

Notification in accordance with Section 14(a) of the Terms and Conditions of the EUR 344,300,000 Convertible Bond due 2027

Darmstadt, Germany – September 28, 2023: As a result of the settlement of the successful voluntary public tender offer by Silver Lake today, Software AG announces the occurrence of a Change of Control under the terms and conditions of the EUR 344,300,000 Convertible Bond due 2027

The settlement of the voluntary public tender offer by Mosel Bidco SE to the shareholders of Software Aktiengesellschaft occurred today. Following the settlement, Mosel Bidco SE, a holding company controlled by funds managed or advised by Silver Lake, today holds 62,376,031 shares of Software Aktiengesellschaft representing 84.29 percent of the share capital and voting rights of Software Aktiengesellschaft. Thereby, Mosel Bidco SE has acquired Control over the Issuer and a Change of Control as defined in Section 11 (a) (i) of the terms and conditions of the EUR 344,300,000 Convertible Bond due 2027 (the "Convertible Bond") occurred.

Software Aktiengesellschaft herewith gives notice of the occurrence of such Change of Control in accordance with Section 14 (a) of the terms and conditions of the Convertible Bond. The Control Record date as defined in Section 11 (a) (i) of the terms and conditions of the Convertible Bond is today, September 28, 2023. The adjusted Conversion Price determined in accordance with Section 11 (g) of the terms and conditions of the Convertible Bond is EUR 46.54 (equal to the initial conversion price set out in Section 1 (b) of the terms and conditions of the Convertible Bond).

Software AG will also deliver this notice of the occurrence of the Change of Control to the bondholders of the Convertible Bond in accordance with Section 14 (c) of the terms and conditions.

About Software AG

Software AG simplifies the connected world. Founded in 1969, it helps deliver the experiences that employees, partners and customers now expect. Its technology creates the digital backbone that integrates applications, devices, data and clouds; empowers streamlined processes; and connects "things" like sensors, devices and machines. It helps 10,000+ organizations to become a truly connected enterprise and make smarter decisions, faster. The Company has about 5,000 employees across more than 70 countries and annual Group revenue of more than €950 million.

For more information, also follow us on [LinkedIn](#) and [Twitter](#).

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Disclaimer

This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities. The terms and conditions for the voluntary public takeover offer for the outstanding ordinary shares (including ordinary shares represented by American depository receipts) of Software AG (together with its consolidated subsidiaries, the "**Software AG Group**") have been published on the internet at www.offer-2023.com.

Acceptance of the takeover offer by shareholders that are resident outside Germany and the United States may be subject to further legal requirements. With respect to the acceptance of the takeover offer outside Germany and the United States, no responsibility is assumed for the compliance with such legal requirements applicable in the respective jurisdiction.

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Cautionary statement regarding forward-looking statements

This document contains forward-looking statements, including statements regarding the expected consummation of the proposed transaction and Software AG's future performance, which involves a number of risks and uncertainties, including the satisfaction of closing conditions for the transaction, the possibility that the transaction will not be completed, the failure to retain key Software AG employees, customers and partners, uncertainty regarding the anticipated benefits of the transaction and the failure of the parties to achieve anticipated goals of the transaction, and other risks and uncertainties discussed in Software AG's public disclosure, as well as the offer document published by Silver Lake. These documents and statement are based on current expectations, assumptions, estimates and projections, and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Software AG and Silver Lake, that may cause results, levels of activity, performance or achievements to be materially different from any future statements. These statements are generally identified by words or phrases such as "believe", "anticipate", "expect", "intend", "plan", "will", "may", "should", "estimate", "predict", "potential", "continue" or the negative of such terms or other similar expressions. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results and the timing of events may differ materially from the results and/or timing discussed in the forward-looking statements, and you should not place undue reliance on these statements. Software AG undertakes no obligation to revise or update any forward-looking statements as a result of new information, future events or otherwise, unless expressly required to do so by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.