



face the future

INVITATION
TO THE ORDINARY
ANNUAL GENERAL MEETING 2022
VIRTUAL GENERAL MEETING

ATOSS 

Invitation

ATOSS Software AG
Munich
Securities Identification Number 510 440
ISIN No. DE0005104400

We invite our shareholders to the

ORDINARY ANNUAL GENERAL MEETING VIRTUAL GENERAL MEETING

Friday, 29 April 2022, 11:00 a.m. (CEST),
as a virtual general meeting without the
physical presence of the shareholders or their
representatives (with the exception of the
proxies of the Company).

The General Meeting will be held at the premises of Adina Hotel, Atelierstraße 22, 81671 Munich. For shareholders who have registered for the General Meeting in due time and form and have provided proof of shareholding, or their representatives, the General Meeting will be broadcast live in full on the internet, in picture and sound, via the password-protected shareholder portal provided by the Company. Voting rights shall be exercised exclusively by means of electronic voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company. The explanations on this and on the other shareholder rights are set out in more detail in Section III.

I. Agenda

- 1. Presentation of the adopted annual financial statements of ATOSS Software AG and the approved consolidated financial statements as at 31 December 2021, the management reports of ATOSS Software AG and the Group for the 2021 financial year, the report of the Supervisory Board for the 2021 financial year and the explanatory report of the Executive Board on the disclosures under §§ 289a and 315a of the German Commercial Code (HGB)**

These documents can be viewed on the Company's website at <https://www.atoss.com/en/company/investor-relations/general-meetings>.

No resolution is planned for item 1 of the agenda. The Supervisory Board approved the annual financial statements for the 2021 financial year prepared by the Executive Board on 10 March 2022 under §§ 171, 172 of the German Stock Corporation Act (AktG). The annual financial statements are thus adopted under § 172 AktG. The conditions under which the General Meeting is required to pass a resolution on adoption of the annual financial statements under § 173(1) AktG are not met.

- 2. Resolution on the utilisation of the net profit**

The Supervisory Board and the Executive Board propose that the net profit from the past 2021 financial year, in the amount of 22,522,766.60 euros, be used as follows:

- a) Distribution of a dividend of 1.82 euros per no-par value share, i.e. in the total amount of 14,474,707.52 euros
- b) Carrying forward the remaining amount to new account in the amount of 8,048,059.08 euros

Until the General Meeting on 29 April 2022, the number of shares entitled to dividends may be reduced by the acquisition of treasury shares not entitled to dividends under § 71b AktG. In this case, with an unchanged distribution of 1.82 euros per no-par value share entitled to dividend, a correspondingly adjusted proposal for resolution on the utilisation of profits will be submitted to the General Meeting.

Under § 58(4) sentence 2 AktG, the claim to the dividend is due on the third business day following the resolution of the General Meeting, i.e. on 4 May 2022.

3. Resolution on the discharge of the Executive Board members for the 2021 financial year

The Supervisory Board and the Executive Board propose that the Executive Board members be discharged for their work in the 2021 financial year.

4. Resolution on the discharge of the Supervisory Board members for the 2021 financial year

The Supervisory Board and the Executive Board propose that the Supervisory Board members be discharged for their work in the 2021 financial year.

5. Election of the auditor and the group auditor for the 2022 financial year

On the recommendation of the Audit Committee, the Supervisory Board proposes the election of PricewaterhouseCoopers GmbH auditing company, Frankfurt a.M. - Munich branch, as auditor and group auditor for the 2022 financial year.

6. Resolution on the elections to the Supervisory Board

The term of office of all current Supervisory Board members ends upon conclusion of this General Meeting. For this reason, the election of a new Supervisory Board is required.

Under § 8(1) of the Articles of Association of the Company, the Supervisory Board of the Company consists of three members. All Supervisory Board members are to be elected by the General Meeting as representatives of the shareholders (§ 96(1), last case, § 101(1) AktG).

The Supervisory Board proposes that the following persons be elected to the Supervisory Board with effect from the end of the General Meeting until the end of the General Meeting that decides on the discharge for the 2022 financial year:

a) Moritz Zimmermann, resident in Munich, General Partner of 42CAP Manager GmbH

Financial expert within the meaning of § 100(5) AktG

Due to his professional background, Mr Zimmermann fulfils the qualification requirements of a financial expert within the meaning of § 100(5) AktG in the field of accounting and auditing.

Personal and business relations with ATOSS Software AG

Mr Zimmermann holds 10,928 shares in the Company. Other than in his capacity as a member of the Supervisory Board of the Company, he does not have any personal or business relations with the Company, any Company bodies or any shareholders with a material interest in the Company. The Supervisory Board considers Mr Zimmermann to be independent within the meaning of the German Corporate Governance Code.

In the event of his election to the Supervisory Board, Mr Zimmermann shall be suggested as a candidate for the chairmanship of the Supervisory Board.

Supplementary information on Mr Zimmermann

Personal data:

Date of birth: 29.09.1976

Place of birth: Köln

Education:

- Economics studies at the University of Economics, Law and Social Sciences in St. Gallen (Bachelor of Economics)
- Master's degree in business administration at the Ludwig Maximilian University in Munich

Professional career:

1998 – 2014	Hybris AG, Co-Founder and Managing Director
2014 – 2017	SAP SE, Senior Vice President Global Presales for SAP Hybris
2017 – 2020	SAP SE, Chief Technology Officer (CTO) for SAP Customer Experience
2021 – heute	42CAP, General Partner

Memberships in statutory internal Supervisory Boards:

- ATOSS Software AG (since 2019)

Further information on Mr Zimmermann is on the Company's website at <https://www.atoss.com/en/company/investor-relations/general-meetings>.

b) Rolf Baron Vielhauer von Hohenhau Dipl. Kfm., resident in Munich, President of the *Bund der Steuerzahler in Bayern e.V.* (Bavarian Taxpayers Association).

Financial expert within the meaning of § 100(5) AktG

Due to his professional background, Baron Vielhauer von Hohenhau fulfils the qualification requirements of a financial expert within the meaning of § 100(5) AktG in the field of auditing.

Personal and business relations with ATOSS Software AG

Other than in his capacity as a member of the Supervisory Board of the Company, Baron Vielhauer von Hohenhau does not hold any shares in the Company and does not have any personal or business relations with the Company, any Company bodies or any shareholders with a material interest in the Company. The Supervisory Board considers Baron Vielhauer von Hohenhau to be independent within the meaning of the German Corporate Governance Code.

Supplementary information on Baron Vielhauer von Hohenhau

Personal data:

Date of birth: 12.10.1944

Place of birth: Sagan

Education:

- Studies on business administration in Munich
- Studies on agricultural business administration in Berlin
- Work as a journalist in Augsburg and Munich

Professional career:

- | | |
|----------------|--|
| 1973 – 1983 | Chamber of Crafts for Swabia – Public Relations Officer |
| 1980 – to date | Bavarian Taxpayers Association – Vice-President (1980-1983),
President since 1984 |
| 1986 – to date | Taxpayers Association of Europe (TAE), Brüssel – President |
| 1988 – to date | World Taxpayers Association (WTA), Washington – Founding initiator
(1986–1988), Deputy President (1988–2004), Honorary Deputy President
(2004), Vice President (seit 2004) |

Entrepreneurial activities:

- | | |
|--------------|--|
| 1999 – heute | Wirtschaftsberatungs- und Verwaltungs GmbH, Augsburg |
|--------------|--|

Memberships in statutory internal Supervisory Boards:

- ATOSS Software AG (since 2001)

Membership in comparable domestic or foreign supervisory bodies:

- European Economic Senate e.V. (Chairman of the Supervisory Board)

Further information on Baron Vielhauer von Hohenhau is on the Company's website at <https://www.atoss.com/en/company/investor-relations/general-meetings>.

c) Klaus Bauer, resident in Nuremberg, Member of the Supervisory Board and Advisory Board

Financial expert within the meaning of § 100(5) AktG

Due to his professional background, Mr Bauer fulfils the qualification requirements of a financial expert within the meaning of § 100(5) AktG in the field of accounting and auditing.

Personal and business relations with ATOSS Software AG

Other than in his capacity as a member of the Supervisory Board of the Company, Baron Vielhauer von Hohenhau does not hold any Company shares and does not have any personal or business relations with the Company, any Company bodies or any shareholders with a material interest in the Company. The Supervisory Board considers Mr Bauer to be independent within the meaning of the German Corporate Governance Code.

Supplementary information on Mr Bauer

Personal data:

Date of birth: 29.05.1955

Place of birth: Heilsbronn

Education:

- Training as an industrial clerk in Ansbach
- Training as a business economist and accountant in Nuremberg

Professional career:

1972 – 1974	Rheinische Kunststoffwerke GmbH, Worms – Apprenticeship as an industrial clerk
1976 – 1979	Triumph-Adler Vertriebsgesellschaft m.b.H, Nürnberg – Accountant
1979 – 1980	Müller GmbH, Heilsbronn – Head of Finance and Accounting
1980 – 1981	United Insurance Group, Nuremberg
1981 – 1988	Triumph Adler AG, Nuremberg – various functions (Group Head Controller, Group Head General Controlling, Departmental Head Controlling System and Methods, Departmental Head Individual Data Processing)
1989 – 2009	PUMA AG, Herzogenaurach – various functions (e.g. Head of Individual Data-Processing, Director IT, Group Controller PUMA Group, GM Operations and Human Resources, Member of the Group Executive Committee, Senior Executive Vice President IT Systems, Processes, Strategic Projects)
2009 – 2011	PUMA AG, Herzogenaurach – Member of the Executive Board/ Chief Operating Officer
2011 – 2012	PUMA SE, Herzogenaurach – Managing Director/ Chief Operating Officer

Memberships in statutory internal Supervisory Boards:

- ATOSS Software AG (since 2013)

Membership in comparable domestic or foreign supervisory bodies of commercial enterprises:

- Schwanhäußer Industrie Holding GmbH & Co. KG, Heroldsberg (Advisory Board)

- Schwanhäußer Grundbesitz Holding GmbH & Co. KG, Heroldsberg (Advisory Board)

Further information on Mr Bauer is on the Company's website at <https://www.atoss.com/en/company/investor-relations/general-meetings>.

The Supervisory Board has satisfied itself that the candidates appointed by the Supervisory Board above can provide the expected time commitment.

Elections to the Supervisory Board shall be held by way of individual election.

7. Resolution on the approval of the Remuneration Report for the 2021 financial year

The law implementing the second shareholder rights directive (ARUG II) stipulates that the Executive Board and Supervisory Board of listed companies must, under §162 of the German Stock Corporation Act, prepare an annual Remuneration Report for the previous financial year and submit this to the General Meeting for resolution in accordance with § 120a (4) of the German Stock Corporation Act. This obligation is to be applied for the first time to the Remuneration Report for the 2021 financial year, which is to be submitted to the General Meeting on 29 April 2022 for approval.

The Remuneration Report was formally audited by the auditor of ATOSS Software AG and issued with an audit certificate. The Remuneration Report for the 2021 financial year and the Audit Report by the auditor are included after the agenda in »II. Reports to the General Meeting« and will be accessible on our website at

<https://www.atoss.com/en/company/investor-relations/general-meetings>

from the time of convening the General Meeting. Furthermore, the Remuneration Report will also be accessible there during the General Meeting.

The Supervisory Board and the Executive Board propose that the Remuneration Report for the 2021 financial year, drawn up and audited under § 162 of the German Stock Corporation Act, be approved.

8. Resolution on the authorisation to acquire treasury shares and to use them, including the authorisation to redeem treasury shares acquired as well as the exclusion of the subscription right in case of use and of the call option in case of acquisition

By resolution of the General Meeting of 28 April 2017, the Company was authorised to acquire treasury shares until 27 April 2022, up to a proportion of the share capital not exceeding ten per cent. As the authorisation to acquire treasury shares expires on 27 April 2022, it shall be renewed.

The Supervisory Board and the Executive Board propose to resolve:

8.1 Authorisation to acquire treasury shares

The Executive Board is authorised, until 28 April 2027, to acquire treasury shares up to a total of 10% of the Company's share capital existing at the time of the resolution or - if this value is lower - at the time the authorisation is exercised. The shares acquired, together with other treasury shares held by the Company or attributable to it under §§ 71a et seq. AktG may not account for more than 10% of the share capital at any time. The authorisation may not be used for the purpose of trading in treasury shares.

The authorisation may be exercised in whole or in part, once or several times, in order to pursue one or more purposes by the Company or by companies depending on it or majority-owned by it or by third parties acting for their account or for the account of the Company.

8.2 Types of acquisition

At the discretion of the Executive Board and with the prior consent of the Supervisory Board, the acquisition may be made (1) on the stock exchange or (2) on the basis of a public purchase offer addressed to all shareholders or on the basis of a public invitation to all shareholders to submit offers for sale.

(1) If the shares are acquired via the stock exchange, the purchase price per share paid by the Company (excluding incidental acquisition costs) may not exceed the price determined by the opening auction in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange, on the trading day, by more than 10% or fall below it by more than 20%.

(2) If the acquisition is made on the basis of a public purchase offer addressed to all shareholders or on the basis of a public invitation addressed to all shareholders to submit offers for sale,

- in the event of a public purchase offer addressed to all shareholders, the purchase price offered per share (excluding ancillary acquisition costs), or
- in the event of a public invitation to all shareholders to submit offers for sale, the limits of the purchase price range determined by the Company (excluding ancillary acquisition costs),

may not exceed the average of the closing prices of the Company's shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last five trading days before the day of the public announcement of the public purchase offer or the public invitation to submit sales offers of 10% and not fall below 20%.

If, after the publication of a public purchase offer addressed to all shareholders or a public invitation to all shareholders to submit offers for sale, there are significant deviations in the relevant price, the purchase offer or the invitation to submit offers for sale may be adjusted. In this case, the average of the closing prices of the Company shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last five trading days prior to the public announcement of the adjustment shall be used.

The volume of the public purchase offer addressed to all shareholders or the public invitation to all shareholders to submit offers for sale may be limited. If, in the case of a public purchase offer or a public invitation to submit offers for sale, the volume of shares tendered exceeds the intended buy back volume, the acquisition may be made in proportion to the shares subscribed or offered in each case; the right of the shareholders to tender their shares in proportion to their shareholdings is excluded to this extent. Preferential acceptance of small numbers of shares, up to 100 shares tendered per shareholder, and commercial rounding off may be provided for, to avoid fractional shares. Any further right of the shareholders to tender shares is excluded to this extent.

The public purchase offer addressed to all shareholders or the public invitation to submit offers for sale addressed to all shareholders may provide for further conditions.

8.3 Use of treasury shares

With the prior consent of the Supervisory Board, the Executive Board shall be authorised to use the treasury shares acquired on the basis of the authorisation under the above items 8.1 and 8.2 for all legally permissible purposes, in particular also for the following purposes:

- (i) The shares may be redeemed without the redemption or implementation thereof requiring a further resolution of the General Meeting. They may also be redeemed in a simplified procedure without a capital reduction by adjusting pro rata the calculated amount of the remaining no-par value shares in the Company's share capital. If the redemption is carried out in a simplified procedure, the Executive Board is authorised to adjust the number of no-par value shares in the Articles of Association.
- (ii) The shares may be issued for cash consideration to third parties for the purpose of introducing the Company's shares to a foreign stock exchange on which the Company's shares have not previously been admitted to trading.
- (iii) The shares may also be sold in a way other than via the stock exchange or on the basis of an offer to all shareholders if the purchase price to be paid in cash is not significantly lower than the market price of the already listed shares with essentially

the same features. The number of shares sold in this way with exclusion of subscription rights may not exceed 10% of the share capital, neither at the time this authorisation becomes effective nor at the time it is exercised. Other shares issued or sold during the term of this authorisation with exclusion of subscription right, in direct or corresponding application of § 186(3) sentence 4 AktG, shall be counted towards the maximum limit of 10% of the share capital. Also to be taken into account are the shares that are to be issued to service option and/or conversion rights or conversion obligations from option bonds and/or convertible bonds and/or convertible bond profit participation rights, provided that these bonds or profit participation rights are used during the term of this authorisation with the exclusion of subscription rights in corresponding application of § 186(3) sentence 4 AktG.

- (iv) The shares may be sold against contributions in kind, in particular as part of Company mergers, for the purpose of acquiring companies, parts of companies, equity interests in companies or other assets or claims for the acquisition of other assets, including claims against the Company.
- (v) The shares may be used to fulfil subscription and conversion rights arising from the exercise of conversion and/or option rights or the fulfilment of conversion and/or option obligations arising from convertible bonds and/or option bonds issued by the Company or a group Company of the Company within the meaning of § 18 AktG in which the Company directly or indirectly holds a majority interest.
- (vi) The shares may be used to be issued within the framework of share participation or other share-based programmes to Company employees or employees of a Company affiliated with the Company or members of the management of a Company affiliated with the Company, whereby the employment relationship with the Company or Board relationship or employment relationship with a Company affiliated with the Company must exist at the time of the commitment to issue the shares. The number of shares issued in this manner with the exclusion of subscription rights may not exceed a total of 5% of the share capital, neither of the share capital at the time this authorisation becomes effective nor at the time it is exercised.

The above authorisations may be exercised once or several times, in whole or in part, individually or jointly. The authorisations under (ii), (iii), (iv), (v) and (vi) may also be exercised by dependent or majority-owned companies of the Company or by third parties acting for their account or for the account of the Company.

The shareholders' subscription rights to the treasury shares acquired on the basis of this authorisation shall be excluded to the extent that their exercise under the above authorisations under (ii), (iii), (iv), (v) and (vi) deviates from the sale on the stock exchange or from the offer for sale to all shareholders. Furthermore, in the event of a sale

of treasury shares by way of an offer for sale to all shareholders, the shareholders' subscription rights may be excluded for fractional amounts.

However, the authorisation to use treasury shares with the exclusion of shareholders' subscription rights is limited to the extent that, after the authorisation has been exercised, the total of treasury shares used with the exclusion of shareholders' subscription rights, together with the number of other shares issued or sold from authorised capital during the term of this authorisation with the exclusion of subscription rights, or to be issued on the basis of convertible bonds and/or warrant bonds and/or profit participation rights issued during the term of this authorisation with the exclusion of subscription rights, may not exceed 20% of the share capital in total; either the share capital at the time the authorization takes effect or the share capital at the time this authorization is exercised, whichever is lower, shall be decisive.

II. Reports to the General Meeting

1. Item 7 of the Agenda: ATOSS Software AG Remuneration Report 2021

Remuneration Report 2021

A. Introduction

This Remuneration Report explains the principles of the remuneration system for Executive Board and Supervisory Board members of ATOSS Software AG and describes the level and structure of remuneration for members of the corporate bodies in the 2021 financial year. The report is based on the requirements of § 162 AktG.

In addition, the German Corporate Governance Code (DCGK), as amended on 16 December 2019, came into force in March 2020. The Supervisory Board of ATOSS Software AG places great importance on good corporate governance and transparency - also in the area of remuneration for the members of its corporate bodies. Both the remuneration system for the Executive Board and the remuneration system for the Supervisory Board as well as the Remuneration Report take into account the principles, recommendations and suggestions of the German Corporate Governance Code (DCGK).

B. Review of the 2021 financial year

A clear link between the remuneration of the Executive Board members and their performance (pay for performance) is of crucial importance to the Supervisory Board. In addition to the strong financial performance of the ATOSS Group, this also includes the achievement of key strategic goals.

A detailed presentation of the achievement of the financial and operational/non-financial performance criteria of the Executive Board in the 2021 financial year is provided in section D.

In the 2021 financial year, ATOSS Software AG has once again succeeded in continuing its growth course while at the same time setting the strategic course for the Group's intensified international focus and the further expansion of its cloud business. Group turnover rose by 13% to 97.1 million euros (86.1 million euros in the previous year). In the same period, the operating result increased to 27.2 million euros (26.2 million euros in the previous year) with an EBIT margin of 28% (30% in the previous year). ATOSS Software AG has also geared up for further growth at the first management level. With the expansion of the Executive Board as of 1 April 2021 to include Dirk Häußermann as the new Co-CEO for the areas of internationalisation and marketing and, as of 1 July, to include Pritim Kumar Krishnamoorthy as the new CTO, the Group may now act even more effectively in the addressed markets in order to sustainably drive forward its internationalisation strategy and implementation of the cloud transformation.

C. Remuneration of the Executive Board members

The Supervisory Board applies the remuneration system approved by the General Meeting on 30 April 2021 with a majority of 86.09% and described below to all service contracts with Executive Board members of ATOSS Software AG that were newly concluded, amended or extended after the expiry of two months following initial approval of the remuneration system by the General Meeting (§ 87a para. 2 p. 1 AktG, § 26j para. 1 EGActG [Introductory Act to the German Stock Corporation Act]). In accordance with the German Corporate Governance Code (DCGK) and § 26j of the EGActG, the existing remuneration agreements continue to apply to all current Executive Board service contracts. So far, no extra premium/claw back regulations provide for this. Regarding the individual Executive Board remuneration agreements, see also section D.

I. Contribution of the remuneration to the promotion of the business strategy and long-term development of the Company

The remuneration system supports the business strategy of ATOSS Software AG to further consolidate its market position as a leading provider of time management and personnel deployment software systems and to generate high sustainable growth through the continuous acquisition of new customers and the expansion of existing customer installations.

The remuneration system sets incentives to promote this business strategy: The Short Term Incentive (STI) is based on the financial performance criteria of turnover and EBIT (unless otherwise agreed), which supports the focus on profitable growth. As part of a criteria-based adjustment factor (so-called modifier), operational and non-financial performance criteria (including ESG goals from the areas of environmental protection, social affairs and good corporate governance) strategically important for corporate development can also be taken into account when measuring the STI, whereby providing additional incentives for sustainable business practices as well. The multi-year bonus linked to target achievement in strategically important fields as well as a share-based remuneration element (Restricted Stock Units) also emphasise the remuneration's direction towards performance and sustainable value enhancement.

The remuneration system also provides the framework for appropriate compensation of the Executive Board members, which makes it possible to recruit qualified managers and keep them at ATOSS Software AG in the long term.

II. Maximum remuneration

The total remuneration to be granted to the entire Executive Board for a financial year (the total of all remuneration amounts spent by the Company for all acting Executive Board members in the financial year, including annual basic salary, variable remuneration components, fringe benefits and pension-related expenses) is limited to an absolute maximum amount («maximum remuneration»), irrespective of the financial year in which a remuneration element is paid out. The maximum remuneration is 2 million euros for two Executive Board members or 4 million euros for three or more Executive Board members.

III. Remuneration components and performance criteria for variable remuneration components at a glance

1. Overview of the remuneration components and their relative shares in the target total remuneration

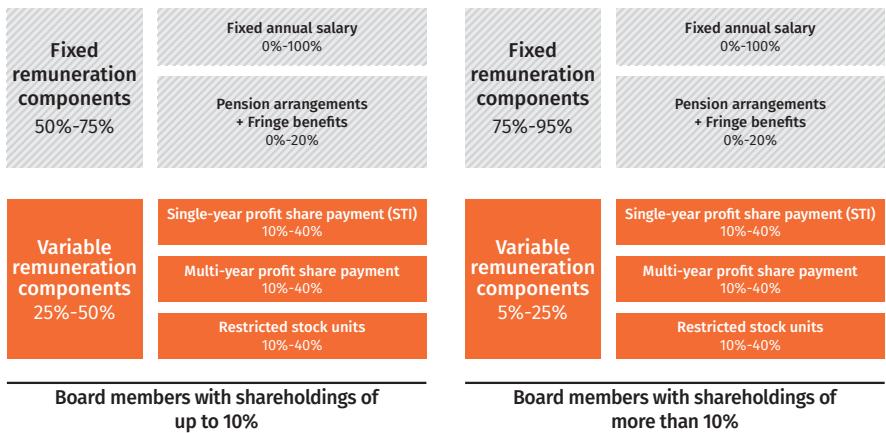
The remuneration of the Executive Board members consists of fixed and variable remuneration components. The fixed remuneration components of the Executive Board members include a fixed annual basic salary as well as various possible fringe benefits and pension payments. The variable components are the Short Term Incentive (STI), which is based on short-term annual targets, the multi-year bonus and the share-based remuneration component (Restricted Stock Units).

Fixed remuneration components	Fixed annual salary	Contractually agreed base salary (to be paid out in twelve monthly instalments)
	Pension arrangement	Contractually agreed amount for the company pension scheme (e.g., pension fund based on reinsurance)
	Fringe benefits	E.g., company car for occupational and private use, different insurance elements or contributions
Variable remuneration components	Single-year profit-share payment (STI)	Financial performance criteria, possibly operative/strategic targets; modified (0.9-1.1), possibly including non-financial targets/ESG
	Multi-year profit-share payment	Qualitative individual targets (e.g., Human Resources; Sale); average target achievement affects payout
	Restricted stock units	Share-based remuneration component with a staggered pay-out in cash
Malus provision		Supervisory Board can withhold variable remuneration that has not yet been paid in the case of major breaches of duty
Maximum remuneration		In case of a Management Board with two members: EUR 2 million. In case of a Management Board with three or more members: EUR 4 million

The share of fixed remuneration components (annual salary, fringe benefits, pension expenses) in the target total remuneration is 50-75%. Fringe benefits and pension-related expenses each amount to 0-15% of the target total remuneration. The share of variable remuneration components in the target total remuneration is 25% - 50%. The variable remuneration consists of 10% - 40% remuneration with an annual assessment basis, 10% - 40% remuneration with a multi-year assessment basis and 10% - 40% share-based remuneration.

Deviating from this, the share of the fixed remuneration components in the target total remuneration is 75% - 95% for a member of the Executive Board who directly or indirectly owns more than 10% of the shares in ATOSS Software AG; in this case the share of the variable remuneration components in the target total remuneration is changed accordingly, whereby these do not have to include a share-based remuneration component.

Overview on the remuneration structure with its short-term and long-term remuneration components and their shares



2. Fixed remuneration components

2.1 Fixed annual basic salary

Executive Board members receive a fixed annual basic salary in twelve monthly instalments, which are paid at the end of each month.

2.2 Pension arrangements

For the benefit of the Executive Board members, the Company grants an employer-financed occupational pension scheme, e.g. in the form of a defined contribution plan based on reinsurance, as a standard pension plan. The Company makes monthly or annual contributions to a pension fund (Unterstützungskasse) under the defined contribution plan. The contribution amounts and further details are specified in the Executive Board service contract and/or a separate pension commitment.

Deviating from this, the Executive Board’s Chairman, Mr. Andreas F.J. Obereder, has a vested pension commitment that qualifies as a defined benefit plan. Pension payments include an old-age pension (for life from the age of 65), an early retirement pension, an invalidity pension or a survivor’s pension. The pension level (retirement pension) is

approx. 55% of the current fixed salary. The pension scheme for Mr Obereder may also be continued in the event of possible future contract amendments or extensions.

2.3 Fringe benefits

In addition, contractually defined fringe benefits may be granted to the Executive Board members. The Company may provide each Executive Board member with a suitable Company car, also for private use. In addition, up to 50% of the contributions paid for private health and long-term care insurance may be granted (limited to the employer's contribution that would result if the Executive Board member had statutory health and long-term care insurance). Pension benefits of Executive Board members can also be subsidised by up to 50% (limited to up to 50% of the contributions to the statutory pension insurance that would result if the Executive Board member were insured under the statutory pension insurance). Furthermore, there is a loss liability insurance (D&O insurance) with the legally required deductible as well as an accident insurance for the Executive Board members.

For the Executive Board's Chairman, Mr Andreas F.J. Obereder, the Company bears the costs of dread disease insurance.

3. Variable remuneration components

The variable remuneration components are described below. Where relevant, the respective performance criteria are named and their connection to the business strategy and the long-term development of the Company is explained. In addition, the methods for assessing the achievement of targets with regard to the performance criteria are also discussed.

The variable remuneration components consist of an annual bonus (STI), a multi-year bonus and a share-based remuneration component in the form of Restricted Stock Units.

3.1 Single-year profit-share payment (STI)

The STI is granted to the Executive Board members as a performance-related bonus with a one-year assessment period. The pay-out amount of the STI in case of 100% target achievement (»target amount« or »target STI«) is determined in the Executive Board service contract.

The STI payments depend in the first step on financial performance criteria (e.g. turnover and earnings), supplemented where appropriate by operational and/or strategic annual targets. In the second step, the Supervisory Board takes into account a so-called modifier (factor: 0.9 to 1.1) to consider the achievement of other operational and/or non-financial annual targets, which can also include ESG targets (from the areas of environmental protection, social issues and good corporate governance), as well as any extraordinary developments, where appropriate.

The overall target achievement calculated from the performance criteria is multiplied by the modifier (0.9 to 1.1) and by the set target amount (in euros) to give the pay-out amount. The annual STI pay-out amount is limited to a maximum of 200% (or a maximum of 220% in the case of application of the modifier with a factor of 1.1) of the target amount. The pay-out amount is payable one month after preparation of the consolidated financial statements of ATOSS Software AG for the preceding financial year in agreement with the Supervisory Board and is due for payment one month after approval of the consolidated financial statements.

In the Executive Board service contract, monthly advance payments of a maximum of 50% of the STI target (basis: 100% target achievement) are envisaged.

Performance criteria

Unless otherwise agreed in the Executive Board service contract, the financial performance criteria relate to turnover (ATOSS Group) and earnings before interest and taxes (EBIT) (ATOSS Group). Multiple defined financial performance criteria shall be weighted equally among each other unless the Supervisory Board determines otherwise.

With the turnover and EBIT performance criteria, the STI links to key financial indicators for measuring the growth and profitability of the ATOSS Group, which are used at Group level and in individual divisions for the Company's management. The link to these financial performance criteria thus ensures the strategic alignment of the STI.

Before the beginning of each financial year, the Supervisory Board sets targets for the financial performance criteria derived from the Group planning for the respective financial year. After the end of the financial year, the overall target achievement is calculated based on the target achievement in the individual performance criteria (e.g. turnover and EBIT). Target achievement is determined by the Supervisory Board by comparing the actual values with the targets (budget values) of the respective financial year.

The range of possible target achievements for the financial performance criteria is between 0% and 200%. Depending on the target values (budget values correspond to 100% target achievement) of the financial performance criteria, a threshold and a maximum value are set. If the actual value achieved in the respective financial year is at or below the threshold, the target achievement corridor is missed and the target achievement is 0%. If the value actually achieved is at or above the maximum value, this results in a maximum target achievement level of 200%. Within the threshold and maximum value, the level of target achievement develops linearly. The overachievement of the turnover target can be contractually limited to a sales/EBIT-ratio (example: overachievement is limited insofar as the group turnover may not exceed 20 times the EBIT).

In addition to financial performance criteria, the Supervisory Board may also set annual targets as operationally and/or strategically oriented performance criteria taking into account the individual or collective performance of the Executive Board members, to the extent provided for in the Executive Board service contract. In this case, the content requirements for these annual targets correspond to the requirements for the multi-year bonus targets; reference is made to the respective presentations in the framework of the multi-year bonus (see below, clause III.3.2). In order to ensure sufficiently differentiated incentivisation, only concrete targets can be set for the annual bonus (STI) that deviate from the concrete targets set in the framework of the multi-year bonus.

The inclusion of annual targets enables the Supervisory Board to set additional individual or collective incentives for the fulfilment of specific targets of material importance for the operational and/or strategic Company development.

The Supervisory Board shall set the targets at its due discretion, taking into account the corporate strategy communicated to the capital market, and shall also determine whether and to what extent individual targets for individual Executive Board members or collective targets for all Executive Board members shall be decisive. Multiple defined operational and/or strategic targets shall be weighted equally among each other unless the Supervisory Board determines otherwise.

The target achievement is assessed by the Supervisory Board on the basis of suitable quantitative or qualitative surveys at its due discretion. The possible target achievement is between 0% and 200%.

There is no subsequent change to the targets for the financial year.

The STI payment can also be made contractually subject to compliance with the following financial payment conditions:

- the audited individual financial statements of ATOSS Software AG for the respective financial year show a net profit (HGB); and/or
- the EBIT is positive at group level in the respective financial year.

Furthermore, the STI payment may be limited to the extent that the total amount of all variable remuneration elements to be paid to Executive Board members does not exceed 50% of the net profit (HGB) reported in the respective financial year under the audited individual financial statements of ATOSS Software AG; any STI amounts exceeding this limit shall be reduced equally for all Executive Board members.

Criteria-based adjustment factor

In addition, a modifier is envisaged as a criteria-based adjustment factor (factor: 0.9 to 1.1) as an integral part of the STI. By means of the criteria-based adjustment factor, annual targets strategically important for the Company's development are taken into account, which may in particular also consider non-financial performance criteria (including ESG targets).

Subject to any agreed specifications in the Executive Board service contract, the Supervisory Board shall decide on the selection of the performance criteria relevant for the criteria-based adjustment factor at its due discretion. Specific targets that may already be provided for as performance criteria of the STI or the multi-year bonus cannot be taken into account again with regard to the adjustment factor.

The possible inclusion of ESG targets, such as a high level of employee satisfaction or environmental aspects (e.g. CO₂ emissions), can also provide incentives to act sustainably also in the operating business and in the interests of all stakeholders of ATOSS Software AG. With regard to the promotion of the Company's business strategy and long-term development through other strategically important targets, please refer to the comments on the STI performance criteria.

In addition, it can be agreed that the modifier also takes into account extraordinary developments. This allows for consideration of any special situations (such as exceptional, far-reaching changes in the economic situation) that are not adequately captured in the performance criteria.

Before the beginning of each financial year, the Supervisory Board shall set annual targets of strategic importance for the modifier, including non-financial ESG targets where appropriate, and their weighting.

The modifier is determined by the Supervisory Board on the basis of adequate quantitative or qualitative surveys at its due discretion depending on the level of fulfilment of the defined performance criteria and the possible occurrence of extraordinary developments. The modifier factor may be between 0.9 and 1.1. The performance criteria and assessment of the extent to which annual targets have been achieved are explained in the Remuneration Report for the financial year in which an achievement of targets was determined. The same applies to any consideration of extraordinary developments.

3.2 Multi-year profit-share payment

In addition to the STI, the Executive Board members are granted a multi-year profit-share payment dependent on individual quality targets. The assessment period takes into account the contractual duration of the Executive Board member (contract term) and the calendar years or short calendar years falling within the contract term (so-called target periods) and provides for a staggered payment of a partial amount

depending on the multi-year average target achievement. The amount of the multi-year bonus granted per financial year in the event of 100% target achievement is specified in the Executive Board service contract.

Setting individual qualitative targets in strategically relevant divisions of the Company (such as Human Resources and Sales) sets performance incentives for the successful implementation of concrete measures to achieve strategic goals. Staggered assessment and pay-out periods promote sustainable target achievement and set incentives for consistent performance.

The achievement of operationally and/or strategically oriented individual targets in two or more strategically important target categories to ATOSS Software AG (e.g. personnel and sales) is decisive for the multi-year bonus. The relevant target categories are determined by the Supervisory Board, which also decides whether individual or collective categories apply to all Executive Board members. The concrete individual targets can include the following aspects in particular:

- strategic corporate development targets such as cloud transformation
- department-specific targets for the respective Executive Board member

Before the start of the target period, the Supervisory Board defines one or more individual targets for each target category for one target period. Each full calendar year or short calendar year falling within the contract term (in the case of a contract term deviating from calendar years, such as a contract start on 1 April, contract ending on 31 March) constitutes a target period. The target periods in the contract term are combined into two accounting periods. There is no subsequent change to the individual targets.

The target achievement is assessed and determined by the Supervisory Board within one month after the end of the respective target period, separately, for each target category, on the basis of suitable quantitative or qualitative surveys, using the target achievement points. The range of possible target achievement per target category is between 0% (no target achievement points) and 200% (20 target achievement points). Each target achievement point corresponds to a target achievement of 10% (examples: 5 points correspond to a target achievement of 50%, 12 points correspond to a target achievement of 120%).

Advances on the multi-year bonus can be paid in twelve equal monthly instalments up to a maximum of 50% of the target amount of the multi-year bonus (target achievement of 100%). After the end of a target period and the determination of target achievement, the multi-year bonus is paid out up to the amount of 100% target achievement (the average of individual targets per target period being decisive), with advances already paid being offset.

An average target achievement of more than 100% is carried forward as overperformance and is only paid out at the end of the respective accounting period (accounting period I or accounting period II), taking into account the bonus-malus regulation below:

- with an average overall target achievement across all individual targets of 0 to 30%, the adjusted overperformance is reduced by 25%.
- with an average overall target achievement across all individual targets of 170 to 200%, the adjusted outperformance increases by 25%.

The possibility of a reduction or increase (also in the case of maximum overperformance) of the multi-year bonus due to a possible application of the adjustment factor in the event of extraordinary developments (see below, clause III.3.4) remains unaffected.

In all other cases, the adjusted overperformance is paid out unchanged at the end of the respective accounting period.

The payment of the multi-year bonus can be made contractually subject to ATOSS Software AG reporting a net profit (HGB) for the respective accounting period. Furthermore, the payment of the multi-year bonus may be limited to the extent that the total amount of all variable remuneration elements to be paid to the Executive Board members does not exceed 50% of the net profit of ATOSS Software AG (HGB) reported in the respective accounting periods; any amounts exceeding this limit will be reduced equally for all Executive Board members.

3.3 Share-based remuneration component: Restricted Stock Units

In addition, individual Executive Board members receive a variable remuneration component with a long-term incentive effect in the form of virtual shares (Restricted Stock Units) (on exception to Executive Board members with an already existing qualified shareholding, see above, clause III.1). The remuneration element is settled in cash; there is no delivery of shares. The Restricted Stock Units are subject to a vesting period of up to 5 years, in which the availability is staggered over time based on the respective pay-out amount. The Executive Board members can only dispose of the full pay-out amounts after the expiry of a vesting period of up to five years.

The granting of share-based Restricted Stock Units with up to 5-year vesting contributes to an increased alignment of interests between Executive Board members and shareholders. This also promotes the strategic target of increasing the value of the Company in the long term.

The amount granted is determined in the Executive Board service contract. Restricted Stock Units are granted per appointment period or annually. At the beginning of an

appointment period or - in case of annual grant - of a financial year, a number of Restricted Stock Units equivalent to the grant amount is allocated to the Executive Board members. The specific number of Restricted Stock Units granted is determined by the average price of ATOSS Software AG shares (Xetra daily closing prices) in a three-month period prior to granting.

The first vesting period ends no later than 24 months after allocation of 20% of the originally granted Restricted Stock Units. The amount to be paid out is based on the average price of ATOSS Software AG shares (Xetra daily closing prices) in a three-month period prior to the end of the first vesting period.

The second vesting period will end no later than 48 months after allocation of a further 40% of the originally granted Restricted Stock Units. The amount paid out is based on the average price of ATOSS Software AG shares (Xetra daily closing prices) over a three-month period prior to the end of the second vesting period.

The third and final vesting period will end no later than 60 months after allocation of the remaining 40% of the originally granted Restricted Stock Units. The amount paid out is based on the average price of ATOSS Software AG shares (Xetra daily closing prices) over a three-month period prior to the end of the third vesting period.

The payments from the share-based remuneration component are limited to a maximum of 200% (or a maximum of 220% in case of adjustment factor for the case of extraordinary developments (clause III.3.4 with a factor of 1.1 is used) of the amount granted.

The payments are due within ten banking days after the end of the respective vesting period. Contractually, a suspension of the vesting periods can be agreed for periods in which the service contractual obligation of the Executive Board member is suspended. Consideration of capital measures and dividend distributions during the vesting periods is governed by the agreements in the Executive Board service contract. Customary commercial provisions can also be agreed there.

3.4 Adjustment factor for extraordinary developments

With regard to the multi-year bonus (clause III.3.2) and the share-based remuneration component (clause III.3.3), it can be agreed in the Executive Board service contract that any extraordinary developments that may occur are taken into account by a modifier (factor: 0.9 to 1.1). In this case, relevant particular situations may also be taken into account separately for these remuneration elements by the Supervisory Board at its due discretion. In the case of a pay-out adjustment, this will be specifically justified in the Remuneration Report.

IV. Deferral periods for the payment of remuneration components

The multi-year bonus is generally paid out after the target periods have expired and the targets have been set (taking into account payments made in advance). In the event of target achievement of more than 100%, the portion of the multi-year bonus attributable to this overperformance is withheld until the end of the regular multi-year accounting period and only paid out subject to the average overall target achievement during the respective accounting period.

The staggered payment of the share-based remuneration component (Restricted Stock Units) is described in clause III.3.3, to which reference is made.

Due to the possibility of withholding variable remuneration that has not yet been paid out (malus), reference is made to the following explanations in paragraph V.

V. Company's possibility to withhold variable remuneration components

The Supervisory Board is entitled to withhold the payment amounts from variable remuneration components (annual bonus, multi-year bonus and/or share-based remuneration component) in whole or in part under certain conditions (malus).

If an Executive Board member commits a serious breach of statutory or contractual duties as specified in the Executive Board service contract, at least through gross negligence, the Supervisory Board shall be entitled to partially or fully reduce the unpaid variable remuneration, at its discretion.

Legal claims, such as the possibility of claiming damages, remain unaffected by this.

VI. Share-based remuneration

The Restricted Stock Units described in clause III.3.3 are to be regarded as a share-based remuneration component within the meaning of § 87a (1) sentence 2 no. 7 AktG. For further information provided in this respect, please refer to the presentation in clause III.3.3.

VII. Remuneration-related legal transactions

1. Terms and conditions regarding the termination of remuneration-related legal transactions, including the respective notice periods

Executive Board service contracts are concluded for a fixed term and accordingly do not provide for an ordinary termination option. The Executive Board service contracts of the current Executive Board members are based on the following terms and termination provisions:

The Executive Board service contract of the Executive Board's Chairman, Mr. Andreas F.J. Obereder, shall terminate on 31 December 2023. In the event of a possible early dismissal

for cause (§ 84(3) AktG), Mr Obereder's contract shall also end. The same shall apply in the event of a possible dissolution of the Company. The Executive Board service contract of Mr Dirk Häußermann shall terminate on 31 March 2024. The Executive Board service contracts of Mr Christof Leiber and Mr Pritim Kumar Krishnamoorthy shall both terminate on 30 June 2026.

2. Dismissal compensation

The Executive Board service contracts do not provide for any severance entitlements or other dismissal compensation. However, the current Executive Board agreements in force with Mr. Dirk Häußermann, Mr. Pritim Kumar Krishnamoorthy and Mr. Christof Leiber provide for remuneration of one twelfth of the basic salary and variable remuneration per month during the period of release in the event of revocation of the appointment, resignation or termination, assuming a target achievement level of 100%.

3. Retirement schemes

The main features of the retirement schemes are explained in the context of the information given in clause III.2.2.

VIII. Consideration of employees' remuneration and employment conditions when determining the remuneration system

The Supervisory Board regularly reviews the appropriateness of the remuneration of the Executive Board members, inter alia, by means of a comparison with the Company's internal remuneration structure (vertical comparison). When assessing appropriateness in vertical terms, the remuneration of the Executive Board is compared with the remuneration of the reporting level below the Executive Board (defined upper management circle: management board, i.e. managers in the ATOSS Group with a level greater than 7) and the total workforce of ATOSS Software AG and its German Group companies. In this vertical comparison framework, the Supervisory Board particularly consider the relation between the Executive Board remuneration and the remuneration of the named employees over time.

IX. Procedures for establishing, implementing and reviewing the remuneration system

The Supervisory Board shall adopt a clear and comprehensible remuneration system for the Executive Board members and submit the adopted remuneration system to the General Meeting for approval.

The Supervisory Board reviews the remuneration system and the appropriateness of the Executive Board's remuneration at its due discretion on a regular basis and, if necessary, also on an ad hoc basis - at least every four years. For this purpose, on the one hand, a vertical comparison is made between the remuneration of the Executive Board and the remuneration of the workforce (cf. already under paragraph VIII.). In addition, the remuneration amount and structure is compared with a peer group defined by the Supervisory Board of companies usually listed (SDAX companies) that,

inter alia, have a comparable market position and whose composition is published (so-called horizontal comparison).

As part of the review, the Supervisory Board consults external remuneration experts and other advisors as necessary. In doing so, the Supervisory Board pays attention to the independence of the external remuneration experts and consultants from the Executive Board and takes precautions to avoid conflicts of interest. Should a conflict of interest arise during the establishment or implementation or review of the remuneration system, the Supervisory Board will deal with it in the same way as other conflicts of interest, in the person of a Supervisory Board member (in particular by abstaining from voting on resolutions).

In the event of significant changes, but at least every four years, the remuneration system shall be submitted to the General Meeting again for approval. If the General Meeting does not approve the submitted system, the Supervisory Board shall submit a reviewed remuneration system to the General Meeting for approval at the following Ordinary General Meeting at the latest.

The Supervisory Board may temporarily deviate from the remuneration system (procedures and regulations governing the remuneration structure) and its individual components or introduce new remuneration components if this is necessary in the interests of the long-term welfare of ATOSS Software AG. Under the above circumstances, the Supervisory Board also has the right to grant special payments to newly joining Executive Board members, to compensate for salary losses from a previous employment relationship or to cover costs arising from a change of location. Deviations may also temporarily lead to a deviating maximum remuneration amount. A deviation from the remuneration system is only possible on the basis of a corresponding Supervisory Board resolution that establishes the exceptional circumstances and necessity of a deviation. In the event of a deviation, the Remuneration Report shall specify the concerned components of the remuneration system from which the deviation was made and explain the necessity of the deviation (§ 162(1) sentence 2 no. 5 AktG).

D. Amount of the Executive Board remuneration in the 2021 financial year

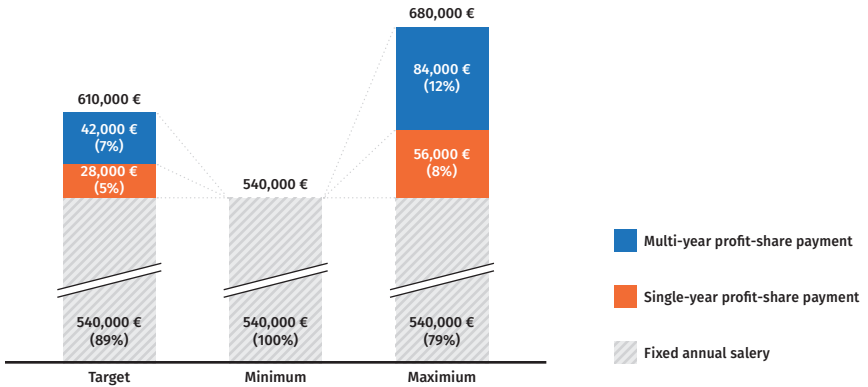
1. Remuneration of the Executive Board members active in the financial year

1.1 Target agreements

Chief Executive Officer (CEO) Andreas F.J. Obereder

The Executive Board contract of the Chairman, Mr Andreas F.J. Obereder, was concluded for a term of five years, with effect from 01 January 2019 until 31 December 2023. The variable remuneration targets agreed therein are divided into 40% one-year targets and 60% multi-year targets over a period of three years. The one-year targets include turnover and profit targets in equal parts. The multi-year targets include quantitative revenue targets over the period 2019-2021 and 2022-2024 respectively and are capped at 200%. Furthermore, Mr. Andreas F.J. Obereder is granted the following contractually stipulated fringe benefits: Company car for private and business use, allowance for contributions to private health and long-term care insurance, contributions to loss liability insurance (D&O insurance), accident insurance and dread disease insurance.

The target as well as minimum and maximum remuneration in the 2021 financial year for the Executive Board’s Chairman, Mr Andreas F.J. Obereder, is as follows:



The entitlement to the one-year bonus, which depends on the »Group turnover«, develops linearly, from 0 euros to 50% of the agreed one-year target bonus, between the following key figures: (turnover plan -10%) and (turnover plan +0%). In principle, over achievement is possible by linear continuation of the above rule, up to over-achievement by another 50% of the one-year target bonus, but limited to the extent that the Group turnover may not exceed 20 times the EBIT.

The entitlement to the one-year bonus, which depends on the »Group EBIT«, develops linearly from 0 euros to 50% of the agreed one-year target bonus between the following benchmarks: (EBIT plan -50%) and (EBIT plan +0%). Up to overachievement of the EBIT plan by 50% linearly, this results in a correspondingly increased one-year bonus of a maximum of 50% of the one-year target bonus.

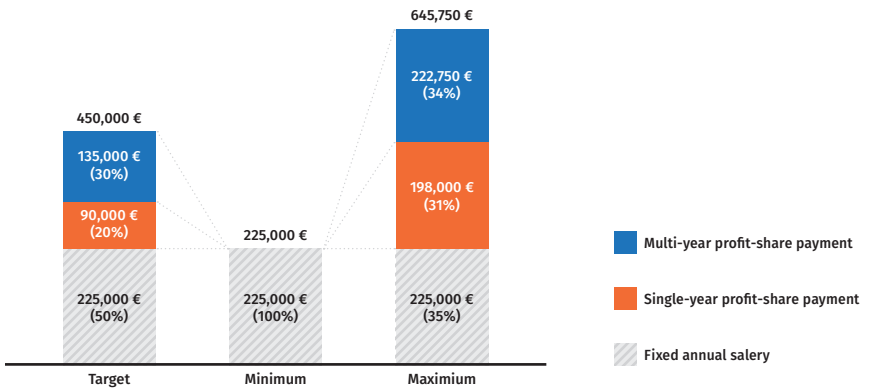
The entitlement to 100% of the multi-year bonus develops linearly from 0% - 100% between the benchmarks of an average Group turnover growth of 5% and 10% p.a. The entitlement to a further 100% of the quantitative target bonus also develops linearly between the benchmarks of an average Group turnover growth of 10% p.a. and 14% p.a. The unweighted average over the three-year period is decisive in each case. The multi-year bonus is capped at 200%.

For the »Group Turnover« and »Group EBIT« performance indicators relevant to the one-year target for the financial year 2021, the 2021 target achievement rates were 144% and 137%, respectively, with »Group Turnover« of 97.1 million euros and »Group EBIT« of 27.2 million euros. For the multi-year target, based on »average Group revenue growth for the 2019-2021 period« as the performance indicator, a target achievement rate of 200% was reached with Group turnover growth over the last three financial years of 16%.

Executive Board member (Co-CEO) Dirk Häußermann (since 01.04.2021)

The Executive Board contract of the member and Co-CEO, Mr Dirk Häußermann, was concluded with effect from 01 April 2021 for a term of three years until 31 March 2024. The remuneration targets agreed therein are divided into 40% one-year targets and 60% multi-year targets over a period of three years. The one-year targets include turnover and profit targets in equal parts and are capped at 200% (or 220% in case of applying a modifier with a factor of 1.1). The multi-annual targets are based on a multi-annual assessment basis, which is determined on the basis of qualitative targets. Furthermore, Mr. Dirk Häußermann is granted with the following contractually stipulated fringe benefits: Company car for private and business use, allowance for contributions to private health and long-term care insurance, contributions to loss liability insurance (D&O insurance) and accident insurance.

The pro rata target, minimum and maximum remuneration in the 2021 financial year (01.04.2021 to 31.12.2021) for the Co-CEO Mr Dirk Häußermann is as follows:



The relevant performance indicators for the 2021 one-year target are »Group turnover« and »Group EBIT« for the 2021 financial year. For the modifier, two equally weighted annual targets were established (annual target 1: effectiveness in developing International Sales, annual target 2: effectiveness in developing the organisational development targets in the area of Alliance & SMEs).

The entitlement to the one-year bonus, which depends on the »Group turnover«, develops linearly, from 0 euros to 50% of the agreed one-year target bonus, between the following key figures: (turnover plan -10%) and (turnover plan +0%). In principle, over achievement is possible by linear continuation of the above rule, up to over-achievement by another 50% of the one-year target bonus, but limited to the extent that the Group turnover may not exceed 20 times the EBIT.

The entitlement to the one-year bonus, which depends on the »Group EBIT«, develops linearly from 0 euros to 50% of the agreed one-year target bonus between the following benchmarks: (EBIT plan -50%) and (EBIT plan +0%). Up to overachievement of the EBIT plan by 50% linearly, this results in a correspondingly increased one-year bonus of a maximum of 50% of the one-year target bonus.

For the 2021-2023 multi-year target, the equally weighted performance indicators of »Software licence incoming order outside DACH (2021-2023)« and »Group revenue in 2023« were set.

The entitlement to the multi-year bonus based on the »Software licence incoming order« increases linearly from 0 euros to 200% (cap on overperformance), but a claim for payment only arises if the minimum is exceeded (80% of the target value). If the minimum is not reached, the multi-year bonus, insofar as it depends on the »Software licence incoming order 2021-2023 outside DACH«, is valued at 0 euros.

The entitlement to the multi-year bonus based on ATOSS Group sales (excluding acquisitions) in the 2023 financial year increases from 0 euros linearly to 130% (cap on overperformance), but a payment entitlement only arises if the minimum is exceeded (90% of the target value). If the minimum is not reached, the multi-year bonus, insofar as it depends on ATOSS Group sales in 2023, is valued at 0 euros.

The multi-year bonus is capped at 200%.

For the »Group Turnover« and »Group EBIT« performance indicators relevant to the one-year target for the financial year 2021, the 2021 target achievement rates were 144% and 137%, respectively, with »Group Turnover« of 97.1 million euros and »Group EBIT« of 27.2 million euros. The two modifiers set for the 2021 one-year targets were 100% achieved.

In the case of the multi-year target, based on both the »software licence incoming order outside DACH (2021-2023)« and the »consolidated revenue in 2023« in equal parts as performance indicators, 100% of the target value was achieved for the »software licence incoming order outside DACH (2021-2023)« as at 31.12.2021 over the entire period from 2021 to 2023.

In addition, Mr Dirk Häußermann receives a further variable remuneration component with a long-term incentive effect in the form of virtual stock options (phantom options) via AOB Invest GmbH, Grünwald, Germany (the ultimate parent Company of ATOSS Software AG, Munich). For this purpose, an agreement was concluded between AOB Invest GmbH and Mr. Dirk Häußermann regarding the granting of a long-term incentive. The agreement entitles Mr. Dirk Häußermann directly to the profit he would have realised after exercising stock options in the event of the sale of his shares (after deduction of

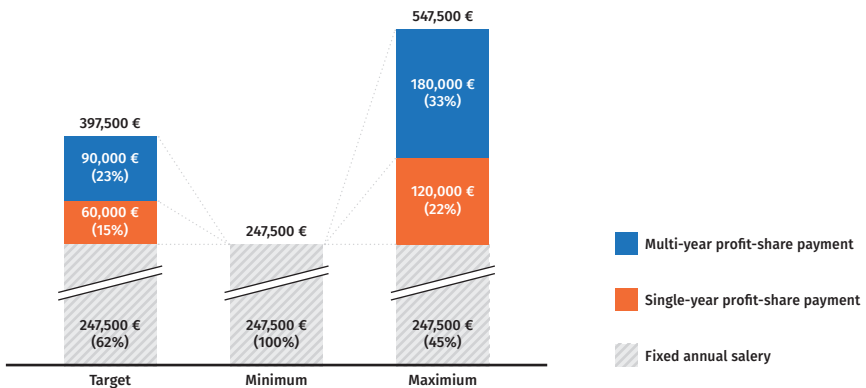
the initial value and any taxes and/or charges). In accordance with the agreement reached, AOB Invest GmbH granted Mr. Dirk Häußermann 42,000 phantom options at a fixed base price of 130 euros per share. The phantom options are subject to a 5-year vesting period, in which the availability of the respective pay-out amount is staggered over time. Mr. Dirk Häußermann can only dispose of the full pay-out amount after a 5-year vesting period has expired.

The first vesting period ends after 24 months with the allocation of 20% of the phantom options granted, the second vesting period ends after 36 months with the allocation of a further 20% of the phantom options granted, the third vesting period ends after 48 months with the allocation of a further 30% of the phantom options granted and the fourth vesting period ends after 60 months with the allocation of the last 30% of the phantom options granted. Phantom options may be exercised in particular after termination of the Executive Board service contract or after five years of service for ATOSS as Executive Board member. Phantom options can be exercised in the event of an exit event, provided that the minimum increase in the ATOSS share price at the time of exercise is at least 30% compared to the fixed base price of 130 euros (performance hurdle). The pay-out from the share-based remuneration component is determined according to the following formula and is limited to a maximum amount of 200 euros per phantom option: number of phantom options invested x average value = amount to be paid out. The average value is defined as the average price of a share in the period of three months before the exit event minus 130 euros.

Executive Board member (CFO) Christof Leiber

The Executive Board contract of the member and CFO, Mr Christof Leiber, dated 30 June/5 July 2016, which was still in force until 31 March 2022, was replaced by a new Executive Board service contract with effect from 1 July 2021 by resolution of the Supervisory Board on 26 April 2021 and extended by four years and three months until 30 June 2026. The remuneration targets agreed therein are divided into 40% one-year targets and 60% multi-year targets over a period of three years. The one-year targets include turnover and profit targets in equal parts. The multi-year targets include quantitative turnover targets and are capped at 200%. Furthermore, the following contractually stipulated fringe benefits are granted to Mr Christof Leiber: Company car for private and business use, pension benefits, allowance for contributions to private health and long-term care insurance, contributions to loss liability insurance (D&O insurance) and accident insurance.

The target as well as minimum and maximum remuneration (excluding Restricted Stock Units) for the CFO, Mr Christof Leiber, in the 2021 financial year, is as follows:



The entitlement to the one-year bonus, which depends on the »Group turnover«, develops linearly, from 0 euros to 50% of the agreed one-year target bonus, between the following key figures: (turnover plan -10%) and (turnover plan +0%). In principle, over achievement is possible by linear continuation of the above rule, up to overachievement by another 50% of the one-year target bonus, but limited to the extent that the Group turnover may not exceed 20 times the EBIT.

The entitlement to the one-year bonus, which depends on the »Group EBIT«, develops linearly from 0 euros to 50% of the agreed one-year target bonus between the following benchmarks: (EBIT plan -50%) and (EBIT plan +0%). Up to overachievement of the EBIT plan by 50% linearly, this results in a correspondingly increased one-year bonus of a

maximum of 50% of the one-year target bonus.

For the assessment of the 2021 multi-year bonus, a bonus plan with equally weighted targets in the three target categories of »IT & Human Resources«, »Sales« and »Other Strategic Topics« was agreed with Mr Christof Leiber. The assessment of the above three target categories is carried out equally for each category and is combined into an overall assessment of target achievement. The assessment of target achievement with regard to the respective target period is carried out according to the following scale: 1 point = 10% target achievement, 2 points = 20% - 20 points = 200%

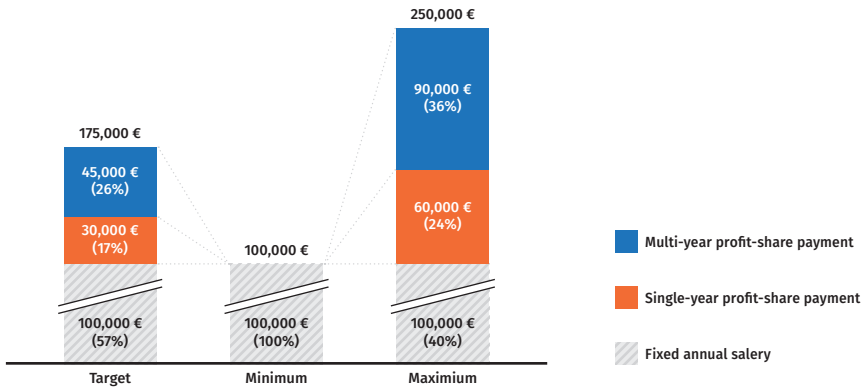
For the »Group Turnover« and »Group EBIT« performance indicators relevant to the one-year target for the financial year 2021, the 2021 target achievement rates were 144% and 137%, respectively, with »Group Turnover« of 97.1 million euros and »Group EBIT« of 27.2 million euros. In the case of the multi-year target, which relates to the three target categories of »IT & Human Resources«, »Sales« and »Other Strategic Topics«, a target achievement of 140% was achieved with 14 points.

In addition, Mr Christof Leiber was granted virtual shares (Restricted Stock Units) with an equivalent value of 1.0 million euros on 1 July 2021. The share-based payment component is settled in cash. There will be no delivery of shares. The Restricted Stock Units are subject to a 5-year vesting period, in which the vesting is staggered over time based on the respective pay-out amount. The first vesting period will end on 30 June 2023 with 10%, the second vesting period on 30 June 2025 with a further 20% and the third and final vesting period on 30 June 2026 with the remaining 70%. The cash settlement is limited to the expiry of the last vesting period or to the case of prior withdrawal and, in this case, limited to the part subject to vesting at that time. At the granting date, the average price of the shares (Xetra daily closing prices) of ATOSS Software AG over the last three months was 172.86 euros per share. The number of virtual shares granted thus amounts to 5,785 shares. The payments of this share-based remuneration component are limited to a maximum of 3.0 million euros.

Executive Board member (CTO) Pritim Kumar Krishnamoorthy (since 01.07.2021)

The Executive Board contract of the member and CTO Mr Pritim Kumar Krishnamoorthy was concluded with effect from 01 July 2021 for a term of five years until 30 June 2026. The remuneration targets agreed therein are divided into 40% one-year targets and 60% multi-year targets over a period of three years. The one-year targets include turnover and profit targets in equal parts and are capped at 200% (or 220% in case of applying a modifier with a factor of 1.1). The multi-year targets are based on a multi-year assessment basis that is determined on the basis of qualitative targets.

The pro rata target, minimum and maximum remuneration (01.07.2021 to 31.12.2021) in the 2021 financial year for the CTO Mr Pritim Kumar Krishnamoorthy is as follows:



The relevant performance indicators for the 2021 one-year target are »Group turnover« and »Group EBIT« for the 2021 financial year. For the modifier, an annual target (efficiency in implementation of R&D targets according to the CTO’s target agreement prior to appointment to the Executive Board)) was set as the modifier.

The entitlement to the one-year bonus, which depends on the »Group turnover«, develops linearly, from 0 euros to 50% of the agreed one-year target bonus, between the following key figures: (turnover plan -10%) and (turnover plan +0%). In principle, over achievement is possible by linear continuation of the above rule, up to overachievement by another 50% of the one-year target bonus, but limited to the extent that the Group turnover may not exceed 20 times the EBIT.

The entitlement to the one-year bonus, which depends on the »Group EBIT«, develops linearly from 0 euros to 50% of the agreed one-year target bonus between the following benchmarks: (EBIT plan -50%) and (EBIT plan +0%). Up to overachievement of the EBIT plan by 50% linearly, this results in a correspondingly increased one-year bonus of a

maximum of 50% of the one-year target bonus.

For the assessment of the 2021 multi-year bonus, a bonus plan with equally weighted targets in the three target categories of »Cloud Transformation«, »Organisational Development I&D« and »Other Strategic Topics« was agreed with Mr Pritim Kumar Krishnamoorthy. The assessment of the above three target categories is carried out equally for each category and is combined into an overall assessment of target achievement. The assessment of target achievement with regard to the respective target period is carried out according to the following scale: 1 point = 10% target achievement, 2 points = 20% - 20 points = 200%

For the »Group Turnover« and »Group EBIT« performance indicators relevant to the one-year target for the financial year 2021, the 2021 target achievement rates were 144% and 137%, respectively, with »Group Turnover« of 97.1 million euros and »Group EBIT« of 27.2 million euros. The modifier set for the 2021 one-year target was achieved at 100%. For the multi-year target, which relates to the three target categories of »Cloud Transformation«, »Organisational Development I&D« and »Other Strategic Topics«, a target achievement of 97% was achieved.

In addition, Mr Pritim Kumar Krishnamoorthy was granted virtual shares (Restricted Stock Units) with an equivalent value of 1.0 million euros on 01 July 2021. The share-based payment component is settled in cash. There will be no delivery of shares. The Restricted Stock Units are subject to a 5-year vesting period, in which the vesting is staggered over time based on the respective pay-out amount. The first vesting period will end on 30 June 2023 with 10%, the second vesting period on 30 June 2025 with a further 20% and the third and final vesting period on 30 June 2026 with the remaining 70%. The cash settlement is limited to the expiry of the last vesting period or to the case of prior withdrawal and, in this case, limited to the part subject to vesting at that time. At the granting date, the average price of the shares (Xetra daily closing prices) of ATOSS Software AG over the last three months was 172.86 euros per share. The number of virtual shares granted thus amounts to 5,785 shares. The payments of this share-based remuneration component are limited to a maximum of 3.0 million euros.

1.2 Remuneration granted and owed in the 2021 financial year

The following tables show the remuneration granted and owed to each Executive Board member individually in the 2021 financial year under § 162(1) sentence 1 AktG. Accordingly, the tables contain all amounts granted and owed to the individual Executive Board members in the reporting period for the work performed. This is the case for the annual bonus and the multi-year bonus if the performance conditions underlying the remuneration are met. Therefore, the annual bonus for the 2021 financial year as well as the multi-year bonus for which the targets are met in the 2021 financial year are shown as remuneration granted.

The details are divided into fixed and variable remuneration components. The variable remuneration elements are divided into the one-year and the multi-year variable remuneration.

Chief Executive Officer (CEO) Andreas F.J. Obereder

2021	in €	share
Fixed remuneration components		
Fixed annual salary	540,000	68%
Fringe benefits	130,737	16%
Total fixed remuneration	670,737	84%
Variable remuneration components		
Singl-year profit-share payment (STI)	39,287	5%
Multi-year profit-share payment	84,000	11%
Total variable components	123,287	16%
Total remuneration	794,024	100%

Executive Board member (Co-CEO) Dirk Häußermann (since 01.04.2021)

2021	in €	share
Fixed remuneration components		
Fixed annual salary	225,000	48%
Fringe benefits	11,514	2%
Total fixed remuneration	236,514	51%
Variable remuneration components		
Singl-year profit-share payment (STI)	126,280	27%
Multi-year profit-share payment	101,250	22%
Total variable components	227,530	49%
Total remuneration	464,044	100%

Executive Board member (CFO) Christof Leiber

2021	in €	share
Fixed remuneration components		
Fixed annual salary	247,500	50%
Fringe benefits*	36,722	7%
Total fixed remuneration	284,222	57%
Variable remuneration components		
Singl-year profit-share payment (STI)	84,187	17%
Multi-year profit-share payment	126,000	25%
Total variable components	210,187	43%
Total remuneration	494,409	100%

* incl. amounts to direct insurance (1,752 euros) and staff pension insurance (3,216 euros)

Executive Board member (CTO) Pritim Kumar Krishnamoorthy (since 01.07.2021)

2021	in €	share
Fixed remuneration components		
Fixed annual salary	100,000	51%
Fringe benefits	8,105	4%
Total fixed remuneration	108,105	55%
Variable remuneration components		
Singl-year profit-share payment (STI)	42,093	22%
Multi-year profit-share payment	45,000	23%
Total variable components	87,093	45%
Total remuneration	195,198	100%

2. Pension payments

For the benefit of Executive Board members Dirk Häußermann, Christof Leiber and Pritim Krishnamoorthy, ATOSS Software AG grants an employer-financed occupational pension scheme in the form of a defined contribution plan based on reinsurance, as a standard pension plan. The Company makes monthly contributions to an external provider for this purpose under the defined contribution plan. For the amount of contributions paid per Executive Board member in 2021, see table below. Furthermore, a commitment exists for Mr Christof Leiber via a staff pension insurance (Pensionskasse) and a direct insurance. For the amount of the contributions paid, see also the table below.

For the Executive Board's Chairman Andreas F.J. Obereder, there is a vested pension commitment that qualifies as a defined benefit plan. There were no changes to this commitment in the 2021 financial year. According to this plan, pension payments start at the age of 65. The coverage is granted for life. The total amount for the pension

entitlements acquired by active Executive Board members in the 2021 financial year of 133,076 euros (previous year: -24,093 euros) according to HGB and 318,391 euros (previous year: 312,804 euros) according to IFRS was taken into account in personnel expenses (service cost).

As at 31 December 2021, the following pension entitlement exists under the German Commercial Code (HGB) and IFRS, and the following contributions were made to the pension fund, direct insurance and staff pension insurance:

	HGB		IFRS	
	Service cost	Settlement amount of the pension obligation	Service cost	Present value of pension obligation
in €	2021	12/31/2021	2021	12/31/2021
Andreas F.J. Obereder	133,076	9,063,915	318,391	10,670,653
Dirk Häußermann ¹⁾	27,000		27,000	
Christof Leiber ¹⁾	36,000		36,000	
Pritim Kumar Krishnamoorthy ¹⁾	18,000		18,000	

¹⁾ Contributions to the pension fund

3. Remuneration of retired Executive Board members in the reporting year

There was no remuneration of Executive Board members who left the Executive Board in the 2021 financial year.

4. Information on the relative development of the Executive Board remuneration, the remuneration of the other employees and the earnings trend of the Company

The following overview presents the relative development in the remuneration granted and owed to Executive Board members active in the reporting year, the average remuneration of the employees in Germany over the last five financial years (employees within the meaning of the German Works Council Constitution Act (BetrVG), for ATOSS Software AG, Munich) on a full-time equivalent basis, and selected key earnings figures of ATOSS Software AG compared with the previous year. The remuneration of the Executive Board members included in the table is the remuneration granted and owed.

The earnings trend is generally presented on the basis of the development in consolidated sales and consolidated EBIT of ATOSS Software AG (IFRS consolidated financial statements basis) and turnover of ATOSS Software AG (HGB individual financial statements basis). As key performance indicators for the Group, both financial ratios also form the basis for the financial targets in the variable remuneration of the Executive Board.

Development of the Executive Board remuneration in relation to the earnings trend of the Company, the ATOSS employees and in relation to remuneration in Germany

	2020	2021	Change
Remuneration members of the Management Board	in €	in €	
Andreas F.J. Obereder (CEO)	798,240	794,024	-0.5%
Dirk Häußermann (since 04/01/2021) (Co-CEO)	-	464,044	-
Christof Leiber (CFO)	484,288	494,409	2.1%
Pritim Kumar Krishnamoorthy (since 07/01/2021) (CTO)	-	195,198	-
Remuneration members of the Supervisory Board	in €	in €	
Moritz Zimmermann	60,000	60,000	0.0%
Rolf Baron Vielhauer von Hohenhau	20,000	30,000	50.0%
Klaus Bauer	10,000	30,000	200.0%
Earnings development	in T€	in T€	
Sales (IFRS-ATOSS Group)	86,053	97,066	12.8%
EBIT (IFRS-ATOSS Group)	26,165	27,244	4.1%
Sales (HGB-Local GAAP)	87,118	96,608	10.9%
Average earnings of ATOSS employees on a full-time equivalent basis in Germany (gross)*	79,701	79,581	-0.2%
Average gross annual earnings of full-time employees in Germany in the information and communication sector (gross)**	69,518	69,024	-0.7%

* without extra payment

** according to studies by Statista (2021: Average gross monthly earnings (including special payments) of full-time employees by economic sector in the 3rd quarter of 2021; 2020: Average gross annual earnings (including special payments) of full-time employees in 2020)

5. Review of the appropriateness of Executive Board remuneration

In the 2021 financial year, the Supervisory Board again carried out and confirmed the appropriateness of the remuneration on the basis of the vertical comparison described in clause C. VIII.

E. Remuneration of the Supervisory Board members

Structure of Supervisory Board remuneration

The remuneration of the Supervisory Board of ATOSS Software AG is laid down in § 12 of the Articles of Association. The current remuneration system for Supervisory Board members of ATOSS Software AG has been in force since the 2021 financial year and was adopted by the Ordinary General Meeting on 30 April 2021 with a majority of 99.70%.

The ordinary Supervisory Board members receive a remuneration of euros 20,000 for each financial year and an attendance fee for ordinary Supervisory Board meetings of 1,500 euros per meeting. The Supervisory Board's Chairman shall be paid an additional remuneration of 40,000 euros for the current and each subsequent full financial year and the Deputy Chairman of the Supervisory Board shall be paid an additional remuneration of 10,000 euros for the current and each subsequent full financial year. The Chairman of the Audit Committee shall be paid an additional remuneration of 10,000 euros for the current and each subsequent full financial year. Supervisory Board members who do not belong to the Supervisory Board for the full financial year or who do not chair or deputy chair the Supervisory Board or chair the Audit Committee for the full financial year shall receive lower remuneration, according to the time required. The remuneration as well as the attendance fees shall be paid plus the respective statutory value added tax.

In addition, the Supervisory Board members shall be reimbursed for their expenses and any value added tax payable on the remuneration. The share of fixed remuneration components in the total remuneration amounts to 100%.

The remuneration shall be paid after the end of the respective financial year. Supervisory Board members who are Supervisory Board members only for part of the financial year or who do not chair or deputy chair the Supervisory Board or chair the Audit Committee for the full financial year shall receive a lower remuneration, according to the time required.

Remuneration granted and owed in the 2021 financial year

The expenses for the fixed remuneration and the remuneration for the Audit Committee activities of the Supervisory Board amounted to 120,000 euros in the 2021 financial year (previous year: 90,000 euros).

The following table shows the amounts attributable to individual Supervisory Board members as well as the relative development of the total remuneration compared to the previous year.

Other remuneration for attendance fees amounted to 18,000 euros (previous year: 15,000 euros).

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	2021					Change 2021 vs. 2020
	Fixed remuneration		Attendance allowances		SB-remuneration total	
	in €	share	in €	share	in €	
Moritz Zimmermann	60,000	50%	6,000	33%	66,000	0%
Rolf Baron Vielhauer von Hohenhau	30,000	25%	6,000	33%	36,000	38%
Klaus Bauer	30,000	25%	6,000	33%	36,000	177%
Total	120,000	100%	18.000	100%	138,000	31%

	2020				
	Fixed remuneration		Attendance allowances		SB-remuneration total
	in €	share	in €	share	in €
Moritz Zimmermann	60,000	67%	6,000	40%	66,000
Rolf Baron Vielhauer von Hohenhau	20,000	22%	6,000	40%	26,000
Klaus Bauer	10,000	11%	3,000	20%	13,000
Total	90,000	100%	15,000	100%	105,000

Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To ATOSS Software AG, München

Opinion

We have formally audited the remuneration report of the ATOSS Software AG, München, for the financial year from January 1st to December 31st 2021 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the “Auditor’s Responsibilities” section of our auditor’s report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard - IDW QS 1]. We have complied with the professional duties pursuant to the the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

München, February 25th, 2022

PricewaterhouseCoopers GmbH

Wirtschaftsprüfungsgesellschaft

Sebastian Stroner

Wirtschaftsprüfer

(German Public Auditor)

ppa. Johanna Schano

Wirtschaftsprüferin

(German Public Auditor)

2. Written report of the Executive Board under § 71(1) no. 8 sentence 5 AktG in conjunction with § 186(4) sentence 2 AktG on agenda item 8 on the reasons for authorisation of the Executive Board to exclude the shareholders' right to tender in the acquisition and shareholders' subscription rights in the use of treasury shares

§ 71(1) no. 8 of the German Stock Corporation Act provides for the possibility of acquiring treasury shares, up to a total of 10% of the share capital, on the basis of an authorisation by the General Meeting.

Under §71(1) no. 8 AktG, in order to acquire treasury shares, the Company requires a special authorisation by the General Meeting, unless the acquisition is expressly permitted by law. The last authorisation granted by the General Meeting on 28 April 2017 to acquire treasury shares expires before the General Meeting and is to be renewed.

The proposed resolution on item 8 of the agenda provides for authorising the Executive Board, with the Supervisory Board's prior consent, to acquire treasury shares representing a maximum of 10% of the share capital existing at the time the resolution is passed or - if this value is lower - at the time the authorisation is exercised. The acquisition must be made on the stock exchange, on the basis of a public purchase offer addressed to all shareholders or on the basis of a public invitation to all shareholders to submit offers for sale. The principle of equal treatment under Company law must be observed in each case. In the case of the public invitation to all shareholders to submit offers for sale, the addressees of this invitation can decide how many shares they would like to offer to the Company and at what price (if a price range is specified).

If the acquisition is made by means of a public purchase offer addressed to all shareholders or by means of a public invitation to submit offers for sale, the volume of the offer or the invitation to submit offers for sale may be limited. This may result in the quantity of Company shares offered by the shareholders exceeding the quantity of shares sought by the Company. In this case, an allocation must be made according to quotas. For this, it should be possible to make a division in proportion to the relevant subscribed or offered shares (tender quotas) instead of according to participation quotas, because the acquisition procedure can be handled better technically in this way within an economically reasonable framework. In addition, it shall be possible to provide for preferential acceptance of small numbers of up to 100 tendered shares per shareholder. This possibility serves to avoid fractional amounts when determining the quotas to be acquired and small residual amounts and thus to facilitate the technical processing of the share buyback. A de facto impairment of small shareholders can also be avoided in this way. Finally, it shall be possible to provide for rounding according to commercial principles to avoid mathematical fractions of shares. To this extent, the acquisition ratio and number of shares to be acquired by individual tendering shareholders may be rounded off, as necessary, to represent the whole share acquisition, in terms of settlement. The Executive Board and the Supervisory Board consider the exclusion of any further tender rights of the shareholders to be objectively justified.

The respective price offered or the limits of the purchase price range per share determined by the Company (excluding incidental acquisition costs) may not exceed the average of the closing prices of the Company's shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last five trading days before the day of the public announcement of the public offer or the public invitation to submit sales offers exceed 10% and not fall below 20%. If, after the publication of a public offer addressed to all shareholders or a public invitation to all shareholders to submit offers for sale, there are significant deviations in the relevant price, the purchase offer or the invitation to submit offers for sale may be adjusted. In this case, the average price of the five trading days prior to the public announcement of the adjustment shall be used. The purchase offer addressed to all shareholders or the invitation to submit offers for sale addressed to all shareholders may provide for further conditions.

The possibility of selling or using treasury shares, which is also proposed, serves to simplify the raising of funds. Under § 71(1) no. 8 sentence 5 AktG, the General Meeting may also authorise the Executive Board to dispose of the shares in a form other than via the stock exchange or on the basis of an offer to all shareholders. According to the proposed resolution, the Executive Board requires the prior consent of the Supervisory Board for the use of treasury shares.

The subscription right may be excluded according to the possibility proposed here under agenda item 8, clause 8.3 (ii) in the event of an issue to third parties against cash consideration in order to list the Company's shares on a foreign stock exchange on which the Company's shares have not previously been admitted to trading. The Company faces strong competition on the international capital markets. Adequate equity capitalisation is of paramount importance for the future business development of the Company. Therefore, it may be necessary for the Company to expand its shareholder base abroad. In order to tap foreign capital markets, an investment in the Company's shares must be attractive to foreign shareholders. In this context, it may become necessary to list the Company's shares for trading on a foreign stock exchange. This can be supported by the acquisition of treasury shares and the placement of these shares as part of the IPO.

In the alternative proposed under agenda item 8, clause 8.3 (iii), it is a condition that the treasury shares are sold under § 186(3) sentence 4 AktG at a price that is not significantly lower than the stock exchange price of the Company's shares with essentially the same features that are already listed at the time of the sale. Hereby, use is made of the legally permissible and practically usual possibility of a simplified exclusion of subscription rights. The idea of protecting shareholders from dilutive effects is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant stock exchange price. The final assessment of the selling price for the treasury shares is made shortly before the sale. The Executive

Board shall - with the consent of the Supervisory Board - set the discount on the stock exchange price as low as possible according to the market conditions prevailing at the time of the placement. The discount on the exchange price will in no case exceed 5% of the exchange price. The possibility of selling treasury shares with exclusion of subscription rights and in a form other than via the stock exchange or through an offer to all shareholders is in the interest of the Company, in view of the strong competition on the capital markets. For the Company, this opens up the opportunity to offer its treasury shares quickly and flexibly to national and international investors, to expand the shareholder base and to stabilise the share value. With the sale at a purchase price not significantly lower than the stock exchange price as well as with limiting the proportion of treasury shares that can be sold under this exclusion of subscription rights to a maximum of 10% of the share capital (when the authorisation becomes effective and when it is exercised), the financial interests of the shareholders are adequately protected. Other shares issued or sold during the term of the authorisation with the exclusion of subscription right, in direct or in the corresponding application of § 186(3) sentence 4 AktG, shall be counted towards the maximum limit of 10% of the share capital. Also to be taken into account are the shares that are to be issued to service option and/or conversion rights or conversion obligations from option bonds and/or convertible bonds and/or convertible bond profit participation rights, provided that these bonds or profit participation rights are used during the term of this authorisation with the exclusion of subscription rights in corresponding application of § 186(3) sentence 4 AktG. Since the treasury shares are placed close to the stock market price, each shareholder can in principle acquire shares on the market at approximately the same conditions in order to maintain his shareholding quota.

Under the resolution proposed under agenda item 8, clause 8.3 (iv), the Company also has the option of having treasury shares accessible in order to be able to offer them as consideration in the acquisition of contributions in kind, in particular in the framework of mergers, in the acquisition of companies, parts of companies, interests in companies, other assets or claims to the acquisition of other assets including claims against the Company, if such consideration is required. The authorisation proposed here is intended to give the Company the necessary room for manoeuvre in order to be able to quickly and flexibly exploit opportunities for such acquisitions or mergers as they arise. The proposed exclusion of subscription rights takes this into account. When assessing the rating value ratios, the Executive Board and the Supervisory Board will ensure that the interests of the shareholders are adequately protected. In particular, they will be guided by the stock exchange price of the Company's shares when measuring the value of the treasury shares granted as consideration. However, not to call into question negotiation results once achieved, due to exchange price possible fluctuations, a systematic link to an exchange price is not envisaged.

Furthermore, the authorisation under agenda item 8 clause 8.3 (v) provides that treasury shares acquired on the basis of the proposed authorisation may be used, excluding the shareholders' subscription rights, to fulfil conversion and/or option rights or conversion or option obligations arising from convertible bonds or warrant bonds issued by the Company or its Group companies in which the Company directly or indirectly holds a majority interest. The proposed resolution does not create a new authorisation to grant further conversion and/or option rights. It only serves the purpose of granting the administration with the option of using treasury shares in whole or in part instead of using conditional capital to fulfil conversion and/or option rights or conversion and/or option obligations that have already been established on the basis of other authorisations. There will be no shareholder burdens that go beyond the dilutive effects possibly associated with an exclusion of subscription rights when issuing convertible bonds and/or warrant bonds. Rather, the flexibility of the Executive Board is merely increased, in that it does not necessarily have to service option and/or convertible bonds from conditional capital, but can also use treasury shares for this purpose, in case this appears to be more favourable in the specific situation in the interest of the Company and its shareholders. There are currently no conversion and/or option rights or conversion and/or option obligations that could be eligible for treasury shares.

In addition, the authorisation under agenda item 8 clause 8.3 (vi) provides for the Company to use treasury shares within the framework of shareholdings or other share-based programmes to Company employees or employees of a Company affiliated with the Company or members of the management of a Company affiliated with the Company. The use of treasury shares for issuance to employees and/or managers of the Company and/or affiliated companies is privileged by law under § 71(1) no. 2 AktG since it promotes identification with the Company and supports the willingness to assume joint responsibility in the Company. In addition, the treasury shares should be used in the same way by members of the management of a company affiliated with the Company, because there may need this in a similar way. The use of treasury shares for employees and members of the management of an affiliated company serves to bind them to the Company. As a result, this kind of use of treasury shares can be a suitable means in order to promote the motivation and willingness of the beneficiaries to perform and to prevent undesired departures or at least reducing the risk of such departures. Share-based remuneration also offers the possibility of aligning the remuneration of employees, managers and members of the management of an affiliated company with long-term and sustainable corporate development in appropriate cases, whereby vesting periods of several years are usually agreed. For an issue of new shares to Company employees, employees of a company affiliated with the Company and members of the management of a company affiliated with the Company, it is necessary to exclude the shareholders' subscription rights. The number of shares issued for these purposes with the exclusion of subscription rights may not exceed a total of 5% of the share capital, neither of the share capital at the time this authorisation becomes effective nor at the time it is exercised.

Finally, the treasury shares acquired on the basis of this resolution on authorisation may be cancelled by the Company under the resolution proposed under agenda item 8, clause 8.3 (i) without a new resolution of the General Meeting being required for this. Under § 237 (3) no. 3 AktG, the General Meeting of a company may resolve to cancel its fully paid-up no-par value shares without this requiring a reduction of the company's share capital. The authorisation proposed here expressly provides for this alternative in addition to the redemption with capital reduction. The redemption of treasury shares without capital reduction automatically increases the theoretical par value of the remaining no-par value shares in the Company's share capital. The Executive Board shall therefore also be authorised to make the necessary amendment to the Articles of Association with regard to the changing number of no-par value shares as a result of a redemption.

The shareholders' subscription rights to the treasury shares acquired on the basis of this authorisation shall be excluded to the extent that their exercise within the above authorisations under clause 8.3 (ii), (iii), (iv), (v) and (vi) deviates from the sale on the stock exchange or from the offer for sale to all shareholders.

Furthermore, in the event of a sale of treasury shares by way of an offer for sale to all shareholders, it shall be possible to exclude shareholders' subscription rights for fractional amounts. The exclusion of the subscription right for fractional amounts is necessary in order to be able to technically perform the disposal of acquired treasury shares by way of an offer to the shareholders. The treasury shares excluded from the shareholders' subscription rights as free fractional shares will be used either by sale on the stock exchange or otherwise in the best possible way for the Company.

The use of treasury shares with the exclusion of subscription rights within the authorisations under agenda item 8, clause 8.3, shall only be considered to the extent that the pro rata amount of the share capital represented by the treasury shares used in this way, taking into account the shares issued during the term of the authorisation from authorised capital with the exclusion of subscription rights, the shares sold on the basis of other authorisations with the exclusion of subscription rights as well as the new shares to be issued on the basis of convertible bonds and/or warrant bonds or profit participation rights during the term of the authorisation with the exclusion of subscription rights, does not exceed 20% of the share capital in total. In this respect, either the share capital existing at the time the authorisation becomes effective or the share capital existing at the time the treasury shares are sold shall be decisive, depending on which of these points in time the amount of the share capital is lowest. This ensures, in the interest of the shareholders, that the possibility of using treasury shares with the exclusion of subscription rights is limited to a total share volume of 20% of the share capital, even taking into account all other authorisations to exclude subscription rights.

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In deciding on the acquisition and use of treasury shares, the Executive Board will be guided solely by the well-understood interests of the shareholders and of the Company.

The Executive Board will inform the next General Meeting of any utilisation of the above authorisations.

III. Further information on the convening

All information on times in the »Further information on the convening« section are given in Central European Summer Time (CEST) as applicable in Germany.

Carrying out the virtual General Meeting

On the basis of § 1(2) of the Law on measures in company, cooperative, association, foundational and residential property law to combat the effects of the COVID-19 pandemic of 27 March 2020, last amended with effect from 28 February 2021 by the Act on the Further Shortening of the Residual Debt Exemption Procedure and on the Adjustment of Pandemic-Related Provisions in company, cooperative, association and foundation law as well as in Rent and Lease Law of 22 December 2020. December 2020, (COVID-19 Act), the validity of which was extended until 31 August 2022 by the Act on the Establishment of a Special Fund »Reconstruction Assistance 2021« and on the Temporary Suspension of the Insolvency Application Requirement Due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Acts of 10 September 2021, the Executive Board, with the consent of the Supervisory Board, decided to hold the General Meeting as a virtual General Meeting, without the physical presence of the shareholders or their proxies. Shareholders or their proxies may exercise their voting rights at the General Meeting exclusively by means of electronic postal voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company under the following provisions (no electronic participation).

For the purpose of conducting the virtual General Meeting, the Company has set up a password-protected shareholder portal for the General Meeting, at the internet address

<https://www.atoss.com/en/company/investor-relations/general-meetings>

which can be accessed there. Via the shareholder portal, the shareholder who has registered for the virtual General Meeting in due time and form and has provided proof of shareholding or his/her proxy, can log in by entering his/her access number and the corresponding individual PIN and cast his/her vote by electronic postal vote or by electronic proxy and instruction to the proxies of the Company. It is also possible to submit questions on Company matters until one day before the General Meeting, i.e. until 28 April 2022, 11:00 a.m. (CEST)), and to submit any objections (from the beginning to the end of the General Meeting) via online access. Finally, the link to the video and audio transmission of the General Meeting can also be found there.

Shareholders who have registered for the General Meeting in due time and form under the following conditions and have provided proof of shareholding will receive the necessary access data for using the internet portal by post.

We expressly advise shareholders to take all registration and verification steps as soon as possible in order to ensure their ability to follow the virtual General Meeting and vote in a timely manner.

Requirements for participation and the exercise of voting rights

Shareholders and their proxies (with the exception of proxies appointed by the Company) are not entitled to physically take part in the virtual General Meeting. Only those shareholders who register with proof of their shareholdings in text form in German or English by April 22, 2022, 24:00 (CEST) at the latest are entitled to participate in the virtual General Meeting by following the video and audio transmission of the entire General Meeting, and to exercise voting rights by electronic postal vote (no electronic participation), or by granting power of attorney and instructions to the proxies appointed by the Company.

Under Article 15(2) of the Articles of Association, proof of the shareholding shall be sufficient under § 67c (3) AktG, which must refer to the beginning of the 21st day before the General Meeting, i.e. 8 April 2022, 00:00 a.m. (CEST) (so-called cut-off date), provided in text form in German or English and received by the Company no later than 22 April 2022, 24:00 (CEST) at the following address:

ATOSS Software AG
c/o Commerzbank AG
GS-BM General Meetings
60261 Frankfurt am Main
E-Mail: hv-eintrittskarten@commerzbank.com

In relation to the Company, only those who have provided proof of shareholding shall be deemed to be shareholders for the purpose of participating in the virtual General Meeting and exercising voting rights. The entitlement to participate and the scope of voting rights are based exclusively on the shareholding on the cut-off date. The cut-off date does not imply a lock on the saleability of the shareholding. Disposals after the cut-off date shall have no significance for the seller's statutory participation and voting rights. Likewise, an additional acquisition of shares in the Company after the cut-off date does not lead to any changes with regard to participation and voting rights. Anyone who does not yet own any shares on the cut-off date, and only becomes a shareholder, thereafter, is not entitled to participate and vote.

After receipt of the registration and the proof of shareholding, access cards will be sent to the duly registered shareholders. These contain the access data to the shareholder portal and further information on the virtual General Meeting. Shareholders who wish to participate in the virtual General Meeting are requested to notify their custodian bank as early as possible so that it can transmit the registration and proof of shareholding to the registration office.

Procedure for voting by electronic postal vote

Shareholders and their proxies may cast their votes by electronic postal vote. This also requires proper registration and proof of shareholding. Electronic voting by postal vote as well as changes or revocations with regard to postal voting are possible by means of electronic communication via

<https://www.atoss.com/en/company/investor-relations/general-meetings>

- the password-protected shareholder portal - until the start of voting during the virtual General Meeting. The access data for the password-protected shareholder portal will be sent to the shareholders with the access card after proper registration for the General Meeting and proof of shareholding.

Should an individual vote be taken on an agenda item without this having been communicated in advance of the virtual General Meeting, a vote cast on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote.

Procedure for voting by proxy at the General Meeting

Shareholders who do not wish to exercise their voting rights themselves by electronic postal vote or by granting power of attorney and issuing instructions to the proxies appointed by the Company, may also have their voting rights exercised at the General Meeting by a proxy such as an intermediary (e.g. a credit institution), an association of shareholders, other institutions or persons covered by § 135 AktG, by proxies appointed by the Company who are bound by instructions or by another person of their choice. In this case, too, timely registration and proof of shareholding under the above provisions are required.

If a shareholder authorises more than one person, the Company may reject one or more of them.

The granting of the proxy, revocation thereof and proof of the authority vis-à-vis the Company must be in text form. The granting can be made to the proxy or to the Company. Proof of authority must be received by the Company by post or by fax or electronically by e-mail at the following address:

ATOSS Software AG
Legal Department – HV 2022
Rosenheimer Str. 141 h
81671 Munich
Fax: +49 89 - 42771 - 58400
E-Mail: hauptversammlung@atoss.com

A proxy form will be sent to the persons duly registered for the General Meeting on the access card. This form is also accessible on the Company's website at

<https://www.atoss.com/en/company/investor-relations/general-meetings>
for downloading.

The above provisions on the form of powers of attorney do not extend to the form of granting, revoking and proving powers of attorney to intermediaries, shareholders' associations or other institutions or persons covered by § 135 AktG. Special conditions may apply here; in such a case, shareholders are requested to consult with the proxy in good time regarding any form of powers of attorney that may be required by the proxy.

The exercise of shareholder rights in relation to the virtual General Meeting via the shareholder portal by the proxy requires that the proxy receives the shareholder's access number and PIN code from the shareholder, for use. Proxies may not physically attend the General Meeting. They may exercise the voting right for shareholders represented by them only by way of electronic postal vote or, if it is possible according to the power of attorney, by granting (sub-)power of attorney to the proxies appointed by the Company.

Procedure for votes casting by proxies appointed by the Company at the General Meeting

The Company offers its shareholders the option of authorising the proxies nominated by the Company to exercise their voting rights. Shareholders who wish to authorise a power of attorney to the proxies appointed by the Company must also register for the General Meeting in due time under the above provisions and provide proof of shareholding. The proxies appointed by the Company shall exercise the voting rights under their instructions. Without instructions from the shareholder, the proxies appointed by the Company are not authorised to exercise voting rights.

The granting of the power of attorney to the proxies appointed by the Company, revocation thereof and proof of the authority vis-à-vis the Company, must be in text form. These can also be transmitted electronically (e-mail), e.g. by sending the access card and the power of attorney/instruction form as a scanned file, for example in PDF format, by e-mail to the address given below. For organisational reasons, shareholders are requested to submit the grant of power of attorney and instructions to the proxies appointed by the Company, amendment or revocation thereof, insofar as these are not transmitted by means of the shareholder portal, to the following address, fax number or e-mail address, by the end of 28 April 2022, 5:00 p.m. (CEST) (date of receipt by the Company) at the latest:

FURTHER INFORMATION ON THE CONVENING

ATOSS Software AG
Legal Department – HV 2022
Rosenheimer Str. 141 h
81671 Munich
Fax: +49 89 - 42771 - 58400
E-Mail: hauptversammlung@atoss.com

In addition, for granting powers of attorney and instructions to the proxies appointed by the Company, the shareholder portal can be accessed via a link on our Company's website at

<https://www.atoss.com/en/company/investor-relations/general-meetings>

Powers of attorney and instructions issued in this way to the proxies appointed by the Company must be granted in full by no later than the start of voting in the course of the virtual General Meeting. Until this time, it is also still possible to revoke proxies granted via the shareholder portal or change instructions issued via the shareholder portal to the Company's proxies.

Should an individual vote be held on an agenda item without this having been communicated in advance of the virtual General Meeting, an instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote.

Further information on voting by the proxies appointed by the Company as well as a form for granting power of attorney and issuing instructions will be sent to shareholders with the access card and are also available to shareholders at

<https://www.atoss.com/en/company/investor-relations/general-meetings>

for downloading.

The proxies appointed by the Company shall not accept any powers of attorney to file objections against resolutions of the General Meeting, to exercise the right to speak and ask questions or to file motions.

There is no obligation to use the forms provided by the Company to authorise or issue instructions to the proxies appointed by the Company.

Shareholders' rights

Motions for additions to the agenda under § 122 (2) AktG

Shareholders whose shares together amount to one-twentieth of the share capital or a proportionate amount of the share capital of 500,000.00 euros may request that items be placed on the agenda and announced. The request must be made in writing to the Executive Board at the following address

ATOSS Software AG
Executive Board
for the attention of the Legal Department - HV 2022
Rosenheimer Str. 141 h
81671 Munich

and, under § 122(2) sentence 3 AktG, must be received by the Company by no later than midnight (CEST) on 29 March 2022. Each new item on the agenda must be accompanied by a justification or draft resolution. The applicants must prove that they have been shareholders for at least 90 days prior to the day of receipt of the request and that they hold the shares until the Executive Board's decision on the request.

Motions and election proposals by shareholders under §§ 126(1), 127 AktG and § 1(2) sentence 3, COVID-19 Act

Shareholders may submit motions to the Company against a management proposal on a specific agenda item under § 126(1) AktG and shareholders' election proposals under § 127 AktG for election of the auditor or of the Supervisory Board. These are to be sent exclusively to the following address, fax number or e-mail address:

ATOSS Software AG
Legal Department – HV 2022
Rosenheimer Str. 141 h
81671 Munich
Fax: +49 89 - 42771 - 58400
E-Mail: hauptversammlung@atoss.com

The Company shall make counter-motions and election proposals, including the name of the shareholder, any statement of grounds and any management statement, accessible on the Company's website at <https://www.atoss.com/en/company/investor-relations/general-meetings>, in the event it has received the counter-motions or election proposals at least 14 days prior to the General Meeting (not including the day of the General Meeting and the day of receipt), i.e. no later than 14 April 2022, 24:00 hours (CEST), at the address stated above. Motions addressed otherwise will not be considered.

The Company may refrain from publishing a counter-motion and any statement of grounds if one of the reasons under § 126(2) sentence 1, nos. 1 to 7 AktG applies, such as because the counter-motion would lead to a resolution of the General Meeting that would be contrary to the law or to the Articles of Association. Furthermore, any statement of grounds for a counter-motion need not be made accessible if it exceeds 5,000 characters in total. Except in the cases of § 126(2) AktG, election proposals by shareholders need not be made accessible by the Executive Board even if they do not contain the information required by § 124(3) AktG (information on the name, profession and place of residence of the proposed Supervisory Board members or auditors) or § 125(1) sentence 5 AktG (information on the membership of the proposed Supervisory Board members in other statutory Supervisory Boards).

No counter-motions or election proposals may be made during the virtual General Meeting. Counter-motions and/or election proposals by shareholders submitted in due form and time under the above provisions under §§ 126, 127 AktG and made accessible by the Company, shall be deemed to have been made at the Meeting under § 1(2) sentence 3 of the COVID 19 Act if the shareholder making the motion or submitting the election proposal is duly authorised and registered for the General Meeting.

Shareholders' right to information under § 131(1) AktG and right to ask questions under § 1(2) sentence 1 no. 3, sentence 2, COVID-19 Act

Shareholders do not have the right to request information verbally to the Executive Board during the virtual General Meeting in accordance with § 131(1) and (4) AktG. However, shareholders who have duly registered and provided evidence of their shareholding have the right to ask questions on Company matters by electronic communication. Under § 1(2) sentence 1 no. 3, sentence 2 of the COVID-19 Act, questions must be submitted electronically via the shareholder portal no later than one day prior to the meeting, i.e. by 11:00 a.m. (CEST) on 28 April 2022 (time of receipt). The Executive Board shall decide how to answer the questions at its due, free discretion. The answers will be given during the live broadcast of the Meeting, unless answered in a question and answer session (FAQ) published in advance on the website.

Possibility of objecting to resolutions of the General Meeting under § 1(2) sentence 1 no. 4, COVID-19 Act

Shareholders who have duly registered and provided evidence of their shareholding and their proxies, may, from the beginning of the virtual General Meeting until its end, deviating from § 245 no. 1 AktG and waiving the requirement to appear at the General Meeting, declare an objection to resolutions of the General Meeting to be recorded via the shareholder portal available at

<https://www.atoss.com/en/company/investor-relations/general-meetings>

INVITATION TO THE ANNUAL GENERAL MEETING 2022

in the event they exercise or have exercised their voting rights under the above provisions. Any other form of communication of objections is excluded.

Publications on the Company's website under § 124a AktG

Publications under § 124a AktG regarding the General Meeting can be found on the Company's website at

<https://www.atoss.com/en/company/investor-relations/general-meetings>.

Total number of shares and voting rights - Further information under § 49(1) No. 1 WpHG [German Securities Trading Act]

At the time of announcement of the General Meeting convening in the Federal Gazette, the Company's share capital amounts to 7,953,136.00 euros, divided into 7,953,136 ordinary shares without par value (no-par value shares). The shares are bearer shares. Each no-par share grants one vote. The total number of voting rights in the Company at the time of the announcement of the General Meeting convening in the Federal Gazette thus amounts to 7,953,136. Of these 7,953,136 voting rights, a total of 0 voting rights from treasury shares are currently dormant (§ 71b AktG). The actual number of non-dormant voting rights may still change until the General Meeting.

Munich, March 2022

ATOSS Software AG

The Executive Board



Andreas F.J. Obereder
CEO



Dirk Häußermann
Co-CEO



Pritim Kumar Krishnamoorthy
CTO



Christof Leiber
CFO

Information on data protection under Art. 13, 14 GDPR with regard to the processing of personal data for the purposes of the virtual General Meeting

This notice informs you about the processing of your personal data by ATOSS Software AG, Rosenheimer Straße 141 h, 81671 Munich, (hereinafter also referred to as »We« or »ATOSS«) and the rights to which you are entitled under data protection law.

1. Who is responsible for data processing?

The Data Controller is ATOSS Software AG, Rosenheimer Straße 141 h, 81671 Munich, e-mail: hauptversammlung@atoss.com, telephone: +49 89 4 27 71 0.

You can reach the Data Protection Officer of ATOSS Software AG at

ATOSS Software AG
Dr. Stefanie Hagemeyer
Rosenheimer Str. 141 h
81671 Munich
Germany
E-Mail: datenschutz@atoss.com

2. For what purposes and on what legal basis is your data processed?

ATOSS processes your personal data (in particular name, address and other contact details of the shareholder, number of shares, type of share ownership, access card number and data) in connection with the virtual General Meeting under the provisions of the General Data Protection Regulation (»GDPR«), the German Federal Data Protection Act (»BDSG«), the German Stock Corporation Act (»AktG«) and all other relevant legal provisions. This is done only for the purposes provided for in the Stock Corporation Act. This includes communicating with shareholders and handling General Meetings. In detail:

the Company processes data provided by the shareholders in the context of the registration for the General Meeting or transmitted to the Company by their custodian banks on that occasion. Under § 135(5) sentence 2 AktG, a shareholder may authorise a credit institution, another intermediary or shareholders' associations equivalent thereto under § 135(8) AktG, voting advisors or persons who offer themselves to shareholders on a business basis, to exercise the voting right in the virtual General Meeting, to represent him/her in the General Meeting and to have his/her voting right exercised in the name of the person to whom it relates. In this case, only the personal data of the representative will be processed.

We process your personal data for the purpose of handling shareholder registration and participation in the General Meeting by tracking the video and audio transmission of the entire General Meeting (e.g. checking eligibility) and to enable shareholders to exercise their rights in the virtual General Meeting (including granting, revoking and providing proof of powers of attorney and instructions). Without the provision of the

relevant data, your participation in the General Meeting and the exercise of voting rights and other meeting-related rights is not possible.

This includes the following processing operations:

When registering a shareholder for the General Meeting, ATOSS Software AG processes the necessary data provided by the shareholder or transmitted for this purpose by the shareholder's custodian bank (in particular first and last names, place of residence or address, number of shares, class of shares, access card number and type of ownership).

Insofar as participation in the virtual General Meeting occurs by a proxy following the video and audio transmission of the entire General Meeting, we process the personal data of the shareholder specified in the granting of power of attorney as well as the first and last name and place of residence or address of the proxy. In the event that power of attorney is granted and instructions are issued to the proxies appointed by ATOSS, the instructions issued shall also be processed and the power of attorney statement recorded by the Company in a verifiable manner for a period of three years.

Under § 129 AktG, a list of participants at the General Meeting with the following personal data will be kept: number of the access card, first name, last name and place of residence of the shareholder or the represented shareholder's proxy and of the Company's proxy, number of shares, class of shares, number of voting rights and type of ownership.

Insofar as a shareholder requests that items be placed on the agenda, ATOSS Software AG will announce these items, stating the name of the shareholder if the prerequisites are met under company law provisions. Similarly, ATOSS Software AG will make counter-motions and election proposals by shareholders accessible on the ATOSS Software AG website if the prerequisites are met under company law provisions, stating the name of the shareholder (§§ 122(2), 126(1), 127 AktG).

If you submit questions electronically prior to the General Meeting under § 1(2) of the COVID 19 Act in conjunction with the requirements in the General Meeting convening, or object to resolutions of the General Meeting electronically during the General Meeting, we will process your personal data (name, address, email address and access card number and details) in order to process your question or objection.

The relevant legal basis for the data processing procedures described above is § 67e AktG in conjunction with Art. 6(1) c) GDPR.

If you as a shareholder have recourse to the possibility of submitting questions in advance of the virtual General Meeting and your questions are dealt with there, this will only be done by mentioning your name if you declare your consent to the disclosure of

your name by submitting the question (Art. 6(1) a) GDPR). This consent is voluntary and can be revoked at any time with effect for the future. Please address the withdrawal of consent to the contact details above.

In addition, your personal data may also be processed to comply with other legal obligations, such as regulatory requirements, as well as company, commercial and tax law retention obligations. The legal basis for the processing is the respective statutory regulations in conjunction with Art. 6(1) c) GDPR.

If it is intended to process your personal data for another purpose, you will be informed thereof in advance within the framework of the legal provisions.

3. To which categories of recipients will your data be passed on, if any?

Subsequently, we inform you about the categories of recipients to whom we pass on your personal data:

External service providers: for the organisation of the virtual General Meeting (also for the production of video and audio recordings as well as for the streaming of the web-cast), we use external service providers who process your personal data according to our instructions in compliance with Art. 28 GDPR.

Shareholders/Third Parties: within the scope of the statutory right to inspect the list of participants in the General Meeting, shareholders may inspect the data recorded in the list of participants upon request for up to two years after the General Meeting. The list of participants will also be made accessible to the Company's proxies attending the General Meeting. Your personal data will also be published in accordance to the statutory provisions in the framework of motions for additions to the agenda, counter-motions or election proposals that require publication.

Other recipients: within the framework of legal regulations, we may be obliged to transmit your personal data to further recipients, such as authorities and courts.

4. How long will your personal data be stored?

As a matter of principle, we erase or anonymise your personal data as soon as and insofar as it is no longer required for the aforementioned purposes, unless statutory obligations to provide evidence and/or to retain data (including under the German Stock Corporation Act, the German Commercial Code, the German Tax Code or other legal provisions) oblige us to keep it stored. Data related to General Meetings are regularly erased or anonymised after three years. As soon as we have become aware of the sale of your shares, we will only store your personal data for a maximum of twelve months, subject to other statutory provisions. Beyond this, we only store your personal data to the extent that further processing is necessary in individual cases in connection with claims asserted against ATOSS or on the part of ATOSS (statutory limitation period of up to 30 years).

5. Do we transfer personal data outside Europe?

The transfer of personal data to a third country is not intended.

6. Does automated decision-making take place in individual cases (including profiling)?

We do not use any purely automated decision-making procedures under Article 22 GDPR or profiling.

7. What rights do you have?

Insofar as we process personal data concerning your person, you are entitled to the following rights with regard to the processing of your personal data within the framework of the legal requirements:

- Right to information about the data stored by ATOSS Software AG about you (Art. 15 GDPR);
- Right to rectification of inaccurate data stored about you (Art. 16 GDPR);
- Right to erasure, in particular if your data is no longer necessary for the purposes for which it was originally collected (Art. 17 GDPR);
- Right to restriction of processing (blocking), in particular if the processing of your data is unlawful or the accuracy of your data is contested by you (Art. 18 GDPR);
- **Right to object to the processing of your data insofar as the processing is carried out solely for the purposes of safeguarding the legitimate interests of the Company (Art. 21 GDPR);**
- Right to lodge a complaint: for complaints regarding the processing of your personal data, please contact our Data Protection Officer using the contact details provided. Irrespective of this, you have the right to lodge a complaint with the competent data protection authority.

ATOSS.COM