

NOTICE

of the Annual  
Shareholders' Meeting of  
Software Aktiengesellschaft, Darmstadt  
Securities Identification Code A2GS40  
ISIN DE 000A2GS401

We hereby invite our shareholders to attend the  
Annual Shareholders' Meeting  
to be held on  
Tuesday, May 28, 2019, at 10:00am,  
at darmstadtium - Wissenschafts- und Kongresszentrum,  
Schlossgraben 1, in 64283 Darmstadt.

**A g e n d a:**

1. **Submission of the approved annual financial statements of Software Aktiengesellschaft per December 31, 2018 and the approved consolidated financial statements per December 31, 2018 together with the combined management report, and submission of the explanatory report of the Executive Board concerning the information pursuant to §§ 289a para. 1, 315a para. 1 of the German Commercial Code ("HGB"), as well as the report of the Supervisory Board for fiscal year 2018.**

The aforementioned documents and the Executive Board's recommendation on the use of profits (see Agenda Item 2 below) will be available on the Company's website (<http://www.softwareag.com/hauptversammlung>) beginning on the date the notice for the Shareholders' Meeting is officially published. The combined management report summarizes the report on the condition of the Group and Software AG. 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 the first sentence of § 172 of the German Stock Corporation Act ("AktG"). Hence, there is no need for the 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 using the non-appropriated balance sheet profits (*Bilanzgewinn*) for fiscal year 2018 as follows:

|  |                   |
|--|-------------------|
| Payment of a dividend in the amount of EUR 0.71 per registered share on the registered share capital entitled to dividends for 73,979,889 dividend-entitled shares | EUR 52,525,721.19 |
| Profit carried forward   | EUR 32,994,511.39 |
| <hr/>  | <hr/>             |
| Non-appropriated balance sheet profits (Dec. 31, 2018)   | EUR 85,520,232.58 |

The recommendation on the use of non-appropriated balance sheet profits takes account of the treasury shares, which are held by the Company and are not entitled to dividends, as of the date on which the Executive Board and Supervisory Board adopt the resolution (Reference Date: March 22, 2019).

The number of shares entitled to dividends may increase or decrease up until the date of the Annual Shareholders' Meeting in the amount by which the Company acquires or uses more of its own shares. In that case, a revised recommendation on the use of the non-appropriated balance sheet profit will be submitted to the Annual Shareholders' Meeting, with the amount of dividend per dividend-entitled share remaining the same.

**3. Resolution on ratifying the actions of the Executive Board members for fiscal year 2018**

The Executive Board and Supervisory Board recommend ratifying the actions taken by the 2018 members of the Executive Board for fiscal year 2018.

**4. Resolution on ratifying the actions of the Supervisory Board members for fiscal year 2018**

The Executive Board and Supervisory Board recommend ratifying the actions taken by the 2018 members of the Supervisory Board for fiscal year 2018.

**5. Appointment of the annual financial statements auditor for fiscal year 2019**

Based 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 Group for fiscal year 2019.

**6. Resolution on including an age limit for Executive Board members and lowering the current age limit for Supervisory Board members in the Articles of Association**

The Company's Articles of Association currently contain no age limit for Executive Board members, and Supervisory Board members, whom the Annual Shareholders' Meeting may elect without being bound to a particular nomination, are supposed to be appointed for a term of office that ends no later than with the Annual Shareholders' Meeting that immediately follows the Supervisory Board member's 70<sup>th</sup> birthday.

The Software and IT sector is exposed to accelerating change and transformation. Companies that would like to endure and succeed in this industry must be therefore prepared to constantly reinvent themselves. This process means that the demands on a company's governing bodies are constantly changing. In order to be able meet these challenges and opportunities even better in the future, the Executive Board and Supervisory Board are

recommending that the term of office for Executive Board and Supervisory Board members be uniformly limited so that Executive Board members in general and Supervisory Board members, who may be elected without being bound by the nominations, should be appointed only for a term of office that ends no later than with the Annual Shareholders' Meeting that immediately follows any such board member's 65<sup>th</sup> birthday.

Accordingly, the Executive Board and Supervisory Board recommend adopting the following resolution:

- a) The term of office for Executive Board members and Supervisory Board members shall be limited such that an Executive Board member or a Supervisory Board member, who may be elected without being bound by the nominations, should be appointed to a term of office that it will end no later than with the Annual Shareholders' Meeting that immediately follows that board member's 65<sup>th</sup> birthday.
- b) aa) Article 7 of the Articles of Association shall be redrafted in its entirety as follows:
  - “(1) The Executive Board shall comprise several members. The number of Executive Board members shall be determined by the Supervisory Board.
  - (2) The Supervisory Board should appoint Executive Board members for a term of office that ends no later than with the Annual Shareholders' Meeting that immediately follows the 65<sup>th</sup> birthday of the Executive Board member.
  - (3) The Supervisory Board may also appoint deputy Executive Board members and may adopt internal rules of procedure for the Executive Board.“
- bb) In Article 9 para. 3 of the Articles of Association, the words “the 70<sup>th</sup> birthday” will be replaced by the words “the 65<sup>th</sup> birthday”.

## REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL SHAREHOLDERS' MEETING AND THE EXERCISE OF VOTING RIGHTS

Only shareholders - whether in person or through a proxy - who are entered in the share registry and who register with the Company by no later than 12 midnight (24.00) on May 21, 2019 (Registration Deadline) will be entitled to attend the Annual Shareholders' Meeting and exercise their right to vote.

The registration may be made *via* the shareholder portal on the Company's website by going to the following link: [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung). The shareholders will be sent the access data that is required for registration along with the meeting notice letter (invitation). Additional information regarding the registration process can be found both on the registration form that was sent with the meeting notice letter and online in the shareholder portal.

If the shareholder portal is not used for the registration, then the registration must instead be made in "text form" (as defined under § 126b of the German Civil Code ("BGB")) in either the German or the English language, and it must be received by the Company at the address below no later than 12 midnight (24.00) on the Registration Deadline:

Software Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

or *via* Fax: +49 89 30903 74675

or *via* Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

For purposes of determining the right to participate and vote, the status of the stock registry on the date of the Annual Shareholders' Meeting is dispositive. Any applications to amend the share registry, which the Company receives after the expiration of the registration period and up to and including the date of the Annual Shareholders' Meeting (i.e., from May 22 until May 28, 2019), will not be validly processed until after the Annual Shareholders' Meeting (so-called "moratorium on share registry amendments"). Thus, the share registry entry status on the date of the Annual Shareholders' Meeting will match the share registry entry status at 12 midnight on May 21, 2019 (so-called "Technical Record Date"). The registration of the Annual Shareholders' Meeting and the moratorium on share registry amendments do prohibit shares from being sold.

Depending on the manner of registration, the shareholder will be given an admission card or the opportunity to print out his or her own admission card directly. We would ask the shareholders or their proxies to bring the admission cards with them to the Annual Shareholders' Meeting and to present them to the security check-in personnel. This will thereby simplify the processing procedure at the Annual Shareholders'

Meeting. We would also ask the shareholders to submit their registration as early as possible.

**Proxy:**

A voting right may be exercised by an agent (a so-called “proxy”). The requirement of the timely registration (see above) remains unaffected thereby. 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 (§ 126b of the German Civil Code (“BGB”)). 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 requirement, we would ask our shareholders to coordinate with their respective proxies.

The evidence of any granted proxy authorization may also be provided by having the proxy present the power of attorney to the security check-in personnel on the day of the Annual Shareholders' Meeting. The evidence may also be sent *via* mail, *via* fax or *via* email. The address where evidence of the granted authorization should be sent, as well as the fax number and the email address (collectively “Proxy Recording Address”) are:

Software Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 89 30903 74675

Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The foregoing methods 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 evidencing 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 methods 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. That form will be made available with the registration form and also once again with the admission card and can also be downloaded from the Company's website, <http://www.softwareag.com/hauptversammlung>. In addition, it can be requested by

sending notice, either by regular mail or facsimile, to the above-referenced Proxy Recording Address.

The Company also offers its shareholders, even prior to the Annual 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 to lodge requests to speak, to submit objections to resolutions of the Annual 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 under § 126b of the German Civil Code ("BGB")) and may be made as follows:

- In advance of the Annual 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 27, 2019 with notice either sent to the aforementioned Proxy Recording Address or posted on the shareholder portal 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, cannot be considered.
- During the Annual 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 with the registration form and also once again with the admission card; they may also be requested by sending the request notice *via* regular mail or facsimile to the Proxy Recording Address or by downloading them from 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 para. 2 AktG must be received by the Company on or before 12 midnight (24.00) on April 27, 2019. The address, to which the motions to supplement should be sent, and the facsimile number (collectively referred to as "Shareholder Motion Address") are:

Software Aktiengesellschaft  
c/o Computershare Operations Center

Elsenheimerstraße 61  
D - 80687 Munich

Fax: +49 89 30903 333

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

## **2. Shareholder motions pursuant to § 126 para. 1 AktG**

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

Any shareholder counter-motions regarding any item on the agenda within the meaning of § 126 para. 1 AktG, which the Company receives in text form at the above-referenced Shareholder Motion Address or by email to [gegenantraege@computershare.de](mailto:gegenantraege@computershare.de) on or before 12 midnight (24.00) on May 13, 2019, will be made available without undue delay to shareholders on the Company's website: [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung).

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

## **3. Shareholder nominations pursuant to § 127 AktG**

Each shareholder has a right to nominate Supervisory Board members and the annual financial statement auditors at the Shareholders' Meeting, to the extent that the selection and election of the financial statement auditors and the Supervisory Board members is slated for a vote. The selection of the annual accounts auditor is listed in Agenda Item 5.

Any shareholder nominations pursuant to § 127 AktG, which the Company receives in text form (as defined by German law under § 126b of the German Civil Code ("BGB")) at the above-referenced Shareholder Motion Address or by email to [gegenantraege@computershare.de](mailto:gegenantraege@computershare.de) on or before 12 midnight (24.00) on May 13, 2019, will be made available without undue delay to shareholders on the Company's website: [www.softwareag.com/hauptversammlung](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 para. 2 AktG, would not necessitate the publication of a nomination and the reasons behind the nominations on the Internet, will be available on the Company's website: [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung).

#### 4. Shareholders' rights to information

According to § 131 para. 1 AktG, the Executive Board will be required to disclose information about the Company's affairs if requested to do so by a shareholder at the Shareholders' Meeting on May 28, 2019, provided that such information is required for a suitable assessment of the item on the agenda.

More extensive explanations regarding the shareholders' right to information pursuant to § 131 para. 1 AktG will be available on the Company's website: [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung).

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

This official Notice of the Annual 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: [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung). These materials will also be available during the Shareholders' Meeting on May 28, 2019.

#### Supplemental information disclosure pursuant § 49 para. 1 sentence 1 no.1 of the Securities Trading Act (WpHG)

At the time that the Notice of the Annual Shareholders' Meeting is officially published, the Company's registered share capital equals EUR 74,000,000 and is divided into 74,000,000 no par value shares. Unless, in any given case, the statutory grounds for suspending a voting right exist, each no-par value share will have one vote at the Annual Shareholders' Meeting. The total number of voting rights therefore equals 74,000,000. As of the Reference Date (April 11, 2019), the Company holds 20,111 of its own shares (treasury shares) within the meaning of §§ 71 *et seq.* AktG, which shares do not entail any rights for the Company (as prescribed in § 71b AktG), including voting rights; the Company is also not aware of any reasons for suspending voting rights. After deducting the Company's treasury shares, the number of voting shares is therefore 73,979,889, based on the information available as of April 11, 2019.

#### Information on data protection

The Company processes personal data on the basis of the applicable data protection laws in order to allow shareholders to participate in the Annual Shareholders' Meeting and to exercise their rights in connection with the Annual Shareholders' Meeting. For purposes of the data processing, the Company is the controller. The lawful basis for the processing is Art. 6 para. 1, sentence 1 (c) of the General Data Protection Regulation (GDPR). For purposes of organizing the Annual Shareholders' Meeting, the Company engages various service providers. The Company provides these service providers only with the personal data that are necessary to perform the commissioned services. The service providers are obligated to process such data solely at the direction of the Company. Otherwise, personal data are made available in accordance with the statutory rules to the shareholders and shareholder representatives in connection with the Shareholders' Meeting, namely *via* the participant list (*Teilnahmeverzeichnis*). Personal

data are stored for the purposes of duly conducting the Annual Shareholders' Meeting and in compliance with the statutory duties. To the extent that data are required only to conduct the Annual Shareholders' Meeting, the data deletion (erasure) will be carried out no later than three years following the Annual Shareholders' Meeting, unless there are overriding statutory obligations to retain the data (Art. 6 para. 1 sentence 1 (c) GDPR) or the data are required for public proceedings such as ongoing judicial or administrative procedures and we are entitled to retain the data in accordance with Art. 6 para. 1, sentence 1 (f) GDPR. In that case, the data erasure will take place after the relevant time periods have expired or the relevant proceedings have ended. With respect to data that are not required to conduct the Annual Shareholders' Meeting such as data stored in the stock registry, the data erasure will take place in accordance with the rules that were communicated in connection with processing these data.

Under the statutory requirements, the shareholders have certain rights, enforceable at any time, with regard to the processing of their personal data: the right to information and data access, the right to data rectification, the right to data restriction, the right objection and erasure, and a right to data portability under Chapter 3 GDPR. They may exercise these rights *vis-à-vis* the Company free of charge through our data protection officer, Mr. Heiko Weber. He can be reached *via* email or by mail at the following address: Software AG, Datenschutzbeauftragter (Data Protection Officer), Uhlandstraße 12, D-64297 Darmstadt, Email: [dataprotection@softwareag.com](mailto:dataprotection@softwareag.com) . Shareholders also have a right under Art. 77 GDPR to lodge a complaint with the data protection supervisory authorities.

Darmstadt, April 2019

**Software Aktiengesellschaft**

The Executive Board

*This document is a convenience translation of the German original. In the event of any conflict or inconsistency between the English and the German versions and for purposes of interpretation, the German original shall prevail.*