

# Questions and answers on the planned reverse share split

## Transaction background

### What is a reverse split?

In a reverse split, shares are merged (in contrast to a stock split, in which shares are divided). In our case, 250 existing shares will be merged into one new share.

### As an existing shareholder, do I have to do anything to receive the new (merged) shares?

No. Your custodian bank will automatically convert the existing Evolva shares into new (merged) Evolva shares at a ratio of 250:1. This is subject to the approval of the reverse split by the Annual General Meeting.

### Why does Evolva want to execute a reverse split?

As a growth company, Evolva has financed its growth over the last few years through capital increases. Accordingly, the number of outstanding shares has increased significantly and the share price is currently in the single-digit range. As a result, some trading platforms cannot accurately reflect the share price and certain capital measures can hardly be displayed. Through the reverse split, the share price will reach a common level, which will simplify the handling of the share and increase transparency. Both factors are in the interest of Evolva and its shareholders, which is why we recommend the implementation of the reverse split to the Annual General Meeting.

### When will the reverse split be executed?

If the Annual General Meeting approves to carry out the reverse split, it is intended to execute the reverse split approximately one week thereafter (cut-off date).

## Technical aspects of the transaction

### What is the exchange ratio for the reverse split?

The exchange ratio is 250:1, i.e. 250 existing shares are exchanged for 1 new share.

### As a shareholder, do I have to take any steps to receive the new shares?

No. The existing shares are automatically exchanged into new shares by the custodian bank without the shareholders having to do anything.

### Can I trade my Evolva shares at any time without interruption?

Yes. During the trading hours of the SIX Swiss Exchange, Evolva shares can usually be traded without interruption. This also applies before, on and after the ex-date (cut-off date) of the reverse split.

### How does the nominal value of a share change?

The nominal value of Evolva shares will increase from CHF 0.05 per share before the reverse stock split to CHF 12.50 per share after the reverse stock split, with the ratio of existing shares to "new" shares being 250:1.

### Will my voting rights change?

The percentage shares of our shareholders and thus the voting rights will not be affected by the reverse split, apart from a possible minor rounding down as a result of the fractional compensation.

## **What are fractions?**

The reverse split of shares may result in fractions of new registered shares (the "Fractions"). This is the case if shareholders hold an amount of Evolva shares that is not divisible by the ratio of the reverse split or a multiple thereof. Fractions are rounded down and are paid for at the compensation price in cash (in CHF). The compensation price is financed by the sale of remaining shares. The basis for the compensation price is the price per share achieved through the sale. The rounding down is necessary for reasons of operational efficiency and transaction security.

## **Important: What can I do to avoid rounding down of fractions?**

If your number of Evolva shares is not divisible by 250, fractions will be rounded down by default and you will receive a compensation in cash. If you prefer to avoid this outcome, you may adjust your shareholding upwards or downwards accordingly before the ex-date (cut-off date) so that your number of Evolva shares is divisible by 250 (in which case the usual costs and expenses, e.g. order fees, charged by your custodian bank, may apply).

## **What does a shareholder receive who holds a number of Evolva shares divisible by 250?**

Shareholders holding a number of existing shares exactly divisible by 250 shall receive 1 new share for every 250 existing shares held by them prior to the reverse stock split.

*Example:* Before the reverse stock split, shareholder A holds 750 existing shares. In the reverse split, the existing shares are exchanged into 3 new shares. See illustration below (example A).

## **What compensation will shareholders receive who hold 249 or fewer shares?**

Shareholders holding less than 250 existing shares will receive a cash compensation. They are no longer shareholders in Evolva after the reverse split.

*Example:* Before the reverse split, shareholder B held 249 existing shares in Evolva. During the reverse split, shareholder B automatically receives a fractional compensation from his custodian bank for the 249 shares previously held and is no longer a shareholder in Evolva. See illustration below (example B).

To ensure that you receive at least one new Evolva share after the reverse split, your holding of existing shares must be at least equal to the reverse split ratio of 250. If your current holding does not reach this value and you wish to remain a shareholder of Evolva, you must acquire the missing shares up to the reverse split ratio of 250:1 by the deadline.

## **What does a shareholder receive who holds a number of shares greater than 250 but not divisible by 250?**

Shareholdings greater than 250 but not divisible by 250 shall be rounded down to the nearest possible number divisible by 250. Shareholders shall receive one new share in exchange for every 250 existing shares previously held. For the remaining shares, the shareholders shall receive a fractional compensation.

*Example:* Shareholder C held 2,499 existing shares before the reverse split. During the reverse split, the shareholder receives 9 new shares and a fractional compensation for the remaining 249 shares. See illustration below (example C).

## **How much is the fractional compensation (cash compensation per share)?**

The fractional compensation will be financed by the sale of excess shares. The amount will be based on the market price of Evolva shares at that time.

## **Will the reverse split affect all shareholders equally?**

Yes. The reverse share split affects all shareholders equally and does not change the percentage ownership or the proportionate voting rights of the shareholders (apart from a possibly minor rounding down if the holding is not divisible by the reverse split ratio).

**What should I do if I have not received the new shares or the fractional compensation?**

The custodian banks are instructed to carry out the reverse split as described here. Please contact your custodian bank directly if you have any queries.

**I am registered in Evolva's share register. Do I have to re-register my shares after the reverse stock split?**

Yes. For technical reasons, all previous entries in the share register will be deleted. The new shares will be credited as unregistered shares. Shareholders must re-register in the share register after the reverse stock split. In the Swiss market and at the major Swiss banks, re-registration is usually automatic, depending on the agreement with your bank. However, we recommend that you contact your custodian bank directly to ensure re-registration.

**What costs does a shareholder incur as a result of the implementation of the reverse stock split?**

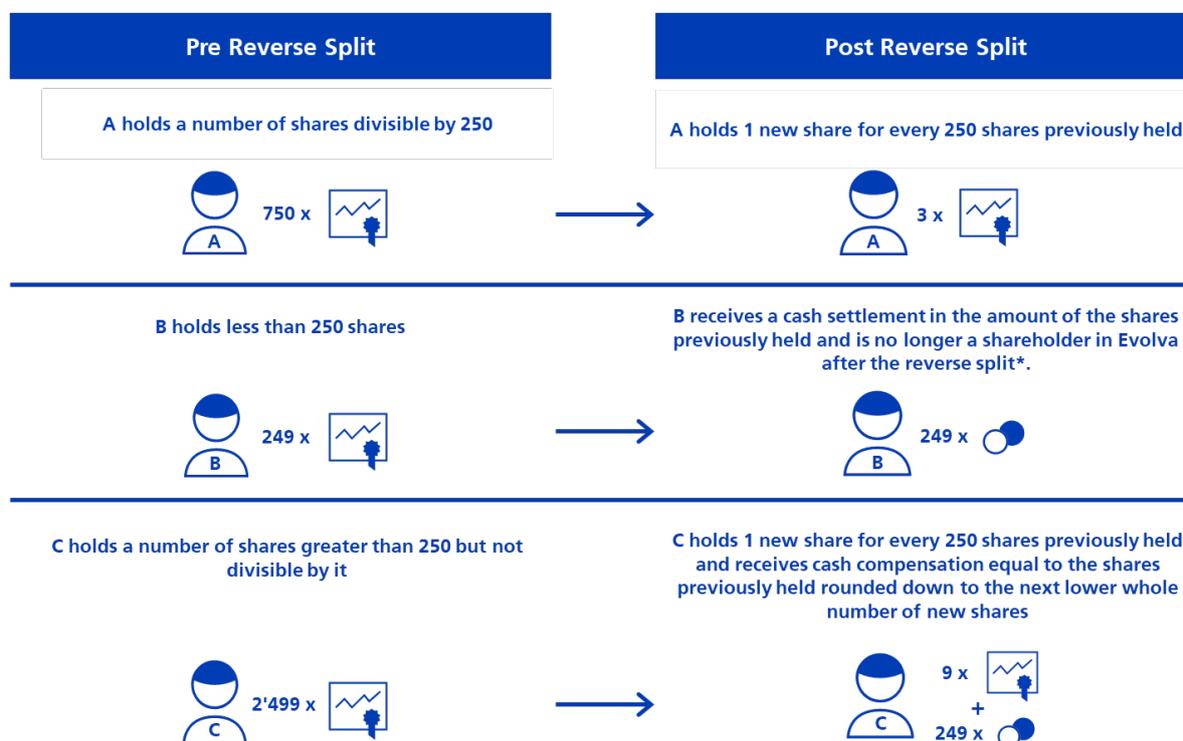
The custodian banks are instructed to carry out the reverse stock split without charging any costs or expenses to our shareholders. Please contact your custodian bank directly if you have any queries. The Swiss federal stamp duty, if any, imposed on the reverse stock split, will be borne by the company.

**What are the tax consequences for shareholders?**

We recommend all Evolva shareholders and beneficial owners of Evolva shares to consult a tax advisor regarding any Swiss tax effects and, where applicable, foreign tax effects of the reverse stock split applicable to them.

## Illustration of the reverse stock split from the shareholder's point of view

### Reverse split ratio 250 : 1



\*In order to ensure that you receive at least one new Evolva share after the reverse split, your holding of existing shares must be at least equal to the reverse split ratio of 250:1. If your current holding does not reach this value and you wish to remain a shareholder of Evolva, you must acquire the missing shares up to the reverse split ratio of 250:1 by the cut-off date.