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Youngtimers AG, (Youngtimers Ltd) (Youngtimers SA), Gerbergasse 48, 4001 Basel

## Invitation to the ordinary general meeting Youngtimers AG

**Organisation concerned:**

Youngtimers AG  
CHE-101.017.162  
Gerbergasse 48  
4001 Basel

**General meeting details:**

29.05.2024, 15:00 Uhr, Gerbergasse 48  
CH-4001 Basel  
Switzerland

**Invitation/Agenda:**

Invitation to the 25th Annual General Meeting  
of Youngtimers AG

to be held on Wednesday, 29 May 2024, at 15:00 CEST  
at the Offices of the Company

**Additional legal info:**

Shareholders wishing to participate personally or to be represented at the Annual General Meeting through the Independent Proxy may obtain their admission cards and/or registration forms (see below on electronic voting) no later than by 27 May 2024 from their custody bank or the Company's website (<https://ir.youngtimers.com/meetings/>).

Registration cards will be issued upon presentation of written proof of deposit of the shares with a bank until the day after the Annual Shareholders' Meeting.

# Invitation to the 25<sup>th</sup> Annual General Meeting of Youngtimers AG (the “Company”)

to be held on Wednesday, 29 May 2024, at 15:00 CEST  
at the Offices of the Company, Gerbergasse 48, CH-4001 Basel

## A. Agenda

### 1. Approval of the Management Report, the Financial Statements of the Company for the 2023 Financial Year

**Motion:** *The Board of Directors proposes approval.*

**Explanation:** *Pursuant to Swiss law and the Company's Articles of Association, the management report, the statutory financial statements of the Company have to be submitted to the General Meeting for approval. The Auditor, Berney Associés Audit SA, Lausanne, has audited the Company's statutory financial statements has nothing to add to the audit reports.*

### 2. Vote on the Remuneration Report 2023

**Motion:** *The Board of Directors proposes approval of the Remuneration Report 2023.*

**Explanation:** *The Remuneration Report sets out the principles governing the remuneration of the Board of Directors and the Executive Management, and reports on the nature and amount of the remuneration accrued during the financial year 2023, along with a comparison with the corresponding maximum total remuneration amounts approved by the General Meeting. This is less than the budgeted numbers approved by the Annual General Meeting in 2023. The Auditor has audited the relevant parts of the Remuneration Report 2023 as required by law and has nothing to add to the audit report.*

### 3. Discharge from Liability of the Members of the Board of Directors

**Motion:** *The Board of Directors proposes discharge from liability for each of its members for the 2023 financial year.*

**Explanation:** *Pursuant to Swiss law and the Company's Articles of Association, the approval of the discharge lies within the powers of the General Meeting.*

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

Balance brought forward	CHF	- 21'621'001
Net loss for the period	CHF	- 684'577
Accumulated losses (balance sheet loss)	CHF	- 22'305'578

**Motion:** *The Board of Directors proposes to carry forward the balance sheet loss of CHF - 22'305'578.*

**Explanation:** *Pursuant to Swiss law and the Company's Articles of Association, the Appropriation of Available Earnings lies within the powers of the General Meeting.*

### 5. Votes on Compensation for the Members of the Board of Directors for and the Executive Management Team for 2024/2025

#### 5.1 Vote on the maximum aggregate amount of Compensation for Members of the Board of Directors from the 2024 Annual General Meeting to the 2025 Annual General Meeting

**Motion:** *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 2024 Annual General Meeting to the 2025 Annual General Meeting, in the amount of CHF 200'000 as a fixed amount, plus refund of expenses, and up to a maximum amount of CHF 200'000 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.*

**Explanation:** *Pursuant to Swiss law and the Company's Articles of Association, the General Meeting has to approve the maximum total remuneration for the members of the Board of Directors. The maximum amount submitted for approval is based on a Board of Directors with four members. The amount covers the remuneration components stated in the Articles of Association. The remuneration components are explained in detail in the Remuneration Report 2023, and the maximum total amount of remuneration has been calculated in accordance with the principles set out in said report. The maximum total remuneration for the members of the Board of Directors proposed for the period ending at the 2025 Annual General Meeting is considerably higher than the remuneration paid during the preceding period.*

#### 5.2 Vote on the maximum aggregate amount of Compensation for Members of the Executive Management Team in the Financial Year 2024

**Motion:** *The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation to be paid, promised or granted during, or in respect of the Financial Year 2024 to the members of the Executive Management Team, in the amount of CHF 200'000 as fixed amount, plus refund of expenses, and up to a maximum amount of CHF 200'000 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 Executive Management Team in addition to cash amounts stated hereunder.*

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the General Meeting has to approve the maximum total remuneration for the members of the Executive Management. The maximum amount submitted for approval is based on an Executive Management with 2 members. The amount covers the remuneration components stated in the Articles of Association. The remuneration components are explained in detail in the Remuneration Report 2023, and the maximum total amount of remuneration has been calculated in accordance with the principles set out in said report. The maximum total remuneration for the members of the Executive Management proposed for the period ending at the 2025 Annual General Meeting is [considerably higher than the amount proposed for the preceding period, however not paid as no Executive Management was installed.

## **6. Election of the Chairman and the Members of the Board of Directors**

The Board of Directors has been informed that of its current members only Lorenzo Landini, but not Norman Hansen and Jan Schulmeister, is standing for re-election. The Board of Directors proposes to re-elect Mr Lorenzo Landini and to elect as additional members of the Board of Directors (i) Mr Christian Eich, (ii) Mrs Motoko Yorozu, and (iii) Mr Renger van den Heuvel.

**Motion:** The Board of Directors proposes to (re-)elect (i) Christian Eich (also as Chairman of the Board of Directors in a single vote), (ii) Lorenzo Landini, (iii) Motoko Yorozu, and (iv) Renger van den Heuvel as members of the Board of Directors, each until the end of the next Annual General Meeting.

**Explanation:** The term of office for all members of the Board of Directors expires at the completion of the Annual General Meeting. Pursuant to Swiss law and the Company's Articles of Association, the General Meeting annually elects the members of the Board of Directors and the Chair of the Board of Directors. Of its current members only Lorenzo Landini, but not Norman Hansen and Jan Schulmeister, is standing for re-election. The elections (respectively re-elections) of the members of the Board of Directors shall be effected on an individual basis. To complete the Board of Directors, the Board of Directors proposes that Mr Christian Eich, Mrs Motoko Yorozu, and Mr Renger van den Heuvel be elected as new members.

The CVs of the new candidates can be found at the Company's website: <https://ir.youngtimers.com/meetings/>

### **6.1 Election of Christian Eich as Member and as Chairman of the Board of Directors (in a single vote)**

### **6.2 Re-election of Lorenzo Landini as Member of the Board of Directors**

### **6.3 Election of Motoko Yorozu as Member of the Board of Directors**

### **6.4 Election of Renger van den Heuvel as Member of the Board of Directors**

## **7. Elections to the Compensation Committee**

**Motion:** The Board of Directors proposes the election of Christian Eich and Lorenzo Landini as members of the Compensation Committee, each until the end of the next Annual General Meeting.

**Explanation:** The term of office for all members of the Remuneration Committee expires at the completion of the Annual General Meeting, furthermore Norman Hansen is not standing for re-election. Pursuant to Swiss law and the Company's Articles of Association, the General Meeting elects the members of the Remuneration Committee. The elections (respectively re-election) shall be effected on an individual basis. The Board of Directors intends to designate Christian Eich as Chairman of the Compensation Committee, subject to his election as a member of the Compensation Committee.

### **7.1 Re-election of Lorenzo Landini as member of the Compensation Committee**

### **7.2 Election of Christian Eich as member of the Compensation Committee**

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

**Motion:** 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 started on 1 January 2024.

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the General Meeting elects the Auditor.

## **9. Re-election of the Independent Proxy**

**Motion:** 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.

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the General Meeting elects the independent proxy. Mr. Andri Obrist, attorney-at-law, fulfils the criteria for independence and the Board of Directors proposes that he be re-elected for reasons of continuity.

## 10. Ordinary Capital Increase

**Motion:** The Board of Directors proposes to (i) increase the current Share Capital of the Company of CHF 26'045'697.72 by a maximum of CHF 5'040'000.00 to a maximum of new CHF 31'085'697.72 by issuance of a maximum of 12'000'000 new bearer Shares with a nominal value of CHF 0.42 each; (ii) fully pay in the new capital by cash; (iii) issue the new shares at nominal value (i.e. for the issue price of CHF 0.42); (iv) grant the right on dividends as of the current business year (i.e. as of 1 January 2024); (v) let the Company pay for the federal stamp duty; and (vi) cancel the subscription rights of the existing Shareholders as the new shares shall be issued exclusively for the purpose of expanding the Company's shareholder base with strategic partners in the visual effects, digital production and IP rights management industry. The Board of Directors shall implement and register this capital increase with the Commercial Registry within the statutory period of six months, as otherwise the resolution of the General Meeting lapses.

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the General Meeting has the power to resolve on an ordinary capital increase. Pursuant to Swiss law the cancellation of the subscription rights is only permitted for good cause and needs a qualified majority of two thirds of the votes represented at the General Meeting. The Board of Directors intends to offer all new Shares to strategic partners in the visual effects, digital production and IP rights management industry. Therefore, the Board of Directors deems the cancellation of the subscription rights legitimate and for good cause.

## 11. Capital Band

**Motion:** The Board of Directors proposes, by implementing a new Article 3a into the Company's Articles of Association, to introduce a capital band of CHF 13'022'848.86 (upper and lower limit) authorising the Board of Directors until 26 May 2029, respectively an earlier lapse of the capital band, in one or a series of transactions, and in the full or partial amounts, to either increase or reduce the Company's share capital within the capital band. The draft of the wording of such new Article 3a is available on the Company's website: <https://ir.youngtimers.com/meetings/>

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the General Meeting can implement a capital band through the Company's Articles of Association. The amendment of the Articles of Association lies within the powers of the General Meeting.

## 12. Further amendments to the Articles of Association and translation into the English language

### 12.1 Amendment of Company's Purpose (Article 2)

**Motion:** The Board of Directors proposes to slightly amend the Company's main purpose by adding in Article 2 para. 2 of the Company's Articles of Association the investment into, the development, protection, enforcement, management, and commercialisation of intellectual property rights of any type. It further proposes to delete duplications and redundancies in paragraphs one and two of Article 2 by deleting the existing paragraph 1. The draft of the new wording of Article 2 is available on the Company's website: <https://ir.youngtimers.com/meetings/>

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the amendment of the Articles of Association lies within the powers of the General Meeting.

### 12.2 Translation of to the Articles of Association into the English language and implementation of a new Article 24

**Motion:** The Board of Directors proposes to add an English translation to the Articles of Association of the Company and therefore amend the title of paragraph VII. (GERICHTSSTAND) and implement a new Article 24 into the Company's Articles of Association, to determine that the German text shall prevail. The draft of the amended and translated Articles of Association (including amended Article 2 and new Articles 3a and 24) is available on the Company's website (all changes highlighted yellow): <https://ir.youngtimers.com/meetings/>

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the amendment of the Articles of Association lies within the powers of the General Meeting.

For the Board of Directors

The Chairman: Norman Hansen

## **B. Organisational Notes**

### **1. Admission/Independent Proxy**

Shareholders wishing to participate personally or to be represented at the Annual General Meeting through the Independent Proxy may obtain their admission cards and/or registration forms (see below on electronic voting) no later than by 27 May 2024 from their custody bank or the Company's website (<https://ir.youngtimers.com/meetings/>).

Registration cards will be issued upon presentation of written proof of deposit of the shares with a bank until the day after the Annual Shareholders' Meeting.

### **2. Annual Report and further Documents**

The Annual Report for the 2023 financial year (including the Management Report of the Company, the Financial Statements of the Company, the Remuneration Report as well as the Auditors' Reports), the CVs of the new candidates and a draft of the amended Articles of Association are available through the Company's website (<https://ir.youngtimers.com/financial-reports/> and <https://ir.youngtimers.com/meetings/>).

### **3. Appointment of a Proxy**

Shareholders have the possibility to be represented at the Annual General Meeting in one of the following manners only:

- a. by a third party in accordance with Article 11 Para. 2 of the Company's Articles of Association upon presentation of a duly executed Proxy and the admission card; or
- b. by the Independent Proxy of the Company (Mr. Andri Obrist).

Proxy and instruction forms can be obtained from the Company's website (<https://ir.youngtimers.com/meetings/>), or through the netVote 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 Meeting.

### **4. Electronic Voting (netVote online platform)**

Shareholders shall submit their instructions electronically to the Independent Proxy via the netVote internet platform after having obtained a registration form (cf. paragraph 1 above) and opened a shareholders' account with [www.netvote.ch](http://www.netvote.ch). Instructions can be given via [youngtimers.netVote.ch](http://youngtimers.netVote.ch) until 28 May 2024, 23:59 CEST.

### **5. Proposals from Shareholders on Agenda Items / Questions to the Board of Directors**

Proposals and questions from Shareholders on Agenda Items can only be put to the Meeting by a Shareholder or his/her individual proxy, the Independent Proxy cannot act as individual proxy in this sense.