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[INVITATION]

Invitation to the
Annual General Meeting of Shareholders

May 15, 2009
Ludwig-Erhard-Haus, Berlin

– This translation from the German original into English has been provided for your convenience. The German text is exclusively binding and valid for all purposes. –

Beta Systems Software Aktiengesellschaft, Berlin

Securities code number: 522 440

ISIN: DE0005224406

Invitation to the Regular Annual General Meeting of Shareholders

We herewith invite our shareholders to the

Regular Annual General Meeting of Shareholders

which will take place on

Friday, May 15, 2009, at 10 a.m.

in Ludwig-Erhard-Haus, Fasanenstraße 85, D-10623 Berlin.

- 1. Presentation of the adopted annual financial statements of Beta Systems Software AG as at December 31, 2008, of the adopted annual financial statements at Group level and of the Combined Management Report on the Group and the Parent Company as per December 31, 2008, with the explanatory report on information provided in accordance with Sections 289 para. 4 and 315 para. 4 of the German Commercial Code and the summarized report of the Supervisory Board of Beta Systems Software Aktiengesellschaft for the financial year 2008**

The aforementioned documentation is on display in the premises of Beta Systems Software AG in D-10559 Berlin, Alt-Moabit 90d, for viewing by the shareholders and available for downloading from the company website under www.betasystems.com. It will also be sent to shareholders upon request.

2. Resolution on granting discharge to the Management Board for the financial year 2008

The Supervisory Board and the Management Board propose that the acting members of the Management Board be discharged for the fiscal year 2008.

3. Resolution on granting discharge to the Supervisory Board for the financial year 2008

The Supervisory Board and the Management Board propose that the acting members of the Supervisory Board be discharged for the fiscal year 2008.

4. Selection of the independent auditor for the separate financial statements and for the consolidated financial statements for the fiscal year 2009, as well as for the auditing of the condensed financial statements and interim management report of the half-yearly report 2009 in accordance with Section 37w para. 5 in conjunction with Section 37y no. 2 German Securities Trading Act (WpHG)

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin,

- a) be mandated as independent auditor for the annual financial accounts and for the consolidated financial accounts for the fiscal year 2009 and
- b) as the independent auditor for the auditing of the condensed financial statements and the interim management report of the half-yearly report 2009, in as much as a decision is passed for a voluntary audit in accordance with Section 37w para. 5 in conjunction with Section 37y no. 2 German Securities Trading Act.

5. Resolution on the authorization of the Management Board for the purchase and use of own (treasury) shares pursuant to Section 71 para. (1) no. 8 of the German Stock Corporation Act (AktG) and for the exclusion of subscription right and right of tender

The Management Board and the Supervisory Board propose that the following resolution be approved:

- a) Beta Systems Software Aktiengesellschaft shall be authorized to buy back the Company's own shares up to a maximum amount of 10% of the current share capital. At no time may the shares purchased, together with other treasury shares in the possession of the Company or attributable to it under Sections 71a et. seq. of the German Stock Corporation Act, exceed 10 % of the share capital, neither at the time of the coming into force of this authorization nor, should this value be lower, at the time when the current authorization is exercised. The authorization may not be used for the purpose of trading in the shares of the Company.
- b) The authorization is valid until November 14, 2010
- c) The purchase is to be carried out at the choice of the Management Board via the stock exchange or through an offer to purchase publicly addressed to all shareholders or by way of a public invitation to tender such offer.
- d) In the event of purchase via the stock exchange, the purchase price may not exceed or fall below more than 10% of the average closing auction price (excluding transaction costs) of the share of Beta Systems Software Aktiengesellschaft in Xetra trading (or a successor system) on the Frankfurt Stock Exchange on the five preceding stock exchange days respectively.
- e) In the event of a public offer to purchase or any public invitation to tender an offer to purchase, the Company may determine the price or a price range for the purchase. If purchase is made via a public offer to purchase or a public invitation to tender an offer to purchase, the purchase price or the threshold of the purchase price range per share (excluding transaction costs) may not exceed or fall below 10% of the average closing auction price of the share of Beta Systems Software Aktiengesellschaft in Xetra trading (or a successor system) on the Frankfurt Stock Exchange in the five stock exchange trading days prior to the day when the offer to purchase is announced or the public invitation to tender an offer is made. If, following the publication of an offer to purchase or a public invitation to tender an offer to purchase, there are considerable divergences from the determinant price, the offer or the invitation to tender such offer

can be adjusted. In this case, the average price of the five stock exchange trading days prior to the publication of such adjustment will be used as a basis. The offer to purchase or the invitation to tender such offer may specify further terms and conditions.

If the number of shares of Beta Systems Software Aktiengesellschaft offered for purchase exceeds the number of shares earmarked by the Company for the public offer to purchase or if, in the event of invitation to tender, there are a number of identical offers which cannot all be accepted, acceptance will be carried out by way of quota. A pre-emptive acceptance of lower numbers of shares up to a maximum of 100 units for the purchase of shares offered per shareholder, as well as rounding up customary in commercial practice to avoid arithmetical fractions of shares, may be provided for. In as much, the shareholder's right of tender may be excluded or restricted.

This authorization may be used in a combination of the aforementioned purchase options.

f) The Management Board is authorized to use the shares of the Company acquired based on this or an earlier authorization for all legally permissible purposes, especially the following and, in so doing, to exclude the subscription right of shareholders:

aa) The Management Board shall be authorized to retract the Company's shares, subject to approval by the Supervisory Board without further resolution by the Annual General Meeting. Retraction will result in capital reduction. In divergence herefrom, the Management Board may determine that the share capital remain unchanged upon retraction and that the proportion of the remaining units in the share capital be raised instead pursuant to Section 8 para. 3 German Stock Corporation Act (simplified retraction procedure pursuant to 237 para. 3 no. 3 German Stock Corporation Act). The retraction can be limited to part of the shares purchased. The authorization to retract shares can be used once or several times. If retraction is made by way of simplified procedure, the Management Board is authorized to

adjust the number of shares in the Articles of Association accordingly.

bb) The sale can be carried out via the stock exchange, with shareholder subscription rights being excluded.

cc) The Company's shares may also be sold through a procedure other than via the stock exchange or through an offer made to all shareholders, with shareholder subscription rights being excluded. The prerequisite for this measure is that the shares purchased are sold at a price which is not significantly lower than the stock exchange price of shares of the Company at the time when the sale is transacted. This authorization is limited to shares in a proportionate amount of the share capital which does not exceed 10% of the share capital in total neither at the time of the coming into force of this authorization nor, should this value be lower, at the time when it is exercised. The maximum of 10% of the share capital will be reduced by the proportionate amount of the share capital to which the respective shares are attributable and which are issued during the period of this authorization in the context of a capital increase, to the exclusion of the subscription rights, pursuant to Section 186 para. 3 sentence 4 German Stock Corporation Act. The maximum of 10% of the share capital will be additionally reduced by the proportionate amount of the share capital to which the respective shares are attributable and which are issued during the period of this authorization in the context of servicing option and/or convertible bonds in as much as the debentures are issued during the period of this authorization, to the exclusion of subscription rights, pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act.

dd) Moreover, the shares can be offered and/or granted to third parties as part of acquiring companies, parts of a company or of participating interests in companies or of industrial property rights. In this case, the Management Board may exclude subscription rights subject to approval by the Supervisory Board.

ee) The Management Board is authorized to offer treasury shares for subscription to shareholders on the basis of an offer directed at all shareholders in observance of the principle

of equal treatment (Section 53a German Stock Corporation Act). In this case, the Management Board may exclude subscription rights for excess amounts, subject to approval by the Supervisory Board.

ff) Treasury shares can be used to fulfill the rights of holders of convertible and option debentures issued by the Company or Group companies.

g) The aforementioned authorization for the purchase and sale of the Company's shares may be exercised fully or in part, once all several times, in the pursuit of one or several purposes by the Company or by third parties acting on behalf of the Company.

6. Resolution on the creation of New Authorized Capital 2009 with the option of excluding subscription rights and the insertion of a new Article 4 para. (8) into the Articles of Association

The Company currently does not dispose of authorized capital. The Management Board and the Supervisory Board propose that new Authorized Capital for 2009 be created and a resolution passed as follows:

a) In addition, subject to approval by the Supervisory Board, the Management Board shall be authorized to raise the share capital in the period up to May 14, 2014 once or several times by issuing up to a total of 6,644,457 new registered shares against cash and/or non-cash contribution once or several times by up to a maximum of € 8,637,794.10 (Authorized Capital 2009). Shareholder subscription rights are to be granted to the shareholders fundamentally by way of indirect subscription (Section 186 para. 5 German Stock Corporation Act). The Management Board shall, however, be authorized, subject to approval by the Supervisory Board, to exclude subscription rights of the shareholders in the following cases:

- for excess amounts arising as a result of the subscription ratio;
- in as much as it is necessary, with a view to granting subscription rights to the bearers of conversion or option rights to shares of the Company and/or holders of

convertible bonds with embedded conversion obligations to the extent to which they would be entitled to upon exercising these rights or fulfillment of conversion obligations;

- in the case of capital increases against cash contribution, when shares of the Company are traded on the stock exchange, the capital increase does not exceed 10% of the share capital, neither at the time of the coming into force of this authorization nor when it is exercised, and the issuing amount of the new shares is not significantly below the stock market price of the Company's shares in the same class with the same features already traded on the stock exchange. The amount attributable to the shares issued or sold on the basis of another respective authorization, to the exclusion of subscription rights, in direct or appropriate application of Section 186 para. 3 sentence 4 German Stock Corporation Act is to be counted towards the amount of 10% of the share capital. Moreover, shares issued or to be issued to service debentures with attached conversion and/or option rights or conversion obligations are also to be counted towards this restriction in as much as the debentures were issued during the term of this authorization, to the exclusion of subscription rights, in appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. Furthermore, the sale of the Company's shares shall be included in this restriction if such sale was carried out during the term of this authorization, to the exclusion of subscription rights, pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act; within the meaning of this authorization, the issuing amount deemed applicable in the event of the new shares being taken over by an issuing broker with the broker's obligation to offer the new shares to one or several third parties determined by the Company shall be the amount to be paid by the third party/parties;
- in the event of capital increase against contribution in kind, in particular the granting of shares as part of the acquisition of a company, parts of a company or of participating investments in companies or industrial property and similar rights such as, for instance, patents, brands, utility patents or licenses pertaining hereto, as well as copyrighted usage rights or other non-cash contributions. The capital increase may not exceed 25% of the share capital, neither

at the time of the coming into force of this authorization nor at the time when it is exercised. The amount attributable to the shares issued or sold on the basis of another respective authorization, to the exclusion of subscription rights, in direct or appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act is to be counted towards the amount of 25% of the share capital. Moreover, shares issued or to be issued to service debentures with attached conversion and/or option rights or conversion obligations are also to be counted towards this restriction in as much as the debentures were issued during the term of this authorization, to the exclusion of subscription rights, in appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. Furthermore, the sale of the Company's shares shall be included in this restriction if such sale was carried out during the term of this authorization, to the exclusion of subscription rights, pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act;

- b) The new shares shall participate in profit from the start of the fiscal year for which, at the time when they were issued, the Annual General Meeting of Shareholders had not yet passed a resolution on the appropriation of retained earnings. The Management Board is authorized, subject to approval by the Supervisory Board, to determine the content of the share rights and the terms and conditions under which shares are to be issued.
- c) New Authorized Capital 2009 shall be created by entering a new Article 4 para. 8 into the Articles of Association which is to be worded as follows:

“Subject to approval by the Supervisory Board, the Management Board is authorized to raise the share capital in the period up to May 14, 2014 once or several times by issuing up to a maximum of 6,644,457 new registered shares against cash and/or non-cash contribution once or several times by up to a maximum of € 8,637,794.10 (Authorized Capital 2009). As part of this procedure, the shareholders are to be given subscription rights which are fundamentally granted by way of indirect subscription right (Section 186 para. 5 of the German Stock Corporation Act). The Management

Board shall, however, be authorized, subject to approval by the Supervisory Board, to exclude the subscription rights of the shareholders in the following cases:

- for excess amounts arising as a result of the subscription ratio;
- in as much as it is necessary, with a view to granting subscription rights to the bearers of conversion or option rights to shares of the Company and/or holders of convertible bonds with embedded conversion obligations to the extent to which they would be entitled to upon exercising these rights or fulfillment of conversion obligations;
- in the case of capital increases against cash contribution, if shares of the Company are traded on the stock exchange, the capital increase does not exceed 10% of the share capital, neither at the time of the coming into force of this authorization nor when it is exercised, and the issuing amount of the new shares is not significantly below the stock market price of the Company's shares in the same class and with the same features already traded on the stock exchange. The amount attributable to the shares issued or sold on the basis of another respective authorization, to the exclusion of subscription rights, in direct or appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act is to be counted towards the amount of 10% of the share capital to the extent that this is required under the law. Moreover, shares issued or to be issued to service debentures with attached conversion and/or option rights or conversion obligations are also to be counted towards this restriction in as much as the debentures were issued during the term of this authorization, to the exclusion of subscription rights, in appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. Furthermore, the sale of the Company's shares shall be included in this restriction if such sale was carried out during the term of this authorization, to the exclusion of subscription rights, pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act; within the meaning of this authorization, the issuing amount deemed applicable in the event of the new shares being taken over by an issuing broker with the broker's obligation to offer the

new shares to one or several third parties determined by the Company shall be the amount to be paid by the third party/parties;

- in the event of capital increase against contribution in kind, in particular the granting of shares as part of the purchase of a company, parts of a company or of participating investments in companies or industrial property rights such as, for instance, patents, brands, utility patents or licenses pertaining hereto, as well as copyrighted usage rights or other non-cash contributions. The capital increase may not exceed 25% of the share capital, neither at the time of its coming into force nor at the time when this authorization is exercised. The amount attributable to the shares issued or sold on the basis of another respective authorization, to the exclusion of subscription rights, in direct or appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act is to be counted towards the amount of 25% of the share capital. Moreover, shares issued or to be issued to service debentures with attached conversion and/or option rights or conversion obligations are also to be counted towards this restriction in as much as the debentures were issued during the term of this authorization, to the exclusion of subscription rights, in appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. Furthermore, the sale of the Company's shares shall be included in this restriction if such sale was carried out during the term of this authorization, to the exclusion of subscription rights, pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act.

The new shares shall participate in profit from the start of the fiscal year for which, at the time when they were issued, the Annual General Meeting of Shareholders had not yet passed a resolution on the appropriation of retained earnings. Moreover, the Management Board is authorized, subject to approval by the Supervisory Board, to determine the content of the share rights and the terms and conditions under which shares are to be issued.

The Supervisory Board is authorized to amend the version of Article 4 paras. 1, 2 and 8 of the Articles of Association in accordance with the scope of the respective capital increase from Authorized Capital.”

7. Resolution on amendments to Articles 12 para. 3, 13 para. 2 and 13 para. 3 of the Articles of Association of Beta Systems Software AG owing to possible pending changes in the law in the context of the passing of legislation on shareholders’ rights (Aktionärsrechterichtlinie-Umsetzungsgesetz)

On November 5, 2008, German Federal Cabinet approved the bill for the implementation of the German Shareholders’ Rights Directive (Aktionärsrechterichtlinie (ARUG)) which is to enter into force in 2009.

Among other issues, ARUG is to introduce new regulations on the statutory deadlines for the convening of and registering for annual general meetings and the regulations for the calculation of deadlines and dates.

Owing to imponderabilities in the context of the legislation procedure and with regard to possible amendments at a later date, the Management Board and Supervisory Board consider it expedient to change the Articles of Association to reflect the fact that decisions will be made in future based on the “statutory deadlines applicable”.

Furthermore, the formal requirements for proxy are to be simplified. The respective amendment to the Articles of Association is to be made in anticipation of the projected amendments by ARUG and approved at this early date in order to be able to arrange the regular Annual General Meeting 2010 on the basis of the law then applicable. The amendment to the Articles of Association is only to be entered into the Register of Companies, thereby becoming effective, at the time when ARUG has effectively come into force with the projected content.

The Management Board and the Supervisory of Board Beta Systems Software AG propose that following resolution be passed:

- a) Article 12 para. 3 of the Articles of Association will be generally amended as follows:

“(3) The statutory provisions shall apply to the convening of the Annual General Meeting and the deadlines for such convening.”

Article 12 para. 3 of the Articles of Association is currently worded as follows:

“(3) The convening of a Meeting must be announced, with specific reference being made to the agenda, at least thirty days prior to the date upon conclusion of which shareholders are required to register for the General Meeting of Shareholders.”

b) Article 13 para. 2 and 4 of the Articles of Association will be generally amended as follows:

“(2) Only shareholders who, on presentation of evidence regarding their share ownership, have registered, either with the Company or one of the entities specified in the invitation, in good time prior to the General Meeting of Shareholders and prior to expiry of the deadline determined under the law shall be entitled to participate in the Annual General Meeting of Shareholders.”

“(4) The statutory provisions shall apply to the calculation of deadlines and dates to be backdated from the Annual General Meeting of Shareholders.”

Article 13 paras. 2 and 4 of the Articles of Association are currently worded as follows:

“(2) Attendance at the General Meeting of Shareholders and the exercising of voting rights shall be permissible only for those shareholders who, on presentation of evidence regarding their share ownership, have registered, either with the Company or one of the entities specified in the invitation, by the end of the seventh day prior to the General Meeting of Shareholders.”

“(4) If the final day of the registration deadline falls on a Saturday, Sunday, or a statutory holiday at the location in which

the Company has its registered head office, the last working day prior to the aforementioned date shall replace the day specified in the provisions set out above.”

c) Article 16 para. 1 of the Articles of Association will be generally amended as follows:

“(1) Each individual share certificate confers the right to one vote. The shareholders are entitled to appoint a proxy to represent them at the Annual General Meeting and for the exercising of their voting rights. In as much as authorization is not granted to a person or institution specified under Section 135 German Stock Corporation Act, the granting of proxy, its cancellation and proof of proxy presented to the Company must be set down in writing. Proof of authorization may also be sent to the Company by way of electronic communication specified by the Management Board and made known when the Annual General Meeting is convened.”

The Management Board has been instructed to apply for entry into the Register of Companies in respect of the new version of Article 16 para. 1 of the Articles of Association only when Section 134 para. 3 German Stock Corporation Act in the respective version of the bill on the implementation of the Shareholders Rights Directive (ARUG) dated November 5, 2008, has been announced by the Federal Law Gazette and enacted under the law.

Article 16 para. 1 of the Articles of Association is currently worded as follows:

“(1) Each individual share certificate confers the right to one vote. The voting right may be exercised by a proxy. Authorization may be given in writing, by (computer) fax, or by electronic means (e-mail). If there is any doubt about such authorization, the Company shall be entitled to request proof which shall be furnished in writing.

8. Resolution for approval on the control and profit transfer agreement between Beta Systems Software AG, Berlin and SI Software Innovation GmbH, Neustadt

At the start of 2007, Beta Systems Software AG took over 100% of the shares in Neustadt-based SI Software Innovation GmbH.

SI Software Innovation GmbH as an independent company and Beta Systems Software AG as the controlling company signed a Control and Profit Transfer Agreement on January 5, 2009. To become effective, this Agreement requires the approval of the Annual General Meeting of the shareholders of SI Software Innovation GmbH and the approval of the Annual General Meeting of the shareholders of Beta Systems Software AG.

The Annual General Meeting of the shareholders of SI Software Innovation GmbH approved the Control and Profit Transfer Agreement by way of resolution dated March 23, 2009. The Management Board and the Supervisory Board of Beta Systems Software AG propose that the following resolution be passed:

The Control and Profit Transfer Agreement dated January 5, 2009, concluded between SI Software Innovation GmbH, Neustadt, and Beta Systems Software AG, Berlin, is approved.

The Control and Profit Sharing Agreement is worded as follows:

“Control and Profit Sharing Agreement

The following

Control and Profit Transfer Agreement

is agreed between

Beta Systems Software AG, Alt-Moabit 90 d, D-10559 Berlin, entered into the Register of Companies of the District Court of Berlin-Charlottenburg under HRB 38874, represented by Messrs Kamyar Niroumand and Gernot Sagl, Members of the Management Board,

and

SI Software Innovation GmbH, Europastr. 3, D-67433 Neustadt an der Weinstraße, entered into the Register of Companies of the District Court of Ludwigshafen am Rhein for the Local District Court Neustadt an der Weinstraße under HRB 42358, hereinafter called Subsidiary, represented by managing directors Messrs Richard Racs and Harald Podzuweit.

Section 1 Management

The Subsidiary subordinates the management of its company to Beta Systems Software AG.

Section 2 Right to issue Instructions

- (1) Beta Systems Software AG is entitled to issue all instructions it deems appropriate to the managers of the Subsidiary in respect of their management of the Subsidiary. Instructions are to be issued in writing or by telefax or, if issued orally, by telephone, by telex or by electronic mail, must be confirmed promptly in writing or by telefax. In any event, it must be ensured that instructions issued are documented in an appropriate form easily accessible at any time by both contractual parties.
- (2) The right to issue instructions does not cover the right to amend this Agreement, renew or terminate it.

Section 3 Profit Transfer

- (1) The Subsidiary shall transfer its whole profit to Beta Systems Software AG for the duration of the Agreement. Profit is defined as net income, reduced by any loss carryforward from the previous year, which would have been generated under the pertinent provisions of German commercial law without the profit transfer.
- (2) Upon approval by Beta Systems Software AG, the Subsidiary may transfer amounts from net income to revenue reserves (Section 272 para. 3 German Commercial Code (HGB)) to the extent permissible under German commercial law and as deemed appropriate in application

of reasonable commercial judgment. The claim to profit transfer arises at the end of the respective fiscal year. It is due and payable at the value determined at this time.

Section 4 Assumption of Loss

- (3) In accordance with Section 302 para. 1 German Stock Corporation Act, Beta Systems Software AG shall undertake to settle any annual net loss for the duration of the Agreement in as much as such loss is not settled through amounts withdrawn from other revenue reserves apportioned to such reserves during the duration of the Agreement. The claim to settlement of loss arises at the end of the respective fiscal year. It is due and payable at the value ascertained at this time.
- (4) Moreover, Section 302 German Stock Corporation Act shall be applicable in the respectively valid version.

Section 5 Commencement, Duration, Entering into Force

- (1) The Agreement shall come into force upon its entry into the Register of Companies at the principal place of business of the Subsidiary and, in respect of the obligation to transfer profit, shall commence with retrospective effect on January 1, 2009.
- (2) To become effective, this Agreement requires the approval of the Annual General Meeting of the shareholders of Beta Systems Software AG and the approval of the Annual General Meeting of the shareholders of the Subsidiary.
- (3) The Agreement can be regularly terminated for the first time in observance of the written form and subject to a period of notice of one month to the end of the year, the expiry of which will mark the fulfillment of the tax-related minimum term by the fiscal affiliated entity (currently five years under the law, Section 14 para. 1 no. 3 in conjunction with Section 17 German Corporate Tax Act (Körperschaftsteuergesetz)). If the Agreement is not terminated it will renew automatically for one more year with the same period of notice.

(4) Moreover, there is the possibility of terminating the Agreement in writing for an important reason. Important reasons are defined specifically as being the sale or integration of the Subsidiary by Beta Systems Software AG or of the merging, hiving off or liquidation of one of the two parties.

Section 6 Severability Clause

If individual provisions of this Agreement are or become invalid or unenforceable, this shall not affect the validity of the remaining provisions of this Agreement. The invalid or unenforceable provision shall be replaced by a provision which comes closest to the intended business purpose of the invalid or unenforceable clause as is permissible under the law."

The Management Board of Beta Systems Software AG and the managing directors of SI Software Innovation GmbH have submitted a joint report pursuant to Section 293a of the German Stock Corporation Act in which the concluding of the Control and Profit Transfer Agreement, the details of the Control and Profit Transfer Agreement, in particular the type and amount of settlement pursuant to Section 304 German Stock Corporation Act and settlement pursuant to Section 305 German Stock Corporation Act, are explained as to their legal and commercial content and substantiated. Regarding the option of shareholders to view this report, reference is made to the section entitled "Availability and Presentation of Documentation"

Report of the Management Board to the Annual General Meeting on the exclusion of subscription rights proposed under Agenda Item 5 in accordance with Sections 71 para. 1 sentence 8, 186 para. 4 sentence 2 of the German Stock Corporation Act:

"Agenda Item 5 comprises the proposal of authorizing the Company to acquire its own shares for itself or via third parties acting on its behalf until November 14, 2010 up to a maximum of 10% of the current share capital.

Section 71 para. 1 no. 8 of the German Stock Corporation Act permits provision for other forms of acquisition beyond typical

acquisition and sale via the stock exchange. The Company is to avail itself of this option.

Along with purchase via the stock exchange, the Company is to have the option of purchasing own shares by way of a public offering addressed to the shareholders of the Company (tender procedure) or the public request to tender such an offer. In this process, the equality principle in respect of shares laid down under German stock corporation law is to be observed. In respect of this option, the addressees of the offer can decide how many shares and, in establishing a price range, at what price they would like to offer the shares. If the volume offered at a fixed price exceeds the number of shares requested by the Company, allotment of the acceptance of the offer for sale must be carried out on a pro-rata holding basis. It shall, however, be possible to provide for preferential acceptance of small offers or small parts of offers up to a maximum of 100 shares. On the one hand, this option serves to avoid generally commercially unviable residual amounts and an associated potential de facto disadvantage to small shareholders and, on the other, to simplify the technical handling of the process of acquisition. Finally, in all cases, rounding up in accordance with customary commercial practice to avoid arithmetical fractions of shares is to be permitted. In as much, the proportion purchased and/or the number of the shares to be acquired from the individual tendering shareholder is to be rounded up as is appropriate to make the acquisition of whole shares possible from technical standpoint. In the aforementioned cases, the exclusion of any further rights of tender beyond this is necessary and, in the opinion of the Management Board and the Supervisory Board, justified for the reasons cited above and appropriate in relation to the shareholders.

The Company's shares purchased may be used for all legally permissible purposes, in particular the following:

The sale of such shares acquired may be carried out against non-cash contribution to the exclusion of subscription rights of shareholders. The Company will thus be in a position to offer its shares as compensation within the scope of business combinations or in connection with the acquisition of companies, parts of companies or participating interests in companies. In as much, reference is made to the report on Agenda Item 6.

The proposal for resolution also includes the authorization to sell the Company's shares purchased outside the stock exchange against cash contribution to the exclusion of subscription rights. The prerequisite for this measure is that the shares are sold against cash payment at a price which is not significantly lower than the stock exchange price of shares of the Company at the time when the sale is transacted. In having this authorization, the Company avails itself of the option of alleviated exclusion of subscription rights permitted under Section 71 para. 1 no. 8 of the German Stock Corporation Act in requisite application of Section 186 para. 3 sentence 4 of this Act. The concern about protecting the shareholders against dilution has been taken into account by permitting the shares to be sold only at a price which is insignificantly lower than the determinant stock exchange price. The determining of the final sales price of the Company's shares will be carried out within the period directly prior to sale. The Management Board shall set any eventual discount as low as possible in accordance with market conditions at the time when placement is carried out. The discount on the stock exchange price at the time when authorization is exercised will in any event be no more than 10% of the actual stock exchange price. This authorization is, however, only applicable with the proviso that the total amount of shares issued, to the exclusion of subscription rights, pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act does not exceed 10% of the share capital, neither at the time of coming into effect of this authorization nor at the time when it is exercised. Shares issued during the term of this authorization from Authorized Capital to the exclusion of subscription rights pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation (AktG) are to be counted towards this 10% ceiling in respect of the share capital. Furthermore, shares issued or to be issued to service debentures to be approved with attached convertible and/or option rights or conversion obligations are to be counted towards this ceiling of 10% of share capital in as much as the debentures were issued during the term of this authorization, excluding subscription rights, in appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. This restriction and the fact that the issue price must be oriented toward the stock exchange price serves to appropriately safeguard the assets and voting right interests of the shareholders. The shareholders have the fundamental option

of maintaining their holding amounts through the purchase of shares of Beta Systems Software Aktiengesellschaft via the stock exchange. This authorization is in the interest of the Company in that it widens the scope of its flexibility. In particular, it enables shares to be issued in a more targeted way to cooperation partners or financial investors.

The authorization to offer and/or grant shares to third parties for the purpose of acquiring companies, parts of companies or participating interests in companies or industrial property rights is to enable the Management Board to acquire such assets, if suitable, against the shares of Beta Systems Software Aktiengesellschaft. The Management Board's intention is, on the one hand, that this measure will enable it to implement its strategy more swiftly and to bring about growth whenever this cannot be achieved through the Company's own strength, or at the desired speed, by having the additional option of being able to acquire companies, parts of companies or participating interests in companies. On the other hand, the Board wishes to continue to promote the in-house development of software products through the expedient purchase of intellectual property rights. As part of its development, Beta Systems Software AG produces a wide range of software products which it develops itself and which are fundamentally free of proprietary rights of third parties. In some cases it may be commercially expedient or even necessary to secure, for instance, the use of software products and processes to which third parties have proprietary rights by concluding the respective license agreements. Software products developed in-house are protected by the pertinent legal measures. To this end, the exclusion of subscription rights is a necessary prerequisite. The intended authorization sets in place the preconditions for the Management Board to act swiftly and flexibly, subject to approval by the Supervisory Board, to opportunities arising and to use the shares of the Company.

Furthermore, the authorization provides for the possibility of the shares of the Company to be used to service option and/or conversion rights from convertible and/or option debentures which are issued on the basis of an authorization to be given by the Annual General Meeting of Shareholders. The use of own shares for the servicing of such rights has the advantage for shareholders and the Company of the share capital

not having to be raised and of avoiding the dilution of shareholders' holdings. As regards the Company, the advantage of using its own shares is that admission of new shares is not required as these shares are already admitted for trading. This means that costs can be saved and the exercising of subscription rights can be curtailed in terms of time and simplified.

Ultimately, the authorization creates the option of partially excluding the subscription rights of shareholders in the event of selling shares by offering them to all shareholders in favor of holders of debentures with option or conversion rights. This sets in place the possibility of granting subscription rights to holders of option and conversion rights already in existence at this time as dilution protection in lieu of reducing the option and/or conversion price.

In this process, the restriction to 10% of the share capital at the time when the resolution is passed, as prescribed by the law pertaining to the total volume of the share option program, is not to be exceeded.

Shares of the Company acquired within the scope of this authorization are to be retired by the Company without a new resolution being passed by the Annual General Meeting of Shareholders. In accordance with Section 237 para. 3 no. 3 German Stock Corporation Act, the Annual General Meeting of the shareholders of the Company can pass a resolution on the retraction of their fully paid-up shares without it being necessary to lower the share capital of the Company. The proposed authorization provides explicitly for this alternative, alongside retraction with capital reduction. With retraction of the Company's own shares without capital reduction, the arithmetical portion of the remaining shares in the share capital of the Company automatically increases. For this reason, the Management Board is also to be authorized to make the necessary amendments to the Articles of Association in respect of a change in the number of shares resulting from the retraction.

Such authorization for the retraction of the Company's shares is customary and expedient if it emerges that the Company cannot or does not wish to sell its own shares in the long term. It permits the Company to respond flexibly and appropriately

to changed capital market situations and its own financing needs.

The Management Board will inform the next Annual General Meeting on the utilization of authorization.”

Report of the Management Board to the Annual General Meeting of Shareholders on the exclusion of subscription rights pursuant to Sections 203 para. 2 sentence 2, 186 para. 4 sentence 2 of the German Stock Corporation Act:

“The proposed resolution for the creation of Authorized Capital 2009 fundamentally provides for offering the new shares to the shareholders for subscription. The Management Board, however, shall be authorized, subject to approval by the Supervisory Board, to exclude the subscription rights of the shareholders.

The authorization of the Management Board, subject to approval by the Supervisory Board, to accept fractional amounts from subscription rights is necessary in order to be able to ascertain a technically implementable exchange ratio. The free fractional amounts in respect of shares excluded from the subscription rights of shareholders shall be realized through sale on the stock exchange or through another medium in the best interest of the Company. The potential dilution effect is low owing to the restriction on fractional amounts. The Management Board and the Supervisory Board consider the exclusion of subscription rights for these reasons to be objectively substantiated and appropriate in relation to the shareholders.

Furthermore, the Management Board shall be given the option, subject to approval by the Supervisory Board, to exclude the subscription rights of the shareholders in order to grant subscription rights to the bearers or the holders of convertible or option rights or convertible debentures with conversion obligations to be approved to the extent to which they would be entitled upon exercising the conversion or option rights or upon fulfillment of the conversion obligations. In the event that authorization is exercised, this allows for preventing the necessity of lowering the option and conversion price for holders of already existing option and conversion rights according to the option and conversion terms.

In addition, there is to be the possibility of excluding the subscription right in respect of Authorized Capital 2009 if the volume fixed and the other requirements for excluding subscription rights are fulfilled pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act. Any discount on the actual stock market price will in all probability not be in excess of 10% of the stock exchange price. This option of excluding the subscription right is to enable Administration to take advantage of a favorable stock market situation at short notice, thereby achieving as high an issue amount as possible through market-oriented pricing and thus the greatest possible strengthening of the equity base. Experience has shown that, owing to scope for swifter action, this type of capital increase leads to a higher inflow of funds than a comparable capital increase with subscription rights of the shareholders. It is therefore in the well-understood interest of the Company and of the shareholders. This action may lead to a decrease in the relative holding amounts and the relative voting rights of the existing shareholders who, however, have at the same time, the option of retaining their relative holding and their relative voting rights through purchasing the requisite number of shares via the stock exchange.

Such a capital increase may not exceed 10% of the share capital. Shares issued or to be issued to service debentures with attached conversion and/or option rights or conversion obligations are to be counted towards this 10% of share capital in as much as the debentures were issued during the term of this authorization, to the exclusion subscription rights, in appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. Furthermore, the sale of shares of the Company shall be included in this restriction if such sale was carried out during the term of this authorization, to the exclusion of subscription rights, pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act.

The authorization of raising the share capital, subject to approval by the Supervisory Board, against non-cash contribution for the acquisition of companies, parts of companies or of participating interests in companies or of industrial property rights such as, for instance, patents, brands, utility patents or licenses pertaining hereto, as well as copyrighted usage rights or other contributions in kind (assets), is intended to

enable the Management Board to acquire such assets, if suitable, against the shares of Beta Systems Software Aktiengesellschaft. The Management Board's intention is that, through the creation of this Authorized Capital 2009, it will, on the one hand, be in a position to implement its strategy more swiftly and to bring about growth whenever this cannot be achieved through the Company's own strength, or at the desired speed, by having the additional option of being able to acquire companies, parts of companies or participating interest in companies. On the other hand, the Board wishes to continue to promote the in-house development of software products through the expedient purchase of intellectual property rights. As part of its development, Beta Systems Software AG produces a wide range of software products which it develops itself and which are fundamentally free of proprietary rights of third parties. In some cases it may be commercially expedient or even necessary to secure, for instance, the use of software products and processes to which third parties have proprietary rights by concluding the respective license agreements. Software products developed in-house are protected by the pertinent legal measures. To this end, the exclusion of subscription rights is a necessary prerequisite. The intended authorization sets in place the preconditions for the Management Board to act swiftly and flexibly, subject to approval by the Supervisory Board, to opportunities arising and to use the shares of the Company which have been fully or partly created through the utilization of the Authorized Capital 2009. The issue amount for the new shares will be determined by the Management Board with approval by the Supervisory Board, taking account of the interests of the Company and of the shareholders. Such a capital increase may not, however, exceed 25% of the share capital. This proposed restriction by the Management Board which is, however, not mandatory under the law, is intended to take account of the interests of the shareholders in respect of sufficiently protecting their shares against dilution. Shares issued or to be issued to service debentures with attached conversion and/or option rights or conversion obligations are to be counted towards this 25% of share capital in as much as the debentures were issued during the term of this authorization, to the exclusion subscription rights, in appropriate application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. Furthermore, the sale of shares is to be included in this restriction if such sale

was carried out during the term of this authorization, to the exclusion of subscription rights, pursuant to Section 186 para. 3 sentence 4 of the German Stock Corporation Act.

The Board of Directors will report to the Annual General Meeting on any utilization of the Approved Capital 2009.”

Availability and presentation of documentation

As from the convocation of the Annual General Meeting of Shareholders, the adopted annual financial statements at Company level as at December 31, 2008, the adopted annual financial statements at Group level as at December 31, 2008, the Combined Management Report on the Group and the Parent Company as per December 31, 2008, with the explanatory report on the notes provided in accordance with Section 289 para. 4 and Section 315 para. 4 of the German Commercial Code and the Combined Report by the Supervisory Board of Beta Systems Software Aktiengesellschaft on the fiscal year 2008, as well as the reports on the Agenda Items 5 and 6 will be laid out in the premises of the Company for viewing by the shareholders.

Upon request, each shareholder will be sent a copy of this documentation free of charge. The documentation is also available on the website under www.betasystems.com (heading: Investor Relations/Annual General Meeting of Shareholders) and will be laid out at the Annual General Meeting of Shareholders.

The following documents regarding Agenda Item 8 will be laid out in the premises of the Company for viewing by the shareholders as from the time when the Annual General Meeting is convened :

- the full wording of the Control and Profit Transfer Agreement,
- the joint report pursuant to Section 293a German Stock Corporation Act of the Management Board of Beta Systems Software AG and of the managing directors of SI Software Innovation GmbH, Neustadt,
- the annual financial statements and the Management Reports of Beta Systems Software AG for the fiscal years 2006, 2007 and 2008,

- the annual financial statements and the Management Reports of SI Software Innovation GmbH, Neustadt, for the fiscal years 2006, 2007 and 2008.

Upon request, each shareholder will be sent a copy of this documentation free of charge. The documentation is also available on the website under www.betasystems.com (heading: Investor Relations/Annual General Meeting of Shareholders) and will be laid out at the Annual General Meeting of Shareholders.

Participation terms and conditions

All shareholders who have registered at the latest by the end of

**May 8, 2009 (12.00 midnight
at the principal place of business of the Company)**

under the following address of

**Beta Systems Software Aktiengesellschaft,
c/o Commerzbank AG,
ZTB M 3.2.4 - General Meetings/Proxy Voting,
D-60261 Frankfurt,**

with the Company and have provided proof for the Company from the custodian bank under this address that they were shareholders of the Company at the start of

**April 24, 2009 (0.00 a.m. local time
at the principal place of business of the Company)**

are entitled to participate in the Annual General Meeting and to exercise their voting rights. Confirmation of share ownership must be furnished in writing in German or English. Shareholders may dispose of their shares freely, even after registering.

Proxy

The exercising of voting rights can also be carried out by a proxy or by a bank or an association of shareholders. Authorization which is not granted to bank, an association of shareholders or the equivalent of a person defined under Section 135 German Stock Corporation Act, may be granted in writing via (computer) telefax or electronic message (e-mail) in accordance with Article 16 para. 1 Sentence 3 of the Articles of Association. In as much as the authorization of a bank, an association of shareholders or another equivalent person described under Section 135 German Stock Corporation Act is granted, the requirements placed on such granting shall be subject to Section 135 para. 2 sentence 3 and 4 of the German Stock Corporation Act.

If there is any doubt about such authorization, the Company shall be entitled to request proof which shall be furnished in writing. A proxy form has been printed on the reverse of the admission ticket.

As a special service, we offer our shareholders the option of being represented at the Annual General Meeting by a proxy appointed by the Company. The proxies can be authorized in writing by (computer) telefax or electronic message (e-mail) by using the admission and proxy form sent to the shareholders after they have registered for the Annual General Meeting and prior to the Meeting. Moreover, they are available for authorization during the Annual General Meeting. The proxies shall exercise voting rights exclusively on the basis of instructions issued by the respective shareholder. If there are no instructions the proxies of the Company shall refrain from voting. The authorization and instructions for the proxies of the Company must be have been received at the latest by the end of May 13, 2009 by the proxies under the following address or telefax number:

Beta Systems Software Aktiengesellschaft
Regular 2009 Annual General Meeting of Shareholders
Investor Relations Department
Alt-Moabit 90d
D-10559 Berlin
Telefax: +49 (0)30/726 118 881

Alternatively, authorization and instructions for the proxies of the Company may also be sent by electronic message (e-mail) by, for instance, scanning in the admission and proxy form as a pdf file, and sending it to the following address by the end of May 13, 2009 at the latest: ir@betasystems.com.

Total number of shares and voting rights

Pursuant to Section § 30 b para. 1 sentence 1 no. 1 German Securities Trading Act (WpHG), we herewith declare that, at the time when the Annual General Meeting of Shareholders was convened, the share capital of the Company came to € 17,275,588.20 divided up into 13,288,914 shares. Each individual share confers one vote. At the time when the Annual General Meeting was convened, the Company held 120,610 treasury shares, which do not confer voting rights. The total number of shares carrying participation and voting rights came to 13,168,304 at the time when the Annual General Meeting of Shareholders was convened.

Counter-motions

Counter-motions against a proposal of Administration re a specific item on the Agenda pursuant to Section 126 para. 1 of the German Stock Corporation Act are to be addressed exclusively to:

Beta Systems Software Aktiengesellschaft
Regular 2009 Annual General Meeting of Shareholders
Investor Relations Department
Alt-Moabit 90d
D-10559 Berlin
Telefax: +49 (0)30/726 118 881

Applications or election proposals which reach the Company two weeks before the day of the Annual General Meeting of Shareholders at the latest under the aforementioned address will be taken into account. Counter-motions or election proposals received under this address will be made available without delay to the other shareholders on Internet in accordance with Section 126 German Stock Corporation Act at www.betasystems.com (heading: Investor Relations/Annual General Meeting of Shareholders). Any statements by Administration will also be made available under the aforementioned Internet address. Counter-motions sent to a different address or not received by the deadline will not be taken into account.

Berlin, in April 2009

Beta Systems Software Aktiengesellschaft

-The Management Board -

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www.betasystems.com