

## MINUTES

**Annual General Meeting  
mobilezone holding ag  
Wednesday, 5 April 2023, 10.30 a.m.  
in the community hall, Dorfmat 1, 6343 Rotkreuz**

Olaf Swantee, President of the Board of Directors, opens the meeting in the community hall, Dorfmat 1, 6343 Rotkreuz and takes the chair. In addition to the Chair, the members of the Board of Directors Gabriela Theus, Peter K. Neuenschwander and Michael Haubrich and the Executive Board members CEO Markus Bernhard, newly proposed for election to the Board of Directors, and CFO Andreas Fecker and CEO Switzerland Roger Wassmer are present.

The Chair begins by making the following statements: "After a long pandemic-related break, we are holding the meeting again at the company's headquarters in Rotkreuz for the first time since the Annual General Meeting in 2019."

In line with the legal and statutory provisions, invitations to today's ordinary general meeting were issued in writing on 14 March 2023 to the shareholders listed in the share register and by publication in the Swiss Commercial Gazette (Schweizerisches Handelsamtsblatt) dated 14 March 2023.

The full 2022 annual report with management report, remuneration report, consolidated financial statements, annual financial statement of mobilezone holding ag, proposal of the Board of Directors of the appropriation of the retained earnings and of the reserves from capital contributions 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 2022 have been available for inspection since 10 March 2023 at the headquarters of the company in Rotkreuz, Suurstoffi 22. At the same time, these documents were available to the shareholders via the website [mobilezoneholding.ch](http://mobilezoneholding.ch).

BDO AG as auditor is represented by Reto Frey (lead auditor) and Andreas Wyss.

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

The Chair nominates Bernhard Mächler as secretary.

## Attendance / quorum

Of the 44,000,000 shares issued, 860,888 are treasury shares (of which 770,865 are shares from the share buyback program and 90,023 are tradable shares) whose voting rights have been suspended. 33,746,442 shares are entitled to participate in the General Meeting.

The Chairman makes the following statement:

21,101,258 shares, or 47.97 percent of total shares issued or 62.53 percent of total voting shares, attend today's General Meeting. Today's General Meeting has been duly constituted and has a quorum for the scheduled agenda items.

	Shares	%	%
Shares issued	44 000 000	100.00	
Shares entitled to participate in the General Meeting	33 746 442	76.70	100.00
Shareholders present	213 113	0.49	0.63
Independent proxy	20 888 145	47.47	61.90
Total Shares present	21 101 258	47.96	62.53

### 1. Annual report, consolidated financial statements, financial statements of mobilezone holding ag

#### 1.1 Approval of the 2022 Annual Report and the consolidated financial statements

The Board of Directors proposes that the General Meeting approves the 2022 Annual Report and the 2022 consolidated financial statements.

The motion of the Board of Directors is approved with 20,969,026 (99.87%) votes in favor and 26,718 (0.13%) votes against.

#### 1.2 Approval of the 2022 financial statements of mobilezone holding ag

The Board of Directors proposes that the General Meeting approves the 2022 financial statements of mobilezone holding ag.

The motion of the Board of Directors is approved with 20,968,750 (99.87%) votes in favor and 26,718 (0.13%) votes against.

## 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 Group Management for fiscal year 2022.

After noting that the Board of Directors and the Executive Committee and their representatives were not entitled to vote on this agenda item, the Chairman put agenda item 2 to the vote.

The motion of the Board of Directors is approved with 17,687,776 (99.62%) votes in favor and 67,176 (0.38%) votes against.

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

Based on 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 0.45 in each case. The Board of Directors proposes to the Annual General Meeting to distribute a dividend of CHF 0.90 per registered share, composed as follows:

### 3.1 Appropriation of the 2022 available earnings and distribution of an ordinary dividend of mobilezone holding ag

Profit carried forward from the previous year	CHF	90 251 420
Capital reduction	CHF	-5 349 252
Net profit in 2022	CHF	<u>26 401 051</u>
Available earnings for appropriation by the General Meeting	CHF	111 303 219

The Board of Directors proposes that the General Meeting dispose of the 2022 available earnings as follows:

Distribution of a dividend of CHF 0.45 per dividend-bearing share	CHF	-19 800 000
Profit carried forward to new account	CHF	91 503 219

If this proposal is accepted, the payment on 14 April 2023 (ex-date 12 April 2023) will be with deduction of the Swiss withholding tax of 35 percent on the dividend amount of CHF 0.45 per share.

The motion of the Board of Directors is approved with 21,086,754 (99.99%) votes in favor and 3,129 (0.01%) votes against.

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

Reserves from capital contribution – carried forward from previous year	CHF	48 191 654
Capital reduction	<u>CHF</u>	<u>-5 349 252</u>
Reserves from capital contributions for appropriation by the General Meeting	CHF	42 842 402

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

Distribution of a dividend free of withholding tax in the amount of CHF 0.45 per dividend-bearing share	CHF	-19 800 000
Reserves from capital contributions carried forward to new account	CHF	23 042 402

If this proposal is accepted, the distribution of CHF 0.45 per share from the capital contribution reserves on 14 April 2023 (ex-date 12 April 2023) will be free from withholding tax.

The motion of the Board of Directors is approved with 21,095,098 (99.99%) votes in favor and 1,539 (0.01%) votes against.

## 4. Amendment of the Articles of Association

### 4.1 Amendment of Article 3 (reduction of share capital)

The Board of Directors proposes to the General Meeting:

- a) To reduce the share capital by CHF 7,708.65 (from CHF 440,000.00 to CHF 432,291.35) by cancelling 770,865 own registered shares repurchased in the period from 22 August 2022 to 20 October 2022. The reduction is made by adjusting the value of the "treasury shares" account or cancelling the negative item formed for treasury shares in shareholders' equity in accordance with Art. 659a para. 4 CO in the amount of CHF 11,999,993.33.
- b) To amend Article 3 of the Articles of Association to the following new wording: "The share capital of the company amounts to CHF 432,291.35 and is fully paid in. It is divided into 43,229,135 registered shares with a par value of CHF 0.01 each." The board of directors shall make the publication in accordance with Art. 653k CO.

The motion of the Board of Directors is approved with 21,012,522 (99.87%) votes in favor and 27,233 (0.13%) votes against.

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

### **5.1 Consultative vote on the remuneration report for fiscal year 2022**

The Board of Directors proposes that the General Meeting approves the remuneration report for fiscal year 2022 based on an advisory vote. In their report of 8 March 2023 to the General Meeting the auditor BDO AG, Zurich confirms that the remuneration report complies with Swiss law and articles 14-16 of the Remuneration Ordinance (VegüV).

The motion of the Board of Directors is declined with 10'063'729 (49.26%) votes in favor and 10,365,154 (50.74%) votes against.

As a result, the remuneration report 2022 was not approved in the non-binding advisory vote. The most important proxy advisors have recommended in their voting recommendation to reject the remuneration report, as they expect more transparency in the remuneration report. Some institutional investors such as banks, insurance companies, funds and pension funds have adopted the recommendations of the proxy advisors. The Board of Directors will consider appropriate actions to enable a positive voting result at the next General Meeting.

### **5.2 Approval of the maximum total amount of the 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 of the Board of Directors, consisting of five members, for the period until the next General Meeting of a maximum of CHF 0.55 million (previous year: CHF 0.63 million).

The motion of the Board of Directors is approved with 20,021,478 (98.23%) votes in favor and 359,781 (1.77%) votes against.

### **5.3 Approval of the total amount of the maximum permissible remuneration for Group Management for fiscal year 2024**

The Board of Directors proposes that the General Meeting approves the total amount of the maximum permissible remuneration for Group Management, consisting of four members, for fiscal year 2024 in the sum of CHF 3.9 million (previous year: CHF 4.3 million).

The motion of the Board of Directors is approved with 18,513,773 (90.83%) votes in favor, 1,869,556 (9.17%) votes against.

## 6. Elections

### 6.1 Members of the Board of Directors

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

- 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) Election of Markus Bernhard

Board of Directors	Type	Votes in favor	%	Votes against	%
Olaf Swantee	Re-election	21 009 868	99.79	43 251	0.21
Gabriela Theus	Re-election	21 021 419	99.87	26 757	0.13
Michael Haubrich	Re-election	21 008 716	99.81	41 033	0.19
Dr Lea Sonderegger	Re-election	21 020 215	99.87	28 161	0.13
Markus Bernhard	Election	18 154 771	88.48	2 363 352	11.52

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 21,007,901 (99.80%) votes in favor and 42,475 (0.20%) votes against.

### 6.3 Members of the Compensation Committee

The Board of Directors proposes that the General Meeting elects the following three persons each individually as members of the Compensation Committee for a term of office of one year:

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

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

Board of Directors	Type	Votes in favor	%	Votes against	%
Olaf Swantee	Re-election	19 823 004	94.24	1 210 767	5.76
Michael Haubrich	Re-election	19 849 272	94.37	1 184 029	5.63
Dr Lea Sonderegger	Election	19 855 992	94.47	1 162 760	5.53

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

#### **6.4 Independent proxy**

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

The motion of the Board of Directors is approved with 20,640,965 (97.89%) votes in favor, 445,717 (2.11%) votes against.

#### **6.5 Auditor**

The Board of Directors proposes that the General Meeting appoints BDO AG, Zurich for the fiscal year 2023 as auditor. BDO AG, Zurich will also act as the Group's auditor.

The motion of the Board of Directors is approved with 21,030,793 (99.83%) votes in favor and 35,527 (0.17%) votes against.

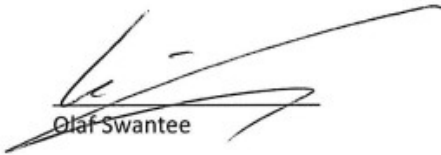
The auditor BDO AG has declared in advance their acceptance of the election.

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 3 April 2024.

End of the General Meeting: 12.05 a.m.

5 April 2023

The Chairman:



Olaf Swantee

The Secretary:



Bernhard Mächler