

CORPORATE GOVERNANCE

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Corporate governance report

For Mobimo, good corporate governance is a key element of business management. The company sees good corporate governance as being the responsible management and control of the company with a focus on sustainable value creation.

The corporate governance report contains the information required under the SIX Swiss Exchange Directive Corporate Governance (DCG) and is largely based on the structure of the Annex to this directive. Cross-references are made to other sections of the Annual Report in order to avoid repetitions. The assessment of the independence of the members of the Board of Directors is based on the principles of the Swiss Code of Best Practice for Corporate Governance of *economiesuisse*.

Group structure and shareholders

Group structure

Company	Mobimo Holding AG
Registered office	Lucerne
Place of listing	SIX Swiss Exchange
Market capitalisation as at 31.12.19	CHF 1,904.5 million
Swiss security no.	1110887
ISIN code	CH0011108872

Mobimo Holding AG is the parent company of the Mobimo Group and is listed on the SIX Swiss Exchange. An overview of all Group companies and shareholdings can be found in the Note 32 to the consolidated annual financial statements on page 105.

The subsidiaries controlled by Mobimo Holding AG are grouped together by joint management. The Board of Directors of Mobimo Holding AG is the most senior supervisory and management body. The Board of Directors has delegated the operational management of the Mobimo Group to the (Group) Executive Board. An overview of the members of the Executive Board can be found on pages 35 to 39. In order to ensure a consistent Group policy and optimal coordination within the Mobimo Group, the Board of Directors of each individual Group company delegates the management of that company to the Group Executive Board (subsequently referred to as "Executive Board"), unless the Group company has its own Executive Board.

The Mobimo Group divides its activities into two business areas: Real Estate and Development.

The Real Estate business area comprises:

- › Portfolio and Transactions: responsible for portfolio management, purchase and sale of investment properties, first and second letting of investment properties, and sale of condominiums;
- › Property Management: includes the tasks and services of site management, property management and facility management.

The Development business area comprises:

- › Development: includes the development of construction projects for third-party investors, development of investment properties for our own portfolio and development of condominiums, and acquisition of sites and building plots for development activities;
- › Realisation: responsible for construction projects commissioned by Mobimo, monitors construction activity and manages the quality assurance process during the construction phase.

The segment statement, including further information on the segments, can be found in Note 3 to the consolidated financial statements on page 60 of this Annual Report.

Significant shareholders

An overview of significant shareholders and other shareholder details can be found in the section Mobimo on the capital market on pages 8 and 9 of this Annual Report.

The disclosure reports drawn up in the reporting year within the meaning of Article 120 of the Swiss Federal Act on Stock Exchanges and Securities Trading (SESTA) and the provisions of the Ordinance on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FMIO) can be found on the SIX Exchange Regulation website (www.six-exchange-regulation.com) under Publications > Significant shareholders.

Cross-shareholdings

There are no cross-shareholdings.

Capital structure

Capital

Capital as at 31 December 2019	Total (TCHF)	Number of registered shares	In %	Nominal value per share (CHF)
Share capital	154,476	6,601,547	100	23.40
Authorised capital	max. 19,109	816,623	12.4	23.40
Conditional capital	max. 759	32,446	0.5	23.40

Authorised and conditional capital in particular

The authorised and conditional capital are defined in Articles 3a and 3b of the Articles of Association. The exact wording of the provisions of the Articles of Association of Mobimo Holding AG regarding approved and conditional capital can be found at www.mobimo.ch under Investors > Corporate Governance > Articles of Association.

Authorised capital

The Board of Directors is authorised until 27 March 2020 to increase the company's share capital by issuing a maximum of 816,623 fully paid-up registered shares. Increases may take place all in one go or in stages. The issue price, type of contributions, conditions governing the exercise of subscription rights, allocation of the excluded subscription rights and timing of the dividend entitlement are determined by the Board of Directors. The Board of Directors decides on unexercised subscription rights in the best interests of the company. Once acquired, the new registered shares are subject to restrictions on transfer. Shareholders' subscription rights may be excluded by the Board of Directors for the purpose of an acquisition or (e.g. in the case of a share placement) the financing of the acquisition of land by the company or a subsidiary or for the purpose of taking over or financing the takeover of companies, parts of companies or participations by the company or a subsidiary. Acquisitions or takeovers are permitted only in keeping with the purpose stipulated by the company.

Conditional capital

The share capital may be increased through the issue of up to 32,446 fully paid-up registered shares, subject to the exclusion of subscription rights. Use thereof is restricted as follows:

- › Up to 32,446 fully paid-up registered shares can be issued through the exercise of subscription rights in connection with subscription rights for employees created after 5 May 2010.

For the share-based compensation of the Board of Directors and the Executive Board, shares already created will be used from 2020 onwards.

The acquisition of registered shares through the exercise of option rights and the subsequent transfer of these registered shares are subject to the following statutory restrictions on transfer.

As at the reporting date, there were no options to create registered shares from conditional capital.

Shares and participation certificates

Share capital stood at CHF 154,476,200 as at 31 December 2019 and comprised 6,601,547 fully paid-up registered shares with a value of CHF 23.40. With the exception of the treasury shares held by Mobimo, every share entered with voting rights in the company's share register has one vote and every share (regardless of whether it is entered in the share register) is entitled to dividends. There are no preference shares or voting shares. Mobimo Holding AG has not issued any participation certificates.

Dividend-right certificates

Mobimo Holding AG has not issued any dividend-right certificates.

Restrictions on transferability and registration of nominees

Article 6 of the Articles of Association defines the restrictions on transferability. The exact wording of Article 6 of the Articles of Association can be found at www.mobimo.ch under Investors > Corporate Governance > Articles of Association.

The Board of Directors may deny authorisation to transfer shares for the following reasons:

- › insofar as recognising a transferee as a full shareholder may, according to the information available to it, hinder the company from providing proof of Swiss control as stipulated by federal laws; specifically, in accordance with the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA) of 16 December 1983, including the amendments of 30 April 1997, and the Federal Council decision on measures against improper use of federal double taxation agreements of 14 December 1962;
- › if, despite requests from the company, the transferee fails to expressly declare that they have acquired and intend to hold the shares in their own name and for their own account;
- › if, following the acquisition of the shares, the number of shares held by the transferee exceeds 5% of the total number of shares recorded in the Commercial Register. Legal entities and partnerships vested with legal capacity which are grouped together in terms of capital or voting rights, by joint management or in a similar way, as well as natural persons or legal entities and partnerships which act together in a coordinated manner with a view to circumventing the restrictions on registration, shall be deemed as one transferee for the purposes of these conditions;
- › as soon as and insofar as the acquisition of shares takes the total number of shares held by persons abroad as defined by the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA) to over one-third of the shares recorded in the Commercial Register. This restriction shall apply subject to Article 653c paragraph 3 of the Swiss Code of Obligations, including in the case of registered shares acquired through the exercise of subscription, option or conversion rights.

In order to ensure compliance with the thresholds indicated, prior to being entered in the share register new shareholders are scrutinised as regards their status as Swiss citizens pursuant to ANRA. If they cannot be verified as Swiss citizens, then provided all other conditions are met they are entered in the category of restricted persons without voting rights, as long as the threshold of one-third of all shareholders is not exceeded and provided there is no other risk, such as tighter practices on the part of the licensing authority, that the entry of the non-Swiss shareholder will result in the company no longer being able to furnish evidence of Swiss control.

As at 31 December 2019, 18.62% (of which 16.24 percentage points have voting rights) of the registered shares were held by shareholders who are classified in the share register as persons abroad or restricted persons (entered but without voting rights) according to the above definition.

The Articles of Association do not contain any provisions pertaining to the registration of nominees. The Board of Directors has laid down the following nominee registration principles in the regulations governing the administration of the share register and the recognition and registration of shareholders of Mobimo Holding AG:

- › Without disclosure of the name, head office/address and shareholding of those shareholders for whose account the nominee holds the shares, the nominee shall be entered in the share register as a shareholder with voting rights up to a

maximum recognition threshold of 2% of the registered shares entered in the Commercial Register.

- › Without disclosure of the name, head office/address and shareholding, no more than 0.25% of the share capital which is entered in the Commercial Register may be registered by the relevant nominee in the share register as shares with voting rights for one and the same purchaser.
- › The nominee must conclude an agreement with the company which precisely defines the applicable rights and obligations. Nominee registrations may in total not exceed 10% of the shares entered in the Commercial Register. Once this 10% threshold is reached, the company may not register any further nominees. As at the reporting date, nominee registrations accounted for 6.64% of registered shares (6.64% with voting rights). The restrictions mentioned above also apply (5% clause and maximum proportion of non-Swiss shares without voting right restrictions).

No registrations were rejected during the year under review. The Articles of Association do not contain any provisions pertaining to the revocation of statutory privileges (and none have been granted) or the revocation of restrictions on transferability. As a result, the provisions of the Swiss Code of Obligations apply.

Convertible bonds and options

As at 31 December 2019, Mobimo had no outstanding convertible bonds or options.

Changes in capital

Changes	Total (TCHF)	Number of registered shares	Nominal value per share (CHF)
Share capital as at 31.12.2015	180,327	6,218,170	29.00
Share capital as at 31.12.2016	180,327	6,218,170	29.00
Share capital as at 31.12.2017	180,327	6,218,170	29.00
Share capital as at 31.12.2018	154,476	6,601,547	23.40
Share capital as at 31.12.2019	154,476	6,601,547	23.40
Authorised capital as at 31.12.2015	33,093	1,141,150	29.00
Authorised capital as at 31.12.2016	34,800	1,200,000	29.00
Authorised capital as at 31.12.2017	34,800	1,200,000	29.00
Authorised capital as at 31.12.2018	19,109	816,623	23.40
Authorised capital as at 31.12.2019	19,109	816,623	23.40
Conditional capital as at 31.12.2015	34,035	1,173,634	29.00
Conditional capital as at 31.12.2016	941	32,446	29.00
Conditional capital as at 31.12.2017	941	32,446	29.00
Conditional capital as at 31.12.2018	759	32,446	23.40
Conditional capital as at 31.12.2019	759	32,446	23.40

In 2019, a distribution of CHF 10.00 per share was paid out from capital contribution reserves. Further information on changes in capital can be found in Note 14 to the consolidated annual financial statements (see page 83).

Board of Directors

Members of the Board of Directors

The Board of Directors of Mobimo Holding AG consists of seven members as at the reporting date. All members are independent, non-executive members of the Board of Directors, except for Dr. Christoph Caviezel, member of the Board of Directors since 2 April 2019. He was previously a member of the Executive Board of Mobimo Holding in his capacity as CEO (from 2008 to 2019). None of the members of the Board of Directors have any significant business relationships with Mobimo Holding AG or with a Mobimo Group company.

Peter Schaub (CH) Chairman

Attorney at law
Born in: 1960



Peter Schaub has been a member of the Board of Directors of Mobimo Holding AG since 8 May 2008 and Chairman since 2 April 2019. He is a member of the Real Estate Committee.

Professional background

Since 1994	Partner in the tax and law firm weber schaub & partner, Zurich
1990 – 1993	Tax commissioner, canton of Zurich
1987 – 1988	Legal advisor in law firm Schellenberg Wittmer, Zurich

Education

1990	Licence to practise law in the canton of Zurich
1987	Law degree (lic. iur.), University of Zurich

Other activities and interests

- › Chairman of the Board of Directors of CPH Chemie + Papier Holding AG, Perlen
- › Chairman of the Board of Directors of Scobag Privatbank AG, Basel
- › Chairman of the Foundation Board of the Swiss Foundation for the Deafblind (Schweizerische Stiftung für Taubblinde), Langnau am Albis
- › Chairman of the Board of Directors of Zindel Immo Holding AG, Chur
- › Vice Chairman of the Board of Directors of UBV Holding AG, Uetikon am See
- › Vice Chairman of the Board of Directors of Uetikon Industrieholding AG, Uetikon am See
- › Member of the Foundation Board of the staff pension fund of UBV Uetikon Betriebs- und Verwaltungs AG (UBV-Personalfürsorgefonds)
- › Member of the Board of Directors of Ruegg Cheminee Holding AG, Hinwil

Key competences

- › Tax and law
- › Management of boards of directors
- › Business management

Daniel Crausaz (CH)
Vice chairman

Engineer EPFL, MBA
Born in: 1957



Daniel Crausaz has been a member of the Board of Directors of Mobimo Holding AG since 17 December 2009. He is Chairman of the Audit and Risk Committee.

Professional background

Since 2003	Independent consultant and since 2016 owner of daniel crausaz conseils Sàrl, Lausanne
1997 – 2003	Managing Director, Banque Cantonale Vaudoise (BCV), Lausanne
1990 – 1997	BCV, Lausanne
1985 – 1989	Engineer, Bonnard & Gardel Ingénieurs Conseils Lausanne SA, Lausanne
1983 – 1985	Engineer, Felix Constructions SA, Bussigny

Education

1990	MBA, Faculty of Business and Economics at the University of Lausanne (HEC)
1982	Engineer, Swiss Federal Institute of Technology Lausanne (EPFL)

Other activities and interests

- › Chairman of the Board of Directors of CIEL Electricité SA, Lausanne
- › Chairman of the Fondation de prévoyance de la CIEL, Lausanne
- › Member of the Board of Directors of Zimal SA, Sion
- › Member of the Board of Directors of Vertiqal AG, Zug
- › Member of the Board of Directors of BG Bonnard & Gardel Holding SA, Lausanne
- › Delegate of the Board of Directors of Agrifert SA, Lausanne

Key competences

- › Risk management
- › Finance
- › Asset management

Dr. Christoph Caviezel (CH)

Dr. iur., attorney at law
Born in: 1957



Christoph Caviezel has been a member of the Board of Directors of Mobimo Holding AG since 2 April 2019. He is a member of the Real Estate Committee. From 1 October 2008 to 2 April 2019 Christoph Caviezel was CEO of Mobimo Holding AG.

Professional background

2008 – 2019	CEO, Mobimo Holding AG, Küsnacht
2001 – 2008	CEO, Intershop Holding AG, Zurich (member of the Board of Directors from 2003)
1995 – 2001	Intershop Holding AG, Zurich (member of the Executive Board from 1999)
1986 – 1995	Head of Real Estate, SBB, Lucerne
1980 – 1986	Attorney at law

Education

1988	Doctor of law (Dr. iur.), University of Fribourg
1983	Licence to practise law in the canton of Grisons

Other activities and interests

- › Member of the Bank Council of Graubündner Kantonalbank, Chur
- › Member of the Board of Directors of Cham Group AG, Cham
- › Member of the Board of Directors of BZ Bank AG, Freienbach
- › Member of the Board of Directors of Kuoni Mueller und Partner Holding AG, Zurich

Key competences

- › Real estate and site development
- › Capital market
- › Business management

Brian Fischer (CH)

Attorney at law, Swiss-certified tax expert
Born in: 1971



Brian Fischer has been a member of the Board of Directors of Mobimo Holding AG in an independent capacity since 8 May 2008. He is Chairman of the Real Estate Committee.

Professional background

Since 2001 Bank Vontobel AG, Zurich (Head of Platforms and Services since 2020, Head of External Asset Managers division from 2009 to 2019)
1997 – 2000 PricewaterhouseCoopers AG, Zurich

Education

2000 Swiss-certified tax expert, Zurich
1996 Licence to practise law in the canton of Berne

Other activities and interests

- › Member of the Board of Directors of companies within the Vontobel Group

Key competences

- › Financing
- › Valuation
- › Capital market

Bernard Guillelmon (CH/F)

Engineer EPFL, Masters in Energy, MBA
Born in: 1966



Bernard Guillelmon has been a member of the Board of Directors of Mobimo Holding AG since 17 December 2009. He is Chairman of the Nomination and Compensation Committee.

Professional background

Since 2008 CEO, BLS AG, Berne
2001 – 2008 Key positions (Energy, Infrastructure, Business Management) at SBB, Berne
1999 – 2000 Independent consultant, Les Giettes
1990 – 1998 Engineer, Department Head, BKW AG, Berne

Education

1999 MBA, INSEAD, Fontainebleau
1992 Masters in Energy, Lausanne
1990 Engineer, Swiss Federal Institute of Technology Lausanne (EPFL)

Other activities and interests

- › Chairman of the Board of Directors of BLS Cargo AG, Berne
- › Vice Chairman of the Board of Directors of JJM Holding, Lausanne
- › Member of the Executive Board and Committee of the Swiss Association of Public Transport (Verband öffentlicher Verkehr, VöV), Berne
- › Member of the Board of Directors of Ralpin AG, Olten
- › Member of the Supervisory Board of Ermewa Holding, Paris
- › Vice Chairman of the Strategy Council of Alliance SwissPass, ch-integral and ÖPVG AG, Berne

Key competences

- › Employee development
- › Remuneration
- › Leadership

Wilhelm Hansen (CH)
(until 31 March 2020)

lic. rer. pol., management consultant
Born in: 1953



Wilhelm Hansen has been a member of the Board of Directors of Mobimo Holding AG since 8 May 2008. He is a member of the Audit and Risk Committee and of the Nomination and Compensation Committee.

Professional background

Since 2002 Independent management consultant for organisational and strategy development and corporate governance, Basel
1995 – 2002 Co-owner of private bank Baumann & Cie., Basel
1982 – 1994 Head of Securities and Group Life Insurance, Baloise Versicherungen, Basel
1977 – 1982 Investment advisor, SBG, Basel

Education

1977 Political Sciences degree (lic. rer. pol.), University of St. Gallen (HSG)/University of Basel

Other activities and interests

- › Vice Chairman of the Board of Directors of Scobag Privatbank AG, Basel (until October 2019)
- › Member of the Board of Directors of Psychiatrie Baselland, Liestal (until January 2020)
- › Member of the Investment Committee of the Transparenta multi-employer plan, Aesch (until January 2020)

Key competences

- › Strategy and organisational development
- › Corporate governance
- › Staff pension schemes

Bernadette Koch (CH)
(since 2 April 2019)

Swiss-certified public accountant
Born in: 1968



Bernadette Koch has been a member of the Board of Directors of Mobimo Holding AG since 2 April 2019. She is a member of the Audit and Risk Committee and of the Nomination and Compensation Committee.

Professional background

1993 – 2018 Activity as auditor (from 2008 as partner), member of the Management Committee of Assurance Switzerland and Head of the Public Sector market area, Ernst & Young AG, Berne/Zurich

Education

1997 Swiss-certified public accountant
1993 Business administration degree (Business Economist HWV)

Other activities and interests

- › Member of the Board of Directors of Swiss Post AG, Berne
- › Member of the Board of Directors of PostFinance AG, Berne
- › Member of the Board of Directors of Geberit AG, Rapperswil-Jona
- › Member of the Board of Directors of Energie Oberkirch AG, Oberkirch
- › Member of the Professional Ethics Committee of EXPERTsuisse, Zurich

Key competences

- › Audit
- › Financial reporting
- › Talent management

Members departing in the year under review

Georges Theiler turned 70 in 2019 and therefore did not stand for re-election as Chairman of the Board of Directors at the Annual General Meeting held on 2 April 2019. Peter Barandun stepped down from the Board of Directors at the same time to focus on other professional priorities.

Georges Theiler (CH) Chairman (until 2 April 2019)

Certified operating engineer ETH, entrepreneur
Born in: 1949



Georges Theiler was a member of the Board of Directors from the year 2000 and Chairman of the Board of Directors of Mobimo Holding AG from 11 September 2013 to 2 April 2019.

Professional background

Since 1997 Owner of GT-Consulting (specialising in consulting and directorship mandates), Lucerne
1978 – 1997 Chairman of the Executive Board and member of the Board of Directors of construction company and general contractor Theiler und Kalbermatter T+K Bau AG (building construction, tunnel construction, general contracting, real estate development and real estate management), Lucerne

Education

1976 Certified operating engineer, ETH Zurich

Other activities and interests

- › Chairman of the Board of Directors of Auto AG Holding, Rothenburg
- › Member of the Board of Directors of Riva AG, Buochs
- › Member of the Board of Directors of Wascosa Holding AG, Lucerne
- › 1995 – 2011 Member of the National Council
- › 2011 – 2015 Member of the Swiss Council of States

Peter Barandun (CH) (until 2 April 2019)

Executive MBA, University of St. Gallen (HSG)
Born in: 1964



Peter Barandun was a member of the Board of Directors of Mobimo Holding AG from 26 March 2015 to 2 April 2019.

Professional background

Since 2002 CEO and Chairman of the Board of Directors, Electrolux AG, Zurich
1996 – 2002 Head of the Electrolux and Zanussi divisions, Electrolux AG, Zurich
1990 – 1995 Head of Sales, Bauknecht AG, Lenzburg
1985 – 1990 Deputy Head of Sales, Grossenbacher, St. Gallen

Education

2008 Executive MBA, University of St. Gallen (HSG)

Other activities and interests

- › Chairman of the Board of Directors of Peter Barandun AG, Einsiedeln
- › Chairman of the Board of Directors of Electrolux Holding AG, Zurich
- › Member of the Board of Directors and Vice Chairman of the Nomination and Compensation Committee of Arbonia AG, Arbon
- › Vice Chairman of Swiss-Ski, Muri bei Bern
- › Vice Chairman of the Swiss Association for Household and Business Appliances (FEA), Zurich

Upcoming changes on the Board of Directors

The Board of Directors will nominate Dr. Martha Scheiber (CH, 1965) to the company's shareholders for election at the Annual General Meeting on 31 March 2020. Martha Scheiber is set to succeed Wilhelm Hansen on the Board of Directors. As already announced, Wilhelm Hansen will not stand for re-election after eleven years with Mobimo. Until 2019, Martha Scheiber was Head of Asset Management and a member of the Executive Board of Pax Holding. In this role, she was also responsible for the insurance company's real estate portfolio. As Chair of the Board of Directors and CEO of Pax Verwaltungen AG she headed up Pax's real estate services and as Chair of the Board of Directors of Pax Anlage AG, which was listed until 2017, she supported the company's real estate development on a strategic level. Before joining Pax, Martha Scheiber worked for major Swiss banks in various management positions, most recently advising institutional clients. Since 2014, she has been a member of the Board of Directors of Luzerner Kantonalbank. Martha Scheiber complements the Board of Directors with the key competencies of asset management, property management and development. By nominating Martha Scheiber for election, the Board of Directors is also taking another step towards a more diverse membership. If Dr. Scheiber is elected, it is intended that she will assume Wilhelm Hansen's position on the Audit and Risk Committee, while Brian Fischer will become a member of the Nomination and Compensation Committee. Otherwise, the composition of the committees (see below) will remain the same, subject to the election of the individual members of the Board of Directors and of the Nomination and Compensation Committee by the Annual General Meeting.

Honorary Chairmen

Dr. Alfred Meili is the Honorary Chairman of Mobimo Holding AG. He was the driving force behind the creation of the Mobimo Group and was Chairman of the Board of Directors until 2008. Laurent Rivier is the Honorary Chairman of LO Holding Lausanne-Ouchy SA, having previously served as Chairman of the Board of Directors from 2000 to 2009.

Dr. Alfred Meili and Laurent Rivier were appointed Honorary Chairmen in recognition of their services to their respective companies. This office confers neither the right to sit on the Board of Directors, nor any other rights and obligations of a member of the Board of Directors, nor any entitlement to directors' compensation or other compensation.

Other activities and interests

Mobimo Holding AG has concluded special agreements with all members of the Board of Directors and Executive Board in order to avoid conflicts of interest. In these agreements, the members of the Board of Directors and Executive Board undertake:

- › not to take up any office with other real estate companies without the approval of the Board of Directors of Mobimo Holding AG,

- › to keep the company informed about any offers to acquire land and property and grant the company a priority claim, provided such offers are not confidential,
- › not to accept any additional compensation such as arrangement commissions,
- › not to acquire any shares of real estate companies, except for shares traded on the stock exchange and acquisitions of real estate through share purchases.

Besides those listed above, the members of the Board of Directors of Mobimo Holding AG do not occupy any further positions in the management and supervisory bodies of major Swiss and foreign entities or in institutions and foundations under public or private law, and also do not carry out any further long-term management or advisory functions for key Swiss or foreign interest groups. They also do not perform any other official functions or hold any other political offices.

Number of authorised activities in accordance with Article 12 paragraph 1 item 1 OaEC

The members of the Board of Directors may exercise the following additional activities in senior executive or administrative bodies of legal entities that are required to be entered in the Commercial Register or a corresponding foreign register and are neither controlled by the company nor in control of the company:

- › up to three mandates for companies (in Switzerland or abroad) that meet the conditions for a public limited company in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations, and
- › up to 15 mandates for companies that are not considered as public limited companies in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations.

There are no restrictions on mandates for legal entities that are not required to be entered in the Commercial Register or a corresponding foreign register, or on honorary directorships at organisations recognised for tax purposes as not-for-profit.

No member of the Board of Directors exceeds the number of authorised external mandates.

Election and term of office

The Board of Directors of Mobimo Holding AG consists of at least three members and is elected for a period of one year at the General Meeting. The term of office of the members ends at the end of the next Annual General Meeting. The members of the Board of Directors may be immediately re-elected upon expiry of their term of office. The General Meeting elects the Chairman of the Board of Directors. Re-election is permitted. The term of office of the Chairman ends at the end of the next Annual General Meeting. If the office of Chairman becomes vacant, the Board of Directors appoints a Chairman for the remaining term of office.

As required by the organisation regulations, the members of the Board of Directors retire, at the latest, at the Annual General Meeting held in the year in which they turn 70. Given the long-term focus of the industry, particularly in the case of development projects, it is valuable for the company if members serve on the Board of Directors for several years.

Internal organisation

In 2019, the Annual General Meeting elected Peter Schaub as Chairman of the Board of Directors. The Board of Directors appointed Daniel Crausaz as Vice Chairman of the Board of Directors.

The Board of Directors is quorate if the majority of its members are present and passes resolutions by a majority of the votes cast. Both face-to-face meetings and telephone conferences are recognised.

In general, three meetings of the Board of Directors are held in the first quarter of each year, two in the third quarter and three in the fourth quarter. These meetings usually last half a day. The CEO, CFO and other members of the Executive Board occasionally take part in the meetings of the Board of Directors, although the Board of Directors always meets first without these persons present. The Chairman decides whether employees or other external advisors are to be included in the meeting in order to deal with specific issues.

In addition to a two-day strategy meeting and an innovation day, four meetings and four telephone conferences took place during the reporting period. With one exception, the Board of Directors was present in full at every meeting.

The Chairman of the Board of Directors has additional responsibilities as required by law and the organisation regulations. This includes convening, organising and chairing the Annual General Meeting and Board meetings, preparing and monitoring the resolutions of the Board of Directors, coordinating and informing within the Board of Directors, and representative duties.

In particular, the Chairman of the Board is the direct superior of the Chief Executive Officer. This entails duties including regular meetings and frequent telephone contacts.

In accordance with the Articles of Association and the organisation regulations, the Board of Directors has three committees: the Real Estate Committee (IC), the Audit and Risk Committee (AC) and the Nomination and Compensation Committee (NCC). The committees of the Board of Directors comprise one chair and at least two further members. The members of the Audit and Risk Committee and the Real Estate Committee are nominated by the Board of Directors, while the members of the Nomination and Compensation Committee are nominated by the Annual General Meeting.

The committees are currently structured as follows:



* In the event of the election of Dr. Martha Scheiber, it is intended that she will take over Wilhelm Hansen's seat in the Audit and Risk Committee and Brian Fischer will become a member of the Nomination and Compensation Committee.

Other members of the Board of Directors, the CEO and/or other members of the Executive Board, and other individuals may participate in meetings alongside the elected committee members upon invitation by the committee Chair.

The committees generally update the Board of Directors on their activities during the regular meetings of the Board of Directors. A report of each committee meeting is produced, and a copy is made available to all members of the Board of Directors.

Real Estate Committee

The Real Estate Committee supports the Board of Directors in its ultimate supervisory and management role by carrying out the necessary preparatory work, audits and clarification in the following five areas:

- › purchase and divestment,
- › development and trading properties,
- › investment portfolio (management and marketing),
- › evaluation of the external appraiser's annual real estate valuations,
- › sustainability strategy.

With the Real Estate Committee, the Board of Directors ensures that the strategic investment and divestment targets it sets each year are implemented successfully. The Real Estate Committee aims to provide the Board of Directors with real estate expertise that is as comprehensive as possible.

The Real Estate Committee fulfils five particular functions:

- › deciding on property purchases and divestments for property transactions between CHF 10 million and CHF 30 million,
- › submitting requests to the Board of Directors for property transactions which have a volume of over CHF 30 million and therefore lie within its competence,

- › supervising investment and development business as well as the property appraisals to be carried out periodically by external experts,
- › monitoring the portfolio strategy and portfolio management,
- › reviewing the sustainability strategy and its implementation.

The competences of the Board of Directors, Real Estate Committee and Executive Board with respect to the purchase and sale of properties are summarised in the competence regulation on page 34.

The Real Estate Committee meets when convened by the Chair, as often as business requires, but generally every six weeks. The Executive Board normally participates in these meetings upon invitation, and its members inform the members of the Real Estate Committee about their respective business areas. Twice a year, the Real Estate Committee discusses with the Executive Board the information prepared by the Board on the development, trading properties and investment portfolio, assesses whether the strategy is being complied with, and reviews progress in the relevant area.

A total of eight meetings were held in 2019. The meetings lasted an average of three hours. There were also numerous inspections throughout Switzerland.

Audit and Risk Committee

The Audit and Risk Committee supports the Board of Directors in its ultimate supervisory and management role by carrying out the necessary preparatory work, audits and clarification in the following five areas:

- › budgeting, financial management, preparation of financial statements, external audit and valuation of properties by the independent valuation expert,
- › risk management and internal control system (ICS), including adherence to legislation, directives and internal guidelines (compliance),
- › financing/liquidity management,
- › taxes,
- › acquisition of companies.

The Audit and Risk Committee supports the Board of Directors by preparing and monitoring its decisions in these areas, and by assessing the effectiveness of the external audit and cooperation with the external property appraiser.

The Audit Committee fulfils the following particular functions:

- › assessing financial and accounting structures and processes,
- › assessing the annual audit plan and the scope of the audit, and the performance, remuneration and independence of the auditors (information on the auditor can be found on page 41 of this report),
- › assessing the design and operational implementation of risk management, including the internal control system (ICS),
- › assessing and reviewing liquidity management and the financing strategy,
- › assessing and reviewing the tax strategy,

- › assessing due diligence documentation and transaction agreements in the acquisition of companies that fall within the remit of the Board of Directors.

The Audit and Risk Committee meets when convened by the Chair, as often as business requires, but at least for two ordinary meetings each year in connection with the semi-annual results and the annual results. The CEO and CFO generally attend the meetings of the Audit and Risk Committee in an advisory capacity upon invitation by the Chair.

A total of eight meetings and one workshop were held in 2019. The meetings lasted an average of three hours.

Nomination and Compensation Committee

The Nomination and Compensation Committee supports the Board of Directors in its ultimate supervisory and management role in the areas of remuneration, HR policy (including succession planning), and training and development for the Board of Directors and Executive Board. With the Nomination and Compensation Committee, the Board of Directors aims to:

- › ensure the optimal composition of the Board of Directors and Executive Board,
- › ensure the remuneration of the Board of Directors and Executive Board is in line with the market and appropriate,
- › ensure the members of the Board of Directors and Executive Board receive useful training and development,
- › comply with the requirements of the Ordinance Against Excessive Compensation in Listed Companies.

The Nomination and Compensation Committee is a preparatory committee for the Board of Directors and has no decision-making powers.

The Nomination and Compensation Committee fulfils the following particular functions:

- › reviewing the compatibility of the HR policy and strategic development of the Mobimo Group, including compliance with the Ordinance Against Excessive Compensation in Listed Companies,
- › appraising the CEO, in cooperation with the Chairman of the Board of Directors,
- › submitting a proposal to the Board of Directors for the variable compensation paid to members of the Executive Board,
- › preparing/reviewing the annual compensation report,
- › planning replacement/succession in the Board of Directors and Executive Board in good time, and drafting proposals for submission to the Board of Directors,
- › submitting proposals to the Board of Directors for the awarding of mandates by the company or its subsidiaries to members of the Board of Directors or the Executive Board, other employees of the Group companies and to related legal entities and natural persons,
- › reviewing the recommendation on the annual wage policy and social security expenses drawn up by the Executive Board and submitting a recommendation to the Board of Directors.

The NCC meets when convened by the Chair, as often as business requires, but at least for two ordinary meetings each year. These meetings usually take place in the first and last quarters of the year.

A total of eight meetings and six telephone conferences were held in 2019. The meetings lasted an average of two hours.

Competence regulation

The Board of Directors is responsible for managing the company and the Mobimo Group and for supervising the Executive Board. The Board of Directors has the right of initiative, supervision and final decision-making in respect of the Group companies, to the extent permitted by law. The Board of Directors represents the company and the Mobimo Group externally and makes decisions on all matters that do not fall within the remit of another body within the company by law or pursuant to the Articles of Association or other regulations.

In addition to its non-transferable duties in accordance with Article 716a of the Swiss Code of Obligations, the Board of Directors has the following particular duties and competences within the scope of managing the Mobimo Group:

- › establishing the strategy/Group policy and the principles of its implementation and, following on from this, establishing the business policy of the Group companies,
- › making fundamental decisions with regard to appointing and dismissing members of the Board of Directors and the Executive Board of companies in the Mobimo Group, the auditors of Group companies, individuals authorised to represent the company, and the external property appraiser,
- › defining the accounting principles, including the consolidation of all financial statements,
- › defining and monitoring the financial and investment budgets of the Mobimo Group and the Group companies,
- › passing resolutions on founding, acquiring and disposing of Group and affiliated companies,
- › defining the corporate identity,
- › approving participation and option plans,
- › defining and implementing the sustainability strategy,
- › overseeing the measures that need to be undertaken with regard to stock exchange listings.

In accordance with the delegation norm of Article 20 of the Articles of Association (see Investors > Corporate Governance > Articles of Association at www.mobimo.ch) and to the extent permitted by law and the Articles of Association, the Board of Directors has transferred the entire operational management of the company and the Group companies to the Executive Board under the direction of the CEO for the purposes of joint management. The Executive Board implements the Group and business policies in line with the guidelines set by the Board of Directors.

The Executive Board has the following main duties and competences:

- › assuming operational management of the company, the Mobimo Group and the Group companies in accordance with corporate policy and strategy, medium-term planning and annual budgets, and executing the resolutions of the Board of Directors,
- › preparing the annual budget,
- › defining and making decisions on all regulations and specifications necessary for management of the business, provided these do not fall within the remit of the Board of Directors.

The competences of the Board of Directors, Real Estate Committee and Executive Board for the purchase and sale of properties by the company or a Group company are defined as follows at Mobimo Holding AG:

- › The Board of Directors has delegated operational decisions on property transactions up to an investment volume of CHF 10 million to the Executive Board.
- › The Real Estate Committee is responsible for decisions on real estate transactions between CHF 10 million and CHF 30 million.
- › The Board of Directors is responsible for real estate transactions with a total value of over CHF 30 million.

Information and control instruments with regard to the Executive Board

The Chairman of the Board of Directors holds regular coordination and information meetings with the CEO. Further details on cooperation with the committees can be found in the Internal Organisation section on page 32 of this Corporate Governance report.

The Board of Directors and its committees have the following information and control instruments:

- › The Board of Directors receives a monthly report containing the current income statement with analysis of deviations from the budget, the budget, the forecast and selected key figures from the operating areas.
- › In addition, the Board of Directors receives quarterly commentaries on individual projects and the segment statement without balance sheet figures.
- › The Audit and Risk Committee is informed about the current position and effectiveness of the internal control system and of risk management and risk assessment on an annual basis. The Audit and Risk Committee then updates the Board of Directors.
- › In preparation for the budgeting process, the annually revised multi-year plan is presented and discussed in the Audit and Risk Committee and in the Board of Directors.
- › In addition, the individual operating areas present their progress report several times a year to the Real Estate Committee or the Board of Directors.

An institutionalised internal audit is not appropriate due to the size of the company. Internal control and risk management are performed by Finance. The implementation of regulatory and accounting changes is worked out at an early stage in cooperation with the statutory auditors.

Executive Board

Members of the Executive Board

The Executive Board comprises the CEO, the CFO, the heads of the Development, Realisation and Property Management business areas for German-speaking Switzerland and the Head of Mobimo Suisse romande. The Head of Mobimo Suisse romande is responsible for operational development, realisation and property management activities in French-speaking Switzerland. CEO Daniel Ducrey directly manages the Portfolio and Transactions business area.

Executive Board as at 31 December 2019

CEO, Daniel Ducrey					
CFO Manuel Itten	Head of Acquisition and Development Marco Tondel	Head of Realisation Vinzenz Manser	Head of Property Management Christoph Egli	Head of Portfolio and Transactions Daniel Ducrey	Head of Mobimo Suisse romande Marc Pointet

Daniel Ducrey (CH)
CEO (since 3 April 2019)

Architect FH
Born in: 1964



Daniel Ducrey has been CEO of the Mobimo Group since 3 April 2019. In addition to serving as CEO, he also directly manages the Portfolio and Transactions business area and the Corporate Center.

Chairman of Boards of Directors within the Mobimo Group

Mobimo AG, Mobimo Management AG, O4Real SA, Petit Mont-Riond SA, LO Holding Lausanne-Ouchy SA, LO Immeubles SA, Promisa SA, CC Management SA, Mobimo Zürich Nord AG, Immobiliengesellschaft Fadmatt AG, BSS&M Real Estate AG, Indigo Suisse SA, Flonplex SA

Member of Boards of Directors within the Mobimo Group

Mobimo FM Service AG

Professional background

Since 2019 CEO, Mobimo, Küsnacht
2015 – 2018 CEO, Steiner Group, Zurich
2012 – 2015 CEO, Steiner India Ltd., Mumbai
2009 – 2012 Business Unit Head, Steiner Group, Western Switzerland region, Lausanne (member of the Executive Board from 2009)
1999 – 2009 Losinger Construction AG, Berne (member of the Executive Board from 2008)
1992 – 1999 Architect and construction manager, SAPCO AG, Givisiez
1987 – 1988 Draughtsman, Grobéty, Andrey, Sottas architectural practice Fribourg
1986 – 1987 Draughtsman, Claude Biemann architectural practice, Marly

Education

2004 Postgraduate studies in business administration and management, Bern University of Applied Sciences
1992 Architecture degree (Cert. Architect), Bern University of Applied Sciences, Biel/Bienne
1983 Training as a structural draughtsman, Fribourg

Manuel Itten (CH)
CFO (until summer 2020)

Business Administration FH
Born in: 1965



Manuel Itten joined Mobimo on 12 December 2004, serving as Head of Controlling until February 2009 and CFO since 1 March 2009.

Chairman of Boards of Directors within the Mobimo Group

Mobimo FM Service AG, Kumag AG

Member of Boards of Directors within the Mobimo Group

Mobimo AG, Mobimo Management AG, LO Holding Lausanne-Ouchy SA, LO Immeubles SA, O4Real SA, Promisa SA, CC Management SA, Mobimo Zürich Nord AG, Petit Mond-Riond SA, Immobiliengesellschaft Fadmatt AG, BSS&M Real Estate AG, Indigo Suisse SA, Flonplex SA

Professional background

Since 2009 CFO, Mobimo, Küsnacht
2004 – 2009 Head of Controlling, Mobimo, Küsnacht
2000 – 2004 Head of Controlling, Livit AG, Zurich
1999 – 2000 Auditor and consultant, Zurich
1988 – 1996 Various management positions in sales promotion (marketing)

Education

1999 Business Administration degree (Business Economist HWV), FH Winterthur
1988 Completion of basic commercial and design studies

Christoph Egli (CH)
Head of Property Management

Swiss-certified real estate trustee
Born in: 1973



Christoph Egli joined Mobimo on 1 November 2007 and was appointed Head of Property Management on 1 August 2010. Since 1 August 2019 he has been a member of the Executive Board with responsibility for managing the company's real estate portfolio, site management and the activities of Mobimo FM Service AG.

Professional background

Since 2019	Head of Property Management (as a member of the Executive Board), Mobimo, Küsnacht
2010 – 2019	Head of Property Management, Mobimo, Küsnacht
2008 – 2010	Head of Property Management team, Mobimo, Küsnacht
2007 – 2008	Real estate management, Mobimo, Küsnacht
2005 – 2007	Property manager with management role, Homeowners Association, Winterthur and surrounding area
1997 – 2005	Property manager, various positions, Winterthur Versicherung/Wincasa, Winterthur and Zurich
1990 – 1997	Notary's secretary, notary services, land registry and bankruptcy office, Andelfingen

Education

2018	Swiss-certified organisational management expert
2017	Swiss-certified business organisation specialist
2010	Swiss-certified real estate trustee
2007	Swiss-certified real estate agent
2000	Swiss-certified real estate manager
1993	Commercial apprenticeship

Vinzenz Manser (CH)
Head of Realisation

Certified architect HTL; MAS in Real Estate Management HWZ
Born in: 1967



Vinzenz Manser joined Mobimo on 1 March 2002 and has been Head of Realisation since 1 June 2008. He has been a member of the Executive Board since 1 January 2018.

Professional background

Since 2018	Head of Realisation (as a member of the Executive Board), Mobimo, Küsnacht
2008 – 2017	Head of Project Management, Mobimo, Küsnacht
2002 – 2008	Project Manager, Mobimo, Küsnacht
1999 – 2002	Overall Project Head, Mobag AG, Zurich
1994 – 1999	Construction manager, project lead, overall project head for various major construction projects, Caretta und Weidmann AG, Zurich
1993 – 1994	Planning manager and construction manager, Conarenco AG, Zurich
1990 – 1992	Construction manager and construction cost controller, Emch und Berger Zürich AG, Zurich

Education

2008	Master of Advanced Studies in Real Estate Management HWZ, Zurich
1997	Certified architect HTL, Zurich
1990	Training as an underground engineering draughtsman, St. Gallen
1987	Training as a bricklayer, St. Gallen

Marc Pointet (CH)
Head of Mobimo Suisse romande

Certified architect ETH, Executive MBA HSG
Born in: 1974



Marc Pointet joined Mobimo on 1 November 2006 and has been Head of Mobimo Suisse romande since 1 March 2013. He has been a member of the Executive Board since 1 April 2015.

Professional background

Since 2015	Head of Mobimo Suisse romande (as a member of the Executive Board), Mobimo, Küsnacht
2013 – 2015	Head of Suisse romande, Mobimo, Küsnacht
2006 – 2013	Head of Project Management team, Mobimo, Küsnacht
2004 – 2006	Branch Head, Karl Steiner AG, St. Moritz
2003 – 2004	Assistant to the CEO, Karl Steiner AG, Zurich
2002 – 2003	Project team member, Credit Suisse, Zurich

Education

2012	Executive MBA, University of St. Gallen (HSG)
2001	Certified architect, Swiss Federal Institute of Technology

Marco Tondel (CH)
Head of Development

Certified architect ETH, Executive MBA ZHAW
Born in: 1974



Marco Tondel joined Mobimo on 1 January 2012 and has worked as Head of Development for Third Parties since 1 July 2014. He has been a member of the Executive Board since 1 January 2018 and heads up Mobimo's development activities.

Member of Boards of Directors within the Mobimo Group
BSS&M Real Estate AG, Mobimo Zürich Nord AG, Kumag AG

Professional background

Since 2018	Head of Development (as a member of the Executive Board), Mobimo, Küsnacht
2014 – 2017	Head of Development for Third Parties, Mobimo, Küsnacht
2012 – 2014	Project Manager, Development for Third Parties, Mobimo, Küsnacht
2005 – 2011	Vice Director for Project Development for the Allreal portfolio and for third parties, Zurich
2002 – 2005	Project Manager, Project Development and Design, BSS Architekten, Schwyz/Zurich
2000 – 2002	Project Manager, Design and Implementation, Alioth Langlotz Stalder Buol architectural practice, Zurich

Education

2008	Degree in Real Estate Investment Banking, European Business School, Wiesbaden
2005	Executive MBA, Zurich University of Applied Sciences, Winterthur
2000	Certified architect, Swiss Federal Institute of Technology

Members departing from the Executive Board in the year under review

Dr. Christoph Caviezel (CH) CEO (until 2 April 2019)

Dr. iur., attorney at law
Born in: 1957



Christoph Caviezel was CEO of Mobimo Holding AG from 1 October 2008 to 2 April 2019. He has been a member of the Board of Directors since 2 April 2019.

Professional background

2008 – 2019	CEO, Mobimo, Küsnacht
2001 – 2008	CEO, Intershop Holding AG, Zurich (member of the Board of Directors from 2003)
1995 – 2001	Intershop Holding AG, Zurich (member of the Executive Board from 1999)
1986 – 1995	Head of Real Estate, SBB, Lucerne
1980 – 1986	Attorney at law

Education

1988	Doctor of law (Dr. iur.), University of Fribourg
1983	Licence to practise law in the canton of Grisons

Other activities and interests

- › Member of the Bank Council of Graubündner Kantonalbank, Chur
- › Member of the Board of Directors of Cham Group AG, Cham
- › Member of the Board of Directors of BZ Bank AG, Freienbach
- › Member of the Board of Directors of Kuoni Mueller und Partner Holding AG, Zurich

Thomas Stauber (CH) Head of Real Estate, Deputy CEO (until 31 July 2019)

Certified civil engineer ETH/SIA, postgraduate diploma BWI
Born in: 1964



Thomas Stauber joined Mobimo on 1 November 2011 as a member of the Executive Board and set up the Development for Third Parties business area. From 1 July 2014, he headed up the Real Estate business area. He left the Executive Board on 31 July 2019.

Professional background

2014 – 2019	Head of Real Estate (as a member of the Executive Board), Mobimo, Küsnacht
2011 – 2014	Head of Development for Third Parties, Mobimo, Küsnacht
2004 – 2011	Head of Acquisition and Project Development, Allreal Generalunternehmung AG, Zurich (as a member of the Executive Board)
2002 – 2004	Managing Director, Bauengineering AG, Zurich
2000 – 2002	Head of Project Development, tk3 AG, Basel (as a member of the Executive Board)
1995 – 2000	Head of Technical Planning and Realisation of the Sony Center on Potsdamer Platz, Sony Berlin GmbH, Berlin
1989 – 1994	Project managing civil engineer

Education

1994	Postgraduate studies in industrial management and manufacturing, Swiss Federal Institute of Technology
1989	Cert. civil engineer, Swiss Federal Institute of Technology

Upcoming changes on the Executive Board

CFO Manuel Itten will leave Mobimo in summer 2020 after 15 years with the company to take up a new entrepreneurial challenge. The search for a successor has been initiated.

Other activities and interests

The members of the Executive Board perform no long-term management or advisory functions for key Swiss or foreign interest groups, nor do they perform any official functions or hold any political offices.

In accordance with Article 12 paragraph 1 item 1 OaEC, the members of the Executive Board may exercise the following additional activities in senior executive or administrative bodies of legal entities that are required to be entered in the Commercial Register or a corresponding foreign register and are neither controlled by the company nor in control of the company:

- › up to one mandate for companies (in Switzerland or abroad) that meet the conditions for a public limited company in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations; and
- › up to five mandates for companies that are not considered public limited companies in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations.

There are no restrictions on mandates for legal entities that are not required to be entered in the Commercial Register or a corresponding foreign register, or on honorary directorships at organisations recognised for tax purposes as not-for-profit. However, the prior approval of the Board of Directors is required for such mandates and appointments. No member of the Executive Board exceeds the authorised number of mandates.

Management agreements

No management agreements have been concluded with third parties. There are service agreements between the Group companies and Mobimo Management AG and between the Group companies and Mobimo FM Service AG.

Remuneration and profit-sharing

All information on the compensation of Mobimo's Board of Directors and Executive Board is provided in the separate compensation report from page 43 of this Annual Report.

Shareholders' rights of participation

In connection with the shareholders' rights of participation, the relevant statutory provisions of Mobimo Holding AG are referred to below. The company's current Articles of Association are available at www.mobimo.ch under Investors > Corporate Governance > Articles of Association.

Restrictions on voting rights and proxies

Only those persons entered in the share register are entitled to exercise their voting rights at General Meetings.

The Board of Directors may refuse to approve the transfer of registered shares, insofar as recognising a transferee as a shareholder may, according to the information available to it, hinder the company from providing proof of Swiss control as stipulated under federal law (in particular the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents, ANRA). The Board of Directors did not reject any entries in the share register in the year under review, insofar as shareholders provided the information required for entry (see above).

In accordance with Article 12 of the Articles of Association, any shareholder may be represented at the General Meeting by their legal representative, by a third party who has been granted written authorisation (and who does not need to be a shareholder), or by the independent proxy. The Board of Directors specifies the process and conditions for issuing authorisations and instructions to the independent proxy. Shareholders may issue general instructions both for proposals relating to agenda items set out in the invitation to the General Meeting and for undisclosed or new proposals. In particular, general instructions to vote in favour of the Board of Directors on proposals that are set out in the invitation or have not yet been disclosed are considered to be valid instructions on the exercise of voting rights. Shareholders have the option to receive their documents for the General Meeting or issue proxies and instructions to the independent proxy representative electronically via the Sherpany online shareholder platform.

The independent proxy is elected by the General Meeting. Natural persons and legal entities or partnerships are eligible for election. The term of office of the independent proxy ends at the end of the next Annual General Meeting. Re-election is permitted. If Mobimo does not have an independent proxy or the independent proxy is withdrawn due to a lack of independence or for any other reasons, an independent proxy is appointed by the Board of Directors for the current General Meeting or the next. Authorisations and instructions that have already been issued will remain valid for the new independent proxy, unless other authorisations and instructions have been explicitly issued by shareholders.

Quorum prescribed by the Articles of Association

There is no quorum prescribed by the Articles of Association that goes beyond the statutory provisions on passing resolutions (Articles 703 and 704 of the Swiss Code of Obligations).

Convocation of General Meetings

The convocation of General Meetings, the form of convocation and the right of shareholders to convene a General Meeting are governed by Articles 9 and 10 of the Articles of Association.

The Annual General Meeting is convened by the Board of Directors or, if necessary, by the external auditor and is held once a year within six months of the end of the financial year. The Board of Directors may convene Extraordinary General Meetings at any time. Extraordinary General Meetings are to be convened by the Board of

Directors on the basis of a resolution of the General Meeting, at the request of the auditor or if one or more shareholders who together represent at least 5% of the share capital request one in writing and submit the items for the agenda. The liquidators also have the right to convene a General Meeting. The invitation to the General Meeting is issued at least 20 days prior to the date of the meeting via publication of a single notice in the Swiss Official Gazette of Commerce. Personal invitations are also sent to the shareholders entered in the share register giving the same notice.

The invitation must set out all the items on the agenda together with the proposals of the Board of Directors and any shareholders who have requested that a General Meeting be convened. The annual report and auditor's report must be made available for inspection by shareholders at the company's registered office no later than 20 days prior to the Annual General Meeting. The availability of these reports and the right of shareholders to request that copies be sent to them must be indicated in the notice of convocation of the Annual General Meeting.

Agenda

The shareholders' right to add items to the agenda is governed by Article 9 of the Articles of Association. Shareholders representing at least 0.5% of the share capital may request that an item be included on the agenda. Requests to add items to the agenda must be submitted in writing at least 45 days prior to the General Meeting.

Entries in the share register

Under Article 6 of the Articles of Association, anyone entered in the share register is recognised as a shareholder or usufructuary. Entry is conditional on the provision of evidence that the transfer meets formal requirements and is subject to the approval of the Board of Directors. The Board of Directors has transferred this approval authority to the Audit and Risk Committee. The Audit and Risk Committee has subsequently delegated all decisions that have no impact on stock exchange reporting thresholds or concern members of the Board of Directors or Executive Board to the CFO. The share register can be closed during a period ranging from a maximum of 20 days before the General Meeting up to the day after the General Meeting. Prior to the Annual General Meeting held in Lucerne on 31 March 2020, the share register will actually be closed for entries from 25 March 2020 until 1 April 2020.

Compensation report

The Board of Directors has decided to provide the shareholders with a compensation report each year and hold an annual consultative vote on it irrespective of whether or not there have been significant changes compared with the previous year. The compensation report can be found on pages 43 to 47 of this Annual Report.

Change of control and defensive measures

Obligation to make an offer

In view of the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA), the company has chosen not to make use of the opportunity to include an opting-out or opting-up clause in its Articles of Association. The legal provisions under Article 135 of the Swiss Stock Exchange Act (SESTA) governing the obligation to make a purchase offer therefore apply. Anyone who acquires shares directly, indirectly or by mutual agreement with third parties, with the result that their total holding, including the securities they already own, exceeds the threshold of 33% of the voting rights of a listed company, whether exercisable or not, must make an offer to acquire all listed shares of said company.

Change of control clauses

There are no change of control clauses.

Auditor

Duration of mandate and term of office of lead auditor

Since Mobimo Holding AG was established in December 1999, the company's statutory auditor has been KPMG AG, Lucerne. The statutory auditor is appointed annually by the Annual General Meeting. Kurt Stocker has been lead auditor since 2013. His maximum term of office is seven years. The frequency of rotation corresponds to the legal regulation.

In the future, the Board of Directors will seek to keep the tax mandate separate from the audit mandate. A proposal will therefore be made to the Annual General Meeting of 31 March 2020 to assign the audit mandate to Ernst & Young AG.

Audit fee and additional fees

The fees charged by KPMG AG for auditing the 2019 financial year were CHF 0.4 million (prior year: CHF 0.4 million). This figure includes the fees for auditing the consolidated financial statements, the statutory individual financial statements of all subsidiaries and the compensation report, and for reviewing the semi-annual results.

In the year under review, KPMG AG invoiced an additional fee of CHF 0.2 million (prior year: CHF 0.3 million). The additional fees relate to tax consulting and due diligence services.

The fee paid to the independent property valuer Jones Lang LaSalle AG for the 2019 financial year was CHF 0.5 million (prior year: CHF 0.3 million).

Information instruments of the external auditors

The Audit and Risk Committee usually holds two meetings with the auditors every year, at the time of the semi-annual results and the annual results. The Chairman of the Board of Directors, the Chairman of the Audit and Risk Committee and the auditors meet once a year. The Audit and Risk Committee receives the results of the audit in a comprehensive report.

Information policy

Mobimo Holding AG provides its shareholders and the capital market with information that is up to date and transparent.

The publication used by the company to make official announcements is the Swiss Official Gazette of Commerce (SOGC).

Financial reporting takes the form of semi-annual and annual reports. The consolidated annual financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), and the consolidated interim financial statements in accordance with International Accounting Standard 34 (IAS 34) on interim financial reporting. They comply with both Swiss law and the provisions of the listing rules and additional rules for the listing of real estate companies issued by SIX Swiss Exchange.

The company is also subject to the obligation in respect of ad hoc publicity pursuant to Article 53 f. of the listing rules. Ad hoc news is available at www.mobimo.ch under Investors > Ad hoc news, and the form to sign up for the newsletter and ad hoc news can be found at www.mobimo.ch under Investors > Investor Services.

Further information about the company can be found on its website at www.mobimo.ch.

Contact

Mobimo Holding AG
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Compensation report

Mobimo's compensation plans are designed to ensure that qualified managers can be recruited, motivated and retained by the company.

The compensation report is drawn up in line with the Ordinance Against Excessive Compensation in Listed Companies (OaEC) of 20 November 2013, the SIX Swiss Exchange Directive Corporate Governance (DCG) and the principles of the economiesuisse Swiss Code of Best Practice for Corporate Governance.

This compensation report sets out the mechanisms used to determine the compensation and profit-sharing plans of the Board of Directors and Executive Board, along with the key provisions of the Articles of Association. It also provides a comparison of the compensation approved by the General Meeting and the compensation actually paid.

Compensation of the Board of Directors

Principles

Article 22 of the Articles of Association governs the compensation of the Board of Directors. The Articles of Association are available at www.mobimo.ch under Investors > Corporate Governance > Articles of Association.

The members of the Board of Directors are entitled to compensation commensurate with their activities and to reimbursement of their expenses incurred in performing their duties in the interest of the company. All members of the Board of Directors are compensated on the basis of the same principles. The compensation model for members of the Board of Directors is modular in structure and takes account of the activities actually undertaken and functions occupied by each member of the Board of Directors. Compensation is

paid to the members of the Board of Directors plus the employer's share of social security contributions. The Board of Directors does not receive any performance-related compensation based on short-term performance. Rather it is linked to the long-term success of the company by receiving part of its remuneration in blocked shares.

News rules in effect from the 2019 Annual General Meeting

With effect from the 2019 Annual General Meeting, the Board of Directors decided that 25% of compensation will be paid in the form of shares. The value of the shares and thus the number of shares to be allocated is determined based on the share price applicable on the date of allocation. All shares are allocated once a year on 31 March. From the date of allocation, the shares have both voting and dividend rights. At its meeting on 2 April 2019, the Board of Directors set a vesting period of three years (previously voluntary purchase with a five-year vesting period). During the vesting period, the shares must be managed in a safe custody in the share register. The departure of a member of the Board of Directors has no impact on the vesting period, nor on the ownership of the shares.

Approval by the General Meeting

The maximum total amount of compensation payable to the Board of Directors must be approved annually in advance by the General Meeting for the period until the end of the next Annual General Meeting.

If the total amount of compensation payable to the Board of Directors is not approved, the Board of Directors may either submit a new proposal to the same General Meeting or convene an Extraordinary General Meeting at which it will submit a new proposal for the total amount.

Compensation of the Board of Directors, effective from AGM 2019

Member of the Board: TCHF 70 (until 2019 AGM: TCHF 70)		
Chairman of the Board: + TCHF 130 (until 2019 AGM: + TCHF 200)		
Real Estate Committee	Audit and Risk Committee	Nomination and Compensation Committee
Member: + TCHF 55 (until 2019 AGM: + TCHF 70)	Member: + TCHF 35 (until 2019 AGM: + TCHF 50)	Member: + TCHF 15 (until 2019 AGM: + TCHF 20)
Chairman: + TCHF 20 (until 2019 AGM: + TCHF 30)	Chairman: + TCHF 20 (until 2019 AGM: + TCHF 30)	Chairman: + TCHF 20 (until 2019 AGM: + TCHF 30)

Modular fixed compensation of the Board of Directors

The compensation of members of the Board of Directors consists of various modules depending on the relevant member's activities. It comprises a fixed basic compensation amount, plus fixed supplements for additional activities carried out and functions occupied. The basic compensation is CHF 70,000 per year for each member of the Board of Directors. With effect from the 2019 Annual General Meeting, the Board of Directors significantly reduced the fixed surcharges for further activities. With this cost-cutting measure, the Board of Directors hopes to lay down a marker and make allowance for the efficiency increases and process optimisations achieved. The following amounts have been paid since the 2019 Annual General Meeting:

For activities exercised on a Board Committee:

- › as a member of the Real Estate Committee (IC) CHF 55,000 (previously CHF 70,000),
- › as a member of the Audit Committee (AC) CHF 35,000 (previously CHF 50,000),
- › as a member of the Nomination and Compensation Committee (NCC) CHF 15,000 (previously CHF 20,000).

For acting as Chairman:

- › of the Board of Directors CHF 130,000 (previously CHF 200,000),
- › of a Board Committee CHF 20,000 (previously CHF 30,000).

This ensures that the compensation paid to the Board of Directors is in line with the time required for their activities and the level of responsibility involved.

Compensation of the Executive Board

Principles

Articles 28 and 29 of the Articles of Association govern the compensation of the Executive Board. The Articles of Association are available at www.mobimo.ch under Investors > Corporate Governance > Articles of Association.

The compensation system must ensure the members of the Executive Board receive compensation in line with their success in implementing the strategy and their contribution to corporate performance.

The compensation system is based on the three principles described below:

Performance-related

- › Performance-related compensation is calculated using qualitative (35%) and quantitative (65%) criteria
- › The compensation system is linked to the implementation of the corporate strategy

Competitive, in line with the market and transparent

- › Attracts and retains highly qualified management
- › Compensation is fair and reasonable in both an internal and external comparison with major listed Swiss real estate companies

Aligned with the interests of the shareholders

- › Promotes outstanding performance and the generation of added value in the interests of the shareholders
- › Performance-related compensation of which at least 50% is in the form of vested shares as a long-term incentive

The total compensation payable to each member of the Executive Board consists of a basic salary (incl. expenses allowance), any other non-performance-related elements and a performance-related element, plus social insurance contributions, ancillary pay and pension contributions. Total compensation takes into account the level of responsibility, area of responsibility, expertise and function of the Executive Board member in question, their achievement of objectives and market conditions.

It is set by the entire Board of Directors at the request of the Nomination and Compensation Committee in line with market conditions, with a particular focus on salary levels in the Swiss real estate market, and reviewed annually. Salaries are compared against the major Swiss real estate companies listed on the SIX Swiss Exchange: Swiss Prime Site AG, PSP Swiss Property AG, Allreal Holding AG, Intershop Holding AG, Zug Estates Holding AG and Warteck Invest AG. This competitive compensation system should enable Mobimo to recruit the senior managers it wants from the relatively small pool of suitable executives and retain them for the company for the long term.

Approval by the General Meeting

The maximum total amount of performance-related compensation payable to the Executive Board must be approved annually by the General Meeting for the financial year in which the General Meeting in question takes place. No performance-related compensation may be paid for the period in question before approval is given.

The maximum total amount of non-performance-related compensation payable to the Executive Board must be approved annually by the General Meeting for the financial year following the General Meeting in question.

If the total amount of compensation payable to the Executive Board is not approved, the Board of Directors may either submit a new proposal to the same General Meeting or convene an Extraordinary General Meeting at which it will submit a new proposal for the total amount of non-performance-related/performance-related compensation.

Fixed compensation

Like total compensation, the fixed salary is geared to the actual area of responsibility, professional requirements and expertise of each member of the Executive Board and the amount of work involved, and is paid in monthly instalments.

Performance-related compensation

The performance-related compensation payable to members of the Executive Board is based on the quantitative and qualitative objectives and parameters set by the Board of Directors. The Board of Directors issues regulations governing the details of performance-related compensation. In accordance with currently applicable employment contracts, the maximum performance-related compensation payable to each individual member of the Executive Board is limited to 100% of their non-performance-related gross salary, despite the Articles of Association allowing an upper limit of 150%. At least 50% of the performance-related compensation is paid as a long-term incentive, i.e. in shares in the company. The shares issued are subject to a vesting period of five years.

Profit-sharing model

In accordance with the compensation regulations in force since 1 January 2015, the payment of the performance-related element of Executive Board members' compensation is conditional on certain quantitative targets being met by the company (65%) and on individual performance targets (qualitative targets) being met (35%). Under the compensation regulations, performance-related compensation is capped at 100% of the fixed gross salary.

Based on the corporate strategy, the Board of Directors has defined the key performance figure for calculating the extent to which quantitative targets have been met as the return on equity before revaluation income. However, entitlement to compensation as a result of quantitative targets being met is conditional on the company achieving a minimum return on equity before revaluation income of 4.5%.

From 2020, this threshold will be reduced to 4.0% in light of the significantly lower real estate market returns. Profit or loss from the sale of investment properties will now no longer be included in the relevant calculation of return on equity. Net income from the revaluation of development properties for Mobimo's own portfolio and operational net income from the revaluation of investment properties will be used. The reason for this change is to incentivise value creation through Mobimo's development activities, as opposed to gains in value resulting purely from market trends. Once this minimum return on equity has been achieved, the entitlement of the Executive Board members rises on a straight-line basis within a range defined by the Board of Directors.

Qualitative targets comprise individual performance targets such as company, segment or function-specific targets or personal targets, as well as economic and/or market-relevant key figures. Every year, the Nomination and Compensation Committee sets objectives based on Mobimo's corporate strategy, which are then used to determine individual performance targets. The Chairman of the

Executive Board then submits a concrete proposal for individual performance targets to the Nomination and Compensation Committee. The targets are then approved by the Board of Directors.

The extent to which qualitative targets have been met is assessed once a year, after the end of the financial year. The assessment is carried out in a first phase by the Chairman of the Executive Board for their fellow members of the Executive Board and by the Chairman of the Board of Directors for the Chairman of the Executive Board. The Nomination and Compensation Committee then carries out a second assessment. Whether or not a member of the Executive Board has met their target determines their individual entitlement to the portion of performance-related contribution based on the qualitative objectives.

Payment of performance-related compensation

Performance-related compensation is always paid in the following year, at the latest prior to the date of the General Meeting.

At least 50% of the performance-related compensation is paid as a long-term incentive, i.e. in shares in the company. The shares are subject to a vesting period of five years. At the request of the Nomination and Compensation Committee, the Board of Directors determines the dates of allocation and transfer of ownership, as well as the vesting periods for the shares. The share value equals the share price on the date of allocation. From the date of allocation, the shares have both voting and dividend rights.

The Board of Directors may decide to shorten or waive vesting periods, make compensation conditional on the achievement of objectives or not pay compensation at all due to the occurrence of predefined events such as a change of control or termination of an employment relationship. In particular, members of the Executive Board who are released from their contracts generally still receive a pro rata portion of the contractually agreed compensation until the end of their employment contract unless the employer terminated the employment relationship for good cause attributable to the employee. Performance-related compensation is generally also paid unless the member in question provided good cause for termination. In each individual case, the Board of Directors decides whether or not the compensation is to be paid and whether vesting periods are to be waived on the basis of the employment contract and the specific circumstances.

The company is entitled to the repayment of all performance-related compensation paid out on the basis of annual financial statements that do not reflect the company's actual results due to criminal activities or other forms of manipulation. The amount of the repayment entitlement corresponds to the extent of the falsification.

Additional amount for compensation payable to members appointed after the General Meeting

Article 29 of the Articles of Association governs the additional amount for compensation payable to members appointed after the General Meeting. The Articles of Association are available at www.mobimo.ch under Investors > Corporate Governance > Articles of Association.

For each member of the Executive Board appointed after the General Meeting that voted on the total amount of compensation, there is an additional amount of 30% of the total compensation for the Executive Board already approved in advance for the relevant periods. This amount also covers the period between the member in question's appointment and the start of the already approved period. The additional amount that is actually used does not need to be approved by the General Meeting.

Within the limits of the total amount or additional amount already approved, the company may pay a new member of the Executive Board a joining bonus to offset any losses incurred due to the change of position.

Comparison of compensation actually paid and the compensation approved by the General Meeting

The table below shows the approved compensation elements payable to the Board of Directors and Executive Board and compares the figures with the actual amounts recorded in 2019. In accordance with the Articles of Association, the compensation payable to the Board of Directors is approved in advance for the period until the next Annual General Meeting. As a result, the approved compensation amount is reduced to the nine-month figure on a straight-line basis and compared with the payments recognised in the income statement for the period from April to December 2019.

Board of Directors

TCHF	Approved	Approved	Paid	Approved	Paid
	2.4.2019 – 31.3.2020	2.4.2019 – 31.12.2019 (9 months/pro rata)	2.4.2019 – 31.12.2019	27.3.2018 – 2.4.2019	27.3.2018 – 2.4.2019
Fixed compensation incl. shares	1,100	825	767	1,300	1,257

Executive Board

TCHF	Approved	Paid	Approved	Paid
	1.1.2019 – 31.12.2019	1.1.2019 – 31.12.2019	1.1.2018 – 31.12.2018	1.1.2018 – 31.12.2018
Fixed compensation	3,100	3,069	3,100	2,988
Performance-related compensation	3,000	768	3,100	910

Compensation report for the 2019 financial year in accordance with the OaEC

Compensation payable to the Board of Directors and Executive Board and related parties

In the year under review, the members of the Board of Directors, related parties and the Executive Board received compensation as set out below.

Compensation payable to the Board of Directors

Name, function (TCHF)	Fees, salary	Shares	Social security contributions	2019 Total	Fees, salary	Shares	Social security contributions	2018 Total
Peter Schaub, Chairman BoD (from April 2019)	230	0	0	230	170	0	0	170
Brian Fischer, BoD	151	0	11	162	170	0	12	182
Wilhelm Hansen, BoD	125	0	6	131	140	0	9	149
Daniel Crausaz, BoD	124	0	0	124	120	0	0	120
Bernard Guillelmon, BoD	109	0	8	117	120	0	9	129
Bernadette Koch, BoD (from April 2019)	90	0	6	96	n/a	n/a	n/a	n/a
Christoph Caviezel, BoD (from April 2019)	94	0	0	94	n/a	n/a	n/a	n/a
Georges Theiler, Chairman BoD (until April 2019)	85	0	5	90	340	0	21	361
Peter Barandun, BoD (until April 2019)	35	0	3	38	110	30	10	150
Total	1,043	0	39	1,082	1,170	30	61	1,261

Additional compensation payable to members of the Board of Directors and related parties or companies

No request was submitted to the 2019 Annual General Meeting for a sum for additional compensation of members of the Board of Directors and related parties or companies.

Compensation payable to the Executive Board

TCHF	2019 Total	2018 Total	2019 Daniel Ducrey, CEO (from 1 March 2019)	2018 Christoph Caviezel, CEO
Fees, salary	2,352	2,410	474	703
Profit-sharing in cash	427 ¹	418	76	123
Profit-sharing in shares	342	420	77	123
Other contributions ²	716	650	140	196
Total	3,837	3,898	767	1,145

¹ In 2019, the profit contribution was paid out as a cash lump sum in the case of a departing member of the Executive Board.

² Other contributions include pension contributions, any service anniversary gifts, private use of vehicles and employer's social insurance contributions.

Amounts for the 2019 financial year reflect the expense reported in the consolidated financial statements for the year under review (accrual accounting).

The General Meeting of 2 April 2019 approved fixed compensation of CHF 3 million for the Executive Board for the 2020 financial year.

Share-based compensation for the Executive Board was based on the assumption that a ratio of 50% (prior year: 50%) as stipulated in the compensation regulations applies.

Loans and credit facilities granted to the Board of Directors, Executive Board and related parties

No loans or credit facilities were granted to members of the Board of Directors, Executive Board or related parties in the 2019 financial year, and there were no such receivables outstanding as at 31 December 2019.



Report of the Statutory Auditor

To the General Meeting of Shareholders of Mobimo Holding AG, Lucerne

We have audited the remuneration report dated 31 December 2019 of Mobimo Holding AG for the year ended 31 December 2019. The audit was limited to the information according to articles 14-16 of the Ordinance against Excessive compensation in Stock Exchange Listed Companies contained in the sections "Comparison of compensation actually paid and the compensation approved by the General Meeting" and "Compensation report for the 2019 financial year in accordance with the Ordinance Against Excessive Compensation in Listed Companies" on pages 46 to 47 of the compensation report.

Responsibility of the Board of Directors

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance against Excessive compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's Responsibility

Our responsibility is to express an opinion on the accompanying remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14 – 16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14 – 16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the remuneration report for the year ended 31 December 2019 of Mobimo Holding AG complies with Swiss law and articles 14 – 16 of the Ordinance.

KPMG AG

A blue ink signature of Kurt Stocker, consisting of a stylized, cursive script.

Kurt Stocker
Licensed Audit Expert
Auditor in Charge

A blue ink signature of Reto Kaufmann, consisting of a stylized, cursive script.

Reto Kaufmann
Licensed Audit Expert

Lucerne, 6 February 2020