

Invitation to the **GENERAL MEETING 2025**

Wednesday, 2 April 2025, 10.30 am | Gemeindesaal, Dorfmat, 6343 Rotkreuz
Door opening: 10.00 a.m.

Donation

mobilezone will make a donation to the Brändi Foundation instead of giving a "Bhalti" to the shareholders present at the Annual General Meeting.
<https://braendi.ch>

Agenda items and motions

1. Report on the financial year 2024

1.1 Approval of the annual report, the consolidated financial statements and the financial statements of mobilezone holding ltd for the financial year 2024

The Board of Directors proposes that the General Meeting approves the annual report, the consolidated financial statements and the financial statements of mobilezone holding ltd for the financial year 2024.

Notes

The Board of Directors is required by law to submit the annual report, the annual financial statements and the consolidated financial statements for each financial year to the General Meeting for approval. The auditor BDO Ltd, Zurich, have audited the consolidated financial statements of the mobilezone Group and the annual financial statements of mobilezone holding ltd and recommend their approval in their audit reports.

1.2 Consultative vote on the report on non-financial matters for the financial year 2024

The Board of Directors proposes that the General Meeting approves the report on non-financial matters for the financial year 2024 (consultative vote).

Notes

With the introduction of Article 964a of the Swiss Code of Obligations, mobilezone holding ltd is obliged to prepare a report on non-financial matters from the financial year 2024. The report contains information on environmental, social and employee matters, respect for human rights and the fight against corruption. The report on non-financial matters must be submitted to the General Meeting as part of a consultative vote. The vote covers the sections of the Sustainability Report specified on page 71.

2. Discharge of the Board of Directors and Group Management

The Board of Directors proposes that the General Meeting grants discharge to all members of the Board of Directors and the Group Management for the financial year 2024.

Notes

Granting discharge is one of the non-transferable powers of the General Meeting. The Board of Directors proposes to grant discharge for the financial year 2024 to all members of the Board of Directors and the Group Management who were in charge in the financial year 2024.

3. Resolution on the appropriation of available earnings

The Board of Directors proposes the distribution of an ordinary dividend from the available earnings of CHF 0.90 per registered share.

Treasury shares held by mobilezone holding ltd are not entitled to dividends. Therefore, the reported dividend or distribution amount may change accordingly.

There are no longer any reserves from capital contributions, which enabled a withholding tax-free distribution in previous years. The reserves from capital contributions were used up with the distribution in 2024.

Resolution Appropriation of retained earnings 2024 and distribution of an ordinary dividend of mobilezone holding ag

Balance carried forward from previous year	CHF	87 288 182
Net income 2024	CHF	39 308 389
Available earnings at disposal of the General Meeting	CHF	126 596 571

The Board of Directors proposes to the General Meeting that the available earnings 2024 be appropriated as follows:

Distribution of a dividend of CHF 0.90 per dividend registered share (previous year: CHF 0.496 and additionally CHF 0.404 from reserves from capital contribution)	CHF	-38 906 222
Undistributed dividends on treasury shares held by the company	CHF	63 345
Income carried forward to new account	CHF	87 753 694

If this proposal is accepted, the payment on 11 April 2024 (ex-date 9 April 2024) will be with deduction of the less Swiss withholding tax of 35 per cent on the dividend amount of CHF 0.90 per share.

Notes

The distribution of a dividend requires a resolution by the General Meeting.

4. Remuneration for members of the Board of Directors and Group Management

4.1 Consultative vote on the remuneration report for the financial year 2024

The Board of Directors proposes that the General Meeting take note of and approve the remuneration report for the financial year 2024 in a consultative vote.

Notes

The remuneration report (from page 91 of the Annual Report 2024) states the decision-making competencies and presents principles and elements of the remuneration of the Board of Directors and Group Management. It lists the remuneration paid in the reporting year to the members of the Board of Directors and Group Management and indicates their shareholdings in mobilezone holding Ltd. The remuneration of the Executive Delegate of the Board of Directors Markus Bernhard is included in the remuneration of Group Management. A advisory vote will be held in relation to the report.

4.2 Approval of the total amount of the maximum permissible remuneration for the Board of Directors for the period up to the next General Meeting

The Board of Directors proposes to the General Meeting to approve the total amount of the maximum permissible remuneration for the Board of Directors, consisting of five members, for the period up to the next General Meeting as a maximum CHF 0.55 million (previous year: CHF 0.55 million).

Notes

For the financial year 2024, the General Meeting approved CHF 550,000 (previous year: CHF 550,000), of which CHF 517,000 (previous year: CHF 531,000) were utilised. This corresponds to a utilisation of 94 per cent (previous year: 97 per cent).

in CHF	Proposed	Approved	Used	Utilisation
Financial year 2025	550 000	n.a.	n.a.	n.a.
Financial year 2024	550 000	550 000	517 000	94 %
Financial year 2023	550 000	550 000	531 000	97 %
Financial year 2022	630 000	630 000	572 000	91 %

4.3 Approval of the total amount of maximum permissible remuneration of Group Management for the financial year 2026

The Board of Directors proposes to the General Meeting to approve the total amount of the maximum permissible remuneration for Group Management, consisting of three members, and the Executive Delegate of the Board of Directors for the financial year 2026 in the sum of CHF 3.8 million (previous year: CHF 3.8 million).

Notes

For the financial year 2025, the General Meeting approved CHF 3,800,000 (2024: CHF 3,900,000).

in CHF	Proposed	Approved	Used	Utilisation
Financial year 2026	3 800 000	n.a.	n.a.	n.a.
Financial year 2025	3 800 000	3 800 000	n.a.	n.a.
Financial year 2024	3 900 000	3 900 000	2 638 000	68 %
Financial year 2023	4 300 000	4 300 000	3 300 000	77 %
Financial year 2022	4 300 000	4 300 000	3 536 000	82 %

5. Elections

The Board of Directors proposes to the General Meeting that the following five people be elected individually as members of the board of Directors for a term of office until the conclusion of the next General Meeting.

Notes

The term of office of the Chairman and the members of the Board of Directors ends at the conclusion of the General Meeting on 2 April 2025. The Chairman and the members of the Board of Directors must be re-elected annually by the General Meeting.

The Board of Directors of mobilezone holding Ltd is composed of four non-executive and independent members in accordance with the definition of independence criteria of the "Swiss Code of Best Practice for Corporate Governance" of economiesuisse and the Executive Delegate of the Board of Directors.

5.1 Members of the Board of Directors

- a) Re-election of Olaf Swantee
- b) Re-election of Michael Haubrich
- c) Re-election of Dr Lea Sonderegger
- d) Re-election of Markus Bernhard
- e) Election of Andreas Wyss

Notes

Information on the professional backgrounds, mandates and other significant activities of the current members of the Board of Directors can be found on pages 80 to 82 of the Annual Report 2024 and on the website at <https://www.mobilezoneholding.ch/en/about-us/organization/board-of-directors.html>

5.2 Chairman of the Board of Directors

The Board of Directors proposes to the General Meeting to elect Olaf Swantee as Chairman of the Board of Directors for a term of office of one year.

5.3 Members of the Nomination & Compensation Committee

The Board of Directors proposes to the General Meeting to elect the following three persons individually as members of the Nomination & Compensation Committee for a term of office of one year:

- a) Re-election of Dr Lea Sonderegger
- b) Re-election of Olaf Swantee
- c) Re-election of Michael Haubrich

If Lea Sonderegger is elected as a member of the Nomination & Compensation Committee by the General Meeting, the Board of Directors intends to appoint her as Chair of the Nomination & Compensation Committee.

Notes

As the term of office of the members of the Nomination & Compensation Committee ends at the end of the General Meeting on 2 April 2025, they must be re-elected by the General Meeting. In accordance with the Articles of Association of mobilezone holding Ltd, the Board of Directors appoints the Chair of the Nomination & Compensation Committee.

5.4 Independent proxy

The Board of Directors proposes to the General Meeting to elect Advokatur Brandschenke, lawyer Martin Dietrich, Zürich, as independent proxy until the conclusion of the next General Meeting.

Notes

The independent proxy is to be elected annually by the General Meeting. Advokatur Brandschenke, lawyer Martin Dietrich, Zürich fulfils the legal requirements and is available for re-election.

5.5 Auditor

The Board of Directors proposes that the General Meeting elects BDO Ltd, Zurich, as auditor for the financial year 2025.

Notes

The auditor is elected annually by the General Meeting. BDO Ltd, Zurich fulfils the legal requirements and is available for re-election. Further information on the auditor, in particular, the lead auditor and fees, can be found on pages 87 and 88 of the annual report 2024.

Organisational information

Annual Report / Minutes of the General Meeting 2024

The annual report 2024, including the annual report, consolidated financial statements, financial statements, report on non-financial matters, remuneration report of mobilezone holding Ltd, the reports of the auditors, the proposal of the Board of Directors on the appropriation of available earnings as well as the other proposals of the Board of Directors and the minutes of the General Meeting of 3 April 2024 are available for inspection at the company's registered office at Suurstoffi 22, 6343 Rotkreuz. The minutes and the annual report are also available in electronic form on the company's website.

<https://www.mobilezoneholding.ch/en/investors-1/reports-and-presentations.html>

(Annual Report)

<https://www.mobilezoneholding.ch/en/investors-1/downloads-for-investors.html>

(Minutes of the General Meeting)

Voting rights

Shareholders with voting rights who are entered in the share register with voting rights by 24 March 2025 (5 p.m. CET) will receive this invitation to the General Meeting with the agenda items and motions of the Board of Directors sent directly to them. No entries will be made in the share register from 25 March 2025 to 2 April 2025. Registered shareholders who sell their shares before the General Meeting are no longer entitled to vote.

Admission tickets

Admission tickets and voting materials will be delivered upon registration between 11 March 2025 and 25 March 2025. Returning the enclosed registration form in good time will make it easier to prepare for the General Meeting.

Issue of an electronic power of attorney and corresponding instructions

Shareholders can issue a power of attorney and instructions to the independent proxy using electronic remote voting. Electronic participation and any changes to electronically submitted powers of attorney and instructions are possible up to and including Monday, 31 March 2025, 11.59 a.m. (CEST). In such a case, please register on the website at <https://mobilezone.netvote.ch> and follow the instructions. The login details required for this will be sent to shareholders together with the documents for the General Meeting.

Issue of a written power of attorney and corresponding instructions

By signing the power of attorney on the reply form, shareholders can authorise the independent proxy lawyer Martin Dietrich, Advokatur Brandschenke, Brandschenkestrasse 51, 8002 Zürich, to represent their shareholder vote(s). Please use the power of attorney form on the back of the reply form to grant a power of attorney and issue your instructions.

Donation

mobilezone will make a donation to Stiftung Brändi (<https://braendi.ch>) instead of giving a «Bhalti» to the shareholders present at the General Meeting.

Sustainability

If you wish to receive information about invitations to General Meetings by email in the future, you can notify us online at <https://mobilezone.netvote.ch>. If you choose this option, you will in the future receive an email with a link to the online portal, where you will be able to view the General Meeting documents, issue a power of attorney and instructions electronically (electronic voting) or order the admission tickets to the General Meeting. The admission tickets ordered for the General Meeting will continue to be sent by regular mail. It is now also possible to have access cards delivered electronically. You can select this accordingly in the online portal

Disclaimer

This is a courtesy translation of the original German version of the invitation to the General Meeting. In the event of inconsistencies between the German original and the English translation, the German version shall prevail.



Would you like to receive
this invitation only in
paperless form in the future?



Choose electronic delivery at
mobilezone.netvote.ch