

Invitation to the Extraordinary General Meeting of CREALOGIX Holding AG

Dear Shareholders,

We are pleased to invite you to an Extraordinary General Meeting on 31 January 2024. The Extraordinary General Meeting will take place as follows:

Date: Wednesday, 31 January 2024, 2.00 p.m.

Venue: CREALOGIX Holding AG, Maneggstrasse 17, 9th floor, 8041 Zürich

Allow us to take this opportunity to explain the reason for holding this Extraordinary General Meeting.

On 15 November 2023, Vencora UK Limited with its registered office in Halifax, England, United Kingdom ("**Vencora**"), and CREALOGIX Holding AG ("**CREALOGIX**") entered into a transaction agreement ("**Transaction Agreement**"), pursuant to which Vencora has agreed to make a public tender offer within the meaning of art. 125 et seqq. of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinMIA) for all publicly held registered shares of CREALOGIX with a nominal value of CHF 8.00 each ("**Public Tender Offer**"). On the same day, Vencora entered into a share purchase agreement ("**Share Purchase Agreement**") with the CREALOGIX shareholders Richard Dratva, Bruno Richle, Daniel Hiltbrand, Mayfin Management Services S.L., Gava, Spain, which is wholly owned by David Moreno, and Peter Süssstrunk, in which the selling shareholders agreed to sell a total of 725,746 registered shares of CREALOGIX, corresponding to approximately 51.66% of the share capital of CREALOGIX registered in the commercial register, to Vencora.

Vencora published a pre-announcement of the Public Tender Offer on 16 November 2023. On 1 December 2023, Vencora published the offer prospectus for the Public Tender Offer ("**Offer Prospectus**"). The offer price per registered share of CREALOGIX amounts to CHF 60.00 in cash and will be reduced by the gross amount of any dilution effects occurring prior to the settlement of the Public Tender Offer in accordance with the Offer Prospectus.

The Board of Directors of CREALOGIX has unanimously recommended the Public Tender Offer to the shareholders of CREALOGIX for acceptance (cf. the report of the Board of Directors dated 1 December 2023 for further information).

According to the Transaction Agreement, the persons nominated by Vencora shall be elected to the Board of Directors, as Chairman of the Board of Directors and to the Nomination and Compensation Committee of CREALOGIX. Please refer to agenda item 2 below for details. In accordance with the Transaction Agreement, all members of the Board of Directors elected at the Annual General Meeting on 26 October 2023 have therefore declared their resignation from the Board of Directors subject to and with effect from the same event or date as the elections to be held at the Extraordinary General Meeting of 31 January 2024. The details to this event or date can also be found in agenda item 2 below.

In addition, according to the Transaction Agreement, the delisting of the registered shares of CREALOGIX from the SIX Swiss Exchange is to be resolved upon subject to the settlement of the Public Tender Offer.

LEGAL NOTE

This convocation to the Extraordinary General Meeting is neither an offer or offer prospectus, respectively, in the sense of art. 125 et seqq. FinMIA (or a summary thereof) nor a report of the Board of Directors in the sense of art. 132 para. 1 FinMIA (or a summary thereof) and not part of the offer documentation in relation to the Public Tender Offer. The terms and conditions of the Public Tender Offer are set out solely in the offer documentation, which is and/or will be available under <https://docshare-red.vercel.app/>, in particular in the Offer Prospectus, and any acceptance of the Public Tender Offer will be made exclusively on the basis of such terms and conditions and documentation.

Agenda and Proposals of the Board of Directors

1. Discharge of the members of the Board of Directors and the Executive Board

Proposal of the Board of Directors:

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the members of the Executive Board for the current business year 2023/2024 up to and including the date of the Extraordinary General Meeting.

Explanation:

Pursuant to art. 698 para. 2 item 7 of the Swiss Code of Obligations, the General Meeting is competent for the discharge resolution.

2. Elections

a) Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes to elect each of the following persons as a member of the Board of Directors for a term of office ending with the completion of the next Annual General Meeting (by individual vote). If the consummation of the Share Purchase Agreement has not occurred on the date of the Extraordinary General Meeting, the elections are subject to and effective as of

- (A) the consummation of the Share Purchase Agreement, if the consummation of the Share Purchase Agreement occurs before the settlement of the Public Tender Offer, or
- (B) the settlement of the Public Tender Offer, if the consummation of the Share Purchase Agreement does not occur before the settlement of the Public Tender Offer

otherwise – if the consummation of the Share Purchase Agreement has already occurred on the date of the Extraordinary General Meeting – with immediate effect as of the completion of the Extraordinary General Meeting.

- a) Michael Dufton
- b) Ateet Patel
- c) Nathan Partington
- d) Hubert Rüedi
- e) Dr. Felix Buschor¹
- f) Christoph Stettler²

Explanation:

The persons proposed for election as members and as Chairman of the Board of Directors as well as members of the Nomination and Compensation Committee (see also agenda item 2.b and 2.c) have been nominated by Vencora in accordance with the Transaction Agreement. For the current activities

¹ Independent from Vencora and its affiliates.

² Independent from Vencora and its affiliates.

and curricula vitae of the persons proposed for election, please refer to the website <https://crealogix.com/en/about-us/investor-relations>. The regulation relating to the effectiveness of the respective elections and resignations (see above) ensures that the change in the Board of Directors, the Chairman's Office and in the Nomination and Compensation Committee only takes effect when Vencora has a corresponding shareholding in CREALOGIX.

b) Chairman of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes to elect Michael Dufton as Chairman of the Board of Directors for a term of office until the completion of the next Annual General Meeting. If the consummation of the Share Purchase Agreement has not occurred on the date of the Extraordinary General Meeting, the election is subject to and effective as of

- (A) the consummation of the Share Purchase Agreement, if the consummation of the Share Purchase Agreement occurs before the settlement of the Public Tender Offer, or
- (B) the settlement of the Public Tender Offer, if the consummation of the Share Purchase Agreement does not occur before the settlement of the Public Tender Offer

otherwise – if the consummation of the Share Purchase Agreement has already occurred on the date of the Extraordinary General Meeting – with immediate effect as of the completion of the Extraordinary General Meeting.

Explanation:

See the explanation above for agenda item 2.a.

c) Members of the Nomination and Compensation Committee

Proposal of the Board of Directors:

The Board of Directors proposes to elect each of the following persons as a member of the Nomination and Compensation Committee for a term of office until the completion of the next Annual General Meeting (by individual vote). If the consummation of the Share Purchase Agreement has not occurred on the date of the Extraordinary General Meeting, the elections are subject to and effective as of

- (A) the consummation of the Share Purchase Agreement, if the consummation of the Share Purchase Agreement occurs before the settlement of the Public Tender Offer, or
- (B) the settlement of the Public Tender Offer, if the consummation of the Share Purchase Agreement does not occur before the settlement of the Public Tender Offer

otherwise – if the consummation of the Share Purchase Agreement has already occurred on the date of the Extraordinary General Meeting – with immediate effect as of completion of the Extraordinary General Meeting.

a) Ateet Patel

b) Nathan Partington

Explanation:

See the explanation above for agenda item 2.a.

3. Amendments to the Articles of Association

Proposal of the Board of Directors:

The Board of Directors proposes to amend art. 19 of the Articles of Association of CREALOGIX as follows (non-binding translation of the legally binding German version):

Applicable version of the Articles of Association	Version according to the proposal of the Board of Directors
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(deletions ~~strikethrough~~)

Art. 19 - Passing of a resolution

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<p>The Board of Directors constitutes a quorum if a majority of its members is present. No quorum is required for resolutions to be passed in the form of a notarial deed (changes in share capital, subsequent performance, change of the currency of the share capital, merger and demerger).</p>	<p>The Board of Directors constitutes a quorum if a majority of its members is present. No quorum is required for resolutions to be passed in the form of a notarial deed (changes in share capital, subsequent performance, change of the currency of the share capital, merger and demerger).</p>
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The Board of Directors passes its resolutions by a majority of the votes cast. In the event of a tie, the Chairman has the casting vote. *unchanged*

Resolutions by circular letter are permissible, provided that no member requests oral deliberation. *unchanged*

Explanation:

The amendment intends to give the Board of Directors the authority to regulate its own quorum requirements in order to increase its flexibility in this regard.

4. Delisting of Registered Shares of CREALOGIX

Proposal of the Board of Directors:

The Board of Directors proposes the approval of the delisting of the registered shares of CREALOGIX from the SIX Swiss Exchange subject to the settlement of the Public Tender Offer and that the Board of Directors be authorized to implement this resolution and the delisting of the registered shares of CREALOGIX, respectively, following the settlement of the Public Tender Offer.

Explanation:

The intention to delist the shares of CREALOGIX after the settlement of the Public Tender Offer has been announced by Vencora in the Offer Prospectus. According to the Transaction Agreement and in order to avoid a new, separate Extraordinary General Meeting following the settlement of the Public Tender Offer solely for the purpose of passing a resolution on the delisting of the registered shares of CREALOGIX, the resolution on the delisting shall already be passed at this Extraordinary General Meeting. The resolution is therefore subject to the settlement of the Public Tender Offer and the Board of Directors of CREALOGIX will,

if the delisting is approved by the Extraordinary General Meeting, be authorised to implement the delisting resolution after the settlement of the Public Tender Offer.

Miscellaneous**a) Registration**

Please send your registration to areg.ch ag by Friday, 26 January 2024 using the enclosed reply envelope. The share register will close on Monday, 22 January 2024, at 5.00 p.m..

b) Substitution / Power of Attorney

Shareholders, which cannot personally attend the Annual General Meeting, can be represented by:

- the independent proxy, Dr. Marc Russenberger, Linde Law AG, Tödistrasse 48, 8002 Zurich;
- any other person capable of acting.

Shareholders can grant written power of attorney with the attached form. Directives can be made on the reverse side of the form. We ask you to return the form by Friday, 26 January 2024 (date of receipt). In addition, there is also the option to grant power of attorney and directives via the Internet to the independent proxy. The required login data for this can be taken from the attached form. Electronic participation or any changes in electronically-issued instructions shall be possible up to 11.59 a.m. at the latest on Friday, 26 January 2024.

We thank you for your interest in our company and hope to welcome you on Wednesday, 31 January 2024, 2.00 p.m., at our premises in Green City, Zurich.

Zurich, 10 January 2024

With Kind regards

CREALOGIX Holding AG



Bruno Richle

Chairman of the Board of Directors

Dr. Felix Buschor

Dr. Buschor has more than 30 years of professional experience in the banking industry. Until the end of 2020, he was a member of the Executive Board of St. Galler Kantonalbank, where he was responsible for operations, trading, IT, digitalization, projects and real estate. Since 2021, Dr. Buschor has been working part time at the Institut für Finanzdienstleistungen Zug (IFZ) in Rotkreuz, Switzerland as a Lecturer and Project Manager in the areas of Banking Operations and IT. He studied Mathematics at ETH Zurich and Business Administration at the University of St. Gallen, where he also completed his PhD. He is currently a member of the Board of Directors of AMÉTIQ AG and Chairman of the Board of Directors of Appenzeller Kantonalbank.

Michael Dufton

Mr. Dufton has served as the CEO of Vencora Canada Inc. since 2022, overseeing the growth of the Vencora family, both through acquisitions and organic growth within its business units. He also serves as a Portfolio Leader at Volaris Group Inc., where he has built a global portfolio of software companies across various vertical markets. Prior to Volaris Group, Mr. Dufton was the CEO of IntelliResponse Systems, where he also served as a Board Member. He has also served as President at MajescoMastek and CEO of SOLCORP. Mr. Dufton has a Bachelor of Business Administration from Wilfrid Laurier University in Waterloo, Canada.

Nathan Partington

Mr. Partington has served as CFO at Vencora Canada Inc. since 2023. Prior to his current position, he served in various senior finance roles within Volaris Group Inc., including as CFO of a large portfolio spanning various vertical market software companies. Mr. Partington has also served as CFO of Trapeze Group, Volaris Group's transit portfolio, and as Head of Internal Audit at Constellation Software Inc. Mr. Partington has a Bachelor of Commerce, Accounting & Financial Management from McMaster University in Hamilton, Canada and is a Chartered Professional Accountant.

Ateet Patel

Mr. Patel currently serves as Portfolio Manager, Banking at Vencora Canada Inc., where he oversees M&A activity for the portfolio, as well as the growth of its business units. Prior, Mr. Patel held multiple roles at Volaris Group Inc. between 2014 and 2020, including Portfolio CFO and VP of Finance. He has also served in various senior finance roles at Brookfield Residential Property Services and Accenture. Mr. Patel has a Bachelor of Commerce from the University of Toronto, Canada and is also a Chartered Professional Accountant.

Hubert Rüedi

Mr. Rüedi is a Senior Equity Partner at Kaufmann Rüedi Attorneys at Law, where he has practiced law since 2001. He leads the firm's corporate team with a focus on mergers & acquisitions, succession, IT/ICT, and healthcare law. Prior, he has served as a Partner at two different law firms, and has worked as an Account Manager at UBS AG in Zurich, Switzerland. Mr. Rüedi also serves as a Board Member of Medisoutien Holding SA, Medisupport SA and some of its subsidiaries, and as Chairman of the Board of Directors of BBT Software AG. He holds a law degree from the University of Zurich and completed postgraduate studies in European Law at the University of Passau in Germany. He is admitted to the bar of Lucerne, Switzerland as an attorney at law and as a notary.

Christoph Stettler

Mr. Stettler is currently a non-executive Director and CMO of ELCA Group, a Swiss IT-service provider. Between 2012 and 2017, he held multiple roles at Franke Group, including Head of Strategic Marketing and Head of Category (Product) Management. Previously, he was Marketing EVP at Tarkett (then a KKR portfolio company) and spent seven years at McKinsey & Company. Mr. Stettler is an attorney at law, with a degree from the University of Bern in Switzerland. He is a Swiss national and has a business education from IMD and London Business School. In addition, Mr. Stettler is president of a long-term care foundation that also operates an age tech platform.