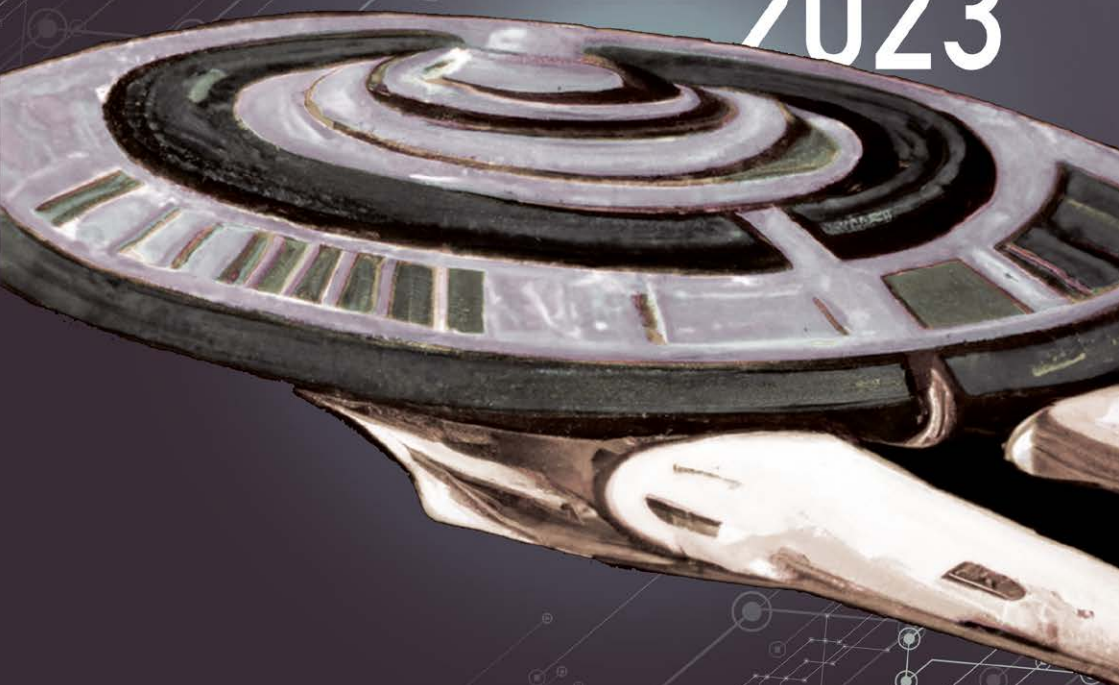


Invitation to the Ordinary General Meeting

2023



Invitation to the Ordinary General Meeting

ATOSS Software AG
Munich
Securities Identification Number 510 440
ISIN Nr. DE0005104400

We invite our shareholders to the Ordinary Meeting
that will take place on

**Friday, 28 April 2023, 11:00 a.m. (CEST),
at the Haus der Bayerischen Wirtschaft,
Max-Joseph-Str. 5, 80333 Munich**

I. Agenda

1. Presentation of the adopted annual financial statements of ATOSS Software AG and the approved consolidated financial statements as at 31 December 2022, the management reports of ATOSS Software AG and the Group for the 2022 financial year, the report of the Supervisory Board for the 2022 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 2022 financial year prepared by the Executive Board on 01 March 2023 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 2022 financial year, in the amount of EUR 25,754,345.47, be used as follows:

a) Distribution of a dividend of EUR 2.83 per no-par value share, i.e. in the total amount of EUR 22,507,374.88

– EUR 14,554,238.88 for the payment of a regular dividend of EUR 1.83 per no-par value share and

– EUR 7,953,136.00 for the payment of a special dividend of EUR 1.00 per no-par value share.

b) Carrying forward the remaining amount to new account in the amount of EUR 3,246,970.59

Until the General Meeting on 28 April 2023, 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 EUR 2.83 per no-par value share entitled to dividend, a correspondingly ad-

justed 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 2023.

3. Resolution on the discharge of the Executive Board members for the 2022 financial year

The Supervisory Board and the Executive Board propose that the Supervisory Board members be discharged for their work in the 2022 financial year.

4. Resolution on the discharge of the Supervisory Board members for the 2022 financial year

The Supervisory Board and the Executive Board propose that the Supervisory Board members be discharged for their work in the 2022 financial year.

5. Election of the auditor and the group auditor for the 2023 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 2023 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 2023 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 fields 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: Cologne

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 – to date | 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), Brussels – President

1988 – to date Taxpayers Association (WTA), Washington – Founding initiator (1986-1988), Deputy President (1988-2004), Honorary Deputy President (2004), Vice President (since 2004)

Entrepreneurial activities:

1999 – today 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 fields 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, Mr Baron 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, Nuremberg – 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 2022 financial year

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.

The Remuneration Report prepared for the 2022 financial year was formally audited by the auditor of ATOSS Software AG and issued with an audit certificate. The Remuneration Report 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 2022 financial year, drawn up and audited under § 162 of the German Stock Corporation Act, be approved.

8. Resolution on an amendment to the Articles of Association regarding the authorisation of the Executive Board to convene virtual General Meetings

With the entry into force of the German Law on the introduction of virtual General Meetings of joint stock companies and amendment of cooperative, insolvency

and restructuring regulations, the new § 118a of the German Stock Corporation Act granted the possibility of holding General Meetings as virtual General Meetings without requiring the physical attendance of shareholders or their proxies at the place of the meeting. For virtual General Meetings convened after 31 August 2023, a provision in the Articles of Association is required. Against this background, the Company's Articles of Association shall be supplemented by a provision according to which the Executive Board shall be authorised for a limited period of time to convene a General Meeting in the form of a virtual General Meeting.

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Article 14 of the Articles of Association shall be supplemented by the following paragraph 7:

»(7) The Executive Board is authorised until 27 April 2028 to provide for the General Meeting to be held without the physical attendance of the shareholders or their proxies at the place of the General Meeting (virtual General Meeting). In the case of the virtual General Meeting, Article 14, para. 1 of the Articles of Association shall not apply.«

In all other respect, Article 14 of the Articles of Association shall remain unaffected.

9. Resolution on an amendment to the Articles of Association regarding the participation of Supervisory Board members in General Meetings

Members of the Supervisory Board shall in certain cases be given the opportunity to participate in the General Meeting by means of video and audio transmission instead of in person. The Articles of Association should therefore be amended to include a corresponding provision.

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Article 15 of the Articles of Association shall be supplemented by the following paragraph 4:

»(4) The participation of Supervisory Board's member in the General Meeting may, unless they chair the General Meeting, be effected in agreement with the Supervisory Board's Chairman by means of video and audio transmission if the physical attendance of the Supervisory Board's member does not seem possible or reasonable due to legal restrictions or health risks or if the Supervisory Board's

member is domiciled abroad or if being present at the place of the General Meeting would imply an unreasonably long travel time or if the General Meeting is held as a virtual General Meeting».

In all other respect, Article 15 of the Articles of Association shall remain unaffected.

II. Reports to the General Meeting

Agenda item 7: Remuneration Report 2022 of ATOSS Software AG

Remuneration Report 2022

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 2022 financial year. The report is based on the requirements of § 162 AktG.

In addition, the German Corporate Governance Code (DCGK), as amended on 28 April 2022, came into force in June 2022. 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).

The Remuneration Report prepared and audited within the meaning of § 162 AktG for the 2021 financial year was approved by the shareholders of ATOSS Software AG on 29 April 2022 with 81.57 percent. No adjustments were made to the reporting.

B. Review of the 2022 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 2022 financial year is provided in Section D.

In the 2022 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 17% to EUR 113.9 million (EUR 97.1 million in the previous year). In the same period, the operating result increased to EUR 30.8 million (EUR 27.2 million in the previous year) with an EBIT margin of 27% (28% in the previous year).

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 EGAktG [Introductory Act to the German Stock Corporation Act]). In accordance with the German Corporate Governance Code (DCGK) and § 26j of the EGAktG, 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 EUR 2 million for two Executive Board members or EUR 4 million 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

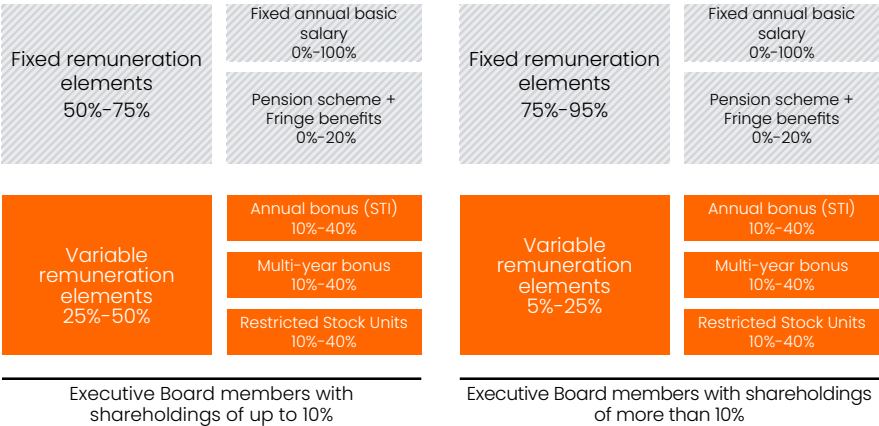
The remuneration of the Executive Board members consists of fixed and variable remuneration components. The fixed remuneration components of the Executive Board members include a fixed annual basic salary as well as various possible fringe benefits and pension payments. The variable components are the 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 | Eg. 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; modifier (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 | | For two Executive Board members: 2 million euros. For three or more Executive Board members: 4 million euros. |

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 of 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 scheme

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 pecuniary 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

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 Annual bonus (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.

Payments from the STI 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 payment 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 degree 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 that take 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 targets of the multi-year bonus; reference is made to the respective presentations in the context of the multi-year bonus (see below para. 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 ac-

count 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 as a criterion-based adjustment factor (factor: 0.9 to 1.1) is provided for 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 satisfac-

tion 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 bonus

In addition to the STI, the Executive Board members are granted a multi-year bonus subject to 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 10% target achievement (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 extrapolated 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, item 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) (for the exception for Executive Board members with an already existing qualified shareholding, see point above. 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 (item III.3.4 with a factor of 1.1) 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 (item III.3.2) and the share-based remuneration component (item 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 depending on 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 item 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 item 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 payment

The Restricted Stock Units described in item 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 item 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 have the following terms and termination provisions:

The term of the executive board service agreement of the Chairman of the Exe-

cutive Board, Mr Andreas F.J. Obereder, expires 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 item 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 item 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.

ts 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 2022 financial year

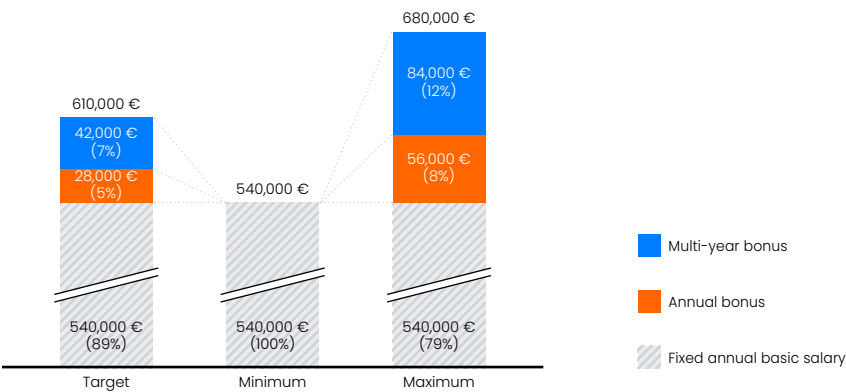
1. Remuneration of the Executive Board members active in the financial year

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 1 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 2022 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 EUR 0 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 EUR 0 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.

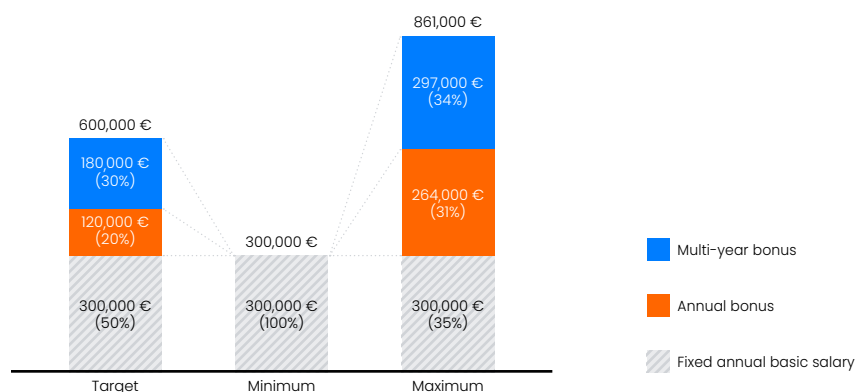
The entitlement to 100% of the multi-year bonus develops linearly from 0% - 100% between the benchmarks of an average Group turnover growth of 5% and 10% p.a. The entitlement to a further 100% of the quantitative target bonus also develops linearly between the benchmarks of an average Group turnover 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 2022, the 2022 target achievement rates were 136% and 146%, respectively, with »Group Turnover« of EUR 113.9 million and »Group EBIT« of EUR 30.8 million. For the multi-year target, based on »average Group revenue growth for the 2022-2024 period« as the performance indicator, a target achievement rate of 200% was reached with Group turnover growth of 17% in 2022.

Executive Board member (Co-CEO) Dirk Häußermann

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 on the one hand and area-specific on the other hand 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 target as well as minimum and maximum remuneration in the 2022 financial year for the Co-CEO Mr Dirk Häußermann is as follows:



The equally weighted performance indicators relevant for the one-year target 2022 are »Group Turnover« and »Group EBIT« as well as »Software licence order intake for the International Business Division« and »Software licence order intake for the International and SMB Business Division« respectively in financial year 2022. An annual target (employee satisfaction for the area of responsibility according to the ATOSS Engagement Survey of over 80%) was set for the modifier.

The entitlement to the one-year bonus, which depends on the »Group Turnover«, develops linearly, from EUR 0 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 EUR 0 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 EUR 0 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 EUR 0.

The entitlement to the multi-year bonus based on ATOSS Group sales (excluding acquisitions) in the 2023 financial year increases from EUR 0 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 EUR 0.

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 2022, the 2022 target achievement rates were 136% and 146%, respectively, with »Group Turnover« of EUR 113.9 million and »Group EBIT« of EUR 30.8 million. For the second performance indicator, »Software licence order intake for the International Business Division« or, respectively, »Software licence order intake for the International and SMB Business Division«, relevant for the 2022 financial year, the target achievement rates were 114% and 112% respectively, with a »Software licence order intake for the International Business Division« of EUR 4.8 million and a »Software licence order intake for the International and SMB Business Division« of EUR 15.7 million. The modifier set for the 2022 one-year target was achieved at 100%.

In the case of the multi-year target, based on both the »Software licence incoming order outside DACH (2021-2023)« and the »Consolidated turnover in 2023« in equal parts, as performance indicators, 100% of the target value was achieved as at 31.12.2022 over the entire period from 2021 to 2023.

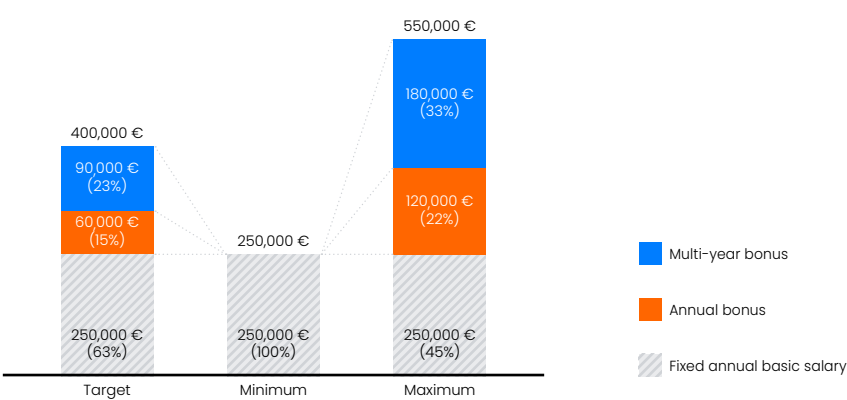
In addition, Mr Dirk Häußermann receives a further variable remuneration component with a long-term incentive effect in the form of virtual stock options (phantom options) via AOB Invest GmbH, Grünwald, Germany (the ultimate parent Company of ATOSS Software AG, Munich). For this purpose, an agreement was concluded between AOB Invest GmbH and M. 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 EUR 130 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 EUR 130 (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 EUR 200 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 EUR 130.

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 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 2022 financial year, is as follows:



The entitlement to the one-year bonus, which depends on the »Group Turnover«, develops linearly, from EUR 0 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 EUR 0 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.

An annual target (employee satisfaction for the area of responsibility according to the ATOSS Engagement Survey of over 80%) was set for the modifier.

For the assessment of the 2022 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%

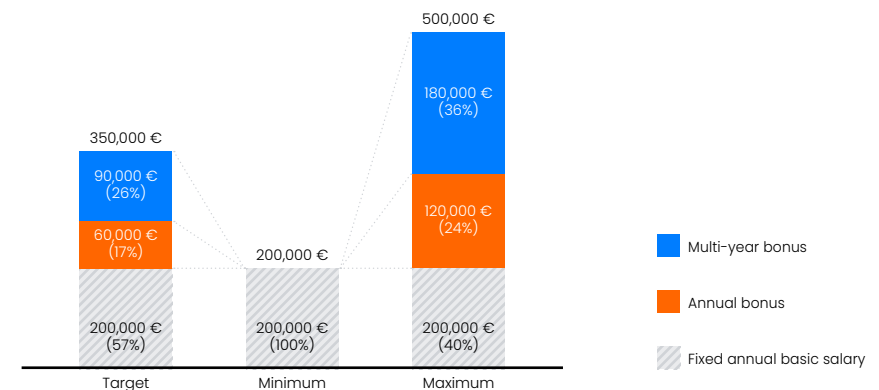
For the »Group Turnover« and »Group EBIT« performance indicators relevant to the one-year target for the financial year 2022, the 2022 target achievement rates were 136% and 146%, respectively, with »Group Turnover« of EUR 113.9 million and »Group EBIT« of EUR 30.8 million. The modifier set for the 2022 one-year target was achieved at 100%. 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 150% was achieved with 15 points.

In addition, Mr Christof Leiber was granted virtual shares (Restricted Stock Units) with an equivalent value of EUR 1.0 million 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 EUR 172.86 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 EUR 3.0 million.

Executive Board member (CTO) Pritim Kumar Krishnamoorthy

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 target as well as minimum and maximum remuneration in the 2022 financial year for the CTO Mr Pritim Kumar Krishnamoorthy is as follows:



The relevant performance indicators for the 2022 one-year target are »Group Turnover« and »Group EBIT« for the 2022 financial year. An annual target (employee satisfaction for the area of responsibility according to the ATOSS Engagement Survey of over 80%) was set for the modifier.

The entitlement to the one-year bonus, which depends on the »Group Turnover«, develops linearly, from EUR 0 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 EUR 0 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 2022 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 2022, the 2022 target achievement rates were 136% and 146%, respectively, with »Group Turnover« of EUR 113.9 million and »Group EBIT« of EUR 30.8 million. The modifier set for the 2022 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 130% was achieved with 13 points.

In addition, Mr Pritim Kumar Krishnamoorthy was granted virtual shares (Restricted Stock Units) with an equivalent value of EUR 1.0 million 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 EUR 172.86 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 EUR 3.0 million.

1.2 Remuneration granted and owed in the 2022 financial year

The following tables show the remuneration granted and owed to each Executive Board member individually in the 2022 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 2022 financial year as well as the multi-year bonus for which the targets are met in the 2022 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

| | 2022 | | 2021 | |
|---------------------------------------|----------------|-------------|----------------|-------------|
| | in € | in % | in € | in % |
| Fixed remuneration elements | | | | |
| Fixed annual basic salary | 540,000 | 65% | 540,000 | 68% |
| Fringe benefits | 169,843 | 20% | 130,737 | 16% |
| Total fixed remuneration | 709,843 | 85% | 670.737 | 84% |
| Variable remuneration elements | | | | |
| Annual bonus (STI) | 39,489 | 5% | 39,287 | 5% |
| Multi-year bonus | 84,000 | 10% | 84,000 | 11% |
| Total variable remuneration | 123,489 | 15% | 123,287 | 16% |
| Total remuneration | 833,332 | 100% | 794,024 | 100% |

Executive Board member (Co-CEO) Dirk Häußermann (since 1.04.2021)

| | 2022 | | 2021 | |
|---------------------------------------|----------------|-------------|----------------|-------------|
| | in € | in % | in € | in % |
| Fixed remuneration elements | | | | |
| Fixed annual basic salary | 300,000 | 46% | 225,000 | 48% |
| Fringe benefits | 11,903 | 2% | 11,514 | 2% |
| Total fixed remuneration | 311,903 | 48% | 236,514 | 51% |
| Variable remuneration elements | | | | |
| Annual bonus (STI) | 152,536 | 24% | 126,280 | 27% |
| Multi-year bonus | 180,000 | 28% | 101,250 | 22% |
| Total variable remuneration | 332,536 | 52% | 227,530 | 49% |
| Total remuneration | 644,439 | 100% | 464,044 | 100% |

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

Executive Board member (CFO) Christof Leiber

| | 2022 | | 2021 | |
|---------------------------------------|----------------|-------------|----------------|-------------|
| | in € | in % | in € | in % |
| Fixed remuneration elements | | | | |
| Fixed annual basic salary | 250,000 | 49% | 247,500 | 50% |
| Fringe benefitsn* | 36,500 | 7% | 36,722 | 7% |
| Total fixed remuneration | 286,500 | 56% | 284,222 | 57% |
| Variable remuneration elements | | | | |
| Annual bonus (STI) | 84,612 | 17% | 84,187 | 17% |
| Multi-year bonuse | 135,000 | 27% | 126,00 | 25% |
| Total variable remuneration | 219,612 | 44% | 210,187 | 43% |
| Total remuneration | 506,112 | 100% | 494,409 | 100% |

Executive Board member (CTO) Pritim Kumar Krishnamoorthy

| | 2022 | | 2021 | |
|---------------------------------------|----------------|-------------|----------------|-------------|
| | in € | in % | in € | in % |
| Fixed remuneration elements | | | | |
| Fixed annual basic salary | 200,000 | 49% | 100,000 | 51% |
| Fringe benefits | 9,735 | 2% | 8,105 | 4% |
| Total fixed remuneration | 209,735 | 51% | 108,105 | 55% |
| Variable remuneration elements | | | | |
| Annual bonus (STI) | 79,956 | 20% | 42,093 | 22% |
| Multi-year bonus | 117,000 | 29% | 45,000 | 23% |
| Total variable remuneration | 196,956 | 49% | 87,093 | 45% |
| Total remuneration | 406,691 | 100% | 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 2022, 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 2022 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 2022 financial year of EUR 151,035 (previous year: EUR 133,076) according to HGB and EUR 305,986 (previous year: EUR 318,391) according to IFRS was taken into account in personnel expenses (service cost).

As at 31 December 2022, 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 | HGB | IFRS | IFRS |
|---|--------------|---|--------------|--------------------------------------|
| | Service cost | Settlement amount of the pension obligation | Service cost | Cash value of the pension obligation |
| | 2022 | 31.12.2022 | 2022 | 31.12.2022 |
| | € | € | € | € |
| Andreas F.J. Obereder | 133,076 | 9,531,771 | 305,986 | 7,084,599 |
| Dirk Häußermann ¹⁾ | 36,000 | | 36,000 | |
| Christof Leiber ¹⁾ | 36,000 | | 36,000 | |
| Pritim Kumar Krishnamoorthy ¹⁾ | 36,000 | | 36,000 | |

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 2022 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

| | 2022 | 2021 | Change in % |
|---|---------|---------|-------------|
| Executive Board remuneration | in € | in € | |
| Andreas F.J. Obereder (CEO) | 833,332 | 794,024 | 5% |
| Dirk Häußermann (since 01.04.2021) (Co-CEO) | 644,439 | 464,044 | 39% |
| Christof Leiber (CFO) | 506,112 | 494,409 | 2% |
| Pritim Kumar Krishnamoorthy (since 01.07.2021) (CTO) | 406,691 | 195,198 | 108% |
| Supervisory Board remuneration (fixed remuneration) | in € | in € | |
| Moritz Zimmermann | 60,000 | 60,000 | 0% |
| Rolf Baron Vielhauer von Hohenhau | 30,000 | 30,000 | 0% |
| Klaus Bauer | 30,000 | 30,000 | 0% |
| Earnings trend | in K€ | in K€ | |
| Turnover (IFRS Group) | 113,916 | 97,066 | 17% |
| EBIT (IFRS Group) | 30,802 | 27,244 | 13% |
| Turnover (HGB individual financial statements) | 114,915 | 96,608 | 19% |
| Average remuneration of ATOSS employees on a full-time equivalent basis in Germany (gross)* | 80,633 | 79,581 | 1% |

* without special payments

5. Review of the appropriateness of Executive Board remuneration

In the 2022 financial year, the Supervisory Board again carried out and confirmed the appropriateness of the remuneration on the basis of the vertical comparison described in item 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 Article 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 EUR 20,000 for each financial year and an attendance fee for ordinary Supervisory Board meetings of EUR 1,500 per meeting. The Supervisory Board's Chairman shall be paid an additional remuneration of EUR 40,000 for the current and each subsequent full financial year and the Deputy Chairman of the Supervisory Board shall be paid an additional remuneration of EUR 10,000 for the current and each subsequent full financial year. The Chairman of the Audit Committee shall be paid an additional remuneration of EUR 10,000 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 2022 financial year

The expenses for the fixed remuneration and the remuneration for the Audit Committee activities of the Supervisory Board amounted to EUR 120,000 in the 2022 financial year (previous year: EUR 120,000).

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 EUR 18,000 (previous year: EUR 18,000).

| 2022 | | | | | |
|-----------------------------------|--------------------|------|----------------|------|-----------------------|
| | Fixed remuneration | | Attendance fee | | Total SB remuneration |
| | in € | | in € | | in € |
| Moritz Zimmermann | 60,000 | 50% | 6,000 | 33% | 66,000 |
| Rolf Baron Vielhauer von Hohenhau | 30,000 | 25% | 6,000 | 33% | 36,000 |
| Klaus Bauer | 30,000 | 25% | 6,000 | 33% | 36,000 |
| Total | 120,000 | 100% | 18,000 | 100% | 138,000 |

| 2021 | | | | | |
|------|--------------------|------|----------------|------|-----------------------------------|
| | Fixed remuneration | | Attendance fee | | Total SB remuneration |
| | in € | | in € | | in € |
| | 60,000 | 50% | 6,000 | 33% | 66,000 |
| | 30,000 | 25% | 6,000 | 33% | 36,000 |
| | 30,000 | 25% | 6,000 | 33% | 36,000 |
| | 120,000 | 100% | 18,000 | 100% | 138,000 |
| | | | | | 2022 development compared to 2021 |
| | | | | | 0% |
| | | | | | 0% |
| | | | | | 0% |
| | | | | | 0% |

F. 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 2022 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 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.

Munich, February 24th, 2023

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft

Sebastian Stroner
Wirtschaftsprüfer
(German Public Auditor)

ppa. Johanna Schano
Wirtschaftsprüferin
(German Public Auditor)

III. Requirements for participation in the General Meeting and the exercise of voting rights

Right to participate

The shareholders entitled to participate in the General Meeting, to exercise their voting rights and to submit motions, are only those who register in text form in German or English with proof of their shareholding at the latest by 21 April 2023, 24:00 hours (CEST), at the office designated below.

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. 7 April 2023, 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 21 April 2023, 24:00 (CEST) at the following address:

ATOSS Software AG
c/o Commerzbank AG
GS-OPS Income & 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 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.

Procedure for voting by proxy at the General Meeting.

Shareholders who do not wish to participate in the General Meeting in person may also have their voting rights exercised at General Meeting by a proxy, for example by an intermediary (e.g. a bank), a shareholders' association, 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 power of attorney, 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 either be presented by the proxy on the day of the General Meeting (e.g. by presenting the proxy at the admission control) or by declaration to the Company by post or by fax or electronically by e-mail to the following address:

ATOSS Software AG
Legal Department – HV 2023
Rosenheimer Str. 141 h
81671 Munich
Fax: 089 – 42771 – 58400
E-Mail: hauptversammlung@atoss.com

A proxy form will be sent to the persons duly registered for the General Meeting on the admission 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, its 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.

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 prior to the General Meeting. 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. A form for granting power of attorney and issuing instructions to the proxies appointed by the Company is available for download on the Company's website at

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

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 admission card and the power of attorney/instruction form as a scanned file, for example in PDF format, by e-mail to the address below. For organisational reasons, shareholders are requested to send the power of attorney and instructions to the proxies appointed by the Company to the following address, fax number or e-mail address by the end of 27 April 2023, 5:00 p.m. (CEST) (date of receipt by the Company) at the latest:

ATOSS Software AG
Legal Department – HV 2023
Rosenheimer Str. 141 h
81671 Munich
Fax: 089 – 42771 – 58400
E-Mail: hauptversammlung@atoss.com

Alternatively, a handover to the proxies during the General Meeting is possible. In addition, we offer shareholders who have duly registered and are present at the General Meeting to authorise the proxies appointed by the Company to exercise their voting rights at the General Meeting as well.

A form for granting power of attorney and issuing instructions to the Company's proxies will be sent to the persons duly registered for the General Meeting printed on the admission 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 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.

III. Shareholders' rights

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

Munich Shareholders whose shares together amount to one-twentieth of the share capital or a proportionate amount of the share capital of EUR 500,000.00 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 2023
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 28 March 2023. 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

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 2023
Rosenheimer Str. 141 h
81671 Munich
Fax: 089 – 42771 – 58400
E-Mail: hauptversammlung@atoss.com

Motions from shareholders regarding items on the agenda and proposals from shareholders regarding the election of the auditor or the elections to the Supervisory Board, received by the Company at the above address at least 14 days prior to the General Meeting (not including the day of the General Meeting and the day of receipt), i.e. by midnight (CEST) on 13 April 2023, will be published, including the name of the shareholder and any justification, on the website <https://www.atoss.com/en/company/investor-relations/general-meetings> without undue delay after receipt. Motions addressed otherwise will not be considered. Any comments by the management on the motions will also be published at the above website address.

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 ac-

cessible 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).

The right of each shareholder to submit counter-motions to the various items on the agenda during the General Meeting, even without prior submission to the Company, shall remain unaffected. Please note that counter-motions that have been submitted to the Company in advance and in due time will only be considered at the General Meeting if they are submitted there.

Shareholders' right to information pursuant to § 131 (1) AktG

Pursuant to § 131(1) AktG, each shareholder shall be provided with information on the Company's affairs by the Executive Board upon request, to the extent that such information is necessary for a proper assessment of the item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with its affiliated companies. The Executive Board's duty to provide information also extends to the situation of the Group and the companies included in the consolidated financial statements, provided that it is also necessary for the proper assessment of the item on the agenda.

The Executive Board may refrain from answering individual questions for the reasons stated in § 131(3) AktG, e.g. because the provision of the information is, according to reasonable commercial assessment, likely to cause a considerable detriment to the Company or an affiliated company.

IV. 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>.

V. 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 EUR 7,953,136.00, 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 2023
ATOSS Software AG
The Board of Directors

Information on data protection under Art. 13, 14 GDPR with regard to the processing of personal data for the purposes of the 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 Hagemeier
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, admission card number and data) in connection with the 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' associ-

ations 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 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 (e.g. checking eligibility) and to enable shareholders to exercise their rights in the 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, admission card number and type of ownership).

Insofar as participation in the General Meeting is by a proxy, 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 admission 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).

The relevant legal basis for the data processing procedures described above is

§ 67e AktG in conjunction with Art. 6(1) c) GDPR.

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 General Meeting, 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 available to shareholders present at 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 relating to you, 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.

