

# Invitation to the Extraordinary Shareholders' Meeting of Youngtimers AG (the “Company”)

to be held on Thursday, 28 November 2024, at 14:00 CET  
at the Offices of the Company, Gerbergasse 48, CH-4001 Basel

## A. Agenda

### 1. Election of additional Members of the Board of Directors

**Motion:** The Board of Directors proposes to elect as additional members of the Board of Directors, each until the end of the next Annual General Meeting, the following persons: (i) Mr Yin Pan (Ben) Cheng, and (ii) Mrs Jue (Kirsten) Gao.

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the General Meeting elects the members of the Board of Directors.

The CVs of the new candidates can be found at the Company's website: <https://ir.youngtimers.com/meetings/>

#### 1.1 Election of Mr Yin Pan (Ben) Cheng as Member of the Board of Directors

#### 1.2 Election of Ms Jue (Kirsten) Gao as Member of the Board of Directors

### 2. Capital Band

**Motion:** Subsequent to the ordinary capital increase of 30 October 2024, the Board of Directors proposes, by implementing a new Article 3a into the Company's Articles of Association, to introduce a new capital band of CHF 45'368'546.58 (upper limit) and CHF 15'122'848.86 (lower limit), authorising the Board of Directors until 27 November 2029 respectively an earlier lapse of the capital band, to increase or reduce the share capital once or several times and in any amounts. The capital increase or reduction can be carried out by issuing respectively cancelling up to 36'006'783 fully paid-up bearer shares with a nominal value of CHF 0.42 each or by increasing or reducing the nominal value of the existing bearer shares within the limits of the capital band. If the share capital increases due to an increase out of the conditional capital in accordance with Article 3b of the Articles of Association (cf. below), the upper and lower limit of the capital band increases in line with the extent of the increase of the share capital. Under certain conditions, the Board of Directors shall have the right to cancel or restrict the subscription right of the existing shareholders and allocate them to third parties, the Company or one of its Group companies. The draft of the wording of such new Article 3a is available on the Company's website: <https://ir.youngtimers.com/meetings/>

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the General Meeting can implement a capital band through the Company's Articles of Association. The amendment of the Articles of Association lies within the powers of the General Meeting.

### 3. Conditional Capital

**Motion:** The Board of Directors proposes, by implementing a new Article 3b into the Company's Articles of Association, to introduce a Conditional Capital of a maximum of CHF 4'536'000 (which corresponds to approx. 15% of the registered Share capital) through the issuance of a maximum of 10'800'000 new, fully paid-in bearer shares with a nominal value of CHF 0.42 each, to enable the issuance of options to members of the Board of Directors, members of the Executive Board, employees, agents, consultants or other persons, which provide services for the Company or one of its Group companies. The advance subscription right and the subscription right of the shareholders of the Company are excluded. The draft of the wording of such new Article 3b is available on the Company's website: <https://ir.youngtimers.com/meetings/>

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the General Meeting can implement a conditional capital through the Company's Articles of Association. The amendment of the Articles of Association lies within the powers of the General Meeting.

### 4. Amendment of Company's Purpose (Article 2)

**Motion:** The Board of Directors proposes to amend the Company's main purpose to better reflect its nature as a holding company. Therefore, para. 1 and 2 of Article 2 of the Company's Articles of Association shall be deleted and replaced by a new para. 1. The draft of the new wording of Article 2 is available on the Company's website: <https://ir.youngtimers.com/meetings/>

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the amendment of the Company's purpose respectively the Articles of Association lies within the powers of the General Meeting.

### 5. Translation of to the Articles of Association into the English language and implementation of a new Article 24

**Motion:** The Board of Directors proposes to add an English translation to the Articles of Association of the Company and therefore amend the title of paragraph VII. (GERICHTSSTAND) and implement a new Article 24 into the Company's Articles of Association, to determine that the German text shall prevail. The draft of the amended and translated Articles of Association (including amended Article 2 as well as the new Articles 3a,

3b and 24) is available on the Company's website (all changes against the current version are highlighted in yellow): <https://ir.youngtimers.com/meetings/>

**Explanation:** Pursuant to Swiss law and the Company's Articles of Association, the amendment of the Articles of Association lies within the powers of the General Meeting.

For the Board of Directors  
The Chairman: Christian Eich

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## **B. Organisational Notes**

### **1. Admission/Independent Proxy**

Shareholders wishing to participate personally or to be represented at the Extraordinary Shareholders' Meeting through the Independent Proxy may obtain their admission cards and/or registration forms (see below on electronic voting) no later than by 26 November 2024 from their custody bank or the Company's website (<https://ir.youngtimers.com/meetings/>).

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

### **2. Supporting Documents**

The CVs of the new candidates and a draft of the amended Articles of Association are available through the Company's website (<https://ir.youngtimers.com/financial-reports/> and <https://ir.youngtimers.com/meetings/>).

### **3. Appointment of a Proxy**

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

- a. by a third party in accordance with Article 11 Para. 2 of the Company's Articles of Association upon presentation of a duly executed Proxy and the admission card; or
- b. by the Independent Proxy of the Company (Mr. Andri Obrist).

Proxy and instruction forms can be obtained from the Company's website (<https://ir.youngtimers.com/meetings/>), or through the netVote 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 (netVote online platform)**

Shareholders shall submit their instructions electronically to the Independent Proxy via the netVote internet platform after having obtained a registration form (cf. paragraph 1 above) and opened a shareholders' account with [www.netvote.ch](http://www.netvote.ch). Instructions can be given via [youngtimers.netVote.ch](http://youngtimers.netVote.ch) until 27 November 2024, 23:59 CET.

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

Proposals and questions from Shareholders on Agenda Items can only be put to the Meeting by a Shareholder or his/her individual proxy, the Independent Proxy cannot act as individual proxy in this sense.