



**Synergon Informatikai Rendszereket Tervező és Kivitelező Nyilvános
Részvénytársaság
(Synergon Informatika Nyrt.)
and its subsidiaries**

Corporate Governance Declaration

08.04.2008

**Synergon Informatika Nyrt.
Chief Executive Officer**

**SAO-Synergon Kft.
Managing Director**

**FIBEX Kft.
Managing Director**

**Synergon Retail
Systems Kft.
Managing Director**

As a part of the Corporate Governance Report, by completing the following tables Synergon Informatika Nyrt. hereby states to what extent it has applied the recommendations, proposals set forth in the respective provisions of the Corporate Governance Recommendations (CGR) that has been issued by Budapesti Értéktőzsde Zrt. [Budapest Stock Exchange Ltd.] in its own corporate governance practices.

Level of compliance with the Recommendations

The company should indicate whether it applies the relevant recommendation or not, and in the case of a negative answer, it should provide the reasons for not applying the given recommendation.

A.1.1.1 The Managing Body ensured that shareholders received access to information in time to enable them to exercise their rights.

Yes.

A.1.1.2 The company applies the "one share - one vote" principle.

Yes.

A 1.2.8 The company ensures that shareholders must meet the same requirements in order to attend at the general meeting.

Yes.

A 1.2.9 Items on the general meeting agenda only include subjects which are correctly detailed and summarized clearly and unambiguously.

Yes.

The proposals included the suggestions of the Supervisory Board and a detailed explanation of the effects of the decision.

Yes.

A 1.2.10 Shareholders' comments on and supplements to the items on the agenda were published at least two days prior to the general meeting.

Yes.

A 1.3.8 Comments on the items of the agenda were made available to shareholders simultaneously with registration at the latest.

Yes.

Written comments made on the items on the agenda were published two working days prior to the general meeting.

Yes.

A 1.3.10 The election and dismissal of executives took place individually and by separate resolutions.

Yes.

A 2.1.1 The responsibilities of the Managing Body include those laid out in 2.1.1

Yes.

A 2.3.1 The Managing Body held meetings regularly, at times designated in advance.

Yes.

The Supervisory Board held meetings regularly, at times designated in advance.

Yes.

The rules of procedure of the Managing Body provide for unscheduled meetings and decision-making through electronic communications channels.

Yes.

The rules of procedure of the Supervisory Board provide for unscheduled meetings and decision-making through electronic communications channels.

Yes.

A 2.5.1 The Management Board of the company has a sufficient number of independent members to ensure the impartiality of the board.

Yes.

A 2.5.4 At regular intervals (in connection with the CG Report) the Managing Body requested a confirmation of their independent status from those members considered independent.

Yes.

A 2.5.5 At regular intervals (in connection with the CG Report) the Supervisory Board requested a confirmation of their independent status from those members considered independent.

Yes.

A 2.5.7 The company disclosed on its website the guidelines on the independence of the Managing Body and the Supervisory Board, as well as the criteria applied for assessing independence.

Yes.

- A 2.6.1 Members of the Managing Body informed the Managing Body (Supervisory Board/Audit Committee) if they (or any other person in a close relationship to them) had a significant personal stake in a transaction of the company (or the company's subsidiary).

There has been no need for such information service, as no transactions of the type described in Section 2.6.1 have occurred.

- A 2.6.2 Transactions between board and executive management members (and persons in close relationship to them) and the company (or its subsidiary) were conducted according to general rules of practice of the company, but with stricter transparency rules in place.

No transactions of the type described in Section 2.6.2 have occurred.

Transactions which according to 2.6.2, fell outside the normal course of the company's business, and their terms and conditions were approved by the Supervisory Board (Audit Committee).

No transactions of the type described in Section 2.6.2 have occurred.

- A 2.6.3 Board members informed the Supervisory Board/Audit Committee if they received an offer of Board membership or an offer of an executive management position in a company which is not part of the company group.

No transactions of the type described in Section 2.6.3 have occurred.

- A 2.6.4 The Managing Body established its guidelines on information flow within the company and the handling of insider information, and monitored compliance with those guidelines.

Yes.

The Managing Body established its guidelines regarding insiders' trading in securities and monitored compliance with those guidelines.

Yes.

- A 2.7.1 The Managing Body formulated remuneration guidelines regarding the evaluation and remuneration of the work of the Managing Body, the Supervisory Board and the executive management.

Yes.

The Supervisory Board formed an opinion on the remuneration guidelines.

Yes.

The guidelines regarding the remuneration for the Managing Body and the Supervisory Board and the changes in those guidelines were approved by the general meeting, as a separate item on the agenda.

Yes.

A 2.7.2 The Managing Body prepared an evaluation of the work it carried out in the given business year.

Yes.

The Supervisory Board prepared an evaluation of the work it carried out in the given business year.

Yes.

A 2.7.3 It is the responsibility of the Managing Body to monitor the performance of and determine the remuneration for the executive management.

Yes.

The frameworks of benefits due to members of the executive management that do not represent normal practice, and the changes in those benefits were approved by the general meeting as a separate agenda item.

Yes.

A 2.7.4 The structure of share-incentive schemes were approved by the general meeting.

Yes.

Prior to the decision by the general meeting on share-incentive schemes, shareholders received detailed information (at least according to those contained in 2.7.4).

Yes.

A 2.7.7 The Remuneration Statement was prepared by the company and submitted to the general meeting.

Yes.

The Remuneration Statement includes information about the remuneration of individual members of the Managing Body, the Supervisory Board, and the executive management.

Yes.

A 2.8.1 The Managing Body or the committee operated by it is responsible for monitoring and controlling the company's entire risk management.

Yes.

The Managing Body requests information on the efficiency of risk management procedures at regular intervals.

Yes.

The Managing Body took the necessary steps to identify the major risk areas.

Yes.

A.2.8.3. The Managing Body formulated the principles regarding the system of internal controls.

Yes.

The system of internal controls established by the executive management guarantees the management of risks affecting the activities of the company, and the achievement of the company's performance and profit targets.

Yes.

A 2.8.4 When developing the system of internal controls, the Managing Body took into consideration the viewpoints included in 2.8.4

Yes.

A2.8.5 It is the duty and responsibility of the executive management to develop and maintain the system of internal controls.

Yes.

A 2.8.6 The company created an independent Internal Audit function which reports to the Audit Committee.

Yes.

The Internal Audit reported at least once to the Audit Committee on the operation of risk management, internal control mechanisms and corporate governance functions.

Yes.

A2.8.7 The internal audit activity is carried out by the Internal Audit function based on authorisation from the Audit Committee.

Yes.

As an organisation, the Internal Audit function is independent from the executive management.

Yes.

A 2.8.8 The Internal Audit schedule was approved by the Managing Body (Supervisory Board) based on the recommendation of the Audit Committee.

Yes.

A 2.8.9 The Managing Body prepared its report for shareholders on the operation of internal controls.

Yes.

The Managing Body developed its procedures regarding the receipt, processing of reports on the operation of internal controls, and the preparation of its own report.

Yes.

A 2.8.11 The Managing Body identified the most important deficiencies or flow in the system of internal controls, and reviewed and re-evaluated the relevant activities.

Yes.

A 2.9.2 The Managing Body, the Supervisory Board and the Audit Committee were notified in all cases when an assignment given to the auditor may have resulted in significant additional expense, caused a conflict of interest, or affected normal business practices significantly in any other way.

Yes.

A 2.9.3 The Managing Body informed the Supervisory Board of any assignment given to the external auditor or an external advisor in connection with any event which held significant bearing on the operations of the company.

Yes.

The Managing Body pre-determined in a resolution what circumstances constitute "significant bearing".

Yes.

A 3.1.6 On its website, the company disclosed duties delegated to the Audit Committee, the Nomination Committee and the Remuneration Committee, as well as the committees' targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

Yes.

A 3.2.1 The Audit Committee monitored the efficiency of risk management, the operation of internal controls, and the activity of the Internal Audit.

Yes.

A 3.2.3 The Audit Committee received accurate and detailed information on the work schedule of the Internal Auditor and the independent auditor, and received the auditor's report on problems discovered during the audit.

Yes.

A 3.2.4 The Audit Committee requested the new candidate for the position of auditor to submit the disclosure statement according to 3.2.4

There was no new candidate.

A 3.3.1 There is a Nomination Committee operating at the company.

The board of directors attends this function.

A 3.3.2 The Nomination Committee provided for the preparation of personnel changes.

Yes.

The Nomination Committee reviewed the procedures regarding the election and appointment of members of the executive management.

Yes.

The Nomination Committee evaluated the activity of board and executive management members.

Yes.

The Nomination Committee examined all the proposals regarding the nomination of board members which were submitted by shareholders or the Managing Body.

Yes.

A 3.4.1 There is a Remuneration Committee operating at the company.

The board of directors attends this function.

A 3.4.2 The Remuneration Committee made a proposal for the system of remuneration for the boards and the executive management (individual levels and the structure of remuneration), and carries out its monitoring.

Yes.

A 3.4.3 The remuneration of the executive management was approved by the Managing Body based on the recommendation of the Remuneration Committee.

Yes.

The remuneration of the Managing Body was approved by the general meeting based on the recommendation of the Remuneration Committee.

Yes.

The Remuneration Committee also monitored the share option, cost reimbursement and other benefits in the remuneration system.

Yes.

A 3.4.4 The Remuneration Committee made proposals regarding remuneration guidelines and the remuneration of individual persons.

Yes.

The Remuneration Committee reviewed the terms and conditions of contracts concluded with the members of the executive management.

Yes.

The Remuneration Committee ascertained whether the company fulfilled its disclosure obligations regarding remuneration issues.

Yes.

A 3.4.7 The majority of the members of the Remuneration Committee are independent.

Yes.

A 3.5.1 The Managing Body disclosed its reasons for combining the Remuneration and Nomination Committees.

Yes.

A3.5.2 The Managing Body carried out the duties of the Remuneration and Nomination Committees and disclosed its reasons for doing so.

Yes.

R 4.1.1 In its disclosure guidelines, the Managing Body established those principles and procedures which ensure that all relevant information about the operations of the company and circumstances influencing its share price are disclosed and made available accurately, in a timely fashion and in full.

Yes.

A 4.1.2 The company ensured in its disclosure activities that all shareholders and market participants were treated equally.

Yes.

A. 4.1.3 The company's disclosure guidelines include the procedures governing electronic, on-line disclosure.

Yes.

The company develops its website taking into consideration disclosure guidelines and the provision of information to investors.

Yes.

A 4.1.4 The Managing Body assessed the efficiency of disclosure processes.

Yes.

A 4.1.5 The company published its corporate events calendar on its website.

Yes.

A 4.1.6 In the annual report and on the website of the company, the public was informed about the company's corporate strategy, its main business activities, business ethics and its policies regarding other stakeholders.

Yes.

A 4.1.8 In the annual report the Managing Body disclosed the character and size of any other assignments given by the company or its subsidiaries to the auditing firm responsible for auditing the financial statements.

Yes.

A 4.1.9 In the annual report and on the website the company discloses information on the professional career of the members of the Managing Body, the Supervisory Board and the executive management.

Yes.

A 4.1.10 The company provided information on the internal organisation and operation of the Managing Body and the Supervisory Board and on the criteria considered when evaluating the work of the Managing Body, the executive management and the individual members thereof.

Yes.

A 4.1.11 In the annual report and in the Remuneration Statement on the company's website, the company informed the public about the applied remuneration guidelines, including the remuneration and fees provided for members of the Managing Body, the Supervisory Board and the executive management.

Yes.

A 4.1.12 The Managing Body disclosed its risk management guidelines, including the system of internal controls, the applied risk management principles and basic rules, as well as information about major risks.

Yes.

A 4.1.13 In order to provide market participants with information, the company publishes its report on corporate governance at the same time that it publishes its annual report.

Yes.

A 4.1.14 The company discloses its guidelines governing insiders' trading in the company's securities on its website.

Yes.

The company published in the annual report and on its website ownership in the company's securities held by the members of the Managing Body, the Supervisory Board and the executive management, as well as any interests held in share-incentive schemes.

Yes.

A 4.1.15 In the annual report and on its website, the company disclosed any relationship between members of the Managing Body and the executive management with a third party, which might have an influence on the operations of the company.

No, there has not been such relation, CV-s are available in our web site

Level of compliance with the proposals

J.1.1.3 The company has an investor relations department. Yes

J.1.2.1 The company published on its website the summary document regarding the conducting of the general meeting and the exercise of shareholders' rights to vote (including voting via proxy) Yes

J.1.2.2 The company's articles of association are available on the company's website Yes

J.1.2.3 The company disclosed on its website information according to Yes

	1.2.3 (on the record date of corporate events).	
J.1.2.4	Information and documents according to 1.2.4 regarding general meetings (invitations, proposals, draft resolutions, resolutions, minutes) were published on the company's website	Yes
J.1.2.5	The general meeting of the company was held in a way that ensured the greatest possible shareholder participation	Yes
J.1.2.6	Additions to the agenda were published within 5 days of receipt, in the same manner as the publication of the original invitation for the general meeting	Yes
J.1.2.7	The voting procedure applied by the company ensured unambiguous, clear and fast decision-making by shareholders	Yes
J.1.2.11	At the shareholders' request, the company also provided information on the general meeting electronically	Yes
J.1.3.1	The identity of the chairman of the general meeting was approved by the company's general meeting prior to the discussion of the items on the agenda.	Yes
J.1.3.2	The Managing Body and the Supervisory Board were represented at the general meeting.	Yes
J.1.3.3	The company's articles of association render possible that at the initiation of the chairman of the Managing Body or the shareholders of the company, a third party be invited to the company's general meeting and be granted the right of participation in the discussion of the relevant items on the agenda.	Yes
J.1.3.4	The company did not prevent shareholders attending the general meeting from exercising their rights to request information, make comments and proposals, and did not set any pre-requisites to do so.	Yes
J.1.3.5	The company published on its website within three days its answers to those questions which it was unable to answer satisfactorily at the general meeting. Where the company declined to give an answer it published its reasons for doing so.	Yes
J.1.3.6	The chairman of the general meeting and the company ensured that in answering the questions raised at the general meeting, national laws and regulations of the Stock Exchange pertaining to disclosure were complied with.	Yes
J.1.3.7	The company published a press release and held a press conference on	Yes

	the decisions passed at the general meeting.	
J.1.3.11	The company's general meeting decided on the different amendments of the articles of association in separate resolutions	Yes
J.1.3.12	The minutes of the general meeting containing the resolutions, the presentation of draft resolutions, as well as the most important questions and answers regarding the draft resolutions were published by the company within 30 days of the general meeting.	Yes
J.1.4.1	The dividend was paid within 10 days to those shareholders who had provided all the necessary information and documentation. No dividends have been paid.	No
J.1.4.2	The company disclosed its policy regarding anti-takeover devices.	Yes
J.2.1.2	The rules of procedure define the composition of the Managing Body and all procedures and protocols for the preparation and holding of meetings, the drafting of resolutions and other related matters	Yes
J.2.2.1	The rules of procedure and the work schedule of the Supervisory Board gives a detailed description of its operation and duties, as well as procedures and processes which the Supervisory Board followed	Yes
J.2.3.2	Board members had access to the proposals of a given meeting at least five days prior to the board meeting	Yes
J.2.3.3	The rules of procedure regulate the regular or occasional participation at board meetings of persons who are not members of the boards.	Yes
J.2.4.1	The election of the members of the Managing Body took place in a transparent way, information on candidates was made public at least five days prior to the general meeting	Yes
J.2.4.2	The composition of boards and the number of members complies with the principles specified in 2.4.2	Yes
J.2.4.3	Newly elected, non-executive board members were able to familiarize themselves with the structure and operations of the company, as well as their duties as board members through a tailored induction programme	Yes
J.2.5.2	The separation of the responsibilities of the Chairman of the Managing Body from those of the Chief Executive Officer has been outlined in the basic documents of the company	Yes

J.2.5.3	The company has published a statement about the means it uses to ensure that the Managing Body gives an objective assessment of the executive management's work where the functions of Chairman and CEO are combined. The referred offices are not combined.	No
J.2.5.6	The company's Supervisory Board has no member who held a position in the Managing Body or the executive management of the company in the three years prior to his nomination	Yes
J.2.7.5	The development of the remuneration system of the Managing Body, the Supervisory Board and the executive management serves the strategic interests of the company and thereby those of the shareholders	Yes
J.2.7.6	In the case of members of the Supervisory Board, the company applies a fixed amount of remuneration and does not apply a remuneration component related to the share price	Yes
J.2.8.2	The Managing Body developed its risk management policy and regulations with the cooperation of those executives who are responsible for the design, maintenance and control of risk management procedures and their integration into the company's daily operations.	Yes
J.2.8.10	When evaluating the system of internal controls, the Managing Body took into consideration the aspects mentioned in 2.8.10	Yes
J.2.8.12	The company's auditor assessed and evaluated the company's risk management systems and the risk management activity of the executive management, and submitted its report on the matter to the Audit Committee.	Yes
J.2.9.1	The rules of procedure of the Managing Body, the Supervisory Board and the committees cover the procedure to be followed when employing an external advisor.	Yes
J.2.9.4	The Managing Body may invite the company's auditor to participate in those meetings where it debates general meeting agenda items.	Yes
J.2.9.5	The company's Internal Audit function co-operated with the auditor in order to help it successfully carry out the audit.	Yes
J.3.1.2	The chairmen of the Audit Committee, Nomination Committee, Remuneration Committee (and any other committees operating at the company) regularly inform the Managing Body about the meetings of the committee, and the committees prepared at least one report for the Managing Body and the Supervisory Board in the given business year.	Yes
J.3.1.4	The company's committees are made up of members who have the capabilities, professional expertise and experience required to perform	Yes

their duties.

J.3.1.5	The rules of procedure of committees operating at the company include those aspects detailed in 3.1.5	Yes
J.3.2.2	The members of the Audit Committee were fully informed about the accounting, financial and operational peculiarities of the company.	Yes
J.3.3.3.	The Nomination Committee prepared at least one evaluation for the chairman of the Managing Body on the operation of the Managing Body and the work and suitability of the members of the Managing Body.	Yes
J.3.3.4.	The majority of the members of the Nomination Committee are independent.	Yes
J.3.3.5	The rules of procedure of the Nomination Committee includes those details contained in 3.3.5	Yes
J.3.4.5	The Remuneration Committee prepared the Remuneration Statement.	Yes
J.3.4.6	The Remuneration Committee exclusively consists of non-executive members of the Managing Body	Yes
J.4.1.4	The disclosure guidelines of the company at least extend to those details contained in 4.1.4	Yes
	The Managing Body informed shareholders in the annual report on the findings of the investigation into the efficiency of disclosure procedures	Yes
J.4.1.7	The company's financial reports followed IFRS guidelines.	Yes
J.4.1.16	The company also prepares and releases its disclosures in English	Yes