

## NOTICE

of the Annual  
Shareholders' Meeting of  
Software Aktiengesellschaft, Darmstadt

WKN A2GS40  
ISIN DE 000A2GS401

We hereby invite our shareholders to attend  
the virtual Annual Shareholders' Meeting

### **to be held**

on Friday, June 26, 2020, at 10:00am.

On the basis of the Act concerning Measures Taken under Company Law, the Laws on Associations, Cooperatives and Foundations and Home Ownership Law for Combating the Effects of the Covid-19 Pandemic as enacted on 27 March 2020 (the "Covid-19 Act"), the Company will hold a virtual shareholders' meeting this year. The shareholders and their proxies (with the exception of the Company's voting proxy) will have no right and no opportunity to be physically present at the shareholders' meeting. More specific information about the rights of shareholders and their proxies is set forth below under Additional Information and Notices. The entire meeting will be broadcast (in image and sound) on the Company's shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung).

The site of the Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act is:  
darmstadtium Wissenschafts- und Kongresszentrum, Schlossgraben 1,64283 Darmstadt.

**I. A g e n d a:**

- 1. Submission of the approved annual financial statements of Software Aktiengesellschaft per December 31, 2019 and the approved consolidated financial statements per December 31, 2019 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”, in the version valid until December 31, 2019), as well as the report of the Supervisory Board for fiscal year 2019.**

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 2019 in the amount of EUR 128,479,437.18 as follows:

Payment of a dividend in the amount of EUR 0.76 per registered share on the registered share capital entitled to dividends for 73,979,889 dividend-entitled shares will result in a distribution to the shareholders of	EUR 56,224,715.64
Profit carried forward	EUR 72,254,721.54
Non-appropriated balance sheet profits (Dec. 31, 2019)	EUR 128,479,437.18

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 adopted the resolution (Reference Date: March 20, 2020).

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 profits 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 2019**

The Executive Board and Supervisory Board recommend ratifying the actions taken by the 2019 members of the Executive Board for fiscal year 2019.

**4. Resolution on ratifying the actions of the Supervisory Board members for fiscal year 2019**

The Executive Board and Supervisory Board recommend ratifying the actions taken by the 2019 members of the Supervisory Board for fiscal year 2019.

**5. Appointment of the annual financial statements auditor for fiscal year 2020**

Based on the recommendation of the Audit Committee, the Supervisory Board recommends engaging the accounting firm of BDO AG Wirtschaftsprüfungsgesellschaft (Hamburg)

- a) to serve as the annual financial statements auditor (*Abschlussprüfer*) of the Company and of the Group for fiscal year 2020 and
- b) to serve as the auditor for any formal review (*prüferische Durchsicht*) of the half-year financial report for fiscal year 2020.

**6. Elections to the Supervisory Board**

In accordance with §§ 96 para. 1, 101 para. 1 of the German Stock Corporation Act ("AktG") in combination with §§ 1 para. 1, no. 1, 4 para. 1 of the One-Third Employee Participation Act and Article 9 of the Software AG articles of association, the Supervisory Board of Software AG consists of six members, four of whom are elected by the shareholders and two of whom are elected by the employees.

At the conclusion of the Annual Shareholders' Meeting on June 26, 2020, the term of office of four Software AG Supervisory Board members, who were elected by the shareholders, will end. The current Supervisory Board members elected by the Shareholders' Meeting – with the exception of Mr. Markus Ziener – have informed the Company that they are no longer available for re-election. Mr. Markus Ziener is once again available for election. Based on the foregoing, a total of four members must be elected to the Supervisory Board by the Shareholders' Meeting.

Supported by the recommendation from the nominating committee, the Supervisory Board is recommending that the following persons be elected to serve as members of the Supervisory Board for a term of office beginning at the conclusion of the Annual Shareholders' Meeting held on June 26, 2020 and ending with the conclusion of the Annual Shareholders' Meeting that decides on the ratification of the Supervisory Board's actions for the fourth fiscal year following the commencement of the term of office (the fiscal year in which the term of office commences will not be included in that calculation):

- 1) Ralf Dieter, Stuttgart  
Executive Board Chairman of Dürr AG
- 2) Ursula Soritsch-Renier, Vienna, Austria  
Group CIO & Digital Leader Nokia Corporation
- 3) Karl-Heinz Streibich, Frankfurt a.M.  
President of acatech, Deutsche Akademie der Technikwissenschaften  
(The German Academy of Science and Engineering)
- 4) Markus Ziener, Seeheim-Jugenheim  
Executive Director, Assets and Finances, Software AG Stiftung (Software AG  
Foundation)

In the event he is elected, Mr. Karl-Heinz Streibich is expected to stand as a candidate for the Supervisory Board chairmanship.

At the time of the 2020 Annual Shareholders' Meeting, Mr. Streibich will be 67 years old. He is therefore older than the age limit of 65 years that is prescribed by the diversity concept and the guidance (target) provision under Art. 9 para. 3 of the Software AG articles of association. Neither the diversity concept nor the directory provision in the articles of association stand in the way of Mr. Streibich's election, and instead allow for individual exceptions.

With the nomination of Mr. Karl-Heinz Streibich, the Supervisory Board - upon the recommendation of the nominating committee - has made a well-founded exception to the age-limit guidance provision. In its decision to endorse the nomination of Mr. Streibich, the Supervisory Board has made an exception to the age-limit guidance provision for Mr. Streibich based on the clear preponderance of expertise and experience that he commands in the IT sector generally and related to Software AG specifically. Given his professional career in the technology sector and as President of acatech, Deutsche Akademie der Technikwissenschaften (the German Academy of Science and Engineering), Mr. Streibich enjoys expert knowledge of the IT industry, which has enormous value in terms of supervising the Company and guiding the Company's growth strategy. He is also specifically seen as a pioneer in the field of digitalization and industrial IoT and has insight and knowledge of Software AG gleaned from his role as Executive Board Chairman from 2003 through 2018. In the opinion of the Supervisory Board, these advantages outweigh the goals pursued under the age-limit target. Above all, the decision does not conflict with the pluralistic ideas underlying the diversity concept. On the contrary, a candidate, who is beyond the age limit, will contribute to a diverse age structure.

Section 100 para. 2, no. 4 AktG provides that executive board members may not become members of a company's supervisory board prior to the expiration of two years following the end of their appointment, unless their election was based on the recommendation of shareholders holding more than 25% of the voting rights in the company (the so-called "cooling-off period"). In the event he is elected, Mr. Karl-

Heinz Streibich would be become a member of the Software AG Supervisory Board just 36 days shy of the end of the two-year period since the end of his appointment as Software AG Executive Board Chairman. Software AG Stiftung, which holds more than 25% of the voting rights in Software AG, supports the nomination and candidacy of Mr. Streibich as Supervisory Board Chairman and has made an appropriate and suitable recommendation to the Company. The Supervisory Board supports the candidacy of Mr. Streibich for the reasons set forth above, inasmuch as the two-year cooling-off period has almost ended, and has therefore offered a suitable nomination to the shareholders based on a recommendation from the nominating committee.

At the end of this notice, these nominations under II below are accompanied by resumes (CVs) that provide information about the relevant know-how, skills and experience of the nominees.

The nominations made by the Supervisory Board are based in each case on recommendations generated by its nominating committee. With the aforementioned exceptions, they are consistent with the competence profile of the Supervisory Board, with its diversity concept and with the objectives that it had set for itself in terms of composition and the requirements of the German Corporate Governance Code. The Shareholders' Meeting is not bound by the nominations. The elections will be carried out as individual elections of each member.

## II. Supplemental information to Agenda Item 6

Resumes (CVs) in alphabetical order



### **Ralf Dieter**

Residence: Stuttgart

Year of birth: 1961

Nationality: German

Current position: Executive Board Chairman of Dürr AG

### **Education**

Degree in political economics (*Diplom-Volkswirt*), University of Freiburg

### **Employment History**

Since 2006 Chairman of the Executive Board, Dürr AG, Stuttgart

2005 – 2006 Member of the Executive Board, Dürr AG, Stuttgart

2003 – 2005 Chairman of the Executive Board, Carl Schenck AG, Darmstadt

- 1999 – 2003 Corporate Division Head and Chairman of the Management board, Carl Zeiss Industrielle Messtechnik GmbH, Oberkochen
- 1998 – 1999 Director of Channel Sales EMEA, IBM EMEA European Headquarters, Paris
- 1995 – 1998 Director and Head of Sales for Business Partners, Germany, Head of Sales Central Europe, IBM Deutschland GmbH, Stuttgart
- 1989 – 1995 Consultant, Regional Head, Division Head, Sole Managing Director, DAT AG, Ratingen

**Current mandates** (statutorily required supervisory board mandates and comparable domestic and foreign supervisory bodies of business enterprises)

- Chairman of the Supervisory Board of HOMAG Group AG\* (Part of the Dürr Group)
- Member of the Supervisory Board of Körber AG, Hamburg
- Additional mandates within the Dürr Group

\* *publicly listed*

**Personal and business relationships with the company, the governing bodies and a major shareholder (section 5.4.1 paras. 6 – 8 DCGK 2017)**

Ralf Dieter is Executive Board Chairman of Dürr AG. Group companies of Dürr AG are customers of the Software AG Group. Software AG and the Dürr Group, together with other shareholders, have formed ADAMOS GmbH. Each ADAMOS GmbH shareholder holds a 12.5% share in that company. Ralf Dieter is the Advisory Board Chairman of ADAMOS GmbH. The Supervisory Board does not view the scope of the customer relationships or the shareholding in ADAMOS GmbH as significant.



**Ursula Soritsch-Renier**

Residence: Vienna, Austria

Year of birth: 1967

Nationality: Austrian

Current position: Group CIO & Digital Leader of Nokia

**Education**

Master's degree in philosophy with a minor in Informatics, University of Vienna  
Diplom WIFI Business Seminar (diploma awarded by the Austrian organization, *Wirtschaftsförderungsinstitut*), Vienna

**Employment History**

Since 2018	Group CIO and Digital Leader, Nokia
2013 – 2018	Group CIO and Group Digital Leader IT, Sulzer, Switzerland
2009 – 2013	Global Head, IT Strategy, PMO and Architecture, Novartis Vaccines & Diagnostics, Novartis, USA
2006 – 2009	Director, Information Management and Quality & Regulatory, Philips Healthcare, Boston, Philips, USA
2003 – 2006	Global Program Manager – IT Enterprise Strategy & Architecture, Philips International / Corporate IT, Philips, The Netherlands
2001 – 2003	Senior Product Marketing Manager, Philips Digital Networks, Philips, The Netherlands
2000 – 2001	Product Manager – Digital High-end Television, Philips Consumer Electronics, Global, Philips, Belgium
1997 – 2000	Global IT Process Systems Manager, Philips, The Netherlands
1995 – 1997	IT Project Manager, Philips, Austria
1988-1992	Software Developer, Support, Administration, Trade show support, SoftwareFabrik, Austria

**Current mandates** (statutorily required supervisory board mandates and comparable domestic and foreign supervisory bodies of business enterprises)

None

**Personal and business relationships with the company, the governing bodies and a major shareholder (section 5.4.1 paras. 6 – 8 DCGK 2017)**

Ursula Soritsch-Renier is Group Chief Information Officer & Digital Leader of Nokia Corporation. Group companies of Nokia Corporation are customers of the Software AG Group. The Supervisory Board does not view the scope of the customer relationships as significant.



**Karl-Heinz Streibich**

Residence: Frankfurt am Main

Year of birth: 1952

Nationality: German

Current position: President acatech, Deutsche Akademie der Technikwissenschaften

**Education**

University studies in communications technology, graduate degree in engineering (Dipl.-Ing. (FH)) at the Graduate School for Technology at Offenburg

**Employment History**

- |              |  |
|--------------|--|
| 2018 – today | President acatech, Deutsche Akademie der Technikwissenschaften, Berlin   |
| 2003 – 2018  | Chairman of the Executive Board of Software AG, Darmstadt  |
| 2000 – 2003  | Chairman of the Management Board of debis Systemhaus GmbH and Deputy Chairman of the Management Board of T-Systems International GmbH, Frankfurt |
| 1996 – 2000  | Member of the Management Board of debis Systemhaus GmbH, Stuttgart   |
| 1992 – 1996  | Head of PC and Outsourcing Business of debis Systemhaus GmbH, Stuttgart  |
| 1989 – 1992  | Head of the PC System Division of AEG Olympia Office GmbH, Konstanz  |
| 1987 – 1989  | Head of the Business Division PC Systems of ITT-SEL AG, Germany, Konstanz  |
| 1984 – 1987  | European Product Marketing of ITT Industries, London   |
| 1981 – 1984  | Computerization Team of Dow Chemical Company, Rheinmünster   |

**Current mandates** (statutorily required supervisory board mandates and comparable domestic and foreign supervisory bodies of business enterprises)

- Chairman of the Supervisory Board of Dürr AG\* through 5/2020
- Member of the Supervisory Board of Deutsche Telekom AG\*
- Member of the Supervisory Board of Siemens Healthineers AG\*
- Member of the Supervisory Board of Münchener Rück AG\*

\* *publicly listed*

**Personal and business relationships with the company, the governing bodies and a major shareholder (section 5.4.1 paras. 6 – 8 DCGK 2017)**

From October 1, 2003 through July 31, 2018, Mr. Streibich was the Executive Board Chairman of Software AG. During this time, he also had contacts with key shareholders. Inasmuch as the current Executive Board has been newly constituted (except for one Executive Board member) since Mr. Streibich's resignation and the cooling-off period is only 36 days short of its completion, the Supervisory Board does not view this as a significant issue. Mr. Streibich still owns 323,102 PPS (Performance-Phantom-Shares; a form of equity-based remuneration). The potential payment claim and the PPS payout linked solely to the stock market price create no significant conflicts of interest.



**Markus Ziener**

Residence: Seeheim-Jugenheim

Year of birth: 1966

Nationality: German

Current position: Executive Director, Assets and Finances, Software AG Stiftung (Foundation)

**Education**

Degree in political economics (*Diplom-Volkswirt*), University of Heidelberg

Degree in business administration (*Diplom-Betriebswirt* (BA)), Berufsakademie Mannheim

**Employment History**

Since 2014	Executive Director, Assets and Finances, Software AG Stiftung, Darmstadt
2013 - 2014	Director of Asset Management, Software AG Stiftung, Darmstadt
2012 – 2013	Managing Director, Handelskontor Willmann für Naturprodukte GmbH, Vaihingen/Enz
2010 – 2012	Executive Board, GeckoGroup AG, Wetzlar
2008 – 2010	Independent management consultant
2006 – 2008	Member of the Executive Board, S.A.G. Solarstrom AG, Freiburg
2000 – 2006	Independent management consultant/partner of MIRA
1997 – 2000	Commercial manager, Solar-Fabrik GmbH, Freiburg

**Current mandates** (statutorily required supervisory board mandates and comparable domestic and foreign supervisory bodies of business enterprises)

- Member of the Supervisory Board of GLS Bank eG, Bochum
- Member of the Administrative Board of Aceite de Oliva Valderrama S.L., Madrid

**Personal and business relationships with the company, the governing bodies and a major shareholder (section 5.4.1 paras. 6 – 8 DCGK 2017)**

Mr. Markus Ziener is Chief Financial Officer (*Finanzvorstand*) of Software AG Stiftung, which is a major shareholder of the Company as defined in subsection 5.4.1 paras. 6 - 8 DCGK 2017, because it holds more than 10% of the voting shares of the Company.

## **ADDITIONAL INFORMATION AND NOTICES**

With the consent of the Supervisory Board, the Executive Board decided on the basis of the COVID-19 Act to hold the Shareholders' Meeting as a virtual Shareholders' Meeting without the physical presence of the shareholders (hereinafter referred to as the "Shareholders") and their proxies.

### **Online broadcast of the Shareholders' Meeting**

Using their access data, which the Shareholders will be sent together with their invitation to the meeting, the Shareholders may follow (watch and listen to) the entire meeting on the day of the Shareholders' Meeting beginning at 10.00 a.m. *via* the shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung). Proxies will have the same opportunity upon entering the access data that they receive.

The opening of the virtual Shareholders' Meeting by the meeting's chairperson and the speech by the Executive Board Chairman will be broadcast to everyone at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung) beginning at 10.00 am on the day of the Shareholders' Meeting.

Any Shareholders and their proxies, who have duly registered for the virtual Shareholders' Meeting, will have the right in connection with the virtual Shareholders' Meeting to cast their votes by way of absentee (mail-in) ballot, specifically *via* electronic communication means, and to authorize the Company proxy or other proxies. The Shareholders will be afforded an opportunity to pose questions *via* electronic communication. Shareholders may also lodge objections against any shareholder resolutions *via* electronic communication. Details are explained below.

### **Requirements for exercising the 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 June 19, 2020 (Registration Deadline) will be entitled to 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 are required for registration along with the meeting invitation. Additional information regarding the registration process can be found both on the registration form that is sent with the meeting invitation 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 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 June 20 until June 26, 2020), 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 (24.00) on June 19, 2020 (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.

## **Voting**

Shareholders who have been duly registered may cast their votes by absentee ballot (also using electronic communication). The voting will take place either electronically *via* [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung) or on the registration form that is enclosed with the invitation to the virtual Shareholders' Meeting and must be returned to the address provided above for the registration. To cast their votes electronically, the Shareholders must use their access data, which are sent to the Shareholders together with the meeting invitation. To cast their votes electronically on [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung), the proxies must use the access data that they receive.

The votes, which are cast by the duly registered Shareholders using the forms enclosed with the invitation, must be received by the Company at the address, which is provided above for the registration, on or before 12 midnight (24.00) on Thursday, June 25, 2020.

Until the voting in the virtual Shareholders' Meeting has ended, votes by absentee ballot may be cast in the shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung). Until that point in time, the votes by absentee ballot may still be changed or revoked in the shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung). The foregoing also applies to votes by absentee ballot that are cast with the registration form (as indicated above).

If an individual vote is taken on an agenda item without that approach having been communicated in advance of the virtual Shareholders' Meeting, then any vote on this agenda item as a whole will also be considered a corresponding vote for each item of the individual vote.

## **Proxy**

A voting right may be exercised by an agent (a so-called "proxy"). The requirement of the proper 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 intermediaries 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 a granted proxy authorization may also be provided by having the proxy send such evidence *via* mail, *via* fax or *via* email to the following address ("Proxy Recording Address"):

Software Aktiengesellschaft  
c/o Computershare Operations Center  
80249 Munich

Fax: +49 89 30903 74675

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

As an alternative, there is a possibility for providing evidence electronically through the shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung). In advance of the Shareholders' Meeting, evidence of a duly granted proxy may be provided on all of the aforementioned means of communication up until 12 midnight (24.00) on June 25, 2020. The possibility of providing evidence *via* the shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung) will continue to exist even after that point in time until voting has begun in the virtual Shareholders' Meeting. Until that point in time, any previously granted powers of attorney may still be changed or revoked in this manner.

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 changed or 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 that the Company has made available for this purpose. That form will be made available with the registration form 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. Such proxy appointed by the Company must be issued clear and unequivocal instructions on

exercising the voting rights. The proxy appointed by the Company is 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.

In advance of the Shareholders' Meeting, any powers of attorney and instructions to the proxy appointed by the Company may be changed or revoked on or before 12 midnight (24.00) on June 25, 2020 in text form (§126b BGB) sent *via* mail or *via* facsimile to the aforementioned address. As an alternative, the proxy may be granted electronically *via* the shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung) until the voting at the virtual Shareholders' Meeting has ended. Any proxies and instructions previously issued up until that point in time may be changed or revoked in this manner.

Proxy forms for granting powers of attorney and issuing voting instructions to the Company-appointed proxy are included with the registration form; 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 [www.softwareag.com/hauptversammlung](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 May 26, 2020. 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  
Uhlandstrasse 12  
64297 Darmstadt

Fax: +49 6151 92341669

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**

Every shareholder has a right to lodge a countermotion against the recommendations made by the Executive Board and/or Supervisory Board regarding a certain item on the agenda.

Any shareholder countermotions 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 [hauptversammlung@softwareag.com](mailto:hauptversammlung@softwareag.com) on or

before 12 midnight (24.00) on June 11, 2020, will be made available without undue delay to shareholders on the Company's website: [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung).

We would note, however, that no vote will be taken on any countermotions or other measures taken up at the virtual Shareholders' Meeting because under the approach envisaged under the COVID-19 Act, such matters cannot be submitted or presented by the Shareholders or the proxies at the Shareholder's Meeting.

More extensive explanations regarding the countermotions 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 countermotion 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, 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 financial statement auditors is slated for a vote under Agenda Item 5, and the election of the Supervisory Board members is slated for a vote under Agenda Item 6.

Any shareholder nominations pursuant to § 127 AktG, which the Company receives in text form (as defined by German law under § 126b BGB) at the above-referenced Shareholder Motion Address or by email to [hauptversammlung@softwareag.com](mailto:hauptversammlung@softwareag.com) on or before 12 midnight (24.00) on June 11, 2020, will be made available without undue delay to shareholders on the Company's website: [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung).

We would note, however, that no vote will be taken on any nominations or other measures taken up at the virtual Shareholders' Meeting because under the approach envisaged under the COVID-19 Act, such matters cannot be submitted or presented by the Shareholders or the proxies at the Shareholder's Meeting.

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. Shareholder rights to pose questions and obtain information**

Duly registered shareholders and their proxies (except for proxies of Company) have an opportunity to pose questions by way of electronic communication pursuant to § 1 para. 2, sentence 1, no. 3 of the COVID-19 Act. Questions may be submitted on or before 12 midnight (24.00) on June 23, 2020 exclusively *via* electronic means through the shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung) or *via* email sent to [hauptversammlung@softwareag.com](mailto:hauptversammlung@softwareag.com).

Duly registered Shareholders may use their access data, which were sent to them with their meeting invitation, to submit questions electronically through the shareholder portal. Proxies of duly registered Shareholders shall use the received access data to submit questions *via* the shareholder portal on [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung).

Under sentence 2 of § 1 para. 2 of the COVID-19 Act, the Executive Board shall decide in its own discretion which questions it will answer and how it will answer them. In doing so, it may combine questions and choose sensible questions in the interests of the other shareholders. The Executive Board may also give preference to shareholder associations and institutional investors with significant voting shares.

#### **5. Opportunity to object to resolutions adopted at the virtual shareholders' meeting pursuant to § 1 para. 2, sentence 1, no. 4 of the COVID-19-Implementation Act**

Without being physically present at the Shareholder's Meeting and in deviation of § 245 no. 1 AktG, the duly registered Shareholders, who have cast their vote through absentee ballots or through proxies, may – either in person or through proxies and using the access data – lodge objections (for entry in the meeting minutes) during the virtual Shareholders' Meeting *via* the shareholder portal at [www.softwareag.com/hauptversammlung](http://www.softwareag.com/hauptversammlung) to resolutions that are adopted at the virtual Shareholders' Meeting.

#### **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 June 26, 2020.

#### **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 (May 18, 2020), 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 the Reference Date.

#### **Information on data protections**

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 (*Teilnehmerverzeichnis*). 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, May 2020

## **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.*