



Invitation to the Annual General Meeting of Shareholders of

EPIC Suisse AG

(the "Company")

Wednesday, 26 April 2023, 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 2022

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), Holding Financial Statements (being the standalone financial statements of the Company), and Consolidated Financial Statements for 2022 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. These documents are part of the Annual Report 2022 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 2022 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 2022. The Compensation Report for the business year 2022 is part of the Annual Report 2022 and available to the shareholders online at <https://ir.epic.ch/en/financial-reports/>.

3. Appropriation of available earnings

Proposal of the Board of Directors:

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

Available earnings	In CHF
Profit (loss) carried forward	6'801'325.17
Profit (loss) for the period	(10'119'536.87)
Accumulated profit (loss) to be carried forward	(3'318'211.70)

Background Information:

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

4. Release of foreign capital contribution reserves for dividend distribution

Proposal of the Board of Directors:

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

Legal capital reserves	In CHF
Swiss capital contribution reserves	192'331'964.96
Foreign capital contribution reserves	274'617'146.78
Release of foreign capital contribution reserves for dividend distribution purposes	(30'990'228.00)
Legal capital reserves to be carried forward	435'958'883.74

Background Information:

The Board of Directors proposes to distribute a dividend of CHF 30'990'228, or CHF 3.00 per registered share, for the financial year 2022 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 2022.

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 Directors for a term of office until the conclusion of the Annual General Meeting of shareholders in 2024:

- 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 2024.

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 2024.

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 2023 until the Annual General Meeting of shareholders in 2024.

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 2022 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 2023 will be disclosed in the Compensation Report for the business year 2023.

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 2024.

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 2024). 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 2022 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 2024 will be disclosed in the Compensation Report for the business year 2024.

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 2024.

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 2023.

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.

10. Amendment of the Articles of Association

On 19 June 2020, the Swiss Parliament adopted a revision of the Swiss stock corporation law, which entered into force on 1 January 2023 (hereinafter referred to as the "**New Law**"). In this context, various amendments to the Articles of Association are proposed below.

The wording of the provisions of the Articles of Association proposed for amendment can be found in the annex to the invitation published in the Swiss Official Gazette of Commerce as a comparison of the previous and proposed new version of the Articles of Association (the "**Annex**"). Articles that do not form part of the Annex remain unchanged. The Annex is also available to shareholders online at <https://ir.epic.ch/en/general-meetings-of-shareholders/>.

10.1. Amendment of the current conditional share capital

Proposal of the Board of Directors:

The Board of Directors proposes to amend the provision on the current conditional share capital and to accordingly amend Article 3a of the current Articles of Association as per the Annex.

Background Information:

The New Law requires that the Articles of Association also reference the form of how option and conversion rights are being exercised and waived (the exercise of option and conversion rights is also possible in electronic form under the New Law). The proposed changes reflect the new requirements under the New Law.

For details of the proposed changes to Article 3a of the current Articles of Association, please revert to the Annex for the detailed provision.

10.2. Replacement of the current authorized capital by a capital band

Proposal of the Board of Directors:

The Board of Directors proposes to replace the current authorized capital by a capital band and to accordingly amend Article 3b of the current Articles of Association as per the Annex.

Background Information:

Authorized capital is being abandoned under the New Law and replaced by the capital band. A capital band allows the Board of Directors to increase and reduce the Company's nominal share capital within a bandwidth set by the shareholders' meeting (max. +/-50%).

The Board of Directors proposes to replace the authorized capital by a capital band and to set the bandwidth at +/- 10% of the Company's current registered share capital (i.e. a range

of the registered share capital of between CHF 371,882.72 and CHF 454,523.36), whereby the Board of Directors shall be authorized to increase or reduce the share capital by a maximum of CHF 41,320.32 by issuing or cancelling up to 1,033,008 registered shares with a nominal value of CHF 0.04 each or by increasing or reducing the nominal value of the issued shares accordingly. The number of shares to be issued in the course of a capital increase or cancelled in the course of a capital reduction may depend on previous changes to the share capital within the authorised bandwidth. The current shareholders' subscription rights may be withdrawn in certain standard scenarios.

For details of the proposed changes to Article 3b of the current Articles of Association, please revert to the Annex for the detailed provision.

10.3. Amendments in connection with share transfer restrictions

Proposal of the Board of Directors:

The Board of Directors proposes to amend Article 5 of the current Articles of Association as per the Annex.

Background Information:

The New Law provides for additional transfer restrictions intended to limit share lending activities. With these additions, the legislator intended to allow companies to protect against the manipulation of shareholder votes and elections. The proposed new wording of Article 5 of the Articles of Association reflects the amended wording of the New Law.

For details of the proposed changes to Article 5 of the current Articles of Association, please refer to the Annex.

10.4. Amendments in connection with shareholders' rights, the preparation and holding of shareholders' meetings, and the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes to amend Articles 6, 7, 8, 9, 15, 17 and 20 of the current Articles of Association as per the Annex.

Background Information:

With the New Law, shareholders' rights are strengthened, in particular in connection with shareholders' meeting (e.g. additional competences of the shareholders' meeting, lower thresholds for requesting that shareholders' meeting be convened or that agenda items or motions are being included in the convention of shareholders' meetings). In order to reflect the strengthened shareholders' rights, the Board of Directors proposes to amend the Articles 6, 9, 15 and 20 of the Articles of Association as per the Annex.

The New Law also provides for a modernization of a stock corporation's administration and governance by allowing more flexibility for the use of electronic means for the communications with shareholders and the holding of shareholders' meetings. To implement these changes, the Board of Directors proposes to amend Articles 7 and 8 of the Articles of Association as per the Annex.

Article 7 provides the legal basis for holding virtual shareholders' meetings. Holding virtual shareholders' meetings is, according to the proposed wording of Article 7, only allowed in exceptional circumstances if holding a physical meeting may not be possible or advisable from a health and safety perspective (e.g. during a pandemic). The New Law ensures that shareholders' participation rights, especially the right to – in real time – vote, propose motions, and voice opinions, are safeguarded during virtual meetings.

Finally, the New Law also assigns new duties to the Board of Directors to a limited extent without providing an exhaustive list. The proposed changes to Article 17 merely reflect the competences of the Board of Directors as per the New Law and acknowledge the incompleteness of Article 716a of the Swiss Code of Obligations by referencing additional duties stipulated in Swiss law.

For details of the proposed changes to the Articles 6, 7, 8, 9, 15, 17 and 20 of the current Articles of Association, please refer to the Annex.

10.5. Amendments of the provisions on compensation and related matters

Proposal of the Board of Directors:

The Board of Directors proposes to amend Articles 23, 24 and 29 of the current Articles of Association as per the Annex.

Background Information:

The New Law incorporates the former Ordinance against Excessive Compensation in Listed Companies. However, the revision brought certain changes compared to previous law.

The proposed changes to Article 23 of the Articles of Association reflect the amended definition of additional mandates under the New Law with regards to the permitted additional activities of the members of the Board of Directors and Executive Management. The proposed changes to Article 24 of the Articles of Association reflect the restriction related to the compensation of non-competition obligations under the New Law. The proposed changes to Article 29 of the Articles of Association reflect the restricted use of the supplementary compensation amount for new members of the Executive Management under the New Law.

For details of the proposed changes to the Articles 23, 24 and 29 of the current Articles of Association, please refer to the Annex.

Administrative details

The Annual Report 2022 (including the Compensation Report 2022) and the reports of the auditors are available online at <https://ir.epic.ch/en/financial-reports/>. Further shareholders' meeting documents, such as the invitation and the Annex on the changes to the Articles of Association are available online at <https://ir.epic.ch/en/general-meetings-of-shareholders/>. Copies of these documents may be obtained without charge by contacting Investor Relations via e-mail at investors@epic.ch.

Shareholders registered with voting rights in the share register as at **12 April 2023, 5:00 PM CET** will be authorised to participate and to vote at the Annual General Meeting of shareholders. From 12 April 2023, 5:00 PM CET to and including 26 April 2023, 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 24 April 2023, 11:59 AM at the latest** (date and time of receipt) by mail to the following address: areg.ch ag, Fabrikstrasse 10, CH-4614 Hägendorf.

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 24 April 2023, 11:59 AM**. 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, 30 March 2023

EPIC Suisse AG
On behalf of the Board of Directors

Chairman
Ron Greenbaum