

Invitation

to the annual general meeting of
Castle Alternative Invest AG
Wednesday, 13 May 2020, 14:00 h
at the Advokatur Lachen, Zürcherstrasse 49,
8853 Lachen, Switzerland

Agenda

I. Approval of the management report, the annual financial statements and the consolidated financial statements 2019

The board of directors proposes to approve the management report, the annual financial statements and the consolidated financial statements as of 31 December 2019 as well as to acknowledge the reports of the statutory auditor.

II. Appropriation of the balance sheet surplus

The board of directors proposes to carry forward the balance sheet surplus of TCHF 35,053.

III. Discharge of the board of directors and the general manager

The board of directors proposes that discharge be granted to its members as well as to the general manager.

IV. Capital reduction through cancellation of shares

The board of directors proposes:

- a) to reduce the share capital of CHF 314,854.95 by CHF 62,672 to CHF 252,182.95 by way of cancellation of 1,253,440 shares with a par value of CHF 0.05 each. These shares include 321,165 shares that were bought back by the Company under the 2019 – 2020 share buyback program, 565,315 shares that were tendered to the Company following the issuance of tradable put-options in 2019 and 366,960 shares that were bought back by the Company under the 2018 – 2019 share buyback program launched on 5 December 2018;
- b) to confirm as a result of the report of the auditors that the claims of the creditors are fully covered notwithstanding the capital reduction;
- c) to amend article 4 of the articles of association according to the following wording as per the date of the entry of the capital reduction in the commercial register (the proposed amendments are shown in *italics*):

“Article 4: Share capital

The share capital of the Company amounts to CHF 252,182.95 and is divided into 5,043,659 registered shares with a par value of CHF 0.05 per share. The shares are fully paid-in.”

V. Amendment of article 12 of the articles of association

The board of directors proposes to delete the 2nd paragraph of article 12 which reads as follows:

«The dissolution of the company with a liquidation requires a resolution of the shareholders' meeting passed by at least 80 percent of all share votes.»

and to include a new item 4 by the words: «the dissolution of the company». The current item 4 becomes item 5.

In case of acceptance of the proposal, the new article 12 reads as follows:

«Article 12: Quorums

A resolution of the shareholders' meeting passed by at least two thirds of the represented share votes and the absolute majority of the par value of shares represented is required for:

1. the cases listed in art. 704 par. 1 CO and in art. 18 and 64 Swiss Merger Law;
2. the easement or abolition of the restriction of the transferability of the registered shares;
3. the conversion of registered shares into bearer shares and bearer shares into registered shares;
4. the dissolution of the company;
5. the abolition of restrictions in the articles of incorporation concerning the passing of a resolution by the shareholders' meeting, particularly as laid down in this art. 12.»

VI. Elections to the board of directors

The board of directors proposes to re-elect (each one separately) Tim Steel as member of the board and chairman of the board of directors, Dr Konrad Bächinger, Reto Koller, Dr André Lagger and Kevin Mathews as members of the board of directors for a term of one year up to the end of the next ordinary general meeting of the shareholders.

VII. Elections to the compensation committee

The board of directors proposes to elect (each one separately) Dr André Lagger and Dr Konrad Bächinger as members of the compensation committee for a term of one year up to the end of the next ordinary general meeting of the shareholders.

VIII. Compensation of the board of directors

The board of directors proposes that a maximum total amount of CHF 215,000 as compensation for the members of the board of directors for the term of office until the next shareholders meeting be approved.

IX. Compensation of the executive management

The board of directors proposes that a maximum total amount of CHF 75,000 as compensation for the members of the executive management for the business year 2021 be approved.

X. Appointment of an independent proxy

The board of directors proposes the appointment of Mr Peter Marty, Biberzeldenstrasse 21, 8853 Lachen, Switzerland as independent proxy for the company for the period from the AGM until the end of the next annual general meeting of the company, regarding the business year 2020.

XI. Election of statutory auditors

The board of directors proposes to re-elect PricewaterhouseCoopers Ltd. as statutory auditors for a one year term.

Information

Management report 2019

The management report, the annual financial statements and consolidated financial statements and the reports of the statutory auditors of Castle Alternative Invest AG for the year 2019 are available for inspection at the registered office of the company at Schützenstrasse 6, 8808 Pfäffikon, Switzerland.

Invitations/Admission cards

Shareholders registered with voting rights in the shareholders' register until and including 1 May 2020 shall receive, with their invitation to the annual general meeting, the necessary voting documentation. The timely return (latest by 8 May 2020) will facilitate the preparations for the general meeting. No new share registrations with voting rights shall be made in the shareholders' register between 1 May 2020 and the end of the general meeting. It will not be possible to physically participate in the Annual General Meeting.

Admission cards/Proxy

The registration card attached to this invitation may be used to appoint the independent proxy, Mr Peter Marty, Biberzeltenstrasse 21, 8853 Lachen, Switzerland. Shareholders may have the possibility to use electronic authorisations and instructions via www.sherpany.com. By signing and returning the registration form without issuing specific voting instructions to the independent voting proxy, the independent voting proxy will vote in favor of the motions of the board of directors. This will also apply for any voting on additional motions that were not included in the invitation. Proxy voting by banks or corporate bodies of the Company is prohibited.

Pfäffikon SZ, 16 April 2020

On behalf of the board of directors

Chairman
Tim Steel

This is a non-binding translation of the German-language original, which can be downloaded from www.castleai.com

Developments around the coronavirus and the measures put in place by the Swiss authorities have a profound impact on the conducting of the 2020 Annual General Meeting.

Protecting the health of our shareholders and employees is our number one priority. Castle Alternative Invest AG has therefore decided that voting rights can only be exercised through the independent proxy or electronically via www.sherpany.com. It will not be possible to physically participate in the Annual General Meeting.