

SOFTWARE PUBLISHING CORPORATION  
NOTICE OF ANNUAL MEETING OF  
SHAREHOLDERS

TO THE SHAREHOLDERS OF SOFTWARE PUBLISHING CORPORATION.

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Shareholders of SOFTWARE PUBLISHING CORPORATION, a California corporation, will be held on July 29, 1981 at 3:00 P.M., at 2021 Landings Drive, Mountain View, California, for the purpose of considering and acting upon the following proposals:

1. To elect directors of the corporation to serve for the ensuing year and until their successors are elected. The following are the names of nominees intended at the time of this notice to be presented by management for election:

<u>Name of Nominee</u>	<u>Director Since</u>
Fred Gibbons	May, 1980
John Page	April, 1981
Janelle Bedke	April, 1981
Robert Maxfield	April, 1981
Thomas Tisch	April, 1981

2. To consider and act upon the ratification of the appointment of independent auditors, Coopers & Lybrand.

3. To transact any other business as may properly come before the meeting or any adjournment thereby.

Only the shareholders of record at the close of business on July 1, 1981 will be entitled to vote at the meeting.

All shareholders are cordially invited to attend the meeting in person. However, to assure your representation at the meeting, you are urged to sign and return the enclosed Proxy as promptly as possible in the postage prepaid envelope enclosed for that purpose. Any shareholder attending the meeting may vote in person even if he returned a Proxy.

Dated: July 15, 1981.

THE BOARD OF DIRECTORS

## SOFTWARE PUBLISHING CORPORATION

### PROXY STATEMENT

#### I. Information Concerning Solicitation and Voting. General.

The enclosed Proxy is solicited on behalf of Software Publishing Corporation (the "Company") for use at the Annual Meeting of Shareholders to be held on Friday, July 29, 1981, at 3:00 P.M., or at any adjournment thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Shareholders. The Annual Meeting will be held at 2021 Landings Drive, Mountain View, California. The Company's telephone number is (415) 962-8910.

These proxy solicitation materials were mailed on or about July 16, 1981, to all shareholders entitled to vote at the meeting.

#### Record Date and Share Ownership

Shareholders of record at the close of business on July 1, 1981 are entitled to notice of and to vote at the meeting. At the record date 8,875,000 shares of the Company's common stock were issued and outstanding.

#### Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to the Company a written notice of revocation or a duly executed proxy bearing a later date or by attending the shareholder meeting and voting in person.

#### Voting and Solicitation

Every shareholder voting at the election of directors may cumulate such shareholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the shareholder's shares are entitled, or distribute the shareholder's votes on the same principle among as many candidates as the shareholder thinks fit, provided that votes cannot be cast for more candidates than the number of directors to be elected. However, no shareholder shall be entitled to cumulate votes unless the candidate's name has been placed in nomination prior to the voting and the shareholder or any other shareholder has given notice at the meeting prior to the voting of the intention to cumulate the shareholder's votes; on all other matters, each share has one vote.

## II. Election of Directors

The Company's By-Laws provide for five directors and it is planned that a Board of five directors will be elected at the meeting. Unless otherwise instructed, the proxy holders will vote, the proxies received by them for Company's nominees named below, all of whom are presently directors of the Company. In the event that any Company nominee shall become unavailable, the proxy holders will vote in their discretion for a substitute nominee. It is not expected that any nominee will be unavailable. The term of office of each person elected as a director will continue until the Next Annual Meeting of Shareholders or until his successor has been elected and qualified.

The names of the nominees are set forth below:

### Nominees

Fred Gibbons  
John Page  
Janelle Bedke  
Robert Maxfield  
Thomas Tisch

## III. Appointment of Auditors

The Board of Directors has selected Coopers & Lybrand as independent accountants for the current fiscal year.

## IV. Other Matters

Company knows of no other matters to be submitted to the meeting. If any other matters properly come before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as Company may recommend.

Dated: July 15, 1981

THE BOARD OF DIRECTORS

SOFTWARE PUBLISHING CORPORATION

THIS PROXY IS SOLICITED BY THE MANAGEMENT  
Proxy for Annual Meeting of Shareholders

The undersigned hereby appoints Fred Gibbons, John Page, and Janelle Bedke, and each of them, with full power of substitution, the attorney in proxy of the undersigned to attend the Annual Meeting of Shareholders of Software Publishing Corporation (the "Company") to be held on July 29, 1981, at 3:00 P.M., and any adjournment thereof, and to vote if then and there personally present, on all matters set forth in the Notice and Proxy Statement, a copy of which has been received by the undersigned, as follows:

1. The election of Fred Gibbons, John Page, Janelle Bedke, Robert Maxfield and Thomas Tisch as directors of the Company, to serve until the next Annual Meeting of Shareholders or until their successors shall be duly elected and qualified:

Vote for ( ) Withhold Vote ( )

2. The ratification of appointment of Coopers & Lybrand as independent accountants.

Vote for ( ) Withhold Vote ( )  
Abstain ( )

3. In their discretion on any other matter or matters which may properly come before said meeting or any adjournment thereof.

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFIC INDICATION ABOVE. IN THE ABSENCE OF SUCH INDICATION, THIS PROXY WILL BE VOTED FOR MANAGEMENT'S SLATE OF DIRECTORS AND IN THE DISCRETION OF THE PROXY HOLDERS ON ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
PLEASE PRINT NAME(S)  
\_\_\_\_\_

I plan to attend the meeting:      Yes\_\_\_      No\_\_\_

Sign exactly as your name(s) appears on the stock certificate(s). A corporation is requested to sign its name by the President or other authorized officer, with the office held designated. Executors, administrators, trustees, etc., are requested to so indicate when signing. If a stock is registered in two names, both should sign.