

# 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:		
14 869 351 registered shares with a face value of CHF 10.00		
Number of shareholders on 31.12.2020		2 255
Share price on 01.01.2020 / CHF		26.10
Share price on 31.12.2020 / CHF		12.00
Market capitalisation on 31.12.2020 / CHF million		178.40
Key shareholders	No. of shares	%
Lupa Systems LLC	4 805 238	32.32
Canton Basel-Stadt	4 492 447	30.21
LLB Swiss Investment AG	706 901	4.75
HSBC Overseas Nominee (UK) Ltd.	241 259	1.62
Canton Zurich	240 000	1.61
City of Zurich	225 000	1.51
Free float (without Canton of BS)		69.79

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 Swiss Stock Exchange website.

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The shareholder structure has changed significantly following the package of measures drawn up to strengthen the capital structure and shareholder base and the corresponding resolutions passed by the Extraordinary General Meeting on 27.11.2020, together with the implementation of the capital increases. The stake held by the public sector entities has been reduced from 49.11 % to 33.34 %. By partially participating in the capital increases and taking over the shareholding tendered by the Canton of Basel-Landschaft, the Canton of Basel-Stadt has ensured that the public-sector entities – the Canton of Basel-Stadt and the Canton and City of Zurich – continue to have a blocking minority on resolutions requiring a two thirds majority. The largest single shareholder is now Lupa Systems LLC with a stake of 32.32 %. Other

shareholders together hold a total of 34.34 % of the shares. The stakes held by the public sector, Lupa Systems LLC and the free-float shareholders, amounting to approximately one third each, correspond to the goal MCH Group has set itself for strengthening its shareholder base.

In a "Relationship Agreement" between the MCH Group, Lupa Systems LLC and the public-law shareholders, the new investor commits himself, among other things, to a "lock-up" whereby he may not sell his MCH shares at all for the first five years and thereafter only subject to additional conditions. He also undertakes to support the statutory purpose of the MCH Group and to act in accordance with it. The agreement also states that, in return for their right to appoint representatives to the Board of Directors of the MCH Group in accordance with Article 762 of the Swiss Code of Obligations, the public-law shareholders undertake to elect the persons proposed by Lupa Systems LLC for election to the Board of Directors.

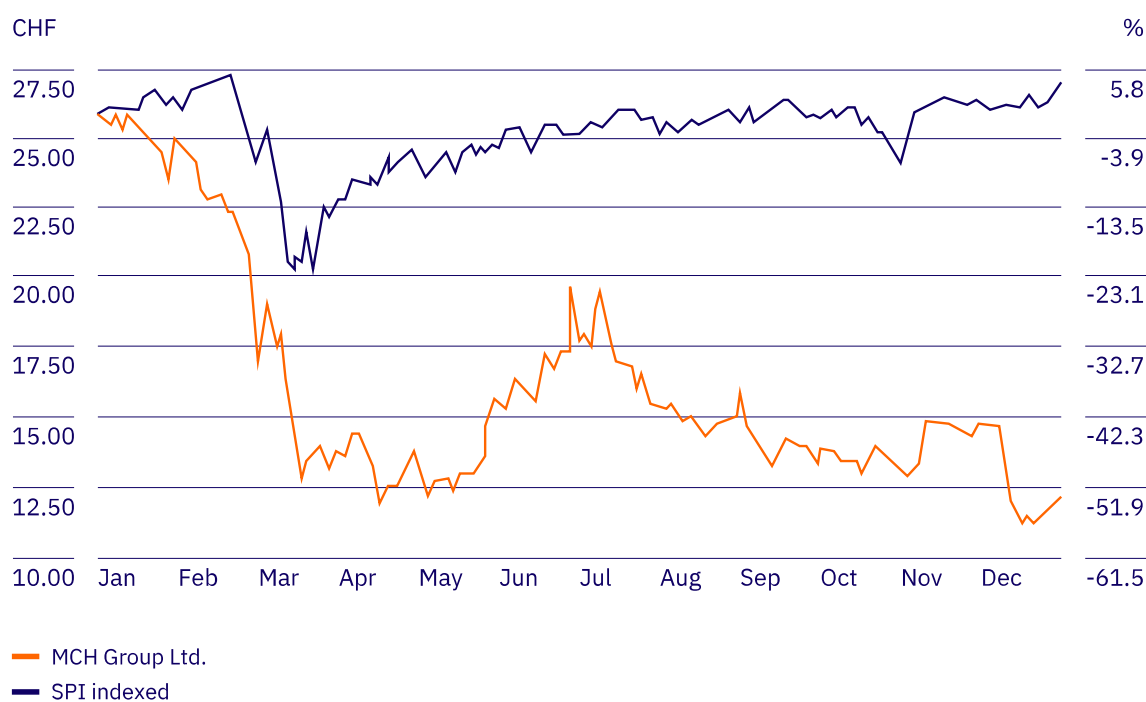
A "termsheet" signed by the MCH Group, Lupa Systems LLC, the Canton of Basel-Stadt, Erhard Lee, LLB Swiss Investment AG and AMG Fondsverwaltung AG states, among other things, that the shareholders around Erhard Lee and LLB Swiss Investment AG may submit up to three proposals for the appointment of a Board of Directors' member to the Board of Directors for the attention of the 2021 General Meeting. The Board of Directors will examine these proposals and propose a suitable candidate for election at the 2021 General Meeting.

## Share price

MCH Group Ltd.'s share price fell from CHF 26.10 to CHF 12.00 in the course of 2020. In the wake of the Covid-19 pandemic and the associated cancellation or postponement of its major events, the group's share price fell during the first few months to a value of around CHF 12.00. With the announcement of the entry of a new investor and a capital increase, the price rose to around CHF 20.00 in the summer months, before flattening out to around CHF 15.00 prior to initiation of the second tranche of the capital increases. Since the completion of the capital increases at the end of December, the price has recovered somewhat from its low of CHF 10.75.

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## Share price 1 January 2020 – 31 December 2020



## Shareholder participation rights

The shareholder participation rights summarised below are based on the Statutes of MCH Group Ltd. that have been in force since 21.12.2020.

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Purchasers of registered shares are, upon request, entered in the share register as shareholders with voting rights and are entitled to vote at the Annual General Meeting if they are entered before the documents are sent out. Each share entitles the holder to one vote. Registered shareholders with voting rights may be represented for purposes of exercising their voting rights by other registered shareholders with voting rights, by the independent voting representative or by a legal representative.

Shareholders with voting rights who are present at the Annual General Meeting are entitled to comment on matters on the agenda and propose motions, whereby resolutions can only be passed on motions relating to items announced on the agenda. They are similarly entitled to request information from the Board of Directors on company matters and to request information from the auditors on the performance and outcome of their audit. This information cannot be refused if it is necessary to allow the shareholders to exercise their rights.

The ordinary General Meeting is held annually within six months of the end of the financial year. The Board of Directors may convene extraordinary General Meetings as required. One or more shareholders may request that a General Meeting be convened if, together, they represent at least ten percent of the share capital.

The Board of Directors specifies the items on the agenda and the relevant date by which shareholders must have been entered in the share register in order to participate in the General Meeting. A General Meeting must be convened at least 20 days prior to the date of the meeting.

The General Meeting has the following non-transferable powers inter alia:

- adoption and amendment of the Statutes;
- election of the members of the Board of Directors insofar as they are not delegates of the Canton of Basel-Stadt or the Canton and City of Zurich;
- election of the chairperson of the Board of Directors;
- election of the members of the Governance, Nomination and Compensation Committee (GNCC);
- election of an independent voting representative;
- election of the statutory auditors;
- approval of the Annual Report and the Financial Report and the resolution on the appropriation of the balance sheet profit;
- approval of the remuneration of the Board of Directors and the Executive Board (management);
- discharge of the members of the Board of Directors.

The term of office for members of the Board of Directors elected by the General Meeting, the Chairperson of the Board of Directors, the members of the Governance, Nomination and Compensation Committee (GNCC), the statutory auditors and the independent voting representative is limited to one year.

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.

The minutes of the General Meetings are posted on MCH Group's website a few days after the General Meeting.

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