



MOBIMO

24th Annual General Meeting

Tuesday, 26 March 2024, at 5 p.m. (doors open at 4 p.m.)

Information on the General Meeting



Peter Schaub, Chairman

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Dear shareholders

We look forward to welcoming you to the 24th Annual General Meeting of Mobimo Holding AG at the Lucerne Culture and Convention Centre (KKL Luzern) on 26 March 2024.

You will also find the meeting agenda and proposals of the Board of Directors on the following pages. As introduced last year, you will find a brief explanation of each individual item on the agenda. In connection with the revised law on stock companies, last year's General Meeting approved various amendments to the Articles of Association, bringing them into line with the most recent legal requirements. This year, the Board of Directors is again proposing a few amendments to the General Meeting. In particular, I would like to draw attention to the introduction of the "capital band", which is provided for in the new law on stock companies. The capital band facilitates a more flexible organisation and adjustment of the capital structure as required. This authorisation by the shareholders should ensure that Mobimo can operate with the necessary agility on the real estate market at all times, as it has done in the past.

There will also be a change to the Board of Directors this year. Daniel Crausaz has decided not to stand for re-election at this year's General Meeting. On behalf of the entire Board of Directors, I would like to offer him our sincere thanks for his 15 years of dedicated work and commitment to Mobimo. The Board of Directors is now pleased to propose Dr. Markus Schürch as a new and capable candidate for election at the General Meeting.

It would be our pleasure to welcome you in Lucerne in person. The Board of Directors greatly appreciates the dialogue with you, dear shareholders, within the scope of the General Meeting.

Of course, you will once again also be able to exercise your voting rights via the independent proxy, Grossenbacher Rechtsanwälte AG, Zentralstrasse 44, 6003 Lucerne. You can issue your proxy either by completing the instruction form on the reply slip or by registering on the online platform. You will find further information on issuing voting instructions and other ways in which you can be represented at the General Meeting at the end of this invitation under "Organisational information".

Regardless of whether you will be attending in person or not, thank you for exercising your voting rights and for your trust.

For the Board of Directors of Mobimo Holding AG:

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

The Chairman

Peter Schaub

Lucerne, 1 March 2024

Agenda items and proposals of the Board of Directors

1. Reporting on the 2023 financial year

1.1 Approval of the annual report including the annual financial statements, the management report and the consolidated annual financial statements of Mobimo Holding AG, Lucerne, for the 2023 financial year

The Board of Directors **proposes** that the annual report including the annual financial statements, the management report and the consolidated annual financial statements of Mobimo Holding AG, Lucerne, for the 2023 financial year be approved.

Notes: The Board of Directors is required by law to present the annual financial statements of Mobimo Holding AG (individual financial statements), the management report and the consolidated annual financial statements to the General Meeting for approval. Ernst & Young AG, Lucerne, as the statutory auditor of Mobimo Holding AG, has audited the annual financial statements of Mobimo Holding AG and the consolidated annual financial statements of the Mobimo Group. Ernst & Young AG recommends that the consolidated annual financial statements and the annual financial statements be approved.

1.2 Advisory vote on the compensation report

The Board of Directors **proposes** that the compensation report for the 2023 financial year be approved in an advisory vote.

Notes: Based on Art. 30 of the Articles of Association and in line with previous practice, the Board of Directors presents the compensation report for the 2023 financial year to the shareholders for an advisory vote. The 2023 compensation report is a section of the Annual Report 2023 of Mobimo Holding AG. It explains the principles underlying the compensation model of Mobimo Holding AG and details the remuneration paid to the members of the Board of Directors and the Executive Board in the financial year. We have further improved the comprehensibility and readability of the compensation report by introducing various graphs and tables to present the data. The qualitative and quantitative targets for the variable compensation of the Executive Board and the achievement of these targets are also explained for the first time. Ernst & Young AG, Lucerne, has audited the information provided in the compensation report on compensation, loans and credits and has nothing to add.

2. Appropriation of profit of Mobimo Holding AG and distribution from the capital contribution reserves

The Board of Directors proposes a total distribution of CHF 10.00 per share, consisting of a CHF 5.00 (gross) dividend (CHF 3.25 net following deduction of 35% withholding tax) and CHF 5.00 from the capital contribution reserves (exempt from withholding tax).

Notes: Pursuant to the law and the Articles of Association of Mobimo Holding AG, the General Meeting is responsible for passing resolutions on the appropriation of profit, in particular for determining the dividend. The total proposed distribution of CHF 10.00 per share is in line with Mobimo's previous distribution practice. Pursuant to Art. 20 (4) of the Swiss Federal Law on Direct Taxation (Bundesgesetz über die direkte Bundessteuer, DBG), distribution from the capital contribution reserves for companies listed on a Swiss exchange is only exempt from tax if the same amount is distributed from other reserves available for distribution under commercial law.

2.1 Appropriation of profit for 2023

The Board of Directors **proposes** distributing a total dividend of CHF 5.00 (gross) per share and carrying forward the remaining profit to the new account.

	CHF
Carried forward from previous year	502,238,639.53
Profit for the year 2023	85,728,073.82
Profit as at 31 December 2023 (available to the General Meeting)	587,966,713.35
Distribution of CHF 5.00 per share (gross)	-36,308,505.00 ¹
Carried forward to new account	551,658,208.35

2.2 Distribution from capital contribution reserves

The Board of Directors **proposes** a distribution of CHF 5.00 per share from the capital contribution reserves.

	CHF
Capital contribution reserves as at 31 December 2023 (available to the General Meeting)	137,827,018.90
Distribution of CHF 5.00 per share (gross)	-36,308,505.00 ¹
Carried forward to new account	101,518,513.90

¹ This amount is based on 7,261,701 registered shares issued. Any treasury shares are not entitled to a dividend.

3. Discharge of the members of the Board of Directors and the Executive Board

The Board of Directors **proposes** that all members of the Board of Directors and the Executive Board be discharged for the 2023 financial year.

Notes: Pursuant to the law and the Articles of Association of Mobimo Holding AG, the General Meeting is responsible for discharging the members of the Board of Directors and the Executive Board. With the resolution to discharge the members of the Board of Directors and the Executive Board, the shareholders participating in the vote declare that they shall not hold the management bodies accountable for events during the financial year just ended that were brought to the attention of the General Meeting.

4. Elections

4.1 Individual election of the members of the Board of Directors and the Chairman of the Board of Directors

The Board of Directors **proposes** that the following persons be elected as members of the Board of Directors and Chairman of the Board of Directors until the conclusion of the next Annual General Meeting:

- a. Re-election of Sabrina Contratto as a member of the Board of Directors
- b. Re-election of Brian Fischer as a member of the Board of Directors
- c. Re-election of Bernadette Koch as a member of the Board of Directors
- d. Re-election of Stéphane Maye as a member of the Board of Directors
- e. Re-election of Peter Schaub as a member and Chairman of the Board of Directors
- f. Re-election of Dr. Martha Scheiber as a member of the Board of Directors
- g. Election of Dr. Markus Schürch as a member of the Board of Directors

Notes: The terms of office of the members and the Chairman of the Board of Directors of Mobimo Holding AG end upon conclusion of the 24th Annual General Meeting on 26 March 2024. Pursuant to the law and the Articles of Association of Mobimo Holding AG, the General Meeting is responsible for (re-) electing the members and the Chairman of the Board of Directors. With the exception of Daniel Crausaz, all current members of the Board of Directors are standing for re-election. The six persons proposed for re-election by the Board of Directors possess pertinent and complementary expertise in the areas of project development, the real estate market, the capital market and law. Their abridged professional profiles can be found in the corporate governance report in the Annual Report 2023. The Board of Directors is proposing Dr. Markus Schürch (born 1971, Swiss citizen) to the General Meeting for election as a new member of the Board of Directors. Markus Schürch is CFO of Belimo, a company specialising in building technology. With his extensive expertise in the areas of finance, capital markets and corporate services and his connection to real estate, his professional prowess and personal qualities will make him a real asset to the Board of Directors.

4.2 Election of the members of the Nomination and Compensation Committee

The Board of Directors **proposes** that the following members of the Board of Directors be elected as members of the Nomination and Compensation Committee until the conclusion of the next Annual General Meeting:

- a. Election of Bernadette Koch
- b. Election of Brian Fischer
- c. Election of Stéphane Maye

Notes: Since the term of office of the members of the Nomination and Compensation Committee ends upon conclusion of the 24th Annual General Meeting on 26 March 2024, the law and the Articles of Association of Mobimo Holding AG stipulate that the members must be elected for a new term of office. The General Meeting elects the members of the Nomination and Compensation Committee individually. The three members of the Nomination and Compensation Committee are standing for re-election. If Bernadette Koch is re-elected as a member of the Nomination and Compensation Committee as proposed, it is the intention of the Board of Directors to re-elect her as Chair of the Nomination and Compensation Committee.

4.3 Appointment of the auditor

The Board of Directors **proposes** that Ernst & Young AG, Lucerne, be appointed as auditor for the 2024 financial year.

Notes: Pursuant to the Articles of Association of Mobimo Holding AG, the auditor shall be appointed annually by the General Meeting. Ernst & Young AG, Lucerne, has been the statutory auditor of Mobimo Holding AG since 2020. At the request of the Audit Committee, Ernst & Young AG is proposed by the Board of Directors to serve as statutory auditor for a further term of office of one year. Ernst & Young AG has confirmed that it has the requisite independence to execute the mandate.

4.4 Appointment of the independent proxy

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

Notes: Pursuant to the law and the Articles of Association of Mobimo Holding AG, the General Meeting shall elect the independent proxy. The independent proxy is obliged to cast the votes assigned to them by the shareholders in accordance with their instructions. At the request of the Board of Directors, Grossenbacher Rechtsanwälte AG, Lucerne, is proposed to serve as independent proxy for a further term of office of one year. Grossenbacher Rechtsanwälte AG, Lucerne, has confirmed to the Board of Directors that it has the requisite independence to execute the mandate.

5. Approval of the total compensation for the Board of Directors

The Board of Directors **proposes** that the maximum total amount of fixed compensation for the Board of Directors for the period from 26 March 2024 until the Annual General Meeting in 2025 be set at CHF 1,300,000.00 (previous year: CHF 1,300,000.00).

Notes: Pursuant to the law and the Articles of Association of Mobimo Holding AG, each year on the occasion of the General Meeting, the Board of Directors issues binding confirmation of the total amount of non-performance-related compensation for the members of the Board of Directors for the new term of office. The compensation of the members of the Board of Directors is modular in structure and pursuant to the Articles of Association of Mobimo Holding AG consists of annual basic compensation and fixed supplements for additional activities carried out and functions occupied (plus the employer's share of social security contributions under Pillar 1). Further information on the compensation of the Board of Directors can be found in the 2023 compensation report available at www.mobimo.ch > Investors > Reporting. When proposing the maximum amount, the Board of Directors adheres to its compensation practice that is geared to consistency and in line with the market.

6. Approval of the total compensation for the Executive Board

6.1 Approval of the non-performance-related compensation for the Executive Board for the 2025 financial year

The Board of Directors **proposes** that a figure of CHF 2,900,000.00 (previous year: CHF 2,900,000.00) be set as the maximum total amount for the non-performance-related compensation for the Executive Board for the 2025 financial year.

Notes: Pursuant to the law and the Articles of Association of Mobimo Holding AG, the maximum total amount for the non-performance-related compensation for the Executive Board must be approved prospectively each year for the following financial year. The fixed compensation (base salary incl. expenses allowance and any other non-performance-related elements) is aligned to the actual area of responsibility, professional requirements and expertise of each member of the Executive Board and the amount of work involved. Further information on the compensation of the Executive Board can be found in the 2023 compensation report available at www.mobimo.ch > Investors > Reporting. When proposing the maximum amount, the Board of Directors adheres to its compensation practice that is geared to consistency and in line with the market.

6.2 Approval of the performance-related compensation for the Executive Board for the 2024 financial year (payable in 2025)

The Board of Directors **proposes** that a figure of CHF 2,900,000.00 (previous year: CHF 2,900,000.00) be set as the maximum total amount for the performance-related compensation for the Executive Board for the 2024 financial year.

Notes: 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. The performance-related compensation payable to members of the Executive Board is based on the quantitative and qualitative targets and parameters set by the Board of Directors and is currently capped at 100% of the fixed gross salary. Further information on the compensation of the Executive Board can be found in the 2023 compensation report available at www.mobimo.ch > Investors > Reporting. When proposing the maximum amount, the Board of Directors adheres to its compensation practice that is geared to consistency and in line with the market.

7. Partial revision of the Articles of Association¹

7.1 Addition to corporate purpose

The Board of Directors **proposes** to add a third paragraph to the corporate purpose of Mobimo Holding AG and to redefine it in accordance with the following wording:

Article 2 (3) old	Article 2 (3) new (Changes in bold and italic)
n/a	<i>In pursuing its corporate purpose, the company strives for long-term, sustainable value creation.</i>

Notes: Mobimo's activities are geared towards longevity. Sustainability goals have been integrated into Mobimo's strategic focus for some time now. Sustainability forms part of the business and value creation model, and is an integral and unifying component of Mobimo's strategy and corporate culture. This commitment should also be reflected in the Articles of Association, which must therefore be amended accordingly.

7.2 Capital band

The Board of Directors **proposes** the introduction of a capital band between CHF 24,689,783.40 (lower limit) and a maximum of CHF 27,158,761.40 (upper limit), under which the Board of Directors is authorised to increase the share capital once or several times and in any amount until 26 March 2027, or until the capital band expires if it expires prior to this date, by issuing a maximum of 726,170 fully paid-up registered shares with a nominal value of CHF 3.40 each by adding the new Article 3a to the Articles of Association with the following content and wording:

Article 3a old	Article 3a new (Changes in bold and italic)
n/a	<i>The Board of Directors is authorised to increase the share capital at any time, any number of times and in any amount within the capital band from a minimum of CHF 24,689,783.40 (lower limit) to a maximum of CHF 27,158,761.40 (upper limit) until 26 March 2027 (or until the capital band expires if it expires before this date) by issuing a maximum of 726,170 fully paid-up registered shares with a nominal value of CHF 3.40 each.</i>
n/a	<i>Subscription and acquisition, as well as any subsequent transfer of the newly issued registered shares, are subject to the restrictions set out in Article 6 of these Articles of Association.</i>

¹ The original German version is binding.

Article 3a old

Article 3a new

(Changes in bold and italic)

n/a

If necessary, the Board of Directors shall determine the date of issue of the new shares, their issue price, the type of contribution (including cash payment, contribution in kind, offsetting and conversion of reserves or profit carried forward into share capital), the conditions for exercising subscription rights and the start of dividend entitlement. The Board of Directors may issue new shares by means of a firm underwriting by a bank, a banking syndicate or another third party and a subsequent offer to the existing shareholders or to third parties (provided that the subscription rights of the existing shareholders are cancelled or not exercised). The Board of Directors is authorised to enable, restrict or exclude trading in subscription rights. The Board of Directors may utilise subscription rights that have not been validly exercised in the interests of the company.

n/a

The Board of Directors is authorised to restrict or cancel shareholders' subscription rights with regard to the issue of shares and to assign them to third parties, the company or one of its Group companies if the shares are used for the acquisition of companies, parts of companies, participations or real estate or for the financing or refinancing of such transactions.

Notes: The new law on stock companies, which came into force on 1 January 2023, has created the legal basis for the "capital band", which functionally corresponds to the authorised capital under the law on stock companies in force until 31 December 2022, among other things. Under the capital band, the General Meeting authorises the Board of Directors to increase or reduce the share capital within a certain range – 150% (upper limit) to 50% (lower limit) is legally permissible – of the share capital entered in the commercial register when the capital band was introduced. This authorisation is limited by law to five years. The General Meeting has the right to withdraw shareholders' subscription rights directly or may delegate this right to the Board of Directors, provided that it expressly states the reasons for the withdrawal of subscription rights in the Articles of Association.

In the past, Mobimo has successfully acquired real estate companies such as LO holding Lausanne-Ouchy S.A. and Immobiliengesellschaft Fadmatt AG thanks to this shareholder authorisation (in the form of the authorised capital created at the time). The company would like to be able to seize any opportunities that arise on the market, which is why the Board of Directors is proposing the introduction of a capital band for a maximum of three years. By creating a unilateral upward capital band totalling 10% of the current share capital, the Board of Directors is ensuring that Mobimo continues to have the flexibility and agility it needs on the fast-moving property market and can therefore acquire properties directly or indirectly. The Board of Directors may also exclude shareholders' subscription rights exclusively for this purpose, but not, for example, to expand the company's shareholder base on certain financial or investor markets, or to involve strategic partners or to raise equity quickly and flexibly without involving existing shareholders.

7.3 Entry in the share register

The Board of Directors *proposes* that Article 6 (3) and (4) (3) of the Articles of Association of Mobimo Holding AG be amended as follows:

Article 6 (3) old

The Board of Directors generally postpones decisions on applications for recognition by acquirers of shares from the 20th day before the general meeting until the day after the general meeting. No entries are made in the share register during this time. The voting rights of the acquirers and associated rights are suspended during this period.

Article 6 (3) new

(Changes in bold and italic)

The Board of Directors generally postpones decisions on applications for recognition by acquirers of shares **from the seventh calendar day** before the general meeting until the day after the general meeting. No entries are made in the share register during this time. The voting rights of the acquirers and associated rights are suspended during this period.

Article 6 (4) No. 3 old

The Board of Directors may refuse entry of an acquirer as a full shareholder for the following reasons:

1. ...
2. ...
3. if, following the acquisition of the shares, the number of shares held by the acquirer 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 be one acquirer for the purposes of these conditions;
4.

Artikel 6 (4) No. 3 new

(Changes in bold and italic)

The Board of Directors may refuse entry of an acquirer as a full shareholder for the following reasons:

1. ...
2. ...
3. **if and insofar as**, following the acquisition of the shares, the number of shares held by the acquirer 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 be one acquirer for the purposes of these conditions;
4.

Notes: In December 2023, the Board of Directors adopted the revised regulations on the management of the share register and, in particular, made adjustments to reflect legal or actual circumstances. Adjustments in line with the legal and/or actual circumstances are also required to be made to the Articles of Association.

7.4 Executive Board variable compensation

The Board of Directors *proposes* that Article 30 and Article 31 of the Articles of Association of Mobimo Holding AG be amended as follows:

Article 30 old

The members of the Executive Board receive compensation for their activities for the company and its subsidiaries. Compensation may be paid by the company or one of its subsidiaries provided it is covered by the approved total compensation.

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.

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 takes place. No performance-related compensation may be paid for the period in question before approval is given. The Board of Directors submits the compensation report to the general meeting for an advisory vote.

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

Article 30 new

(Changes in bold and italic)

The members of the Executive Board receive compensation for their activities for the company and its subsidiaries. ***The compensation payable to the members of the Executive Board comprises fixed and variable, performance-related elements.*** Compensation may be paid by the company or one of its subsidiaries provided it is covered by the approved total compensation.

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.

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 takes place. No performance-related compensation may be paid for the period in question before approval is given. The Board of Directors submits the compensation report to the general meeting for an advisory vote.

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

Article 30 old

n/a

Article 30 new

(Changes in bold and italic)

An additional 30% of the total compensation payable to the Executive Board that was approved for the relevant periods in advance is available for each member of the Executive Board appointed after the General Meeting that voted on the total amount of compensation. This amount also covers the period between appointment and the start of the period approved in advance. The additional amount effectively claimed need not be approved by the General Meeting.

n/a

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.

Article 31 old

The total compensation payable to each member of the Executive Board consists of a basic salary (incl. expenses allowance), any other non-performance-related elements (such as supplements for involvement in committees or the boards of directors of subsidiaries or the assumption of special functions or mandates) and a performance-related element, plus social insurance contributions, ancillary pay and pension contributions.

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. The Board of Directors issues regulations governing the details of performance-related compensation. The maximum performance-related compensation payable to each individual member of the Executive Board is limited to 150% of their non-performance-related gross salary. Total compensation takes into account the level of responsibility, area of responsibility, expertise and function of an Executive Board member, their achievement of objectives and market conditions.

Article 31 new

(Changes in bold and italic)

The total compensation payable to each member of the Executive Board consists of a basic salary (incl. expenses allowance), any other non-performance-related elements (such as supplements for involvement in committees or the boards of directors of subsidiaries or the assumption of special functions or mandates) and a ***variable***, performance-related element, plus social insurance 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, their achievement of objectives and market conditions.***

The ***variable, performance-related compensation*** payable to members of the Executive Board ***may comprise short-term and long-term compensation elements.*** The compensation is based on the qualitative and quantitative objectives and parameters set by the Board of Directors ***or, if delegated to it, the Nomination and Compensation Committee.*** The maximum performance-related compensation payable to each individual member of the Executive Board is limited to 150% of their non-performance-related gross salary.

Article 31 old

Executive Board members must draw at least 50% of their performance-related compensation in the form of shares in the company. The value of the shares is calculated based on the average closing price of the shares on all trading days in the month of January in the year shares are allocated. Allocation is made on the day of approval of the annual financial statements by the Board of Directors. The Board of Directors sets the vesting periods on application by the Compensation Committee. The shares have both voting and dividend rights from the date of allocation. The Board of Directors may decide to shorten or waive vesting periods, make compensation conditional on the achievement of objectives or not pay compensation at all due to the occurrence of events determined in advance such as a change of control or termination of an employment relationship. In particular, 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 whether or not the compensation is to be paid and whether vesting periods are to be waived on the basis of the employment contract and the specific circumstances.

Article 31 new

(Changes in bold and italic)

The variable, performance-related compensation can be paid in the form of cash, shares, other equity securities or vested subscription rights to shares in the company or comparable instruments (share participation programme). The Board of Directors or, if delegated to it, the Nomination and Compensation Committee determines the allocation conditions and deadlines and any vesting periods and forfeiture conditions. It may provide for vesting periods to be shortened or cancelled due to the occurrence of certain events in advance, such as a change of control or the termination of an employment relationship, compensation to be paid on the assumption that the target values are achieved, compensation to be forfeited and/or entitlements to be converted into shares prematurely and these shares to be paid out. If the variable, performance-related compensation is paid in shares, other equity securities, rights to equity securities or comparable instruments, the amount that corresponds to the value of these equity securities, rights or similar instruments at the time of allocation is decisive for approval by the General Meeting in accordance with Article 30 of the Articles of Association and with regard to the maximum amount of the variable, performance-related compensation in accordance with this article. The Board of Directors determines the value of such variable compensation components on the date of allocation at its own discretion; it may call in external specialists for this purpose.

Article 31 old

An additional amount of 30% of the total amount of compensation payable to the Executive Board that was approved for the relevant periods in advance is available for each member of the Executive Board appointed after the General Meeting that voted on the total amount of compensation. This amount also covers the period between appointment and the start of the period approved in advance. The additional amount effectively claimed need not 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.

The Board of Directors determines all other details in a compensation regulation.

¹ newly regulated in Article 30 (5)

² newly regulated in Article 30 (6)

Article 31 new
(Changes in bold and italic)

[No provisions¹]

[No provisions²]

The Board of Directors determines all other details in a compensation regulation.

Notes: The Board of Directors is revising the existing variable compensation structure for the Executive Board to further improve alignment of performance incentives with the long-term interests of shareholders. The variable compensation is to be split into a short-term and a long-term element, with the latter being realised through a long-term incentive plan (LTI). The short-term element of the variable compensation (short-term incentive, STI) is to be determined for a performance assessment period of one year and paid out shortly after the end of the assessment period. The long-term element of the variable compensation (LTI) is to be based on a performance assessment period of three to five years. This long-term component is to be paid out at a later date to ensure that the interests of the Executive Board are aligned with those of the company and its shareholders in the long term. The Articles of Association of Mobimo Holding AG are already set to be amended accordingly to allow for changes to the variable compensation structure for the Executive Board.

8. Miscellaneous

Organisational information

Mobimo offers its shareholders the opportunity to order their admission ticket or to authorise and instruct the independent proxy to exercise their voting rights electronically. The login details for this are listed on the enclosed reply slip.

Admission tickets to attend the General Meeting in person can also be ordered using the online platform. Admission tickets can also be obtained at the admission desk on the day of the General Meeting by showing the reply slip. If the applicable shares are sold before the General Meeting, any admission tickets that have already been issued will become void.

Voting rights and granting proxies

The shareholders who are entered in the share register of Mobimo Holding AG by 19 March 2024, 11.59 p.m., shall be entitled to vote. Eligible shareholders may choose to be represented at the General Meeting as follows:

- › by the independent proxy, Grossenbacher Rechtsanwälte AG, Zentralstrasse 44, 6003 Lucerne,
- › by a legal representative,

- › by a third party authorised in writing, who does not need to be a shareholder of Mobimo Holding AG. Proxy granted in writing can be issued directly on the reply slip. Alternatively, admission tickets that have already been delivered can be handed over to a representative at a later date.

After returning the registration form to Mobimo Holding AG, shareholders will receive their admission tickets and voting materials for the General Meeting.

No changes will be made to the share register during the period from 20 March 2024 to 27 March 2024. If part or all of the shareholding listed in the invitation is sold, the selling shareholder will no longer have voting rights in respect of the shares sold. The admission ticket and voting materials issued to them must be corrected at the share register counter before the General Meeting. The voting rights of the purchasing shareholder and any associated rights will be suspended during this period.

Instructing the independent proxy/using the online platform

To grant proxies and issue instructions to the independent proxy, the completed and signed reply slip must be submitted to sharecomm ltd. by 12.00 noon (time of receipt) on Friday, 22 March 2024 at the latest, using the enclosed reply envelope.

Shareholders can use the online platform to grant proxies and issue instructions to the independent proxy electronically by 11.59 p.m. on Sunday, 24 March 2024 at the latest. If a shareholder issues instructions to the independent proxy both electronically and in writing, the most recent instructions received will apply.

Documents

The Annual Report 2023, including the annual financial statements, management report, consolidated annual financial statements, compensation report and auditor's reports, has been available at the registered office of Mobimo Holding AG at Rütligasse 1, 6003 Lucerne, since 9 February 2024. Copies can also be ordered from this address. The Annual Report 2023 can also be viewed online at www.mobimo.ch > Investors > Reporting.

General information

We recommend that all shareholders exercise their voting rights either in person at the General Meeting or via a proxy.

Please send any proposals relating to agenda items in writing to Mobimo Holding AG, Rütligasse 1, 6000 Lucerne 7, marked for the attention of Mr Michael Bucher, by no later than 19 March 2024.

Following the General Meeting, we would like to invite you to join us for a drink at the Culture and Convention Centre in Lucerne.

Dispensing with postal delivery of GM documents

In future, Mobimo will offer the option of using the online platform instead of receiving documents through the post. You will then receive an email for the next General Meeting containing a link to the online platform, where you can access the invitation, order the admission ticket or issue instructions to the independent proxy after logging in. To do this, use the "Activate electronic delivery" link on the online platform and follow the instructions to register your email address and mobile phone number.

Contact addresses

Mobimo Holding AG

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