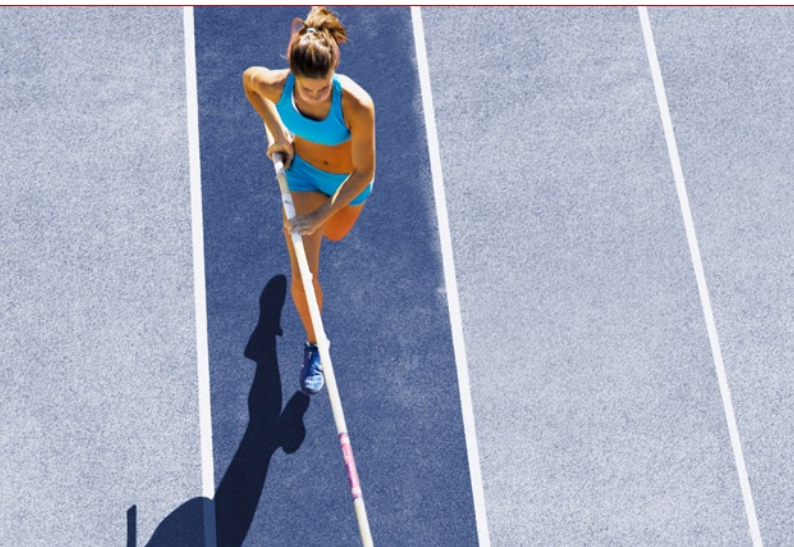


**\_beta**systems



# [ INVITATION ]

Invitation to  
**Regular Annual General Meeting of Shareholders**

August 17, 2010,  
Ludwig Erhard Haus, Berlin



# \_betasystems

–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

**Tuesday, August 17, 2010, 10 a.m.,**

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

## **Agenda**

- 1. Presentation of the adopted annual financial statements of Beta Systems Software Aktiengesellschaft as at December 31, 2009, the approved Consolidated Financial Statements and the Combined Management Report on the Group and on the Parent Company as per December 31, 2009, with the explanatory report of the Management Board on the Notes pursuant to Sections 289 para. 4, 315 para. 4 of the German Commercial Code (HGB) and the Report of the Supervisory Board of Beta Systems Software Aktiengesellschaft on the fiscal year 2009**

The aforementioned documentation will be on display as from the convening of the Annual General Meeting in the premises of Beta Systems Software Aktiengesellschaft in 10559 Berlin, Alt-Moabit 90d, for viewing by the shareholders and available for downloading from the company website at under the

Investor Relations/Annual General Meeting heading. This documentation will also be sent without delay and free of charge to shareholders upon request.

No passing of a resolution has been provided for in respect of Item 1 of the Agenda. The Supervisory Board has ratified the separate annual financial statements and the consolidated annual financial statements prepared by the Management Board as at March 25, 2010, pursuant to Sections 171, 172 German Stock Corporation Act (AktG). The separate annual financial statements have thereby been adopted pursuant to Section 172 German Stock Corporation Act (AktG). The pre-conditions set out under Section 173 para. 1 German Stock Corporation Act (AktG) according to which the Annual General Meeting must pass a resolution on the adoption of the separate annual financial statements and the approval of the consolidated financial statements are not fulfilled.

## **2. Resolution on granting discharge to the Management Board for the fiscal year 2009**

The Supervisory Board and the Management Board propose the following:

- a. that Management Board member Gernot Sagl be granted discharge for the fiscal year 2009,
- b. that the resolution on the discharge granted for the fiscal year 2009 to Kamyar Niroumand, former Board member, be postponed owing to a pending lawsuit.

The intention is to have the Annual General Meeting cast individual votes.

## **3. Resolution on granting discharge to the Supervisory Board for the fiscal year 2009**

The Supervisory Board and the Management Board propose that the acting members of the Supervisory Board be discharged for the fiscal year 2009.

#### 4. Supervisory Board elections

The term of office of all members of the Supervisory Board expires at the end of the regular Annual General Meeting on August 17, 2010. Pursuant to Article 7 para.1 of the currently valid version of the Articles of Association and Sections 96 para. 1, 101 para. 1 of the German Stock Corporation Act (AktG), Section 4 para. 1 of the German One-Third Participation Act (DrittelbG), the Supervisory Board of the Parent Company consists of six members, of whom four are elected by the shareholders and two by the employees of the Company.

In accordance with Section 4 para. 1 of the German One-Third Participation Act (DrittelbG), two employee representatives were elected as Supervisory Board members by the employees on April 28, 2010.

The Annual General Meeting is not bound to the following proposals for election.

The Supervisory Board proposes that, for the new period of office which, under Article 7 para. 2 of the Articles of Association, begins upon the conclusion of this Annual General Meeting and ends upon the conclusion of the Annual General Meeting which decides on the discharge of the Supervisory Board members for the fiscal year 2014, the following gentlemen be elected as Supervisory Board members representing the shareholders by way of votes cast on an individual basis:

a. Dr. Günter Lewald, Cologne

Dr. Lewald is spokesman of the bplused Agency Group, Cologne, Managing Partner of bplused marketing & sales GmbH, Cologne, and Managing Partner of Pauli-Bach und Lewald GmbH, Cologne.

Dr. Lewald is a member of the Supervisory Board to be constituted under the law of the following German company but is not a member of any other comparable domestic or international supervisory body of a company:

Chairman of the Supervisory Board of Synaxon AG, Bielefeld.

If elected Dr. Lewald plans to stand for the position of Chairman of the Supervisory Board. The intention is to have the election to the position of Chairman of the Supervisory Board take place directly after this Annual General Meeting.

- b. Stephan Helmstädter, Dipl.-Kfm. (degree in Business Administration), Edingen-Neckarhausen

Mr. Helmstädter is a member of the Management Board of CornerstoneCapital Verwaltungs AG, Heidelberg, a member of the Management Board of CornerstoneCapital AG, Frankfurt am Main, and General Manager of CornerstoneCapital Beteiligungen GmbH, Frankfurt am Main.

Mr. Helmstädter is a member of the Supervisory Board to be constituted under the law of the following German company but is not a member of any other comparable domestic or international supervisory body of a company:

member of the Supervisory Board of Administration Intelligence AG, Wuerzburg.

- c. Herbert Werle, lic.oec. HSG (Masters in Business Administration), Zurich

Mr. Werle is the former Chief Executive Officer of AC Service AG, Filderstadt-Bernhausen (now: All for One Midmarket AG), Managing Director of goetzpartners (Schweiz) AG, Freienbach/Pfäffikon, and Managing Partner of Werle Consulting, Zurich.

Mr. Werle is not a member of the Supervisory Board to be constituted under the law of any German company nor is he a member of any other comparable domestic or international supervisory body of a company.

- d. Dr. Carsten Bräutigam, Stockholm

Dr. Bräutigam is Head of Premium Services of Wall Street Systems, Stockholm.

Dr. Bräutigam is not a member of the Supervisory Board to be constituted under the law of any German company nor is he a member of any other comparable domestic or international supervisory body of a company.

**5. Selection of the independent auditor for the separate financial statements and for the consolidated financial statements for the fiscal year 2010, as well as for the auditing of the condensed financial statements and interim management report of the half-yearly financial report 2010 in accordance with Section 37w para. 5 in conjunction with Section 37y no. 2 of the 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 2010 and
- b. as the independent auditor for the auditing of the condensed financial statements and the interim management report of the half-yearly financial report 2010, 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 of the German Securities Trading Act (WpHG).

**6. Remuneration of the Supervisory Board and amendment of the Articles of Association**

The restructuring measures, the spin-off and the sale of the ECM solution business as well as the more demanding requirements placed on Supervisory Board activities necessitated and will necessitate that Supervisory Board members devote significantly more time in future to the due and proper carrying out of their duties. The amount of Supervisory Board remuneration is no longer commensurate with these increased requirements.

The Management Board and the Supervisory Board therefore propose that Article 10 of the Articles of Association be changed as follows with effect from the fiscal year 2009:

“(1) The members of the Supervisory Board shall receive fixed annual remuneration. From the fiscal year 2009 onwards, remuneration will come to € 30,000 for the Chairman of the Supervisory Board and € 10,000 for the other members of the Supervisory Board.”

Paragraph 2 is null and void, and the former paragraphs 3 to 6 will become paragraphs 2 to 5.

## **7. Resolution for approval on the Control and Profit Transfer Agreement between Beta Systems Software Aktiengesellschaft, Berlin, and DETEC Software GmbH, Ruesselsheim**

Beta Systems Software Aktiengesellschaft took over economic control of DETEC Decision Technology Software GmbH and DETEC Software Products GmbH, companies both based in Ruesselsheim, with effect from January 1, 2009. DETEC Software Products GmbH is shortly to be integrated into DETEC Decision Technology Software GmbH by way of business combination agreement with effect from January 1, 2010. The name of DETEC Decision Technology Software GmbH will then be changed to “DETEC Software GmbH”

DETEC Software GmbH (formerly known as DETEC Decision Technology Software GmbH) as the dependent company and Beta Systems Software Aktiengesellschaft as the controlling company are to conclude a Control and Profit Transfer Agreement. The Agreement will only be signed once the aforementioned integration has become effective through entry into the Commercial Register. To become effective, this Agreement requires the approval of the Annual General Meeting of the shareholders of DETEC Software GmbH and the approval of the Annual General Meeting of the shareholders of Beta Systems Software Aktiengesellschaft. In its meeting on April 29, 2010, the Supervisory Board of Beta Systems Software Aktiengesellschaft decided to grant its approval to the signing of the Control and Profit Transfer Agreement.

The Annual General Meeting of the shareholders of DETEC Software GmbH intends to approve the Control and Profit Transfer Agreement by way of resolution.

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

Approval is to be granted in respect of the Control and Profit Transfer Agreement concluded between DETEC Software GmbH, Ruesselsheim, and Beta Systems Software Aktiengesellschaft, Berlin.

Provision has been made for the Control and Profit Transfer Agreement to be worded as follows:

**“DRAFT  
Control and  
Profit Transfer Agreement**

The following Control and Profit Transfer  
Agreement is agreed between

Beta Systems Software Aktiengesellschaft (hereinafter called “Beta Systems Software AG”), Alt-Moabit 90d, D-10559 Berlin, entered into the Commercial Register of the District Court of Berlin-Charlottenburg under HRB 38874 B, represented by Mr. Ger- not Sagl, member of the Management Board,

and

DETEC Software GmbH (formerly known as “DETEC Decision Technology Software GmbH”), entered into the Commercial Register of the District Court of Darmstadt under HRB 84074, hereinafter Subsidiary, represented by Mr. Harald Podzuweit, its General Manager.

**Section 1 Management**

The Subsidiary subordinates the management of the company 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 the way it is managed. Instructions are to be issued in writing or by telefax or, if issued orally, by telephone, by telex or by electronic post, 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)Subject to the creation and release of reserves as defined under paragraph 2, the Subsidiary shall undertake to transfer its whole profit, calculated in accordance with the prevailing German Commercial Code, to Beta Systems Software AG during the term of the Agreement. The transfer of profit may not exceed the amount cited in Section 301 of the German Stock Corporation Act (AktG) in its respectively valid version. All provisions set down under Section 301 of the German Stock Corporation Act (AktG) in the respectively valid version shall apply accordingly.

- (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. Upon request by Beta Systems Software AG, the Subsidiary shall undertake to release other revenue reserves which are formed during the term of the Agreement and to use them to offset an annual loss or transfer them as profit in as far as permissible under the German Commercial Code (HGB). The Subsidiary is under no obligation to transfer amounts from the release of other revenue reserves formed prior to the Agreement. The same applies to profit carried forward prior to the Agreement.

- (3)The claim to profit transfer arises at the end of the respective fiscal year. It is due and payable at the value ascertained at this time.

## **Section 4 Assumption of Loss**

- (1) In accordance with Section 302 para. 1 of the German Stock Corporation Act (AktG) in its respectively valid version, Beta Systems Software AG shall undertake to settle any annual net loss arising during the term of the Agreement in as much as such loss is not offset through amounts withdrawn from other revenue reserves apportioned to such reserves during the term of the Agreement.
- (2) 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.
- (3) Moreover, all provisions set out under Section 302 of the German Stock Corporation Act (AktG) 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 Commercial Register 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, 2010.
- (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 of the fiscal unit for corporation tax purposes (currently five years under the law, Section 14 para. 1 no. 3 in conjunction with Section 17 of the German Corporate Tax Act (Körperschaftsteuergesetz)). If not terminated, the Agreement will renew with the same period of notice by another year respectively.
- (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 commercial outcome of the invalid or unenforceable clause as is permissible under the law."

The draft of this Control and Profit Transfer Agreement was drawn up on July 6, 2010:

Beta Systems Software AG

DETEC Decision Technology Software GmbH  
(to be known in future by the name of "DETEC Software GmbH")"

The Management Board of Beta Systems Software Aktiengesellschaft and the management of DETEC Decision Technology Software GmbH have submitted a joint report pursuant to Section 293a of the German Stock Corporation Act (AktG) 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 of the German Stock Corporation Act (AktG) and settlement pursuant to Section 305 German Stock Corporation Act (AktG), are explained as to their legal and commercial content and substantiated.

As from the time when the Annual General Meeting is convened, the documentation listed below pertaining to Agenda Item 7 will be 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 at <http://www.betasystems.com> under the Investor Relations/Annual General Meeting heading.

This documentation will also be sent without delay and free of charge to shareholders upon request:

- the full wording of the draft of the Control and Profit Transfer Agreement,
- the joint report pursuant to Section 293a German Stock Corporation Act (AktG) of the Management Board of Beta Systems Software Aktiengesellschaft, Berlin, and of the management of DETEC Decision Technology Software GmbH, Ruesselsheim,
- the annual financial statements and the management reports of Beta Systems Software Aktiengesellschaft for the fiscal years 2007, 2008 and 2009,
- the annual financial statements of DETEC Decision Technology Software GmbH and DETEC Software Products GmbH, both companies based in Ruesselsheim, for the fiscal years 2007, 2008 and 2009.

**Prerequisites for participation in the Annual General Meeting of Shareholders and for the exercising of voting rights and the significance of the Record Date**

Only shareholders who have provided proof of their share of ownership and have registered in text form under the address, telefax number or e-mail address cited in the following (Section 126b German Civil Code (BGB)) in German or English at least six days prior to the date of the Annual General Meeting of Shareholders (pursuant to Section 123 para. 2 sentence 4, para. 3 sentence 5 of the German Stock Corporation (AktG), the date of receipt does not count towards the deadline), namely by

August 10, 2010, 12 midnight, at the latest (local time at the Company's principal place of business)

are entitled to participate in the General Meeting of Shareholders.

Address, telefax number and e-mail address:

Beta Systems Software Aktiengesellschaft

c/o Commerzbank AG

GS-MO 2.5.1 AGM

D-60261 Frankfurt am Main

Telefax: +49 (0) 69 / 136 - 26351

e-mail: [ztbm-hv-eintrittskarten@commerzbank.com](mailto:ztbm-hv-eintrittskarten@commerzbank.com)

Proof of share ownership required for due and proper registration is to be furnished by way of confirmation in text form (Section 126b German Civil Code (BGB)) in German or English issued by a bank licensed for the safekeeping of securities, e.g. the institution maintaining the securities deposit account. Proof must pertain to the start of the 21st day prior to the Annual General Meeting of Shareholders, which is

July 27, 2010, 12 midnight (local time at the Company's principal place of business (Record Date)),

and have been received by the Company under the aforementioned address, telefax number or e-mail address by August 10, 2010, 12 midnight (local time at the Company's principal place of business).

In relation to the Company, only persons who have provided proof of share ownership are eligible to participate in the Annual General Meeting of Shareholders and to exercise their voting rights as shareholders. Along with the necessity of registering, the right to participate and the scope of the voting right depend exclusively on the proportion of shares owned by the shareholder on the Record Date. The Record Date does not entail a block on the sale of shareholdings. Also in the event of the (full or partial) sale of shareholdings after the Record Date, the determining factor for participation and the scope of the voting rights is exclusively the proportion of shares owned by the shareholder on the Record Date; in other words, the sale of shares after the Record Date has no effect on the right to participate and the scope of the voting right. The same applies to the purchasing and additional acquisition of shares after the Record Date. Persons who are not shareholders on the Record Date but who purchase shares before the Annual General Meeting of Shareholders are not entitled to participate and vote unless they have themselves appointed as proxies or are authorized to exercise rights. The Record Date is not relevant to dividend entitlement.

### **Procedure for casting votes by a proxy in the Annual General Meeting of Shareholders**

Shareholders who do not wish to participate in the Annual General Meeting of Shareholders themselves can also exercise their voting rights in the meeting through a proxy, for instance a bank, an association of shareholders or through any other third party. In this case as well, registration by the shareholder or by the proxy must have been duly made in accordance with the aforementioned regulations. If the shareholder appoints more than one person as a proxy, the Company shall be entitled to reject one or several of these persons.

In as much as powers of attorney are not granted to a bank, an association of shareholders or a person or institution of the same standing as one of these pursuant to Section 135 German Stock Corporation Act (AktG), they can be granted by way of declaration in text form (Section 126b German Civil Code (BGB)) made to a proxy or to the Company.

In the case of authorizing a bank, an association of shareholders or a person or institution of the same standing as of one of these pursuant to Section 135 of the German Stock Corporation Act (AktG), special circumstances may prevail; in such cases, shareholders are requested to consult the proxies in good time as to the form of the power of attorney which they may require.

Shareholders will receive a proxy form directly, together with their entrance ticket, which can be used to appoint a proxy. Furthermore, upon request, shareholders will be sent a proxy form at any time; the form can also be downloaded from the Company's website at [www.betasystems.com](http://www.betasystems.com) under the Investor Relations/Annual General Meeting heading.

Proof of authorization can also be presented by the proxy at the venue on the day of the Annual General Meeting. The contact data set out below can be used for the declaration of the granting of proxy to the Company and the rescinding of such declaration, as well as for the sending of proof of having appointed a proxy and the rescinding of such declaration, especially by way of electronic transmission:

Beta Systems Software Aktiengesellschaft  
Regular 2010 Annual General Meeting of Shareholders  
Investor Relations Department  
Alt-Moabit 90d  
D-10559 Berlin  
Telefax: +49 (0)30/726 118 881  
By e-mail to: [ir@betasystems.com](mailto:ir@betasystems.com)

As a service, we offer our shareholders the option of being represented at the Annual General Meeting by a proxy appointed by the Company. A proxy appointed by the Company may only vote on a resolution put forward by the Administration in the notification of the convening of the Annual General Meeting in accordance with the instructions issued by a shareholder on the respective Agenda item; if these instructions are not explicit, a proxy appointed by the Company must abstain from voting on the respective Agenda item. The granting of proxy, its rescission and the proof of authorization for the Company must take the text form (126b German Civil Code (BGB)). The form, sent to the shareholders, together with the entrance ticket, can be used for the purpose of the granting of proxy. This form can also be

transmitted electronically (e-mail) by, for example, sending the entrance ticket together with the combined proxy/instructions form as a scanned-in file, in pdf format for instance, per e-mail to the e-mail address cited below. For organizational reasons, the statement of proxy and instructions to the proxy of the Company must have been received by the proxies of the Company by the end of August 15, 2010, at the latest under the following address, telefax number, or e-mail address:

Beta Systems Software Aktiengesellschaft  
Annual General Meeting 2010  
Investor Relations Department  
Alt-Moabit 90d  
D-10559 Berlin  
Telefax: +49 (0)30/726 118 881  
By e-mail to: [ir@betasystems.com](mailto:ir@betasystems.com)

In addition, we offer shareholders, representatives and proxies who have registered in the required form by the deadline and who attend the Annual General Meeting the option of authorizing the proxies of the Company with the exercising of their voting rights in accordance with their instructions actually in the Annual General Meeting before the start of voting.

**Information on the rights of shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127, 131 para. 1 of the German Stock Corporation Act (AktG)**

**Requests for additional Agenda items pursuant to Section 122 para. 2 of the German Stock Corporation Act (AktG)**

Shareholders whose sum total of shares come to a twentieth part of the capital stock at minimum or a proportionate amount of € 500,000, which corresponds to 384,616 shares, can have items put on the Agenda and made known (Section 122 para. 2 German Stock Corporation Act (AktG)). Each new item must be substantiated or accompanied by a proposal for resolution. The request is to be directed to the Management Board in writing and must have been received by the Company at least 30 days before the Annual General Meeting of Shareholders (pursuant to Section 122 para. 2 sentence 3 of the German Stock Corporation (AktG), the date of receipt is not counted towards the deadline), which is

July 17, 2010, 12 midnight at the latest (local time at the Company's principal place of business),

under the following address:

Beta Systems Software Aktiengesellschaft  
Annual General Meeting 2010  
Management Board  
Alt-Moabit 90d  
D-10559 Berlin

The applicant shareholders must credibly substantiate that they have been the owners of the shares for at least three months prior to date when the request is received and that they will hold the shares up until such time as a decision is made on the request.

Additional items put on the Agenda to be publicized are – if not already made known when the Annual General Meeting is convened – published without delay upon receipt of the request in the electronic German Federal Gazette and relayed to media which can be expected to publish and disseminate the information throughout the whole European Union. Moreover, they are also published on the Company's website at <http://www.betasystems.com> under the Investor Relations/

Annual General Meeting heading and communicated to the shareholders.

**Counter-motions pursuant to Section 126 para. 1 of the German Stock Corporation Act (AktG):**

Shareholders can also remit counter motions to the Company against a proposal made by the Management Board and the Supervisory Board on a specific Agenda item. Such applications are to be sent to the address, telefax number or e-mail address below, indicating the name of the shareholder and stating the reasons:

Beta Systems Software Aktiengesellschaft  
Annual General Meeting 2010  
Investor Relations Department  
Alt-Moabit 90d  
D-10559 Berlin  
Telefax: +49 (0)30/726 118 881

By e-mail to: [ir@betasystems.com](mailto:ir@betasystems.com)

Due and proper counter-motions, received at least 14 days before the Annual General Meeting of Shareholders (pursuant to Section 126 para. 1 sentence 2 of the German Stock Corporation (AktG), the date of receipt does not count towards the deadline), which is

August 2, 2010, 12 midnight at the latest (local time at Company's principal place of business),

under the aforementioned address, telefax number or e-mail address, and any statement by the Administration will be made available to the shareholders on the Company's website under the Investor Relations/Annual General Meeting heading (Section 126 para. 1 German Stock Corporation Act (AktG)). Counter-motions sent to any other address will not be taken into account.

The Company may refrain from making a counter-motion and its substantiation available if there are precluding circumstances pursuant to Section 126 para. 2 of the German Stock Corporation Act (AktG) such as, for instance, in the case of a counter-motion which would result in a decision of the Annual General Meeting in breach of the law or of the Articles of Association. The substantiation of a counter-motion need not be made accessible if it exceeds more than 5,000 characters in total.

## **Election proposals by shareholders pursuant to Section 127 of the German Stock Corporation Act (AktG)**

Each shareholder has the right to put forward proposals for the election of Supervisory Board members (Agenda Item 4) and for the selection of the independent auditor (Agenda Item 5).

Election proposals by shareholders received by the Company under the address, telefax number or e-mail address below at least 14 days before the Annual General Meeting, not counting the day of receipt and the day of the Annual General Meeting, which is Monday, August 2, 2010, 12 midnight at the latest (local time at the Company's principal place of business), will be promptly made accessible on the Company's website under the Investor Relations/Annual General Meeting heading. Election proposals by shareholders will only be made accessible if they include the name, the profession and the place of residence of the person proposed for election and, in the case proposals of Supervisory Board members, information about their membership in other supervisory boards formed in accordance with the law (cf. Section 127 sentence 3 in conjunction with Section 124 para. 3 and Section 125 para. 1 sentence 5 of the German Stock Corporation Act (AktG)). Other than counter-motions within the meaning of Section 126 para. 1 of the German Stock Corporation Act (AktG), election proposals do not need to be substantiated.

Under Section 127 sentence 1 in conjunction with Section 126 para. 2 of the German Stock Corporation Act (AktG), there are other reasons for election proposals not having to be made accessible on the website.

The following address, telefax number and e-mail address are to be used for the submission of election proposals:

Beta Systems Software Aktiengesellschaft  
Annual General Meeting 2010  
Investor Relations Department  
Alt-Moabit 90d  
D-10559 Berlin  
Telefax: +49 (0)30/726 118 881  
By e-mail to: [ir@betasystems.com](mailto:ir@betasystems.com)

Please note that counter-motions and election proposals which are not sent to the company within the prescribed deadline will

only be taken account of in the Annual General Meeting if put forward and voiced orally.

The right of each and every shareholder to submit counter-motions during the Annual General Meeting on the various points on the Agenda or on proposals for the election of the independent auditor and of Supervisory Board members without prior submission to the Company by the prescribed deadline shall remain unaffected.

### **Right to Information pursuant to Section 131 para. 1 of the German Stock Corporation Act (AktG)**

At the Annual General Meeting, each and every shareholder can request information from the Management Board on matters affecting the Company provided that such information is necessary for the objective assessment of the Agenda (Section 131 para. 1 of the German Stock Corporation Act (AktG)). The obligation to provide information covers the legal and business relationships of the Company with associated companies and the situation of the Group and the companies included in the consolidated financial statements. Requests for information are to be made orally during the debate at the Annual General Meeting.

Pursuant to Section 14 para. 2 of the Articles of Association, the Chairperson of the Meeting is entitled to limit the time allocated to shareholders for questions and speeches appropriately. Moreover, the Management Board is entitled to refuse to give information in certain cases defined under the German Stock Corporation Act (Section 131 para. 3 of the German Stock Corporation Act (AktG)) for instance if, from the standpoint of prudent commercial judgment, such information might inflict a considerable disadvantage on the Company or an associated company.

More detailed explanations on the rights of the shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation (AktG) can be accessed on the Company's website at [www.betasystems.com](http://www.betasystems.com) under the Investor Relations/Annual General Meeting heading.

## **Total Number of Shares and Voting Rights**

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

## **Website of the Company where information pursuant to Section 124a German Stock Corporation (AktG) can be accessed**

Information published pursuant to Section 124a of the German Stock Corporation Act (AktG) is made available on the website of the Company at <http://www.betasystems.com> under the Investor Relations/Annual General Meeting heading. The results of the voting process will be posted on the same website after the Annual General Meeting.

Berlin, July 2010

**Beta Systems Software Aktiengesellschaft**  
The Management Board



**\_betasystems**

[www.betasystems.com](http://www.betasystems.com)