



**Invitation to the
Ordinary General Meeting**

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ATOSS Software SE
Munich

Securities identification number 510 440
ISIN No. DE0005104400

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

**Wednesday, 30 April 2025, 11am (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 SE and the approved consolidated financial statements as of 31 December 2024, the combined management report of ATOSS Software SE and the group for the 2024 fiscal year, the report of the supervisory board for the 2024 fiscal year, and the explanatory report of the Executive Board on the disclosures under Sections 289a and 315a of the German Commercial Code (HGB)

These documents can be accessed 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 2024 fiscal year prepared by the Executive Board on 27 February 2025 in accordance with Sections 171, 172 of the German Stock Corporation Act (AktG)*. The annual financial statements are thus adopted under Section 172 AktG. The prerequisites under which the General Meeting is required to pass a resolution regarding the adoption of the annual financial statements in accordance with Section 173 (1) AktG have not been met.

* The conversion of ATOSS Software AG into ATOSS Software SE was entered in the commercial register on 22 May 2024 and thus became effective. Since then, the provisions of the German Stock Corporation Act have applied to the company in accordance with Article 9 (1) lit. c) (ii) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (SE Regulation), unless otherwise stipulated in specific provisions of the SE Regulation.

2. Resolution on the appropriation of net profit

The Supervisory Board and the Executive Board propose that the net profit from the past 2024 fiscal year, amounting to EUR 49,785,356.86, be used as follows:

- a) Distributing a dividend amounting to EUR 2.13 per no-par value share, thus a total of EUR 33,880,359.36,
- b) Carrying forward the remaining amount to new account amounting to EUR 15,904,997.50.

The number of shares entitled to dividends may change by the General Meeting on 30 April 2025. In this case, with an unchanged distribution of EUR 2.13 per no-par value share entitled to dividend, a correspondingly adjusted proposal for resolution on the appropriation of profits will be submitted to the General Meeting.

Under Section 58 (4) sentence 2 AktG, the claim to the dividend is due on the third business day following the resolution of the General Meeting, thus on 6 May 2025.

3. Resolution on discharging the Executive Board members for the 2024 fiscal year

The Supervisory Board and the Executive Board propose that the Executive Board members be discharged for their work in the 2024 fiscal year.

4. Resolution on discharging the Supervisory Board members for the 2024 fiscal year

The Supervisory Board and the Executive Board propose that the Supervisory Board members be discharged for their work in the 2024 fiscal year.

5. Resolution on appointing the auditor of the annual financial statements, the auditor of the consolidated financial statements, and the auditor of the sustainability report for the 2025 fiscal year

5.1 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 2025 fiscal year.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause of the kind referred to in Article 16 (6) of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014) has been imposed on it.

5.2 On the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt a.M., Munich branch, be appointed as the auditor of the sustainability report and group sustainability report to be prepared for the 2025 fiscal year, if applicable, with effect from the entry into force of the Act Implementing the Corporate Sustainability Reporting Directive into German Law ("CSRD Implementation Act").

The obligation to implement the resolution does not apply if, in accordance with the CSRD Implementation Act, the sustainability reporting to be prepared for the 2025 fiscal year is not to be audited externally by an auditor to be appointed by the General Meeting.

6. Resolution on approving the remuneration report for the 2024 fiscal year

Under Section 162 AktG, the Executive Board and the Supervisory Board of listed companies must prepare an annual remuneration report for the previous fiscal year and submit this to the General Meeting for resolution in accordance with Section 120a (4) AktG.

The remuneration report prepared for the 2024 fiscal year was formally audited by the auditor of ATOSS Software SE and issued with an audit certificate. The remuneration report and the report on its audit are available on our website at

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

and will also be available at the General Meeting.

The Supervisory Board and the Executive Board propose that the remuneration report for the 2024 fiscal year, drawn up and audited under Section 162 AktG, be approved.

7. Resolution on approving the remuneration system for the Executive Board members

In accordance with Section 120a 1 AktG, the General Meeting of a listed company must pass a resolution on the remuneration system for the Executive Board members presented by the Supervisory Board in the event of significant changes, but at least every four years. The General Meeting of the Company last approved the remuneration system for the Executive Board members presented by the Supervisory Board on 30 April 2021 in accordance with Section 120a (1) AktG.

The Supervisory Board of ATOSS Software SE intensively reviewed the most recently presented remuneration system and on 27 February 2025 adopted an adjusted system for remunerating Executive Board members in accordance with Section 87a (1) AktG, which updates and selectively amends the previous remuneration system. The remuneration system has remained largely unchanged, but individual elements have been clarified and adjusted. The Supervisory Board believes that the revised remuneration system ensures the Company's competitiveness in recruiting key personnel to further implement the strategic growth plans.

The remuneration system for Executive Board members adopted by the Supervisory Board on 27 February 2025 is available on our website at

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

and will also be available at the General Meeting.

The Supervisory Board proposes that the following resolution be adopted:

The remuneration system for members of the Executive Board adopted by the Supervisory Board on 27 February 2025 is approved.

8. Resolution on remunerating the members of the first Supervisory Board of ATOSS Software SE

The Supervisory Board members have formed the first Supervisory Board of ATOSS Software SE since the conversion of ATOSS Software AG into ATOSS Software SE took effect on 22 May 2024.

Under Section 113 (2) AktG, the General Meeting that approves the actions of the members of the first Supervisory Board may authorise remuneration for their activities. The members of the first Supervisory Board will receive remuneration and reimbursement of their expenses for the period from 22 May 2024 to 30 April 2025 that equals the remuneration for the members of the Supervisory Board last determined by the General Meeting on 30 April 2021 in accordance with the Articles of Association. From 1 May 2025 forward, the Supervisory Board members of ATOSS Software SE are to receive the remuneration proposed for confirmation under agenda item 9.

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

The members of the first Supervisory Board of ATOSS Software SE will receive an attendance fee for ordinary Supervisory Board meetings of EUR 1,500 per meeting and a fixed remuneration for the fiscal year 2024 pro rata temporis from 22 May 2024 to 31 December 2024 and for the fiscal year 2025 pro rata temporis from 1 January 2025 to 30 April 2025, based on a fixed remuneration of EUR 20,000

for a full fiscal year. The chairman of the first Supervisory Board will receive additional fixed remuneration for the 2024 fiscal year pro rata temporis from 22 May 2024 to 31 December 2024 and for the 2025 fiscal year pro rata temporis from 1 January 2025 to 30 April 2025, based on an additional fixed remuneration of EUR 40,000 for a full fiscal year. The deputy chairman of the first Supervisory Board will receive additional fixed remuneration for the 2024 fiscal year pro rata temporis from 22 May 2024 to 31 December 2024 and for the 2025 fiscal year pro rata temporis from 1 January 2025 to 30 April 2025, based on an additional fixed remuneration of EUR 10,000 for a full fiscal year. The chairman of the Audit Committee of the first Supervisory Board will receive additional fixed remuneration for the 2024 fiscal year pro rata temporis from 22 May 2024 to 31 December 2024 and for the 2025 fiscal year pro rata temporis from 1 January 2025 to 30 April 2025, based on an additional fixed remuneration of EUR 10,000 for a full fiscal year. Members of the first Supervisory Board who are not members of the Supervisory Board for the entire period from 22 May 2024 to 31 December 2024 or from 1 January 2025 to 30 April 2025, or who do not serve as chairman or deputy chairman for the first Supervisory Board or chair the Audit Committee of the first Supervisory Board for the entire period, receive a lower remuneration in proportion to the time served. The members of the first Supervisory Board also receive reimbursement of their expenses incurred in the performance of their duties as well as reimbursement of any VAT payable on their remuneration, attendance fees and expenses.

9. Resolution on remunerating the Supervisory Board members

Under Section 113 (3) AktG, the General Meeting of listed companies must pass a resolution at least every four years on remunerating Supervisory Board members. The resolution can also confirm an existing remuneration. The remuneration of the Supervisory Board members of ATOSS Software SE is determined by the General Meeting in accordance with Section 15 of the Articles of Association. The remuneration of the Supervisory Board members and the system for that remuneration were last determined by resolution of the General Meeting on 30 April 2021; the resolution continues to apply in principle to ATOSS Software SE, subject to the special regulation on remunerating the first Supervisory Board. However, a new resolution is due to be passed at regular intervals.

The Supervisory Board reviewed the remuneration resolved by the General Meeting held on 30 April 2021 and the remuneration system for Supervisory Board members. The review did not reveal any need for structural changes; on the contrary, the current system has proved its worth. It complies with customary market standards and statutory requirements and takes into account the recommendations of the German Corporate Governance Code in accordance with the Declaration of Conformity. The Executive Board agrees with this assessment.

The remuneration system for the Supervisory Board members, the Articles of Association as amended, and the resolution of the General Meeting held on 30 April 2021 on determining the remuneration of the Supervisory Board members are available on our website at

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

and will also be available at the General Meeting.

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

The remuneration system for the Supervisory Board members adopted by the General Meeting held on 30 April 2021 and the remuneration of the Supervisory Board members resolved by the General Meeting from 30 April 2021 based on Section 15 of the Articles of Association are confirmed.

The remuneration regulation will apply from 1 May 2025 (pro rata temporis for the remaining period of the 2025 fiscal year).

10. Resolution on the elections to the Supervisory Board

Pursuant to Article 40 (2) and (3) and Article 9 (1) (c) of Regulation (EC) No. 2157/2001 (SE Regulation) in conjunction with Section 17 (1) of the SE Implementation Act (SEAG), Section 10 (1) of the Company's Articles of Association, Section 21 of the SE Participation Act (SEBG), and Section 23 of the agreement entered into with the special negotiating body of employees on the participation of employees in ATOSS Software SE dated 7 November 2023, ATOSS Software SE's Supervisory Board consists of four members, three of whom are elected by the General Meeting. An additional Supervisory Board member is appointed in accordance with Article 40 (2) sentence 3 in conjunction with Article 47 (4) SE Regulation, Section 101 (2) AktG and Section 10 (1) sentence 3, (3) to (7) of the Articles of Association of ATOSS Software SE by the respective shareholder entitled to appoint a member to the Supervisory Board (currently the shareholder AOB Invest GmbH based in Grünwald).

The shareholder AOB Invest GmbH most recently appointed Mr Christian Osterland, Principal General Atlantic DACH, to the first Supervisory Board for the period until the end of the Ordinary General Meeting on 30 April 2025 and reappointed Mr Osterland to the Supervisory Board with effect from the end of the General Meeting on 30 April 2025.

Mr Moritz Zimmermann, Mr Rolf Baron Vielhauer von Hohenhau, and Mr Klaus Bauer were most recently appointed to the first Supervisory Board of ATOSS Software SE in accordance with Section 10 (2) of the Articles of Association. Their term of office also ends at the end of the Ordinary General Meeting on 30 April 2025.

This means that three new members of the Supervisory Board must be elected by the General Meeting.

The Supervisory Board proposes that the following persons be elected to the Supervisory Board on 30 April 2025 with effect from the end of the General Meeting until the end of the General Meeting that decides on the discharge for the 2025 fiscal year:

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

Financial expert for the purposes of Section 100 (5) AktG

Due to his professional background, Mr Zimmermann meets the qualification requirements of a financial expert for the purposes of Section 100 (5) AktG in the fields of accounting and auditing.

Personal and business relations with ATOSS Software SE

Mr Zimmermann holds 10,928 shares in the Company. He has no personal or business relations with the Company, any company bodies, or any shareholders with a material interest in the Company besides the relations he has in his capacity as a member of the Company's Supervisory Board. The Supervisory Board considers Mr Zimmermann to be independent within the meaning of the German Corporate Governance Code.

If he is elected to the Supervisory Board, Mr Zimmermann is to be proposed as a candidate for Supervisory Board chair.

Supplementary information on Mr Zimmermann:

Personal data:

Date of birth: 29 September 1976

Place of birth: Cologne

Education:

- Studies in economics at the University of St. Gallen: School of Management, Economics, Law and Social Sciences (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–present	42CAP, General Partner

Memberships in domestic supervisory boards that must be formed by law:

- ATOSS Software SE (since 2019, formerly ATOSS Software AG)

Memberships in comparable domestic or foreign supervisory bodies:

none

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

10.2 Business graduate Rolf Baron Vielhauer von Hohenhau, resident in Munich, President of the Bund der Steuerzahler in Bayern e.V. (Bavarian Taxpayers Association).

Financial expert for the purposes of Section 100 (5) AktG

Due to his professional background, Baron Vielhauer von Hohenhau meets the qualification requirements of a financial expert for the purposes of Section 100 (5) AktG in the field of auditing.

Personal and business relations with ATOSS Software SE

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

Supplementary information on Baron Vielhauer von Hohenhau:

Personal data:

Date of birth: 12 October 1944

Place of birth: Sagan

Education:

- Studied business administration in Munich
- Studied agricultural business administration in Berlin
- Worked as a journalist in Augsburg and Munich

Professional career:

1973–1983 Chamber of Crafts for Swabia – Public Relations Officer

1980–present Bund der Steuerzahler Landesverband Bayern (Bavarian Taxpayers Association) – vice president (1980–83), president since 1984

1986–present Taxpayers Association of Europe (TAE), Brussels – president (until 2023), president hon. since 2023

1988–present World Taxpayers Association (WTA), Washington – founding initiator (1986–88), deputy president (1988–2004), honorary deputy president (2004), vice president (since 2004),

Entrepreneurial activities:

1999–present V.H. Wirtschaftsberatungs- und Verwaltungs GmbH, Augsburg

Memberships in domestic supervisory boards that must be formed by law:

– ATOSS Software SE (since 2001, formerly ATOSS Software AG)

Memberships in comparable domestic or foreign supervisory bodies:

– Europäischer Wirtschaftssenat e.V. (supervisory board chair)

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

10.3 Klaus Bauer, resident in Nuremberg, Supervisory Board member of ATOSS Software SE

Financial expert for the purposes of Section 100 (5) AktG

Due to his professional background, Mr Bauer meets the qualification requirements of a financial expert for the purposes of Section 100(5) AktG in the fields of accounting and auditing.

Personal and business relations with ATOSS Software SE

Mr Baron does not hold any Company shares and, other than in his capacity as a member of the Company's supervisory board, 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 May 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 Finances 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 (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, etc.)

2009–2011 PUMA AG, Herzogenaurach – Executive Board Member / Chief Operating Officer

2011–2012 PUMA SE, Herzogenaurach – Managing Director / Chief Operating Officer

Memberships in domestic supervisory boards that must be formed by law:

- ATOSS Software SE (since 2013, formerly ATOSS Software AG)

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

none

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

The Supervisory Board is satisfied that the candidates nominated by the Supervisory Board above are capable of making the expected time commitment.

Elections to the Supervisory Board are held on an individual basis.

11. Resolution on cancelling the existing authorisation to acquire treasury shares and a new authorisation to acquire and use treasury shares and to exclude tender rights when acquiring and subscription rights when using treasury shares

Under Section 71 (1) no. 8 AktG, the Company cannot acquire treasury shares except with a special authorisation by the General Meeting, unless such acquisition is expressly permitted by law. The last authorisation to acquire treasury shares, which was granted by the General Meeting held on 29 April 2022, must be renewed and selectively adjusted.

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

a) Cancellation of the existing authorisation

The authorisation to acquire treasury shares granted by the General Meeting held on 29 April 2022 is revoked, insofar as it has not yet been exercised, for the period starting with the authorisation's taking effect in accordance with lit. b) and c) below.

b) Granting of a new authorisation to acquire treasury shares

The Executive Board is authorised, until 29 April 2030, to acquire treasury shares up to a total of 10% of the Company's share capital existing when the resolution is passed or when the authorisation is exercised, whichever is lower. The shares acquired, together with other treasury shares held by the Company or attributable to it under Sections 71a et seq. AktG, may not account for more than 10% of the share capital at any time. The authorisation may not be used for the purpose of trading in treasury shares.

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

c) Types of acquisition

At the Executive Board's discretion, the acquisition may be made (1) on the stock exchange or (2) based on a public purchase offer addressed to all shareholders or based on a public invitation to all shareholders to submit offers for sale.

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

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

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

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

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

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

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

d) Use of treasury shares

The Executive Board may use the treasury shares acquired based on the authorisation under the above items b) and c) for all legally permissible purposes, including the following without limitation:

(i) The shares may be redeemed, and that redemption may be implemented, with no additional resolution of the General Meeting being required. They may also be redeemed in a simplified procedure without a capital reduction by adjusting pro rata the calculated amount of the remaining no-par value shares in the Company's share capital. If the redemption is carried out in a simplified procedure, the executive board may adjust the number of no-par value shares in the Articles of Association.

(ii) The shares may be issued to third parties for cash consideration in order to introduce the company's shares on a foreign stock exchange on which they had not previously been admitted for trading.

(iii) The shares may also be sold in a way other than via the stock exchange or based on an offer to all shareholders if the purchase price to be paid in cash is not significantly lower than the market price of the already listed shares with essentially the same features. The number of shares sold in this way with exclusion of subscription rights may not exceed 20% of the share capital, neither at the time this authorisation becomes effective nor at the time it is exercised. Other shares issued or sold during the term of this authorisation with the exclusion of subscription rights in direct or analogous application of Section 186 (3) sentence 4 AktG are to be counted towards the maximum limit of 20% of the share capital. And shares that are to be issued to service one or more of option rights, conversion rights, conversion obligations from option bonds or convertible bonds, or convertible bond profit participation rights must also be considered, provided these bonds or profit participation rights are used during the term of this authorisation with the exclusion of subscription rights in corresponding application of Section 186 (3) sentence 4 AktG.

(iv) The shares may be sold against contributions in kind, in particular as part of company mergers; or for the purpose of acquiring companies, parts of companies, equity interests in companies, other assets, or claims for the acquisition of other assets, including claims against the Company.

(v) The shares may be used to fulfil subscription and conversion rights arising from the exercise of conversion and/or option rights or the fulfilment of conversion and/or option obligations arising from convertible bonds and/or option bonds issued by the company or a group company of the company within the meaning of Section 18 AktG in which the company directly or indirectly holds a majority interest.

(vi) The shares may be offered to employees or Executive Board members of the Company or an affiliate for direct or indirect acquisition as part of share-based remuneration, share participation programmes or both, or may be directly or indirectly granted or transferred as a remuneration component, as long as the employment or board relationship with the Company or an affiliate exists when the commitment to issue the shares is made. Insofar as treasury shares are to be offered, promised, or transferred to members of the Company's Executive Board, this authorisation applies to the Supervisory Board. The number of shares so issued under exclusion of subscription rights may not exceed a total of 5% of the share capital that exists when this authorisation takes effect or the share capital that exists when it is exercised;

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

The shareholders' subscription rights to the treasury shares acquired based on this authorisation are excluded insofar as their exercise under the above authorisations under lit. (ii), (iii), (iv), (v), and (vi) deviates from the sale on the stock exchange or from the offer for sale to all shareholders. And if treasury shares are sold by way of an offer for sale to all shareholders, the shareholders' subscription rights may be excluded for fractional amounts.

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

The Supervisory Board may determine that measures of the executive board based on this authorisation may be taken only with its approval or the approval of a Supervisory Board committee.

The Executive Board's written report in accordance with Section 71 (1) no. 8 sentence 5 AktG in conjunction with Section 186 (4) sentence 2 AktG on the reasons for authorising the Executive Board to exclude the shareholders' right to tender in the acquisition and shareholders' subscription rights in the use of treasury shares can be viewed on the Company website at <https://www.atoss.com/en/company/investor-relations/general-meetings> from the time the summons is made, and will also be available during the General Meeting.

II. Requirements for participating and voting in the General Meeting

1. Right to participate

To participate, vote, and submit motions in the General Meeting, shareholders must register in text form (in German or English) with proof of their shareholding on or before midnight at the end of 23 September 2025, (CEST), at the office designated below.

Pursuant to Section 18 (2) of the Articles of Association, proof pursuant to Section 67c (3) AktG which, in accordance with the statutory provisions for listed companies, refers to the close of business on the 22nd day before the General Meeting, thus to midnight at the end of 8 April 2025 (CEST) (the record date), in text form in German or English is sufficient as proof of share ownership and must be received by the Company on or before midnight at the end of 23 April 2025 (CEST) at the following address:

ATOSS Software SE
c/o UBJ GmbH
Kapstadtring 10
22297 Hamburg
Email: hv@ubj.de

In relation to the Company, only those who have provided proof of shareholding will 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 record date. The record date does not restrict the disposability of shareholdings. Disposals after the record date do not affect the seller's statutory participation and voting rights. Likewise, an additional acquisition of shares in the Company after the record date does not lead to any changes regarding participation and voting rights. People who own no shares on the record date and only become shareholders thereafter may not participate or vote.

2. 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 by a proxy, such as an intermediary (a bank, for example), 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 pursuant to Section 134 (3) sentence 2 AktG. This does not affect the option to appoint a separate proxy for the General Meeting for each company share that a shareholder holds in different securities accounts.

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 authorisation must either be presented by the proxy on the day of the General Meeting (by presenting the proxy at the admission control, for example); or through a declaration made to the Company by post or by fax on or before 29 April 2025, 5pm (CEST); or electronically, through an email sent to the following address by the time the voting procedures commence on the day of the General Meeting:

ATOSS Software SE
Legal Department - GM 2025
Rosenheimer Str. 141 h
81671 Munich
Fax: 089 - 42771 - 58400
Email: 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 for download on the Company's website

<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 them, revoking them, or providing evidence of them 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 under certain circumstances; 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.

3. Procedure for votes cast 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 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 (email) by, for example, emailing the admission card and the power of attorney/instruction form printed on it as a scanned file (such as PDF format) 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 email address by 5pm (CEST) on 29 September 2025 (date of receipt by the company) at the latest:

ATOSS Software SE
Legal Department - GM 2025
Rosenheimer Str. 141 h
81671 Munich
Fax: 089 - 42771 - 58400
Email: hauptversammlung@atoss.com

Alternatively, a handover to the proxies during the General Meeting is also possible until voting begins. We also allow 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 during the meeting until voting begins.

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. Rights of the shareholders

1. Motions to add items to the agenda pursuant to Art. 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG

Shareholders whose shares together amount to 5% of the share capital or a proportionate amount of the share capital of EUR 500,000 may request that items be placed on the agenda and announced. The request must be made to the Executive Board in writing (Section 126 of the German Civil Code (BGB)) at the following address.

ATOSS Software SE
Executive Board
to the attention of the Legal Department – GM 2025
Rosenheimer Str. 141 h
81671 Munich

and, under Section 122 (2) sentence 3 AktG, must be received by the company by no later than midnight (CEST) at the end of 30 March 2025. Each new item on the agenda must be accompanied by a reasoning or draft resolution.

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

2. Countermotions and election proposals by shareholders under Sections 126 (1), 127 AktG

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

ATOSS Software SE
Legal Department – GM 2025
Rosenheimer Str. 141 h
81671 Munich
Fax: 089 – 42771 – 58400
Email: hauptversammlung@atoss.com

Countermotions from shareholders regarding agenda items and election proposals from shareholders that are received by the company at the address stated above at least 14 days before the General Meeting (not including the day of the meeting or the day of receipt) – thus by midnight (CEST) at the end of 15 August 2025 – will be published on the website <https://www.atoss.com/en/company/investor-relations/general-meetings> without undue delay after receipt, along with the name of the shareholder and any accompanying reasoning. Countermotions and election proposals addressed elsewhere will not be considered. Any comments by the management on the countermotions and election proposals will also be published on the above-mentioned internet website.

The Company need not publish a countermotion or its reasoning if one of the reasons under Section 126 (2) sentence 1, nos. 1 to 7 AktG applies (because, for example, the countermotion would lead to a resolution of the General Meeting that would violate the law or the Articles of Association). And a statement of reasons for a countermotion need not be made available if it exceeds 5,000 characters in total. The above sentences apply with the necessary modifications 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 countermotions or election proposals to the various items on the agenda during the General Meeting, even without prior submission to the Company, remains unaffected. Please note that countermotions or election proposals that have been submitted to the Company on time in advance will be considered at the General Meeting only if they are made there.

3. Shareholders' right to information pursuant to Section 131 (1) AktG

During the General Meeting, pursuant to Section 131 (1) AktG, the Executive Board shall give each shareholder information on the Company's affairs on request insofar as such information is necessary to properly assess an agenda item. The duty to provide information also extends to the Company's legal and business relationships with an affiliate. 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 if this is also necessary to properly assess the agenda item.

The Executive Board may refrain from answering individual questions for the reasons stated in Section 131 (3) AktG (because, for example, providing the information would probably be detrimental to the Company or an affiliated company according to reasonable commercial assessment).

IV. Publications on the Company's website under Section 124a AktG and further explanations

Publications in accordance with 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>.

Further information on the rights of shareholders in accordance with Article 56 of the SE Regulation, Section 50 (2) SEAG, Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG, particularly information on requirements in addition to compliance with the relevant deadlines, can also be found on the aforementioned website.

V. Total number of shares and voting rights; Additional information pursuant to Section 49 (1)(1) of the German Securities Trading Act (WpHG)

When the summons to the General Meeting was announced in the Federal Gazette, the Company's share capital amounted to EUR 15,906,272, divided into 15,906,272 ordinary shares without par value (no-par value shares). The shares are issued in bearer form. Each no-par share grants one vote. This means that when the summons to the General Meeting was announced in the Federal Gazette, the total number of voting rights in the company was 15,906,272. Of these 15,906,272 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.

All members of the Company's Executive Board and Supervisory Board intend to attend the General Meeting for the entire duration.

Munich, March 2025

ATOSS Software SE

The Executive Board

Information on data protection

In connection with the General Meeting, ATOSS Software SE ('ATOSS'), Rosenheimer Str. 141 h, 81671 Munich, Germany, processes your personal data as the controller. You can contact the data protection officer of ATOSS Software SE at ATOSS Software SE, Dr Stefanie Hagemeier, Rosenheimer Str. 141 h, 81671 Munich, datenschutz@atoss.com.

ATOSS processes your personal data in connection with the General Meeting for the purposes of preparing and holding the General Meeting, enabling shareholders and shareholder representatives to exercise their rights, and to meet other obligations under stock corporation law. This is legally based on the relevant provision of the German Stock Corporation Act, in particular Sections 118 et seq. AktG in conjunction with Art. 6 (1) lit. c) GDPR.

Further information on the processing of your personal data in connection with the General Meeting and on your rights (to information, correction, restriction of processing, objection, deletion, transfer of your data, and lodging a complaint with a competent supervisory authority) can be found at <https://www.atoss.com/en/company/investor-relations/general-meetings>. We will also be happy to send them to you by post. If you have any other questions, you can contact the data protection officer at any time using the contact details given above.

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