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Mosel Bidco SE
Munich, Germany

**Announcement pursuant to Section 23 Para. 1 Sentence 1 No. 1 of the
German Securities Acquisition and Takeover Act
(Wertpapiererwerbs- und Übernahmegesetz – "WpÜG")**

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (IN WHOLE OR IN PART) IN, INTO OR FROM ANY JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

On 17 May 2023, Mosel Bidco SE ("**Bidder**"), Elbestraße 31-33, 45478 Mülheim an der Ruhr, Germany, published the offer document ("**Offer Document**") for its voluntary public takeover offer ("**Takeover Offer**") to the shareholders of Software Aktiengesellschaft ("**SAG**"), Darmstadt, Germany, for the acquisition of their registered no-par value shares of SAG with a proportionate interest in the share capital of EUR 1.00 per share (ISIN: DE000A2GS401) ("**SAG Shares**") against payment of a cash consideration in the amount of EUR 32.00 per SAG Share. The period for the acceptance of this Takeover Offer will end on 14 June 2023, 24:00 hours (Frankfurt am Main local time), unless it is extended in accordance with the statutory provisions of the WpÜG.

1. As of 12 June 2023, 14:00 hours (Frankfurt am Main local time) ("**Reference Date**"), the Takeover Offer has been accepted for a total of 18,684,348 SAG Shares. This corresponds to a share of approximately 25.25% of the share capital and voting rights of SAG as of the Reference Date.
2. The Bidder directly held a total of 691,000 SAG Shares as of the Reference Date, which corresponds to a share of approximately 0.93% of the share capital and voting rights of SAG as of the Reference Date. The voting rights attached to the aforementioned SAG Shares are attributable to the Bidder Controlling Shareholders and the Acting in Concert Parties (each as defined in section 6.2 of the Offer Document).
3. SLP Cayman Holding LP, Grand Cayman, Cayman Island, a person acting jointly with the Bidder within the meaning of section 2 para. 5 WpÜG directly held a total of 3,000,000 SAG Shares as of the Reference Date, which corresponds to a share of approximately 4.05% of the share capital and voting rights of SAG as of the Reference Date. The voting rights attached to the aforementioned SAG Shares are attributable to the persons set out in section 6.5.1 of the Offer Document, but not to the Bidder.

4. SLP Cayman Holding LP, Grand Cayman, Cayman Island, a person acting jointly with the Bidder within the meaning of section 2 para. 5 WpÜG had entered into agreements to acquire a total of 19,541 SAG Shares as of the Reference Date, which corresponds to a share of approximately 0.03% of the share capital and voting rights of SAG as of the Reference Date. It is expected that ownership in these 19,541 SAG Shares will be transferred to SLP Cayman Holding LP within two banking days. The voting rights attached to the aforementioned SAG Shares are attributable to the persons set out in section 6.5.1 of the Offer Document, but not to the Bidder.
5. As of the Reference Date, the Bidder and persons acting jointly with the Bidder within the meaning of section 2 para. 5 WpÜG or their subsidiaries held voting rights to be notified pursuant to sections 38, 39 German Securities Trading Act (*Wertpapierhandelsgesetz – "WpHG"*) with respect to SAG as follows:
 - a. Bidder: voting rights in respect of 18,558,425 SAG Shares (share purchase agreement with Software AG – Stiftung, Darmstadt, Germany), which corresponds to a share of approximately 25.08% of the share capital and voting rights of SAG existing on the Reference Date. This instrument is indirectly held by the persons set out in section 6.5.2 of the Offer Document. For these 18,558,425 SAG Shares, Software AG – Stiftung accepted the Takeover Offer, consequently, such SAG Shares are also included under no. 1.
 - b. SLP Clementia Holdco, Grand Cayman, Cayman Islands: voting rights in respect of 5,917,490 SAG Shares (Convertible Bond 2022), which corresponds to a share of approximately 8.00% of the share capital and the voting rights of SAG existing on the Reference Date. This instrument is indirectly held by the persons set out in section 6.5.2 of the Offer Document.
 - c. SLA Clementia Holdco, Grand Cayman, Cayman Islands: voting rights in respect of 1,480,447 SAG Shares (Convertible Bond 2022), which corresponds to a share of approximately 2.00% of the share capital and the voting rights of SAG existing on the Reference Date. This instrument is indirectly held by the persons set out in section 6.5.2 of the Offer Document.
6. Beyond this, neither the Bidder nor persons acting jointly with the Bidder within the meaning of section 2 para. 5 WpÜG or their subsidiaries directly held SAG Shares or voting rights to be notified pursuant to sections 38, 39 WpHG with respect to SAG as of the Reference Date. Beyond this, as of the Reference Date, no voting rights in SAG were attributable pursuant to section 30 WpÜG to the Bidder, persons acting jointly with the Bidder within the meaning of section 2 para. 5 WpÜG or their subsidiaries.

The Bidder has made the consummation of the Offer subject to, *inter alia*, the achievement of a minimum acceptance threshold. In this respect, as further set out in Section 12.1.1 of the Offer Document, the total number of Included SAG Shares (as defined in Section 12.1.1 of the Offer Document) must amount to at least 50% plus one share of the Relevant SAG Shares (as defined in Section 12.1.1 of the Offer Document), *i.e.*, at least 37,000,001 SAG Shares. For purposes of the minimum acceptance threshold, the acceptance rate as of the Reference Date is approximately 30.26%.

Mülheim an der Ruhr, 12 June 2023

Mosel Bidco SE

Important Notice:

This announcement is made pursuant to section 23 para. 1 sentence 1 no. 1 WpÜG and constitutes neither an offer to purchase nor a solicitation of an offer to sell SAG Shares. The final terms of the Takeover Offer as well as other provisions relating to the Takeover Offer are set out solely in the Offer Document as approved by the German Federal Financial Supervisory Authority for publication. Investors and holders of SAG Shares are strongly advised to read the Offer Document and all other documents relating to the Takeover Offer, as they contain important information.

The Takeover Offer will be implemented exclusively on the basis of the applicable provisions of German law, in particular the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - WpÜG*), and certain securities law provisions of the United States of America relating to cross-border takeover offers. The Takeover Offer is not conducted in accordance with the legal requirements of jurisdictions other than the Federal Republic of Germany or the United States of America (as applicable). Accordingly, no notices, filings, approvals or authorizations for the Takeover Offer have been filed, caused to be filed or granted outside the Federal Republic of Germany or the United States of America (as applicable). Investors and holders of SAG Shares cannot rely on being protected by the investor protection laws of any jurisdiction other than the Federal Republic of Germany or the United States of America (as applicable). Subject to the exceptions described in the offer document and, where applicable, any exemptions to be granted by the respective regulatory authorities, no takeover offer is made, directly or indirectly, in those jurisdictions in which this would constitute a violation of applicable law. This announcement may not be released or otherwise distributed in whole or in part, in any jurisdiction in which the Takeover Offer would be prohibited by applicable law.

The Bidder reserves the right, to the extent permitted by law, to directly or indirectly acquire additional SAG Shares outside the Takeover Offer on or off the stock exchange, provided that such acquisitions or arrangements to acquire are not made in the United States, will comply with the

applicable German statutory provisions, in particular the WpÜG, and the Offer Price is increased in accordance with the WpÜG, to match any consideration paid outside of the Offer if higher than the Offer Price. If such acquisitions take place, information on such acquisitions, including the number of SAG Shares acquired or to be acquired and the consideration paid or agreed, will be published without undue delay if and to the extent required under the laws of the Federal Republic of Germany, the United States or any other relevant jurisdiction. The published Takeover Offer relates to shares in a German company admitted to trading on the Frankfurt Stock Exchange and is subject to the disclosure requirements, rules and practices applicable to companies listed in the Federal Republic of Germany, which differ from those of the United States and other jurisdictions in certain material respects. This announcement has been prepared in accordance with German style and practice for the purposes of complying with the laws of the Federal Republic of Germany. The financial information relating to the Bidder and SAG included elsewhere, including in the offer document, are prepared in accordance with provisions applicable in the Federal Republic of Germany and are not prepared in accordance with generally accepted accounting principles in the United States; therefore, it may not be comparable to financial information relating to United States companies or companies from other jurisdictions outside the Federal Republic of Germany. The Takeover Offer is made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the Exchange Act, and otherwise in accordance with the requirements of the laws of the Federal Republic of Germany. Shareholders from the United States should note that SAG is not listed on a United States securities exchange, is not subject to the periodic requirements of the Exchange Act and is not required to, and does not, file any reports with the United States Securities and Exchange Commission.

Any contract entered into with the Bidder as a result of the acceptance of the Takeover Offer will be governed exclusively by and construed in accordance with the laws of the Federal Republic of Germany. It may be difficult for shareholders from the United States (or from elsewhere outside of Germany) to enforce certain rights and claims arising in connection with the Takeover Offer under United States federal securities laws (or other laws they are acquainted with) since the Bidder and SAG are located outside the United States (or the jurisdiction where the shareholder resides), and their respective officers and directors reside outside the United States (or the jurisdiction where the shareholder resides). It may not be possible to sue a non-United States company or its officers or directors in a non-United States court for violations of United States securities laws. It also may not be possible to compel a non-United States company or its subsidiaries to submit themselves to a United States court's judgment.

To the extent that this document contains forward-looking statements, they are not statements of fact and are identified by the words "intend", "will" and similar expressions. These statements express the intentions, beliefs or current expectations and assumptions of the Bidder and the persons acting in concert with it. Such forward-looking statements are based on current plans, estimates and projections made by the Bidder and the persons acting in concert with it to the best of their knowledge but are not guarantees of future accuracy (this applies in particular to

circumstances beyond the control of the Bidder or the persons acting in concert with it). Forward-looking statements are subject to risks and uncertainties, most of which are difficult to predict and are usually beyond the Bidder's control or the control of the persons acting in concert with it. It should be taken into account that actual results or consequences in the future may differ materially from those indicated or contained in the forward-looking statements. It cannot be ruled out that the Bidder and the persons acting in concert with it will in future change their intentions and estimates stated in documents or notifications or in the offer document.

This publication is available on the internet
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Mülheim an der Ruhr, 12 June 2023

Mosel Bidco SE