

# **Agenda and Proposals for Resolutions**

## **for the Annual General Meeting**

### **on 4 July 2022**

#### **1. Item on the agenda:**

**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 2021 to 31 March 2022 (2021/2022) as well as the proposal regarding the appropriation of earnings.**

#### **Information:**

The aforementioned documents are available at [www.fabasoft.com](http://www.fabasoft.com) (category Investor Relations – Annual General Meeting).

No resolution is required for this item on the agenda.

#### **2. Item on the agenda:**

**Resolution regarding the appropriation of the net profit as shown in the 2021/2022 annual financial statements.**

The Management Board and the Supervisory Board propose the following appropriation of the net profit of the group as at 31 March 2022 amounting to € 10,745,478.82:

A dividend of € 0.75 will be paid out to shareholders per dividend-bearing no-par value share on the outstanding shares and shares with dividend entitlement and taking into consideration the payout block and the shares legally excluded from the entitlement to profits, the remaining net profit is to be carried forward to new account.

7 July 2022 is determined as the ex-dividend day. Pursuant to the Articles of Association the payment date is 13 July 2022.

**3. Item on the agenda:**

**Resolution regarding the discharge of the members of the Managing Board for the fiscal year 2021/2022.**

The Managing Board and Supervisory Board of Fabasoft AG propose granting the discharge to the members of the Managing Board for their actions in the fiscal year 2021/2022.

**4. Item on the agenda:**

**Resolution regarding the discharge of the members of the Supervisory Board for the fiscal year 2021/2022.**

The Managing Board and Supervisory Board of Fabasoft AG propose granting the discharge to the members of the Supervisory Board for their actions in the fiscal year 2021/2022.

**5. Item on the agenda:**

**Resolution regarding remuneration report.**

The Managing Board and the Supervisory Board of Fabasoft AG propose that the remuneration report for the Management Board and the Supervisory Board, as made available on the website registered in the Company Register, be adopted.

The remuneration report is attached to this proposed resolution as **Annex ./1**.

**6. Item on the agenda:**

**Resolution regarding the determination of the remuneration of the members of the Supervisory Board for the fiscal year 2022/2023.**

The Managing Board and Supervisory Board of Fabasoft AG propose determining the remuneration of the elected members of the Supervisory Board for the fiscal year 2022/2023 as follows:

The remuneration for the elected members of the Supervisory Board for fiscal year 2022/2023 is set at a total of € 80,000.00 for the regular dates.

The remuneration for the elected members of the Supervisory Board for fiscal year 2022/2023 for extraordinary dates (e.g. special meetings) is set at a total of €12,000.00 per date.

The respective breakdown of the corresponding compensation is the responsibility of the members of the Supervisory Board themselves.

#### **7. Item on the agenda:**

**Report of the Managing Board regarding the purchase and utilisation of treasury shares pursuant to § 65 (3) AktG.**

#### **Information:**

The aforementioned report is available at [www.fabasoft.com](http://www.fabasoft.com) (category Investor Relations – Annual General Meeting).

No resolution is required for this item on the agenda.

#### **8. Item on the agenda:**

**Election of the Supervisory Board.**

Prof. Dr. Andreas Altmann was elected to the Supervisory Board at the Annual General Meeting on July 2, 2018. In accordance with the Articles of Association, Prof. Dr. Andreas Altmann will therefore leave the Supervisory Board as the member with the longest term of office. He is eligible for re-election.

In accordance with § 8 of the Articles of Association, the Supervisory Board is composed of at least 3 and at most 6 members elected by the Annual General Meeting. The Supervisory Board currently consists of 4 members elected by the Annual General Meeting.

The Supervisory Board of Fabasoft AG therefore proposes that Prof. Dr. Andreas Altmann be elected to the Supervisory Board of the Company for the longest period permissible under Section 87 (2) of the German Stock Corporation Act (AktG), i.e. until the end of the Annual General Meeting that resolves to approve the actions of the Supervisory Board for the fourth fiscal year after the election, not including the fiscal year in which the election takes place, i.e. until the end of the Annual General Meeting that resolves on the fiscal year 2026/2027.

Furthermore, Dr. Peter Posch requests that his resignation from office for personal reasons be noted at the end of this Annual General Meeting.

Mag. Michaela Veronika Schwinghammer-Hausleithner was appointed to replace Dr. Peter Posch.

The Supervisory Board of Fabasoft AG proposes that Mag. Michaela Veronika Schwinghammer-Hausleithner be elected to replace Peter Posch on the Supervisory Board. In accordance with the Articles of Association, the replacement will be elected for the remainder of the term of office of the departing member.

#### Information:

All proposed persons have submitted a declaration pursuant to Art. 87 par. 2 Stock Corporation Act (AktG) on their professional qualifications, their professional or comparable functions and that there are no circumstances that could give rise to concerns about bias, which are available at [www.fabasoft.com](http://www.fabasoft.com) (under Investor Relations - Annual General Meeting).

#### **9. Item on the agenda:**

**Election of the auditors of the annual financial statements and consolidated financial statements for the fiscal year 2022/2023.**

The Supervisory Board of Fabasoft AG proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft with its registered office in Linz be elected the auditor for the fiscal year 2022/2023.

**10. Item on the agenda:**

**Resolution regarding 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 of 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 by the Annual General Meeting on 5 July 2021.**

The Managing Board and the Supervisory Board propose that the authorisation, granted to the Managing Board in accordance with the resolution of the Annual General Meeting under item 10 of the agenda on 5 July 2021 pursuant to § 169 AktG is cancelled in the company register at the time of the registration of the authorisation granted with this resolution pursuant to § 169 AktG and namely to the extent to which the authorisation granted with the resolution on 5 July 2021 at the time of registration of the present authorisation in the company register has not yet been utilised, and at the same time adoption of a resolution on the authorisation of the Managing Board with the agreement of the Supervisory Board to increase the share capital of the company within a period of 5 years after registration of this authorisation and the related amendment of the Articles of Association in the company register - if need be in several tranches - both against contributions in cash as well as, in compliance with § 172 AktG, against contributions in kind by the par value, which amounts to half of the registered share capital (§ 169 (3) AktG) at the time of the registration of this authorisation resolution in the company register, whereby the Supervisory Board is authorised to decide on the amendments to the Articles of Association associated with the issue of shares from the authorised capital. The terms of the issue shall be determined in agreement with the Supervisory Board (authorised capital pursuant to §§ 169 et seqq. AktG), whereby the Managing Board is also authorised to issue the new shares if need be under exclusion of the subscription rights of shareholders to which they would otherwise be entitled (§ 170 (2) AktG). The relevant reports of the Managing Board and the Supervisory Board are available for review at the company in 4020 Linz, Honauerstraße 4, and will be transmitted on request to shareholders free of charge, as well as the resolution regarding the

amendment of § 4 of the Articles of Association, Share Capital Point 5, so that this point contains the following new wording as follows:

*“The Managing Board is authorised with the approval of the Supervisory Board to increase the share capital of the company by up to EUR 16.5 million within a period of five years as of registration of this amendment to the Articles of Association in the company register – if need be in several tranches – by a nominal value of up to EUR 5.5 million, by issuing up to 5,500,000 no-par shares both against contributions in cash as well as, in compliance with § 172 AktG, against contributions in kind, and in addition to determine the terms of the issue in agreement with the Supervisory Board (authorised capital pursuant to §§ 169 et seqq. AktG), whereby the Managing Board is also authorised to issue the new shares if need be under exclusion of the subscription rights of shareholders to which they would otherwise be entitled (§ 170 (2) AktG).”*

#### **11. Item on the agenda:**

**Resolution regarding the authorisation of the Managing Board to purchase treasury shares pursuant to § 65 (1) no. 4 AktG as well as revocation of the respective resolution adopted by the Annual General Meeting on 5 July 2021.**

The Managing Board and the Supervisory Board of Fabasoft AG propose that the authorisation of the Managing Board to purchase treasury shares granted by the resolution of the Annual General Meeting on 5 July 2021 under item 11 of the agenda in compliance with § 65 (1) no. 4 AktG is revoked to the extent not yet utilised and at the same time to authorise the Managing Board, in compliance with § 65 (1) no. 4 AktG, to purchase treasury shares up to a maximum share of 10 out of 100 of the share capital of the company for a period of 30 months for the purpose of issuing these to employees, executives and members of the Managing Board of the company or of an affiliated company. The equivalent value permissible at repurchase must not exceed 10% above and must not be 20% at the least below 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 determination of the purchase price. The purchase of treasury shares based on this authorisation together with other treasury shares, which the company had already purchased and still holds, must not exceed 10 % of the share capital of the company. The respective buyback programme and its duration must be made public.

This authorisation also encompasses the purchase of shares by subsidiaries of the company (§ 66 AktG).

## **12. Item on the agenda:**

**Resolution regarding the authorisation of the Managing Board to purchase treasury shares pursuant to § 65 (1) no. 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 5 July 2021.**

The Managing Board and the Supervisory Board of Fabasoft AG propose that the authorisation of the Managing Board to purchase treasury shares granted by the resolution of the Annual General Meeting on 5 July 2021 under item 12 of the agenda in compliance with § 65 (1) no. 8 AktG and to redeem shares and the authorisation of the Supervisory Board to amend the Articles of Association associated with the redemption of shares is revoked to the extent not yet utilised and at the same time to authorise the Managing Board, in compliance with § 65 (1) no. 8 AktG, to purchase treasury shares to the extent of 10 % of the share capital of the company for a period of 30 months. The equivalent value permissible at repurchase must not exceed 10% above and must not be 20% at the least below 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 determination of the purchase price. The purchase of treasury shares based on this authorisation together with other treasury shares, which the company had already purchased and still holds, must not exceed 10 % of the share capital of the company. The respective buyback programme and its duration must be made public.

This authorisation also encompasses the purchase of shares by subsidiaries of the company (§ 66 AktG). The purchase can be effected via the stock exchange, by way of a public offering or any other legally permissible means and for every legally permissible purpose.

The Managing Board is further authorised to redeem treasury shares after an effected buyback as well as those treasury shares that are currently part of the stock of Fabasoft AG without requiring a separate resolution from the Annual General Meeting. The Supervisory Board is authorised to decide on amendments to the Articles of Association arising from the redemption of shares.

This authorisation may be exercised in full or in part as well as in several parts.

### **13. Item on the agenda:**

**Resolution regarding the authorisation of the Managing Board to also use and sell treasury 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 general subscription option of the shareholders (exclusion of subscription rights) as well as revocation of the respective resolution adopted in the Annual General Meeting on 5 July 2021.**

The Managing Board and the Supervisory Board of Fabasoft AG propose that the authorisation of the Managing Board to purchase treasury shares to the extent not yet utilised granted by the resolution adopted by the Annual General Meeting on 5 July 2021 under item 13 of the agenda is revoked and at the same time to authorise the Managing Board, in compliance with § 65 (1)(b) AktG, to use and sell treasury shares after an effected buyback as well as those treasury shares that are currently part of the stock of Fabasoft AG with the approval of the Supervisory Board and without any further resolution by the Annual General Meeting in a way other than via the stock exchange or through public tender for a period of 5 years as of adoption of the resolution, therefore up to and including 4 July 2027, in particular treasury shares

- (i) for issue to employees, executives and/or members of the Managing Board /Management of the company or of an affiliated company, including servicing of stock transfer programmes, in particular stock options, long term incentive plans or other participation programmes;
- (ii) to service if need be any convertible bonds issued;
- (iii) as consideration for the acquisition of companies, stakes in companies or other assets and
- (iv) to use them for any other purpose permitted by law;

and to hereby to exclude the general subscription option of shareholders (exclusion of subscription rights), whereby the authorisation may be exercised in full or in part as well as in several parts and for the pursuit of several purposes.



**14. Item on the agenda:**

**Resolution on the amendment of the Articles of Association in item 7.4 concerning the submission of the annual budget (estimate) by the end of each fiscal year.**

The Management Board and the Supervisory Board propose to amend the Articles of Association in item 7.4 concerning the submission of the annual budget (estimate) by the end of each financial year, this provision to read as follows:

*"7.4 Pursuant to Section 81 of the German Stock Corporation Act (AktG), the Managing Board shall report to the Supervisory Board on a regular basis, no more than quarterly, on the course of business and the situation of the Company, and to the Chairman of the Supervisory Board or his Deputy, either orally or in writing, in the event of important cause. The report shall comply with the principles of conscientious and faithful accountability.*

*At the end of each fiscal year at the latest, the Managing Board shall submit the budget for the coming fiscal year to the Supervisory Board for resolution."*

**15. Item on the agenda:**

**Report of the Managing Board regarding the employee stock option models set up by the company.**

Information:

The aforementioned report is available at [www.fabasoft.com](http://www.fabasoft.com) (category Investor Relations – Annual General Meeting).

No resolution is required for this item on the agenda.

***Disclaimer:***

*This is a working translation from the German version. In case of discrepancies, the German version shall prevail.*