

Fabasoft AG

Honauerstraße 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, 6 July 2015, 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 2014/2015.
2. Decision on the appropriation of the earnings for the fiscal year 2014/2015.
3. Decision on discharging the members of the Managing Board and the members of the Supervisory Board from their responsibilities for the fiscal year 2014/2015.
4. Decision on the election of the auditor for the annual accounts and the consolidated financial statements for the fiscal year 2015/2016.
5. Election of members of the Supervisory Board.
6. Decision on the remuneration of the members of the Supervisory Board.

7. Resolution to increase the capital stock of the company from the current EUR 5,000,000.00 by EUR 5,000,000.00 to EUR 10,000,000.00 from retained earnings without issuing new shares pursuant to the provisions of the Capital Adjustment Act by converting the hereto requisite sub-amount of the committed capital reserve as reported in the annual financial statement on 31 March 2015. In accordance with § 3 para. 4 of the Capital Adjustment Act the new equity interests will be allocated to shareholders in proportion to their shares in the previous nominal capital of the company. The increase of the company's share capital from retained earnings and divided into no par bearer shares is effected without issuing new shares as pursuant to § 4 para. 1 of the Capital Adjustment Act. The capital increase from company funds shall be based on the annual financial statement of the company from March 31, 2015, as determined by the auditor in an unqualified audit certificate. The capital increase from company funds is carried out with retroactive effect at the beginning of the current fiscal year, therefore as of April 1, 2015. All taxes, fees and expenses of the capital increase from company funds are borne by the Company, and

Resolution on the division of shares in the ratio 1: 2, so that the number of shares will be increased from the current 5,000,000 shares by 5,000,000 shares to 10,000,000 shares, so that, taking into account the capital increase from retained earnings, a pro-rata amount of the subscribed share capital of EUR 1.00 shall continue to be attributed to each share, and under a

Resolution on the amendment of the articles of association, as part of the capital adjustment in § 4, so that point 1 and 2.read as follows:

“1. The share capital of the Company amounts to EUR 10,000,000.00 (ten million euros).

2. The share capital is divided into shares. The number of shares issued is 10,000,000 (ten million).

Each share represents the same pro-rata amount of the share capital.”

8. Resolution regarding the authorisation of the Managing Board, in accordance with the resolution of the General Meeting of 30 June 2014 pursuant to § 169 of the Austrian Stock Corporation Act at the time of registration in the commercial register of the authorisation granted by this decision in accordance with § 169 of the Austrian Stock

Corporation Act, being suspended to the extent to which this authorisation granted by the decision from 30 June 2014 at the time of the registration of the current authorisation in the commercial register 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 – both against cash deposit and also pursuant to § 172 of the Austrian Stock Corporation Act against non-cash contribution by the nominal amount, which amounts to half of the share capital at the time at which this authorising resolution was registered in the commercial register (§ 169 para. 3 of the Austrian Stock Corporation Act) , whereby the registration of this decision in the company register shall only take place after registration of any capital adjustment measures as adopted in this annual general meeting (increase of the share capital by EUR 10,000,000.00) so that the Managing Board shall be authorised to increase the share capital by up to the nominal amount of EUR 5,000,000.00 by issuing up to 5,000,000 shares to up to EUR 15,000,000.00; the conditions of issuance shall be stipulated in agreement with the Supervisory Board (authorised capital in the sense of §§ 169ff 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 5,000,000.00 through the issuing of 5,000,000 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 15,000,000.00, and stipulate the conditions of issuance in agreement with the Supervisory Board (authorised capital in the sense of §§ 169ff 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).”

9. 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.

10. 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.

11. 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.

12. 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 (**26 June 2015, 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 1 July 2015 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, attn.: Ulrike Kogler,
Honauerstrasse 4, 4020 Linz

Per SWIFT: GIBAATWGGMS – Message Type MT598; ISIN AT0000785407 must be specified in the text!

The company's annual report, annual accounts and consolidated financial statement for the business year 2014/2015 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 12 June 2015 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 15 June 2015 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 25 June 2015 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 3 July 2015. 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, June 2015

Managing Board Fabasoft AG

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