

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 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.

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

Declaration of Conformity with the German Corporate Governance Code.

On 5 February 2015, 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.

Collaboration between the Executive Board and the Supervisory Board.

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 in discussions with the Executive Board and 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 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. In 2014, the appointment of Michael Guschlbauer and Jürgen Schäfer as members of the Executive Board, and the respective Executive Board employment contracts, were prematurely extended by another five years.

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.

For Bechtle AG, the qualifications and suitability of applicants are the decisive criteria for the appointment of other executives. 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 due consideration of women when staffing executive teams and welcomes efforts to increase the proportion of women in executive positions. Currently, 13 per cent of Bechtle's executive positions are already staffed with women, an excellent value when compared to the industry average (IT industry: 4 per cent). The qualifications and suitability of the candidates are also the decisive criteria for the appointment of Executive Board members. Currently, the due consideration of women is not a declared goal in connection with the staffing of Executive Board positions. Thus, the recommendation of DCGK for the appointment of Executive Board members is not fully complied with in this regard. Should the Cabinet bill for the "Act on Equal Participation of Men and Women in Executive Positions in the Private Economy and Public Sector" be adopted by the German parliament and enter into force, Bechtle AG will review this internal decision under consideration of the laws applicable at the time.

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, it consists of equal numbers of shareholder representatives and employee representatives. The Supervisory Board currently includes three 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.

One new Supervisory Board member was elected in 2014. Gerhard Schick's mandate ended as of the end of the Annual General Meeting on 5 June 2014. At the Annual General Meeting, Dr. Matthias Metz was elected to the Supervisory Board with a vast majority.

In line with this change, the Chairman of the Supervisory Board also changed. Until the Annual General Meeting on 5 June 2014, Gerhard Schick served in this capacity. After the Annual General Meeting, the Supervisory Board elected Dr. Matthias Metz as its Chairman. 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. For this reason, Gerhard Schick also served as chairman of the audit committee. In the many years as Chairman of the Executive Board and later as Chairman of the Supervisory Board of Bechtle AG, he gained 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).

Dr. Matthias Metz has served as chairman of the audit committee since 6 June 2014. Dr. Matthias Metz began his post-secondary education with vocational training as a banker before earning a degree in business administration. After obtaining his doctorate (Dr. rer. pol.), he became Assistant to the Management Board of Deutsche Bank AG in Frankfurt am Main in 1985. From 1988, he worked for Wüstenrot Bank AG in Ludwigsburg, first as a fully authorised representative, then as deputy member of the Executive Board and finally as regular member of the Executive Board. In 1993, he took over the management of the Augsburg branch of Deutsche Bank AG. Two years later, he transferred to Bankhaus B. Metzler seel. Sohn & Co. KGaA in Frankfurt am Main. In his position as Director, he was responsible for controlling, finance and taxes for three years. In 1998, he was appointed as fully authorised representative of Bausparkasse Schwäbisch Hall AG, and one year later as Executive Board member responsible for finance. In 2006, he became Chairman of the Executive Board. His mandate ended on 1 June 2014. Dr. Metz, too, has special skills and experience in the application of accounting principles and internal control procedures (Section 100 (5) AktG, Section 5.3.2 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 2012 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 conformity with Section 5.4.1 (2) DCGK, the Supervisory Board has put down goals concerning its 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, most of the Supervisory Board members 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. Furthermore, the Supervisory Board does not see any need for the definition of specific goals for the handling of potential conflicts of interests. Moreover, the Supervisory Board already boasts a high level of diversity. For instance, three of the twelve Supervisory Board members are women. To date, the Supervisory Board has therefore not formulated any concrete goals with respect to the subject of diversity and the due involvement of women. Should the Cabinet bill for the “Act on Equal Participation of Men and Women in Executive Positions in the Private Economy and Public Sector” be adopted by the German parliament and enter into force, Bechtle AG will review this decision under consideration of the laws applicable at the time.

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 provide for an age limit of 70 for election to the Supervisory Board. Gerhard Schick, who was judicially appointed as member of the Supervisory Board as of 1 December 2013 following the resignation of Klaus Winkler and whose mandate ended as of 5 June 2014, had already passed this age limit as of the date of appointment. Due to the unexpected resignation of Klaus Winkler and the necessity of staffing the position quickly and without any transitional periods, the general interest of the company prevailed to such an extent that, from the perspective of the Executive Board and the Supervisory Board, compliance with the age limit was clearly of secondary importance. Moreover, the age limit specified in the Rules of Procedure is a recommendation that can be overstepped in exceptional situations as was the case here. However, Bechtle AG will observe the age limit as determined in the Rules of Procedure for future candidates.

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 dutybound 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 board members in supervisory

boards and similar supervisory bodies of other companies is presented in the Notes to the Consolidated Financial Statements.

Neckarsulm, February 2015
Bechtle AG

The Executive Board