



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, INTO OR WITHIN CANADA, AUSTRALIA, NEW ZEALAND, SOUTH AFRICA, JAPAN, HONG KONG, SOUTH KOREA, OR ANY JURISDICTION IN WHICH THE RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.

Media Release

## **ISS and Glass Lewis support all SoftwareOne's EGM proposals for the combination with Crayon**

Stans, Switzerland | 31 March 2025 – **SoftwareOne Holding AG (SIX: SWON), a leading global software and cloud solutions provider, has noted the voting recommendations of proxy advisors ISS and Glass Lewis for the company's Extraordinary General Meeting on 11 April 2025. Both support all proposals of the company's Board of Directors, including creation of a capital band and election of Crayon co-founders Rune Syversen and Jens Rugseth as new Board members, subject to completion of the transaction. They also highlight the compelling strategic rationale of the planned combination with Crayon.**

ISS and Glass Lewis, global providers of independent and objective shareholder meeting research and recommendations, recommend that shareholders vote in favour of the proposed creation of a capital band at SoftwareOne's EGM, which is required to complete the recommended voluntary offer for Crayon.

Both providers also recommend that shareholders elect Crayon co-founders Rune Syversen and Jens Rugseth as new Board members, subject to and with effect from completion of the transaction, while highlighting the strategic rationale and significant synergies.

**ISS** said: "The merger is supported by strong strategic rationale and valuation appears reasonable."

**Glass Lewis** commented: "In our view, the underlying rationale of the Offer is sensible and strategically compelling. By acquiring Crayon, the Company hopes to strengthen its global competitive position, accelerate growth and profitability, and generate significant synergies."

The Board of Directors of SoftwareOne encourages shareholders to support the proposals at the EGM, which will pave the way for the transformative combination with Crayon. The founding shareholders of SoftwareOne, together holding 29% of SoftwareOne's share capital, have committed to vote in favour of the proposals.

The Board of Directors of Crayon, including its co-founders, unanimously recommends Crayon shareholders to accept the Offer.

## 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

## CONTACT

### SoftwareOne

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)

### Crayon

Kjell Arne Hansen, Investor Relations  
Tel. +47 950 40 372, [kjellarne.hansen@crayon.com](mailto:kjellarne.hansen@crayon.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, as supplemented by the prospectus supplement dated 28 March 2025 (the "Prospectus Supplement"), 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.*