

Evolva Holding SA, Reinach (BL)

MINUTES OF THE

Annual General Meeting of Shareholders of Evolva Holding SA, Reinach BL

Date: April 8, 2021, 3:00 pm CET

Place: Company Headquarters in Reinach, Switzerland *

*The Annual General Meeting is held on Thursday, 8 April 2021, at 15.00 p.m. at the premises of Evolva Holding SA, Duggingerstrasse 23, 4153 CH-Reinach without physical attendance of shareholders.

This results from the measures for the protection of the population to combat coronavirus (COVID-19) that have been instated by the Federal Council on 19 June 2020 (see Art. 6 Ordinance on Measures during the Special Situation to combat the COVID-19 Epidemic ("COVID-19 Special Situation Ordinance") and Art. 27 Ordinance 3 on Measures to Combat Coronavirus (COVID-19) ("COVID-19 Ordinance 3"). Voting to the independent proxy remained possible. For this reason, the Company instructed its shareholders not to attend the Annual General Meeting and recommended that they vote by authorizing the independent proxy in writing or electronically.

A. Opening

Mr. Beat In-Albon, Chairman of the Board of Directors and Mr. Stephan Schindler are the only members of the Board attending the Annual General Meeting ("AGM") of Evolva Holding SA ("Evolva" or the "Company") in person. Mr. Richard Ridinger, Member of the Board of Directors, is conferenced in. Mr. Christoph Breucker who stands for election as a new member of the Board, is present in person. Mr. Beat In-Albon chairs the AGM in accordance with Section 13 of the Articles of Association and handles all agenda items, duly authorized by Evolva's Board of Directors. The AGM is held in German.

B. Constitution

Mr. Beat In-Albon starts the AGM at 3:00 p.m. CET.

The secretary of the Board, Mr. Nic Bürgin, is appointed to keep the Minutes.

The whole AGM is recorded.

1. Invitation

Mr. Beat In-Albon states the following:

- the shareholders have been duly invited to this AGM in accordance with statutory and legal provisions;
- the invitation was sent on March 18, 2021 to all shareholders who were registered in the share register;
- the invitation included the agenda items, the proposals of the Board of Directors and the registration documents for this AGM;
- in addition, the invitation to this AGM was published on March 17, 2021 in the "Schweizerisches Handelsamtsblatt SHAB" and
- all the members of the Board have been duly invited to the AGM.

Mr. In-Albon further states that the English-language Annual Report 2020 (including the remuneration report) and the report of the statutory auditors were made available for inspection at the Company's headquarters in Reinach as of 17 March 2021. Registered shareholders could request these documents free of charge. Furthermore, the complete Annual Report 2020 was and is available for download on our website.

No requests by shareholders to place items on the agenda pursuant to Art. 699 para. 3 of the Swiss Code of Obligations and Art. 12 of the Articles of Association have been submitted to the board by the deadline provided in the pre-announcement.

2. Presence

Mr. In-Albon takes note that, in addition to himself, the following members of the Board of Directors present:

- Stephan Schindler (in person)
- Richard Ridinger (conferenced in)

He then further welcomes:

- Mr. Oliver Walker (CEO) as representative of the Group Management Team of the Company,
- Mr. Oscar Olano, Attorney at Law in Basel, who acts as independent shareholder representative,
- Mr. Bernhard Simonetti, who acted as notary and
- Mr. Rico Fehr and Mr. Fabian Meier as representatives of the Auditors (both conferenced in) and
- Mr. Christoph Breucker who stands for election as a new Member of the Board of Directors.

3. Voting Rights

Mr. In-Albon states that:

- according to Section 16 of the Articles of Association, the general meeting of shareholders passes resolutions and elections, unless the law provides otherwise, with the relative majority of the votes cast, whereby abstentions, blank or invalid ballots shall be disregarded for purposes of establishing the majority. For agenda items 1-4 and 6-8, the relative majority applies. For agenda item 5, a qualified quorum is applicable by law, i.e. at least two thirds of the votes represented and an absolute majority of the par value of the shares represented.
- The resolutions and elections will be taken by electronic voting through Mr. Olano as an independent proxy. The ballot papers will be used in case the electronic system fails.

4. Attendance

- Mr. In-Albon reports that the total number of issued shares of the Company as of the date of the AGM amounts to 926'878'237 with a nominal value of CHF 0.05 each. At the AGM the independent shareholder representative represents in total 259'854'127 votes, corresponding to 28 % of the issued shares.

Mr. In-Albon declares that this AGM is duly constituted in relation to all items on the agenda today and is competent to resolve on all agenda items. There are no objections to this statement.

C. Votes on the Agenda Items

1. Approval of the Management Report, the Statutory Financial Statements and the Consolidated Financial Statements 2020

The Board of Directors proposes that the AGM approve the 2020 management report, the statutory financial statements for 2020 and the 2020 consolidated financial statements. The Auditors inform the Company that they have nothing to add.

The AGM approves the 2020 management report, the statutory financial statements for 2020 and the 2020 consolidated financial statements with the following proportions of votes:

- In favor: 255,826,534 / 98.45%
- Against: 2,128,250 / 0.82%
- Abstained: 1,899,343 / 0.73%

2. Consultative Vote on the Compensation Report 2020

The Board of Directors recommends that the AGM approve the 2020 compensation report in a consultative vote.

The AGM approves the 2020 compensation report with the following proportions of votes:

- In favor: 229,050,095 / 88.15%
- Against: 24,802,548 / 9.54%
- Abstained: 6,001,484 / 2.31%

3. Discharge of the Members of the Board of Directors and of the Group Management Team

The Board of Directors proposes that the AGM grants discharge for the members of the Board of Directors and the Group Management Team for the 2020 financial year.

The AGM collectively grants discharge for the members of the Board of Directors and the Group Management Team for the 2020 financial year with the following proportions of votes:

- In favor: 247,988,733 / 95.83%
- Against: 6,251,517 / 2.42%
- Abstained: 4,550,877 / 1.76%

4. Appropriation of results

The Board of Directors proposes the accumulated loss of CHF be carried forward.

The AGM approves the Board of Directors' proposal concerning the accumulated loss with the following proportions of votes:

- In favor: 252,598,198 / 97.21%
- Against: 3,198,265 / 1.23%
- Abstained: 4,057,664 / 1.56%

5. Increase of Authorized Capital

The Board of Directors proposes to increase authorized capital in the maximum amount of CHF 2'968'782.35 by CHF 4'634'391.20 to the maximum amount of CHF 7'603'173.55 and to amend article 3a^{bis} of the Articles of Association accordingly.

The AGM approves the Board of Directors' proposal concerning the increase of Authorized Capital with the following proportions of votes:

- In favor: 217,731,535 / 83.79%
- Against: 38,331,506 / 14.75%
- Abstained: 3,791,086 / 1.46%

6. Elections

6.1. Elections to the Board of Directors

The Board of Directors proposes that the following persons each be elected individually to the Board of Directors for a term of one year until the end of the AGM 2022:

6.1.1 Beat In-Albon

6.1.2 Stephan Schindler

6.1.3 Richard Ridinger

6.1.4 Christoph Breucker

The AGM approves the Board of Directors' proposal concerning the elections to the Board of Directors with the following proportions of votes:

6.1.1 Beat In-Albon (current member)

- In favor: 223,533,445 / 86.02%
- Against: 33,363,228 / 12.84%
- Abstained: 2'957'454 / 1.14%

6.1.2 Stephan Schindler (current member)

- In favor: 253,349,195 / 97.50%
- Against: 2,768,403 / 1.07%
- Abstained: 3,736,529 / 1.44%

6.1.3. Richard Ridinger (current ember)

- In favor: 252,975,747 / 97.35%
- Against: 3,273,519 / 1.26%
- Abstained: 3,604,861 / 1.39%

6.1.4 Christoph Breucker (new member)

- In favor: 244,502,254 / 94.09%
- Against: 11,333,964 / 4.36%
- Abstained: 4,017,909 / 1.55%

6.2 Election of the Chairperson of the Board of Directors

The Board of Directors proposes the re-election of Beat In-Albon as Chairperson of the Board of Directors for a term of one year until the end of the AGM 2022.

The AGM approves the Board of Directors' proposal concerning the election of the Chairperson of the Board of Directors with the following proportions of votes:

- In favor: 215,356,130 / 82.88%
- Against: 40,433,866 / 15.56%

- Abstained: 4,064,131/ 1.56%

6.3 Election of the Compensation Committee

The Board of Directors proposes that the following persons each be elected individually to the Compensation Committee for a term of one year until the end of the AGM 2022.

6.3.1 Stephan Schindler (current member)

6.3.2 Richard Ridinger (current member)

6.3.3 Christoph Breucker (current member)

The AGM approves the Board of Directors' proposal concerning the election of the Compensation Committee with the following proportions of votes:

6.3.1 Stephan Schindler (current member)

- In favor: 249,773,846 / 96.12%
- Against: 5,239,354 / 2.02%
- Abstained: 4,840,927 1.86%

6.3.2 Richard Ridinger (current ember)

- In favor: 250,031,662 / 96.22%
- Against: 5,321,580 / 2.05%
- Abstained: 4,500,885/ 1.73%

6.3.3 Christoph Breucker (new candidate)

- In favor: 248,244,776 / 95.53%
- Against: 6,562,921 / 2.53%
- Abstained: 5,046,430/ 1.94%

6.4 Election of the Auditors

The Board of Directors proposes to elect Mazars Ltd., Zurich, as auditors for a term of one year until the end of the AGM 2022.

The AGM approves the Board of Directors' proposal concerning the election of auditors with the following proportions of votes:

- In favor: 255,654, 282 / 98.38%
- Against: 1,817,873 / 0.70%
- Abstained: 2,381,972/ 0.92%

6.5 Re-election of the Independent Proxy

The Board of Directors proposes the re-election of Dr. Oscar Olano, Gyr Gössi Olano Staehelin Advokatur & Notariat, Basel, as independent proxy for a term of one year until the end of the AGM 2022.

The AGM approves the Board of Directors' proposal concerning the re-election of the independent proxy with the following proportions of votes:

- In favor: 257,015,942 / 98.91%
- Against: 973,480 / 0.37%
- Abstained: 1,864,705 / 0.72%

7. Compensation of the Board of Directors

The Board of Directors proposes to approve a maximum compensation amount of CHF 0.7 million (maximum 2020/2021: CHF 0.7 million) for the Board of Directors covering the period until the next AGM in 2022.

The AGM approves the Board of Directors' proposal concerning the compensation of the Board of Directors with the following proportions of votes:

- In favor: 217,902,926 / 83.86%
- Against: 34,545,228 / 13.29%
- Abstained: 7,405,973 / 2.85%

8. Compensation of the Group Management Team

The Board of Directors proposes to approve a maximum amount of fixed and variable compensation of CHF 2.5 million (maximum 2020/2021: CHF 2.5 million) for the members of the Group Management Team for the period from 1 July 2021 until 30 June 2022.

The AGM approves the Board of Directors' proposal concerning the compensation of the Group Management Team with the following proportions of votes:

- In favor: 218,941,936 / 84.26%
- Against: 32,481,934 / 12.50%
- Abstained: 8,430,257 / 3.24%

As there were no further items to discuss, Mr. Beat In-Albon closes the AGM and thanks on behalf of the Board all shareholders and other participants for their continuous support. He expresses the hope that the shareholders will again be entitled to participate in the 2022 AGM.

AGM closes at 15:30 pm CET.