

In accordance with Article 161 of the Aktiengesetz (German Stock Corporation Act), the management and supervisory boards of listed companies are obliged to issue an annual declaration stating whether the recommendations of the Government Commission on the German Corporate Governance Code, as published by the German Federal Ministry of Justice in the official section of the Bundesanzeiger (Federal Gazette), have been and are being complied with or which of the Code's recommendations have not been or are not being applied.

### **Declaration by the Board of Management and Supervisory Board of itelligence AG on the German Corporate Governance Code**

Although the shares in itelligence AG (itelligence-shares) are no longer listed, the Board of Management and Supervisory Board of itelligence AG identify with the objectives of the German Corporate Governance Code, namely to promote good, trustworthy company management that is oriented towards benefiting shareholders, employees and customers. The aim of itelligence AG is to achieve a sustainable increase in enterprise value. Accordingly, the Board of Management and Supervisory Board of itelligence AG endorse the recommendations and provisions of the German Corporate Governance Code and decided to issue an annual declaration on the German Corporate Governance Code, although the listing of the itelligence-shares has ended in the fiscal year 2013.

itelligence AG acted in accordance with the recommendations of the German Corporate Governance Code throughout the 2014 financial year and will continue to do so in future based on the version of the German Corporate Governance Code last amended on June 24, 2014, on which this declaration is based. itelligence AG departed from the recommendations of the German Corporate Governance Code in some aspects. Details of the individual departures are provided below. With regard to the following declaration, it should be taken into account that, after implementation of the squeeze-out in the fiscal year 2013, NTT DATA EUROPE GmbH & Co KG holds meanwhile all shares in itelligence AG and, in connection therewith, the listing of itelligence-shares has ended. Therefore, itelligence AG will no longer conduct a public General Meeting and the statutory provisions for listed stock corporations do no longer apply to itelligence AG.

**The following recommendations of the German Corporate Governance Code have not been implemented:**

- **Section 4.2.3: Severance Pay Cap**

*„In concluding Management Board contracts, care shall be taken to ensure that payments made to a Management Board member on premature termination of his/her contract, including fringe benefits, do not exceed the value of two years' compensation (severance pay cap) and compensate no more than the remaining term of the employment contract.“*

After the listing of the itelligence shares has ended, the contracts of the members of the Board of Management do no longer provide for a severance pay cap. The Company is convinced that the Supervisory Board will negotiate an adequate severance payment with a Management Board member in case of a premature termination.

- **Section 4.2.4 and 4.2.5 paragraph 3 and 4: Disclosure of the compensation of management board members in the compensation report**

*“In addition, for financial years starting after 31 December 2013, and for each Management Board member, the compensation report shall present:*

- *the benefits granted for the year under review including the fringe benefits, and including the maximum and minimum achievable compensation for variable compensation components,*
- *the allocation of fixed compensation, short-term variable compensation and long-term variable compensation in/for the year under review, broken down into the relevant reference years*
- *for pension provisions and other benefits, the service cost in/for the year under review.*

*The model tables provided in the appendix shall be used to present this information.”*

In the past, itelligence AG has disclosed the individual compensation of the members of the Board of Management in accordance with section 4.2.4 and section 4.2.5 paragraph 1 and 2 for each member of the Board of Management in a compensation report which was part of the Management Report. itelligence AG intends to continue to do so in the future. According to the German Corporate Governance Code, the additional requirements of section 4.2.5 paragraph 3 and 4 as well as the model tables provided in the appendix to the Code shall find application as of the financial year 2014. The Code regulates in detail how the information on the individual compensation of each of the members of the Board of Management shall be presented in the

compensation report and how this information shall be illustrated in the model tables. In order to ensure the comparability with past reports and to limit the effort in connection with the reporting on the compensation of members of the Board of Management, Management Board and Supervisory Board intend to continue to disclose the compensation of the members of the Board of Management in line with past practice. As a result, the requirements of section 4.2.5, paragraph 3 and 4, are not fully complied with.

- **Section 5.1.2: Age limit for members of the Board of Management**

*“An age limit for members of the Management Board shall be specified.”*

An age limit has not been included in the contracts of members of the Board of Management in the past, nor does itelligence AG plan to implement such an age limit in the current or future contracts of members of the Board of Management.

Contracts with members of the Board of Management are always concluded for a limited term. The age of the respective member of the Board of Management will be taken into account to a sufficient extent when determining the term of the contract. This makes the specification of an age limit in the respective contract unnecessary.

- **Section 5.3.3: Formation of a nomination committee within the Supervisory Board**

*“The Supervisory Board shall form a nomination committee composed exclusively of shareholder representatives which proposes suitable candidates to the Supervisory Board for recommendation to the General Meeting.”*

itelligence AG has not formed a nomination committee and does not intend to do so in future.

itelligence AG does not consider a nomination committee to be necessary on account of the size of its Supervisory Board.

- **Section 5.4.1: Specification of concrete objectives regarding the composition of the Supervisory Board**

*“The Supervisory Board shall specify concrete objectives regarding its composition which, whilst considering the specifics of the enterprise, take into account the international activities of the enterprise, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of number 5.4.2, an age limit to be specified for the members of the Supervisory Board and diversity. These concrete objectives shall, in particular, stipulate an appropriate degree of female representation. Recommendations by the Supervisory Board to the competent election*

*bodies shall take these objectives into account. The concrete objectives of the Supervisory Board and the status of the implementation shall be published in the Corporate Governance Report.”*

From the Company’s perspective, the composition of the Supervisory Board complies with the requirements of the German Corporate Governance Code, particularly with regard to the number of independent Supervisory Board members and the aspect of diversity. The aforementioned objectives will be formally taken into account in future proposals for election. Concrete objectives are not specified, and hence are not published in the Corporate Governance Report. A specification and publication of concrete objectives and their periodical amendment would create a significant effort, which is not justified on account of the shareholder structure and size of the Company and the Supervisory Board.

- **Section 5.4.3: Elections to the Supervisory Board**

*“Elections to the Supervisory Board shall be made on an individual basis.”*

After implementation of the squeeze-out in the fiscal year 2013, all shareholder representatives on the Supervisory Board are elected by the sole shareholder NTT DATA GmbH & Co KG without participation of minority shareholders. Against this background, the question whether elections to the Supervisory Board are made on a block basis or on an individual basis is no longer relevant.

Bielefeld, December 16, 2014  
itelligence AG



For the Board of Management  
Herbert Vogel



For the Supervisory Board  
Friedrich Fleischmann