

MINUTES

of the Extraordinary General Meeting of SoftwareOne Holding AG, Stans

Date: Friday, 11 April 2025
Start: 4.30 p.m.
Location: Kultur- und Kongresszentrum Luzern (KKL), Lucerne

Welcome, Constitution, Representation

The Chair of the Board of Directors, Daniel Marc von Stockar, opens the meeting at 4.30 p.m. and takes the chair.

In addition to the Chair, the Chief Executive Officer, Raphael Erb, independent member of the Board of Directors, Till Spillmann and the secretary of the Board of Directors, Frank Rossini, are present on the podium.

All members of the Board of Directors are present. The Chair also welcomes Rune Syversen and Sven Rugseth, who have been proposed for election to the Board of Directors.

The Chair notes that with the publication in the Swiss Official Gazette of Commerce of the invitation to the Extraordinary General Meeting on 21 March 2025, the invitation for this Extraordinary General Meeting was issued in due form and time in accordance with the Articles of Incorporation and the law. The Chair notes further that with the invitation, the agenda with the proposals of the Board of Directors was also sent to the shareholders.

The Chair notes that no motions to agenda items have been received from any shareholders.

The Chair appoints the Secretary of the Board of Directors, Frank Rossini, as minute taker. Further, the Chair appoints Corina Luck, Marek Mikolaj, Samuel Roth and Jolanda Jann as tellers.

The Chair then welcomes Mrs. Claudia Keller Lüthi, notary of the Canton Lucerne, who will publicly certify the votes on agenda item 1.

The Chair also welcomes the independent proxy, Anwaltskanzlei Keller AG, represented by attorney-at-law Mr. Raphael Keller.

On behalf of the independent proxy, the Chair informs the shareholders that the independent proxy provided the Board of Directors with an overview of the instructions received on 8 April 2025.

The Chair confirms that the invitation to the Extraordinary General Meeting has been issued in accordance with the Articles of Incorporation and the law and that the Extraordinary General Meeting is duly constituted and therefore quorate to resolve on all items on the agenda.

The Chair and Chairman of the Board of Directors, Daniel von Stockar, as well as the Chief Executive Officer, Raphael Erb, each address the shareholders.

Based on the prepared attendance list, the Chair then announces the following: 77 persons are attending the meeting as shareholders or as their representatives, representing 62.44% of the voting rights. With regard to the shares represented (99,023,988 registered shares with a nominal value of CHF 0.01 each), the following representation ratios apply:

- Independent proxy Anwaltskanzlei Keller AG: 51,295,903 shares
- Shareholders present 47,728,085 shares

The Chair explains the voting procedure and states that voting will take place electronically unless directed otherwise.

The Chair points out that the shareholders will have the opportunity to speak on the respective agenda items and explains what information speakers must provide and how to request to speak.

The Chair points out that the resolution on today's agenda item 1 is passed by two thirds of the votes represented at the meeting and the majority of the nominal values of the shares represented at the meeting, and that the resolutions on today's agenda item 2 are passed by a majority of the votes cast, excluding abstentions and blank and invalid votes.

Agenda Items

Agenda Item 1 Creation of a New Capital Band

The Board of Directors proposes that the shareholders approve the creation of a capital band as specified in the invitation and to such end include a new Article 3a in the Articles of Incorporation.

The Chair refers to the wording of the articles to be amended as set out in the invitation to the Extraordinary General Meeting and refrains from reading out the proposed amendments.

There being no requests to speak on agenda item 1, the Chair proceeds to the vote.

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Extraordinary General Meeting approved the proposal of the Board of Directors with 95,776,870 yes-votes (96.72% of the votes cast), 3,099,500 no-votes and 151,628 abstentions.

Agenda Item 2 Election of New Members of the Board of Directors

The Board of Directors proposes the election of Jens Rugseth and Rune Syversen as new Board members – with effect as of and subject to completion of the public tender offer launched by the Company to acquire all shares in Crayon. Their term of office is to start at completion of the acquisition of Crayon and end upon completion of the annual general meeting to be held in 2026 for the business year 2025.

There being no requests to speak on agenda item 2, the Chair proceeds to the elections.

The Chair explains that the elections to the Board of Directors will be held individually as provided for in the Articles of Incorporation. The Chair puts the following proposals to the vote successively:

Agenda item 2.1 Election of Jens Rugseth

After the electronic vote, the election results are shown on the screen and the Chair declares that Jens Rugseth has been elected to the Board of Directors with 89,919,218 yes-votes (90.97% of the votes cast) and 8,929,094 no-votes.

Agenda item 2.2 Election of Rune Syversen

After the electronic vote, the election results are shown on the screen and the Chair declares that Rune Syversen has been elected to the Board of Directors with 94,045,356 yes-votes (95.14% of the votes cast) and 4,804,056 no-votes.

Closing

The Chair notes that all items on the agenda have been duly dealt with and declares the meeting closed at 5.15 p.m.

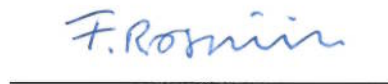
Lucerne, 11 April 2025

The Chair:



Daniel Marc von Stockar

The Secretary:



Frank Rossini