

Corporate governance statement

In this declaration, in accordance with section 289a of the German Commercial Code, Bechtle AG summarises relevant information on issues of German Corporate Governance:

- Declaration of Conformity with the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG)
- Relevant information on business management practices that are applied above and beyond the legal requirements
- Description of the business practices of the Board of Directors and Supervisory Board, including the composition and business practices of their respective committees.

Declaration of Conformity with the German Corporate Governance Code.

On 25 January 2013, the Executive Board and the Supervisory Board renewed the Declaration of Conformity with the German Corporate Governance Code in its current form and made it permanently available to the shareholders on the company's Web site:

Declaration of Conformity of the Executive Board and the Supervisory Board of Bechtle AG with the recommendations of the Government Commission on the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG).

The Executive and Supervisory Boards of Bechtle AG declare that the company has complied with and will continue to comply with all recommendations of the Government Commission's German Corporate Governance Code (DCGK) since the last declaration of compliance from 26 January 2012, including the amendments from 19 June 2012, with the exception of the following recommendations.

Business Management Practices.

Bechtle AG adheres to all laws and standards of the respective countries in which the company conducts business. In addition to these legal requirements, the company and its employees also adhere to the following business management practices:

- corporate philosophy,
- internal management principles and
- code of conduct.

New sustainability code to be introduced in 2013. These publications provide the framework for our business strategies and activities. Furthermore, they offer Bechtle AG employees guidance and the assurance of consistent and appropriate business management practices.

Collaboration between the Executive Board and the Supervisory Board.

The Supervisory Board is involved in all major corporate decisions on the basis of a set of Rules of Procedure and assists the Executive Board by providing advice whenever necessary. The Executive Board regularly, duly and comprehensively informs the Supervisory Board of all material issues of the business development,

business planning, strategy, risk management, potential risks and opportunities of the business performance and compliance-related subjects. The information and reporting obligations are specified in detail in the Rules of Procedure. The Executive Board informs the Supervisory Board without delay about any extraordinary events that are of importance to the assessment of the situation, development or management of the company. The Supervisory Board also obtains information about the company's situation and important business transactions in meetings with the Executive Board and Managing Directors outside the scope of the regular Supervisory Board meetings. Thus, the Supervisory Board has a useful information base for monitoring operations with valuable suggestions and recommendations. As a matter of principle, the Executive Board forwards its documents to the members of the Supervisory Board in coordination with the Chairman of the Supervisory Board in good time before the Supervisory Board meetings, in order to enable the members to duly prepare for the meetings. According to the Rules of Procedure of the Executive Board, important business transactions are subject to the approval of the Supervisory Board.

Executive Board.

In the fiscal year 2012, the Executive Board comprised Dr. Thomas Olemotz, Michael Guschlbauer and Jürgen Schäfer. Dr. Thomas Olemotz, Chairman of the Executive Board, is responsible for controlling and finance, corporate communications, investor relations, central it, logistics & service, human resources and staff development as well as legal. Michael Guschlbauer is responsible for the IT system house & managed services segment and quality management, and Jürgen Schäfer is in charge of the IT e-commerce business. The Executive Board collectively assumes the responsibility for the compliance, risk management, business planning and strategic business development functions.

Apart from the distribution of tasks, the Rules of Procedure govern the collaboration within the Executive Board, majority requirements for resolutions and the cooperation with the Supervisory Board. An age limit of 65 has been determined for members of the Executive Board.

For Bechtle AG, the qualifications and suitability of applicants are the decisive criteria for the appointment of Executive Board members and other executives. Therefore, the possible extent of diversity required by DCGK is limited as far as the staffing of executive positions is concerned. The company believes that its principle of solely function-oriented neutrality best serves corporate interests. Taking this requirement into account, Bechtle nevertheless pays attention to diversity and especially to the consideration of women when staffing executive teams and welcomes efforts to increase the proportion of women in executive positions.

Supervisory Board.

In line with the Articles of Incorporation, the Supervisory Board of Bechtle AG consists of twelve members. In accordance with the German Co-Determination Act (MitbestG), it consists of equal numbers of shareholder representatives and employee representatives. The Supervisory Board includes four female members, various members have a special international background, and the overwhelming majority of the shareholder representatives are independent. Some of the employee representatives are normal employees of the company.

As of the end of the Annual General Meeting of 19 June 2012, Gerhard Schick, company founder and longstanding Chairman of the Executive Board and of the Supervisory Board, stepped down from the Supervisory Board. With effect from 20 June 2012, Prof. Dr. Thomas Hess, Director of the Institute for Information Systems and New Media of the Ludwig Maximilian University in Munich, was elected as a new member of the Supervisory Board.

Until his departure, Gerhard Schick served as Chairman of the Supervisory Board. He also chaired the personnel committee. Until 19 June 2012, Dr. Jochen Wolf served as chairman of the audit committee. As doctor of economics, long-standing head of group controlling, administrative director, CFO and director of an investment company, he has special skills and experience in the application of accounting principles and internal audit procedures (Section 100 [5] of the German Stock Corporation Act [AktG], Section 5.3.2 DCGK). As of 20 June 2012, Klaus Winkler was appointed Chairman of the Supervisory Board. He has been a member of the Supervisory Board since 1999, and he already served as its Chairman from 1999 to 2004. He has been on the audit committee since its existence. By nature, the Chairman of the Supervisory Board of Bechtle AG engages in intensive exchange with the Executive Board and is closely acquainted with the goings-on in the company. Thus, the company does not consider a separation of the executive positions of the Supervisory Board and of the audit committee to be necessary. Therefore, the Supervisory Board has appointed Klaus Winkler as chairman of the audit committee, effective from 20 June 2012. Klaus Winkler studied banking and business administration (VWA). He served as the Head of Corporate Finance of BWBank, Stuttgart, for seven years and as Director of the current BWK GmbH Unternehmensbeteiligungsgesellschaft for 13 years. Since 2003, he has been Administrative Director of HELLER GmbH, Nürtingen, one of Europe's leading machine tool manufacturers. In 2007, he was appointed Chairman of the Board of Directors of HELLER GmbH. He has special skills and experience in the application of accounting principles and internal audit procedures (Section 5.3.2 DCGK). Since 20 June, Dr. Jochen Wolf has served as chairman of the personnel committee (Section 5.2 [2] DCGK).

A nomination committee has not been formed. In view of the staffing of the Supervisory Board, the Supervisory Board does not consider such a committee to be necessary at present.

The Supervisory Board endeavours to fulfil its duties with due care. Every three years, the Supervisory Board has the efficiency of its activity comprehensively audited on the basis of the guideline of Deutsche Schutzvereinigung für Wertpapierbesitz e. V. An audit conducted in the reporting period confirmed the efficiency of the Supervisory Board's work. Should the Supervisory Board come to the conclusion that the efficiency has deteriorated, the audit will be conducted on an annual basis. In line with Section 5.4.1 DCGK, the Supervisory Board has put down its goals concerning its future composition in writing. The Supervisory Board thus intends to ensure that at least two Supervisory Board members fulfil the criterion of internationality to a special degree. However, the Supervisory Board does not see any necessity to fix the number of independent Supervisory Board members. Currently, the large majority of the shareholder representatives fulfil the criterion of "independence". They have no personal or business relations with the company, its executive bodies, a controlling shareholder or an enterprise associated with the latter. Furthermore, they do not exercise any consulting or board function for customers, suppliers, creditors or other business partners of Bechtle AG. Nevertheless, the Supervisory Board will continue to propose representatives of business partners as Supervisory Board

members if their specific skills are more beneficial to the company than potential conflicts of interests could be detrimental. Moreover, the Supervisory Board already boasts a high level of diversity. In particular, four of the twelve Supervisory Board members are women. Therefore, the Supervisory Board has not formulated any concrete goals with respect to the subject of diversity (Section 5.4.1 [2] DCGK). The Rules of Procedure provide for an age limit of 70 for Supervisory Board candidates. Presently, the goals set by the Supervisory Board have already been fulfilled. They will be taken into consideration in future election proposals.

D&O Insurance.

The Executive Board and the Supervisory Board observe the generally accepted corporate governance principles. Should they culpably violate their duty to exercise due care, Bechtle AG may assert damage claims against them. To cover this risk, the company has taken out directors & officers liability insurance for the Executive Board and Supervisory Board members. A deductible of 10 per cent has been agreed for the Executive Board in line with the statutory provisions, but not for the Supervisory Board. Bechtle AG does not believe that a deductible would contribute to an improved sense of responsibility and motivation of the Supervisory Board.

Conflicts of Interest.

The members of the Executive Board and of the Supervisory Board are committed to the interests of the company. In their decisions within the scope of their activity, they are not permitted to pursue personal interests or use business opportunities to which the company is entitled for themselves. In the past fiscal year, the Supervisory Board and Executive Board members did not experience any conflicts of interest, e.g. due to a consulting or board function for customers, suppliers, creditors or business partners. Detailed information on the existing mandates of the members of supervisory boards and similar supervisory bodies of other companies is presented in the Notes to the consolidated financial statements.

Neckarsulm, March 2013
Bechtle AG
The Executive Board