

## **Voluntary Public Offer**

Issued by FB Beteiligungen GmbH  
to the Shareholders of

### **Fabasoft AG**

Offer: Purchase of up to 1,100,000 individual shares in  
Fabasoft AG

Offer price: €1.60 per individual share (ISIN AT0000785407)

Terms, options of withdrawal: Minimum acquisition: 500,000 shares

Offer period: 17.02.2009 to 31.03.2009

### **I. General:**

- 1.1. This offer issued by FB Beteiligungen GmbH, FN 323228k, Kirchenplatz 8, A-4070 Eferding, is a voluntary offer to purchase directed at acquiring individual shares in Fabasoft AG, FN 98699x, Honauerstraße 2-4, 4020 Linz (ISIN AT 0000785407) which is carried out exclusively under Austrian law, substantive and adjective, with international rules for dealing with references to and clashes with other legal systems barred. There is no intention of carrying out the offer and the resulting transactions within other legal systems.
- 1.2. Fabasoft AG is quoted on the Frankfurt Stock Exchange (Prime Standard segment) in Germany and has its business headquarters in A-4020 Linz; the business headquarters of the Tenderer is in Austria.
- 1.3. The offeree company (Fabasoft AG) has a share capital of €8,518,140.00, divided into the same number of individual shares made out to Owner. At present, the Tenderer holds no individual shares in Fabasoft AG. The Tenderer is a subsidiary of Fallmann & Bauernfeind Privatstiftung, that currently holds 5,305,295 individual shares. For this

reason the Austrian ÜbernahmeG is not applicable; nor is the German “Wertpapiererwerbs- und Übernahmegesetz”.

- 1.4. This offer will be published in the *Wiener Zeitung*. In addition, it is intended to publish this offer on the home page of the offeree company ([www.fabasoft.at](http://www.fabasoft.at)).

## **II. Purchase Offer:**

### 2.1. Scope of offer:

The Tenderer hereby offers to all shareholders in Fabasoft AG to purchase up to a total of 1,100,000 individual Company shares made out to “Owner”, with a face value of € 1.00 per share (called “Fabasoft shares” from here on), in return for a cash reimbursement amounting to

**€1.60 per Fabasoft share (= “offer price”)**

in line with this offer document.

The offer is restricted to acquiring up to a total of 1,100,000 Fabasoft shares, amounting to 12.9 % (rounded off) of the share capital of Fabasoft AG in existence at the time of the publication of this document.

Should the declarations of acceptance received in connection with this offer exceed the limit specified above, i.e. should the offer be oversubscribed, declarations of acceptance will be taken into account proportionately; the method of allocation to be employed is described below. Should the total number of declarations of acceptance received amount to an end result that represents a quantity of Fabasoft shares lower than 500,000, i.e. the minimum amount is not attained, no purchase agreement materialises for the declarations of acceptance up to this minimum amount and the present offer is thereby rendered null and void.

2.2. Term for acceptance:

The term for acceptance of this offer begins on 17 February 2009 and ends on 31 March 2009 at 24:00 (CET).

Extension of the deadline is ruled out. The Tenderer reserves the right to extend the term for acceptance for a maximum of three weeks.

**III. Procedure:**

3.1. Declaration of acceptance and depot bookings:

Shareholders of Fabasoft AG can accept this offer (only) within the term of acceptance specified above.

A declaration of acceptance can be made only vis-à-vis a custodian bank.

Addressees of the offer who wish to accept it must, in order to accept the offer

- declare their acceptance in writing vis-à-vis the custodian bank and (cumulatively)
- arrange for the custodian bank vis-à-vis which they have declared their acceptance to transfer those Fabasoft shares for which the offer is meant to be accepted to the depot set up exclusively for transactions in connection with this offer at the bank handling the offer (see below).

Acceptance of this offer takes effect only if the Fabasoft shares for which acceptance has been declared are transferred at the acceptor's custodian bank to the depot set up for transactions in connection with this offer at the bank handling the offer (depot no.

61.200.440, Raiffeisen Landesbank Oberösterreich Bankaktiengesellschaft, sort code 34000).

If these conditions are fulfilled, a purchase agreement as per this document, covering the “Fabasoft shares deposited”, materialises between the Tenderer and the accepting shareholder, subject to proportional allocation being required if the offer is oversubscribed or subject to the "minimum amount" as cited above being attained:

As and when this purchase agreement materialises, the shareholder in Fabasoft AG accepting the offer assigns the Fabasoft shares deposited to the Tenderer.

In accepting the offer, the acceptor shareholders declare that at the time of transfer of ownership the Fabasoft shares deposited are their sole property, are not subject to any restraint on disposal whatever and are unencumbered by third-party rights.

The Tenderer has commissioned Raiffeisen Landesbank Oberösterreich Aktiengesellschaft, Europaplatz 1a, A-4020 Linz (called “bank handling the offer” from here on) to handle the technicalities of this offer. For the Tenderer and the bank handling the offer only the Fabasoft shares booked under interim security code ISIN AT0000A0CY52 count as Fabasoft shares deposited.

In addition, the acceptor shareholders authorise and commission both their custodian bank(s) and the bank handling the offer to take all useful and necessary steps to transact this offer, and to present and receive declarations, in particular so as to transfer ownership in the Fabasoft shares deposited to the Tenderer. The authorisations and commissions referred to above are in all cases unilateral and irrevocable.

### 3.2. Transacting offer and payment of purchase price:

The purchase price is paid to the acceptor shareholder’s custodian bank matching payment with delivery of the shares deposited – taking into account the expiry of the

offer period, possible proportional allocation in the case of oversubscription and non-attainment of the minimum amount.

If it is/was not possible to accept Fabasoft shares deposited because the offer has been oversubscribed or due to non-attainment of the minimum amount, the custodian banks will be instructed to book the residual shares deposited back under the original security code ISIN AT0000785407. The purchase price for those Fabasoft shares deposited by the shareholder in accordance with the terms stated herein and for which the purchase agreement materialised will be remitted to the custodian banks no later than the tenth bank working day from expiry of the term of acceptance.

The acceptor shareholders bear all costs and charges connected with handling and accepting the offer, such as (in particular) commissions and costs of financial transactions.

The Tenderer has fulfilled its obligation to pay the purchase price when this price has been credited to the acceptor shareholder's custodian bank.

### 3.3. Oversubscription of offer:

If the offer is oversubscribed, the declarations of acceptance will be taken into account proportionately, at the ratio of the maximum specified to the total number of shares for which declarations of acceptance are made. The Tenderer acquires from each shareholder the corresponding proportion of the shares for which the shareholder has made a declaration of acceptance. The result of the calculation is rounded off to the nearest whole number.