

## **CONVOCAATION**

of the

**Annual General Meeting**

of

**Fabasoft AG (commercial register no. 98699x)**

**Security identification number 922985**

**ISIN AT0000785407**

on

**Wednesday, 9 July 2025, 10:00 a.m.**

at

**voestalpine Stahlwelt, voestalpine-Strasse 4, 4020 Linz**

### **Agenda:**

1. Report of the Managing Board and Supervisory Board, presentation of the adopted annual financial statements, management report and corporate governance report as well as the consolidated financial statements and group management report for the fiscal year from 1 April 2024 to 31 March 2025 (2024/2025) and the proposal for the appropriation of profits.
2. Resolution on the appropriation of the net profit reported in the annual financial statements 2024/2025.
3. Resolution on the discharge of the members of the Managing Board for the fiscal year 2024/2025.

4. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2024/2025.
5. Resolution on the remuneration report.
6. Resolution on the determination of the remuneration for the members of the Supervisory Board for the fiscal year 2025/2026.
7. Report of the Managing Board on the purchase and utilisation of treasury shares pursuant to § 65 (3) Austrian Stock Corporation Act (AktG).
8. Election to the Supervisory Board.
9. Election of the auditor and group auditor and (if required by law) the auditor of the sustainability report for the fiscal year 2025/2026.
10. Resolution
  - a) on authorizing the managing board to increase the share capital in accordance with Section 169 of the Austrian Stock Corporation Act (AktG) (authorized capital) with the option of excluding subscription rights and amending Section 4 of the Articles of Association, as well as authorizing the supervisory board to resolve amendments to the Articles of Association resulting from the issue of shares from the authorized capital, and
  - b) in the event of an effective resolution pursuant to lit. a) revocation of the resolution on authorized capital from the Annual General Meeting from 3 July 2023.
11. Resolution on the authorization of the Managing Board to acquire treasury shares pursuant to § 65 (1) no. 4 AktG and revocation of the relevant resolution of the Annual General Meeting of 2 July 2024.
12. Resolution on the authorization of the Managing Board to acquire treasury shares pursuant to § 65 (1) no. 8 AktG and to redeem shares and the authorization of the Supervisory Board to amend the Articles of Association resulting from the redemption of shares and revocation of the resolution of the Annual General Meeting of 2 July 2024 in this respect.
13. Resolution on the authorization of the Managing Board to use and sell treasury shares also in a manner other than via the stock exchange or by means of a public offer for any legal purpose, also excluding the general purchase option of shareholders (exclusion of subscription rights), and revocation of the resolution of the Annual General Meeting of 2 July 2024 in this regard.

### **Documents for the Annual General Meeting:**

To prepare for the Annual General Meeting, the following documents will be available to shareholders from **18 June 2025** at the latest:

- Annual report of the Company;
- Annual financial statements with management report;
- Corporate governance report;
- Consolidated financial statements with group management report;
- Proposal for the appropriation of profits;
- Report of the Supervisory Board pursuant to § 96 AktG;
- Report of the Managing Board pursuant to § 65 (3) AktG;

each for the fiscal year 2024/2025,

- the joint resolution proposals of the Managing Board and the Supervisory Board on agenda items 2, 3, 4, 5, 6, 10, 11, 12 and 13 including the proposal for the appropriation of profits, the resolution proposals of the Supervisory Board on agenda items 8 and 9, and the declaration pursuant to § 87 (2) AktG of the person proposed for election to the Supervisory Board with regard professional qualifications and professional and comparable functions, and that there are no circumstances that could give rise to concerns of partiality;
- Report of the Managing Board pursuant to § 65 (1b) AktG in conjunction with §§ 153 (4) and 170 (2) AktG;
- Report of the Managing Board on agenda items 10 and 12;
- Remuneration report for the Managing Board and Supervisory Board;
- Articles of Association;
- Further publications of the company in connection with this Annual General Meeting.

Each shareholder is entitled to inspect these documents at the offices of the Company at Honauerstraße 4, 4020 Linz, Austria, during business hours.

The aforementioned documents, the full text of this convocation and forms for granting and revoking a proxy and all other publications of the Company in connection with this Annual General Meeting will also be freely available on the Company's website at [www.fabasoft.com](http://www.fabasoft.com) (section Investors, item Annual General Meeting) no later than **18 June 2025**.

#### **Participation of shareholders in the Annual General Meeting:**

The entitlement to participate in the Annual General Meeting and to exercise the voting right and the other shareholder rights to be asserted in the context of the Annual General Meeting is based on the shareholding on the record date, which is **29 June 2025**, 24:00 UTC+2/CEST (local time Linz).

Only persons who are shareholders on the record date and who can prove this to the Company are entitled to attend the Annual General Meeting.

#### **Bearer shares held in custody:**

Proof of share ownership at the specified time shall be provided by confirmation from the bank with which the shareholder holds the securities account (deposit confirmation), provided this is a bank domiciled in a member state of the EEA or the OECD. Shareholders whose depository bank does not meet this requirement are requested to contact the Company.

In accordance with the statutory provisions (§ 10a AktG), the deposit confirmation must be issued in German or English and contain the following information:

1. details of the issuing credit institution: name (company) and address;
2. details of the shareholder(s): Name (company) and address, date of birth in the case of natural persons, register and register number in the case of legal entities, if applicable;
3. deposit number, otherwise another designation;
4. information on the shares: number of shares and their designation or ISIN;
5. explicit indication that the confirmation refers to the securities account balance on 29 June 2025 at 24:00 UTC+2/CEST (local time Linz).

Deposit confirmations must be received by the Company no later than **4 July 2025**, at 24:00 UTC+2/CEST (local time Linz) exclusively by one of the following means:

- by e-mail: anmeldung.fabasoft@hauptversammlung.at (deposit confirmation as pdf attachment with qualified electronic signature according to § 4 (1) SVG, unchangeable document).
- by mail/courier: Fabasoft AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- via SWIFT ISO 15022: GIBAATWGGMS - Message Type MT598 or MT599; please be sure to include ISIN AT0000785407 in the text.
- via SWIFT ISO 20022: ou=gms,o=gibaatwg,o=swift - seev.003.001.XX or seev.004.001.XX in the version that contains the minimum required fields. A detailed description is available for download at [www.fabasoft.com](http://www.fabasoft.com) (section Investors, item Annual General Meeting).

The transmission of the deposit confirmation to the Company also serves as registration of the shareholder to attend the Annual General Meeting.

The deposit confirmation may be sent in advance in text form by fax (+43 (0) 1 8900 500 50) as well as by e-mail to [anmeldung.fabasoft@hauptversammlung.at](mailto:anmeldung.fabasoft@hauptversammlung.at). However, the original of the deposit confirmation must be sent to the Company by mail, messenger, e-mail with a qualified electronic signature or via the SWIFT communication network in accordance with the above provisions.

The credit institutions are requested to send the deposit confirmations collectively (in list form) if possible.

Shareholders are not blocked by registering for the Annual General Meeting or by submitting a deposit confirmation; shareholders can therefore continue to freely dispose of their shares even after registering or submitting a deposit confirmation.

### **Representation of shareholders at the Annual General Meeting:**

Each shareholder who is entitled to participate in the Annual General Meeting has the right to appoint a natural person or legal entity as a proxy. The proxy shall attend the Annual General Meeting on behalf of the shareholder and shall have the same rights as the shareholder whom he/she represents. Each proxy must designate the representative by name. The shareholder is not limited in the number of persons he/she appoints to represent him/her and in their selection, but the Company itself or a member of the Managing Board or Supervisory Board may only exercise the voting right as proxy insofar as the shareholder has issued express instructions on the individual agenda items.

A shareholder may grant power of attorney to his/her depository bank after consultation with the bank. In this case, it is sufficient for the bank to issue a declaration to the Company that it has been granted power of attorney in addition to the deposit confirmation by a method approved for this purpose (see above); in this case, the power of attorney itself does not have to be transmitted to the Company.

A proxy granted may be revoked by the shareholder. The revocation shall only become effective once it has been received by the Company.

Declarations on the granting and revocation of proxies may be submitted to the Company in text form exclusively by one of the following means no later than **8 July 2025, 4:00 p.m. UTC+2/CEST** (local time Linz):

by fax: +43 (0) 1 8900 500 50

by email: anmeldung.fabasoft@hauptversammlung.at (statement as pdf attachment, unchangeable document).

by mail/courier: Fabasoft AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel

via SWIFT ISO 15022: GIBAATWGGMS - Message Type MT598 or MT599; please be sure to include ISIN AT0000785407 in the text.

via SWIFT ISO 20022: ou=gms,o=gibaatwg,o=swift - seev.003.001.XX or seev.004.001.XX in the version that contains the minimum required fields. A detailed description is available for download at [www.fabasoft.com](http://www.fabasoft.com) (section Investors, item Annual General Meeting).

On the day of the Annual General Meeting, transmission is only permitted in person by presentation at registration for the Annual General Meeting at the place of the meeting.

We recommend using the form available on the Internet at [www.fabasoft.com](http://www.fabasoft.com) (Investors section, Annual General Meeting item) to grant or revoke a proxy.

As a special service, Mr. Ewald Oberhammer, Oberhammer Rechtsanwälte GmbH, Vienna, is available as an independent proxy to exercise voting rights at the Annual General Meeting in accordance with instructions. If you are interested, you can contact him directly at:

by mail/messenger to: Fabasoft AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel  
by fax: +43 (0) 1 8900 500 50  
by email: oberhammer.fabasoft@hauptversammlung.at

The mailings will be sent to HV-Veranstaltungsservice GmbH, which will handle them in trust for Mr. Oberhammer.

The proxy will be present at the Annual General Meeting and can also be reached via the e-mail address during the Annual General Meeting. Please note that this e-mail address oberhammer.fabasoft@hauptversammlung.at is exclusively for the purpose of reaching Mr. Oberhammer also during the Annual General Meeting.

The costs of proxy voting will be borne by Fabasoft AG. All other costs, in particular the shareholder's own bank charges for the deposit confirmation or postage costs, shall be borne by the shareholder.

**Shareholders' rights in connection with the Annual General Meeting:**

Shareholders who have individually or collectively held shares amounting to at least 5% of the share capital for at least 3 months may request in writing by **18 June 2025 at the latest** (date received) that additional items be placed on the agenda of the Annual General Meeting and published. For each such item on the agenda, a proposal for a resolution must be submitted together with the reasons.

Shareholders who individually or collectively hold at least 1% of the capital stock may submit proposals for resolutions on any agenda item in text form by **30 June 2025** at the latest, together with a statement of reasons, and request that these proposals be made available on the Company's website together with the names of the shareholders concerned and the statement of reasons. The following should be noted with regard to the election to the Supervisory Board (agenda item 8): In the case of a proposal for the election of a Supervisory Board member, the statement of the proposed person pursuant to § 87 (2) AktG shall take the place of the statement of reasons. When electing Supervisory Board members, the Annual General Meeting shall observe the criteria of § 87 (2a) AktG; in particular the professional and personal qualifications of the members, the professionally balanced composition of the Supervisory Board, aspects of diversity and internationality, and professional reliability.

Further information on these rights, in particular how to submit motions to the Company and how to provide proof of the required shareholding in each case, is now available on the Internet at [www.fabasoft.com](http://www.fabasoft.com) (Investors section, Annual General Meeting item).

Shareholders may also submit motions on any agenda item during the Annual General Meeting which do not require prior announcement. The prerequisite for this is proof of entitlement to attend. A shareholder proposal for the election of a Supervisory Board member requires the submission of a resolution proposal in accordance with § 110 AktG together with a declaration in accordance with § 87 (2) AktG (see above).

Pursuant to § 118 AktG, each shareholder must be provided with information on the Company's affairs at the Annual General Meeting upon request, insofar as this is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements. The information provided must comply with the principles of conscientious and faithful accountability.

The information may be refused insofar as

- (i) it is likely, in the reasonable business judgment of the Company, to cause significant harm to the Company or an Affiliate; or
- (ii) the provision of the information would be a criminal offense; or
- (iii) it was continuously accessible on the Company's website registered in the commercial register in the form of a question and answer for at least 7 days prior to the beginning of the General Meeting.



### **Election to the Supervisory Board:**

The Company provides the following information on agenda item 8 ("Election to the Supervisory Board"): In accordance with § 8 of the Articles of Association, the Supervisory Board is composed of at least three and at most six members elected by the Annual General Meeting. The Supervisory Board currently consists of four members elected by the Annual General Meeting. With Prof. (FH). Univ.-Doz. DI Dr. Ingrid Schaumüller-Bichl and Mag. Michaela Schwinghammer-Hausleithner, two women are represented on the Supervisory Board of Fabasoft AG. There is thus a 50% quota of women on the Supervisory Board of Fabasoft AG.

### **Total number of shares and voting rights:**

In accordance with Section 120 (2) (1) of the Austrian Stock Exchange Act (BörseG) 2018, Fabasoft AG announces that the company has issued 11,000,000 no-par value bearer shares, each of which carries one voting right. Based on the authorization granted by the Annual General Meeting on 2 July 2024, and with the approval of the Supervisory Board, a total of 125,409 shares were acquired by the company in the period from 15 August 2024, up to and including 10 December 2024, as part of the duly announced share buyback program. The company therefore holds a total of 223,627 treasury shares as of 31 March 2025. The total number of voting rights at the time of convening the Annual General Meeting is therefore 10,776,373.

### **Processing of personal data:**

The processing of personal data in preparation for and in connection with the Annual General Meeting is based on the European Data Protection Regulation (Art. 6 (1) lit. c) and the Austrian Data Protection Act. Fabasoft AG is legally obliged to hold the Annual General Meeting and to enable shareholders to participate in and exercise their shareholder rights at the Annual General Meeting in accordance with the provisions of stock corporation law. In order to fulfill these obligations, the processing of the categories of personal data of shareholders and proxies listed below is essential.

Fabasoft AG processes, in particular, the personal data required in accordance with § 10a (2) AktG to enable shareholders to exercise their rights at the Annual General Meeting. This includes: Name, address, date of birth, number of the voting card and, if applicable, name and date of birth of the proxy. In addition, the number of the securities account, the number of shares and their designation are recorded. This is required for the issuance of the voting card. At the entrance control, an identity check is carried out. For example, the passport number etc. is recorded for this purpose.

Shareholders or their representatives, members of the Managing Board and Supervisory Board, the notary public and all other persons with a legal right to attend the Annual General Meeting may inspect the legally required list of attendees (§ 117 AktG) within the scope of their legal right to attend the Annual General Meeting and thereby also inspect the personal data listed therein (e.g. name, place of residence, shareholding, etc.). Fabasoft AG is required by law to submit personal shareholder data (including in particular the list of participants) as part of the notarial record for the commercial register (§ 120 AktG).

The personal data will be deleted (after the end of the Annual General Meeting) insofar as it is no longer required to fulfill the purpose for which it was stored and no statutory retention obligations or the assertion of legal claims stand in the way of deletion.

Fabasoft AG is the controller for the processing. Fabasoft AG uses external service providers such as notaries, lawyers and banks for the purpose of organizing the Annual General Meeting. These companies only receive personal data from Fabasoft AG that is required for the execution of the commissioned service and process the data exclusively in accordance with Fabasoft AG's instructions. Where legally necessary, Fabasoft AG has concluded a data protection agreement with these service providers.

Fabasoft has a data security team (Privacy Team) entrusted with data protection issues. The contact details of this Privacy Team are kept up to date at [www.fabasoft.com/privacy](http://www.fabasoft.com/privacy). The Privacy Team can be contacted at [privacy@fabasoft.com](mailto:privacy@fabasoft.com).

For comprehensive information on the collection of personal data in the course of the Annual General Meeting, please refer to the "Privacy policy for participants of the Fabasoft Annual General Meeting". The current version of this document can be downloaded from the Fabasoft website (Investors section, Annual General Meeting item) and will be available for free inspection during the Annual General Meeting together with Fabasoft's general data protection statement.

#### **Audio recordings:**

The Annual General Meeting shall be audio-recorded by the Company for the purpose of recording the minutes. This audio recording shall be destroyed within one month after the minutes have been entered in the commercial register.

Any kind of audio and/or video recording by shareholders, representatives or guests during the Annual General Meeting is prohibited.

**Admission to the Annual General Meeting:**

In order to ensure that the entrance checks run smoothly, shareholders are requested to arrive in good time before the start of the Annual General Meeting. Voting cards will be issued from **9:00 a.m. onwards**.

Shareholders and their representatives are advised that an official photo ID (driver's license, passport, ID card) must be presented at the entrance to the Annual General Meeting in order to verify their identity.

The Annual General Meeting and all reports will be held in German. Only shareholders who speak a foreign language may be accompanied by an interpreter at their own expense, provided that they give sufficient advance notice of 10 days before the Annual General Meeting.

Linz, June 2025

**The Managing Board**