



Announcement

Basel, 5 November 2020

MCH Group Ltd.: Extraordinary General Meeting on 27 November 2020

As announced on 27 October 2020, MCH Group Ltd. will submit a modified structure for the capital increases and also further structural measures to shareholders at an Extraordinary General Meeting once again. These measures are essential to enable the MCH Group to secure the continued existence of the company and to ensure the group can implement its strategy over the long term.

The Extraordinary General Meeting is being held at 08:00 on 27 November 2020 in the Congress Center Basel. Given the current COVID-19 situation and the ban on events with more than 50 people, the Board of Directors of MCH Group Ltd. has decided that the voting rights of shareholders can only be exercised by granting a proxy to the independent voting representative. It is not possible to attend the General Meeting in person.

The invitation with the motions and explanations of the Board of Directors will be sent to shareholders by post. The agenda items and statements of the Board of Directors are additionally being published on the MCH Group website under “Investors / General Meeting” (in German).

The Board of Directors is submitting the following interdependent motions to the Extraordinary General Meeting on 27 November 2020:

- Introduction of an opting-up clause allowing Lupa Systems to hold up to 49 % of the shares without being obliged to make a public offer.
- Capital increases of up to CHF 104.5 million, conducted in two instalments, with subscription rights granted to all shareholders; the first instalment of CHF 30 million will have an issue price of CHF 15.00, and the second instalment, for a maximum of CHF 74.5 million, an issue price of CHF 10.00.
- Amendment to the Statutes regarding the future composition of the Board of Directors, with three members from the public-sector entities, three members from Lupa Systems and three independent members.

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- Election of James R. Murdoch (founder and CEO of Lupa Systems), Jeff Palker (managing partner and general counsel of Lupa Systems) and Eleni Lionaki (partner of Lupa Systems) to the Board of Directors.
- Lifting of the restrictions on voting rights, allowing all shareholders to exercise their voting rights on a pro rata basis in future, without limitations.

The measures to be voted on will make it possible to implement the original plan of taking Lupa Systems on board as a new anchor shareholder who is willing to invest up to CHF 75 million in the company in the context of the planned capital increases. The public-sector entities will still hold at least 33.34 % of the shares following completion of the transaction. The share held by Lupa Systems subsequent to the transaction will depend on how many subscription rights are exercised by shareholders from the public.

The partial replacement and reduction in size of the Board of Directors will be taking place gradually up to the time of the Ordinary General Meeting in 2021. It is envisaged that the Canton of Basel-Stadt will withdraw the delegation of Tanja Soland to the Board once the capital increase has been completed, and she will step down from the Board of Directors. Karin Lenzlinger Diedenhofen will step down from the Board of Directors at the same time. At the request of the Board of Directors and Lupa Systems, Ulrich Vischer will remain Chairman of the Board until the Ordinary General Meeting in 2021. He will then hand over his mandate to a successor.

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Wichtiger Hinweis | Important Note

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