

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 5 July 2010, at 10 a.m. 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 2009/2010.
2. Decision on the appropriation of the earnings for the fiscal year 2009/2010.
3. Decision on discharging the members of the Managing Board and the members of the Supervisory Board from their responsibilities for the fiscal year 2009/2010.
4. Decision on the election of the auditor for the annual accounts and the consolidated financial statements for the fiscal year 2010/2011.
5. Election of members of the Supervisory Board.
6. Decision on the remuneration of the members of the Supervisory Board.

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 27 June 2006 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 3,500,000.00 through the issuing of 3,500,000 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 10,500,000.00, 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 3,500,000.00 through the issuing of 3,500,000 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 10,500,000.00, 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 the reduction in capital stock by way of orderly capital reduction from EUR 7,000,000.00 by EUR 2,000,000.00 to EUR 5,000,000.00 for the purpose of repaying part of the capital stock by grouping shares and resolution on the authorisation of the Managing Board to decide on the further details of the capital reduction. Resolution on the amendment of the Articles of Association further to the capital reduction in Article 4, so that Sections 1 and 2 are worded:
 - "1. The capital stock of the company is EUR 5,000,000.00 (five million euros).
 2. The capital stock of the company is divided into individual shares. The number of shares issued is 5,000,000 (five million). Each individual share represents an equal holding in the capital stock."
9. Resolution on the authorisation of the Managing Board to acquire its 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% 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 the authorisation to decide, for the sale of shares acquired pursuant to § 65 Section 1 No. 8 of the Austrian Stock Corporation Act, within 5 years on a form of sale other than via the stock exchange or through public tender, in particular 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.
13. Decision on the amendment of the Articles of Association
Sections 9.1. and 9.2., so that the wording is:

"9.1. The General Meeting takes place at the company's headquarters, on the premises of one of its branch offices or in the capital of an Austrian province.

The Annual General Meeting is convened by the Managing Board or the Supervisory Board.

Only those shareholders who are shareholders at the end of the tenth day before the date of the General Meeting (record date) are entitled to attend the General Meeting, exercise voting rights and all other shareholder's rights on the occasion of the General Meeting when shares or interim certificates have been issued.

In the case of deposited bearer shares evidence of shareholdings on the record date is to be provided pursuant to § 10a Stock Corporation Act and arrive at the company at the address specified for this purpose in the convocation on the third working day prior to the General Meeting at the latest. In the case of non-deposited bearer shares, evidence of shareholdings on the record date is to be provided by means of a written confirmation issued by a notary public.

Confirmations documenting the shareholder's status must not be older than 7 days when they are presented. If the company accepts receipt of deposit confirmations via an internationally used and highly secure communication net whose members can be clearly identified, the deposit confirmation must not be older than 3 days. The confirmation must reach the company at the address named in the convocation on the third working day prior to the General Meeting at the latest unless a later date is specified in the convocation. The company is not obliged to verify the validity of the deposit confirmations.

This stipulation also regards Saturdays, Good Friday, 24 December and 31 December to be public holidays and not working days.

The Managing Board may specify in the convocation of the General Meeting that instead of or in addition to telefaxes other electronic forms of communication are suitable for the transmission of resolution proposals.

9.2. Each share grants the voting right. The number of votes is in accordance with the division of the capital stock into individual share certificates.

The right to vote begins with the full payment of the contribution.

The voting right can be exercised by a proxy holder only after the transmission of an appropriate proxy. With regard to the transmission of proxies to the company the Managing

Board may specify in the convocation whether and which additional electronic forms of communication are suitable besides telefaxes.

Further to the amendment to the Stock Corporation Act the parts of the Articles of Association that contradict the mandatory requirements of stock corporation legislation do not apply.

Only those persons who are shareholders on the record date (**25 June 2010, 24.00 hours CET**) 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 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.

The company does not accept deposit confirmations and declarations pursuant to § 114 Section 1 Sentence 4 of the Austrian Stock Corporation Act via an internationally used and highly secure

communication net for banking, whose members can be clearly identified 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, c/o Ulrike Kogler, Honauerstrasse 4, 4020 Linz

The company's annual report, annual accounts and consolidated financial statement for the business year 2009/2010 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 14 June 2010 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 14 June 2010 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 24 June 2010 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 p.m. on Friday

2 July. 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 an official identification document (with photo) ready upon admission to confirm their identities.

The capital stock of the company at the time of the convocation is divided into 7,000,000 individual shares. The company has none of its own shares. Therefore, 7,000,000 voting rights can be exercised.

Linz, June 2010

The Managing Board