AGENDA AND VOTING RESULTS
OF SOFTWARE AKTIENGESELLSCHAFT’S SHAREHOLDERS' GENERAL MEETING, DARMSTADT HELD ON APRIL 30, 2002 IN DARMSTADT
- Securities Identification No. 724 264 -

The shareholders were represented at the shareholders’ general meeting with a total of 12,122,523 shares, equaling 44.46% of the share capital which is divided into 27,266,752 registered shares.

A g e n d a:

1. Presentation of the approved Annual Financial Statements of Software AG per December 31, 2001, the Management Report and the Supervisory Board’s report, as well as the Consolidated Financial Statements per December 31, 2001 and the Group Management Report.

   Shareholders may inspect the above documents at the offices of Software AG, Uhlandstr. 12, 64297 Darmstadt, Germany. Shareholders interested in receiving a copy of our Annual Report may request a copy at the above address free of charge.

2. Resolution concerning the use of balance sheet profit

   The Executive Board and Supervisory Board recommend that the balance sheet profit amounting to EUR 11,722,437.69 be distributed to the shareholders by distributing a dividend of EUR 0.43 per no par value share carrying dividend rights.

   The proposal was adopted with 5,611 votes dissenting and 4,825 votes abstaining.

3. Resolution to formally ratify the actions of members of the Executive Board for fiscal year 2001

   The Executive Board and the Supervisory Board recommend that the actions of the members of the Executive Board for fiscal year 2001 be formally ratified.

   The actions of the Executive Board’s members for the 2001 fiscal year were approved with 21,126 votes dissenting and 8,658 votes abstaining.
4. Resolution to formally ratify the actions of members of the Supervisory Board for fiscal year 2001

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board for fiscal year 2001 be formally ratified.

The actions of the Supervisory Board’s members for the 2001 fiscal year were approved with 22,186 votes dissenting and 9,495 votes abstaining.

5. Authorization to acquire the Company's own shares

The Executive Board and the Supervisory Board recommend that the following resolution be adopted:

a) The Company is authorized, until October 29, 2003, to acquire Company shares up to an amount equivalent to 10% of the Company's existing registered share capital per April 30, 2002.

b) The consideration for acquisition of a share (not including ancillary acquisition costs) may not be more than 10% above or below the average listed price of the Company's shares (average prices of the final auction of the XETRA trading system on the German Stock Exchange (Deutsche Börse AG) or, where applicable, a successor institution to the German Stock Exchange) on the five trading days prior to acquisition or the agreement to acquire shares. Should shares be acquired on the basis of a public offering, the consideration for acquisition of a share (not including ancillary acquisition costs) may exceed the average listed price of the Company's shares (average prices of the final auction of the XETRA trading system on the German Stock Exchange or, where applicable, a successor institution to the German Stock Exchange) on the fifth until the ninth trading day prior to publication of the offering by up to 20%, or may be up to 10% below such price.

c) Subject to the Supervisory Board's consent, the Executive Board is authorized to sell the Company's own acquired shares in another manner than on the stock exchange or pursuant to an offering to all shareholders, provided that the shares are sold against a cash payment and at a price that is not significantly below the listed price of Company shares of the same kind as at the date of the sale. The exercise of this authorization shall be limited (including other authorizations to issue new shares or bonds with warrants/convertible bonds subject to the exclusion of preemptive rights pursuant to § 186 (3) sentence 4 of the
German Stock Corporation Act (\textit{Aktiengesetz}) to a maximum total of 10\% of the Company's existing registered share capital per April 30, 2002. The governing listed price within the meaning of the foregoing rule shall be the average listed price of the Company's listed shares (average prices of the final auction of the XETRA trading system on the German Stock Exchange or, where applicable, a successor institution to the German Stock Exchange) on the last five trading days prior to the sale.

d) Subject to the Supervisory Board's consent, the Executive Board is also authorized to take the following action in relation to the Company's own acquired shares to the exclusion of the shareholders' preemptive rights:

(i) sell them to third parties, provided that such sale is effected for purposes of acquiring companies, company divisions and/or equity interests in companies; or

(ii) offer them for sale to the Executive Board and executive employees of the Company and affiliated companies in connection with the Company's stock option plan for executive employees (resolution on item 8 b) on the agenda of the General Shareholders' Meeting held on April 27, 2001).

e) Moreover, subject to the Supervisory Board's consent, the Executive Board is authorized to redeem the Company's own acquired shares without any additional resolution by the General Shareholders' Meeting.

f) This authorization may be exercised in whole or in part. The Company may acquire its own shares in pursuit of one or more of the aforementioned objectives.

The proposal was adopted with 9,150 votes dissenting and 3,170 votes abstaining.

Thus, the three-quarter majority required by the German Stock Corporation Act was achieved.

6. Election of new members to the Supervisory Board

The Supervisory Board is constituted pursuant to §§ 96, 101 of the German Stock Corporation Act, and § 76 of the Works Council Constitution Act (\textit{Betriebsverfassungsgesetz}) 1952. Pursuant to the memorandum and articles of association, the Supervisory Board has six members. Of these, four members are to be elected by the General Shareholders' Meeting without being bound by nominations. Two seats on the Supervisory Board have become vacant as a result of the retirement from office of Messrs Wedell and Schacher. Two new members were judicially appointed in order to supplement the number of members on the Supervisory Board. The judicial appointment will end as
soon as the General Shareholders’ Meeting elects new members to assume the vacant seats and the elected individuals declare their acceptance of office.

The Supervisory Board recommends that the two Supervisory Board members appointed by the court

- Mr. Frank F. Beelitz, independent investment banker in Frankfurt am Main, and
- Mr. Karl Heinz Achinger, graduate of business administration (Diplom-Kaufmann), independent management consultant in Seefeld,

be elected to the Supervisory Board.

Mr. Beelitz holds the following positions at other companies: Member of the Supervisory Board of Syntec Capital AG, Munich, member of the Advisory Board of Mero GmbH & Co. KG, Würzburg, and member of the Board of Directors of Eon Labs, Inc., New York. Mr. Achinger holds the following positions at other companies: Chairman of the Supervisory Board of Heyde AG, Bad Nauheim, Chairman of the Supervisory Board of Magix AG, Munich, member of the Supervisory Board of debitel AG, Stuttgart, member of the Supervisory Board of RWE Systems, Dortmund, member of the Supervisory Board of USU AG, Möglingen, and member of the Supervisory Board of Tiscon AG, Ulm.

Messrs. Beelitz and Achinger were elected to the Supervisory Board with 45,197 votes dissenting and 8,733 votes abstaining.

7. Appointment of the Auditor for fiscal year 2002

The Supervisory Board moves that the accounting firm, BDO Deutsche Warentreuhand Aktiengesellschaft, Frankfurt am Main, be appointed auditor for fiscal year 2002.

The proposal was adopted with 8,376 votes dissenting and 8,843 votes abstaining.

The next shareholders’ general meeting has been scheduled for April 29, 2003 in Darmstadt, Germany.
Executive Board's report pursuant to § 71 (1), No. 8 sentence 5 in conjunction with § 186 (3) sentence 4 and (4) sentence 2 of the German Stock Corporation Act

By virtue of the recommended authorization, the Company is placed in a position to be able to purchase, until October 29, 2003, its own shares up to an amount equivalent to 10% of the existing registered share capital as of the date of the General Shareholders' Meeting, in order to realize - in the interests of the Company and its shareholders - the benefits associated with the acquisition of its own shares. Thus the Company is availing itself of § 71 (1) No. 8 of the German Stock Corporation Act, which was inserted into the German Stock Corporation Act by virtue of the German Act governing Control and Transparency in Corporations (Gesetz zur Kontrolle und Transparenz im Unternehmensbereich, or "KonTraG").

The authorization also allows the Company to take advantage of the ability under § 71 (8) in conjunction with § 186 (3) sentence 4 of the German Stock Corporation Act to exclude shareholders' preemptive rights.

Sub-paragraph c) of the recommended authorization initially provides that the Executive Board may, subject to the corresponding application of § 186 (3) sentence 4 of the German Stock Corporation Act, sell the acquired own shares in a manner other than on the Stock Exchange or pursuant to an offering to all shareholders, provided that the own shares are sold against a cash payment and at a price that is not significantly below the governing listed price. This authorization may be exercised only up to an amount equivalent to 10% of the registered share capital, including any exercise of other authorizations to issue shares or bonds with warrants/convertible bonds to the exclusion of preemptive rights pursuant to § 186 (3) sentence 4 of the German Stock Corporation Act. This includes, for example, the authorized capital set forth in paragraph 5 of the memorandum and articles of association. In accordance with § 186 (3) sentence 4 of the German Stock Corporation Act, this takes account of the shareholders' interests in protecting the value of their shares from dilution. Moreover, by virtue of the placement price of the new shares, which is similar to the listed price, each shareholder retains the possibility of purchasing at similar market conditions the shares necessary in order to maintain his/her share quota.

Pursuant to d) (i), the Executive Board is to be authorized, subject to the Supervisory Board's consent, to sell to third parties the acquired own shares to the exclusion of the shareholders' preemptive rights, provided this is done for purposes of acquiring companies, company divisions and/or equity interests in companies. This includes a merger with other companies, provided the merger is effected by issuing new shares against a contribution in kind for purposes of acquiring companies, company divisions or equity interests in companies. Thus, in such cases, the Executive Board should be placed in a position to be able to use the Company's shares as consideration in suitable individual cases.

Thus, in addition to the existing ability to use the authorized capital, the Company should be able to react quickly and successfully to favorable offers or emerging opportunities to acquire companies, company divisions or equity interests in companies. The Company does business in the market for developing systems software, which is influenced primarily by US competition. In the US market,
companies or equity interests are often acquired not with cash, but by way of a share swap. This type of transaction is gaining significance in Germany as well.

The possibility of re-selling bought-back shares, which is the objective of the authorization, is aimed at utilizing these possibilities. In competition with other companies in the same industry, which can also use shares as “acquisition currency,” this serves to maintain and increase competitiveness and to expand the Company's own portfolio. In addition, the option of transferring shares for the acquisition of companies or equity interests in companies can turn out to be the less expensive form of financing for the Company as compared to a cash commitment, as it protects liquidity, and is therefore also in the shareholders' interests.

The Company may also use the authorized capital for acquiring companies, company divisions or equity interests (paragraph 5 of the memorandum and articles of association). The decision as to the manner in which shares are acquired is made by the Executive Board with the Supervisory Board's consent. In this respect, the Executive Board and Supervisory Board are guided solely by the interests of the shareholders and the Company; the Executive Board will provide the General Shareholders’ Meeting with a report in each case.

Finally, in d) (ii) of the authorization, the Company is to be given the ability to use its own shares in order to exercise preemptive rights pursuant to the Company's stock option plan. In this regard, § 71 (1) No. 8 of the German Stock Corporation Act refers to the requirements under § 193 (2) No. 4 of the German Stock Corporation Act. The existing stock option plan for executive employees (resolution on item 8 b) on the agenda of the General Shareholders’ Meeting held on April 27, 2001) complies with these requirements. Thus, in addition to the ability to deliver shares from the conditional capital (ability established at the General Shareholders’ Meeting held on April 27, 2001), the Company's own shares could alternatively also be used for purposes of this stock option plan.