

## **Announcement SMART VALOR AG, Switzerland**

**May 30, 2022**

### **ANNUAL GENERAL MEETING IN SMART VALOR AG**

Holders of Swedish Depository Receipts ("**SDRs**") are hereby invited to vote by proxy at the Annual General Meeting ("**AGM**") of SMART VALOR AG, reg. no. CHF-306.481.585 (the "**Company**" or "**SMART VALOR**"), which will be held on 29 June 2022 at 14:00 CEST in the offices of PST legal & consulting, Baarerstrasse 10, 6300 Zug.

The convening notice in full, including the agenda of the shareholders meeting, will be available together with other AGM related documents on the Company's website [www.smartvalor.com/en](http://www.smartvalor.com/en).

#### **RIGHT TO VOTE AT THE AGM**

SDR-holders who wish to vote at the AGM must:

- be a legal holder of SDRs at the record date on 17 June 2022 and, if the SDRs are nominee-registered with a non-Swedish trustee, follow the instructions under "NON-SWEDISH NOMINEE REGISTERED SDRS" below; and
- no later than 27 June 2022 23:59 CEST cast their votes using Bank-ID following this link <https://app.verified.eu/web/computershare/?source=smart/en> or use the proxy form available on the Company's website [www.smartvalor.com](http://www.smartvalor.com). SDR-holders who choose to vote by filling in the proxy form must send the proxy form by post to Computershare AB, "SMART VALOR AGM", Box 5267, 102 46 Stockholm, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Completed form must be received by Computershare no later than 27 June 2022.

#### **NON-SWEDISH NOMINEE REGISTERED SDRS**

SDR-holders who have nominee-registered their SDRs with a non-Swedish bank or other trustee needs to provide Computershare with a certificate of holding from the trustee stating the beneficial SDR-holders name and amount of SDRs held on the record date 17 June 2022. Such certificate of holding must be sent by post to Computershare AB, "SMART VALOR AGM", Box 5267, 102 46 Stockholm, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Completed form must be received by Computershare no later than 27 June 2022, and the non-Swedish trustees should therefore be advised of this in good time in advance.

#### **VOTING BY POWER OF ATTORNEY**

When submitting votes via regular mail or courier the proxy needs to be accompanied by supporting documentation showing the undersigned person/s authority to vote on behalf of the SDR-holder. The proxy and any Power of Attorney needs to be submitted by post to Computershare at "SMART VALOR AGM", Box 5267, 102 46 Stockholm or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se) no later than 27 June 2022. A Power of Attorney which can be used for this purpose is available at the Company's website [www.smartvalor.com/en](http://www.smartvalor.com/en).

#### **AGENDA AND MOTIONS FOR RESOLUTIONS**

- 1. Opening declarative statements**
- 2. Presentation of the annual report of the Board of Directors**
- 3. Presentation of the financial statements as of 31.12.2021**

#### **4. Resolutions on the approval of the financial statements as of 31.12.2021 and the annual report of the Board of Directors**

Proposal:

Approval of the financial statements as of 31.12.2021 and the annual report of the Board of Directors of the Company.

#### **5. Resolutions concerning the annual results**

Proposal:

The annual loss of the business year ending 31 December 2021 shall be carried forward.

#### **6. Elections**

Proposal:

The current Board of Directors, i.e. Olga Feldmeier (chairman), Jean-Baptiste Zufferey and Markus Rinderer, to be re-elected for a further term of one year. Election takes place separately for each director in the following order:

- Olga Feldmeier (chairman)
- Jean-Baptiste Zufferey; and
- Markus Rinderer.

The board members Olga Feldmeier and Markus Rinderer be elected to form the Remuneration Committee. Election takes place separately for each member of the Remuneration Committee in the following order:

- Olga Feldmeier; and
- Markus Rinderer

The Board of Directors proposes that PST Legal AG, Zug, be elected as the independent proxy for a one-year term of office expiring after completion of the ordinary shareholders' meeting in 2023.

#### **7. Employee Stock Option Plan (ESOP)**

Proposal:

Amend the terms of the existing ESOP as follows:

- a) Vesting over a minimum of 3 years;
- b) Strike price shall be equal to the 1-3 month volume weighted average price of SMARTSDB immediately prior to the grant, multiplied by 150% (in accordance with standard Swedish market practice);
- c) increase the amount of new capital reserved for ESOP from CHF 2,964.19 to 7,964.19 through the issuance of up to 796,419 fully paid in registered shares.

The total reserved capital for ESOP shall be broadly allocated as follows:

- |    |                     |     |
|----|---------------------|-----|
| a) | Board Members       | 17% |
| b) | Executive Committee | 49% |
| c) | General Team        | 34% |

If the ESOP is fully exercised, the amount of shares and SDRs in the Company will increase by 796,419 from 15,188,846 (after the pending capital increase) to 15,985,265 and the share capital will increase by CHF 7,964.19 from 151,888.46 CHF to 159,852.65 CHF, corresponding to a dilution of approx. 5 per cent.

The purpose of the ESOP is to align the interests of the employees of SMART VALOR with the interests of SDR holders by rewarding employees for delivering positive results.

## 8. Compensation

Proposal:

The maximum amount of remuneration for the compensation of the Board of Directors for the term of office until the next General Meeting of Shareholders shall be:

Cash consideration	CHF	180,000
Valor consideration		40,000 Valor tokens
Stock options		23,134 options

The maximum amount of remuneration for the compensation for the Executive Committee (management team) for the financial year 2023 shall be:

Cash consideration	CHF	720,000
Valor consideration		400,000 Valor tokens
Stock options		80,000 options

## 9. Issuance of discharge to the board of directors and management

Proposal:

The shareholders' meeting shall decide to issue discharge to the board of directors for their activities in the business year 2021.

The shareholders' meeting shall decide to issue discharge to the management for their activities in the business year 2021.

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Zug 30 May 2022  
**SMART VALOR AG**  
*Board of Directors*

## Enclosures:

The following documents will be available on the Company's website at [www.smartvalor.com/en/investor-relations](http://www.smartvalor.com/en/investor-relations) from 9th June 2022 at the latest

- Annual Report 2021
- Board of Director's Annual Report 2021

## For additional information, please contact

Olga Feldmeier, Chairman of the board and Co-founder  
Email [olga.feldmeier@smartvalor.com](mailto:olga.feldmeier@smartvalor.com)

Adrian Faulkner, General Counsel  
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Email: [adrian.faulkner@smartvalor.com](mailto:adrian.faulkner@smartvalor.com)

## Certified Adviser

Mangold Fondkommission AB is acting as the Company's Certified Adviser and can be reached on phone number +46 8 5030 1550 and [ca@mangold.se](mailto:ca@mangold.se)

**About SMART VALOR**

SMART VALOR is a Swiss company which acts as trusted gateway to blockchain technology for investors and institutions. It operates a publicly accessible digital asset exchange, custody and asset management and offers its technology as Crypto-as-a-Service to financial institutions. SMART VALOR was one of the first crypto companies to receive a financial intermediary status in Switzerland in 2018. In 2020, Financial Market Authority of Liechtenstein gave SMART VALOR exchange and custodian authorization under the new blockchain act, one the most advanced regulatory frameworks in Europe.