

EQS-News: Fabasoft AG / Announcement of the Results of the General Meeting

Fabasoft AG: Publication of a resolution of the Annual General Meeting pursuant to § 119 (9) Stock Exchange Act in conjunction with § 2 (1) and § 3 (1) Austrian Publication Ordinance
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Announcement of the Results of the General Meeting, transmitted by EQS - a service of EQS Group AG.
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Fabasoft AG

ISIN number: AT0000785407

Publication of a resolution of the Annual General Meeting pursuant to § 119 (9) Stock Exchange Act in conjunction with § 2 (1) and § 3 (1) Austrian Publication Ordinance

The following resolutions, among others, were adopted at the Annual General Meeting of Fabasoft AG on 4 July 2022:

With regard to item 11 of the agenda (resolution on the authorization of the Managing Board to acquire treasury shares pursuant to § 65 (1) (4) AktG):

The Managing Board is authorized to purchase treasury shares pursuant to § 65 (1)(4) AktG up to a maximum share of 10 out of 100 of the share capital of the company for the purpose of issuing these to employees, executives and members of the Managing Board of the company or of an affiliated company for a period of 30 months. The equivalent value permissible at repurchase must not exceed 10 % above and must not be 20 % at the least below the average price at the close of Xetra trading on the Deutsche Börse AG of the last 5 stock exchange trading days prior to the determination of the purchase price. The purchase of treasury shares based on this authorisation together with other treasury shares, which the company had already purchased and still holds, must not exceed 10 % of the share capital of the company. This authorisation also encompasses the purchase of shares by subsidiaries of the company. The respective buyback programme and its duration must be made public.

With regard to item 12 of the agenda (resolution on the authorization of the Managing Board to acquire treasury shares pursuant to § 65 (1) (8) AktG as well as to redeem shares and the authorisation of the Supervisory Board to amend the Articles of Association associated with the redemption of shares):

The Managing Board is authorized to acquire treasury shares pursuant to § 65 (1) (8) AktG up to a maximum share of 10 % of the share capital of the company for a period of 30 months. The equivalent value permissible at repurchase must not exceed 10 % above and must not be 20 % at the least below the average price at the close of Xetra trading on the Deutsche Börse AG of the last 5 stock exchange trading days prior to the determination of the purchase price. The purchase of treasury shares based on this authorisation together with other treasury shares, which the company had already purchased and still holds, must not exceed 10 % of the share capital of the company. The respective buyback programme and its duration must be made public. This authorisation also encompasses the purchase of shares by subsidiaries of the company. The purchase can be effected via the stock exchange, by way of a public offering or any other legally permissible means and for every legally permissible purpose.

The Managing Board is further authorised to redeem treasury shares after an effected buyback as well as those treasury shares part of the stock of the company without requiring a separate resolution from the annual general meeting. The Supervisory Board is authorised to decide on amendments to the Articles of Association arising from the redemption of shares. This authorisation may be exercised in full or in part as well as in several parts.

With regard to item 13 of the agenda (resolution on the authorization of the Managing Board to use and sell treasury shares also in a manner other than via the stock exchange or by means of a public offer for any legal purpose, also excluding the general purchase option of shareholders (exclusion of subscription rights)), the following resolution was adopted:

Pursuant to § 65 (1b) AktG, the Managing Board of Fabasoft AG is authorized for a period of 5 years from the date of the resolution, i.e. up to and including July 4, 2027, with the approval of the Supervisory Board and without any further resolution by the Annual General Meeting, to sell or use treasury shares after they have been repurchased, as well as treasury shares held by the Company, also in ways other than via the stock exchange or by means of a public offer, in particular

- (i) for issuance to employees, officers and/or members of the Board of Directors/management of the Company or any of its affiliates, including to service stock transfer programs, in particular stock options, long-term incentive plans or other participation programs;
- (ii) to service any convertible bonds that may have been issued;
- (iii) as consideration for the acquisition of businesses, equity interests or other assets; and
- (iv) for any other purpose permitted by law;

and to hereby to exclude the general subscription option of shareholders (exclusion of subscription rights), whereby the authorisation may be exercised in full or in part as well as in several parts and for the pursuit of several purposes.

Linz, in July 2022
The Managing Board

Disclaimer: This is a working translation from the German version. In case of discrepancies, the German version shall prevail.

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End of News

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