

Registration and proxy form for the 2024 Annual General Meeting of shareholders of SoftwareOne Holding AG on 18 April 2024

You can order an admission card or issue a power of attorney and voting instructions to the Independent Proxy either electronically or by post.

Electronic response (no later than 16 April 2024, 11:59 am CEST)

If you would like to order your admission card or issue your power of attorney and voting instructions to the Independent Proxy electronically, please go to <https://softwareone.netvote.ch> or scan the adjacent QR code. Please use the login data below:

Username:

Password:

Would you like to receive the invitation by e-mail in future?
Then choose the electronic delivery method at softwareone.netvote.ch

Postal response

(please return the completed and signed registration and proxy form using the enclosed envelope no later than by 15 April 2024 arriving)

☐ I/We will attend the Annual General Meeting in person and ask you to send me/us an admission card

or

I/We shall not participate personally and appoint as proxy with the right of substitution for my/our votes listed above:

☐ the following third person

Surname/first name: _____

Street/postal code/city: _____

In the Annual General Meeting, a shareholder may appoint as proxy another person who is authorized in writing. This person does not need to be a shareholder (pursuant to article 10 of the Articles of Incorporation).

☐ the Independent Proxy, Anwaltskanzlei Keller AG, Zurich, Switzerland, or, in the case of its unavoidable absence, an Independent Proxy nominated by the Board of Directors, to vote on my/our behalf.

Unless I/We have given specific instructions to the contrary, I/we hereby instruct the Independent Proxy to vote in favour of the proposals of the Board of Directors. This also applies in the event that proposals are put to vote which are not listed in the invitation.

Date: _____

Signature: _____

Signature ¹: _____

¹ A second signature is mandatory if it is required for legal entities to make a proxy legally valid.

Voting instructions for the Independent Proxy for the 2024 Annual General Meeting of Shareholders of SoftwareOne Holding AG on 18 April 2024

The Board of Directors proposes to vote as indicated in BLUE

Specific instructions

		For	Against	Abstain
1	Management Report, Annual Statutory and Consolidated Financial Statements for the Financial Year 2023			
1.1	Approval of the Management Report, the Annual Statutory Financial Statements and the Consolidated Financial Statements for the Financial Year 2023	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2	Approval of the Non-Financial Report 2023	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.3	Consultative Vote on the Compensation Report 2023	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Appropriation of Retained Earnings and Distribution of Non-Swiss Capital Contribution Reserves	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Discharge of the Members of the Board of Directors and the Members of the Executive Board	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Members of the Board of Directors			
4.1	Re-Election of José Alberto Duarte	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2	Re-Election of Jim Freeman	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3	Re-Election of Marie-Pierre Rogers	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4	Re-Election of Elizabeth Theophile	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.5	Re-Election of Adam Warby	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.6	Election of Till Streichert	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.7	Election of Annabella Bassler	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.8	Election of Andrea Sieber	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.9	Re-Election of Daniel von Stockar	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.10	Election of René Gilli	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4.11	Election of Jörg Riboni	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4.12	Election of Till Spillmann	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5	Election of the Chairperson of the Board of Directors			
5.1	Re-Election of Adam Warby	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2	Election of Daniel von Stockar	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5.3	Tie-breaker vote (if both candidates reach the required majority)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		A. Warby ("For")	D. von Stockar ("Against")	
6	Election of the Members of the Nomination and Compensation Committee			
6.1	Re-Election of Marie-Pierre Rogers	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2	Re-Election of José Alberto Duarte	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3	Re-Election of Adam Warby	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.4	Election of Annabella Bassler	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6.5	Election of René Gilli	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6.6	Election of Andrea Sieber	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Election of the Independent Proxy			
	Re-Election of Anwaltskanzlei Keller AG, Zurich, Switzerland	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Election of the Auditors			
	Re-Election of Ernst & Young AG, Zurich, Switzerland	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval of the Maximum Aggregate Compensation Amounts for the Members of the Board of Directors and the Executive Board			
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.2	Approval of the Maximum Aggregate Compensation for the Members of the Executive Board for the Financial Year 2025	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

General Instructions for new or modified Proposals

In case of unannounced proposals to agenda items or if new agenda items are being proposed (art. 704b CO)

I/we instruct the Independent Proxy to vote as follows:

- ☒ According to the proposal of the Board of Directors
☐ Against unannounced proposals and/or new agenda items
☐ Abstention

Please tick your choice. Please sign on the front page.