman of the committee is the Chairman of the Supervisory Board or the Deputy Chairman of the Supervisory Board.

The component linked to attendance at meetings is EUR 1,000 per meeting for each Supervisory Board member. Supervisory Board members received remuneration totalling EUR 291,000 in fiscal year 2017, which breaks down as follows:

	2017 EUR K	2016 EUR K
Andreas Böwing	41	22
Elena Günzler	42	27
Prof. Dr. Uwe Hack	28	-
Bernd Haus	17	29
Prof. Dr. Ulrich Wilhelm Jaroni	53	34
Uwe Seidel	42	27
Karsten Trippel	68	42
	291	181



The members of the Board of Directors received the following remuneration in 2017:

	2017 EUR K	2016 EUR K
Fixed remuneration		
Harald Fuchs	315	306
Dr. Harald Schrimpf	382	382
Variable remuneration		
Harald Fuchs	180	120
Dr. Harald Schrimpf	215	150
Long-term fee component		
Harald Fuchs	0	0
Dr. Harald Schrimpf	0	0
	1,092	958

The remuneration of the two Board of Directors members comprises a non-performance related, fixed remuneration (fixed salary component includes a cash value benefit from the private use of a company car), a variable component consisting of an achievement bonus which can be granted at the Supervisory Board's discretion, a short-term and long-term performance-related component.

The Chief Executive Officer has an employment agreement that provides for non-performance-related fixed remuneration in the amount of EUR 382,000 a year, and the second board member has an employment agreement for EUR 315,000 a year. These amounts are paid in twelve equal monthly instalments. Included in this figure is a leased vehicle for each board member for business and personal use for the actual term of office.

In addition to the non-performance related fixed component, the Company can pay each board member a voluntary annual achievement bonus up to a set maximum amount. The members have no legal claim to repeat payments. The payment and amount of the achievement bonus is determined by the Supervisory Board after proper assessment, to the extent warranted by PSI Software AG's financial success.

Apart from the achievement bonus, the employment agreements provide for performance-related components, the amount of which is set by the Supervisory Board based on the PSI Group's performance. Accordingly, each board member is entitled to a variable short-term performance bonus, the amount of which depends on the targets reached in each fiscal year with regard to earnings before tax, specific other financial ratios and certain strategic goals. The goals are agreed in an annual target agreement made between the Supervisory Board and each member of the Board of Directors.



In November 2015 a variable, long-term remuneration plan was agreed with the members of the Board of Directors, which under certain circumstances also pays out in the case of change of control. The amount of remuneration is linked to a long-term increase in PSI Software AG's market capitalisation above a set amount and the cumulative development of the PSI Group's EBITA in the period from 1 January, 2016, to 31 December, 2018. Partial payment of this remuneration component will take place in fiscal year 2019 at the earliest.

On December 31, 2017, the members of the Board of Directors and Supervisory Board held the following shares in PSI:

	2017 Shares	2016 Shares
Board of Directors		
Harald Fuchs	6,023	5,023
Dr. Harald Schrimpf	67,000	67,000
Supervisory Board		
Andreas Böwing	0	0
Elena Günzler	1,739	1,427
Prof. Dr. Uwe Hack	0	-
Prof. Dr. Ulrich Wilhelm Jaroni	0	0
Uwe Seidel	100	62
Karsten Trippel	111,322	111,322

At this time, PSI has no stock option program or comparable incentive systems in place. In 2017, 7 board member share transactions were reported and published on the PSI website under Directors' Dealings.