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SOFISTATE AG, Via Sela 2, 7500 St. Moritz

Invito all'assemblea generale straordinaria SOFISTATE AG

SOFISTATE AG
CHE-268.727.257
Via Sela 2
7500 St. Moritz

Informazioni sull'assemblea generale:
24.09.2020, ore 14:00, Abalone Gräff SA Office, Fraumunsterstrasse 13, Zurich

Invito/ordine del giorno:
Postponement Bond First Payment date to 1 October 2021

CONVENING NOTICE FOR AN EXTRAORDINARY GENERAL MEETING OF THE BONDHOLDERS OF

SOFISTATE AG
Aktiengesellschaft
Registered Office : Via Sela 2, 7500 St. Moritz
UID: CHE 268.757.257
(The « Company »)

I. NOTICE

An Extraordinary General Meeting (*Ausserordentlicher Beschluss*) of the bondholders of SOFISTATE AG (the “**Company**”) is hereby convened to be held in Zurich at Fraumünsterstrasse 13, Zurich, 8001 – Switzerland on the 24th of September 2020 at 14:00 Central European Time in accordance with section 11 of the terms and conditions (*Bedingungen der Anleihe* – the “**Terms and Conditions**”) of the 6% Bonds 2019 due 2024 (6 % *Anleihe 2019 bis 2024* – the “**Bonds**”) as detailed in the issuance prospectus (*Emissionsprospekt*) dated the 24th of September 2019.

To attend the Extraordinary General Meeting or vote by proxy please follow the instructions in section III: “*Right to participate at the Extraordinary General Meeting*”. For information on the applicable quorum, majority and other formalities related to the Extraordinary General Meeting please refer to section IV: “*Quorum, Majority and other Formalities*”. For the resolutions to be taken at the Extraordinary General Meeting for each of the items indicated in the Agenda under Section II please refer to section V: “*Resolutions*”.

In accordance with Section 10 *Zusätzliche Informationen – Publikationen* of the *Emissionsprospekt*, this convening notice will be published on the Swiss Official Gazette of Commerce. In addition, it will be published on the web platform held and operated by SIX Financial Services AG.

II. AGENDA

1. *Consideration, and if thought fit, approval of the postponement of the payment date of the first Coupon (as such term is defined in the Emissionsprospekt), originally due on the 1st of October 2020, to the 1st of October 2021;*
2. *Discharge to the sole director of the Company for the failure to pay of the first Coupon due on the 1st of October 2020;*
3. *Granting of authorisation to the sole director of the Company with power of substitution to sign and execute, in the name and on behalf of the Bondholder any necessary, incidental and ancillary documents, deeds, forms, agreements, letters and notices in relation to the resolutions to be taken under this Agenda; and*
4. *Miscellaneous.*

III. RIGHT TO PARTICIPATE AT THE EXTRAORDINARY GENERAL MEETING

In accordance with the Terms and Conditions each Bondholder is entitled to attend and vote or appoint another person as his/her/it proxy to attend and vote instead of him/her/it and that the proxy holder need not also to be a Bondholder.

Ways to participate: (i) *By proxy:* the Bondholder may submit the power of attorney form ("**Proxy Form**") containing his/her/it voting instructions; or (ii) *In person:* the Bondholder may attend the Extraordinary General Meeting in person.

Deadline to submit the Proxy Form: no later than the 15th of September, 2020.

Channels to submit the Proxy Form:

- a) *By post:* The Proxy Form (attached hereto) can be submitted by post. The original completed, dated and signed Proxy Form shall be mailed to the registered address of the Company. Bondholders that choose to send the Proxy Form by post should first send a scanned copy to: alessandra.panellafabrello@abalonegraff.com
- b) *By e-mail:* Complete, date and sign the Proxy Form and then send the signed form to alessandra.panellafabrello@abalonegraff.com

Bondholders having a bank certificate related to their ownership of one or more Bonds are entitled to attend and vote at the Extraordinary General Meeting provided that such certificate (a) must be dated before the date of the Extraordinary General Meeting and (b) confirms that (i) the relevant Bonds have been deposited with a bank and will be held in deposit until the end day in which the Extraordinary General Meeting shall be held and (ii) the bank has not issued any other certificate in relation to the same Bonds.

IV. QUORUM AND MAJORITY AND OTHER FORMALITIES

In accordance with section 9 letters (g) and (i) of the Terms and Conditions, the Extraordinary General Meeting shall be held if at least 66% of the nominal value of the Bonds in issue is present or represented at the meeting and resolutions are passed with the majority of 66% of the nominal value of the Bonds present or represented at the meeting.

The Bondholders present or represented at the Extraordinary General Meeting shall appoint the Chairman who, according to section 9 letter (e) of the Terms and Conditions, shall have casting vote.

V. RESOLUTIONS

In accordance with section 9 letter (d) of the Terms and Conditions this Notice must include the text of the proposed resolutions which are hereinafter reported substantially in agreed form:

RESOLUTION FIRST

After duly consideration, approval of the postponement of the payment date of the first Coupon, originally due on the 1st of October 2020, to the 1st of October 2021:

% in favour;

% against.....;

% abstention.....;

Resolution First is [approved/rejected] with % of the votes [in favour/against]

RESOLUTION SECOND

Granting discharge to the sole director of the Company for the failure to pay of the first Coupon due on the 1st of October 2020:

% in favour;

% against.....;

% abstention.....;

Resolution Second is [approved/rejected] with % of the votes [in favour/against]

RESOLUTION THIRD

Granting of authorisation to the sole director of the Company with power of substitution to sign and execute, in the name and on behalf of the Bondholders, any necessary, incidental and ancillary documents, deeds, forms, agreements, letters and notices in relation to the above taken resolutions:

% in favour;

% against.....;

% abstention.....;

Resolution Third is [approved/rejected] with % of the votes [in favour/against]

For Sofistate AG

Alessandra Panella Fabrello

Sole Director

St. Moritz

3 September 2020



PROXY FORM

The undersigned,here represented by (the “Principal”), **HEREBY APPOINTS** [Mr./Mrs], residing at and holder of [ID Card/passport] number acting individually under his/her sole signature and with full power of substitution and authority as his/her/its lawful proxy (the “Proxy-Holders”) to represent the Principal at the Extraordinary General Meeting of SOFISTATE AG an *Aktiengesellschaft* having its registered office at Via Sela 2, 7500 St. Moritz and with UID CHE 268.757.257 (the “Company”) which will be held in Zurich at Fraumünsterstrasse 13, Zurich, 8001 – Switzerland on the [] of September 2020 at []:00 Central European Time with the following Agenda:

1. *Consideration, and if thought fit, approval of the postponement of the payment date of the first Coupon (as such term is defined in the Emissionsprospekt), originally due on the 1st of October 2020, to the 1st of October 2021;*
2. *Discharge to the sole director of the Company for the failure to pay of the first Coupon due on the 1st of October 2020;*
3. *Granting of authorisation to the sole director of the Company with power of substitution to sign and execute, in the name and on behalf of the Bondholder any necessary, incidental and ancillary documents, deeds, forms, agreements, letters and notices in relation to the resolutions to be taken under this Agenda; and*
4. *Miscellaneous.*

The Proxy Holder(s) is **HEREBY** instructed to vote in accordance with the following instructions:

- ☐ in favour of the resolution under item 1 of the Agenda;
- ☐ against the resolution under item 1 of the Agenda: or
- ☐ abstention in relation to item 1 of the Agenda.

- ☐ in favour of the resolution under item 2 of the Agenda;
- ☐ against the resolution under item 2 of the Agenda: or
- ☐ abstention in relation to item 2 of the Agenda.

- ☐ in favour of the resolution under item 3 of the Agenda;
- ☐ against the resolution under item 3 of the Agenda: or
- ☐ abstention in relation to item 3 of the Agenda.

For this purpose, to execute and sign any acts, documents, minutes and in general to do all necessary or incidental to the exercise of the powers herein specified as full to all intents and purpose as might or could be done by the undersigned itself if it were personally present and hereby ratifying and confirming all that said

agent(s) shall lawfully do or cause to be done by virtue hereof. This power of attorney is governed by Swiss law, and any dispute or claim arising in connection thereto shall be brought before the the competent Swiss courts. This power of attorney is granted for a duration of 3 (three) months as from its execution by the Principal.

Made on.....2020 in

For:
Name:
Capacity: