



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 extraordinary general meeting The Native SA

The Native SA
CHE-101.017.162
Gerbergasse 48
4001 Basel

General meeting details:

18.12.2020, 11:00 Uhr, Offices of the Company

Invitation/Agenda:

Invitation to an Extraordinary Meeting of the Shareholders of The Native SA

Legal notice:

Due to the current restrictions resulting from the Covid-19 pandemic, physical attendance to the meeting is not permitted. Therefore, and based on Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) of the Federal Council ("COVID-19-Ordinance 3"), 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 Extraordinary General Meeting may obtain their registration forms no later than by 13 December 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 Extraordinary General Meeting.

Invitation to an Extraordinary Meeting of the Shareholders of
 The Native SA (the “Company”)

to be held virtually on Friday, 18 December 2020, at 11:00 CET at
 the Offices of the Company, Gerbergasse 48, CH-4001 Basel

A. Agenda

1. Reduction of the Share Capital and Amendment of Article 3 of the Articles of Association

The Board of Directors proposes to

- (a) execute the following reduction of the Company's Share Capital:
 - (i) to reduce the existing Share Capital of CHF 10'889'165.-- by CHF 9'582'465.20 to (new) CHF 1'306'699.80;
 - (ii) to assert that, based on the special audit report, (α) this can be done as a declarative capital reduction pursuant to Article 735 CO to correct a situation of negative equity (Unterbilanz), and (β) the claims of all creditors are fully covered despite the reduction of the Share Capital;
 - (iii) to consummate the reduction of the Share Capital as follows:
 - by reducing the nominal value of each Share of CHF 3.50 by CHF 3.08 to new CHF 0.42; and
 - by using the reduction amount to partially correct the situation of negative equity (Unterbilanz);
 - (iv) Any book profit arising from the capital reduction must be used exclusively for depreciation purposes.
- (b) amend and restate Article 3 of the Company's Articles of Association as follows:

Original	(Translation)
ARTIKEL 3 Das Aktienkapital der Gesellschaft beträgt CHF 1'306'699.80, eingeteilt in 3'111'190 Inhaberaktien mit einem Nennwert von je CHF 0.42. Das Aktienkapital ist vollständig liberiert.	ARTICLE 3 The Company's Share Capital amounts to CHF 1'306'699.80, divided into 3'111'190 bearer Shares with a nominal value of CHF 0.42 each. The Share Capital is fully paid in.

2. Ordinary Capital Increase

Subject to agenda item 1 being concluded and the Company's Share Capital being reduced accordingly, the Board of Directors proposes to

- (a) increase by way of ordinary capital increase the current Share Capital of the Company of CHF 1'306'699.80 by a minimum of CHF 3'360'000.-- and a maximum of CHF 4'200'000.-- to a maximum of (new) CHF 5'506'699.80 by issuance of a minimum of 8'000'000 and a maximum of 10'000'000 new bearer Shares with a nominal value of CHF 0.42 each;
- (b) fully pay in the new capital;
- (c) pay in the Share Capital by off-setting existing and due claims against the Company (e.g. convertible bonds);
- (d) issue the new Shares at nominal value; i.e. for the issue price of CHF 0.42 per new Share;
- (e) grant the right on dividends as of the business year 2020 (i.e. as of 1 January 2020);
- (f) let the Company pay for the federal stamp duty; and
- (g) cancel the subscription rights of the Shareholders and only let existing creditors and holders of convertible bonds subscribe for the new Shares, to allow the envisaged restructuring of the Company (conversion of debt into equity).

As the above is an ordinary capital increase with a maximal amount of new Share Capital, it is not in the discretion of the Board of Directors to decide on the amount of the capital increase. The Board of Directors is obliged to execute the capital increase in such an amount as new Shares have been subscribed for.

3. Further Amendments to the Company's Articles of Association

Should the Shareholders resolve to reduce the Company's Share Capital (agenda item 1) but not the proposed ordinary capital increase (agenda item 2) the Board of Directors proposes to amend and restate Articles 3.1, 3.2 and 3.3 of the Company's Articles of Association by replacing the stated nominal value respectively the issue price of the new Shares to be issued by CHF 0.42 in the referenced Articles (instead of CHF 3.50).

Should the Shareholders however resolve the proposed ordinary capital increase (agenda item 2) the Board of Directors will immediately after the Meeting resolve to entirely delete Articles 3.1, 3.2 and 3.3 of the Company's Articles of Association as all holders of any convertible bonds or convertible rights are satisfied by the conversion pursuant to agenda item 2 and no other options were granted or are outstanding. Furthermore, the Board of Directors will immediately after the Meeting resolve to entirely delete Article 3.4 of the Company's Articles of Association due to laps of time.

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, and based on Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) of the Federal Council ("COVID-19-Ordinance 3"), 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 Extraordinary General Meeting may obtain their registration forms no later than by 13 December 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 Extraordinary General Meeting.

2. Documents

The Special Audit Report on the declaratory Capital Reduction and the draft of the revised Articles of Association are available at <https://thenative.ch/financial-reports/>.

3. Independent Proxy

Shareholders have the possibility to be represented at the Meeting only by the Independent Proxy (Mr Andri Obrist). Proxy and instruction forms can be obtained from the Company's website (<https://thenative.ch/meetings/>), 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 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 also be used to issue voting instructions to the Independent Proxy. Online voting via Sherpany is possible until 16 December 2020, 23:59 CEST.

5. Proposals from Shareholders on Agenda Items

Proposals from Shareholders on Agenda Items can only be put to the Meeting by the Independent Proxy.