

Invitation to the **GENERAL MEETING 2024**

Wednesday, 3 April 2024, 10.30 am | Gemeindesaal, Dorfmat, 6343 Rotkreuz
Door opening: 10.00 a.m.

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Agenda items and motions

1. Report on the financial year 2023

1.1 Approval of the annual report, the consolidated financial statements and the financial statements of mobilezone holding Ltd for the financial year 2023

The Board of Directors proposes that the General Meeting approves the annual report, the consolidated financial statements and the financial statements of mobilezone holding Ltd for the financial year 2023.

Notes

The Board of Directors is required by law to submit the annual report, the annual financial statements and the consolidated financial statements for each financial year to the General Meeting for approval. The auditor BDO Ltd, Zurich, have audited the consolidated financial statements of the mobilezone Group and the annual financial statements of mobilezone holding Ltd and recommend their approval in their audit reports.

1.2 Consultative vote on the report on non-financial matters for the financial year 2023

The Board of Directors proposes that the General Meeting approves the report on non-financial matters for the financial year 2023 (consultative vote).

Notes

With the introduction of Article 964a of the Swiss Code of Obligations, mobilezone holding Ltd is obliged to prepare a report on non-financial matters from the financial year 2023. The report contains information on environmental, social and employee matters, respect for human rights and the fight against corruption. The report on non-financial matters must be submitted to the General Meeting as part of a consultative vote. The vote covers the sections of the Sustainability Report specified on page 61.

2. Discharge of the Board of Directors and Group Management

The Board of Directors proposes that the General Meeting grants discharge to all members of the Board of Directors and the Group Management for the financial year 2023.

Notes

Granting discharge is one of the non-transferable powers of the General Meeting. The Board of Directors proposes to grant discharge for the financial year 2023 to all members of the Board of Directors and the Group Management who were in charge in the financial year 2023.

3. Resolution on the appropriation of available earnings, an ordinary dividend and a withholding-tax-free distribution from reserves from capital contributions

On the basis of the distribution rule introduced on 1 January 2020 with the corporate tax reform for the capital contribution principle for companies listed on a Swiss stock exchange, a withholding-tax-free distribution from the reserve from capital contributions can only still be carried out if taxable dividends of at least the same amount are distributed. Therefore, the Board of Directors proposes the distribution of a dividend from the available earnings of CHF 0.496 and a distribution from reserves from capital contributions of CHF 0.404.

Treasury shares held by mobilezone holding Ltd are not entitled to dividends. Therefore, the reported dividend or distribution amount may change accordingly.

After this year's withholding tax-free distribution, the reserves from capital contributions have been utilised.

3.1 Appropriation of the 2023 available earnings and distribution of an ordinary dividend of mobilezone holding Ltd

Balance carried forward from previous year	CHF	91 890 619
Capital reduction	CHF	-5 996 142
Net income 2023	CHF	22 797 529
Available earnings at disposal of the General Meeting	CHF	108 692 006

The Board of Directors proposes to the General Meeting that the available earnings 2023 be appropriated as follows:

Distribution of a dividend of CHF 0.496 per dividend registered share (previous year: CHF 0.45)	CHF	-21 441 651
Undistributed dividends on treasury shares held by the company	CHF	37 827
Income carried forward to new account	CHF	87 288 182

If this proposal is accepted, the payment on 12 April 2024 (ex-date 10 April 2024) will be with deduction of the less Swiss withholding tax of 35 per cent on the dividend amount of CHF 0.496 per share.

Notes

The distribution of a dividend requires a resolution by the General Meeting.

3.2 Withholding-tax-free distribution from reserves from capital contribution of mobilezone holding Ltd

The Board of Directors proposes to the General Meeting that the reserves from capital contributions be utilised as follows:

Reserves from capital contributions – carried forward from previous year	CHF	23 429 801
Capital reduction	CHF	-5 996 142
Reserves from capital contributions at the disposal of the General Meeting	CHF	17 433 659
Withholding tax-free distribution of CHF 0.404 (previous year: CHF 0.45) per registered share	CHF	-17 464 571
Reserves from capital contributions not to be distributed on treasury shares held by the company	CHF	30 912
Reserves from capital contributions carried forward to new account	CHF	0

If this proposal is accepted, the distribution of CHF 0.404 per share from the reserves from capital contributions on 12 April 2024 (ex-date 10 April 2024) will be free from withholding tax.

Notes

The distribution from the reserves from capital contributions requires a resolution by the General Meeting.

4. Amendment of the statutes

Notes

The revised Swiss Corporate Law came into force on 1 January 2023. The Board of Directors has decided to adapt the Articles of Association to the new legal provisions. At the same time, the Articles of Association will be restructured to make them clearer and easier to read. Articles whose provisions are already contained in the law have been deleted from the Articles of Association.

At <https://www.mobilezoneholding.ch/en/investors-1/annual-general-meeting.html>, you will find a comparison of the current Articles of Association with the proposed amendments. In accordance with Article 700 para. 3 of the Swiss Code of Obligations, the proposed amendments to the Articles of Association are organised thematically and will be submitted to the General Meeting for approval in two votes (capital band and other amendments):

a) Introduction of a capital band (section 4.2 of the Articles of Association)

In section 4.2 of the Articles of Association, the Board of Directors proposes the introduction of a capital band between CHF 392,291.35 (lower limit) and CHF 472,291.35 (upper limit), within which the Board of Directors is authorised to increase or reduce the share capital once or several times and to any extent until 2 April 2029. This replaces the previous authorised capital until 5 April 2024.

Notes

The revised Swiss Corporate Law allows for the introduction of a capital band. The capital band authorises the Board of Directors to increase or reduce the share capital within a defined range for a limited period of up to five years. The capital band provides the company with the necessary flexibility when raising capital. The capital band replaces the instrument of authorised capital.

b) Amendments to the provisions on the General Meeting (Article 6 of the Articles of Association), including the introduction of the possibility of holding a virtual General Meeting, the reduction of the number of shares required to convene an extraordinary General Meeting and the inclusion of an item on the agenda.

The Board of Directors proposes the amendment of Articles 6-15 of the previous Articles of Association in accordance with the proposal in the comparison of the change to Section 6 of the new Articles of Association.

Notes

The revised Swiss Corporate Law extends the powers of the General Meeting. The Board of Directors proposes that the provisions on the General Meeting (Articles 6-15 of the previous Articles of Association) be adapted to the revised Swiss Corporate Law. For example, the General Meeting can now also decide on an interim dividend, the repayment of the statutory capital reserve or the delisting of the company's equity securities. Shareholders representing 5 per cent (previously 10 per cent) of the share capital (section 6.3.2 of the Articles of Association) may request that an extraordinary General Meeting be convened. Shareholders representing 0.5 per cent (previously 2 per cent) of the share capital (section 6.4.2 of the Articles of Association) may request that an item be included on the agenda. The Board of Directors also proposes the introduction of the option to hold a virtual General Meeting without a venue (section 6.2.2 of the Articles of Association). The Board of Directors is currently not planning to hold a General Meeting with a virtual participation option or a General Meeting without a venue (virtual meeting). The instrument of a virtual General Meeting without a venue can be particularly helpful in exceptional situations (such as the Covid pandemic).

c) Amendments to the provisions on the Board of Directors (section 7 of the Articles of Association) and the provisions on remuneration (section 9 of the Articles of Association).

The Board of Directors proposes that the existing Articles of Association, Articles 16-23 regarding the Board of Directors and Articles 28-32 regarding remuneration be amended in accordance with the proposal in the comparison of changes.

Notes

In line with the powers of the General Meeting, the duties of the Board of Directors have also been slightly expanded under the revised Swiss Corporate Law. Article 20 of the previous Articles of Association must be amended accordingly. The previous Ordinance against Excessive Compensation (ERCO) has now been integrated into the revised Swiss Corporate Law. This is reflected in the new Articles of Association.

d) Adaptation of the other provisions of the Articles of Association to the revised Swiss Corporate Law / further amendments

The Board of Directors proposes the amendment of the other provisions of the Articles of Association (Articles 1, 3-5, 24-27, 33-39 of the old Articles of Association) to the revised Swiss Corporate Law and other amendments as proposed in the comparison of the changes in sections 1 to 5, 8, 10 and 11 of the new Articles of Association.

Notes

The other amendments are mainly formal adjustments and reorganisations within the Articles of Association in order to make the Articles of Association more reader-friendly.

The Board of Directors proposes that the existing Articles of Association be amended in accordance with the list in letters b to d.

5. Remuneration for members of the Board of Directors and Group Management

5.1 Consultative vote on the remuneration report for the financial year 2023

The Board of Directors proposes that the General Meeting take note of and approve the remuneration report for the financial year 2023 in a consultative vote.

Notes

The remuneration report (from page 81 of the Annual Report 2023) states the decision-making competencies and presents principles and elements of the remuneration of the Board of Directors and Group Management. It lists the remuneration paid in the reporting year to the members of the Board of Directors and Group Management and indicates their shareholdings in mobilezone holding Ltd. The remuneration of the CEO and member of the Board of Directors Markus Bernhard is included in the remuneration of Group Management. A advisory vote will be held in relation to the report.

5.2 Approval of the total amount of the maximum permissible remuneration for the Board of Directors for the period up to the next General Meeting

The Board of Directors proposes to the General Meeting to approve the total amount of the maximum permissible remuneration for the Board of Directors, consisting of five members, for the period up to the next General Meeting as a maximum CHF 0.55 million (previous year: CHF 0.55 million).

Notes

For the financial year 2023, the General Meeting approved CHF 550,000 (previous year: CHF 630,000), of which CHF 531,000 (previous year: CHF 572,000) were utilised. This corresponds to a utilisation of 97 per cent (previous year: 91 per cent).

in CHF	Proposed	Approved	Used	Utilisation
Financial year 2024	550 000	n.a.	n.a.	n.a.
Financial year 2023	550 000	550 000	531 000	97 %
Financial year 2022	630 000	630 000	572 000	91 %

5.3 Approval of the total amount of maximum permissible remuneration of Group Management for the financial year 2025

The Board of Directors proposes to the General Meeting to approve the total amount of the maximum permissible remuneration for Group Management, consisting of four members, for the financial year 2025 in the sum of CHF 3.8 million (previous year: CHF 3.9 million).

Notes

For the financial year 2024, the General Meeting approved CHF 3,900,000 (2023: CHF 4,300,000).

in CHF	Proposed	Approved	Used	Utilisation
Financial year 2025	3 800 000	n.a.	n.a.	n.a.
Financial year 2024	3 900 000	3 900 000	n.a.	n.a.
Financial year 2023	4 300 000	4 300 000	3 300 000	77 %
Financial year 2022	4 300 000	4 300 000	3 536 000	82 %

6. Elections

The Board of Directors proposes the re-election of the current members of the Board of Directors (including the Chairman of the Board of Directors), each for a term of office until the conclusion of the next General Meeting.

Notes

The term of office of the Chairman and the members of the Board of Directors ends at the conclusion of the General Meeting on 3 April 2024. The Chairman and the members of the Board of Directors must be re-elected annually by the General Meeting.

The Board of Directors of mobilezone holding Ltd is composed of four non-executive and independent members in accordance with the definition of independence criteria of the "Swiss Code of Best Practice for Corporate Governance" of economiesuisse and the CEO as executive member.

6.1 Members of the Board of Directors

- a) Re-election of Olaf Swantee
- b) Re-election of Gabriela Theus
- c) Re-election of Michael Haubrich
- d) Re-election of Dr Lea Sonderegger
- e) Re-election of Markus Bernhard

Notes

Information on the professional backgrounds, mandates and other significant activities of the current members of the Board of Directors can be found on pages 71 to 73 of the Annual Report 2023 and on the website at <https://www.mobilezoneholding.ch/en/about-us/organization/board-of-directors.html>

6.2 Chairman of the Board of Directors

The Board of Directors proposes to the General Meeting to elect Olaf Swantee as Chairman of the Board of Directors for a term of office of one year.

6.3 Members of the Nomination & Compensation Committee

The Board of Directors proposes to the General Meeting to elect the following three persons individually as members of the Nomination & Compensation Committee for a term of office of one year:

- a) Re-election of Olaf Swantee
- b) Re-election of Michael Haubrich
- c) Re-election of Dr Lea Sonderegger

If Lea Sonderegger is elected as a member of the Nomination & Compensation Committee by the General Meeting, the Board of Directors intends to appoint her as Chair of the Nomination & Compensation Committee.

Notes

As the term of office of the members of the Nomination & Compensation Committee ends at the end of the General Meeting on 3 April 2024, they must be re-elected by the General Meeting. In accordance with the Articles of Association of mobilezone holding Ltd, the Board of Directors appoints the Chair of the Nomination & Compensation Committee.

6.4 Independent proxy

The Board of Directors proposes to the General Meeting to elect "Hodgskin Rechtsanwälte, Zurich", as independent proxy until the conclusion of the next General Meeting.

Notes

The independent proxy is to be elected annually by the General Meeting. "Hodgskin Rechtsanwälte, Zurich", fulfils the legal requirements and is available for re-election.

6.5 Auditor

The Board of Directors proposes that the General Meeting elects BDO Ltd, Zurich, as auditor for the financial year 2024.

Notes

The auditor is elected annually by the General Meeting. BDO Ltd, Zurich fulfils the legal requirements and is available for re-election. Further information on the auditor, in particular, the lead auditor and fees, can be found on pages 77 and 78 of the annual report 2023.

Organisational information

Annual Report / Minutes of the General Meeting 2023

The annual report 2023, including the annual report, consolidated financial statements, financial statements, report on non-financial matters, remuneration report of mobilezone holding Ltd, the reports of the auditors, the proposal of the Board of Directors on the appropriation of available earnings and the appropriation of reserves from capital contributions as well as the other proposals of the Board of Directors and the minutes of the General Meeting of 5 April 2023 are available for inspection at the company's registered office at Suurstoffi 22, 6343 Rotkreuz. The minutes and the annual report are also available in electronic form on the company's website.

<https://www.mobilezoneholding.ch/en/investors-1/reports-and-presentations.html>

(Annual Report)

<https://www.mobilezoneholding.ch/en/investors-1/downloads-for-investors.html>

(Minutes of the General Meeting)

Voting rights

Shareholders with voting rights who are entered in the share register with voting rights by 25 March 2024 (5 p.m. CET) will receive this invitation to the General Meeting with the agenda items and motions of the Board of Directors sent directly to them. No entries will be made in the share register from 26 March 2024 to 3 April 2024. Registered shareholders who sell their shares before the General Meeting are no longer entitled to vote.

Admission tickets

Admission tickets and voting materials will be delivered upon registration between 12 March 2024 and 26 March 2024. Returning the enclosed registration form in good time will make it easier to prepare for the General Meeting.

Issue of an electronic power of attorney and corresponding instructions

Shareholders can issue a power of attorney and instructions to the independent proxy using electronic remote voting. Electronic participation and any changes to electronically submitted powers of attorney and instructions are possible up to and including Monday, 1 April 2024, 11.59 a.m. (CEST). In such a case, please register on the website at <https://mobilezone.netvote.ch> and follow the instructions. The login details required for this will be sent to shareholders together with the documents for the General Meeting.

Issue of a written power of attorney and corresponding instructions

By signing the power of attorney on the reply form, shareholders can authorise the independent proxy Martin Dietrich, Hodgskin Rechtsanwälte, Tödistrasse 17, 8027 Zurich, to represent their shareholder vote(s). Please use the power of attorney form on the back of the reply form to grant a power of attorney and issue your instructions.

Sustainability

If you wish to receive information about invitations to General Meetings by email in the future, you can notify us online at <https://mobilezone.netvote.ch>. If you choose this option, you will in the future receive an email with a link to the online portal, where you will be able to view the General Meeting documents, issue a power of attorney and instructions electronically (electronic voting) or order the admission tickets to the General Meeting. The admission tickets ordered for the General Meeting will continue to be sent by regular mail.

Disclaimer

This is a courtesy translation of the original German version of the invitation to the General Meeting. In the event of inconsistencies between the German original and the English translation, the German version shall prevail.

