

Interim report as of June 30, 2003



Key Figures*

in million EUR (unless stated)	June 30, 2003	June 30, 2002
Revenue	204.9	239.8
Products thereof licensing thereof maintenance	141.2 45.8 95.4	157.6 55.3 102.3
Professional services	62.2	81.5
Other	1.5	0.7
Operating result as % of revenue	12.9 6%	3.7 2%
Income from investments	-	31.6
Restructuring expenses	-23.8	-13.1
Income before taxes as % of revenue	-10.9 -5%	22.2 9%
Income after taxes as % of revenue	-7.4 -4%	11.8 5%
Earnings per share (EUR)	-0.27	0,43
Total assets	457.7	464.0
Cash and cash equivalents	75.1	66.7
Stockholders' equity as % of total assets	219.7 48%	197.4 43%
Employees of these abroad	2,896 1,685	3,141 1,866

Software AG shares are listed at the Frankfurt Stock Exchange, Germany (Prime Standard, Index TecDAX). ISIN DE 0003304002, ticker symbol SOW.

^{*} This interim report has not been audited.

Management Report

Strategic realignment as a technology and solution provider

For more than thirty years, Software AG has successfully focused on developing and marketing enterprise transaction products. Our portfolio includes Adabas, the fastest, most powerful database in the world; Natural, a powerful programming environment for fast, cost-effective software development; and EntireX, a tool for integrating back-end systems and front-end applications. Since the late 1990s, we have been a pioneer in the field of XML (eXtensible Markup Language) technology, and launched the world's first XML database, Tamino.

During the course of 2002, it became clear where the strengths of Software AG's business model lie, and where the Company needed to realign its strategy to accommodate changed market conditions. Demand for our traditional mainframe products (enterprise transaction solutions) remains constant. Our Tamino XML technology, by contrast, is increasingly difficult to market in today's climate—customers expect off-the-peg solutions to specific problems, and prefer products that require little customization, and which deliver a rapid return on investment (ROI).

Against this backdrop, we decided at the beginning of the year to strategically realign the Company as a combined technology and solution provider, and no longer as a dedicated technology provider only. As a result, we can continue to concentrate on our traditional core competence—database management systems. At the same time, we can leverage our technology leadership in XML (which remains a relatively new field) for the development of standard solutions. This entails identifying applications originally created for specific customers that

have proven internationally successful, and which are potentially attractive to a wider target group. These applications are then standardized by our central development department, and marketed globally. In comparison to rival solution providers, Software AG boasts outstanding XML expertise, plus in-house developed, cuttingedge software components. In addition, we have proven implementation skills, as demonstrated by the high return on investment achieved in many reference projects.

We have already approved two cross-industry (horizontal) solution platforms for further development: Tamino Mobile Suite will include mobile applications such as Sales Force Automation and Field Service Automation, both of which will be launched before the end of this year. The Tamino Content Suite will provide a platform for workflow-based content management applications. This includes the management of Web content, documents, media data and knowledge. Software AG has extensive experience in all of these areas, and will leverage this expertise within the scope of the Tamino Content Suite to develop applications for specific tasks from 2004.

New management and organizational structures

Our strategic realignment as a technology and solution provider calls for management and organizational structures that are more responsive to constantly evolving customer and market requirements. To this end, Software AG reorganized its international subsidiaries into four powerful regions, each managed from a base in a strong core market. The four regions are: Americas, Southern and Western Europe, Northern Europe and Asia/Pacific (including South Africa) and Central and Eastern Europe (including the Mid East). This will encourage

MANAGEMENT REPORT

knowledge transfer across the regions and provide backup resources for smaller international subsidiaries.

As part of our drive for greater internationalization, we have given the regions greater independence in terms of sales and marketing. Company headquarters has been streamlined. The majority of employees at headquarters work in the R&D department.

The newly created Business Development unit builds a vital bridge between R&D on the one hand, and sales and marketing on the other. Operating at both regional and Group level, Business Development allows us to effectively match our technological and financial resources to market opportunities, to create the ideal product portfolio.

The appointment of Regional Managers Christian Barrios Marchant, Mark Edwards and Gary Voight to the Group Executive Board on April 9, 2003, means that all four regions are now represented on the Company's key decision-making body. On February 28, 2003, the Supervisory Board voted Dr. Peter Mossack onto the Executive Board, with responsibility for research and development. The appointment of Karl-Heinz Streibich to the post of CEO signaled the completion of management and organizational restructuring. Mr. Streibich will take up his position on October 1, 2003, replacing Karl Heinz Achinger, who has been acting CEO since December 1, 2002, and who has played a key role in the strategic realignment. Mr. Achinger, in turn, will return to his role as Deputy Chairman of the Supervisory Board.

Stricter cost control for stronger finances

As part of our strategic realignment, and to exploit potential for growth on the solutions market, the Company's finances must return to competitive levels. Financial

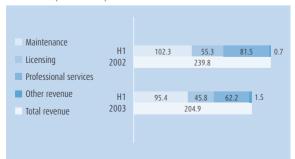
independence and stability are absolute prerequisites for customer confidence in our long-term ability to develop, maintain and support our software. We last achieved our 15 percent return-on-sales target in fiscal 2001. We are confident that our modified business model will allow us to return to this figure by 2005, at the latest.

The decline in revenues experienced in fiscal 2002 could only be partially offset by paring back costs. As a result, it was again necessary to adjust costs in line with revenue levels in the first half of 2003.

The aim is to save an annual 55 million euros by 2004. In the current fiscal year, we expect to realize savings of around 25 million euros. However, these will be largely cancelled out by restructuring costs totaling approximately 24 million euros, for which provisions were already included in first-quarter results.

The lion's share of savings will come from the departure of 300 full-time employees, including around 125 from our German subsidiary and approximately 125 from Group headquarters. As of June 30, 2003, the staff-reduction program had been fully approved and put into action. Headcount will fall to 2,700 by the beginning of 2004.

Revenue (in million EUR)



Stable product revenues

Software AG posted total revenues of 204.9 million euros in the first half of 2003, a 15 percent fall on 2002. Half of the decline can be attributed to the buoyant euro, and the remainder to a sharp, but planned decrease in project revenues (62.2 million euros compared with 81.5 million euros). This segment is currently weighed down by excess capacity and fierce price pressure. We decided to avoid non-profitable areas, and are already beginning to experience an upturn in order intake across many national markets.

The stable development of product revenues, which includes licensing and maintenance, was a key feature of the first half of fiscal 2003. The largest share of revenues was contributed by maintenance, which proved immune to the troubled economy. In fact, maintenance revenues are a useful benchmark of customer satisfaction and loyalty. Adjusted for currency effects, the figure of 95.4 million euros (102.3 million euros in 2002) represents a year-on-year increase of 5 percent, fully offsetting the shortfall in licensing revenues—45.8 million euros (55.3 million euros in 2002). The unbroken reluctance of customers to embark on IT projects continued to impact the figures. However, demand has not weakened further, but stabilized at a lower level to last year.

Total second-quarter revenues rose 4 percent over the first quarter, or 7 percent when adjusted for currency effects. All three segments contributed to this increase, which traditionally occurs between first and second quarters. The greatest climber was licensing revenues, up 10 percent (15 percent when adjusted for currency effects) from 21.9 million euros to 24.0 million euros. Maintenance and project services generated 48.0 million euros and 31.6 million euros, respectively.

Solutions increase their share of licensing revenues

The distribution of licensing revenues in the first half was largely unchanged on 2002. Our enterprise transaction products Adabas and Natural were once again the key contributors, accounting for nearly two thirds (28.9 million euros).

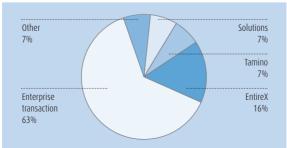
However, there was a slight shift from traditional products in favor of solutions that include XML components. The latter's share climbed to 7 percent (5 percent in 2002). Tamino XML Server generated 7 percent (8 percent in 2002), and integration software EntireX provided 16 percent (13 percent in 2002) of licensing revenues.

Operating income more than tripled

Over the first six months of the year, operating income surged from 3.7 million euros to 12.9 million euros. Restructuring charges totaling 23.8 million euros resulted in net income of –7.4 million euros (11.8 million euros in 2002). Net income in 2002 was dampened by restructuring charges of 13.1 million euros, and lifted by the disposal of financial assets totaling 31.6 million euros.

Restructuring efforts have borne fruit, with total costs (adjusted for restructuring charges) down 18 percent compared to the H1 of 2002, at 202.3 million euros.

Licensing revenue by product group (H1 2003)



MANAGEMENT REPORT

The largest drop was in personnel expenses, which shrank by 19.1 million euros.

Healthy balance sheet and positive cash flow

Total assets rose over the reporting period from 440.8 million euros on December 31, 2002, to 457.7 million euros. Significant changes to balance-sheet items are given below:

- Fixed assets fell 12.1 million euros to 209.0 million euros, mainly as a result of scheduled amortization of goodwill.
- Receivables and other assets remained largely unchanged, at 131.5 million euros. This figure includes trade receivables of 119.2 million euros. Days' sales outstanding totaled 101 in the first half of fiscal 2003. No receivables were factored during the reporting period.
- Cash and cash equivalents were also very close to the figure posted at the end of 2002, at 75.1 million euros.
- The Company is applying German Accounting Standard

Result (in million EUR)	Q2 2003	Q2 2002	H1 2003	H1 2002
Operating EBITDA Depreciation	17.2 -2.1	15.9 -5.7	26.2 -4.3	21.5 -8.4
Operating EBITA Goodwill Financial income	15.1 -5.5 +1.0	10.2 -5.5 +1.0	21.9 -10.9 +1.9	13.1 -10.9 +1.5
Operating result Income from investments Restructuring expenses	10.6	5.7 +22.3 -1.8	12.9 - -23.8	3.7 +31.6 -13.1
Profit before tax Taxes	10.6 -8.3	26.2 -12.1	-10.9 +3.5	22.2 -10.4
Net income Earnings per share	2.3	14.1	-7.4	11.8
(in EUR)	0.08	0.52	-0.27	0.43

- 10 (DRS 10) for the first time in fiscal 2003. DRS 10 requires companies to capitalize deferred taxes—this led to prepaid expenses rising from 7.1 million euros to 36.4 million euros
- Equity climbed by 5.2 million euros to 219.7 million euros during the first half, taking the equity-to-totalassets ratio to 48 percent.
- Provisions increased by 7 percent to 116.7 million euros, mainly as a result of provisions posted in the first quarter for restructuring costs.
- Deferred income grew from 81.7 million euros to 87.4 million euros. This item consists primarily of deferred maintenance revenues

Software AG again underlined its firm financial footing with net operating cash flow of 6.4 million euros in the first six months of 2003, despite the inclusion of the first 6 million euro payment incurred by the restructuring program.

R&D spending brought in line with new strategy

Spending on research and development totaled 29.4 million euros in the first half of fiscal 2003, 14 percent

Research & development expenses by product group (Total R&D expenses in million EUR, by product group in percentage of total R&D expenses)



SEGMENT REPORT

behind 2002 levels. Development costs remained unchanged for enterprise-transaction products Adabas and Natural, at 15.3 million euros. R&D expenditure for EntireX and Tamino XML Server was cut from 18.7 million euros in the first half of 2002 to 13.0 million euros. In accordance with our revised strategy, 1.2 million euros, 4 percent of the entire R&D budget, was invested in our new XML-based solutions; this share is set to increase in future

Segment Report

Americas remain strongest region

The development of revenue varied from region to region in the first half of 2003 in accordance with the impact of the strong euro. The high value of the euro was felt most acutely in the Americas, which account for one third (36 percent in 2002) of all Company revenues.

Southern and Western Europe, which invoices exclusively in euros, saw its share climb to 28 percent (25 percent in 2002). We received positive feedback on Software AG's new strategic focus from existing and potential customers in the region, and have already won important new mobile business and content management projects.

Northern Europe and Asia/Pacific, which provided 16 percent (16 percent in 2002 also) of total revenues, also came under pressure from the strong euro and excess project services capacity. Our IESD (Integrated Electronic Service Delivery) platform proved a valuable source of new projects. IESD is a powerful framework for building public sector applications, for example online citizen portals.

In Central and Eastern Europe, the situation improved slightly compared with the first quarter, with the share of revenues reaching 22 percent in the first half of the year (24 percent in 2002). The region's poor performance was mainly a result of weak market fundamentals in Germany.

Sequential income growth across all regions

Our restructuring program also bore fruit on a regional level. In the Americas and Northern Europe, first-half EBITA (earnings before interest, tax and amortization)

Segment report (January 1 to June 30, 2003, differences due to rounding)

	Ameri	icas	Southern/ Euro		Northern and Asia/
in thousand EUR	H1 2003	H1 2002	H1 2003	H1 2002	H1 2003
Licensing	16,716	21,735	9,997	8,329	10,825
Maintenance	42,487	47,366	13,632	13,969	18,793
Professional services	8,375	16,020	33,868	38,043	3,457
Other	708	515	742	108	271
Total revenue	68,287	85,637	58,239	60,449	33,345
Operating EBITA	18,993	16,830	6,829	7,328	8,455

Segment report (April 1 to June 30, 2003, differences due to rounding)

in thousand EUR	Ame Q2 2003	ricas Q2 2002	Southern, Euro Q2 2003		Northern and Asia/ Q2 2003
Licensing	9,329	14,582	5,509	4,482	5,251
Maintenance	21,144	22,974	6,931	7,213	9,351
Professional services	4,249	8,183	17,108	19,397	1,634
Other	445	444	720	44	239
Total revenue	35,167	46,183	30,268	31,137	16,475
Operating EBITA	11,534	9,977	3,968	4,443	4,424

SEGMENT REPORT

rose 13 and 15 percent respectively over the same period of 2002. In Southern and Western Europe and Central and Eastern Europe, EBITA did not reach 2002 levels. However, compared with the first quarter of 2003, the second quarter saw sequential income growth across all regions, proportionally higher than revenue growth.

Europe Pacific H1 2002	Central/E Europ H1 2003		Develop Central Fu Consolio H1 2003	ınctions	Total 6 H1 2003	iroup H1 2002
11,768	8,246	13,263	34	155	45,818	55,250
19,431	20,449	21,311	-6	246	95,356	102,323
6,351	17,224	21,889	-729	-828	62,195	81,503
44	86	100	-305	-34	1,501	734
37,593	46,005	56,564	-1,006	-461	204,870	239,810
7,387	2,543	5,034	-14,934	-23,487	21,886	13,092

Europe Pacific Q2 2002	Central/ Euro Q2 2003		Develo Central F Consol Q2 2003	unctions	Total (Q2 2003	Group Q2 2002
7,473	3,829	3,964	35	155	23,953	30,657
9,754	10,234	10,685	347	222	48,006	50,848
2,875	8,906	11,442	-295	-425	31,601	41,501
13	33	25	-289	-95	1,149	432
20,116	23,001	26,116	-202	-143	104,709	123,438
5,167	1,301	1,641	-6,150	-11,073	15,077	10,154

Outlook

First signs of an upturn in demand

Individual markets, such as the USA, are beginning to display signs of a slight upturn in demand for IT products and services. Order intake, however, remains sluggish. Most analysts share this view of the market. According to a recently published study by investment bank Goldman Sachs, a marked rise in IT spending is unlikely before 2004, when the global market is set to grow by 3.5 percent. International Data Corporation (IDC) analysts are slightly more positive, forecasting a 1.5 percent increase in IT spending in 2003, although the figure for Europe is somewhat weaker, at 0.4 percent.

Adjusted for currency translation effects, we forecast that full-year product revenues will reach 2002 levels. However, competition for project services is likely to remain intense. Against this background, we do not expect project revenues in the second half of the current year to cover the first-half shortfall.

Nonetheless, the success of our cost-cutting program means that we are well on course to equal 2002 operating income (32 million euros). In spite of restructuring charges, we are confident that Software AG will post positive income and positive operating cash flow for fiscal 2003.

Other Disclosures

On December 9, 2002, Justus Mische was appointed to the Supervisory Board of Software AG as a replacement for Dietrich-Kurt Frowein. Mr. Mische's appointment was confirmed at the annual stockholders' meeting on April 30, 2003.

Dr. Detlef Purschke left the Executive Board on June 30, 2003. Dr. Purschke's duties included the management of Central and Eastern Europe, in future the responsibility of Executive Board member Andreas Zeitler, as well as customer support, which is to be decentralized to regional management.

During the reporting period, the Company made no use of its share buyback program, and held no treasury shares on June 30.

To raise the Company's competitiveness in project services, we will form a joint venture with an Indian software house of similar size to Software AG. India boasts an outstanding infrastructure with highly skilled software developers at significantly lower cost. We will hold a 51 percent stake in the new company, which will support our project services and R&D work in the realms of application development, application management and maintenance, and professional services projects. The joint venture is due to commence operations in the fourth quarter of fiscal 2003. Initially with a staff of around 50, there will be considerable scope for expansion as and when the order intake begins to improve.

As of the balance-sheet date, there were three stockoption programs in place for Executive Board members, senior managers and employees. The maximum number of stock options allocable under these programs is 3,286,748. The Company is also authorized to implement a new program for employees for up to 1,000,000 new stock options. On June 30, 2003, 396,846 stock options were held by Executive Board members, 542,601 by other senior managers and 875,466 by employees. There was no resulting dilutive effect on capital stock during the reporting period, as either the strike price remained higher than the average stock price, or conditions for exercise were not fulfilled. The treasury-stock method is used to calculate dilution. No stock options were exercised during the reporting period.

This interim report was compiled according to the same accounting and valuation methods applied to the 2002 annual report and the 2002 six-month annual report. Changes to stockholders' equity are given in the corresponding table. No interim dividends were distributed or proposed for distribution, and the scope of consolidation remained unaltered. Segment reporting has been adjusted since the 2002 annual report to allow for the regional restructuring detailed in the management report—new figures have been calculated for 2002 for the sake of comparison. This report was compiled in accordance with German Accounting Standard 6 (DRS 6).

Software AG stock, key figures

Jun. 30, 2002 Dec. 31, 2002 Jun. 30, 2003

	,,		,		
Stock price (XETRA closing price in EUR)	14.30	9.01	11.90		
Number of shares	27,266,752	27,266,752	27,266,752		
Market capitalization (in million EUR)	390	246	324		
52-week high/low (EUR)		13.24/8.3	8		
Frankfurt Stock Exchange (Prime Standard/TecDAX), international stock identification number DE 0003304002, ticker symbol SOW					

Software AG Stock

Stock price rally since beginning of year

Software AG stock rose sharply over the first half of fiscal 2003, closing at 11.90 euros on June 30, a 32 percent increase. Over the same period, the TecDAX, in which the Company has been included since the index was created, only gained 11 percent. Since the reporting date, the share has continued to rally, significantly exceeding its 52-week high.

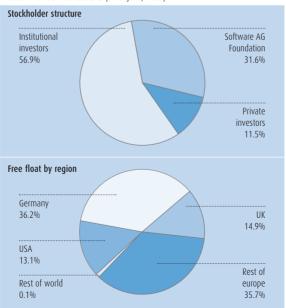
The decision to convert the Company's registered shares to bearer shares, taken at the annual stockholders' meeting on April 29, 2003, had been fully implemented by June 30. Registered shares were introduced in November 2000 with the aim of increasing the transparency of Software AG's stockholder structure. Unfortunately, the move did not live up to expectations. This was particularly the case for stockholders resident outside Germany—the share register did not make it any easier to identify or communicate with this group. The extra costs of keeping a share register are eliminated by reverting to bearer shares.

Development of Software AG stock price (against the TecDAX, for the period from January 1 to June 30, 2003)



In May and June respectively, fund manager Fidelity and the Capital Group reduced their stakes in Software AG to below 5 percent. This left Software AG Foundation (with 32 percent of capital stock) and the Liechtensteinbased Classic Fund (5.2 percent) as the only stockholders above the 5 percent disclosure threshold.

Stockholder structure (as of June, 2003)



BALANCE SHEET

Consolidated Balance Sheet

in thousand EUR	Jun. 30, 2003	Dec. 31, 2002
Assets		
Fixed assets		
Intangible assets	166,875	178,142
Tangible assets	35,391	37,000
Financial assets	6,769	5,937
	209,035	221,079
Current assets		
Inventories	5,727	4,628
Receivables and other assets	131,512	132,555
Cash and cash equivalents	75,062	75,423
	212,301	212,606
Prepaid expenses	36,400	7,135
	457,736	440,820
Equity and liabilities		
Stockholders' equity	219,749	214,468
Special tax-allowable reserves	6	6
Provisions	116,655	108,743
Liabilities	33,943	35,875
Deferred income	87,383	81,728
	457,736	440,820

Consolidated Income Statement

in thousand EUR	Jun. 30, 2003	Jun.30,2002	Q2 2003	Q2 2002
Revenue Licensing Maintenance Professional services Other	45,818 95,356 62,195 1,501	55,250 102,323 81,503 734	23,953 48,006 31,601 1,149	30,657 50,848 41,501 432
Total revenue	204,870	239,810	104,709	123,438
Increase/decrease in finished goods and work in progress	1,629	2,869	-104	1,182
Other operating income*	6,759	40,235	3,263	27,021
Expenses Cost of materials and purchased services	-17,695	-21,871	-8,807	-10,746
Personnel expenses	-117,178	-136,252	-56,879	-67,081
Depreciation and amortization**	-15,207	-16,036	-7,550	-7,964
Other operating expenses***	-76,035	-84,820	-25,018	-37,399
Total operating expenses	-226,115	-258,979	-98,254	-123,190
Financial income, net	1,959	-1,728	1,030	-2,290
Income before taxes	-10,898	22,207	10,644	26,161
Taxes	3,520	-10,437	-8,328	-12,020
Income after taxes	-7,378	11,770	2,316	14,141
Minority interests	0	0	0	0
Consolidated net income	-7,378	11,700	2,316	14,141
Earnings per share (EUR, basic/diluted) Weighted average shares	-0.27	0.43	0.08	0.52
outstanding (basic/diluted)	27,266,752	27,264,644	27,266,752	27,266,752

^{*} Thereof earnings from sale of SAP SI shares as of June 30, 2002

^{31,640} thousand euros (Q1 9,340 thousand euros, Q2 22,300 thousand euros)

^{**} Thereof goodwill amortization as of June 30, 2003 10,926 thousand euros (5,463 thousand euros per quarter); as of June 30, 2002 10,918 thousand euros (5,459 thousand euros per quarter)

^{***} Thereof restructuring costs as of June 30, 2003 23,817 thousand euros (Q1 23,817 thousand euros); as of June 30, 2002 13,140 thousand euros (Q1 11,340 thousand euros, Q2 1,800 thousand euros)

STATEMENT OF CASH FLOWS

Statement of Cash Flows

in thousand EUR	Jun. 30, 2003	Jun. 30, 2002
Income after taxes	-7,378	11,770
Depreciation/amortization/asset write-ups	15,207	19,286
Increase/release of long-term provisions	-433	119
Gain/loss from the disposal of fixed assets	363	-31,486
Increase/decrease in inventories, receivables and other current assets	-16,263	39,927
Increase/decrease in payables and other liabilities	14,938	-13,203
Net cash used in/provided by operating activities	6,434	26,413
Cash received from the sale of fixed assets	537	1,108
Investments in tangible assets	-2,832	-3,848
Cash received from the sale of intangible assets	10	33
Investments in intangible assets	-149	-567
Cash received from the sale of financial assets	6	34,107
Investments in financial assets	-838	-63
Investments in associated companies	0	-2,050
Net cash used in/provided by investing activities	-3,266	28,720
Contribution from capital increase	0	148
Dividends paid	0	-11,722
Cash proceeds from short-term borrowings	0	2,050
Repayment of loans and liabilities from acquisitions	-2,869	-30,192
Net cash used in/provided by financing activities	-2,869	-39,716
Change in cash funds from exchange rate movements, changes in group structure for cash funds	-660	1,003
Net change in cash and cash equivalents	-361	16,420
Cash and cash equivalents at the beginning of the period	75,423	50,244
Cash and cash equivalents at the end of the period	75,062	66,664

Statement of Changes in Group Equity

in thousand EUR	2003	2002
Subscribed capital as of January 1	81,800	81,784
Options exercised	0	16
	81,800	81,800
Capital reserves as of January 1	132	0
Premium on capital increase		
due to options exercised	0	132
	132	132
Equity earned by the Group as of January 1	132,959	111,158
Dividends paid	0	-11,722
Consolidated net income/loss	-7,378	11,770
	125,581	111,206
Accumulated other gains and losses recognized		
directly in equity and relating to the shareholders	422	2 245
of the parent company as of January 1	-423	3,265
Changes in Foreign Exchange Rates	-399	992
Deferred tax assets and liabilities from the first-time application of German Accounting		
Standard No. 10 (DRS 10)	13,058	0
	12,236	4,257
Total group equity as of June 30	219,749	197,395

FINANCIAL CALENDAR

Financial Calendar

October 23, 2003 Q3 2003 earnings figures

Early March 2004 Fiscal 2003 earnings figures

May 7, 2004 Annual stockholders' meeting

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