



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW.

THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION, INCLUDING THE UNITED STATES, CANADA, SOUTH AFRICA, AUSTRALIA OR JAPAN. NEITHER THIS ANNOUNCEMENT NOR ANYTHING CONTAINED HEREIN SHALL FORM THE BASIS OF, OR BE RELIED UPON IN CONNECTION WITH, ANY OFFER OR COMMITMENT WHATSOEVER IN ANY JURISDICTION.

Media Release

SoftwareONE announces changes in shareholder structure and to the Board of Directors

Stans, Switzerland | 19 June 2020 – **SoftwareONE today announced that a total of 17,000,000 shares have been successfully sold and placed by KKR, Raiffeisen Informatik and the heirs of Patrick Winter through an accelerated bookbuilding process. Johannes Huth and Andreas Fleischmann will stand down as members of the Board of Directors of SoftwareONE.**

SoftwareONE has been informed that KKR sold 8,225,771 shares, Raiffeisen Informatik 4,409,669 shares and the heirs of Patrick Winter 4,364,560 shares at a price of CHF 22.50 per share in the accelerated bookbuilding process as announced on 18 June 2020. Following the settlement of the transaction, which is expected to occur on 23 June 2020, the three selling parties will hold stakes of 5.18%, 2.78% and 2.75%, respectively.

As a result of the transaction, the free float of SoftwareONE (excluding shares under lock-up) is expected to increase to over 55%. With approximately 29%, the founding shareholders Daniel von Stockar, Beat Curti and René Gilli will continue to jointly retain the largest stake in SoftwareONE.

Changes to the Board of Directors

As a consequence of the change in the shareholder structure, Johannes Huth, one of the two members on SoftwareONE's Board of Directors representing KKR, as well as Andreas Fleischmann as representative of Raiffeisen Informatik, will stand down from their roles in the Board of Directors.

Daniel von Stockar, Chairman of SoftwareONE, stated: "On behalf of the Board of Directors, I would like to thank Johannes Huth for his longstanding partnership and his valuable contributions over the years to the successful development of SoftwareONE and also Andreas Fleischmann for his dedication post the Comparex acquisition. Beat Curti, René Gilli and I look forward to continuing to support the company and remain committed as founding partners and long-term shareholders."

CONTACT

Panthea Derks, Media Relations

Tel. +41 44 832 82 03, panthea.derks@softwareone.com

Anna Engvall, Investor Relations

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

ABOUT SOFTWAREONE

SoftwareONE is a leading global provider of end-to-end software and cloud technology solutions, headquartered in Switzerland. With capabilities across the entire value chain, it helps companies design and implement their technology strategy, buy the right software and cloud solutions at the right price, and manage and optimize their software estate. Its offerings are connected by PyraCloud, SoftwareONE's proprietary digital platform, that provides customers with data-driven, actionable intelligence. With around 5,400 employees and sales and service delivery capabilities in 90 countries, SoftwareONE provides around 65,000 business customers with software and cloud solutions from over 7,500 publishers. SoftwareONE's shares (SWON) are listed on SIX Swiss Exchange. For more information, please visit [SoftwareONE.com](https://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.

IMPORTANT REGULATORY NOTICE

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia), Canada, South Africa, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The securities referred to herein will be offered only to qualified institutional buyers in reliance on Section (4)(a)(1½) of the U.S. Securities Act of 1933, as amended, and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act, subject to prevailing market and other conditions. There is no assurance that the offering will be completed or, if completed, as to the terms on which it is completed.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or pursuant to an available exemption therefrom. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In member states of the European Economic Area and in the United Kingdom, this announcement and any offer if made subsequently is directed exclusively at persons who are “qualified investors” within the meaning of the Prospectus Regulation (“Qualified Investors”), and does not constitute and shall not, in any circumstances, constitute an invitation to the public in connection with any offer or constitute any offer to the public, each within the meaning of the Prospectus Regulation. The offer and sale of the securities referred to herein will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of securities. For these purposes, the expression “Prospectus Regulation” means Regulation (EU) 2017/1129, as amended. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as “relevant persons”); any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it. In the United Kingdom, any investment activity and the securities to which this announcement relates are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Credit Suisse AG, J.P. Morgan Securities plc, UBS AG, KKR Capital Markets Partners LLP and/or Citigroup Global Markets Limited (each, a “Joint Bookrunner”) or by any of its affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

In connection with the offering of the shares of SoftwareONE Holding AG (the “Shares”), each Joint Bookrunner and any of its respective affiliates acting as an investor for their own account may take up as a proprietary position any Shares and in that capacity may retain, purchase or sell for their own account such Shares. In addition, each Joint Bookrunner or its respective affiliates may enter into financing arrangements and swaps with investors in connection with which any Joint Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the Shares. Any investment decision in connection with the Shares must be made solely on the basis of all publicly available information relating to the Shares (which has not been independently verified by the Joint Bookrunners).

The Joint Bookrunners are acting on behalf of the selling shareholders and no one else in connection with any offering of the Shares and will not be responsible to any other person for providing the protections afforded to clients of the Joint Bookrunners nor for providing advice in relation to any offering of the Shares.