

## **8. Resolution to create authorized capital with the option of excluding the subscription rights and to amend the Articles of Association accordingly**

The authorization granted in the Shareholders' Meeting of May 31, 2016 to increase the registered share capital by EUR 39,500,000 has not been utilized and will lapse on May 30, 2021. Therefore, new authorized capital should be created and the Articles of Association amended accordingly.

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

- a) The Management Board shall be authorized, in the period up to May 11, 2026 and subject to the consent of the Supervisory Board, to increase the registered share capital once or in partial amounts by up to a total of EUR 14,800,000 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 proportion or ratio as the registered share capital. The shareholders shall be granted subscription right. The new shares may also be acquired by one or more banks or by enterprises deemed equivalent to such banks pursuant to § 186 para. 5 s. 1 of the AktG, subject to the obligation that such shares must be offered for subscription to the shareholders of the Company. The Management Board may, however, exclude the subscription right of the shareholders in the following cases:
  - (1) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude subscription rights of the shareholders with respect to fractional amounts.
  - (2) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' subscription rights when capital increases are made in exchange for non-cash capital contributions either for purposes of acquiring companies, company divisions and/or equity holdings in companies or in connection with mergers.
  - (3) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription rights in the event of a capital increase in exchange for cash capital contributions, if such action is necessary to grant to holders of option rights or conversion rights or persons obligated to exercise options or conversion under warrant bonds or convertible bonds, which were issued by Software AG or a direct or indirect wholly-owned subsidiary of Software AG, a right to subscribe new shares to the extent to which they would be entitled to subscribe as shareholders after exercising the option or conversion right or after fulfilling the option or conversion obligation.
  - (4) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription rights when capital increases are made in exchange for cash capital 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 at the time the resolution of the Shareholders' Meeting is adopted or, if this amount is lower, at the time the relevant authorization is exercised and provided that the issue price is not significantly lower than the stock exchange price. The maximum limit of 10% of the registered share capital will be reduced by the *pro rata* amount of the registered share capital, which is attributable to those Company treasury shares that are sold during the duration of the Authorized Capital under exclusion of the shareholders' subscription rights pursuant to §§ 71 para. 1 no. 8 s. 5, 186 para. 3 s. 4 AktG. Further, the maximum limit shall be reduced by the *pro rata* amount of the registered share capital, which is attributable to the maximum number of shares that have to be issued in order to service warrant bonds or convertible bonds containing option or conversion rights or duties, provided that the bonds are issued during the duration of the Authorized Capital while excluding the subscription rights under the *mutatis mutandis* application of § 186 para. 3 s. 4 AktG.

The sum of the shares issued pursuant to this authorization while excluding the subscription right in return for cash and non-cash contributions may not exceed a *pro rata* share of the registered share capital of EUR 7,400,000 (representing 10% of the registered share capital at the time the resolution is adopted). The Management Board is authorized, subject to the consent of the Supervisory Board, to stipulate the additional details about the capital increase and the terms and conditions of the stock issue.

- b) Article 5 para. 2 of the Company's Articles of Association shall be deleted and replaced by the following new paragraph:

"The Management Board is authorized, in the period up to May 11, 2026 and subject to the consent of the Supervisory Board, to increase the registered share capital once or in partial amounts by up to a total of € 14,800,000 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 subscription rights. The new shares may also be acquired by one or more banks or by enterprises deemed equivalent to such banks pursuant to § 186 para. 5 s. 1 of the AktG, subject to the obligation that such shares must be offered for subscription to the shareholders of the Company. The Management Board may, however, exclude the subscription right of the shareholders in the following cases:

- (1) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude subscription rights of the shareholders with respect to fractional amounts.
- (2) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the shareholders' subscription rights when capital increases are made in exchange for non-cash capital contributions

either for purposes of acquiring companies, company divisions and/or equity holdings in companies or in connection with mergers.

- (3) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription rights in the event capital increases are made in exchange for cash capital contributions, if such action is necessary to grant to holders of option rights or conversion rights or persons obligated to exercise options or conversions under warrant bonds or convertible bonds, which were issued by Software AG or a direct or indirect wholly-owned subsidiary of Software AG, a right to subscribe new shares to the extent to which they would be entitled to subscribe as shareholders after exercising the option or conversion right or after fulfilling the option or conversion obligation.
- (4) The Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription rights when capital increases are made in exchange for cash capital 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 at the time the resolution of the Shareholders' Meeting is adopted or, if this amount is lower, at the time the relevant authorization is exercised, and provided that the issue price is not significantly lower than the stock exchange price. The maximum limit of 10% of the registered share capitals will be reduced by the *pro rata* amount of the registered share capital that is attributable to those Company treasury shares that are sold during the term of the Authorized Capital under exclusion of the shareholders' subscription rights pursuant to §§ 71 para. 1 no. 8 s. 5, 186 para. 3 s. 4 AktG. Further, the maximum limit shall be reduced by the *pro rata* amount of the registered share capital that is attributable to the maximum number of shares that had to be issued in order to service warrant bonds or convertible bonds containing option or conversion rights or duties, to the extent that the bonds are issued during the term of the Authorized Capital while excluding the subscription rights under the *mutatis mutandis* application of § 186 para. 3 s. 4 AktG.

The sum of the shares issued pursuant to this authorization excluding the subscription right in return for cash and non-cash contributions may not exceed a *pro rata* share of the registered share capital of EUR 7,400,000. The Management Board is authorized, subject to the consent of the Supervisory Board, to stipulate the additional details about the capital increase and the terms and conditions of the stock issue."

- c) The Supervisory Board is authorized to modify the wording of Article 5 of the Company's Articles of Association to reflect the amount of the relevant capital increase from the Authorized Capital and after the expiration of the authorization period.