

## **Fabasoft AG**

Honauerstrasse 4  
A-4020 Linz

ISIN AT 0000785407  
WKN 922 985

# **INVITATION**

to the

### **ANNUAL GENERAL MEETING of Fabasoft AG with its head office in A-4020 Linz, Austria**

to be held on the premises of the "Courtyard by Marriott Hotel", Europaplatz 2, A-4020 Linz on Tuesday, 24 June 2008 at 10 a.m.

#### **Agenda:**

1. Report by Fabasoft AG's Managing Board and Supervisory Board, presentation of the annual accounts and the consolidated financial statements, the management report for the Company and the Group, and the Supervisory Board's report for the fiscal year 2007/2008.
2. Decision on the disposal of the Company's earnings in the fiscal year 2007/2008.
3. Decision on discharging the members of the Managing Board and the members of the Supervisory Board from their responsibilities for the fiscal year 2007/2008.
4. Election of an auditor for the annual accounts and the consolidated financial statements for the fiscal year 2008/2009.
5. Election of members of the Supervisory Board.
6. Decision on the remuneration of the members of the Supervisory Board.

7. Decision on amending the following Articles of Association:

§ 3 to read:

"Public announcements by the Company are made in the "Amtsblatt zur Wiener Zeitung", as long as a legal obligation to do so exists. Otherwise public announcements by the Company are made in compliance with the relevant legal provisions. The Company can make public announcements on its website."

§ 9 such that section 9.3 reads:

"9.3 The chair of the Supervisory Board or his/her deputy chairs the general meeting.

If neither of these is present or willing to chair the meeting, the notary brought in to document the proceedings chairs the meeting until the chair has been elected.

The chair of the general meeting chairs the proceedings, determines the order in which the items on the agenda are dealt with and determines the voting procedure. Within this function the chair is entitled to give the speakers at the general meeting the floor, to limit the length of speeches and (after calling someone to order) to require the person in question to be silent.

The chair determines the order in which votes are taken.

The chair is entitled to have shorthand minutes taken in a general meeting. The chair is entitled to prohibit audio and video recordings during the general meeting. The Company is allowed to record the general meeting (audio and video)."

§ 12 to read:

12.1 If a person or a legal entity directly or indirectly acquires or disposes of a share in the Company or the right to acquire a share in the Company, he/she/it is to inform the Company, the FMA, the BaFin and the Stock Exchange without delay, but within 2 trading days at the latest, of the voting share that he/she/it possesses after this acquisition or disposal, if in consequence of this acquisition or disposal the voting share of this person or legal entity reaches, exceeds or falls below 5 % (in words: five per cent) or any other percentage divisible by five.

12.2 The time limit of two trading days is calculated from the day following the day on which the person or legal entity

a) learns of the acquisition or disposal of or the possibility of exercising the voting rights or on which he/she/it would have had to learn of this in the circumstances obtaining, regardless of the date on which the acquisition, the disposal of or the possibility of exercising the voting rights takes effect, or

b) is informed of events that alter the division of the voting rights such that his/her/its share of the voting rights reaches, exceeds or falls below one of the thresholds specified (on the basis of the publication by the Company of the total number of voting rights and of the share capital at the end of each calendar month in which voting rights or capital have increased or decreased).

12.3 The share of voting rights is to be calculated from the total number of shares with voting rights, even if the exercise of these voting rights is suspended. In addition, this share is to be specified in relation to all the shares with voting rights in a particular category.

12.4 If a legal entity acquiring or disposing of such voting rights is owned by a group for which a consolidated financial statement is to be drawn up, the company can be informed as per the above rule either by the legal entity acquiring or disposing of the rights or by its parent company or by a company further up in the group hierarchy of ownership.

12.5 As regards applying the above obligation, the following voting rights are to be treated as equivalent to the rights of the person or legal entity acquiring or disposing of such voting rights:

a) voting rights held by other persons in their own name on the account of the person or legal entity acquiring or disposing of such voting rights;

b) voting rights held by companies controlled by the person or legal entity acquiring or disposing of such voting rights;

c) voting rights held by a third party with whom the person or legal entity acquiring or disposing of such voting rights has made an agreement in writing obliging both to pursue a common policy long-term as regards the management of the company in question by exercising their voting rights in consensus;

d) voting rights held by a third party due to an agreement in writing made with the person or legal entity acquiring or disposing of such voting rights or with a company controlled by him/her/it and providing for these voting rights to be transferred provisionally for a fee;

e) voting rights from shares held by the person or legal entity acquiring or disposing of such voting rights and kept as surety, unless the keeper holds the voting rights and expresses the intention of exercising them; in this case they are to be treated as equivalent to the keeper's voting rights;

f) voting rights from shares on which a usufruct is granted to the person or legal entity acquiring or disposing of such voting rights;

g) voting rights which the person or legal entity acquiring or disposing of such voting rights or another of the persons or legal entities referred to so far can acquire by unilateral declaration of intent on the basis of a formal agreement; in this case the information required is to be provided at the time when the agreement is made;

h) voting rights from shares kept by the person or legal entity acquiring or disposing of such voting rights, provided that he/she/it can exercise these rights at his/her/its discretion if no special directives from the owner(s) exist; if such voting rights, together with those owned by the person or legal entity acquiring or disposing of such voting rights or with rights falling within the scope of the above provisions, reach or exceed the percentages specified, the Company must be informed no later than 3 weeks before the annual general meeting (i.e. the time limit of 2 trading days does not apply)."

8. Decision on authorising the acquisition of Company shares as per § 65 Section 1 No. 4 of the Austrian Stock Corporation Act for the purpose of issuing them to employees, managers and members of the Managing Board of the Company or an associated company for a period of 30 months up to a maximum level of 10 per cent of the Company's share capital. 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 24 June 2008 and must not lie below a value of one euro per share. The value of Company shares acquired on the basis of this authorisation, together with other Company shares already acquired and still owned by the Company, must not exceed 10 % of the Company's share capital. Details of the stock repurchase programme in question, including its duration, are to be published.
  
9. Decision on authorising the acquisition of Company shares as per § 65 Section 1 No. 8 of the Austrian Stock Corporation Act, for a period of 30 months up to a maximum level of 10 per cent of the Company's share capital. 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 24 June 2008 and must not lie below a value of one euro per share. The value of Company

shares acquired on the basis of this authorisation, together with other Company shares already acquired and still owned by the Company, must not exceed 10 % of the Company's share capital. Details of the stock repurchase programme in question, including its duration, are to be published.

10. Decision on authorisation to decide within 5 years on a way of disposing of Company shares acquired as per § 65 Section 1 No. 8 of the Austrian Stock Corporation Act other than via the stock exchange or public offering, in particular for the purpose of issuing these shares against contributions in kind by companies, firms or units within these, or against shares in one or more companies (inland or abroad) or other assets (e.g. patents), while setting aside the shareholders' right to acquire such shares. The Board is also authorised to call Company shares in without any further decision at a general meeting. The relevant reports by the Managing Board and the Supervisory Board covering (in particular) justification for setting aside the right of share acquisition where company shares are disposed of can be inspected at the Company office in A-4020 Linz, Honauerstrasse 4, and will be forwarded free of charge to shareholders on request.
  
11. Report by the Managing Board on the models developed by the Company for employee stock options.

Only those shareholders are entitled to take part in the annual general meeting who deposit their share certificates (scrip) with the Company, with a public notary in Austria, with an Austrian bank, with the Austrian branch of a European Economic Zone bank or with the Österreichische Kontrollbank Aktiengesellschaft in A-1010 Wien during opening hours and leave them there until the annual general meeting is over.

The share certificates must be deposited so that at least three working days are left free between the date of deposition and the annual general meeting. The receipt from the organisation with which they are deposited must be submitted to the Company no later than one working day after the deadline for depositing has expired.

Shareholders who wish to be represented by a proxy at the annual general meeting must issue a power of attorney to such proxy in writing. This power of attorney must be presented at the door before the meeting. A form for conferring a power of attorney and for giving instructions is available

to shareholders for downloading on the website [www.fabasoft.at](http://www.fabasoft.at), and can be requested from the Company free of charge.

The Company's share capital is divided into 9,464,600 individual shares. Each share entitles the owner to one vote. Allowing for 38,320 shares owned by the Company, a total of 9,426,280 votes are available.

The annual report, the annual accounts and the consolidated financial statements for the fiscal year 2007/2008, plus the management report for the Company and the Group, the Managing Board's proposal for distributing profits and the corresponding report by the Supervisory Board can be inspected from this day on at the Company head office in A-4020 Linz, Honauerstrasse 4, where copies can be requested free of charge.

Linz, in June 2008

The Managing Board