Declaration of Corporate Governance

An effective and transparent organisation, as well as responsible and reliable corporate governance is very important at secunet Security Networks AG. The Company's Management Board and Supervisory Board firmly believe that good corporate governance is key to the continued success of the Company on the market.

The term Corporate Governance describes the regulatory framework for the management and supervision of companies. In a general sense, this framework must be designed in such a way that the Management Board and Supervisory Board work to ensure that the company continues to exist and creates value sustainably. Recommendations and proposals for how this requirement can be implemented in the management and supervision of companies are summarised in the German Corporate Governance Code (Deutscher Corporate Governance Kodex, DCGK). The Code serves the purpose of increasing trust in companies listed on the German stock exchange.

The Management Board and Supervisory Board therefore regularly check the implementation of the German Corporate Governance Code at secunet Security Networks AG. In the 2020 financial year, the Management Board and Supervisory Board of the Company once again carefully deliberated on the recommendations and proposals of the German Corporate Governance Code, in both the version of 7 February 2017 and the version of 16 December 2019, which entered force with its publication in the Federal Gazette on 20 March 2020. The Declaration of Conformity set out below regarding the German Corporate Governance Code was agreed on the basis of these deliberations. This declaration is permanently available on our website and will be updated immediately if required.

Secunet Security Networks AG issues the following Declaration of Corporate Governance in accordance with Sections 289f HGB and 315d HGB:

Management and supervisory structure

secunet Security Networks AG is subject to German stock corporation law and its own Articles of Association. As a German public limited company, it has a dual management and supervisory structure consisting of a Management Board and a Supervisory Board.

The Management Board and Supervisory Board work together closely and on the basis of mutual trust in their management and supervision of the Company. The Annual General Meeting is responsible for fundamental decisions in the Company.

Supervisory Board

In accordance with Article 9 (1) of the Articles of Association, the Supervisory Board comprises six members, four of whom are elected by the Annual General Meeting and two by the employees in accordance with the German One-Third Participation Act. In accordance with the recommendations of the German Corporate Governance Code (Deutscher Corporate Governance Kodex, DCGK), the shareholder representatives were elected by a single ballot. The current members of the Supervisory Board are Ralf Wintergerst (Chairman of the Supervisory Board), Dr Peter Zattler (Deputy Chairman of the Supervisory Board), Dr Elmar Legge, Jörg Marx (employee representative), Gesa-Maria Rustemeyer (employee representative) and Professor Dr Günter Schäfer. Further information about the members of the Supervisory Board, including their term of office, can be found under "The Company" on the Company's website at www.secunet.com.

The Supervisory Board monitors and advises the Executive Board with regard to the management of the Company. At regular intervals, the Supervisory Board discusses business performance and planning, as well as the strategy and its implementation. It discusses the half-year financial reports and quarterly updates with the Management Board before their publication, and approves the Annual Financial Statements of secunet Security Networks AG and the Group, taking into consideration the audit reports prepared by the auditors and its own examination. The Supervisory Board monitors the accounting process, the effectiveness of the internal control system, risk management and internal audit, as well as the auditing of the financial statements. Its tasks and responsibilities also include appointing members to the Management Board. Management Board decisions

of fundamental importance, such as major acquisitions, disposals and financial measures, require the consent of the Supervisory Board. An extraordinary meeting of the Supervisory Board is convened as and when necessary should significant events arise. The Supervisory Board has drawn up rules of procedure for its work, which are published on the Company's website.

The Chair of the Supervisory Board is elected by the Supervisory Board from among its members. The Chair coordinates the work carried out within the Supervisory Board, chairs its meetings and represents its interests externally. The Supervisory Board strives to continually improve the effectiveness and efficiency of its activities. The efficiency review or self-assessment of the Supervisory Board is carried out at the end of each year. For the purposes of self-assessment, each member of the Supervisory Board answers a structured questionnaire on the individual effectiveness criteria. The results, including any possible proposals for improvement, are discussed at the first meeting of the following year, at which the annual financial statements are adopted.

The knowledge, skills and professional experience required to fulfil the remit are taken into account when drawing up the nominations for election to the Supervisory Board. The Supervisory Board of secunet Security Networks AG has also specified concrete targets for its composition, with due consideration given to diversity. At least one seat on the Supervisory Board is reserved for a female member. One or more Supervisory Board members should also have many years of special experience abroad, acquired as a result of working abroad or due to a foreign country of origin. Furthermore, an age limit of 70 years is planned for members of the Supervisory Board.

The Supervisory Board has also drawn up a profile of skills for the board as a whole. The purpose of the skills profile is to ensure that the members of the Supervisory Board possess all the knowledge and experience considered essential in light of the activities of secunet Group.

Nominations by the Supervisory Board to the Annual General Meeting shall take into account the aforementioned targets for the composition of the Supervisory Board and, at the same time, endeavour to meet the requirements of the skills profile for the board as a whole. In the reporting period, the Supervisory Board did not submit any proposals to the Annual General Meeting for the election of Supervisory Board members (shareholder representatives). The composition of the Supervisory Board complied with the specifications of the skills profile both before and after the Supervisory Board elections in 2019. The Supervisory Board members possessed and possess the professional and personal qualifications deemed necessary. They were and are all familiar with the sector in which the Company is active and had and have the essential knowledge, skills and experience for the Company.

Furthermore, in accordance with Section C.6 of the German Corporate Governance Code, the Supervisory Board should include what it considers to be an appropriate number of members on the shareholder side who are independent of the Company, its Management Board and the controlling shareholder. Taking into account particularly the ownership structure and the size of the board as a whole, the Supervisory Board has come to the conclusion that one independent shareholder representative as per the above definition is appropriate and that Supervisory Board member Dr Elmar Legge meets the requirements. Dr Legge thus also complies with the recommendation in Section C.9 of the German Corporate Governance Code, according to which, in the case of a company that has a controlling shareholder – which applies to secunet Security Networks AG due to the majority holding of Giesecke + Devrient GmbH, Munich – and whose Supervisory Board has six members or fewer, at least one shareholder representative should be independent of the controlling shareholder.

Furthermore, according to Section C.7 of the German Corporate Governance Code, more than half of the shareholder representatives should be independent of the Company and the Management Board. A Supervisory Board member is deemed to be independent of the Company and its Management Board if he or she has no personal or business relationship with the Company or its Management Board that could constitute a material and not merely temporary conflict of interest. In accordance with Section C.7 of the German Corporate Governance Code, the shareholder side shall, when assessing the independence of its Supervisory Board members from the Management Board and the Company, in particular take into account whether the Supervisory Board member or a close family member of the Supervisory Board member (i) was a member of the Management Board of the Company in the two years prior to the appointment, (ii) currently has or has had a material business relationship with the Company or a company dependent on it (e.g. as a customer, supplier, lender or consultant), either directly or as a shareholder or in a responsible function of a company outside the Group, in the year leading up to the appointment, (iii) is a close family member of a Management Board member, or (iv) has been a member of the Supervisory Board for more than twelve years. If one or more of the aforementioned indicators applies and the Supervisory Board member in question is nevertheless considered to be independent, this shall be justified in the Declaration of Corporate Governance pursuant to Section C.8 of the German Corporate Governance Code. According to the Supervisory Board's assessment, and in accordance with the recommendation under Section C.7 of the German Corporate Governance Code, more than half of the shareholder representatives are independent of the Company and the Management Board, namely Mr Ralf Wintergerst, Dr Peter Zattler and Dr Elmar Legge. In this assessment,

the Supervisory Board also took into consideration the fact that Dr Zattler has been a member of the Supervisory Board since 2004 and Dr Legge since 1999. Both therefore fulfil one of the aforementioned indicators with a length of service of more than twelve years, so that - in accordance with the recommendation under Section C.8 of the German Corporate Governance Code reasons are to be given in the Declaration of Corporate Governance as to why both Supervisory Board members are nevertheless considered independent. Dr Zattler and Dr Legge perform their duties with great diligence and consistently in line with the corporate interests of secunet Security Networks AG. With the exception of their respective length of service, Dr Zattler and Dr Legge have no other personal or business relationships with the Company or its Management Board, nor are there any other indications that could be construed as constituting a material and not merely temporary conflict of interest. In the opinion of the Supervisory Board, it would therefore be wrong to conclude a lack of independence from the Company and the Management Board based solely on the length of service.

The Supervisory Board has not formed any committees. In the opinion of the Supervisory Board, this is not in fact necessary, as it comprises only six members. Given a board of this size, efficient operation can be guaranteed without the establishment of committees.

Management Board

The Management Board consists of four members, namely the Chairman of the Management Board, Mr Axel Deininger, Mr Thomas Pleines, Mr Torsten Henn and Dr Kai Martius.

The Management Board, as the body responsible for managing the Company, conducts the Company's business under its own responsibility and in the Company's interests. Its aim is to increase the enterprise value on a sustainable basis. In particular, it determines the principles of the Company's policy and is also responsible for developing the Company's strategy, for planning and setting the Company's budget, for allocating resources, and for controlling and managing the Company's corporate and business divisions. Specific measures described in the Management Board's rules of procedure require the approval of the Supervisory Board. The Management Board is responsible for preparing the Company's quarterly updates, the Company's half-year financial reports, the Annual Financial Statements of secunet Security Networks AG, and the Consolidated Financial Statements.

The Management Board works closely with the Supervisory Board. It informs the Supervisory Board regularly, comprehensively and without delay – by means of written and verbal reports – of all issues important to the Company as a whole with regard to strategy and strategy implementation, planning, business performance, the financial and earnings situation, and entrepreneurial risks. The Supervisory Board is involved without delay in all decisions fundamental to the Company. No age limit is planned for members of the Management Board.

Targets for the appointment of women

The Supervisory Board has implemented the requirements of the legislation that came into force on 1 May 2015 regarding the equal participation of women and men in management positions.

At its meeting on 4 May 2017, the Supervisory Board established a target of 17 percent for the proportion of women on the Supervisory Board, relating to the implementation period from 1 July 2017 to 30 June 2022, which corresponds to the goal of electing one female member to the Supervisory Board. The Supervisory Board took this target into account in its election proposals to the Annual General Meeting in May 2019.

The Supervisory Board last dealt with the target figure for the proportion of women on the Management Board of the Company at its meeting on 25 March 2020 and resolved to retain the previously applicable target figure of zero percent. In the view of the Supervisory Board, the search for suitable female candidates remains a challenge in the current market environment and in the business fields of secunet Security Networks AG. It is the opinion of the Supervisory Board that a higher target cannot be considered realistic at the present time. This target remains applicable until 31 May 2025.

With regard to the two management levels below the Management Board, the Management Board set the following targets for the period from 1 July 2017 to 30 June 2022: zero percent for the first level and eleven percent for the second level. In view of the small size of the Company, the limited number of management positions and the associated low level of fluctuation, the Management Board is of the opinion that more ambitious targets would currently not be realistic. However, the Management Board reiterates its intention to move towards a higher proportion of management positions being held by women to the greatest extent possible.

In the 2020 financial year, the proportion of women at the second management level below the Management Board was 9 percent (previous year: 8 percent).

Responsible risk management

Good corporate governance also means that the Company must take a responsible approach to risk. Systematic risk management as part of our value-oriented Group management ensures that risks are identified and evaluated at an early stage, and that risk positions are optimised. The Management Board reports regularly to the Supervisory Board on the current development of key risks. Details of risk management at secunet Security Networks AG can be found in the combined Management Report. It also contains the report on the key characteristics of the internal control and risk management system relating to accounting.

Transparent corporate governance

Transparency in corporate governance is very important to the Management Board and Supervisory Board of secunet Security Networks AG. Shareholders, all participants in the capital market, financial analysts, shareholder associations and the media are provided with comprehensive, regular and up-to-date information regarding the Company's position and key changes to the Company's business.

secunet Security Networks AG reports to its shareholders four times a year on business performance and on the financial and earnings situation, and makes all reports and information permanently available to shareholders on the Company's website at www.secunet.com. The dates for regular financial reporting are listed in the financial calendar. If any circumstances arise at secunet Security Networks AG that might significantly influence the stock market price of the Company, these are disclosed in ad hoc announcements in accordance with the legal requirements. The financial calendar and ad hoc announcements are available to view on the website of secunet Security Networks AG under >> The Company >> Investor Relations >> Financial News and Reports.

Shareholders and Annual General Meeting

The shareholders of secunet Security Networks AG may exercise their rights, including voting rights, at the Annual General Meeting. Shareholders can exercise their voting rights at the Annual General Meeting themselves or choose an agent or Company proxy bound by their instructions to exercise the voting rights. The Annual General Meeting takes place in the first eight months of the financial year. The Chairman of the Supervisory Board normally chairs the Annual General Meeting. Ahead of the Annual General Meeting, shareholders receive comprehensive information about the past financial year and about the individual items on the agenda of the upcoming meeting by way of the Annual Report and invitation to the meeting. All relevant documents and information on the Annual General Meeting, together with the Annual Report, are also available on our website.

In accordance with the provisions of law, the auditors are appointed by the Annual General Meeting. At the Annual General Meeting on 8 July 2020, the Essen branch of PricewaterhouseCoopers GmbH, registered office in Frankfurt am Main, was appointed as auditors for secunet Security Networks AG and Group auditors for secunet Group for the 2020 financial year, and was therefore selected to perform an audit review of the Condensed Financial Statement and the Interim Management Report of secunet Security Networks AG and secunet Group as at 30 June 2020.

Shareholders are notified of important dates by means of a financial calendar published in the Annual Report, in the quarterly updates and on the Company's website.

Further detailed information about secunet Security Networks AG is available on our website at www.secunet.com.

Corporate governance guidelines

The Articles of Association of secunet Security Networks AG form the basis of our Company. The Company's Articles of Association, the current Declaration of Conformity, the Declarations of Conformity for previous years and further corporate governance documents can be found online at www.secunet.com under >> The Company >> Investor Relations >> Corporate Governance.

The Management Board has introduced a Code of Conduct for the Company and its employees, summarising the business principles of secunet Security Networks AG. These principles are a crucial part of how secunet Security Networks AG sees itself, and of the expectations that it strives to meet. The Code of Conduct sets down standards of conduct for dealing with all the economic, legal and moral challenges that we face in our day-to-day business activities, and is intended to serve as a benchmark and guide when working with customers, suppliers and other business partners, as well as for our conduct towards our competitors. It also governs our conduct in financial matters and trading in secunet shares, their derivatives and other financial instruments. The Company has set up a compliance unit for questions arising in connection with the Code of Conduct.

In accordance with the provisions of Section A.2 of the German Corporate Governance Code, the Company has an electronic whistleblower system that provides employees with an opportunity to report, under protection, legal violations within the Company. This option is also available to third parties.

Management Board and Supervisory Board remuneration

secunet Security Networks AG complies with statutory regulations and the recommendations of the German Corporate Governance Code in the version applicable in the 2020 financial year and discloses the remuneration of each individual member of the Management Board. In this Annual Report (more specifically, in the remuneration report, which forms part of the Management Report), we detail the remuneration of the members of the Management Board and Supervisory Board.

Information on stock option programmes and similar securities-based incentive systems

No stock option programmes or similar securities-based incentive systems existed in the reporting year for members of corporate bodies or employees of the Company.

Notification of transactions under Article 19 of the European Market Abuse Regulation (managers' transactions)

Article 19 of the European Market Abuse Directive (EU) No. 596/2014 requires members of corporate bodies (Supervisory Board/Management Board) and certain executives, as well as closely related parties, to disclose transactions in secunet shares or related financial instruments where the sum total of such transactions reaches or exceeds 20,000 euros within a single calendar year. Disclosures regarding managers' transactions (directors' dealings) are also published on our website under Investor Relations >> Share Information. No managers' transactions were reported in the 2020 financial year.

Accounting and auditing of the financial statements

secunet Security Networks AG prepares its Consolidated Financial Statements and Consolidated Interim Financial Statements in accordance with the International Financial Reporting Standards (IFRS) as applicable in the European Union. The Annual Financial Statements of secunet Security Networks AG are prepared in accordance with German commercial law (HGB) and the German Stock Corporation Act. The Annual and Consolidated Financial Statements are compiled by the Management Board and audited by the auditors and the Supervisory Board. Quarterly updates and the half-year financial report are discussed by the Management Board and Supervisory Board prior to their publication.

secunet Security Networks AG's Consolidated and Annual Financial Statements have been audited by the Essen branch of PricewaterhouseCoopers GmbH, registered office in Frankfurt am Main, the auditors appointed by the 2020 Annual General Meeting. The audits were performed in accordance with Section 317 HGB and with due consideration for the generally accepted standards for the audit of financial statements in Germany promulgated by the Institute of Public Auditors in Germany (IDW). The undersigned auditors for the Annual Financial Statements and Consolidated Financial Statements of secunet Security Networks AG are Mr Lutz Granderath and Mr Michael Herting.

It was also contractually agreed with the auditors that they inform the Supervisory Board without delay of any potential grounds for exclusion or bias and of any findings or occurrences of significance to the Supervisory Board's remit that came to light during the auditing of the financial statements.

The Condensed Consolidated Interim Financial Statements and the Interim Group Management Report as at 30 June 2020 were subjected to an audit review by PricewaterhouseCoopers GmbH.

Declaration of Conformity under Section 161 of the German Stock Corporation Act dated 26 November 2020

The management and supervisory boards of companies listed on the German stock exchange are legally obliged, in accordance with Section 161 of the German Stock Corporation Act (Aktiengesetz, AktG), to annually declare whether the official recommendations of the Government Commission on the German Corporate Governance Code applicable at the time of making the declaration have been fulfilled and will be fulfilled. The Company is furthermore required to disclose which recommendations of the Code have not been applied or will not be applied and to explain the reasons for this. This Declaration of Conformity is printed in full below, with explanations. The Declaration of Conformity can also be found on secunet Security Networks AG's website under >> The Company >> Investor Relations >> Corporate Governance. The Declarations of Conformity issued in the last five years are permanently available on the website.

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Since submission of the last Declaration of Conformity in November 2019, secunet Security Networks AG has complied with the recommendations of the Government Commission on the German Corporate Governance Code, as amended in the version in force on 7 February 2017 (DCGK 2017) and published by the German Ministry of Justice in the official part of the Federal Gazette on 24 April 2017, with the following exceptions:

D&O insurance for the Supervisory Board Section 3.8, para. 3 DCGK 2017: A similar deductible shall be agreed upon in any D&O policy for the Supervisory Board.

Explanation: The Supervisory Board of secunet Security Networks AG conducts its business with the utmost sense of responsibility. A deductible would not give rise to any additional improvement or incentive.

Age limit for Management Board members Section 5.1.2, para. 2, sentence 3 DCGK 2017: An age limit for members of the Management Board shall be specified.

Explanation: securet Security Networks AG does not stipulate an age limit for Management Board members, as the age of the particular Management Board member is not a blanket criterion for suitability to hold a position on the Management Board. An age limit would therefore generally limit the selection of suitable candidates to an unreasonable degree.

Regular limit for the term of office on the Supervisory Board

Section 5.4.1, para. 2, sentence 1 DCGK 2017: The Supervisory Board shall determine concrete objectives regarding its composition, and shall prepare a profile of skills and expertise for the entire Board. Within the company-specific situation the composition of the Supervisory Board shall reflect appropriately the international activities of the company, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of number 5.4.2, an age limit and a regular limit to Supervisory Board members' term of office, both to be specified, as well as diversity.

Explanation: The Supervisory Board of secunet Security Networks AG has not specified a regular limit for the term of office on the Supervisory Board. In the view of the Supervisory Board such a restriction is not necessary with regard to efficient operation of the Board, especially since the Board's work may benefit from the experience of long-standing members. Establishment of Supervisory Board committees and remuneration of committee members Section 5.3.1 DCGK 2017: Depending on the specific circumstances of the enterprise and the number of Supervisory Board members, the Supervisory Board shall form committees of members with relevant specialist expertise.

Section 5.3.2 DCGK 2017: The Supervisory Board shall establish an Audit Committee [...].

Section 5.3.3 DCGK 2017: The Supervisory Board shall form a Nomination Committee.

Section 5.4.6, para. 1, sentence 2 DCGK 2017: The status as Chair or membership of a committee shall also be taken into consideration when specifying the remuneration of Supervisory Board members.

Explanation: The Supervisory Board of secunet Security Networks AG has no committees. In the opinion of the Supervisory Board, this is not in fact necessary, as the Supervisory Board comprises only six members. Four members are elected by the shareholders and two members by the employees (employee representatives) in accordance with the One-Third Participation Act pertaining to employees on the Supervisory Board (Drittelbeteiligungsgesetz). Given a board of this size, efficient operation of the Supervisory Board can be guaranteed without the establishment of committees.

Due to the number of Supervisory Board members and the composition of the Supervisory Board, establishing a separate Audit Committee would not increase the efficiency of the work performed by the Supervisory Board in relation to accounting, risk management, compliance and the auditing of the financial statements.

Furthermore, due to the number of Supervisory Board members and the composition of the Supervisory Board, establishing a separate Nomination Committee would not increase the efficiency of the work performed by the Supervisory Board with regard to the nomination of suitable candidates for the Supervisory Board's proposals to the General Meeting for the election of Supervisory Board members. An additional Nomination Committee has therefore not been established.

Since the Supervisory Board has no committees, the issue of a special remuneration for committee chairs and members is not currently relevant.

II.

secunet Security Networks AG intends to comply with the recommendations of the Government Commission on the German Corporate Governance Code, as amended in the version in force on 16 December 2019 (DCGK 2020) and published by the German Ministry of Justice in the official part of the Federal Gazette on 20 March 2020, with the following exceptions:

Age limit for Management Board members Recommendation B.5 DCGK 2020: An age limit shall be specified for members of the Management Board and disclosed in the Declaration of Corporate Governance. Explanation: secunet Security Networks AG does not stipulate an age limit for Management Board members, as the age of the particular Management Board member is not a blanket criterion for suitability to hold a position on the Management Board. An age limit would therefore generally limit the selection of suitable candidates to an unreasonable degree.

Establishment of Supervisory Board committees, cooperation with the external auditors and remuneration of committee members

Recommendation C.10 DCGK 2020: [...], the Chair of the Audit Committee as well as the Chair of the committee that addresses Management Board remuneration shall be independent from the company and the Management Board. The Chair of the Audit Committee shall also be independent from the controlling shareholder.

Recommendation D.2 DCGK 2020: Depending on the specific circumstances of the enterprise and the number of Supervisory Board members, the Supervisory Board shall form committees of members with relevant specialist expertise. The respective committee members and the committee chairs shall be named in the Declaration of Corporate Governance.

Recommendation D.3 DCGK 2020: The Supervisory Board shall establish an Audit Committee [...].

Recommendation D.4 DCGK 2020: The Chair of the Audit Committee shall have specific knowledge and experience in applying accounting principles and internal control procedures, shall be familiar with audits, and shall be independent. The Chair of the Supervisory Board shall not chair the Audit Committee.

Recommendation D.5 DCGK 2020: The Supervisory Board shall form a Nomination Committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the General Meeting.

Recommendation D.11 DCGK 2020: The Audit Committee shall conduct an evaluation of the quality of the audit on a regular basis.

Recommendation G.17 DCGK 2020: Remuneration for Supervisory Board membership shall take appropriate account of the larger time commitment [...] of the Chair and the members of committees.

Explanation: The Supervisory Board of secunet Security Networks AG has no committees. In the opinion of the Supervisory Board, this is not in fact necessary, as the Supervisory Board comprises only six members. Four members are elected by the shareholders and two members by the employees (employee representatives) in accordance with the One-Third Participation Act pertaining to employees on the Supervisory Board (Drittelbeteiligungsgesetz). Given a board of this size, efficient operation of the Supervisory Board can be guaranteed without the establishment of committees.

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Since the Supervisory Board has no committees, the issue of the independence of the Chair of the Audit Committee or of the Chair of the committee that addresses Management Board remuneration is not currently relevant, nor is that of a special remuneration for committee chairs and members.

secunet Security Networks AG

Essen, 17 March 2021

For the Management Board For the Supervisory Board