



Compliance Statement 2005

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

(Stand: 15. Dezember 2005)

1. GFT Technologies AG will comply with all recommendations of the “Government Commission on the German Corporate Governance Code” as issued on 2nd 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”.

GFT Technologies AG will maintain its customary report structure, which shows the Management Board members’ salaries only for the Management Board collectively, with a breakdown of total compensation and components with long-term incentives (e.g. stock options) where applicable.

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 17th December 2004, GFT Technologies AG has complied with all recommendations of the “Government Commission on the German Corporate Governance Code” as issued on 21st May 2003, apart from the exceptional cases detailed below:

4.2.3. Section 3 “The salient points of the compensation system and the concrete form of a stock options scheme or comparable instruments for components with long-term incentive effect and risk elements shall be published on the company’s website in plainly understandable form and be detailed in the annual report. This shall include information on the value of stock options.”

The options programme of GFT Technologies AG expired in June 2005. A reissue is not planned at this time. Information on the expired option programme and the other remuneration components listed in item 4.2.3., section 3 of the code are to be exclusively taken from the annual report due to the clear remuneration structure. More extensive information is not available.

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).

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.

5.4.5. 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. (Note: in accordance with the new version of the Code, as issued on 2nd June 2005, this recommendation is now listed under item 5.4.7. of the Code).

5.4.5. Section 3 “The compensation of the members of the Supervisory Board shall be reported in the Notes of the Consolidated Financial Statements, subdivided according to components. Also payments made by the enterprise to the members of the Supervisory Board or advantages extended for services provided individually, especially advisory or agency services, shall be listed separately in the Notes to the Consolidated Financial Statements.”

This recommendation is met for the first time with the Annual Report for the 2005 financial year.

3. Since publication on 20th July 2005 of the version of the Code as issued on 2nd June 2005, GFT Technologies AG has also deviated from the following other recommendations of the “Government Commission on the German Corporate Governance Code”, as issued on 2nd June 2005:

3.10. Corporate Governance Report

For the first time, GFT Technologies AG will draw up a report on Corporate Governance for the 2005 financial year. The statements of compliance for the previous financial years will be accessible on the Internet site from the 2006 financial year. Currently, the statement of compliance for the previous financial year is available on the Internet site.

St. Georgen, December 12, 2005