



MINUTES

**of the 20th Annual General Meeting of
MCH Group Ltd.**

Wednesday, 28 April 2021, 2:00pm (CET).

Congress Center Basel

Translation of the legally binding German version

AGENDA

- 1. Approval of the Annual Report and the Financial Report 2020 and acknowledgement of the report of the Auditor's report.**
- 2. Waiver of the payment of a dividend**
- 3. Discharge of the members of the Board of Directors and the Executive Board**
- 4. Elections**
 - 4.1 Board of Directors
 - 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
 - 4.2 Chairman of the Board of Directors
 - 4.3 Governance, Nomination and Compensation Committee (Remuneration Committee)
 - 4.3.1 Christoph Brutschin
 - 4.3.2 Dr. Balz Hösly
 - 4.3.3 Jeffrey Palker
 - 4.3.4 Andrea Zappia
 - 4.4 Auditors
 - 4.5 Independent proxy
- 5. Approval of the remunerations of the Board of Directors and the Executive Board**
 - 5.1 Approval of the additional non-profit-related remuneration to the Board of Directors 2020
 - 5.2 Approval of the total amount of non-profit-related remuneration to the Board of Directors 2022
 - 5.3 Approval of a non-profit-related remuneration to members of the Executive Board as a supplement for the financial year 2021
 - 5.4 Approval of the total amount of non-profit-related remuneration to the Executive Board 2022

FORMALITIES

Present are:

Chairman	Dr. Ulrich Vischer, Chairman of the Board of Directors
Independent proxy	Dr. Christoph Nertz, NEOVIUS AG, Advokaten und Notare, Basel
Auditors	Claudio Boller, KPMG AG, Basel (via video conference)
Minutes	Christian Jecker, Secretary of the Board of Directors
Board of Directors and Executive Board	Members of the Board of Directors and the Executive Board (via video conference)

Pursuant to § 20 of the Articles of Association, the Chairman of the Board of Directors chairs the Annual General Meeting. The minutes are taken by the Secretary of the Board of Directors. They are published on the website after the meeting, where the minutes of the last General Meetings are also available.

On 31 March 2021, MCH Group Ltd. invited the shareholders entered in the share register to today's Annual General Meeting by sending them a letter containing the agenda with the motions and explanations of the Board of Directors and information on the exercise of shareholders' rights. The invitation was also published on the online platform of the Swiss Official Gazette of Commerce (SOGC) and on the MCH Group website on 31 March 2021. It is attached as an annex to the minutes.

Shareholders who were entered in the share register on 20 April 2021 were 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 was closed for entries.

Since, at the time of the invitation to the Annual General Meeting, the holding of events was prohibited in accordance with Art. 6 of the Ordinance on Measures in the Special Situation to combat the Covid 19 Epidemic, the Board of Directors, based on Art. 27 of the corresponding Ordinance 3, had ordered that the legitimate shareholders could exercise their rights exclusively via the independent proxy.

Shareholders could submit their proxy and instructions to the independent proxy by mail until 26 April 2021 or on the online platform <https://mch-group.shapp.ch> until 27 April 2021. The independent proxy was NEOVIUS AG, Advokaten und Notare, Basel. The online platform and the electronic recording of the authorization of the independent proxy and the instructions to them were managed by the company Nimbus AG, Ziegelbrücke. The voting results have been validated by the independent proxy.

Shareholders were given the opportunity to submit questions in writing by 20 April 2021. No questions were received by the MCH Group. No additional motions have been submitted by the shareholders.

TREATMENT OF THE AGENDA ITEMS

The Chairman informs about the participation and the quorums of resolutions at the Annual General Meeting, which was conducted in writing, and announces the voting results on the individual agenda items.

Participation of the shareholders

Shares	14,869,351		
Registered shareholders	2,349		
Registered voting rights	13,535,728		
Shareholders represented	721	30.69	%
Voting rights represented	11,634,891	85.96	%

Resolution quorums

Unless the law or the Articles of Association provide otherwise, the Annual General Meeting passes resolutions by an absolute majority of the votes cast (excluding abstentions). This majority applies today to all agenda items.

The members of the Board of Directors and the Executive Board as well as related persons are not entitled to vote on agenda item 3.

Agenda item 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. The auditors did not make any additions to their report.

::: The General Meeting approves the Annual Report and the Financial Report 2020

Votes represented	11,634,891	votes	
Abstentions	11,890	votes	
Cast votes	11,623,001	votes	
Absolute majority	5,811,502	votes	
Yes	11,602,405	votes	99.82 %
No	20,596	votes	

Agenda item 2 Waiver of the payment of a dividend

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

://: The General Meeting of Shareholders resolves to waive the payment of a dividend.

Votes represented	11,634,891	votes	
Abstentions	8'891	votes	
Cast votes	11,626,000	votes	
Absolute majority	5'813'001	votes	
Yes	11,582,450	votes	99.63 %
No	43,550	votes	

Agenda item 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. The members of the Board of Directors and the Executive Board as well as related persons are not entitled to vote on this agenda item.

://: The General Meeting resolves to grant discharge to the members of the Board of Directors and the Executive Board for their activities in the financial year 2020.

Votes represented	11,630,099	votes	
Abstentions	16,945	votes	
Cast votes	11,613,154	votes	
Absolute majority	5,806,578	votes	
Yes	11,539,034	votes	99.36 %
No	74,120	votes	

Agenda item 4 Elections

The Chairman Dr. Ulrich Vischer and the members Hans-Kristian Hoejsgaard and Andreas Widmer step down from the Board of Directors at today's Annual General Meeting.

Agenda item 4.1 Board of Directors

The Board of Directors proposes to individually elect Markus Breitenmoser, Marco Gadola, Eleni Lionaki, James R. Murdoch, Jeffrey Palker and Andrea Zappia as members of the Board of Directors for a term of office of one year until the end of the Annual General Meeting 2022.

Agenda item 4.1.1 Markus Breitenmoser

://: The Annual General Meeting elects Markus Breitenmoser as a member of the Board of Directors for a term of office of one year until the end of the Annual General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	18'176	votes	
Cast votes	11,616,715	votes	
Absolute majority	5,808,359	votes	
Yes	11,585,469	votes	99.73 %
No	31,246	votes	

Agenda item 4.1.2 Marco Gadola

://: The Annual General Meeting elects Marco Gadola as a member of the Board of Directors for a term of office of one year until the end of the Annual General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	15'437	votes	
Cast votes	11,619,454	votes	
Absolute majority	5,809,728	votes	
Yes	11,318,618	votes	97.41 %
No	300,836	votes	

Agenda item 4.1.3 Eleni Lionaki

The Annual General Meeting elects Eleni Lionaki as a member of the Board of Directors for a term of office of one year until the end of the Annual General Meeting in 2022.

Votes represented	11,634,891	votes	
Abstentions	17,592	votes	
Cast votes	11,617,299	votes	
Absolute majority	5,808,651	votes	
Yes	11,367,306	votes	97.85 %
No	249,993	votes	

Agenda item 4.1.4 James R. Murdoch

://: The Annual General Meeting elects James R. Murdoch as a member of the Board of Directors for a term of office of one year until the end of the Annual General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	14,671	votes	
Cast votes	11,620,220	votes	
Absolute majority	5,810,111	votes	
Yes	11,379,508	votes	97.93 %
No	240,712	votes	

Agenda item 4.1.5 Jeffrey Palker

://: The Annual General Meeting elects Jeffrey Palker as a member of the Board of Directors for a term of office of one year until the end of the Annual General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	17,143	votes	
Cast votes	11,617,748	votes	
Absolute majority	5,808,875	votes	
Yes	11,338,664	votes	97.60 %
No	279,084	votes	

Agenda item 4.1.6 Andrea Zappia

://: The Annual General Meeting elects Andrea Zappia as a member of the Board of Directors for a term of office of one year until the end of the Annual General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	17,616	votes	
Cast votes	11,617,275	votes	
Absolute majority	5,808,639	votes	
Yes	11,456,927	votes	98.62 %
No	160,348	votes	

Agenda item 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.

://: The Annual General Meeting elects 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.

Votes represented	11,634,891	votes	
Abstentions	19'207	votes	
Cast votes	11'615'684	votes	
Absolute majority	5,807,843	votes	
Yes	11,454,425	votes	98.61 %
No	161,259	votes	

**Agenda item 4.3 Governance, Nomination and Compensation Committee
(GNCC, Compensation Committee)**

The Board of Directors proposes to individually elect Christoph Brutschin, Dr. Balz Hösly, Jeffrey Palker and Andrea Zappia as members of the Governance, Nomination and Compensation Committee (GNCC) for a term of office of one year until the end of the Annual General Meeting 2022.

Agenda item 4.3.1 Christoph Brutschin

://: The Annual General Meeting elects Christoph Brutschin as a member of the GNCC for a term of office of one year until the end of the Ordinary General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	22,780	votes	
Cast votes	11'612'111	votes	
Absolute majority	5,806,057	votes	
Yes	11,339,302	votes	97.65 %
No	272,809	votes	

Agenda item 4.3.2 Dr. Balz Hösly

://: The Annual General Meeting elects Dr. Balz Hösly as a member of the GNCC for a term of office of one year until the end of the Annual General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	21'280	votes	
Cast votes	11'613'611	votes	
Absolute majority	5'806'807	votes	
Yes	11,345,726	votes	97.69 %
No	267,885	votes	

Agenda item 4.3.3 Jeffrey Palker

://: The Annual General Meeting elects Jeffrey Palker as member of the GNCC for a term of office of one year until the end of the Ordinary General Assembly 2022.

Votes represented	11,634,891	votes	
Abstentions	15,345	votes	
Cast votes	11,619,546	votes	
Absolute majority	5,809,774	votes	
Yes	11,314,200	votes	97.37%
No	305,346	votes	

Agenda item 4.3.4 Andrea Zappia

://: The Annual General Meeting elects Andrea Zappia as member of the GNCC for a term of office of one year until the end of the Ordinary General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	15,530	votes	
Cast votes	11,619,361	votes	
Absolute majority	5,809,682	votes	
Yes	11,427,487	votes	98.35 %
No	191,874	votes	

Agenda item 4.4 Auditors

The Board of Directors proposes that KPMG AG, Basel, be elected as auditors for a term of office of one year, expiring after the completion of the Annual General Meeting 2022.

://: The Annual General Meeting elects KPMG AG, Basel as auditors for a term of office of one year until the end of the Annual General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	5'447	votes	
Cast votes	11,629,444	votes	
Absolute majority	5,814,723	votes	
Yes	11,477,773	votes	98.70 %
No	151,671	votes	

Agenda item 4.5 Independent proxy voting

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

://: The Annual General Meeting elects NEOVIUS AG, Advokaten und Notare, Basel as independent proxy for a term of office of one year until the end of the Annual General Meeting 2022.

Votes represented	11,634,891	votes	
Abstentions	7'311	votes	
Cast votes	11'627'580	votes	
Absolute majority	5,813,791	votes	
Yes	11,610,509	votes	99.85 %
No	17,071	votes	

Agenda item 5 Approval of the remunerations of the Board of Directors and the Executive Board

Agenda item 5.1 Approval of the additional non-profit-related remuneration 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.

://: The Annual General Meeting approves the total amount of CHF 174,834 as additional non-profit-related remuneration of the Board of Directors for the financial year 2020.

Votes represented	11,634,891	votes	
Abstentions	54,980	votes	
Cast votes	11,579,911	votes	
Absolute majority	5,789,957	votes	
Yes	10,408,260	votes	89.88 %
No	1,171,651	votes	

Agenda item 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.

://: The Annual General Meeting approves 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.

Votes represented	11,634,891	votes	
Abstentions	45,824	votes	
Cast votes	11,589,067	votes	
Absolute majority	5,794,535	votes	
Yes	11,299,835	votes	97.50 %
No	289,232	votes	

Agenda item 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 the total 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.

://: The Annual General Meeting approves the total 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.

Votes represented	11,634,891	votes	
Abstentions	20,727	votes	
Cast votes	11'614'164	votes	
Absolute majority	5,807,083	votes	
Yes	10,440,861	votes	89.90 %
No	1,173,303	votes	

Agenda item 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.

://: The Annual General Meeting approves 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.

Votes represented	11,634,891	votes	
Abstentions	47,319	votes	
Cast votes	11,587,572	votes	
Absolute majority	5,793,787	votes	
Yes	11,393,133	votes	98.32 %
No	194,439	votes	

CLOSING REMARKS

The Chairman of the Board of Directors, Dr Ulrich Vischer, who is stepping down at the end of the Annual General Meeting, says goodbye with personal words of thanks and good wishes for the future of the company.

For the minutes

The Chairman of the Board of Directors:



Dr. Ulrich Vischer

The Secretary of the Board of Directors:



Christian Jecker

Annex: Invitation with proposals and explanations of the agenda items.

Basel, April 28, 2021

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A-PRIORITY DIE POST



Invitation to the General Meeting of MCH Group Ltd. on 28 April 2021

2:00 PM (CET) , Congress Center Basel

The Board of Directors of MCH Group Ltd. cordially invites you to the ordinary Annual General Meeting 2021.

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.

You have the opportunity to submit questions in writing in advance of the Annual General Meeting.

The answers to the questions and the results of the voting shall be recorded in the minutes, which shall be published on the MCH Group website after the meeting.

The information on the legitimation and exercise of voting rights as well as on the submission of questions can be found on the back of this page.

We thank you for exercising your voting rights via the independent proxy.

Basel, 31 March 2021

MCH Group Ltd.

Voting rights and exercise of shareholder rights

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.

Since, at the time of the invitation to the Annual General Meeting, events are prohibited in accordance with Art. 6 of the Ordinance on Measures during the Special Situation to combat the Covid-19 Epidemic and based on Art. 27 of the relevant Ordinance 3, the Board of Directors has ordered that, in order to protect their health, the legitimate shareholders can exercise their rights exclusively via the independent proxy.

Instructions to the independent proxy

You have two options for the instructions to the independent proxy:

1. You can use the enclosed instruction form and the return envelope. The form must be legally signed. Forms received after 26 April 2021 cannot be considered.
2. You can issue your instructions on the online platform of the Annual General Meeting (see below under „Online Platform“). Instructions to the independent proxy and changes in this regard are possible until the evening of 27 April 2021.

On 24 April 2020, the General Meeting of MCH Group Ltd. elected NEOVIUS AG, Advokaten und Notare, Hirschgässlein 30, 4051 Basel, as the independent proxy for the term of office until the conclusion of the next Annual General Meeting covering the 2020 business year.

The independent proxy will vote in accordance with the instructions you provide.

Question submission

Questions for the attention of the Annual General Meeting can be submitted until 20 April 2021 by email to **ir@mch-group.com**.

Online Platform

Open the page **<https://mch-group.shapp.ch>** on the Internet and then follow the guidance. You find your personal access data (identification and password) on the enclosed instruction form.

Contacts

For questions regarding the registration in the share register:

Share register of MCH Group Ltd
Martin Husi
Phone +41 58 206 22 70
martin.husi@messe.ch

For further questions:

Secretariat of the Board of Directors of MCH Group Ltd.
Christian Jecker
Phone +41 58 206 22 52
christian.jecker@mch-group.com

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.



Address:

Reply address:

MCH Group AG
Generalversammlung
c/o Nimbus AG
Ziegelbrückstrasse 82
8866 Ziegelbrücke
Schweiz

Annual General Meeting of MCH Group Ltd. on 28 April 2021 Instructions to the independent proxy holder

With the instruction form

Complete the declaration of proxy below and the instruction form on the reverse side and use the enclosed envelope to return it.

Date:

Signature*:

Signature**:

The declaration of proxy to the independent proxy requires a legally valid signature.

* If this form is validly signed but no general instruction or individual instructions are given on the reverse side, the independent proxy will follow the proposals of the Board of Directors.

** The second signature is mandatory if it is required for a legally valid declaration of proxy of legal entities.

Or online

Go to the following website: <https://mch-group.shapp.ch>

Identification:

Password:

Change of address

My address has changed (please make corrections directly in the address field).

General instructions for all agenda items and motions as per invitation Yes, for the BoD motions No, against the BoD motions Abstention

Singular instructions

Singular instructions must only be issued if there is no general instruction or if they deviate from the general instruction. Individual instructions take precedence over general instructions.

Motions according to the invitation	Yes	No	Abstention
1. Annual Report and Financial Report 2020, Report of the Statutory Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Waiver of the payment of a dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the members of the Board of Directors and the Executive Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Elections			
4.1 Board of Directors			
4.1.1 Markus Breitenmoser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.2 Marco Gadola	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.3 Eleni Lionaki	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.4 James R. Murdoch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.5 Jeffrey Palker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.1.6 Andrea Zappia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Chairman of the Board of Directors Andrea Zappia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3 Governance, Nomination and Compensation Committee (GNCC)			
4.3.1 Christoph Brutschin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3.2 Dr. Balz Hösly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3.3 Jeffrey Palker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3.4 Andrea Zappia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.4 Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.5 Independent proxy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Remuneration of the Board of Directors and Executive Board			
5.1 Additional non-profit-related remuneration Board of Directors 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.2 Non-profit-related remuneration Board of Directors 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.3 Retention bonus Executive Board 2021 and 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4 Non-profit-related remuneration Executive Board 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Instruction for additional motions and amendments	Yes	No	Abstention
Motions from shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motions from the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>