

To the General Meeting of  
SoftwareONE Holding AG, Stans

Zurich, 24 March 2021

## Report of the statutory auditor on the financial statements

As statutory auditor, we have audited the financial statements of SoftwareONE Holding AG, which comprise the balance sheet, income statement and notes (pages 149 to 169), for the year ended 31 December 2020.



### **Board of Directors' responsibility**

The Board of Directors is responsible for the preparation of the financial statements in accordance with the requirements of Swiss law and the company's articles of incorporation. This responsibility includes designing, implementing and maintaining an internal control system relevant to the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.



### **Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Those standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control system. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



### Opinion

In our opinion, the financial statements for the year ended 31 December 2020 comply with Swiss law and the company's articles of incorporation.



### Report on key audit matters based on the circular 1/2015 of the Federal Audit Oversight Authority

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibility* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the financial statements.

#### **Impairment of investments and short-term loans due from group companies**

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<b>Risk</b>	As of 31 December 2020, SoftwareONE Holding AG holds all shares in SoftwareONE AG in the amount of MCHF 211 (51% of total assets) as disclosed in note 4 to the financial statements. In addition, SoftwareONE Holding AG has granted short-term loans to SoftwareONE AG in the amount of MCHF 153 (37% of total assets). SoftwareONE AG holds significant investments in subsidiaries. Therefore, the measurement of the investment in SoftwareONE AG is also affected by the value of the indirectly held investments. To assess these investments for impairment, Management uses a variety of valuation methods and makes significant estimates and judgments related to the expected timing of future cash flows and other key assumptions which could have a significant impact on net income, such as revenue growth rates and discount rates.
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<b>Our audit response</b>	In our audit of the valuation of investments and short-term loans due from group companies, we tested analyses prepared by management, which consisted of comparing the net assets balances with the carrying amount of the investment and the results of the impairment tests prepared in the context of the consolidated financial statements that were based on discounted cash flow models. We involved internal valuation specialists in the technical assessment of impairment testing models and evaluation of significant estimates and key assumptions (growth rates, discount rates) with reference to available market data. Our audit procedures did not lead to any reservations regarding the impairment of investments and short-term loans due from group companies.
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### **Report on other legal requirements**

We confirm that we meet the legal requirements on licensing according to the Auditor Oversight Act (AOA) and independence (article 728 CO and article 11 AOA) and that there are no circumstances incompatible with our independence.

In accordance with article 728a para. 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of financial statements according to the instructions of the Board of Directors.

We further confirm that the proposed appropriation of available earnings complies with Swiss law and the company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Ernst & Young Ltd

**Kaspar Streiff**  
Licensed audit expert  
(Auditor in charge)

**Max Lienhard**  
Licensed audit expert