

Amendment, added on May 10<sup>th</sup>, 2017:  
New version, replaces disclosure of May 9<sup>th</sup>, 2017

## SOFTLINE AG

Leipzig

WKN: A1CSBR  
ISIN: DE000A1CSBR6

### NOTIFICATION OF REDUCTION IN SHARE CAPITAL BY WAY OF ORDINARY CAPITAL REDUCTION PURSUANT TO § 222 ET SEQ. AKTG

The Annual General Meeting of Softline AG (hereinafter also the “Company”) on December 20<sup>th</sup>, 2016 adopted resolutions including the following:

#### 1. Resolution on reducing the share capital of Softline AG by way of simplified share redemption

a) The share capital of Softline AG, amounting to EUR 10,298,084.00, divided into 10,298,084 ordinary bearer shares with a nominal amount in share capital of EUR 1.00 each, shall be reduced by EUR 4.00 to EUR 10,298,080.00, to facilitate the implementation of agenda Item 3 by reaching a capital that is dividable by ten (10). The reduction shall be implemented by redeeming four (4) ordinary bearer shares offered free of charge to Softline AG by shareholder Martin Schaletzky, Thomastr. 12, 86179 Augsburg, Germany. The redemption shall be executed in simplified form pursuant to § 237 (3) No. 1 AktG for the purpose of eliminating the respective membership rights. The share capital of EUR 4.00 released as a result of the capital reduction shall be allocated to the capital reserve pursuant to § 237 (5) AktG.

b) The Management Board shall be authorised, subject to approval by the Supervisory Board, to determine the further details concerning the reduction in share capital and its implementation.

#### 2. Resolution on reducing the share capital of Softline AG by combining shares by way of an ordinary capital reduction pursuant to § 222 et seq. AktG

a) The share capital of Softline AG, which after the capital reduction by way of simplified redemption pursuant to Agenda Item 2, will amount to EUR 10,298,080.00 and be divided into 10,298,080 ordinary bearer shares with a nominal amount in share capital of EUR 1.00 each, shall be reduced by EUR 9,268,272.00 to EUR 1,029,808.00. The capital reduction shall be implemented in accordance with the regulations governing ordinary capital reductions (§ 222 et seq. AktG). The capital reduction shall be executed by combining the shares in Softline AG at a ratio of 10:1, i.e. every ten ordinary bearer shares will be combined into one ordinary bearer share with a nominal amount in share capital of EUR 1.00 each. The capital reduction shall be implemented immediately after entry of the resolution on the capital reduction in the Commercial Register.

c) The capital reduction shall serve to offset losses; no repayment of share capital shall occur. The Management Board shall be instructed to offset the share capital released by the capital reduction against the accumulated net loss reported in the balance sheet as of 31 December 2015.

d) The Management Board shall be authorised, subject to approval by the Supervisory Board, to determine the further details concerning the reduction in share capital and its implementation, and in particular the regulation of fractional shares.

e) § 4 (1) of the Articles of Association shall be reformulated as follows:

“4.1 The share capital of the Company amounts to EUR 1,029,808.00 (in words: one million, twenty-nine thousand, eight hundred and eight euros) and is divided into 1,029,808 ordinary shares.

The resolution with respect to the capital reduction pursuant to Points 1 and 2 was entered in the Commercial Register at Leipzig District Court on April, 21st 2017, as was the corresponding amendment to the Articles of Association.

The converted ordinary shares in Softline AG are represented in a global certificate deposited at Clearstream Banking AG, Frankfurt am Main. The Articles of Association preclude the entitlement of shareholders to securitisation of their shares.

Accordingly, shareholders of Softline AG participate as co-owners of the collective holding of converted ordinary shares at Clearstream Banking AG with a corresponding depository account credit based on their respective shareholding.

The listing of the shares in Softline AG was converted at a ratio of 10:1 on the unofficial market (m:access) of the Munich Stock Exchange

### **May 12<sup>th</sup>, 2017.**

Pending stock market orders, i.e. orders received but not yet executed, were cancelled at the end of May 9<sup>th</sup>, 2017.

Accordingly, depository banks will convert holdings of ordinary shares in Softline AG based on balances on the evening of May 11<sup>th</sup>, 2017. For every ten (10) ordinary shares with a nominal amount in share capital of EUR 1.00 each (ISIN DE000A1CSBR6), shareholders will receive one converted ordinary share with a nominal amount in share capital of EUR 1.00 (ISIN DE000A2DAN10).

Shareholders holding numbers of ordinary shares which are not multiples of 10 will be granted fractional shares (ISIN DE000A2DAPX8).

Combining such fractional shares into fully entitled shares (so-called “fraction regulation”) requires a corresponding buy or sell order. For the execution of any fraction regulation thereby required, shareholders in Softline AG are requested to issue corresponding orders to their depository banks immediately if possible

**and at the latest by May 26th 2017**

Such orders should address the treatment of fractional shares, and in particular the sale of fractional shares or acquisition of additional fractional shares for the purpose of combination into full shares. The depository banks will endeavour to settle the fractional shares (ISIN DE000A2DAPX8) in accordance with their customers' instructions.

Any remaining fractional shares that cannot be settled by the depository banks will be pooled with other fractional shares by Bankhaus Gebr. Martin AG, Göppingen, and sold as full shares on account of the depository banks. Pursuant to § 226 (3) AktG, fractional shares may be sold by private contract. The company has not provided for fee reimbursements in this respect.

The price of converted ordinary shares resulting from the capital reduction (DE000A2DAN10) on the unofficial market (m:access) of the Munich Stock Exchange is expected on May 10<sup>th</sup>, 2017.

**Leipzig, May 2017**

**Softline AG**

**The Management Board**

**About Softline AG:**

Founded in 1983, the Softline Group is a sustainably growing IT consultancy that has developed into a recognised European service provider in the market for information and communications technology. Publicly listed since 2000, Softline AG acts as the parent company to the Group and is responsible for coordinating the international companies in Germany, Belgium, France, the Netherlands and the UK. The company realigned its activities in 2010 and has since concentrated on expanding its IT consulting and service business, with a key focus on its core portfolio activities of Software Asset Management (SAM), IT Security, Virtualisation and Infrastructure Management. Further information about the Softline Group is available at [www.softline-group.com](http://www.softline-group.com).

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