

SoftwareONE Holding AG

Nomination and Compensation Committee Charter

1. Principles

The Nomination and Compensation Committee (**NCC**) is a standing committee formally appointed by the Board of Directors (**BoD**) of SoftwareONE Holding AG (**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 BoD appoints the chairperson of the NCC (**NCC Chairperson**).

2. Powers and Duties

2.1 In General

The NCC supports the BoD 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 (**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 BoD;
2. Preparation of all relevant decisions of the General Meeting and the BoD in relation to the nomination and compensation of the members of the BoD, the CEO and the other members of the Executive Board (**EB**) as well as submission of proposals and recommendations to the BoD.

The BoD 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 BoD.

The NCC shall regularly report to the BoD 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 BoD 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 hire, motivate, develop 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 EB. 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 carry out an internal or external BoD assessment. At least every three years, there shall be an external BoD assessment.

Once per year, the NCC shall review the assessment of the members of the EB 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 EB.

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

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

Once per year, the NCC shall review the mandates for external advisors to the NCC and assess their performance.

2.2.3 Contracts with Members of the BoD and of the EB

The NCC shall make proposals as to the contracts with the members of the EB (including the CEO) and any contracts with the members of the BoD to the BoD 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 BoD. 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, including Long Term Incentive Plans and Short Term Incentive Programs.

The NCC shall review the effect, attractiveness and competitiveness of these plans at least every two years, based on a bi-annual external benchmarking study.

The NCC shall review the compensation report (which will be part of the Company's public Annual Report) to be prepared together with the EB and submit a corresponding proposal to the BoD.

2.2.4.2 Compensation of the BoD and the EB

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

1. Propose, in line with the maximum aggregate compensation for the BoD, as approved by the respective General Meeting, the individual compensation of the members of the BoD to the BoD for approval. The proposal of the compensation of the BoD members shall consider their responsibilities and functions. In proposing so, the NCC shall also give appropriate consideration to the levels of BoD member compensation at similar companies.
2. Propose, in line with the maximum aggregate compensation amount for the EB (including the CEO), as approved by the respective General Meeting, the individual compensation of the members of the EB, as proposed by the CEO, and submit corresponding proposals to the BoD. The individual compensation of the CEO shall be proposed directly by the NCC to the BoD.
3. Propose to the BoD on an annual basis the maximum aggregate compensation amount for each of the BoD and the EB (including the CEO) to be proposed by the BoD to the General Meeting for approval.
4. Propose to the BoD, if necessary, the use of the additional amount (*Zusatzbetrag*) for the compensation of new members of the EB (including the CEO) in accordance with the Articles of Incorporation.
5. Recommend to the BoD 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 EB shall be set by the CEO. The NCC shall review and recommend to the BoD, taking into account the recommendations of the CEO, the individual compensation of the other members of the EB, based on the evaluation of the other EB members' performance undertaken by the CEO.

2.2.4.3 Compensation of the Head of Internal Audit

The NCC shall consult with the Chairperson of the BoD's Audit Committee (**AC**) to determine the compensation of the head of the internal audit function and submit a corresponding proposal to the BoD.

2.2.5 Nomination of Members and Chairperson of the BoD and the Committees and of the Members of the EB

In connection with the nomination of the members and the Chairperson of the BoD, the committees and the EB (including the CEO), the NCC has the following powers and duties:

1. Determine the criteria for the selection of candidates (members and Chairperson of the BoD, members and chairpersons of the NCC and of the AC) for election to the BoD, election as Chairperson 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 BoD.
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 BoD, and submit corresponding proposals to the BoD.

4. Evaluate, together with the CEO, candidates for the EB (excluding the CEO), whose members are to be appointed by the BoD, and submit corresponding proposals to the BoD.
5. Review on an annual basis the independence of the members of the BoD and the committees and report its assessment to the BoD, which shall decide.

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

2.2.6 Insurance and Pension Plans

The NCC shall consult with the Chairperson of the AC to evaluate appropriate insurance for the members of the BoD, the EB (including the CEO) and other persons who are members of boards of directors of Group companies (e.g., D&O insurance) at least every two years and propose the necessary adjustments to the BoD.

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 BoD in carrying out an annual review and evaluation of the performance of the BoD 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 BoD (in case of a potential conflict of interest only) or of the EB (including the CEO) and submit corresponding proposals to the BoD.

3. Organization

3.1 Composition

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

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

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

The BoD aims at 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 members of the NCC in accordance with the provisions of the said Code. The BoD may propose members to be elected as members 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 five times per year.

Meetings are called by the NCC Chairperson 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 Chairperson 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 email 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 or uploaded to the BoD's virtual data room by the secretary on behalf of the NCC Chairperson. 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 BoD.

The NCC shall regularly invite the CEO and may invite other members of the EB or, subject to prior notification of the responsible member of the EB, members of the Company's management to its meetings as it may deem desirable or appropriate. However, the CEO or other members of the EB may not be present when the NCC reviews the compensation or other aspects of the employment of the respective person. The Chairperson of the BoD or the NCC Chairperson 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 chairperson of the meeting of the NCC does not have the casting vote and the matter shall be submitted to the BoD.

Resolutions of the NCC may also be taken by means of circular resolutions, be it in writing or by email, 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 email or courier) 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 chairperson of the meeting of the NCC and the secretary, and must be circulated to all members of the NCC and the BoD and to the secretary of the BoD, and where appropriate to the CEO, or uploaded to the BoD's virtual data room. The minutes must be approved by the NCC at its next meeting.

4. Entry into Effect

These regulations were adopted by the BoD in its meeting of 10 February 2022 and shall come into effect as of the same date.