



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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Invitation to the extraordinary general meeting CAG International AG

Organisation concerned:

CAG International AG

CHE-214.617.260

Zugerstrasse 72

6340 Baar

General meeting details:

11.11.2021, 11:00 Uhr, Offices of Schweiger Advokatur/Notariat, Dammstrasse 19, 6300 Zug, Switzerland

Invitation/Agenda:

1. Creation of Authorized Share Capital, Amendment to the Articles of Association

2. Other Amendments to the Articles of Association

3. Miscellaneous

The comments and proposals of the Board of Directors as well as the proxy form are attached hereto.



POWER OF ATTORNEY WITH VOTING INSTRUCTIONS

The undersigned _____
[Insert name and address]

holder of _____ registered shares with a nominal value of CHF 0.04 / 0.12 each in

CAG International AG
with registered office in Baar /Zug, Switzerland

(the "**Company**")

hereby grants power of attorney to the Independent Proxy, Dr Martina Plüss, to represent the registered shares of the aforementioned Shareholder at the Extraordinary General Meeting (the "**EGM**") of the Company on or around 11 November 2021.

Voting instructions for the Independent Proxy

Instructions to the proposals of the agenda items announced in the invitation to the EGM

Agenda Items	Yes	No	Abstain
1. Creation of Authorized Share Capital, Amendment to the Articles of Association <u>Proposal of the Board of Directors:</u> To amend Article 3b Paragraph 1 of the Company's Articles of Association as outlined in the invitation to the EGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Other amendments to the Articles of Association <u>Proposal of the Board of Directors:</u> To amend Article 5, Article 8 Paragraph 3 and Article 23 Paragraph 1 of the Company's Articles of Association as outlined in the invitation to the EGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick the boxes as appropriate.

The Board of Directors recommends to vote "Yes" on all its proposals.

Voting in case of additional or changed proposals and/or agenda items

In case that additional or changed proposals to published agenda items and/or new agenda items according to art. 700 para. 3 CO are brought forward by Shareholders and/or the Board of Directors, the Independent Proxy is instructed to vote as follows:

As per the proposal of the Board of Directors ☐

Against the proposal ☐

Abstain from voting ☐

If this form is returned without specific instructions to one or several agenda items and/or Board of Directors Proposals, the Independent Proxy will exercise the aforementioned shareholder's rights as "in favor of the Proposal of the Board of Directors".

Place and Date

Name:

Function:

Please return this power of attorney with voting instructions to the Independent Proxy, Dr Martina Plüss, Fischmarkt 13, 6300 Zug, Switzerland, to arrive at the Independent Proxy's office no later than 5.00 p.m. (CET) on 10 November 2021 (original, by mail or courier (+ 41 41 710 51 76) or e-mail with qualified electronic signature to info@pluess-law.ch).



INVITATION

to the Extraordinary General Shareholders' Meeting

Important notice

Dear Shareholders,

Protecting the health of our Shareholders and employees is a top priority for CAG International AG (the "**Company**"). Due to the extraordinary situation with COVID-19, we regret to inform you that we will be holding an Extraordinary General Shareholders' Meeting (the "**EGM**") on 11 November 2021 with no physical participation from Shareholders. Based on art. 27 of Swiss COVID-19 Ordinance 3 (SR 818.101.24) we have decided that Shareholders may only be able to submit their voting instructions in writing to the Independent Proxy. We thank you for your understanding.

Sincerely,

The Board of Directors
CAG International AG

Date and time: 11 November 2021 at 11.00 a.m. (CET)
Location: Offices premises of Schweiger Advokatur/Notariat, Dammstrasse 19, 6300 Zug, Switzerland

Agenda items

This EGM will discuss the following agenda items:

1. Creation of Authorized Share Capital, Amendment to the Articles of Association

Comment of the Board of Directors:

The Company has had an authorized share capital, which has been partially used and partially expired on 1 October 2021. In order to maintain the flexibility to raise further equity for the Company, the Board of Directors suggests that a new authorized share capital be created and that the Company's Articles of Association be amended accordingly.

Proposal of the Board of Directors:

The Board of Directors proposes to amend Article 3b Paragraph 1 of the Company's Articles of Association as follows:

Artikel 3b – Genehmigtes Aktienkapital	article 3b – authorised share capital
[Abs. 1] Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 1. Oktober 2021 10. November 2023 , das Aktienkapital im Maximalbetrag von CHF 164'130.96 494'555.88 durch Ausgabe von höchstens 1'367'758 4'121'299 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.12 zu erhöhen. Erhöhungen auf dem Wege der Festübernahme sowie Erhöhungen in Teilbeträgen sind gestattet. Der jeweilige Ausgabebetrag, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen werden vom Verwaltungsrat bestimmt.	[Para. 1] The Board of Directors is authorised, at any time until October 1, 2021 November 10, 2023 , to increase the share capital by a maximum of CHF 164,130.96 494,555.88 through the issuance of a maximum of 1,367,758 4,121,299 registered shares, to be fully paid up, with a nominal value of CHF 0.12 per share. Increases by underwriting as well as partial increases are permissible. The issue price, the time of dividend entitlement, and the type of contribution will be determined by the Board of Directors.

2. Other amendments to the Articles of Association

Comment of the Board of Directors:

As bearer shares are, as a general rule and with certain exceptions, no longer permitted under Swiss law, in order to comply with generally accepted AML standards, the Board of Directors wishes to reflect this change of the law also in the Company's Articles of Association.

Proposal of the Board of Directors:

The Board of Directors proposes to amend Article 5, Article 8 Paragraph 3 and Article 23 Paragraph 1 of the Company's Articles of Association as follows:

Artikel 5 - Umwandlung, Zerlegung und Zusammenlegung von Aktien	article 5 – conversion, division and merger of shares
Die Generalversammlung kann bei unverändert bleibendem Aktienkapital durch Statutenänderung jederzeit Namenaktien in Inhaberaktien und Inhaberaktien in Namenaktien umwandeln sowie Aktien in solche von kleinerem Nennwert zerlegen oder zu solchen von grösserem Nennwert zusammenlegen, wobei letzteres der Zustimmung des Aktionärs bedarf.	The shareholders' meeting may, given that the share capital remains unchanged, at any time convert registered shares into bearer shares and bearer shares into registered shares by amendment of the articles of association as well as to divide the shares into a lower par value or to merge them into a higher par value, whereas the latter shall require the shareholder's consent.
Artikel 8 - Einberufung und Traktandierung	article 8 - notice and agenda
...	...
[Abs. 3] Die Einberufungen zu den Generalversammlungen erfolgen an Inhaberaktionäre durch einmalige Publikation im Schweizerischen Handelsamtsblatt, an Namenaktionäre per Brief in der für Mitteilungen an die Aktionäre vorgesehenen Form an die im Aktienbuch eingetragenen Aktionäre und Nutzniesser. Zwischen dem Tag der Publikation oder dem Versand der Einladung und dem Tag der Generalversammlung müssen mindestens 20 Tage liegen. Die Einberufung erfolgt durch den Verwaltungsrat, nötigenfalls durch die Revisionsstelle. Das Einberufungsrecht steht auch den Liquidatoren, den Vertretern der Anleiensgläubiger sowie der Generalversammlung selbst zu.	[Para. 3] Notice of the shareholders' meeting is given by means of a notification (in the form provided for notifications to shareholders) single publication in the Swiss Official Gazette of Commerce for the holders of bearer shares or by letter to the shareholders and usufructuaries of record. Between the day of publication or the mailing of the notice and the day of the shareholders' meeting there must be a time period of not less than 20 days. The notice shall be made by the board of directors, or, if necessary, by the auditors. Liquidators, representatives of the bond holders and the shareholders' meeting itself also have the right to convene the meetings.
Artikel 23 - Mitteilungen und Bekanntmachungen	article 23 - notices and publications
[Abs. 1] Mitteilungen an die Namens Aktionäre erfolgen nach Ermessen des Verwaltungsrates per Brief, E-Mail oder Telefax an die im Aktienbuch verzeichneten Adressen, solche an die Inhaberaktionäre durch Publikation im Schweizerischen Handelsamtsblatt.	[Para. 1] Notices to the shareholders of registered shares are made by letter, e-mail or fax, as decided by the board of directors, to the addresses listed in the share register, those to the holders of bear-er shares by publication in the Swiss Official Gazette of Commerce.

3. Miscellaneous

Voting rights

Shareholders of CAG International AG registered with voting rights as of 1 November 2021 (5.00 p.m. CET) (hereinafter “Record Date”) in the share register are entitled to vote at the EGM. Shareholders who sell their shares after Record Date but prior to the EGM are no longer entitled to participate and vote with respect to shares sold. Such Shareholder is required to inform the Chairman of the Board of Directors at the latest at the beginning of the EGM about such sale, including the exact amount of sold shares. Please note that no entries of shares will be made in the share register from Record Date to 11 November 2021 and that the share register will re-open on 12 November 2021.

Independent proxy

Shareholders of CAG International AG registered with voting rights as of Record Date in the share register may be represented at the EGM only by the Independent Proxy, Dr Martina Plüss, Fischmarkt 13, 6300 Zug, Switzerland. Personal attendance is not allowed.

In order to appoint and give instructions to the Independent Proxy, the Shareholders are kindly asked to send the completed and duly signed power of attorney with voting instructions (attached to this Invitation) to the Independent Proxy, Dr Martina Plüss, Fischmarkt 13, 6300 Zug, Switzerland, to arrive at the Independent Proxy's office no later than 5.00 p.m. (CET) on 10 November 2021 (original, by mail or courier (+41 41 710 51 76) or e-mail with qualified electronic signature to info@pluess-law.ch). This is the only way to exercise the Shareholders rights at this EGM.

No trading restriction on CAG International AG shares

The registration of Shareholders for voting purposes does not affect the trading of the CAG International AG shares held by registered Shareholders before, during or after the EGM. Neither Swiss law nor the CAG International AG's Articles of Association impose trading restrictions for shareholders that have been entered in the share register of CAG International AG with a view to voting at the upcoming EGM.

Language

In accordance with art. 8 of CAG International AG's Articles of Association the EGM will be held in English.

This invitation was sent by letter and e-mail to the addresses of Shareholders directly, insofar as that information was available to CAG International AG. Furthermore, CAG International AG published this invitation in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt) as well as on the company's website at: <https://www.caginternationalag.com/investor-relations/>.

Contacts:

CAG International AG
Zugerstrasse 72,
6340 Baar, Switzerland

investors@caginternationalag.com

<https://www.caginternationalag.com/>

Baar, 19 October 2021

On behalf of the Board of Directors



Hans Amell
President of the Board of Directors