



**Invitation to  
the Ordinary General Meeting**

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# Invitation to the Ordinary General Meeting

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 2026, 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 at 31 December 2025, the combined management report of ATOSS Software SE and the Group for the 2025 financial year, the report of the Supervisory Board for the 2025 financial 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 2025 financial year prepared by the Executive Board on 6 March 2026 pursuant to Sections 171 and 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 pursuant to Section 173(1) AktG have not been met.

### **2. Resolution on the appropriation of net profit**

The Supervisory Board and the Executive Board propose that the net profit from the past 2025 financial year, amounting to EUR 64,132,739.09, be used as follows:

- a) Distributing a dividend amounting to EUR 2.28 per no-par value share, thus a total of EUR 36,266,300.16,
- b) Carrying forward the remaining amount to new account amounting to EUR 27,866,438.93.

The number of shares entitled to dividends may change by the General Meeting on 30 April 2026. In this event, with an unchanged distribution of EUR 2.28 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 2026.

### **3. Resolution on discharging the Executive Board members for the 2025 financial year**

The Supervisory Board and the Executive Board propose that the Executive Board members be discharged for their work in the 2025 financial year.

### **4. Resolution on discharging the Supervisory Board members for the 2025 financial year**

The Supervisory Board and the Executive Board propose that the Supervisory Board members be discharged for their work in the 2025 financial 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 2026 financial year**

5.1. On the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH auditing company, Frankfurt a.M., Munich branch, be elected as auditor and group auditor for the 2026 financial 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 auditing company, Frankfurt a.M., Munich branch, be elected as the auditor of the sustainability report and group sustainability report to be prepared for the 2026 financial year.

The election will take place with effect from the entry into force of the Act Implementing Directive (EU) 2022/2464 as regards corporate sustainability reporting as amended by Directive (EU) 2025/794 ("CSRD Implementation Act").

The obligation to implement the resolution does not apply if and to the extent, in accordance with the CSRD Implementation Act, that ATOSS Software SE is not required for the 2026 financial year to prepare a sustainability report and/or a group sustainability report or the sustainability reporting is not to be audited externally by an auditor appointed by the General Meeting.

### **6. Resolution on the approval of the Remuneration Report for the 2025 financial year**

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

The remuneration report prepared for the 2025 financial 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 2025 financial year, drawn up and audited under Section 162 AktG, be approved.

## 7. 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 10(1) AktG and Section 10(1) sentence 3, (3) to (7) of the current Articles of Association of ATOSS Software SE by the respective shareholder entitled to appoint a member to the Supervisory Board (to date the shareholder AOB Invest GmbH with registered office in Grünwald).

The shareholder AOB Invest GmbH has appointed Mr Christian Osterland, Principal General Atlantic DACH, to the Supervisory Board for the period until the end of the General Meeting that decides on discharging the Supervisory Board of ATOSS Software SE for the 2029 financial year.

Mr Moritz Zimmermann, Mr Rolf Baron Vielhauer von Hohenhau and Mr Klaus Bauer were elected to the Supervisory Board by resolution of the General Meeting on 30 April 2025 until the end of the General Meeting that decides on discharging for the 2025 financial year. Their term of office thus ends at the end of the ordinary General Meeting on 30 April 2026.

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

The Supervisory Board proposes that, with effect from the end of the General Meeting on 30 April 2026, the following persons be elected to the Supervisory Board for the period until the end of the General Meeting that decides on discharging for the 2026 financial year:

### 7.1 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 21,856 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: 29.09.1976

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 of 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 available on the Company's website at

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

### 7.2 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: 12.10.1944

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 – 1983), president since 1984

1986 – 2023 Taxpayers Association of Europe (TAE), Brussels – President

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

**Entrepreneurial activities:**

1974 – present Retirement Home Lechbruck – Executive Chairman

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>

**7.3 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: 29.05.1955

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 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)

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 aforementioned candidates nominated by the Supervisory Board are capable of making the expected time commitment.

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

**8. Resolution on amendments to the Articles of Association in Article 10 (Composition of the Supervisory Board) and a consequential amendment to the Articles of Association in Article 11 (Term of office of the Supervisory Board)**

Restructuring in the private sphere of the founder and CEO Andreas Obereder requires an adjustment to the provisions on the right of appointment in the company's Articles of Association. AOB Portfolio One GmbH & Co. KG as the legal successor to AOB Invest GmbH and General Atlantic have mutually undertaken to agree to this amendment to the Articles of Association. AOB Portfolio One GmbH & Co. KG is obliged to exercise the right of appointment to the Supervisory Board as instructed by General Atlantic. Christian Osterland's previous appointment shall remain unaffected by this.

Section 10 (2) of the Articles of Association also contains provisions relating to the first Supervisory Board of ATOSS Software SE that are no longer required. The paragraph should therefore be deleted. Accordingly, the reference in Section 11 (1) of the Articles of Association to Section 10 (2) of the Articles of Association is also deleted.

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

a) Section 10 (1) sentence 3 of the Articles of Association (Composition of the Supervisory Board) is amended as follows:

“Subject to the provisions of paragraph 5, an additional member shall be appointed to the Supervisory Board by the appointing party specified in paragraphs 2 to 4 of this Section 10 below.”

Section 10 (1) sentence 1 and sentence 2 of the Articles of Association shall remain unaffected.

b) Section 10 (2) of the Articles of Association (Composition of the Supervisory Board) is deleted without replacement.

c) The previous paragraphs 3 to 6 of Article 10 of the Articles of Association (Composition of the Supervisory Board) shall become paragraphs 2 to 5 and be amended as follows:

“(2) The shareholder AOB Portfolio One GmbH & Co. KG, with its registered office in Grünwald, Munich district (Munich Local Court, HRA 122299), has the right of appointment pursuant to paragraph 1 sentence 3 above if and as long as AOB Portfolio One GmbH & Co. KG holds shares totalling at least 10% of the share capital.

(3) Should the shareholding of AOB Portfolio One GmbH & Co. KG fall below the threshold of 10% of the share capital, the right of appointment pursuant to the preceding paragraph 1, sentence 3, shall no longer be vested in AOB Portfolio One GmbH & Co. KG, but shall instead accrue to the shareholder General Atlantic Chronos GmbH, with its registered office in Munich (Munich Local Court, HRB 284694), if and for as long as General Atlantic Chronos GmbH holds shares amounting to at least 10% of the share capital.

(4) The right of appointment pursuant to the preceding paragraph 1, sentence 3, shall – instead of AOB Portfolio One GmbH & Co. KG or General Atlantic Chronos GmbH, as the case may be – also be vested in their respective legal successors, provided that the requirements set forth in paragraphs 2 and 3 are met. “Legal Successor” means: (i) the legal entity resulting from or continuing in a new legal form following a (potentially cross-border) change of legal form of AOB Portfolio One GmbH & Co. KG or General Atlantic Chronos GmbH, as the case may be, pursuant to Sections 1 para. 1 no. 4, 190 et seq., 333 et seq. of the German Transformation Act (UmwG); (ii) the acquiring legal entity in the event of a (potentially cross-border) merger of AOB Portfolio One GmbH & Co. KG or General Atlantic Chronos GmbH as the transferring legal entity pursuant to Sections 1 para. 1 no. 1, 2 et seq. or 305 et seq. of the UmwG; or (iii) in the case of AOB Portfolio One GmbH & Co. KG, any company that becomes a shareholder of the Company in place of AOB Portfolio One GmbH & Co. KG and which is controlled (within the meaning of Section 17 of the AktG) directly or indirectly by Andreas Obereder or, in the event of his death or permanent legal incapacity, by his biological descendants and/or his siblings and/or his spouse (jointly, as the case may be), and provided that all of its shares and voting rights are held legally and beneficially, directly and/or indirectly, exclusively by him and/or such persons.

(5) If the thresholds specified in paragraphs 2 and 3 are not met for the first time, the right of appointment the respective authorised representative shall lapse permanently. If there is no longer an authorised delegate in accordance with the above provisions, the relevant member of the Supervisory Board shall be elected by the General Meeting.”

d) The previous paragraphs 7 and 8 of Article 10 of the Articles of Association (Composition of the Supervisory Board) shall become paragraphs 6 and 7 and shall otherwise remain unchanged.

e) Section 11 (1) sentence 1 of the Articles of Association (Term of office of the Supervisory Board) is amended as follows:

“The term of office of the Supervisory Board members ends at the end of the General Meeting that resolves on the discharge of the Supervisory Board for the fourth financial year after the beginning of the term of office; the financial year in which the term of office begins is not included in this calculation.”

Section 11 (1) sentences 2 and 3 of the Articles of Association shall remain unaffected.

### **9. Resolution on a new authorisation to issue Bonds with warrants and or convertible Bonds with the power to exclude subscription rights, the cancellation of the existing Conditional Capital, the creation of a new Conditional Capital, and the corresponding amendment to the Articles of Association.**

The authorisation granted to the General Meeting by the Executive Board on 30 April 2021 to issue Bonds with warrants and/or convertible Bonds in a total nominal amount of up to EUR 450,000,000.00 and to grant warrant rights and conversion rights or obligations for shares of the Company, representing an aggregate share of the share capital of up to EUR 1,590,627.00, will expire on 29 April 2026. The authorisation has not been utilised to date, and the Conditional Capital of EUR 1,590,627.00 resolved for its collateralisation – which, upon the capital increase from company funds resolved by the General Meeting on 30 April 2024 becoming effective, increased by operation of law to EUR 3,181,254.00 in the same proportion as the share capital pursuant to Section 218, sentence 1 of the German Stock Corporation Act (AktG) – is no longer required. The existing Conditional Capital is to be cancelled, and a new authorisation to issue Bonds with warrants and/or convertible Bonds is to be granted, and a new Conditional Capital is to be resolved. The Conditional Capital shall have a volume of up to EUR 3,181,254.00, corresponding to around 20% of the current share capital.

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

a) Authorisation to issue Bonds with warrants and/or convertible Bonds and to exclude subscription rights

(i) Authorisation period, nominal amount, term, number of shares

The Executive Board is authorised, with the approval of the Supervisory Board, to issue on one or on more occasions registered and/or bearer bonds with warrants and/or convertible bonds (collectively also “Bonds”) with a total nominal amount of up to EUR 450,000,000.00 with or without a limited term until 29 April 2031, and to grant the holders or creditors of bonds with warrants rights (also with an exercise obligation, if applicable) or the holders or creditors of convertible Bonds conversion rights (also with a conversion obligation, if applicable) to shares of the Company representing a total share of up to EUR 3,181,254.00 in the share capital, in accordance with the terms and conditions of the bonds with warrants or convertible Bonds (together also referred to as the “Terms and Conditions of the Bonds”).

The Bonds may be issued for payment in cash but may also be issued for payment in kind. In addition to euros, the Bonds may also be issued in the legal currency of an OECD country, subject to a limit of the corresponding equivalent value in euros. They may also be issued by a group company of the Company within the meaning of Section 18 AktG with its registered office in Germany or abroad, in which the Company directly or indirectly holds a majority interest; in this case, the Executive Board is authorised, subject to the approval of the Supervisory Board, to assume the guarantee for the Bonds on behalf of the Company and to grant the holders or creditors of the Bonds warrant rights and conversion rights (including, where applicable, obligation to exercise warrants or a conversion obligation) regarding shares in the Company or to impose such conditions on them.

The individual issues may be divided into fractional Bonds with equal rights.

(ii) Subscription rights and exclusion of subscription rights

Generally, the shareholders are entitled to a subscription right regarding the Bonds. They may also be granted in such a way that the Bonds are taken over by one or more credit institutions, securities institutions or companies within the meaning of Section 186 (5) sentence 1 AktG named by the Executive Board with the obligation to offer them to the shareholders for subscription (indirect subscription right). If the Bonds are issued by a group company of the Company within the meaning of Section 18 AktG in which the Company directly or indirectly holds a majority interest, the Company must ensure the granting of the direct or indirect statutory subscription right for the shareholders of the Company.

However, the Executive Board is authorised to exclude shareholders subscription rights with the approval of the Supervisory Board

- in order to exclude fractional amounts from the shareholders' subscription rights;
- if the Bonds are issued in return for payment in kind for the purpose of acquiring companies, parts of companies, equity interests in companies or other assets or claims to the acquisition of other assets, including receivables against the Company, and provided that the value of the payment in kind is in reasonable proportion to the value of the Bonds; the theoretical market value of the Bonds to be determined in accordance with recognised methods of financial mathematics shall be decisive in this respect;
- if the Bonds are issued in return for cash and the Executive Board, after due examination, comes to the conclusion that the issue price of the Bonds is not materially lower than their theoretical market value determined in accordance with generally accepted methods of financial mathematics. However, this authorisation shall only apply subject to the condition that the number of shares that may be created by exercising Bonds issued under this authorisation with the exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG does not exceed a total of 20% of the share capital, neither of the share capital at the time this authorisation becomes effective nor at the time it is exercised. 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 this maximum limit of 20% of the share capital. To be counted towards are also shares to be issued to service warrant rights and/or conversion rights or obligations arising from convertible bonds and/or bonds with warrants and/or profit participation rights, provided that these Bonds or profit participation rights are issued during the term of this authorisation on the basis of another authorisation with the exclusion of subscription rights in accordance with Section 186 (3) sentence 4 AktG;

- to the extent necessary to grant the holders or creditors of bonds with warrants and/or convertible Bonds issued or to be 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 subscription rights to the Bonds, to the extent to which they would be entitled after exercising the warrant rights and conversion rights or fulfilling obligation to exercise warrants or a conversion obligation;

and only if the total of the new shares to be issued by the Company on the basis of such Bonds and on the basis of bonds with warrants and/or convertible Bonds and/or participatory rights with warrants and/or convertible participatory rights issued on the basis of another authorisation during the term of this authorisation with the exclusion of subscription rights does not account for more than 20% of the share capital in total, neither of the share capital at the time this authorisation becomes effective nor at the time it is exercised. The following shall be counted towards the above 20% limit

- treasury shares sold during the term of this authorisation under exclusion of subscription rights, and
- shares issued during the term of this authorisation from authorised capital with the exclusion of subscription rights.

(iii) Warrant and conversion rights

In the event that bonds with warrants are issued, one or more warrants shall be attached to each fractional Bond, entitling the holder or creditor to subscribe to no-par value shares of the Company in accordance with the more detailed warrant terms and conditions to be determined by the Executive Board. The warrant terms and conditions may provide that the exercise price may also be satisfied in whole or in part by way of transfer of fractional Bonds and, if applicable, an additional cash payment. The pro rata amount of the share capital attributable to the shares to be subscribed for each fractional Bond may not exceed the nominal amount of the fractional Bond. Section 9 (1) and Section 199 (2) AktG shall remain unaffected. To the extent that subscription rights to fractions of shares arise, it may be provided that such fractions may be added up to subscription rights regarding whole shares in accordance with the warrant terms and conditions, if necessary for additional payment.

In the event that convertible bonds are issued, the holders or creditors shall be granted the right to convert their Bonds into no-par value shares of the Company in accordance with the terms and conditions of the convertible Bonds to be determined by the Executive Board. The exchange ratio is calculated by dividing the nominal amount or the issue amount below the nominal amount of a fractional Bond by the fixed conversion price for one share of the Company. A provision may be made for the exchange ratio to be variable. The exchange ratio may be rounded up or down to a whole number; furthermore, an additional payment to be made in cash may be specified. Moreover, a provision may be made for peaks to be combined and/or compensated in cash. The pro rata amount of the share capital attributable to the shares to be subscribed for each convertible Bond may not exceed the nominal amount of the convertible Bond. Section 9 (1) and Section 199 (2) AktG shall remain unaffected.

The Terms and Conditions of the Bonds may provide for the right of the Company or the group company issuing the Bonds, as the case may be, not to grant new bearer shares in the Company in the event of the exercise of the warrant or conversion, but to pay (also in part) a cash amount to be determined for the number of shares otherwise to be delivered in accordance with (v) below.

The Terms and Conditions of the Bonds may also provide that the Bonds with warrants or convertible Bonds may, at the option of the Company or the group company issuing the Bond, be serviced with already existing or to be acquired treasury shares of the Company or another listed company instead of with new bearer shares from Conditional Capital.

(iv) Obligation to exercise warrants and conversion obligation

The Terms and Conditions of the Bonds may also establish an obligation to exercise warrants or a conversion obligation at the end of the term (or at another point in time) or provide for the right of the Company to grant the holders or creditors of the Bonds shares in the Company or another listed company in whole or in part instead of payment of the cash amount due upon final maturity of the Bonds (this also includes maturity due to termination). In this case, too, the proportionate amount of the share capital represented by the shares in the Company to be issued for each fractional Bond may not exceed the nominal amount of the fractional Bond. Section 9 (1) and Section 199 (2) AktG shall remain unaffected.

(v) Warrant and conversion price

The warrant or conversion price to be fixed in each case for a share must – also in the case of a variable warrant or conversion price and subject to the following provision for Bonds with an obligation to exercise warrants or a conversion obligation, a substitution right or a tender right of the issuer of the Bonds for the delivery of shares – amount to at least 80% of the volume-weighted average stock exchange price of the Company's share in the XETRA closing auction (or a comparable successor system) on the Frankfurt Stock Exchange, as follows

– on the last ten trading days prior to the date of the final resolution by the Executive Board regarding the issue of the Bonds with warrants and/or convertible Bonds or

– if subscription rights to the Bonds are traded, on the days of subscription rights trading with the exception of the last two trading days of subscription rights trading, or, if the Executive Board finally determines the warrant or conversion price prior to the start of subscription rights trading, in the period pursuant to the above indent.

In the case of Bonds with an obligation to exercise warrants or a conversion obligation, a substitution right or a tender right of the issuer of the Bonds for the delivery of shares, the warrant or conversion price to be determined must be at least equal to either the above-mentioned minimum price or the volume-weighted average stock exchange price of the shares of the Company in the XETRA closing auction (or a comparable successor system) on the Frankfurt Stock Exchange on the ten trading days before or after the day of the final maturity of the Bonds, even if the last-mentioned average price is below the above-mentioned minimum price.

In this case the proportionate amount of the share capital represented by the shares in the Company to be issued for each fractional Bond may not exceed the nominal amount of the fractional Bond. Section 9 (1) and Section 199 (2) AktG shall remain unaffected.

(vi) Protection against dilution

Notwithstanding Section 9 (1) AktG, the warrant or conversion price may be reduced on the basis of an anti-dilution clause in accordance with the more detailed provisions of the Terms and Conditions

of the Bonds if, during the warrant or conversion period, the Company increases the share capital from company funds or issues or guarantees further bonds with warrants and/or convertible Bonds or profit participation rights while granting subscription rights to its shareholders in return for contributions in cash and/or in kind and the holders or creditors of existing warrant rights and conversion rights or obligations are not granted subscription rights to the extent that they would have them after exercising the warrant rights and conversion rights or fulfilling an obligation to exercise warrants or a conversion obligation. The reduction may also be effected by payment of a corresponding amount in cash upon the exercise of the warrant or conversion right or fulfilment of an obligation to exercise warrants or a conversion obligation or by way of reduction of any additional payment provided for. The Terms and Conditions of the Bonds may also provide for an adjustment of the warrant rights and conversion rights or obligations in the event of a capital reduction or other extraordinary measures or events (such as unusually high dividends, acquisition of control by third parties). In the event of control being acquired by third parties, an adjustment of the warrant or conversion price in line with market conditions may be provided for.

(vii) Further details of the issue and features

The Executive Board is authorised, subject to the approval of the Supervisory Board, to determine the further details of the issue and features of the Bonds or to determine such details in agreement with the governing bodies of the group company issuing the Bonds.

This applies in particular regarding the volume, timing, interest rate, type of interest, issue price, term and denomination, anti-dilution provisions and the warrant or conversion period.

b) Cancellation of the existing Conditional Capital

The Conditional Capital increase of up to EUR 1,590,627.00 (Conditional Capital) resolved by the General Meeting on 30 April 2021 – which increased to EUR 3,181,254.00 when the capital increase from company funds resolved by the General Meeting on 30 April 2024 took effect by operation of law in accordance with Section 218 sentence 1 AktG – is cancelled.

c) Creation of a new Conditional Capital

The share capital is conditionally increased by up to EUR 3,181,254.00 by issuing up to 3,181,254 new no-par value shares (Conditional Capital). The Conditional Capital increase serves to grant or impose warrant rights and/or conversion rights or obligations on the holders or creditors of Bonds with warrants and/or convertible Bonds (together "Bonds") which are issued or guaranteed by the Company or a group company within the meaning of Section 18 AktG in which the Company directly or indirectly holds a majority interest by 29 April 2031 on the basis of the authorisation granted by a resolution of the General Meeting on 30 April 2026 concerning agenda item 9. The new shares will be issued at the warrant or conversion price to be determined in each case in accordance with the authorisation under a) above. The Conditional Capital increase shall only be implemented to the extent that the holders or creditors of Bonds exercise warrant rights and/or conversion rights or holders or creditors of Bonds who are obliged to exercise warrants or to convert fulfil their obligation to exercise warrants or a conversion obligation or to the extent that the Company or the group company issuing the bond exercises an option to grant no-par value shares in the Company in whole or in part instead of the payment of the cash amount due and to the extent that in each case no cash settlement is granted or treasury shares or shares in another listed company are used for servicing. The new shares participate in profits from the beginning of the financial year in which they are created through the exercise of warrant rights and conversion rights or the fulfilment of obligation to exercise warrants or a conversion obligation. The Executive Board is authorised, subject to the approval of the Supervisory Board, to determine the further details of the implementation of the Conditional Capital increase.

The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective issue of subscription shares and to make all other related amendments to the Articles of Association that only affect the wording. The same applies in the event of a non-utilisation of the authorisation to issue Bonds after the expiry of the authorisation period and in the event of a non-utilisation of the Conditional Capital after the expiry of the deadlines for exercising warrant rights and conversion rights or for fulfilling obligation to exercise warrants or a conversion obligation.

d) Amendment to the Articles of Association

Section 4 (5) of the Articles of Association (Share Capital) is hereby repealed and restated as follows:

“(5) The share capital is conditionally increased by up to EUR 3,181,254.00 by issuing up to 3,181,254 new no-par value shares (Conditional Capital). The Conditional Capital increase serves to grant or impose warrant rights and/or conversion rights or obligations on the holders or creditors of Bonds with warrants and/or convertible Bonds (together “Bonds”) which are issued or guaranteed by the Company or a group company within the meaning of Section 18 AktG in which the Company directly or indirectly holds a majority interest by 29 April 2031 on the basis of the authorisation granted by a resolution of the General Meeting on 30 April 2026 concerning agenda item 9. The new shares will be issued at the warrant or conversion price to be determined in each case in accordance with the authorisation of the General Meeting of 30 April 2026 concerning agenda item 9 a). The Conditional Capital increase shall only be implemented to the extent that the holders or creditors of Bonds exercise warrant rights and/or conversion rights or holders or creditors of Bonds who are obliged to exercise warrants or to convert fulfil their obligation to exercise warrants or a conversion obligation or to the extent that the Company or the group company issuing the bond exercises an option to grant no-par value shares in the Company in whole or in part instead of the payment of the cash amount due and to the extent that in each case no cash settlement is granted or treasury shares or shares in another listed company are used for servicing. The new shares participate in profits from the beginning of the financial year in which they are created through the exercise of warrant rights and conversion rights or the fulfilment of obligation to exercise warrants or a conversion obligation.

The Executive Board is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of the Conditional Capital increase.

The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective issue of subscription shares and to make all other related amendments to the Articles of Association that only affect the wording. The same applies in the event of non-utilisation of the authorisation to issue Bonds after the expiry of the authorisation period and in the event of non-utilisation of the Conditional Capital after the expiry of the deadlines for exercising warrant rights and conversion rights or for fulfilling obligation to exercise warrants or a conversion obligation.”

The written report of the Executive Board pursuant to Section 221 (4) in conjunction with Section 186 (4) sentence 2 AktG on the reasons for the authorisation of the Executive Board to exclude shareholders' subscription rights when issuing Bonds with warrants and/or convertible Bonds can be downloaded from the company's website at

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

and will also be available at the General Meeting.

## II. Requirements for participating and voting in the General Meeting

### 1. Right to participation

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 23 April 2026, 24:00 (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 2026 (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 2026 (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 right 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 with regard to 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 share ownership in accordance with 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 2026, 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 2026  
Rosenheimer Str. 141 h  
81671 Munich  
Fax: 089 - 42771 - 58400  
Email: [hauptversammlung@atoss.com](mailto: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 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 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 April 2026 (date of receipt by the company) at the latest:

ATOSS Software SE  
Legal Department - GM 2026  
Rosenheimer Str. 141 h  
81671 Munich  
Fax: 089 - 42771 - 58400  
Email: [hauptversammlung@atoss.com](mailto: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 General 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 500,000.00 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 2026  
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) of 30 March 2026. 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. Counter motions 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 2026  
Rosenheimer Str. 141 h  
81671 Munich  
Fax: 089 - 42771 - 58400  
Email: [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 (CEST) on 15 April 2026, 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 their 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 need not publish a counter motion or its reasoning if one of the reasons under Section 126 (2) sentence 1, nos. 1 to 7 AktG applies (because, for example, the counter motion 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 counter-motion 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 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.

## 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, 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 Section 124a AktG and further information

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 – Further information under Section 49(1) No. 1 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 15,906,272.00 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. 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 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 2026

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, Ms. Philippa Pasquali, Rosenheimer Str. 141 h, 81671 Munich, [datenschutz@atoss.com](mailto: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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