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Announcement

Basel, 27 November 2020

Extraordinary General Meeting of MCH Group Ltd.

Approval of the package of measures and initiation of the first tranche of capital increases

- **Shareholders of MCH Group Ltd. give clear approval to the capital increases and the entry of Lupa Systems as an anchor shareholder.**
- **Implementation of the two capital increases for an amount of up to CHF 104.5 million as per the prospectus to be available on 30 November 2020.**
- **Subscription period from 30 November to 4 December 2020 for the first tranche of the approved capital increases for an amount of CHF 30 million.**

At the Extraordinary General Meeting on 27 November 2020, the shareholders of MCH Group Ltd. gave their clear approval to all the proposals of the Board of Directors with more than 96% of votes in favour. A total of 622 shareholders, representing 84% of the nominal value of the shares, voted in writing on the Board of Directors' proposals. They approved the opting-up clause allowing Lupa Systems to hold a stake of up to 49% without being obliged to make a public offer, as well as the two capital increases for a total of up to CHF 104.5 million. In addition, they elected James Murdoch, Jeffrey Palker and Eleni Lionaki as new members of the Board of Directors who will be in office after the capital increases have been completed. The amendments to the Statutes in respect of the future composition of the Board of Directors and the lifting of the restrictions on voting rights were similarly approved with a large majority.

“Foundation laid for the future”

“We are delighted by the shareholders' support. With their decision, they have laid the necessary financial and structural foundation for the future of our company”, said Board Chairman Ulrich Vischer, commenting on the outcome of the Extraordinary General Meeting. “We will be implementing the capital increases this year still.”

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Bernd Stadlwieser, CEO of MCH Group, explained: “With their approval of the proposals of the Board of Directors, the shareholders are supporting both the package of measures for overcoming the corona crisis and the strategic realignment of the company. This gives us the assurance that we have adopted the right approach, which we will be continuing to pursue with a high level of commitment.”

“We are looking forward to working together”, said James Murdoch, CEO and founder of Lupa Systems. “We will do our utmost to justify the confidence placed in us as a new anchor investor and as members of the Board of Directors and to contribute to the company's successful turnaround and strategic progress.”

First tranche of capital increases

As decided by the Extraordinary General Meeting, capital increases for a total of up to CHF 104.5 million will be conducted in two tranches. In the first tranche, the share capital will be increased by a nominal amount of CHF 20 million through the issue of two million new shares with an issue price of CHF 15.00 each, honouring the subscription rights of shareholders.

In this first tranche, the entitled holders of subscription rights can acquire new MCH shares under the conditions set out in the prospectus. One subscription right is allocated for each MCH share held after the close of trading on 27 November 2020. Three subscription rights entitle the holder to acquire one new MCH share. The subscription rights are transferable but are not traded on the stock exchange. Subscription rights that are not exercised within the subscription period expire without compensation and can no longer be exercised or taken into account.

All the subscription rights of the public-sector entities with a stake in MCH Group will be exercised by the Canton of Basel-Stadt in this first tranche. Subscription rights of other shareholders that are not exercised will be allocated to the Canton of Basel-Stadt or used in the interests of the company.

The subscription period for this first tranche of the approved capital increases runs from 30 November to 12:00 noon (CET) on 4 December 2020. The first trading day of the new registered shares is 9 December 2020. The terms of the second tranche of the capital increases will be announced on 7 December 2020.

The transaction is being accompanied by the Zürcher Kantonalbank as lead manager.

Further information

MCH Group is disclosing the following further information in advance in conjunction with the publication of the prospectus:

MCH Group has entered into a non-binding term sheet with a strategic partner to establish a joint venture company with its registered seat in Basel, Switzerland. The purpose of the joint venture company would be the organization and launch of B2B exhibitions and events primarily in MCH Group's venues in Switzerland.

MCH Group intends to sell real estate at Isteinerstrasse 80 and 82, close to the Messeplatz in Basel, which is not needed for its operations and which is currently used as offices and includes apartments and premises rented out to third parties. MCH Group plans to sell the building in the course of 2021. The estimated market value will be in the low double-digit million range.

MCH Group is in the process of searching for a new Chief Financial Officer (CFO). The current incumbent Beat Zwahlen intends to pursue different professional opportunities outside of MCH Group but will continue to act in his current role until an orderly succession can be arranged.

Following the reduction in the number of representatives of the public-sector entities on the MCH Group Board of Directors, Balz Hösly will represent the interests of both the Canton and the City of Zurich in future. The representative of the City of Zurich to date, city councillor André Odermatt, will step down from his function when the second tranche of capital increases is entered in the commercial register.

Prospectus

As of 30 November 2020, the prospectus can be requested during normal business hours from:

- Zürcher Kantonalbank | P.O. Box | 8010 Zürich | Switzerland
Tel.: +41 44 292 20 66 | e-mail: prospectus@zkb.ch
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Wichtiger Hinweis | Important Note

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MiFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Shares has led to the conclusion that: (i) the target market for the Shares is eligible counterparties and professional clients, each as defined in Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments (as amended, «MiFID II») and (ii) all channels for distribution of the Shares to eligible counterparties and professional clients are appropriate, subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable. The target market and distribution channel(s) may vary in relation to sales outside the EEA in light of local regulatory regimes in force in the relevant jurisdiction. Any person subsequently offering, selling or recommending the Shares (a «distributor») should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Shares (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

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