

MINUTES

of the Annual General Meeting

of SoftwareOne Holding AG, Stans

Date: Friday, 22 May 2026
Start: 3:00 p.m.
Location: Messe Luzern, Lucerne

Welcome, Constitution, Representation

The Chairman of the Board of Directors, Till Spillmann, opens the meeting at 3:00 p.m. and takes the chair.

In addition to the Chair, the Co-Chief Executive Officers, Melissa Mulholland and Raphael Erb, the CFO, Hanspeter Schraner, and the secretary of the Board of Directors, Patrick Kleffel, are present on the podium.

Further members of the Board of Directors present are Daniel von Stockar, René Gilli, Andrea Sieber, Jens Rugseth and Rune Syversen.

The Chair notes that with the publication in the Swiss Official Gazette of Commerce of the invitation to the Annual General Meeting on 30 April 2026 and the written notice to the shareholders, the invitation for this Annual 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 further that the annual report, including the management report, the annual statutory and consolidated financial statements, the compensation report as well as the non-financial report, has been available on the Company's website since 31 March 2026 and was available for inspection at the Company's registered office.

The Chair notes that no motions to agenda items have been received from any shareholders. The Chair states that the minutes of the last Annual General Meeting of 16 May 2025 have been duly signed, were available for inspection at the company's registered office and are available on the Company's website.

The Chair appoints the Secretary of the Board of Directors, Patrick Kleffel, as minute taker. Further, the Chair appoints Marek Mikolaj, Daniel Schwerdt, Niyousha Daneshnia, Thina Maag and Corina Luck as tellers.

The Chair then welcomes Rico Fehr as representative of the auditors, Ernst & Young AG, Zurich.

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 overviews of the instructions, starting on 19 May 2026.

The Chair confirms that the invitation to the Annual General Meeting has been issued in accordance with the Articles of Incorporation and the law and that the Annual 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, Till Spillmann, as well as the Co-Chief Executive Officers, Melissa Mulholland and Raphael Erb, each address the shareholders.

Based on the prepared attendance list, the Chair then announces the following: 89 persons are attending the meeting as shareholders or as their representatives, representing 61.09 % of the voting rights. With regard to the shares represented (135,071,168 registered shares with a nominal value of CHF 0.01 each), the following representation ratios apply:

- Independent proxy Anwaltskanzlei Keller AG: 110,683,123 shares
- Shareholders / third parties present 24,388,045 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 all resolutions on the agenda are passed by a majority of the votes cast, excluding abstentions and blank and invalid votes.

The Chair then moves on to the agenda items as announced in the invitation.

Agenda Items

Agenda Item 1 Management Report, Annual Statutory and Consolidated Financial Statements for the Financial Year 2025

Agenda Item 1.1 Approval of the Management Report, Annual Statutory and Consolidated Financial Statements for the Financial Year 2025

The Board of Directors proposes that the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2025 be approved.

There being no requests to speak on agenda item 1.1, the Chair proceeds to the vote.

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Annual General Meeting has approved the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements for the financial year 2025 with 134,794,176 yes-votes (99.91 % of the votes cast) and 122,413 no-votes.

Agenda Item 1.2 Consultative Vote on the Non-Financial Report 2025

The Board of Directors proposes that the Non-Financial Report for the financial year 2025 be approved in a consultative vote.

There being no requests to speak on agenda item 1.2, the Chair proceeds to the vote.

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Annual General Meeting has approved the Non-Financial Report for the financial year 2025 with 124,444,308 yes-votes (92.26 % of the votes cast) and 10,435,215 no-votes, by way of a consultative vote.

Agenda Item 1.3 Consultative Vote on the Compensation Report 2025

The Board of Directors proposes that the Compensation Report for the financial year 2025 be approved in a consultative vote.

Mr. Marc Duerr, Galgenen, takes the floor and asks the Board of Directors to publish in the future a summary of the total compensation paid in addition to the full compensation report, as he had already requested at the previous annual general meeting.

The Chair explains that the information contained in the compensation report is provided in accordance with the applicable legal requirements and that the Company strives to be as transparent as possible in this regard. The compensation report also discloses the total compensation paid to the highest-paid member of the Board of Directors and the Executive Board.

There being no further requests to speak on agenda item 1.3, the Chair proceeds to the vote.

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Annual General Meeting approved the Compensation Report for the financial year 2025 with 74,956,266 yes-votes (55.60 % of the votes cast) and 59,860,763 no-votes, by way of a consultative vote.

Agenda Item 2 Appropriation of Retained Earnings and Distribution of Non-Swiss Capital Contribution Reserves

The Board of Directors proposes that the retained earnings of SoftwareOne Holding AG for the financial year 2025 be appropriated as follows and that the following distribution from non-Swiss capital contribution reserves of CHF 0.15 per registered share be made:

Retained earnings	
In CHF	2025
Retained earnings brought forward	231,207,515
Profit for the period	34,013,338
Available earnings before proposed distribution	265,220,853
Proposed distribution out of available earnings	-
Available earnings after proposed distribution	265,220,853

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In CHF	2025
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Available earnings before proposed distribution	265,220,853
Proposed distribution out of available earnings	-
Available earnings after proposed distribution	265,220,853

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

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Annual General Meeting approved the proposal of the Board of Directors with 134,852,731 yes-votes (99.87 % of the votes cast) and 170,932 no-votes.

Agenda Item 3 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 2025.

There being no requests to speak on agenda item 3, the Chair proceeds to the vote. The Chair notes that the vote regarding the discharge of the Board of Directors and the Executive Board will be carried-out in a single block. The Chair informs the shareholders that the members of the Board of Directors and the Executive Board may not exercise their voting rights on this agenda item.

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Annual General Meeting has granted discharge to all members of the Board of Directors and all members of the Executive Board for the financial year 2025 with 99,690,729 yes-votes (99.54 % of the votes cast) and 458,537 no-votes.

Agenda Item 4 Election of the Members of the Board of Directors

The Board of Directors proposes the re-election or the election of René Gilli, Jörg Riboni, Jens Rugseth, Andrea Sieber, Till Spillmann, Daniel von Stockar, Rune Syversen and Barend Fruithof as members of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

The Chair makes a statement on Barend Fruithof's leadership experience and areas of expertise.

The Chair explains that a shareholder had previously asked which members the Board of Directors considers to be independent. In the Board's view, all members of the Board of Directors are independent except for René Gilli and Daniel von Stockar.

Mr Marc Duerr, Galgenen further takes the floor and asks for information regarding the number of meetings held by the Board of Directors during the past year, the attendance rate at those meetings, and how the Board of Directors intends to address the issue of its members holding multiple external mandates in the future.

The Chairman thanks for the question and explains that this is presented transparently in the annual report. During the past year, the Board of Directors has held 18 meetings. In addition, the attendance rate of the members was very high, amounting to approximately 80–90% in each case. He assures the shareholders that the members of the Board of Directors place the Company among their top priorities.

There being no further requests to speak on agenda item 4, the Chair proceeds to the vote. The Chair notes that the votes will be cast in a serial vote consecutively and that the results of all elections will be presented after the last election. The Chair puts the following proposals to the vote consecutively:

Agenda Item 4.1 Re-Election of René Gilli

Agenda Item 4.2 Re-Election of Jörg Riboni

Agenda Item 4.3 Re-Election of Jens Rugseth

Agenda Item 4.4 Re-Election of Andrea Sieber

Agenda Item 4.5 Re-Election of Till Spillmann

Agenda Item 4.6 Re-Election of Daniel von Stockar

Agenda Item 4.7 Re-Election of Rune Syversen

Agenda Item 4.8 Election of Barend Fruithof

After the electronic vote, the election results are shown on the screen and the Chair declares that all members have been re-elected or elected to the Board of Directors with the following results:

Agenda Item 4	Yes	%	No	%
Re-Election of René Gilli	129,128,446	95.68 %	5,830,613	4.32 %
Re-Election of Jörg Riboni	134,525,681	99.69 %	416,309	0.31 %
Re-Election of Jens Rugseth	133,058,410	98.85 %	1,547,027	1.15 %
Re-Election of Andrea Sieber	119,033,360	89.49 %	13,976,305	10.51 %
Re-Election of Till Spillmann	131,397,947	97.36 %	3,559,523	2.64 %
Re-Election of Daniel von Stockar	133,120,806	98.62 %	1,865,071	1.38 %
Re-Election of Rune Syversen	131,441,976	97.41 %	3,501,627	2.59 %
Election of Barend Fruithof	128,339,415	95.19 %	6,481,637	4.81 %

Agenda Item 5 Election of the Chairperson of the Board of Directors

The Board of Directors proposes that he, Till Spillmann, be re-elected as Chairman of the Board of Directors for a term of office until completion of the next Annual General Meeting.

There being no requests to speak on agenda item 5, the Chair proceeds to the vote.

After the electronic vote, the election results are shown on the screen and the Chair declares that he, Till Spillmann, has been re-elected as Chairman of the Board of Directors with 131,232,371 yes-

votes (97.25 % of the votes cast) and 3,712,573 no-votes for a one-year term of office until completion of the next Annual General Meeting.

The Chair expresses his thanks to the shareholders.

Agenda Item 6 Election of the Members of the Nomination and Compensation Committee

The Board of Directors proposes the re-election of Andrea Sieber, René Gilli and Rune Syversen as members of the Nomination and Compensation Committee for a term of office until completion of the next Annual General Meeting.

There being no requests to speak on agenda item 6, the Chair proceeds to the vote. The Chair notes that the elections of the members of the Nomination and Compensation Committee will be cast in a serial vote consecutively and that the results of all elections will be presented after the last election. The Chair puts the following proposals to the vote consecutively:

Agenda Item 6.1 Re-Election of Andrea Sieber

Agenda Item 6.2 Re-Election of René Gilli

Agenda Item 6.3 Re-Election of Rune Syversen

After the electronic vote, the election results are shown on the screen and the Chair declares that the Annual General Meeting has approved all proposals of the Board of Directors under the agenda items 6.1 to 6.3 with the following results:

Agenda Item 6	Yes	%	No	%
Re-Election of Andrea Sieber	112,958,660	84.98 %	19,958,830	15.02 %
Re-Election of René Gilli	119,808,043	88.85 %	15,042,579	11.15 %
Re-Election of Rune Syversen	121,158,004	89.77 %	13,805,567	10.23 %

Agenda Item 7 Election of the Independent Proxy

The Board of Directors proposes that Anwaltskanzlei Keller AG, Splügenstrasse 8, 8002 Zurich, be re-elected as Independent Proxy for a further term of office of one year, expiring at the completion of the next Annual General Meeting.

There being no requests to speak on agenda item 7, the Chair proceeds to the vote.

After the electronic vote, the election results are shown on the screen and the Chair declares that the Annual General Meeting has re-elected Anwaltskanzlei Keller AG as independent proxy for a

one-year term of office until completion of the next Annual General Meeting with 134,901,945 yes-votes (99.90 % of the votes cast) and 136,676 no-votes.

Agenda Item 8 Election of the Auditors

The Board of Directors proposes that Ernst & Young AG, Zurich, be re-elected as Auditors for a one-year term of office for the financial year 2026.

There being no requests to speak on agenda item 8, the Chair proceeds to the vote.

After the electronic vote, the election results are shown on the screen and the Chair declares that the Annual General Meeting has re-elected Ernst & Young AG, Zurich, as auditors for the financial year 2026 with 125,732,079 yes-votes (93.12 % of the votes cast) and 9,285,352 no-votes.

Agenda Item 9 Approval of the Maximum Aggregate Compensation Amounts for the Board of Directors and the Members of the Executive Board

Agenda Item 9.1 Approval of the Maximum Aggregate Compensation for the Members of the Board of Directors for the Period Until the Following Annual General Meeting

The Board of Directors proposes that the Annual General Meeting approves a maximum aggregate compensation amount of CHF 1,930,000 for the members of the Board of Directors for the period until the next Annual General Meeting.

There being no requests to speak on agenda item 9.1, the Chair proceeds to the vote.

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Annual General Meeting has approved the proposal of the Board of Directors with 132,304,176 yes-votes (98.03 % of the votes cast) and with 2,652,763 no-votes.

Agenda Item 9.2 Approval of the Maximum Aggregate Compensation for the Members of the Executive Board for the Financial Year 2027

The Board of Directors proposes that the Annual General Meeting approves a maximum aggregate compensation amount of CHF 8,280,000 for the members of the Executive Board for the financial year 2027.

Mr Marc Duerr, Galgenen, takes the floor and requests that, in the future, the fixed and variable components of the compensation be voted on under separate agenda items, as is customary for listed companies.

The Chair disagrees with this view and points out that the aggregate compensation of the Board of Directors has been significantly reduced, approximately by half, which is in the shareholders' interest. The current compensation structure appropriately reflects the Company's situation.

There being no further requests to speak on agenda item 9.2, the Chair proceeds to the vote.

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Annual General Meeting has approved the proposal of the Board of Directors with 118,220,618 yes-votes (87.61 % of the votes cast) and 16,719,508 no-votes.

Agenda Item 9.3 Approval of the Additional Integration Success for the Members of the Executive Board

The Board of Directors proposes that the Annual General Meeting approve a maximum aggregate compensation amount of CHF 6,000,000 for a one-time Integration Success Bonus Scheme to be granted to members of the Executive Board in the financial year 2026.

The chair explains the background and the allocation mechanism of the Integration Success Bonus Scheme.

There being no requests to speak on agenda item 9.3, the Chair proceeds to the vote.

After the electronic vote, the voting results are shown on the screen and the Chair declares that the Annual General Meeting has approved the proposal of the Board of Directors with 94,061,789 yes-votes (69.77 % of the votes cast) and 40,762,838 no-votes.

Closing

The Chair notes that all items on the agenda have been duly dealt with and declares the meeting closed at 4:00 p.m.

Lucerne, 22. May 2026

The Chair:

Signed by Till Spillmann

The Secretary:

Signed by Patrick Kleffel