

# Invitation to the 22<sup>nd</sup> Annual General Meeting of The Native SA (the “Company”)

to be held virtually on Wednesday, 30 June 2021, at 11:00 CEST at

the Offices of the Company, Gerbergasse 48, CH-4001 Basel

## A. Agenda

### 1. Approval of the Operating and Financial Review of the Company, the Financial Statements of the Company and the Group Consolidated Financial Statements for the 2020 Financial Year

*The Board of Directors proposes approval.*

### 2. Vote on the Compensation Report 2020

*The Board of Directors proposes approval of the Compensation Report 2020.*

### 3. Discharge from Liability of the Members of the Board of Directors

*The Board of Directors proposes discharge from liability for each of its members for the 2020 financial year.*

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

Balance brought forward	CHF	103'770.00
net profit of the Company	CHF	18'470.00
Voluntary retained earnings as per balance sheet	CHF	122'240.00

*The Board of Directors proposes to carry forward CHF 122'240.00.*

### 5. Votes on Compensation for the Members of the Board of Directors for and the Executive Management Team for 2021/2022

#### 5.1 Vote on the maximum aggregate amount of Compensation for Members of the Board of Directors from the 2021 Annual General Meeting to the 2022 Annual General Meeting

*The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation for the members of the Board of Directors covering the period from the 2021 Annual General Meeting to the 2022 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.*

#### 5.2 Vote on the maximum aggregate amount of Compensation for Members of the Executive Management Team in the Financial Year 2021

*The Board of Directors proposes that shareholders approve the maximum aggregate amount of compensation to be paid, promised or granted during, or in respect of, the Financial year 2021 to the members of the Executive Management Team, in the amount of CHF 300,000.00 as fixed amount, plus refund of expenses, and up to a maximum amount of CHF 150,000.00 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 Executive Management Team.*

### 6. Election of the Chairman and the Members of the Board of Directors

The Board of Directors has been informed that all its current members, Patrick Girod and Victor Iezuitov, are not standing for re-election.

*The Board of Directors proposes to elect Adam Lindemann (also as Chairman of the Board of Directors in a single vote), Clive Ng Cheang Neng, and Massimiliano Iuliano as members of the Board of Directors, each until the end of the next Annual General Meeting.*

For the Board of Directors

The Chairman: Patrick GIROD

## B. Organisational Notes

### 1. Admission / Independent Proxy

Due to the current restrictions resulting from the Covid-19 pandemic, physical attendance to the meeting is not permitted. Therefore, and based on the Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) of the Federal Council, the Board of Directors has decided that the voting rights of the Shareholders can only and exclusively be exercised by granting a power of attorney to the Independent Proxy (Mr Andri Obrist).

Shareholders wishing to be represented at the Annual General Meeting through the Independent Proxy may obtain their registration forms no later than by 25 June 2021 from the Company's website (<https://thenative.ch/meetings/>) or at the seat of the Company (Gerbergasse 48, CH-4001 Basel).

Registration cards will be issued upon presentation of written proof of deposit and blocking of the shares with a bank until the day after the Annual General Meeting.

### 2. Annual Report and further Documents

The Annual Report for the 2020 financial year (including the Operating and Financial Review of the Company, the Financial Statements of the Company, the Group's Consolidated Financial Statements, the Compensation Report as well as the Auditors' Reports) is available through the Company's website (<https://thenative.ch/financial-reports/>).

### 3. Independent Proxy

Shareholders can only be represented at the Meeting by the Independent Proxy (Mr Andri Obrist). Proxy and instruction forms can be obtained from the Company's website (<https://thenative.ch/meetings/>), or through the Sherpany online platform (see below on electronic voting).

Without specific instructions from a Shareholder the Independent Proxy will abstain from voting on any matter listed in the agenda; the same applies to proposals brought up during the Meeting.

### 4. Electronic Voting (Sherpany online platform)

Shareholders wishing to submit their instructions electronically to the Independent Proxy via the Sherpany internet platform must first request from the Company a registration form (<https://thenative.ch/e-voting/>) in order to open a shareholders' account with [www.sherpany.com](http://www.sherpany.com). Instructions can be given via Sherpany until 28 June 2021, 23:59 CEST.

### 5. Proposals from Shareholders on Agenda Items / Questions to the Board of Directors

Proposals from Shareholders on Agenda Items can only be put to the Meeting via the Independent Proxy. Questions to the Board of Directors regarding the business year 2020 or any of the agenda items may be submitted by email to [info@thenative.ch](mailto:info@thenative.ch) until the latest 28 June 2021, 23:59 CEST. The Board of Directors shall strive to deal with such questions, if any, at the Annual General Meeting and include answers in the minutes or in a separate document to be made available on the Company's website.

### 6.1 Election of Adam Lindemann as Member and as Chairman of the Board of Directors (in a single vote)

### 6.2 Election of Clive Ng Cheang Neng as Member of the Board of Directors

### 6.3 Election of Massimiliano Iuliano as Member of the Board of Directors

### 7. Elections to the Compensation Committee

*The Board of Directors proposes the election of Adam Lindemann and of Clive Ng Cheang Neng as members of the Compensation Committee, each until the end of the next Annual General Meeting. The Board of Directors intends to designate Clive Ng Cheang Neng, as Chairman of the Compensation Committee, subject to his election as a member of the Compensation Committee.*

#### 7.1 Election of Adam Lindemann as member of the Compensation Committee

#### 7.2 Election of Clive Ng Cheang Neng as member of the Compensation Committee

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

*The Board of Directors proposes the re-election of Berney Associés Audit SA, Lausanne, as statutory auditor of the Company and as Group Auditor of the consolidated financial statements for the financial year starting on 1 January 2021.*

### 9. Re-election of the Independent Proxy

*The Board of Directors proposes the re-election of Mr Andri Obrist, Attorney-at-Law, in Basel, as Independent Proxy of the Company until the end of the next Annual General Meeting.*

### 10. Change of the Company Name

*The Board of Directors proposes to change the Company name to „Youngtimers AG“ and therefore to replace Article 1 of the Articles of Association as follows:*

*„Unter der Firma*

*Youngtimers AG  
(Youngtimers SA)  
(Youngtimers Ltd)*

*besteht mit Sitz in Basel auf unbestimmte Dauer eine Aktiengesellschaft gemäss Art. 620 ff. OR.“*

### 11. Ordinary Capital Increase

*The Board of Directors proposes to*

*(i) increase the current share capital of the Company of CHF 5'045'697.72 by a minimum of CHF 12'000'000.18 and a maximum of CHF 24'000'000.36 to a maximum of new CHF 29'045'698.08 by issuance of a minimum of 28'571'429 and a maximum of 57'142'858 new bearer shares with a nominal value of CHF 0.42 each;*

*(ii) fully pay in the new capital;*

*(iii) pay in the share capital in cash;*

*(iv) issue the new shares for the issue price of CHF 0.70 [nominal value = CHF 0.42 and agio = CHF 0.28];*

*(v) grant the right on dividends as of the business year 2021 (i.e. as of 1 January 2021);*

*(vi) let the Company pay for the federal stamp duty; and*

*(vii) cancel the subscription rights of the Shareholders, as the capital increase shall enable the acquisition of companies or parts thereof (article 652b Swiss Code of Obligations), and let the Board of Directors in its sole discretion allocate to third parties the subscription rights.*