

# **SMART VALOR AG**

## **Invitation to the ordinary shareholders' meeting**

The shareholders of SMART VALOR AG, Zug,  
are hereby invited to the ordinary shareholders' meeting to be held

**on 29 June 2023 at 14:00 pm CEST**

in the offices of PST legal & consulting, Baarerstrasse 10, 6300 Zug.

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Each shareholder may represent his/her shares at the shareholders' meeting in person or by a proxy through a third party who need not be a shareholder or by the independent proxy. The representative must identify himself/herself by written power of attorney.

### **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 31.12.2022**
- 4. Resolutions on the approval of the financial statements as of 31.12.2022 and the annual report of the Board of Directors**

Proposal:

Approval of the financial statements as of 31.12.2022 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 2022 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 re-elected to the Remuneration Committee for a further term of one year. Election takes place separately for each member of the Remuneration Committee in the following order:

- Olga Feldmeier; and
- Markus Rinderer

The current auditor, i.e. BDO Ltd, to be re-elected for a further term of one year.

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 2024.

## 7. Employee Stock Option Plan (ESOP)

Proposal:

Amend the ESOP as follows:

Strike price shall be equal to the 1-3 month volume weighted average price of SMARTSDB in the quarter immediately preceding the grant.

## 8. Compensation

Proposal:

The maximum amount of remuneration for the compensation of the Board of Directors for the term of office until the next ordinary shareholders' meeting shall be:

Cash consideration	CHF 200,000
Valor consideration	40,000 Valor tokens
Stock options	60,000 options

The maximum amount of remuneration for the compensation for the Executive Committee (management team) for the financial year 2024 shall be:

Cash consideration	CHF 800,000
Valor consideration	400,000 Valor tokens
Stock options	100,000 options

## **9. Issuance of discharge to the board of directors**

Proposal:

The shareholders' meeting shall decide to issue discharge to the board of directors for their activities in the business year 2022. Voting takes place separately for each director in the following order:

- (i) Olga Feldmeier (chairman)
- (ii) Jean-Baptiste Zufferey; and
- (iii) Markus Rinderer

The shareholders' meeting shall decide to issue discharge to the management for their activities in the business year 2022.

Zug, 29 May 2023

**SMART VALOR AG**

For the board of directors

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Olga Feldmeier

### **Enclosures:**

**This will be available from 9th June 2023 on SMART VALOR's Investors Relations website page: <https://smartvalor.com/en/investor-relations>**

- Annual Report 2022