

# Shareholders

MCH Group Ltd., is listed on the SIX Swiss Exchange (Domestic Standard). The stock symbol of the registered shares is “MCHN”, and their ISIN number is “CH0039542854”.

Number of shares quoted: 6 006 575 registered shares with a face value of CHF 10.00		
Number of shareholders on 31.12.2019		2 360
Share price on 01.01.2019 / CHF		19.95
Share price on 31.12.2019 / CHF		26.10
Market capitalisation / CHF million		156.80
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Key shareholders (more than 3%)	No. of shares	%
Canton Basel-Stadt	2 013 650	33.50
LLB Swiss Investment AG <sup>1)</sup>	589 301	9.80
Canton Basel-Landschaft	471 250	7.80
Canton Zurich	240 000	4.00
IndexAtlas AG	231 259	3.85
City of Zurich	225 000	3.70
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Free float (without the Cantons of BS and BL)		58.70

1) Entered in the share register with 5% (300,328 shares). LLB Swiss Investment AG, acting on behalf of AMG Substanzwerte Schweiz, together with E. and U. Lee forms the AMG Group, which was formed on 26.11.2019. The AMG Group, acting for AMG Invest GmbH and represented by AMG Fondsverwaltung AG, holds 10.55% (633,842 shares).

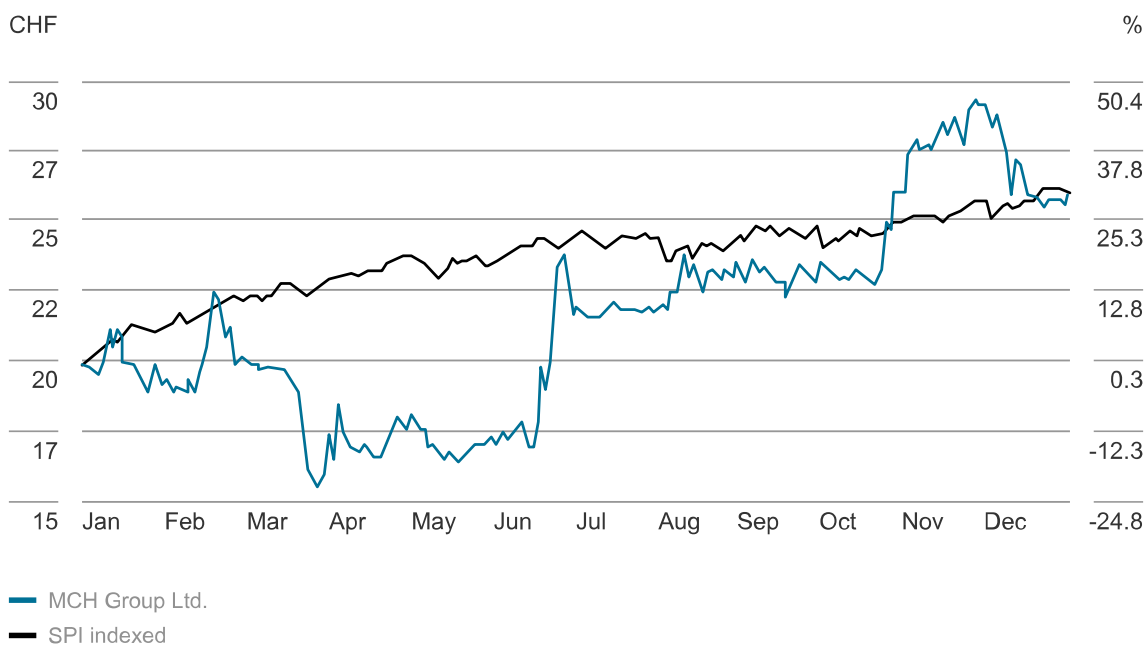
The disclosure of shareholders exceeding or falling below the thresholds of 3%, 5% and 10% etc. of the voting rights is made through publication on the SIX Swiss Exchange website.

[SIX Swiss Exchange / MCH Group AG](#)

## Share price

The MCH Group Ltd.'s share price rose from CHF 19.95 to CHF 26.10 in the course of 2019. After falling to its lowest value prior to publication of the definitive result for 2018, the share price stabilised in the second quarter. It moved up clearly in both June and October, before losing some of this increase again following the request for an Extraordinary General Meeting.

Share price January 1, 2019 – December 31, 2019



## Shareholder participation rights

The participation rights of the shareholders summarised below are based on the Statutes of MCH Group Ltd. that have been in force since 22 May 2014.

With the exception of the public sector entities that have a holding in MCH Group Ltd. – the Cantons of Basel-Stadt, Basel-Landschaft and Zurich, and the City of Zurich – no natural or legal person or commercial partnership may hold, either directly or indirectly, more than 5% of the share capital. The term "person" includes inter alia legal and natural persons connected in terms of capital and votes, or through the same management or by other means. It similarly includes all natural and legal persons who join together for purposes of circumventing this restriction.

The transfer of registered shares to a new owner requires the consent of the Board of Directors. Requests for entries in the share register which would cause this restriction of a maximum of 5% of the share capital to be exceeded will be refused.

The Cantons of Basel-Stadt, Basel-Landschaft and Zurich, and also the City of Zurich, are entitled to appoint and recall representatives to the Board of Directors as per Article 762 of the Swiss Code of Obligations. Under the terms of the Statutes, six members of the Board of Directors are appointed by these four public sector entities: three by the Canton of Basel-Stadt and one each by the Cantons of Basel-Landschaft and Zurich and the City of Zurich.

The term of office for Board of Directors' members elected by the General Meeting is limited to one year. The General Meeting also elects, on an annual basis, the Chairman of the Board of Directors and the members of the remuneration committee – at MCH Group Ltd. this is the Governance, Nomination and Compensation Committee (GNCC). In addition, the General Meeting is required to approve the overall amount of non-profit-related remuneration for the Board of Directors and Executive Board for the subsequent business year, and also the profit-related remuneration for the Executive Board for the business year just ended. The remuneration paid to the Board of Directors and the Executive Board in the business year just ended is stated in a separate [Remuneration Report](#) forming part of the Annual Report.

The Statutes of MCH Group Ltd. do not contain any rules regarding the convocation of the General Meeting that differ from those specified by law. The agenda is drawn up in accordance with the Swiss Code of Obligations and the Statutes of MCH Group Ltd. In the invitation to the General Meeting, the Board of Directors specifies the relevant date by which shareholders must have been entered in the share register in order to participate in the General Meeting.

The General Meeting passes resolutions and conducts elections with an absolute majority of the share votes cast. An amendment of the Statutes and the cases specified by law require a resolution passed by the General Meeting with at least two thirds of the represented votes and with the absolute majority of the nominal share value represented.

Shareholders with voting rights who are present at the General Meeting are entitled to comment on matters on the agenda and propose motions. They are similarly entitled to request information from the Board of Directors on company matters and to request information from the auditors on the conduct and outcome of their audit. This information cannot be refused if it is necessary to allow the shareholders to exercise their rights.

Shareholders with voting rights can be represented at the General Meeting by another shareholder with voting rights on the basis of a written power of attorney. Commercial partnerships and legal persons can have themselves represented by authorised signatories, while minors and those in the care of a guardian can be represented by their legal representatives, including where these representatives are not shareholders of MCH Group Ltd.

Shareholders with voting rights can additionally be represented by the independent voting representative. Instructions to the independent voting representative can also be issued via the corresponding online platform. The independent voting representative is elected annually by the General Meeting. On 2 May 2019, the General Meeting appointed NEOVIUS AG, Barristers and Notaries, Hirschgässlein 30, 4051 Basel as the independent voting representative for the 2019 business year, up until the end of the next ordinary General Meeting.



# Group

The holding company MCH Group Ltd. with its head office in Basel is a joint stock company with the participation of public sector entities as per Art. 762 of the Swiss Code of Obligations.

It has its roots in the “Schweizer Mustermesse” (Swiss Sample Fair) which was established in Basel in 1916 and in the Schweizer Mustermesse Cooperative that was founded in 1920 in Basel for purposes of running the fair. In 2000, the Cooperative was converted into a joint stock company with the participation of public sector entities as per Article 762 of the Swiss Code of Obligations. In 2001, this merged with the exhibition company in Zurich (established in 1945) under the joint umbrella of MCH Swiss Exhibition (Holding) Ltd. The holding company was renamed MCH Group Ltd. in 2009.

## Companies and holdings

On 31.12.2018, Winkler Livecom AG was sold to the management of the multimedia company and a private investor. In May 2019, MCH Group sold its 25.1% stake in art.fair International GmbH in Cologne (Art Düsseldorf). In September 2019, it sold its 65% stake in Seventh Plane Networks Private Limited in New Delhi (India Art Fair). In 2020, subsidiary Exhibit & More AG is to be integrated in MCH Swiss Exhibition (Basel) Ltd.

The majority shareholder of metron Vilshofen GmbH in Vilshofen, in which MCH Group had held a 20% stake since 2015, made use of his right of revocation in 2019. The MCH Group's share will be transferred in the 2020 financial year.

The most important companies and holdings for the group's business activity following this restructuring are set out below.

## Companies and stakes held directly by MCH Group Ltd.

—  
MCH Swiss Exhibition (Basel) Ltd. (100% since 2001)

—  
MCH Swiss Exhibition (Zurich) Ltd. (100% since 2001)

—  
MCH Beaulieu Lausanne SA (100% since 2011, following the acquisition of a majority shareholding in the former Beaulieu Exploitation SA in 2010)

—  
MCH Live Marketing Solutions AG (previously Expomobilia AG; 100% since 2007)

—  
MCH US Corp. (100% since 2017, with 98% MC<sup>2</sup> Group)

## Subsidiaries of MCH Swiss Exhibition (Basel) Ltd.

Art Basel U.S. Corp. in Miami Beach (responsible for Art Basel in Miami Beach, 100% since 2013)

MCH Group Asia Ltd. (formerly Asian Art Fairs Limited in Hong Kong, responsible for Art Basel in Hong Kong, 60% since 2011, 100% since 2014)

Design Miami Basel AG (50% since 2007)

Design Miami II LLC (10% since 2007)

Masterpiece London Ltd (67.5% since 2017)

## Subsidiaries of MCH Live Marketing Solutions AG

Expomobilia MCH Global Shanghai Ltd. (100% since 2016)

Expomobilia MCH Global ME Live Marketing LLC (49% since 2018)

An overview of all the companies and holdings:

[Financial Report / Notes to the Group Account / Investments in subsidiaries](#)