

Declaration of the Managing Board and the Supervisory Board of Fabasoft AG on compliance with the German Corporate Governance Code

The Managing Board and Supervisory Board of Fabasoft AG declare as follows:

As Fabasoft AG has its registered office in Austria, it is not obliged to issue a declaration of conformity in accordance with Section 161 of the German Stock Corporation Act. As a company listed on the Frankfurt Stock Exchange, the Managing Board and Supervisory Board of Fabasoft AG declared in March 2023 that in future they would voluntarily submit to the German Corporate Governance Code in the version dated 28 April 2022 (published in the German Federal Gazette on 27 June 2022) with the exceptions described therein. This declaration of conformity is to be submitted annually and is now renewed as follows:

Declaration of Conformity with the German Corporate Governance Code

The Managing Board and Supervisory Board of Fabasoft AG declare their compliance with the recommendations of the German Corporate Governance Code in accordance with Section 243c of the Austrian Commercial Code (UGB):

The Managing Board and Supervisory Board of Fabasoft AG have complied with the recommendations of the German Corporate Governance Code since the last declaration of conformity was issued in March 2024, unless a deviation is explicitly declared below and provided that this does not violate mandatory Austrian law.

Fabasoft AG declares a deviation from recommendations D.4 (formation of a nomination committee), G.3 (peer group comparison of Managing Board remuneration) and G.10 (investment of the variable remuneration amounts granted to the Managing Board members in shares of the company).

According to recommendation D.4, the Supervisory Board should form a nomination committee for proposals for the election of Supervisory Board members. Fabasoft AG declares a deviation in this respect because the Supervisory Board of Fabasoft AG consists of only four members in any case and therefore it is not necessary to form a committee.

Recommendation G.3 stipulates that the Supervisory Board should use a suitable peer group and disclose the composition in order to assess the customary level of specific Managing Board remuneration compared to other companies. The purpose of this provision, as expressly stated in the German Corporate Governance Code, is to prevent an automatic upward trend. Fabasoft AG declares a deviation from recommendation G.3, as there is no company in Austria or Germany comparable to Fabasoft AG - in terms of turnover, number of employees, industry - and therefore a peer group comparison would not be possible. In any case, there has been no significant upward trend in Managing Board remuneration in recent years. In this context, please refer to the current remuneration report at <https://www.fabasoft.com/en/investor-relations/corporate-governance> and the disclosures in the consolidated financial statements.

Recommendation G.10 stipulates that the variable remuneration amounts granted to the Managing Board should be predominantly invested in shares of the company or granted on a share basis, considering the respective tax burden. As a precautionary measure, Fabasoft AG declares a deviation from this recommendation, as remuneration in the form of shareholdings does not currently appear to make sense in view of the tax burden. In Austria, such participation models would have to be assessed as a benefit from the employment relationship and would lead to a special tax burden.

Fabasoft AG will continue to comply with the recommendations of the German Corporate Governance Code in the version dated 28 April 2022 (published in the Federal Gazette on 27 June 2022) with the aforementioned exceptions, provided that this does not violate mandatory Austrian law.

Linz, 10 March 2025

Managing Board

Prof. Dipl.-Ing. Helmut Fallmann
Chairman of the Managing Board

Ing. Oliver Albl
Member of the Managing Board

Matthias Wodniok
Member of the Managing Board

For the Supervisory Board

Dr. Friedrich Roithmayr
Chairman of the Supervisory Board

Disclaimer:

This is a working translation from the German version. In case of discrepancies, the German version shall prevail.