

Agenda items and requests from the Board of Directors for the Annual General Meeting on 31 March 2020

To the shareholders of Mobimo Holding AG

Invitation to the 20th Ordinary Annual General Meeting

Tuesday, 31 March 2020, at 1700 (doors open 1600)
Lucerne Culture and Convention Centre (KKL)
Europaplatz 1, 6002 Lucerne

Agenda for the Annual General Meeting

- **Welcome**
- **Presentation of Annual Report and Outlook**
- **Information about the Annual General Meeting**

Agenda items and requests from the Board of Directors

1. **Annual report and financial statement for Mobimo Holding AG, management report and consolidated annual financial statements for the 2019 financial year, compensation report, approval of reports of the auditor**

- 1.1. **Approval of annual report and financial statement for Mobimo Holding AG, management report and consolidated annual financial statements for the 2019 financial year**

The Board of Directors requests the approval of the annual report and financial statement for Mobimo Holding, plus the management report and the consolidated annual financial statements for the 2019 financial year.

- 1.2. **Consultative agreement on compensation report**

The Board of Directors requests the approval of the compensation report for the 2019 financial year. This agreement is consultative and takes place on an annual basis.

2. Proposed appropriation of retained earnings for Mobimo Holding AG

The Board of Directors requests that retained earnings of CHF 558,634,345.02 is carried forward to new account.

3. Changes to approved and conditional capital

3.1. Renewal of authorised capital (Article 3a, paragraph 1 of Articles of Association)

The Board of Directors requests that the existing authorised capital is renewed for a further two years and that Article 3a, paragraph 1 of the Articles of Association is amended accordingly, thus authorising the Board of Directors to increase the share capital by a maximum of CHF 19,108,978.20* at any time until 27 March 2022 by issuing a maximum of 816,623 registered shares, to be fully paid up, with a nominal value of CHF 23.40 per share.

Article 3a, paragraph 1 of the Articles of Association (authorised capital) should now read as follows:

<u>Article 3a, paragraph 1 old</u>	<u>Article 3a, paragraph 1 new</u>
At any time until 27 March 2020, the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 19,108,978.20 (nineteen million, one hundred and eight thousand, nine hundred and seventy eight point twenty francs) by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of CHF 23.40 per share. Increases may take place all in one go or in stages.	At any time until 27 March 2022 , the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 19,108,978.20 (nineteen million, one hundred and eight thousand, nine hundred and seventy eight point twenty francs) by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of CHF 23.40 per share. Increases may take place all in one go or in stages.

*Information: Providing the shareholders agree to agenda item 4, the authorised capital is reduced in line with the entry of the capital reduction in the Register of Commerce by CHF 8,166,230.00 (by reducing the nominal value to CHF 10.00 per share); the wording of the Articles of Association will be amended when the capital reduction is entered in the Register of Commerce.

3.2. Reversal of conditional capital (Article 3b of Articles of Association)

The Board of Directors requests that the existing conditional capital is reversed and the relevant article in the Articles of Association of Mobimo Holding AG (Article 3b) is deleted without replacement.

4. Capital reduction by means of nominal value repayment

The Board of Directors requests

- a) a reduction in the share capital by CHF 66,015,470.00 from CHF 154,476,199.80 to CHF 88,460,729.80, by reducing the nominal value of each share by CHF 10.00 from CHF 23.40 to CHF 13.40; the amount of the reduction will be paid out to the shareholders;
- b) clarification that, in accordance with the auditor's report, any claims from creditors are paid in full despite the reduction in share capital;
- c) an amendment to Article 3 (share capital) and Article 3a, paragraph 1 (authorised capital) of the Articles of Association of Mobimo Holding AG, which should now read as below following the entry of the capital reduction in the Register of Commerce (provisional on the change in the Articles of Association following the request in line with

agenda item 3, resulting in an amendment to the wording of Article 3a, paragraph 1 [authorised capital]):

<p><u>Article 3 old</u></p> <p>The share capital is CHF 154,476,199.80 (one hundred and fifty four million, four hundred and seventy six thousand, one hundred and ninety nine point eighty francs) and is split into 6,601,547 registered shares with a nominal value of CHF 23.40 (twenty three point forty francs) each. The shares are paid in full.</p>	<p><u>Article 3 new</u></p> <p>The share capital is CHF 88,460,729.80 (eighty eight million, four hundred and sixty thousand, seven hundred and twenty nine point eighty francs) and is split into 6,601,547 registered shares with a nominal value of CHF 13.40 (thirteen point forty francs) each. The shares are paid in full.</p>
<p><u>Article 3a paragraph 1 old</u></p> <p>At any time until 27 March 2022, the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 19,108,978.20 (nineteen million, one hundred and eight thousand, nine hundred and seventy eight point twenty francs) by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of CHF 23.40 per share. Increases may take place all in one go or in stages.</p>	<p><u>Article 3a, paragraph 1 new (provisional on renewal of authorised capital in accordance with request 3)</u></p> <p>At any time until 27 March 2022, the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 10,942,748.20 (ten million, nine hundred and forty two thousand, seven hundred and forty eight point twenty francs) by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of CHF 13.40 per share. Increases may take place all in one go or in stages.</p>

5. Further changes to Articles of Association

The Board of Directors requests a partial revision of the Articles of Association. As various Articles are to be amended, the wording of the individual terms is included in chronological order in the appendix to this invitation. Another version which is ordered as per the agenda items 3 to 5 is available to view at www.mobimo.ch > Investors > Corporate Governance > Annual General Meeting.

5.1. Reversal of Article of Association terms on contributions in kind as a result of timing, re-numbering

The Board of Directors requests

- a) that Article 4 of the Articles of Association be removed because the time has passed in accordance with art. 628 CO;
- b) that the numbering of the previous Article 4a of the Articles of Association is amended following the removal of Article 4.

The wording of these articles is included in the appendix to this invitation.

5.2. Compensation for the Board of Directors

With respect to the compensation of the Board of Directors, it requests

- a) that a share-based component of the compensation for the Board of Directors be set out in the Articles of Association and that the previous Article 22, paragraph 2 of the Articles of Association be amended in accordance with the wording in the appendix to this invitation;
- b) that the normal vesting period be set to 3 years and Article 22, paragraph 2 of the Articles of Association be amended in accordance with the wording in the appendix to this invitation.

5.3. Nomination and Compensation Committee

The Board of Directors requests that Article 24, paragraph 1 of the Articles of Association relating to the role and responsibilities of the Nomination and Compensation Committee be amended in accordance with the wording of the appendix to this invitation.

6. Discharge for the members of the Board of Directors and the Executive Board

The Board of Directors requests that discharge is granted for all members of the Board of Directors and the Executive Board for the 2019 financial year.

7. Elections

7.1. Individual election of the members of the Board of Directors and the Chairman of the Board of Directors

The Board of Directors requests that the following people be elected as members of the Board of Directors and Chairman of the Board of Directors until the end of the next Annual General Meeting:

- a. Election of Dr Cristoph Caviezel as Member of the Board of Directors
- b. Election of Daniel Crausaz as Member of the Board of Directors
- c. Election of Brian Fischer as Member of the Board of Directors
- d. Election of Bernard Guillelmon as Member of the Board of Directors
- e. Election of Bernardette Koch as Member of the Board of Directors
- f. Election of Peter Schaub as Member and Chairman of the Board of Directors
- g. Election of Dr Martha Scheiber as member of the Board of Directors (*new*)

7.2. Election of members of the Nomination and Compensation Committee

The Board of Directors requests that the following Members of the Board of Directors be elected as members of the Nomination and Compensation Committee until the end of the next Annual General Meeting:

- a. Election of Bernard Guillelmon
- b. Election of Brian Fischer (*new*)
- c. Election of Bernadette Koch

7.3. Appointment of auditor

The Board of Directors requests the appointment of Ernst & Young AG, Lucerne, as auditor for the 2020 financial year.

7.4. Appointment of independent proxy

The Board of Directors requests the appointment of Grossenbacher Rechtsanwälte AG, Zentralstrasse 44, 6003, Lucerne, as an independent proxy until the end of the next Annual General Meeting.

8. Approval of all compensation for the Board of Directors

8.1. Approval of fixed compensation for the Board of Directors

The Board of Directors requests that the fixed compensation for the Board of Directors for the period from today to the Annual General Meeting in 2021 be set at CHF 1,100,000.00 (previous year CHF 1,100,000.00) as the maximum total amount.

9. Approval of all compensation for the Executive Board

9.1. Approval of the non-performance-related compensation for the Executive Board for the 2021 financial year

The Board of Directors requests that a figure of CHF 2,900,000.00 (previous year 3,000,000.00) be set as the maximum total amount for the non-performance-related compensation for the Executive Board for the 2021 financial year.

9.2. Approval of the performance-related compensation for the Executive Board for the 2020 financial year (payable in 2021)

The Board of Directors requests that a figure of CHF 3,000,000.00 (previous year 3,000,000.00) be set as the maximum total amount for the performance-related compensation for the Executive Board for the 2020 financial year.

10. Miscellaneous

Explanation of agenda items

Information on Dr Martha Scheiber, who is nominated as a Member of the Board of Directors (Agenda item 7.1.)

Until 2019, Dr. Scheiber (born in 1965) was Head of Asset Management and a member of the Executive Board of Pax Holding, where her responsibilities included overseeing the insurer's real estate portfolio. As member of the Board of Directors and CEO of Pax Verwaltungen AG she headed up Pax's real estate services and, as member of the Board of Directors of Pax Anlage AG, which was listed until 2017, she supported the company's real estate development on a strategic level. Before joining Pax, Martha Scheiber worked for major Swiss banks in various management positions, most recently advising institutional clients. Since 2014, she has been a member of the Board of Directors of Luzerner Kantonalbank. Martha Scheiber studied physics at ETH Zurich (graduating as Dipl. Natw. ETH) and economics at the University of St Gallen (HSG). She concluded her studies at HSG with a dissertation in asset liability theory (graduating as Dr. oec. HSG). Martha Scheiber will bring key skills in asset management and property management and development to the Board of Directors. By nominating Martha Scheiber for election, the Board of Directors is taking another step towards improving diversity within the committee.

The curriculum vitae of all other members can be found at:

www.mobimo.ch > About us > Board of Directors

Planned composition of committees (Agenda item 7.2.)

If elected, the plan is that Martha Scheiber will take over the seat of Wilhelm Hansen who, as announced, is not standing for re-election to the Audit and Risk Committee, while Brian Fischer will become a member of the Nomination and Compensation Committee. Otherwise, the composition of the committees (see below) will remain the same, subject to the election of the individual members of the

Board of Directors and of the Nomination and Compensation Committee by the Annual General Meeting.

- Real Estate Committee: Brian Fischer (Chairman), Dr Christoph Caviezel, Peter Schaub
- Audit and Risk Committee: Daniel Crausaz (Chairman), Bernadette Koch, Dr Martha Scheiber
- Nomination and Compensation Committee: Bernard Guillelmon (Chairman), Brian Fischer, Bernadette Koch

Appointment of auditor (agenda item 7.3)

For reasons of good governance, the Board of Directors is seeking a change after 20 years with KPMG AG and a separation of the tax and auditing mandates. At the Annual General Meeting, it will therefore be proposed that the audit mandate be assigned to Ernst & Young AG.

Organisational information

Admission tickets/Rights to vote

The shareholders of Mobimo Holding AG who are registered in the share register as entitled to vote will, along with the invitation to the Annual General Meeting, be sent a reply slip to register and be given access to the option of electronic issuing of authorities and instructions to the independent proxy. All shareholders who are entered on the share register of Mobimo Holding AG up to and including 23 March 2020 are entitled to vote. When they return the registration form to Mobimo Holding AG, shareholders will be given admission tickets and voting materials for the Annual General Meeting. No changes will be made to the share register in the period from 24 March 2020 to 31 March 2020. In the event of the sale of the shareholdings listed on the admission ticket, the shareholder selling the shares is no longer entitled to vote. The admission ticket and voting materials issued to them must be corrected at the share register counter before the Annual General Meeting. The voting rights of the purchasing shareholder and any associated rights remain suspended during this period.

Nominating representatives

Shareholders who are not attending the Annual General Meeting in person choose to be represented as follows:

- by the independent proxy Grossenbacher Rechtsanwälte AG, Zentralstrasse 44, 6003, Lucerne (either using a completed instruction form on the reply slip or by registering on the electronic platform Sherpany in good time. After registering on the electronic platform Scherpany, representatives can be nominated and instructions issued until 23:59 on 29 March 2020);
- by a legally authorised representative, or
- by a third party authorised in writing, who does not need to be a shareholder of Mobimo Holding AG (e.g. by means of a written authorisation on the reply slip included with the invitation).

In the absence of explicit instructions from you, the independent proxy will abstain from voting in accordance with article 10, paragraph 2, OaEC.

Documents

As of 7 February 2020, the 2019 annual report and financial statement, the management commentary, the consolidated annual financial statements and the compensation report, plus the auditor's reports have been available for viewing at the registered office of Mobimo Holding AG at Rütligasse 1 in 6000 Lucerne. Copies can also be ordered from this address. The 2019 annual report can also be viewed online at www.mobimo.ch > Investors > Reporting.

General

On a general basis, we recommend that all our shareholders use their shareholder rights actively and exert their right to vote at the Annual General Meeting either in person or via a representative. We ask that you submit any requests relating to the agenda items in writing to Mr Michael Bucher, Mobimo Holding AG, Rütligasse 1 in 6000 Luzern by 26 March 2020 at the latest. After the Annual General Meeting, we would like to invite you to join us in a drink at the Culture and Convention Centre in Lucerne. Please use the enclosed reply slip.

Lucerne, 05/03/2020

On behalf of the Board of Directors of Mobimo Holding AG:

Chairman

A handwritten signature in black ink, appearing to read 'Schaub', written in a cursive style.

Peter Schaub

Previous version (20 August 2018)

Article 3

The share capital is CHF 154,476,199.80 (one hundred and fifty four million, four hundred and seventy six thousand, one hundred and ninety nine point eighty francs) and is split into 6,601,547 registered shares with a nominal value of CHF 23.40 (twenty three point forty francs) each. The shares are paid in full.

Article 3a, paragraph 1

At any time until 27 March 2020, the Board of Directors is authorised to increase the share capital of the company by a maximum of CHF 19,108,978.20 (nineteen million, one hundred and eight thousand, nine hundred and seventy eight point twenty francs) by issuing a maximum of 816,623 registered shares, to be paid in full, with a nominal value of CHF 23.40 per share. Increases may take place all in one go or in stages.

Article 3b

The share capital of the company is increased by a maximum of CHF 759,236.40 (seven hundred and fifty nine thousand two hundred and thirty six point forty francs) by issuing no more than 32,466 registered shares with a nominal value of CHF 23.40, to be paid in full, by exerting the pre-emptive rights obtained following 5 May 2020 in line with the employee participation scheme. Shareholders' subscription rights are excluded.

The acquisition of registered shares through the exercise of option rights and the subsequent transfer of these registered shares are subject to the restrictions on transfer set out in Article 5 of the Articles of Association.

Article 4

On the capital increase on 6 November 2009, in accordance with the non-cash contribution contract dated 5 November 2009 and along with Bank Vontobel AG, Zürich (CH-020.3.902.757-5), acting in its own name but on behalf of the shareholders of LO holding Lausanne-Ouchy S.A. with registered office in Lausanne (CH-550-0096093-5) and JJM Participations SA with registered office in Sitz in Lausanne (CH-550-1058768-5) tendering in line with the exchange offer on 9 September 2009, the company takes over the following:

(i) a total of 49,735 registered shares in LO Holding Lausanne-Ouchy SA (CH-550-0096093-5) with a nominal value of CHF 100.00 each.

These shares are taken over for a total value of CHF 15,686,400.00. In return for this non-cash contribution, Bank Vontobel AG, based in Zurich, (CH-020-3.902.757-5) receives a total of 412,800 fully-paid registered shares in the company to the value of CHF 38.00 per share on behalf of the tendering shareholders.

(ii) a total of 11,216 registered shares in JMM Participa-

Revised version requested

(Changes in bold and italics)

Article 3

The share capital is **CHF 88,460,729.80 (eighty eight million, four hundred and sixty thousand, seven hundred and twenty nine point eighty francs)** and is split into 6,601,547 registered shares with a nominal value of **CHF 13.40 (thirteen point forty francs)** each. The shares are paid in full.

Article 3a, paragraph 1

At any time until 27 March 2022, the Board of Directors is authorised to increase the share capital of the company by a maximum of **CHF 10,942,748.20 (ten million, nine hundred and forty two thousand, seven hundred and forty eight point twenty francs)** by issuing a maximum of 8156,623 registered shares, to be paid in full, with a nominal value of CHF 13.40 per share. Increases may take place all in one go or in stages.

[not applicable]

Article 4

For the approved capital increase on 20 August 2019 in accordance with the non-cash contribution contract dated 17 August 2019 with Bank Vontobel AG, Zurich (CHE-105.840.858) acting in the name and on behalf of the tendering shareholders of Immobiliengesellschaft Fadmatt AG (CHE-102.646.828), Zürich in accordance with the public purchase and exchange offer dated 18 June 2018, the company receives a total of 6520 named shares in Immobilien Fadmatt AG (CHE-102,646.828) with a nominal value of CHF 500.00 each.

These shares are taken over for a total value of CHF 182,560,00.00. In return for this non-cash contribution, Bank Vontobel AG (CHE-105.840.858) receives a total of 383,377 fully-paid registered shares in the company for a nominal value of CHF 23.40 each and an issue price of CHF 244.04 per share in the name and on behalf of the tendering shareholders.

tions SA (CH-550-1058768-5) with a nominal value of CHF 535.00 each.

These shares are taken over for a total value of CHF 11,226,302.00. In return for this non-cash contribution, Bank Vontobel AG, based in Zurich, (CH-020-3.902.757-5) receives a total of 295,429 fully-paid registered shares in the company to the value of CHF 38.00 per share.

Article 4a

For the approved capital increase on 20 August 2019 in accordance with the non-cash contribution contract dated 17 August 2019 with Bank Vontobel AG, Zurich (CHE-105.840.858) acting in the name and on behalf of the tendering shareholders of Immobiliengesellschaft Fadmatt AG (CHE-102.646.828), Zürich in accordance with the public purchase and exchange offer dated 18 June 2018, the company receives a total of 6520 named shares in Immobilien Fadmatt AG (CHE-102,646.828) with a nominal value of CHF 500.00 each.

These shares are taken over for a total value of CHF 182,560,00.00. In return for this non-cash contribution, Bank Vontobel AG (CHE-105.840.858) receives a total of 383,377 fully-paid registered shares in the company for a nominal value of CHF 23.40 each and an issue price of CHF 244.04 per share in the name and on behalf of the tendering shareholders.

Article 22, paragraph 2

The Board of Directors can stipulate that part of the payment is made in the form of shares. The number of shares allocated and the dates of allocation and transfer of ownership are defined by the Board of Directors at the request of the Nomination and Compensation Committee. The value of the shares is calculated based on the share price applicable on the date of allocation. The Board of Directors sets a vesting period, which is usually 5 years. From the date of allocation, the shares have both voting and dividend rights.

Article 24, paragraph 1

The Compensation Committee is a preparatory committee for the Board of Directors and, unless explicitly stipulated otherwise in the Articles of Association or in other regulations, has no decision-making powers. It has the following duties and responsibilities with regard to compensation:

1. drawing up and reviewing the compensation policy, monitoring the implementation of the compensation policy and submitting proposals and recommendations on the compensation policy to the Board of Directors,
2. drawing up and reviewing specific compensation models, monitoring the implementation of compensation models and submitting proposals and recommendations on specific compensation models to the Board of Directors,
3. preparing all relevant decisions of the Board of Directors with regard to the compensation of the members of the Board of Directors and Executive Board and submitting proposals to the Board of Directors regarding the type and amount of the annual com-

[not applicable]

Article 22, paragraph 2

A component of the payment stipulated by the Board of Directors is made in the form of shares The number of shares allocated and the dates of allocation and transfer of ownership are defined by the Board of Directors at the request of the Nomination and Compensation Committee. The value of the shares is calculated based on the share price applicable on the date of allocation. The Board of Directors sets a vesting period, which is usually 3 years. From the date of allocation, the shares have both voting and dividend rights.

Article 24, paragraph 1

The Compensation Committee is a preparatory committee for the Board of Directors and, unless explicitly stipulated otherwise in the Articles of Association or in other regulations, has no decision-making powers. It has the following duties and responsibilities with regard to compensation:

1. ***Developing and reviewing the compensation policy, submitting proposals and recommendations for the compensation policy to the Board of Directors and monitoring the implementation of the compensation policy;***
2. ***Developing and reviewing the specific compensation models, submitting proposals and recommendations for the specific compensation models to the Board of Directors and monitoring the implementation of the compensation models,***
3. preparing all relevant decisions of the Board of Directors with regard to the compensation of the members of the Board of Directors and Executive Board and submitting proposals to the Board of Di-

- compensation of the members of the Board of Directors and Executive Board, including preparing the proposal for the maximum total amount to be submitted to the General Meeting for approval,
4. reviewing the company's annual salary budget and the principles governing the payment of variable compensation to employees outside of the Executive Board,
 5. submitting proposals to the Board of Directors for approval of the awarding of mandates by the company or its subsidiaries to members of the Board of Directors or the Executive Board and to related legal entities and natural persons.

- rectors regarding the type and amount of the annual compensation of the members of the Board of Directors and Executive Board, including preparing the proposal for the maximum total amount to be submitted to the General Meeting for approval,
4. reviewing the company's annual salary budget and the principles governing the payment of variable compensation to employees outside of the Executive Board,
 5. submitting proposals to the Board of Directors for approval of the awarding of mandates by the company or its subsidiaries to members of the Board of Directors or the Executive Board and to related legal entities and natural persons.