

NOTICE OF THE GENERAL SHAREHOLDERS' MEETING OF
SOFTWARE AKTIENGESELLSCHAFT, DARMSTADT
Securities Identification Code (WKN) 330400
ISIN DE 0003304002

We hereby invite our shareholders to attend the
General Shareholders' Meeting
to be held on
Thursday, May 5, 2011 at 10:00am
at darmstadtium - Wissenschafts- und Kongresszentrum
Schlossgraben 1, in 64283 Darmstadt, Germany.

A G E N D A:

1. **Submission of the approved annual financial statements of Software AG per December 31, 2010 together with the management report as well as the approved consolidated financial statements per December 31, 2010 and the Group management report and the explanatory report of the Executive Board concerning the information provided in the management report pursuant to §§ 289 (4, 5), 315 (4) of the German Commercial Code ("HGB"), as well as the report of the Supervisory Board for fiscal year 2010.**

Beginning on the date the Notice of the General Shareholders' Meeting is officially published, the aforementioned documents and the Executive Board's recommendation on the use of profits (see Agenda Item 2 below) will be available on the Internet at the Company's website: <http://www.softwareag.com/hauptversammlung>.

The Supervisory Board has approved the annual financial statements prepared by the Executive Board as well as the consolidated financial statements; the annual financial statements are therefore deemed adopted in accordance with § 172, first sentence, of the German Stock Corporation Act ("AktG"). Hence, there is no need for the General Shareholders Meeting to adopt a resolution thereon.

2. **Resolution on the use of the non-appropriated balance sheet profits**

The Executive Board and the Supervisory Board recommend that the non-appropriated balance sheet profits (*Bilanzgewinn*) for fiscal year 2010 totaling € 124,559,796.45 be used as follows:

Payment of a dividend in the amount of € 1.30 per bearer share on the registered share capital entitled to dividends	
For 28,443,602 dividend-earning shares	€ 36,976,682.60
Profit carried forward	€ 87,583,113.85

The recommendation on the use of non-appropriated balance sheet profits takes account of the treasury shares, which are held by the Company as of March 28, 2011 and which are not entitled to dividends. The number of shares entitled to dividends may increase or decrease up until the date of the General Shareholders' Meeting, if the Company acquires or sells more of its own shares. In such cases, a revised recommendation on the use of the non-appropriated

balance sheet will be submitted to the General Shareholders' Meeting, in which the amount of dividend per dividend-earning share shall remain the same.

3. Resolution on ratifying the actions of the Executive Board members for fiscal year 2010

The Executive Board and Supervisory Board recommend ratifying the actions taken by the members of the Executive Board for fiscal year 2010, including the actions taken by members Mark Edwards and Ivo Totev, who both resigned in July 2010, and Dr. Peter Kürpick, who resigned in August 2010.

4. Resolution on ratifying the actions of the Supervisory Board members for fiscal year 2010

The Executive Board and Supervisory Board recommend ratifying the actions taken by the members of the Supervisory Board for fiscal year 2010, including the actions taken by the member who resigned in August of 2010, Rainer Burckhardt.

5. Appointment of the annual financial statements auditor for fiscal year 2011

Relying on the recommendation of the Audit Committee, the Supervisory Board recommends engaging the accounting firm of BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, to serve as the annual financial statements auditor (*Abschlussprüfer*) of the Company and of the corporate group for fiscal year 2011.

6. Cancellation of conditional capital in § 5 para. 3 of the Articles and Memorandum of Association and the related amendments to the Articles and Memorandum of Association

The conditional capital stipulated in § 5 para. 3 of the Articles and Memorandum of Association is no longer required and should therefore be cancelled.

The Executive Board and Supervisory Board recommend adopting the following resolution:

The conditional capital stipulated in § 5 para. 3 of the Articles and Memorandum of Association is cancelled, and § 5 para. 3 of the Articles and Memorandum of Association is hereby deleted. The previous para. 4 of § 5 shall become para. 3, and the previous para. 5 shall become para. 4.

7. Reclassification of the registered share capital (stock split) and related amendments to the Articles and Memorandum of Association

The registered share capital should be reclassified by a stock split in the ratio of 1:3. Each shareholder shall thereby receive three shares of Software AG in place of one share of Software AG. This shall not change the amount of the shareholders' equity interests in the Company.

The Executive Board and the Supervisory Board recommend adopting the following resolution:

a) Reclassification of the registered share capital (stock split)

The registered share capital of the Company shall be reclassified *via* a stock split in the ratio 1:3 into a total of 86,148,183 no-par-value bearer shares. Thus, each no-par-value share with a *pro rata* share of the registered share capital of € 3 shall be replaced by three no-par-value shares having the lowest possible *pro rata* share of the registered share capital of € 1.

b) Amendment of the Articles and Memorandum of Association

In § 5 para. 1 sentence 2 of the Articles and Memorandum of Association, the number "28,716,061" shall be replaced by the number "86,148,183". In § 5 para. 2 sentence 1 of the Articles and Memorandum of Association, the number "2,280,000" shall be replaced by the number "6,840,000" and the statement "€ 3 each" shall be replaced by the statement "of € 1 each." In § 5 para. 4 sentence 1 of the Articles and Memorandum of Association (having regard to the amendment of § 5 para. 3 sentence 1 of the Articles and Memorandum of Association under Agenda Item 6) the number "6,000,000" shall be replaced by the number "18,000,000" and the specification of "€ 3" shall be replaced with "€ 1". In § 5 para. 5 sentence 1 of the Articles and Memorandum of Association (having regard to the amendment of § 5 para. 4 sentence 1 of the Articles and Memorandum of Associations under Agenda Item 6), the number "250,000" shall be replaced by the number "750,000" and the specification of "€ 3" shall be replaced with "€ 1."

8. **Creation of Authorized Capital with the option to exclude the preemptive rights and cancellation of the existing Authorized Capital as well as deletion of § 5 para. 6 of the Articles and Memorandum of Association and insertion of a new paragraph at the end of § 5 of the Articles and Memorandum of Association**

The authorization granted in the General Shareholders' Meeting of May 12, 2006 to increase the registered share capital, of which € 41,803,632 has not yet been utilized, will lapse on May 12, 2011. Therefore, the existing Authorized Capital should be replaced by a new Authorized Capital and the Articles and Memorandum of Association should be amended accordingly.

The Executive Board and the Supervisory Board recommend adopting the following resolution:

- a) The current authorization in place to increase the registered share capital, which authorization was granted by the General Shareholders' Meeting on May 12, 2006 and expires on May 12, 2011, shall be cancelled by deletion of § 5 para. 6 of the Articles and Memorandum of Association.
- b) The Executive Board is authorized until May 4, 2016, subject to the consent of the Supervisory Board, to increase the registered share capital either once or multiple times by up to a total of € 43,074,091 by issuing new no-par-value bearer shares in return for cash and/or non-cash (in-kind) 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 a preemptive right to subscribe shares. The new shares may also be underwritten by one or more banks, subject to the obligation that they offer them for subscription to the shareholders of the Company. The Executive Board may, however, exclude the preemptive right of the shareholders in the following cases:

- (1) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude fractional amounts from the preemptive rights of the shareholders.
- (2) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights in cases of capital increases in return for non-cash capital contributions, if the non-cash capital contribution is made for the purpose of acquiring companies, parts of companies and/or holdings in companies or in connection with business combinations.
- (3) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the preemptive right in cases of capital increases in return for cash contributions to the extent necessary to grant to owners of option rights or convertible rights from warrant bonds or convertible bonds which were issued by Software AG or a wholly-owned direct or indirect subsidiary of Software AG, or owners of option rights or conversion rights under which Software AG is obligated following the merger of IDS Scheer AG into Software AG, a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising the option or conversion right or after fulfillment of the option or conversion obligation.
- (4) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the preemptive rights in cases of capital increases in return for cash 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 either at the time of the adoption of the resolution by the General Shareholders' Meeting or - where this amount is lower - at the time of the relevant exercise of the authorization, and if the issue value is not significantly lower than the stock exchange price. The maximum limit of 10% of the registered share capitals shall be reduced by the *pro rata* amount of the registered share capitals which is allotted to those treasury shares of the Company that are sold during the term of the Authorized Capital to the exclusion of the shareholders' preemptive rights pursuant to §§ 71 para. 1 no. 8 sentence 5, 186 para. 3 sentence 4 AktG. The maximum limit shall be reduced further by the *pro rata* amount of the registered share capitals which is allotted to those shares that are issued to service warrant bonds or convertible bonds, provided the bonds are issued during the term of the Authorized Capital to the exclusion of the preemptive rights under the *mutatis mutandis* application of § 186 para. 3 sentence 4 AktG.

The sum of the shares issued pursuant to this authorization to the exclusion of the preemptive rights in return for cash and non-cash contributions may not exceed a *pro rata* share of the registered share capital of € 17,229,636 (equals 20% of the current registered share capital). The Executive Board is authorized,

subject to the consent of the Supervisory Board, to determine the additional details of the capital increase and the terms and conditions of the stock issue.

- c) At the end of § 5 of the Articles and Memorandum of Association of the Company, the following new paragraph shall be inserted:

“The Executive Board is authorized, on or before May 4, 2016 and subject to the consent of the Supervisory Board, to increase the registered share capital either once or multiple times by up to a total of € 43,074,091 by issuing new no-par-value bearer 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 preemptive rights. The new shares may also be underwritten by one or more banks, subject to the obligation that offer them for subscription to the shareholders of the Company. However, the Executive Board may exclude the preemptive rights of the shareholders in the following listed cases:

- (1) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude fractional amounts from the preemptive rights of the shareholders.
- (2) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights in cases of capital increases in return for non-cash capital contributions, if the non-cash capital contribution is made for the purpose of acquiring companies, parts of companies and/or equity interests in companies or made in connection with business combinations.
- (3) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the preemptive rights in cases of capital increases in return for cash contributions to the extent necessary to grant to owners of option rights or convertible rights from warrant bonds or convertible bonds which were issued by Software AG or a wholly-owned direct or indirect subsidiary of Software AG, or owners of option rights or conversion rights under which Software AG is obligated following the merger of IDS Scheer AG into Software AG, a preemptive right to new shares to the extent to which they would be entitled as shareholders after exercising the option or conversion right or after fulfillment of the option or conversion obligation.
- (4) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude the preemptive rights in cases of capital increases in return for cash contributions if the capital increases approved on the basis of this authorization do not exceed a total of 10% of the registered share capital, as it exists either at the time of the adoption of the resolution by the General Shareholders' Meeting or - where this amount is lower - at the time of the relevant exercise of the authorization and provided that the issue value is not significantly lower than the stock exchange price. The maximum limit of 10% of the registered share capitals shall be reduced by the *pro rata* amount of the registered share capital which is allotted to those treasury shares of the Company that are sold during the term of the Authorized Capital to the exclusion of the shareholders' preemptive rights pursuant to §§ 71 para. 1 no. 8 sentence 5, 186 para. 3 sentence 4 AktG The maximum limit shall be reduced further by the *pro rata* amount of the

registered share capitals which is allotted to those shares that are issued to service warrant bonds or convertible bonds, provided that the bonds are issued during the term of the Authorized Capital to the exclusion of the preemptive right under the *mutatis mutandis* application of § 186 para. 3 sentence 4 AktG.

The sum of the shares issued pursuant to this authorization to the exclusion of the preemptive right in return for cash and non-cash contributions may not exceed a *pro rata* share of the registered share capital of € 17,229,636 (equals 20% of the current registered share capital). The Executive Board is authorized, subject to the consent of the Supervisory Board, to determine the additional details of the capital increase and the terms and conditions of the stock issue."

- d) The Supervisory Board is authorized to modify the language of § 5 of the Articles and Memorandum of Association of the Company to accord with the scope of the relevant capital increase from the Authorized Capital and after the expiration of the authorization period.

Report of the Executive Board to the General Shareholders' Meeting pursuant to § 203 para. 2 sentence 2 AktG in connection with § 186 para. 4 sentence 2 AktG regarding Item 8 of the Agenda

The previous authorization to increase the registered share capital (Authorized Capital), of which € 41,803,632 has not yet been utilized, will lapse on May 12, 2011. Pursuant to the resolution under Agenda Item 8, a new authorization will be created which shall be in effect for a term of five years from the date of the General Shareholders' Meeting. The proposed authorization would enable the Executive Board to adjust the equity capitalization of the Company to a greater extent in accordance with business and legal requirements. It is planned to generally grant a preemptive right to the shareholders when exercising the authorization. In so doing, the new shares may also be underwritten by one or more banks, subject to the obligation that they offer them for subscription to the shareholders (indirect subscription right within the meaning of § 186 Abs. 5 AktG). Intermediary banks would simply facilitate the processing of the stock issue from a technical perspective. However, the Executive Board should be authorized to exclude the shareholders' preemptive right in the following cases:

The Executive Board should be authorized, subject to the consent of the Supervisory Board, to exclude any fractional amounts from the preemptive rights of the shareholders. The purpose of this is to be able to produce a practical subscription ratio with respect to the amount of the relevant capital increase. This will facilitate the processing of subscription rights and will save additional expense.

The Executive Board should further be authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' preemptive rights in capital increases for the purpose of business combinations or for the acquisition of companies, parts of companies and/or equity interests in companies. This includes combinations with other companies, to the extent that the combination is carried out by issuing new shares in return for a non-cash contribution for the purpose of acquiring companies, parts of companies or

equity interests in companies. The acquisition of equity interests may involve investments of any size. The Executive Board should thereby be enabled to utilize shares of the Company as consideration in suitable cases. The Company should have the option to quickly and successfully react to favorable offers or opportunities that arise to merge with or acquire other companies or to acquire parts of companies or equity interests in companies. The Company is involved in the market for system software development in which the most of the competition is in the United States. In the United States, the acquisition of companies or equity interests is often not executed in exchange for cash, but rather by way of a stock swap. This transaction form should also be available to the Company.

The option of a capital increase in exchange for non-cash capital contributions sought under the authorization is targeted at the utilization of these options. In competition with other companies in the same industry, which also possess the option to use their shares as "acquisition currency," this serves to maintain and increase competitiveness and the expansion of the Company's portfolio. The option to transfer shares for the acquisition of companies, parts of companies or equity interests in companies or in the context of corporate mergers can also prove to be the more favorable financing form for the Company compared to cash, because it protects liquidity, and thus can also be in the interest of the shareholders. The Executive Board and the Supervisory Board will check carefully in each case whether the exclusion of the preemptive right is necessary for this purpose and whether the value of the company, parts of a company or equity interest is adequately proportionate to the value of the new shares of the Company. At present, there are no specific acquisition plans for which the Authorized Capital would be used.

The Executive Board should further be authorized, subject to the consent of the Supervisory Board, to exclude the preemptive rights in cases of capital increases in return for cash contributions for the benefit of holders of option rights or convertible rights from warrant bonds or convertible bonds which were issued by Software AG or a wholly-owned direct or indirect subsidiary of Software AG, or holders of option rights or conversion rights under which Software AG is obligated following the merger of IDS Scheer AG into Software AG. In so doing, the holders of option rights or conversion rights should be viewed as if the right had already been exercised. The exclusion of the preemptive right for the benefit of the holders of previously issued conversion and option rights has the benefit that any other possibly required reduction of the conversion or option price for the previously issued conversion rights or option rights based on the option terms or bond terms is not required and thereby a higher influx of funds could potentially be facilitated.

In addition, the Executive Board should be authorized to exclude the preemptive right of the shareholders, subject to the consent of the Supervisory Board, in any capital increase for cash, if the capital increase for cash does not exceed 10% of the registered share capital, as it exists either at the time of the adoption of the resolution by the General Shareholders' Meeting or - if this amount is lower - at the time of the relevant exercise of the authorization (factoring in any possible exercise of other authorizations to sell treasury shares or issue warrant bonds or convertible bonds to the exclusion of the preemptive rights pursuant to § 186 Abs. 3 sentence 4 AktG) and provided that the issue value is not significantly lower than the stock exchange price. Any such capital

increase for cash to the exclusion of the preemptive rights pursuant to § 186 Abs. 3 sentence 4 AktG enables the Company to exploit favorable market conditions quickly and on very short notice and to achieve better financial conditions by setting the issue price “close to market”. It would not be possible to set conditions close to market and to have an unobstructed placement while at the same time maintain the preemptive right. Indeed, § 186 Abs. 2 AktG permits publishing of the subscription price by no later than three days prior to the expiration of the subscription period. In view of the frequently observed volatility in the stock markets, however, a market risk exists over several days, which leads to risk discounts when assessing the issue price and thereby triggers terms and conditions that are not close to the market. Also, successful placement with third parties is put at risk or associated with additional expense when there is a preemptive right, due to the uncertainty regarding the exercise of that right (subscription behavior). Finally, when granting a preemptive right, the Company cannot react quickly to changes in market conditions due to the length of the subscription period, but rather is subject to declining share prices during the subscription period, which can lead to unfavorable funding for the Company.

This form of capital increases should thus enable the Executive Board to carry out the necessary increase of equity capitalization for future business development at optimal terms and conditions through the flexible exploitation of favorable market conditions. When using the authorization, the Executive Board will assess the issue price so that it is not significantly lower than the stock exchange price and any possible discount from the stock exchange price shall be calculated to be as low as possible according to the prevailing market conditions at the time of the final fixing of the issue price. Hereby, and through the limiting of the amount covered by the 10 % of the registered share capital, allowance is made for the interests of the shareholders in anti-dilution protection in accordance with § 186 Abs. 3 sentence 4 AktG and shareholders’ loss of influence is limited. Any shareholders who wish to preserve their percentage shareholding in the case of a capital increase, which is carried out to the exclusion of the preemptive rights, will have the opportunity to acquire the requisite number of shares on the open stock market.

The sum of the shares issued pursuant to this authorization to the exclusion of the preemptive right in return for cash and non-cash capital contributions may not exceed a *pro rata* share of the registered share capital of € 17,229,636 (equals 20% of the current registered share capital). This limitation establishes a corresponding cap on the exclusion of preemptive rights, thereby limiting the possible dilution of shareholders whose preemptive rights are excluded.

There are currently no specific plans to utilize the proposed authorization. The Executive Board shall report to the General Shareholders’ Meeting on every use of the Authorized Capital.

9. Resolution on the consent to the Hive-down and Transfer Agreement with IDS Scheer Consulting GmbH with registered offices in Darmstadt for the purpose of spinning-off the IDS Scheer business operation

IDS Scheer Consulting GmbH, Darmstadt, (hereinafter also referred to as “IDS Scheer Consulting GmbH”) and Software AG entered into a Hive-down and

Transfer Agreement on March 24, 2011 relating to the spin-off (hive-down) of the IDS Scheer business operation.

The Executive Board and the Supervisory Board recommend adopting the following resolution:

The Hive-down and Transfer Agreement between Software AG, as the transferring entity, and IDS Scheer Consulting GmbH, as the acquiring entity, as concluded on March 24, 2011, is hereby approved.

The Hive-down and Transfer Agreement (hereinafter referred to as the "Agreement") provides essentially as follows:

Software AG transfers the IDS Scheer business operation, consisting of the IDS Scheer Consulting business division and the ARIS Vertrieb business division, as a whole, by way of a hive-down for absorption (*Ausgliederung zur Aufnahme*) into a pre-existing entity pursuant to § 123 Abs. 3 Nr. 1 of the German Reorganization Act ("UmwG") to IDS Scheer Consulting GmbH in exchange for the granting of shares of IDS Scheer Consulting GmbH to Software AG. The assets and liabilities transferred by way of the hive-down are described in the agreement as "SAG Hive-down Assets". The IDS Scheer business operation is a divisible part of Software AG and it acts independently of its non-operational activities, i.e. the central staffing functions (accounting, treasury, controlling, human resources, corporate marketing, legal affairs), the holding and management of intellectual property (IP/IT), the holding and management of investments and research and development. The IDS Scheer business operation was transferred to Software AG through the merger of IDS Scheer AG into Software AG by way of universal succession (*Gesamtrechtsnachfolge*).

The hive-down is executed at book value for tax and commercial law purposes. The Hive-down Effective Date is midnight (00:00) on January 1, 2011. As between the parties, the transfer shall take effect Hive-down Effective Date. A hive-down balance sheet per the Hive-down Effective Date has been appended to the Agreement. The Hive-down Effective Date shall be deferred if the hive-down does not take effect prior to the expiration of March 1, 2012 through recordation in the Commercial Register of Software AG.

The detailed provisions on these issues are found in the Recitals to the Agreement and in § 1 (Hive-down) and § 2 (Closing Balance Sheet, Hive-down Balance Sheet, Continuation). Further provisions on the SAG Spin-off Assets and on the classification of individual items to be transferred are found particularly in § 3 (Subject Matter of the Hive-down) of the Agreement.

The *in rem* effect of the transfer shall occur upon the hive-down is recorded in the local Commercial Register of Software AG (i.e., title to the assets covered by the hive-down shall pass to IDS Scheer Consulting GmbH at that point in time).

The detailed provisions on the execution of the Agreement are set forth in § 4 of the Agreement.

Section 5 of the Agreement provides for certain mutual duties of cooperation and support in order to ensure the most seamless possible implementation of the hive-down. The Agreement further includes provisions in § 6 for cases where, in individual areas, the hive-down does not lead directly to the transfer of the legal positions in accordance with the provisions set forth in the Agreement. From an external perspective, under § 133 of the UmwG, among other laws, Software AG or IDS Scheer Consulting GmbH may become liable for liabilities which are allocated to the respective other party under the Agreement. Section 7 of the Agreement provides in this respect that Software AG and IDS Scheer Consulting GmbH shall indemnify and release one another from any liabilities which they are not supposed to bear based on the understanding between the parties under the Agreement. In § 8 of the Agreement, any warranty claims of IDS Scheer Consulting GmbH against Software AG are excluded to the extent legally permissible.

IDS Scheer Consulting GmbH grants Software AG as the sole shareholder of IDS Scheer Consulting GmbH, 10,000 new shares of IDS Scheer Consulting GmbH having a par value of € 1.00 each as consideration for the hive-down. In order to effect the hive-down, IDS Scheer Consulting GmbH will increase its registered share capital accordingly. The provisions on consideration and the capital increase are set forth § 9 of the Agreement.

The Agreement does not provide for the granting of rights or the undertaking of measures within the meaning of § 126 para. 1 no. 7 UmwG or the granting of special benefits within the meaning of § 126 Abs. 1 Nr. 8 UmwG (§ 10 of the Agreement).

Section 11 of the Agreement sets forth the consequences of the hive-down for the employees and their representatives. Upon the hive-down taking effect, the employment agreements and training agreements in the IDS Scheer business operation existing with Software AG up to this point, shall be transferred along with all rights and obligations to Software AG. In § 11, the employment law consequences for the individual employment and training agreements are set forth in detail along with an overview of the provisions on operational/plant and corporate co-determination.

The Hive-down Agreement requires the consent of the General Shareholders' Meeting of Software AG and the Shareholders' Meeting of IDS Scheer Consulting GmbH in order to be valid (§ 14 of the Agreement). Sections 13 and § 15 of the Agreement contain provisions on costs (§ 13) and additional details such as governing law and jurisdiction.

For further details on the contractual provisions, reference is made to the terms and conditions of the Agreement.

The Executive Board of Software AG and the board of managing directors at IDS Scheer Consulting GmbH have prepared a joint hive-down report pursuant to § 127 sentence 1 2nd half of the sentence UmwG in which the hive-down itself and the Hive-down and Transfer Agreement are explained and substantiated in detail in legal and financial terms.

The Hive-down and Transfer Agreement was submitted to the Commercial Register of the Company at the Local Court of Darmstadt prior to the notice of the General Shareholders' Meeting. The following documents will be accessible as of the date of notice of the General Shareholders' Meeting on the Company's website at <http://www.softwareag.com/hauptversammlung>:

- the Hive-down and Transfer Agreement between Software AG and IDS Scheer Consulting GmbH;
- the annual financial statements and management reports as well as the consolidated financial statements and group management reports of Software AG for fiscal years 2008, 2009 and 2010;
- the annual financial statements of IDS Scheer Consulting GmbH for fiscal years 2008, 2009 and 2010;
- the joint hive-down report prepared by the Executive Board of Software AG and the Board of managing Directors of IDS Scheer Consulting GmbH pursuant to § 127 UmwG.

Requirements for participation in the General Shareholders' Meeting and the exercise of voting rights:

Only shareholders - whether in person or through a proxy - who register with the Company by no later than 12 midnight (24.00) on April 28, 2011 and who can prove their right to participate - will be entitled to attend the General Shareholders' Meeting and exercise their right to vote.

The registration is required to be in "text form" (as defined under § 126b of the German Civil Code ("BGB")); it must be in German or English. As proof of the right to participate at the meeting, a confirmation of share ownership, either in German or English, issued in "text form" (as defined in § 126b of the German Civil Code) by the custodial bank will suffice. The proof of share ownership must be based on the relevant shareholding as of the start of the day (12.00 am / 00.00) on April 14, 2011 ("Voting Record Date") and must likewise be received by the Company at the following address no later than 12 midnight (24.00) on April 28, 2011:

Software Aktiengesellschaft
c/o PR IM TURM HV-Service AG
Römerstr. 72 - 74
68259 Mannheim, Germany

or by Fax: +49 621 7177213
or by E-Mail: eintrittskarte@pr-im-turm.de

In relation to the Company, only persons who have provided the proof will be permitted as shareholders to vote at the meeting. A shareholder's right to participate and the number of votes he or she has will be based solely on his or her shareholdings on the Voting Record Date. The Voting Record Date has no bearing on whether or not the shareholding can be sold either in whole or in part. Even if all or part of the shareholding is sold after Voting Record Date, the only dispositive day for purposes of determining the right to participate and the number of voting rights will be the shareholder's ownership interest on the Voting Record Date; i.e. any sale of shares after the Voting Record Date will have no impact on the right to participate or on the number of votes the shareholder has. The same rule applies to the acquisition of shares following the Voting Record Date: these shares shall not entitle the purchaser to any participation or voting rights. The option for granting the purchaser such authority shall remain unaffected thereby. The Voting Record Date has no significance with respect to dividend rights.

Once the registration and proof of share ownership is received by the Company, the shareholders entitled to participate at the meeting will be sent admission cards for the General Shareholders' Meeting. We would ask the shareholders or their proxies to bring the admission cards with them to the General Shareholders' Meeting and to present them at the security check-in. You will thereby simplify the registration procedure for the General Shareholders' Meeting. We would also ask the shareholders to submit their registration and proof of share ownership as early as possible.

Proxy:

A voting right may be exercised by an agent (a so-called "proxy"). Even in the event a proxy has been authorized, a timely registration and transmittal of the proof of shareholding is required in accordance with the provisions set forth above. If the shareholder authorizes more than one person, then the Company may deny admission to one or more of these persons.

The grant of power of attorney, its revocation and the evidence of proxy authority must be provided to the Company in text form as defined by German law. With respect to granting powers of attorney to financial institutions, shareholder associations or other persons or institutions deemed comparable thereto within the meaning of § 135 AktG and the revocation of such powers, as well as the corresponding proof owed to the Company, the applicable statutory provisions, particularly § 135 AktG, shall apply together with any special rules that might apply for certain types of proxies. With

respect to any such form requirement, we would ask our shareholders to coordinate with their respective proxies.

Proof of any granted proxy authorization may also be provided by having the proxy present the power of attorney to the security personnel on the day of the General Shareholders' Meeting. The proof may also be sent *via* mail or *via* facsimile. The address where proof of the granted authorization should be sent along with the fax number (collectively "Proxy Recording Address") is:

Software Aktiengesellschaft
c/o PR IM TURM HV-Service AG
Römerstr. 72 - 74
68259 Mannheim

Fax: +49 621 7177213

Proof of proxy authorization may also be sent *via* electronic communication through the Company's website, <http://www.softwareag.com/hauptversammlung>.

The foregoing method of transmission will be also available, in the event that the shareholder seeks to grant the power of attorney through a statement directed to the Company itself. In that case, a separate proof about the grant of power of attorney will be superfluous. A previously granted power of attorney may also be revoked through a statement made directly to the Company using the aforementioned method of transmission. Shareholders, who would like to authorize a proxy, are requested to use the proxy form, which the Company has made available for this purpose. It will be sent to the duly registered persons together with the admission cards and may also be downloaded from the Company's website, <http://www.softwareag.com/hauptversammlung>. It may also be requested by sending a letter, either by regular mail or facsimile, to the above-referenced Proxy Recording Address.

The Company also offers its shareholders, even prior to the General Shareholders' Meeting, an opportunity to authorize an agent (proxy), who is appointed by the Company and is bound by the instructions given to him or her, to represent them when votes are taken. These proxies appointed by the Company must be issued clear and unequivocal instructions on exercising the voting rights. The proxies appointed by the Company are obligated to vote in compliance with the instructions issued. If there are no clear instructions about how to vote on a specific agenda item, then the proxy appointed by the Company will not be entitled to vote on such matter and must abstain in the event of a vote. The Company advises its shareholders that the proxy appointed by the Company cannot accept any orders for requests to speak, to submit objections to resolutions of the General Shareholders' Meeting or to pose questions or make motions. The grant and revocation of the powers of attorney and the instructions to the proxies appointed by the Company must be made in "text form" (as defined by German law) and may be made as follows:

- In advance of the General Shareholders' Meeting, proxies and voting instructions to the proxies appointed by the Company may be granted or

revoked on or before 12 midnight (24.00) on May 3, 2011 with notice sent to the aforementioned Proxy Recording Address or using the electronic authorization and instruction system at <http://www.softwareag.com/hauptversammlung>. The grant or revocation of powers of attorney or instructions to the Company-appointed proxies, which are received late *via* the aforementioned means of transmission, will not be considered.

- During the General Shareholders' Meeting, powers of attorney or instructions may be granted to or revoked from the Company-appointed proxies until the end of the general debate.

Proxy forms for granting powers of attorney and issuing voting instructions to the Company-appointed proxy are included in each admission and voting card (or ballot), and may also be requested by sending the request *via* mail or facsimile to the Proxy Recording Address.

Live Internet broadcast of the General Shareholders' Meeting

Any Software AG shareholders and interested members of the public may listen, live online, to the speeches given by the Chairman of Supervisory Board, the Chairman of the Executive Board (Chief Executive Officer or "CEO"), and the Chief Financial Officer (or "CFO") on the day of the General Shareholders' Meeting starting at 10:00 am on May 5, 2011 by visiting the Company's website: <http://www.softwareag.com/hauptversammlung> .

Rights of the Shareholders:

1. Supplement to the agenda

Any motions to supplement the agenda pursuant to § 122 (2) AktG must be received by the Company at the above specified proxy address or by email to hv_softwareag@pr-im-turn.de on or before 12 midnight (24.00), on April 4, 2011:

More extensive explanations regarding the motions to supplement the agenda pursuant to § 122 (2) AktG and their preconditions will be available on the Company's website: <http://www.softwareag.com/hauptversammlung> .

2. Shareholder motions pursuant to § 126 (1) AktG

Each shareholder has the right to submit a counter-motion at the General Shareholders' Meeting challenging the proposals made by the Executive Board and/or Supervisory Board on an item on the agenda.

Any shareholder counter-motions regarding any item on the agenda within the meaning of § 126 (1) AktG, which the Company receives at the Proxy Recording Address or by email to hv_softwareag@pr-im-turn.de on or before 12 midnight (24.00) on April 20,

2011, will be made available without undue delay to shareholders on the Company's website: <http://www.softwareag.com/hauptversammlung>.

More extensive explanations regarding the counter-motions pursuant to § 126 (1) AktG and their preconditions and regarding reasons which, under § 126 (2) AktG, would not necessitate the publication of the counter-motion on the Internet, will be available on the Company's website: <http://www.softwareag.com/hauptversammlung>.

3. Shareholder nominations pursuant to § 127 AktG

Each shareholder has a right to nominate the annual financial statement auditors at the General Shareholders' Meeting. The selection of the annual accounts auditor is listed in Agenda Item 5.

Any shareholder nominations pursuant to § 127 AktG, which the Company receives at the Proxy Recording Address or by email to hv_softwareag@pr-im-turm.de on or before 12 midnight (24.00) on April 20, 2011, will be made available without undue delay to shareholders on the Company's website: <http://www.softwareag.com/hauptversammlung>.

More extensive explanations regarding the nominations pursuant to § 127 AktG and their preconditions and regarding reasons which, under sentence one of § 127 AktG in connection with § 126 (2) AktG, would not necessitate the publication of a nomination and its reasoning on the Internet, will be available on the Company's website: <http://www.softwareag.com/hauptversammlung>.

4. Shareholders' rights to information

According to § 131 (1) AktG, the Executive Board will be required to disclose information about the Company's affairs if requested by a shareholder at the General Shareholders' Meeting on May 5, 2011, provided that such information is required for a suitable assessment of the item on the agenda. With respect to Agenda Item 9, under §§ 125 sentence 1, 64 para. 2 UmwG, every shareholder is also entitled to receive information, if a request is made by a shareholder at the General Shareholder's Meeting, on all matters material to the hive-down pertaining to IDS Scheer Consulting GmbH.

More extensive explanations regarding the shareholders' right to information pursuant to § 131 (1) AktG and §§ 125 sentence 1, 64 para. 2 UmwG will be available on the Company's website: <http://www.softwareag.com/hauptversammlung>.

Website on which information required under § 124a AktG is available:

This Notice of the General Shareholders' Meeting, the documentation required to be made available, shareholder motions and nominations as well as other information are also available for review on the Company's website: <http://www.softwareag.com/hauptversammlung>. These materials will also be available during the General Shareholders' Meeting on May 5, 2011.

Supplemental information disclosure pursuant § 30b (1) sentence 1 of the Securities Trading Act (WpHG)

At the time that the Notice of the General Shareholders' Meeting is officially published, the Company's registered share capital equals € 86,148,183 and is divided into 28,716,061 no par shares. Unless, in any given case, the statutory grounds for suspending a voting right exist, each no-par share will have one vote at the General Shareholders' Meeting. At the time that the Notice of the General Shareholders' Meeting is officially published, the Company holds 272,459 of its own shares (treasury shares) within the meaning of §§ 71 *et seq.* AktG, which shares do not entail any rights for the Company, including voting rights; the Company is not aware of any reasons for suspending voting rights. Based on the information available to the Company, the total number of voting rights, which may be exercised at the 2011 General Shareholders' Meeting, is therefore 28,443,602 as of the date of this notice.

This Notice of the General Shareholders' Meeting plus enclosures was published in the electronic version of the Federal Law Gazette on March 28, 2011.

Darmstadt, March 2011

Software AG

The Executive Board