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General Meeting of MCH Group Ltd. on 28 April 2021

2:00 PM (CET) , Congress Center Basel

Please note that on-site attendance in person is not possible due to the current situation in connection with the Covid-19 pandemic. In order to protect the health of shareholders and employees, the Board of Directors has decided that the rights of shareholders may be exercised exclusively by appointing the independent proxy.

The results of the voting will be recorded in the minutes, which will be published on the MCH Group website after the meeting.

Shareholders who are entered in the share register on 20 April 2021 are entitled to exercise their voting rights or to issue their instructions to the independent proxy. From 21 April to and including 28 April 2021, the share register will be closed for registrations. Shareholders who sell their shares after 20 April 2021 are no longer entitled to vote or issue instructions for these shares at the upcoming Annual General Meeting.

Basel, 31 March 2021

MCH Group Ltd.

Agenda and motions of the Board of Directors

1. Approval of the Annual Report and the Financial Report 2020 and acknowledgement of the Auditor's report.

The Board of Directors proposes to approve the Annual Report and the Financial Report 2020.

2. Waiver of the payment of a dividend

The Board of Directors proposes to waive the payment of a dividend.

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

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 2020 financial year.

4. Elections

- 4.1 Board of Directors

The Board of Directors proposes to individually elect

- 4.1.1 Markus Breitenmoser
- 4.1.2 Marco Gadola
- 4.1.3 Eleni Lionaki
- 4.1.4 James R. Murdoch
- 4.1.5 Jeffrey Palker
- 4.1.6 Andrea Zappia

for a term of office of one year until the end of the Annual General Meeting 2022.

- 4.2 Chairman of the Board of Directors

The Board of Directors proposes the election of Andrea Zappia as Chairman of the Board of Directors for a term of office of one year until the end of the Annual General Meeting 2022.

- 4.3 Governance, Nomination and Compensation Committee (remuneration committee)

The Board of Directors proposes to individually elect

- 4.3.1 Christoph Brutschin
- 4.3.2 Dr. Balz Hösly
- 4.3.3 Jeffrey Palker
- 4.3.4 Andrea Zappia

for a term of office of one year until the end of the Annual General Meeting 2022.

- 4.4 Auditors

The Board of Directors proposes to elect KPMG AG, Basel as auditors for a term of office of one year until the end of the Annual General Meeting 2022.

4.5 Independent proxy

The Board of Directors proposes to elect NEOVIUS AG, Advokaten und Notare, Basel as independent proxy for the term of one year until the end of the Annual General Meeting 2022.

5. Approval of the remunerations of the Board of Directors and the Executive Board

5.1 Approval of the additional non-profit-related compensation to the Board of Directors 2020

The Board of Directors proposes to approve the amount of CHF 174,834 as additional non-profit-related remuneration of the Board of Directors for the financial year 2020.

5.2 Approval of the total amount of non-profit-related remuneration to the Board of Directors 2022

The Board of Directors proposes to approve the total amount of CHF 660,000 of non-profit-related remuneration for the members of the Board of directors for the financial year 2022.

5.3 Approval of a non-profit-related remuneration to members of the Executive Board as a supplement for the financial year 2021

The Board of Directors proposes to approve a amount of CHF 520,000 as a supplement to the non-profit-related remuneration 2021 for a possible retention bonus for members of the Executive Board for the financial years 2021 and 2022.

5.4 Approval of the total amount of non-profit-related remuneration to the Executive Board 2022

The Board of Directors proposes to approve the total amount of CHF 2,800,000 (excluding retention bonus) of non-profit-related remuneration for the members of the Executive Board for the financial year 2022.

Basel, 31 March 2021



Dr. Ulrich Vischer, Chairman

Explanation of the agenda items

Agenda item 1:

Approval of the Annual Report and the Financial Report 2020

The Covid-19 pandemic has greatly slowed down the positive development of the company. 39 of the 48 own and guest exhibitions planned in 2020 had to be cancelled, the hall and room rental business largely came to a standstill, and numerous orders in the Live Marketing Solutions segment were postponed or cancelled. However, with the strengthening of the capital base, the shareholder structure and the corporate management, as well as with the development of promising digital projects, it was possible to lay the foundation for overcoming the Corona crisis and for the turnaround in the company's development in the 2020 financial year. The Board of Directors and the Executive Board are working intensively on setting the course that will lead the MCH Group into a successful future.

Despite the extensive shutdown of its business activities, the MCH Group achieved an operating result of CHF 188.0 million in the 2020 financial year. This is, however, CHF 257.2 million, or almost 60 %, below the figure for the previous year. The result before interests, taxes and depreciations (EBITDA) amounts to CHF -45.1 million (previous year CHF 22.1 million), the result (EBIT) to CHF -66.1 million (previous year CHF -2.7 million). The loss for the year amounts to CHF -72.2 million (previous year CHF -9.9 million).

Cash and cash equivalents total CHF 130.1 million as per the end of the 2020 financial year, thus securing the company's continued existence beyond the current financial year. However, they decreased by CHF 8.2 million compared to the previous year despite the cash flow of CHF 71.1 million through the capital increase. Shareholders' equity totals CHF 67.3 million as per 31.12.2020, with an equity ratio of 16.8 %.

At the moment, it certainly has to be assumed that no big live events will be able to take place in the first half of 2021. An improvement in the framework conditions can, however, be expected in the second half of 2021, with a return to normal in 2022. We must therefore expect another substantial loss in the 2021 financial year, although this will be significantly lower than the loss for 2020. The break-even point will therefore be shifted from the 2021 financial year to the 2022 financial year, when the 2019 level will be targeted.

You can find the annual report and the financial report at

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

or directly at

<https://reports.mch-group.com/20/ar/en>

Agenda item 4:

Elections

The Extraordinary General Meeting of 27.11. 2020 approved the revision of the Statutes, according to which the Board of Directors will in future consist of nine members – three delegates of the Canton of Basel-Stadt and the Canton and City of Zurich, three members of Lupa Systems and three further members. Following the completion of the capital increases, Karin Lenzlinger Diedenhofen, André Odermatt and Tanja Soland stepped down from the Board of Directors as of 21.12.2020, and the newly elected members Eleni Lionaki, James R. Murdoch and Jeffrey Palker took up their mandates.

As already announced, Dr. Ulrich Vischer, Chairman of the Board, will be stepping down from his office at the forthcoming Annual General Meeting. Dr. Ulrich Vischer was delegated to the Board of Directors by the Canton of Basel-Stadt from 1992 to 2005 as the then head of its Finance Department. Since 2006, he has been elected Chairman of the Board of Directors by the Annual General Meeting. At the Annual General Meeting, Hans-Kristian Hoejsgaard and Andreas Widmer will also step down from the Board of Directors. Hans-Kristian Hoejsgaard has been a member of the Board of Directors since 2019, where he is also a member of the Governance, Nomination and Compensation Committee (GNCC) and Chairman of the Strategy Committee (SC). Andreas Widmer has been a member of the Board of Directors and a member of the Strategy Committee (SC) since 2016.

The Board of Directors will propose to the Annual General Meeting that Andrea Zappia be elected a new member and Chairman of the Board of Directors. Andrea Zappia is Executive Vice President and Chief Executive Officer New Markets and Business of Sky Group. His responsibilities also include SkyStudios and SkyNews/SkyTG24. He started his career at the multinational Procter&Gamble company, where he held the post of European Group Marketing Manager. From 1996 to 2001, he was Global Sales and Marketing Director for Ferrari and Maserati. In 2003, he joined Sky Italia, where he held various executive positions before holding the post of CEO from 2011 to 2019. Andrea Zappia is 57 years old and an Italian citizen. He was born in Tripoli and grew up in Bologna, where he graduated in Economics.

The Board of Directors will further propose Marco Gadola to the Annual General Meeting for election as a new member of the Board of Directors and intends to appoint him as Vice Chairman upon election. Marco Gadola, born in 1963, Swiss and French citizen, has already been a member of the Board of Directors of the MCH Group and Chairman of the Audit Committee. He was CEO of the Straumann Group from 2013 to 2019 and is currently, among other things, Chairman of the Board of Directors of the DKSH Group and a member of the Board of Directors of various Basel-based companies such as Straumann, Medartis and Tally Weijl, as well as other companies.

In accordance with an agreement, the shareholders around Erhard Lee and LLB Swiss Investment AG can submit to the Board of Directors up to three candidates for a seat on the Board of Directors for the attention of the 2021 General Meeting. Based on the proposals received, the Board of Directors proposes Markus Breitenmoser for election as a member of the Board of Directors for a further year at the Annual General Meeting.

Agenda item 5:

Approval of the compensation of the Board of Directors and the Executive Board

The overall sum of a maximum of CHF 540,000 approved by the 2019 General Meeting, was exceeded by CHF 174,834. The reasons for this sum being exceeded are the numerous additional meetings of the Board of Directors as well as several additional meetings of the Audit Committee (AC), the Governance, Nomination, Compensation Committee (GNCC) and the Strategy Committee (SC) due to the strategic realignment, the necessary development and implementation of a comprehensive package of measures to strengthen the capital structure and the shareholder base as well as the personnel changes in the Executive Board. The Board of Directors therefore proposes an additional compensation in the total amount of CHF 174,834 for the financial year 2020.

The members of the Executive Board will waive their variable remuneration in 2020 and 2021. In return, the Board of Directors is authorising a retention bonus for members of the Executive Board for a total amount of CHF 520,000, subject to the approval of the Annual General Meeting on 28 April 2021. The payment of this bonus is subject to the condition that the beneficiary is still in permanent employment at MCH Group on 31 December 2022. Subject to this condition, the bonus will then be paid in December 2022. This payment is part of the fixed remuneration for the year 2022. However, the amount of CHF 520,000 will already be proposed to the 2021 General Meeting for approval as a supplement to the non-performance-related (fixed) remuneration in 2021.