

Invitation to the Ordinary General Meeting of Shareholders of ACTOCHEM SA

The shareholders of ACTOCHEM SA (the "Company") are invited to the Ordinary General Meeting of Shareholders ("OGM") on Thursday, the 25th of August 2022, at 9:00 AM to be held at the offices of ACTOCHEM SA, via F. Pelli 17 - CH-6900 Lugano, Switzerland, with the following:

Agenda

1. Presentation and discussion of the annual report, of the Company's Financial Statements for the financial year 2020;
2. Report of the Statutory Auditor;
3. Approval of the Financial Statements for the financial year 2020 and discharge of the Members of the Board of Directors;
Proposal of the Board of Directors: to approve the annual report and the audited financial statements of the Company for the period ended on 31st December 2020 and to grant full discharge to the members of the Board of Directors for their management during such term.
4. Proposal of restructuring measures of the balance sheet pursuant art. 725 para. 1 CO. Allocation of the Result;
The Board of Directors informs that as shown by the 2020 annual accounts, half of the share capital and legal reserves are no longer covered: thus requiring the adoption of reorganization measures.
The Board of Directors proposes the adoption of the following reorganization measures:
** Full compensation of losses with legal capital reserves;*
5. Statutory Appointments;
Proposal of the Board of Directors: to re-elect Messrs. Wicki, Nicola Carlo Antonio and Makhlouta Helal, Kamil as members of the Board of Directors, both for a term of office until the next General Shareholders Meeting and to appoint Massimiliano Tasinato, Fiduciario con attestato professionale federale (CHE-115.169.128) (Bellinzona) as new auditor for the financial year 2021;
6. Varia.

Documentation:

The annual report and the financial statements for financial year 2020 of the Company, together with the auditor's report thereon, are made available to the registered shareholders at the Company's registered office.

In accordance with article 11 of the Company's articles of association, a shareholder may have its, his or her shares represented by any person, whether a shareholder or not, holding a written proxy to be validly represented.

Lugano, Switzerland, on behalf of the Board of Directors,
on 3rd August 2022.
Nicola C. Wicki
Chairman of ACTOCHEM SA