

# REMUNERATION REPORT

for  
the fiscal year 2024/2025  
of  
**Fabasoft AG**  
(„Fabasoft“)

*For the avoidance of doubt, all information and statements refer to the past fiscal year 2024/2025 of Fabasoft. All time data therefore also refer to this period. This report focuses on the active members of the Managing Board Prof. Dipl.-Ing. Helmut Fallmann, Ing. Oliver Albl and Matthias Wodniok in the past fiscal year.*

## 1. Introduction

### 1.1 General

At the Annual General Meeting of Fabasoft on 29 June 2020, the principles for the remuneration of the members of the Managing Board and the Supervisory Board (remuneration policy) were presented for voting for the first time. At the Annual General Meeting on 2 July 2024, the remuneration policy was resubmitted for approval in accordance with Section 78b of the Austrian Stock Corporation Act (AktG).

At the last Annual General Meeting on 2 July 2024, the remuneration report was approved by a clear majority of 6,395,007 votes in favor and 749,948 against. This voting result was considered by the fact that this year's remuneration report is based on the last one and no significant changes were made.

In a listed company, the Managing Board and the Supervisory Board shall prepare a clear and comprehensible remuneration report in accordance with Section 78c AktG. The remuneration report shall provide a comprehensive overview of the compensation granted or owed to current and former members of the Managing

Board in the course of the last financial year under the remuneration policy (Section 78a AktG and Section 98a AktG), including all benefits in any form.

In preparing this remuneration report, the requirements set out in Section 78c and Section 98a AktG have been implemented. In addition, the remuneration report is based on Opinion 37 of the Austrian Financial Reporting and Auditing Committee of December 2020 ("AFRAC Opinion").

Pursuant to Section 78d (1) AktG, the remuneration report shall be submitted to the Annual General Meeting for voting, the voting being of a recommendatory nature. The next compensation report shall then explain how the voting result of the last Annual General Meeting was considered.

This remuneration report was drawn up by the Managing Board and Supervisory Board, reviewed at the Supervisory Board meeting on 3 June 2025 and then adopted.

## 1.2 Economic development in fiscal year 2024/2025

In the past fiscal year 2024/2025, the Fabasoft Group recorded revenues of EUR 86,845 thousand (EUR 80,950 thousand in the same period of the previous year). The increase in revenue reflects the continued positive development of recurring revenue and further growth in the project business in fiscal year 2024/2025.

Despite ongoing investments in the development and expansion of Fabasphere and higher personnel expenses, the Fabasoft Group achieved EBITDA of EUR 23,145 thousand (EUR 21,598 thousand in the same period of the previous year) and EBIT of EUR 13,301 thousand (EUR 13,385 thousand in the same period of the previous year) in fiscal year 2024/2025.

Other operating expenses rose by 5.5% from EUR 12,247 thousand to EUR 12,921 thousand in the reporting period, which was less than the increase in Fabasoft Group revenue.

With a research ratio of 30.7% of revenue, the Fabasoft Group's (Fabasoft AG does not conduct any research and development activities) research and development expenses (EUR 26,653 thousand) remained at a very high level compared to the industry average (EUR 25,458 thousand in fiscal year 2023/2024).

Investments focused on research and development of cloud-native software product technology and on the application areas of artificial intelligence.

## **2. Main features of the remuneration policy**

The basis for Fabasoft's remuneration system for its members of the Managing Board and Supervisory Board is the remuneration policy. The remuneration policy is reviewed for appropriateness at least once a year at the Supervisory Board meeting held in preparation for the Annual General Meeting and adjusted if necessary.

The remuneration policy was put to the vote for the first time at the Annual General Meeting on 29 June 2020. At the Annual General Meeting on 2 July 2024, the remuneration policy was resubmitted for approval in accordance with Section 78b AktG; the current version is available online at [www.fabasoft.com](http://www.fabasoft.com) (under Corporate Governance).

The compensation of the members of the Managing Board includes both fixed and variable compensation components.

## **3. Managing Board**

### **3.1 Fixed remuneration components**

The fixed remuneration of the members of the Managing Board consists of the basic salary, benefits in kind and fringe benefits/insurance.

#### **(i) Salary:**

Each member of the Managing Board receives a fixed salary, which - as is customary in Austria - is paid out 14 times a year in equal installments. As an attractive employer, the remuneration for the Managing Board is determined on the basis of talented and performance-oriented executives.

Members of the Managing Board of Fabasoft are not obliged - except in affiliated companies where there are important Group interests - to accept positions on the boards of Group companies or associated companies. However, the Managing Board member may request to be appointed to such a

function. A claim to remuneration for assuming board functions is regulated separately between the Managing Board and Fabasoft, represented by the Supervisory Board, and is not included in the remuneration entitlement of the Managing Board contract.

(ii) Remuneration in kind/fringe benefits

Each member of the Managing Board is provided with an electric vehicle as a company car, which the Managing Board member may also use privately. The price category for this car may not exceed 80% of the annual gross salary. The member of the Managing Board shall bear the full amount of any taxes payable on the non-cash remuneration value to be applied for private use.

(iii) Insurances

Each member of the Managing Board is insured by Fabasoft against accidents (death, disability, medical expenses) for the duration of the employment contract as follows:

Death:	EUR 2,080,000.00
Disability:	EUR 3,120,000.00 (from 1% permanent disability, basic amount) EUR 250,000.00 (permanent disability 70%, doubling of compensation up to the maximum amount) EUR 3,370,000.00 maximum total
Additional covers:	EUR 65,000.00 total

The annual premium of the DUAL accident insurance amounts to EUR 970.67 per insured person (incl. 4% insurance tax), thus a total of EUR 2,912.00.

In addition, the members of the Managing Board and all other executive bodies in the Fabasoft Group are covered by directors' and officers' liability insurance (D&O insurance). The sum insured of 10,000,000.00 remains unchanged from the previous year; the annual insurance premium amounts to EUR 14,354.39.

(iv) Pension agreement

A pension commitment exists between Fabasoft, represented by the Supervisory Board, and the Managing Board in the form of a separate agreement to the respective employment contract.

The pension commitment entitles the beneficiary to a retirement pension and, if applicable, to an occupational disability pension.

As policyholder, Fabasoft has taken out reinsurance policies, each of which contains an assured (guaranteed) insured benefit and a (possible) profit-sharing benefit. The amount of the guaranteed benefit and the profit-sharing benefit is limited by the entitlement under the existing reinsurance policies; this also applies to the occupational disability benefit and the surviving dependents' benefit.

The company pension is granted subject to the proviso that the pension, including the statutory pension, may not exceed the last active remuneration from the employment relationship.

In the event of retirement before reaching the age of 65 - with the exception of occupational disability - there is also a life-long company pension. For this purpose, the capital calculated from the surrender values of the reinsurance policies at the beginning of the next monthly quarter is annuitized.

Fabasoft's claims under the reinsurance policies are pledged to secure the claims arising from the pension commitment in favor of the members of the Managing Board.

The total annual premium of the reinsurance policies amounts to EUR 210,617.84.

- (v) Upon termination of the employment contract and termination of the Managing Board mandate, the Managing Board member shall be entitled to a severance payment in accordance with the access to the Company. There shall be no entitlement to severance pay in the event of termination of the employment contract for good cause for which the Managing Board is responsible.

### 3.2 Variable remuneration

In addition to the fixed compensation components, each Managing Board member may also receive performance-related variable remuneration. The actual variable remuneration is capped at the (fixed) gross annual salary (maximum limit).

The variable (performance-related) remuneration of the Managing Board is determined on the basis of the catalog of targets defined in advance by the Managing Board and Supervisory Board for each fiscal year and their implementation. Considering the economic situation of the Company, this catalog of targets can also be adjusted during the year. The catalog of targets primarily considers financial performance indicators, although efficiency and sustainability aspects from non-financial performance indicators (such as climate protection, environmental performance, conditions in the working environment) can also be considered, and addresses the interest in the sustainable positive development of the company as part of the periodic preparation.

In principle, it is possible to reclaim variable remuneration components if they are based on manifestly incorrect data, the manifest incorrectness of the data was apparent at the time of the annual financial statements for the financial year relevant for the variable remuneration components, and they were paid out.

The criteria in the catalog of targets for variable remuneration are Group EBIT and Group revenue. Priority is given to growth in revenue from software products and recurring revenue from the sale of software-based service packages.

### 3.3 Payment of variable remuneration

If variable remuneration is granted in a specific year, it is due for payment at the end of the month in which Fabasoft's audited annual financial statements are adopted.

### 3.4 Overview of Managing Board compensation in fiscal year 2024/2025

As recommended in the AFRAC opinion, both the remuneration owed and the remuneration granted to Managing Board members are presented below.

The remuneration owed includes the amounts actually received by the Managing Board member within a period which are also attributable to this reporting period and also the entitlements finally acquired for this period, even if payment is not made until

a later period. Compensation granted includes accruals recognized in a financial year and other deferrals of compensation components that are economically attributable to this reporting period on the basis of legal or contractual obligations, but whose final determination and payment will not take place until subsequent periods. Furthermore, the amounts paid out in a current period, which comprise entitlements acquired in previous years and owed by Fabasoft, as well as amounts newly owed in the current period are also disclosed.

Considering the requirements of the compensation policy, the following compensation was paid to the members of the Managing Board in fiscal year 2024/2025:

<b>Prof. DI Helmut Fallmann</b>	
Base salary (annually):	
Payment:	EUR 704,324.97
Entitlement:	EUR 704,324.97
Benefit in kind (monthly):	Car: electric car (no remuneration in kind) Parking: EUR 14.53
Accident insurance premium:	EUR 970.67
D&O insurance premium:	Part of group insurance
Pension insurance premium:	EUR 210,617.84
Pension benefits:	none
Remuneration from affiliated companies:	none
Variable remuneration	
Payment:	EUR 289,549.40
Entitlement:	EUR 0.00
Company anniversary	
Payment:	EUR 0.00
Entitlement:	EUR 0.00

<b>Ing. Oliver Albl</b>	
Base salary (annually):	
Payment:	EUR 331,367.32
Entitlement:	EUR 331,367.32
Benefit in kind (monthly):	Car: electric car (no remuneration in kind) Parking: EUR 14.53
Accident insurance premium:	EUR 970.67

D&O insurance premium:	Part of group insurance
Pension insurance premium:	none
Pension benefits:	none
Remuneration from affiliated companies:	none
Variable remuneration	
Payment:	EUR 134,613.92
Entitlement:	EUR 0.00

<b>Matthias Wodniok</b>	
Base salary (annually):	
Payment:	EUR 287,943.00
Entitlement:	EUR 287,943.00
Benefit in kind (monthly):	Car: EUR 570.00 Monetary benefit: EUR 290.70
Accident insurance premium:	EUR 970.67
D&O insurance premium:	Part of group insurance
Pension insurance premium:	none
Pension benefits:	none
Remuneration from affiliated companies:	
Payment:	EUR 233,082.00
Entitlement:	EUR 233,082.00
Benefit in kind (monthly):	Car: EUR 570.00 Monetary benefit: EUR 290.70
Variable remuneration	
Payment:	EUR 130,586.00
Entitlement (gross):	EUR 0.00

### 3.5 Information on share-based payments

The employment contracts of the members of the Managing Board do not provide for any other remuneration components or further agreement. However, the respective member of the Managing Board is entitled to participate in any employee stock option programs and option models of Fabasoft.

No shares in Fabasoft were acquired by members of the Managing Board in the past fiscal year.

#### **4. Supervisory Board**

The remuneration policy for the members of the Supervisory Board of Fabasoft AG was put to the vote at the Annual General Meeting on 2 July 2024, together with the remuneration policy for the members of the Managing Board.

##### **4.1 Overview of Supervisory Board compensation in fiscal year 2024/2025**

The remuneration of the Supervisory Board is decided at the Annual General Meeting as a total amount. The amount of this remuneration considers the situation and success of Fabasoft as well as the fiscal year-related responsibilities and tasks of the individual members of the Supervisory Board.

The total remuneration of the Supervisory Board for the financial year is divided between the members of the Supervisory Board at their own discretion, considering the position as well as the respective involvement of the members of the Supervisory Board.

At the Annual General Meeting on 2 July 2024, the remuneration for the elected members of the Supervisory Board for fiscal year 2024/2025 was set at a total amount of EUR 96,000.00 for the regular appointments.

Furthermore, the compensation for the elected members of the Supervisory Board for fiscal year 2024/2025 for extraordinary appointments (such as special meetings) was set at a total amount of EUR 12,000.00 per appointment.

The respective breakdown of the corresponding compensation is the responsibility of the members of the Supervisory Board themselves and corresponded to the following in fiscal year 2024/2025:

<b>Member of the Supervisory Board</b>	<b>Payment</b>	<b>Entitlement</b>
em. o. Univ.-Prof. Dr. Friedrich Roithmayr (Chairman)	EUR 38.500,00	EUR 38.500,00
FH-Prof. Univ.-Doz. DI Dr. Ingrid Schaumüller- Bichl	EUR 20.500,00	EUR 20.500,00
Prof. Dr. Andreas Altmann	EUR 22.500,00	EUR 22.500,00
Mag. Michaela Schwinghammer-Hausleithner	EUR 20.500,00	EUR 20.500,00

## **5. Other information and explanations**

### 5.1 Deviations from the remuneration policy

There were no deviations from the remuneration policy.

### 5.2 Clawback of variable remuneration components

No variable compensation components were clawed back.

Appendix:

./ Remuneration policy of the Managing Board and the Supervisory Board

Linz, June 2025

The Managing Board and Supervisory Board of Fabasoft AG  
[signed by the members of the Managing Board and Supervisory Board]

**Disclaimer:**

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