

ATOSS Software SE: Private Placement of ATOSS Software Shares by AOB Invest and General Atlantic intended to Strengthen the Free Float and Liquidity of the Stock Successfully Completed

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Munich, September 6, 2024

ATOSS Software SE ('ATOSS Software') has been informed by its two largest shareholders AOB Invest GmbH ('AOB Invest'), a company owned by Andreas Obereder, the CEO and Founder of ATOSS Software, and General Atlantic Chronos GmbH ('General Atlantic'), that the announced private placement by way of an accelerated bookbuilding process with institutional investors has been successfully completed, during which each party sold 541,667 shares in ATOSS Software at a placement price of €120.00 per share, amounting to a total of 1,083,334 shares (representing approximately 6.81% of ATOSS Software's share capital) and a total placement volume of c. €130 million (the "Placement").

In connection with the Placement, AOB Invest and General Atlantic will settle the forward purchase and sale agreement entered between the two parties on June 30, 2023, in which c. 5% of the shares in ATOSS Software will be transferred from AOB Invest to General Atlantic at a pre-agreed price (the "Forward Purchase and Sale Agreement"). General Atlantic primarily intends to use the net proceeds from the Placement to finance the settlement of the Forward Purchase and Sale Agreement.

AOB Invest remains the largest shareholder in ATOSS Software with shareholdings of c. 21.59% (previously 30.000028%) and General Atlantic increases its position to c. 21.58% (previously 19.99%). The Placement will increase the free float and thus likely benefit liquidity of the ATOSS Software stock as well as broaden the institutional investor base.

AOB Invest and General Atlantic have agreed to a 180-day lock-up period. Both parties will also stay committed to the 4-year lock-up, entered into in June 2023, prohibiting each party to dispose the majority of their shareholding without the consent of the other party, underlining the long-term commitment to ATOSS Software.

Berenberg, Goldman Sachs and Jefferies acted as Joint Global Coordinators and Joint Bookrunners on the Placement. Hengeler Mueller advised AOB Invest, Milbank advised General Atlantic and Willkie Farr & Gallagher advised the Joint Global Coordinators and Joint Bookrunners on the Placement.

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In member states of the European Economic Area, the placement of securities described in this announcement was directed exclusively at persons who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (Prospectus Regulation), as amended.

In the United Kingdom, the placement of securities described in this announcement was directed exclusively at persons who are "qualified investors" within the meaning of Regulation (EU) 2017/1129 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, and who are persons who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) or (iii) to whom it may otherwise be lawfully communicated (all such persons together being referred to as "Relevant Persons"). This announcement must not be acted on, or relied upon, by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates was available only to Relevant Persons and will be engaged in only with Relevant Persons.

No action has been taken that would permit an offering or an acquisition of the securities or a distribution of this announcement in any jurisdiction where such action would be unlawful. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

Background information

ATOSS Software SE is a provider of technology and consulting solutions for professional workforce management and demand-optimized workforce deployment. Whether time & attendance management, mobile apps, workforce forecasting, sophisticated workforce scheduling or strategic capacity and requirement planning, ATOSS has just the right solution – both in the cloud and on-premises. The modular product families feature the highest level of functionality, technology and platform independence. With around 15,600 customers in 50 countries, ATOSS workforce management solutions make a measurable contribution to increased value creation and competitiveness. At the same time, they ensure greater planning fairness and satisfaction at the workplace. Customers include companies such as Barry Callebaut, C&A, City of Munich, Decathlon, Deutsche Bahn, Lufthansa, OBI, Primark, Sixt and W.L. Gore & Associates. Further information: www.atoss.com

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