



## **2025 AGM**

### **Daniel von Stockar, Chairman of the Board of Directors**

Dear Shareholders

Dear Ladies and Gentlemen

We are embarking on a new chapter in SoftwareOne's history. As you know, our offer to combine with the Norwegian company Crayon was successful and we expect to finalise the acquisition shortly.

Much has happened since we last met at the Annual General Meeting a year ago.

At that time, I explained how my co-founders and I had come to the conclusion that SoftwareOne had lost its sense of direction. These were turbulent times, and we felt compelled to recommend the dismissal of the remaining Board members. The proposal received majority support at the 2024 AGM, for which we are sincerely grateful.

Since then, calm has returned to the Board of Directors. I am very relieved about that. Our objective as the new Board of Directors is to guide SoftwareOne back onto a path of success so we can fully seize the many opportunities the market offers.

However, the last few months have also made something clear: When damage has been done and trust eroded, it takes time to get the situation back on track. Priorities were not aligned, and the customer focus as well as the growth momentum that defines SoftwareOne were lost.

Excessive emphasis was placed on management and administrative functions and expensive consultancy organisations have been introduced. A new sales model – which offers many good opportunities – was rolled out hastily and without adequate preparation. We are still feeling the consequences of this today.

We have since corrected our course. We have filled new management positions. We have renewed our focus on the front organisation, on customer business and on growth. We have addressed the flawed rollout of the new sales model. And we have launched a cost-cutting program in November 2024 that had already delivered annualised savings of CHF 58 million by year-end. We have also reduced excessive salaries at executive level.

For the 2024 financial year, however, it was no longer possible to make up for the previous undesirable developments. And as we shared when presenting our annual results, the first months of the current year will likely remain challenging. As said, it takes time before the corrective measures show up.

The new management team, led by CEO Raphael Erb, who took over this role in autumn 2024, is working with great dedication to restore order at SoftwareOne. Raphael has been with our

company since its early days and knows it like no other. I am grateful for the expertise and commitment he brings to this task.

I would also like to thank the entire management team and all our employees for working hard to ensure that SoftwareOne continues to provide outstanding services for our customers and can once again fully leverage its strengths.

We on the Board of Directors and the Executive Board are convinced that SoftwareOne is back on the right track. Unfortunately, we have lost two to three years – a painful setback for everyone, especially for us as shareholders. What matters now is that we have identified the weaknesses and taken effective action.

We are now taking another big step – and this leads me back to Crayon:

- In December 2024, we announced the combination of SoftwareOne and Crayon.
- In mid-March 2025, we launched the voluntary purchase and exchange offer to acquire all outstanding shares in Crayon.
- In April, you, our valued SoftwareOne shareholders, supported the transaction at the Extraordinary General Meeting by approving a substantial capital increase.
- At the beginning of May, we announced that 91.6 per cent of Crayon shares had been tendered to us.
- Once the remaining regulatory approvals have been obtained, we expect to finalise the acquisition next month.

The success of our offer, the very broad support it received, and the rapid progress according to the plan make it clear: the capital markets recognize the value creation potential of the combination of SoftwareOne and Crayon and at least some of the lost trust has been regained. A new beginning has been made.

I have been personally convinced for a long time, that SoftwareOne and Crayon are a perfect match. While we have grown internationally with SoftwareOne over the past two decades, I have always kept my eye on this Norwegian software company: It has a similar history to SoftwareOne, and its success is based on the same entrepreneurial spirit.

I am extremely pleased that our paths have now come together. This combination is an enormous opportunity for the combined company. We complement each other perfectly – in terms of our business and geographically – and are a great cultural fit.

Given our unsatisfactory recent performance, it is easy to forget that SoftwareOne remains a highly significant and one of the few truly global players in our market. And in our business with Microsoft, we continue to be a global leader. Together with Crayon, we can significantly strengthen our position in software and cloud solutions and tap into additional opportunities. We operate in a very attractive market. For companies and institutions, the cloud, AI and data security are essential topics where we can now contribute our strengths to a greater extent.

The combination also creates significant value for you as shareholders. We have identified cost synergies totalling CHF 80-100 million within 18 months of the combination. We also expect

considerable revenue synergies. Raphael Erb will afterwards go into more detail on the strategic and business rationale for the combination with Crayon in his remarks on the 2024 financial year.

As announced, Raphael Erb and Melissa Mulholland, who is currently CEO of Crayon, will lead the combined company as Co-CEOs following the completion of the transaction. Together, they bring exceptional expertise in the global software market and complement each other perfectly.

Following the completion of the transaction, Crayon founders Rune Syversen and Jens Rugseth will join SoftwareOne's Board of Directors as new members. We are very much looking forward to benefiting from their deep experience.

Once the acquisition has been finalised, we want to implement the integration of Crayon into SoftwareOne prudently and efficiently – integration planning is progressing well. We will do everything we can to realise the full value of this combination – for our customers, employees, and you, our shareholders.

Ladies and gentlemen: As we announced a few weeks ago, we are proposing the election of Till Spillmann as the new independent Chairman of the Board of Directors of the combined company at today's Annual General Meeting.

Till has made an enormous contribution to SoftwareOne in recent months and has earned great trust, both internally and externally, as well as from me personally. I am confident that he will lead the combined company excellently as Chairman. We have set the course for SoftwareOne in such a way that we believe the company is on the right path. The time is right to hand over the presidency to new independent hands, and Till Spillmann is the right person for this role.

As for myself, I will remain closely connected to SoftwareOne as a member of the Board and a significant shareholder – and I look forward to many more opportunities that we will take advantage of in the coming years.

Thank you, our valued shareholders, for your continued trust and support.

I would now like to ask our CEO, Raphael Erb, to provide some remarks on the business performance in 2024.

Please, Raphael.

## Raphael Erb, CEO

I am delighted to speak to you today. Some of you have already attended our Extraordinary General Meeting last month. It is nice to see you again.

On 11 April, a large majority of you approved the combination with Crayon. And for ten days we have known now: The Offer was successful, the Crayon shareholders also support the combination.

We are grateful for this broad support to form one strong company from SoftwareOne and Crayon. We are close to completing the transaction and expect for this to happen in June already. I will return to the future of SoftwareOne and Crayon later in my remarks. But first, I would like to look back on the past financial year.

As you know, I took over as CEO in November 2024. I have spent my entire professional life at SoftwareOne - over 25 years. During this time, I have witnessed the development of the company since its beginnings. I was there as SoftwareOne grew internationally, as sales increased to over one billion Swiss francs, and as we have become a company with more than 9,000 employees.

We are targeting an attractive market. Today, we have an unparalleled global presence, close relationships with partners such as Microsoft, and highly qualified employees. We offer our customers access to integrated solutions and help them to use their IT resources effectively. Artificial intelligence and the ongoing migration to the cloud offer great market opportunities for us.

I have seen and I know: Achieving today's position as a leading, truly global provider was only possible because SoftwareOne uncompromisingly focused on the customers. Every adjustment in the company was made so that we could deliver excellent services.

Unfortunately, SoftwareOne had become more cumbersome some time ago – this as well I experienced myself, back in Asia on the customer front. Administration and overhead costs were rising rapidly, and the customer focus of the lead had suffered. Added to this was the hasty introduction of the sales model last summer and an overall challenging economic environment.

I am convinced that, as a globally leading company in our industry, we can achieve a much better performance than we did in 2024. To live up to this standard once again, we have taken decisive action under the new Board of Directors and management.

We launched a cost program in the fourth quarter of 2024 and implemented it quickly. By the end of the financial year, we had exceeded our original cost reduction target of 50 million Swiss francs per year and raised the bar even higher for the first quarter of 2025, to a total of 70 million Swiss francs.

We have reduced complexity and refocused on communication with our customers and quick implementation.

We have strengthened our country organizations and replaced management where necessary.

We are now heading in the right direction again, but we are not yet where we want to be - that takes time. As already communicated, our financial results for 2024 were unsatisfactory.

In the past financial year, SoftwareOne generated sales of just over 1 billion Swiss francs, which corresponds to growth of 2.9% at constant exchange rates. Adjusted EBITDA amounted to 223.4 million Swiss francs with a margin of 22%.

Performance in our regions was mixed: strong growth was recorded in the Asia-Pacific region. In that region, currency-adjusted revenue rose by 15.8%. We owe this to the strong growth in the Microsoft-business and the successful scaling of the AWS-offer.

In our home market DACH, that is, the German-speaking markets, sales rose by 2% after adjusting for currency effects, while the rest of Europe recorded a decline of 1.1%.

Sales in North America stagnated because, after a strong first half-year, problems with the introduction of the sales model had a significant negative impact on performance. In Latin America, SoftwareOne was able to grow by 2.7%.

I outlined the measures to address our performance-weaknesses at the beginning of my remarks. We want to return to our traditional growth path as quickly as possible.

SoftwareOne has long been much more than a provider of software licenses. We are increasingly focusing on integrated ecosystems in which the best solutions for our customers take center stage. In doing so, we combine our software and service offerings to create concrete added value for our customers.

Our opportunities, and this brings me back to Crayon, will increase even further in the combined company. This is because the businesses of SoftwareOne and Crayon complement each other perfectly.

Together with Crayon, we will enter the second half of 2025 stronger as a provider of software and cloud solutions. We expect to be able to realize cost synergies of 80 to 100 million Swiss francs by the end of 2026. This by consolidating offices and functions where possible, leveraging the economies of scale of our global platform and becoming more efficient in sales.

In addition to these savings, there are also sales synergies – faster growth – thanks to the combination of our complementary strengths. Together with Crayon, we will have an even broader offering, and by combining our sales channels, we will, for example, be able to cover the SME segment much better.

A team of employees from both companies is already working intensively on preparing the integration. We want to be able to get the most out of the combination from day one.

Personally, I am very much looking forward to working with Melissa Mulholland in our future roles as Co-CEOs. Melissa is an exceptional leader. She is also a leading expert in digital transformation and has a deep understanding of the needs of our customers and partners. She had a long tenure at Microsoft where she led the global strategy and business development with a focus on how companies can be profitable in the cloud.

Together, Melissa and I will be fully committed to ensuring that the combination becomes a win for all stakeholders.

It is also thanks to you, our valued shareholders, that we are able to take this important step. I would like to thank you most sincerely for the trust you have placed in us.

I would also like to thank Daniel, the founding shareholders and the entire Board of Directors, whose strategic vision has ensured that SoftwareOne is once again well positioned for the future.

I would also like to thank our customers, who are the very reason we exist.

And finally, a big thank you goes to our SoftwareOne team. I continue to be inspired by the competence, drive, and optimism of our employees. They have made it possible for us to tackle the challenges of 2024 so swiftly and to fully focus on the future.

Ladies and gentlemen, I now hand the floor back to our President. Thank you very much.