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Einladung zur ausserordentlichen Generalversammlung CAG International AG

Betroffene Organisation:
CAG International AG
CHE-214.617.260
Zugerstrasse 74
6340 Baar

Angaben zur Generalversammlung:
23.12.2022, 10:00 Uhr, Offices of the Company
Zugerstrasse 74
6340 Baar, Switzerland

Einladungstext/Traktanden:
1. Elections

2. Miscellaneous

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



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 23 December 2022 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: 23 December 2022 at 10.00 a.m. (CET)
Location: Offices of the Company, Zugerstrasse 74, 6340 Baar, Switzerland

Agenda items

This EGM will discuss the following agenda items:

1. Elections

Comment of the Board of Directors:

The undersigned member of the Board of Directors has announced his intention to resign from his position for professional reasons as per this EGM. The Board of Directors proposes to elect Mr Matthew Alexander Shalash, Italian citizen, resident of Zollikon/Zurich (Switzerland) to take the position as new director; the Board of Directors is convinced to have found a qualified person with Mr Shalash.

Proposal of the Board of Directors:

The Board of Directors proposes to elect Mr Matthew Alexander Shalash, Italian citizen, resident of Zollikon/Zurich (Switzerland) as member of the Board of Directors for a term of one year, i.e. until the Annual Meeting of Shareholders in 2023.

2. Miscellaneous

Voting rights

Shareholders of CAG International AG registered with voting rights as of 19 December 2022 (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 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 26 December 2022 and that the share register will re-open on 27 December 2022.

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, MLaw Dominic Baumgartner, Attorney-at-law, DIEDRICHSEN BAUMGARTNER Advokatur Notariat, Alpenstrasse 1, 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, MLaw Dominic Baumgartner, Attorney-at-law, DIEDRICHSEN BAUMGARTNER Advokatur Notariat, Alpenstrasse 1, 6300 Zug, Switzerland, to arrive at the Independent Proxy's office no later than 5.00 p.m. (CET) on 22 December 2022 (original, by mail or courier, or e-mail with qualified electronic signature to db@dbl.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 74
6340 Baar, Switzerland

investors@caginternationalag.com

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

Baar, 2 December 2022

On behalf of the Board of Directors

Pascal Joncour
Member of the Board of Directors



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, MLaw Dominic Baumgartner, Attorney-at-law, to represent the registered shares of the aforementioned Shareholder at the Extraordinary General Meeting (the “**EGM**”) of the Company on or around 23 December 2022.

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. Elections <u>Proposal of the Board of Directors:</u> To elect Mr Matthew Alexander <u>Shalash</u> , Italian citizen, resident of Zollikon/Zurich (Switzerland), as member of the Board of Directors for a term of one year, i.e. until the Annual Meeting of Shareholders in 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please tick the box 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 | <input type="checkbox"/> |
| Against the proposal | <input type="checkbox"/> |
| Abstain from voting | <input type="checkbox"/> |

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, MLaw Dominic Baumgartner, Attorney-at-law, DIEDRICHSEN BAUMGARTNER Advokatur Notariat, Alpenstrasse 1, 6300 Zug, Switzerland, to arrive at the Independent Proxy's office no later than 5.00 p.m. (CET) on 22 December 2022 (original, by mail or courier, or e-mail with qualified electronic signature to <mailto:db@dblaw.ch>).