



Invitation to the 18th Ordinary General Meeting of 5EL SA

Wednesday, 14 June 2017, at 14:00 hrs (admittance as of 13:30 hrs)
c/o Maître Gaspard Couchepin, notaire Avenue de la Gare 56, CH-1920 Martigny 1

I. Ordinary Annual General Meeting

Agenda and Proposals of the Board of Directors

1. Annual Report and Financial Statements for 2016

Proposal of the Board of Directors: Approval of the Annual Report and the Financial Statements of 5EL SA as well as of the Consolidated Financial Statements for the business year 2016, and to take note of the Reports of the Auditors.

2. Compensation Report for 2016

Proposal of the Board of Directors: Approval of the Compensation Report for the business year 2016, and to take note of the Report of the Auditors.

3. Discharge to the members of the Board of Directors

Proposal of the Board of Directors: Discharge to the members of the Board of Directors for the business year 2016.

4. Appropriation of disposable profits / losses

Proposal of the Board of Directors: Appropriation of the loss of CHF 936,586 to the accumulated losses of CHF 8,857,992 and to carry forward a loss of CHF 9,794,578.

5. Elections

5.1 Board of Directors

Proposal of the Board of Directors: Re-election of Mr. Serge Umansky, also as Chairman, election of Messrs Brian McConville and Andreas Benz, each for a one-year term.

5.2 Compensation Committee

Proposal of the Board of Directors: Election of Serge Umansky and Andreas Benz, each for a one-year term.

5.3. Independent Representative

Proposal of the Board of Directors: Re-election of Célia Darbellay, att. at law and civil law notary, as Independent Representative of Shareholders, for a one-year term.

5.4. Auditors

Proposal of the Board of Directors: Re-election of Berney et Associés SA Société Fiduciaire, Lausanne, as Auditor, for a one-year term.

6. Compensation for 2017

Proposal of the Board of Directors: Approval of a total compensation to the Board of Directors, for the period from the AGM of 2017 to the AGM of 2018, of a maximum amount of CHF 100,000 as fixed amount, including remuneration for specific mandates, and up to a maximum amount of CHF 100,000 as variable amount depending on the results of the business, according to a scheme to be defined. The Compensation Committee shall also be authorised to set up a stock option scheme to be determined by the Shareholders, for the benefit of Directors, employees and advisors.

7. Authorised Capital

Proposal of the Board of Directors: Amendment of Articles by introducing new art. 3.3 with authorised capital in the amount of CHF 5,080,960 divided into 127,024 bearer shares of CHF 40.00, exercisable until 13 June 2019.

8. Restructuring (Reduction of nominal value followed by capital increase)

Proposal of the Board of Directors: Capital reduction of the nominal value per share from CHF 40.00 to CHF 3.50 followed by a capital increase, in cash and/or by compensation, of CHF 9,999,997 up to maximum of CHF 28,000,000 by issuing at least 2,857,142 and up to maximum of 8,000,000 new bearer shares of CHF 3.50 each, at an issuing price to be determined by the Board of Directors.

The pre-emption rights of shareholders are to be excluded in favour of one or more new strategic investors. Approval of the restructuring plan will include an amendment of the conditional capital in art. 3.1 and 3.2 of the Articles of Association, and the authorised capital in art. 3.3, if approved of today, in order to reflect the reduction of nominal value of each bearer share. The absolute value of the conditional capital will not be changed in a material way, with CHF 1,120,000 (art. 3.1, no change) and, to allow for division by CHF 3.50, CHF 3,900,001 (art. 3.2, with minimal increase of CHF 1) and CHF 5,080,957 (art. 3.3, with minimal decrease of CHF 3).

II. Organisational Information

Shareholders wishing to participate personally or to be represented at the General Meeting may obtain their admission cards and/or registration forms (see below on *electronic voting*) no later than 7 June 2017 at the seat of the Company, and any written request must be received by such date. Admission cards will be issued upon presentation of written proof of deposit and blocking of the shares with a bank until the day after the General Meeting. Further, the Annual Report containing the Financial Statements of 5EL SA, the Consolidated Financial Statements and the reports of the auditors are available for inspection by the shareholders at the seat of the Company and may also be downloaded from its website.

Shareholders have the possibility to be represented at the General Meeting in one of the following manners only:

- (a) By a third party in accordance with art. 11 paragraph 2 of the Articles of Association. Proxy holders must present the admission card and a duly executed proxy.
- (b) By Ms Célia Darbellay as independent representative as per art. 689c of the Swiss Code of Obligations.

Electronic voting: Shareholders can submit their votes via the Sherpany internet platform (<https://www.5el.ch/evoting/>). Shareholders wishing to give instructions electronically must first request from the Company a registration form in order to open a shareholder account with www.sherpany.com. This personal account can be used to issue voting instructions to the Independent Representative. Online voting via Sherpany is possible until Sunday, 11 June 2017, 23:59 hrs.

Proxy and instruction forms can also be obtained from the website or directly from the Company. Without specific instructions from a shareholder the Independent Representative will abstain from voting on any matter listed in the agenda; the same applies to proposals brought up during the General Meeting.

Lausanne, 23 May 2017

For the Board of Directors:

Gianluigi Facchini, Chairman 5EL SA