

Fabasoft AG

Honauerstrase 4

4020 Linz

ISIN AT 0000785407

WKN 922 985

INVITATION

to the

ANNUAL GENERAL MEETING of Fabasoft AG, 4020 Linz, Austria

to be held on Monday, 30 June 2014, 10 am (CEST) at the “Courtyard by Marriott Hotel”,
Europaplatz 2, 4020 Linz

Agenda

1. Report of the Managing Board and the Supervisory Board of Fabasoft AG, presentation of the annual accounts and the consolidated financial statements, the management report for the company and the Group, the corporate governance report and the report of the Supervisory Board for the fiscal year 2013/2014.
2. Decision on the appropriation of the earnings for the fiscal year 2013/2014.
3. Decision on discharging the members of the Managing Board and the members of the Supervisory Board from their responsibilities for the fiscal year 2013/2014.
4. Decision on the election of the auditor for the annual accounts and the consolidated financial statements for the fiscal year 2014/2015.
5. Election of members of the Supervisory Board.
6. Decision on the remuneration of the members of the Supervisory Board.

Fabasoft AG

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Landesgericht Linz, FN 98699 x, UID-Nr.: ATU47263606, DVR: 1017560, Vorstand: Dipl.-Ing. Helmut Fallmann, Leopold Bauernfeind

7. Resolution regarding the authorisation of the Managing Board pursuant to § 169 of the Austrian Stock Corporation Act in accordance with the resolution of the General Meeting of 1 July 2013 being suspended to the extent that this authorisation has not been made use of and, at the same time, resolution on the authorisation of the Managing Board with the approval of the Supervisory Board to increase the capital stock of the company within five years of this authorisation and the associated amendment of the Articles of Association being entered in the company register – possibly in several tranches – by EUR 2,500,000.00 through the issuing of 2,500,000 individual shares both against cash deposit and also pursuant to § 172 of the Austrian Stock Corporation Act against non-cash contribution to up to EUR 7,500,000.00, and stipulate the conditions of issuance in agreement with the Supervisory Board (authorised capital in the sense of §§ 169 ff Austrian Stock Corporation Act), whereby the Managing Board shall also be authorised to issue the new shares possibly with the exclusion of the subscription rights that the shareholders are otherwise entitled to (§ 170 Section 2 Austrian Stock Corporation Act). The respective reports of the Managing and Supervisory Boards are available for inspection at the company in Honauerstrasse 4, 4020 Linz, and will be sent to shareholders free of charge on request and, at the same time, resolution on the amendment to the Articles of Association, § 4, capital stock, Section 5, so that the wording is as follows:

“5: The Managing Board is authorised with the approval of the Supervisory Board to increase the capital stock of the company within five years of this authorisation and the associated amendment of the Articles of Association being entered in the company register – possibly in several tranches – by EUR 2,500,000.00 through the issuing of 2,500,000 individual shares both against cash deposit and also pursuant to § 172 of the Austrian Stock Corporation Act against non-cash contribution to up to EUR 7,500,000.00, and stipulate the conditions of issuance in agreement with the Supervisory Board (authorised capital in the sense of §§ 169 ff Austrian Stock Corporation Act), whereby the Managing Board shall also be authorised to issue the new shares possibly with the exclusion of the subscription rights that the shareholders are otherwise entitled to (§ 170 Section 2 Austrian Stock Corporation Act).”

8. Resolution on authorisation for the acquisition of own shares pursuant to § 65 Section 1 No. 4 of the Austrian Stock Corporation Act for the purpose of issuing them to employees, company executives and members of the Managing Board of the company or an affiliated company for the period of 30 months and up to a maximum holding of 10 per cent of the total share capital of the company. The equivalent value permissible at repurchase must not exceed 10 % and must not be under 20 % of the average price at the close of Xetra trading on the Deutsche Börse AG of the last 5 stock exchange trading days prior to the fixing of the

purchase price. Own shares purchased under the terms of this authorisation may not, when added to other own shares already purchased by the company and still in the company's possession, exceed 10 % of the capital stock of the company. The respective repurchase programme and its duration are to be made public.

9. Resolution on authorisation for the acquisition of own shares pursuant to § 65 Section 1 No. 8 of the Austrian Stock Corporation Act for the period of 30 months and up to a maximum holding of 10 per cent of the total share capital of the company. The equivalent value permissible at repurchase must not exceed 10 % and must not be under 20 % of the average price at the close of Xetra trading on the Deutsche Börse AG of the last 5 stock exchange trading days prior to the fixing of the purchase price. Own shares purchased under the terms of this authorisation may not, when added to other own shares already purchased by the company and still in the company's possession, exceed 10 % of the capital stock of the company. The respective repurchase programme and its duration are to be made public.

10. Resolution on authorisation to decide within 5 years on a form of sale other than via the stock exchange or through public tender for the sale of shares acquired pursuant to § 65 Section 1 No. 8 of the Austrian Stock Corporation Act, especially for the purpose of issuing these shares against non-cash contributions of companies, businesses, operational divisions or interests in one or more companies at home or abroad or of other assets (e.g. patents), and with the exclusion of the shareholders' subscription rights. Moreover, the Managing Board is also authorised to withdraw its own shares without any further resolution of the Annual General Meeting. The respective reports of the Managing Board and the Supervisory Board in particular in respect of the justification of the exclusion of subscription rights in the sale of own shares, are available for inspection at the company in Honauerstrasse 4, 4020 Linz, and will be sent to shareholders free of charge on request.

11. Report of the Managing Board on the employee stock option models drawn up by the company.

Only those persons who are shareholders on the record date (**20 June 2014, 24:00 hours CEST**) are entitled to attend the General Meeting. Evidence of shareholder status pursuant to § 10a of the Austrian Stock Corporation Act must be provided.

The presentation of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act is sufficient documentation of the shareholder status. At the time it is

presented this confirmation must be no older than 7 days, must be in writing and issued either in German or English. Deposit confirmations must be received by 25 June 2014 by the headquarters of Fabasoft AG, Honauerstrasse 4, 4020 Linz. The deposit confirmation must contain the following information:

1. the issuer by specifying the name (company) and address or a code used in standard banking practices;
2. the shareholder by specifying the name (company) and address, in the case of natural persons also the date of birth, in the case of legal persons the register and number used for the legal person in their country of origin.
3. the deposit number or other relevant description;
4. the number and, if applicable, the face value of the shareholder's shares and, in the case of multiple classes of shares, the designation of the class or the standard international securities identification number (ISIN);
5. the date or period that the deposit confirmation refers to.

Deposit confirmations must be received by the company by one of the following means only:

By telefax: 0043/732/606162-609

By email: hauptversammlung@fabasoft.com (deposit confirmation as PDF attachment)

By post: Fabasoft AG, Investor Relations, For the attention of Frau Ulrike Kogler,
Honauerstrasse 4, 4020 Linz

By SWIFT: GIBAATWGGMS - Message Type MT598; please indicate in the wording ISIN AT0000785407!

The company's annual report, annual accounts and consolidated financial statement for the business year 2013/2014 together with the management report and consolidated management report, corporate governance report, plus the Managing Board's proposed appropriation of profits and the report of the Supervisory Board, together with resolution proposals, declarations pursuant to § 87 Section 2 of the Austrian Stock Corporation Act and any other explanations regarding an item on the agenda and all other reports and documents that are to be presented to the General Meeting will be available for inspection from 9 June 2014 at the company's head office in Honauerstrasse 4, 4020 Linz, Austria, where they can be requested free of charge. From this date onward the items can also be read, stored and printed out from www.fabasoft.com/agm.

Shareholders have the right until 9 June 2014 to propose items on the agenda under the conditions of § 109 Austrian Stock Corporation Act, reject resolution proposals under the

conditions of § 110 Austrian Stock Corporation Act until 18 June 2014 and request information under the conditions of § 118 Austrian Stock Corporation Act. Further information regarding this information can be found on www.fabasoft.com/agm.

Shareholders who are entitled to attend the General Meeting have the right to appoint a representative. The proxy must be transmitted to the company in text form via telefax from which it must be possible to identify the shareholder and establish the content of the proxy. If the shareholder has granted a proxy to the bank where he/she has deposited his/her shares it is sufficient for the bank to provide, in addition to the deposit confirmation, a declaration that it has been granted a proxy. The means of communication approved for the transmission of deposit confirmations are available to shareholders for the transmission of the proxy until 4 pm. (CEST) on Friday 27 June 2014. After this deadline the proxy must be presented in person during registration at the meeting place on the day of the General Meeting. The preceding paragraph likewise applies to the revoking of proxies.

To assist us in processing the granting and revoking of proxies, shareholders are asked to use the forms available on our website especially for these purposes.

Shareholders are requested to have official proof of identity (photo ID) with them for admission.

The capital stock of the company at the time of the convocation is divided into 5,000,000 individual shares. The company has none of its own shares. Therefore, 5,000,000 voting rights can be exercised.

Linz, May 2014

Managing Board Fabasoft AG

Only the German text is binding. The English translation is for convenience.