

# Invitation to the 19<sup>th</sup> Annual General Meeting of The Native SA (the “Company”)

to be held on Friday, 25 May 2018, at 14:30 CEST (admittance as of 14:00 CEST) at

BALEX AG, 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 2017 Financial Year**

*The Board of Directors proposes approval.*

**2. Vote on the Compensation Report 2017**

*The Board of Directors proposes approval of the Compensation Report 2017.*

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

*The Board of Directors proposes discharge from liability for each of its members and for each of the members of the Executive Committee for the 2017 financial year.*

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

Balance brought forward (accumulated losses)	CHF	521,826.00
net loss of the Company	CHF	<u>7,109,092.00</u>

Accumulated losses as per balance sheet	CHF	<u>7,630,918.00</u>
---	-----	---------------------

*The Board of Directors proposes to carry forward the accumulated losses.*

**5. Votes on Compensation for the Members of the Board of Directors and the Executive Committee for 2018**

**5.1 Vote on the maximum aggregate amount of Compensation for Members of the Board of Directors from the 2018 Annual General Meeting to the 2019 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 2018 Annual General Meeting to the 2019 Annual General Meeting, in the amount of CHF 150,000.00 as a 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 Board of Directors.*

**5.2 Vote on the maximum aggregate amount of Compensation for Members of the Executive Committee in the Financial Year 2018**

*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 2018 to the members of the Executive Committee, in the amount of CHF 500,000.00 as fixed amount, plus refund of expenses, and up to a maximum amount of CHF 500,000.00 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 the Executive Committee.*

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

The Board of Directors has been informed that all the current members, Sergey Skaterschikov, Serge Umansky and Izabela Depczyk are not standing for re-election.

*The Board of Directors proposes the election of Osman Khan (also as Chairman of the Board of Directors in a single vote), Paulo Pinto, Christian Wolf, Patrick Girod and Zaid Al Qaimi as members of the Board of Directors, each until the end of the next Annual General Meeting.*

**6.1 Election of Osman Khan, and election as Chairman of the Board of Directors (in a single vote)**

**6.2 Election of Paulo Pinto**

**6.3 Election of Christian Wolf**

**6.4 Election of Patrick Girod**

**6.5 Election of Zaid Al Qaimi**

**7. Elections to the Compensation Committee**

*The Board of Directors proposes the election of Patrick Girod, Osman Khan and Paulo Pinto as members of the Compensation Committee, each until the end of the next Annual General Meeting. The Board of Directors intends to designate Patrick Girod, as Chairman of the Compensation Committee, subject to his election as a member of the Compensation Committee.*

**7.1 Election of Patrick Girod as member of the Compensation Committee**

**7.2 Election of Osman Khan as member of the Compensation Committee**

**7.3 Election of Paulo Pinto 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 et Associés 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 2018.*

**9. Election of the Independent Proxy**

The Board of Directors has been informed that the Independent Proxy Mrs Célia Darbellay is not standing for re-election.

*The Board of Directors proposes the election of Dr. Jürg Galliker, Attorney-at-Law, in Basel, as Independent Proxy of the Company until the end of the next Annual General Meeting.*

**10. Change of the Legal Seat of the Company and of Article 1 of the Articles of Association**

*The Board of Directors proposes to move the Legal Seat of the Company from Lausanne to Basel and to therefore amend Article 1 of the Articles of Association as follows:*

*“ARTICLE 1*

*Une société anonyme, dont le siège se trouve à Bâle, a été constituée sous le raison sociale **The Native SA** conformément aux dispositions des articles 620 et suivants du code des obligations.*

*La société est constituée pour une durée indéterminée.”*

**11. Entire Replacement of the Articles of Association of the Company**

*Subject to the approval of the change of the Legal Seat of the Company to Basel by the Annual General Meeting of the Shareholders, the Board of Directors proposes to replace the Articles of Associations in its entirety as they have to be filed in German. The draft of the new Articles of Association is available electronically under <https://thenative.ch/meetings>.*

For the Board of Directors

The Chairman: Sergey Skaterschikov

## B. Organisational Notes

**1. Admission**

Shareholders wishing to participate personally or to be represented at the Annual General Meeting may obtain their admission cards and/or registration forms (see below on *electronic voting*) no later than 18 May 2018 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 Annual General Meeting.

**2. Annual Report and further Documents**

The Annual Report for the 2017 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 at <https://thenative.ch/financial-reports/> and the draft of the Amended Articles of Association are available for inspection by Shareholders at the Registered Office of the Company and on the Company's website at <https://thenative.ch/meetings/>.

**3. Appointment of a Proxy**

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

- by a third party in accordance with Art. 11 Paragraph 2 of the Articles of Association upon presentation of a duly executed Proxy and the admission card; or
- by the Independent Proxy of the Company (Mrs Célia Darbellay).

Proxy and instruction forms can be obtained from the website (<https://thenative.ch/meetings/>), directly from the Company 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 Annual General Meeting.

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

Shareholders can submit their votes via the Sherpany internet platform (<https://thenative.ch/e-voting/>). 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](http://www.sherpany.com). This personal account can be used to issue voting instructions to the Independent Proxy. Online voting via Sherpany is possible until 22 May 2018, 23:59 CEST.

**5. Proposals from Shareholders on Agenda Items**

Proposals from Shareholders on Agenda Items are only permissible if they are put to the Annual General Meeting by the shareholders themselves or by an individual proxy acting on their behalf. The Independent Proxy cannot act as individual proxy in this sense.