

Invitation to the 23rd Annual General Meeting
Youngtimers AG (the “Company”)
to be held virtually on Friday, 26 August 2022, at 11:00 CEST
at the Offices of the Company, Elisabethenstrasse 18, CH-4051 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 2021 Financial Year

The Board of Directors proposes approval.

2. Vote on the Remuneration Report 2021

The Board of Directors proposes approval of the Remuneration Report 2021.

3. Discharge from Liability of the Members of the Board of Directors and of the Members of the Executive Management Team

The Board of Directors proposes discharge from liability for each of its members and of the Members of the Executive Management Team for the 2021 financial year.

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

Balance brought forward (accumulated profit)	CHF	122'240.00
Net annual loss of the Company	CHF	11'667'982.00
Total loss carryforward as per balance sheet	CHF	11'545'742.00

The Board of Directors proposes to carry forward the accumulated losses of CHF 11'545'742.00.

5. Votes on Compensation for the Members of the Board of Directors for and the Executive Management Team for 2022/2023

5.1 Vote on the maximum aggregate amount of Compensation for Members of the Board of Directors from the 2022 Annual General Meeting to the 2023 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 2022 Annual General Meeting to the 2023 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 2022 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 its current members, Massimiliano Iuliano, Victor Iezuitov and Svetlana Klochko, are not standing for re-election.

The Board of Directors proposes to elect Norman Hansen (also as Chairman of the Board of Directors in a single vote), Lorenzo Landini and Jan Schulmeister as members of the Board of Directors, each until the end of the next Annual General Meeting.

6.1 Election of Norman Hansen as Member and as Chairman of the Board of Directors (in a single vote)

6.2 Election of Lorenzo Landini as Member of the Board of Directors

6.3 Election of Jan Schulmeister as Member of the Board of Directors

7. Elections to the Compensation Committee

The Board of Directors proposes the election of Norman Hansen and Lorenzo Landini as members of the Compensation Committee, each until the end of the next Annual General Meeting. The Board of Directors intends to designate Norman Hansen as Chairman of the Compensation Committee, subject to his election as a member of the Compensation Committee.

7.1 Election of Norman Hansen as member of the Compensation Committee

7.2 Election of Lorenzo Landini 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 started on 1 January 2022.

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.

For the Board of Directors

The Chairman: Massimiliano Iuliano

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 (“COVID-19-Ordinance 3”), 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 Shareholders' Meeting through the Independent Proxy may obtain their registration forms no later than by 19 August 2022 from their custody bank, the Company's website (<https://ir.youngtimers.com/meetings/>) or at the seat of the Company (Elisabethenstrasse 18, CH-4051 Basel).

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

2. Annual Report and further Documents

The Annual Report for the 2021 financial year (including the Operating and Financial Review of the Company, the Financial Statements of the Company, the Group's Consolidated Financial Statements, the Remuneration Report as well as the Auditors' Reports) is available through the Company's website (<https://ir.youngtimers.com/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://ir.youngtimers.com/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 shall submit their instructions electronically to the Independent Proxy via the Sherpany internet platform after having obtained a registration form (cf. paragraph 1 above) and opened a shareholders' account with www.sherpany.com. Instructions can be given via Sherpany until 24 August 2022, 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 may be submitted by email to ir@youngtimers.com until the latest 24 August 2022, 23:59 CET. The Board of Directors shall strive to deal with such questions, if any, at the Annual Shareholders' Meeting and include answers in the minutes or in a separate document to be made available on the Company's website.