

MINUTES

of the Annual General Meeting of the Shareholders of SoftwareONE Holding AG, Stans, held at 15:00 on 5 May 2022 at the Headquarters of SoftwareONE Holding AG, Riedenmatt 4, 6370 Stans, Switzerland

The Chairman of the Board of Directors, Daniel von Stockar, opened the meeting at 15:00 and acted as the chairman of the meeting.

The Annual General Meeting was without in-person attendance of shareholders in accordance with article 27 of the COVID-19 Ordinance 3 of the Swiss Federal Council.

In addition to Dr. Daniel von Stockar, Dr. Frank Rossini (Group General Counsel & Board Secretary) and Mr. Pascal Hungerbühler (scrutineer) joined the meeting.

Representing Ernst & Young Ltd, Zürich was Mr. Kaspar Streiff as the Statutory Auditor, joining via conference call.

The law firm Anwaltskanzlei Keller KLG, appointed by SoftwareONE to serve as independent proxy, was represented at the meeting by Mr. Raphael Keller.

The chairman stated that timely notice of the meeting had been given and made reference to the public notice of the meeting published on 12 April 2022, in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt). The chairman also noted that no requests had been received from shareholders to include additional items on the meeting agenda.

The chairman designated as secretary: Dr. Frank Rossini

Agenda item 1 **Welcome and Opening**

Based on the representation list provided by Mr. Keller, the chairman noted that 2'897 shareholders were being represented by the independent proxy, representing 105,304,567 shares and votes and thus 66.4% of the Company's total share capital. The aforementioned shares each have a nominal value of CHF 0.01. 52,652,284 shares were required for an absolute majority.

It was additionally noted that no shares held by the Company were represented at the meeting. The meeting then proceeded to the items of business listed in the published agenda.

Agenda item 2 **Annual Report (incl. Management Report), annual and consolidated financial statements for the financial year 2021**

2.1 Approval of the Annual Report, annual statutory and consolidated financial statements for the financial year 2021

The chairman stated that SoftwareONE's Annual Report had been published and that it had been made available on its website. The Finance Report, which forms part of the Annual Report, includes the report of the Statutory Auditor on the consolidated financial statements on page 137. The Finance Report also includes the report of the Statutory Auditor on the parent company's statutory financial statements on page 150. Responding to a request for comment, Mr. Kaspar Streiff, representing the Statutory Auditor, informed the chairman that he has nothing to add to the written reports.

The chairman asked the independent proxy to present the results of the shareholders' votes on agenda item 2.1.

In accordance with the information provided by the independent proxy, the meeting approved the Annual Report (incl. Management Report), the annual statutory and the consolidated financial statements for the financial year 2021 by a vote of 104,636,031 in favor (99.37% of the votes cast), 491,265 opposed and 177,271 abstentions.

2.2 Consultative vote on the 2021 Compensation Report

The chairman stated that the Compensation Report features on pages 60 to 75 of the Annual Report. The Compensation Report describes the principles governing the remuneration paid to the Board of Directors and the Executive Board and reports the amounts paid to both bodies in 2021. The chairman explained that the vote was consultative in nature.

The chairman asked the independent proxy to announce the results of the shareholders' votes on the Compensation Report.

In accordance with the information provided by the independent proxy, the meeting approved the Compensation Report as a consultative vote by a vote of 98,484,429 in favor (93.52% of the votes cast), 6,519,065 opposed and 301,073 abstentions.

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Agenda Item 3

Appropriation of disposable profit 2021 and distribution from (non-Swiss) capital contribution reserves

The chairman asked that the meeting approve the following proposal for the appropriation of available earnings, as published on page 149 of the SoftwareONE's Annual Report and in the invitation to the Annual General Meeting:

(CHF)

| | |
|--|--------------------|
| Retained earnings | 2021 |
| Retained earnings brought forward | 57,207,834 |
| Profit for the period | 8,060,615 |
| Voluntary retained earnings before proposed distribution | 65,268,449 |
| Voluntary retained earnings after proposed distribution | 65,268,449 |
| Capital contribution reserves | 2021 |
| Capital contribution reserves brought forward (Swiss) | 18,761,557 |
| Proposed distribution out of capital contribution reserves (Swiss) | - |
| Capital contribution reserves after proposed distribution (Swiss) | 18,761,557 |
| Capital contribution reserves brought forward (non-Swiss) | 185,912,411 |
| Proposed distribution out of capital contribution reserves (non-Swiss) | -52,331,882 |
| Capital contribution reserves after proposed distribution (non-Swiss) | 133,580,529 |

Accordingly, the Board of Directors proposed to appropriate the resulting disposable profit of SoftwareONE Holding AG of CHF 65,268,449 to free reserves as voluntary retained earnings.

The amount proposed to be distributed of up to CHF 52,331,882 corresponds to a gross distribution of CHF 0.33 per share based on the total number of shares issued. No distribution is made to own shares held by the Company. The entire distribution is made out of non-Swiss capital contribution reserves.

In accordance with the information provided by the independent proxy, the meeting approved the proposal for the appropriation of available earnings by a vote of 105,054,157 in favor (99.76% of the votes cast), 154,437 opposed and 95,973 abstentions.

The chairman communicated that the dividend would be paid on 11 May 2022.

Agenda Item 4

Discharge of the members of the Board of Directors and the Members of the Executive Board

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the members of the Executive Board for the financial year 2021. The chairman stated that the Board of Directors and other persons who had been involved in directing or managing the Company's affairs were not entitled to vote on this item.

With 74,607,528 shares entitled to vote on this item, 37,303,765 votes were required for an absolute majority.

In accordance with the information provided by the independent proxy, the meeting approved the proposal to grant discharge to the members of the Board of Directors and the members of the Executive Board for the financial year 2021 by a vote of 69,125,772 in favor (92.65% of the votes cast), 4,887,620 opposed and 594,136 abstentions.

Agenda item 5

Re-election and election

5.1 Re-elections and election of the Members of the Board of Directors

All members of the Board of Directors except Rene Gilli and Jean-Pierre Saad stood for re-election to the Board of Directors for a further term ending at the closing of the next ordinary shareholders' meeting (AGM), as provided in the Company's Articles of Incorporation, and declared that they would serve if re-elected.

Furthermore, the new member of the Board of Directors, Jim Freeman, stood for election to the Board of Directors for a term ending at the closing of the next AGM and declared that he would serve if elected.

The chairman then put forward the names of each of the Board of Directors's nominees for a separate vote. In accordance with the information provided by the independent proxy, the results were as follows:

(5.1.1) In the first vote, the meeting elected **Daniel von Stockar** to the Board of Directors for a further term of office ending at the closing of the next Annual General Meeting, by a vote of **100'141'242** in favor (**95.10% of the votes cast**), **5,005,077** opposed and **158,248** abstentions.

(5.1.2) In the second vote, the meeting elected **José Alberto Duarte** to the Board of Directors for a further term of office ending at the closing of the next Annual General Meeting, by a vote of **100,511,867** in favor (**95.45% of the votes cast**), **4,590,802** opposed and **201,898** abstentions.

(5.1.3) In the third vote, the meeting elected **Timo Ihamuotila** to the Board of Directors for a further term of office ending at the closing of the next Annual General Meeting, by a vote of **100,396,239** in favor (**95.34% of the votes cast**), **4,719,512** opposed and **188,816** abstentions.

(5.1.4) In the fourth vote, the meeting elected **Peter Kurer** to the Board of Directors for a further term of office ending at the closing of the next Annual General Meeting, by a vote of **97,317,394** in favor (**92.42% of the votes cast**), **7,812,889** opposed and **174,284** abstentions.

(5.1.5) In the fifth vote, the meeting elected **Marie-Pierre Rogers** to the Board of Directors for a further term of office ending at the closing of the next Annual General Meeting, by a vote of **99,686,027** in favor (**94.66% of the votes cast**), **5,414,032** opposed and **204,508** abstentions.

(5.1.6) In the sixth vote, the meeting elected **Isabelle Romy** to the Board of Directors for a term of office ending at the closing of the next Annual General Meeting, by a vote of **95,354,397** in favor (**90.55% of the votes cast**), **7,262,781** opposed and **2,687,389** abstentions.

(5.1.7) In the seventh vote, the meeting elected **Adam Warby** to the Board of Directors for a term of office ending at the closing of the next Annual General Meeting, by a vote of **95'326'108** in favor (**90.52% of the votes cast**), **7,285,124** opposed and **2,693,335** abstentions.

(5.1.8) In the eighth vote, the meeting elected **Jim Freeman** to the Board of Directors for a term of office ending at the closing of the next Annual General Meeting, by a vote of **99,557,655** in favor (**94.54% of the votes cast**), **5,546,962** opposed and **199,950** abstentions.

5.2 Re-Election of Daniel von Stockar as Chairman of the Board Directors

In accordance with the information provided by the independent proxy, the meeting elected **Daniel von Stockar** as Chairman of the Board of Directors for a further term of office ending at the closing of the next Annual General Meeting, by a vote of **98,770,935** in favor (**93.80% of the votes cast**), **6,361,912** opposed and **171,720** abstentions.

5.3 Re-elections of the Members of the Nomination and Compensation Committee

The chairman puts forward the names of each of the Board of Directors' nominees to the Nomination and Compensation Committee for a separate vote. In accordance with the information provided by the independent proxy, the results were as follows:

(5.3.1) In the first vote, the meeting elected **Marie-Pierre Rogers** to the Nomination and Compensation Committee for term of office ending at the closing of the next Annual General Meeting, by a vote of **95'437,511** in favor (**90.63% of the votes cast**), **9'586'042** opposed and **281'014** abstentions.

(5.3.2) In the second vote, the meeting elected **Peter Kurer** to the Nomination and Compensation Committee for a further term of office ending at the closing of the next Annual General Meeting, by a vote of **94,708,012** in favor (**89.94% of the votes cast**), **10,348,635** opposed and **247,920** abstentions.

(5.3.3) In the third vote, the meeting elected **Daniel von Stockar** to the Nomination and Compensation Committee for a further term of office ending at the closing of the next Annual General Meeting, by a vote of **93,688,099** in favor (**88.97% of the votes cast**), **11,391,854** opposed and **224,614** abstentions.

(5.3.4) In the fourth vote, the meeting elected **Adam Warby** to the Nomination and Compensation Committee for a term of office ending at the closing of the next Annual General Meeting, by a vote of **95,072,202** in favor (**90.28% of the votes cast**), **7,463,587** opposed and **2,768,778** abstentions.

5.4 Re-Election of the Independent Proxy

The Board of Directors proposed that the Shareholders' Meeting re-elect the law firm **Anwaltskanzlei Keller KLG** as independent proxy. **Anwaltskanzlei Keller KLG** had previously stated that it would serve in this capacity if re-elected.

In accordance with the information provided by the independent proxy, the meeting confirmed the re-election of the law firm **Anwaltskanzlei Keller KLG** as independent proxy by a vote of **105,202,628** in favor (**99.90% of the votes cast**), **27,942** opposed and **73,997** abstentions.

5.5 Re-Election of the Auditor

The chairman stated that the Annual General Meeting was required to vote annually to elect a Statutory Auditor for the current financial year. The Board of Directors proposed that the meeting elect Ernst & Young Ltd, Zürich, Switzerland, as Statutory Auditor for the financial year 2022. Ernst & Young Ltd had previously stated that it would serve in this capacity if re-elected.

In accordance with the information provided by the independent proxy, the meeting elected **Ernst & Young Ltd**, Zürich, Switzerland, as Statutory Auditor for the financial year 2022 by a vote of **104,023,253** in favor (**98.78% of the votes cast**), **1,167,428** opposed and **113,886** abstentions.

Agenda item 6

Approval of the maximum aggregate compensation amounts for the Board of Directors and the Members of the Executive Board

6.1 Approval of the maximum aggregate compensation for the members of the Board of Directors for the period until the following Annual General Meeting

The chairman stated that the meeting was required to vote on the maximum aggregate compensation for the members of the Board of Directors for the period until the following Annual General Meeting. The Board of Directors proposes that the meeting approves a maximum aggregate compensation amount of CHF 1,650,000 for the members of the Board of Directors for the period until the next Annual General Meeting.

In accordance with the information provided by the independent proxy, the meeting approved the proposal for a maximum aggregate compensation amount of CHF 1,650,000 for the members of the Board of Directors for the period until the next Annual General Meeting by a vote of **97,563,475** in favor (**92.65% of the votes cast**), **7,515,672** opposed and **225,420** abstentions.

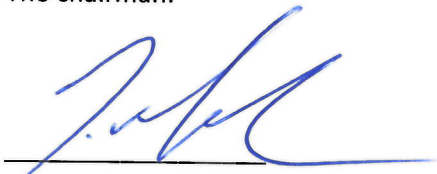
6.2 Approval of the maximum aggregate compensation for the members of the Executive Board for the financial year 2023

The chairman stated that the meeting was required to vote on the maximum aggregate compensation for the members of the Executive Board for the financial year 2023. The Board of Directors proposes that the meeting approves a maximum aggregate compensation amount of CHF 15,500,000 for the members of the Executive Board for the financial year 2023.

In accordance with the information provided by the independent proxy, the meeting approved the proposal for a maximum aggregate compensation amount of CHF 15,500,000 for the members of the Executive Board for the financial year 2023 by a vote of 94,220,620 in favor (89.47% of the votes cast), 10,818,638 opposed and 265,309 abstentions.

The chairman thanked those present for attending and closed the meeting at 15:45.

The chairman:



Dr. Daniel von Stockar

The secretary:



Dr. Frank Rossini