



Invitation to the Annual General Meeting of Shareholders of

EPIC Suisse AG

(the "Company")

Thursday, 25 April 2024, 10.00 AM (doors open at 9.30 AM)

at Metropol, Fraumünsterstrasse 12, CH-8001 Zurich (physical meeting)

Agenda items and proposals of the Board of Directors

1. Management Report, Holding Financial Statements and Consolidated Financial Statements for 2023

Proposal of the Board of Directors:

The Board of Directors proposes that the Management Report (consisting of Letter to Shareholders, Report on the Annual Results, Strategy and Business Model, Sustainability Report and TCFD Report), Holding Financial Statements (being the standalone financial statements of the Company), and Consolidated Financial Statements for 2023 be approved.

Background Information:

As required under Swiss law and according to Article 6 ch. 3 and 4 of the Company's Articles of Association, the shareholders' meeting approves the Management Report, the Holding Financial Statements and the Consolidated Financial Statements. The Company is not required to issue reports on non-financial matters under Swiss law but issues a Sustainability Report and TCFD Report on a voluntary basis as part of the Management Report to emphasise the importance of ESG topics to the Company. The mentioned documents are part of the Annual Report 2023 and available to the shareholders online at <https://ir.epic.ch/en/financial-reports/>.

2. Consultative vote on the Compensation Report

Proposal of the Board of Directors:

The Board of Directors proposes that the Compensation Report for the business year 2023 be endorsed (non-binding consultative vote).

Background Information:

As required under Swiss law and according to Article 12 para. 6 of the Company's Articles of Association, the shareholders' meeting shall cast a consultative vote on the Compensation Report issued by the Board of Directors. The Compensation Report contains the principles governing the compensation of the Board of Directors and the Executive Management and the amounts paid or awarded to members of such bodies for the business year

2023. The Compensation Report for the business year 2023 is part of the Annual Report 2023 and available to the shareholders online at <https://ir.epic.ch/en/financial-reports/>.

3. Appropriation of retained earnings

Proposal of the Board of Directors:

The Board of Directors proposes the following appropriation of retained earnings:

| Retained earnings | In CHF |
|--|-----------------------|
| Profit (loss) carried forward | (3'318'211.70) |
| Profit (loss) for the period | 1'396'025.15 |
| Accumulated profit (loss) to be carried forward | (1'922'186.55) |

Background Information:

Under Swiss law, the appropriation of retained earnings must be submitted for shareholder approval.

4. Distribution out of the foreign capital contribution reserves for dividend distribution purposes

Proposal of the Board of Directors:

The Board of Directors proposes the following distribution out of the foreign capital contribution reserves for dividend distribution purposes:

| Legal capital reserves | In CHF |
|---|-----------------------|
| Swiss capital contribution reserves | 192'331'964.96 |
| Foreign capital contribution reserves | 243'626'918.78 |
| Distribution out of foreign capital contribution reserves | (32'023'235.60) |
| Legal capital reserves to be carried forward | 403'935'648.14 |

Background Information:

The Board of Directors proposes to distribute CHF 32'023'235.60, or CHF 3.10 per registered share, for the financial year 2023 out of the foreign capital contribution reserves. The dividend will be paid free of Swiss withholding tax.

5. Discharge of the members of the Board of Directors and the Executive Management

Proposal of the Board of Directors:

The Board of Directors proposes that all members of the Board of Directors and of the Executive Management be granted discharge from personal liability for their actions in the business year 2023.

Background Information:

Under Swiss law, the shareholders' meeting is competent to grant discharge from personal liability to the members of the corporate bodies.

6. Board Elections

6.1. Election of the members of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes that each of the following persons be re-elected as Director for a term of office until the conclusion of the Annual General Meeting of shareholders in 2025:

- Ron Greenbaum
- Stefan Breitenstein
- Andreas Schneiter
- Leta Bolli Kennel

Background Information:

All current members of the Board of Directors have provided valuable services to the Company and stand for re-election. All elections will be carried out on an individual basis. CV's of each candidate for re-election can be found online at https://ir.epic.ch/home/corporate-governance/#profile_5.

6.2. Election of the Chairman of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes that Ron Greenbaum be re-elected as Chairman of the Board of Directors for a term of office until the conclusion of the Annual General Meeting of shareholders in 2025.

Background Information:

Ron Greenbaum stands for re-election. Ron Greenbaum's CV can be found online at https://ir.epic.ch/home/corporate-governance/#profile_6.

6.3. Election of the members of the Remuneration and Nomination Committee

Proposal of the Board of Directors:

Subject to each of their re-election as members of the Board of Directors, the Board of Directors proposes that Stefan Breitenstein and Ron Greenbaum be re-elected as members of the Remuneration and Nomination Committee for a term of office until the conclusion of the Annual General Meeting of shareholders in 2025.

Background Information:

Stefan Breitenstein and Ron Greenbaum stand for re-election. The elections will be conducted on an individual basis. CV's of both current members can be found online at https://ir.epic.ch/home/corporate-governance/#profile_7 and https://ir.epic.ch/home/corporate-governance/#profile_6.

7. Approval of the maximum compensation of the Board of Directors and the Executive Management

7.1. Approval of the total maximum amount of Board of Directors' compensation

Proposal of the Board of Directors:

The Board of Directors proposes the approval of the maximum compensation in the amount of CHF 600,000.00 to be paid or allocated to the members of the Board of Directors for the term of office from the Annual General Meeting of shareholders in 2024 until the Annual General Meeting of shareholders in 2025.

Background Information:

As required under Swiss law and according to Article 12 of the Company's Articles of Association, the shareholders' meeting must approve the maximum compensation of the Board of Directors that may be paid or allocated for the term of office until the next Annual General Meeting of shareholders. The proposed maximum compensation amount includes applicable employer social security and pension contributions as and if applicable. Details on the compensation of the Board of Directors can be found in Article 25 of the Articles of Association and in the Compensation Report, which forms part of the Annual Report 2023 and is available to the shareholders online at <https://ir.epic.ch/en/financial-reports/>. The compensation actually paid or awarded in the business year 2024 will be disclosed in the Compensation Report for the business year 2024.

7.2. Approval of the total maximum amount of Executive Management compensation

Proposal of the Board of Directors:

The Board of Directors proposes the approval of the maximum overall compensation of the Executive Management of CHF 3,000,000.00 to be paid or allocated in the business year 2025.

Background Information:

As required under Swiss law and according to Article 12 of the Company's Articles of Association, the shareholders' meeting must approve the maximum overall compensation (comprising fixed and variable based components) of the Executive Management for the next financial year of the Company (i.e., for the business year 2025). The proposed maximum compensation amount includes applicable employer social security and pension contributions as and if applicable. Details on the compensation of the Executive Management can be found in Article 26 of the Articles of Association and in the Compensation Report, which forms part of the Annual Report 2023 and is available to the shareholders online at <https://ir.epic.ch/en/financial-reports/>. The compensation actually paid for, and the awards actually made in the business year 2025 will be disclosed in the Compensation Report for the business year 2025.

8. Election of the independent proxy

Proposal of the Board of Directors:

The Board of Directors proposes that the law firm ADROIT Attorneys, Zurich, Switzerland, be elected as independent proxy for a term of office until the conclusion of the Annual General Meeting of shareholders in 2025.

Background Information:

As required under Swiss law and according to Article 14 of the Company's Articles of Association, the shareholders' meeting elects the independent proxy.

9. Election of the statutory auditors

Proposal of the Board of Directors:

The Board of Directors proposes that KPMG AG (CHE-106.084.881), Zurich, Switzerland, be re-elected as statutory auditors for the business year 2024.

Background Information:

As required under Swiss law and according to Article 20 of the Company's Articles of Association, the shareholders' meeting elects the statutory auditors.

Administrative details

The Annual Report 2023 (including the Compensation Report 2023) and the reports of the auditors are available online at <https://ir.epic.ch/en/financial-reports/>. The invitation is also available online at <https://ir.epic.ch/en/home/general-meetings>.

Shareholders registered with voting rights in the share register as at **11 April 2024, 5:00 PM CEST** will be authorised to participate and to vote at the Annual General Meeting of shareholders. From 11 April 2024, 5:00 PM CEST to and including 25 April 2024, no entries will be made in the share register, which would create a right to vote at the Annual General Meeting of shareholders.

Enclosed with the invitation sent to shareholders is the application and proxy form, which can be used to order the admission card or to grant a power of attorney to the independent proxy, ADROIT Attorneys, Kalchbühlstrasse 4, 8038 Zurich, Switzerland, or to a third party. Shareholders who wish to attend the Annual General Meeting of shareholders in person or grant a proxy are kindly asked to complete the enclosed form and return it **until 23 April 2024, 11:59 AM CEST at the latest** (date and time of receipt) by mail to the following address: areg.ch ag, Fabrikstrasse 10, CH-4614 Hägen-dorf.

Shareholders may also exercise their voting rights online using their personal voting code set out in the application and proxy form. Votes may be cast online **until 23 April 2024, 11:59 AM CEST**. Shareholders who exercise their voting rights online are asked not to return their application and proxy form.

Shareholders who sell part or all their shares before the Annual General Meeting of shareholders are no longer entitled to vote to that extent. They are requested to return or to exchange their admission card and voting material.

For further details on how to provide voting instructions, shareholders may consult the application and proxy form.

Zurich, 28 March 2024

EPIC Suisse AG
On behalf of the Board of Directors

Chairman
Ron Greenbaum