

Declaration on the Corporate Governance

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1. Information on corporate governance practices
2. Working methods of the Supervisory Board and Management Board
3. Remuneration systems and remuneration report
4. Determinations pursuant to Sections 76, para. 4 and 111, para. 5 of the German Stock Corporation Act
5. Corporate Governance Report including Declaration of Conformity

1. Information on corporate governance practices

Management Board

Within the framework of the statutory provisions, the Management Board is bound to the Company interests as well as to the business policy principles of ATOSS Software AG and the principles of proper corporate management. The purpose of his corporate governance is to sustainably increase the value of the Company. In coordination with the Supervisory Board, it develops the ATOSS Software AG's strategic direction and is responsible for its implementation. It is also responsible for keeping and developing appropriate planning, control and risk management systems.

The areas of responsibility of the individual members of the Management Board are defined in such a way that all major functions, products and markets are represented in the Management Board. Decisions of major importance are made in the entire Management Board on the basis of systematic and results-oriented preparations, an appropriate analysis of the expected effects on success and risks, and open-ended discussions.

In performing their management duties, the Management Board's members may not pursue any personal interests which conflict with or impair ATOSS Software AG's interests, nor may they accept benefits or other advantages of this kind. Neither directly nor indirectly, they may take advantage of business opportunities to which ATOSS Software AG is entitled, for themselves or for persons or companies closely associated with them. The Management Board's members are also subject to a comprehensive non-competition clause as well as to the statutory insider rules of the WpHG [*Wertpapierhandelsgesetz*; German Securities Trading Act]. They are supported by a compliance officer who advises them on insider issues, monitors compliance with insider guidelines and is responsible for the relevant contacts with the competent authorities. These aforementioned principles also apply to executive members. Material transactions require the approval of the Supervisory Board.

Supervisory Board

The core task of the Supervisory Board consists of the personnel appointment and regular advice to the Management Board, as well as the monitoring of the company management and the achievement of long-term corporate goals.

In order to fulfil its monitoring function, ATOSS Software AG's Supervisory Board has adopted rules of procedure. Certain transactions are subject to the approval of the Management Board within the framework of its rules of procedure, in particular strategic realignments, investment projects, loans, company formations and participations as well as other transactions above a certain size. At least once a year, the Supervisory Board shall carry out a systematic evaluation on its activity in order to continuously examine possibilities for improvement. Should a

Supervisory Board member attend less than half of the Supervisory Board's meetings, this shall be noted in the report of the Supervisory Board.

When selecting candidates to be proposed to the Annual General Meeting for election in the Supervisory Board, the Supervisory Board makes sure that they are persons who have the required expertise, skills and professional experience. In particular, ATOSS Software AG will comply with the recommendation of the Corporate Governance Code for future elections to the Supervisory Board or with a court appointment to propose at least one independent member with sufficient expertise in the field of auditing/accounting or with comparable expertise.

All the Supervisory Board's members undertake not to exercise a mandate with a competitor and not to accept benefits or other advantages that conflict with the Company or its customers. Material conflicts of interest that are not merely temporary shall lead to the termination of the office. At the Annual General Meeting, the body reports on any arisen conflicts of interest and on how they have been dealt with. The Supervisory Board's members shall not disclose confidential information.

The Company does not pursue a diversity concept within the meaning of Section 289f, para. 2 no. 6 HGB [*Handelsgesetzbuch*; German Commercial Code]. In the composition of the authorised representative body and the Supervisory Board, the experience, skills and expertise of the individuals are of primary importance to the Company. For this reason, the Management Board and the Supervisory Board currently consider the diversity criteria to be of secondary importance, even though they are expressly welcomed.

Annual General Meeting

The Annual General Meeting of ATOSS Software AG is held annually in Munich. Among other things, it decides on the profits distribution, the discharge of the Management Board, the election of Supervisory Board members or their discharge, and the election of the auditor.

2. Working methods of the Supervisory Board and the Management Board as well as the composition and working methods of their committees

The Management Board informs the Supervisory Board on a regular basis, promptly, unsolicited and comprehensively about all material issues related to the business development as well as the potential risks to the Group's corporate development. At the same time, the corporate strategic direction is coordinated with each other in joint consultations. Should extraordinary events occur which are of significance for the assessment of the situation and development or ATOSS Software AG' management, the Management Board shall promptly inform the Chairman of the Supervisory Board. The latter ensures that the ATOSS Supervisory Board is informed and, if necessary, calls a Supervisory Board extraordinary meeting.

ATOSS Software AG's Board of Directors submits the sales, budget, balance sheet and cash flow planning to the Supervisory Board for approval before the beginning of each financial year. The Supervisory Board is informed about deviations of the

actual values from the submitted planning as well as about the adjustments to the planning in the following meetings. If the development of business shows significant unexpected deviations from the submitted planning at short notice, ATOSS Software AG's Management Board shall promptly inform the Chairman of the Supervisory Board. The latter shall - if necessary - convene a Supervisory Board's extraordinary meeting.

Although the Articles of Association of ATOSS Software AG include the option of appointing only one person to the Management Board, the Supervisory Board ensures that the Management Board consists of at least two persons. The Supervisory Board appoints a person from the Management Board as Chairman or CEO of the Management Board.

Verbal reports of the Management Board to the Supervisory Board shall be accompanied by the submission of written documentation (also in electronic form). As a matter of principle, ATOSS Software AG's Management Board, in consultation with the Chairman of the Supervisory Board, forwards these documents to the Supervisory Board members in good time prior to the relevant Supervisory Board meeting in order to enable them to an intensive preparation.

As part of its task of appointing the Management Board's members, the Supervisory Board ensures

- a balanced variety of qualifications and the ability of the individual members of the Management Board to work in a team;
- together with the Management Board, a long-term succession planning;
- that only in the case of special circumstances a reappointment is possible within one year before the end of the appointment period with simultaneous cancellation of the current appointment;
- an objective performance assessment as a basis for deciding on contract extensions of the members in office of the Management Board.

The ATOSS Software AG's Management Board shall inform the Supervisory Board in good time of any planned transactions (other than day-to-day business) between ATOSS Software AG and the Management Board's members and shall ensure that such transactions are not carried out without the prior consent of the Supervisory Board. The Supervisory Board will only give its approval to such a transaction if it is in line with usual industry conditions and does not run counter to the interests of ATOSS Software AG.

The Management Board shall inform the Supervisory Board at an early stage of the planned transactions (other than day-to-day business) among members of the Management Board. These require the prior approval of the Supervisory Board. Sideline activities of the Management Board's members, in particular the assumption of supervisory board mandates within companies not belonging to ATOSS Software AG, require the approval of the Supervisory Board.

The Management Board shall ensure that the Compliance Officer for Insider Law reports to the Supervisory Board at least once a year.

The Supervisory Board has established an audit committee to support the Supervisory Board in the performance of its duties. The audit committee deals in particular with the tasks specified in Section 107, para. 3 sentence 2 AktG [*Aktiengesetz*; German Stock Corporation Act], i.e. primarily with the monitoring

of accounting, the accounting process, the effectiveness of the internal control system, the risk management system and the internal audit system, the audit of the financial statements and compliance. The audit committee is concerned with the independence of the auditor, the determination of audit focal points as well as the additional services provided by the auditor and preliminarily decides on the approval of permissible non-audit services. It regularly assesses the quality of the audit. The audit committee meets mainly on an *ad hoc* basis.

The audit committee shall consist of the following three members:

Mr Klaus Bauer (Chairman of the audit committee)
Mr Moritz Zimmermann
Mr Rolf Baron Vielhauer von Hohenhau

The Chairman of the audit committee, Mr Klaus Bauer, has special expertise and experience in the application of accounting principles and internal control procedures and is familiar with the auditing. Mr Moritz Zimmermann also has expertise in the fields of accounting and auditing and Mr Rolf Baron Vielhauer von Hohenhau in the field of auditing. The members of the audit committee as a whole are familiar with the sector in which the company operates.

Further information pursuant to Section 285, no. 10 HGB on the composition of the bodies can be found in the notes to the consolidated financial statements.

The Supervisory Board considers all of its current members to be independent within the meaning of Clause C.6 of the DCGK [German Corporate Governance Code]. According to the recommendation in Clause C.7, paragraph 2 DCGK, when assessing the independence of its members, shareholder representatives shall take into consideration, among other things, whether he/she has been a member of the Supervisory Board for more than 12 years. Baron Vielhauer von Hohenhau has been a member of the Supervisory Board of the Company since 2001, so that according to Clause C.7, paragraph 2 last indent DCGK a formal indicator is given which could speak against his independence. However, Baron Vielhauer von Hohenhau's long membership in the Supervisory Board is an expression of special expertise, on the basis of which he has repeatedly been proposed for election to the Supervisory Board and elected by the Company's Annual General Meeting. His long time experience enrich the work of the Supervisory Board and do not impair its ability to perform its duties with the due independence.

3. Remuneration systems and remuneration report

The remuneration report for the 2021 financial year, the auditor's report on the audit of the remuneration report, the applicable remuneration system for the members of the Management Board and the Supervisory Board and the last resolutions of the Annual General Meeting on the remuneration systems of the Management Board and the Supervisory Board or the remuneration of the Supervisory Board are available on the Company's website at https://backend.atoss.com/en/_/gated-download?file=/sites/default/files/2022-03/atoss-verguetungsbericht-2021.pdf.

4. Determinations pursuant to Sections 76 (4), 111 (5) of the German Stock Corporation Act

Targets for the proportion of women in the Management Board and Supervisory Board

Pursuant to Section 111, para. 5 AktG, the Supervisory Board shall set targets for the proportion of women in the Management Board and in the Supervisory Board. If the proportion of women is below 30 per cent when the target figures are set, the target figures may no longer fall below the respective proportion achieved. At the same time, deadlines for achieving the target figures must be set, with a maximum period of five years.

In its meeting on 29 November 2017, the Supervisory Board set a target figure of 0 per cent for the proportion of women in the Supervisory Board and the Management Board and established the 30 June 2022 as the deadline for achieving these target figure.

The current proportion of women in the Management Board (currently consisting of four members) and the Supervisory Board (at this time consisting of three members) is 0 per cent each as of 30 June 2022.

At its meeting on 29 April 2022, the Supervisory Board discussed in detail the new target figures to be set for the Management Board and the Supervisory Board as well as the deadlines for achieving them. The current personnel appointment for the bodies with exclusively male members, the experience from past nomination and selection processes in the context of new appointments and, in particular, the term of the Management Board employment contracts were taken into account in the consultation. As a result, the Supervisory Board has decided, with effect from 1st July 2022, that the target figure for the proportion of women on the Management Board and Supervisory Board shall continue to be at least 0 per cent respectively. A deadline on 30 June 2027 was set for the achievement of each of these target figures.

In setting the target figure of 0 percent for the Management Board, the Supervisory Board was guided by the following considerations and justifies this determination as follows: the Supervisory Board respects the objectives pursued by introducing a women's quota and places great value to equal treatment and equal opportunities for women and men as well as wider diversity. The staffing of Management Board positions shall be oriented towards the good of the Company. When selecting members of the Management Board, the Supervisory Board looks for personal suitability, integrity, convincing leadership qualities, international experience, professional qualifications for the task to be taken on, past performance, knowledge of the Company and the ability to adapt to changing processes. The aspect of diversity is an important selection criterion when staffing Management Board positions, also with regard to aspects such as age, gender, origin and educational and professional background. Following the successful filling of two vacancies in the Management Board in 2021 and the expansion of the Management Board to four members, the restructuring and expansion of the Management Board has been completed for the time being from the perspective of the Supervisory Board. Based on the size and composition of the Management Board now available and the terms of the current Management Board employment contracts, no changes in staffing are planned, so that the target applicable until

30 June 2027 for the proportion of women in the Management Board was set at 0 per cent.

In setting the target figure of 0 per cent for the Supervisory Board, the Supervisory Board was guided by the following considerations and justifies this determination as follows: the Supervisory Board respects the objectives pursued by introducing a women's quota and places great value to equal treatment and equal opportunities for women and men as well as wider diversity. The staffing of Supervisory Board positions shall also be oriented towards the good of the Company. The Supervisory Board's members shall each have the expertise, skills and professional experience necessary for the proper performance of their duties and shall be familiar as a whole with the sector in which the Company operates. At least one member of the Supervisory Board shall have expertise in the field of accounting, at least one other in the field of auditing. When proposing candidates for election to the Supervisory Board, the Supervisory Board looks for personal suitability, integrity, convincing leadership qualities, international experience, professional qualifications and also takes into account previous experience and knowledge of the Company. The aspect of diversity is an important selection criterion in the nomination of Supervisory Board candidates, also with regard to aspects such as age, gender and educational and professional background. Nevertheless, the Supervisory Board pursues the purpose of furtherly developing the skills and experience in the Supervisory Board on the basis of all the criteria outlined above and of keeping a balance between continuity and innovation. Against this backdrop, in the opinion of the Supervisory Board and subject to the decision-making authority of the Annual General Meeting, no changes in the staffing of the Supervisory Board are currently pending, so that the target for the proportion of women in the Supervisory Board, which applies until 30 June 2027, continues to be set at 0 per cent.

Target figures for the proportion of women at the first and second management levels

Pursuant to Section 76, para. 4 AktG, the Management Board shall set a target figure for the proportion of women in the two management levels below the Management Board. If the proportion of women is below 30 per cent when the target figures are set, the target figures may no longer fall below the respective proportion achieved. At the same time, deadlines shall be set for achieving the target figures. The deadlines may not exceed five years in each case.

In its meeting on 29 November 2017, the Management Board decided that the proportion of women in the first management level below the Management Board should be 20 per cent and in the second management level below the Management Board 10 per cent. Both target figures were to be achieved by 30 June 2022.

As of 30 June 2022, the target figures have been met with 20 per cent for the first management level and exceeded with around 35 per cent for the second management level. The first management level below the Management Board includes members of the Executive Management body as well as authorised signatories, while the second management level below the Management Board includes all managers having personnel responsibility.

At its meeting on 4 April 2022, the Management Board decided that the target figure for the proportion of women should be at least 30 per cent at the first

management level and at least 40 per cent at the second management level with effect from 1 July 2022. A deadline on 30 June 2027 has been set for achieving these target figures.

5. Corporate Governance Report including Declaration of Conformity

Good corporate governance is an essential basis for sustainable and long-term Company success. The Supervisory Board and the Management Board of ATOSS Software AG are committed to this good corporate governance. Their principles of responsible corporate governance and control determine the actions of the Company's executive bodies. Future developments in this field will be closely monitored and the corporate governance structures - if deemed necessary or appropriate - will be further developed accordingly.

In accordance with Principle 22 of the German Corporate Governance Code, the Management Board Management and the Supervisory Board of ATOSS Software AG report annually on the corporate governance of the Company. The Declaration of Conformity with the recommendations of the German Corporate Governance Code in its current version of 16 December 2019, as required by Section 161 AktG, was passed by the Management Board and the Supervisory Board on 2 December 2021 and made publicly available on the Company's website on the same date.

Resolution of the Management Board and the Supervisory Board of ATOSS Software AG

The Management Board and Supervisory Board of ATOSS Software AG (hereinafter referred to as the "Company") hereby issue the following Declaration of Conformity pursuant to Section 161 AktG with regard to the recommendations of the "Government Commission on the German Corporate Governance Code" and will ensure that it is published on the Company's website.

DECLARATION OF CONFORMITY pursuant to Section 161 AktG

The Management Board and Supervisory Board of ATOSS Software AG basically welcome the intention of the Government Commission on the German Corporate Governance Code to provide transparent guidelines as a valuable guide and support to action for proper company management. However, according to the nature of the Code, it does not have a comprehensive binding effect in the sense that deviations would be fundamentally excluded or that the Company would be prohibited from deviating from the conduct recommendations due to specific requirements in the course of the Company's business. In the latter case, deviations may occur in individual cases, even if contrary to the following Declaration of Conformity. We will also disclose and explain such deviations in future Declarations of Conformity.

In light of the above, the Management Board and Supervisory Board of ATOSS Software AG declare that, with the exception of the following deviations, the German Corporate Governance Code in the version dated 16 December 2019 has been complied with since the submission of the last regular declaration on 1 December 2020 and will continue to be complied with in the future.

Deviations:

- The German Corporate Governance Code recommends in the Clause B.2 that the Supervisory Board, together with the Management Board, shall ensure long-term succession planning and describe the approach in the corporate governance statement. According to the long-term commitment as well as the current age structure of the entire Management Board, the Supervisory Board carries out succession planning as part of its ongoing activity and accordingly does not state the approach in the corporate governance statement.
- The Supervisory Board has decided to make a first-time appointment of a member of the Management Board, Mr Pritim Kumar Krishnamoorthy, for a period of five years, thus deviating from the recommendation under Clause B.3 of the German Corporate Governance Code, according to which the first-time appointment of Management Board members should be for a period of not more than three years. Mr Pritim Kumar Krishnamoorthy has already been working for ATOSS Software AG in a leading position as CTO since 2020, so that experience in working with him could already be drawn upon. Furthermore, the Supervisory Board made its decision in the interest of a stable management structure with personnel continuity and also considers it appropriate in view of the candidate's qualifications.

- There is no mandatory age limit for members of the Management Board and Supervisory Board, as the bodies' professional qualifications are of overriding importance (Clauses B.5 and C.2 of the German Corporate Governance Code).
- The German Corporate Governance Code recommends under Clause C.1 that the Supervisory Board shall determine specific objectives regarding its composition and prepare a profile of skills for the entire body. In doing so, it should pay attention to diversity. Proposals of the Supervisory Board to the Annual General Meeting shall take these objectives into account and at the same time aim at filling the skills' profile for the entire body. The implementation status is to be published in the corporate governance statement. This shall also provide information on the number of independent shareholder representatives in the Supervisory Board that is appropriate in the opinion of the shareholder representatives and the names of these members. These recommendations are not complied with, since, in the opinion of ATOSS Software AG's Supervisory Board, such a target setting is not necessary for the effective and successful work of the Supervisory Board consisting of three members. The Supervisory Board will examine to what extent these recommendations can be complied with in the future.
- The Supervisory Board has established an audit committee with effect from 1 March 2021, which is particularly concerned with the matters specified in Clause D.3 of the German Corporate Governance Code. Since that time, the Company has fully complied with the recommendations under Clause C.10, D.3 and D.4 of the German Corporate Governance Code and will continue to comply with them in the future.
- The German Corporate Governance Code recommends in the Clauses D.2 and D.5 the formation of committees with relevant specialist expertise and in particular the formation of a nomination committee. Due to the size of the Company, ATOSS Software AG continues to refrain from establishing further Supervisory Board committees. ATOSS Software AG is of the opinion that with a Supervisory Board consisting of three members, the efficiency of the Supervisory Board's work would not be increased by the formation of further committees.
- The recommendation of the German Corporate Governance Code under Clause D.7 for Supervisory Board's meetings on a regular basis, even without the Management Board is waived, as both the Management Board and the Supervisory Board are of the opinion that the flow of information and the discussion of issues affecting the Company is best ensured only within the framework of joint meetings.
- Clause D.13 of the German Corporate Governance Code recommends that the Supervisory Board regularly assess how effective it as a whole and its committees fulfil their tasks; this should be reported on in the corporate governance statement. Due to the size of the Company and the regular exchange of information between the members of the Supervisory Board at Supervisory Board meetings, ATOSS Software AG refrains from carrying out

a self-assessment and accordingly does not report on this in the corporate governance statement.

- With regard to the disclosure of the mandatory financial information during the year, it is recommended by Clause F.2 that these be made publicly available within 45 days from the end of the reporting period. The Company publishes a comprehensive overview of key figures (turnover, types of turnover, operating result - EBIT -, earnings before taxes - EBT -, net result, net result per share) within less than 30 days and the complete interim report within two months after the end of the quarter. Through this stepped publication practice, the Company also provides the capital market with particularly timely and comprehensive information outside of *ad-hoc* information required. The Company will continue this publication practice to ensure that capital market information is as up-to-date as possible.

- The remuneration system for the Management Board resolved by the Supervisory Board on 10 February 2021 and approved by the Annual General Meeting 2021 does not comply with the recommendations under Clauses G.1 to G.16 of the German Corporate Governance Code in the following points:
 - The recommendation pursuant to Clause G.7, sentence 1 of the German Corporate Governance Code, according to which the Supervisory Board shall establish the performance criteria covering all variable remuneration components for each Management Board member for the forthcoming financial year, which are mainly geared towards strategic goals in addition to operational ones, is not followed insofar as no further performance criteria are determined within the framework of the share-price-oriented remuneration component, the restricted stock units. The direct connection of this remuneration element to the share price sets clear incentives to sustainably increase of the Company value and in this way also rewards the relevant performance of the Management Board members. In addition, the Management Board employment contracts agreed upon before the new remuneration system came into force provide for the setting of multi-year objectives, which accordingly may not only be set "for the forthcoming financial year" (Clause G.7, sentence 1 of the German Corporate Governance Code), but for assessment periods spanning several financial years. The Supervisory Board considers corresponding objectives to be equally suitable with regard to the assessment of remuneration, also on the basis of long-term performance incentives.

 - The remuneration system deviates from the recommendations under Clause G.10 of the German Corporate Governance Code, as the variable remuneration amounts are not predominantly invested in shares or granted on a correspondingly share-based basis and the Management Board member may dispose of the granted long-term variable amounts only after a period of four years. With the restricted stock units, a share-based remuneration component with stepped vesting periods of up to 60 months after allocation is provided in principle, with a share of up to 40% in the variable remuneration. In

the opinion of the Supervisory Board, this ensures sufficiently effective and at the same time balanced opportunities to harmonise the interests of Management Board members and shareholders in a long-term increase in the corporate value of ATOSS Software AG.

- Furthermore, the remuneration system does not fully comply with the recommendation under Clause G.11, sentence 2 of the German Corporate Governance Code insofar as the Supervisory Board can contractually retain variable remuneration if justified, but cannot reclaim it. Management Board employment contracts agreed before the new remuneration system came into force do not provide for the contractual possibility of retaining or reclaiming variable remuneration elements (so-called malus and clawback). The Supervisory Board considers the deviations from the recommendation under Clause G.11, sentence 2 DCGK to be justified also with regard to the already statutory prescribed directors' liability regime.
- Clause G.17 of the German Corporate Governance Code recommends that the higher time commitment of the Chairman and of the members of committees be appropriately taken into account for the remuneration of Supervisory Board members. On 30 April 2021, the Annual General Meeting resolved that the Chairman of the audit committee shall receive additional remuneration in order to appropriately take into account the additional expenses associated with the function, so that the recommendation pursuant to Clause G.17 of the German Corporate Governance Code has been complied with since that date. ATOSS Software AG now only deviates from the recommendation under Clause G.17 of the German Corporate Governance Code to the extent that no separate remuneration is paid to the other members of the audit committee. For the other members of the audit committee, the new formation of the audit committee does not result in a higher time commitment than before.

Munich, 2 December 2021



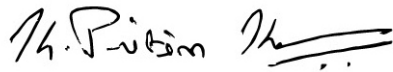
Moritz E. Zimmermann
Chairman of the Supervisory Board



Andreas F.J. Obereder
CEO



Dirk Häußermann
Co-CEO



Pritim Kumar Krishnamoorthy
CTO



Christof Leiber
CFO