

**Declaration of Compliance with the German Corporate Governance Code
(GCGC), made in Accordance with Article 161 of the German Stock
Corporation Act, by the Board of Management and Supervisory Board
of PC-Ware Information Technologies AG**

PC-Ware Information Technologies AG is fully committed to the guiding principle of conscientious corporate governance centred around transparency and the creation of value, as enshrined in the German Corporate Governance Code, the prime objective being to operate a management and supervisory system that instills confidence into shareholders, capital markets, business associates, employees and the general public.

The Management Board and Supervisory Board of PC-Ware Information Technologies AG issued their most recent Declaration of Conformity on 6 June 2007. As regards the period from 7 June 2007 to 20 July 2007, the following Declaration refers to the Code in the version of 12 June 2006. For the period from 21 July 2007, the following Declaration refers to the recommendations of the Code in the version of 14 June 2007, which was published in the electronic Federal Gazette on 20 July 2007.

The Management Board and Supervisory Board of PC-Ware Information Technologies AG hereby declare that the recommendations of the Commission of the German Corporate Governance Code have been and will continue to be complied with, with the exception of the following departures:

Point 4.2.4

On 14 September 2006, the General Meeting of Shareholders of PC-Ware Information Technologies AG decided to avail itself of the opt-out clause and passed the following resolution: »The disclosure of details in the notes, as required under Section 285 (1) no. 9 (a) sentences 5 to 9 of the German Commercial Code (Handelsgesetzbuch – HGB) and Sections 315a (1), 314 (1) no. 6 (a) sentences 5 to 9 HGB, as well as in any other form of publication specified by law shall not be made in the Annual Financial Statements and Consolidated Financial Statements of the Company for the financial years 2006/07 to 2010/11 inclusive, up to 13 September 2011, at the latest.«

Point 5.1.2 sentence 6

To date, the incorporation of an age limit for members of the Management Board, as set out in point 5.1.2 sentence 6 of GCGC, has not been implemented by the Company, as this recommendation is not considered to be of relevance to business operations.

Point 5.3

The Company has not implemented the GCGC recommendation governing the formation of qualified committees by the Supervisory Board because the latter is only comprised of three members. The formation of committees from the three-member body would lead to no improvements as regards levels of efficiency or expertise. In view of this, the Supervisory Board as a whole is responsible for addressing all issues of relevance. The formation of a nomination committee (Point 5.3.3) is not deemed necessary, as the Supervisory Board is only comprised of shareholder representatives.

Point 5.4.1 sentence 2

The GCGC recommends that age limits be specified for members of the Supervisory Board. PC-WARE considers this to be an inappropriate restriction of its shareholders' right to elect the members of the Supervisory Board. Therefore, the corporate governance principles defined by PC-WARE AG do not contain provisions regarding age limits.

Point 7.1.2 sentence 3

Quarterly reports are issued in accordance with the financial reporting and disclosure requirements for the Prime Standard, as specified by Deutsche Börse AG. These requirements differ from those set out in recommendation 7.1.2 sentence 3 of GCGC. The reports are published immediately upon completion, at the latest within two months of the end of the reporting period.

Leipzig, 19 June 2008



For the Management Board



For the Supervisory Board