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## Media Release

# SoftwareOne to apply for secondary listing on Euronext Oslo Børs, advancing its combination with Crayon

4 February 2025

**SoftwareOne Holding AG (SIX: SWON) is moving forward with its planned combination with Crayon announced on 19 December 2024 and today confirmed its intention to apply for a secondary listing of its shares on Euronext Oslo Børs following its recognition by FINMA as an approved foreign trading venue.**

The Swiss Financial Market Supervisory Authority (FINMA) has recognised Euronext Oslo Børs as foreign trading venue for trading of equity securities of Swiss listed companies, paving the way for a secondary listing of SoftwareOne's shares on Euronext Oslo Børs in connection with the recommended voluntary offer for Crayon. The secondary listing will give Crayon shareholders who tender their shares the possibility to receive shares that are traded on Euronext Oslo Børs.

"The envisaged secondary listing on Euronext Oslo Børs is an important element in bringing SoftwareOne and Crayon together," said **Raphael Erb, CEO of SoftwareOne**. "It ensures that Crayon shareholders can seamlessly participate in the combined company's future, while underlining our commitment to the Norwegian market. We look forward to proceeding with the offer, together creating a stronger company that drives significant shareholder value."

"Since the IPO in 2017, Euronext Oslo Børs has been an integral part of Crayon's journey and we remain fully committed to continuing to deliver value to our shareholders when we join forces with SoftwareOne. The recognition by FINMA is an important milestone in the process of facilitating the transaction for Crayon's shareholders," added **Melissa Mulholland, CEO of Crayon**.

## **Expected completion of the transaction brought forward to June 2025**

A draft of the combined offer document and prospectus has been submitted to the relevant Norwegian authorities for approval. The offer period is expected to commence in mid-March 2025. Completion of the transaction is now expected in June 2025 (previously expected in Q3 2025).

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## ABOUT SOFTWAREONE

SoftwareOne is a leading global software and cloud solutions provider that is redefining how organisations 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 optimise the resulting software and cloud changes – SoftwareOne unlocks the value of technology. The company's ~9,300 employees are driven to deliver a portfolio of 7,500 software brands with a presence in over 60 countries. Headquartered in Switzerland, SoftwareOne is listed on the SIX Swiss Exchange under the ticker symbol SWON. Visit us at [www.softwareone.com](http://www.softwareone.com)

SoftwareOne Holding AG, Riedenmatt 4, CH-6370 Stans

## ABOUT CRAYON

Headquartered in Oslo, Norway, Crayon operates across 45 countries with a dedicated team of more than 4,000 professionals. It leads the charge in IT optimization and innovation as a trusted advisor in strategic software acquisition, continual IT estate optimization, and maximizing returns on investments in cloud, data, and AI. Crayon is a customer-centric innovation and IT services company that creates value for companies to thrive today, and scale for tomorrow.

Originally focused on software procurement and asset management, Crayon has evolved to become a trusted advisor in strategic software acquisition, continual IT estate optimization, and maximising returns on investments in cloud, data, and AI.

## IMPORTANT INFORMATION

*The voluntary tender offer (the "Offer") and the distribution of this announcement and other information in connection with the Offer may be restricted by law in certain jurisdictions. When published, the combined offer document and prospectus (the "Offer Document") and related acceptance forms will not and may not be distributed, forwarded or transmitted into or within any jurisdiction where prohibited by applicable law, including, without limitation, Canada, Australia, New Zealand, South Africa, Hong Kong, South Korea and Japan, or any other jurisdiction in which such distribution, forwarding or transmittal would be unlawful. SoftwareOne Holding AG (the "Offeror") does not assume any responsibility in the event there is a violation by any person of such restrictions. Persons in the United States should review "Notice to U.S. shareholders" below. Persons into whose possession this announcement or any other information regarding the Offer should come are required to inform themselves about and to observe any such restrictions.*

*This announcement is for informational purposes only and is not a tender offer document or a prospectus and, as such, is not intended to constitute or form any part of an offer or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise. The Offer is only made on the basis of the Offer Document to be approved by the Oslo Stock Exchange and the Financial Supervisory Authority of Norway, and can only be accepted pursuant to the terms of such document. Offers will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any tender offer document, prospectus or registration or other requirements would apply in addition to those undertaken in Norway (and other member states of the European Economic Area, as applicable).*

### **Notice to U.S. shareholders**

*This announcement does not constitute an offer, or solicitation of an offer, to sell, purchase or subscribe for any securities. The new SoftwareOne shares offered in the share exchange component (the "Consideration Shares") referred to in this release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. The information contained in this announcement is for informational purposes only and does not purport to be full or complete. The Offeror does not intend to conduct a public offering in the United States. Copies of this announcement are not being, and should not be, distributed in or sent into the United States.*

### **Forward-looking statements**

*This announcement, verbal statements made regarding the Offer and other information published by the Offeror may contain certain statements about Crayon and SoftwareOne that are or may be forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "may", "will", "seek", "continue", "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe" or other words of similar meaning. Examples of forward-looking statements include, among others, statements regarding the Crayon's and SoftwareOne's future financial and market position, business strategy, leverage, payment of dividends and plans and objectives for future operations and other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, local and global economic and business conditions, the effects of volatility in credit markets, market-related risks such as changes in interest rates and exchange rates, effects of changes in valuation of credit market exposures, changes in valuation of issued notes, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under International Financial Reporting Standards ("IFRS") applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under IFRS, the outcome of pending and future litigations, the success of future acquisitions and other strategic transactions and the impact of competition - a number of such factors being beyond the control of Crayon and SoftwareOne. As a result, actual future results may differ materially from the plans, goals, and expectations set forth in these forward-looking statements.*

*Any forward-looking statements made herein speak only as of the date they are made. The Offeror disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this announcement to reflect any change in the Offeror's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.*