

Articles of Association of Software AG

I. GENERAL PROVISIONS

Article 1

(1) The Company is named

“Software Aktiengesellschaft.”

(2) Its registered office is in Darmstadt.

Article 2

(1) The Company's objects are the generation and commercial exploitation of data processing solutions and of all other products from the realm of data processing, including the provision of all associated services.

(2) The Company can take all actions which are appropriate to achieve its objects. It may establish other businesses and may acquire, and acquire participations in, other businesses of the same or similar type. The Company may also limit its commercial activities to a portion of the fields of operations referenced in para. 1 hereof.

Article 3

The Company's financial year is the calendar year.

Article 4

(1) The Company publishes its notices in the electronic Federal Gazette only, to the extent that mandatory statutory provisions do not prescribe another form of publication.

(2) The Company may also transmit information to the holders of its admitted securities by means of electronic media. Mandatory provisions of law shall remain unaffected by the foregoing.

II. SHARE CAPITAL AND SHARES

Article 5

- (1) The registered share capital is € 74,000,000.00.
It is divided into 74,000,000 no par value registered shares. If, in connection with a capital increase, the resolution calling for the increase does not specify whether the new shares should be in bearer or registered form, then these new shares will be issued in registered form. The shareholders must disclose to the Company for recordation in the share registry the information required by law; electronic mail addresses and any changes thereto should always be provided in order to simplify the communication.
- (2) The Management Board is authorized, in the period up to May 11, 2026 and subject to the consent of the Supervisory Board, to increase the registered share capital once or in partial amounts by up to a total of € 14,800,000 by issuing new, no-par value registered shares in return for cash and/or non-cash (in-kind) capital contributions (Authorized Capital). In so doing, the number of shares must be increased in the same ratio as the registered share capital. The shareholders shall be granted subscription rights. The new shares may also be acquired by one or more banks or by enterprises deemed equivalent to such banks pursuant to § 186 para. 5 s. 1 of the AktG, subject to the obligation that such shares must be offered for subscription to the shareholders of the Company. The Management Board may, however, exclude the subscription right of the shareholders in the following cases:
 - (2.1) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude subscription rights of the shareholders with respect to fractional amounts.
 - (2.2) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' subscription rights when capital increases are made in exchange for non-cash capital contributions either for purposes of acquiring companies, company divisions and/or equity holdings in companies or in connection with mergers.
 - (2.3) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription rights in the event capital increases are made in exchange for cash capital contributions, if such action is necessary to grant to holders of option rights or conversion rights or persons obligated to exercise options or conversions under warrant bonds or convertible bonds, which were issued by Software AG or a direct or indirect wholly-owned subsidiary of Software AG, a right to subscribe new shares to the extent to which they would be entitled to subscribe as shareholders after exercising the option or conversion right or after fulfilling the option or conversion obligation.
 - (2.4) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription rights when capital increases are made in exchange for cash capital contributions, if the capital increases approved on the basis of this authorization do not exceed in their entirety a total of 10% of the registered share capital as it exists at the time the resolution of the Shareholders' Meeting is adopted or, if this amount is lower, at

the time the relevant authorization is exercised, and provided that the issue price is not significantly lower than the stock exchange price. The maximum limit of 10% of the registered share capitals will be reduced by the *pro rata* amount of the registered share capital that is attributable to those Company treasury shares that are sold during the term of the Authorized Capital under exclusion of the shareholders' subscription rights pursuant to §§ 71 para. 1 no. 8 s. 5, 186 para. 3 s. 4 AktG. Further, the maximum limit shall be reduced by the *pro rata* amount of the registered share capital that is attributable to the maximum number of shares that had to be issued in order to service warrant bonds or convertible bonds containing option or conversion rights or duties, to the extent that the bonds are issued during the term of the Authorized Capital while excluding the subscription rights under the *mutatis mutandis* application of § 186 para. 3 s. 4 AktG.

The sum of the shares issued pursuant to this authorization excluding the subscription right in return for cash and non-cash contributions may not exceed a *pro rata* share of the registered share capital of EUR 7,400,000. The Management Board is authorized, subject to the consent of the Supervisory Board, to stipulate the additional details about the capital increase and the terms and conditions of the stock issue.

- (3) The registered share capital is conditionally increased by up to EUR 14,800,000, divided into up to 14,800,000 no-par-value registered shares (Conditional Capital 2021). The conditional capital increase will be implemented only to the extent that the holders of warrant bonds or convertible bonds (Bonds) issued by the Company in the period up to May 11, 2026 on the basis of the authorization of the Management Board, which was granted by resolution of the Annual Shareholders' Meeting on May 12, 2021, exercise their option or conversion rights, or holders of Bonds fulfill their obligation to exercise their option or conversion rights, or the Company exercises its right, in whole or in part, to deliver new no-par-value registered shares of the Company in lieu of settlement in cash, and to the extent that no cash or treasury shares are used to service the obligation. The new shares shall be issued at the option or conversion price determined in accordance with the aforementioned authorizing resolution. The new shares thus issued shall participate in the profits from the beginning of the fiscal year in which they are created. The Management Board shall be authorized, subject to the consent of the Supervisory Board, to stipulate additional details about the implementation of the conditional capital increase.

Article 6

The Management Board will determine the form the share certificates, profit-participation and renewal coupons will take. The shareholder's claim to evidenced shares is excluded.

III. MANAGEMENT BOARD

Article 7

- (1) The Management Board shall comprise several members. The number of Management Board members shall be determined by the Supervisory Board.

- (2) The Supervisory Board should appoint Management Board members for a term of office that ends no later than with the Annual Shareholders' Meeting that immediately follows the 65th birthday of the Management Board member.
- (3) The Supervisory Board may also appoint deputy Management Board members and may adopt internal rules of procedure for the Management Board.

Article 8

- (1) The Company is represented by two members of the Management Board jointly or by one member of the Management Board together with an authorized signatory.
- (2) The Supervisory Board may, by special resolution, authorize representation by one person in certain circumstances. In addition, it may release a member of the Management Board from the restrictions prescribed by § 181 BGB (German Civil Code) by special resolution.

IV. SUPERVISORY BOARD

Article 9

- (1) The Supervisory Board is composed of six members, of which four members are elected from the Shareholders' Meeting and two members are elected from the employees pursuant to the provisions of the One-third Employee Participation Act dated 18 May 2004 (DrittelbG).
- (2) Every member of the Supervisory Board may resign from office subject to a one-month notice period, even without good cause.
- (3) Supervisory Board members who may be elected by the Shareholders' Meeting without being bound by election proposals, should be appointed by the Shareholders' Meeting only for terms of office ending no later than at the end of the Annual Shareholders' Meeting following the 75th birthday of the Supervisory Board member.

Article 10

The term of office of the chair of the Supervisory Board and his/her deputy shall be based on his/her then-current term of office as member of the Supervisory Board, unless a shorter term of office is prescribed at the time of election. Re-election in the event of renewed appointment as a member of the Supervisory Board is permitted.

Article 11

- (1) The meetings of the Supervisory Board shall be called by the Supervisory Board chair upon one-week's prior notice, and such notice, in general, shall include the agenda.
- (2) The meeting shall be chaired by the chair, or in his/her absence, the deputy chair. The chair of the Supervisory Board, or in his/her absence, the deputy chair, shall determine the order in which the topics in the agenda are handled, as well as the manner and sequence of the voting.
- (3) The Supervisory Board shall have quorum if at least three members participate in the adoption of the resolution. A member participates in the adoption of a resolution even if he/she abstains from voting. Absent members may participate in the adoption of resolutions by submitting a written vote via another member.
- (4) The resolutions of the Supervisory Board shall be adopted upon a simple majority of the votes, except where another majority is mandated by statute. In the event of a tie vote (deadlock), the Supervisory Board chair shall decide whether a new vote will be taken on the matter and whether the new vote will occur at this meeting or at an upcoming Supervisory Board meeting. If a new vote on the same subject results in another deadlock, then the Supervisory Board chair shall have two votes.
- (5) In the Supervisory Board, it is permissible to adopt resolutions in writing, via telephone or via another method of telecommunication if the rules of procedure of the Supervisory Board provide for such an approach or if the chair of the Supervisory Board decides on this matter in the individual case. At the chair's discretion, resolutions can also be adopted partially at the meeting and partially outside of the meeting ("mixed method of resolution adoption").
- (6) Declarations of intent [*Willenserklärungen*] of the Supervisory Board shall be made in the name of the Supervisory Board by the chair of the Supervisory Board or by a member authorized to do so by the chair.

Article 12

- (1) The Management Board may only implement certain business transactions with the prior approval of the Supervisory Board. These transactions are specified in the by-laws for the Management Board.
- (2) The Supervisory Board is empowered to pass resolutions on changes to the Articles of Association which relate only to the wording thereof.

Article 13

- (1) The Supervisory Board may form committees from among its members. To the extent allowed by statute, decision-making powers of the Supervisory Board may be assigned to the committees.
- (2) The composition, powers and procedures of the committees shall be determined by the Supervisory Board. Insofar as the Supervisory Board makes no provisions in this regard, Article 11 of these Articles of Association shall apply accordingly with regard to the committee procedures.

Article 14

The remuneration of Supervisory Board members is regulated by resolution of Annual General Meeting.

V. ANNUAL GENERAL MEETING

Article 15

The Annual General Meeting which resolves on the approval of the actions of the Management Board and the Supervisory Board, the appropriation of the profit, the appointment of the auditors of the annual financial statements and, if appropriate, the approval of the annual financial statements, will take place within the first six months of each financial year.

Article 16

- (1) Subject to the statutory rights of the Supervisory Board and of a minority of shareholders to call a meeting, the Annual General Meeting is called by the Management Board upon the statutory notice periods applicable in each case.
- (2) The Annual General Meeting shall take place at the Company's registered office or at the registered office of a German stock exchange.
- (3) Video and audio transmission of the Annual General Meeting is permissible. The chair is authorized to permit the General Shareholders' Meeting to be transmitted, either in whole or in part, via audio and video in such manner as he may prescribe in a more detailed fashion.
- (4) The Management Board shall be authorized for a period of two years after registration of the amendment to the Articles of Association to include this paragraph 4 resolved by the Annual Shareholders' Meeting on May 17, 2023, to provide for the meeting to be held without the

physical presence of the shareholders or their proxies at the location of the Shareholders' Meeting (virtual Shareholders' Meeting).

- (5) The members of the Supervisory Board, with the exception of the chair of the meeting, are permitted to participate in the virtual Shareholders' Meeting by means of video and audio transmission. In the case of a Shareholders' Meeting that is not a virtual Shareholders' Meeting, this shall apply accordingly if the Supervisory Board member in question is abroad, the place of residence is at a great distance (at least 300 kilometers) from the place of the meeting of the Supervisory Board member in question is prevented from attending for health or professional reasons.

Article 17

- (1) The entitlement to participate at the Annual General Meeting and to exercise the right to vote shall be based on the entry recorded in the share registry. The right to participate and vote at the Annual General Meeting will also require a timely meeting registration. The Company must receive the meeting registration at the address, which is disclosed for this purpose in the official notice convening the meeting, at least six days prior to the Annual General Meeting. The official notice convening the meeting can provide for a shorter deadline period (measured in days) for the meeting registration. The meeting registration must be made in text form (*Textform*); it must be prepared in either German or English.
- (2) Voting rights may also be exercised by proxy. Where a shareholder grants proxy authorization to more than one person, the Company may reject one or more of such proxies. The grant of a proxy, revocation of a proxy and proof of a proxy vis-à-vis the Company must be in text form. The notice of meeting may specify relaxations as to form. § 135 of the German Stock Corporation Act shall remain unaffected by the foregoing.
- (3) The Management Board is empowered to stipulate that shareholders may cast their votes in writing or by means of electronic communications (postal voting) even without attending the meeting. The Management Board may enact specific rules governing the procedure for postal voting.
- (4) The Management Board is empowered to provide that shareholders may participate in the General Shareholders' Meeting even without being present at the location thereof and without having appointed a proxy and may exercise their rights individually or in their entirety by way of electronic communications, in whole or in part (online participation). The Management Board may enact specific rules governing the scope and procedure for online participation.
- (5) The provisions of law applicable in each case shall apply with respect to the calculation of time limits.

Article 18

- (1) The Annual General Meeting shall be chaired by the chair of the Supervisory Board or by such other member of the Supervisory Board as he may determine. In the event that neither the chair of the Supervisory Board nor any member of the Supervisory Board appointed by him assumes the chairship of the meeting, the chairperson of the meeting shall be elected by the shareholders' members of the Supervisory Board by a simple majority of votes cast.
- (2) The chairperson of the meeting will decide on the basis of the statutory provisions the procedure of the Annual General Meeting, especially the order of the matters on the agenda, and how voting will be carried out.
- (3) The meeting's chairperson may place appropriate time restrictions on the shareholders' right to speak and ask questions and determine further particulars in this regard. Specifically, the meeting's chairperson is authorized to stipulate at the beginning of the Annual General Meeting or during the course of the meeting a reasonable time limit on the duration of the entire Annual General Meeting, on individual items on the agenda or on individual speakers

Article 19

- (1) Resolutions by the General Annual Meeting will be passed by simple majorities of votes cast unless the law stipulates a majority of capital shareholdings as well as a majority of votes cast, in which case resolutions will be passed by simple majorities of votes cast and by simple majorities of capital shareholdings represented when the resolution is passed. Any special voting or capital shareholding majorities that are mandated by law shall remain unaffected by the foregoing.
- (2) If votes cast (for or against) are equal, the motion is deemed to have been rejected.

VI. APPROPRIATION OF THE PROFIT FOR THE YEAR

Article 20

If the Management Board and the Supervisory Board approve the annual financial statements, they may transfer up to 100% of the net profit for the year – after deducting the amount which must be transferred to the legal reserve and any loss carry-forwards there may be – to other revenue reserves, provided the other reserves do not exceed one half of the share capital, or if they would not exceed that amount after the transfer.