



Invitation

to the
**Extraordinary Shareholders' Meeting
of SoftwareOne Holding AG**

Date and Time: **Friday, 11 April 2025, at 4:30 pm CEST (doors open at 3:30 pm CEST)**

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

Introductory remarks by the Chairman of the Board of Directors to the Agenda

Dear Shareholder,

On behalf of the Board of Directors, it is with great pleasure that I invite you to our forthcoming in-person extraordinary shareholders' meeting which will take place in the KKL Lucerne on 11 April 2025 at 4:30 pm.

As previously announced on 19 December 2024, SoftwareOne Holding AG and Crayon Group Holding ASA, two leading global providers of software and cloud solutions, have agreed to combine. To this end, SoftwareOne will launch a recommended voluntary stock and cash offer to acquire all outstanding shares in Crayon. With total revenue of approximately CHF 1.6 billion, presence across 70+ countries and around 13,000 employees, the combined company will be excellently positioned as a preferred partner to both customers and vendors globally, driving additional growth and significant value creation for shareholders.

At the forthcoming extraordinary shareholders' meeting, the Board of Directors proposes to the shareholders to approve important resolutions to be passed for completion of the transaction:

- The creation of a capital band based on which the Board of Directors will be authorized to issue up to 72,205,459 fully paid-up registered shares with a nominal value of CHF 0.01 each for the purposes of delivering directly or indirectly consideration shares to shareholders of Crayon and financing the acquisition of Crayon shares, respectively, in connection with the contemplated acquisition of Crayon by SoftwareOne; and
- The election Jens Rugseth and Rune Syversen as new members of the Board of Directors for a term of office starting from settlement of the offer and ending upon completion of the annual general meeting of SoftwareOne to be held in 2026 for the business year 2025. The proposed changes to the Board's composition reflect the composition of the Board of Directors as agreed with Crayon as part of the transaction.

I look forward to meeting as many of you as possible on 11 April 2025.

Thank you for your continued trust and support.

SoftwareONE Holding AG
For the Board of Directors:



Dr. Daniel von Stockar
Chairman

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Agenda

1 Creation of a New Capital Band

Proposal: The Board of Directors proposes that the shareholders approve the creation of a capital band as further specified below and to such end include a new Article 3a in the Articles of Incorporation as follows (changes highlighted in red):

Article 3a – Capital Band

The Company has a capital band with an upper limit of CHF 2,307,869.19. Share capital decreases are not permitted.

Within the capital band, the Board of Directors is authorized to increase the share capital at any time until 31 March 2026, or the cancellation of the capital band if earlier, once or several times by a freely determined amount, by issuing up to 72,205,459 fully paid-up registered shares with a nominal value of CHF 0.01 each for the purposes of delivering directly or indirectly consideration shares to the shareholders of Crayon Group Holding ASA and the financing of an acquisition of shares of Crayon Group Holding ASA, respectively, in connection with the contemplated acquisition of Crayon Group Holding ASA by the Company.

Subscription to and acquisition of the newly issued registered shares and any subsequent transfer thereof are subject to the restrictions set out in Article 5 hereof.

In the event of a capital increase, the Board of Directors determines the following:

1. the number of registered shares and their issue price;
2. the nature of the contributions;
3. the conditions for exercising subscription rights and allocating subscription rights that have not been exercised or have been withdrawn;
4. the commencement of dividend entitlement.

The Board of Directors may issue new registered shares which are underwritten by a bank or another third party. The Board of Directors is authorized to permit, restrict or prohibit trading in subscription rights. The Board of Directors may allow subscription rights not exercised to lapse or place them on the registered shares for which subscription rights are granted but not exercised on market terms or otherwise use them in another manner in the interests of the Company and consistent with the purpose as specified in Article 3a para. 2 of these Articles of Incorporation.

For one or more increases, the Board of Directors is authorized to restrict or withdraw shareholders' subscription rights with respect to newly to be issued shares under the capital band and to allocate them to third parties, if the newly to be issued shares are used to deliver directly or indirectly consideration shares to the shareholders of Crayon Group Holding ASA and the financing of an acquisition of shares of Crayon Group Holding ASA, respectively, in connection with the contemplated acquisition of Crayon Group Holding ASA by the Company.

Explanation: The proposed new capital band will authorize the Board of Directors to create up to 72,205,459 fully paid-up registered shares with a nominal value of CHF 0.01 each. Such shares will be required to complete the public tender offer launched by SoftwareOne to acquire all shares in Crayon. The Board of Directors may only issue shares under the capital band for the purpose of delivering consideration shares to the shareholders of Crayon and financing the acquisition of Crayon shares, respectively, in connection with the contemplated acquisition of Crayon by SoftwareOne.

2 Election of New Members of the Board of Directors

Proposal: The Board of Directors proposes the election – with effect as of and subject to Completion (as defined in the explanations to agenda item 2) – of the following new members of the Board of Directors for a term of office starting at Completion and ending upon completion of the annual general meeting to be held in 2026 for the business year 2025:

2.1 Election of Jens Rugseth

2.2 Election of Rune Syversen

Explanation by the Board of Directors:

According to Article 7 of the Articles of Incorporation, the shareholders' meeting is the competent corporate body to elect members of the Board of Directors. The new members of the Board of Directors proposed for election by the Board of Directors have been nominated in cooperation with Crayon following execution of the transaction agreement pertaining to the public tender offer to be launched by SoftwareOne. The election of the new members of the Board of Directors shall take effect upon and be subject to the settlement of the public tender offer launched by SoftwareOne to acquire all shares in Crayon (**Completion**).

Jens Rugseth is a member of the Board of Directors of Crayon. He also serves as Chairman of the Board at Karbon Invest AS and as a Board member at Techstep ASA, Link Mobility Group Holding ASA and Spir Group ASA. Jens is a serial entrepreneur, having founded multiple companies in the IT sector over the past 25 years. He has also held CEO positions at some of Norway's largest IT companies, including ARK, Cinet and Skrivervik Data. He is a Norwegian citizen and studied business economics at BI Norwegian Business School.

Rune Syversen is the Chairman of the Board of Directors of Crayon. In addition, he serves as Chairman of the Board at Cyviz ASA and as a Board member at Karbon Invest AS, Sevens AS, and Calusa AS. Prior to founding Crayon, he held senior positions at Telenor, Norway's leading telecoms company. A serial entrepreneur with deep expertise in the global IT, data services and financial sectors, Rune also played a key role in the creation and growth of Link Mobility and Sikri, among other companies. He is a Norwegian citizen and studied business administration at BI Norwegian Business School.

The Board of Directors considers it desirable that Jens Rugseth and Rune Syversen join the Board of Directors and is of the view that it is as proposed balanced in composition and that, as a corporate

body, it possesses the necessary leadership skills, expertise and experience by virtue of the skills and attributes contributed by its members.

Organizational Information

Voting Rights and Admission Cards

In order to receive the proxy materials and to vote your shares by proxy or by direct participation at the extraordinary shareholders' meeting, you must ensure that all your shares are registered with voting rights in the SoftwareOne's share register by Thursday, 3 April 2025, 5:00 pm CEST. To register your shares with voting rights, please contact your bank or broker and request registration in your own name at your earliest convenience. Should you have any questions on how to register your shares, please contact our information agent Georgeson on the SoftwareOne EGM Hotline for Private Shareholders on +44 207 019 7027 or via email at ShareholderQuery@georgeson.com.

Shareholders who are registered in the share register with voting rights will be sent the registration form that they can use to order the admission card. Admission cards will be sent to the shareholders starting on 4 April 2025. No entries in the share register will be made in the share register between 3 April 2025, 5:01 pm CEST and 11 April 2025. Shareholders who sell their shares before the extraordinary shareholders' meeting will no longer be eligible to vote the respective shares at the extraordinary shareholders' meeting.

Representation and Proxy

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

In order to grant a power of attorney, shareholders can simply complete and sign the registration and proxy form (the admission card does not need to be requested). To issue voting instructions to the Independent Proxy, shareholders should please return the enclosed proxy form, with their instructions completed and duly signed, using the envelope provided as soon as possible, but no later than 8 April 2025 (arriving; the processing of proxies arriving later can no longer be guaranteed). Instructions to the Independent Proxy may also be issued electronically via the investor web service on <https://softwareone.netvote.ch> until 8 April 2025, 11:59 am CEST, all according to the respective information sent out together with the invitation. Insofar as the Independent Proxy does not receive any specific instructions, he will vote in accordance with the proposals of the Board of Directors. This also applies in the event that proposals are put to vote which are not listed in the invitation.

For the Board of Directors:



Dr. Daniel von Stockar
Chairman

(The German Text is binding)

Thank you

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or

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