

MINUTES

**Annual General Meeting
mobilezone holding ag
Wednesday, April 7th 2021, 9.00 a.m.
at the company's headquarters**

Urs T. Fischer, President of the Board of Directors, opens the meeting at the company's headquarters at Suurstoffi, 22, 6343 Rotkreuz and takes the chair. The members of the Board of Directors, Gabriela Theus, and Peter K. Neuenschwander as well as Olaf Swantee, newly proposed for election to the Board of Directors, are present. The member of the Board of Directors Michael Haubrich is connected by telephone. In addition to the Chair, the Executive Board members CEO Markus Bernhard and CFO Andreas Fecker are present.

The Chair begins by making the following statements: " The current situation relating to the coronavirus (COVID-19) does not allow us to carry out the annual General Meeting in its customary setting. On 11 September 2020, the Swiss Federal Council decided to extend COVID-19 Regulation 3 until 31 December 2021. In compliance with this Regulation, the Board of Directors of mobilezone holding ag decided to carry out the annual 2021 General Meeting without the physical presence of shareholders, in the interest of a preventative and precautionary measure for the protection of our shareholders. The 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 16 March 2021 to the shareholders listed in the share register and by publication in the Swiss Commercial Gazette (Schweizerisches Handelsamtsblatt) dated 15 March 2021.

The full 2020 annual report with management report, Sustainability report, Corporate Governance, remuneration report, consolidated financial statements, annual financial statement of mobilzone holding ag, and auditor reports on the consolidated financial statements, on the annual financial statement and on the remuneration report and the minutes of the general meeting 2020 have been available for inspection since 12 March 2021 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 present) and Christian Voegeli (is connected by telephone).

BDO AG as the newly elected auditors from the 2021 financial year, represented by Reto Frey (lead auditor) and Andreas Wyss, 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, 49 207 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 9 578 506. That means 35 153 500 shares are entitled to participate in the General Meeting.

The Chairman makes the following statement:

24 434 867 shares, or 54.60 percent of total shares issued or 69.50 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.

	Shares	%	%
Shares issued	44 781 213	100.00	
Shares entitled to participate in the General Meeting	35 153 500	78.50	100.00
Shareholders present	0	0.00	0.00
Independent proxy	24 434 867	54.60	69.50
Total Shares present	24 434 867	54.60	69.50
Absolute majority	12 217 434		
Absolute majority (agenda item 3)	9 919 403		

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

1.1 Approval of the annual report and the 2020 consolidated financial statements

The Board of Directors proposes that the General Meeting approves the 2020 annual report and the 2020 consolidated financial statements.

The motion of the Board of Directors is approved with 24 370 898 (99.73%) votes in favour, 30 931 (0.13%) votes against and 33 038 (0.14%) abstentions.

1.2 Approval of the 2020 financial statements of mobilezone holding ag

The Board of Directors proposes that the General Meeting to approves the 2020 financial statements of mobilezone holding ag.

The motion of the Board of Directors is approved with 24 369 698 (99.73%) votes in favour, 30 931 (0.13%) votes against and 34 238 (0.14%) abstentions.

2. Consultative vote on the remuneration report for fiscal year 2020

The Board of Directors proposes that the General Meeting approves the remuneration report for fiscal year 2020 on the basis of a consultative vote.

The motion of the Board of Directors is approved with 19 436 842 (79.54%) votes in favour, 4 275 512 (17.50%) votes against and 722 513 (2.96%) abstentions.

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

The Board of Directors proposes that the General Meeting grants discharge to all members of the Board of Directors and Group Management for fiscal year 2020.

The motion of the Board of Directors is approved with 19 702 969 (99.32%) votes in favour, 42 412 (0.21%) votes against and 93 424 (0.47%) abstentions.

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

On the basis of the distribution rule introduced on 1 January 2020 with the corporate tax reform of the capital contribution principle for companies listed on a Swiss stock exchange, a distribution free of withholding tax from capital contribution reserves can only 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 and a distribution from the capital contribution reserves of CHF 0.28 in each case.

The Board of Directors proposes a dividend of CHF 0.56 per registered share to the General Meeting that is broken down as follows:

4.1 Appropriation of fiscal year 2020 available earnings of mobilezone holding ag and distribution of an ordinary dividend

Profit carried forward from the previous year	CHF	62 723 476
Annual net profit in 2020	CHF	28 903 673
Available earnings for appropriation by the General Meeting	CHF	91 627 149

The Board of Directors proposes that the General Meeting dispose of the 2020 available earnings as follows:

Distribution of a dividend of CHF 0.28 per dividend registered share	CHF	-12 538 740
Carried forward to new account	CHF	79 088 409

If this proposal is accepted, the payment on 16 April 2021 (ex-date 14 April 2021) will be with deduction of the Swiss withholding tax of 35 percent on the dividend amount of CHF 0.28 per share.

The motion of the Board of Directors is approved with 24 413 107 (99.92%) votes in favour, 13 226 (0.05%) votes against and 8 534 (0.03%) abstentions.

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

Reserves from capital contribution – Carried forward from previous year	CHF	79 175 625
Distribution of a dividend free of withholding tax in the amount of CHF 0.28 per dividend registered share	CHF	-12 538 740
Carried forward to new account	CHF	66 636 885

If this proposal is accepted, the distribution of CHF 0.28 per share from the capital contribution reserves on 16 April 2021 (ex-date 14 April 2021) will be free from withholding tax.

The motion of the Board of Directors is approved with 24 407 727 (99.89%) votes in favour, 13 068 (0.05%) votes against and 14 072 (0.06%) abstentions.

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

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

The Board of Directors proposes that the General Meeting approves the – unchanged compared to the previous year – total amount of the maximum permissible remuneration for the board of Directors for the period up to the next annual General meeting in the sum of CHF 0.47 million (previous year: CHF 0.47 million).

The motion of the Board of Directors is approved with 23 212 833 (95.00%) votes in favour, 474 557 (1.94%) votes against and 747 477 (3.06%) abstentions.

5.2 Approval of the total amount of the maximum permissible remuneration for Group Management for fiscal year 2022

The Board of Directors proposes that the General Meeting approves the total amount of the maximum permissible remuneration for Group Management for fiscal year 2022 in the sum of CHF 4.3 million (previous year: CHF 4.8 million).

The motion of the Board of Directors is approved with 19 607 112 (80.24%) votes in favour, 4 063 527 (16.63%) votes against and 764 228 (3.13%) abstentions.

6. Elections

6.1 Members of the Board of Directors

The Board of Directors proposes to the General Meeting that the following four persons be elected individually as members of the Board of Directors until the next annual General Meeting:

- a) Election of Olaf Swantee
- b) Re-election of Gabriela Theus
- c) Re-election of Peter K. Neuenschwander
- d) Re-election of Michael Haubrich

Board of Directors	Type	Votes in favour	%	Votes against	%	Abstentions	%
Olaf Swantee	Neuwahl	19 684 811	80.56	4 647 517	19.02	102 539	0.42
Gabriela Theus	Wiederwahl	22 848 707	93.51	1 417 852	5.80	168 308	0.69
Peter K. Neuenschwander	Wiederwahl	24 245 766	99.23	127 914	0.52	61 187	0.25
Michael Haubrich	Wiederwahl	24 153 147	98.85	211 343	0.86	70 377	0.29

The members of the Board of Directors are thereby elected.

6.2 Chairman of the Board of Directors

The Board of Directors proposes to the General Meeting that Olaf Swantee be elected as Chairman of the Board of Directors until the next annual General Meeting.

The motion of the Board of Directors is approved with 20 834 220 (85.26%) votes in favour, 3 517 944 (14.40%) votes against and 82 703 (0.34%) abstentions.

6.3 Members of the Remuneration Committee

The Board of Directors proposes that the General Meeting elect the following three persons each individually as members of the Remuneration Committee until the next annual General Meeting:

- a) Election of Olaf Swantee
- c) Re-election of Peter K. Neuenschwander
- d) Re-election of Michael Haubrich

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

Board of Directors	Type	Votes in favour	%	Votes against	%	Abstentions	%
Olaf Swantee	Neuwahl	19 484 101	79.74	4 852 373	19.86	98 393	0.40
Peter K. Neuenschwander	Wiederwahl	23 992 275	98.19	357 523	1.46	85 069	0.35
Michael Haubrich	Wiederwahl	23 920 016	97.89	425 326	1.74	89 525	0.37

If Olaf Swantee is elected, it is the intention of the Board of Directors to appoint Olaf Swantee as Chairman of the Remuneration Committee.

6.4 Independent proxy

The Board of Directors proposes that the General Meeting select Hodgskin Rechtsanwälte, Zurich, as independent proxy until the conclusion of the next annual General Meeting.

The motion of the Board of Directors is approved with 24 385 164 (99.79%) votes in favour, 24 005 (0.10%) votes against and 25 698 (0.11%) abstentions.

6.5 Auditors

The Board of Directors proposes that the General Meeting select BDO AG, Zürich for fiscal year 2021 as auditor and thereby change the auditor after seven years.

The motion of the Board of Directors is approved with 24 344 738 (99.64%) votes in favour, 42 568 (0.17%) votes against and 47 561 (0.19%) abstentions.

Reto Frey, BDO AG thanks for the election. The declaration of acceptance has been received.

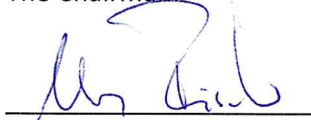
This concludes the General Meeting. The Chair thanks the shareholders for exercising their voting rights.

The next ordinary general meeting is due to take place on 6 April 2022.

End of the General Meeting: 9.30 a.m.

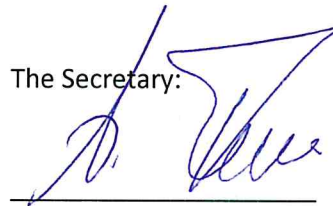
7 April 2021

The Chairman:



Urs T. Fischer

The Secretary:



Andreas Fecker