



6 March 2024

Dear Shareholder,

We hereby convene an extraordinary general meeting (**EGM**) of SoftwareOne Holding AG (the **Company**) upon request of the shareholders Daniel von Stockar, B. Curti Holding AG and René Gilli within the deadline of 30 days set by our articles of incorporation. As announced previously, for efficiency reasons, the EGM will be held in conjunction with the upcoming 2024 annual general meeting (the **AGM**). For this purpose, the AGM date has been brought forward to 18 April 2024.

As mentioned above, the Company is technically required to give notice of the EGM already by today, which is the sole purpose of this invitation. The invitation to the AGM, which will integrate the EGM agenda and include the recommendations of the Board of Directors as well as the proxy materials, will be published on or around 19 March 2024. The proxy materials will contain all necessary documents and information to facilitate your participation and voting at the AGM.

However, in order to receive the proxy materials and to vote your shares by proxy or by direct participation at the AGM, you must ensure that all your shares are registered with voting rights in the Company's share register in time. 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 questions on how to register your shares, please contact our Information Agent Morrow Sodali on the SoftwareOne AGM Hotline for Private Shareholders on +41 43 550 72 52.

Your participation as shareholders is highly valued as it reflects your commitment to the governance and future direction of our Company. We look forward to your contributions and to making pivotal decisions that will steer our Company towards continued growth and success.

I look forward to meeting as many of you as possible on 18 April 2024 in the KKL Lucerne.

Thank you for your trust and support.

SoftwareOne Holding AG
For the Board of Directors:

A handwritten signature in black ink that reads "Adam Warby".

Adam Warby
Chairman



Invitation

to an
**Extraordinary General Meeting of
Shareholders of SoftwareOne Holding AG**

Date and Time: **Thursday, 18 April 2024, at 3:00 pm CEST (doors open at 2:00 pm CEST)**

Place: **KKL Lucerne (Kultur- & Kongresszentrum Luzern), Europaplatz 1,
6005 Lucerne, Switzerland**

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Agenda

1 Removal of Members of the Board of Directors

Shareholder Proposal: Daniel von Stockar, B. Curti Holding AG and René Gilli (together, the **Requesting Shareholders**) propose the removal of the following members of the Board of Directors:

1.1 Removal of José Alberto Duarte

1.2 Removal of Jim Freeman

1.3 Removal of Timo Ihamuotila

1.4 Removal of Marie-Pierre Rogers

1.5 Removal of Isabelle Romy

1.6 Removal of Elizabeth Theophile

1.7 Removal of Adam Warby

Explanations provided by the Requesting Shareholders:*

"The Founding Shareholders¹ fundamentally disagree with the Board of Directors' conclusion of the strategic review and are of the opinion that the contemplated public-to-private transaction should have been pursued and presented to the shareholders. The Founding Shareholders have lost confidence in the current members of the Board of Directors.

The term of office of the members of the Board of Directors would end at the Annual General Meeting 2024. As the matter is important and requires immediate action the Founding Shareholders wish to remove the said members of the Board of Directors at the earliest possible date."

**) The Company is reproducing the statements made by the Requesting Shareholders in their request to convene an extraordinary general meeting (EGM) without having verified the accuracy of the information contained therein.*

Statement of the Board of Directors: The term of office of all current members of the Board of Directors will expire at the end of the upcoming 2024 annual general meeting (**AGM**) in any event. As a result, this agenda item will become obsolete and will therefore not be put to a vote at the AGM.

¹ Note: The Requesting Shareholders refer to themselves as the "Founding Shareholders".

2 Election of Members of the Board of Directors

Proposal of the Requesting Shareholders: The Requesting Shareholders propose the election of the following new members of the Board of Directors for a term of office until completion of the next Annual General Meeting:

2.1 Election of Annabella Bassler

2.2 Election of René Gilli

2.3 Election of Jörg Riboni

2.4 Election of Andrea Sieber

2.5 Election of Till Spillmann

Explanations provided by the Requesting Shareholders:*

"With a renewed competent, objective, business-oriented Board of Directors, the Founding Shareholders intend to establish an open-minded governing body to evaluate a public-to-private transaction, taking into account the market environment, SoftwareOne's positioning, the Company's existing growth and value creation potential as well as the interests of all stakeholders."

**) The Company is reproducing the statements made by the Requesting Shareholders in their request to convene an EGM without having verified the accuracy of the information contained therein.*

The biographical information on each of the candidates provided by the Requesting Shareholders is reproduced in the Appendix.

Statement of the Board of Directors: The Board of Directors will include its proposals and explanations in the invitation to the AGM to be published on or around 19 March 2024.

3 Election of the Chairperson of the Board of Directors

Proposal of the Requesting Shareholders: The Requesting Shareholders propose that Daniel von Stockar be elected as Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting.

Explanations provided by the Requesting Shareholders:*

"After holding the office of Chairman for ten years until AGM 2023, Daniel von Stockar is prepared to take over the Chairmanship again with the support of the other Requesting Shareholders."

**) The Company is reproducing the statements made by the Requesting Shareholders in their request to convene an EGM without having verified the accuracy of the information contained therein.*

Statement of the Board of Directors: The Board of Directors will include its proposals and explanations in the invitation to the AGM to be published on or around 19 March 2024.

4 Election of the Members of the Nomination and Compensation Committee

Proposal of the Requesting Shareholders: The Requesting Shareholders propose the 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.

4.1 Election of Annabella Bassler

4.2 Election of René Gilli

4.3 Election of Andrea Sieber

Explanations provided by the Requesting Shareholders:*

"In case of her election, it is intended that Andrea Sieber will assume the role as Chair of the Nomination and Compensation Committee."

**) The Company is reproducing the statements made by the Requesting Shareholders in their request to convene an EGM without having verified the accuracy of the information contained therein.*

Statement of the Board of Directors: The Board of Directors will include its proposals and explanations in the invitation to the AGM to be published on or around 19 March 2024.

Organizational Information

Invitation to the AGM and Annual Report

The EGM will be held in conjunction with our upcoming 2024 AGM in one combined meeting as previously announced. An invitation to the AGM, which will integrate the EGM agenda, will be published on or around 19 March 2024.

The 2023 Annual Report including the Non-Financial Report as well as the auditors' reports relating to the Annual Statutory and Consolidated Financial Statements and the Compensation Report will likewise be published on or around 19 March 2024.

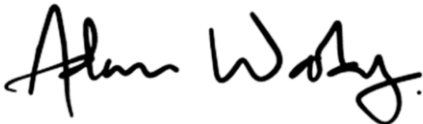
Participation and Representation at the AGM

The proxy materials for the AGM will be dispatched together with the AGM invitation on or around 19 March 2024. These materials will contain all necessary documents and information to facilitate your participation and voting at the AGM.

Voting Rights

In order to receive the proxy materials and to vote your shares by proxy or by direct participation at the AGM, you must ensure that all your shares are registered with voting rights in the Company's share register in time. 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 questions on how to register your shares, please contact our Information Agent Morrow Sodali on the SoftwareOne AGM Hotline for Private Shareholders on +41 43 550 72 52.

For the Board of Directors:



Adam Warby
Chairman

(The German text is binding)

Appendix: Biographical information of the candidates to the Board of Directors (as provided by the Requesting Shareholders)

The Company is reproducing the biographical information on each of the candidates, as provided by the Requesting Shareholders, without having verified the accuracy or completeness of the information contained therein:

"Dr. Annabella Bassler brings significant expertise in finance, controlling, as well as senior leadership from her role as the CFO of Ringier AG.

She has been the CFO of Ringier AG since 2012. She joined Ringier in 2007 and was the Head of Corporate Finance/Treasury from 2008 to 2012. In addition, Annabella Bassler restructured Ringier's operations in Romania into a profitable and modern media company from mid-2014 until 2021.

Additionally, to her current role as CFO, she is Chairman of the Board of Directors at Ringier Axel Springer Polska sp. z o.o., and a member of the Board of Directors at Ringier Digital Ventures AG, Ringier Axel Springer Schweiz AG, Ticketcorner AG, and Hallenstadion AG where she focuses on strategy, M&A activities and financial management.

In November 2019, she initiated the EqualVoice initiative, underscoring her commitment to gender equality in media. The core of the initiative is an algorithm making gender equality in media measurable.

Before joining Ringier, she worked at the finance department of Hamburg Süd, the shipping company of the Oetker Group from 2004 to 2007.

Annabella Bassler studied Economics at the European Business School in Oestrich-Winkel, Buenos Aires and Los Angeles, where she also received her doctorate. She was born in 1977 and is a Swiss and German citizen.

In case of her election to the Board of Directors, Annabella Bassler will also be proposed for election to the Nomination and Compensation Committee (separate individual election in agenda item 4.1.).

René Gilli's broad experience in the industry as well as his contribution to the company as a founding shareholder of SoftwareOne Holding AG make him a valuable addition to the Board of Directors.

René Gilli has a long track record at the company having co-founded the firm by merging his company, MicroWare (founded 1992), with Softwarepipeline in 2005 and thus paving the way for a successful founding of SoftwareOne in 2006. Additionally, he was a member of the Board of Directors 1992 to 2005 at MicroWare, 2005 to 2006 at Softwarepipeline and 2013 to 2022 at SoftwareOne.

He currently serves as Chair of the Board of Directors at Alivant AG.

René Gilli holds a degree in Economics and Information Technology of the Business IT School/ School of Economics and Business Administration of Lucerne (today Lucerne University of Applied Sciences and Arts). He was born in 1958 and is a Swiss citizen.

In case of his election to the Board of Directors, René Gilli will also be proposed for election to the Nomination and Compensation Committee (separate individual election in agenda item 4.2.).

Jörg Riboni is a renowned finance and audit expert with international experience.

He has an extensive track record as CFO and has served on the Board Directors of several companies. Jörg Riboni was the CFO of Emmi AG from 2013 to 2019, the CFO of Forbo Holding AG from 2005 to 2012, the CFO of Sarna Group from 1997 to 2005 and CFO of Jelvoli AG from 1995 to 1997. Before that, he was Chief Financial and Administrative Officer at Lacoray Group (Cosa Liebermann) from 1991 to 1995.

He served on the expert commission of the Swiss stock exchange SIX from 1999 to 2010 and was a member of the Swiss GAAP FER Commission from 1999 to 2006.

Jörg Riboni started his career as an auditor at Peat, Marwick, Mitchell & Co from 1985 to 1988, subsequently served at Deloitte & Touche from 1988 to 1991.

He has prior experience with enterprise software services through his time on the Board of ERNI AG, a Swiss software engineering company. Additionally, he has served on the Special Expert Committee of Sika AG and was Board member and Chair of the Audit Committee at Hochdorf Holding AG and ARYZTA AG.

He is currently the Chairman of the Board of Directors at Rothorn Group AG, a Board member and Chair of the Audit Committee at HERITAGE B B.V. and serves on the Board of Glas Troesch AG.

Jörg Riboni holds a degree in Economics from the University of St. Gallen and received his CPA in 1990.

He was born in 1957 and is a Swiss citizen.

Andrea Sieber is a renowned legal, mergers and acquisitions, as well as corporate governance expert.

She is a partner at the Swiss law firm MLL Legal AG, where she started her career in 2003 and specializes since twenty years on national and cross-border M&A, private equity and capital market transactions and advises clients on corporate governance topics and general corporate and commercial laws. She co-leads the firm's M&A Practice Group since 2015 and served as CFO in the firm's management board from 2021 to 2023.

Since 2016 until today she serves as Vice Chairwoman of the Board of Directors of Allreal Holding AG, a publicly listed real estate company in Switzerland, and heads Allreal's Nomination and Compensation committee. From 2011 to 2017 she served as Chairwoman of the Supervisory Board of Roth & Rau AG (today: Meyer Burger Germany GmbH), a formerly publicly listed German company. In addition, she serves as member of the Board of Directors of four other private Swiss companies.

Andrea Sieber holds law degrees from the University of St. Gallen law school (lic. iur. HSG) and the University of California, Davis, school of law (LL.M.) and is admitted to the Swiss bar since 2003. She was born in 1976 and is a Swiss citizen.

In case of her election to the Board of Directors, Andrea Sieber will also be proposed for election to the Nomination and Compensation Committee (separate individual election in agenda item 4.3.).

Dr. Till Spillmann is a renowned legal, capital markets, mergers and acquisitions, as well as investment expert.

He currently acts as co-founder and partner at Argon Management AG, a private investment firm, which he co-founded in January 2024. In 2014, he also co-founded Actium AG, an independent owner-led Swiss investment company investing in real estate, private equity and private debt and offering related structuring solutions. Actium not only holds a Swiss real estate portfolio comprising of over 900 apartments, commercial properties and serviced apartments but also holds, amongst other investment, stakes in Vision Group AG as well as Hair and Skin Medical AG. In addition to his engagement as an independent investor, Till Spillmann had been partner at Niederer Kraft Frey AG between 2018-2022 as well as managing partner at Baer & Karrer AG between 2014-2017 where he started his legal career in 2004. He specialized in private and public M&A, capital markets and financing transactions, as well as corporate governance. He started his career at McKinsey and Company.

Till Spillmann currently serves, among others, as Chairman of the Board of Directors at Chronext Group Ltd and Actium Ltd as well as a member of the Board of Directors at Argon Management AG. In addition, he also serves as Chairman of the Board of Directors at ImmoMentum AG, the real estate investment vehicle at Actium AG.

Till Spillmann received a doctor title in law from the University of Zurich in 2004 and was admitted to the bar in Switzerland in 2006. He was born in 1977 and is a Swiss citizen."

Thank you

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