

# Invitation

to the  
**2026 Annual General Meeting of Shareholders  
of SoftwareOne Holding AG**

Date and Time: **Friday, 22 May 2026, at 3:00 pm CEST (doors open at 2:00 pm CEST)**

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Place: **Messe Luzern**  
Horwerstrasse 87, 6005 Lucerne, Switzerland

Dear Shareholder,

2025 marked an important year for SoftwareOne, with significant progress in positioning the company for its next phase of development. Most notably, the successful combination with Crayon represents a major strategic milestone, creating a truly global leader in software and cloud services. We are grateful for your continued support throughout this process.

The combined company is well positioned to help customers navigate increasing complexity – from managing multi-cloud environments to addressing cybersecurity requirements and capturing the opportunities of artificial intelligence. With our complementary capabilities and global reach, we are further strengthening our role as a trusted partner to customers and vendors alike.

In 2025, we exceeded our growth guidance and delivered profitability in line with our target, while advancing integration in a disciplined manner. Initial synergies have been realized, and we remain focused on capturing further efficiencies, strengthening profitability and cash flow performance, and improving working capital discipline to support sustainable shareholder value creation.

Our achievements in 2025 were the result of a highly focused and committed effort across the organization, led with clarity and determination by our Co-CEOs and the entire Executive Board.

At the Annual General Meeting on 22 May 2026, we will propose a dividend of CHF 0.15 for the 2025 financial year. This proposal is in line with our dividend policy and reflects our commitment to a balanced capital allocation between integration, growth investments and shareholder returns.

All current members of the Board of Directors are standing for re-election. In addition, we are proposing the election of a new member with complementary leadership experience to further strengthen the Board.

I look forward to meeting as many of you as possible at the Annual General Meeting.

Thank you for your continued trust and support.

SoftwareOne Holding AG

For the Board of Directors:

Till Spillmann  
Chair

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# Agenda

## 1 Management Report, Annual Statutory and Consolidated Financial Statements for the Financial Year 2025

### 1.1 Approval of the Management Report, Annual Statutory and Consolidated Financial Statements for the Financial Year 2025

**Proposal:** The Board of Directors proposes that the Management Report, the Sustainability Statements, the Annual Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2025 be approved.

**Explanation:** The Board of Directors is legally required to submit the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements for each fiscal year to the Annual General Meeting for approval. Based on the results of their audit, the statutory auditors, Ernst & Young AG, Zurich, confirmed that the Annual Statutory and Consolidated Financial Statements of SoftwareOne Holding AG for the financial year 2025 comply with Swiss law and the Articles of Incorporation. The Annual Report which includes the Management Report, the Annual Statutory and Consolidated Financial Statements is available online at <https://report.softwareone.com/ar25/>.

### 1.2 Consultative Vote on the Report on non-financial Matters 2025

**Proposal:** The Board of Directors proposes that the Report on non-financial Matters for the financial year 2025 (Sustainability Statements 2025) be approved.

**Explanation:** In line with art. 964c para. 1 of the Swiss Code of Obligations, the Board of Directors submits the report on non-financial matters 2025 to the shareholders for consultative approval. This includes the Sustainability Statements 2025, which inform shareholders on SoftwareOne's achievements regarding environmental, social and governance topics including respect for human rights and the fight against corruption. Based on the results of their audit, Ernst & Young AS, have provided a qualified limited assurance conclusion of the Statements. The Annual Report which includes the Sustainability Statements 2025 is available online at <https://report.softwareone.com/ar25/>.

### 1.3 Consultative Vote on the Compensation Report 2025

**Proposal:** The Board of Directors proposes that the Compensation Report for the financial year 2025 be approved in a consultative vote.

**Explanation:** In line with art. 735 para. 3 no. 4 of the Swiss Code of Obligations, the Board of Directors submits the Compensation Report 2025 to the shareholders for a consultative vote. The

Compensation Report 2025 informs shareholders of the compensation awarded to members of the Board of Directors and the Executive Board in 2025. It also provides information on the decision-making process in compensation matters and sets out SoftwareOne's compensation policy and principles. The Compensation Report 2025 is available online at: <https://report.softwareone.com/ar25/>.

## 2 Appropriation of Retained Earnings and Distribution of Non-Swiss Capital Contribution Reserves

**Proposal:** The Board of Directors proposes that the retained earnings of SoftwareOne Holding AG for the financial year 2025 be appropriated as follows and that the following distribution from non-Swiss capital contribution reserves of CHF 0,15 per registered share be made:

<b>Retained earnings</b>	
In CHF	2025
Retained earnings brought forward	231,207,515
Profit for the period	34,013,338
<b>Available earnings before proposed distribution</b>	<b>265,220,853</b>
Proposed distribution out of available earnings	-
<b>Available earnings after proposed distribution</b>	<b>265,220,853</b>

<b>Capital contribution reserve</b>	
In CHF	2025
<b>Capital contribution reserves brought forward (Swiss)</b>	<b>18,761,557</b>
Share buyback	-18,761,557
Transactions with treasury shares	819,913
<b>Capital contribution reserves before proposed distribution (Swiss)</b>	<b>819,913</b>
Proposed distribution out of capital contribution reserves (Swiss)	-
<b>Capital contribution reserves after proposed distribution (Swiss)</b>	<b>819,913</b>
<b>Capital contribution reserves brought forward (non-Swiss)</b>	<b>16,124,995</b>
Share buyback	-15,787,469
Crayon transaction	617,404,174
<b>Capital contribution reserves before proposed distribution (non-Swiss)</b>	<b>617,741,700</b>
Proposed distribution out of capital contribution reserves (non-Swiss)	-33,165,443
<b>Capital contribution reserves after proposed distribution (non-Swiss)</b>	<b>584,576,257</b>

**Explanation:** The Board of Directors proposes a dividend of CHF 0.15 per registered share from the non-Swiss capital contribution reserves. This corresponds to a gross distribution in the total amount of CHF 33,165,443 based on the total number of shares issued. No distribution is made on own shares held by the Company or its subsidiaries. Payments out of reserves from non-Swiss capital

contributions are free of Swiss federal withholding tax and not subject to income tax for Swiss resident individuals holding shares of the Company as a private investment. This corresponds to a payout ratio of 37% of adjusted net profit. If this proposal is approved, the distribution from reserves from non-Swiss capital contributions (without deduction of Swiss withholding tax) will be made as from 29 May 2026. Distribution to shareholders registered via Verdipapirsentralen (VPS), Norway, will be made as from 3 June 2026. The shares will be traded ex-dividend as from 27 May 2026.

### 3 Discharge of the Members of the Board of Directors and the Members of the Executive Board

**Proposal:** The Board of Directors proposes to grant discharge to the members of the Board of Directors and the members of the Executive Board for the financial year 2025.

**Explanation:** In line with art. 698 para. 2 no. 7 of the Swiss Code of Obligations, the Annual General Meeting is competent for the discharge resolution.

### 4 Election of the Members of the Board of Directors

**Proposal:** The Board of Directors proposes the re-election or election, respectively, of the following persons as members of the Board of Directors for a term of office until completion of the next Annual General Meeting:

- 4.1 Re-Election of René Gilli
- 4.2 Re-Election of Jörg Riboni
- 4.3 Re-Election of Jens Rugseth
- 4.4 Re-Election of Andrea Sieber
- 4.5 Re-Election of Till Spillmann
- 4.6 Re-Election of Daniel von Stockar
- 4.7 Re-Election of Rune Syversen
- 4.8 Election of Barend Fruithof

**Explanation:** Since the term of office of all the current members of the Board of Directors ends at the completion of the 2026 Annual General Meeting, re-election by the Annual General Meeting is required.

The Board of Directors further proposes the election of Barend Fruithof as new and independent member of the Board of Directors. Barend Fruithof brings extensive international leadership, strategic and integration expertise to SoftwareOne's Board of Directors. He has served as Chief Executive Officer of Aebi Schmidt Group since 2017, a leading global specialty vehicles company based in Switzerland and listed on NASDAQ, where he gained deep experience in cross-border

transactions, public markets and post-merger integration. He previously held senior roles in financial institutions, including responsibility for corporate client business as well as finance and IT functions. In addition to his executive experience, Barend Fruithof has many years of board experience across different industries, including software engineering. The proposed re-election of all current members and the election of one additional member are intended, in particular, to ensure continuity of the Board of Directors and to provide an optimal mix of expertise and competence among the members of the Board of Directors.

Subject to their re-election and election, respectively, Jörg Riboni, Jens Rugseth and Barend Fruithof will be appointed as members of the Audit Committee.

Detailed information on the members of the Board of Directors and their roles and professional background can be found in the "Corporate Governance" Section of the 2025 Annual Report available online at <https://report.softwareone.com/ar25/cg/>.

## 5 Election of the Chairperson of the Board of Directors

**Proposal:** The Board of Directors proposes that Till Spillmann be re-elected as Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting.

**Explanation:** Since the term of office of Till Spillmann as Chairman expires at the end of the 2026 Annual General Meeting, his re-election by the Annual General Meeting is required.

## 6 Election of the Members of the Nomination and Compensation Committee

**Proposal:** The Board of Directors proposes the re-election of the following members of the Board of Directors as members of the Nomination and Compensation Committee for a term of office until completion of the next Annual General Meeting:

6.1 Re-Election of Andrea Sieber

6.2 Re-Election of René Gilli

6.3 Re-Election of Rune Syversen

**Explanation:** The term of office of the existing members of the Nomination and Compensation Committee expires at the end of the 2026 Annual General Meeting. It is expected that, if re-elected, Andrea Sieber will keep the role as chair of the Nomination and Compensation Committee.

## 7 Election of the Independent Proxy

**Proposal:** The Board of Directors proposes that Anwaltskanzlei Keller AG, Splügenstrasse 8, 8002 Zurich, Switzerland be re-elected as Independent Proxy for a further term of office of one year, expiring at the completion of the next Annual General Meeting.

**Explanation:** The term of office of Anwaltskanzlei Keller AG as Independent Proxy expires at the end of the 2026 Annual General Meeting. Anwaltskanzlei Keller AG has served as Independent

Proxy in accordance with art. 689c of the Swiss Code of Obligations since 2019 and has confirmed that it continues to have the independence required to act as independent voting representative.

## 8 Election of the Auditors

**Proposal:** The Board of Directors proposes that Ernst & Young AG, Zurich, be re-elected as Auditors for a one-year term of office for the financial year 2026.

**Explanation:** Ernst & Young AG have been the statutory auditors of SoftwareOne Holding AG since 2013 and confirmed to the Board of Directors that they continue to have the independence required to act as the Company's statutory auditors.

## 9 Approval of the Maximum Aggregate Compensation Amounts for the Board of Directors and the Members of the Executive Board

### 9.1 Approval of the Maximum Aggregate Compensation for the Members of the Board of Directors for the Period Until the Following Annual General Meeting

**Proposal:** The Board of Directors proposes that the Annual General Meeting approve a maximum aggregate compensation amount of CHF 1,930,000 for the members of the Board of Directors for the period until the next Annual General Meeting.

**Explanation:** The proposed maximum aggregate compensation amount of CHF 1,930,000 is based on the compensation for eight members of the Board of Directors. Board members are awarded 60% in cash and 40% in SoftwareOne shares (blocked for three years). Fees are paid in quarterly installments over the one-year period. The maximum aggregate compensation for the members of the Board of Directors is significantly reduced compared to the previous period (2025/2026: CHF 2,150,000), primarily due to a reduction of the base fee per board member and the elimination of additional compensation related to the Crayon integration. This reduction is achieved despite the proposed increase in the number of board members by one.

The compensation of the Board of Directors includes compensation for Board membership and additional compensation for duties as member or chairperson of Committees. The Chairman of the Board of Directors, however, receives an annual base fee for his membership and does not receive any additional compensation for other roles and responsibilities assumed in Committees (if any). The maximum aggregate amount includes:

- Compensation for Board membership including the Chair and Committee membership fees amounting to CHF 1,665,000.
- Estimated mandatory employer paid social security contributions and a reserve for unforeseen events amounting to CHF 265,000. Members of the Board of Directors are not eligible for any pension contributions by the Company.



The table below presents the compensation elements and the corresponding amounts:

(CHF)

Compensation elements	
Fixed compensation paid in cash	999,000
Fixed compensation paid in shares	666,000
Social security contributions and reserve	265,000
<b>Total maximum aggregate compensation amount</b>	<b>1,930,000</b>

## 9.2 Approval of the Maximum Aggregate Compensation for the Members of the Executive Board for the Financial Year 2027

**Proposal:** The Board of Directors proposes that the Annual General Meeting approve a maximum aggregate compensation amount of CHF 8,280,000 for the members of the Executive Board for the financial year 2027.

**Explanation:** The proposed maximum aggregate compensation amount of CHF 8,280,000 is based on the assumption that the Executive Board will consist of five members.

The proposed amount also takes into account some reserve for foreign exchange fluctuations. The total compensation of the Executive Board members is comprised of base salary, additional compensation elements, and variable compensation.

The compensation of the Executive Board is structured as follows:

- Base salary: The base salary for members of the Executive Board is paid in cash and based on market practice, responsibility, experience and achievements of each member. On the basis of the assumptions stated above, it amounts to CHF 3,050,000 (gross amount) in the aggregate for all Executive Board members.
- Variable compensation: SoftwareOne is committed to rewarding its Executive Board members for overall company performance and the individual Executive Board members' performance in line with the principle of pay-for-performance. It is comprised of Short-Term Incentives (STI) and Long-Term Incentive (LTI) awards.
  - Short-Term Incentive (STI) plan: The STI focuses on annual business performance and individual performance, is paid fully in cash and capped at 200% of the target STI. On the basis of the assumptions stated above, the total maximum amount for all Executive Board members for the STI is CHF 2,900,000 (gross amount).
  - Long-Term Incentive (LTI) plan: The LTI aims to further drive sustainable long-term value creation and is awarded in the form of Performance Share Units (PSUs) with vesting subject to performance and service conditions capped at two times the number of granted PSUs. On the basis of the assumptions stated above, the total granted amount, reflecting the fair market value of the PSUs, for all Executive Board members for the LTI is CHF 1,510,000 (gross amount).
- Additional compensation elements: Executive Board members are entitled to certain benefits and allowance packages as well as pension or equivalent contributions. These allowances

are in line with company policy in the local jurisdiction. Executive Board members and the Company pay statutory contributions in line with the respective applicable legal requirements. The total maximum social security contributions, benefits and allowances for all Executive Board members are estimated at CHF 820,000 based on the maximum aggregate compensation amount.

The table below presents these compensation elements and the corresponding CHF amounts:

Compensation elements	in CHF
Base salary	3,050,000
Short-Term Incentive (STI)	2,900,000
Long-Term Incentive (LTI)	1,510,000
Additional compensation elements	820,000
<b>Total Compensation</b>	<b>8,280,000</b>

The proposed maximum aggregate compensation amount for the members of the Executive Board of CHF 8,280,000 assumes that the Executive Board members' STI performance targets are achieved at a maximum of 200% whereas LTI awards are taken into account at their on target (100%) grant-date fair market value. Employer-paid social security contributions subject to STI and LTI performance have been estimated assuming maximum performance for the STI and the grant-date fair market value for the LTI.

### 9.3 Approval of Additional Integration Success Compensation for the Members of the Executive Board

**Proposal:** The Board of Directors proposes that the Annual General Meeting approve a maximum aggregate compensation amount of CHF 6,000,000 for a one-time Integration Success Bonus Scheme to be granted to members of the Executive Board in the financial year 2026.

**Explanation:** This proposal is submitted separately from the ordinary prospective approval of the Executive Board compensation for the financial year 2027. The Integration Success Bonus Scheme is a one-off equity based incentive designed to reward and retain key executives during the critical post acquisition integration phase following last year's acquisition of Crayon. The scheme provides for the grant of Performance Share Units (PSUs) in the financial year 2026, which will vest subject to continued service and demanding performance conditions linked to SoftwareOne's share price performance, by setting three share price hurdles reflecting outperformance relative to market expectations. Vesting is structured over a three year period with an initial cliff and settlement will be made in shares, which are subject to an additional lock up period. The PSUs are further subject to customary good and bad leaver provisions as well as claw back mechanisms. The total amount to be granted, reflecting the fair market value of the PSUs at the grant date, for all Executive Board members shall not exceed CHF 6,000,000 (gross amount).

# Organizational Information

## Annual Report

The Annual Report 2025, which includes the Management Report, the Compensation Report, the Sustainability Statements, the Statutory Financial Statements and the Consolidated Financial Statements as well as the related auditors' reports was published on 31 March 2026 and can be accessed and downloaded at <https://report.softwareone.com/ar25/>.

## Total Shares and Voting Rights

SoftwareOne has issued 221,102,953 shares. Each share carries one vote at the Annual General Meeting. Shares held by SoftwareOne do not give voting rights. As of 24 April 2026, SoftwareOne owned a total of 5,129,822 own shares. There were 215,973,131 shares with voting rights when the notice was issued.

## Voting Rights and Admission Cards

In order to receive the proxy materials and to vote your shares by proxy or by direct participation at the Annual General Meeting, you must ensure that all your shares are registered with voting rights in SoftwareOne's share register by Wednesday, 13 May 2026, 5:00 pm CEST. To register your shares with voting rights, please contact your bank or broker and request registration in your own name at your earliest convenience. Should you have any other questions, please contact our Investor Relations team at [kjell.hansen@softwareone.com](mailto:kjell.hansen@softwareone.com).

Shareholders who are registered in the share register with voting rights will be sent the registration form that they can use to order the admission card. Admission cards will be sent to the shareholders starting on 15 May 2026. No entries in the share register will be made in the share register between 13 May 2026, 5:01 pm CEST and 22 May 2026.

VPS Shareholders: No separate registration in the Swiss share register is required for shareholders whose shares are held through VPS (Euronext Securities Oslo) to vote their shares, attend the Annual General Meeting in person or obtain an admission card. VPS registered shareholders wishing to attend the AGM will receive the admission card (Zutrittskarte) on the date of the AGM directly at the AGM registration desk. VPS shareholders who do not attend the AGM in person may exercise their voting rights by providing voting instructions to DNB Bank ASA as further described below. To be admitted to the AGM and be entitled to vote, you must ensure that you hold shares through VPS at the registration deadline, Wednesday, 13 May 2026, 5:00 pm CEST.

## Representation and Proxy

Shareholders not attending the Annual General Meeting in person may be represented by a third person who does not need to be a shareholder by means of a written proxy or by the Independent Proxy Anwaltskanzlei Keller AG, Splügenstrasse 8, 8002 Zurich, Switzerland.

In order to grant a power of attorney, shareholders can simply complete and sign the registration and proxy form (the admission card does not need to be requested). To issue voting instructions to the Independent Proxy, shareholders should please return the enclosed proxy form, with their instructions completed and duly signed, using the envelope provided as soon as possible, but no

later than 19 May 2026, 11:59 am CEST (arriving; the processing of proxies arriving later can no longer be guaranteed). Instructions to the Independent Proxy may also be issued electronically via the investor web service on <https://softwareone.netvote.ch> until 19 May 2026, 11:59 am CEST, all according to the respective information sent out together with the invitation. Insofar as the Independent Proxy does not receive any specific instructions, he will vote in accordance with the proposals of the Board of Directors. This also applies in the event that proposals are put to vote which are not listed in the invitation.

VPS Shareholders: Shareholders whose shares are held through VPS (Euronext Securities Oslo) may attend the Annual General Meeting in person using the admission card (Zutrittskarte), may be represented by a third person who does not need to be a shareholder by means of a written proxy, or may provide voting instructions to DNB Bank ASA, who will, in turn, authorize the Independent Proxy, to exercise the voting rights at the AGM, as instructed. In order to grant a power of attorney, VPS shareholders can simply complete and sign the enclosed registration and proxy form (the admission card does not need to be requested). To issue voting instructions to DNB Bank ASA, shareholders should please return the enclosed proxy form with their instructions completed and duly signed to DNB Bank ASA (i) by e-mail: [vote@dnb.no](mailto:vote@dnb.no), or (ii) by mail to P.O. Box address: DNB Bank ASA, Registrars Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or (iii) by hand to DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway. Votes must be received by DNB Bank ASA as soon as possible, but no later than 19 May 2026 11:59 am CEST (arriving; the processing of proxies arriving later can no longer be guaranteed). Insofar as DNB Bank ASA does not receive any specific instructions, it will instruct the Independent Proxy to vote in accordance with the proposals of the Board of Directors. This also applies in the event that proposals are put to vote which are not listed in the invitation.

For the Board of Directors:

Till Spillmann

Chair

(The original German Text is binding)

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# Thank you

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