

MINUTES

**Annual General Meeting
mobilezone holding ag
Wednesday, April 8th 2020, 9.45 a.m.
at the company's headquarters**

Peter K. Neuenschwander, member of the Board of Directors, opens the meeting at the company's headquarters at Suurstoffi, 22, 6343 Rotkreuz and takes the chair. In addition to the Chair, the Executive Board members CEO Markus Bernhard and CFO Andreas Fecker are present. The President of the Board of Directors, Urs T. Fischer, the members of the Board of Directors Gabriela Theus and Christian Petit as well as Michael Haubrich, newly proposed for election to the Board of Directors, are not taking part in the general meeting due to the current situation (COVID-19) and are excused.

The Chair begins by making the following statements: "Based on Art. 6 a of Ordinance 2 decreed by the Federal Council (Bundesrat), relating to measures in the fight against the coronavirus, the Board of Directors has ordered that shareholders can exclusively exercise their rights electronically or in writing through the independent proxy.

In line with the legal and statutory provisions, invitations to today's ordinary general meeting were issued in writing on 17 March 2020 to the shareholders listed in the share register and by publication in the Swiss Commercial Gazette (Schweizerisches Handelsamtsblatt) dated 17 March 2020.

The full 2019 annual report with management report, consolidated financial statements, annual financial statement of mobilzone holding ag, remuneration report and auditor reports on the consolidated financial statements, on the annual financial statement of mobilzone holding ag and on the remuneration report and the minutes of the general meeting 2019 have been available for inspection since 13 March 2020 at the headquarters of the company in Rotkreuz, Suurstoffi 22. At the same time, these documents were available to the shareholders via the website.

PricewaterhouseCoopers AG as auditors, represented by Daniel Ketterer (lead auditor) is connected by telephone.

Hodgskin Rechtsanwälte, Zurich as independent proxy are represented in person by Martin Dietrich.

The Chair nominates Andreas Fecker, CFO of the mobilezone group, as the keeper of the minutes and vote counter.

Attendance / quorum

Of the 44,781,213 shares issued, 8,838 are treasury shares whose voting rights have been suspended. The total number of non-registered shares, i.e. shares not entered in the share register, is 9,925,366. That means 34,847,009 shares are entitled to participate in the General Meeting.

The Chairman makes the following statement:

23,917,755 shares, or 53.4 percent of total shares issued or 68.6 percent of total voting shares, are in attendance at today's General Meeting. Today's General Meeting has been duly constituted and has a quorum for the scheduled agenda items. To attain an absolute majority, a proposal must win 11,958,878 votes (agenda item 3: 11,815,666 votes). To attain the qualified majority required by agenda item 5, the proposal must win 15,945,170 votes.

	Shares	%	%
Shares issued	44 781 213	100.0	
Shares entitled to participate in the General Meeting	34 847 009	77.8	100.0
Shareholders present	0	0.0	0.0
Independent proxy	23 917 755	53.4	68.6
Total Shares present	23 917 755	53.4	68.6
Absolute majority	11 958 878		
Absolute majority (agenda item 3)	11 815 666		
Qualified majority (agenda item 5)	15 945 170		

1. Annual Report, consolidated financial statements, annual financial statements of mobilezone holding ag

1.1 Approval of the 2019 annual report and the 2019 consolidated financial statements

The Board of Directors proposes to the General Meeting to approve the 2019 annual report as well as the 2019 consolidated financial statements.

The motion of the Board of Directors is approved with 23 840 010 (99.67%) votes in favour, 41 352 (0.17%) votes against and 36 393 (0.16%) abstentions.

1.2 Approval of the 2019 annual financial statements of mobilezone holding ag

The Board of Directors proposes to the General Meeting to approve the 2019 annual financial statements of mobilezone holding ag.

The motion of the Board of Directors is approved with 23 836 904 (99.66%) votes in favour, 41 352 (0.17%) votes against and 39 499 (0.17%) abstentions.

2. Consultative vote on the compensation report for fiscal year 2019

The Board of Directors moves for the General Meeting to take note of the compensation report for fiscal year 2019 and approve it in an consultative vote.

The motion of the Board of Directors is approved with 20 098 889 (84.03%) votes in favour, 3 611 372 (15.10%) votes against and 207 494 (0.87%) abstentions.

3. Discharge of the members of the Board of Directors and the Group management

The Board of Directors moves that discharge from liability for fiscal year 2019 be granted to all members of the Board of Directors and the Group management.

The motion of the Board of Directors is approved with 23 475 202 (99.34%) votes in favour, 97 080 (0.41%) votes against and 59 049 (0.25%) abstentions.

4. Resolution on the appropriation of available earnings, an ordinary dividend, and a distribution of a dividend free of withholding tax out of capital contribution reserves

With the corporate tax reform a new regulation regarding distributions from capital contributions took effect on January 1, 2020, according to which companies listed on a Swiss stock exchange may only pay out capital contribution reserves without withholding tax if they also distribute taxable dividends in the same amount. Therefore, the Board of Directors moves for the distribution of a dividend out of available earnings and a distribution out of capital contribution reserves in the same amount of CHF 0.30 each.

The Board of Directors' proposal to the General Meeting is to distribute a dividend of CHF 0.60 per registered share as follows:

4.1 Appropriation of fiscal year 2019 available earnings of mobilezone holding ag and distribution of an ordinary dividend

Profit carried forward from the previous year	CHF	52 011 848
2019 net profit	CHF	24 143 341
Available earnings for appropriation by the General Meeting	CHF	76 155 189

The proposal of the Board of Directors to the General Meeting is to dispose of the 2019 available earnings as follows:

Distribution of a dividend of CHF 0.30 per dividend registered share	CHF	-13 434 364
Carried forward to new account	CHF	62 720 825

If this motion carries, a dividend of CHF 0.30 per share, less 35 percent Swiss withholding tax on the dividend amount, will be paid on April 17, 2020 (ex-date April 15, 2020).

The motion of the Board of Directors is approved with 23 905 725 (99.95%) votes in favour, 9 518 (0.04%) votes against and 2 512 (0.01%) abstentions.

4.2 Distribution of a dividend free of withholding tax out of capital contribution reserves of mobilezone holding ag

Capital contribution reserves – Carried forward from previous year	CHF	54 567 338
Allocation to reserves from the capital increase of June 14, 2019	CHF	38 040 000
Distribution of a dividend free of withholding tax in the amount of CHF 0.30 per dividend-bearing share	CHF	-13 434 364
Capital contribution reserves carried forward to new account	CHF	79 172 974

If this motion carries, a dividend in the amount of CHF 0.30 per share will be paid free of withholding tax out of capital contribution reserves on April 17, 2020 (ex-date April 15, 2020).

The motion of the Board of Directors is approved with 23 908 702 (99.97%) votes in favour, 3 541 (0.01%) votes against and 5 512 (0.02%) abstentions.

5. Change to the Articles of association

5.1 Creation of authorized capital

The Board of Directors proposes to the General Meeting the creation of authorized capital in the maximum amount of CHF 40,000, whereby the Board of Directors is to be authorized to increase the share capital at any time up to April 7, 2022, by issuing up to 4,000,000 fully paid registered shares with a par value of 1 centime each. Therefore, the Board of Directors proposes the addition of a new Article 3a to the Articles of Association as follows:

The motion of the Board of Directors is approved with 22 673 085 (94.80%) votes in favour, 1 190 176 (4.98%) votes against and 54 494 (0.22%) abstentions.

6. Compensation paid to the members of the Board of Directors and to the Group management

6.1 Approval of the maximum total amount of compensation of the members of the Board of Directors for the period until the next annual General Meeting

Motion of the Board of Directors: Approval of the maximum total compensation of the members of the Board of Directors unchanged from the previous year for the period until the next annual General Meeting in the amount of CHF 0.47 million.

The motion of the Board of Directors is approved with 23 317 926 (97.49%) votes in favour, 415 521 (1.74%) votes against and 184 308 (0.77%) abstentions.

6.2 Approval of the maximum total amount of compensation of the Group management for fiscal year 2021

Motion of the Board of Directors: Approval of the fiscal year 2021 maximum total compensation, unchanged from the previous year, for the Group management in the amount of CHF 4.8 million.

The motion of the Board of Directors is approved with 20 744 366 (86.73%) votes in favour, 2 953 559 (12.35%) votes against and 219 830 (0.92%) abstentions.

7. Elections

7.1 Members of the Board of Directors

The Board of Directors proposes to the General Meeting the election of each of the following four persons as members of the Board of Directors for a term of office of one year, until the next ordinary General Meeting:

- a) Re-election of Urs T. Fischer
- b) Re-election of Gabriela Theus
- c) Re-election of Peter K. Neuenschwander
- d) New election of Michael Haubrich

Board of Directors	Type	Votes in favour	%	Votes against	%	Abstentions	%
Urs T. Fischer	Re-election	21 670 416	90.60	2 212 212	9.25	35 127	0.15
Gabriela Theus	Re-election	21 682 966	90.65	2 204 068	9.22	30 721	0.13
Peter K. Neuenschwander	Re-election	21 188 724	88.59	2 692 692	11.26	36 339	0.15
Michael Haubrich	New election	21 545 380	90.08	2 304 031	9.63	68 344	0.29

The members of the Board of Directors are thereby elected.

7.2 Chairman of the Board of Directors

The Board of Directors moves for the election of Urs T. Fischer as chairman of the Board of Directors for a term of office of one year, until the next ordinary General Meeting.

The motion of the Board of Directors is approved with 20 431 311 (85.42%) votes in favour, 3 451 317 (14.43%) votes against and 35 127 (0.15%) abstentions.

7.3 Members of the Compensation Committee

The Board of Directors moves for re-election of each of the following three persons as members of the Compensation Committee for a term of office of one year, until the next ordinary General Meeting:

- a) Re-election of Urs T. Fischer
- c) Re-election of Peter K. Neuenschwander
- d) New election of Michael Haubrich

The members of the Compensation Committee are thereby elected as following:

Board of Directors	Type	Votes in favour	%	Votes against	%	Abstentions	%
Urs T. Fischer	Re-election	19 016 492	79.51	4 837 988	20.23	63 275	0.26
Peter K. Neuenschwander	Re-election I	20 992 332	87.77	2 860 148	11.96	65 275	0.27
Michael Haubrich	New election	21 377 109	89.38	2 451 401	10.25	89 245	0.37

The Board of Directors intends to appoint Urs T. Fischer as Chairman of the Compensation Committee, subject to his election as a member of the Compensation Committee.

7.4 Independent proxy

The Board of Directors moves for the election of the firm Hodgskin Rechtsanwälte, Zurich, as Independent Proxy until the conclusion of the next ordinary annual General Meeting.

The motion of the Board of Directors is approved with 23 898 204 (99.91%) votes in favour, 11 124 (0.05%) votes against and 8 427 (0.04%) abstentions.

7.5 Auditors

The Board of Directors moves for the election of PricewaterhouseCoopers AG, Zurich, as auditors for fiscal year 2020.

The motion of the Board of Directors is approved with 23 690 873 (99.05%) votes in favour, 199 808 (0.84%) votes against and 27 074 (0.11%) abstentions.

This concludes the General Meeting. The Chair thanks the shareholders for exercising their voting rights. The next ordinary general meeting is due to take place on 7 April 2021.

End of the General Meeting: 10.10 a.m.

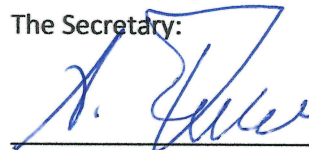
8 April 2020

The Chairman:



Peter K. Neuenschwander

The Secretary:



Andreas Fecker