Organizational Regulations of SoftwareOne Holding AG and the SoftwareOne Group

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1 General

These regulations (the "**Organizational Regulations**") establish the internal organization of SoftwareOne Holding AG (the "**Company**") and the SoftwareOne group (the "**Group**") with all its local subsidiaries (the "**Subsidiaries**").

The Company's business shall be conducted in compliance with all applicable laws, the Company's articles of incorporation (the "**Articles of Incorporation**"), its Organizational Regulations, and its policy on delegation of authority (the "**Delegation of Authority**").

The Organizational Regulations have been adopted by the Board of Directors of the Company based on Art. 716b of the Swiss Code of Obligations, Art. 13 and 16 of the Articles of Incorporation. The Board may adopt further regulations, guidelines and policies for specific areas.

2 Scope of Application

The Company is the ultimate parent holding organization of the Group. In this function it performs tasks of management, organization and financing not only for itself but also for all its Subsidiaries. To ensure proper functioning of the Group in the interests of the Company and its shareholders and to comply with applicable laws and regulations, the Board shall supervise and, where necessary and appropriate and always subject to applicable local laws and regulations and the articles of incorporation and by-laws of the local entities of the Group, coordinate the Company and its Subsidiaries by providing overall guidance and support.

The Organizational Regulations and the Delegation of Authority are directly applicable to the Company and indirectly, subject to mandatory law and to the extent legally permissible, to each direct and indirect subsidiary. Each subsidiary may establish additional separate regulations to regulate business specific to such entity. However, the provisions of the Organizational Regulations and the Delegation of Authority supersede any such separate regulations and shall prevail in any conflict, to the extent legally permissible.

3 Organization of the Company

The corporate organization of the Company consists of the following corporate bodies:

a) the board of directors of the Company (the "**Board**");

b) the chair of the Board (the "**Chair**");

c) the vice-chair of the Board (the "**Vice-Chair**");

d) the lead independent director (the "**Lead Independent Director**"), if and when elected;

e) the secretary of the Board (the "**Secretary**");

f) the Committees of the Board, being the Audit Committee ("**AC**") and the Nomination and Compensation Committee (the "**NCC**");

g) the Chief Executive Officer (the "**CEO**");

h) the Chief Financial Officer (the "**CFO**"); and

i) the executive board of the Company (the "**Executive Board**").

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4 The Board

4.1 Powers and Duties

The Board is the highest executive authority of the Company and is entrusted with the ultimate direction of the Company and the Subsidiaries and shall have the ultimate responsibility for the business and affairs of the Company and the Group. The Board shall exercise powers and duties as required by law, the Articles of Incorporation and the Organizational Regulations.

The Board shall be responsible for the overall direction of the Company's and the Group's business as well as the supervision of the operational management. It shall adopt guidelines and policies for the business and ensure that it is regularly informed on the course of business.

The Board shall be empowered to pass resolutions on all matters that are not expressly reserved to the general meeting of Shareholders of the Company (the "**General Meeting**") or another of the Company's bodies by law, the Articles of Incorporation or the Organizational Regulations.

Board Members, the Secretary as well as all other persons participating in meetings of the Board, must treat all information obtained during and in preparation to such meetings or in the performance of their functions as confidential unless this information is already public knowledge. This obligation extends to all documentation, including all documents made available to the Board, including by electronic means.

4.2 Delegation of Power

The Board delegates the operational management of the Company and the Group entirely to the CEO within the limits permitted by law and subject to the powers and duties remaining with the Board pursuant to these Organizational Regulations.

The CEO's powers and obligations are as defined by the Organizational Regulations, the Delegation of Authority or as further regulated by law or the Articles of Incorporation. The Board may give, from time to time, further guidelines to the CEO as to specific elements of the operations.

4.3 Internal Control and Risk Management Systems and Dealing with Compliance

The Board shall maintain appropriate and for the Company and the Group suitable internal control and risk management systems (financial, operational, regulatory, reputational and ESG risks), compliance functions and codes of conduct, in line with accepted industry standards and best practice rules.

4.4 Annual Evaluation and Review of Compliance

The Board, with the assistance of the NCC, shall carry out an annual evaluation of its performance and of the performance of the Committees.

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4.5 Composition and Constitution of the Board

The Board shall be diverse as to experience and knowledge and shall consist of at least three, but not more than twelve members of the Board (the "**Board Members**"). The Board shall constitute itself.

The term of office for each Board Member is one year until the end of the following annual general meeting of shareholders (the "**AGM**"). Re-election is possible.

The Chair is elected by the AGM. In case the position as Chair becomes vacant, the Board appoints a Chair from amongst its members for the remaining term of office.

The Board elects the Vice-Chair and the members of the AC from amongst its members.

The Board may elect a Lead Independent Director from amongst its members; the functions of the Vice- Chair and the Lead Independent Director can be combined and be performed by the same Board Member.

The Board may remove Board Members from their functions as Vice-Chair, Lead Independent Director or member of the AC at any time.

The members of the NCC are elected by the AGM. In case a seat in the NCC becomes vacant, the Board may appoint from amongst its members another member to the NCC for the remaining term of office.

The Board may appoint a Secretary, who does not need to be a member of the Board.

The exercise of the mandate as a Board Member shall be explicitly restricted to the elected members and no deputies or proxies shall be permitted.

4.6 Irrevocable Powers of the Board

In specification of Art. 14 of the Articles of Incorporation and Art. 716a CO, the Board shall have the following non-transferable and inalienable powers and duties:

a) Ultimate direction, including the overall strategic orientation, of the Company and the Group as well as issuing the necessary instructions;

b) Establishment of the organization and management structure of the Company and the Group;

c) Appointing and dismissing the persons entrusted with the management and representation, in particular the CEO, the CFO and the members of the Executive Board;

d) Structuring the Company's and the Group's accounting system, financial planning, reporting and controlling systems;

e) Supervising the persons entrusted with the management, in particular with respect to compliance with the law, the Articles of Incorporation, the Organizational Regulations or any directives, policies or guidelines;

f) Preparing the Annual Report, the Compensation Report as well as convening and preparing the AGM and implementing its resolutions; and

g) Informing the courts in the event of over-indebtedness (Art. 725 ff. CO).

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4.7 Further Powers of the Board

In addition to the powers and duties set forth in Section 4.6, the Board has the powers and duties set forth in the Delegation of Authority.

Further, the Board may, at any time on a case-by-case basis or according to a general reservation of powers provided in the Organizational Regulations, intervene in the tasks and powers of an executive body subordinated to it and resolve on the relevant matter itself.

The Board may obtain independent advice from external experts on important business matters at the Company's expense.

4.8 Chair

The Chair chairs the General Meeting and the Board.

The Chair is entrusted with leading and managing the Board and is responsible for establishing an appropriate structure and governance system of the Board enabling the Board to render its duties efficiently and in the best interest of the Company and the Group.

The Chair shall see to it that the information flow, meeting preparation, deliberations, the passing of resolutions and implementation of decisions of the Board are carried out properly and timely.

The Chair shall ensure, in cooperation with the CEO, that information on all aspects of the Company and the Group relevant for the decision-making and supervision is made available to all Board Members in good time.

In addition, the Chair has the following powers and duties:

a) Convening meetings of the Board and setting the agenda;

b) Supervision of compliance with and implementation of the resolutions of the Board;

c) Immediate information of all Board Members in case of extraordinary events;

d) Handling of information requests from other Board Members in accordance with Art. 715a CO;

e) All other matters reserved to the Chair by law, the Articles of Incorporation, the Organizational Regulations or the Delegation of Authority;

f) Interacting with the CEO, the CFO and the other members of the Executive Board outside of Board meetings;

g) Monitoring the implementation of the measures decided by the Board; and

h) Representing the Board internally and externally.

In case of emergency, when immediate action is required to safeguard the interests of the Company and the Group, and where a regular Board resolution cannot be reasonably passed in due time, the Chair, or in his/her absence, the Vice-Chair has the power to take, together with the CEO or any other appropriate member of the Board or the Executive Board, all decisions and actions which otherwise would be reserved to the Board. The Chair shall promptly inform all members of the Board of such decisions and actions and they shall be confirmed and properly recorded in the minutes at the next meeting of the Board.

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4.9 Vice-Chair

If the Chair is temporarily unable or unavailable to exercise his/her functions, the Vice-Chair assumes his/her functions.

4.10 Lead Independent Director

The Board shall assign such powers and duties to the Lead Independent Director (if and when elected) as it deems necessary.

4.11 Meetings of the Board

The Chair shall convene meetings of the Board as often as business requires. The Board shall meet at least six times a year. In the event that the Chair is unable to do so, the Vice-Chair shall convene and chair the meeting.

Every member of the Board shall have the right to demand that a meeting be convened promptly setting forth the reasons for the request.

Board meetings may be held in person, via telephone or video-conference or by means of other electronic media.

The Chair shall set the agenda for each meeting taking into account any requests of other Board Members. Board Members must submit such requests at least five working days before the date of the meeting (or in case a shorter notice period for a Board meeting is given, within two days after receipt of such notice). Invitations including supporting materials shall be sent or made available in writing, by e-mail or by means of other electronic media at the latest four working days before a meeting. The Chair may shorten this period in extraordinary situations.

4.12 Resolutions by the Board

The Board may pass resolutions if the majority of all Board Members are present (in person or by phone or video conference or other electronic media). No such quorum is required for resolutions concerning the implementation of capital increases and corresponding amendments to the Articles of Incorporation as well as for resolutions of the Board that have to be notarized.

A Board Member who is not able to attend a Board meeting may not be represented by another Board Member or any other person.

Resolutions may also be passed in form of circular resolutions (including by e-mail or by means of other electronic media), unless a Board Member demands by letter, or email that the matter be discussed at a meeting. Any Board Member who wishes to object against taking a circular resolution shall request deliberations in a meeting as soon as possible and no later than three days after becoming aware of the proposed resolution. All circular resolutions shall be recorded in the minutes of the next meeting.

In all of the above forms of meetings decisions shall be taken with the majority of votes cast. The Chair or the person chairing has the casting vote in the event of a tie.

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4.13 Meeting Minutes

Meeting minutes shall reflect the resolutions of the Board, and, if requested, deliberations or dissenting opinions of and votes cast by Board Members. They shall be signed by the Chair or the person chairing and the Secretary or the person taking the minutes, if not taken by the Secretary, and shall be approved by the Board at its next meeting.

The Secretary or, as the case may be, the person taking the minutes shall make available to the Board Members a copy of the minutes once the minutes have been signed. Board Members may examine the Board minutes of any meeting at any time.

4.14 Attendance at Board Meetings

The Chair shall decide as to the participation of the CEO, other members of the Executive Board or other persons at Board meetings. The other Board Members may request that those responsible for the business attend. Further, third parties may be invited to participate in meetings of the Board on a consultative basis.

4.15 Right to Information

Any Board Member may request information on any affair of the Company, the Group or its Subsidiaries.

At each Board meeting, the CEO or other members of the Executive Board inform the Board Members about the Company's and the Group's business performance and about material events affecting the Company or the Group. During Board meetings, each Board Member may request and receive from other Board Members, the CEO, the Executive Board and other persons present, information on any and all affairs relating to the Company and the Group.

In case information or, to the extent necessary to perform his/her duties, examination of the business records is requested by a Board Member outside of a Board Meeting, such request has to be addressed to the Chair.

If the Chair denies a request for information on specific business matters, the Board decides whether or not to grant access to such information.

4.16 Introduction of New Board Members and Regular Training

Newly elected Board members shall receive an introduction appropriate to their functions. Existing Board Members shall receive regular training with respect to their responsibilities as Board and Committee member.

5 External Mandates

Any acceptance of mandates in legal entities outside the Group shall be governed by the Articles of Incorporation.

Any acceptance of mandates outside the Group by members of the Board shall be subject to prior approval by the Board if such mandate could result in a conflict of interest. Members of the Executive Board have to obtain approval by the Board.

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A Board Member who is also a member of the Executive Board or a member of the Executive Board shall in principle not serve as chair of the board, audit committee or compensation committee of a publicly listed company, or as chair of a larger foundation.

6 Insider Trading and Disclosure of Management Transactions

The Company's internal regulations on insider trading and disclosure of management transactions are also applicable to the members of the Board and the Executive Board. The Secretary will inform the members of the Board and the Executive Board of the forthcoming "General Black-out Periods" and any "Special Black-out Periods".

7 Duty to provide Information

Each member of the Board and the Executive Board shall provide annually and at any time upon request by the Board information on (i) his/her participation in the Company (registered shares, participation certificates, options, etc.), (ii) any transactions with the Company or any of its Subsidiaries and (iii) all other matters that the Company requests from the Board Member / Executive Board Member in order to comply with its disclosure obligations.

8 Contact with Media and Shareholders

The Chair and the CEO are jointly responsible for the communication with the shareholders and other stakeholders as well as for the coordination of the public, investors and media relations. They shall make appropriate arrangements, and issue guidelines to ensure that all members of the Company and the Group exercise discipline in communication matters, speak with one voice and are aware of the internal regulations on insider trading and the risks of communication arbitrage.

In the day-to-day operations, the CEO shall be responsible for the direct communication with the public, media and investors but shall adhere to the communication strategy defined by the Board and regularly update the Chair on the communication with the public, media and investors.

The CEO shall coordinate with the Chair all material investor relations activities as well as the major statements to the shareholders, the public, NGOs or government authorities. The Board has to be informed immediately in case shareholders or group of shareholders, NGOs or government authorities make special proposals as to the business or the future of the company including but not limited to corporate governance issues, ethical matters, strategy proposals or advancements of corporate finance transactions of any kind relating to the Group.

The Chair may, at any time, decide to personally take charge of major communication matters if this is in the best interest of the Company and the Group.

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9 Reporting

The Chair, the CEO and any member of the Executive Board will meet whenever need arises and shall confer in appropriate ways on the key issues and the preparation of upcoming Board meetings.

Further, the CEO and CFO shall keep the Board up to date in a "Monthly Reporting Package" on the current state and financial condition of business as well as on important events. The Board shall take from time to time decisions as to the content of these reports.

In addition, the CEO and the CFO shall provide the Board timely with quarterly financial reports (P&L, Balance Sheet and cash flow statements).

Significant changes in the shareholder structure of the Company, changes in key members of management and the Company's or the Group's organization as well as all extraordinary events must be brought to the immediate attention of the Board.

10 Conflicts of Interest / Exclusion

Each member of the Board or the Executive Board and any other executive body must conduct his/her personal and business/financial affairs in such a manner that conflicts with the interest of the Company or the Group 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 or by e-mail. The Chair (or in case the conflict of interest is with the Chair, the Vice-Chair) shall call for a decision by the Board depending on the severity of the conflict. The Board shall deliberate and decide in the absence of the person concerned.

Members of the Board or the Executive Board shall abstain from voting and participating in the deliberations on matters or transactions which affect their own interests or the interests of individuals or entities connected or close to them. Such members shall not count towards the basis for determining the presence quorum of Art. 4.12 para. 1 of these Organizational Regulations. No person who has a permanent conflict of interest may be a member of the Board or the Executive Board.

Transactions between the Company and the members of the Board, the Executive Board or persons close to them shall be subject to the arm's length principle; they shall be approved by the Board in the absence of the person concerned.

11 Committees

11.1 General

The Board may appoint committees (the "**Committees**") from among its members and may assign powers and duties to them in accordance with the law, the Articles of Incorporation, the Organizational Regulations, the Delegation of Authority and other regulations, directives, policies and guidelines. The Committees shall regularly report to the Board.

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The overall responsibility for any powers and duties assigned to the Committees shall remain with the Board.

The Board may combine the functions of several Committees provided their members fulfill the respective qualifications.

For the time being, there are two standing Committees:

a) Nomination and Compensation Committee (NCC)

b) Audit Committee (AC)

The Board may appoint other Committees for specific areas and/or on an interim basis.

Each Committee shall appoint a secretary who needs not to be a member of the Board. Unless otherwise determined by a Committee, the secretary shall be the Secretary of the Board.

11.2 Audit Committee (AC)

The Board appoints a minimum three of its members to compose the AC. Their term of office is one year until the end of the following AGM.

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. The majority of the members, including the AC chair should be experienced in financial and accounting matters.

The Board shall appoint the chair of the AC who shall be a Board Member other than the Chair.

The AC shall sit at least four times per year, and whenever the business requires so. The minutes of such meeting shall be recorded separately and distributed to all Board Members.

The AC has the powers and duties set forth in the Audit Committee Charter, which is regularly reviewed and approved by the Board.

11.3 Nomination and Compensation Committee (NCC)

The NCC shall be composed of at least three members of the Board. The members of the NCC are elected by the AGM. The Board appoints the chair of the NCC.

The Board aims for proposing non-executive and independent members within the meaning of the provisions of the Swiss Code of Best Practice for Corporate Governance to be elected by the General Meeting as members of the NCC. The Board may propose members to be elected as member of the NCC who are significant shareholders or represent significant shareholders of the Company.

The NCC shall sit at least three times per year, and whenever the situation so requires.

The NCC has the powers and duties set forth in the Nomination and Compensation Committee Charter, which is regularly reviewed and approved by the Board.

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12 CEO and Executive Board

12.1 Appointment and Dismissal

The CEO and the members of the Executive Board shall be appointed and dismissed by the Board.

12.2 Delegation of Power

The Board delegates the operational management (*Geschäftsführung*) of the Company and the Group to the CEO and the CFO within the limits permitted by law and subject to the powers and duties remaining with the Board pursuant to these Organizational Regulations and the Delegation of Authority.

The CEO's and CFO's powers and obligations are as defined by the Organizational Regulations, the Delegation of Authority or as further required by law or the Articles of Incorporation. The Board may give, from time to time, further guidelines to the CEO and the CFO as to specific elements of the operations.

12.3 Powers and Duties of the CEO

The CEO is responsible for the operational management of the Group. The CEO is further responsible for the implementation of all resolutions of the Board and the supervision of all management levels in the Company.

The CEO is the head of the other members of the Executive Board. Within the Executive Board, the CEO is the primary contact person for the Chair and the other Board Members. The CEO represents and coordinates the Executive Board vis-à-vis the Board. In case of matters requiring approval by the Board as a matter of law, the Articles of Incorporation, the Organizational Regulations or the Delegation of Authority, the CEO submits corresponding proposals to the Board.

The CEO provides information to the other members of the Executive Board concerning the resolutions and suggestions of the Board. He ensures that resolutions are implemented and that suggestions are taken into account.

The CEO represents the Group internally and externally.

The CEO has further the powers and duties as set out in the Delegation of Authoriy.

The CEO shall make appropriate arrangements for an acting deputy in case of absence or incapacity for work. The CEO shall inform the Board on these arrangements.

12.4 Co-CEOs

If the Board has appointed two co-CEOs (each a "**Co-CEO**" and together the "**Co-CEOs**"), the Board may give specific instructions on how these Organizational Rules apply to each Co-CEO. Subject to any specific guidance, the following provision shall apply:

The Co-CEOs shall primarily act within their respective areas of responsibility as agreed and communicated to the employees. Each Co-CEO shall have full authority to make decisions independently within their designated area.

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Decisions requiring unanimous decision shall be limited to matters that (i) fall within both areas of responsibility or (ii) cannot be clearly allocated to one Co-CEO. In the event of disagreement on such matters, the Co-CEOs shall refer the issue to the Chair for mediation. Should mediation fail to resolve the matter, the Chair shall render the final decision.

Each Co-CEO shall represent the other in cases of absence or if he/she is unable to perform his/her function.

12.5 Duties and Powers of the CFO

The CFO is responsible for organizing and overseeing the Company's and the Group's financial affairs. The CFO has the powers and duties as set out in the table in Delegation of Authority.

12.6 Duties and Powers of the Executive Board

The Executive Board consists of the Chief Executive Officer (CEO), the Chief Financial Officer (CFO) and such other functions of senior management as the CEO shall decide from time to time in consultation with the Board.

The Executive Board shall conduct the business affairs of the Group under the leadership of the CEO. The CEO issues appropriate directives with respect to the powers and duties of each member of the Executive Board and the reporting. The members of the Executive Board report to the CEO.

12.7 Sub-Delegation

The CEO, the CFO and such other functions as the CEO shall from time to time decide, are authorised to sub-delegate specific powers and duties conferred upon them under this Organizational Regulations, provided such sub-delegation is deemed necessary or appropriate and is consistent with the scope and intent of the original delegation.

13 Signing Powers

All Board Members, and all other persons to whom the Board has granted signatory power shall have the right to sign on behalf of the Company with joint signatory power by two.

14 Miscellaneous

14.1 Effective Date

The updated Regulations shall come into force upon their approval by the Board and shall replace any earlier regulations.

14.2 Confidentiality

The members of the Board, the Executive Board, the Secretary as well as all members of other executive bodies and all officers addressed in the Organizational Obligations shall keep confidential

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all non-public information relating to the Company and the Group, which the member has obtained in the performance of their duties. Such confidentiality obligation shall continue after their term of office has expired. The Company may from time to time verify compliance with such confidentiality duty in an appropriate manner.

14.3 Returning of Files, Documents and Records

Upon termination of the Board or Executive Board membership, or other relationship with the Company, all business related files, documents and records relating to the Company or the Group must be returned to the Secretary.

14.4 Business Year

The Company's business year commences on 1 January and ends on 31 December.

14.5 Execution

The Board and the executive bodies shall swiftly take all actions which are necessary for a timely and efficient implementation of these Regulations.

14.6 Review

These Organizational Regulations were approved by the Board on 26 March 2026. They shall be reviewed by the Board annually.

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