

MCH Group Ltd.
4005 Basel, Switzerland
+41 58 200 20 20
ir@mch-group.com
www.mch-group.com



23rd Annual General Meeting of MCH Group Ltd.

Tuesday, 21 May 2024, 4:00pm CEST
Congress Center Basel

Voting rights

Shareholders who are entered in the share register on 8 May 2024 are entitled to exercise their voting rights. From 9 May 2024 to and including 21 May 2024, the share register will be closed for registrations. Shareholders who sell their shares after 9 May 2024 are no longer entitled to vote for these shares at the upcoming Annual General Meeting.

Further notes

The rights of the shareholders are defined in the Articles of Association of MCH Group Ltd. These are available on the MCH Group website under “Investors” / “Governance”:

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

The Minutes of the Annual General Meeting of 4 May 2023 are available on the MCH Group website under “Investors” / “General Meeting”:

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

Contacts

For questions regarding the registration
in the share register:

MCH Group AG | Share Register
c/o Nimbus AG
Ziegelbrückstrasse 82
8866 Ziegelbrücke
Switzerland
+41 55 617 37 24
mch@nimbus.ch

For questions about the
Annual General Meeting:

MCH Group Ltd. | AGM
Christian Jecker
Secretary of the Board of Directors
4005 Basel
Switzerland
+41 58 200 20 20
ir@mch-group.com

Agenda

1. Approval of the Management Report, the Consolidated Financial Statements and the Annual Financial Statements 2023 and acknowledgement of the Auditor's Reports 2023

Proposal

The Board of Directors proposes to approve the Management Report, the Consolidated Financial Statements and the Annual Financial Statements 2023 and to take note of the Auditor's Reports 2023.

Explanations

The Board of Directors is obliged to submit the Management Report, the Consolidated Financial Statements and the Annual Financial Statements of MCH Group Ltd. to the Annual General Meeting for approval and to submit the reports of the Statutory Auditors for acknowledgement. The Statutory Auditors have audited the Consolidated Financial Statements and the Annual Financial Statements of MCH Group Ltd. and have nothing to add to their Audit Reports.

The Management Report as well as the Consolidated Financial Statements, the Annual Financial Statements of MCH Group Ltd. and the Auditor's Reports can be found in the Annual Report and the Financial Report of the integrated Business Report. The reports are available

- on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
- directly on: <https://reports.mch-group.com/23/ar/en/>

2. Advisory vote on the Report on Non-financial Matters 2023

Proposal

The Board of Directors proposes to approve the Report on Non-financial Matters 2023 in a non-binding advisory vote.

Explanations

From the business year 2023, the Board of Directors is obliged to publish a Report on Non-financial Matters and submit it to the Annual General Meeting for approval, which is done by means of a non-binding advisory vote. The Auditors have undertaken a limited assurance engagement on the key figures relating to emissions and employees and have issued an independent report.

The Report on Non-financial Matters including the Auditor's Report is as Sustainability Report part of the integrated Business Report. It is available

- on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
- directly on: <https://reports.mch-group.com/23/ar/en/>

3. Allocation of the accumulated losses of MCH Group Ltd.

Proposal

The Board of Directors proposes the accumulated losses of CHF -55.0 million in the account of the holding company MCH Group Ltd. to be carried forward.

Explanations

The accumulated loss comprises the loss carried forward from the previous year (CHF -22.7 million) and the loss for the year 2023 (CHF -32.3 million). The Auditors confirm that the carry forward of the accumulated losses complies with Swiss law and the Company's articles of incorporation.

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

Proposal

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 business year 2023.

Explanations

In accordance with the Articles of Association, the Annual General Meeting must resolve on the discharge of the members of the Board of Directors and the Executive Board for the business year 2023. They are not entitled to vote on this agenda item.

5. Amendments to the Articles of Association of MCH Group Ltd.

5.1 Supplement to § 2 – Sustainability

Proposal

The Board of Directors proposes to supplement § 2 of the Articles of Association with a third paragraph with the following wording:

The company strives to create long-term and sustainable value through its activities that have a positive impact on the society and the environment, which is taken into account in the decision-making processes of the Board of Directors and the management.

Explanations

With the proposed supplement to § 2 of the Articles of Association, the MCH Group wishes to enshrine its responsibility with regard to the environment and society in the Articles of Association.

5.2 Amendment of § 7 and § 22 – Composition of the Board of Directors

Proposal

The Board of Directors proposes the amendment of § 7 and § 22 by deleting the passages struck through below:

§ 7 *The supreme corporate body of the Company is the General Meeting of Shareholders. It shall have the following non-transferable powers:*

[...]

b) the election and dismissal of the members of the Board of Directors insofar as they are not designated by the Government Council of the Canton of Basel-Stadt ~~or by the Government Council of the Canton of Zurich and the City Council of the City of Zurich;~~

[...]

§ 22 *The Board of Directors shall consist of a maximum of 9 members.*

– 2 members are appointed by the Government Council of the Canton of Basel-Stadt.

~~*– 1 member is appointed by the Government Council of the Canton of Zurich and the City Council of the City of Zurich.*~~

– The other members are elected individually by the General Meeting of Shareholders.

[...]

The right of the Government Council of the Canton of Basel-Stadt to designate 2 members of the Board of Directors of the Company is a vested right and may only be amended or revoked by the General Meeting of Shareholders with its express consent. ~~Also the right of the Canton of Zurich and the City of Zurich to designate one member of the Board of Directors may only be revoked by the General Meeting of Shareholders with their express consent.~~

Explanations

The number of members of the Board of Directors has been reduced from nine to seven as of the Annual General Meeting 2023, with the Canton and the City of Zurich waiving their right to appoint a delegate and Lupa Systems waiving its right to nominate a third candidate. The Canton and the City of Zurich agree to definitively waive their right to appoint a member of the Board of Directors. They have given their express consent that the Annual General Meeting may revoke this right by amending the Articles of Association accordingly.

6. Elections

6.1 Board of Directors

Proposal

The Board of Directors proposes to individually elect

- 6.1.1 Markus Breitenmoser, as a member (present)
- 6.1.2 James R. Murdoch, as a member (present)
- 6.1.3 Jeffrey Palker, as a member (present)
- 6.1.4 Andrea Zappia, as a member and Chairman (present)

for a term of office of one year until the end of the Annual General Meeting 2025.

Explanations

Marco Gadola (member of the Board of Directors from 2016 to 2019 and since 2021) will step down from the Board of Directors as of the Annual General Meeting. The Board of Directors has decided that the Board of Directors consists of six members in the coming term of office. Dr. Dagmar Kamber Borens (1972, CH, member of the Board of Directors since 2019) and Raphael Wyniger (1975, CH, member of the Board of Directors since 2023) will continue to exercise their mandate as members of the Board of Directors as delegates of the Canton of Basel-Stadt.

Thus, the Annual General Meeting has to elect four members, including the Chairman. Markus Breitenmoser (1963, CH) has been a member of the Board of Directors since 2019. James R. Murdoch (1972, US) and Jeffrey Palker (1973, US) have been members of the Board of Directors since 2020. Andrea Zappia (1963, IT) has been a member and Chairman of the Board of Directors since 2021.

Information on the members of the Board of Directors can be found in the Management Report (Annual Report) under "Corporate Governance" / "Board of Directors". The Annual Report is part of the integrated Business Report and available

- on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
- directly on: <https://reports.mch-group.com/23/ar/en/>

6.2 Governance, Nomination and Compensation Committee (GNCC)

Proposal

The Board of Directors proposes to individually elect

- 6.2.1 Jeffrey Palker, as a member (present)
- 6.2.2 Raphael Wyniger, as a member (present)
- 6.2.3 Andrea Zappia, as a member (present)

for a term of office of one year until the end of the Annual General Meeting 2025.

Explanations

The Governance, Nomination and Compensation Committee (GNCC) fulfills, among other things, the function of the Remuneration Committee, whose members must be elected by the Annual General Meeting. The number of GNCC members will be reduced from four to three. For information on the proposed GNCC members, see explanations on agenda item 6.1.

6.3 Auditors

Proposal

The Board of Directors proposes to re-elect KPMG AG, Basel as auditor for a term of office until the approval of the Business Report 2024.

Explanations

KPMG AG has been acting as the MCH Group's statutory Auditor since the Annual General Meeting 2012. Information on the Auditor can be found in the Management Report (Annual Report) under "Corporate Governance" / "Statutory Auditors". The Annual Report is part of the integrated Business Report and available

- on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
- directly on: <https://reports.mch-group.com/23/ar/en/>

6.4 Independent voting rights representative

Proposal

The Board of Directors proposes to re-elect NEOVIUS AG, Advokaten und Notare, Hirschgässlein 30, 4051 Basel as independent voting rights representative for the term of one year until the end of the Annual General Meeting 2025.

Explanations

NEOVIUS AG has been acting as the MCH Group's independent voting rights representative since the Annual General Meeting 2014.

7. Remunerations of the Board of Directors and the Executive Board

7.1 Advisory vote on the Remuneration Report 2023

Proposal

The Board of Directors proposes to approve the Remuneration Report 2023 in a non-binding advisory vote.

Explanations

The Board of Directors submits the Remuneration Report 2023 to the Annual General Meeting for a non-binding advisory vote in line with best practice. The Remuneration Report contains information on the governance of remuneration, the remuneration systems and the remunerations 2023 of the Board of Directors and the Executive Board.

The Remuneration Report is part of the integrated Business Report and available

- on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
- directly on: <https://reports.mch-group.com/23/ar/en/>

7.2 Approval of the remuneration of the Board of Directors 2025

Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 660,000 (gross, including social insurance contributions) as remuneration for the Board of Directors for the business year 2025.

Explanations

According to the Articles of Association, the Annual General Meeting must approve the maximum aggregate remuneration of the Board of Directors for the financial year beginning after the Annual General Meeting. The proposed maximum aggregate amount has remained unchanged since 2022. Information on the remuneration system for the Board of Directors is provided in the Remuneration Report (see explanations on agenda item 7.1).

7.3 Approval of the short-term variable remuneration of the Executive Board 2023

Proposal

The Board of Directors proposes to approve the amount of CHF 365,009 (gross, excluding social insurance contribution) as short-term variable remuneration for the Executive Board for the business year 2023.

Explanations

According to the Articles of Association, the Annual General Meeting must approve the total amount of short-term variable remuneration of the Executive Board for the past business year. Information on the Executive Board's remuneration system and the short-term variable remuneration model is provided in the Remuneration Report (see explanations on agenda item 7.1).

7.4 Approval of the fixed remuneration of the Executive Board 2025

Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 1,300,000 (gross, including social insurance contributions) as fixed remuneration of the Executive Board for the business year 2025.

Explanations

According to the Articles of Association, the Annual General Meeting must approve the maximum aggregate amount of the fixed remuneration of the Executive Board for the financial year beginning after the Annual General Meeting. Information on the Executive Board's remuneration system is provided in the Remuneration Report (see explanations on agenda item 7.1).

7.5 Approval of the long-term variable remuneration of the Executive Board 2025

Proposal

The Board of Directors proposes to approve the maximum aggregate amount of CHF 400,000 (gross, including social insurance contributions) as grant value of the long-term variable remuneration of the Executive Board for the business year 2025.

Explanations

According to the Articles of Association, the Annual General Meeting must approve the maximum aggregate amount as grant value of the long-term variable remuneration of the Executive Board for the financial year beginning after the Annual General Meeting. Information on the Executive Board's remuneration system and the long-term variable remuneration model is provided in the Remuneration Report (see explanations on agenda item 7.1).