



## **MINUTES**

**of the Extraordinary General Meeting of  
MCH Group Ltd.**

**Wednesday, 28 September 2022, 3:00pm (CEST)**

**Messeturm Basel**

## **AGENDA ITEM**

### **Ordinary capital increase**

## **FORMALITIES**

Present are:

Chair	Marco Gadola Vice Chairman of the Board of Directors
Independent proxy	Dr. Christoph Nertz NEOVIUS AG, Advokaten und Notare, Basel
Notary's office	Dr. Francesca Pesenti VISCHER AG, Basel
Minutes	Christian Jecker Secretary of the Board of Directors

The meeting is also attended by the members of the Board of Directors (with Christoph Brutschin excused) and the members of the Executive Board, either physically or via videoconference.

Marco Gadola, Vice Chairman of the Board of Directors, takes the chair due to the absence of the Chairman of the Board of Directors in accordance with the Articles of Association. The minutes are taken by the Secretary of the Board of Directors. They will be published on the website after the meeting, where the minutes of the last General Meetings are also available. The notarial deed will be recorded by Dr. Francesca Pesenti.

The Chairman states that, in accordance with the law and the Articles of Association, the invitation to today's Extraordinary General Meeting was published in due time on 6 September 2022 in the Swiss Official Gazette of Commerce and sent to the shareholders entered in the share register. The invitation also contains the proposals of the Board of Directors. The Chairman states that the Extraordinary General Meeting has thus been duly convened.

Shareholders who were entered in the share register on 20 September 2022 were entitled to exercise their voting rights to issue their instructions to the independent proxy. From 21 September 2022 to and including 28 September 2022 the share register was closed for entries.

Although the nationwide measures against the COVID pandemic have been lifted as of 1 April 2022, the authorities continue to recommend increased vigilance and response capability. General meetings can therefore be held in written form until the revision of company law comes into force on 1 January 2023. The Board of Directors has decided that shareholders can exercise their rights at the Extraordinary General Meeting on 28 September 2022 exclusively by appointing the independent proxy. On-site attendance in person is not possible. Powers of attorney and instructions to the independent proxy could be issued by letter and electronically.

At the Annual General Meeting on 23 May 2022, the assembly appointed NEOVIUS AG, Advokaten und Notare, Hirschgässlein 30, 4051 Basel, as independent proxy for the term of one year until the end of the Annual General Meeting 2023. Dr. Christoph Nertz, attorney and notary in Basel, is present as representative of NEOVIUS AG.

## EXPLANATIONS

The Chairman refers to the motions and the written explanations in the invitation of today's meeting (attachment to the minutes).

As announced in the invitation of today's meeting, the Board of Directors has determined on 26 September 2022 the final proposed maximum number of 18,586,688 new shares to be issued and the subscription price of CHF 4.75. These decisions were published with an ad hoc announcement on 27 September 2022 before opening of the stock exchange, whereby the basic modalities of the implementation of the capital increase and the exercise of the subscription rights were also announced. The actual number of shares issued and the actual gross proceeds will depend on the exercise of the subscription rights of the eligible shareholders in the context of the capital increase.

Following today's meeting, the MCH Group will announce the voting results of the General Meeting in a further ad hoc announcement after the close of the stock exchange. The detailed modalities of the rights offering will be set out in a prospectus available from 29 September 2022. The subscription period will last from 29 September 2022 until 10 October 2022, 12:00pm (noon) CEST. Trading on the SIX Swiss Exchange has been requested for the subscription rights for the period from 29 September 2022 to 6 October 2022.

## RESPONSE TO QUESTIONS

Shareholders were given the opportunity to submit questions in writing by 21 September 2022.

### **Stefan Bertschi, Russikon**

Questions from Mr. Bertschi (e-mail dated 14 September 2022):

*I am very surprised that the Extraordinary General Meeting is only being held in written form. After all, the MCH Group organises physical events for its customers and also has the corresponding locations. What kind of signal are you sending out with this? Why should customers order events from you if you do not physically organize your own events?*

Reply from the Secretary to the Board of Directors (e-mail dated 15 September 2022):

*Thank you for your request. Of course, we are pleased that the Covid situation has continued to normalize since spring and that physical events are once again possible. And we also look forward to hopefully being able to hold a physical AGM again in 2023.*

*At the time of setting the schedule for the capital increase, the Covid situation was far more uncertain than it is today, which is why the Board of Directors has adhered to the recommendation of the federal authorities that increased vigilance and responsiveness continue to be indicated.*

Comment from Mr. Bertschi (e-mail dated 15 September 2022).

*Thank you very much for your reply. The invitation to the Extraordinary General Meeting is dated 6 September 2022, when the Covid situation was no more uncertain than it is today.*

Two other shareholders have waived the recording of their questions or the answers to them in the minutes.

## **TREATMENT OF THE AGENDA ITEM**

The Chairman informs about the participation and the quorum at today's Extraordinary General Meeting and announces the result of the voting on the agenda item.

### **Participation of the shareholders**

Shares	14,869,351		
Registered shareholders	2,247		
Registered voting rights	13,134,672		
Shareholders represented	497	22.12	%
Voting rights represented	11,407,375	86.85	%

### **Resolution quorums**

According to § 14 section 1 of the Articles of Association, the General Meeting passes its resolution on the agenda item to be treated by an absolute majority of the votes cast (excluding abstentions).

### **Agenda item                      Ordinary capital increase**

The Board of Directors proposes an ordinary capital increase in accordance with the following provisions:

1. The share capital of the Company shall be increased by up to CHF 18,586,688 by issuing up to 18,586,688 fully paid-in registered shares with a nominal value of CHF 1.00 each.
2. The Board of Directors shall be authorized to determine the modalities for exercising subscription rights. The Board of Directors may issue the new shares by means of an underwriting by a bank, a banking syndicate or another third party and a subsequent offer to the existing shareholders or third parties. The Board of Directors is authorized to enable, limit or exclude the trading of subscription rights. The Board of Directors may allow subscription rights that have not been exercised to lapse, or it may place them or shares for which subscription rights have been granted but not validly exercised to third parties or otherwise use them in the interest of the Company.
3. The Board of Directors shall be authorized to determine the issue price. The issue price shall be paid in cash.
4. The new registered shares to be issued will carry voting and dividend rights from the date of entry of the capital increase in the Commercial Register.
5. No preferential rights are attached to the new registered shares to be issued.
6. The new registered shares to be issued are subject to the registration restrictions | transfer restrictions pursuant to § 5 of the articles of association.

7. Prerequisite for the exercise of contractually acquired subscription rights: The registration restrictions | transfer restrictions pursuant to § 5 of the articles of association apply as long as these statutory restrictions have not been abolished.

In the invitation it is explained that the ordinary capital increase has to be executed by the Board of Directors within three months after the Extraordinary General Meeting, otherwise the resolution of the General Meeting will lapse by law.

://: The General Meeting approves an ordinary capital increase in accordance with the proposed provisions.

Votes represented	11,407,375	votes	
Abstentions	19,152	votes	
Cast votes	11,388,223	votes	
Absolute majority	5,694,112	votes	
Yes	10,417,520	votes	91.48 %
No	970,703	votes	

For the minutes

The Chairman:



Marco Gadola,  
Vice Chairman of the Board of Directors

The Secretary:



Christian Jecker  
Secretary of the Board of Directors

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

Basel, 28 September 2022

(MCH\_EGM-28-September-2022\_Minutes\_ENG.docx)