



MOBIMO



22nd Annual General Meeting

Tuesday 12 April 2022 - 5 p.m. (door opening at 4 p.m.)

Information about the Annual General Meeting



Peter Schaub, Chairman

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Dear shareholders

We look forward to welcoming you to the 22nd Annual General Meeting of Mobimo Holding AG at the Lucerne Culture and Congress Centre (KKL Luzern) on 12 April 2022. Following the lifting of almost all Covid restrictions, we will be able to hold an in-person Annual General Meeting with no mask-wearing or certification requirements.

Of course, you will once again also be able to exercise your voting rights via the independent proxy, Grossenbacher Rechtsanwälte AG, Zentralstrasse 44, 6003 Lucerne. You can issue your proxy either by completing the instruction form on the reply slip or by registering on the electronic Sherpany platform. You will find further information on issuing voting instructions and other ways in which you can be represented at the Annual General Meeting at the end of this invitation under “Organisational information”.

You will also find the meeting agenda and accompanying notes on the following pages. I would like to provide you, at this point, with some specific information on agenda item 7. The Board of Directors is proposing the extension of the existing authorised capital and the



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creation of additional authorised capital, comprising a total amount of 10% of the current share capital. By taking this step, we want to ensure that Mobimo can continue to grow, while also maintaining a strong capital base. The potential to achieve this certainly exists: We have a full pipeline of promising projects, and Switzerland's dynamic real estate market provides many opportunities. The capital increase would include subscription rights for existing shareholders.

We look forward to seeing you in Lucerne. We will be in contact with you should the Covid situation change or any new government restrictions are imposed.

Whether you attend in person or not, thank you for exercising your voting rights and for the trust you have placed in us.

For the Board of Directors of Mobimo Holding AG:

The Chairman
Peter Schaub

Lucerne, 21 March 2022

Agenda items and proposals of the Board of Directors

1. Annual report and annual financial statements of Mobimo Holding AG, management report and consolidated annual financial statements for the 2021 financial year, compensation report, acceptance of auditor's reports

1.1 Approval of the annual report and annual financial statements of Mobimo Holding AG and the management report and consolidated annual financial statements for the 2021 financial year

The Board of Directors *proposes* that the annual report and annual financial statements of Mobimo Holding AG and the management report and consolidated annual financial statements for the 2021 financial year be approved.

1.2 Consultative vote on the compensation report

The Board of Directors *proposes* that the compensation report for the 2021 financial year be approved. This vote is consultative and is conducted annually.

2. Appropriation of the profit of Mobimo Holding AG

The Board of Directors *proposes* that the retained earnings of CHF 602,660,727.94 be used as follows:

- › Dividend: CHF 10.00 per share; total of CHF 66,015,470
- › Carried forward to new account: CHF 536,645,257.94

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

The Board of Directors *proposes* that all members of the Board of Directors and Executive Board be discharged for the 2021 financial year.

¹ Shares that were held as treasury shares at the time of the resolution by the Annual General Meeting are not eligible for the dividend payment. The final figure for the total dividend will depend on the number of treasury shares and the consequent number of shares with dividend entitlement in circulation by the date of the dividend distribution. If the company holds treasury shares on the dividend payment date, the distribution from retained earnings will be correspondingly lower.

4. Elections

4.1 Individual election of the members of the Board of Directors and the Chairman of the Board of Directors

The Board of Directors **proposes** that the following be elected as members of the Board of Directors and Chairman of the Board of Directors until the end of the next Annual General Meeting:

- a. Election of Sabrina Contratto as a member of the Board of Directors
- b. Election of Daniel Crausaz as a member of the Board of Directors
- c. Election of Brian Fischer as a member of the Board of Directors
- d. Election of Bernadette Koch as a member of the Board of Directors
- e. Election of Stéphane Maye as a member of the Board of Directors (**new**)
- f. Election of Peter Schaub as a member and Chairman of the Board of Directors
- g. Election of Dr. Martha Scheiber as a member of the Board of Directors

4.2 Election of the members of the Nomination and Compensation Committee

The Board of Directors **proposes** that the following be elected as members of the Nomination and Compensation Committee until the end of the next Annual General Meeting:

- a. Election of Bernadette Koch
- b. Election of Brian Fischer
- c. Election of Stéphane Maye (**new**)

4.3 Appointment of the auditor

The Board of Directors **proposes** that Ernst & Young AG, Lucerne, be appointed as auditor for the 2022 financial year.

4.4 Appointment of the independent proxy

The Board of Directors **proposes** that Grossenbacher Rechtsanwälte AG, Zentralstrasse 44, 6003 Lucerne, be appointed as the independent proxy until the end of the next Annual General Meeting.

5. Approval of the total compensation for the Board of Directors

5.1 Approval of the fixed compensation for the Board of Directors

The Board of Directors *proposes* that the maximum total amount of fixed compensation for the Board of Directors for the period from 12 April 2022 to the Annual General Meeting in 2023 be set at CHF 1,300,000.00 (prior year: CHF 1,100,000.00).

6. Approval of the total compensation for the Executive Board

6.1 Approval of the non-performance-related compensation for the Executive Board for the 2023 financial year

The Board of Directors *proposes* that the maximum total amount of non-performance-related compensation for the Executive Board for the 2023 financial year be set at CHF 2,900,000.00 (prior year: CHF 2,900,000.00).

6.2 Approval of the performance-related compensation for the Executive Board for the 2022 financial year (payable in 2023)

The Board of Directors *proposes* that the maximum total amount of performance-related compensation for the Executive Board for the 2022 financial year be set at CHF 2,900,000.00 (prior year: CHF 2,900,000.00).

7. Amendment to the Articles of Association/Creation of additional authorised capital and extension of the existing authorised capital (Article 3a of the Articles of Association)

The Board of Directors proposes that the maximum total nominal value of the authorised capital pursuant to Article 3a of the Articles of Association be increased by CHF 884,523.60 and that at the same time the existing authorised capital be extended, where-by the Board of Directors shall be authorised within a period of two years at most to increase the share capital by a maximum of CHF 2,244,523.60 through the issue of a maximum of 660,154 fully paid-up registered shares with a nominal value of CHF 3.40 per share. Any such capital increase shall include subscription rights for all shareholders.

Article 3a of the Articles of Association (Authorised capital) should now read as follows:

Article 3a (old)

The Board of Directors is permitted to increase the company's share capital by a maximum of CHF 1,360,000 (one million, three hundred and sixty thousand francs) at any time until 30 March 2023 through the issue of up to 400,000 fully paid-up registered shares with a nominal value of CHF 3.40 (three francs forty) per share. Shareholders' subscription rights may not be excluded. Increases by means of firm underwriting or in partial amounts are permitted. 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 the restrictions on transfer set out in Article 6 of the Articles of Association.

Article 3a (new)

The Board of Directors is permitted to increase the company's share capital by a maximum of **CHF 2,244,523.60 (two million, two hundred and forty-four thousand five hundred and twenty-three francs sixty)** at any time until **12 April 2024** through the issue of up to **660,154** fully paid-up registered shares with a nominal value of CHF 3.40 (three francs forty) per share. Shareholders' subscription rights may not be excluded. Increases by means of firm underwriting or in partial amounts are permitted. 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 the restrictions on transfer set out in Article 6 of the Articles of Association.

8. Miscellaneous

Notes on agenda items

Information on Stéphane Maye, nominee for election to the Board of Directors (agenda item 4.1)

Stéphane Maye was born in 1967 in the French-speaking part of Switzerland. He has a degree in civil engineering from the Swiss Federal Institute of Technology Zurich (ETH Zurich) and an Executive MBA from the University of St. Gallen (HSG). He has been a partner at pom+ Consulting, a consulting firm specialising in real estate, since 2009. He has an extensive track record in the planning and management of large-scale real estate projects and in corporate management, combined with in-depth experience of issues relating to real estate digitalisation and sustainable construction.

The profiles of the current members of the Board of Directors can be found at www.mobimo.ch > About us > Board of Directors

Planned composition of committees (agenda item 4.2)

The intention is that, if elected, Stéphane Maye will replace Daniel Crausaz on the Nomination and Compensation Committee.

The composition of the committees (see below) will otherwise remain the same, subject to the election of the individual members of the Board of Directors and the appointment of the members of the Nomination and Compensation Committee by the Annual General Meeting:

- › Investment and Sustainability Committee: Brian Fischer (Chairman), Sabrina Contratto, Peter Schaub
- › Audit and Risk Committee: Dr. Martha Scheiber (Chair), Daniel Crausaz, Bernadette Koch
- › Nomination and Compensation Committee: Bernadette Koch (Chair), Brian Fischer, Stéphane Maye

Board of Directors		
Chairman: Peter Schaub Vice Chairman: Daniel Crausaz Sabrina Contratto, Brian Fischer, Bernadette Koch, Stéphane Maye, Dr. Martha Scheiber		
Investment and Sustainability Committee (ISC)	Audit and Risk Committee (AC)	Nomination and Compensation Committee (NCC)
Brian Fischer (Chairman) Sabrina Contratto Peter Schaub	Dr. Martha Scheiber (Chair) Daniel Crausaz Bernadette Koch	Bernadette Koch (Chair) Brian Fischer Stéphane Maye

Notes on the proposal relating to the creation of authorised capital (agenda item 7)

Mobimo has been on a successful path of profitable growth for many years now. Its development pipeline is well-stocked and very promising. The company wants to be able to take advantage of any market opportunities that may arise. Through the creation and extension of authorised capital in a total amount of 10% of the existing share capital, the Board of Directors is ensuring that Mobimo will be able to strengthen its capital base and retain the flexibility and agility that is needed in the

dynamic real estate market. Any capital increase would include subscription rights for all existing shareholders. Any firm underwriting by an institution subject to the Banking Act would therefore be structured in such a way that the new shares subscribed by this institution are offered to the existing shareholders in proportion to their shareholding and that subscription rights trading can take place.

Organisational information

Entitlement to vote and issuing of proxies

Those shareholders who are entered in the share register of Mobimo Holding AG by the evening of 5 April 2022 shall be entitled to vote. Eligible shareholders may choose to be represented at the Annual General Meeting as follows:

- › by the independent proxy, Grossenbacher Rechtsanwälte AG, Zentralstrasse 44, 6003 Lucerne. Please use the enclosed instruction form or the Sherpany online platform.
- › by a legal representative.
- › by a third party authorised in writing, who does not need to be a shareholder of Mobimo Holding AG (e.g. by means of a written authorisation on the reply slip included with the invitation).

In the absence of explicit instructions, the independent proxy will abstain from voting in accordance with Article 10 paragraph 2 of the Ordinance Against Excessive Compensation in Listed Companies (OaEC).

After returning the registration form to Mobimo Holding AG, shareholders will receive their admission tickets and voting materials for the Annual General Meeting.

No changes will be made to the share register during the period from 6 April 2022 to 13 April 2022. If part or all of the shareholding listed in the invitation is sold, the selling shareholder will no longer have voting rights in respect of the shares sold. The admission ticket and voting materials issued to them must be corrected at the share register counter before the Annual General Meeting. The voting rights of the purchasing shareholder and any associated rights will be suspended during this period.

Sherpany online platform

Shareholders can issue proxies and instruct the independent proxy by submitting the completed instruction form or via the Sherpany online platform. After registering on Sherpany, proxies and instructions may be issued until 11:59 pm CET on 10 April 2022. Shareholders who have not yet registered may do so using the login details enclosed with this invitation.

Please send any questions to support@sherpany.com.

Documents

The Annual Report 2021, including the annual financial statements, management report, consolidated annual financial statements, compensation report and auditor's reports, has been available at the registered office of Mobimo Holding AG at Rütligasse 1, 6000 Lucerne, since 11 February 2022. Copies can also be ordered from this address. The Annual Report 2021 can also be viewed online at www.mobimo.ch > Investors > Reporting.

General information

We recommend that all shareholders exercise their voting rights either in person at the Annual General Meeting or via a proxy.

Please send any proposals relating to agenda items in writing to Mobimo Holding AG, Rütligasse 1, 6000 Lucerne, marked for the attention of Mr Michael Bucher, by no later than 7 April 2022.

Following the Annual General Meeting, we would like to invite you to join us for a drink at the Culture and Convention Centre in Lucerne. Please use the enclosed reply slip.

Contact addresses

Mobimo Holding AG

Rütligasse 1
CH-6000 Lucerne 7
Tel. +41 41 249 49 80
info@mobimo.ch

Contact for investors

Tel. +41 44 397 11 97
ir@mobimo.ch

Share register

ShareCommService AG
Tel. +41 44 809 58 58
info@sharecomm.ch



Mobimo Holding AG

Rütligasse 1
CH-6000 Lucerne 7
Tel. +41 41 249 49 80
info@mobimo.ch
www.mobimo.ch