

## Independent auditor's report and opinion

We have audited the consolidated financial statements (consisting of balance sheet, income statement, statement of changes in equity, cash flow statement, and notes) as prepared by Software AG for the fiscal year ended December 31, 2004. The preparation and content of the consolidated financial statements are the responsibility and assertions of the Company's Executive Board. Our responsibility is, based on our audit, to express an opinion on whether the consolidated financial statements conform with the International Financial Reporting Standards (IFRS).

We have conducted our annual group audit in accordance with German auditing regulations and with due regard to generally accepted standards on the audit of financial statements as established by IDW, the Institute of Sworn Public Accountants & Auditors in Germany. Said standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of any material misstatements. When planning the audit procedures, knowledge and understanding of the Group's business, its economic and legal environment as well as sources of potential errors are given due consideration. An audit includes examining on a test basis the evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used, and significant estimates made, by the Executive Board, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

It is our opinion that the consolidated financial statements, which are in conformity with IFRS, present a true and fair view of the Group's net assets, financial position, the results of its operations and its cash flows in the fiscal year.

Our audit, which has also encompassed the combined management report on the Company and the Group as prepared by the Executive Board for the fiscal year ended December 31, 2004, has not resulted in any objections or exceptions. It is our opinion that the combined management report on the Company and the Group presents fairly, in all material respects, both the Group's position and the risks inherent in its future development. In addition, we confirm that the consolidated financial statements and the combined management report on the Company and the Group for the fiscal year ended December 31, 2004, satisfy the requirements for exempting the Company from preparing consolidated group accounts and a group management report in accordance with German law.

Frankfurt/Main, February 28, 2005

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Aktiengesellschaft  
Wirtschaftsprüfungsgesellschaft

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