

Invitation to the 20th Annual General Meeting of The Native SA (the “Company”)

to be held on Monday, 24 June 2019, at 14:00 CEST (admittance as of 13:30 CEST) at
the offices of the Company, Gerbergasse 48, CH-4001 Basel

A. Agenda

- 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 note of the reports of the Auditor**

The Board of Directors proposes approval.

- 2. Vote on the Compensation Report 2018**

The Board of Directors proposes approval of the Compensation Report 2018.

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

The Board of Directors proposes to grant full discharge from liability for each of its members and for each of the members of the Executive Committee for the 2018 financial year.

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

| | | |
|--|-----|---------------------|
| Balance brought forward (accumulated losses) | CHF | 7'630'918.00 |
| net loss of the Company | CHF | <u>775'337.00</u> |
| Accumulated losses as per balance sheet | CHF | <u>8'406'256.00</u> |

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

- 5. Vote on Compensation for the Members of the Board of Directors 2019¹**

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 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.

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

The Board of Directors has been informed that two of the current members, Osman Khan (Chairman) and Paulo Pinto are not standing for re-election.

The Board of Directors proposes the re-election of Patrick Girod (also as Chairman of the Board of Directors) and the election of Victor Iezuitov as members of the Board of Directors, each until the end of the next Annual General Meeting.

6.1 Re-election of Patrick Girod, and election as Chairman of the Board of Directors

6.2 Election of Victor Iezuitov

¹ 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.

7. Elections to the Compensation Committee

The Board of Directors proposes the re-election of Patrick Girod and the election of Victor lezuitov as members of the Compensation Committee, each until the end of the next Annual General Meeting. The Board of Directors intends to designate Victor lezuitov as Chairman of the Compensation Committee, subject to his election as a member of the Compensation Committee.

7.1 Re-election of Patrick Girod as member of the Compensation Committee

7.2 Election of Victor lezuitov 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 2019.

9. Election of the Independent Proxy

As the Independent Proxy, Dr. Jürg Galliker, is unable to attend the Annual General Meeting, the Board of Directors has appointed **Mr Andri Obrist**, Attorney-at-Law, in Basel, as substitute Independent Proxy for the upcoming Annual General Meeting.

The Board of Directors proposes the 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: Osman Khan

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 17 June 2019 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 2018 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/>.

3. Appointment of a Proxy

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

- a. 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
- b. by the (substitute) Independent Proxy (Mr Andri Obrist).

Proxy and instruction forms can be obtained from the Company's 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. This personal account can be used to issue voting instructions to the Independent Proxy. Online voting via Sherpany is possible until 21 June 2019, 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.