



EQS Group-News: SunMirror AG / Announcement of the Convening of the General Meeting

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Announcement of the Convening of the General Meeting, transmitted by EQS Group - a company of EQS Group AG.

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## **Invitation to the Ordinary General Meeting of Shareholders**

### **SunMirror AG**

SunMirror AG  
Steinhauserstrasse 74  
6300 Zug, Switzerland

### **Information on the Ordinary General Meeting of Shareholders**

Location: SunMirror AG, Steinhauserstrasse 74, 6300 Zug, Switzerland

Date: December 17, 2021

Time: 11:00 AM

Physical presence:

- Board of Directors
- Secretary taking minutes/vote counters
- Independent proxy
- Notary

### **COVID-19/participation by proxy**

Due to the current COVID-19 outbreak, the Board of Directors of SunMirror AG has decided that, for their protection, shareholders will be able to exercise their rights via an independent proxy. This decision was made based on Ordinance 3 on Measures to Combat the Coronavirus issued by the Swiss Federal Council (COVID-19 Ordinance 3). Shareholders will not have the option of participating in the General Meeting in person. Shareholders can participate in the General Meeting and exercise their rights as outlined below:

#### Independent proxy:

Shareholders can exercise their voting rights via the independent proxy. The company's independent proxy is:

Eversheds Sutherland AG  
Stadelhoferstrasse 22  
8001 Zurich  
Switzerland

In the event the independent proxy is unable to participate, the Board of Directors will name a new independent proxy. The voting proxies issued to the independent proxy will also be valid for the new independent proxy named by the Board of Directors.

The shareholders who intend to exercise their voting rights may request the documents required for the exercise of the voting rights from their depot bank until Friday, December 10, 2021, the latest. The independent proxy must receive a completed instruction form with the shareholder's written instructions on his or her votes no later than Tuesday, December 14, 2021 (receipt by mail no later than December 14, 2021). In any case, each shareholding must be verified with a copy of an official form of identification and current investment account statement. The depot bank must be instructed that no transfer of shares may be effected until December 17, 2021, 12pm CET, and that this restriction must be confirmed by the depot bank on the investment account statement. If proxy authorization has been issued, but no instructions have been given regarding the votes, the independent proxy must abstain from voting.

#### **Additional Information**

At the time of the invitation to the ordinary general meeting the share capital of the SunMirror AG amounts to CHF 2,000,000.00 and is divided into 2,000,000 bearer shares with a nominal value of CHF 1 each. Each share grants one vote. The total number of shares entitled to participate in and vote at the ordinary general meeting therefore amounts to 2,000,000 shares at the date of the invitation to the ordinary general meeting. At the time of the invitation to the ordinary general meeting the SunMirror AG holds neither directly nor indirectly treasury shares.

### **Agenda items (overview)**

The General Meeting will take place at SunMirror AG, Steinhauserstrasse 74, 6300 Zug, Switzerland, on December 17, 2021, at 11:00 AM.

#### Agenda items:

- 1. Approval of the annual financial statements for the financial year from July 1, 2020 - June 30, 2021, taking note of the Auditors' Report**
- 2. Appropriation of the balance-sheet result for the financial year from July 1, 2020 - June 30, 2021**
- 3. Approval of past activities of the members of the Board of Directors for the financial year from July 1, 2020 - June 30, 2021**
- 4. Approval of the remuneration of the Board of Directors and of the management**
- 5. Election of the members of the Board of Directors, incl. the president of the Board of Directors**
- 6. Re-election of the Auditors**
- 7. Election of the independent proxy**
- 8. Ordinary increase in capital**
- 9. Authorized increase in capital/Changes of the Articles of Association**
- 10. Conditional increase in capital/Changes of the Articles of Association**

## 11. Miscellaneous

### Agenda items/motions:

#### **1. Approval of the annual financial statements for the financial year from July 1, 2020 - June 30, 2021, taking note of the Auditors' Report**

The Board of Directors moves that the annual financial statements for the financial year from July 1, 2020 - June 30, 2021 be approved.

#### **2. Appropriation of the balance-sheet result for the financial year from July 1, 2020 - June 30, 2021**

The Board of Directors moves that the balance-sheet loss of CHF 2,962,691.00 be carried to new account. This represents the balance-sheet loss as shown in the annual financial statements in compliance with the principles of commercial law (Swiss Code of Obligations (*Obligationenrecht* - OR)).

#### **3. Approval of past activities of the members of the Board of Directors for the financial year from July 1, 2020 - June 30, 2021**

The Board of Directors moves that the past activities of Dr. Heinz Kubli be approved for the financial year from July 1, 2020 to June 30, 2021.

#### **4. Approval of the remuneration of the Board of Directors and of the management**

The annual report is accompanied by the remuneration report. The Board of Directors moves as follows:

- that the maximum total remuneration amount of the members of the Board of Directors for the time period from the Ordinary General Meeting of Shareholders 2021 up to the Ordinary General Meeting of Shareholders 2022, i.e., CHF 18,000, be approved;
- that the maximum total remuneration amount of the members of management for the time period from the Ordinary General Meeting of Shareholders 2021 up to the Ordinary General Meeting of Shareholders 2022, i.e., CHF 381,000, be approved;
- that the remuneration report 2021 be approved (advisory vote).

#### **5. Election of the members of the Board of Directors, incl. the president of the Board of Directors**

The Board of Directors moves as follows:

- that Dr. Heinz R. Kubli of Glarus, resident in Uitikon, be re-elected as a member of the Board of Directors until the end of the next Ordinary General Meeting of Shareholders.

#### **6. Re-election of the Auditors**

The Board of Directors moves that Deloitte AG, Pfingstweidstrasse 11, 8005 Zurich, Switzerland, be re-elected as Auditors for the new financial year.

#### **7. Election of the independent proxy**

The Board of Directors moves that Eversheds Sutherland AG, Stadelhoferstrasse 22, 8001 Zurich, Switzerland, be re-elected as independent proxy for the Ordinary General Meeting of Shareholders 2022.

#### **8. Ordinary increase in capital**

The Board of Directors moves that the company's share capital be increased by not more than CHF 1,000,000 through the issue of up to 1,000,000 new bearer shares with a par value of CHF 1 each at an issue price yet to be determined by the Board of Directors. Payment of the capital contribution is to be effected through offsetting receivables from SunMirror AG held by strategically important investors of SunMirror AG. To this end the subscription right of existing shareholders is to be excluded. The dividend entitlement of the new bearer shares for the current financial year is to commence upon their registration in the commercial register. With regard to the new bearer shares, the Board of Directors will apply for the same admission to trading as that obtained for the existing bearer shares.

#### **9. Authorized increase in capital/Changes of the Articles of Association**

The Board of Directors moves that an authorized share capital not exceeding CHF 1,500,000 be created and up to 1,500,000 new bearer shares with a nominal value of CHF 1 each, which must be fully paid up, be issued at an issue price yet to be determined. In this respect

Art. 3a (new) provides for the following:

##### **Artikel 3a**

Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 31. Dezember 2022, das Aktienkapital im Maximalbetrag von CHF 1'500'000.00 durch Ausgabe von höchstens 1'500'000 vollständig zu liberierenden Inhaberaktien mit einem Nennwert von je CHF 1.00 zu erhöhen.

Der Verwaltungsrat ist ermächtigt, das Bezugsrecht der bisherigen Aktionäre aus wichtigen Gründen auszuschliessen und Dritten zuzuweisen. Als wichtige

##### **Article 3a**

The Board of Directors is authorized, at any time until 31st of December 2022, to increase the share capital by a maximum amount of CHF 1'500'000.00 by issuing a maximum of 1'500'000 bearer shares with a nominal value of CHF 1.00 each, to be fully paid up.

The Board of Directors is authorized to exclude the subscription right of existing shareholders for important reasons and to allocate it to third parties. Important reasons are in particular the participation of employees, mergers, the financing of the company, financing and

Gründe gelten insbesondere die Beteiligung von Arbeitnehmern, Fusion, die Finanzierung der Gesellschaft, Finanzierung und Refinanzierung von Übernahmen, Sacheinlagen sowie Platzierung der Aktien über nationale oder internationale Börsen. Ebenso kann der Verwaltungsrat das Bezugsrecht ausschliessen, wenn die neu zu schaffenden Aktien im Rahmen i) einer öffentlichen Platzierung bzw. ii) einer Privatplatzierung zur Verbreiterung der Basis von qualifizierten Aktionären im Sinne des Bundesgesetzes über die kollektiven Kapitalanlagen ausgegeben werden. Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgeübt werden, sind durch den Verwaltungsrat im Interesse der Gesellschaft zu verwenden. Die Erhöhung kann mittels Festübernahme und/oder in Teilbeträgen erfolgen. Der Verwaltungsrat ist ermächtigt, den Ausgabepreis der Aktien, die Art der Einlage, die Zuteilung an neue Aktionäre und den Zeitpunkt der Dividenden-berechtigung festzusetzen.

refinancing of takeovers, contributions in kind as well as placement of the shares on national or international stock exchanges. The Board of Directors may also exclude the subscription right if the new shares to be created are issued in connection with i) a public placement or ii) a private placement to broaden the base of qualified shareholders within the meaning of the Federal Act on Collective Investment Schemes. Shares for which subscription rights are granted but not exercised must be used by the Board of Directors in the interest of the Company. The increase may be effected by means of a firm underwriting and/or in partial amounts. The Board of Directors is authorized to determine the issue price of the shares, the type of contribution, the allocation to new shareholders and the date of dividend entitlement.

#### 10. Conditional increase in capital for employee participation/Changes of the Articles of Association

The Board of Directors moves that a conditional share capital in the amount of CHF 400,000.00 be created pursuant to the new Art. 3d of the company's Articles of Association through the issue of conversion or option rights for the subscription of up to 400,000 bearer shares with a nominal value of CHF 1 each to enable the participation of employees, members of the Board of Directors and directors of SunMirror AG and its subsidiaries. Any advance subscription right of shareholders will be excluded in favor of these beneficiaries.

Art. 3d (new):

##### Article 3d

##### Artikel 3d

Das Aktienkapital wird unter Ausschluss der Bezugsrechte der Aktionäre durch Ausgabe von maximal 400'000 voll zu liberierenden Inhaberaktien mit einem Nennwert von je CHF 1.00 um den Maximalbetrag von CHF 400'000.00 erhöht mittels Ausübung von Wandel- und Optionsrechten, die gemäss einem oder mehreren durch den Verwaltungsrat zu schaffenden Beteiligungsplänen den Mitarbeitern, Verwaltungsräten und Direktoren der Gesellschaft und ihrer Tochtergesellschaften eingeräumt werden. Der Verwaltungsrat regelt die Einzelheiten der Ausgabebedingungen.

Das Vorwegzeichnungsrecht sowie das Bezugsrecht der Aktionäre sind zwecks Beteiligung von Mitarbeitern, Verwaltungsräten und Direktoren ausgeschlossen.

The share capital shall be increased, excluding shareholders' subscription rights, by a maximum amount of CHF 400'000.00 by issuing a maximum of 400'000 bearer shares with a nominal value of CHF 1.00 each, to be fully paid up, through the exercise of conversion and option rights granted to employees, members of the Board of Directors, and directors of the Company and its subsidiaries issued under one or more participation plans to be established by the Board of Directors. The Board of Directors shall determine the details of the terms of issuance.

The advance subscription right as well as the subscription right of the shareholders are excluded for the purpose of participation of employees, members of the Board of Directors, and directors.

#### 11. Miscellaneous

##### Annual Report and Auditors' Report

The Annual Report (incl. remuneration report) and the Auditors' Report for the financial year from July 1, 2020 - June 30, 2021 are available for inspection at the company's registered office until the day of the General Meeting; additionally, shareholders will be provided with them upon demand.

Zug, Switzerland; November 29, 2021

On behalf of the Board of Directors

Dr. Heinz R. Kubli

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29.11.2021

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Language:	English
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