

Corporate governance statement

Pursuant to Section 289a of the German Commercial Code (HGB), this statement summarises the following key information regarding Bechtle AG's corporate governance:

- Declaration of Compliance according to Section 161 of the German Stock Corporation Act (AktG)
- Relevant information on corporate governance practices above and beyond legal requirements
- Description of operating principles employed by the Executive Board and Supervisory Board, as well as the composition and operating principles of their committees
- Target percentage of women on the Executive Board and both senior management levels therebelow
- Compliance with the 30 percent statutory quota for women on the Supervisory Board

Further information can be found in the corporate governance section of the Bechtle AG group management report.

Declaration of Compliance with the German Corporate Governance Code.

On 27 January 2017, the Executive Board and Supervisory Board issued the latest version of Bechtle's Declaration of Compliance with the German Corporate Governance Code (DCGK). It has been made available for shareholders to access on the Company's website at any time.

Corporate governance practices.

Bechtle AG complies with all laws and regulations effective in each country of business. The Company and its employees also apply the following principles above and beyond legal requirements:

- Bechtle Corporate Philosophy
- Bechtle Sustainability Code
- Bechtle Code of Conduct
- Bechtle Leadership Principles

These publications are the framework underpinning our business strategy and activities. They provide guidance to all Bechtle AG employees and ensure that corporate governance practices are implemented appropriately—a visible testimony of our commitment to corporate citizenship. The Bechtle Leadership Principles are an in-house standard applicable to all Bechtle staff in a leadership position.

Cooperation between the Executive and Supervisory Boards.

In the German dual system, the company management (i.e. the Executive Board) and the controlling unit (i.e. the Supervisory Board) are separated from each other. Nevertheless, these two boards collaborate closely for the good of the company. The Supervisory Board is involved in all major corporate decisions 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 of the Executive Board. 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 and especially the Chairman of the Supervisory Board also obtain information about the company's situation and important business transactions 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 Supervisory Board meetings, in order to enable the members to duly prepare for the meetings. According to the Rules of Procedure of the Supervisory Board, important business transactions are subject to the approval of the Supervisory Board.

Executive Board.

The staffing and responsibilities of the Executive Board are the same as in the prior year. The Executive Board consists of three members. Dr. Thomas Olemotz is the Chairman of the Executive Board.

Apart from the distribution of tasks, the Rules of Procedure of the Executive Board 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.

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 currently 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.

For personal reasons, Supervisory Board member Dr. Walter Jaeger stepped down from his office as of the end of the Annual General Meeting on 9 June 2016. The Annual General Meeting on 9 June 2016 elected Sandra Stegmann to the Supervisory Board for the remainder of the term of office of the departed member. The Supervisory Board elected Kurt Dobitsch to replace Dr. Walter Jaeger as a member of the audit committee.

Contrary to the recommendation of section 5.2 (2) of the German Corporate Governance Code (DCGK), the Chairman of the Supervisory Board of Bechtle AG also serves as Chairman of the audit committee. He 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.

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.

Under consideration of Section 5.4.1 (2) of the German Corporate Governance Code (DCGK), the Supervisory Board has set down goals concerning its composition in writing. The Supervisory Board thus intends to ensure that at least two Members of the Supervisory Board fulfil the criterion of internationality to a special degree. However, the Supervisory Board does not see any necessity to fix the number of independent Members of the Supervisory Board. Currently, most of the Members of the Supervisory Board fulfil the criterion of "independence", as they do not have any personal or business relationship with the company, its organs, a controlling shareholder or a company affiliated with a controlling shareholder and do not exercise any advisory or organ 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 does not see any need for the definition of specific goals for the handling of potential conflicts of interests. In respect of diversity, the Supervisory Board has not determined any goals. Moreover, the Supervisory Board has not determined any standard limit for the affiliation with the Supervisory Board. In this area too – as in the case of the staffing of the Executive Board and executive positions and in its dealings with all employees – Bechtle AG aims at long-term cooperation. In the past, Bechtle AG often benefited from the long-standing expertise of experienced Members of the Supervisory Board. This is to remain the case in the future as well. Presently, the goals set by the Supervisory Board have already been fulfilled. They will be taken into consideration in future election proposals.

The Rules of Procedure of the Supervisory Board provides for an age limit of 70 for election to the Supervisory Board.

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 Members of the Executive Board and of the Supervisory Board. 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 Members of the Supervisory Board and Executive Board 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 board members on supervisory boards and similar supervisory bodies of other companies is presented in the Notes to the Consolidated Financial Statements.

Women on the Executive Board.

Under the “Act on the Equal Participation of Women and Men in Executive Positions in the Private Economy and in the Public Sector”, an obligation was imposed on the affected companies in 2015 to determine targets for the proportion of women on the Executive Board and at the two lower executive levels. The Supervisory Board of Bechtle AG has addressed the subject of determining a target quota for the Executive Board. The board firmly believes that bonding the Members of the Executive Board to the company and keeping them in the company on a long-term basis serves the company’s interests. Therefore, changing the staffing of the Executive Board solely for the purpose of increasing the proportion of women has been and remains out of question. Bechtle AG always endeavours to operate as efficiently as possible in all parts of the enterprise and at all hierarchy levels. Therefore, increasing the number of Members of the Executive Board for the mere sake of ensuring a certain female quota is not a viable option. Currently, the proportion of women on the Executive Board is 0 per cent. From the current perspective, we consider a change of this proportion to be unrealistic in the medium term.

Therefore, the Supervisory Board has determined a target quota of 0 per cent for the proportion of women on the Executive Board until 30 June 2017.

Women in senior management.

In accordance with the law, the Executive Board of Bechtle AG has defined the two executive levels under the Executive Board. For the staffing of the two executive levels under the Executive Board, the qualification is the top priority. Moreover, the objective is to bond employees to Bechtle on a long-term basis. The first executive level under the Executive Board comprises the Executive Vice Presidents.

Currently, the proportion of women at this level is 0 per cent. For the said reasons, it is unlikely that this quota will change noticeably in the coming years. Therefore, the Executive Board has determined a target quota of 0 per cent for the proportion of women at the first executive level under the Executive Board until 30 June 2017.

The second executive level under the Executive Board comprises the decision-makers in managerial positions as well as other executives that report directly to a Member of the Executive Board. The proportion of women at this level amounted to 4.48 per cent as of 31 July 2015 and 4.11 per cent as of 31 December 2016. The Executive Board has determined a target quota of 5 per cent for the second executive level. The deadline for reaching this target quota is 30 June 2017.

Women on the Supervisory Board.

Bechtle AG is required by law to ensure a female quota of at least 30 per cent on the Supervisory Board. The percentage of women on Bechtle's Supervisory Board is currently 33 per cent.

Neckarsulm, February 2017
Bechtle AG

The Executive Board