

## **ANNUAL GENERAL MEETING IN SMART VALOR AG**

Holders of Swedish Depository Receipts ("SDRs") are hereby invited to vote by proxy at the Annual General Meeting ("AGM") of SMART VALOR AG, reg. no. CHF-306.481.585 (the "Company" or "SMART VALOR"), which will be held on 29 June 2023 at 14:00 pm CEST in the offices of PST legal & consulting, Baarerstrasse 10, 6300 Zug.

The convening notice in full, including the agenda of the shareholders' meeting, will be available together with other AGM-related documents on the Company's website [www.smartvalor.com/en](http://www.smartvalor.com/en).

### **RIGHT TO VOTE AT THE AGM**

SDR-holders who wish to vote at the AGM must:

- be a legal holder of SDRs at the record date on 19 June 2023 and, if the SDRs are nominee-registered with a non-Swedish trustee, follow the instructions under "NON-SWEDISH NOMINEE REGISTERED SDRS" below; and
- no later than 26 June 2023 23:59 CEST cast their votes either by (i) using Bank-ID following this link <https://computershare.sweetsystems.se/web/Survey/CreateAnswerSet/2beda7e5-b82b-489d-929c-61e5e5d873f7?close=1> or (ii) use the proxy form available on the Company's website [www.smartvalor.com](http://www.smartvalor.com). SDR-holders who choose to vote by filling in the proxy form must send the proxy form by post to Computershare AB, "SMART VALOR AGM", Box 5267, 102 46 Stockholm, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Completed form must be received by Computershare no later than 26 June 2023.

### **NON-SWEDISH NOMINEE REGISTERED SDRS**

SDR-holders who have nominee-registered their SDRs with a non-Swedish bank or other trustee needs to provide Computershare with a certificate of holding from the trustee stating the beneficial SDR-holder's name and amount of SDRs held on the record date 19 June 2023. Such certificate of holding must be sent by post to Computershare AB, "SMART VALOR AGM", Box 5267, 102 46 Stockholm, or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se). Completed form must be received by Computershare no later than 26 June 2023, and the non-Swedish trustees should therefore be advised of this in good time in advance.

### **VOTING BY POWER OF ATTORNEY**

When submitting votes via regular mail or courier the proxy needs to be accompanied by supporting documentation showing the undersigned person/s authority to vote on behalf of the SDR-holder. The proxy and any Power of Attorney need to be submitted by post to Computershare at "SMART VALOR AGM", Box 5267, 102 46 Stockholm or by e-mail to [proxy@computershare.se](mailto:proxy@computershare.se) no later than 26 June 2023. A Power of Attorney which can be used for this purpose is available at the Company's website [www.smartvalor.com/en](http://www.smartvalor.com/en).

### **AGENDA AND MOTIONS FOR RESOLUTIONS**

- 1. Opening declarative statements**
- 2. Presentation of the annual report of the Board of Directors**
- 3. Presentation of the financial statements as of 31.12.2022**
- 4. Resolutions on the approval of the financial statements as of 31.12.2022 and the annual report of the Board of Directors**

Proposal:

Approval of the financial statements as of 31.12.2022 and the annual report of the Board of Directors of the Company.

- 5. Resolutions concerning the annual results**

Proposal:

The annual loss of the business year ending 31 December 2022 shall be carried forward.

## 6. Elections

Proposal:

The current Board of Directors, i.e. Olga Feldmeier (chairman), Jean-Baptiste Zufferey and Markus Rinderer, to be re-elected for a further term of one year. Election takes place separately for each director in the following order:

- Olga Feldmeier (chairman)
- Jean-Baptiste Zufferey; and
- Markus Rinderer.

The board members Olga Feldmeier and Markus Rinderer be re-elected to the Remuneration Committee for a further term of one year. Election takes place separately for each member of the Remuneration Committee in the following order:

- Olga Feldmeier; and
- Markus Rinderer.

The current auditor, i.e. BDO Ltd, to be re-elected for a further term of one year.

The Board of Directors proposes that PST Legal AG, Zug, be elected as the independent proxy for a one-year term of office expiring after completion of the ordinary shareholders' meeting in 2024.

## 7. Employee Stock Option Plan (ESOP)

Proposal:

Amend the ESOP as follows:

Strike price shall be equal to the 1-3 month volume weighted average price of SMARTSDB in the quarter immediately preceding the grant.

## 8. Compensation

Proposal:

The maximum amount of remuneration for the compensation of the Board of Directors for the term of office until the next ordinary shareholders' meeting shall be:

Cash consideration	CHF	200,000
Valor consideration		40,000 Valor tokens
Stock options		60,000 options

The maximum amount of remuneration for the compensation for the Executive Committee (management team) for the financial year 2024 shall be:

Cash consideration	CHF	800,000
Valor consideration		400,000 Valor tokens
Stock options		100,000 options

## 9. Issuance of discharge to the board of directors

Proposal:

The shareholders' meeting shall decide to issue discharge to the board of directors for their activities in the business year 2022. Voting takes place separately for each director in the following order:

Press release  
29 May 2023  
15.15 CEST

- (i) Olga Feldmeier (chairman)
- (ii) Jean-Baptiste Zufferey; and
- (iii) Markus Rinderer

The shareholders' meeting shall decide to issue discharge to the management for their activities in the business year 2022.

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Zug in May 2023  
**SMART VALOR AG**  
*Board of Directors*

**Enclosures:**

**This will be available from 9th June 2023 on SMART VALOR's Investors Relations website page: <https://smartvalor.com/en/investor-relations>**

- Annual Report 2022

**For additional information, please contact**

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**Certified Adviser**

Mangold Fondkommission AB

**About SMART VALOR**

SMART VALOR is a Swiss company that became the first European digital asset exchange listed on Nasdaq First North. The company's mission is to provide a trusted gateway to blockchain technology for investors and institutions. On the B2C side, it operates a retail digital asset exchange, custody, and asset management. On the B2B side, the company works with banks and fintech companies offering its technology as a white-label Crypto as-a-Service solution. SMART VALOR was one of the first crypto companies to receive financial intermediary status in Switzerland and to be registered as an exchange and token custodian under the Blockchain Act of Liechtenstein. [www.smartvalor.com](http://www.smartvalor.com)