



Media Release – ad hoc announcement pursuant to Art. 53 LR

SoftwareOne statement regarding proposal from Bain Capital

Stans, Switzerland | 15 June 2023 – **SoftwareOne Holding AG, a leading global software and cloud solutions provider, confirms that it has received an indicative, unsolicited and non-binding offer from Bain Capital for the acquisition of 100% of the company at CHF 18.50 per share, subject to various conditions. The Board also confirms that the indicative offer is supported by Daniel von Stockar, B. Curti Holding AG, and René Gilli, together holding approximately 29% of the company’s share capital (together with Bain Capital the “Offerors”).**

The Board, excluding Daniel von Stockar who had recused himself from matters relating to the indicative offer, has carefully reviewed the proposal with the support of its legal and financial advisors and unanimously agreed that the proposal materially undervalues the company and is not sufficiently substantiated. As a result, the Board concluded the proposal is not in the best interest of the company and the majority of its shareholders.

Earlier this year, the Board unanimously voted to appoint Brian Duffy as CEO, and shareholders elected Adam Warby as Chairman, to transition the company into a new phase of growth and operational excellence and drive future value creation. The Board is confident in the progress made to date and is convinced this further underpins the Board’s view that the offer significantly undervalues the current and future valuation of the company.

SoftwareOne remains fully focused on delivering its strategy and the successful execution of its operational excellence program to drive growth and efficiencies across the organization and enable re-investment into strategic growth areas, with the aim of delivering profitable growth and long-term value for all shareholders.

CONTACT

Anna Engvall, Investor Relations

Tel. +41 44 832 41 37, anna.engvall@softwareone.com

FGS Global, Media Relations

Tel. +41 44 562 14 99, press.softwareone@fgsglobal.com

ABOUT SOFTWAREONE

SoftwareOne is a leading global software and cloud solutions provider that is redefining how organizations build, buy and manage everything in the cloud. By helping clients to migrate and modernize their workloads and applications – and in parallel, to navigate and optimize the resulting software and cloud changes – SoftwareOne unlocks the value of technology. The company’s ~9,000 employees are driven to deliver a portfolio of 7,500 software brands with sales and delivery capabilities in 90 countries. Headquartered in Switzerland, SoftwareOne is listed on the SIX Swiss Exchange under the ticker symbol SWON. Visit us at www.softwareone.com

SoftwareOne Holding AG, Riedenmatt 4, CH-6370 Stans

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This media release may contain certain forward-looking statements relating to the group's future business, development and economic performance. Such statements may be subject to a number of risks, uncertainties and other important factors, such as but not limited to force majeure, competitive pressures, legislative and regulatory developments, global, macroeconomic and political trends, the group's ability to attract and retain the employees that are necessary to generate revenues and to manage its businesses, fluctuations in currency exchange rates and general financial market conditions, changes in accounting standards or policies, delay or inability in obtaining approvals from authorities, technical developments, litigation or adverse publicity and news coverage, each of which could cause actual development and results to differ materially from the statements made in this media release. SoftwareOne assumes no obligation to update or alter forward-looking statements whether as a result of new information, future events or otherwise.