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## **25<sup>th</sup> Annual General Meeting of MCH Group Ltd.**

**Wednesday, 6 May 2026, 4:00 pm CEST**

**Congress Center Basel**

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### **Overview**

- 1. Approval of the Management Report, the Consolidated Financial Statements, and the Annual Financial Statements 2025, and acknowledgement of the Auditor's Reports 2025**
- 2. Advisory vote on the report on non-financial matters 2025**
- 3. Appropriation of retained earnings**
- 4. Discharge of the members of the Board of Directors and the Executive Board**
- 5. Elections**
  - 5.1. Board of Directors**
    - 5.1.1 Markus Breitenmoser, as a member
    - 5.1.2 James R. Murdoch, as a member
    - 5.1.3 Jeffrey Palker, as a member
    - 5.1.4 Andrea Zappia, as a member and chairman
  - 5.2. Governance, Nomination and Compensation Committee (GNCC)**
    - 5.2.1 Raphael Wyniger, as a member and chairman
    - 5.2.2 Jeffrey Palker, as a member
    - 5.2.3 Andrea Zappia, as a member
  - 5.3. Auditors**
  - 5.4. Independent voting rights representative**
- 6. Remuneration of the Board of Directors and the Executive Board**
  - 6.1. Advisory vote on the Remuneration Report 2025**
  - 6.2. Approval of the remuneration of the Board of Directors 2027**
  - 6.3. Approval of the short-term variable remuneration of the Executive Board 2025**
  - 6.4. Approval of the fixed remuneration of the Executive Board 2027**
  - 6.5. Approval of the long-term variable remuneration of the Executive Board 2027**

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# Agenda

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## 1. **Approval of the Management Report, the Consolidated Financial Statements, and the Annual Financial Statements 2025, and acknowledgement of the Auditor's Reports 2025**

### Proposal

The Board of Directors proposes to approve the Management Report, the Consolidated Financial Statements, and the Annual Financial Statements 2025 and to take note of the Auditor's Reports 2025.

### 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 integrated Annual Report. The reports are available on the MCH Group website:

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

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## 2. **Advisory vote on the report on non-financial matters 2025**

### Proposal

The Board of Directors proposes to approve the report on non-financial matters 2025 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 is as Sustainability Report part of the integrated Annual Report. It is available on the MCH Group website:

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

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## 3. **Appropriation of retained earnings**

### Proposal

The Board of Directors proposes the accumulated losses of CHF -121.3 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 -80.5 million) and the loss for the year 2025 (CHF -40.8 million). The Auditors confirm that the carry forward of the accumulated losses complies with Swiss law and the Company's articles of incorporation.

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## 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 2025.

## 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 2025. The members of the Board of Directors and the Executive Board are not entitled to vote on this agenda item.

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## **5. Elections**

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### **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)

to the Board of Directors for a term of office of one year, ending at the conclusion of the Annual General Meeting 2027.

#### Explanations

The Executive Council of the Canton of Basel-Stadt is entitled to appoint two members to the Board of Directors. Since the 2025 Annual General Meeting, Prof. Dr. Michèle F. Sutter-Rüdisser (1979, Swiss national, member of the Board of Directors since May 27, 2025) and Raphael Wyniger (1975, Swiss national, member of the Board of Directors since 2023) have served on the Board of Directors as delegates of the Canton of Basel-Stadt.

The Board of Directors proposes that the four current members elected by the Annual General Meeting, including the Chairman, be re-elected. 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 of the Board of Directors and Chairman of the Board since 2021.

Information on the members of the Board of Directors can be found in the Annual Report under “Corporate Governance” / “Board of Directors”. The Corporate Governance Report is part of the integrated Annual Report and available on the MCH Group website:

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

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### **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)

to the Governance, Nomination and Compensation Committee (GNCC) for a term of office of one year, ending at the conclusion of the Annual General Meeting 2027.

#### Explanations

The 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.

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### **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 2026.

#### 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 Annual Report under "Corporate Governance" / "Statutory Auditors". The Corporate Governance Report is part of the integrated Annual Report and is available on the MCH Group website:

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

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### **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, ending at the conclusion of the Annual General Meeting 2027.

#### Explanations

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

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## **6. Remuneration of the Board of Directors and the Executive Board**

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### **6.1 Advisory vote on the Remuneration Report 2025**

#### Proposal

The Board of Directors proposes to approve the Remuneration Report 2025 in a non-binding consultative vote.

#### Explanations

The Board of Directors is required to submit the Remuneration Report 2025 to the Annual General Meeting for a consultative vote. The Remuneration Report provides information on governance with respect to remuneration, the remuneration systems, as well as the remuneration of the Board of Directors and the Executive Board for the 2025 financial year.

The Remuneration Report is part of the integrated Annual Report and available on the MCH Group website:

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

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### **6.2 Approval of the remuneration of the Board of Directors 2027**

#### Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 660,000 (gross, including employer contributions to social security) as remuneration for the Board of Directors for the financial year 2027.

#### Explanations

Pursuant to the Articles of Association, the Annual General Meeting approves 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).

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### **6.3 Approval of the short-term variable remuneration of the Executive Board 2025**

#### Proposal

The Board of Directors proposes to approve the amount of CHF 308,171 (gross, excluding employer contributions to social security) as short-term variable remuneration for the Executive Board for the financial year 2025.

#### Explanations

Pursuant to the Articles of Association, the Annual General Meeting approves 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).

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### **6.4 Approval of the fixed remuneration of the Executive Board 2027**

#### Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 2,500,000 (gross, including employer contributions to social security) as fixed remuneration of the Executive Board for the financial year 2027.

#### Explanations

Pursuant to the Articles of Association, the Annual General Meeting approves 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).

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### **6.5 Approval of the long-term variable remuneration of the Executive Board 2027**

#### Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 400,000 (gross, excluding social insurance contributions) as the grant value of the long-term variable remuneration of the Executive Board for the financial year 2027.

#### Explanations

Pursuant to the Articles of Association, the Annual General Meeting approves 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).

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# Organizational Matters

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## Voting rights

Shareholders who are entered in the share register on 24 April 2026 are entitled to exercise their voting rights. From 24 April 2026, 17:00 (CEST) to and including 6 May 2026, the share register will be closed for registrations. Shareholders who sell their shares after 24 April 2026 are no longer entitled to vote for these shares at the upcoming Annual General Meeting.

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## Further notes

The participation 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 27 May 2025 are available on the MCH Group website under “Investors” / “General Meeting”:

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

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## Contacts

### For questions regarding the registration in the share register:

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### For questions about the Annual General Meeting:

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