

**Amendments to Articles of Association of Mobimo Holding AG
(Amendments ordered by agenda items 3 to 5)**

**Previous version
(20 August 2018)**

**Revised version requested
(Changes in bold and italics)**

AGENDA ITEM 3.1: Renewal of authorised capital (Article 3a of Articles of Association)

Article 3a, paragraph 1

At any time until 27 March 2020, the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 19,108,978.20 (nineteen million, one hundred and eight thousand, nine hundred and seventy eight point twenty francs) by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of CHF 23.40 per share. Increases may take place all in one go or in stages.

Article 3a, paragraph 1

At any time until **27 March 2022**, the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 19,108,978.20 (nineteen million, one hundred and eight thousand, nine hundred and seventy eight point twenty francs) by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of CHF 23.40 per share. Increases may take place all in one go or in stages.

AGENDA ITEM 3.2: Reversal of conditional capital (Article 3b of Articles of Association)

Article 3b

The share capital of the company is increased by a maximum of CHF 759,236.40 (seven hundred and fifty nine thousand two hundred and thirty six point forty francs) by issuing no more than 32,466 registered shares with a nominal value of CHF 23.40, to be paid in full, by exerting the pre-emptive rights obtained following 5 May 2020 in line with the employee participation scheme. Shareholders' subscription rights are excluded.

[not applicable]

The acquisition of registered shares through the exercise of option rights and the subsequent transfer of these registered shares are subject to the restrictions on transfer set out in Article 5 of the Articles of Association.

AGENDA ITEM 4: Capital reduction by means of nominal value repayment

Article 3

The share capital is CHF 154,476,199.80 (one hundred and fifty four million, four hundred and seventy six thousand, one hundred and ninety nine point eighty francs) and is split into 6,601,547 registered shares with a nominal value of CHF 23.40 (twenty three point forty francs) each. The shares are paid in full.

Article 3

The share capital is **CHF 88,460,729.80 (eighty eight million, four hundred and sixty thousand, seven hundred and twenty nine point eighty francs)** and is split into 6,601,547 registered shares with a nominal value of CHF 13.40 (thirteen point forty francs) each. The shares are paid in full.

Article 3a paragraph 1

At any time until 27 March 2022, the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 19,108,978.20 (nineteen million, one hundred and eight thousand, nine hundred and seventy eight point twenty francs) by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of CHF 23.40 per share. Increases may take place all in one go or in stages.

Article 3a, paragraph 1 (provisional on renewal of authorised capital in accordance with request in line with agenda item 3)

At any time until 27 March 2022, the Board of Directors is authorised to increase the share capital of the company by a maximum of **CHF 10,942,748.20 (ten million, nine hundred and forty two thousand, seven hundred and forty eight point twenty francs)** by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of **CHF 13.40** per share. Increases may take place all in one go or in stages.

AGENDA ITEM 5.1: Reversal of Article of Association terms on capital investments as a result of timings, re-numbering

Article 4

On the capital increase on 6 November 2009, in accordance with the non-cash contribution contract dated 5 November 2009 and along with Bank Vontobel AG, Zürich (CH-020.3.902.757-5), acting in its own name but on behalf of the shareholders of LO holding Lausanne-Ouchy S.A. with registered office in Lausanne (CH-550-0096093-5) and JJM Participations SA with registered office in Sitz in Lausanne (CH-550-1058768-5) tendering in line with the exchange offer on 9 September 2009, the company takes over the following:

(i) a total of 49,735 registered shares in LO Holding Lausanne-Ouchy SA (CH-550-0096093-5) with a nominal value of CHF 100.00 each.

These shares are acquired for a total value of CHF 15,686,400.00. In return for this non-cash contribution, Bank Vontobel AG, based in Zurich, (CH-020-3.902.757-5) receives a total of 412,800 fully-paid registered shares in the company to the value of CHF 38.00 per share on behalf of the tendering shareholders.

(ii) a total of 11,216 registered shares in JMM Participations SA (CH-550-1058768-5) with a nominal value of CHF 535.00 each.

These shares are taken over for a total value of CHF 11,226,302.00. In return for this non-cash contribution, Bank Vontobel AG, based in Zurich, (CH-020-3.902.757-5) receives a total of 295,429 fully-paid registered shares in the company to the value of CHF 38.00 per share.

Article 4a

For the approved capital increase on 20 August 2019 in accordance with the non-cash contribution contract dated 17 August 2019 with Bank Vontobel AG, Zurich (CHE-105.840.858) acting in the name and on behalf of the tendering shareholders of Immobiliengesellschaft Fadmatt AG (CHE-102.646.828), Zürich in accordance with the public purchase and exchange offer dated 18 June 2018, the company receives a total of 6520 named shares in Immobilien Fadmatt AG (CHE-102,646.828) with a nominal value of CHF 500.00 each.

These shares are taken over for a total value of CHF 182,560,00.00. In return for this non-cash contribution, Bank Vontobel AG (CHE-105.840.858) receives a total of 383,377 fully-paid registered shares in the company for a nominal value of CHF 23.40 each and an issue price of CHF 244.04 per share in the name and on behalf of the tendering shareholders.

Article 4

For the approved capital increase on 20 August 2019 in accordance with the non-cash contribution contract dated 17 August 2019 with Bank Vontobel AG, Zurich (CHE-105.840.858) acting in the name and on behalf of the tendering shareholders of Immobiliengesellschaft Fadmatt AG (CHE-102.646.828), Zürich in accordance with the public purchase and exchange offer dated 18 June 2018, the company receives a total of 6520 named shares in Immobilien Fadmatt AG (CHE-102,646.828) with a nominal value of CHF 500.00 each.

These shares are taken over for a total value of CHF 182,560,00.00. In return for this non-cash contribution, Bank Vontobel AG (CHE-105.840.858) receives a total of 383,377 fully-paid registered shares in the company for a nominal value of CHF 23.40 each and an issue price of CHF 244.04 per share in the name and on behalf of the tendering shareholders.

[not applicable]

AGENDA ITEM 5.2: Compensation for the Board of Directors

Article 22, paragraph 2

The Board of Directors can stipulate that part of the payment is made in the form of shares. The number of shares allocated and the dates of allocation and transfer of ownership are defined by the Board of Directors at the request of the Nomination and Compensation Committee. The value of the shares is calculated based on the share price applicable on the date of allocation. The Board of Directors sets a vesting period, which is usually 5 years. From the date of allocation, the shares have both voting and dividend rights.

Article 22, paragraph 2

A component of the payment stipulated by the Board of Directors is made in the form of shares.

The number of shares allocated and the dates of allocation and transfer of ownership are defined by the Board of Directors at the request of the Nomination and Compensation Committee. The value of the shares is calculated based on the share price applicable on the date of allocation. The Board of Directors sets a vesting period, which is usually 3 years. From the date of allocation, the shares have both voting and dividend rights.

AGENDA ITEM 5.3: Nomination and Compensation Committee

Article 24, paragraph 1

The Compensation Committee is a preparatory committee for the Board of Directors and, unless explicitly stipulated otherwise in the Articles of Association or in other regulations, has no decision-making powers. It has the following duties and responsibilities with regard to compensation:

1. drawing up and reviewing the compensation policy, monitoring the implementation of the compensation policy and submitting proposals and recommendations on the compensation policy to the Board of Directors,
2. drawing up and reviewing specific compensation models, monitoring the implementation of compensation models and submitting proposals and recommendations on specific compensation models to the Board of Directors,
3. preparing all relevant decisions of the Board of Directors with regard to the compensation of the members of the Board of Directors and Executive Board and submitting proposals to the Board of Directors regarding the type and amount of the annual compensation of the members of the Board of Directors and Executive Board, including preparing the proposal for the maximum total amount to be submitted to the General Meeting for approval,
4. reviewing the company's annual salary budget and the principles governing the payment of variable compensation to employees outside of the Executive Board,
5. submitting proposals to the Board of Directors for approval of the awarding of mandates by the company or its subsidiaries to members of the Board of Directors or the Executive Board and to related legal entities and natural persons.

Article 24, paragraph 1

The Compensation Committee is a preparatory committee for the Board of Directors and, unless explicitly stipulated otherwise in the Articles of Association or in other regulations, has no decision-making powers. It has the following duties and responsibilities with regard to compensation:

1. ***Developing and reviewing the compensation policy, submitting proposals and recommendations for the compensation policy to the Board of Directors and monitoring the implementation of the compensation policy;***
2. ***Developing and reviewing the specific compensation models, submitting proposals and recommendations for the specific compensation models to the Board of Directors and monitoring the implementation of the compensation models,***
3. preparing all relevant decisions of the Board of Directors with regard to the compensation of the members of the Board of Directors and Executive Board and submitting proposals to the Board of Directors regarding the type and amount of the annual compensation of the members of the Board of Directors and Executive Board, including preparing the proposal for the maximum total amount to be submitted to the General Meeting for approval,
4. reviewing the company's annual salary budget and the principles governing the payment of variable compensation to employees outside of the Executive Board,
5. submitting proposals to the Board of Directors for approval of the awarding of mandates by the company or its subsidiaries to members of the Board of Directors or the Executive Board and to related legal entities and natural persons.