

## INVITATION TO THE ORDINARY ANNUAL SHAREHOLDERS' MEETING OF THE SHAREHOLDERS OF SWISS FINTEC INVEST AG

Dear Shareholders,

You are hereby invited to the ordinary annual shareholders' meeting of Swiss Fintec Invest AG (ISIN: CH0309050059; Valor: CH030905005; Ticker: MLSFI) for the business year 2018:

**Date:** Wednesday, 24 July 2019, 10:00am (door opening at 9:30am)  
**Place:** Kartause Ittingen, CH-8532 Warth

### I. AGENDA ITEMS AND MOTIONS

#### 1. Approval of the annual report and financial statements 2018

*Motion of the board of directors:*

Approval of the annual report and financial statements of the company for the business year 2018.

#### 2. Application of balance sheet result

*Motion of the board of directors:*

The balance sheet result shall be applied as follows:

	CHF
Annual result	- 2'133'547.65
Loss carried forward	- 10'572'694.19
Balance sheet loss	- 12'706'241.84
<b>Carry forward to new account</b>	<b>- 12'706'241.84</b>

#### 3. Discharge of board of directors and the management

*Motion of the board of directors:*

The board of directors proposes to grant discharge to the members of the board of directors and the members of the management for the business year 2018 and for their activities for the company in 2018 until the ordinary shareholders' meeting of 24 July 2019.

#### 4. Elections to the board of directors

*Motion of the board of directors:*

- a) Re-election of Thomas Schrott to the board of directors of the company for a period until the end of the next ordinary shareholders' meeting;
- b) Election of Rolf Gehriger to the board of directors of the company for a period until the end of the next ordinary shareholders' meeting;
- c) Election of Judith Behr to the board of directors of the company for a period until the end of the next ordinary shareholders' meeting.

## 5. Election of the Auditor

*Motion of the board of directors:*

The board of directors proposes that ReviCons AG, Lagerstrasse 33, 8004 Zurich, Switzerland, be re-elected as auditor of the company for a further period until the end of the next ordinary shareholders' meeting.

## 6. Cancellation of existing authorised capital

*Motion of the board of directors:*

The existing authorised capital of CHF 32,300,000 is to be cancelled and the existing Art. 3a of the Articles of Association of the company is to be deleted.

### Explanation of the board of directors:

*The company's existing authorised capital of CHF 32,300,000 corresponds to the remainder of the original authorised capital remaining after the completion of the capital increase on 19 December 2017 and was only available for issue until 27 June 2019. The remaining authorised capital is to be replaced by new authorised capital (see agenda item 7 below), which is why the existing wording of Article 3a of the Articles of Association is to be cancelled in favour of new authorised capital.*

## 7. Creation of new authorised capital

*Motion of the board of directors:*

New authorised capital is to be created and the Articles of Association amended for this purpose as follows:

<b>Artikel 3a</b>	<b>Article 3a</b>
<p>Der Verwaltungsrat ist ermächtigt, bis zum 23. Juli 2021 das Aktienkapital durch Ausgabe von höchstens 323'000'000 Inhaberaktien von je CHF 0.10 Nennwert im Maximalbetrag von CHF 32'300'000 zu erhöhen.</p> <p>Erhöhungen auf dem Wege der Festübernahme sowie Erhöhungen in Teilbeträgen sind gestattet.</p> <p>Der jeweilige Ausgabebetrag, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen werden vom Verwaltungsrat bestimmt.</p> <p>Der Verwaltungsrat ist berechtigt, das Bezugsrecht der Aktionäre auszuschliessen und Dritten zuzuweisen, wenn solche neuen Aktien verwendet werden: (i) für die Übernahme von Unternehmen, Unternehmensteilen oder Betei-</p>	<p>The Board of Directors is authorized, until 23 July 2019, to increase the share capital by a maximum amount of CHF 32,300,000 by issuing up to 323,300,000 bearer shares with a par value of CHF 0.10 each.</p> <p>Increases by means of underwriting or in partial amounts are permitted.</p> <p>The Board of Directors will determine the appropriate issue price, the date of dividend entitlement and the type of investment.</p> <p>The Board of Directors is entitled to cancel the subscription rights of shareholders and and to assign them to third parties, when such new shares shall be used: (i) for the acquisition of businesses or company divisions or holdings or for new investment projects or in the event of share placement for the financing or refi-</p>

ligungen oder für neue Investitionsvorhaben oder im Falle einer Aktienplatzierung für die Finanzierung einschliesslich Refinanzierung solcher Transaktionen, (ii) zum Zweck der Beteiligung strategischer Partner oder der Erweiterung des Aktionärskreises mit natürlichen oder juristischen Personen, welche einen direkten oder indirekten Bezug zur Geschäftstätigkeit der Gesellschaft haben, (iii) im Rahmen der Kotierung, Handelszulassung oder Registrierung der Aktien an inländischen oder ausländischen Börsen; (iv) für die Beteiligung von Mitarbeitern, Mitgliedern des Verwaltungsrats und Beratern der Gesellschaft oder ihrer Tochtergesellschaften nach Massgabe eines oder mehrerer vom Verwaltungsrat erlassenen Reglementen; (v) im Zusammenhang mit einem Aktienangebot, um die einer oder mehreren Banken gewährte Mehrzuteilungsoption (Over-Allotment Option) abzudecken; (vi) für die rasche und flexible Beschaffung von Eigenkapital, welche ohne Entzug des Bezugsrechts nur schwer möglich wäre, oder (vii) im Falle von anderen wichtigen Gründen im Sinne von Art. 652b Abs. 2 des Schweizerischen Obligationenrechts.

nancing of such transactions, (ii) for the purpose of participation of a strategic partner or expanding the shareholder base by individuals or legal entities having a direct or indirect association with the business of the Company, (iii) for purposes of the participation of strategic partners, or for purposes of expanding the shareholder base in certain investor markets or in the context of the listing, trade licensing or registration of the shares on domestic or foreign stock exchanges, (iv) for the participation of employees, members of the Board of Directors and consultants of the Company or its subsidiaries in accordance with one or more regulations adopted by the Board, (v) in connection with an offering of securities in order to cover the green shoe option (surplus allocation option) granted to one or more banks, (vi) for raising capital in a fast and flexible manner, which would hardly be achieved without the exclusion of the statutory subscription rights of the existing shareholders, or (vii) for other valid grounds in the sense of Article 652b para. 2 Swiss Code of Obligations.

## II. Documents

The financial statements 2018, including the audit report, are available for inspection by shareholders from 3 July 2019 at the company's registered office, Burgstrasse 8, 8280 Kreuzlingen. In addition, any shareholder may request that a copy of these documents be sent to him.

## III. Participation in the general meeting and access

Bearer shareholders who wish to participate or wish to be represented in the ordinary shareholders' meeting will be granted access to the ordinary shareholders' meeting against presentation of a confirmation from the custodian bank (in original form and in English or German) according to which their shares are booked in their account at this bank and are blocked from being sold and transferred until and including 24 July 2019.

## IV. Proxies

According to article 12 of the articles of association, each shareholder can be represented at the ordinary general meeting by way of an authorised representative, who does not need to be a shareholder,

for which a written and signed proxy of the represented shareholder in favour of the authorised representative has to be presented at the entrance, together with the confirmation from the custodian bank (in original form and in English or German) according to section III above regarding the shares of the respective shareholder.

**V. Notes**

We kindly ask you to address all correspondence relating to the ordinary general meeting to Swiss Fintec Invest AG, Burgstrasse 8, 8280 Kreuzlingen.

Kreuzlingen, 2 July 2019

**Swiss Fintec Invest AG**

Dr. Leo Th. Schrott