

Corporate Governance Report



Introduction

The Corporate Governance structure at SoftwareOne Holding AG and SoftwareOne Group (collectively, SoftwareOne) is a solid basis from which the company is able to efficiently address changes and unexpected developments, benefitting from clear decision-making processes and effective management systems. These are designed to support the optimal functioning of the organisation and to ensure compliance with all laws and regulations. The company's Corporate Governance encourages SoftwareOne to continue striving for excellence and to persistently review best practices. The Corporate Governance framework of SoftwareOne follows the rules contained in the Directive Corporate Governance (DCG) of the SIX Swiss Exchange, the Swiss Code of Best Practice for Corporate Governance of économie suisse (Swiss Code), aligning with current market practices.

The Board of Directors (BoD) is responsible for the ultimate direction of the company and overall oversight and the Executive Board (EB) for managing operations. SoftwareOne's Corporate Governance principles and procedures are defined as follows:

- SoftwareOne's [Articles of Incorporation](#) (Aol), defining the legal and organisational framework
- SoftwareOne's [Organisational Regulations](#) (OrgR), defining the governance framework of SoftwareOne, including the responsibilities and authorities of the BoD, Chair, Lead Independent Director (LID), Board committees, the Chief Executive Officer (CEO) and other individual Executive Board (EB) members, as well as relevant reporting procedures
- SoftwareOne's charters of the Board committees on [audit](#) and on [nomination and compensation](#), which outline the duties and responsibilities of each of these committees
- SoftwareOne's codes of conduct (CoCs), which outline the compliance framework and set out the basic ethical and legal principles and policies the company applies globally to [employees and Board members](#) as well as [business partners](#). Reinforcing the effectiveness of the CoCs is the group-wide integrity line (softwareone.integrityline.org) that provides a secure reporting channel for suspected wrongdoings and for supply chain violations.

Group structure and shareholders

Operational group structure of SoftwareOne Holding AG

The operating business of SoftwareOne is conducted through SoftwareOne Holding AG's subsidiaries (operating legal entities). Detailed information on group companies is provided in [Note 28](#) to the group financial statements. SoftwareOne Holding AG, the group's ultimate parent company, is incorporated and domiciled in Switzerland with registered offices at Riedenmatt 4, 6370 Stans. The company is listed on the SIX Swiss Exchange under the ticker symbol 'SWON' (Swiss security number: 49645150, International Security Identification Number 'ISIN': CH0496451508) and reports in accordance with the IFRS Accounting Standards.

As at 31 December 2023, SoftwareOne held 4,462,167 shares (corresponding to 2.81% of the company's total share capital) in treasury. The market capitalisation of SoftwareOne as at 31 December 2023 amounted to CHF 2.5 billion.

The holding is organised into a two-tier structure with the BoD setting the strategic direction of SoftwareOne, appointing and overseeing key executives, approving major transactions and investments and ensuring proper financial reporting and controls. The structure of the BoD and the EB is discussed in more detail in sections [Board of Directors](#) and [Executive Board](#). The operational management is delegated to the EB.

The group is organised into the two business lines Software & Cloud Marketplace and Software & Cloud Services, collectively Software & Cloud Solutions.

Shareholders

The disclosure notifications of significant shareholders and groups of shareholders holding 3% or more of the voting rights as at 31 December 2023:

Shareholder/group of shareholders	Shares held	% of voting rights
Dr. Daniel M. von Stockar- Scherer-Castell, Naxxar, Malta ¹⁾	17,517,529	11.05 %
B. Curti Holding AG ^{1),2)}	16,031,853	10.11 %
René Gilli, Emmetten, Switzerland ¹⁾	12,449,637	7.85 %
UBS Fund Management ³⁾	8,022,013	5.06 %
Pictet Asset Management SA ⁴⁾	7,482,094	4.85 %

1) Messrs Curti, von Stockar and Gilli have entered into a shareholder agreement and form a group for purposes of Swiss disclosure rules and regulations, controlling 29% of voting rights, as per the information posted on SIX Exchange. The representative of this group of shareholders is Dr. Beat Curti, Erlenbach, Switzerland.

2) B. Curti Holding AG, Sarnen, Switzerland, is the direct shareholder of the shares which are indirectly controlled by Dr. Beat Alex Curti, Erlenbach, Switzerland.

3) Based on the disclosure notification published on 12 March 2022.

4) Based on the disclosure notification published on 25 July 2023.

Individual notifications that were published during the year under review are available on the [SIX Exchange Regulation webpage](#).

Cross-shareholdings

As at the date of publication of this Annual Report, the company is not aware of cross-shareholdings exceeding 5% of the capital or voting rights.

Capital structure

Issued capital

The share capital of SoftwareOne Holding AG, registered in the commercial register of the canton of Nidwalden as at 31 December 2023, amounted to CHF 1,585,814.60, divided into 158,581,460 fully paid-in registered shares with a nominal value of CHF 0.01 each.

Each share carries one vote at the general meetings of SoftwareOne. The shares rank *pari passu* with each other in all respects, including entitlement to dividends, to a share in the liquidation proceeds in case of liquidation of the company and to pre-emptive rights.

An overview of SoftwareOne's share price information can be found [here](#).

Conditional capital and capital band

As at 31 December 2023, the company has neither conditional share capital nor a capital band.

Changes in capital

As at 31 December 2023 and in the prior three years, the company had no changes in capital.

Duty to make an offer

Prior to SoftwareOne's listing on the SIX Swiss Exchange in October 2019, its shareholders decided to increase the mandatory offer threshold to make a public takeover offer pursuant to Art. 135 FMIA by way of an opting-up clause in its Aol from the standard 33 $\frac{1}{3}$ % to the level of 49% of the voting rights.

The opting-up provision is the result of the particular shareholder structure of SoftwareOne. It was primarily intended to limit the risk of unintentionally triggering a mandatory bid offer by a preexisting group of shareholders because of a corporate transaction.

Participation and dividend-right certificates

As at 31 December 2023, SoftwareOne has issued neither participation certificates nor profit sharing certificates.

Limitations on convertible bonds and options

As at 31 December 2023, neither SoftwareOne nor any of its subsidiaries have issued any bonds, convertible bonds, similar debt instruments or option rights that are convertible into equity securities of the company.

Board of Directors

Composition of the Board of Directors

The [Nomination and Compensation Committee](#) (NCC) strives to achieve a BoD composition with appropriate professional backgrounds and experience as well as diversity among the members of the BoD, including gender diversity and excluding age or tenure limitations.

During the reporting period, the following members formed part of the BoD. As at 31 December 2023, the BoD consisted of eight members.

Name	Nationality	Born	First elected	Significant shareholder	Education	Background
Adam Warby Chair ¹⁾	British	1960	2021	No	Mechanical engineering	Founder and former CEO, Avanade
Daniel von Stockar ²⁾	Swiss	1961	2013	Yes	Economics	Entrepreneur, Founder SoftwareOne
Peter Kurer ³⁾	Swiss	1949	2013	No	Law	Former Chair of Sunrise and UBS
Marie-Pierre Rogers	Spanish	1960	2019	No	Business	Former Board Practice Leader, Spencer Stuart Switzerland
Timo Ihamuotila	Finnish	1966	2019	No	Economics and finance	CFO, ABB Ltd
José Alberto Duarte	Portuguese	1968	2019	No	Accounting, management, marketing	Former CEO, Infovista
Isabelle Romy	Swiss	1965	2021	No	Law	Attorney, University Professor
Jim Freeman	American	1972	2022	No	Computer science and literature	Former Chief Business and Product Officer, Zalando
Elizabeth Theophille ⁴⁾	British	1967	2023	No	Computer science and business administration	Former Chief Technology Transformation Officer, Novartis

1) Elected as Chair at the AGM on 4 May 2023.

2) Stepped down as Chair and member at the AGM on 4 May 2023.

3) Did not stand for re-election at the AGM on 4 May 2023.

4) Elected by the AGM held on 4 May 2023.

Individual Board members

Adam Warby

(Elected as Chair of the BoD
by the AGM on 4 May 2023)

Role

(non-executive)

Chair of the Board of Directors and member of the [Nomination and Compensation Committee](#)

First elected

2021

Nationality

British

Professional experience and external appointments

Founder and retired CEO, Avanade, Inc. from 2008 to 2019. Various management roles at Microsoft, the most recent as General Manager Midwest in the US, from 1991 to 2000.

Currently Chair of Heidrick & Struggles International, Inc., member of the Board of Citation UK, a KKR portfolio company, board advisor to Devoteam as well as senior technology advisor to KKR.

Education

Bachelor of Science in Mechanical Engineering from Imperial College London.

Daniel von Stockar

(founding shareholder)
(Stepped down as Chair of the BoD
at the AGM on 4 May 2023)

Role

(non-executive)

Chair of the [Innovation Committee](#), member of the [Nomination and Compensation Committee](#) and member of the ad hoc ESG Committee

First elected

2013

Nationality

Swiss

Professional experience and external appointments

Owner and Chair of the Board of Directors of von Stockar Immobilien AG and member of the Board of Agilentia AG, Zurich.

Education

Master's degree in economics from the University of Zurich in 1990, and doctorate in 1995.

Marie-Pierre Rogers

Role (non-executive)

Vice Chair and Chair of the [Nomination and Compensation Committee](#)

First elected

2019

Nationality

Spanish and Swiss

Professional experience and external appointments

Previously, executive career in Supply Chain and Transportation with DHL, FedEx and IATA, as well as in Technology & Operations at Citibank, CEO and member of the Board of CPGMarket.com from 2000 to 2006. Member of the Board La Virgen from 2014 to 2017. Advisor to AELER Technologies.

Former leader for Spencer Stuart's Swiss Board practice and EMEA Supply Chain and a member of the firm's global Industrial and Technology practices between 2011 and 2022.

Education

MBA from the University of Chicago Booth School of Business.

Timo Ihamuotila

Role (non-executive)

Chair of the [Audit Committee](#)

First elected

2019

Nationality

Finnish

Professional experience and external appointments

Held various positions at Nokia Corporation and worked for Citibank plc. From April 2013 to April 2017, member of the Board of Uponor Corporation and Chair of the Audit Committee of Uponor Corporation. From 2011 to 2015, member of the Board of the Finland Chamber of Commerce.

Currently serving as Chief Financial Officer and member of the Group Executive Committee of ABB Ltd, Switzerland, and member of the Board of Oras Invest Oy.

Education

Master of Science in economics and a licentiate of science in finance from the Helsinki School of Economics.

José Alberto Duarte

Role (non-executive)

Member of the [Nomination and Compensation Committee](#) and the ad hoc ESG Committee

First elected

2019

Nationality

Portuguese

Professional experience and external appointments

Extensive background in leading publicly listed and privately held global technology companies with a particular focus on high growth and transformation. Started his career at Unilever Portugal and Accenture (previously Andersen Consulting). Spent around 20 years working in various leadership positions at SAP, including President of Global Services, President EMEA and President Latin America. 10 years as CEO of Infovista, Infinitas Learning and Unit4 and non-executive director at Bureau Van Dijk, TechEdge, Infovista, Expereo and Gelato.

Currently serving as Chair of ProAlpha, member of the Board of halo, Group B.V, and Chief Executive Officer at Green Upside Ventures, Lda

Education

Degree in accounting and management from the Instituto Superior de Contabilidade e Administração de Lisboa and post-graduate education in global leadership at INSEAD and sales and marketing at ISTE.

Isabelle Romy

Role (non-executive)

Member of the [Audit Committee](#) and Chair of the ad hoc Board ESG Committee

First elected

2021

Nationality

Swiss

Professional experience and external appointments

Previously partner at two large law firms in Zurich. Member of the Board of Directors of UBS Group AG and of UBS AG (member of the audit committee and of the GNC) from 2012 to 2020. Member of the ethical commission at the EPFL from 1999 until 2007, deputy judge at the Swiss Federal Supreme Court from 2003 to 2008 and member of the Swiss Committee for UNICEF from 2015 to 2020.

Currently Partner at Kellerhals Carrard, Vice-Chairwoman of the Sanction Commission of SIX Swiss Exchange and Chairwoman of the Board of Central Real Estate Holding Ltd. and Rhystadt Ltd. as well as member of the Board of Directors of Banque Pictet & Cie SA.

Education

Law degree (lic. iur) and PhD in Law (Dr. iur) from the University of Lausanne, Switzerland and Professor at the University of Fribourg and the EPFL, Switzerland. Admitted to the Zurich Bar and member of the Zurich and Swiss Bar Association.

Jim Freeman

Role (non-executive)

Member of the [Audit Committee](#) and member of the [Innovation Committee](#)

First elected

2022

Nationality

American

Professional experience and external appointments

Chief Technology Officer at MaxMedia from 2007 to 2009. From 2009 until 2016, held technology and business leadership roles at Amazon, including Vice President, Prime Video. SVP Engineering at Zalando in 2016. Returned to Amazon as Vice President, Alexa Communication in 2017. From 2018 until 2023, held various technology and business leadership roles at Zalando, including Chief Technology Officer and Chief Business & Product Officer. Currently serving as Senior Advisor to Permira Ltd., Algolia, and as Advisory Board member and Advisor to the CEO of Yoummday GmbH.

Education

Bachelor of Arts in Comparative Literature from the University of Georgia and a Bachelor of Science in Computer Science from the University of Illinois.

Elizabeth Theophille

Role (non-executive)

Member of the [Audit Committee](#) and member of the [Innovation Committee](#)

First elected

2023

Nationality

British

Professional experience and external appointments

Former Chief Technology Transformation Officer and holder of various leadership roles at Novartis from 2016 to 2023. Group Chief Information Officer at Alcatel/Nokia from 2011 to 2016, Capgemini from 2009 to 2011 and BP International from 2005 to 2009. Currently CEO of EHT Consulting, and member of the Board of Directors of 8x8, Inc.

Education

Bachelor of Arts in Business Administration from International Management Centre, UK, and a Computer Science Degree from the Glasgow College of Commerce.

Peter Kurer **(former member)**

(Peter Kurer was a member of the BoD until 4 May 2023, at which time he did not stand for re-election. Accordingly, information shown below is current as of 4 May 2023 only)

Role **(non-executive)**

Lead Independent Director and member of the [Nomination and Compensation Committee](#)

First elected

2013

Nationality

Swiss

Professional experience and external appointments

From 1991 to 2001, Partner at Homburger, Zurich, Switzerland. From 2001 to 2008, General Counsel and member of the group Executive Board of UBS AG, Zurich, Switzerland, and from 2008 to 2009, Non-Executive Chair of the Board of Directors of UBS AG, Zurich, Switzerland. Chair of the Board of Directors of Swiss listed Sunrise Communications Group AG from 2016 to 2020. Currently non-executive Partner of BLR & Partners AG, Thalwil, Switzerland and non-executive Chair of the Board of Directors of Kein&Aber AG, Zurich, Switzerland.

From 2010 to 2019, Chair of the Advisory Board (which is not a supreme governing body) of Spencer Stuart & Associates B.V., Zurich Branch, Switzerland. Since 2012, member of the Swiss Advisory Board (also not a supreme governing body) of Accenture AG, Zurich, Switzerland.

Education

Law degree (lic. iur.) from the University of Zurich, a PhD in Law (Dr. iur.) from the University of Zurich and a Master of Law (LLM) from the University of Chicago.

External mandates

Availability and statutory provisions regarding external mandates

SoftwareOne's Aol provide that the company's BoD is composed of at least three and not more than 12 members, including the Chair of the BoD.

No member of the BoD may hold more than four additional mandates in listed companies and more than six mandates in non-listed companies.

Mandates within the meaning of this provision shall mean mandates of comparable functions at other companies with an economic purpose. Mandates in different legal entities under common control or owned by the same beneficial owner shall be deemed to constitute a single mandate.

The following mandates are not subject to these limitations:

- 1) Mandates in companies which are controlled by the company or which control the company;
- 2) Mandates held at the request of the company or companies it controls. No member of the BoD or of the EB may hold more than 10 such mandates;
- 3) Mandates in associations, charitable organisations, foundations, trusts and employee welfare foundations. No member of the BoD or of the EB may hold more than six such mandates.

All members of the BoD remained within the statutory maximum numbers of outside mandates in listed and non-listed companies and organisations. The following table shows the attendance at meetings as well as outside mandates of the members of the BoD:

Name	Board meetings	Audit Committee meetings	Nomination and Compensation Committee meetings	Innovation Committee meetings ⁷⁾	External mandates	
					listed ⁸⁾	non-listed ⁸⁾
Adam Warby ¹⁾	8/8		5/6		1	3
Daniel von Stockar ²⁾	4/8		4/6 ²⁾	1/2 ²⁾	0	2
Peter Kurer ³⁾	3/8		4/6 ³⁾		0	1
Marie-Pierre Rogers	8/8		6/6		0	0
Timo Ihamuotila	8/8	6/6			1	1
José Alberto Duarte	8/8	2/6 ⁶⁾	2/6 ⁷⁾		0	3
Isabelle Romy	7/8	6/6			0	2
Jim Freeman	8/8	6/6		2/2	0	3
Elizabeth Theophile ⁴⁾⁵⁾	4/8 ⁴⁾	5/6 ⁴⁾		2/2	0	2
Average meeting length	6:00h	2:20h	3:00h	1:00h		

1) Elected Chair of the BoD at the AGM on 4 May 2023.

2) Stepped down as Chair of the BoD at the AGM on 4 May 2023. Daniel von Stockar no longer participated in BoD activities following the unsolicited takeover approach by Bain Capital, Daniel von Stockar and other shareholders.

3) Did not stand for re-election at the AGM on 4 May 2023.

4) Elected at BoD member at the AGM on 4 May 2023.

5) Attendance as a guest in the meetings that preceded the election at the AGM. Elected by the AGM held on 4 May 2023.

6) Until AGM on 4 May 2023.

7) From AGM on 4 May 2023.

8) Maximum number allowed in listed companies is four, and is six for non-listed companies.

Compensation of the Board of Directors

The shareholders' meeting shall approve annually and separately the proposals of the BoD in relation to the maximum aggregate compensation of the BoD for the period until the next ordinary shareholders' meeting. The compensation of the members of the BoD consists of an annual base fee and an additional compensation awarded for duties pursued in BoD committees as Chair or ordinary members. In line with Art. 18 of SoftwareOne's Aol and to ensure the independence of the members of the BoD in executing their supervision duties, the compensation of the members of the BoD is in the form of a fixed amount (that is, no performance-related variable compensation component in place). Moreover, based on peer group and benchmarking as mentioned in the [Compensation Report](#), it is in accordance with best market practice standards.

Effective from the 2020 AGM, the BoD's total compensation is paid out 60% in cash and 40% in SoftwareOne shares. The shares allocated as part of the members of the BoD's total compensation are blocked for a period of three years. Through the introduction of a share element, the long-term focus of the BoD in performing its duties is further strengthened and the interest further aligned with that of SoftwareOne's shareholders. More details on compensation and post-employment benefits of the BoD can be found in the [Compensation Report](#).

The members of the BoD may only be granted loans and credits up to a maximum amount of CHF 1,000,000 at market-based conditions and in compliance with the applicable rules of abstention. No loans were granted to the BoD members and no loans are outstanding.

Social security related payments on behalf of the BoD are limited to legal requirements.

Rules in the articles of association regarding compensation

Reference is made to the Aol and the [Compensation Report](#) regarding the additional amount for the compensation of members of the EB appointed after the vote of the AGM on compensation as well as to loans, credits and pension benefits of Board members and members of the EB, which follow the rules in the Aol concerning the principles on performance-related compensation and on the allocation of equity securities, conversion and option rights.

Environmental, Social & Corporate Governance (ESG)

SoftwareOne launched an ESG initiative in 2021 to realise the BoD's ambitions for a sustainable future.

The ad hoc ESG Committee driving this initiative relies on the passion and commitment of the CEO, with the support of the ESG team.

Three employee-driven committees were created to focus on the vision, purpose, KPIs and strategy of the company's ESG ambitions, offering accountability and ensuring a people-centric approach to the ESG strategy. These committees comprise employees from all regions and from vastly diverse teams, helping the company reach SoftwareOne employees globally, on a "glocal" basis, and allowing it to gather input from as many different employees as possible.

Lead stakeholders of all departments are instructed to involve colleagues in the ESG processes to support and embed the objectives into the business strategy. With the BoD oversight, senior leadership has full integration, visibility, and accountability over the ESG programme.

The details are further contained in the [Non-Financial Report \(NFR\) 2023](#) of the Annual Report.

Interaction with shareholders and stakeholders

A key mandate of the BoD is to build and maintain an ongoing dialogue with its shareholders and other stakeholders. Engagement discussions with investors and proxy advisors outside financial and strategy matters such as governance, compensation and corporate social responsibility are steered by the Chair of the BoD or the Chair of the [Nomination and Compensation Committee](#), supported by the Chief Legal Officer and the Chief Human Resources Officer or the Head of Group Compensation and Rewards.

Specific Board activities during the reporting period

The BoD meets at least six times per year (four quarterly report meetings, a strategy off-site, and a medium-term planning and budgeting meeting) and meetings are held in person but can also be held via telephone or video conference or by other electronic media. In 2023, the BoD held eight ordinary and, in the first half of the year, two extraordinary meetings. In the second half of the year, the BoD held extraordinary meetings every two weeks. Of the eight ordinary BoD meetings, one was held by video conference. The strategy meeting, also held in person, includes cultural aspects, including how to drive cultural change to foster overall good corporate governance. Further focus is placed on company performance and integrity as well as on company strategy and how to best incorporate and supply technological advances to the company and its customers. In addition, a call with the BoD members is held to approve the motions of the [Audit Committee](#) (AC) for the year-end reporting.

During the 2023 financial year, eight ordinary meetings of the BoD were held, with an average duration of approximately 6:00 hours. The average attendance at BoD meetings in 2023 was approximately 98% (for individual attendances, see section [Availability and External mandates](#)).

In addition to the regular meeting agenda items, in 2023 the BoD specifically focused on topics such as:

- Company target setting and achievement;
- "Ignite, Focus, Accelerate" strategy;
- Comprehensive strategy review upon receipt of an unsolicited takeover approach (as described in more detail below);
- Strategy and five-year business plan;
- Customer trends and new technologies, including generative AI products;
- Global talent succession planning;
- BoD assessment;
- ESG strategies and projects;
- Audit Committee, Nomination and Compensation Committee as well as Innovation Committee matters;
- Engagement with institutional investors, board participants and review of feedback received;
- Starting in July 2023, upon receiving an unsolicited takeover approach by Bain Capital, the BoD engaged in a comprehensive strategic review, in which it evaluated various options for value creation with its legal and financial advisors. Following a comprehensive due diligence process, the BoD received one non-binding value indication of CHF 18.80 per share from Bain Capital. After carefully reviewing the proposal, with the support of independent valuation and expert advice, the BoD unanimously agreed that the non-binding value indication neither provided sufficient certainty nor adequately reflected the fundamental value of SoftwareOne, and was therefore not in the best interest of the company and all stakeholders.

Board of Directors' internal organisation

The legal foundation of the BoD's responsibilities is provided by Art. 716a of the Swiss Code of Obligations.

The BoD has a supervisory role and takes strategy, finance and personnel decisions in accordance with the law, the [Aol](#) and the [OrgR](#). It also supports, advises, and encourages management. The overall guiding principle for the BoD is full accountability to all shareholders and stakeholders of SoftwareOne and a style marked by a culture of openness and mutual respect.

The BoD has delegated certain responsibilities, including the preparation and execution of resolutions, to three committees. In addition, it drives the dialogue on general business and lends its full support, as well as also delegating responsibilities to the ad hoc ESG Committee. The responsibility for the duties and powers assigned to these committees is retained by the BoD.

The BoD has established the following three standing committees:

- [Audit Committee \(AC\)](#);
- [Nomination and Compensation Committee \(NCC\)](#);
- [Innovation Committee \(IC\)](#).

Each standing committee consists of a Chair and at least two other members of the BoD. The NCC consists of four members which are elected annually by the General Meeting of shareholders. The AC consists of four independent members that were appointed by the BoD and the IC consists of three members that were also appointed by the BoD. The duties and authorities of the committees are set forth in the [Audit Committee Charter](#), the [Nomination and Compensation Committee Charter](#) and the [Innovation Committee Charter](#), respectively, as well as in SoftwareOne's [OrgR](#). The committees' operating principles are aligned with and complementary to those applicable to the overall BoD.

BoD committees are structured non-redundantly and working topics are clearly assigned and handled by only one committee. The BoD Chair coordinates committee work in case of potential overlaps. All materials used in BoD committee meetings are made available to all BoD members, who are invited to contact the committee Chair, the BoD Chair, or the CEO with any clarifying questions (exceptions may apply to materials of the NCC).

The BoD has established the additional key positions of Vice-Chair and Lead Independent Director, whose duties and competencies are described in the sections Vice-Chair of the Board of Directors and Lead Independent Director of the OrgR. The functions of the Vice-Chair and the Lead Independent Director can be combined and performed by the same BoD member. The Vice-Chair or Independent Lead Director will chair the Board and any general meeting in the absence of the Chair. With the appointment of an independent Chair at the AGM in 2023, the position of the Lead Independent Director was no longer required.

Chair of the Board of Directors

The Chair is entrusted with leading and managing the BoD and is responsible for establishing an appropriate structure and governance system that enables the BoD to render its duties efficiently and in the best interests of the company. The Chair encourages alternative views and constructive dissent, leveraging individual insights of BoD members while keeping the focus on the agenda topics and driving aligned decision-making.

The Chair further represents the opinions and views of the BoD towards SoftwareOne's internal and external stakeholders. In exercising these duties, the Chair is guided by SoftwareOne's conflict of interest policies and, if needed, will be supported by the Lead Independent Director.

In cooperation with the CEO, the Chair ensures that information flows on all aspects of the company which are relevant for the meeting preparation. Deliberations and decision-making are made available to all members of the BoD. In case of an emergency, when immediate action is required to safeguard the interests of the company, and where a regular BoD resolution cannot be reasonably passed in due time, the Chair, together with the CEO or any other appropriate member of the BoD or the EB, has the power to make all decisions and actions which otherwise would be reserved for the BoD. If the Chair is absent, this entitlement falls to the Vice-Chair or the Lead Independent Director. The Chair shall promptly inform all members of the BoD of such decisions and actions and they shall be confirmed and properly recorded in the minutes at the next meeting of the BoD.

The power and duties of the BoD Chair are set out in section 3.8 of the [OrgR](#).

Vice-Chair of the Board of Directors

The Lead Independent Director (LID) assumed the role of the Vice-Chair until the AGM in 2023. With the election of an independent Chair of the BoD, the BoD decided that the position of LID was no longer required.

If the Chair is temporarily unable or unavailable to exercise the function, the Vice-Chair either personally assumes the Chair's duties or delegates them within the BoD or to suitable company representatives.

The Vice-Chair has the right and duty to call meetings of the independent BoD members if they deem it necessary, especially when the independent decision-making process seems to be compromised. The Vice-Chair further acts as the point of contact for BoD members and investors if they have concerns with respect to the independent decision-making process.

The BoD further provides the independent BoD members under the lead of the Vice-Chair with financial resources to mandate external advice if this is deemed necessary by the Vice-Chair to foster independent decision-making of the BoD.

Moreover, the Vice-Chair supports the Chair in governance and strategy-related investor engagements. At the request of shareholders, the Vice-Chair would carry out these engagements without the Chair.

Lead Independent Director

The BoD assigns such powers and duties to the LID as it deems necessary (see section 3.10 of the [OrgR](#)). Until the AGM held on 4 May 2023, Peter Kurer was appointed as LID, who did not stand for re-election. Since that date, there has been no LID appointed.

Board of Directors' independence assessment

The BoD generally defines the independence of its members within the meaning of the provisions of the Swiss Code. Accordingly, all non-executive members of the BoD who have never been a member of the EB (of the company or any direct or indirect subsidiary of the company), or who were members thereof more than three years ago, and who have no or comparatively minor business relations with the company (or any direct or indirect subsidiary of the company), are considered independent. Consequently, all members of the BoD are non-executive and considered independent according to the Swiss Code.

The BoD is committed to ensuring an independent decision-making process and is aware that BoD members representing large shareholders, even if they are the company's founders who continue to contribute to its prosperous development, may be considered non-independent. Consequently, as long as one of the company's founders was the Chair of the BoD, a Lead Independent Director was appointed with far-reaching competencies, as well as independent Chairs to the [Nomination and Compensation Committee](#) and the [Audit Committee](#). Through their casting votes, these two Chairs ensure the independent decision-making of both committees.

Independent decision-making/conflict management

The CEO, CFO and, as directed by the CEO, other EB members are required to attend meetings of the BoD to provide detailed information on the current state of the business and offer their views on strategic questions. EB members have no voting rights and will leave the room in case of discussions and/or decisions concerning the EB or their own position. A private meeting with BoD members will only be held before or at the end of each Board meeting. In 2023, a private meeting of the BoD members was held after every Board meeting.

In 2023, the CEO and the CFO participated in all eight (nine with the BoD call to approve the HY results) of the meetings of the BoD. The CEO informs the members of the BoD with regular updates about SoftwareOne's business performance and about material events affecting the company. During BoD meetings, each director may request and receive information from other directors, the CEO, the EB and other persons present on all affairs relating to SoftwareOne or its subsidiaries.

In each regular BoD meeting, the Chairpersons of the [AC](#), the [NCC](#), the [IC](#) and the ad hoc ESG Committee will provide the BoD with an update of the committees' work.

In case a member of the BoD requests information or, to the extent where it is necessary to perform their duties, examination of the business records outside of a meeting, such a request must be addressed to the Board Secretary and be approved by the Chair of the BoD. If the request concerns a potential conflict of interest for the Chair, it shall be addressed to the BoD for decision.

The BoD has the power to mandate external advisors if an outside view is deemed necessary for an independent decision-making of the BoD. Third parties (for example legal counsels, auditors or financial and other advisors) are admitted to BoD meetings on an exceptional basis if proposed by a BoD member or by the CEO or the Chief Legal Officer and approved by the Chair. In 2023, the BoD invited external experts to 19 of its meetings, the AC to six of its meetings and the NCC to one of its meetings. The IC did not invite external experts.

The agenda-setting for the BoD annual cycle and for individual meetings is the remit of the Chair. Meeting minutes reflect the deliberations and decisions taken by the BoD including, if requested, dissenting opinions of and votes cast by members of the BoD. The Board Secretary will make available to the members of the BoD a copy of the minutes once they have been signed. Members of the BoD may examine the minutes of any meeting at any time.

According to section 9 of the [OrgR](#), each member of the BoD or the MB and any other executive body must conduct his/her personal and business/financial affairs in such a manner that conflicts with the interest of SoftwareOne are avoided. If there is the possibility of a conflict of interest, the person in question shall inform the Chair (or in case the conflict of interest is with the Chair, the Vice-Chair) in writing. The Chair (or in case the conflict of interest is with the Chair, the Vice-Chair) shall call for a decision by the BoD depending on the severity of the conflict. The BoD shall deliberate and decide in the absence of the person concerned. Daniel von Stockar no longer participated in board activities following the unsolicited takeover approach by Bain Capital and other shareholders, including himself, due to conflicting interests.

Board of Directors renewal and succession

The BoD must deliver its duties as a mutual decision-making body. Accordingly, the BoD must work as an efficient, effective, and aligned team. Succession planning and an active renewal process for the BoD is very relevant to the company. The requirements that prospective BoD candidates must meet in terms of knowledge and experience in various key areas and the industry are constantly changing and subject to increasingly higher demands.

The NCC regularly analyses the BoD's composition to confirm that its members' qualifications, skills, and experience correspond to the needs of the BoD, subject to an adequate Board size and well-balanced and diverse composition. A majority of the BoD members should be independent according to the criteria laid out in the section entitled "Board of Directors' independence assessment". Directors also need to show significant commitment, integrity, and competence in intercultural communication. Regarding its succession planning, the BoD aims to safeguard the stability of its composition while also renewing the BoD in a sensible way.

In line with the required skills and experience as detailed in the section "Board of Directors' skill and experience assessment", the NCC has developed a strategy to gradually develop the BoD composition to become more independent and proportionately reflect shareholdings. The BoD meets the gender representation requirements that demand a minimum 30% representation of each gender, which will be applicable by law from 1 January 2026.

Board of Directors' skill and experience assessment

To support the Board with its renewal and succession activities, the NCC established a skills and experience assessment that it conducts annually. The following competencies are considered the most relevant for SoftwareOne's Board:

- Experience in the technology, IT/data and cyber security, and procurement industries;
- Finance, audit, accounting;
- Capital markets transactions;

- CEO and other executive leadership (CFO, CRO or COO) experience in a publicly listed or non-public company;
- Leadership experience as Chair of a Board of Directors or Board of Directors' committee in a publicly listed or non-public company;
- Human resources management, including compensation;
- Leading business operations in a global and rapidly growing business;
- Governance, legal and compliance;
- Risk management and ESG;
- Artificial intelligence;
- Business and technology innovation.

The NCC reviews these competencies to confirm that the BoD continues to possess the most relevant experience and expertise to perform its duties, ensuring that the leadership of SoftwareOne has the relevant proficiency required for active involvement and supervision of an international listed company and applies these as guidelines when nominating new members.

The NCC updated its strategic skills matrix that focuses on aspects such as Board size, diversity, independence, nationality, committee representation and future skills needed to better understand the priorities for future Board recruitments. In terms of nationality, the Board agreed to preserve a good balance of 'Swissness', while seeking to move away from being chiefly Western European.

The **strategic skills matrix** reflecting the BoD composition as of December 2023 is as follows:

Current Board composition

BoD member		Nationality	CEO	Finance & Risk	M & A	HR	Technology	Innovation	Cybersecurity	Business Scalability	IT/Managed Services	Legal & Compliance	ESG	First Elected	# years since IPO
Adam Warby (M, 1960)	Chairman, Member NCC	GB	●		●		●	●		●	●			2021	2
Marie-Pierre Rogers (F, 1960)	Vicechair, Chair NCC	ES/CH	●			●	●						●	2019	4
Timo Ihamuotila (M, 1966)	Chair AC	FI		●	●		●							2019	4
Daniel von Stockar (M, 1961)	Co-Founder, Member NCC, Chair IC, Member ESGC	CH	●		●		●	●	●	●			●	2013	4
Isabelle Romy (F, 1965)	Member AC, Chair ESGC	CH		●	●							●	●	2021	2
José Duarte (M, 1968)	Member NCC, Member ESGC	PT	●		●		●	●	●	●	●		●	2019	4
Jim Freeman (M, 1972)	Member AC, Member IC	US					●	●	●	●	●			2022	1
Elizabeth Theophile (F, 1967)	Member AC, Member IC	GB					●	●	●		●			2023	<1

Board of Directors' performance assessment

The BoD, in collaboration with the NCC, carries out a regular evaluation of the BoD's and the BoD committees' performance as well as the work of the Chair. To this extent, the BoD is committed to an open, transparent, and critical boardroom culture, which forms the basis for this annual review of its own performance and effectiveness.

The assessment is intended to review the BoD's as well as the committees' composition, organisation and processes, the BoD's responsibilities governed by the OrgR and the committee charters. The committees shall further assess their accomplishments and evaluate their achievements subject to predetermined goals. The outcome of the evaluation will feed into the BoD's succession planning as described in the section "Board of Directors' skill and experience assessment."

Coordinated by the Vice-Chair, an internal assessment of the BoD was performed during the reporting year.

Board of Directors' training and education

Education is an important priority for SoftwareOne's BoD. Newly elected BoD members attend an onboarding programme tailored to their functions to gain a sound understanding of SoftwareOne's organisation, business, culture, and its environment. In addition to this induction programme for new members, refresher programmes are given to all Board members to update and enhance their knowledge of emerging business trends, risks, and legal framework. This is further intended to contribute to building a strong and effective culture in the BoD, which is an important pillar of its effectiveness.

Interaction of the Board of Directors with the Executive Board

In accordance with Art. 16 of the [Aol](#) and Art. 11.2 of the [OrgR](#), the BoD has delegated the operational management of SoftwareOne and the group based on the OrgR entirely to the EB, within the limits permitted by and subject to the powers and duties remaining with the BoD pursuant to the OrgR.

The EB supports the BoD in fulfilling its duties and prepares proposals for consideration and decision-making by the BoD. These proposals are related to the following key group responsibilities: long-term strategy, business plan resilience, organisational structure, accounting principles, finance, capital markets, risk management including insurance, HR matters, corporate social responsibility, share capital and financing in general as well as for important strategic transactions. BoD resolutions shall result in appropriate feedback and unambiguous instructions to the CEO and other members of management.

The BoD supervises and monitors the performance of the EB through reporting and controlling processes. The CEO and other EB members regularly provide reports and updates to the BoD. These include information on key performance indicators and other relevant financial data, current and forward-looking risks and on developments in important markets, the industry and material events. The Chair of the BoD regularly meets with the CEO and other EB members outside of regular BoD meetings and individual BoD members will meet individual EB members with whom they are paired under a structured mentoring programme. SoftwareOne has an information and financial reporting system. The annual targets are reviewed by the EB in detail and are approved by the BoD. SoftwareOne has adopted and implemented a formal approach to risk management and control, described in more detail in the section [Audit Committee](#).

The BoD remains entitled to resolve any matters which are not delegated to or reserved for the Annual General Meeting of shareholders or another executive body of the company by law, the Aol or the OrgR. Furthermore, the BoD may at any time on a case-by-case basis or according to a general reservation of powers provided in the OrgR, intervene in the tasks and powers of a subordinate EB and personally resolve the relevant matter.

Audit Committee

Key responsibilities and duties

The AC comprises at least three members of the BoD. As at 31 December 2023, the AC comprised four members. The members of the AC and the Chair are appointed annually by the BoD, which aims to appoint non-executive and independent (as defined in the Swiss Code) members of the BoD. The Chair of the AC must be an independent BoD member other than the Chair of the BoD. The members, including the Chair of the AC, should be experienced in financial and accounting matters. The term of office of the AC members ends at the closing of the next Annual General Meeting. Re-appointments are possible. The AC meets whenever required by the business, and at least four times per year.

The AC supports the BoD in the fulfilment of its duties as per Art. 716a CO in the areas of financial controls (supervision of internal and external auditing, monitoring of financial reporting), supervision of persons entrusted with the management of the group (assessing the effectiveness of internal and external control systems), risk management processes and oversight of key non-financial processes (corporate social responsibility and compliance). Its duties and responsibilities are set out in the [AC Charter](#).

Audit Committee activities in the reporting period

In 2023, the AC held six meetings by video conference in February, May, June, August, November, and December, with an average duration of approximately 2:20 hours. The committee focused on several key areas, including but not limited to the activities described below. Specifically, the AC:

- Strategic review;
- Discussed the coverage of the group audit;
- Reviewed the risk map, including financing and forex risks, and internal and external audit plans;
- Reviewed the tax strategy and effective tax rate;
- Reviewed of treasury strategy, funding and capital structure;
- Reviewed the draft 2022 Annual Report and the draft 2023 Half-Year Report as well as the two draft quarterly trading updates in relation to the first and third quarter of 2023, respectively;
- Reviewed internal policies.

The AC sets the audit plan for a period of several years as well as the scope of the internal and external audits and approves the guidelines for the work of the Internal Audit department as well as for the company's compliance organisation. It reviews and approves the internal and external audit plans, changes to the plans, activities, scope, and budget as well as accounting policies. The AC approves the fees for the external auditors. The AC challenges the appropriateness of risk-based estimates and judgements as well as the methods used to account for unusual transactions. Furthermore, the AC defines the organisational structure of the Internal Audit function and sets and reviews the qualifications of the Internal Audit organisation as deemed appropriate. The AC may hold meetings with representatives of the internal and external auditors without the presence of management. Such meetings must take place at least once per year with the external auditor. In 2023, the AC held three meetings with the internal auditors and six meetings with the external auditors.

It is the AC's responsibility to assess the performance of the internal and external auditors as well as their cooperation with one another.

In consultation with management and the external and internal auditors, the AC discusses the integrity of SoftwareOne's financial reporting processes, management controls, compliance management and the functionality of internal controls, reviews significant financial risk exposures and the steps taken by management to monitor, control and report such exposures.

The Head of Internal Audit and the Chief Legal Officer have a direct reporting line to the AC in case of significant compliance issues with the potential for major financial or reputational damage, including issues concerning management. The AC has direct access to the Internal Audit department and may obtain all information required from it, including direct access to employees. The AC will ensure that it receives regular information from both the internal and the external auditors. The AC has the overriding supervision of internal and external auditing.

Interactions with the Executive Board

The AC regularly invites the CEO, the CFO, and other members of the EB or, subject to prior notification of the responsible member of the EB, members of the company's management or other key employees to its meetings, as deemed desirable or appropriate. Furthermore, upon invitation by the AC Chair or, in their absence, the member of the AC calling a meeting, other executive officers/employees of the company or its subsidiaries shall also participate in meetings of the AC on a consultative basis. Third parties may also be invited to participate in meetings of the AC on a consultative basis. In 2023, SoftwareOne's CFO participated in all six AC meetings.

Risk management

The BoD is responsible for overseeing SoftwareOne's risk management and internal control systems for which the BoD has mandated the AC. The AC monitors the strategic risk management processes and reviews the risk management framework against the company's risk management strategy, providing recommendations and appropriate mitigations. It further assesses the robustness of the company's risk management policies and processes related to the risk management strategy. These systems provide appropriate security against significant inaccuracies and material losses.

Risks are identified through a variety of methods, including a formal enterprise risk assessment. This assessment considers whether key (emerging) risks that could impact the achievement of SoftwareOne's strategic objectives are appropriately managed.

The assessment results are included in a risk register, which considers the gross risk (without mitigation measures) and the net risks (with and without mitigation measures including controls). An internal controls system is in place for financial risks, whereby control owners have to attest to the effectiveness of their controls and provide supporting evidence. The updated risk register is discussed and reviewed with the Audit Committee at least once per year.

Throughout the year, SoftwareOne continued to invest in its risk management approach. This included strengthening the second line function by appointing a new Head of Financial Internal Controls as well as a new Head of Internal Audit.

The company applies a three-line defence model to ensure effective risk management is in place.

First line:

- Leaders and staff who are responsible for identifying and managing risk as part of their accountability to achieve objectives.
- Effective internal controls on day-to-day processes.

Second line:

- Functions overseeing or specialising in compliance or risk management.
- Policies, frameworks, tools, techniques, and other support to enable effective risk and compliance management.

Third line:

- Internal audit function and the external auditors provide independent and objective assurances, and consulting services.
- Reports to Audit Committee with risk-based approach, evaluating the design and operating effectiveness of policies, procedures, and controls.
- Scope: enterprise-wide, including finance, operations, and technology.

Based on its risk management oversight activities, the AC makes proposals to the BoD regarding the company's corporate governance, compliance, and corporate responsibility framework. The AC also assesses the effectiveness of the internal control system related to key financial processes, forms a view on the situation concerning compliance with applicable standards and guidelines, and develops these further.

Embedded throughout the business, the group risk management function ensures an integrated approach to managing current and emerging threats. Risk management plays a key role in business strategy and planning discussions. At SoftwareOne, the group risk management function falls under the responsibility of the CFO.

Strategic risk management has identified key areas of risks that are constantly monitored by group risk management and the AC. The following key strategic risk categories have been identified:

Strategic business risks, e.g.:

- Economic crisis;
- Significant losses of the value chain in software & cloud;
- Slow innovation;
- Unsuccessful new service models;
- Slow multivendor model adoption;
- ESG risks, as reported by the ad hoc ESG Committee.

Operational risks, e.g.:

- IT security, including cyber and data;
- IT applications;
- Customer security breaches in cloud consumption;

- Operational excellence issues (scalable and efficient business model).

Financial risks, e.g.:

- Unhedged market risk;
- Accounts receivable risk;
- Currency fluctuation risk;
- Transfer pricing;
- Tax risks;
- Performance measurement and controlling.

Legal and compliance risks, e.g.:

- Non-conformity, illegal acts, internal or external fraud;
- Reputational risk;
- Professional liabilities with service business;
- Non-compliance with laws and regulations, including stock market regulations;
- Internal or external fraud.

Risk management is carried out by line management, controlled by the CFO under policies approved by the BoD and reviewed and supervised by the AC. Key risks are identified, evaluated, and managed in close co-operation with the group's operating units. The BoD provides written principles for overall risk management, as well as written policies covering specific areas within the risk categories.

The company's risk management system covers the processes of the entire application management of all local and global IT systems, and ensures a regular monitoring as well as update of its IT systems and processes to ensure reliability, business continuity and performance.

SoftwareOne is certified to international standards on systems management, including ISO 9001:2015 on quality management systems, ISO 14001:2015 on environmental management systems. and ISO/IEC 27017:2015 for Brazil and India on information security controls for cloud services.

Quality audits are an integral part of SoftwareOne's quality management system and cover the control of the established processes to fulfil all required regulatory industry standards.

The AC periodically monitors SoftwareOne's risk assessment and assesses the proposed risk mitigation measures proposed by the EB on at least an annual basis.

Audit of non-financial and ESG topics

A key non-financial risk for SoftwareOne is IT security. Therefore, the assessment of performance against an IT security framework is an important ongoing task for Internal Audit. To ensure that the appropriate specialists in Internal Audit can conduct their assessments according to the highest and most recent industry standards, SoftwareOne provides relevant training and resources required by Internal Audit.

A material component of an ESG programme was the definition of new targets and their validation against recognised reporting standards. These were published in the SoftwareOne ESG report in H2 2023, outlining SoftwareOne's ambitions and the targets to be used, as recognised reporting standards. The progress against agreed ESG targets will be regularly monitored by Internal Audit.

Nomination and Compensation Committee

Key responsibilities and duties

As at 31 December 2023, the NCC comprised four members. The members of the NCC are each elected annually and individually at the shareholders' meeting. Their term of office ends at the closing of the next ordinary shareholders' meeting and re-election is possible. The Chair of the NCC is appointed by the BoD. In any case the Chair of the NCC shall be an independent member of the BoD and there shall be an independent majority in the NCC (with the casting vote of the Chair).

If there are vacancies in the NCC, the BoD may appoint substitute members from among its members for a term of office extending until the closing of the next ordinary shareholders' meeting. The NCC meets whenever required by business, and at least three times per year.

The NCC has the powers and duties of the compensation committee as provided by Swiss law and in particular, the Ordinance against Excessive Compensation in Public Companies, as well as the powers and duties as provided in Art. 15 para. 5 of the Aol and the NCC Charter. The overall responsibility for the duties and powers assigned to the NCC shall remain with the BoD. The NCC shall regularly report to the BoD on its activities and submit the necessary proposals. Details of the compensation policies and principles can be found in the Compensation Report 2023.

Nomination and Compensation Committee activities in the reporting period

The NCC held six meetings in 2023, all but one by video conference. The average duration of these calls was approximately 3 hours. The committee focused on several key areas, including:

- Providing guidance on composition and succession planning of the BoD and the EB;
- Appointing a new CEO;
- A compensation framework including compensation levels and benchmark analysis for the EB and BoD;
- Preparing compensation decisions, including the setting of short-term incentive and long-term incentive targets, short-term incentive pay-outs, long-term incentive grants and salaries for EB members;
- Diversity review;
- EB succession planning;
- External mandates review.

The NCC's work on compensation-related matters is described in detail in the SoftwareOne [Compensation Report](#).

Nomination and Compensation Committee interactions

The NCC shall regularly invite the CEO to its meetings and may invite other members of the EB or, subject to prior notification of the responsible member of the EB, members of the company's management, as it deems desirable and appropriate to fulfil its tasks responsibly.

The CEO or other members of the EB may not be present when the NCC reviews the compensation or other aspects of the employment of the relevant person. The Chair of the BoD or the NCC Chair is not present when the NCC reviews their compensation. In 2023, the CEO participated in five of the six meetings of the NCC. The NCC regularly consults the Chief Human Resources Officer to develop and recommend appropriate actions to the BoD.

In the process of evaluating SoftwareOne's performance against the pre-determined compensation-relevant performance metrics, the NCC generally interacts annually with the Chair of the AC to obtain the information on the relevant metrics.

To further develop the compensation system, namely the Short- and Long-Term Incentive schemes reviews, the NCC worked together with external service providers HCM Hostettler & Company (HCM), Mercer and Willis Towers Watson. These were the only business relationships and mandates of SoftwareOne with Mercer and HCM. Willis Towers Watson was mandated with a human resources project.

Innovation Committee

Key responsibilities and duties

As at 31 December 2023, the IC comprised three members. The members of the IC and the Chair are appointed annually by the BoD. Their term of office ends at the closing of the next ordinary shareholders' meeting and re-appointment is possible. The IC meets whenever required by business, and at least four times per year.

The IC supports the BoD in identifying and assessing existing and future trends and technologies, determining how these may affect the company's operations and whether they offer new business opportunities. The IC assists the BoD in matters relating to long-term transformational challenges, business development, innovation and plans as developed by the company. Its duties and responsibilities are set out in the [IC Charter](#).

Innovation Committee activities in the reporting period

In 2023, this being the year of its creation at the AGM in May, the IC held two meetings in 2023, both by video conference. The average duration of these calls was approximately 1 hour. The committee focused on several key areas, including:

- Providing guidance on innovation, technology, and digital transformation;
- Promoting innovation initiatives that support business growth;
- Assessing the company's identification, research and integration of technology and innovation;
- Reviewing strategic vendor partnerships relating to technology innovation;
- Reviewing the company's risk posture and exposures relating to technology development;
- Overseeing the company's business continuity, contingency, and recovery plans for technology, systems and data.

Innovation Committee interactions

The IC shall regularly invite the CEO and the Chief Information Officer to its meetings and may invite other members of the EB and members of the company's management, as it deems desirable and appropriate to fulfil its tasks responsibly.

Furthermore, upon invitation by the IC Chair or, in their absence, the member of the IC calling a meeting, third parties may also be invited to participate in meetings of the IC on a consultative basis.

Executive Board

Composition of the Executive Board

The CEO and the other members of the EB are appointed and dismissed by the BoD. The BoD is supported by the NCC, which prepares all relevant decisions of the BoD in relation to the nomination of the CEO and the other members of the EB and submits proposals and recommendations to the BoD.

As at 31 December 2023, the EB was composed as follows:

Brian Duffy

(CEO as of May 2023)

Role

Chief Executive Officer

Joined SoftwareOne in

2023

Nationality

Irish

Professional experience and external appointments

Previously held various positions at SAP, most recently as President of Cloud and, prior to that, as President of Northern Europe.

Joined SoftwareOne in 2023 as Chief Executive Officer.

No external appointments.

Education

Master of Law from the University of Illinois, USA with a Bachelor of Laws from the University College Dublin.

Rodolfo J. Savitzky

Role

Chief Financial Officer

Joined SoftwareOne in

2022

Nationality

Mexican and Swiss

Professional experience and external appointments

Previously held various finance leadership positions at P&G, Novartis and Lonza in Europe and Latin America. Prior to joining SoftwareOne, served as CFO and member of the Group Executive Committee of Lonza from 2016 to 2021.

Currently also Member of the Board of Directors of EUROAPI S.A.

Education

Graduated from Monterey Institute of Technology in Industrial and Systems Engineering and holds an MBA in Finance and Economics from the University of Chicago Booth School of Business.

Bernd Schlotter

Role

President Software & Cloud

Joined SoftwareOne in

2021

Nationality

American

Professional experience and external appointments

Previously held various leadership positions in technology, IT services and consulting companies in the United States and Europe. Most recently served as Managing Director and Senior Partner at Boston Consulting Group's (BCG) Silicon Valley Office & Digital Center supporting clients in digital transformation from strategy to execution.

No external appointments.

Education

Graduated from the University of Stuttgart with a degree in Mechanical Engineering ("Diplom-Ingenieur") and an MBA from the University of California at Berkeley.

Julia Braun

Role

Chief Human Resources Officer

Joined SoftwareOne in

2022

Nationality

Austrian

Professional experience and external appointments

Previously held various global HR leadership positions in Switzerland and Austria. She served as HR executive at Tupperware Brands, as CHRO at Conzzeta and most recently as Director and Board Member at ISS Switzerland.

No external appointments.

Education

MAS/MSc in Human Resources & Organisational Development from PEF University Vienna and an Executive MBA from the Business School of Lausanne.

Dieter Schlosser (Until May 2023)

Role

Chief Executive Officer

Joined SoftwareOne in
2012

Nationality

German

Professional experience and external appointments

Previously held several positions in the IT departments of large companies in the oil and gas, mining, automotive and pharmaceutical sectors.

Joined SoftwareOne in 2012 as Chief Operating Officer.

No external appointments.

Education

Degree in business management from Württembergische Verwaltungs- und Wirtschafts-Akademie e.V.

Neil Lomax (Until October 2023)

Role

President of Sales

Joined SoftwareOne in
2008

Nationality

British

Professional experience and external appointments

Previously President of North America and a member of the group's Executive Board for worldwide sales strategy.

Joined SoftwareOne in 2008 and held several positions in sales and business development.

No external appointments.

Education

Cambridge Judge Business School with an executive education degree in business models for transformative & competitive advantage.

The following table provides an overview of SoftwareOne's EB:

Name	Nationality	Born	Function	Appointment	Education	External mandates	
						listed	non-listed
Brian Duffy ¹⁾	Irish	1980	Chief Executive Officer	2023	Law, LL.M.	0	0
Rodolfo J. Savitzky	Mexican, Swiss	1962	Chief Financial Officer	2022	Engineering, finance and economics, MBA	1	0
Bernd Schlotter	American	1964	President Software&Cloud	2021	Mechanical Engineering, MBA	0	0
Julia Braun	Austrian	1973	Chief Human Resources Officer	2022	Human Resources, MBA	0	0
Dieter Schlosser ²⁾	German	1966	Chief Executive Officer	2019	Business management	0	0
Neil Lomax ³⁾	British	1979	President of Sales	2019	Business administration	0	0

1) Since May 2023.

2) Until May 2023.

3) Until October 2023.

Management changes

SoftwareOne welcomed Brian Duffy as CEO in May 2023, who succeeded Dieter Schlosser. Brian has extensive experience from various leadership positions he held at SAP, notably as SAP President of Cloud and as President of Northern Europe. Brian will drive SoftwareOne's objective of helping clients unlock opportunities that are fuelled by technology.

Neil Lomax, who was Member of the EB and held various positions in sales and business development, including Regional President North America, left the company in October 2023.

Compensation of the Executive Board

The shareholders' meeting shall approve annually and separately the proposals of the BoD in relation to the maximum aggregate compensation of the EB for the next business year (see art. 19 of the Aol). More details on compensation and post-employment benefits of the EB can be found in the [Compensation Report](#).

The members of the EB may only be granted loans and credits up to a maximum amount of CHF 1,000,000 at market-based conditions and in compliance with the applicable rules of abstention.

Responsibilities

The BoD has delegated the operational management of the company entirely to the CEO within the limits permitted by law and subject to the powers and duties remaining with the BoD pursuant to the OrgR.

Within the operational management delegated to the CEO pursuant to OrgR, the CEO is responsible for SoftwareOne's daily business operations and represents the company in these matters, all in accordance with the law, the Aol, the OrgR as well as the strategies, policies and guidelines set by the BoD. The CEO is responsible for the implementation of BoD resolutions and the supervision of all management levels at the company. The CEO acts as the head of the EB.

Within the EB, the CEO is the primary point of contact for the Chair and the other members of the BoD. The CEO represents and coordinates the positions of the EB vis-à-vis the BoD. In case of matters requiring approval by the BoD as a matter of law, the Aol or the OrgR, the CEO submits corresponding proposals to the BoD. The CEO provides information to the other members of the EB concerning the resolutions and suggestions of the BoD. The CEO ensures that resolutions are implemented and that suggestions are considered. The CEO represents the group, both internally and externally.

Statutory provisions regarding external mandates

According to Art. 21 of the [Aol](#), no member of the EB may hold more than one mandate in a listed company and more than three mandates in non-listed companies. For a description of how SoftwareOne defines mandates and for transitional provisions of newly appointed EB members, please refer to the section [Availability and statutory provisions regarding external mandates](#) above.

Any mandate of a member of the EB in a legal entity outside of SoftwareOne shall be subject to prior approval by the BoD, or the NCC, where delegated.

All members of the EB remained within the statutory maximum number of outside mandates in listed and non-listed companies and organisations.

Management contracts

As at 31 December 2023, the company has not entered into any management contracts with third parties.

Composition of the EB

The EB meets the legal representation requirements as both genders are duly represented with at least 20% representation.

Shareholders' participation rights

Annual General Meeting participation and voting rights restrictions

At the shareholders' meeting, each share registered in the share register of SoftwareOne shall be entitled to one vote. For information on nominee registration, see section below.

Shareholders may personally represent their shares at the shareholders' meeting or be represented by (i) a third person who does not need to be a shareholder by means of written proxy or (ii) by the independent proxy.

The BoD determines the requirements for proxies and instructions in accordance with the laws and regulations and may establish corresponding rules, which are discussed in this section.

Transferability, share register, nominee registration and registration limitations

SoftwareOne maintains a share register in which the owners, usufructuaries and nominees of registered shares are registered with name, address, and nationality (or in case of legal entities, the registered office). In relation to the company, only those shareholders, usufructuaries or nominees registered in the share register are recognised as shareholders, usufructuaries or nominees. The company only recognises one proxy per share.

Acquirers of shares, upon request and presentation of evidence of the transfer or establishment of the usufruct, are registered as shareholders with voting rights in the share register if they explicitly declare they hold the shares in their own name and for their own account, that there is no agreement on the redemption or return of corresponding shares and that they bear the economic risk associated with the shares.

Persons who do not expressly declare in the registration application that they hold the shares for their own account (nominees) shall, without further ado, be entered into the share register with voting rights up to a maximum of 3% of the total share capital outstanding. Above this threshold, nominees shall be registered as shareholders with voting rights, provided the respective nominees disclose the names, addresses, nationalities and shareholdings of the persons for which they hold 1% or more of the total share capital outstanding, provided there is compliance with notification duties pursuant to the FMIA.

The BoD is authorised to conclude agreements with nominees on their duties of notification and to grant exemptions from the regulation described in the paragraph above in individual cases.

SoftwareOne has the right to delete entries in the share register retroactively of the date of the entry, if the registration has been based on false information. It may give the relevant shareholder or nominee the opportunity to be heard in advance. The relevant shareholder or nominee is to be informed about the deletion without delay.

The BoD shall implement the necessary directions for maintaining the share register and it may issue corresponding regulations or guidelines. The BoD may delegate such tasks.

In the year under review, no exceptions were granted with respect to entry in the share register and no entries in the share register were deleted retroactively or otherwise.

Independent proxy

According to Art. 10 of the [Aol](#), the shareholders' meeting annually elects an independent proxy. The independent proxy's term of office begins on the day of election and ends at the end of the following ordinary shareholders' meeting. Re-election is possible. If SoftwareOne does not have an independent proxy, the BoD shall appoint the independent proxy for the next shareholders' meeting.

Pursuant to the Ordinance against Excessive Compensation in listed companies and SoftwareOne's Aol, the Annual General Meeting of shareholders elects the independent proxy for a term ending at the conclusion of the next annual shareholders' meeting. Re-election is possible.

At SoftwareOne's AGM of shareholders held on 4 May 2023, Anwaltskanzlei Keller KLG, Zurich, Switzerland, was re-elected as the independent proxy for the term ending at the conclusion of the Annual General Meeting 2024.

Quorums required by the Articles of Incorporation

Except where the law or the Aol provide otherwise, the shareholders' meeting passes its resolutions and holds elections by the majority of the votes cast, excluding any abstentions, blank or invalid votes (see Art. 11 of the [Aol](#)).

A resolution of the shareholders' meeting passed by at least two thirds of the votes represented at the meeting and the majority of the nominal values of the shares represented at the meeting is required for:

- (i) All resolutions according to Art. 704 of the Swiss Code of Obligations;
- (ii) Resolutions regarding the release or cancellation of transfer restrictions of registered shares;

The Chair of the shareholders' meeting determines the voting procedure.

Convocation of the Annual General Meeting of shareholders

The notice of the shareholders' meetings shall be given by publication in the Swiss Official Gazette of Commerce (SOCG) at least 20 calendar days before the date of the meeting. The notice may also be sent by mail or e-mail to the shareholders, usufructuaries and nominees registered in the share register. The notice shall be issued by the BoD, or, if necessary, by the auditors.

The convocation notice shall include the agenda items and the proposals of the BoD as well as of the shareholders who have requested the convocation of a shareholders' meeting or who have requested that a specific item be put on the agenda.

Inclusion of items on the agenda

One or several shareholders that represent at least 3% of the share capital may also request to convene a shareholders' meeting. In this case, the BoD must convene the meeting within 30 days. Shareholders representing at least 0.5% of the share capital may request items to be put on the agenda, provided the request is made at least 45 calendar days prior to the general meeting concerned. Convocation requests and requests for inclusion of agenda items need to be submitted to the BoD in written form, indicating the agenda items and proposals (see Art. 8 of the [Aol](#)).

No resolutions may be passed on motions concerning agenda items that have not been duly announced, except for motions to convene an extraordinary shareholders' meeting, to initiate a special audit or to elect auditors upon a shareholders' request.

No prior notice is required to submit motions relating to items already on the agenda and to discuss matters on which no resolution is to be taken.

Entries in the share register

In the invitation to the shareholders' meeting, the BoD shall announce the record date for registration in the share register that is relevant with respect to the right to attend and vote (see Art. 5 of the [Aol](#)).

Changes of control and defence measures

Unvested deferred compensation may vest and employee participation plan rules may be amended upon a change of control of SoftwareOne, that is, if a new external shareholder acquires a major stake in SoftwareOne.

In accordance with Swiss law, the mandates and employment contracts of the members of the BoD and of the EB do not contain any provisions such as severance payments, notice periods of more than 12 months or additional pension fund contributions that would benefit them in a change of control situation.

The BoD or, to the extent it is delegated, the NCC, shall determine granting, vesting, exercising and/or forfeiting conditions. They may provide for a continuation, acceleration, or removal of vesting and/or exercising conditions, for payment or granting of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events, such as a change of control or termination of an employment or mandate agreement.

External audit

a. Mandate external audit

The AC supports the BoD in the nomination of the external auditors to be proposed to the Annual General Meeting for election or reelection. It assesses annually the external auditor's qualifications, effectiveness, past performance, and independence, especially related to any further consulting mandates. In connection with the appointment of the external auditor, the AC further approves the audit programme, the annual fees and annually reviews the fee budget and actual audit fees incurred.

b. External auditor

Since its incorporation in 2013, SoftwareOne's statutory external auditors have been Ernst & Young AG (CHE-491.907.686) ('EY'), Maagplatz 1, 8005 Zurich, Switzerland. The current auditor in charge is Mr Rico Fehr, who was appointed the lead auditor in 2023, in line with the Swiss Code of Obligations. To foster external auditor independence, the lead auditor must be replaced every seven years.

The external auditor is elected (or re-elected, as the case may be) at each Annual General Meeting of shareholders for a term of office until the completion of the following Annual General Meeting.

c. Auditing fees and additional fees

Auditing fees	CHF 1,945,000	90%
Additional fees (total)	CHF 220,000	10%
- Tax ¹⁾	CHF 220,000	
Total fees	CHF 2,165,000	100%

1) Income tax compliance and transfer pricing.

d. Information instruments pertaining to the external audit

Responsibilities of the external auditor

The external auditor is independent and accountable to the AC, the BoD and, ultimately, to the shareholders.

Cooperation and flow of information between the auditor and the Audit Committee

The AC liaises closely with the external auditor. In general, the lead auditor participates in the AC meetings as an advisor. In 2023, the external auditors participated in all six meetings of the AC (all conducted via video conference). The external auditor provides the AC with regular updates on the audit work, open audit issues and

the processing thereof, all audit-related issues as well as with reports on topics requested by the AC. The external auditor has a direct reporting line to the AC and may escalate potential audit issues directly to the Chair of the AC. At least once a year, the AC meets the external auditor without the presence of management.

The AC, together with the BoD, reviews and approves in advance the planned audit services as well as a cap on additional non-audit services provided by the external auditor. It discusses the results of annual audits with the external auditor, including reports on the financial statements, necessary changes to the audit plans and critical accounting issues. It also establishes guidelines for the internal and external audit with the goal of an optimal complementarity of all audit work as important pillars of the various lines of defence.

The external auditor shares with the AC its findings on the adequacy of the financial reporting process and the efficacy of the internal controls. It informs the AC about any differences of opinion between the external auditor and management encountered during the audits, or in connection with the preparation of the financial statements, findings regarding a potential malfunctioning of internal controls or differing views between the external and the internal auditor.

Evaluation of the external auditor

The AC is responsible for recommending an audit firm to the BoD for election at the Annual General Meeting of shareholders. In Switzerland, there is no general legal requirement providing for a periodic mandatory rotation of the external auditor company, but the lead audit person must change every seven years. In order to be able to recommend an audit firm for election by the shareholders and in line with good corporate governance, the AC thoroughly evaluates the credentials of the current external auditor annually and presents its findings to the BoD. EY has a proven record of professionalism and efficiency and fully meets the high standards of SoftwareOne.

Furthermore, the AC annually evaluates the performance of the external auditor.

External inquiries

At least once a year, the AC discusses with the external auditor any material issues, inquiries or investigations raised by governmental or professional authorities and steps taken to deal with any such issues.

Independence

At least once per year, the external auditor provides a formal written statement detailing all relationships with the company that might affect its independence. Any disclosed relationships or services that might interfere with the external auditor's objectivity and independence are reviewed by the AC, which then recommends appropriate action to be taken by the BoD.

Performance

This assessment measures the external auditor's performance against several criteria, including understanding of SoftwareOne's business; technical knowledge and expertise; comprehensiveness of the audit plans; quality of the working relationship with management and clarity of communication. It is compiled from input of key people involved in the financial reporting process and the observations of the AC members.

Black-out periods

The SoftwareOne Internal Regulations against Insider Trading, which are published on the company's intranet, apply to all "Affected Persons" and "Insiders." The term "Affected Persons" includes the following:

- members of the Board of Directors;
- members of the Executive Board;
- assistants of members of the Board of Directors or the Executive management Team;
- other key employees;
- accounting, finance and controlling of the Group;
- employees of Group Companies involved in projects dealing with assignments that may lead to price sensitive information;
- external consultants.

"Insiders" are defined as all persons in possession of Insider Information, this being any confidential information which, if made public, would possibly have a significant effect on the price of the company's shares, any other securities, derivatives, or other financial instruments derived from such securities that are admitted for trading on a trading venue in Switzerland. The Chief Legal Officer maintains a list containing the names, dates of birth and addresses of all Insiders, as well as the date on which the relevant Insider became an Insider.

Information is considered and remains "non-public" Insider Information until released to the public by the company in compliance with applicable laws and regulations and the listing rules of the SIX Swiss Exchange (the "Listing Rules"), and until the market has had enough time to absorb and evaluate the information. The SoftwareOne Internal Regulations against Insider Trading specify that any person having knowledge of material information may not attempt to "beat the market" by trading simultaneously with or shortly after the official release of such information. The regulations set out that information is deemed absorbed and evaluated by the market by the time of close of markets on the trading day after the information has been publicly released (cooling-off period).

Insiders are prohibited from exploiting Insider Information and must always abstain from:

- trading in the Securities, that is the shares of the company, the shares of any listed Group Company and/or other traded securities to which the Insider Information relates. Trading comprises selling or buying directly or indirectly or in concertation with third parties or otherwise buying or disposing of or entering into any transaction (including any kind of equity linked or derivative transactions) having an economic effect similar to that of a sale or a purchase of Securities or other traded securities;
- encouraging or recommending to any other person, including family members, trustees, and consultants to trade in the Securities or other traded securities.

Insider Information will not be disclosed to any third party, except parties which require such information to carry out their contractual or statutory duties and which are bound by confidentiality agreements (e.g. third party advisors), as well as parties for whom the disclosure of Insider Information is a prerequisite for the entry into a contract (e.g. due diligence access in the context of a merger, acquisition or divestment), in which case such a party must enter into a confidentiality commitment, be informed of the potential price-sensitivity and cautioned not to exploit the information and provided that the company maintains a record of the information that has been disclosed.

As per the SoftwareOne Internal Regulations against Insider Trading neither the company nor any Affected Persons may deal in any Securities for their own account or the account of a related person, including an investment body, during the General Black-out periods, regardless of whether the company or Affected Person is in possession of Insider Information.

The General Black-out periods are:

- from 31 December until the lapse of one SIX trading day following the public release of the company's annual results;
- from 31 March until the lapse of one SIX trading day following the public release of the company's first quarter results;
- from 30 June until the lapse of one SIX trading day following the public release of the company's semi-annual results;
- from 30 September until the lapse of one SIX trading day following the public release of the company's third quarter results.

Affected Persons not involved in the preparation of the financial results and without access to the information are not subject to the general Black-out periods.

In addition, Special Black-out Periods, as defined in the Internal Regulations against Insider Trading, can be introduced at any time during which trading by persons subject to such Special Black-out Periods is not permitted, irrespective of whether such persons are in possession of Insider Information or not. Any person subject to an applicable Special Black-out Period must not deal in any Securities for their own account or the account of a related person.

All persons that were involved in the Strategic Review conducted by the BoD were subject to Special Black-out periods throughout the negotiation process.

Information policy

SoftwareOne releases its annual financial results and Annual Report in electronic form within three months of the 31 December balance sheet date. Results for the first half of each financial year are released within three months of the 30 June balance sheet date. The company also provides quarterly trading updates for the first and third quarters of each financial year, covering certain key financial metrics, in electronic form, within two months of 31 March and 30 September balance sheet dates, respectively. SoftwareOne's Annual Report, full-year and half-year results and quarterly trading updates are announced via media releases and media and investor conferences in person or via webcast.

Information and documents pertaining to media releases, media conferences, investor updates and presentations at analyst and investor conferences can be downloaded from the company's website at <https://www.softwareone.com> or obtained from the company upon request at SoftwareOne Holding AG, Investor Relations, Neue Winterthurerstrasse 82, 8304 Wallisellen, Switzerland (telephone number: +41 (0) 44 832 41 37 email: investor.relations@softwareone.com).

- [Email distribution list \(push system\)](#);
- [Financial Reports](#);
- [Corporate Calendar](#).