

MCH Group Ltd.
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24th Annual General Meeting of MCH Group Ltd.

Tuesday, 27 May 2025, 4:00pm CEST
Congress Center Basel

Voting rights

Shareholders who are entered in the share register on 15 May 2025 are entitled to exercise their voting rights. From 16 May 2025 to and including 27 May 2025, the share register will be closed for registrations. Shareholders who sell their shares after 16 May 2025 are no longer entitled to vote for these shares at the upcoming Annual General Meeting.

Further notes

The rights of the shareholders are defined in the Articles of Association of MCH Group Ltd. These are available on the MCH Group website under “Investors” / “Governance”:

<https://www.mch-group.com/en/investors/governance/>

The Minutes of the Annual General Meeting of 21 May 2024 are available on the MCH Group website under “Investors” / “General Meeting”:

<https://www.mch-group.com/en/investors/general-meeting/>

Contacts

For questions regarding the registration
in the share register:

MCH Group AG | Share Register
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For questions about the
Annual General Meeting:

MCH Group Ltd. | AGM
Nadine Mueller
Secretary of the Board of Directors
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Agenda

1. **Approval of the Management Report, the Consolidated Financial Statements and the Annual Financial Statements 2024 and acknowledgement of the Auditor's Reports 2024**

Proposal

The Board of Directors proposes to approve the Management Report, the Consolidated Financial Statements and the Annual Financial Statements 2024 and to take note of the Auditor's Reports 2024.

Explanations

The Board of Directors is obliged to submit the Management Report, the Consolidated Financial Statements and the Annual Financial Statements of MCH Group Ltd. to the Annual General Meeting for approval and to submit the reports of the Statutory Auditors for acknowledgement. The Statutory Auditors have audited the Consolidated Financial Statements and the Annual Financial Statements of MCH Group Ltd. and have nothing to add to their Audit Reports.

The Management Report as well as the Consolidated Financial Statements, the Annual Financial Statements of MCH Group Ltd. and the Auditor's Reports can be found in the Annual Report and the Financial Report of the integrated Business Report. The reports are available on the MCH Group website:
<https://www.mch-group.com/en/investors/reports/>

2. **Advisory vote on the Report on Non-financial Matters 2024**

Proposal

The Board of Directors proposes to approve the Report on non-financial matters 2024 in a non-binding advisory vote.

Explanations

The Board of Directors has been required since the 2023 financial year to prepare a report on non-financial matters and submit it to the General Meeting for approval, which takes place as part of a non-binding consultative vote.

The report on non-financial matters including the Auditor's Report is as Sustainability Report part of the integrated Business Report. It is available on the MCH Group website:
<https://www.mch-group.com/en/investors/reports/>

3. **Allocation of the accumulated losses of MCH Group Ltd.**

Proposal

The Board of Directors proposes the accumulated losses of CHF -80.5 million in the account of the holding company MCH Group Ltd. to be carried forward.

Explanations

The accumulated loss comprises the loss carried forward from the previous year (CHF -54.6 million) and the loss for the year 2024 (CHF -25.9 million). The Auditors confirm that the carry forward of the accumulated losses complies with Swiss law and the Company's articles of incorporation.

4. **Discharge of the members of the Board of Directors and the Executive Board**

Proposal

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Executive Board for their activities in the business year 2024.

Explanations

In accordance with the Articles of Association, the Annual General Meeting must resolve on the discharge of the members of the Board of Directors and the Executive Board for the business year 2024. They are not entitled to vote on this agenda item.

5. Elections

5.1 Board of Directors

Proposal

The Board of Directors proposes to individually elect

- 5.1.1 Markus Breitenmoser, as a member (present)
- 5.1.2 James R. Murdoch, as a member (present)
- 5.1.3 Jeffrey Palker, as a member (present)
- 5.1.4 Andrea Zappia, as a member and Chairman (present)

for a term of office of one year until the end of the Annual General Meeting 2025.

Explanations

The Executive Council of the Canton of Basel-Stadt has the right to appoint two members of the Board of Directors. Dr. Dagmar Maria Kamber Borens (member of the Board of Directors since 2019) will resign as a member of the Board of Directors as of the Annual General Meeting 2025. The Executive Council of the Canton of Basel Stadt has appointed Prof. Dr. Michèle F. Sutter-Rüdisser to succeed Dr. Dagmar Maria Kamber Borens. Raphael Wyniger (1975, CH, member of the Board of Directors since 2023) will continue to exercise his mandate as members of the Board of Directors as delegates of the Canton of Basel-Stadt.

Thus, the Annual General Meeting has to elect four members, including the Chairman. Markus Breitenmoser (1963, CH) has been a member of the Board of Directors since 2019. James R. Murdoch (1972, US) and Jeffrey Palker (1973, US) have been members of the Board of Directors since 2020. Andrea Zappia (1963, IT) has been a member and Chairman of the Board of Directors since 2021.

Information on the members of the Board of Directors can be found in the Management Report (Annual Report) under “Corporate Governance” / “Board of Directors”. The Annual Report is part of the integrated Business Report and available on the MCH Group website:
<https://www.mch-group.com/en/investors/reports/>

5.2 Governance, Nomination and Compensation Committee (GNCC)

Proposal

The Board of Directors proposes to individually elect

- 5.2.1 Raphael Wyniger, as a member and chairman (present)
- 5.2.2 Jeffrey Palker, as a member (present)
- 5.2.3 Andrea Zappia, as a member (present)

for a term of office of one year until the end of the Annual General Meeting 2025.

Explanations

The Governance, Nomination and Compensation Committee (GNCC) fulfills, among other things, the function of the Remuneration Committee, whose members must be elected by the Annual General Meeting. For information on the proposed GNCC members, see explanations on agenda item 5.1.

5.3 Auditors

Proposal

The Board of Directors proposes to re-elect KPMG AG, Basel as auditor for a term of office until the approval of the Business Report 2025.

Explanations

KPMG AG has been acting as the MCH Group's statutory Auditor since the Annual General Meeting 2012. Information on the Auditor can be found in the Management Report (Annual Report) under "Corporate Governance" / "Statutory Auditors". The Annual Report is part of the integrated Business Report and available on the MCH Group website:
<https://www.mch-group.com/en/investors/reports/>

5.4 Independent voting rights representative

Proposal

The Board of Directors proposes to re-elect NEOVIUS AG, Advokaten und Notare, Hirschgässlein 30, 4051 Basel as independent voting rights representative for the term of one year until the end of the Annual General Meeting 2026.

Explanations

NEOVIUS AG has been acting as the MCH Group's independent voting rights representative since the Annual General Meeting 2014.

6. Remunerations of the Board of Directors and the Executive Board

6.1 Advisory vote on the Remuneration Report 2024

Proposal

The Board of Directors proposes to approve the Remuneration Report 2024 in a non-binding advisory vote.

Explanations

The Board of Directors submits the Remuneration Report 2024 to the Annual General Meeting for a non-binding advisory vote in line with best practice. The Remuneration Report contains information on the governance of remuneration, the remuneration systems and the remunerations 2024 of the Board of Directors and the Executive Board.

The Remuneration Report is part of the integrated Business Report and available on the MCH Group website:
<https://www.mch-group.com/en/investors/reports/>

6.2 Approval of the remuneration of the Board of Directors 2026

Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 660'000 (gross, including social insurance contributions) as remuneration for the Board of Directors for the business year 2026.

Explanations

According to the Articles of Association, the Annual General Meeting must approve the maximum aggregate remuneration of the Board of Directors for the financial year beginning after the Annual General Meeting. The proposed maximum aggregate amount has remained unchanged since 2022. Information on the remuneration system for the Board of Directors is provided in the Remuneration Report (see explanations on agenda item 6.1).

6.3 Approval of the short-term variable remuneration of the Executive Board 2024

Proposal

The Board of Directors proposes to approve the amount of CHF 166'635 (gross, excluding social insurance contribution) as short-term variable remuneration for the Executive Board for the business year 2024.

Explanations

According to the Articles of Association, the Annual General Meeting must approve the total amount of short-term variable remuneration of the Executive Board for the past business year. Information on the Executive Board's remuneration system and the short-term variable remuneration model is provided in the Remuneration Report (see explanations on agenda item 6.1).

6.4 Approval of the fixed remuneration of the Executive Board 2026

Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 2'500'000 (gross, including social insurance contributions) as fixed remuneration of the Executive Board for the business year 2026.

Explanations

According to the Articles of Association, the Annual General Meeting must approve the maximum aggregate amount of the fixed remuneration of the Executive Board for the financial year beginning after the Annual General Meeting. Information on the Executive Board's remuneration system is provided in the Remuneration Report (see explanations on agenda item 7.1).

6.5 Approval of the long-term variable remuneration of the Executive Board 2026

Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 400'000 (gross, including social insurance contributions) as grant value of the long-term variable remuneration of the Executive Board for the business year 2026.

Explanations

According to the Articles of Association, the Annual General Meeting must approve the maximum aggregate amount as grant value of the long-term variable remuneration of the Executive Board for the financial year beginning after the Annual General Meeting. Information on the Executive Board's remuneration system and the long-term variable remuneration model is provided in the Remuneration Report (see explanations on agenda item 6.1).