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Media Release – ad hoc announcement pursuant to Art. 53 LR

## **SoftwareOne publishes agenda for Extraordinary General Meeting and provides update on Crayon combination**

Stans, Switzerland | 21 March 2025 – **SoftwareOne Holding AG (SIX: SWON)**, a leading global software and cloud solutions provider, today published the agenda for its Extraordinary General Meeting on 11 April 2025 at the KKL in Lucerne, along with proposed changes to its Board of Directors and an update on regulatory approvals relating to the Crayon combination.

- **Shareholders to vote at the upcoming EGM on the creation of a capital band required for the Crayon combination and election of Crayon co-founders Rune Syversen and Jens Rugseth as new Board members, subject to completion of the transaction**
- **Till Spillmann nominated by the Board of Directors as new independent Chairman of the combined company, for election at the ordinary Annual General Meeting on 16 May 2025**
- **Crayon transaction cleared by the Federal Cartel Office for Germany, one of the key markets of the combined company**

At the upcoming EGM, the Board of Directors proposes that shareholders approve the creation of a capital band, authorising the Board to issue up to 72,205,459 fully paid-up registered shares with a nominal value of CHF 0.01 each. Such shares are required to complete the recommended voluntary offer launched by SoftwareOne on 14 March 2025 to acquire Crayon. The Board of Directors may issue shares under the capital band exclusively for the purpose of completing the contemplated acquisition of Crayon by SoftwareOne.

Furthermore, subject to and with effect from the completion of the transaction, the Board of Directors proposes the election of Crayon co-founders Rune Syversen and Jens Rugseth as new Board members for a term of office ending with the AGM in 2026.

Rune Syversen is the Chairman of the Board of Directors of Crayon. He also serves as Chairman of the Board of Directors of Cyviz. Prior to Crayon's launch, he held senior positions within Telenor, Norway's leading telecoms company. A serial entrepreneur with deep expertise in the global IT, data services and financial sectors, Rune played a key role in the creation and growth of Link Mobility and Sikri, among other companies. He is a Norwegian citizen and studied business administration at BI Norwegian Business School.

Jens Rugseth is a member of the Board of Directors of Crayon. He also serves on the Boards of Link Mobility, Techstep and Spir Group. Jens is a serial entrepreneur, having founded multiple companies in the IT sector over the past 25 years. He has also held CEO positions at some of Norway's largest IT companies, including ARK, Cinet and Skrivervik Data. He is a Norwegian citizen and studied business economics at BI Norwegian Business School.

The founding shareholders of SoftwareOne, including Daniel von Stockar, René Gilli and Curti AG, together holding 29% of SoftwareOne’s share capital, have committed to vote in favour of the proposals put forward at the upcoming EGM.

**Till Spillmann nominated as independent Chairman of the combined company**

The Board of Directors has nominated Till Spillmann, an independent Board member since 2024 and Chair of the Board’s Transaction Committee, as the new Chairman of the combined company, to be elected at the ordinary Annual General Meeting on 16 May 2025. He will succeed founding shareholder Daniel von Stockar, who will stand for re-election as a member of the Board of Directors.

Till Spillmann is a renowned legal, capital markets, M&A and investment expert. He is a partner at Argon Management, a private investment firm, which he co-founded in 2024. In 2014, he also co-founded Actium, an independent investment company investing in real estate, private equity and private debt and offering related structuring solutions. Till was previously a partner at Niederer Kraft Frey as well as managing partner at Baer & Karrer and started his career at McKinsey and Company. A Swiss citizen, he obtained a doctorate in law from the University of Zurich in 2004 and was admitted to the bar in Switzerland in 2006.

**Daniel von Stockar, Chairman of the Board of Directors of SoftwareOne** said, “The combination with Crayon represents a compelling opportunity to create value for our shareholders, and we are well underway with the transaction. By bringing together these two complementary businesses, we expect to unlock significant synergies and accelerate profitable growth. The approval of the capital band is a critical step in executing our long-term vision. I am convinced that Rune and Jens will make valuable contributions to our Board with their entrepreneurial drive and industry experience. As we work to realise the full potential of the combination, I am confident that SoftwareOne will be well-positioned for this next chapter under Till’s leadership as Chairman of the combined company.”

**German Federal Cartel Office provides clearance for transaction**

With respect to the combination with Crayon, the Federal Cartel Office has approved the transaction for Germany, a key market for SoftwareOne and the combined company. As previously announced, the completion of the transaction is expected in June 2025.

**Indicative timetable**

14 March - 11 April 2025	Tender offer period
11 April 2025	SoftwareOne EGM
16 May 2025	SoftwareOne AGM
June 2025	Completion of transaction, subject to receipt of required regulatory approvals

The invitation and full agenda for the EGM on 11 April 2025 at the KKL in Lucerne are available [here](#) on SoftwareOne’s website.

## CONTACT

Anna Engvall, Investor Relations  
Tel. +41 44 832 41 37, [anna.engvall@softwareone.com](mailto:anna.engvall@softwareone.com)

FGS Global, Media Relations  
Tel. +41 44 562 14 99, [press.softwareone@fgsglobal.com](mailto:press.softwareone@fgsglobal.com)

## 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 modernise 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 ~9,000 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.*

*The combined offer document and prospectus (the "Prospectus ") 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 Prospectus approved by Euronext Oslo Børs and the Financial Supervisory Authority of Norway, and can only be accepted pursuant to the terms of such document. The Offer 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 cost synergies from the combination of Crayon and SoftwareOne, and their future financial and market position, business strategy 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.*