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## **INVITATION**

to the

**Annual General Meeting**

of

**Fabasoft AG (FN 98699x)**

**Security Identification No. 922985**

**ISIN AT0000785407**

to convene on

**Monday 4 July 2015 at 10:00 a.m.**

at the

**Courtyard by Marriott Hotel, Europaplatz 2, 4020 Linz**

### **Agenda:**

1. Report of the Managing Board and the Supervisory Board, presentation of the established annual financial statements, the management report, the corporate governance report, the consolidated financial statements and group management report for the fiscal year from 1 April 2015 to 31 March 2016 (2015/2016) as well as the proposal regarding the appropriation of earnings.
2. Resolution on the appropriation of the net profit as shown in the 2015/2016 annual financial statements.
3. Resolution on the discharge of the members of the Managing Board for the fiscal year 2015/2016.
4. Resolution on the discharge of the members of the Supervisory Board for the fiscal year 2015/2016.
5. Resolution on the determination of the remuneration of the members of the Supervisory Board for the fiscal year 2016/2017.

### **Fabasoft AG**

Honauerstraße 4, 4020 Linz, Austria, Tel.: +43 732 606162-0, Fax: +43 732 606162-609, office@fabasoft.com, www.fabasoft.com  
Landesgericht Linz, FN 98699 x, UID-Nr.: ATU47263606, DVR: 1017560, Vorstand: Dipl.-Ing. Helmut Fallmann, Leopold Bauernfeind

6. Report of the Managing Board regarding the purchase and utilisation of own shares pursuant to § 65 (4) of the Stock Corporation Act (AktG).
7. Election of the Supervisory Board.
8. Election of the auditors of the annual financial statements and consolidated financial statements for the fiscal year 2016/2017.
9. Resolution on the authorisation of the Managing Board to increase the share capital in compliance with § 169 AktG (authorised capital) with the option of excluding subscription rights and amending the articles of association in § 4 and passing of a resolution authorising the Supervisory Board to make the amendments to the articles of association associated with the issue of shares from the authorised capital as well as revocation of the resolution adopted at the annual general meeting on 6 July 2015.
10. Resolution on the authorisation of the Managing Board to purchase own shares in compliance with § 65 (1)(4) AktG as well as revocation of the respective resolution adopted at the annual general meeting on 6 July 2015.
11. Resolution on the authorisation of the Managing Board to purchase own shares in compliance with § 65 (1)(8) AktG as well as to redeem shares and the authorisation of the Supervisory Board to amend the articles of association associated with the redemption of shares as well as revocation of the respective resolution adopted at the annual general meeting on July 6 July 2015.
12. Resolution on the authorisation of the Managing Board to also use and sell shares in a way other than via the stock exchange or through public tender for any purpose permitted by law even under exclusion of the shareholders' general subscription option (exclusion of subscription rights) as well as revocation of the respective resolution adopted in the annual general meeting on 6 July 2015.
13. Report of the Managing Board concerning the employee option models set up by the company.

**Documents for the annual general meeting:**

In order to prepare for the annual general meeting the following documents will be made available to the shareholders as of **13 June 2016** at the latest:

- Company's annual report;
- Annual financial statements including the management report;
- Corporate governance report;
- Consolidated financial statements and group management report;
- Report of the Supervisory Board in compliance with § 96 AktG;
- Report of the Supervisory Board in compliance with § 65 (3) AktG;

each for the fiscal year 2015/2016,

- Resolutions proposed jointly by the Managing Board and the Supervisory Board concerning the agenda items 2, 3, 4, 5, 9, 10, 11 and 12, including a proposal for the appropriation of earnings, resolution proposal of the Supervisory Board concerning the agenda items 7 and 8 as well as the declaration in compliance with § 87 (2) AktG of the persons nominated for election to the Supervisory Board with regard to their specialist qualification, their professional and similar positions and concerns with possible conflicts of interest;
- Report of the Supervisory Board in compliance with § 65 (1b) AktG in conjunction with §§ 153 (4) and 170 (2) AktG.

Every shareholder is entitled to access these documents at the Company's headquarters at Honauerstraße 4, 4020 Linz, Austria, during business hours.

The documents listed, the complete text of this invitation, and forms for granting and revoking a proxy and all other and all further publications of the company in connection with this annual general meeting will also be freely available on the company's website [www.fabasoft.com](http://www.fabasoft.com) (Category Investor Relations, item Annual General Meeting [www.fabasoft.com/agm](http://www.fabasoft.com/agm)) as of 13 July their publication will be effected electronically in compliance with § 82 (9) Stock Exchange Act, to extent required by law.

#### **Attendance of shareholders at the General Meeting**

Entitlement to attend the annual general meeting and to exercise voting rights and all other shareholders' rights at the annual general meeting is conditional on the holding of shares on the record date, i.e. on **24 June 2016**, midnight CET/CEST (local time Linz).

Only shareholders who hold shares and provide of evidence of such to the company on the record date are entitled to attend the annual general meeting.

### **Deposit bearer shares**

Evidence of shareholdings on the relevant date must be furnished by way of a confirmation issued by the bank where the shareholder has deposited his/her share (deposit confirmation), provided the bank concerned is domiciled in a member state of the EEA or OECD. Shareholders who have deposited their shares with a bank that does not meet these criteria are requested to contact the company.

The deposit confirmation must be issued in German or English in compliance with the relevant statutory provisions (§ 10a AktG) and must include the following information:

1. Details of the issuing bank: name (company) and address;
2. Shareholder details: name (company) and address, date of birth in the case of natural persons, where applicable register and register number in the case of legal persons;
3. Deposit number or other relevant description;
4. Details of the shares: number of shares and their designation or ISIN;
5. Express declaration that the confirmation relates to the deposit holding as of 24 June 2016, midnight CET/CEST (local time Linz).

Deposit confirmations must be received at the latest by 29 June 2016, midnight CET/CEST (local time Linz) by the company and exclusively in one of the following ways:

via fax to: 0043/732/606162-609

via email to: [Hauptversammlung@fabasoft.com](mailto:Hauptversammlung@fabasoft.com) (deposit confirmation as a pdf attachment, uneditable document)

via mail to: Fabasoft AG, Investor Relations,  
for the attention of Ulrike Kogler, Honauerstraße 4, 4020 Linz

via SWIFT: GIBAATWGGMS – Message Type MT598; please ensure that ISIN ISIN AT0000785407 is included in the wording.

Transmission of the deposit confirmation to the company shall also constitute registration of the shareholder for attendance at the annual general meeting.

Banks are requested to send deposit confirmations where possible collectively (in list format).

The shareholders are not blocked by registering their attendance at the annual general meeting or by sending a deposit confirmation; therefore shareholders may freely dispose of their shares after registration or transmission of a deposit confirmation.

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

Every shareholder who is entitled to attend the annual general meeting has the right to appoint a natural or legal person to represent him/her. The proxy holder attends the annual general meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents. Each power of attorney must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder, however, the company itself or a member of the Managing Board or the Supervisory Board may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual items on the agenda.

A shareholder may grant power of attorney to the bank where he/she has deposited his/her shares subject to the agreement of the bank. In such case, in addition to the deposit confirmation, it is sufficient for the bank to provide the company with a declaration by one of the permitted means (see above) that it has been granted a power of attorney; the power of attorney itself needs not to be sent to the company in such case.

A power of attorney may be revoked by the shareholder. The revocation does not become effective until it has been received by the company.

Declarations concerning the granting and revoking of power of attorneys may be sent to the company in text form, not later than 1 July 2016, 4:00 p.m. CET/CEST (local time Linz) by one of the following means:

via fax to: 0043/732/606162-609;

via email to: [Hauptversammlung@fabasoft.com](mailto:Hauptversammlung@fabasoft.com) (deposit confirmation as a pdf attachment, uneditable document)

via mail to: Fabasoft AG, Investor Relations,  
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via SWIFT: GIBAATWGGMS – Message Type MT598; please ensure that ISIN  
ISIN AT0000785407 is included in the wording.

On the day of the annual general meeting, the transmission is only valid in person through submission with registration for the annual general meeting at the place of assembly.

For the granting or revoking of a power of attorney we recommend using the form that is available on the Internet at [www.fabasoft.com](http://www.fabasoft.com) (Category Investor Relations, item Annual General Meeting).

### **Shareholders' rights in connection with the annual general meeting**

Shareholders whose individual or combined holdings represent a total of at least 5% of the share capital since at least 3 months may require in writing the inclusion and announcement of additional items on the agenda of the annual general meeting by **13 June 2016** (date of receipt). A proposal and justification of such must be submitted for each such agenda item.

Shareholders whose individual or combined holdings represent a total of at least 1% of the share capital may submit proposals for resolutions in text form for each item on the agenda, to be accompanied by a justification by **23 June 2016** at the latest, and to require the proposed resolutions to be posted on the company's website with the names of the relevant shareholders and the justification. The following must be noted for elections to the Supervisory Board (agenda item 7): In case of a proposal for the election of member of the Supervisory Board, the statement of a nominated person replaces the justification in compliance with § 87 (2) AktG. Regarding the election of members of the Supervisory Board the annual general meeting shall take into consideration the criteria of § 87 (2a) AktG; in particular the professional and personal qualifications of the members, a balanced composition of expertise of the Supervisory Board, aspects of diversity and internationality as well as professional reliability.

Further information regarding these rights, in particular how to submit motions to the company and how to provide the necessary evidence of a shareholding is now available on the Internet at [www.fabasoft.com](http://www.fabasoft.com) (Category Investor Relations, item Annual General Meeting).

Every shareholder has the right to propose motions also at the annual general meeting with regard to every item on the agenda, whereby such proposals do not require prior announcement. Prerequisite for this is the evidence of the entitlement to attend the annual general meeting. For a shareholder to propose the election of a member of the Supervisory Board, the submission of a proposal of the resolution in compliance with § 110 AktG, to be accompanied by a statement in compliance with § 87(2) AktG (see above) is mandatory.

According to § 118 AktG every shareholder has the right to request information regarding company matters at the annual general meeting, provided such information is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to legal and business relationships between the company and an affiliated company and to the condition of the Group as well as the companies included in the consolidated financial statements. Such information must comply with the principles of diligent and faithful accountability.

Information may be denied if and to the extent that

- (i) according to reasonable business judgement it could cause significant harm to the company or an affiliated company;
- (ii) provision of the information would be unlawful; or
- (iii) it has been published on the company's website, as registered in the Commercial Register, in the form of a question and answer over a period of at least seven days prior to the beginning of the annual general meeting.

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

According to § 83 (2)(1) Stock Exchange Act Fabasoft AG announces that the company has issued 10 million no-par-value bearer shares and every no-par-value share confers one vote. At the time of the invitation to the annual general meeting the company holds 64,587 own shares. No voting rights may be exercised for these shares (§ 65 (5) AktG). The total number of voting rights at the time of the invitation to the annual general meeting therefore amounts to 9,935,413.

### **Admission to the General Meeting**

To ensure the smooth process of the entrance control, shareholders are kindly asked to arrive on time before the beginning of the annual general meeting. Admission to obtain ballot forms commences at **9:00 a.m.**

Shareholders or their proxies are advised that they must present an official identification document (driver's license, passport or identity card) to confirm their identities upon admission to the annual general meeting.

The annual general meeting is the key governing body of a stock corporation, as it is the forum for the company's owners – the shareholders. We therefore hope you will appreciate that we cannot turn an annual general meeting into an event for guests, much as we value such interest, and that attendance as a guest is possible only on personal invitation and after prior consultation under telephone number: **0043/732/606162-0.**

Linz, June 2016

**The Managing Board**

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