



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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The Native SA, Gerbergasse 48, 4001 Basel

Invitation to the ordinary general meeting The Native SA

The Native SA
CHE-101.017.162
Gerbergasse 48
4001 Basel

General meeting details:

05.08.2020, 11:00 Uhr, Offices of the Company

Invitation/Agenda:

Invitation to the 21st Annual General Meeting of The Native SA

to be held virtually on Wednesday, 5 August 2020, at 11:00 CEST at the offices of the Company, Gerbergasse 48, CH-4001 Basel

Legal notice:

Due to the current restrictions resulting from the Covid-19 pandemic, physical attendance to the meeting is not permitted. Therefore, the Board of Directors has decided that the voting rights of the Shareholders can only and exclusively be exercised by either (i) electronic voting (through the Shernpany online platform), or (ii) by granting a power of attorney to the Independent Proxy (Mr Andri Obrist). Shareholders wishing to vote or to be represented at the Annual General Meeting may obtain their registration forms no later than by 31 July 2020 from the Company's website (<https://thenative.ch/meetings/>) or at the seat of the Company. Registration cards will be issued upon presentation of written proof of deposit and blocking of the shares with a bank until the day after the Annual General Meeting.

Invitation to the 21th Annual General Meeting of The Native SA (the “Company”)

to be held virtually on Wednesday, 5 August 2020, at 11:00 CEST at
the Offices of the Company, Gerbergasse 48, CH-4001 Basel

A. Agenda

1. Approval of the Operating and Financial Review of the Company, the Financial Statements of the Company and the Group Consolidated Financial Statements for the 2019 Financial Year

The Board of Directors proposes approval.

2. Vote on the Compensation Report 2019

The Board of Directors proposes approval of the Compensation Report 2019.

3. Discharge from Liability of the Members of the Board of Directors and the Executive Committee

The Board of Directors proposes discharge from liability for each of its members and for each of the members of the Executive Committee for the 2019 financial year.

4. Appropriation of Available Earnings of the Company as per Balance Sheet

Balance brought forward (accumulated losses)	CHF	8'406'256.00
net loss of the Company	CHF	1'059'340.00

Accumulated losses as per balance sheet	CHF	9'465'596.00
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The Board of Directors proposes to carry forward the accumulated losses.

5. Votes on Compensation for the Members of the Board of Directors for 2020/2021

The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2020 Annual General Meeting to the 2021 Annual General Meeting, in the amount of CHF 200,000.00 as a fixed amount, plus refund of expenses, and up to a maximum amount of CHF 200,000.00 as variable amount depending on the results of the business, according to a scheme to be defined. The Compensation Committee shall be authorised to set up a stock option scheme for the benefit of the members of the Board of Directors.

6. Elections of the Chairman and the Members of the Board of Directors

The Board of Directors proposes the re-election of Patrick Girod (also as Chairman of the Board of Directors in a single vote) and of Victor Iezuitov as members of the Board of Directors, each until the end of the next Annual General Meeting.

6.1 Re-election of Patrick Girod as Member and as Chairman of the Board of Directors (in a single vote)

6.2 Re-election of Victor Iezuitov

7. Elections to the Compensation Committee

The Board of Directors proposes the re-election of Patrick Girod and of Victor Iezuitov as members of the Compensation Committee, each until the end of the next Annual General Meeting. The Board of Directors intends to designate Victor Iezuitov, as Chairman of the Compensation Committee, subject to his election as a member of the Compensation Committee.

1.1 Re-election of Patrick Girod as member of the Compensation Committee

1.2 Re-election of Victor Iezuitov as member of the Compensation Committee

8. Re-election of the Statutory Auditor and the Group Auditor

The Board of Directors proposes the re-election of Berney Associés Audit SA, Lausanne, as statutory auditor of the Company and as Group Auditor of the consolidated financial statements for the financial year starting on 1 January 2020.

9. Re-election of the Independent Proxy

The Board of Directors proposes the re-election of Mr Andri Obrist, Attorney-at-Law, in Basel, as Independent Proxy of the Company until the end of the next Annual General Meeting.

For the Board of Directors

The Chairman: Patrick GIROD

B. Organisational Notes

1. Admission

Due to the current restrictions resulting from the Covid-19 pandemic, physical attendance to the meeting is not permitted. Therefore, the Board of Directors has decided that the voting rights of the Shareholders can only and exclusively be exercised by either (i) electronic voting (through the Sherpany online platform), or (ii) by granting a power of attorney to the Independent Proxy (Mr Andri Obrist). Shareholders wishing to vote or to be represented at the Annual General Meeting may obtain their registration forms no later than by 31 July 2020 from the Company's website (<https://thenative.ch/meetings/>) or at the seat of the Company. Registration cards will be issued upon presentation of written proof of deposit and blocking of the shares with a bank until the day after the Annual General Meeting.

2. Annual Report and further Documents

The Annual Report for the 2019 financial year (including the Operating and Financial Review of the Company, the Financial Statements of the Company, the Group's Consolidated Financial Statements, the Compensation Report as well as the Auditors' Reports) is available at <https://thenative.ch/financial-reports/>.

3. Appointment of a Proxy

Shareholders have the possibility to be represented at the Annual General Meeting only by the Independent Proxy of the Company (Mr Andri Obrist).

Proxy and instruction forms can be obtained from the website (<https://thenative.ch/meetings/>), directly from the Company or through the Sherpany online platform (see below on *electronic voting*).

Without specific instructions from a Shareholder the Independent Proxy will abstain from voting on any matter listed in the agenda; the same applies to proposals brought up during the Annual General Meeting.

4. Electronic Voting (Sherpany online platform)

Shareholders can submit their votes via the Sherpany internet platform (<https://thenative.ch/e-voting/>). Shareholders wishing to give instructions electronically must first request from the Company a registration form in order to open a shareholder account with www.sherpany.com. This personal account can be used to issue voting instructions to the Independent Proxy. Online voting via Sherpany is possible until 3 August 2020, 23:59 CEST.