

Invitation to the Ordinary Shareholders' Meeting of CREALOGIX Holding AG

Dear shareholders,

We look forward to the 21st Ordinary Shareholders' Meeting. Due to the on-going high number of Covid-19 cases, the 2021 Annual General Meeting (AGM) will be held again in written form excluding the public.

Date: Wednesday, 27 October 2021, 4.00 p.m.

Venue: Written form

Agenda and Proposals of the Board of Directors

1. Annual Report

Submission of the Annual Report, containing the management report, financial statements and consolidated financial statements 2020/2021 and the Report of the Statutory Auditor.

Proposal of the Board of Directors: Approval.

2. Allocation of the balance sheet results for 2020/2021

Proposal of the Board of Directors: Available earnings of CHF 14,148,944.29 to be carried forward to new account.

3. Grant of a release to the responsible bodies

Proposal of the Board of Directors:

Grant of a release to the members of the Board of Directors and Executive Management for the business year ended 30 June 2021.

4. Elections

1) Board of Directors

Proposal of the Board of Directors:

Re-election of the following members, each individually, for another term of office of one year, until after the next Ordinary Shareholders' Meeting.

- a) Bruno Richle
- b) Dr Richard Dratva
- c) Ralph Mogenicato
- d) Rudolf Noser
- e) Dr Christoph Schmid

2) Chairman of the Board of Directors

Proposal of the Board of Directors:

Reappointment of Bruno Richle as Chairman of the Board of Directors for another term of office of one year, until after the next Ordinary Shareholders' Meeting.

3) Members of the Nominations and Compensation Committee

Re-election of the following members to the Nominations and Compensation Committee, each individually, for a term of one year, until conclusion of the next Ordinary Shareholders' Meeting:

- a) Bruno Richle
- b) Dr Christoph Schmid

4) Auditor

Proposal of the Board of Directors:

Reappointment of PricewaterhouseCoopers AG, Zurich, for another term of one year - until after the next Ordinary Shareholders' Meeting - as Statutory Auditor.

5) Independent proxy

Proposal of the Board of Directors:

Reappointment of Dr Marc Russenberger, RKR Attorneys-at-Law, for a term of office of one year – until after the next Ordinary Shareholders' Meeting – as independent proxy.

5. Approval of remuneration of members of the Board of Directors and the Executive Management

- 1) Approval of the total amount of remuneration of members of the Board of Directors for the period from the Ordinary Shareholders' Meeting 2021 to the Ordinary Shareholders' Meeting 2022 of CHF 560'000.

Proposal of the Board of Directors: Approval

- 2) Approval of the total amount for fixed remuneration of the Members of the Executive Management for the fiscal year 2021/2022 of CHF 1'300'000.

Proposal of the Board of Directors: Approval

- 3) Approval of the maximum total amount of variable remuneration of members of the Executive Management for the fiscal year 2021/2022 of CHF 1'250'000.

Proposal of the Board of Directors: Approval

- 4) Advisory vote: Agreement of total amount of the effective paid out variable remuneration of members of the Executive Management for the fiscal year 2020/2021 according to the Remuneration Report.

Proposal of the Board of Directors: Agreement

6. Article of Associations Modifications

Article of Associations Modifications for the purpose of renewal of authorised capital

Proposal of the Board of Directors:

Approval of the renewal of the authorised capital in the amount of CHF 2'400'000 until 27 October 2023 (Article 3a).

The detailed wording of the submitted Articles of Associations modifications are disclosed in the annex of this invitation.

7. Miscellaneous

Annual Report

The Annual Report 2020/2021 including the Remuneration Report and Report of the Statutory Auditor is located on our website at crealogix.com/en/about-us/investor-relations (section: result center). All documents have likewise been laid out for inspection at the headquarters of the Company.

Registration

Please send your voting documents to areg.ch AG **by Monday, 25 October 2021**, using the enclosed reply envelope. The share register closes on Monday, 18 October 2021 at 5.00 p.m.

Substitution / Power of Attorney

You can be additionally represented by the independent proxy, Dr Marc Russenberger, RKR Rechtsanwälte, Stockerstrasse 60, 8002 Zurich.

Shareholders can grant written power of attorney with the attached form. Directives can be made on the reverse side of the form. We ask you to return the form by 25 October 2021 (date of receipt). In addition, there is also the option to grant power of attorney and directives via the Internet to the independent proxy. The required login data for this can be taken from the attached form. Electronic participation or any changes in electronically-issued instructions shall be possible up to 11.59 a.m. (CET) at the latest on 25 October 2021. By realising the right to vote electronically, the shareholder no longer has the right to personal participation in the Shareholders' Meeting.

Thank you for your interest in our company and we hope you understand that the AGM will be held in written form due to the current pandemic situation.

Zurich, 30 September 2021

CREALOGIX Holding AG

On behalf of the Board of Directors



Bruno Richle

Chairman of the Board of Directors

Enclosures:

Letter to shareholders, reply form and voting instructions to the independent proxy, envelope

Appendix: Wording of the submitted Articles of Association modifications

Art. 3a Genehmigtes Kapital

Der Verwaltungsrat ist ermächtigt, jederzeit bis zum ~~28. Oktober 2024~~ 27. Oktober 2023 in einem oder mehreren Schritten das Aktienkapital im Maximalbetrag von CHF 2'400'000.-- durch Ausgabe von höchstens 300'000 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 8.-- zu erhöhen. Der jeweilige Ausgabezeitpunkt und Ausgabebetrag, der Zeitpunkt der Dividendenberechtigung und die Art der Einlagen werden vom Verwaltungsrat bestimmt.

Erhöhungen auf dem Wege der Festübernahme sowie Erhöhungen in Teilbeträgen sind gestattet.

Der Verwaltungsrat ist berechtigt, das Bezugsrecht der Aktionäre ganz oder teilweise auszuschliessen und Dritten zuzuweisen, wenn solche neuen Aktien (1) für die Übernahme von Unternehmen durch Aktientausch oder (2) zur Finanzierung des Erwerbs von Unternehmen, Unternehmensteilen oder Beteiligungen oder von neuen Investitionsvorhaben der Gesellschaft oder (3) für eine Platzierung von Aktien am Kapitalmarkt verwendet werden sollen. Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgeübt werden, sind durch den Verwaltungsrat im Interesse der Gesellschaft zu verwenden oder verfallen zu lassen. Die Erhöhung des Aktienkapitals durch Umwandlung von frei verwendbarem Eigenkapital gemäss Art. 652d OR ist zulässig.