

## **Resolutions of the 20<sup>th</sup> Ordinary General Meeting of THE NATIVE SA**

Date and Time: 24 June 2018; 14.00 CEST

Place: Gerbergasse 48, 4001 Basel (at the offices of BALEX AG)

Presence: Of the entire Share Capital of the Company of CHF 10,889,165.--, divided into 3,111,190 (bearer) Shares with a par value of CHF 3.50 each, the presence is as follows:

a total of 1,704,038 Shares with a par value of CHF 3.50 each, representing a total par value of CHF 5,964,133, are present at the meeting.

No Shares are represented by formal organ representatives (*Organvertreter*) or other non-independent proxies in the meaning of article 689c Swiss Code of Obligations (CO) nor by custodian representatives (*Depotvertreter*) in the meaning of article 689d CO.

### **Agenda and Proposals of the Board of Directors**

1. **Approval of the Annual Report, consisting of the Management Report, the Financial Statements of the Company and the Group Consolidated Financial Statements for the 2018 Financial Year; taking notice of the Reports of the Auditor**

Proposal of the Board of Directors: Approval of the Annual Report, consisting of the Management Report, the Financial Statements of the Company and the Group Consolidated Financial Statements for the 2018 Financial Year; taking notice of the Reports of the Auditor.

*./. Unanimously approved.*

2. **Vote on the Compensation Report 2018**

Proposal of the Board of Directors: Approval of the Compensation Report 2018.

*./. Unanimously approved.*

3. **Discharge from Liability of the Members of the Board of Directors and the Executive Committee**

Proposal of the Board of Directors: Grant full discharge from liability for each of its members and each of the members of the Executive Committee for the 2018 financial year, being:

Pursuant to article 695 CO no person is eligible to vote if he was in any way involved in the management of the Company. Therefore, for the following resolution only 1,354,038 Shares can vote.

*./. Unanimously approved.*

**4. Appropriation of Available Earnings of the Company as per Balance Sheet**

Proposal of the Board of Directors: Carry forward the accumulated losses of CHF 8,406,256.

*./. Unanimously approved.*

**5. Vote on Compensation for the Members of the Board of Directors 2019**

As the functions of the Executive Committee are shifted to the Board of Directors, there will be no compensation of the Executive Committee in 2019. Concurrently, the Board of Directors is proposing to increase the maximum aggregate amount of compensation for its members, who will take over the management of the Company.

Proposal of the Board of Directors: Approval of the maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2019 Annual General Meeting to the 2020 Annual General Meeting, in the amount of CHF 200,000.00 as a fixed amount, plus refund of expenses, and up to a maximum amount of CHF 200,000.00 as variable amount depending on the results of the business, according to a scheme to be defined. The Compensation Committee shall be authorised to set up a stock option scheme for the benefit of the members of the Board of Directors.

*./. Approved with 1,354,038 votes and 350,000 abstentions.*

**6. Elections of the Chairman and the Members of the Board of Directors**

As Osman Khan (Chairman) and Paulo Pinto (Member) are no longer standing for office, the Board of Directors makes the following Proposal: Re-election of Patrick Girod (also as Chairman of the Board of Directors in a single vote) and election of Victor lezuitov as members of the Board of Directors, each until the end of the next Annual General Meeting.

*./. Unanimously elects (each in a separate vote) with 1,354,038 votes and 350,000 abstentions for each candidate:*

**6.1 Patrick Girod as member of the Board of Directors and as its Chairman;**  
*and*

**6.2 Victor lezuitov as member of the Board of Directors.**

**7. Elections to the Compensation Committee**

The Board of Directors makes the following Proposal: Election of Patrick Girod and Victor lezuitov as members of the Compensation Committee, each until the end of the next Annual General Meeting.

*./. Unanimously elects (each in a separate vote) with 1,354,038 votes and 350,000 abstentions for each candidate:*

**7.1 Patrick Girod as member of the Compensation Committee; and**

**7.2 Victor lezuitov as member of the Compensation Committee.**

**8. Re-election of the Statutory Auditor and the Group Auditor**

Proposal of the Board of Directors: Re-election Berney et Associes SA Société Fiduciaire, Lausanne, as statutory auditor of the Company and as Group Auditor of the consolidated financial statements for the financial year starting on 1 January 2019.

*./. Unanimously re-elected with 1,704,038 votes.*

**9. Election of the Independent Proxy**

Proposal of the Board of Directors: Election of Andri Obrist, Attorney-at-Law, in Basel, as Independent Proxy of the Company until the end of the next Annual General Meeting.

*./. Unanimously elected with 1,704,038 votes.*

As no other items are requested to be discussed, the Chairman closes the Annual General Meeting at 14.20 CEST.