



SoftwareOne

Innovation Committee Charter

Contents

1	Principles	3
2	Powers and Duties	3
2.1	In General	3
2.2	Powers and Duties in Detail.....	3
3	Organization	4
3.1	Composition	4
3.2	Procedures.....	4
4	Entry into Effect	5

1 Principles

The Innovation Committee (IC) is a standing committee formally appointed by the Board of Directors (BoD) of SoftwareOne Holding AG (Company) based on the Articles of Incorporation and the Organizational Regulations of the Company.

The Board elects the members and Chair of the IC from its members. Their term of office ends at the end of the following annual General Meeting of Shareholders of the Company (the “General Meeting”). Members of the Board may be re-appointed to the IC immediately after the expiration of their term.

2 Powers and Duties

2.1 In General

The IC supports the BoD in the fulfilment of its powers and duties as set forth in the law, the Articles of Incorporation and the Organizational Regulations in the area of innovation and technology.

The IC provides oversight, guidance, and recommendations on matters related to innovation, technology, and digital transformation within the Company. The IC’s purpose is to ensure the Company remains at the forefront of innovation and technological change in order to enhance the Company’s competitive position, support business growth, and drive long-term shareholder value.

The BoD may delegate further powers and duties to the IC with respect to technology and innovation.

The overall responsibility for the duties and powers assigned to the IC shall remain with the BoD.

The IC shall regularly report to the BoD on its activities and submit the necessary proposals.

2.2 Powers and Duties in Detail

The IC shall support the BoD and review and make proposals as to the innovation and technology goals of the Group.

The IC shall:

- conduct assessments of emerging technologies and digital transformations, including their potential to significantly benefit or otherwise affect the Company’s strategy and competitive position, and their related broader political, economic, social, and legal implications;
- review the Company’s approach to identification, research and development and integration of technology and innovation, including strategic technology programs supporting the Company’s corporate strategy, associated resource allocation and investment consistent with the Company’s business strategies;
- review strategic vendor partnerships relating to technology innovation that support the Company’s execution of its corporate strategy and assess the value of potential technology acquisitions.

3 Organization

3.1 Composition

The IC shall be composed of at least three members of the BoD. Appointments to the IC shall be made annually by the Board. The term of office ends at the end of the following General Meeting. The IC chair is appointed by the Board. In case of vacancies on the IC, the BoD may appoint the members of the IC from among its members for the remaining term of office.

The Board aims for appointing non-executive and independent members within the meaning of the provisions of the Swiss Code of Best Practice for Corporate Governance.

3.2 Procedures

The IC shall meet as often as business requires and at least four times per year. Meetings are called by the IC chair or, in his/ her absence, by the most senior member of the IC. Meetings shall also be called upon the request of a member of the IC setting forth the reasons for the request.

The meetings may be held in person, via telephone, video-conference or other electronic media.

The IC chair, or in his/her absence, the most senior member of the IC, will chair the meeting. A meeting shall be called with at least 72 hour notice (by email or courier) to all IC members. Any such notice shall contain, inter alia, an agenda identifying in reasonable detail all of the matters to be discussed at the meeting and shall be accompanied by copies of any relevant papers to be discussed at the meeting. Any such notice may be sent or uploaded to the BoD's virtual data room by the secretary on behalf of the IC chair. In urgent matters, in particular if a business item does not allow a notice period, a meeting may be called with a shorter notice period.

The IC may appoint a secretary who does not need to be a member of the BoD. The IC shall regularly invite the Chief Information Officer 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 to its meetings as it may deem desirable or appropriate. The IC shall have the authority to obtain advice and assistance from internal or external advisors or consultants as it deems necessary to fulfill its duties and responsibilities. The IC shall also have authority to approve such advisor's or consultant's fees, expenses and other retention terms.

The IC may pass resolutions if a majority of its members are present. Resolutions are passed by a majority of the votes cast. In the event of a tied vote, the chair of the meeting of the IC does not have the casting vote and the matter shall be submitted to the BoD.

Resolutions of the IC may also be taken by means of circular resolutions, be it in writing or by email, provided that no member of the IC requests deliberations in a meeting. Any member of the IC who wishes to object against taking a resolution by means of circular IC resolution shall request (by email or courier) deliberations in a meeting as soon as possible and no later than three days after becoming aware of the proposed resolution. A circular board resolution shall be passed if the majority of all the members of the IC has approved such circular IC resolution. All circular resolutions shall be recorded in the minutes of the next meeting.

Minutes must be taken of the discussions and resolutions. The minutes must be signed by the chair of the meeting of the IC and the secretary, and must be circulated to all members of the IC, the BoD and to the secretary of the BoD, and where appropriate to the CEO, or uploaded to the BoD's virtual data room. The minutes must be approved by the IC at its next meeting.

4 Entry into Effect

These regulations were adopted by the BoD on 15 March 2024 and shall come into effect as of the same date.

For the Board of Directors

Adam Warby

Chair of the Board