



# 2023

INVITATION TO THE EXTRAORDINARY  
GENERAL MEETING

# Invitation to the Extraordinary General Meeting

ATOSS Software AG  
Munich  
Securities identification number 510 440  
ISIN No. DE0005104400

We invite our shareholders to the

## **Extraordinary General Meeting**

that will take place on

**Friday, 15 September 2023, 11:00 a.m. (CEST),  
at the Leonardo Hotel Munich City East,  
Carl-Wery-Strasse 39, 81739 Munich.**

## I. Agenda

### 1. Resolution on an amendment to the Articles of Association regarding the composition of the Supervisory Board

The growth investor General Atlantic has acquired around 20% of the shares in ATOSS Software AG from the previous majority shareholder, AOB Invest GmbH, as part of a share purchase that has been closed on 30 June 2023. In the context of the acquisition of shares by General Atlantic from AOB Invest GmbH, ATOSS Software AG has undertaken vis-à-vis General Atlantic in an agreement dated 15 June 2023 to convene an Extraordinary General Meeting immediately after the closing of the share purchase and to propose an amendment to the Articles of Association with regard to the expansion of the Company's Supervisory Board from three to four members, with AOB Invest GmbH being granted a right of delegation to appoint the fourth member of the Supervisory Board.

AOB Invest GmbH and General Atlantic have mutually undertaken to agree to this amendment to the Articles of Association. AOB Invest GmbH has also undertaken to exercise the right of delegation to the Supervisory Board as instructed by General Atlantic. General Atlantic plans to fill the additional position with Mr. Jörn Nikolay, Managing Director at General Atlantic in Munich.

The Management Board and the Supervisory Board propose to resolve as follows:

"Section 8 of the articles of association (Composition of the Supervisory Board) shall be amended as follows:

#### a) Paragraph 1 shall be reworded as follows:

"(1) The Supervisory Board shall consist of four members. Three of these members shall be elected by the shareholders' meeting. One further member shall be nominated to the Supervisory Board - subject to the provision in paragraph 5 - by the person entitled to nominate pursuant to the following paragraphs 2 - 4 of this section 8."

#### b) After paragraph 1, the following new paragraphs are inserted:

"(2) AOB Invest GmbH, a shareholder with its registered office in Gruenwald, district of Munich (local court of Munich, HRB 194529), shall have the nomination right pursuant to paragraph 1 sentence 3 above, if and as long as AOB Invest GmbH holds shares amounting to at least 10% of the share capital.

(3) If the shareholding of AOB Invest GmbH falls below the threshold of 10% of the share capital, the nomination right pursuant to paragraph 1 sentence 3 above shall no longer vest with AOB Invest GmbH, but with the shareholder General Atlantic Chronos GmbH with its registered office in Munich (local court of Munich, HRB 284694), if and as long as General Atlantic Chronos GmbH holds shares amounting to at least 10% of the share capital.

(4) The nomination right pursuant to paragraph 1 sentence 3 above shall vest with the respective Legal Successor of AOB Invest GmbH or General Atlantic Chronos GmbH instead of AOB Invest GmbH or General Atlantic Chronos GmbH under the conditions set out in paragraphs 2 and 3. The term "Legal Successor" shall mean (i) the legal successor resulting from the (possible cross-border) change of legal form of AOB Invest GmbH or General Atlantic Chronos GmbH pursuant to sections 1 para. 1 no. 4, 190 et seqq., 333 et seqq. UmwG or (ii) in the case of a (possible cross-border) merger of AOB Invest GmbH or General Atlantic Chronos GmbH as the transferring legal entity pursuant to sections 1 para. 1 no. 1, 2 et seqq. or 305 et seqq. UmwG, it shall be understood as the acquiring legal entity.

(5) Upon falling below the thresholds specified in paragraphs 2 and 3 for the first time, the nomination right of the respective person entitled to nomination shall cease to exist permanently. If there is no longer a person entitled to nominate according to the above provisions, the respective member of the Supervisory Board shall be elected by the shareholders' meeting.

(6) The nomination right shall be exercised by written declaration to the Management Board of the Company. The person entitled to nominate must provide suitable proof to the Management Board of the holding of the applicable minimum shareholding. For the term of office of the member to be nominated, the provisions of section 9 shall apply mutatis mutandis."

#### c) The existing paragraph 2 shall become paragraph 7 and shall be reworded as follows:

"(7) Simultaneously with the election or nomination of the ordinary members of the Supervisory Board, substitute members may be elected or nominated by the person entitled to nominate them. A substitute member shall take office if the Supervisory Board member as whose substitute member he or she has been appointed leaves the Supervisory Board before the end of the term of office."

## II. 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 and to exercise their voting rights and to submit motions in the General Meeting, are only those who register in text form in German or English with proof of their shareholding at the latest by 08 September 2023, 24:00 hours (CEST), at the office designated below.

Pursuant to Section 15 (2) of the Articles of Association, proof of share ownership pursuant to Section 67c (3) German Stock Corporation Act (AktG), which refers to the beginning of the 21st day prior to the General Meeting, i.e. to 25 August 2023, 00:00 hours (CEST) (the so-called record date) is sufficient. The proof of share ownership must be provided in text form in German or English language and must be received by the Company at the latest by 08 September 2023, 24:00 hours (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 Section 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 at the latest by 14 September 2023, 17:00 hours (CEST) or by the commencement of the voting procedures at the day of the General Meeting or electronically by e-mail to the following address:

ATOSS Software AG  
Legal Department – ao. HV 2023  
Rosenheimer Str. 141 h  
81671 Munich  
Fax: +49 (0) 89 - 42771 - 58400  
E-mail: hauptversammlung@atoss.com

A power of attorney form will be sent to the persons duly registered for the General Meeting. This form is also available on the Company's website for download at <https://www.atoss.com/en/company/investor-relations/general-meetings>.

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 Section 135 AktG. The special statutory provisions of Section 135 AktG apply in this regard. However, the relevant proxies may set their own formal requirements; in such a case, the shareholders are therefore requested to consult with the proxy in good time regarding any particular form of the relevant power 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 will be sent to the persons duly registered for the General Meeting and is also available for download on the Company's website <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 14 September 2023, 17:00 hours (CEST) (date of receipt by the Company) at the latest:

ATOSS Software AG  
Legal Department – ao. HV 2023  
Rosenheimer Str. 141 h  
81671 Munich  
Fax: +49 (0) 89 - 42771 - 58400  
E-mail: [hauptversammlung@atoss.com](mailto:hauptversammlung@atoss.com)

Alternatively, a handover to the proxies during the General Meeting is also possible until the commencement of the voting procedures. 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 until the commencement of the voting procedures.

Representation by the proxies appointed by the Company is limited to the exercise of voting rights in accordance with instructions. In particular, the proxies appointed by the Company do not accept any powers of attorney and instructions 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 Section 122 (2) AktG**

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 (Section 126 German Civil Code (BGB)) to the Executive Board at the following address

ATOSS Software AG  
Executive Board  
Legal Department - ao. HV 2023  
Rosenheimer Str. 141 h  
81671 Munich

and, under Section 122 (2) sentence 3 AktG, must be received by the Company by no later than 24:00 hours (CEST) on 15 August 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.

Additions to the agenda to be announced will be announced without delay in the same manner as the convocation, unless these additions have already been announced together with the convocation.

#### **Counter-motions and election proposals by shareholders under Sections 126 (1), 127 AktG**

Shareholders may submit to the Company motions against a management proposal on a specific agenda item pursuant to Section 126 (1) AktG and election proposals on an election of Supervisory Board members and/or auditors provided for in the agenda pursuant to Section 127 AktG. These are to be sent exclusively to the following address, fax number or e-mail address:

ATOSS Software AG  
Legal Department - ao. HV 2023  
Rosenheimer Str. 141 h  
81671 Munich  
Fax: +49 (0) 89 - 42771 - 58400  
E-mail: [hauptversammlung@atoss.com](mailto:hauptversammlung@atoss.com)

Counter-motions from shareholders regarding items on the agenda and election proposals from shareholders, received by the Company at the address stated above 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 24:00 hours (CEST) on 31 August 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. Counter-motions and election proposals addressed otherwise will not be considered. Any comments by the management on the counter-motions and election proposals will also be published on the above-mentioned internet website.

The Company may refrain from publishing a counter-motion and any statement of grounds if one of the reasons under Section 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. Moreover, any statement of reasons for a counter-motion need not be made available if it exceeds 5,000 characters in total. The above sentences apply mutatis mutandis to election proposals by shareholders pursuant to Section 127 AktG. Except in the cases of Section 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 Section 124 (3) AktG (information on the name, profession and place of residence of the proposed Supervisory Board members or auditors) or Section 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 or election proposals 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 or election proposals 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 Section 131 (1) AktG

Pursuant to Section 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 an item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company, also provided that the information is necessary for the proper assessment of the respective item on the agenda.

The Executive Board may refrain from answering individual questions for the reasons stated in Section 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 to Section 124a AktG

Publications under Section 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 – additional disclosures pursuant to Section 49 (1) no. 1 of the German Securities Trading Act (WpHG)

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 convening of the General Meeting in the German Federal Gazette thus amounts to 7,953,136. Of these 7,953,136 voting rights, no voting rights from treasury shares are currently suspended (Section 71b AktG). The actual number of non-dormant voting rights may still change until the General Meeting.

Munich, August 2023

ATOSS Software AG  
The Executive Board

### Information on data protection pursuant to Articles 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](mailto:hauptversammlung@atoss.com), telephone: +49 89 4 27 71 0.

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

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

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

ATOSS processes your personal data (in particular name, address and other contact details of the shareholder, number of shares, type of share ownership, 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 Section 135 (5) sentence 2 AktG, a shareholder may authorise a credit institution, another intermediary or shareholders' associations equivalent thereto under Section 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 Section 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 (Sections 122 (2), 126 (1), 127 AktG).

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

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



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

In the following, 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 Article 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 scope 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 delete or anonymise your personal data as soon as and insofar as they are no longer required for the purposes stated above, unless statutory obligations to provide proof and/or to retain data (including under the German Stock Corporation Act, the German Commercial Code, the German Fiscal Code or other legal provisions) oblige us to continue to store them. 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 will 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?**

There is no intention to transfer personal data to a third country.

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

We do not use purely automated individual decision-making procedures pursuant to 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 of access to the data stored about you by ATOSS Software AG (Article 15 GDPR);
- Right to rectification of incorrect data stored about you (Article 16 GDPR);
- Right to have your data erased, in particular if it is no longer necessary for the purposes for which it was originally collected (Article 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 (Article 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 (Article 21 GDPR);
- Right to lodge a complaint: for complaints regarding the processing of your personal data, please contact our Data Protection Officer using the contact details provided. Irrespective of this, you have the right to lodge a complaint with the competent data protection authority.

**ATOSS.COM**