Public repurchase tender offer

by

Fabasoft AG
Honauerstrasse 4, A-4020 Linz
(ISIN AT0000785407/WKN 922985)

to its shareholders to acquire up to 500,000 individual Fabasoft AG bearer shares made out to Owner

against payment in cash.

Term of acceptance:

11 June 2008 to 9 July 2008, 24:00 (CET).

I. General points:

1.1.

This offer by Fabasoft AG (called “Fabasoft” or “Company” from here on) is a voluntary public offer to purchase, directed at acquiring shares in Fabasoft AG and 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.

Given that the Company is quoted on the Frankfurt Stock Exchange (Prime Standard segment) in Germany, the Austrian ÜbernahmeG is not applicable; nor is the German “Wertpapiererwerbs- und Übernahmegesetz” – here attention is drawn to the announcement made by the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) dated 9 August 2006.

1.2. Publication of offer:

The offer is published on the Company's website (www.fabasoft.at). There are no plans to publish anything further regarding the offer or this document.

1.3. Publication of decision to publish offer:

Fabasoft has published its decision to present this offer within the scope of § 15d of the Austrian Wertpapierhandelsgesetz (ad hoc announcement). In addition, on 10 June 2008 the Wiener Zeitung was instructed to publish the announcement of this offer. The details are also available on the Company's website (www.fabasoft.at).

II. Offer:

2.1. Scope of offer:

The Company hereby offers to all its shareholders to purchase up to a total of 500,000 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

€ 3.28 per Fabasoft share (= "offer price")

in line with this offer document.

The offer is restricted to acquiring up to a total of 500,000 Fabasoft shares, amounting to 5.28% (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.

2.2. Term of acceptance:

The term for acceptance of this offer begins on 11 June 2008 and ends on 9 July 2008 at 24:00 (CET).

Extension of the deadline is ruled out.

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. 61.200.028, sort code 34.000) within the term applying.

If these conditions are fulfilled, a purchase agreement as per this document, covering the “Fabasoft shares deposited”, materialises between Fabasoft AG and the accepting shareholder, subject to proportional allocation being required if the offer is oversubscribed.

It should be noted that any dividends to be paid out for the fiscal year 2007/08 will be credited to the accepting shareholder.

As and when this purchase agreement materialises, the shareholder in Fabasoft AG accepting the offer assigns the Fabasoft shares deposited to Fabasoft AG against payment of the price offered, matching payment with delivery, subject to the term of acceptance expiring and to proportional allocation if the offer is oversubscribed.

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 Company has commissioned Raiffeisenlandesbank Oberösterreich Aktiengesellschaft, Europaplatz 1a, A-4020 Linz (called “bank handling the offer” from here on) to handle the technicalities of this offer. For the Company and the bank handling the offer only the Fabasoft shares booked under interim security code ISIN AT0000A09Z52 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 Company.

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 possible proportional allocation in the case of oversubscription into account. If it is/was not possible to accept Fabasoft shares deposited because the offer has been oversubscribed, the custodian banks will be instructed to book the residual shares deposited back under the original security code ISIN AT0000785407. For those Fabasoft shares for which the offer was accepted during the term of acceptance, the purchase price will be remitted to the custodian banks no later than the tenth bank working day from expiry of the term of acceptance. If the offer is oversubscribed, there may be a few days' delay in paying the purchase price for administrative reasons.

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 Company 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:

The offer is restricted to a maximum of 500,000 individual Fabasoft AG shares.

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. Fabasoft AG 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.

IV. Basis of this offer document:

4.1. Authorisation by AGM and capital structure:

The Company’s share capital currently amounts to 9,464,600 individual Fabasoft AG shares made out to “Owner”.

The annual general meeting of Fabasoft AG on 26 June 2007 authorised Fabasoft AG’s Managing Board to acquire Company shares as per § 65 Abs. 1 Z 4 Aktiengesetz and/or § 65 Abs. 1 Z 8 AktienG; the volume of Company shares acquired must not exceed 10% of the share capital in question. This authorisation is valid for a period of 18 months. The share price at such acquisition must not exceed three times the price at the close of Xetra trading on the Deutsche Börse AG on 26 June 2007 and must not lie below a value of € 1.00 per share.

The exact wording of the decision is available at the Company’s head office.

4.2. Share repurchase:

On the basis of this decision by the AGM, the Managing Board decided on 10 March 2008 to launch a share repurchase programme via the Stock Exchange, starting on 17 March 2008.

In the light of the relatively modest volume of trading, the Managing Board decided on 9 June 2008 to terminate the current share repurchase programme and to present the offer in question to the shareholders instead.

V. Offer price and pricing:

The offer price detailed here lies within the range authorised by the annual general meeting on 26 June 2007.

The offer price of € 3.28 per Fabasoft share broadly corresponds to the mean Xetra trading price of the Fabasoft share weighted by volume during the last full calendar month before this offer, i.e. in May 2008.

VI. Tax law aspects:

It is recommended that Fabasoft AG shareholders obtain advice about the tax consequences of accepting this offer before accepting it.

VII. Publications:

The Company will publish only the result of the offer on its website www.fabasoft.at. If the offer is oversubscribed, the allocation ratio will also be published as soon as possible.

All other publications by the company in connection with this offer take place only on the website specified, except where an obligation to publish elsewhere exists.

(The Managing Board of Fabasoft AG)