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Einladung zur ordentlichen Generalversammlung VT5 Acquisition Company AG

Betroffene Organisation:
VT5 Acquisition Company AG
CHE-499.708.558
Churerstrasse 25
8808 Pfäffikon SZ

Angaben zur Generalversammlung:
28.02.2023, 17:00 Uhr, Hotel Schweizerhof, Bahnhofplatz 7, 8001 Zürich
(Türöffnung um 16:30 Uhr)

Einladungstext/Traktanden:
Einladung zur ordentlichen Generalversammlung 2023 der VT5 Acquisition Company AG

Den vollständigen Einladungstext, einschliesslich der Traktanden und der Anträge des Verwaltungsrates, entnehmen Sie bitte dem angehängten PDF Dokument.

Heinz Kundert, Präsident des Verwaltungsrats



ACQUISITION COMPANY

Invitation

Annual Shareholders Meeting 2023

VT5 Acquisition Company AG, Freienbach

28 February 2023, Hotel Schweizerhof, Zurich

Dear Shareholders,

It is my pleasure to invite you to the Annual Shareholders Meeting of VT5 Acquisition Company AG, Freienbach, which will be held on 28 February 2023 at 17:00 (doors opening at 16:30) at the premises of the Hotel Schweizerhof, Bahnhofplatz 7, 8001 Zurich.

In addition to the regular agenda items to be covered during the Annual Shareholders Meeting as per the Invitation, we will be happy to provide you with a short update on the ongoing activities since our Initial Public Offering (IPO) on SIX Swiss Exchange on 15 December 2021. Since our IPO, VT5 has been searching extensively for a suitable combination candidate. We offer a unique and elegant alternative way to become a SIX-listed company by providing access to liquidity, transaction certainty and a fast-track solution. In 2022, increased volatility in capital markets resulting from uncertainty around inflation, interest rate and geopolitical developments, has created challenges for private companies with expansion ambitions. VT5 has had many fruitful discussions with private companies interested in a public listing. Our goal remains to identify a hidden champion with a high-growth and innovative technology profile backed by strong products at the heart of long-term industry trends.

Please find enclosed the Invitation and Proxy Statement for the Meeting, together with the Agenda and items to be voted on.

Whether or not you plan to attend the Annual Shareholders Meeting, your vote is appreciated.

If you as a shareholder have not yet registered your shares with our share register, you are invited to do so by contacting our share register Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz before 17 February 2023 via your bank or custodian.

I look forward to welcoming you soon at the Hotel Schweizerhof.

Heinz Kundert
Chairperson of the Board of Directors

AGENDA ITEMS AND MOTIONS BY THE BOARD OF DIRECTORS

1. **Approval of the annual report, the statutory financial statements and the IFRS financial statements for the financial year ending 31 October 2022 – agenda item no. 1**

The Board of Directors resolves to propose to approve the annual report, the statutory financial statements and the IFRS financial statements of the Company for the financial year 1 November 2021 until 31 October 2022.

In the opinion of the Board of Directors the annual report, the statutory financial statements as well as the consolidated financial statements have been prepared in compliance with the applicable accounting standards and the Code of Obligations, as applicable. The annual report and financial statements were further audited by the Company's auditors and opined upon without qualifications. Further, the Board of Directors is of the opinion that there are no specific facts included in the annual report, the statutory financial statements or the IFRS financial statements, that would warrant a specific and separate discussion. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

2. **Advisory vote on compensation report – agenda item no. 2**

The Board of Directors resolves to propose that shareholders approve the compensation report for the financial year from 1 November 2021 until 31 October 2022 in an advisory vote.

The Board of Directors is of the opinion that the compensation report has been prepared in compliance with the applicable accounting standards and the Swiss Code of Obligations, as applicable, and in compliance with the applicable requirements on the compensations paid. The compensation report was further audited by the Company's auditors and opined upon without qualifications. Further, the Board of Directors is of the opinion that there are no specific facts included in the compensation report that would warrant a specific and separate discussion. Therefore, the Board of Directors made the proposal to the Annual Shareholders Meeting indicated above.

3. **Appropriation of available earnings – agenda item no. 3**

The Board of Directors resolves to propose the following appropriation of the available earnings of the Company for the financial year from 1 November 2021 until 31 October 2022:

	CHF
Net loss for the period from 1 November 2021 to 31 October 2022	-5,128,962.41
Accumulated loss as of 31 October 2022	-472,076.82
Available earnings	-5,601,039.23
Proposed appropriation	
Loss to be carried forward	-5,601,039.23

The Company had an operating loss during the financial year from 1 November 2021 until 31 October 2022 and an accumulated loss as at 31 October 2022 of CHF 5,601,039.23. Therefore there are no available earnings to distribute and any such distribution would not be in line with the Company's purpose and goals. Therefore, the Board of

Directors proposes to carry forward the accumulated loss as at 31 October 2022 to the new financial year.

4. Discharge of the members of the Board of Directors and the Executive Board – agenda item no. 4

The Board of Directors resolves to propose to grant discharge to the members of the Board of Directors and the Executive Board, as well as all other persons involved in management of the Company, for their services rendered during the financial year ended 31 October 2022.

The Board of Directors is of the opinion that the performance of each member of the Board of Directors as well as each member of the Executive Board during the past financial year warrant the granting of the discharge by the shareholders for the same time period. Nothing has come to the attention of the Board of Directors, that would reasonably lead to a different conclusion. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

5. Elections – agenda item no. 5

5.1. Election of the members of the Board of Directors – agenda item no. 5.1

The Board of Directors resolves to propose that the following persons be elected individually as members of the Board of Directors for a term of office of one year, lasting until the conclusion of the next ordinary Annual Shareholders Meeting:

- (a) Heinz Kundert as member (current);
- (b) Jennifer Maag as member (current);
- (c) Andreas Leutenegger as member (current);
- (d) Gregor Greber as member (current); and
- (e) Christopher Detweiler as member (current).

The Board of Directors, in agreement with the Company's Compensation Committee, deems the current composition of the Board of Directors to be well suited to the Company's needs and that it allows an efficient and well-rounded cooperation within the Board of Directors. Furthermore, all current members of the Board of Directors stand for re-election and no new members of the Board of Directors have been proposed or requested in the past year. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

5.2. Election of the Chairperson of the Board of Directors – agenda item no. 5.2

The Board of Directors resolves to propose that Heinz Kundert be elected as Chairperson of the Board of Directors (current) for a term of office of one year, lasting until the conclusion of the next ordinary Annual Shareholders Meeting.

The Board of Directors, in agreement with the Company's Compensation Committee, believes the current Chairperson to be well suited to lead the Board of Directors and to suit the Company's needs. As the current Chairperson stands for re-election, the Board of Directors believes that another year with the current Chairperson would be in the best interest of the Company and would ensure the continuity within organization of the Board of Directors. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

5.3. Election of the members of the Compensation Committee – agenda item no. 5.3

The Board of Directors resolves to propose that the following persons be elected individually as members of the Compensation Committee for a term of office of one year, lasting until the conclusion of the next ordinary Annual Shareholders Meeting:

- (a) Jennifer Maag as member (current); and
- (b) Christopher Detweiler as member (current).

The Board of Directors deems the current composition of the Compensation Committee to be well suited to the Company's needs. Furthermore, all current members of the Compensation Committee stand for re-election and no new members of the Compensation Committee have been proposed or requested in the past year. Jennifer Maag, in the opinion of the Board of Directors, is to be considered as an independent member of the Compensation Committee in line with the Swiss Code of Best Practice of Economie Suisse as she is not affiliated with the operational management of the Company or major shareholders of the Company. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

5.4. Election of statutory auditors – agenda item no. 5.4

The Board of Directors resolves to propose that Deloitte AG (current) be elected as the statutory auditor of the Company auditors for the financial year from 1 November 2022 until 31 October 2023.

The Board of Directors is of the opinion that the current auditors should be re-elected. Deloitte AG is independent and well acquainted with the tasks and procedures of acting as statutory auditors. Nothing has come to the attention of the Board of Directors that the performance of the auditors in the past year has not been satisfactory. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

5.5. Election of independent proxy – agenda item no. 5.5

The Board of Directors resolves to propose that Buis Bürgi AG, Zurich, (current) be elected as the independent proxy of the Company for a term of office of one year, lasting until the conclusion of the next ordinary Annual Shareholders Meeting.

The Board of Directors is of the opinion that the current independent proxy should be re-elected. The law firm Buis Bürgi AG is independent and well acquainted with the procedures of acting as independent proxy. Nothing has come to the attention of the Board of Directors that the performance of the independent proxy in the past year has not been satisfactory. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

6. Approval of compensation – agenda item no. 6

6.1. Approval of compensation for the Board of Directors – agenda item no. 6.1

The Board of Directors resolves, given there are no changes intended with regard to the compensation of the Board of Directors prior to the achievement of a business combination (see further p. 33 of the annual report), to propose to the shareholders that no remuneration for the Board of Directors be paid for the term of office until the next ordinary Annual Shareholders Meeting.

6.2. Approval of compensation for the Executive Board – agenda item no. 6.2

The Board of Directors resolves to propose to approve a maximum amount of CHF 300'000 for the compensation of the persons whom the Board of Directors has entrusted with the executive management (meaning the members of the Executive Board) for the compensation period until the next ordinary Annual Shareholders Meeting.

The Board of Directors, based on the recommendations of the Compensation Committee, believes that the remuneration for the Executive Board as proposed is appropriate in light of the work expected to be provided by the members of the Executive Board and is further in line with the principles of remuneration set out in the Company's articles of association. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

ORGANIZATIONAL NOTES

Annual report

The annual report for the financial year from 1 November 2021 until 31 October 2022, including the statutory financial statements, the consolidated financial statements, and the compensation report for the financial year from 1 November 2021 until 31 October 2022 as well as the reports of the statutory auditors are available for inspection as of 14 December 2022 on the Company's website under the url:

https://vt5.ch/download/companies/110675a/Annual%20Reports/VT5_FY2021_22_Report.pdf.

Voting rights

Shareholders who are entered in the shareholder register as at 17 February 2023, 17:00 CET (reporting date) are entitled to participate and vote at the ordinary Annual Shareholders Meeting. During the period from 17 February 2023, 17:00 (CET) until and including 28 February 2023, no entries of shareholders will be made in the shareholder register.

Personal attendance

If a shareholder wishes to attend the ordinary Annual Shareholders Meeting in person, the enclosed registration form may be used to request an admission card. For this purpose, please send the duly completed and signed registration form to Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, by no later than 24 February 2023, 16:00 (CET) (time of receipt). Admission cards can also be ordered online until 26 February 2023, 23:59 (CET). The personal access code is sent to the shareholders together with the invitation documents for the ordinary Annual Shareholders Meeting.

Powers of attorney

Shareholders who do not attend the ordinary Annual Shareholders Meeting in person may be represented as follows:

- by an individual proxy based on written power of attorney. In this case, the admission card will be sent directly to the proxy.
- by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, 8008 Zürich. If the independent proxy cannot be present, the Board of Directors will appoint a new independent proxy. The powers of attorney granted to the independent proxy will also be valid for any new independent proxy appointed by the Board of Directors. In order to authorize the independent proxy, it is sufficient to return the accordingly completed and signed power of attorney form to Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, by no later than 24 February 2023, 16:00 (CET, time of receipt), using the enclosed envelope. The independent proxy will vote in accordance with the instructions granted by the respective shareholder. For written instructions, please use the reverse side of the enclosed registration form.
- Shareholders may also grant powers of attorney and issue instructions to the independent proxy electronically. The personal access code is sent to the shareholders together with the invitation documents for the ordinary Annual Shareholders Meeting. Powers of attorney may be granted and instructions may be issued electronically to the independent proxy by no later than 26 February 2023, 23:59 (CET).