

# **CORPORATE GOVERNANCE AND COMPENSATION**

# Foreword



Peter Schaub, Chairman of the Board of Directors, and Bernadette Koch, Chair of the Nomination and Compensation Committee.

## Dear shareholders

On behalf of the Board of Directors and the Nomination and Compensation Committee, we are pleased to present the corporate governance report and the compensation report for 2021. It is a privilege for us to provide you with an account of our organisation, our activities and the focal points of our work on the pages that follow.

Over the past year, alongside its regular duties the Board of Directors has focused on reviewing the Mobimo Group's strategic principles and pillars. As we did in 2020, we paid special attention to monitoring the impact of the coronavirus pandemic on society, the economy and operations. We also received comprehensive information from

management on information security. The Audit and Risk Committee reviewed the funding structure of the Mobimo Group's companies and looked in depth at risk monitoring. The Investment and Sustainability Committee, formerly the Real Estate Committee, paid particular attention to sustainability reporting in 2021 and closely followed developments relating to ESG reporting standards. The Nomination and Compensation Committee's activities were focused on recruiting a new Board member and reviewing the Executive Board's compensation structure. During this process, the committee prepared an analysis of current long-term incentives (LTIs). The Nomination and Compensation Committee determined that Mobimo's practice of paying some of the performance-related compensation in the form of shares with a vesting period is a customary practice in the industry. In 2022, the committee will continue to observe any developments relating to management compensation.

At the Annual General Meeting on 30 March 2021, a binding vote was taken on the maximum total compensation for the Board of Directors and Executive Board, and an advisory vote was held on the compensation report. We would like to thank you for the big vote of approval for these agenda items, which we regard as an expression of your trust and a commitment to maintaining dialogue with you.

We will be proposing Stéphane Maye as an additional member of the Board of Directors at the Annual General Meeting on 12 April 2022. More information about him and his core skills can be found on page 26. With his long-standing experience in the real estate market throughout Switzerland, we believe Mr Maye is a valuable addition and would be delighted if you expressed your confidence in him.

We would also like to thank you for your commitment to Mobimo and for the trust you have placed in the Board of Directors and the Executive Board.

**Peter Schaub**  
Chairman of the Board  
of Directors

**Bernadette Koch**  
Chair of the  
Nomination and  
Compensation Committee

# Corporate governance report

**For Mobimo, good corporate governance is a key element of business management. The company sees good corporate governance as being the responsible management and control of the company with a focus on sustainable value creation.**

The corporate governance report contains the information required under the SIX Swiss Exchange Directive on Information relating to Corporate Governance (DCG) and is largely based on the structure of the Annex to this directive. Cross-references are made to other sections of the Annual Report in order to avoid repetitions. The assessment of the independence of the members of the Board of Directors is based on the principles of the Swiss Code of Best Practice for Corporate Governance (SCBP) issued by *economiesuisse*.

## Group structure and shareholders

### Group structure

Company	Mobimo Holding AG
Registered office	Lucerne
Place of listing	SIX Swiss Exchange
Market capitalisation as at 31.12.2021	CHF 2,016.8 million
Swiss security no.	1110887
ISIN code	CH0011108872

Mobimo Holding AG is the parent company of the Mobimo Group and is listed on the SIX Swiss Exchange. An overview of all Group companies and shareholdings can be found in Note 29 to the consolidated annual financial statements on page 106.

The subsidiaries controlled by Mobimo Holding AG are grouped together by joint management. The Board of Directors of Mobimo Holding AG is the most senior supervisory and management body. The Board of Directors has delegated the operational management of the Mobimo Group to the Group Executive Board. An overview of the members of the Executive Board can be found on pages 32 to 34. In order to ensure a consistent Group policy and optimal coordination within the Mobimo Group, the Board of Directors of each individual Group company delegates the management of that company to the Group Executive Board (subsequently referred to as the "Executive Board"), unless the Group company has its own Executive Board.

The Mobimo Group divides its activities into two business areas: Real Estate and Development.

The Real Estate business area comprises:

- › Portfolio and Transactions: responsible for portfolio management, purchase and sale of investment properties, initial and subsequent letting of investment properties, and sale of condominiums;
- › Property Management: includes the tasks and services of site management, property management and facility management.

The Development business area comprises:

- › Development: includes development of investment properties for Mobimo's own portfolio, development of construction projects for third-party investors, development of condominiums, and acquisition of sites and building plots for development activities;
- › Realisation: responsible for construction projects commissioned by Mobimo, monitors construction activity and manages the quality assurance process during the construction phase.

The segment statement, including further information on the segments, can be found in Note 3 to the consolidated financial statements from page 59.

### Significant shareholders

An overview of the significant shareholders and further information on the shareholders can be found on page 9.

The disclosure reports drawn up in the reporting year within the meaning of Article 120 of the Swiss Federal Act on Stock Exchanges and Securities Trading (SESTA) and the provisions of the Ordinance on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FMIO) can be found on the SIX Exchange Regulation website ([www.ser-ag.com](http://www.ser-ag.com)) under Fundamentals > Notices Market Participants > Significant Shareholders.

### Cross-shareholdings

There are no cross-shareholdings.

## Capital structure

### Capital

Capital as at 31.12.2021	Total (TCHF)	Number of registered shares	In %	Nominal value per share (CHF)
Share capital	22,445	6,601,547	100	3.40

### Details of authorised and conditional capital

The company had authorised but no conditional capital as at the reporting date. The authorised capital amounted to CHF 1,360,000.00 (400,000 registered shares at CHF 3.40 per share). The Board of Directors is authorised to increase the share capital of the company up to this amount at any time until 30 March 2023, while ensuring that the subscription rights of the shareholders are respected. 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 restrictions on transferability.

The authorised share capital is governed by Article 3a of the Articles of Association. The exact wording of the provisions of the Articles of Association of Mobimo Holding AG regarding authorised capital can be found at [www.mobimo.ch](http://www.mobimo.ch) under Investors > Corporate Governance > Articles of Association.

### Shares and participation certificates

Share capital stood at CHF 22,445,259.80 as at 31 December 2021, comprising 6,601,547 fully paid-up registered shares with a

nominal value of CHF 3.40 each. With the exception of the treasury shares held by Mobimo, every share entered with voting rights in the company's share register has one vote and every share (regardless of whether it is entered in the share register) is entitled to dividends. There are no preference shares or voting shares. Mobimo Holding AG has not issued any participation certificates.

### Profit sharing certificates

Mobimo Holding AG has not issued any profit sharing certificates.

### Restrictions on transferability and registration of nominees

Article 6 of the Articles of Association defines the restrictions on transferability. The exact wording of Article 6 of the Articles of Association can be found at [www.mobimo.ch](http://www.mobimo.ch) under Investors > Corporate governance > Articles of Association.

The Board of Directors may deny authorisation to transfer shares for the following reasons:

- › insofar as recognising a transferee as a full shareholder may, according to the information available to it, hinder the company from providing proof of Swiss control as stipulated by federal laws; specifically, in accordance with the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA) of 16 December 1983 (in the currently valid version);
- › if, despite requests from the company, the transferee fails to expressly declare that he has acquired and intends to hold the shares in his own name and for his own account;

### Changes in capital

Changes	Total (TCHF)	Number of registered shares	Nominal value per share (CHF)
Share capital as at 31.12.2017	180,327	6,218,170	29.00
Share capital as at 31.12.2018	154,476	6,601,547	23.40
Share capital as at 31.12.2019	154,476	6,601,547	23.40
Share capital as at 31.12.2020	88,461	6,601,547	13.40
Share capital as at 31.12.2021	22,445	6,601,547	3.40
Authorised capital as at 31.12.2017	34,800	1,200,000	29.00
Authorised capital as at 31.12.2018	19,109	816,623	23.40
Authorised capital as at 31.12.2019	19,109	816,623	23.40
Authorised capital as at 31.12.2020	0	0	0.00
Authorised capital as at 31.12.2021	1,360	400 000	3.40
Conditional capital as at 31.12.2017	941	32,446	29.00
Conditional capital as at 31.12.2018	759	32,446	23.40
Conditional capital as at 31.12.2019	759	32,446	23.40
Conditional capital as at 31.12.2020	0	0	0.00
Conditional capital as at 31.12.2021	0	0	0.00

In 2021, a distribution of CHF 10.00 per share was paid out in the form of a nominal value repayment. Further information on changes in capital can be found in Note 14 to the consolidated annual financial statements (see page 85).

## Corporate governance and compensation

### Corporate governance report

- › if, following the acquisition of the shares, the number of shares held by the transferee would exceed 5% of the total number of shares recorded in the Commercial Register. Legal entities and partnerships vested with legal capacity which are grouped together in terms of capital or voting rights, by joint management or in a similar way, as well as natural persons or legal entities and partnerships which act together in a coordinated manner with a view to circumventing the restrictions on registration, shall be deemed to constitute together one single transferee;
- › as soon as and insofar as the acquisition of shares would take the total number of shares held by persons abroad as defined by the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA) to over one-third of the shares recorded in the Commercial Register. This restriction shall apply subject to Article 653c paragraph 3 of the Swiss Code of Obligations, including in the case of registered shares acquired through the exercise of subscription, option or conversion rights.

The restriction on voting rights of Mobimo Holding AG pursuant to the Articles of Association for companies under joint management does not apply to investment funds under joint management within the meaning of Article 23 paragraph 3 of the Swiss Federal Act on Collective Investment Schemes (CISA).

In order to ensure compliance with the thresholds indicated, prior to being entered in the share register as full shareholders, new shareholders are scrutinised as regards their status as Swiss citizens pursuant to ANRA.

As at 31 December 2021, 13.4% (of which 11.5 percentage points have voting rights) of the registered shares were held by shareholders who are classified in the share register as persons abroad or unknown or restricted persons (entered but without voting rights) according to the above definition.

The Articles of Association do not contain any provisions pertaining to the registration of nominees. The Board of Directors has laid down the following nominee registration principles in the regulations governing the administration of the share register and the recognition and registration of shareholders of Mobimo Holding AG:

- › Where an agreement has been concluded between the company and the nominee setting out the latter's rights and obligations in detail, the nominee shall be entered in the share register as a shareholder with voting rights up to a maximum recognition threshold of 2% of the registered shares entered in the Commercial Register, with no requirement to disclose the name, head office/address and shareholding of those shareholders for whose account the nominee holds the shares.
- › Without disclosure of the name, head office/address and shareholding, the nominee may register no more than 0.25% of the share capital which is entered in the Commercial Register as shares with voting rights for one and the same purchaser.

- › Nominee registrations may in total not exceed 10% of the shares entered in the Commercial Register. Once this 10% threshold is reached, the company may not register any further nominees. The recognition thresholds set out above do not apply to the shareholdings of persons for whom the nominee discloses at least their name, address, place of residence/head office and shareholding. The general recognition requirements (5% clause and maximum proportion of non-Swiss shares without voting right restrictions) apply. As at the reporting date, nominee registrations accounted for 6.4% of registered shares (all with voting rights).

No registrations were rejected during the year under review. The funds of Credit Suisse Funds AG under joint management were entered with voting rights in the share register of Mobimo Holding AG during the reporting year, at its request and on the basis of Article 23 paragraph 3 CISA, as the individual funds do not hold more than 5% of the registered shares entered in the Commercial Register. The Articles of Association do not contain any provisions pertaining to the revocation of privileges under the Articles of Association (and none have been granted) or the revocation of restrictions on transferability. As a result, the provisions of the Swiss Code of Obligations apply.

#### Convertible bonds and options

As at 31 December 2021, Mobimo had no outstanding convertible bonds or options.

## Board of Directors

### Composition of the Board of Directors

The Board of Directors of Mobimo Holding AG takes the view that the ideal size for the Board of Directors is six to seven members. This allows for efficient consensus-building while also enabling an adequate division of responsibilities among the individual members, thus ensuring sufficient flexibility with regard to the composition of the committees. The skills that the governing bodies require are dictated by the company's purpose, strategic and operational areas of emphasis, geographical presence and stock exchange listing. The core competences of the members of the Board of Directors are detailed on the following pages. Mr Maye, who will be standing for election at the Annual General Meeting on 12 April 2022 (see page 26), would strengthen the company's competences in large-scale real estate projects, real estate digitalisation and sustainable construction.

### Members of the Board of Directors

The Board of Directors of Mobimo Holding AG consists of six members as at the reporting date. As mentioned above, the assessment of the independence of the members of the Board of Directors is based on the principles of the Swiss Code of Best Practice for Corporate Governance issued by economiesuisse (SCBP). All members of the Board of Directors are non-executive and none of them has ever been a member of the Executive Board of Mobimo Holding AG or a company within the Mobimo Group. No member of the Board of Directors or any company or organisation they represent has significant business relationships with Mobimo Holding AG or any company within the Mobimo Group. As such, there is no cross-membership of boards of directors.



### Peter Schaub (CH) Chairman

Attorney at law  
Born in: 1960

Peter Schaub has been a member of the Board of Directors of Mobimo Holding AG since 8 May 2008 and Chairman since 2 April 2019. He is a member of the Investment and Sustainability Committee.

### Professional background

Since 1994	Partner in the tax and law firm weber schaub & partner, Zurich
1990 – 1993	Tax commissioner, canton of Zurich
1987 – 1988	Legal advisor in law firm Schellenberg Wittmer, Zurich

### Education

1990	Licence to practise law in the canton of Zurich
1987	Law degree (lic. iur.), University of Zurich

### Other activities and interests

- › Chairman of the Board of Directors of CPH Chemie + Papier Holding AG, Perlen
- › Chairman of the Board of Directors of Scobag Privatbank AG, Basel
- › Chairman of the Foundation Board of the Swiss Foundation for the Deafblind (Schweizerische Stiftung für Taubblinde), Langnau am Albis
- › Chairman of the Board of Directors of Zindel Immo Holding AG, Chur
- › Vice Chairman of the Board of Directors of UBV Holding AG, Uetikon am See
- › Chairman of the CPH Group pension scheme, Root
- › Member of the Board of Directors of Ruegg Cheminée Holding AG, Hinwil

### Key competences

- › Tax and law, especially in relation to mergers and acquisitions
- › Management of boards of directors
- › Business management



**Daniel Crausaz (CH)**  
**Vice Chairman**

Engineer EPFL, MBA  
Born in: 1957

Daniel Crausaz has been a member of the Board of Directors of Mobimo Holding AG since 17 December 2009. He is a member of the Audit and Risk Committee and of the Nomination and Compensation Committee.

**Professional background**

Since 2003 Independent consultant and since 2016 owner of daniel crausaz conseils Sàrl, Lausanne  
1997 – 2003 Managing Director, Banque Cantonale Vaudoise (BCV), Lausanne  
1990 – 1997 BCV, Lausanne  
1985 – 1989 Engineer, Bonnard & Gardel Ingénieurs Conseils Lausanne SA, Lausanne  
1983 – 1985 Engineer, Felix Constructions SA, Bussigny

**Education**

1990 MBA, Faculty of Business and Economics at the University of Lausanne (HEC)  
1982 Engineer, Swiss Federal Institute of Technology Lausanne (EPFL)

**Other activities and interests**

- › Member of the Board of Directors of Zimal SA, Sion
- › Member of the Board of Directors of Vertiqal AG, Zug
- › Member of the Board of Directors of BG Bonnard & Gardel Holding SA, Lausanne
- › Delegate of the Board of Directors of Agrifert SA, Lausanne

**Key competences**

- › Risk management
- › Finance
- › Asset management



**Sabrina Contratto (CH)**  
**(since 30 March 2021)**

Certified architect ETH SIA/CAS Urban Management  
Born in: 1973

Sabrina Contratto was elected to the Board of Directors of Mobimo Holding AG on 30 March 2021. She is a member of the Investment and Sustainability Committee.

**Professional background**

Since 2018 Founder and Head of CONT-S GmbH, Opfikon  
2007 – 2017 Co-Founder/Partner/CEO and member of the Board of Directors of Baumschlager Eberle, Zurich, and member of the Board of Directors of be architects Holding AG, Lustenau  
2002 – 2007 Project manager for major national and international projects, Baumschlager Eberle, Vaduz  
2001 – 2002 Design assistant at the chair of Professor Dietmar Eberle, ETH Zurich  
1999 – 2002 Head of branch, BSS Architekten, Zurich

**Education**

2018 CAS Urban Management, University of Zurich  
2008 SIA-Form diploma in basics of the management of architectural practices and engineering offices  
1999 Certified Architect, ETH Zurich

**Other activities and interests**

- › Lecturer at the ArchitekturWerkstatt of the Eastern Switzerland University of Applied Sciences, St. Gallen
- › Member of the Board of Directors of Archipel Generalplanung AG, Berne
- › Member of the Board of Directors of ewp Holding AG, Illnau-Effretikon
- › Member of the Board of Directors of Eugen Schäfer AG, Dielsdorf
- › Member of the programme committee for the Master of Advanced Studies in Project Management for Construction Projects (MAS ETH GPB), ETH Zurich
- › Regular member of assessment boards for study commissions

**Key competences**

- › Urban planning
- › Architecture
- › Spatial planning



**Brian Fischer (CH)**

Attorney at law, Swiss-certified tax expert  
Born in: 1971

Brian Fischer has been a member of the Board of Directors of Mobimo Holding AG in an independent capacity since 8 May 2008. He is Chairman of the Investment and Sustainability Committee and member of the Nomination and Compensation Committee.

**Professional background**

Since 2001 Bank Vontobel AG, Zurich (various management functions, since 2021 Deputy Head Wealth Management)  
1997 – 2000 PricewaterhouseCoopers AG, Zurich

**Education**

2000 Swiss-certified tax expert, Zurich  
1996 Licence to practise law in the canton of Berne

**Other activities and interests**

- › Member of the Board of Directors of Trivarga AG, Zurich
- › Member of the Board of Directors of companies within the Vontobel Group

**Key competences**

- › Financing
- › Valuation
- › Capital market and mergers and acquisitions



**Bernadette Koch (CH)**

Swiss-certified public accountant  
Born in: 1968

Bernadette Koch has been a member of the Board of Directors of Mobimo Holding AG since 2 April 2019. She is Chair of the Nomination and Compensation Committee and a member of the Audit and Risk Committee.

**Professional background**

1993 – 2018 Activity as auditor (from 2008 as partner), member of the Management Committee of Assurance Switzerland and Head of the Public Sector market area, Ernst & Young AG, Berne/Zurich

**Education**

1997 Swiss-certified public accountant  
1993 Business administration degree (Business Economist HWV)

**Other activities and interests**

- › Member of the Board of Directors of Swiss Post AG, Berne
- › Member of the Board of Directors of PostFinance AG, Berne
- › Member of the Board of Directors of Geberit AG, Rapperswil-Jona
- › Member of the Board of Directors of Energie Oberkirch AG, Oberkirch
- › Member of the Professional Ethics Committee of EXPERTsuisse, Zurich

**Key competences**

- › Audit
- › Financial reporting
- › Talent management





**Dr. Martha Scheiber (CH)**

PhD in economics, University of St. Gallen (Dr. oec. HSG), MSc in natural sciences, Swiss Federal Institute of Technology Zurich (dipl. Natw. ETH)

Born in: 1965

Martha Scheiber was elected to the Board of Directors of Mobimo Holding AG on 31 March 2020. She is Chair of the Audit and Risk Committee.

**Professional background**

- 2010 – 2019 Head of Asset Management (member of the Executive Board), Pax Versicherung, Basel (Chair of the Board of Directors and CEO, Pax Verwaltungen AG from 2015 to 2019 and Chair of the Board of Directors of Pax Anlage AG from 2015 until the sale of the majority interest)
- 2006 – 2009 Key Account Manager for institutional key clients, Credit Suisse AG, Zurich
- 2001 – 2006 Investment consultant for institutional clients and business consultant, UBS Group AG, Zurich
- 2000 – 2001 Portfolio manager, Bank Leu AG, Zurich
- 1998 – 2000 Research assistant in risk management, Swiss National Bank, Zurich
- 1994 – 1998 Teaching assistant in mathematics, University of St. Gallen (HSG)
- 1991 – 1992 Environmental physicist, Suisselectra Ingenieurunternehmung AG, Basel

**Education**

- 1997 PhD in economics, University of St. Gallen (Dr. oec. HSG)
- 1995 MSc in economics, University of St. Gallen (dipl. oec. HSG)
- 1990 MSc in natural sciences, Swiss Federal Institute of Technology Zurich (dipl. natw. ETH)

**Other activities and interests**

- › Member of the Board of Directors of Luzerner Kantonalbank, Lucerne
- › Member of the Board of Directors of Schweizerische Gesellschaft für Hotelkredit SGH, Zurich
- › Member of the Foundation Board of Sympany Krankenversicherung and member of the Board of Directors of its subsidiaries, Basel
- › Member of the Foundation Board of the pension fund for the city of Lucerne, Lucerne
- › Member of the Investment Committee of the Decommissioning Fund for Nuclear Facilities and the Waste Disposal Fund for Nuclear Power Plants (STENFO), Berne

**Key competences**

- › Real estate
- › Risk management
- › Finance and asset management

### Members departing in the year under review

Bernard Guillelmon did not stand for re-election to the Board of Directors at the Annual General Meeting on 30 March 2021.



#### **Bernard Guillelmon (CH/F)** **(until 30 March 2021)**

Engineer EPFL, Masters in Energy, MBA  
Born in: 1966

Bernard Guillelmon was a member of the Board of Directors of Mobimo Holding AG from 17 December 2009 until 30 March 2021. He was Chairman of the Nomination and Compensation Committee.

#### **Professional background**

2008 – 2020	CEO, BLS AG, Berne
2001 – 2008	Key positions (Energy, Infrastructure, Business Management), SBB, Berne
1999 – 2000	Independent consultant, Les Giettes
1990 – 1998	Engineer, Department Head, BKW AG, Berne

#### **Education**

2021	Certificate in Company Direction, IoD London
1999	MBA, INSEAD, Fontainebleau
1992	Masters in Energy, Lausanne
1990	Engineer, Swiss Federal Institute of Technology Lausanne (EPFL)

#### **Other activities and interests**

- › Vice Chairman of the Board of Directors of JJM Holding, Lausanne
- › Member of the Supervisory Board of Ermewa Holding, Paris

#### **Key competences**

- › Employee development
- › Remuneration
- › Leadership

### Upcoming changes on the Board of Directors

The Board of Directors will propose Stéphane Maye as a member of the Board of Directors to the company's shareholders at the Annual General Meeting on 12 April 2022. Born in 1967 in French-speaking Switzerland, he trained as a civil engineer at the ETH Zurich and holds an Executive MBA from the University of St. Gallen (HSG). Mr Maye has been a partner of pom+ Consulting, a consultancy firm specialising in real estate, since 2009. He has a long track record in planning and managing large-scale real estate projects, in corporate management and in matters relating to real estate digitalisation and sustainable construction. If elected, it is intended that Mr Maye will replace Daniel Crausaz on the Nomination and Compensation Committee.

### Honorary Chairmen

Dr. Alfred Meili is the Honorary Chairman of Mobimo Holding AG. He was the driving force behind the creation of the Mobimo Group and was Chairman of the Board of Directors until 2008. Laurent Rivier is the Honorary Chairman of LO Holding Lausanne-Ouchy SA, having previously served as Chairman of the Board of Directors from 2000 to 2009.

Dr. Alfred Meili and Laurent Rivier were appointed Honorary Chairmen in recognition of their services to their respective companies. This office confers neither the right to sit on the Board of Directors, nor any other rights and obligations of a member of the Board of Directors, nor any entitlement to directors' compensation or other compensation.

### Other activities and interests

Mobimo Holding AG has concluded an agreement with each member of the Board of Directors and Executive Board in order to avoid conflicts of interest (Agreement on the avoidance of potential conflicts of interest and anti-corruption measures). In these agreements, the members of the Board of Directors and Executive Board undertake:

- › not to take up any office with any other company without the approval of the Board of Directors of Mobimo Holding AG. In making its decision, the Board of Directors will primarily consider conflicts of interest with Mobimo, reputational risks for Mobimo and the time commitment of the relevant member of the Board of Directors.
- › to keep the company informed about any offers to acquire land or properties and to grant the company a prior claim, provided such offers do not relate to properties with a combined value of less than CHF 10 million and were not made to the member of the Board of Directors explicitly in their capacity as an office-holder of another mandate approved by the Mobimo Board of Directors.
- › not to accept any additional compensation such as arrangement commissions.
- › to report all transactions involving investments in real estate companies. Only investments with a value of no more than CHF 5 million and investments in real estate companies with no properties in Switzerland are exempt from this reporting obligation.

### Number of authorised activities in accordance with Article 12 paragraph 1 item 1 OaEC

The members of the Board of Directors may exercise the following additional activities in senior executive or administrative bodies of legal entities that are required to be entered in the Commercial Register or a corresponding foreign register and are neither controlled by the company nor in control of the company:

- › up to three mandates for companies (in Switzerland or abroad) that meet the conditions for a public limited company in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations, and
- › up to 15 mandates for companies that are not considered public limited companies in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations.

There are no restrictions on mandates for legal entities that are not required to be entered in the Commercial Register or a corresponding foreign register, or on honorary directorships at organisations recognised for tax purposes as not-for-profit.

Besides those listed above, the members of the Board of Directors of Mobimo Holding AG do not occupy any further positions in the management and supervisory bodies of major Swiss and foreign entities or in institutions and foundations under public or private law, and also do not carry out any further long-term management or advisory functions for key Swiss or foreign interest groups. They also do not perform any other official functions or hold any other political offices. No member of the Board of Directors exceeds the number of authorised external mandates.

### Election and term of office

The Board of Directors of Mobimo Holding AG consists of at least three members and is elected for a period of one year at the General Meeting. The term of office of the members ends at the end of the next Annual General Meeting. The members of the Board of Directors may be immediately re-elected upon expiry of their term of office. The General Meeting elects the Chair and all members of the Board of Directors, the Chair of the Nomination and Compensation Committee and its members. Re-election is permitted. The term of office of the Chair ends at the end of the next Annual General Meeting. If the office of Chair becomes vacant, the Board of Directors appoints a Chair for the remaining term of office.

As required by the organisation regulations, the members of the Board of Directors retire, at the latest, at the Annual General Meeting held in the year in which they turn 70. Given the long-term focus of the industry, particularly in the case of development projects, it is valuable for the company if members serve on the Board of Directors for several years.

### Internal organisation

In 2021, the Annual General Meeting re-elected Peter Schaub as Chairman of the Board of Directors. The Board of Directors again appointed Daniel Crausaz as Vice Chairman of the Board of Directors.

The Board of Directors is quorate if the majority of its members are present and passes resolutions by a majority of the votes cast. Both face-to-face meetings and telephone/video conferences are recognised.

In general, three meetings of the Board of Directors are held in the first quarter of each year, two in the third quarter, and three in the fourth quarter. The CEO, CFO and the other members of the Executive Board occasionally take part in the meetings of the Board of Directors, although the Board of Directors usually meets first without these persons present. The Chairman decides whether employees, third parties or external advisors are to be included in the meeting in order to deal with specific issues.

In addition to a one-and-a-half-day strategy conference and an innovation day, seven meetings lasting several hours took place during the reporting period. All members were present at every meeting. The total meeting time during 2021 was five days.

### Chairman and Vice Chairman

The Chairman of the Board of Directors has responsibilities as required by law and also by the organisation regulations. These include convening, organising and chairing the Annual General Meeting and Board meetings, preparing and monitoring the resolutions of the Board of Directors, coordinating and disseminating information within the Board of Directors, and representative duties. The office of Chairman of the Board of Directors of Mobimo Holding AG is a part-time role.

In particular, the Chairman of the Board is the direct superior of the CEO. To fulfil these responsibilities, he takes part in regular meetings and frequent telephone conversations.

The Board of Directors appoints one of its members to serve as Vice Chairman for a term of one year. The duties of the Vice Chairman of the Board of Directors are defined in the organisation regulations and include in particular performing the duties of the Chairman of the Board of Directors if he is incapacitated or recuses himself. The office of Vice Chairman of the Board of Directors of Mobimo Holding AG is a part-time role.

### Self-evaluation by the Board of Directors

The Board of Directors regularly conducts a self-evaluation exercise, most recently in 2021. The evaluation process focused on criteria such as an effective cooperation and discussion culture, the composition of the Board and the diversity of the members' skills.

### Committees

In accordance with the Articles of Association and the organisation regulations, the Board of Directors has three committees: the Investment and Sustainability Committee (ISC), the Audit and Risk Committee (AC) and the Nomination and Compensation Committee (NCC). The committees of the Board of Directors comprise one chair and at least two further members. The members of the Investment and Sustainability Committee and the Audit and Risk Committee are appointed by the Board of Directors, while the members of the Nomination and Compensation Committee are appointed by the Annual General Meeting.

As at 31 December 2021, the committees were structured as follows:

Board of Directors		
Chairman: Peter Schaub Vice Chairman: Daniel Crausaz		
Sabrina Contratto, Brian Fischer, Bernadette Koch, Martha Scheiber		
Investment and Sustainability Committee (ISC)	Audit and Risk Committee (AC)	Nomination and Compensation Committee (NCC)
Brian Fischer (Chairman) Sabrina Contratto Peter Schaub	Martha Scheiber (Chair) Daniel Crausaz Bernadette Koch	Bernadette Koch (Chair) Daniel Crausaz <sup>1</sup> Brian Fischer

<sup>1</sup> The intention is that, if elected, Stéphane Maye will replace Daniel Crausaz as member of the Nomination and Compensation Committee.

Other members of the Board of Directors, the CEO and/or other members of the Executive Board, and other individuals may participate in meetings alongside the elected committee members upon invitation by the committee chair.

The committees generally update the Board of Directors on their activities during the regular meetings of the Board of Directors. A report of each committee meeting is produced, and a copy is made available to all members of the Board of Directors.

### Investment and Sustainability Committee

The “Investment and Sustainability Committee regulations of Mobimo Holding AG”, which form an integral part of the organisation regulations, govern the composition, organisation, duties and powers of this committee. The Investment and Sustainability Committee supports the Board of Directors in its ultimate supervisory and management role by carrying out the necessary preparatory work, audits and clarification in the following five areas:

- › purchase and divestment,
- › development and trading properties,
- › investment portfolio (management and marketing),
- › evaluation of the external appraiser’s annual real estate valuations,
- › sustainability strategy.

With the Investment and Sustainability Committee, the Board of Directors ensures that the strategic investment and divestment targets it sets each year are implemented successfully. The Investment and Sustainability Committee aims to provide the Board of Directors with real estate expertise that is as comprehensive as possible.

The Investment and Sustainability Committee fulfils five particular functions:

- › deciding on property purchases and divestments for property transactions between CHF 10 million and CHF 30 million,
- › submitting requests to the Board of Directors for property transactions which have a volume of over CHF 30 million and therefore lie within its competence,
- › supervising investment and development business and the property appraisals to be carried out periodically by external experts,
- › monitoring the portfolio strategy and portfolio management,
- › reviewing the sustainability strategy and its implementation.

The competences of the Board of Directors, Investment and Sustainability Committee and Executive Board with respect to the purchase and sale of properties are summarised in the competence regulation on page 30.

The Investment and Sustainability Committee meets when convened by the Chair, as often as business requires, but generally every six weeks. The Executive Board normally participates in these meetings upon invitation, and its members inform the members of the Investment and Sustainability Committee about their respective business areas. Twice a year, the Investment and Sustainability Committee discusses with the Executive Board the information prepared by the Board on the development, trading and investment portfolio, assesses whether the strategy is being complied with, and reviews progress in the relevant area. In addition, the Investment and Sustainability Committee regularly reviews the sustainability strategy on behalf of the Board of Directors, monitors its implementation, and reviews and approves the sustainability report.

A total of eight meetings were held in 2021. The meetings lasted an average of two hours. There were also inspections throughout Switzerland. All members of the Investment and Sustainability Committee were in attendance at all meetings.

### Audit and Risk Committee

The “Audit and Risk Committee regulations of Mobimo Holding AG”, which form an integral part of the organisation regulations, govern the composition, organisation, duties and powers of this committee. The Audit and Risk Committee supports the Board of Directors in its ultimate supervisory and management role by carrying out the necessary preparatory work, audits and clarification in the following five areas:

- › budgeting, financial management, preparation of financial statements, external audit and valuation of properties by the independent valuation experts,
- › risk management and internal control system (ICS), including adherence to legislation, directives and internal guidelines (compliance),
- › financing/liquidity management,
- › taxes,
- › acquisition of companies.

The Audit and Risk Committee supports the Board of Directors by preparing and monitoring its decisions in these areas, and by assessing the effectiveness of the external audit and cooperation with the external property appraiser.

The Audit Committee fulfils the following particular functions:

- › assessing financial and accounting structures and processes,
- › assessing the annual audit plan and the scope of the audit, and the performance, remuneration and independence of the auditor (information on the auditor can be found on page 36 of this report),
- › assessing the design and operational implementation of risk management, including the internal control system (ICS),
- › assessing and reviewing liquidity management and the financing strategy,
- › assessing and reviewing the tax strategy,
- › assessing due diligence documentation and transaction agreements in the acquisition of companies that fall within the remit of the Board of Directors.

The Audit and Risk Committee meets when convened by the Chair, as often as business requires, but at least for two ordinary meetings each year in connection with the half-year results and the annual results. The CEO and CFO generally attend the meetings of the Audit and Risk Committee in an advisory capacity upon invitation by the Chairwoman.

A total of nine meetings were held in 2021. The meetings lasted an average of two and half hours. Daniel Crausaz was unable to attend one meeting; otherwise all members of the committee were in attendance at all meetings. Representatives of the auditor attend when discussions of the annual and half-year results are on the agenda.

### Nomination and Compensation Committee

The “Nomination and Compensation Committee regulations of Mobimo Holding AG”, which form an integral part of the organisation regulations, govern the composition, organisation, duties and powers of this committee. The Nomination and Compensation Committee supports the Board of Directors in its ultimate supervisory and management role in the areas of compensation, HR policy (including succession planning), and training and development for the Board of Directors and Executive Board. With the Nomination and Compensation Committee, the Board of Directors aims to:

- › ensure the optimal composition of the Board of Directors and Executive Board,
- › ensure the compensation of the Board of Directors and Executive Board is in line with the market and appropriate,
- › ensure the members of the Board of Directors and Executive Board receive useful training and development,
- › comply with the requirements of the Ordinance Against Excessive Compensation in Listed Companies (OaEC).

The Nomination and Compensation Committee is a preparatory committee for the Board of Directors and has no decision-making powers.

The Nomination and Compensation Committee fulfils the following particular functions:

- › reviewing the compatibility of the HR policy and strategic development of the Mobimo Group, including compliance with the Ordinance Against Excessive Compensation in Listed Companies,
- › appraising the CEO, in cooperation with the Chairman of the Board of Directors,
- › submitting a proposal to the Board of Directors for the variable compensation paid to members of the Executive Board,
- › preparing/reviewing the annual compensation report,
- › planning replacement/succession in the Board of Directors and Executive Board in good time, and drafting proposals for submission to the Board of Directors,
- › submitting proposals to the Board of Directors for the awarding of mandates by the company or its subsidiaries to members of the Board of Directors or the Executive Board, other employees of the Group companies, and related legal entities and natural persons,
- › reviewing the recommendation on the annual wage policy and social security contributions drawn up by the Executive Board and submitting a recommendation to the Board of Directors.

The Nomination and Compensation Committee meets when convened by the Chair, as often as business requires, but at least for two ordinary meetings each year. These meetings usually take place in the first and last quarters of the year.

A total of six meetings were held in 2021. The meetings lasted an average of two hours. All members of the committee were in attendance at all meetings.

### Competence regulation

The Board of Directors is responsible for managing the company and the Mobimo Group and for supervising the Executive Board. The Board of Directors has the right of initiative, supervision and final decision-making in respect of the Group companies, to the extent permitted by law. The Board of Directors represents the company and the Mobimo Group externally and makes decisions on all matters that do not fall within the remit of another body within the company by law or pursuant to the Articles of Association or other regulations.

The management of conflicts of interest is defined in an agreement that aims to govern potential conflicts of interest between Mobimo and a member of the Board of Directors in such a way that Mobimo’s interests are fully upheld and any negative consequences can be avoided.

In addition to its non-transferable duties in accordance with Article 716a of the Swiss Code of Obligations, the Board of Directors has the following particular duties and competences within the scope of managing the Mobimo Group:

- › establishing the strategy/Group policy and the principles of its implementation and, following on from this, establishing the business policy of the Group companies,
- › making fundamental decisions with regard to appointing and dismissing members of the Board of Directors and the Executive Board of companies in the Mobimo Group, the auditors of Group companies, individuals authorised to represent the company, and the external property appraiser,
- › defining the accounting principles, including the consolidation of all financial statements,
- › defining and monitoring the financial and investment budgets of the Mobimo Group and the Group companies,
- › passing resolutions on founding, acquiring and disposing of Group and affiliated companies,
- › defining the corporate identity,
- › approving participation and option plans,
- › defining and implementing the sustainability strategy,
- › overseeing the measures that need to be undertaken with regard to the stock exchange listing.

In accordance with the delegation norm of Article 20 of the Articles of Association and to the extent permitted by law and the Articles of Association, the Board of Directors has transferred the entire operational management of the company and the Group companies to the Executive Board under the direction of the CEO for the purposes of joint management. The Executive Board implements the Group and business policies in line with the guidelines set by the Board of Directors.

The Executive Board has the following main duties and competences:

- › assuming operational management of the company, the Mobimo Group and the Group companies in accordance with corporate policy and strategy, medium-term planning and

annual budgets, and executing the resolutions of the Board of Directors,

- › preparing the annual budget,
- › defining and making decisions on all regulations and specifications necessary for management of the business, provided these do not fall within the remit of the Board of Directors.

The competences of the Board of Directors, Investment and Sustainability Committee and Executive Board for the purchase and sale of properties by the company or a Group company are defined as follows at Mobimo Holding AG:

- › The Board of Directors has delegated operational decisions on property transactions up to an investment volume of CHF 10 million to the Executive Board.
- › The Investment and Sustainability Committee is responsible for decisions on real estate transactions with a value of between CHF 10 million and CHF 30 million.
- › The Board of Directors is responsible for real estate transactions with a total value of over CHF 30 million.

### Information and control instruments with regard to the Executive Board

The Chairman of the Board of Directors holds regular coordination and information meetings with the CEO. Further details on cooperation with the committees can be found in the "Internal organisation" section on page 27 of this report.

The Board of Directors and its committees have the following information and control instruments:

- › The Board of Directors receives a monthly report containing the current income statement with analysis of deviations from the budget, the budget, the forecast and selected key figures from the operating areas.
- › In addition, the Board of Directors receives quarterly commentaries on individual projects and the segment statement without balance sheet figures.
- › The Audit and Risk Committee is informed about the current position and effectiveness of the internal control system and of risk management and risk assessment on an annual basis. The Audit and Risk Committee then updates the Board of Directors.
- › In preparation for the budgeting process, the annually revised multi-year plan is presented and discussed in the Audit and Risk Committee and in the Board of Directors.
- › In addition, the individual operating areas present their progress report several times a year to the Investment and Sustainability Committee or the Board of Directors.

### Risk management

The Board of Directors bears overall responsibility for risk management. The Executive Board is responsible for implementing risk management, including awareness-raising among employees, monitoring risks in each area of responsibility and reporting to the Risk Committee, which is made up of the Executive Board and a controlling specialist. During the first half of the year, the Risk Committee collates the risks that are relevant for the Mobimo Group and evaluates these in light of the risk management measures. The risks are then studied again in the second half of the year, in the risk review. The Risk Committee reports the findings to the Audit and Risk Committee, which in turn communicates them to the Board of Directors. An institutionalised internal audit is not appropriate, due to the size of the company. Mandates are placed externally where necessary. The auditor discusses the audit findings with the Audit and Risk Committee and the CFO, but for reasons of independence establishes these findings itself.

## Executive Board

### Members of the Executive Board

The Executive Board comprises the CEO, the CFO and the heads of the Development, Realisation, Property Management and Portfolio and Transactions business areas.

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#### Executive Board as at 31 December 2021

CEO Daniel Ducrey				
<b>CFO</b> Stefan Hilber	<b>Head of Development</b> Marco Tondel	<b>Head of Realisation</b> Vinzenz Manser	<b>Head of Property Management</b> Christoph Egli	<b>Head of Portfolio and Transactions</b> Gerhard Demmelmair





**Daniel Ducrey (CH)**  
**CEO**

Architect FH  
Born in: 1964

Daniel Ducrey has been CEO of the Mobimo Group since 3 April 2019. As well as serving as CEO, he directly heads up the Corporate Center.

**Chairman of Boards of Directors within the Mobimo Group**

Mobimo AG, Mobimo Management AG, O4Real SA, Petit Mont-Riond SA, LO Holding Lausanne-Ouchy SA, LO Immeubles SA, Promisa SA, CC Management SA, Mobimo Zürich Nord AG, Immobiliengesellschaft Fadmatt AG, Projektkontor AG, Mobimo FM Service AG, ERNI Real Estate AG, ERNI Liegenschaften AG, Parking du Centre-Flon SA, Flonplex SA

**Professional background**

Since 2019 CEO, Mobimo, Küsnacht  
 2015 – 2018 CEO, Steiner Group, Zurich  
 2012 – 2015 CEO, Steiner India Ltd., Mumbai  
 2009 – 2012 Business Unit Head, Steiner Group, Western Switzerland region, Lausanne (member of the Executive Board from 2009)  
 1999 – 2009 Head Refurbishment and Renovation, Losinger Construction AG, Berne (member of the Executive Board from 2008)  
 1992 – 1999 Architect and construction manager, SAPCO AG, Givisiez  
 1987 – 1988 Draughtsman, Grobéty, Andrey, Sottas architectural practice Fribourg  
 1986 – 1987 Draughtsman, Claude Biemann architectural practice, Marly

**Education**

2004 Postgraduate studies in business administration and management, Bern University of Applied Sciences  
 1992 Certified architect, Bern University of Applied Sciences, Biel/Bienne  
 1983 Training as a structural draughtsman, Fribourg



**Stefan Hilber (CH)**  
**CFO**

Economics and business administration degree (lic. oec. publ.), University of Zurich, Swiss-certified public accountant  
Born in: 1981

Stefan Hilber joined Mobimo on 1 November 2020. He is the Group's CFO.

**Member of Boards of Directors within the Mobimo Group**

Mobimo AG, Mobimo Management AG, LO Holding Lausanne-Ouchy SA, LO Immeubles SA, O4Real SA, Promisa SA, CC Management SA, Mobimo Zürich Nord AG, Petit Mont-Riond SA, Immobiliengesellschaft Fadmatt AG, Projektkontor AG, Mobimo FM Service AG, ERNI Real Estate AG, ERNI Liegenschaften AG

**Professional background**

Since 2020 CFO, Mobimo, Küsnacht  
 2015 – 2020 CFO and member of the Executive Board, Warteck Invest AG, Basel  
 2013 – 2015 Head of Finance and HR Administration, Warteck Invest AG, Basel  
 2010 – 2013 Senior financial advisor for investment management, Peach Property Group AG, Zurich  
 2005 – 2010 Various positions in financial services audit, KPMG AG, Zurich

**Education**

2009 Swiss-certified public accountant  
 2006 Economics degree (lic. oec. publ.), University of Zurich



**Gerhard Demmelair (CH)**  
**Head of Portfolio and Transactions**

Master of science/civil engineering degree (dipl. Bau-Ing), ETH  
Born in: 1971

Gerhard Demmelair joined Mobimo on 1 December 2020. He is responsible for the Portfolio and Transactions business area, and therefore oversees active portfolio management, transactions, property marketing and strategic facility management.

**Professional background**

Since 2020 Head of Portfolio and Transactions, Mobimo, Küsnacht  
2010 – 2020 Member of Real Estate Switzerland divisional management, Executive Director, Head of Real Estate Portfolio Management, Swiss Life Asset Management AG, Zurich  
2003 – 2010 Head of Real Estate Portfolio Management, member of Executive Management, Schweizerische National-Versicherungs-Gesellschaft AG (Nationale Suisse), Basel  
1998 – 2002 Consultant, project manager, pom+ Consulting AG, Zurich

**Education**

1998 Master of science/civil engineering degree (dipl. Bau-Ing), ETH



**Christoph Egli (CH)**  
**Head of Property Management**

Swiss-certified real estate trustee  
Born in: 1973

Christoph Egli joined Mobimo on 1 November 2007. Since 1 August 2019, he has been a member of the Executive Board with responsibility for managing the company's real estate portfolio, site management and the activities of Mobimo FM Service AG.

**Member of Boards of Directors within the Mobimo Group**

Mobimo Management AG, Mobimo AG, Immobiliengesellschaft Fadmatt AG, Promisa SA, LO Holding Lausanne-Ouchy SA, LO immeubles SA, O4Real SA, Petit Mont-Riond SA, CC Management SA, Mobimo FM Service AG

**Professional background**

Since 2019 Head of Property Management (as a member of the Executive Board), Mobimo, Küsnacht  
2010 – 2019 Head of Controlling, Mobimo, Küsnacht  
2007 – 2010 Head of Property Management team/property manager, Mobimo, Küsnacht  
2005 – 2007 Property manager with management role, homeowners' association, Winterthur and surrounding area  
1997 – 2005 Property manager, various positions, Winterthur Insurance/Wincasa, Winterthur and Zurich  
1990 – 1997 Notary's secretary, notary services, land registry and bankruptcy office, Andelfingen

**Education**

2018 Swiss-certified organisational management expert  
2017 Swiss-certified business organisation specialist  
2010 Swiss-certified real estate trustee  
2007 Swiss-certified real estate agent  
2000 Swiss-certified real estate manager  
1993 Commercial apprenticeship



**Vinzenz Manser (CH)**  
**Head of Realisation**

Certified architect HTL; MAS in Real Estate Management HWZ  
Born in: 1967

Vinzenz Manser joined Mobimo on 1 March 2002 and has been Head of Realisation since 1 June 2008. He has been a member of the Executive Board since 1 January 2018.

**Professional background**

Since 2018 Head of Realisation (as a member of the Executive Board), Mobimo, Küsnacht  
2008 – 2017 Head of Project Management/Realisation, Mobimo, Küsnacht  
2002 – 2008 Project manager, Mobimo, Küsnacht  
1999 – 2002 Overall project head, Mobag AG, Zurich  
1994 – 1999 Construction manager, project lead, overall project head, Caretta und Weidmann AG, Zurich  
1993 – 1994 Planning manager and construction manager, Conarenco AG, Zurich  
1990 – 1992 Construction manager and construction cost controller, Emch und Berger Zürich AG, Zurich

**Education**

2008 Master of Advanced Studies in Real Estate Management HWZ, Zurich  
1997 Certified architect HTL, Zurich  
1990 Training as a civil engineering draughtsman, St. Gallen  
1987 Training as a bricklayer, St. Gallen



**Marco Tondel (CH)**  
**Head of Development**

Certified architect ETH, Executive MBA ZHAW  
Born in: 1974

Marco Tondel joined Mobimo on 1 January 2012 and began working as Head of Development for Third Parties on 1 July 2014. He has been a member of the Executive Board since 1 January 2018 and heads up Mobimo's development activities.

**Member of Boards of Directors within the Mobimo Group**

Projektkontor AG, Mobimo Zürich Nord AG, ERNI Real Estate AG, ERNI Liegenschaften AG

**Professional background**

Since 2018 Head of Development (as a member of the Executive Board), Mobimo, Küsnacht  
2014 – 2017 Head of Development for Third Parties, Mobimo, Küsnacht  
2012 – 2014 Project manager, Development for Third Parties, Mobimo, Küsnacht  
2005 – 2011 Vice Director for Project Development for the Allreal portfolio and for third parties  
2002 – 2005 Project manager, Project Development and Design, BSS Architekten, Schwyz/Zurich  
2000 – 2002 Project manager, Design and Implementation, Alioth Langlotz Stalder Buol architectural practice, Zurich

**Education**

2008 Degree in Real Estate Investment Banking, European Business School, Wiesbaden  
2005 Executive MBA, Zurich University of Applied Sciences, Winterthur  
2000 Certified architect, Swiss Federal Institute of Technology Zurich (ETH)

### Other activities and interests

The members of the Executive Board perform no long-term management or advisory functions for key Swiss or foreign interest groups, nor do they perform any official functions or hold any political offices.

In accordance with Article 12 paragraph 1 item 1 OaEC, the members of the Executive Board may exercise the following additional activities in senior executive or administrative bodies of legal entities that are required to be entered in the Commercial Register or a corresponding foreign register and are neither controlled by the company nor in control of the company:

- › up to one mandate for companies (in Switzerland or abroad) that meet the conditions for a public limited company in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations; and
- › up to five mandates for companies that are not considered public limited companies in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations.

There are no restrictions on mandates for legal entities that are not required to be entered in the Commercial Register or a corresponding foreign register, or on honorary directorships at organisations recognised for tax purposes as not-for-profit. However, the prior approval of the Board of Directors is required for such mandates and appointments. No member of the Executive Board exceeds the authorised number of mandates.

### Management agreements

No management agreements have been concluded with third parties. There are service agreements between the Group companies and Mobimo Management AG and between the Group companies and Mobimo FM Service AG.

### Compensation and profit-sharing

All information on the compensation of Mobimo's Board of Directors and Executive Board is provided in the separate compensation report from page 38 of this Annual Report.

### Shareholders' rights of participation

The information below relates to the relevant provisions of Mobimo Holding AG's Articles of Association concerning shareholders' rights of participation.

#### Restrictions on voting rights and proxies

Only those persons entered in the share register are entitled to exercise their voting rights at General Meetings.

The Board of Directors may refuse to approve the transfer of registered shares, insofar as recognising a transferee as a shareholder may, according to the information available to it, hinder the company from providing proof of Swiss control as stipulated under federal law (in particular the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents, ANRA).

The Board of Directors did not reject any entries in the share register in the year under review where shareholders provided the information required for entry (see page 19).

In accordance with Article 12 of the Articles of Association, any shareholder may be represented at the General Meeting by their legal representative, by a third party who has been granted written authorisation (who is not required to be a shareholder), or by the independent proxy. The Board of Directors specifies the process and conditions for issuing authorisations and instructions to the independent proxy. Shareholders may issue general instructions both for proposals relating to agenda items set out in the invitation to the General Meeting and for undisclosed or new proposals. In particular, general instructions to vote in favour of the Board of Directors on proposals that are set out in the invitation or have not yet been disclosed are considered to be valid instructions on the exercise of voting rights. As an alternative to postal delivery, shareholders have the option to receive their documents for the General Meeting or issue proxies and instructions to the independent proxy electronically via the Sherpany online shareholder platform.

The independent proxy is elected by the General Meeting. Natural persons and legal entities or partnerships are eligible for election. The term of office of the independent proxy ends at the end of the next Annual General Meeting. Re-election is permitted. If Mobimo does not have an independent proxy or if the independent proxy is withdrawn due to a lack of independence or for any other reason, an independent proxy is appointed by the Board of Directors for the next or current General Meeting. Authorisations and instructions that have already been issued will remain valid for the new independent proxy, unless shareholders explicitly issue other authorisations or instructions.

#### Quorum prescribed by the Articles of Association

There is no quorum prescribed by the Articles of Association that goes beyond the statutory provisions on passing resolutions (Articles 703 and 704 of the Swiss Code of Obligations).

#### Convocation of General Meetings

The convocation of General Meetings, the form of convocation and the right of shareholders to convene a General Meeting are governed by Articles 9 and 10 of the Articles of Association.

The Annual General Meeting is convened by the Board of Directors or, if necessary, by the external auditor and is held once a year within six months of the end of the financial year. The Board of Directors may convene Extraordinary General Meetings at any time. Extraordinary General Meetings are to be convened by the Board of Directors on the basis of a resolution of the General Meeting, at the request of the auditor or if one or more shareholders who together represent at least 5% of the share capital request one in writing and submit the items for the agenda.

The liquidators also have the right to convene a General Meeting. The invitation to the General Meeting is issued at least 20 days prior to the date of the meeting via publication of a single notice in the Swiss Official Gazette of Commerce. Personal invitations are also sent to the shareholders entered in the share register giving the same notice. The invitation must set out all the items on the agenda together with the proposals of the Board of Directors and any shareholders who have requested that a General Meeting be convened. The annual report and auditor's report must be made available for inspection by shareholders at the company's registered office no later than 20 days prior to the Annual General Meeting. The availability of these reports and the right of shareholders to request that copies be sent to them must be indicated in the notice of convocation of the Annual General Meeting.

### Agenda

The shareholders' right to add items to the agenda is governed by Article 9 of the Articles of Association. Shareholders representing at least 0.5% of the share capital may request that an item be included on the agenda. Requests to add items to the agenda must be submitted in writing at least 45 days prior to the General Meeting.

### Entries in the share register

Under Article 6 of the Articles of Association, anyone entered in the share register is recognised as a shareholder or usufructuary. Entry is conditional on the provision of evidence that the transfer meets the formal requirements and is subject to the approval of the Board of Directors. The Board of Directors has transferred this approval authority to the Audit and Risk Committee. The Audit and Risk Committee has subsequently delegated all decisions that have no impact on stock exchange reporting thresholds or that concern members of the Board of Directors or Executive Board to the CFO. The share register can be closed during a period ranging from a maximum of 20 days before the General Meeting up to the day after the General Meeting. Prior to the Annual General Meeting held in Lucerne on 12 April 2022, the share register will be closed for entries from 6 April 2022 until 13 April 2022.

### Compensation report

The Board of Directors has decided to provide the shareholders with a compensation report each year and hold an annual consultative vote on it irrespective of whether or not there have been significant changes compared with the previous year. The compensation report can be found on pages 38 to 44 of this Annual Report.

## Change of control and defensive measures

### Obligation to make an offer

In view of the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA), the company has chosen not to make use of the opportunity to include an opting-out or opting-up clause in its Articles of Association. The legal provisions under Article 135 of the Swiss Federal Act on Stock Exchanges and Securities Trading (SESTA) governing the obligation to make a purchase offer therefore apply. Anyone who acquires shares directly, indirectly or by mutual agreement with third parties, with the result that their total holding, including the securities they already own, exceeds the threshold of 33% of the voting rights of a listed company, whether exercisable or not, must make an offer to acquire all listed shares of said company.

### Change of control clauses

There are no change of control clauses.

## Auditor

### Duration of mandate and term of office of lead auditor

Ernst & Young AG, Lucerne, has been the statutory auditor of Mobimo Holding AG since 2020. The statutory auditor is appointed annually by the Annual General Meeting. Rico Fehr has been lead auditor since the outset. His maximum term of office is seven years. The frequency of rotation is in line with statutory rules.

### Audit fee and additional fees

The fees charged by Ernst & Young AG for auditing the 2021 financial year were CHF 0.4 million (prior year: CHF 0.4 million). This figure includes the fees for auditing the consolidated financial statements, the statutory individual financial statements of all subsidiaries and the compensation report, and for reviewing the half-year results.

In the year under review, Ernst & Young AG invoiced additional fees of CHF 0.05 million (prior year: CHF 0.04 million). The additional fees relate to the assurance of energy and emissions data and audit-related services.

The fee paid to the independent property valuer Jones Lang LaSalle AG for the 2021 financial year was CHF 0.4 million (prior year: CHF 0.4 million). The fee is not performance-related and is based on a fixed-price system. Prices may vary depending on the property segment and the specific circumstances (e.g. with or without inspection). There may also be additional non-performance-related fees for estimates in connection with transactions or projects.

### Information instruments of the external auditor

The Audit and Risk Committee usually holds two meetings with the auditor every year, at the time of the half-year results and the annual results. The Chairman of the Board of Directors, the Chairman of the Audit and Risk Committee and representatives of the auditor meet once a year. The Audit and Risk Committee receives the results of the audit in a comprehensive report.

## Information policy

Mobimo Holding AG provides its shareholders and the capital market with information that is up to date and transparent.

The publication used by the company to make official announcements is the Swiss Official Gazette of Commerce (SOGC).

Financial reporting takes the form of semi-annual and annual reports; for sustainability reporting, the annual sustainability report is published. The consolidated annual financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), and the consolidated interim financial statements in accordance with International Accounting Standard 34 (IAS 34) on interim financial reporting. They comply with both Swiss law and the provisions of the listing rules issued by SIX Swiss Exchange. Mobimo applies the reporting framework of the Global Reporting Initiative (GRI) for its sustainability report.

The company is also subject to the obligation in respect of ad hoc publicity pursuant to Article 53 f. of the listing rules. Ad hoc news is available at [www.mobimo.ch](http://www.mobimo.ch) under Investors > News releases, and the form to sign up for the newsletter can be found at [www.mobimo.ch](http://www.mobimo.ch) under Investors > Investor services.

Further information about the company can be found on its website at [www.mobimo.ch](http://www.mobimo.ch).

## Blackout periods

The Board of Directors places trading blackouts on all members of the Board of Directors and the Executive Board and on those who, by virtue of their activities or shareholdings, have direct access to insider information. The ordinary trading blackout period starts 30 days prior to the closing date of the company's reporting period and ends at midnight on the first trading day after the public announcement of the financial information. The CFO reminds the individuals concerned of the start and end dates of the ordinary blackout period in each case.

## Contact

Mobimo Holding AG  
Rütligasse 1  
CH-6000 Lucerne 7

## Investor Relations

Tel. +41 44 397 11 97  
[ir@mobimo.ch](mailto:ir@mobimo.ch)

# Compensation report

## Mobimo’s compensation plans are designed to ensure that the company can motivate, retain and recruit suitably qualified managers.

The compensation report is drawn up in line with the Ordinance Against Excessive Compensation in Listed Companies (OaEC) of 20 November 2013, the SIX Swiss Exchange Directive Corporate Governance (DCG) and the principles of the Swiss Code of Best Practice for Corporate Governance issued by economiesuisse.

This compensation report sets out the mechanisms used to determine the compensation and profit-sharing plans of the Board of Directors and Executive Board, along with the key provisions of the Articles of Association. The Articles of Association are available at [www.mobimo.ch](http://www.mobimo.ch) under Investors > Corporate governance > Articles of Association. It also provides a comparison of the compensation approved by the General Meeting and the compensation actually paid.

## Compensation of the Board of Directors

### Principles

Article 22 of the Articles of Association governs the compensation of the Board of Directors.

The members of the Board of Directors are entitled to compensation commensurate with their activities and to reimbursement of their expenses incurred in performing their duties in the interest of the company. All members of the Board of Directors are compensated on the basis of the same principles. The compensation model for members of the Board of Directors is modular in structure and takes account of the activities actually undertaken and functions

occupied by each member. Compensation is paid to the members of the Board of Directors plus the employer’s share of social security contributions. The members of the Board of Directors do not receive any performance-related compensation based on short-term performance. Instead, they share in the company’s long-term success by receiving a fixed percentage of their compensation in the form of shares. The shares received as part of compensation are subject to a vesting period.

### Approval by the General Meeting

The maximum total amount of compensation payable to the Board of Directors must be approved annually in advance by the General Meeting for the period until the end of the next Ordinary General Meeting.

If the total amount of compensation payable to the Board of Directors is not approved, the Board of Directors may either submit a new proposal to the same General Meeting or convene an Extraordinary General Meeting at which it will submit a new proposal for the total amount.

### Modular fixed compensation of the Board of Directors

The compensation of members of the Board of Directors consists of various modules depending on the relevant member’s activities. It comprises a fixed basic compensation amount, plus fixed supplements for additional activities carried out and functions occupied. The basic compensation is CHF 70,000 per year for each member of the Board of Directors. With effect from the 2019 Annual General Meeting, the Board of Directors significantly reduced the fixed supplements for additional activities.

## Compensation of the Board of Directors, effective from AGM 2019

<b>Member of the Board: TCHF 70</b>		
<b>Chair of the Board: + TCHF 130</b>		
<b>Investment and Sustainability Committee</b>	<b>Audit and Risk Committee</b>	<b>Nomination and Compensation Committee</b>
Member: + TCHF 55	Member: + TCHF 35	Member: + TCHF 15
Chair: + TCHF 20	Chair: + TCHF 20	Chair: + TCHF 20

The supplements for additional activities are as follows:

For activities exercised on a Board Committee:

- › as a member of the Investment and Sustainability Committee (ISC) CHF 55,000,
- › as a member of the Audit Committee (AC) CHF 35,000,
- › as a member of the Nomination and Compensation Committee (NCC) CHF 15,000.

For serving as chair:

- › Chairing the Board of Directors CHF 130,000,
- › Chairing a Board Committee CHF 20,000.

This ensures that the compensation paid to the Board of Directors is in line with the time required for their activities and the level of responsibility involved.

### Payment of fixed compensation

With effect from the 2019 Annual General Meeting, the Board of Directors decided that 25% of compensation will be paid in the form of shares. As soon as the level of share-based compensation can be quantified, the CFO, in consultation with the CEO, appoints an external financial institution to purchase the required number of Mobimo shares. The financial institution is to acquire these on a staggered basis on the SIX Swiss Exchange and book them to Mobimo Holding AG's custody account. The value of the shares and thus the number of shares to be allocated is determined based on the share price applicable on the date of allocation. All shares are allocated once a year on 31 March. From the date of allocation, the shares have both voting and dividend rights. They are subject to a vesting period of three years. During the vesting period, the shares must be held in safe custody with the share register. The departure of a member of the Board of Directors from the Board has no impact on the vesting period or on the ownership of the shares. The cash portion of compensation is transferred to the members of the Board of Directors in three equal instalments, each at the end of a quarter. The fourth instalment is paid in vested shares. In the event that a member of the Board of Directors joins or departs during a year, compensation is pro-rated.

## Compensation of the Executive Board

### Principles

Articles 28 and 29 of the Articles of Association govern the compensation of the Executive Board.

The compensation system must ensure the members of the Executive Board receive compensation in line with their success in implementing the corporate and sustainability strategy and their contribution to corporate performance.

The compensation system is based on the three following principles.

#### Performance-related

- › Performance-related compensation is calculated using qualitative (35%) and quantitative (65%) criteria
- › The compensation system is linked to the implementation of the corporate strategy

#### Competitive, in line with the market and transparent

- › Attracts and retains highly qualified management
- › Compensation is fair and reasonable in both an internal and external comparison with major listed Swiss real estate companies

#### Aligned with the interests of the shareholders

- › Promotes outstanding performance and the generation of added value in the interests of the shareholders
- › Performance-related compensation of which 50% is in the form of vested shares

The total compensation payable to each member of the Executive Board consists of a basic salary (including expenses allowance), any other non-performance-related elements and a performance-related element, plus social security contributions, ancillary pay and pension contributions. Total compensation takes into account the level of responsibility, area of responsibility, expertise and function of the Executive Board member in question, their achievement of objectives and market conditions.

It is set by the entire Board of Directors at the request of the Nomination and Compensation Committee in line with market conditions, with a particular focus on salary levels in the Swiss real estate market, and is reviewed annually. Salaries are compared against the major Swiss real estate companies listed on the SIX Swiss Exchange: Swiss Prime Site AG, PSP Swiss Property AG, Allreal Holding AG, Intershop Holding AG, Zug Estates Holding AG and Warteck Invest AG. This competitive compensation system should enable Mobimo to recruit the senior managers it wants from the relatively small pool of suitable executives and retain them for the company for the long term.

### Approval by the General Meeting

The maximum total amount of performance-related compensation payable to the Executive Board must be approved annually by the General Meeting for the financial year in which the General Meeting in question takes place. No performance-related compensation may be paid for the period in question before approval is given.

The maximum total amount of non-performance-related compensation payable to the Executive Board must be approved annually by the General Meeting for the financial year following the General Meeting in question.

If the total amount of compensation payable to the Executive Board is not approved, the Board of Directors may either submit a new proposal to the same General Meeting or convene an Extraordinary General Meeting at which it will submit a new proposal for the total amount of non-performance-related/performance-related compensation.



#### Fixed compensation

Like total compensation, the fixed salary is geared to the actual area of responsibility, professional requirements and expertise of each member of the Executive Board and the amount of work involved, and is paid in monthly instalments.

#### Performance-related compensation

The performance-related compensation payable to members of the Executive Board is based on the quantitative and qualitative objectives and parameters set by the Board of Directors. These are based on financial and non-financial corporate goals. Performance-related compensation is used for performance management at Executive Board level. The details of performance-related compensation are laid down in the compensation regulations. In accordance with currently applicable employment contracts and the compensation regulations, the maximum performance-related compensation payable to each individual member of the Executive Board is limited to 100% of their non-performance-related gross salary, despite the Articles of Association allowing an upper limit of 150%. 50% of the performance-related compensation is paid in shares in the company. The shares issued are subject to a vesting period of five years.

#### Profit-sharing model

In accordance with the compensation regulations in force since 1 January 2020, the payment of the performance-related element of Executive Board members' compensation is conditional on certain quantitative targets being met by the company (65%) and on performance targets (qualitative targets) being met (35%). Under the compensation regulations, performance-related compensation is capped at 100% of the fixed gross salary.

Based on the corporate strategy, the Board of Directors has defined the key performance figure for calculating the extent to which quantitative targets have been met as the return on equity before net income from market-based revaluation. However, entitlement to compensation as a result of quantitative targets being met is conditional on the company achieving a minimum return on equity before net income from revaluation of 4.5%. From 2020, this threshold will be reduced to 4.0% in light of the significantly lower real estate market returns. Profit or loss from the sale of investment properties will now no longer be included in the relevant calculation of return on equity. Net income from the revaluation of development properties for Mobimo's own portfolio and operational net income from the revaluation of investment properties will be used. The reason for this change is to incentivise value creation through Mobimo's development activities, as opposed to gains in value resulting purely from market trends.

Once this minimum return on equity has been achieved, the entitlement of the Executive Board members rises on a straight-line basis within a range defined by the Board of Directors. The Board of Directors may deviate from the agreed values if a dividend/nominal value reduction/capital contribution repayment at least in line with that of the previous year cannot be paid out to shareholders.

The qualitative targets consist of targets at company, segment and function level. These can be of a business and market-specific nature. ESG criteria make up a significant portion of the qualitative targets. Every year, the Nomination and Compensation Committee sets objectives based on Mobimo's corporate strategy, which are then used to determine performance targets. The CEO then submits a concrete proposal for individual performance targets to the Nomination and Compensation Committee. These are then approved by the Board of Directors.

The extent to which qualitative targets have been met is assessed once a year, after the end of the financial year. The assessment is carried out in a first phase by the CEO for his fellow members of the Executive Board and by the Chairman of the Board of Directors for the CEO. The Nomination and Compensation Committee then carries out a second assessment. The extent to which the Executive Board meets its targets determines its entitlement to the portion of performance-related contribution based on the qualitative objectives.

#### Payment of performance-related compensation

Performance-related compensation is always paid in the following year, at the latest prior to the date of the General Meeting. 50% of the performance-related compensation is paid in shares in the company. As soon as the level of share-based compensation can be quantified, the CFO, in consultation with the CEO, appoints an external financial institution to purchase the required number of Mobimo shares. The financial institution is to acquire these on a staggered basis on the SIX Swiss Exchange and book them to Mobimo Holding AG's custody account. At the request of the Nomination and Compensation Committee, the Board of Directors determines the dates of allocation and transfer of ownership, as well as the vesting periods for the shares. The value of the shares corresponds to the share price on the date of allocation. From the date of allocation, the shares have both voting and dividend rights. The shares are subject to a vesting period of five years. Once set, a vesting period for the shares in question cannot be altered. The vesting period continues to apply even after a member's employment has ceased. Members of the Executive Board who are released from their contracts generally still receive a pro rata portion of the contractually agreed compensation until the end of their employment contract unless the employer terminated the employment relationship for good cause attributable to the employee. Performance-related compensation is generally also paid unless the member in question provided good cause for termination. In each individual case, the Board of Directors decides on the basis of the employment contract and the specific circumstances whether or not the compensation is to be paid.

The company is entitled to the repayment of all performance-related compensation paid out on the basis of annual financial statements that do not reflect the company's actual results due to criminal activity or other forms of manipulation. The amount of the repayment entitlement corresponds to the extent of the falsification.

**Additional amount for compensation payable to members appointed after the General Meeting**

Article 29 of the Articles of Association governs the additional amount for compensation payable to members appointed after the General Meeting.

For each member of the Executive Board appointed after the General Meeting that voted on the total amount of compensation, there is an additional amount of 30% of the total compensation for the Executive Board already approved in advance for the relevant periods. This amount also covers the period between the member in question's appointment and the start of the already approved period. The additional amount that is actually used does not need to be approved by the General Meeting.

Within the limits of the total amount or additional amount already approved, the company may pay a new member of the Executive Board a joining bonus to offset any losses incurred due to the change of position.

## Comparison of compensation actually paid and compensation approved by the General Meeting

The table below shows the approved compensation elements payable to the Board of Directors and Executive Board and compares the figures with the actual amounts recorded in 2021. In accordance with the Articles of Association, the compensation payable to the Board of Directors is approved in advance for the period until the next Annual General Meeting. As a result, the approved compensation amount is reduced to the nine-month figure on a straight-line basis and compared with the payments recognised in the income statement for the period from April to December 2021.

### Board of Directors

TCHF	Approved	Approved	Paid	Approved	Paid
	30.3.2021 – 12.4.2022	30.3.2021 – 31.12.2021 (9 months/pro rata)	30.3.2021 – 31.12.2021	31.3.2020 – 30.3.2021	31.3.2020 – 30.3.2021
Fixed compensation incl. shares	1,100	825	717	1,100	974

### Executive Board

TCHF	Approved	Paid	Approved	Paid
	1.1.2021 – 31.12.2021	1.1.2021 – 31.12.2021	1.1.2020 – 31.12.2020	1.1.2020 – 31.12.2020
Fixed compensation	2,900	2,467	3,000	2,163
Performance-related compensation	2,900	2,115	3,000	1,858

## Compensation report for the 2020 financial year in accordance with the OaEC

### Compensation payable to the Board of Directors and Executive Board and related parties

In the year under review, the members of the Board of Directors, related parties and the Executive Board received compensation as set out below.

### Compensation paid to the Board of Directors

Name, function (TCHF)	2021		Social security contributions	2021 Total	2020		Social security contributions	2020 Total
	Fees, salary	Shares			Fees, salary	Shares		
Peter Schaub, Chairman BoD	197	58	4	259	197	62	4	263
Brian Fischer, BoD	124	36	11	171	124	32	11	167
Wilhelm Hansen, BoD (until April 2020)	n/a	n/a	n/a	n/a	3	27	1	31
Daniel Crausaz, BoD	94	27	2	123	97	28	2	127
Bernard Guillelmon, BoD (until March 2021)	3	23	2	28	82	23	7	112
Bernadette Koch, BoD	109	26	10	145	94	26	8	128
Christoph Caviezel, BoD (until April 2020)	n/a	n/a	n/a	n/a	11	28	2	40
Martha Scheiber, BoD (from April 2020)	98	36	9	143	117	0	9	126
Sabrina Contratto, BoD (from March 2021)	94	0	0	94	n/a	n/a	n/a	n/a
<b>Total</b>	<b>719</b>	<b>206</b>	<b>38</b>	<b>963</b>	<b>725</b>	<b>225</b>	<b>45</b>	<b>995</b>

**Additional compensation payable to members of the Board of Directors and related parties or companies**

No request was submitted to the 2021 Annual General Meeting for a sum for additional compensation of members of the Board of Directors and related parties or companies.

**Compensation paid to the Executive Board**

TCHF	2021 Total	2020 Total	2021 Daniel Ducrey, CEO	2020 Daniel Ducrey, CEO
Fees, salary	2,050	1,788	578	553
Profit-sharing in cash	982	861	277	265
Profit-sharing in shares	982	861	277	265
Other contributions <sup>1</sup>	568	511	173	168
<b>Total</b>	<b>4,582</b>	<b>4,021</b>	<b>1,305</b>	<b>1,251</b>

<sup>1</sup> Other contributions include pension contributions, any service anniversary gifts, private use of vehicles and employer's social security contributions.

Amounts for the 2021 financial year reflect the expense reported in the consolidated financial statements for the year under review (accrual accounting).

50% of the variable compensation took the form of shares in Mobimo Holding AG, in accordance with the compensation regulations (prior year: 50%). The overview of the shareholdings of members of the Executive Board and the Board of Directors, including related parties, can be found in the financial report, on page 136.

The General Meeting of 30 March 2021 approved fixed compensation of CHF 2.9 million for the Executive Board for the 2022 financial year.

**Loans and credit facilities granted to the Board of Directors, Executive Board and related parties**

No loans or credit facilities were granted to members of the Board of Directors, Executive Board or related parties in the 2021 financial year, and there were no such receivables outstanding as at 31 December 2021.

**Compensation amounts to be approved at the 2022 Annual General Meeting**

At the Annual General Meeting of 12 April 2022, the Board of Directors will request 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 1.3 million.

The Board of Directors will propose that the maximum total amount of non-performance-related compensation for the Executive Board for the 2023 financial year be set at CHF 2.9 million. It will also propose performance-related compensation of CHF 2.9 million for the Executive Board for the 2022 financial year.



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To the General Meeting of  
Mobimo Holding AG, Lucerne

Lucerne, February 4 2022

## Report of the statutory auditor on the remuneration report

We have audited the remuneration report of Mobimo Holding AG for the year ended 31 December 2021. The audit was limited to the information according to articles 14–16 of the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance) contained in the tables on pages 38 to 43 of the remuneration report.



### Board of Directors' responsibility

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.



### Auditor's responsibility

Our responsibility is to express an opinion on the remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



### Opinion

In our opinion, the remuneration report for the year ended 31 December 2021 of Mobimo Holding AG complies with Swiss law and articles 14–16 of the Ordinance.

Ernst & Young Ltd

Rico Fehr  
Licensed audit expert  
(Auditor in charge)

Katharina Gautschi  
Licensed audit expert

