

Articles of Association of Software AG

I. GENERAL PROVISIONS

Paragraph 1

(1) The company is named

“Software Aktiengesellschaft.”

(2) Its registered office is in Darmstadt.

Paragraph 2

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

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

Paragraph 3

The company's financial year is the calendar year.

Paragraph 4

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

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

II. SHARE CAPITAL AND SHARES

Paragraph 5

- (1) The registered share capital is € 74,000,000.00.
It is divided into 74,000,000 no par value registered shares. If, in connection with a capital increase, the resolution calling for the increase does not specify whether the new shares should be in bearer or registered form, then these new shares will be issued in registered form. The shareholders must disclose to the Company for recordation in the share registry the information required by law; electronic mail addresses and any changes thereto should always be provided in order to simplify the communication.
- (2) The Executive Board is authorized, on or before May 30, 2021 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 € 39,500,000 by issuing new no-par-value registered shares in return for cash and/or non-cash (in-kind) capital contributions (Authorized Capital). In so doing, the number of shares must be increased in the same ratio as the registered share capital. The shareholders shall be granted preemptive rights. The new shares may also be underwritten by one or more banks or enterprises deemed equivalent to such banks pursuant to § 186 para. 5, sentence 1 of the AktG, subject to the obligation that such shares are offered 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:
 - (2.1) The Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude fractional amounts from the preemptive rights of the shareholders.
 - (2.2) 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.
 - (2.3) 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.
 - (2.4) 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 at most 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 € 7,900,000 (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.

Paragraph 6

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

III. EXECUTIVE BOARD

Paragraph 7

- (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 65th 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.

Paragraph 8

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

IV. SUPERVISORY BOARD

Paragraph 9

- (1) The Supervisory Board is composed of six members, of which four members are elected from the Shareholders' Meeting and two members are elected from the employees pursuant to the provisions of the One-third Employee Participation Act dated 18 May 2004 (DrittelbG).
- (2) Every member of the Supervisory Board may resign from office subject to a one-month notice period, even without good cause.
- (3) Supervisory Board members, who may be elected by the Shareholders' Meeting without being bound by election proposals, should be appointed by the Shareholders' Meeting only for terms of office ending no later than at the end of the Annual Shareholders' Meeting following the 65th birthday of the Supervisory Board member.

Paragraph 10

The term of office of the Chairman of the Supervisory Board and his/her deputy shall be based on his/her then-current term of office as member of the Supervisory Board, unless a shorter term of office is prescribed at the time of election. Re-election is permissible upon re-appointment as a member of the Supervisory Board.

Paragraph 11

- (1) The meetings of the Supervisory Board shall be called by the Chairman of the Supervisory Board upon one-week's prior notice, and such notice must contain the agenda.
- (2) The meeting shall be chaired by the Chairman, or in his/her absence, the Deputy Chairman. The Chairman of the Supervisory Board, or in his/her absence, the Deputy Chairman, shall determine the order in which the topics in the agenda are handled, as well as the manner and sequence of the voting.

- (3) The Supervisory Board shall have quorum if at least three members participate in the adoption of the resolution. A member participates in the adoption of a resolution even if he/she abstains from voting. Absent members may participate in the adoption of resolutions by submitting a written vote via another member.
- (4) The resolutions of the Supervisory Board shall be adopted upon a simple majority of the votes, except where another majority is mandated by statute. In the event of a tie vote (deadlock), the Chairman of the Supervisory Board shall decide whether another vote should be taken on the matter and whether the new vote should occur at this meeting of the Supervisory Board or at one of its next meetings. If a new vote on the same subject results in another deadlock, then the Chairman of the Supervisory Board shall have two votes.
- (5) In the Supervisory Board, it is permissible to adopt resolutions in writing, via telephone or via another method of telecommunication if the rules of procedure of the Supervisory Board provide for such an approach or if the Chairman of the Supervisory Board decides on this matter in the individual case. At the Chairman's discretion, the resolutions can also be adopted partially at the meeting and partially outside of the meeting ("mixed method of resolution adoption").
- (6) Declarations of intent [*Willenserklärungen*] of the Supervisory Board shall be made in the name of the Supervisory Board by the Chairman of the Supervisory Board or by a member authorized to do so by the Chairman.

Paragraph 12

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

Paragraph 13

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

Paragraph 14

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

V. GENERAL SHAREHOLDERS' MEETING

Paragraph 15

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

Paragraph 16

- (1) Subject to the statutory rights of the Supervisory Board and of a minority of shareholders to call a meeting, the General Shareholders' Meeting is called by the Executive Board upon the statutory notice periods applicable in each case.
- (2) The General Shareholders' Meeting shall take place at the Company's registered office or at the registered office of a German stock exchange.
- (3) Video and audio transmission of the General Shareholders' Meeting is permissible. The Chairman is authorized to permit the General Shareholders' Meeting to be transmitted, either in whole or in part, via audio and video in such manner as he may prescribe in a more detailed fashion.

Paragraph 17

- (1) The entitlement to participate at the Annual Shareholders' Meeting and to exercise the right to vote shall be based on the entry recorded in the share registry. The right to participate and vote at the Annual Shareholders' Meeting will also require a timely meeting registration. The Company must receive the meeting registration at the address, which is disclosed for this purpose in the official notice convening the meeting, at least six days prior to the Annual Shareholders' Meeting. The official notice convening the meeting can provide for a shorter deadline period (measured in days) for the meeting registration. The meeting registration must be made in text form (*Textform*); it must be prepared in either German or English.

- (2) Voting rights may also be exercised by proxy. Where a shareholder grants proxy authorization to more than one person, the Company may reject one or more of such proxies. The grant of a proxy, revocation of a proxy and proof of a proxy vis-à-vis the Company must be in text form. The notice of meeting may specify relaxations as to form. Paragraph 135 of the German Stock Corporation Act shall remain unaffected by the foregoing.
- (3) The Executive Board is empowered to stipulate that shareholders may cast their votes in writing or by means of electronic communications (postal voting) even without attending the meeting. The Executive Board may enact specific rules governing the procedure for postal voting.
- (4) The Executive Board is empowered to provide that shareholders may participate in the General Shareholders' Meeting even without being present at the location thereof and without having appointed a proxy and may exercise their rights individually or in their entirety by way of electronic communications, in whole or in part (online participation). The Executive Board may enact specific rules governing the scope and procedure for online participation.
- (5) The provisions of law applicable in each case shall apply with respect to the calculation of time limits.

Paragraph 18

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

Paragraph 19

- (1) Resolutions by the General Shareholders' Meeting will be passed by simple majorities of votes cast unless the law stipulates a majority of capital shareholdings as well as a majority of

votes cast, in which case resolutions will be passed by simple majorities of votes cast and by simple majorities of capital shareholdings represented when the resolution is passed. Any special voting or capital shareholding majorities that are mandated by law shall remain unaffected by the foregoing.

(2) If votes cast (for or against) are equal, the motion is deemed to have been rejected.

VI. APPROPRIATION OF THE PROFIT FOR THE YEAR

Paragraph 20

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