

# SoftwareONE Holding AG

## Nomination and Compensation Committee Charter

### 1. Principles

The Nomination and Compensation Committee (the "**NCC**") is a standing committee formally appointed by the Board of Directors (the "**Board**") of SoftwareONE Holding AG (the "**Company**") based on the Articles of Incorporation and the Organizational Regulations of the Company. This committee combines the functions of a nomination committee and a compensation committee.

The members of the NCC are elected by the annual General Meeting of shareholders of the Company (the "**General Meeting**"). Their term of office ends at the end of the following ordinary General Meeting. The Board appoints the chairman of the NCC (the "**NCC Chairman**").

### 2. Powers and Duties

#### 2.1 In General

The NCC supports the Board in the fulfillment of its powers and duties as set forth in the law, the Articles of Incorporation and the Organizational Regulations in the area of compensation and personnel policy of the SoftwareONE group (the "**Group**").

The NCC has the following powers and duties (principles):

1. Establishment and periodic review of the Group's compensation policy and principles and the performance criteria related to compensation and periodic review of their implementation as well as submission of proposals and recommendations to the Board;
2. Preparation of all relevant decisions of the Board in relation to the nomination and compensation of the members of the Board, the CEO and the other members of the Executive Board as well as submission of proposals and recommendations to the Board.

The Board may delegate further powers and duties to the NCC with respect to nomination and compensation and related matters.

The overall responsibility for the duties and powers assigned to the NCC shall remain with the Board.

The NCC shall regularly report to the Board on its activities and submit the necessary proposals.

#### 2.2 Powers and Duties in Detail

##### 2.2.1 Compensation and Personnel Policy

The NCC shall support the Board and review and make proposals as to the goals and principles of the compensation and personnel policy of the Group. The compensation and personnel policy aims to find, encourage and retain employees for the Group and, by doing so, to ensure the competitiveness and long-term success of the Group.

Once per year, the NCC shall receive information on the implementation of these goals and principles by the Executive Board. This shall include concepts concerning leadership and cooperation, salaries and incentives, training as well as internal communication.

### **2.2.2 Performance Assessment, Training and Succession Planning**

Once per year, the NCC shall review the assessment of the members of the Executive Board proposed by the CEO, and the corresponding measures. The NCC shall carry out this evaluation for the CEO, and the CEO for the other members of the Executive Board.

Once per year, the NCC shall receive information on the personnel development and the corresponding measures at the second level management.

At least once per year, the NCC shall report to the Board on succession planning, including planning and training for unforeseen and emergency situations, and management development for members of the Executive Board (including the CEO) and other key members of the management as the NCC shall determine.

### **2.2.3 Contracts with Members of the Board and of the Executive Board**

The NCC shall make proposals as to the contracts with the members of the Executive Board (including the CEO) and any contracts with the members of the Board to the Board for approval.

### **2.2.4 Compensation**

#### **2.2.4.1 In General**

In accordance with the Articles of Incorporation, the NCC shall evaluate and prepare the compensation guidelines and the applicable performance criteria in the area of compensation and make corresponding proposals to the Board. In addition to base salary, this may also include variable cash compensation, compensation in options, shares and/or similar instruments pursuant to the applicable participation programs, pension plans and/or additional benefits within the framework of the total compensation.

The NCC shall review the effect, attractiveness and competitiveness of these plans at least every two years.

The NCC shall review the compensation report to be prepared by the Executive Board and submit a corresponding proposal to the Board.

#### **2.2.4.2 Compensation of the Board and the Executive Board**

The NCC has the following powers and duties in connection with the compensation of the Board and the Executive Board (including the CEO):

1. Propose, in line with the maximum aggregate compensation for the Board, as approved by the respective General Meeting, the individual compensation of the members of the Board to the Board for approval. The proposal of the compensation of the Board members shall consider their responsibilities and functions. In proposing so, the NCC shall also give appropriate consideration to the levels of Board member compensation at similar companies.

2. Propose, in line with the maximum aggregate compensation amount for the Executive Board (including the CEO), as approved by the respective General Meeting, the individual compensation of the members of the Executive Board, as proposed by the CEO, and submit corresponding proposals to the Board. The individual compensation of the CEO shall be proposed directly by the NCC to the Board.
3. Propose to the Board on an annual basis the maximum aggregate compensation amount for each of the Board and the Executive Board (including the CEO) to be proposed by the Board to the General Meeting for approval.
4. Propose to the Board, if necessary, the use of the additional amount (*Zusatzbetrag*) for the compensation of new members of the Executive Board (including the CEO) in accordance with the Articles of Incorporation.
5. Recommend to the Board the performance metrics applicable to the CEO, evaluate the CEO's performance based on such performance metrics during the relevant period and propose the compensation of the CEO based on such evaluation. The performance metrics applicable to the other members of the Executive Board shall be set by the CEO. The NCC shall review and recommend to the Board, taking into account the recommendations of the CEO, the individual compensation of the other members of the Executive Board, based on the evaluation of the other Executive Board members' performance undertaken by the CEO.

#### **2.2.4.3 Compensation of the Head of Internal Audit**

The NCC shall determine the compensation of the head of the internal audit and submit a corresponding proposal to the Board.

#### **2.2.5 Nomination of Members and Chairman of the Board and the Committees and of the Members of the Executive Board**

In connection with the nomination of the members and the Chairman of the Board, the committees and the Executive Board (including the CEO), the NCC has the following powers and duties:

1. Determine the criteria for the selection of candidates (members and Chairman of the Board, members and chairman of the NCC and of the AC) for election to the Board, election as Chairman of the Board or election to the NCC by the General Meeting, prepare the selection in accordance with these criteria and submit corresponding proposals to the Board.
2. For its proposals, the NCC shall take into account the experience, independence, compatibility with other directors, culture, other commitments of each proposed director, and such other factors as the NCC deems relevant.
3. Evaluate candidates for the position as CEO, who is to be appointed by the Board, and submit corresponding proposals to the Board.
4. Evaluate, together with the CEO, candidates for the Executive Board (excluding the CEO), whose members are to be appointed by the Board, and submit corresponding proposals to the Board.
5. Review on an annual basis the independence of the members of the Board and the committees and report its assessment to the Board, which shall decide.

When determining the criteria of candidates for the Board, the NCC shall take into account the criteria for the composition of the board of directors as set forth in the Swiss Code of Best Practice.

#### **2.2.6 Insurance and Pension Plans**

The NCC shall evaluate appropriate insurance for the members of the Board and the Executive Board (including the CEO) (e.g., D&O insurance) at least every two years and propose the necessary adjustments to the Board.

At least every two years, the NCC shall review the pension plans in place for the employees of the Group.

#### **2.2.7 Annual Evaluation**

The NCC shall assist the Board in carrying out an annual review and evaluation of the performance of the Board and its committees.

#### **2.2.8 Mandates Outside the SoftwareONE Group**

The NCC shall review the acceptance of mandates outside of the Group by members of the Board (in case of a potential conflict of interest only) or of the Executive Board (including the CEO) and submit corresponding proposals to the Board.

### **3. Organization**

#### **3.1 Composition**

The NCC shall be composed of at least three members of the Board.

The members of the NCC are elected annually and individually by the annual General Meeting pursuant to the laws and the Articles of Incorporation. The chairman is appointed by the Board.

The term of office of the members of the NCC and the NCC Chairman ends at the end of the following annual General Meeting. In case of vacancies on the NCC, the Board may appoint the members of the NCC from among its members for the remaining term of office.

The Board aims for proposing non-executive and independent members within the meaning of the Swiss Code of Best Practice for Corporate Governance to be elected by the General Meeting as member of the NCC in accordance with the provisions of the Swiss Code of Best Practice for Corporate Governance. The Board may propose members to be elected as member of the NCC who are significant shareholders or represent significant shareholders of the Company.

#### **3.2 Procedures**

The NCC shall meet as often as business requires and at least three times per year.

Meetings are called by the NCC Chairman or, in his/her absence, by the most senior member of the NCC. Meetings shall also be called upon the request of a member of the NCC setting forth the reasons for the request.

The meetings may be held in person, via telephone, video-conference or other electronic media.

The NCC Chairman or in his absence the most senior member of the NCC chairs the meeting.

A meeting shall be called with at least 72 hour notice (by e-mail, facsimile or courier) to all NCC members. Any such notice shall contain, inter alia, an agenda identifying in reasonable detail all of the matters to be discussed at the meeting and shall be accompanied by copies of any relevant papers to be discussed at the meeting. Any such notice may be sent by the secretary on behalf of the NCC Chairman. In urgent matters, in particular if a business item does not allow a notice period, a meeting may be called with a shorter notice period.

The NCC may appoint a secretary, who does not need to be a member of the Board.

The NCC shall regularly invite the CEO and may invite other members of the Executive Board or, subject to prior notification of the responsible member of the Executive Board, members of the Company's management to its meetings as it may deem desirable or appropriate. However, the CEO or other members of the Executive Board may not be present when the NCC reviews the compensation or other aspects of the employment of the respective person. The Chairman of the Board or the NCC Chairman may not be present when the NCC reviews the compensation of the respective person.

The NCC may pass resolutions if a majority of its members are present. Resolutions are passed by a majority of the votes cast. In the event of a tied vote, the chairman of the meeting of the NCC does not have the casting vote and the matter shall be submitted to the Board.

Resolutions of the NCC may also be taken by means of circular resolutions, be it in writing, by facsimile or by e-mail, provided that no member of the NCC requests deliberations in a meeting. Any member of the NCC who wishes to object against taking a resolution by means of circular NCC resolution shall request (by e-mail or facsimile) deliberations in a meeting as soon as possible and no later than three days after becoming aware of the proposed resolution. A circular board resolution shall be passed if the majority of all the members of the NCC has approved such circular NCC resolution. All circular resolutions shall be recorded in the minutes of the next meeting.

Minutes must be taken of the discussions and resolutions. The minutes must be signed by the chairman of the meeting of the NCC and the secretary, and must be circulated to all members of the NCC and the Board and to the secretary of the Board, and where appropriate to the CEO. The minutes must be approved by the NCC at its next meeting.

#### **4. Entry into Effect**

These regulations were adopted by the Board at its meeting of September 11, 2019 and shall come into effect as of October 10, 2019.