



**Category:** Notifications issued to company members

**Sub-category:** Invitation to the General Meeting

**Publication date:** SHAB 06.09.2021

**Expected expiry date:** 06.09.2022

**Publication number:** UP04-0000003615

**Publishing entity**

MME Legal AG, Gubelstrasse 22, 6300 Zug

**Commissioned by:**

Matica Technologies Group SA

## Invitation to the ordinary general meeting Matica Technologies Group SA

**Organisation concerned:**

Matica Technologies Group SA

CHE-113.274.518

Baarerstrasse 112

6302 Zug

**General meeting details:**

05.10.2021, 10:30 Uhr, MME Legal AG

Gubelstrasse 22

6300 Zug

Switzerland

**Invitation/Agenda:**

**AGENDA**

of the ordinary shareholders' meeting

of

**Matica Technologies Group SA, Zug**

(the Company)

Dear shareholders,

I have pleasure to invite you to the ordinary shareholders' meeting of Matica Technologies Group SA with the following agenda:

**Date and time**

October 5, 2021, 10:30am (CET)

**Place**

## **Agenda**

### **1. Acknowledgment of presence and constitution**

### **2. Approval of the minutes of the previous shareholders' meeting**

**Proposal:** The board of directors proposes to the shareholders' meeting to approve the minutes of the previous shareholders' meeting.

### **3. Approval of the yearly report of the board of directors**

**Proposal:** The board of directors proposes to the shareholders' meeting to approve the board of director's yearly report.

### **4. Approval of the financial statements 2020**

**Proposal:** The board of directors proposes to the shareholders' meeting to approve the financial statements 2020.

### **5. Appropriation of profit/loss**

**Proposal:** The board of directors proposes to the shareholders' meeting to carry the loss of the financial year 2020 forward to the financial year 2021.

### **6. Discharge of directors**

**Proposal:** The board of directors proposes to grant full discharge to the member of the board of directors.

### **7. Elections**

**Proposal:** The board of directors proposes to re-elect Sandro Camilleri and to newly elect Gabriella Minerva, Italian citizen, residing in Lesa (NO), Italy, to the board of directors for an office term of three years.

### **8. Approval of Matica Technologies AG transaction**

**Proposal:** The board of directors proposes to the shareholders' meeting approve purchase agreement between Matica Technologies AG and Matica Technologies Group SA.

### **9. Amendment of the Company's purpose:**

**Proposal:** The board of directors proposes to the shareholders' meeting to rephrase the Company's purpose and to revise the current articles of association accordingly:

#### **"Art. 2 – Purpose**

The purpose of the company is the development, production, distribution and market of payment and identification systems, biometric, mobile identification solutions, digital signatures, cyber security systems and public key infrastructure solutions.

The company may also establish branch offices and subsidiaries in Switzerland and abroad. It may also acquire participations in other companies in Switzerland and abroad. The company may acquire, encumber, sell, or administrate real estate in Switzerland and abroad.

### **10. Introduction of phantom shares:**

**Proposal:** The board of directors proposes to the shareholders' meeting to introduce phantom shares in the amount of 5% of the capital of Matica Technologies Group SA.

#### **Details on agenda items:**

The information necessary to cast the shareholders' vote, that are not intended for the public, in particular regarding agenda items 2-5 and 8, may be requested from Andreas Rudolf (andreas.rudolf@mme.ch).

#### **Participation:**

Due to the Covid-related restrictions on gatherings, the shareholders may cast their votes only in writing. A proxy form may be requested from the Company. The signed proxy form must be sent to Andreas Rudolf (andreas.rudolf@mme.ch) and arrive no later than October 1, 2021 or the shareholders shall be deemed absent.

#### **Voting rights:**

Shareholders entered with voting rights in the share ledger on October 3, 2021, 5pm (CET) are entitled to vote at the shareholders' meeting. The share ledger will be closed from this date until and including October 5, 2021. During this period, no registered shares will be entered in the share ledger which entitle the holder to vote.

Zug, in September 2021

**Matica Technologies Group SA**

Sandro Camilleri, member of the board of directors