

**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 Tuesday 30 June 2009, 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, and the report of the Supervisory Board for the fiscal year 2008/2009.
2. Decision on the appropriation of the earnings for the fiscal year 2008/2009.
3. Decision on discharging the members of the Managing Board and the members of the Supervisory Board from their responsibilities for the fiscal year 2008/2009.
4. Decision on the election of the auditor for the annual accounts and the consolidated financial statements for the fiscal year 2009/2010.

5. Election of members of the Supervisory Board.
6. Decision on the remuneration of the members of the Supervisory Board.
7. Decision on the amendment of the Articles of Association  
Article 4, so that Sections 1 and 2 are worded:
  1. The capital stock of the company is € 8,518,140.00 (eight million five hundred and eighteen thousand one hundred and forty euros).
  2. The capital stock of the company is divided into individual shares. The number of shares issued is 8,518,140.00 (eight million five hundred and eighteen one hundred and forty).  
Each individual share represents an equal holding in the capital stock.
8. Resolution on the reduction in capital stock by way of orderly capital reduction from € 8,518,140.00 by € 1,518,140.00 to € 7,000,000.00 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 € 7,000,000.00 (seven million euros).
  2. The capital stock of the company is divided into individual shares. The number of shares issued is 7,000,000 (seven 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 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 share capital 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.

Only those shareholders who deposit their share certificates (interim certificates) with the company, with a notary public in Austria, with an Austrian bank or with an Austrian branch of an EEA bank or with the Austrian Kontrollbank Aktiengesellschaft in A-1010 Vienna during business hours and leave them there until the end of the Annual General Meeting are entitled to participate in the meeting.

The share certificates must be deposited so that at least three working days are left free between the date of deposit and the Annual General Meeting. The deposit confirmation by the depositing agency will be submitted to the company no later than one working day after the depositing term 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. The power of attorney must be presented on entering the Annual General 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 capital stock of the company is divided into 8,518,140 individual shares. The company has none of its own shares. Therefore, currently 8,518,140 voting rights can be exercised.

The company's annual report, annual accounts and consolidated financial statement for the business year 2008/2009 together with the management report and consolidated financial review, plus the Managing Board's proposed appropriation of profits and the report of the Supervisory Board are available for inspection from 10 June 2009 at the company's head office, Honauerstrasse 4, 4020 Linz, Austria, where they can be requested free of charge.

Linz, in June 2009

The Managing Board