

**update software AG**  
**Wien, FN 113675 w**  
**ISIN AT0000747555**

## **Invitation**

We hereby invite our shareholders to the

13th ordinary general meeting of update software AG

on **Tuesday, 18 May 2010, at 10:00 am**,  
in the "Wolke 19" event hall in the Ares Tower,  
Donau-City-Strasse 11, 1220 Vienna.

1. Submission of the annual financial statements including the management report and corporate governance report, the consolidated financial statements including the Group management report, the recommendation for appropriation of profit, and the report for the 2009 financial year issued by the Supervisory Board
2. Resolution on the utilization of net retained profits
3. Resolution on the ratification of the acts of the members of the Management Board for the 2009 financial year
4. Resolution on the ratification of the acts of the members of the Supervisory Board for the 2009 financial year
5. Election of the auditor of the annual financial statements and the consolidated annual financial statements for the 2010 financial year
6. Compensation to the Supervisory Board for the 2009 financial year
7. Resolution on the amendment of the articles of association, in particular regarding revisions to conform to changed legal provisions – 2009 Austrian Stock Corporation Amendment Act (*Aktienrechts-Änderungsgesetz 2009*)

Due to the request of a shareholder pursuant to section 109 Austrian stock Corporation Act (AktG)

8. Election of a member into the supervisory board

## DOCUMENTS FOR THE ORDINARY SHAREHOLDERS' MEETING

The following documents will be available for inspection by shareholders as of **27 April 2010** in the business offices at the Company's registered headquarter at Operngasse 17– 21, 1040 Vienna, Investor Relations department, Ms. Kerstin Schabhüttl:

- Annual financial statements including the management report,
  - Corporate governance report,
  - Consolidated financial statements including the Group management report,
  - Recommendation for the appropriation of profit,
  - Report of the Supervisory Board,
- in each case for the 2009 financial year;
- Proposed resolutions regarding agenda items 2 – 8.

Upon request, each shareholder will be sent a free copy of these documents without delay.

These documents, as well as the complete text of this summons and the form for issuing and the revoking a proxy, will also be accessible on the Internet at [www.update.com](http://www.update.com) as of **27 April 2010** and will also be available at the ordinary shareholders' meeting.

## NOTE REGARDING SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, AND 118 OF THE AUSTRIAN STOCK CORPORATION ACT (*AKTIENGESETZ*)

Shareholders whose combined shares represent **5% of the share capital** and who have owned these shares for at least three months prior to application, may request in writing that, for this ordinary shareholders' meeting, **additional items be placed on the agenda** and announced, provided that such written request is received by the Company solely at the address Operngasse 17–21, 1040 Vienna, Attention: Investor Relations department, Ms. Kerstin Schabhüttl, no later than **27 April 2010**. For bearer shares held in a securities account, presentation of a confirmation of a securities account pursuant to Section 10a of the Austrian Stock Corporation Act, in which it is confirmed that the applying shareholders have owned the shares for at least three months prior to making the application, and which confirmation is not older than seven days when presented to the Company, will suffice as proof of shareholder status. Please see the explanations regarding the right to participate with respect to the remaining requirements for confirmations of a securities account.

Shareholders whose combined shares represent **1% of the share capital** may submit written **recommendations for the resolution** of each agenda item, including a justification, and request that these recommendations including the justification be made accessible on the Company's website, provided that such written request is received by the Company no later than **06 May 2010** either by fax to +43 1 878 55 206 or at Operngasse 17– 21, 1040 Vienna, Attention: Investor Relations department, Ms. Kerstin Schabhüttl, or by e-mail to [kers-tin.schabhuettl@update.com](mailto:kersten.schabhuettl@update.com), where the written request must be attached to the e-mail, for example as a PDF. For bearer shares held in a securities account, presentation of a confirmation

of a securities account pursuant to Section 10a Austrian Stock Corporation Act, which is not older than seven days when presented to the Company, will suffice as proof of shareholder status for the exercise of these shareholder rights. Please see the explanations regarding the right to participate with respect to the remaining requirements for confirmations of a securities account.

Upon request, each shareholder must be given information about the Company's affairs in the ordinary shareholders' meeting if such information is required for properly assessing an agenda item.

Additional information about these shareholder rights pursuant to Sections 109, 110, 118 and 119 of the Austrian Stock Corporation Act are available effective immediately at the Company's website, [www.update.com](http://www.update.com).

### **DUE DATE FOR SUBMITTING EVIDENCE AND PARTICIPATION IN THE ORDINARY SHAREHOLDERS' MEETING**

The right to participate in the ordinary shareholders' meeting and to exercise voting rights and the remaining shareholder's rights to be asserted during the ordinary shareholders' meeting is based on the shares held as of the end of **08 May 2010** (final submission date).

Only persons who are shareholders on this date and who provide evidence thereof to the Company are authorized to participate in the ordinary shareholders' meeting.

For bearer shares held in a securities account, a confirmation of securities account pursuant to Section 10a of the Austrian Stock Corporation Act, which must be received by the Company no later than **12 May 2010** solely at one of the following addresses, suffices as evidence of the shareholding as of the final submission date.

By postal mail      update software AG  
Investor Relations  
ATTN: Ms. Kerstin Schabhüttl  
Operngasse 17-21  
1040 Vienna  
Austria

By SWIFT            GIBAATWGGMS  
(Message type MT599; ISIN AT0000747555 must be included in the text)

By fax:              +43 1 8900 500 - 51

By E-Mail:          [anmeldung.update@hauptversammlung.at](mailto:anmeldung.update@hauptversammlung.at); whereby the written securities account confirmation must be attached to the e-mail, for example as a PDF

### **Securities account confirmation pursuant to Section 10a Austrian Stock Corporation Act**

The securities account confirmation must be issued by the custodial bank domiciled in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- Information regarding the issuer: Name/company name and address or a standard code used in transactions between banks (SWIFT code),
- Information regarding the shareholder: Name/company name, address, date of birth for natural persons, if applicable, the registry and registry number for legal entities,
- Information regarding the shares: Number of shares held by the shareholder, ISIN AT0000747555,
- Securities account number or other designation,
- Date to which the securities account confirmation relates.

The securities account confirmation as proof of the shareholding must relate to the aforementioned final submission date of **08 May 2010**.

Securities account confirmations will be accepted in German or English.

Shareholders will not be blocked by registering for the ordinary shareholders' meeting or by sending a securities account confirmation; shareholders will therefore continue to have free disposal over their shares even after registering or sending a securities account confirmation.

### **REPRESENTATION BY PROXIES**

Each shareholder authorized to participate in the ordinary shareholders' meeting has the right to appoint a representative, who participates in the ordinary shareholders' meeting in the shareholder's name and who has the same rights as the shareholder that he/she represents.

Section 10a (3) of the Austrian Stock Corporation Act applies mutatis mutandis for the submission of such declaration of appointment.

The proxy must be issued to a specified person (a natural person or legal entity) in writing.

The proxy must be sent to the Company solely at one of the following addresses:

By postal mail      update software AG  
Investor Relations  
ATTN: Ms. Kerstin Schabhüttl  
Operngasse 17-21  
1040 Vienna,  
Austria

By facsimile: +43 1 8900 500 - 51

By e-mail: [anmeldung.update@hauptversammlung.at](mailto:anmeldung.update@hauptversammlung.at) whereby the written proxy must be attached to the e-mail, for example as a PDF

In person: upon registration for the ordinary shareholders' meeting at the meeting site

A proxy form will be sent upon request and is available at the Company's website at [www.update.com](http://www.update.com).

If a shareholder has issued a proxy to the shareholder's custodial bank, it suffices if, in addition to the securities account confirmation, the bank indicates that it has been issued a proxy.

#### **Total number of shares and voting rights**

As of the date of the notification of the convening of the ordinary shareholders' meeting, the Company's share capital was divided into 11,568,889 no-par shares. Each share grants one vote. As of the date of the notification of the convening of the ordinary shareholders' meeting, the Company held 309,111 own shares. These shares do not grant any rights. As of the date of the notification of the convening of the ordinary shareholders' meeting, the total number of participating and voting shares was 11,259,778.

Vienna, April 2010

The Management Board