



boss*info*

Capital increase presentation

Investor Memorandum

Autumn 2022



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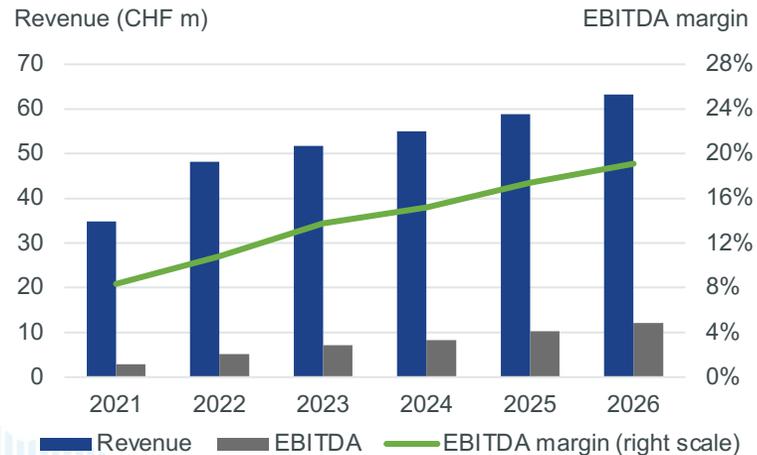
What we have come from

What we would like to achieve

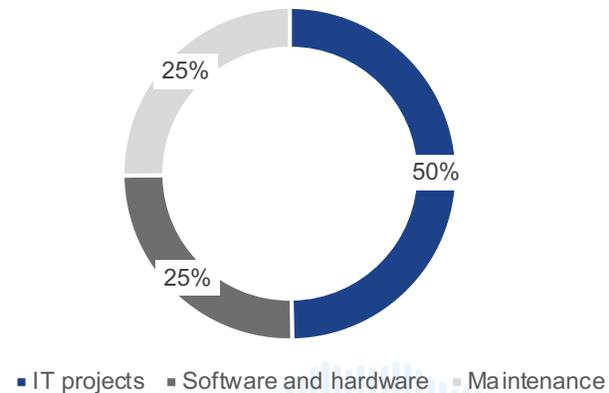
A technology company with a pioneering role

- Boss Info is a **leading independent provider and developer of state-of-the-art ERP solutions and tailored IT services** in the Swiss market.
- Boss Info aims to become the Swiss market leader for ERP systems for SMEs. With this in mind, Boss Info has **purchased several companies and developed its own software** since it was founded in 1998.
- Its **growth story** is continuing with the growing number of customers and the expansion of its product range.
- Like many other providers, Boss Info began as an integrator for ERP systems. By developing its own solutions for company software and document management (DMS), Boss Info has **evolved into a software provider**.
- In addition to software development, Boss invests systematically in corporate acquisitions and in expanding its team of **IT professionals in Switzerland and, in particular, abroad**.
- This will allow Boss Info to further increase its **profitability and revenues** in the years to come.

Attractive growth plan



Balanced revenue split



Capital increase

- Boss Info's share capital was tokenized in summer 2021. By taking this step, Boss Info once again demonstrated its pioneering role.
- Once a token trading function has been set up on the Boss Info website using technology from Aktionariat.com, Boss Info will effect a capital increase via the Taurus T-DX platform.
- Boss Info will use the additional capital to continue on its growth path while increasing profitability.
- The capital increase will offer investors an exciting opportunity to become part of the Boss story and to benefit from the growth in the company's value.

Key facts on the capital increase

General information about the capital increase by Boss Info AG

Existing share capital	The share capital of Boss Info AG is divided into 10.5 million shares (tokens) with a par value of CHF 0.01. The par value comes to CHF 105,000 in total.
Current shareholder base	Together, the two founding shareholders currently hold just under 90% of the shares. Employees also have a stake in the company accounting for around 2% of the shares.
Capital increase	The capital increase comprises up to 350,000 shares with a par value of CHF 0.01 each. Subscription exclusively on the Taurus Investor Portal .
Subscription	The minimum purchase amount is 10 tokens. Further tokens can be subscribed in steps of 10 . Beyond that, the number of subscribed shares per purchaser is not limited. Subscribers can indicate how many shares they wish to subscribe for at: https://investor.t-dx.com/iv/onboarding/start?campaignId=cddd8722-bcdb-433f-bddc-02ddd96ab0ac
Subscription price	The issue price per share is CHF 9.75 .
Payment	The purchase price for the selected amount of shares (tokens) must be fully paid in before the subscription period expires . Payments which exceed the allocated shares will be refunded.
Subscription period	The subscription period and the period for exercising subscription rights will start on November 11, 2022 and will end on December 15, 2022 . The shares will be allocated once this period ends.
Subscription rights	The subscription rights of existing shareholders are preserved.
Engrossment	The shares are issued in the form of digital security rights (tokens) and managed in the blockchain. The tokens will be made available on a private wallet for withdrawal from the Taurus Investor Portal once the transaction is completed and after the final allocation of the shares.
Restrictions	Only persons with permanent residence in Switzerland , who are acting on their own account, may participate in the capital increase. Investors may neither be citizens of the USA nor of any country or geographical territory that is subject to sanctions or embargoed by the United Nations, the USA, the EU or Switzerland, or whose laws prevent the issue or use of tokens.
Trading	Trading tokens via the Boss Info AG website remains possible.
Applicable law	Swiss law at the registered office of Boss Info AG

Boss Info investment highlights



Ambitious market leader with attractive growth prospects



Stable revenue trend thanks to an increasing proportion of recurring revenue



Thanks to own IP, higher margins possible than for pure-play IT services providers



Diversified, loyal, international customer base consisting of SMEs and large companies

Contact

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The Boss Info token – facts and figures

Tokenized and CMTA-certified share capital

- The share capital of Boss Info AG is divided into 10.5 million shares (digital tokens) with a par value of CHF 0.01. The share/uncertificated securities register will be maintained on the **blockchain** using a lawful process.
- One of the first companies to do so, Boss Info achieved **certification of its tokens** by the “Capital Markets and Technology Association” (CMTA) in September 2022.
- The **CMTA certificate** stands for successful compliance with and implementation of the standards set by the independent association of the same name.
- Thanks to this certification, investors and shareholders can rely on the fact that the Boss Info shares were securely **tokenized** in accordance with Swiss law and the **highest technical industry standards**. Through the certification, Boss Info is once again living up to its pioneering role. Certification will be extended to include the new tokens following the capital increase.

Past performance of Boss Info tokens



Opportunity to invest in a new asset class

- As a pioneer and one of the largest Swiss companies to have entirely tokenized its share capital, Boss Info is opening up to a wider group of investors.
- With its move to the Taurus Investor Portal Boss Info leads the way for more successful Swiss SMEs that wish to broaden their shareholder base and enables private investors to invest in a new asset class.

Capital increase

- The launch on the Taurus Investor Portal will take place in connection with a capital increase of up to 350,000 newly created tokens. Investors will be given the unique opportunity to purchase **tokens at a preferential price of CHF 9.75 each**.
- Present shareholders will not cash out, instead the proceeds from the capital increase will be used to finance the growth strategy.
- The Boss Info tokens offer the trail-blazing opportunity to invest in a visionary company with outstanding prospects for growth via a stock market and to obtain a share in its future value creation.

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Boss Info: A “first mover” for many years

Increase in value through sustainable growth

- ① Strategic development**
- Investment in growth: 8 acquisitions in the last five years
 - Integration and a solid base for future growth

- ② Tokenization**
- The Boss Info shareholder base is extended to employees and first private investors.

- ③ Digital capital increase**
- Boss Info token placed on the Taurus Investor Portal
 - Capital increase to finance growth

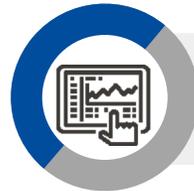
- ④ Growth and increase in value**
- Increase in value through organic and inorganic growth
 - Continuous investment in the product and service portfolio and expansion of software-as-a-service business
 - Stable performance through expansion of recurring revenue

- ⑤ Ambition**
- Leading Swiss single-source supplier for information technology, first choice for ERP, collaboration, business software, ICT, DMS
 - Organic and inorganic growth to 1,000 employees

Quick facts



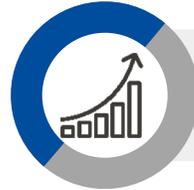
1,500+ customers



15,000+ users



CHF 50 million in revenue



+20% revenue growth per year



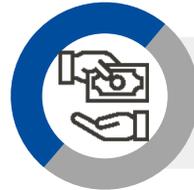
10% EBITDA margin



+75% share of revenue from existing customers



300+ employees



Leading in the consolidation of the market for enterprise software

Boss Info – a visionary group of companies

Mission

Through the use of innovative technologies, Boss Info optimizes customers' business processes with consulting services, ICT solutions and ICT services.

Boss Info's customers benefit from its employees' profound technical and economic expertise, their experience that has been built up over many years, their proximity to customers and from hundreds of successfully implemented projects.

Vision

Boss Info aims to be the ERP and ICT market leader for SMEs in Switzerland.

To implement this vision, a strategically balanced portfolio of products and services is being developed and will be refined on an ongoing basis. This will be achieved through in-house development as well as targeted acquisitions. Boss Info has already made 17 acquisitions in total, all of which have been successfully integrated.

Values

- Fairness
- Expertise
- Long-lasting relationships
- Commitment

Boss Info is an attractive partner for ICT companies that are looking for a succession or seeking a strong strategic partner. Boss Info will increase its competitive edge in the market and consolidate its leading market position through targeted acquisitions.



Simon Boss

"Boss Info has evolved from a start-up to a well-established company and market leader since 1998. Our specialists implement comprehensive business solutions that are easy to use and provide suitable systems technology at the same time – we can provide a one-stop service if requested. We cultivate a long-term, fair and partnership-based relationship with our customers and partners."

The people behind Boss Info

90+
Development
IT architecture

20+
Service desk

150+
Project managers
Consultants
Training



17+
Administration
License management

35+
ICT

20+
Trainees

1998
Company founded

2001
Five employees

2003
Revenue over CHF 2 million

2004
Microsoft Gold Certified Partner

2009
Opening of 5th location

2013
300th ERP introduction

2016
Revenue over CHF 16 million

2020
180 employees 8 locations

2021
220 employees 9 Swiss locations

2022
300+ employees 4 international locations

BoD and Executive Board (1/2)



Simon Boss

- **Board Chair and CEO**
- Founder and owner
- Born 1968
- With Boss Info for 24 years



Peter Marending

- **Advisory Board member**
- Born 1972
- Chairman of the PKG Foundation Board



Marcel Merz

- **Group CFO, CFO bossinfo.com AG**
- Co-owner
- Born 1967
- Previously at FSS



Ueli Boss

- **Head of D365 BC Existing Customers**
- Born 1969
- With Boss Info for 23 years



Jacqueline Boss

- **BoD**
- Founder and owner
- Born 1967
- With Boss Info for 24 years



Rolf Roth

- **BoD, Head of D365 BC**
- D365 Business Central
- Born 1959
- With Boss Info for 21 years



Panagiotis Florias

- **CFO bossinfo.ch AG**
- Finances & Administration
- Born 1965
- With Boss Info for 15 years



Thomas Frei

- **Head of Business Software**
- Born 1960
- With Boss Info for 2 years



Dr Josef Böck

- **Advisory Board member**
- Born 1957
- Board Chair of Singhammer IT



Yves Dufaux

- **BoD, Head of bossERP**
- Born 1969
- With Boss Info for 18 years



Andreas Böckli

- **CEO, bossinfo.com AG**
- Born 1970
- Previously at FSS



Roland Rüegg

- **CIO, bossinfo.com AG**
- Born 1966
- Previously at FSS

BoD and Executive Board (2/2)



- **Head of ICT Services**
- Born 1969
- With Boss Info for 1 year

Christian Stecher



- **COO, bossinfo.com AG**
- Born 1990
- Previously at FSS

Dominic Frei



- **COO, D365 BC**
- Born 1975
- With Boss Info for 13 years

Erich Lötscher



- **Head of Central Services**
- Born 1959
- With Boss Info for 6 years

Bruno Morandi



- **CIO, Deputy Head of ICT**
- Born 1973
- With Boss Info for 1 year

Christian Zimmermann



- **COO, Head of Collaboration & Business Solutions**
- Born 1966
- With Boss Info for 10 years

Stefan Fries



- **COO, D365 F&SCM, bossERP, STEPS**
- Born 1977
- With Boss Info for 13 years

Dmitry Satsukevich



- **Deputy Head of Central Services**
- Born 1973
- With Boss Info for 1 year

Christian Hebeisen

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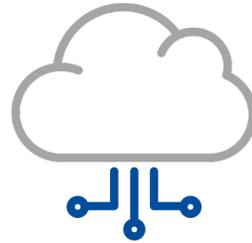
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Services based on Boss Info project methodology



Consulting

- IT strategy
- Process analysis / solution evaluation
- IT and ERP audits
- Project management

Implementing

- ERP, CRM and DMS
- ICT and Cloud
- Collaboration
- Custom business solutions

Supporting

- Support
- Operation
- Process optimization
- Services

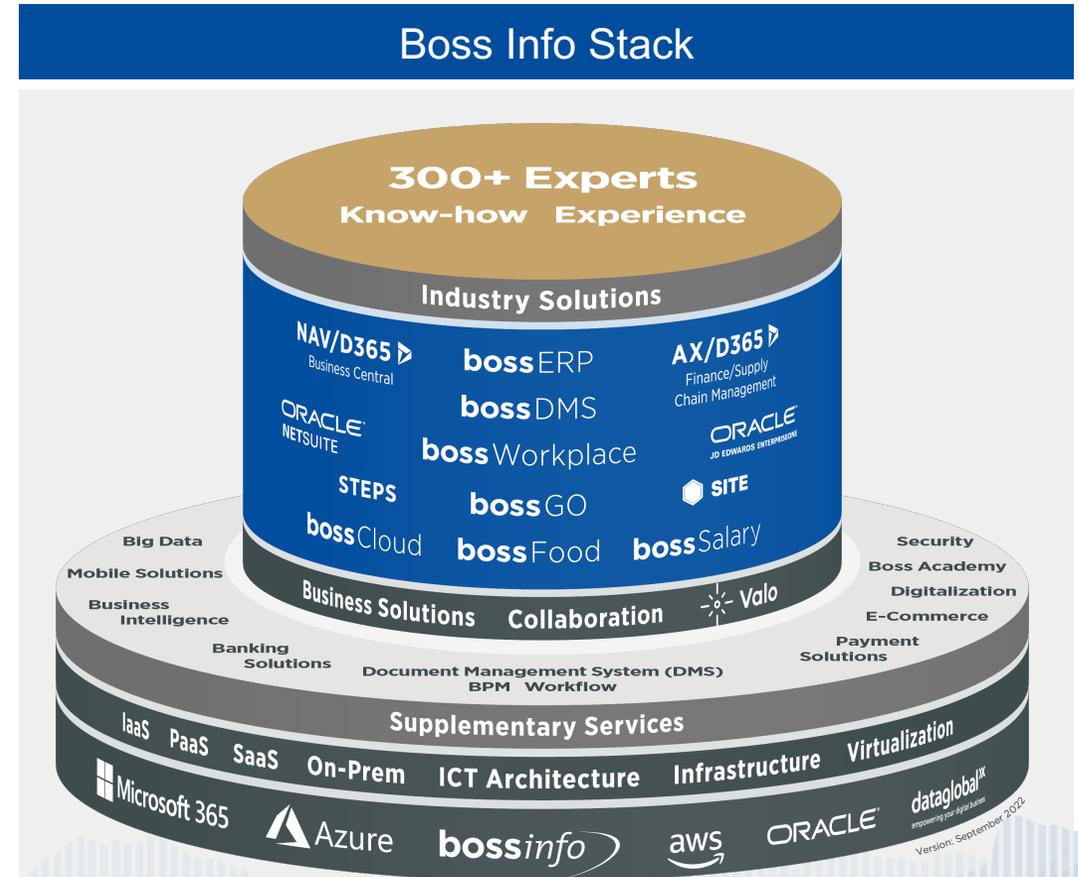
A comprehensive, market-oriented product portfolio

Full-service IT range from a single source

Boss Info offers a full-service range from a single source with **Boss Info Stack**, consisting of business software, the underlying ICT and suitable support services.

- Boss Info Infrastructure Services provides the basis for the complete range of solutions.
- While the own software bossERP suits smaller SMEs, Microsoft Dynamics is aimed at medium-sized SMEs and large companies.
- The comprehensive range is completed by the agile Oracle solutions JD Edwards and NetSuite, which are suitable for a wide variety of companies thanks to their agility and simple scalability.

Industry-leading solutions for companies of various sizes



Partner for sophisticated solutions

Switzerland



International



Berlin



Malaga



Kavala



Manila

Key industry sectors

- Service & Support / IT
- Trade & Logistics
- Production & Manufacturing
- Food & Beverages
- Associations, NPOs, NGOs
- Accounting firms



The locations outside Switzerland give Boss Info **access to specialists**, generate **cost benefits** and allow it to cover service hours with teams in other time zones.

A loyal, diverse customer base (selection)



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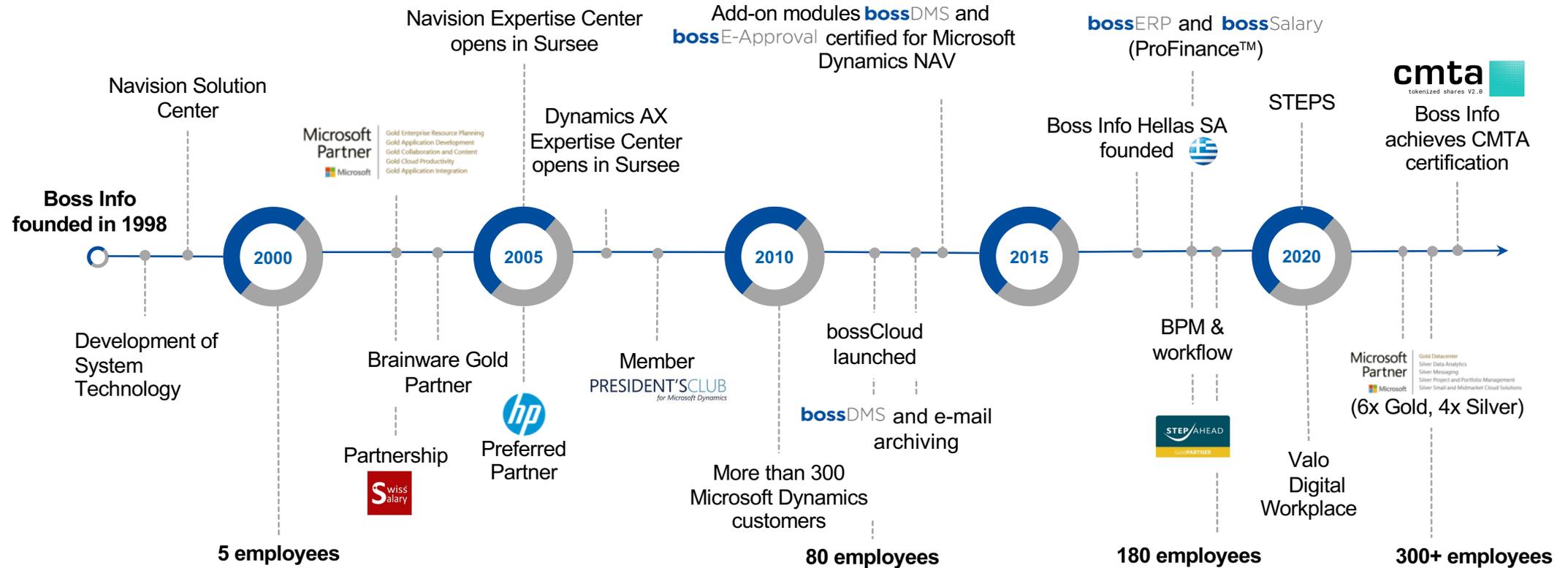
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Milestones in the company's history



Interview with Simon Boss, founder of Boss Info

Q

How would you describe the basic ideas behind Boss Info's range of products and services?

The range of products and services offered by Boss Info AG represents a full-service IT range for SMEs from a single source. We focus on ERP software, combined with additional industry solutions, systems technology and services. Besides a comprehensive range of products and services, it is the quality of the support we provide that counts for Swiss customers. If this is good, customers will be loyal.

A

Is this idea of a comprehensive range one of the keys to the company's success?

Our SME customers prefer a single contact that offers everything from a single source for their IT. Boss Info has grown gradually in response to our customers' increasing needs. We can exploit synergies and expand our range systematically and thus become the preferred partner for more new customers.

Various acquisitions have also played a part in the development of Boss Info. Is there a common theme there?

We pursue a clear acquisition strategy whose core offering can be found in the Boss Info Stack, the Boss Info Group's portfolio. We have built up an all-round package through these acquisitions with the aim of being able to serve our customer target groups holistically.

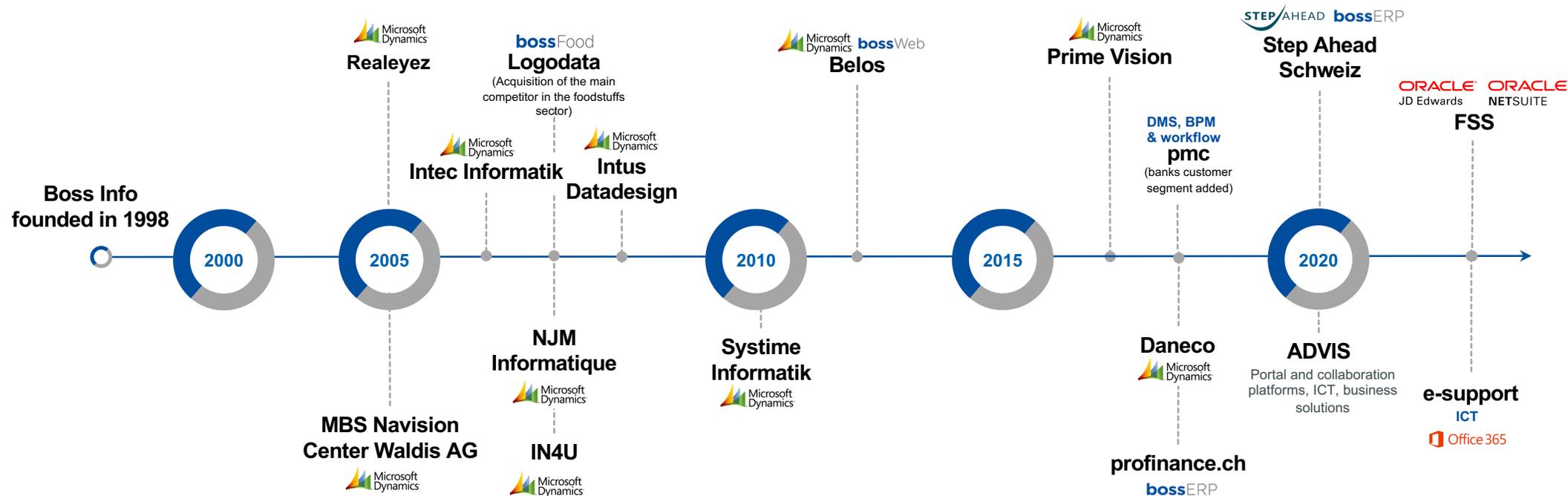
How do you decide whether to undertake an acquisition?

We weigh up the opportunities and risks in advance. Does it make sense for both parties? Will customers benefit from it? Are jobs secure? What counts for us is sustainability in conjunction with our values and our strategy. This also allows us to retain our most vital resource, our employees, following the acquisition and integration of the company.



Growth through successful corporate acquisitions

The aim of our **previous acquisitions** was primarily to consolidate Microsoft Dynamics. We also acquired a few competitors with promising customer bases or products that would be a sensible addition to Boss Info Stack.



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The attractive market environment in 2 charts

The big shift into cloud computing is ongoing

- The ICT services and software market is shifting rapidly from traditional on-premise installations to **cloud-based solutions**.
- The market research company Fortune Business Insights forecasts that the global cloud market will **grow by +18% annually**.
- This dynamic market growth will sustain **Boss Info's aspirations for growth**.

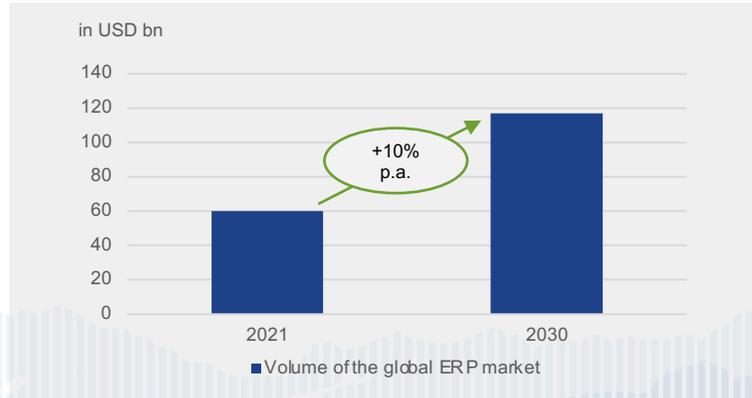
Global growth in the cloud market



Digitalization of SMEs as an opportunity for Boss Info

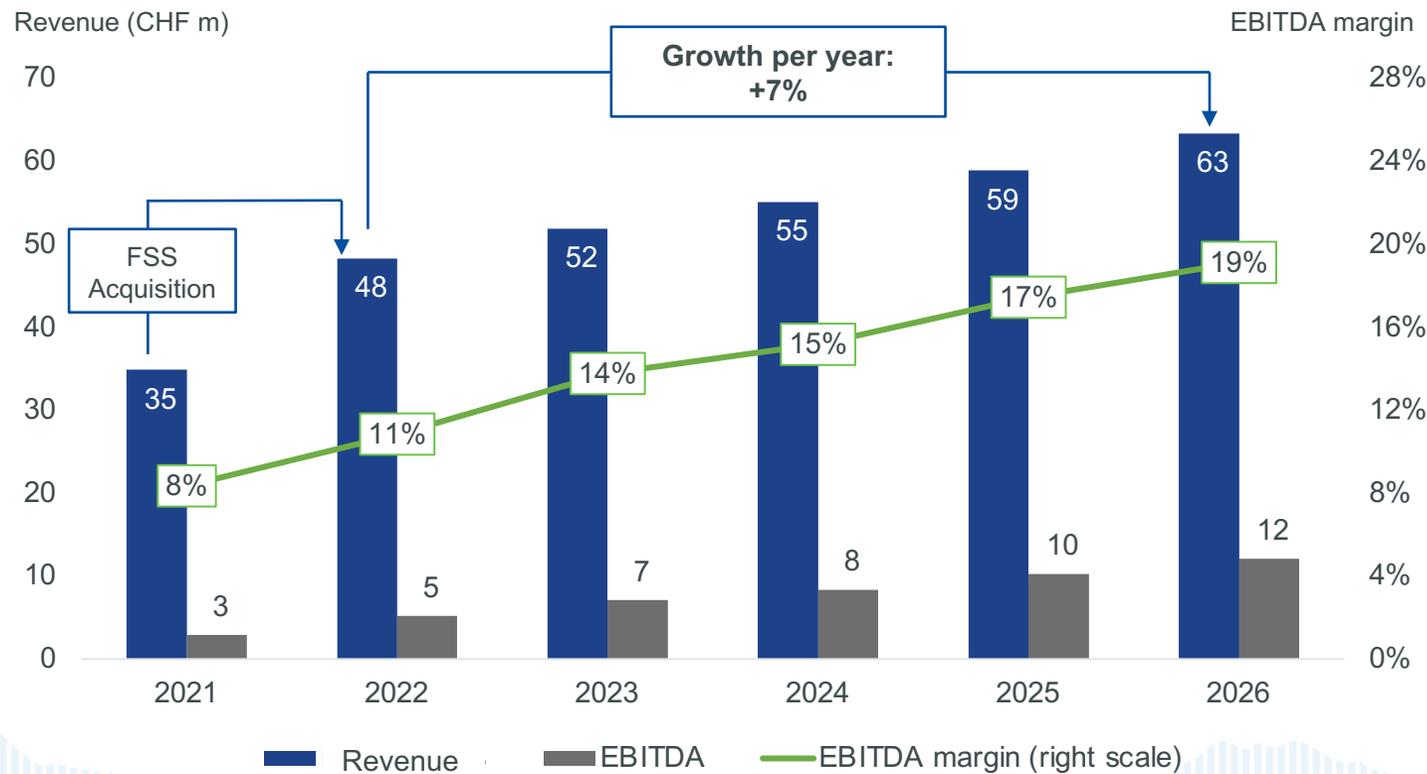
- The market for ERP solutions is far from being saturated. SMEs, in particular, have a high need **need to catch up on digitalization** – which is also due to COVID-19.
- The **annual growth rate of 10%** underpins the appeal of the ERP market.
- Customers' requirements for ERP systems vary significantly. Herein lies the **strength of Boss Info**. With its own bossERP and third-party solutions, such as Microsoft Dynamics, JD Edwards and STEPS, Boss Info can offer overall solutions tailored to the needs of companies from various sectors.

Global ERP market growth



Growth path of Boss Info

Revenue and margin trend, with no additional corporate acquisitions



Key takeaways

- Boss Info has grown both organically and through acquisitions in recent years.
- It plans to achieve organic revenue growth (i.e. with no further acquisitions) of 7% per year in the years to come.
- Growth will be driven by recurring revenue as Boss Info benefits from increasing demand for cloud-based solutions and its in-house cloud software products.
- The improvement in EBITDA margin is explained by the growing proportion of revenue generated with own IP/software, the expansion of the cloud business and cost benefits of the international locations.
- Profitability can also be boosted through the expansion of the cloud business of Boss Info and the cost benefits emanating from its international locations.
- Further corporate acquisitions will also be a significant factor in driving growth. Boss Info maintains a pipeline of suitable potential targets.

Deep dive into product strategy

Core offering ERP solutions

Boss Info offers a combined range consisting of its in-house ERP solution and partners' solutions (Microsoft Dynamics, STEPS, Oracle). The company therefore combines the roles of integrator and software manufacturer.

Own software development enables Boss Info to react swiftly to market needs and to support even smaller customers with professional ERP software.

Collaboration with market-leading partners completes the range of solutions in terms of products and sectors and ensures that customers are provided with the best and most efficient solution.

Expansion of cloud services

bossERP is primarily offered to new customers as a cloud solution, based on a monthly subscription per user and subscribed options. The installation of the ERP solution in the cloud is increasingly automated.

Boss Info also offers the complete range of solutions for virtualized working environments, which are operated in a separate cloud and can be adjusted to the customer's needs with regard to scope and support as a complete solution.

Firstly, the expansion of cloud services will increase the proportion of recurring revenue, which will reinforce the resilience and visibility of the business model. Secondly, their high scalability will allow synergies to be leveraged, which will boost profitability.

Additional business software

Boss Info will systematically enhance its range of ERP solutions by adding functions such as document management and collaboration.

These solutions can operate independently of an existing ERP installation and therefore provide additional entry points to new customers.

Boss Info will continue to make selective acquisitions in data management systems (DMS), software development and collaboration to maintain its agility and flexibility in a dynamic environment and to strengthen its capability to offer its customer a 360° range of solutions from a single source.



Supplementary information



Balance sheet overview

Balance (OR, Swiss GAAP FER) ² in TCHF	BIAG OR 31.12.2021	Conso- lidation	¹ BI Group 31.12.2021	Bridge from OR to FER	FER 01.01.2022 ²
Cash	1'250	1'228	2'478	-	2'478
Securities	535	26	561	-	561
Accounts receivable	-	4'818	4'818	³ 101	4'919
Short-term receivables	121	68	189	⁴ 225	414
Inventories	-	25	25	-	25
Work in progress	-	236	236	-	236
Accruals	-	873	873	⁴ (16)	857
Current assets	1'906	7'273	9'180	310	9'490
Fixed assets	-	2'042	2'042	³ 134	2'177
Financial assets	8	56	64	-	64
Intangible assets	⁷ 3'253	14'787	18'040	⁵ (6'999)	⁷ 11'042
Investments	⁷ 18'830	(18'830)	-	-	-
Non-current assets	22'091	(1'944)	20'147	(6'865)	13'282
Total assets	23'998	5'329	29'327	(6'555)	22'772
Current financial liabilities	12'727	(9'301)	3'427	⁴ 204	3'631
Accounts payable	-	1'446	1'446	-	1'446
Other current payables	-	10'049	10'049	⁴ 37	10'086
Current provisions	-	37	37	⁴ 166	203
Deferrals	85	1'452	1'537	⁴ (203)	1'335
Current liabilities	12'812	3'683	16'495	204	16'700
Non-current financial liabilities	5'066	1'650	6'716	-	6'716
Non-current provisions	-	-	-	³ 53	53
Non-current liabilities	5'066	1'650	6'716	53	6'769
Equity	6'120	(5)	6'115	(6'812)	(696) ⁶
Total liabilities and equity	23'998	5'329	29'327	(6'555)	22'772

Further financial information is available at <https://report.bossinfo.com> (Password: beboss1000)

Explanatory notes

- At year-end 2021, the Boss Info Group comprised Boss Info AG, bossinfo.ch AG and Boss Info Hellas (Greece). In January 2022, e-support AG and the FSS Group were acquired.
- The individual financial statements are prepared in accordance with Swiss law (OR). The consolidated financial statements are prepared in accordance with Swiss GAAP FER.

The different accounting standards lead to differences in the annual statements:
 - Inclusion of hidden reserves
 - Reclassifications
 - Mandatory straight-line amortization of goodwill pursuant to Swiss GAAP FER
- The negative equity in the consolidated financial statements was mainly caused by the mandatory linear amortization of acquired goodwill.
 - This amortization pursuant to Swiss GAAP FER is accounting-related and is not based on recoverability or change in fair value.
 - Therefore, the amortization has no impact on the economic situation of Boss Info Group.
 - The consolidated negative equity is due to the applied accounting standard and is not legally relevant. In particular, there is neither a negative net worth nor an overindebtedness of Boss Info.
- Based on the achieved and expected profits (cf. page 25), no impairment of the investments and intangible assets recognized in the balance sheet is required.

Disclaimer

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Declaration of completeness

We hereby confirm that, to the best of our knowledge, the information on Boss Info AG ("the Company") contained in this Investor Memorandum and in any other document provided or information we have given in connection with the capital increase is complete and correct as of the publication date of these documents.

The Investor Memorandum submitted to you and the financial figures contained therein have been prepared to the best of our knowledge, and in our opinion, represent realistic expectations for the future of the Company at the time of publication.

All events requiring recognition on the balance sheet, significant transactions or risks of importance for the assessment of the current and future financial situation of the Company that were known at the date of the audited annual statements or at the time of publication of the Investor Memorandum, respectively, have been adequately considered in the consolidated and individual financial statements of the Company and in the documents provided. All risks and impairments requiring recognition in the balance sheet of the Company have been sufficiently taken into account in the valuation and determination of value adjustments and provisions. According to our knowledge, there are no current legal disputes or comparable disputes that have an influence on the assessment of the Company's situation.

The share capital and the legal reserves are fully covered by the assets of the Company as of the date of the Investor Memorandum (i.e. there is no overindebtedness). The Company is solvent and there are no liquidity constraints that would make it impossible to settle liabilities as they become due. Events or circumstances that could cast significant doubt on the Company's ability to continue as a going concern are neither known to us, nor foreseeable by us, nor planned by us. Should this situation change, we undertake to inform investors without delay.

The intended capital increase from authorized share capital was approved by the Board of Directors of the Company on 26.10.2022 and is based on the authorization in Article 3a of the Company's Articles of Association. The process of the capital increase has been initiated in this sense and the corresponding execution - after the expiry of the deadline set for the subscription of the shares - is foreseeable. The aim is for the capital increase to be entered in the Commercial Register by 31.12.2022 at the latest. However, since the Company has no influence on the date of registration, compliance with the target date cannot be guaranteed.

Name: Simon Boss

Role: Chair of the Board, Boss Info AG

Datum: 9.11.2022