

CORPORATE GOVERNANCE AND COMPENSATION



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Corporate governance report

For Mobimo, good corporate governance is a key element of business management. The company sees good corporate governance as being the responsible management, organisation and control of the company with a focus on sustainable value creation.

The corporate governance report contains the information required under the SIX Swiss Exchange Directive on Information relating to Corporate Governance (DCG) and is largely based on the structure of the annex to this directive. Cross-references are made to other sections of the Annual Report in order to avoid repetitions. The assessment of the independence of the members of the Board of Directors is based on the principles of the Swiss Code of Best Practice for Corporate Governance (SCBP) issued by *economiesuisse*.

Group structure and shareholders

Group structure

Company	Mobimo Holding AG
Registered office	Lucerne
Place of listing	SIX Swiss Exchange
Market capitalisation as at 31.12.2023	CHF 1,893 million
Swiss security no.	1110887
ISIN code	CH0011108872

Mobimo Holding AG is the parent company of the Mobimo Group and is listed on the SIX Swiss Exchange. An overview of all Group companies and shareholdings can be found in Note 29 on page 109 of this annual report, in the notes to the consolidated financial statements.

The subsidiaries controlled by Mobimo Holding AG are grouped together by joint management. The Board of Directors of Mobimo Holding AG is the most senior supervisory and management body. The Board of Directors has delegated the operational management of the Mobimo Group to the Group Executive Board. An overview of the members of the Executive Board can be found on pages 31 to 34 of this annual report. In order to ensure a consistent Group policy and optimal coordination within the Mobimo Group, the Board of Directors of each individual Group company delegates the management of that company to the Group Executive Board (subsequently referred to as the "Executive Board"), unless the Group company has its own Executive Board.

The Mobimo Group divides its activities into two business areas: Real Estate and Development.

The Real Estate business area comprises:

- › Portfolio and Transactions: responsible for portfolio management, purchase and sale of investment properties, initial and subsequent letting of investment properties, and sale of condominiums;
- › Property Management: includes the tasks and services of site management, property management and facility management.

The Development business area comprises:

- › Development: includes development of investment properties for Mobimo's own portfolio, development of construction projects for third-party investors, development of condominiums, and acquisition of sites and building plots for development activities;
- › Realisation: responsible for construction projects commissioned by Mobimo, monitors construction activity and manages the quality assurance process during the construction phase.

The segment statement, including further information on the segments, can be found in Note 3 to the consolidated financial statements from page 64 of this annual report.

Significant shareholders

An overview of the significant shareholders and further information on the shareholders can be found on page 18 of this annual report.

The disclosure reports drawn up in the reporting year pursuant to Article 120 of the Swiss Federal Act on Stock Exchanges and Securities Trading (SESTA) and the provisions of the Ordinance on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinMIO) can be found on the SIX Exchange Regulation website (www.ser-ag.com) under Fundamentals > Notices Market Participants > Significant Shareholders.

Cross-shareholdings

There are no cross-shareholdings.

Capital structure

Capital

Capital as at 31.12.2023	Total (TCHF)	Number of registered shares	In %	Nominal value per share (CHF)
Share capital	24,690	7,261,701	100	3.40

Capital band and conditional capital

The company had no capital band or conditional capital as at the reporting date.

Shares and participation certificates

The share capital stood at CHF 24,689,783.40 as at 31 December 2023, comprising 7,261,701 fully paid-up registered shares with a nominal value of CHF 3.40 each. With the exception of the treasury shares held by Mobimo, every share entered with voting rights in the company's share register has one vote and every share (regardless of whether it is entered in the share register) is entitled to dividends. There are no preference shares or voting shares. Mobimo Holding AG has not issued any participation certificates.

Profit-sharing certificates

Mobimo Holding AG has not issued any profit-sharing certificates.

Restrictions on transferability and nominee registrations

The restriction on transferability is governed by Article 6 of the Articles of Association. The exact wording of Article 6 of the Articles of Association can be found at www.mobimo.ch under Investors > Corporate governance > Articles of Association.

The Board of Directors may refuse to recognise an individual acquiring shares as a shareholder with voting rights for the following reasons:

- › Insofar as recognising an acquirer as a full shareholder may, according to the information available to it, hinder the company from providing proof of Swiss control as stipulated by federal laws, specifically in accordance with the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA) of 16 December 1983 (in the currently valid version);
- › If, despite being requested by the company, the acquirer fails to expressly declare that he has acquired and intends to hold the shares in his own name and for his own account, that there is no agreement on the redemption or return of corresponding shares and that he bears the economic risk;
- › If, following the acquisition of the shares, the number of shares held by the acquirer would exceed 5% of the total number of shares recorded in the Commercial Register. Legal entities and partnerships vested with legal capacity which are connected by capital ownership or voting rights, by joint management or in a similar way, as well as individuals persons, legal entities or partnerships which act together in a coordinated manner with a view to circumventing the restrictions on registration, are deemed to constitute one single acquirer;

Changes in capital

Changes	Total (TCHF)	Number of registered shares	Nominal value per share (CHF)
Share capital as at 31.12.2021	22,445	6,601,547	3.40
Share capital as at 31.12.2022	24,690	7,261,701	3.40
Share capital as at 31.12.2023	24,690	7,261,701	3.40
Authorised capital as at 31.12.2021	1,360	400,000	3.40
Authorised capital as at 31.12.2022	0	0	0.00
Capital band as at 31.12.2023	0	0	0.00
Conditional capital as at 31.12.2021	0	0	0.00
Conditional capital as at 31.12.2022	0	0	0.00
Conditional capital as at 31.12.2023	0	0	0.00

In 2023, a distribution of CHF 10.00 per share was made, comprising a dividend of CHF 5.00 from retained earnings and a distribution of CHF 5.00 from the capital contribution reserve. Further information about changes in capital can be found in Note 14 to the consolidated financial statements (see page 89 of this annual report).

- › As soon as and insofar as the acquisition of shares would take the total number of shares held by persons abroad as defined by the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA) to over one-third of the shares recorded in the Commercial Register. This restriction shall also apply, to the extent legally possible, in the case of registered shares acquired through the exercise of subscription, option or conversion rights.

The restriction on voting rights of Mobimo Holding AG pursuant to the Articles of Association for companies under joint management does not apply to investment funds under joint management within the meaning of Article 23 paragraph 3 of the Swiss Federal Act on Collective Investment Schemes (CISA). The company may also recognise shareholders with voting rights where not all recognition requirements are met, while safeguarding the interests of the company and taking into account the principle of equal treatment the law on companies limited by shares. This is the responsibility of the Board of Directors, which has in turn delegated this authority to the Audit and Risk Committee. No exceptions were granted during the year under review.

In order to ensure compliance with the thresholds indicated, prior to being entered in the share register as full shareholders, new shareholders are scrutinised as regards their status as Swiss citizens pursuant to ANRA.

As at 31 December 2023, 4.26% (of which 2.10 percentage points have voting rights) of the registered shares were held by shareholders who are classified in the share register as persons abroad, as unknown or as persons awaiting clarification.

The Articles of Association do not contain any provisions pertaining to the registration of nominees. The Board of Directors has laid down the following nominee registration principles in the regulations governing the administration of the share register and the recognition and registration of shareholders of Mobimo Holding AG:

- › Where an agreement has been concluded between the company and the nominee setting out the latter's rights and obligations, the nominee shall be entered in the share register as a shareholder with voting rights up to a maximum recognition threshold of 2% of the registered shares entered in the Commercial Register, with no requirement to disclose the name, head office/address and shareholding of those shareholders for whose account the nominee holds the shares;
- › Without disclosure of the name, head office/address and shareholding, the nominee may register no more than 0.25% of the share capital which is entered in the Commercial Register as shares with voting rights for one and the same purchaser;
- › Nominee registrations may in total not exceed 10% of the shares entered in the Commercial Register. Once this 10% threshold is reached, the company will not normally register any further nominees. The Audit and Risk Committee may authorise exceptions. The recognition thresholds set out above do not apply to the shareholdings of persons for whom the nominee

discloses at least their name, address, place of residence/head office and shareholding. The general recognition requirements apply (5% clause and maximum proportion of non-Swiss shares without voting right restrictions). As at the reporting date, nominee registrations accounted for 5.6% of registered shares (all with voting rights).

No registrations were rejected during the year under review. The funds under the joint management of Credit Suisse Funds AG were entered with voting rights in the share register of Mobimo Holding AG in 2020, at its request and on the basis of Article 23 paragraph 3 CISA, as the individual funds do not hold more than 5% of the registered shares entered in the Commercial Register.

The Articles of Association do not contain any provisions pertaining to the revocation of privileges under the Articles of Association (and none have been granted) or the revocation of restrictions on transferability. As a result, the provisions of the Swiss Code of Obligations apply.

Convertible bonds and options

As at 31 December 2023, Mobimo had no outstanding convertible bonds or options.

Board of Directors

Composition of the Board of Directors

The Board of Directors of Mobimo Holding AG takes the view that the ideal size for the Board of Directors is six to seven members. This number allows for efficient consensus-building, while also enabling an adequate division of duties among the individual members, thus ensuring sufficient flexibility with regard to the composition of the committees. The skills that the governing bodies require are dictated by the company's purpose, strategic and operational areas of emphasis, geographical presence and stock exchange listing. The core competences of the members of the Board of Directors are detailed on the following pages.

Members of the Board of Directors

The Board of Directors of Mobimo Holding AG consisted of seven members as at the reporting date. As mentioned above, the assessment of the independence of the members of the Board of Directors is based on the principles of the Swiss Code of Best Practice for Corporate Governance issued by economiesuisse (SCBP). All members of the Board of Directors are non-executive, and none of the members has previously served on the Executive Board of Mobimo Holding AG or another Mobimo Group company. No member of the Board of Directors or any company or organisation they represent has significant business relationships with Mobimo Holding AG or any company within the Mobimo Group. As such, there is no cross-membership of boards of directors. All members of the Board of Directors are to be qualified as independent.

Activities of members of the Board of Directors and the Executive Board at other companies are disclosed in the remuneration report on pages 47 and 48 of this annual report.



Peter Schaub (CH) Chairman

Attorney at law
Born in: 1960

Peter Schaub has been a member of the Board of Directors of Mobimo Holding AG since 8 May 2008 and its Chairman since 2 April 2019.

Professional background

Since 1994	Partner in the tax and law firm weber schaub & partner ag, Zurich
1990 – 1993	Tax commissioner, canton of Zurich
1987 – 1988	Legal advisor at the law firm Schellenberg Wittmer, Zurich

Training and development

1990	Admitted to the bar in the canton of Zurich
1987	Law degree (lic. iur.), University of Zurich (UZH)

Key competences

- › Tax and law, especially in relation to mergers and acquisitions
- › Management of boards of directors
- › Business management



Brian Fischer (CH)
Vice Chairman

Attorney at law, Swiss-certified tax expert
Born in: 1971

Brian Fischer has been a member of the Board of Directors of Mobimo Holding AG in an independent capacity since 8 May 2008. He is Chairman of the Investment and Sustainability Committee and a member of the Nomination and Compensation Committee.

Professional background

Since 2001 Bank Vontobel AG, Zurich (various management functions, since 2021 Deputy Head Wealth Management)
1997 – 2000 Tax and legal advisor, PricewaterhouseCoopers AG, Zurich

Training and development

2000 Swiss-certified tax expert, Zurich
1996 Admitted to the bar in the canton of Berne

Key competences

- › Financing
- › Valuation
- › Capital market and mergers and acquisitions



Sabrina Contratto (CH)

Certified architect (dipl. Arch. ETH), CAS in Urban Management UZH
Born in: 1973

Sabrina Contratto has been a member of the Board of Directors of Mobimo Holding AG since 30 March 2021. She is a member of the Investment and Sustainability Committee.

Professional background

Since 2018 Founder and managing director of CONT-S GmbH, Opfikon
2007 – 2017 Co-Founder/Partner/CEO of Baumschlager Eberle, Zurich
2002 – 2007 Manager of major national and international projects, Baumschlager Eberle, Vaduz
2001 – 2002 Design assistant at the chair of professor Dietmar Eberle, Swiss Federal Institute of Technology (ETH), Zurich
1999 – 2002 Head of branch, BSS Architekten, Zurich

Training and development

2018 CAS in Urban Management, University of Zurich (UZH)
1999 Certified architect (dipl. Arch. ETH), Swiss Federal Institute of Technology, Zurich

Key competences

- › Urban planning
- › Architecture
- › Spatial planning



Daniel Crausaz (CH)

Engineer EPFL, MBA HEC
Born in: 1957

Daniel Crausaz has been a member of the Board of Directors of Mobimo Holding AG since 17 December 2009. He is a member of the Audit and Risk Committee.

Professional background

Since 2003 Independent consultant and since 2016 owner of daniel crausaz conseils Sàrl, Lausanne
1997 – 2003 Managing Director, Banque Cantonale Vaudoise (BCV), Lausanne
1990 – 1997 BCV, Lausanne
1985 – 1989 Engineer, Bonnard & Gardel Ingénieurs Conseils Lausanne SA, Lausanne
1983 – 1985 Engineer, Felix Constructions SA, Bussigny

Training and development

1990 MBA, Faculty of Business and Economics at the University of Lausanne (HEC)
1982 Engineer, Swiss Federal Institute of Technology Lausanne (EPFL)

Key competences

- › Risk management
- › Finance
- › Asset management



Bernadette Koch (CH)

Swiss-certified public accountant
Born in: 1968

Bernadette Koch has been a member of the Board of Directors of Mobimo Holding AG since 2 April 2019. She is Chairwoman of the Nomination and Compensation Committee and a member of the Audit and Risk Committee.

Professional background

1993 – 2018 Activity as auditor (from 2008 as partner), member of the Management Committee of Assurance Switzerland and Head of the Public Sector market, Ernst & Young AG, Berne and Zurich

Training and development

2023 CAS in Sustainable Finance, University of Applied Sciences Northwestern Switzerland
2021 MAS in Philosophy and Management, University of Lucerne
1997 Swiss-certified public accountant, Zurich
1993 Business administration degree (Business Economist HWV), Lucerne

Key competences

- › Audit
- › Financial reporting
- › Talent management



Stéphane Maye (CH)

Executive MBA HSG, certified civil engineer (dipl. Bau-Ing ETH)
Born in: 1967

Stéphane Maye has been a member of the Board of Directors of Mobimo Holding AG since 12 April 2022. He is a member of the Investment and Sustainability Committee and the Nomination and Compensation Committee.

Professional background

- Since 2009 Partner, member of the Executive Board and Board of Directors (until 2021), Director Romandy, pom+ Consulting SA, Lausanne
- 2007 – 2008 Director real estate development French-speaking Switzerland, Losinger Construction SA, Bussigny
- 1997 – 2007 Partner, member of the Executive Board and Board of Directors, director of the Berne branch, Techdata AG, Berne
- 1996 – 1997 Project manager, IGS (Ingenieurgesellschaft Schlapka), Berlin
- 1994 – 1996 Site manager, Suter + Suter AG, Berlin
- 1993 – 1994 Site manager, Steiner Generalunternehmung AG, Basel and Schaffhausen

Training and development

- 2005 Executive MBA HSG, University of St Gallen
- 1992 Certified civil engineer (dipl. Bau-Ing ETH), Zurich

Key competences

- › Business management
- › Digitalisation
- › Sustainable building



Dr. Martha Scheiber (CH)

PhD in economics (Dr. oec. HSG), MSc in natural sciences (dipl. Natw. ETH)
Born in: 1965

Martha Scheiber has been a member of the Board of Directors of Mobimo Holding AG since 31 March 2020. She is Chairwoman of the Audit and Risk Committee.

Professional background

- 2010 – 2019 Head of Asset Management and member of the Executive Board, Pax Versicherung, Basel (Chairwoman of the Board of Directors and CEO of Pax Verwaltungen AG from 2015 to 2019 and Chairwoman of the Board of Directors of Pax Anlage AG from 2015 to 2017)
- 2006 – 2009 Key account manager for large institutional clients, Credit Suisse AG, Zurich
- 2001 – 2006 Investment consultant for institutional clients and business consultant, UBS Group AG, Zurich
- 2000 – 2001 Portfolio manager, Bank Leu AG, Zurich
- 1998 – 2000 Research assistant in risk management, Swiss National Bank, Zurich
- 1994 – 1998 Teaching assistant in mathematics, University of St. Gallen (HSG)
- 1991 – 1992 Environmental physicist, Suselectra Ingenieurunternehmung AG, Basel

Training and development

- 1997 PhD in economics (Dr. oec. HSG), University of St. Gallen
- 1995 Msc in economics (dipl. oec. HSG), University of St. Gallen
- 1990 MSc in natural sciences (dipl. Natw. ETH), Zurich

Key competences

- › Real estate
- › Risk management
- › Finance and asset management

Honorary Chairmen

Dr. Alfred Meili is the Honorary Chairman of Mobimo Holding AG. He was the driving force behind the creation of the Mobimo Group and was Chairman of the Board of Directors until 2008. Laurent Rivier is the Honorary Chairman of LO Holding Lausanne-Ouchy SA, having previously served as Chairman of the Board of Directors from 2000 to 2009.

Dr. Alfred Meili and Laurent Rivier were appointed Honorary Chairmen in recognition of their services to their respective companies. This office confers neither the right to sit on the Board of Directors, nor any other rights and obligations of a member of the Board of Directors, nor any entitlement to directors' compensation or other compensation.

Rules for avoiding conflicts of interest in connection with real estate transactions

Mobimo Holding AG has issued the following rules for all members of the Board of Directors and the Executive Board in its organisation regulations to avoid conflicts of its bodies in connection with real estate transactions:

- › Members of the Board of Directors and the Executive Board must inform the company of any offers made to them or any company they control to acquire built or unbuilt land or holdings of more than 33⅓% in any real estate company (hereinafter referred to as a "property" or "properties") and grant the company a pre-emptive right free of charge. This obligation to offer properties does not apply to offers received by members of the Board of Directors or Executive Board as office-holders under another mandate explicitly permitted by the Board of Directors of Mobimo. This obligation to offer properties also does not apply to members of the Board of Directors if the offers in question are for properties with a total value of less than CHF 10 million or the member is exercising their normal professional activity under contract to the offering party and is not allowed to inform and/or grant a pre-emptive right to Mobimo under terms imposed by the offering party;
- › The members of the Board of Directors and Executive Board must report all purchases and sales of properties made by themselves or a company they control to the Mobimo Compliance Officer. This obligation to report does not apply to members of the Board of Directors where the transaction volume of the purchases and sales is less than CHF 5 million;
- › Members of the Executive Board must report all transactions in shares of real estate companies (whether listed or unlisted) to the Mobimo Compliance Officer (except in cases where the transaction takes place within their occupational pension fund).

Provisions in the Articles of Association regarding the number of permissible activities/other activities and vested interests

Under the provisions of Article 626 paragraph 2 item 1 of the Swiss Code of Obligations, Article 25 of the Articles of Association of Mobimo Holding AG governs the number of activities that members of the Board of Directors may exercise in similar positions at other companies with an economic purpose. Article 25 of the Articles of Association of Mobimo Holding AG states that members of the Board of Directors may each exercise the following activities:

- › up to three mandates for companies (in Switzerland or abroad) that meet the conditions for a public limited company in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations, and
- › up to 15 mandates for companies that are not considered public limited companies in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations.

There are no restrictions on mandates for legal entities that are not required to be entered in the Commercial Register or a corresponding foreign register, or on honorary directorships at organisations recognised for tax purposes as not for profit.

The organisation regulations stipulate that the consent of the Nomination and Compensation Committee is required before taking on an external mandate.

The other activities and vested interests of the members of the Board of Directors can be found on pages 47 and 48 of this annual report. Besides the activities listed there, the members of the Board of Directors of Mobimo Holding AG do not occupy any further (similar) positions in the management and supervisory bodies of companies with an economic purpose or major Swiss or foreign entities or in institutions or foundations under public or private law, and also do not carry out any further long-term management or advisory functions for key Swiss or foreign interest groups. They also do not perform any other official functions or hold any other political offices. No member of the Board of Directors exceeds the number of authorised external mandates.

Election and term of office

The Board of Directors of Mobimo Holding AG consists of at least three and no more than seven members and is elected for a period of one year at the General Meeting. The term of office of the members ends at the end of the next Annual General Meeting. The members of the Board of Directors may be immediately re-elected upon expiry of their term of office. The General Meeting elects the Chair and all members of the Board of Directors, the Chair of the Nomination and Compensation Committee and its members. Re-election is permitted. The term of office of the Chair ends at the end of the next Annual General Meeting. If the office of Chair becomes vacant, the Board of Directors appoints a Chair for the remaining term of office.

As required by the organisation regulations, the members of the Board of Directors retire, at the latest, at the General Meeting held in the year in which they turn 70. Given the long-term focus of the industry, particularly in the case of development projects, it is valuable for the company if individual members serve on the Board of Directors for several years. The Board of Directors ensures that there is a good balance between individual members' terms of office and that the Board of Directors is continuously renewed.

Upcoming changes to the Board of Directors

The next step in the renewal of the Board of Directors is planned for 2024. After 15 years on the Board of Directors of Mobimo Daniel Crausaz has decided not to stand for re-election at the upcoming Annual General Meeting. In his place Dr. Markus Schürch will be proposed for election as a new member. Markus Schürch is CFO of Belimo.

The ongoing renewal process is to be continued. In the interests of a healthy balance between continuity and renewal, the gradual replacement of the longest-serving members of the Board of Directors, Brian Fischer, is currently planned for the 2025 Annual General Meeting and Peter Schaub for the 2026 Annual General Meeting.

Internal organisation

In 2022, the General Meeting re-elected Peter Schaub as Chairman of the Board of Directors. The Board of Directors appointed Brian Fischer as Vice Chairman of the Board of Directors.

The Board of Directors is quorate if the majority of its members are present and passes resolutions by a majority of the votes cast. Both face-to-face meetings and telephone/video conferences are recognised.

Usually, one meeting of the Board of Directors is held per quarter in the first three quarters, and two meetings in the fourth quarter. The CEO, CFO and the other members of the Executive Board generally take part in the meetings of the Board of Directors, although the Board of Directors usually meets first without these persons present. The Chairman decides whether employees, third parties or external advisors are to be included in the meeting in order to deal with specific issues.

Chairman and Vice Chairman

The Chairman of the Board of Directors has responsibilities as required by law and also by the organisation regulations. These include convening, organising and chairing the General Meeting and Board meetings, preparing and monitoring the resolutions of the Board of Directors, coordinating and disseminating information within the Board of Directors, and representative duties. The office of Chairman of the Board of Directors of Mobimo Holding AG is a part-time role.

In particular, the Chairman of the Board of Directors is the direct superior of the CEO. To fulfil these responsibilities, he takes part in regular meetings and frequent telephone conversations.

The Board of Directors appoints one of its members to serve as Vice Chairman for a term of one year. The duties of the Vice Chairman of the Board of Directors are defined in the organisation regulations and include in particular performing the duties of the Chairman of the Board of Directors if he is incapacitated or recuses himself. The office of Vice Chairman of the Board of Directors of Mobimo Holding AG is a part-time role.

Self-evaluation by the Board of Directors

The Board of Directors regularly conducts a self-evaluation exercise, which is prepared by the Chairwoman of the Nomination and Compensation Committee. In 2023, the focus was on the composition and competences of the Board of Directors and topics relating to leadership and cooperation.

Committees

In accordance with the Articles of Association and the organisation regulations, the Board of Directors has three committees: the Investment and Sustainability Committee (ISC), the Audit and Risk Committee (AC) and the Nomination and Compensation Committee (NCC). The committees of the Board of Directors comprise one chair and at least two further members. The members of the Investment and Sustainability Committee and the Audit and Risk Committee are appointed by the Board of Directors, while the members of the Nomination and Compensation Committee are appointed by the General Meeting.

As at 31 December 2023, the committees were structured as follows:



Other members of the Board of Directors, the CEO and/or other members of the Executive Board, and other individuals may participate in meetings alongside the elected committee members upon invitation by the committee chair.

The committees generally update the Board of Directors on their activities during the regular meetings of the Board of Directors. Minutes of each committee meeting are produced, and a copy is made available to all members of the Board of Directors, including the relevant detailed documentation.

Investment and Sustainability Committee

The “Investment and Sustainability Committee regulations of Mobimo Holding AG”, which form an integral part of the organisation regulations, govern the composition, organisation, duties and powers of this committee. The Investment and Sustainability Committee supports the Board of Directors in its ultimate supervisory and management role by carrying out the necessary preparatory work, audits and clarification in the following five areas:

- › purchase and divestment,
- › development and trading properties,
- › investment portfolio (management and marketing),
- › evaluation of the external appraiser’s annual real estate valuations,
- › sustainability strategy.

With the Investment and Sustainability Committee, the Board of Directors ensures that the strategic investment and divestment targets it sets each year are implemented successfully. The Investment and Sustainability Committee aims to provide the Board of Directors with real estate expertise that is as comprehensive as possible.

The Investment and Sustainability Committee fulfils five particular functions:

- › deciding on property purchases and divestments for property transactions between CHF 10 million and CHF 30 million,
- › submitting requests to the Board of Directors for property transactions which have a volume of over CHF 30 million and therefore lie within its competence,
- › supervising investment and development business and the property appraisals to be carried out periodically by external experts,
- › monitoring the portfolio strategy and portfolio management,
- › reviewing the sustainability strategy and its implementation.

The competences of the Board of Directors, Investment and Sustainability Committee and Executive Board with respect to the purchase and sale of properties are summarised on page 31 of this annual report.

The Investment and Sustainability Committee meets when convened by the Chair, as often as business requires, but generally on a quarterly basis. The Executive Board normally participates in these meetings upon invitation, and its members inform the members of the Investment and Sustainability Committee about their respective business areas. Twice a year, the Investment and Sustainability Committee discusses with the Executive Board the information prepared by the Board on the development, trading and investment portfolio, assesses whether the strategy is being complied with, and reviews progress in the relevant area. In addition, the Investment and Sustainability Committee regularly reviews the sustainability strategy on behalf of the Board of Directors, monitors its implementation and reviews and approves the sustainability report.

Audit and Risk Committee

The “Audit and Risk Committee regulations of Mobimo Holding AG”, which form an integral part of the organisation regulations, govern the composition, organisation, duties and powers of this committee. The Audit and Risk Committee supports the Board of Directors in its ultimate supervisory and management role by carrying out the necessary preparatory work, audits and clarification in the following five areas:

- › budgeting, financial management, preparation of financial statements, external audit and valuation of properties by the independent valuation experts,
- › risk management and internal control system (ICS), including adherence to legislation, directives and internal guidelines (compliance),
- › financing/liquidity management,
- › taxes,
- › acquisition of companies.

The Audit and Risk Committee supports the Board of Directors by preparing and monitoring its decisions in these areas, and by assessing the effectiveness of the external audit and cooperation with the external property appraiser.

The Audit Committee fulfils the following particular functions:

- › assessing financial and accounting structures and processes,
- › assessing the annual audit plan and the scope of the audit, and the performance, remuneration and independence of the auditor (information on the auditor can be found on page 36 of this annual report),
- › assessing the design and operational implementation of risk management, including the internal control system (ICS),
- › assessing and reviewing liquidity management and the financing strategy,
- › assessing and reviewing the tax strategy,
- › assessing due diligence documentation and transaction agreements in the acquisition of companies that fall within the remit of the Board of Directors.

The Audit and Risk Committee meets when convened by the Chair, as often as business requires, but at least for two ordinary meetings each year in connection with the half-year results and the annual results. The CEO and CFO generally attend the meetings of the Audit and Risk Committee in an advisory capacity upon invitation by the Chairwoman.

Nomination and Compensation Committee

The “Nomination and Compensation Committee regulations of Mobimo Holding AG”, which form an integral part of the organisation regulations, govern the composition, organisation, duties and powers of this committee. The Nomination and Compensation Committee supports the Board of Directors in its ultimate supervisory and management role in the areas of compensation, HR policy (including succession planning) and training and development for the Board of Directors and Executive Board. With the Nomination and Compensation Committee, the Board of Directors aims to:

- › ensure the optimal composition of the Board of Directors and Executive Board,
- › ensure the compensation of the Board of Directors and Executive Board is in line with the market and appropriate,
- › ensure the members of the Board of Directors and Executive Board receive useful training and development,
- › comply with the statutory requirements applying to companies whose shares are listed on a stock exchange (Article 732 et seq. Swiss Code of Obligations).

The Nomination and Compensation Committee is a preparatory committee for the Board of Directors and has no decision-making powers.

The Nomination and Compensation Committee fulfils the following particular functions:

- › reviewing the compatibility of the HR policy with the Mobimo Group’s strategic direction, including compliance with the statutory provisions regarding remuneration at companies whose shares are listed on a stock exchange (Article 732 et seq. Swiss Code of Obligations),
- › appraising the CEO, in cooperation with the Chairman of the Board of Directors,
- › submitting a proposal to the Board of Directors for the variable compensation paid to members of the Executive Board,
- › preparing/reviewing the annual compensation report,
- › planning replacement/succession in the Board of Directors and Executive Board in good time, and drafting proposals for submission to the Board of Directors,
- › submitting proposals to the Board of Directors for the awarding of mandates by the company or its subsidiaries to members of the Board of Directors or the Executive Board, other employees of the Group companies, and related legal entities and natural persons,
- › reviewing the recommendation on the annual wage policy and social security contributions drawn up by the Executive Board and submitting a recommendation to the Board of Directors.

The Nomination and Compensation Committee meets when convened by the Chair, as often as business requires, but at minimum for two ordinary meetings each year. These meetings usually take place in the first and last quarters of the year.

Meetings

The Board of Directors and the committees held the following meetings in 2023:

	Number of meetings	Average duration	Presence
Board of Directors	7	5.0 hours	No absences

Committees	Number of meetings	Average duration	Presence
ISC	5	2.5 hours	No absences
AC	7	3.5 hours	No absences
NCC	8	2.0 hours	No absences

Competence regulation

The Board of Directors is responsible for managing the company and the Mobimo Group and for supervising the Executive Board. The Board of Directors has the right of initiative, supervision and final decision-making in respect of the Group companies, to the extent permitted by law. The Board of Directors represents the company and the Mobimo Group externally and makes decisions on all matters that do not fall within the remit of another body within the company by law or pursuant to the Articles of Association or other regulations.

The management of conflicts of interest is defined in the organisation regulations. The aim of these regulations is to govern potential conflicts of interest between Mobimo and a member of the Board of Directors in such a way that Mobimo’s interests are fully upheld and any negative consequences can be avoided.

In addition to its non-transferable duties in accordance with Article 716a of the Swiss Code of Obligations, the Board of Directors has the following particular duties and competences within the scope of managing the Mobimo Group:

- › establishing the strategy/Group policy and the principles of its implementation and, following on from this, establishing the business policy of the Group companies,
- › making fundamental decisions with regard to appointing and dismissing members of the Board of Directors and the Executive Board of companies in the Mobimo Group, the auditors of Group companies, individuals authorised to represent the company and the external property appraiser,
- › defining the accounting principles, including the consolidation of all financial statements,
- › defining and monitoring the financial and investment budgets of the Mobimo Group and the Group companies,
- › passing resolutions on founding, acquiring and disposing of Group and affiliated companies,
- › defining the corporate identity,
- › approving participation and option plans,
- › defining and implementing the sustainability strategy,
- › overseeing the measures that need to be undertaken with regard to the stock exchange listing.

In accordance with the delegation norm of Article 22 of the Articles of Association and to the extent permitted by law and the Articles of Association, the Board of Directors has transferred the entire operational management of the company and the Group companies to the Executive Board under the direction of the CEO for the purposes of joint management. The Executive Board implements the Group and business policies in line with the guidelines set by the Board of Directors.

The Executive Board has the following main duties and competences:

- › assuming operational management of the company, the Mobimo Group and the Group companies in accordance with corporate policy and strategy, medium-term planning and annual budgets, and executing the resolutions of the Board of Directors,
- › preparing the annual budget,
- › defining and making decisions on all regulations and specifications necessary for management of the business, where these do not fall within the remit of the Board of Directors.

The competences of the Board of Directors, Investment and Sustainability Committee and Executive Board for the purchase and sale of properties by the company or a Group company are defined as follows at Mobimo Holding AG:

- › The Board of Directors has delegated operational decisions on property transactions up to an investment volume of CHF 10 million to the Executive Board;
- › The Investment and Sustainability Committee is responsible for decisions on real estate transactions with a value of between CHF 10 million and CHF 30 million;
- › The Board of Directors is responsible for real estate transactions with a total value of over CHF 30 million.

Information and control instruments with regard to the Executive Board

The Chairman of the Board of Directors holds regular coordination and information meetings with the CEO. Further details on cooperation with the committees can be found in the "Internal organisation" section on page 28 of this annual report.

The Board of Directors and its committees have the following information and control instruments:

- › The Board of Directors receives a monthly report containing the current income statement with analysis of deviations from the budget, the budget, the forecast and selected key figures;
- › In addition, the Board of Directors each quarter receives detailed commentaries on business performance, the status of ongoing and planned projects and the segment statements;
- › The Audit and Risk Committee is informed about the current position and effectiveness of the internal control system and about risk management and risk assessment on an annual basis. The Audit and Risk Committee then updates the Board of Directors;
- › In preparation for the budgeting process, the annually revised multi-year plan is presented and discussed in the Audit and Risk Committee and in the Board of Directors;
- › In addition, the individual operating areas present their progress report several times a year to the Investment and Sustainability Committee or the Board of Directors.

Risk management

 Information about risk management can be found on pages 13 and 14 of this annual report

Executive Board

Members of the Executive Board

The Executive Board comprises the CEO, the CFO and the heads of the Development, Realisation, Property Management, and Portfolio and Transactions business areas.

Executive Board as at 31 December 2023

CEO Daniel Ducrey				
CFO Jörg Brunner	Head of Development, Chief Sustainability Officer Marco Tondel	Head of Realisation Vinzenz Manser	Head of Property Management Christoph Egli	Head of Portfolio and Transactions Gerhard Demmelmair



Daniel Ducrey (CH)
CEO

Architect FH
Born in: 1964

Daniel Ducrey has been CEO of the Mobimo Group since 3 April 2019. In his capacity as CEO, he leads the Executive Board and also heads up the Corporate Center.

Chairman of Boards of Directors within the Mobimo Group

CC Management SA, ERNI Liegenschaften AG, ERNI Real Estate AG, LO Holding Lausanne-Ouchy SA, LO Immeubles SA, Mobimo AG, Mobimo FM Service AG, Mobimo Management AG, Mobimo Zürich Nord AG, O4Real SA, Petit Mont-Riond SA, Projektkontor AG, Promisa SA, Flonplex SA, Parking du Centre-Flon SA

Professional background

Since 2019	CEO, Mobimo, Küsnacht
2015 – 2018	CEO, Steiner Group, Zurich
2012 – 2015	CEO, Steiner India Ltd., Mumbai
2009 – 2012	Business Unit Head, Steiner Group, Western Switzerland region, Lausanne (member of the Executive Board from 2009)
1999 – 2009	Head Refurbishment and Renovation, Losinger Construction AG, Berne (member of the Executive Board from 2008)
1992– 1999	Architect and construction manager, SAPCO AG, Givisiez
1987 – 1988	Draughtsman, Grobéty, Andrey, Sottas architectural practice, Fribourg
1986 – 1987	Draughtsman, Claude Biemann architectural practice, Marly

Training and development

2021	Seminar on mergers & acquisitions and corporate strategy, University of St. Gallen
2004	Postgraduate studies in business administration and management, Bern University of Applied Sciences (BFH)
1992	Certified architect, Bern University of Applied Sciences (BFH), Biel/Bienne
1983	Training as a structural draughtsman, Fribourg



Jörg Brunner (CH)
CFO

Swiss-certified public accountant, economics and business administration degree (lic oec. HSG)
Born in: 1977

Jörg Brunner joined Mobimo on 1 December 2010 and has been Head of Group Accounting since 1 April 2012. One year later, he also took charge of the Financial Accounting department. He has served as CFO of Mobimo since 13 May 2022.

Member of Boards of Directors within the Mobimo Group

CC Management SA, ERNI Liegenschaften AG, ERNI Real Estate AG, LO Holding Lausanne-Ouchy SA, LO Immeubles SA, Mobimo AG, Mobimo FM Service AG, Mobimo Management AG, Mobimo Zürich Nord AG, O4Real SA, Petit Mont-Riond SA, Promisa SA

Professional background

Since 2022	CFO, Mobimo, Küsnacht
2013 – 2022	Head Group Accounting and Financial Accounting, Mobimo, Küsnacht
2012 – 2013	Head Group Accounting, Mobimo, Küsnacht
2010 – 2012	Group Controller, Mobimo, Küsnacht
2003 – 2010	Manager Audit Services, Ernst & Young AG, St. Gallen

Training and development

2012	Dipl. IFRS Accountant, Controller Akademie, Zurich
2007	Swiss-certified public accountant, Zurich
2003	Economics and business administration degree (lic. oec. HSG), University of St. Gallen



Gerhard Demmelair (CH)
Head of Portfolio and Transactions

MSc/dipl. civil engineer (dipl. Bau-Ing ETH)
Born in: 1971

Gerhard Demmelair joined Mobimo on 1 December 2020. He is responsible for the Portfolio and Transactions business area, and therefore oversees active portfolio management, transactions and property marketing.

Professional background

Since 2020	Head of Portfolio and Transactions (as a member of the Executive Board), Mobimo, Küsnacht
2010 – 2020	Member of Real Estate Switzerland divisional management, Executive Director, Head of Real Estate Portfolio Management, Swiss Life Asset Management AG, Zurich
2003 – 2010	Head of Real Estate Portfolio Management, member of the Executive Board, Schweizerische National-Versicherungs-Gesellschaft AG (Nationale Suisse), Basel
1998 – 2002	Consultant, Project Manager, pom+ Consulting AG, Zurich

Training and development

2023	Management training, St. Gallen Business School
2013	Senior Management programme, Swiss Life
2004	Property valuation foundation course, SVIT
1998	MSc/dipl. Bau-Ing., Swiss Federal Institute of Technology (ETH), Zurich



Christoph Egli (CH)
Head of Property Management

Swiss-certified real estate trustee
Born in: 1973

Christoph Egli joined Mobimo on 1 November 2007. Since 1 August 2019, he has been a member of the Executive Board with responsibility for managing the company's real estate portfolio and facility management.

Member of Boards of Directors within the Mobimo Group

CC Management SA, LO Holding Lausanne-Ouchy SA, LO Immeubles SA, Mobimo AG, Mobimo FM Service AG, Mobimo Management AG, O4Real SA, Petit Mont-Riond SA, Promisa SA

Professional background

Since 2019	Head of Property Management (as a member of the Executive Board), Mobimo, Küsnacht
2010 – 2019	Head of Property Management, Mobimo, Küsnacht
2007 – 2010	Head of Property Management team/property manager, Mobimo, Küsnacht
2005 – 2007	Property manager with management role, homeowners' association, Winterthur and surrounding area
1997 – 2005	Property manager, various positions, Winterthur Insurance/Wincasa, Winterthur and Zurich
1990 – 1997	Notary's secretary, notary services, land registry and bankruptcy office, Andelfingen

Training and development

2022	CAS in Real Estate: Corporate Finance & Law, Zurich University of Applied Sciences (ZHAW), Winterthur
2018	Zurich University of Applied Sciences (ZHAW), Winterthur
2017	Swiss-certified organisational management expert
2010	Swiss-certified real estate trustee
2007	Swiss-certified real estate agent
2000	Swiss-certified real estate manager
1993	Commercial apprenticeship



Vinzenz Manser (CH)
Head of Realisation

Certified architect HTL, MAS in Real Estate Management, University of Zurich (HWZ)
Born in: 1967

Vinzenz Manser joined Mobimo on 1 March 2002 and has been Head of Realisation since 1 June 2008. He has been a member of the Executive Board since 1 January 2018.

Professional background

Since 2018	Head of Realisation (as a member of the Executive Board), Mobimo, Küsnacht
2008 – 2017	Head of Project Management/Realisation, Mobimo, Küsnacht
2002 – 2008	Project manager, Mobimo, Küsnacht
1999 – 2002	Overall project head, Mobag AG, Zurich
1994 – 1999	Construction manager, project lead, overall project head, Caretta + Weidmann AG, Zurich
1993 – 1994	Planning manager and construction manager, Conarenco AG, Zurich
1990 – 1992	Construction manager and construction cost controller, Emch+Berger Zürich AG, Zurich

Training and development

2022	CAS in Business Management & Leadership, University of Applied Sciences for Business Administration (HWZ), Zurich
2008	MAS in Real Estate Management, University of Zurich (HWZ)
1997	Certified architect (dipl. Arch. HTL), Zurich
1990	Training as a civil engineering draughtsman, St. Gallen
1987	Training as a bricklayer, St. Gallen



Marco Tondel (CH)
Head of Development, Chief Sustainability Officer (CSO)

Certified architect (dipl. Arch. ETH), Executive MBA, Zurich University of Applied Sciences (ZHAW)
Born in: 1974

Marco Tondel joined Mobimo on 1 January 2012 and began working as Head of Development for Third Parties on 1 July 2014. He has been a member of the Executive Board since 1 January 2018 and heads up Mobimo's development and sustainability activities.

Member of Boards of Directors within the Mobimo Group

ERNI Liegenschaften AG, ERNI Real Estate AG, Mobimo Zürich Nord AG, Projektkontor AG

Professional background

Since 2018	Head of Development (as a member of the Executive Board), Mobimo, Küsnacht
2014 – 2017	Head of Development for Third Parties, Mobimo, Küsnacht
2012 – 2014	Project manager, Development for Third Parties, Mobimo, Küsnacht
2005 – 2011	Vice Director for Project Development for the Allreal portfolio and for third parties, Zurich
2002 – 2005	Project manager, Project Development and Design, BSS Architekten, Schwyz and Zurich
2000 – 2002	Project manager, Design and Implementation, Alioth Langlotz Stalder Buol architectural practice, Zurich

Training and development

2022	CAS Certified Global Negotiator, University of St. Gallen (HSG)
2008	Real Estate Investment Banking degree, European Business School, Wiesbaden
2005	Executive MBA, Zurich University of Applied Sciences (ZHAW), Winterthur
2000	Certified architect (dipl. Arch. ETH), Swiss Federal Institute of Technology, Zurich

Provisions in the Articles of Association regarding the number of permissible activities/other activities and vested interests

Under the provisions of Article 626 paragraph 2 item 1 of the Swiss Code of Obligations, Article 30 of the Articles of Association of Mobimo Holding AG governs the number of activities that members of the Executive Board may exercise at other companies with an economic purpose. Article 30 of the Articles of Association of Mobimo Holding AG states that members of the Executive Board may each exercise the following activities:

- › up to one mandate for companies (in Switzerland or abroad) that meet the conditions for a public limited company in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations, and
- › up to five mandates for companies that are not considered public limited companies in accordance with Article 727 paragraph 1 item 1 of the Swiss Code of Obligations.

There are no restrictions on mandates for legal entities that are not required to be entered in the Commercial Register or a corresponding foreign register, or on honorary directorships at organisations recognised for tax purposes as not for profit.

However, the prior approval of the Nomination and Compensation Committee is required for such mandates and appointments.

The other activities and vested interests of the members of the Executive Board can be found in the compensation report on page 48 of this annual report. Besides the activities listed, the members of the Executive Board do not occupy any further (similar) positions in the management and supervisory bodies of companies with an economic purpose or major Swiss or foreign entities or in institutions or foundations under public or private law, and also do not carry out any further long-term management or advisory functions for key Swiss or foreign interest groups or hold any official functions or political offices. No member of the Executive Board exceeds the authorised number of mandates.

Under the rules for avoiding conflicts of interest in connection with real estate transactions, the members of the Executive Board are subject to an obligation to offer properties and inform the company in connection with offers made to them or to companies they control to acquire built or unbuilt land or holdings of more than 33⅓% in property companies and transactions in the shares of real estate companies (whether listed or not).

Management agreements

No management agreements have been concluded with third parties. There are service agreements between the Group companies and Mobimo Management AG and between the Group companies and Mobimo FM Service AG.

Compensation and profit-sharing

All information on the compensation of Mobimo's Board of Directors and Executive Board is provided in the separate compensation report from page 38 of this annual report.

Shareholders' rights of participation

The information below relates to the relevant provisions of Mobimo Holding AG's Articles of Association concerning shareholders' rights of participation. The Articles of Association can be found at www.mobimo.ch under Investors > Corporate governance > Articles of Association.

Restrictions on voting rights and proxies

Only those persons entered in the share register are entitled to exercise their voting rights at General Meetings.

The reasons for which a shareholder with voting rights may be denied registration and the other restrictions under the Articles of Association on voting rights (including group clauses) are explained on pages 21 and 22 of this annual report under "Restrictions on transferability and registration of nominees". The Board of Directors did not reject any entries in the share register in the year under review where shareholders provided the information required for entry. This restriction on transferability may be revoked by decision of the general meeting in accordance with Article 8 para. 2 item 1 of the Articles of Association by a majority of the valid votes cast.

In accordance with Article 14 of the Articles of Association, any shareholder may be represented at the General Meeting by their legal representative, by a third party who has been granted written authorisation (who is not required to be a shareholder) or by an independent proxy. The Board of Directors specifies the process and conditions for issuing authorisations and instructions to the independent proxy. Shareholders may issue general instructions both for proposals relating to agenda items set out in the invitation to the General Meeting and for undisclosed or new proposals. In particular, general instructions to vote in favour of the Board of Directors on proposals that are set out in the invitation or have not yet been disclosed are considered to be valid instructions on the exercise of voting rights. As an alternative to postal delivery, shareholders have the option to receive their documents for the General Meeting or issue proxies and instructions to the independent proxy electronically via the Sharecomm online shareholder platform.

The independent proxy is elected by the General Meeting. Natural persons and legal entities or partnerships are eligible for election. The term of office of the independent proxy ends at the end of the next Annual General Meeting. Re-election is permitted. If Mobimo

does not have an independent proxy or if the independent proxy is withdrawn due to a lack of independence or for any other reason, an independent proxy is appointed by the Board of Directors for the next or current General Meeting. Authorisations and instructions that have already been issued will remain valid for the new independent proxy, unless shareholders explicitly issue other authorisations or instructions.

In accordance with Article 11 of the Articles of Association, the Board of Directors may stipulate that shareholders who are unable to attend a general meeting in person may exercise their rights electronically. Only in extenuating circumstances can a general meeting be held exclusively electronically and thus without a physical meeting venue (virtual general meeting) in accordance with Article 12 of the Articles of Association.

Quorum prescribed by the Articles of Association

There is no quorum prescribed by the Articles of Association that goes beyond the statutory provisions on passing resolutions (Articles 703 and 704 of the Swiss Code of Obligations).

Convocation of General Meetings

The statutory provisions (Articles 699 et seq. and 700 of the Swiss Code of Obligations) govern the convocation of General Meetings; the form of convocation and the right of shareholders to convene a General Meeting are governed by Articles 9 and 10 of the Articles of Association.

Under these rules, the Annual General Meeting is convened by the Board of Directors or, if necessary, by the external auditor and is held once a year within six months of the end of the financial year. The Board of Directors may convene Extraordinary General Meetings at any time. Extraordinary General Meetings are to be convened by the Board of Directors on the basis of a resolution of the General Meeting, at the request of the auditor or if one or more shareholders who together represent at least 5% of the share capital or votes request one in writing and submit the items for the agenda.

The liquidators also have the right to convene a General Meeting. The invitation to a General Meeting is issued at least 20 days prior to the date of the meeting. In particular, the invitation must contain all agenda items and the proposals of the Board of Directors and any shareholders, each followed by a brief explanation. The annual report and the auditors' report are made available to shareholders no later than 20 days before the Annual General Meeting.

Agenda

The shareholders' right to add items to the agenda is governed by Article 9 of the Articles of Association. Shareholders representing at least 0.5% of the share capital may request that an item be included on the agenda. Requests to add items to the agenda must be submitted in writing at least 45 days prior to the General Meeting. Shareholders may submit a brief statement of reasons with the agenda item.

Entries in the share register

Under Article 6 of the Articles of Association, anyone entered in the share register is recognised as a shareholder or usufructuary.

The share register can be closed during a period ranging from a maximum of 20 days before the General Meeting up to the day after the General Meeting. Prior to the Annual General Meeting held in Lucerne on 26 March 2024, the share register will be closed for entries from 20 March 2024 until 27 March 2024.

Change of control and defensive measures

Obligation to make an offer

In view of the Swiss Federal Act on the Acquisition of Immovable Property in Switzerland by Foreign Non-Residents (ANRA), the company has chosen not to make use of the opportunity to include an opting-out or opting-up clause in its Articles of Association. The legal provisions under Article 135 of the Swiss Federal Act on Stock Exchanges and Securities Trading (SESTA) governing the obligation to make a purchase offer therefore apply. Anyone who acquires shares directly, indirectly or by mutual agreement with third parties, with the result that their total holding, including the securities they already own, exceeds the threshold of 33⅓% of the voting rights of a listed company, whether exercisable or not, must make an offer to acquire all listed shares of said company.

Change of control clauses

There are no change of control clauses.

Auditor

Duration of mandate and term of office of lead auditor

Ernst & Young AG, Lucerne, has been the statutory auditor of Mobimo Holding AG since 2020. The statutory auditor is appointed annually by the General Meeting. Rico Fehr has been lead auditor since the start of the mandate. His maximum term of office is seven years. The frequency of rotation is in line with statutory rules.

Audit fee and additional fees

The fees charged by Ernst & Young AG for auditing the 2023 financial year were CHF 0.40 million (prior year: CHF 0.42 million). This figure includes the fees for auditing the consolidated financial statements, the statutory individual financial statements of all subsidiaries and the compensation report, and for reviewing the half-year results.

The additional fees charged by Ernst & Young AG for the financial year 2023 amount to CHF 0.05 million (prior year: CHF 0.24 million). The additional fees relate to the audit of the sustainability report (CHF 0.04 million) and the EPRA reporting (CHF 0.01 million).

The fee paid to the independent property valuer Jones Lang LaSalle AG for the 2023 financial year was CHF 0.34 million (prior year: CHF 0.39 million). The fee is not performance-related and is based on a fixed-price system. Prices may vary depending on the property segment and the specific circumstances (e.g. with or without inspection). There may also be additional non-performance-related fees for estimates in connection with transactions or projects.

Information instruments of the external auditor

The Audit and Risk Committee usually holds two meetings with the auditor every year, at the time of the half-year results and the annual results. The Chairman of the Board of Directors, the Chairwoman of the Audit and Risk Committee and representatives of the auditor meet individually once a year. The Audit and Risk Committee receives the results of the audit in a comprehensive report.

Information policy

Mobimo Holding AG provides its shareholders and the capital market with information that is up to date and transparent.

The publication used by the company to make official announcements is the Swiss Official Gazette of Commerce (SOGC). All public news is also published on the website at www.mobimo.ch > Media > News releases and disseminated via various electronic media channels.

The company is also subject to the obligation in respect of ad hoc publicity pursuant to Article 53 et seq. of the listing rules. Ad hoc news is available at www.mobimo.ch under Investors > News releases, and the form to sign up for the newsletter containing ad hoc news can be found at www.mobimo.ch under Investors > Investor services > Newsletter.

Financial reporting takes the form of semi-annual and annual reports; for sustainability reporting, the annual sustainability report is published. The consolidated financial statements are prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (IASB), and the consolidated interim financial statements in accordance with International Accounting Standard 34 (IAS 34) on interim financial reporting. They comply with both Swiss law and the provisions of the listing rules issued by SIX Swiss Exchange. Mobimo applies the reporting framework of the Global Reporting Initiative (GRI) for its sustainability report.

Physical or virtual analyst and media conferences are organised to present the half-year and annual reports. The CEO and CFO are also in regular dialogue with the capital market at roadshows and investor conferences.

Key dates

26 March 2024	2024 Annual General Meeting
2 August 2024	Publication of 2024 half-year results Virtual analyst and media conference
14 February 2025	Publication of 2024 annual report Hybrid analyst and media conference

A current overview of the most significant dates for Mobimo Holding AG can be found at www.mobimo.ch under > Agenda

Further information about the company can be found on its website at www.mobimo.ch.

Blackout periods

The Board of Directors places trading blackouts on all members of the Board of Directors and the Executive Board and on those who, by virtue of their activities or shareholdings, have direct access to insider information. The ordinary trading blackout period starts 30 days prior to the closing date of the company's reporting period and ends at midnight on the first trading day after the public announcement of the financial information. The CFO reminds the individuals concerned of the start and end dates of the ordinary blackout period in each case.

No exceptions to these rules were granted during the year under review.

Contact

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CH-6000 Lucerne 7

Investor Relations

Tel. +41 44 397 11 55
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Compensation report

**Dear Shareholders,
Dear Readers,**

On behalf of the Board of Directors and the Nomination and Compensation Committee, we are pleased to present the compensation report 2023.

At the 2023 Annual General Meeting, we asked you, our valued shareholders, to approve the compensation of the Board of Directors, the non-performance-related compensation of the Executive Board and the maximum total amount for the performance-related compensation of the Executive Board. All three items on the agenda were approved by strong majorities. By contrast, the advisory vote on the compensation report resulted in a comparatively low approval rate of 62.35%. The Nomination and Compensation Committee (NCC) took this as an opportunity to analyse the points of criticism in more detail and to consider possible improvements in depth. We found that criticism focused on the comprehensibility and transparency of our compensation report in particular, and that the improvements implemented in the last report were not able to address these points.

We have therefore endeavoured to further improve the comprehensibility and readability of the compensation report by introducing various graphs and tables to present the data. We are also pleased to be able to share more detailed information on the Executive Board's targets and achievement of these targets under the variable compensation system. By sharing this information, we want to emphasise the performance-based compensation model and make it even more accessible.

When measuring quantitative target achievements for variable compensation purposes, we at Mobimo want to incentivise value creation achieved through the company's development activities, and not simply market-driven gains in value. The return on equity – i.e. the net profit adjusted accordingly, divided by average equity – in the 2023 financial year was 5.3%. This is a satisfying result given the challenging environment in the Swiss real estate market.

The NCC is currently planning adjustments to the variable remuneration structure to further align the incentives of the Executive Committee with the long-term interests of shareholders through a Long-Term Incentive Plan (LTI). We will also be undertaking the next step in the renewal of the Executive Board in 2024. After 15 years of service, Daniel Crausaz has decided not to stand for re-election. He has played a key role in Mobimo's success in recent years. The Board of Directors would like to thank Daniel Crausaz for his valuable contribution.



Peter Schaub, Chairman of the Board of Directors, and Bernadette Koch, Chairwoman of the Nomination and Compensation Committee.

Dr. Markus Schürch will be proposed for election as a new member in his place. Markus Schürch is CFO of Belimo. With his extensive expertise in the area of finance and his background in real estate, he is both a professional and personal asset to the Mobimo Board of Directors.

We will continue the ongoing renewal process. In the interests of a healthy balance between continuity and renewal, we currently plan to gradually replace the longest-serving members of the Board of Directors, Brian Fischer, at the 2025 Annual General Meeting and Peter Schaub at the 2026 Annual General Meeting.

During the reporting year, the NCC also addressed recurring tasks such as the appraisal of the CEO and the preparation of proposal for the Board of Directors regarding the performance-related compensation of the members of the Executive Board. This compensation is calculated on an annual basis, taking into account market conditions and compensation levels in the Swiss real estate market, based on the major real estate companies listed on the SIX Swiss Exchange.

We hope that these modifications and additions will help you to understand Mobimo's compensation policy even better, and we look forward to continuing the close dialogue with our investors and their representatives. Thank you for your loyalty to Mobimo and the trust you have placed in the Board of Directors and the Executive Board.

A handwritten signature in blue ink that reads "Schaub".

Peter Schaub
Chairman of the Board of Directors

A handwritten signature in blue ink that reads "B. Koch".

Bernadette Koch
Chairwoman of the Nomination and Compensation Committee

Principles

Mobimo's compensation plans are designed to ensure that the company can recruit, motivate and retain suitably qualified managers.

The compensation report is drawn up in line with Art. 732 et seq. of the Swiss Code of Obligations (in force since 1 January 2023), the SIX Swiss Exchange Directive on Information Relating to Corporate Governance (DCG) and the principles of the Swiss Code of Best Practice for Corporate Governance issued by economiesuisse. The Ordinance Against Excessive Compensation in Listed Companies (OaEC) was replaced by provisions in the revised company law (Article 732 et seq. of the Swiss Code of Obligations) with effect from 1 January 2023.

This compensation report sets out the mechanisms used to determine the compensation and profit-sharing plans of the Board of Directors and Executive Board, along with the key provisions of the Articles of Association. The Articles of Association are available at www.mobimo.ch under Investors > Corporate governance > Articles of Association. It also provides a comparison of the compensation approved by the General Meeting and the compensation actually paid.

Compensation governance

Nomination and Compensation Committee

In accordance with the Articles of Association and the organisation regulations of Mobimo Holding AG (Mobimo), the Nomination and Compensation Committee is composed of three members of the Board of Directors, who are elected individually by the General Meeting for a term of one year. At the 2023 Annual General Meeting, Bernadette Koch (Chairwoman), Brian Fischer and Stéphane Maye were re-elected as members of the Nomination and Compensation Committee.

The Board of Directors bears overall responsibility for approving the compensation strategy and principles proposed by the Nomination and Compensation Committee. The Nomination and Compensation Committee has the following tasks and responsibilities in relation to compensation:

- › drafting and reviewing the compensation policy and compensation models and submitting corresponding proposals and recommendations to the Board of Directors,

- › submitting proposals to the Board of Directors regarding the type and amount of annual compensation for the members of the Board of Directors and the Executive Board, including preparing the proposal for the maximum total amount to be submitted to the General Meeting for approval,
- › reviewing the recommendation on the company's annual salary policy and social security contributions drawn up by the Executive Board and submitting a recommendation to the Board of Directors,
- › preparing the annual compensation report.

Further responsibilities of and information on the Nomination and Compensation Committee can be found in the corporate governance report on page 30 of this annual report.

The Chairwoman of the Nomination and Compensation Committee reports to the Board of Directors on the committee's activities after each meeting. The minutes of the committee meetings are provided to the members of the Board of Directors. As a rule, the Chairman of the Board of Directors and the CEO attend the meetings in an advisory capacity. They do not take part in meetings when their own compensation and/or performance are being discussed.

From time to time, the Nomination and Compensation Committee may decide to consult an external advisor on specific issues relating to compensation. In 2023, PricewaterhouseCoopers (PwC) Switzerland provided services on issues relating to compensation for the Executive Board. PwC did not provide any other services for the Mobimo Group in the 2023 financial year.

The provisions on compensation in the Articles of Association include the principles of compensation of the Board of Directors and the Executive Board, the structure of the shareholder vote on compensation and the amount of additional compensation for members of the Executive Board who are appointed after the maximum total amount of compensation has been approved by the shareholders.

Decision-making powers in issues relating to compensation

	CEO	NCC	BoD	General Meeting
Maximum total compensation amount of the Board of Directors		Proposal	Review	Approval
Individual compensation of the members of the Board of Directors		Proposal	Approval	
Maximum total compensation amount of the Executive Board		Proposal	Review	Approval
Setting of performance targets and appraisal of the CEO		Proposal	Approval	
Setting of performance targets and appraisal of members of the Executive Board (excluding the CEO)	Proposal	Review	Approval	
Compensation of the CEO		Proposal	Approval	
Individual compensation of members of the Executive Board (excluding the CEO)	Proposal	Review	Approval	
Compensation report		Proposal	Review	Advisory vote

Compensation of the Board of Directors

Principles

Article 24 of the Articles of Association sets out the principles governing compensation of the Board of Directors. The members of the Board of Directors are entitled to compensation commensurate with their activities and to reimbursement of their expenses incurred in performing their duties in the interest of the company. All members of the Board of Directors are compensated on the basis of the same principles. To ensure their independence in the performance of their supervisory duties, the members of the Board of Directors receive only fixed compensation, consisting of a fee for their work on the Board of Directors and an additional fee for their work on the committees of the Board of Directors. The compensation is paid partly in cash and partly in restricted shares in order to be more closely aligned with shareholders' interests. The compensation model for members of the Board of Directors is modular in structure and takes account of the activities actually undertaken and functions occupied by each member. Compensation is paid to the members of the Board of Directors plus the employer's share of social security contributions (Pillar 1). The members of the Board of Directors do not receive any performance-related compensation based on short-term performance. Instead, they share in the company's long-term success by receiving a fixed percentage of their compensation in the form of shares. The shares received as part of compensation are subject to a vesting period.

Approval by the General Meeting

The maximum total amount of compensation payable to the Board of Directors must be approved annually in advance by the General Meeting for the period until the end of the next Annual General Meeting.

If the total amount of compensation payable to the Board of Directors is not approved, the Board of Directors may either submit a new proposal to the same General Meeting or convene an Extraordinary General Meeting at which it will submit a new proposal for the total amount.

Composition of the compensation of the Board of Directors

The compensation of the Board of Directors is regularly reviewed by the Board of Directors and consists of an annual fixed basic fee for the Chairman of the Board of Directors, a fixed basic fee for the members of the Board of Directors and additional fees for serving on the committees of the Board of Directors, either as a chair or as a member. The amounts of the basic fee and the committee fees reflect the responsibility associated with the role and the time required, as set out in the table below. This ensures that the compensation paid to the Board of Directors is in line with the time required for their activities and the level of responsibility involved. Compared with the previous period, the amount of compensation for the Chairwoman and for the members of the Nomination and Compensation Committee was adjusted in line with the compensation for the Audit and Risk Committee and increased by CHF 20,000 per person per year. This figure reflects the increased workload.

Payment of compensation

The compensation of the Board of Directors is paid at the end of each quarter, with payment made in cash on 30 June, 30 September and 31 March. Compensation for the quarter ending 31 December is paid in shares. The shares are allocated on the day that the Board of Directors approves the annual financial statements. The value of the shares and thus the number of shares allocated is determined using the average closing price of all trading days in the month of January of the year in which the allocation is made. From the date of allocation, the shares have both voting and dividend rights. They are subject to a vesting period of three years. During the vesting period, the shares must be held in safe custody with the share register. The departure of a member of the Board of Directors from the Board has no impact on the vesting period or on the ownership of the shares. In the event that a member of the Board of Directors joins or departs during a year, compensation is pro-rated.

In the previous period, all shares were allocated once a year on 31 March, with the market price on the allocation date used to determine the value of the shares and hence the number of shares allocated.

Compensation of the Board of Directors, 2023 General Meeting to 2024 General Meeting

CHF (gross)	Chairman of the Board of Directors	Member of the Board of Directors
Fixed basic fee	200,000	70,000
	Committee chair	Committee member
Investment and Sustainability Committee (ISC)	75,000	55,000
Audit and Risk Committee (AC)	55,000	35,000
Nomination and Compensation Committee (NCC)	55,000	35,000

Compensation of the Executive Board

Principles

Articles 30 and 31 of the Articles of Association govern the compensation of the Executive Board. The details of performance-related compensation are described in the compensation regulations. The compensation system, which is regularly reviewed by the Board of Directors, must ensure that the members of the Executive Board receive compensation in line with their success in implementing the strategy and their contribution to corporate performance. Sustainability is an integral part of the company strategy and achievement of the corresponding targets is also relevant to compensation.

The compensation system is based on the three following principles:

Performance-related

- › Performance-related compensation is calculated using qualitative (65%) and quantitative (35%) criteria
- › The compensation system is linked to the implementation of the corporate strategy (incl. sustainability)

Competitive, in line with the market and transparent

- › Attracts and retains highly qualified management
- › Compensation is fair and reasonable in both an internal and external comparison with major listed Swiss real estate companies

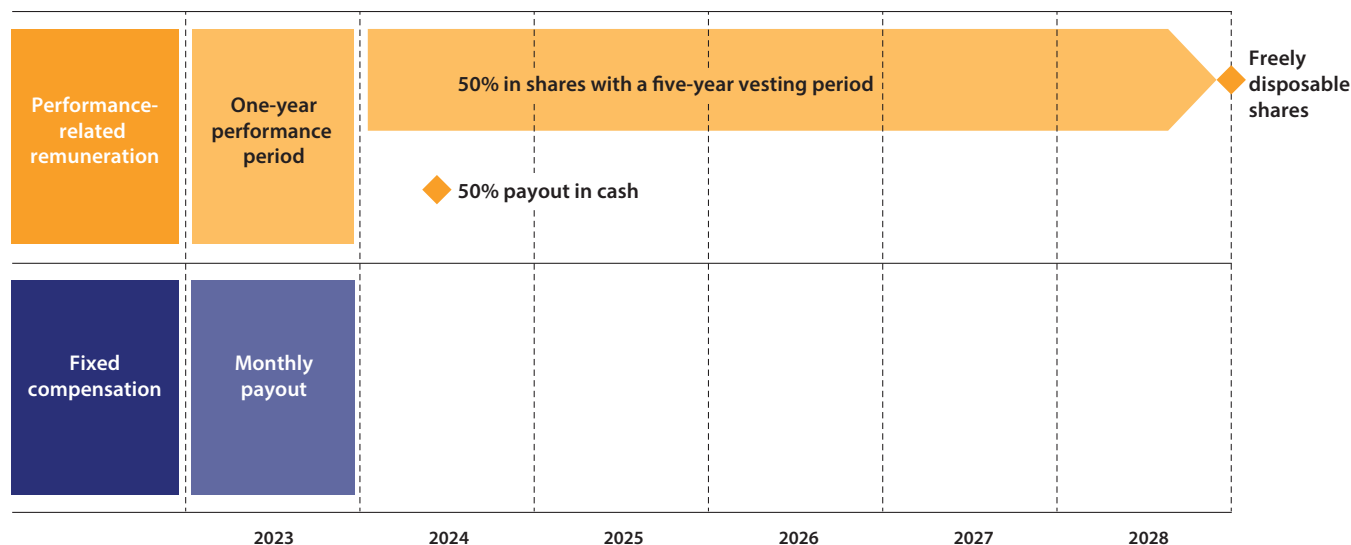
Aligned with the interests of the shareholders

- › Promotes outstanding performance and the generation of added value in the interests of the shareholders
- › Performance-related compensation of which 50% is in the form of vested shares

The total compensation payable to each member of the Executive Board consists of fixed compensation (basic salary including expenses allowance and any other non-performance-related elements) and a performance-related element, plus social insurance contributions, ancillary pay and pension contributions. Total compensation reflects the level of responsibility, area of responsibility, expertise and function of the Executive Board member in question, their achievement of targets and market conditions.

It is set by the entire Board of Directors at the request of the Nomination and Compensation Committee in line with market conditions, with a particular focus on salary levels in the Swiss real estate market, and is reviewed annually. Salaries are compared against the major Swiss real estate companies listed on the SIX Swiss Exchange: Swiss Prime Site AG, PSP Swiss Property AG, Allreal Holding AG, Intershop Holding AG, Zug Estates Holding AG and Wardeck Invest AG. This competitive compensation system should enable Mobimo to recruit the senior managers it wants from the relatively small pool of suitable executives and retain them for the company for the long term.

Compensation model for the Executive Board



Approval by the General Meeting

The maximum total amount of performance-related compensation payable to the Executive Board must be approved annually by the General Meeting for the financial year in which the General Meeting in question takes place. No performance-related compensation may be paid for the period in question before approval is given.

The maximum total amount of non-performance-related compensation payable to the Executive Board must be approved annually by the General Meeting for the financial year following the General Meeting in question.

If the total amount of compensation payable to the Executive Board is not approved, the Board of Directors may either submit a new proposal to the same General Meeting or convene an Extraordinary General Meeting at which it will submit a new proposal for the total amount of non-performance-related/performance-related compensation.

Key figures for the performance-related compensation of the CEO and other members of the Executive Board

Performance targets	Description	Weighting
Quantitative targets	Return on equity, excluding market-related revaluation gain	65%
	Key performance measures ESG	
Qualitative targets	Financial parameters	35%
	Investment and development portfolio	
Combined		100%

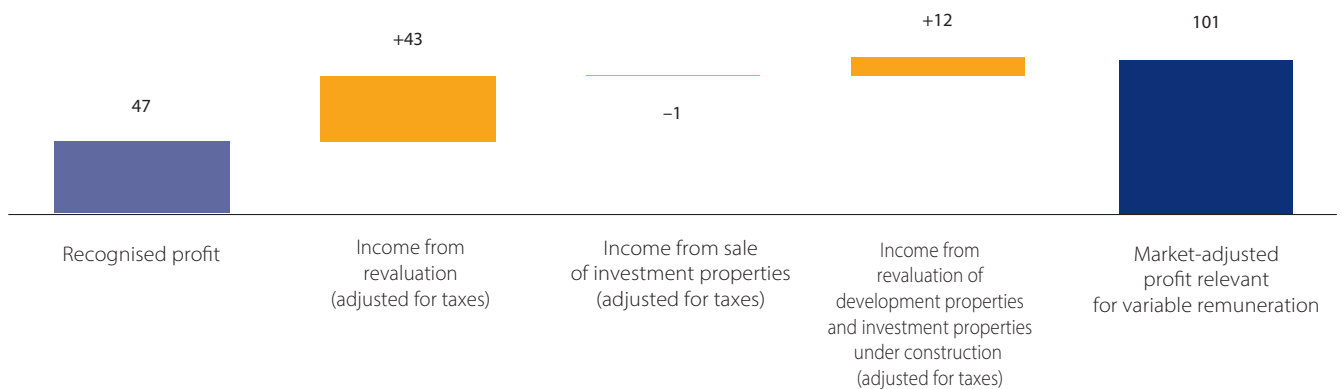
Fixed compensation

The fixed compensation is geared to the actual area of responsibility, professional requirements and expertise of each member of the Executive Board and the amount of work involved, and is paid as a monthly salary.

Performance-related compensation

The performance-related compensation payable to members of the Executive Board is based on the quantitative and qualitative objectives and parameters set by the Board of Directors. The target value for performance-related compensation corresponds to 100% of the fixed gross salary for all members of the Executive Board. Under the currently applicable employment contracts and the compensation regulations, the maximum performance-related compensation payable to each individual member of the Executive Board is limited to 100% of their fixed gross salary, despite the Articles of Association allowing an upper limit of 150%.

Derivation of profit eligible for variable remuneration to calculate the return on equity



The relevant figure for variable remuneration is profit adjusted for market-related revaluation gains and income from the sale of investment properties, plus income from the revaluation of properties under construction. The profit in relation to the average equity capital for the reporting period corresponds to the return on equity.

The performance of the members of the Executive Board is assessed on the basis of a series of quantitative and qualitative targets, which are the same for all members of the Executive Board. This approach promotes a greater focus among the members of the Executive Board on the priorities of the Mobimo Group and the success of Mobimo as a whole, and strengthens the understanding and importance of interdependencies within the Group. At the same time, it creates greater individual accountability and an even stronger focus on core activities.

Quantitative target achievement

65% of performance-related compensation is linked to the quantitative target of return on equity. The main variable for calculating quantitative target achievement is return on equity before net income from market-related revaluation. It measures the return on equity invested in real estate investments and is one of Mobimo's most important performance indicators. Entitlement to compensation as a result of quantitative targets being met is conditional on the company achieving a return on equity before net income from market-related revaluation of over 4.0%. Profit or loss from the sale

of investment properties is not included in the relevant calculation of return on equity. Net income from the revaluation of development properties for Mobimo's own portfolio and operational net income from the revaluation of investment properties under construction are included instead. This is intended to incentivise value creation through Mobimo's development activities, but not purely market-related gains in value.

If a return on equity of over 4% is achieved, the entitlement of the Executive Board members increases on a straight-line basis within the range set by the Board of Directors up to a return on equity of 6%. The Board of Directors may deviate from the agreed values if a dividend at least in line with that of the previous year cannot be paid out to shareholders.

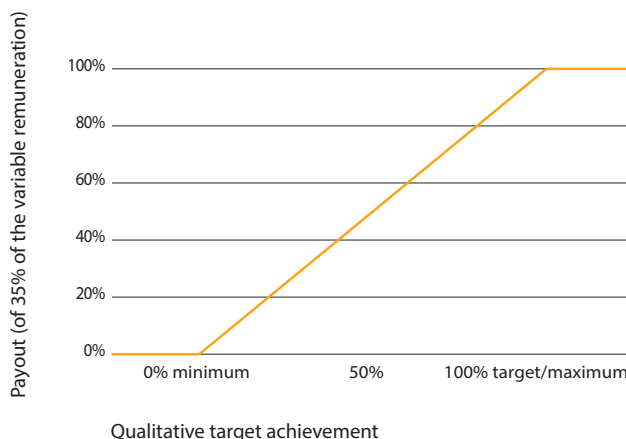
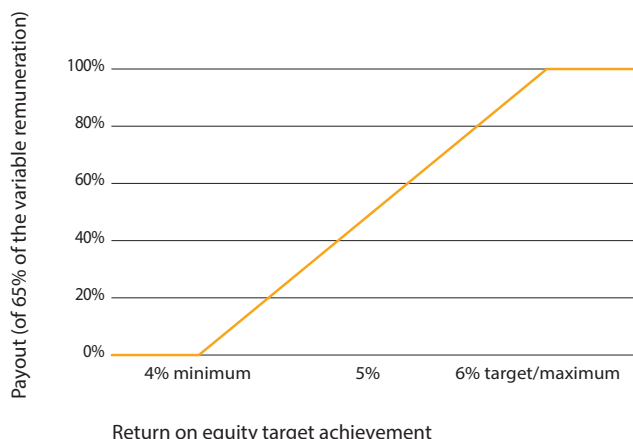
Qualitative target achievement

35% of performance-related compensation is linked to qualitative targets. These are made up of performance targets in four categories, each weighted at 25%. The targets are adjusted annually to reflect the strategic direction.

Overview of the qualitative targets for 2023

Category	Weighting	Areas of focus in the performance appraisal (not exhaustive)
Key performance measures	25%	<ul style="list-style-type: none"> › Solidity of the balance sheet measured using equity ratio and loan-to-value targets › Cost-efficiency of the operating business measured using cost targets and expense ratios › Return on equity with target
Financial parameters	25%	<ul style="list-style-type: none"> › Refinancing measured using financing costs and duration of debt capital targets › Liquidity measured using minimum liquidity target › Target for minimum size of available credit lines
Investment and development portfolio	25%	<ul style="list-style-type: none"> › (Development) project-specific targets › Increase in income from the investment portfolio measured using like-for-like growth target › Maximum vacancy rates measured using targets for residential and commercial properties
ESG	25%	<ul style="list-style-type: none"> › Progress on CO₂ reduction path using stated targets for 2030 and 2050 › Integration of TCFD into risk management process › Inclusion and measurement of grey energy › Staff turnover rate

Payout curve for 2023 performance-related compensation



Every year, the Board of Directors sets the performance targets based on a proposal by the Nomination and Compensation Committee. From these, the CEO derives the individual performance targets for the members of the Executive Board.

The extent to which qualitative targets have been met is assessed once a year, after the end of the financial year. The assessment is carried out in a first phase by the CEO for the other members of the Executive Board and by the Chairman of the Board of Directors for the CEO. The Nomination and Compensation Committee then carries out a second assessment. The entitlement to the corresponding share of performance-related compensation is derived from the extent to which the targets are achieved.

Payment of performance-related compensation

50% of the performance-related compensation is paid in cash as a short-term incentive. The other 50% of the performance-related compensation is paid in shares in the company, which are subject to a vesting period of five years in order to ensure close alignment with shareholders’ interests.

The value of the shares is determined using the average closing price of all trading days in the month of January of the year in which the allocation is made. The shares are allocated on the day that the Board of Directors approves the annual financial statements. The Board of Directors determines the vesting periods at the request of the Nomination and Compensation Committee. From the date of allocation, the shares have both voting and dividend rights.

During the vesting period, the shares may not be transferred or encumbered in any way. Once set, a vesting period cannot be altered for the shares in question. The vesting period continues to apply even after a member’s employment has ceased.

As soon as the level of share-based compensation can be quantified, the CFO, in consultation with the CEO, appoints an external financial institution to purchase the required number of Mobimo shares.

The financial institution is to acquire these on a staggered basis on the SIX Swiss Exchange and book them to Mobimo Holding AG’s custody account.

Members of the Executive Board who are released from their contracts generally still receive a pro rata portion of the contractually agreed compensation until the end of their employment contract unless the employer terminates the employment relationship for good cause attributable to the employee. Performance-related compensation is generally also paid unless the employee in question provided good cause for termination. In each individual case, the Board of Directors decides on the basis of the employment contract and the specific circumstances whether or not the compensation is to be paid.

The company is entitled to the repayment of all performance-related compensation paid out on the basis of annual financial statements that do not reflect the company’s actual results due to criminal activity or other forms of manipulation. The amount of the repayment entitlement corresponds to the extent of the falsification.

The NCC is currently planning to replace the portion of variable remuneration paid out in shares with a performance-based long-term incentive plan in order to align the remuneration of the Executive Board even more closely to shareholder interests and sustainable values.

Additional amount for compensation payable to members appointed after the General Meeting

Article 31 of the Articles of Association governs the additional amount for compensation payable to members appointed after the General Meeting.

For each new member of the Executive Board appointed after the General Meeting that voted on the total amount of compensation, there is an additional amount of 30% of the total compensation for the Executive Board already approved in advance for the relevant periods. This amount also covers the period between the member in question’s appointment and the start of the already approved period. The additional amount that is actually used does not need to be approved by the General Meeting.

Within the limits of the total amount or additional amount already approved, the company may compensate a new member of the Executive Board for any loss of income incurred due to the change of position.

Comparison of compensation actually paid and compensation approved by the General Meeting

The table below shows the approved compensation elements payable to the Board of Directors and Executive Board and compares the figures with the actual amounts recorded in 2023. In accordance with the Articles of Association, the compensation payable to the Board of Directors is approved in advance for the period until the next Annual General Meeting. As a result, the approved compensation amount is reduced to the nine-month figure on a straight-line basis and compared with the payments recognised in the income statement for the period from April to December 2023.

Board of Directors

TCHF	Approved 12.4.2023 – 26.3.2024	Approved 12.4.2023 – 26.3.2024 (9 months/pro rata)	Paid 12.4.2023 – 31.12.2023	Approved 12.4.2022 – 11.4.2023	Paid 12.4.2022 – 11.04.2023
Fixed compensation incl. shares	1,300	975	824	1,300	1,040

Executive Board

TCHF	Approved 1.1.2023 – 31.12.2023	Paid 1.1.2023 – 31.12.2023	Approved 1.1.2022 – 31.12.2022	Paid 1.1.2022 – 31.12.2022
Fixed compensation	2,900	2,568	2,900	2,646
Performance-related compensation	2,900	1,739	2,900	2,246

Compensation report for the 2023 financial year

Compensation payable to the Board of Directors and Executive Board and related parties

In the year under review, the members of the Board of Directors, related parties and the Executive Board received compensation as set out below.

Compensation paid to the Board of Directors

Name, function (TCHF, gross)	AC	NCC	ISC	Fees	Shares ²	Social security contributions	2023 Total	Fees	Shares ³	Social security contributions	2022 Total
Peter Schaub, Chairman BoD			M ¹	126	107	7	239	197	58	4	259
Brian Fischer, Vice Chairman BoD		M	C	96	79	12	187	124	36	11	171
Sabrina Contratto, BoD			M	68	57	4	129	98	27	2	127
Daniel Crausaz, BoD	M			58	47	2	107	82	26	2	111
Bernadette Koch, BoD	M	C		86	69	11	166	109	31	10	150
Stéphane Maye, BoD		M	M ¹	67	56	4	127	64	n/a	5	68
Martha Scheiber, BoD	C			68	57	8	133	98	27	9	134
Total				568	472	48	1,088	771	206	43	1,020

¹ Peter Schaub stood down from the ISC with effect from 31 July 2023. Stéphane Maye replaced him on the ISC with effect from 1 August 2023.

² Due to the change in the reference date for the allocation of shares from 31 March to 31 December during 2023, two quarters are being compensated in shares for 2023. The number of shares allocated is determined on the basis of the share price at the time of allocation. The fair value is calculated from the average price on all stock exchange trading days in the January of the year of allocation.

³ The fair value of the shares and thus the number of shares allocated are determined based on the share price on the allocation date (31 March).

AC = Audit and Risk Committee, NCC = Nomination and Compensation Committee, ISC = Investment and Sustainability Committee, M = member, C = chair

Additional compensation payable to members of the Board of Directors and related parties or companies

No request was submitted to the 2023 General Meeting for a sum for additional compensation of members of the Board of Directors or of related parties or companies.

Compensation paid to the Executive Board

TCHF	2023 Total	2022 Total	2023 Daniel Ducrey, CEO	2022 Daniel Ducrey, CEO
Fees	2,125	2,188	603	578
Profit-sharing in cash	807	1,115	230	277
Profit-sharing in shares	807	970	230	277
Other contributions ¹	568	618	175	178
Total	4,308	4,892	1,237	1,310

¹ Other contributions include pension contributions, any service anniversary gifts, private use of vehicles and employer's social security contributions.

All remuneration amounts shown are gross. The remuneration in 2023 was based on six members of the of the Executive Board, all of whom all were in office throughout 2023. The previous year's figures temporarily included seven people at times due to the change in the CFO position. The profit-sharing bonuses paid out in shares are fixed in amount. The conversion into number of shares is based on the fair value, which is the average closing price of all trading days in January 2024. For the profit participation in shares recognised for the the previous year, the fair value was determined on the basis of the share price on the date of allocation (9 February 2023).

Amounts for the 2023 financial year reflect the expense reported in the consolidated financial statements for the year under review (accrual accounting).

50% of the variable compensation is in the form of shares in Mobimo Holding AG, in accordance with the compensation regulations (50%).

Explanatory notes on the compensation table:

- › The total annual basic salary of the Executive Board fell by around 3% compared to the previous year. This is also due to the fact that there was a temporary overlap in the position of CFO in the previous year as a result of personnel changes;
- › The overall performance of the Executive Board was characterised by the overall challenging environment for the real estate sector. At the same time, Mobimo recorded an operationally successful financial year. With a return on equity, excluding the market-related revaluation gains, of 5.3%, the Executive Board achieved a target achievement of 65%. An overall achievement of 95% resulted in the qualitative targets. In total, this resulted in a target achievement rate of 76% (previous year: 97%). More detailed information can be found in the following table below;
- › This led to the payment of variable compensation of TCHF 1,614 for all members of the Executive Board. This is a reduction of

23% compared to 2022 and reflects the decline in the adjusted return on equity compared to the previous year;

- › The social security contributions and the contributions to the pension funds;
- › The variable compensation for 2023 for the CEO and the other members of the Executive Board was an average of around 76% of the annual basic salary.

The General Meeting of 11 April 2023 approved fixed compensation of CHF 2.9 million for the Executive Board for the 2024 financial year.

Overview of target achievement 2023 for variable compensation

Quantitative target achievement (65%)	Minimum 4%	5%	Target/maximum 6%
Return on equity, excluding market-related revaluation gain		◆	
Qualitative target achievement (35%)	Target not achieved	Target partially achieved	Target achieved
Key performance measures			◆
ESG		◆	
Financial parameters		◆	
Investment and development portfolio			◆
Total qualitative target achievement			◆

No non-market-standard compensation or remuneration in connection with non-compete clauses

No non-market-standard compensation was paid to parties related to present or past members of the Board of Directors or Executive Board in 2023, nor was any compensation paid in connection with non-compete clauses.

For tax consultancy and advisory services in relation to sustainability, compensation in line with the market standard was paid to weber schaub & partner ag, Zurich and pom+ Consulting AG, Zurich in the 2023 financial year. In both cases, the compensation paid by the Mobimo Group represents less than 1% of the two companies' annual revenue.

Loans and credit facilities granted to the Board of Directors and the Executive Board or related parties

No loans or credit facilities were granted to present or past members of the Board of Directors, Executive Board or related parties in 2023, and there were no such receivables outstanding as at 31 December 2023.

Activities of members of the Board of Directors and Executive Board at other companies

Listed below are further (similar) activities carried out by members of the Board of Directors in the management and supervisory bodies of companies with an economic purpose or major Swiss or foreign entities or in institutions or foundations under public or private law. None of these activities or any business relationships between Mobimo and these companies has compromised independence or contradicts the general corporate governance regulations. Additionally, all long-term management and advisory functions for key Swiss and foreign interest groups and official functions or political offices performed by members of the Board of Directors are listed hereafter:

Peter Schaub, BoD Chairman

- › Partner in the tax and law firm weber schaub & partner ag, Zurich
- › Chairman of the Board of Directors of CPH Chemie + Papier Holding AG, Perlen
- › Member of the Board of Directors of companies within the CPH-Group
- › Chairman of the pension funds of CPH Group, Root
- › Chairman of the Board of Directors of Scobag Privatbank AG, Basel
- › Chairman of the Board of Directors of Zindel Immo Holding AG, Chur
- › Vice Chairman of the Board of Directors of UBV Holding AG, Uetikon am See
- › Member of the Board of Directors of Rüegg Cheminée Holding AG, Hinwil

Activities relinquished since the previous year

- › *Chairman of the Foundation Board of the Swiss Foundation for Deafblind (Schweizerische Stiftung für Taubblinde), Langnau am Albis*

Brian Fischer, BoD

- › Deputy Head Wealth Management, Bank Vontobel AG, Zurich
- › Member of the Board of Directors of Trivarga AG, Zurich
- › Member of the Board of Directors of companies within the Vontobel Group

Sabrina Contratto, BoD

- › Founder and managing director of CONT-S GmbH, Opfikon
- › Lecturer at the Lucerne University of Applied Sciences and Arts (HSLU), CAS in Real Estate Development
- › Lecturer at the ArchitekturWerkstatt of the Eastern Switzerland University of Applied Sciences (OST), St. Gallen
- › Member of the Board of Directors of ewp Holding AG, Illnau-Effretikon
- › Member of the Board of Directors of Eugen Schäfer AG, Dielsdorf
- › Regular member of assessment boards for study commissions

Daniel Crausaz, BoD

- › Owner of daniel crausaz conseils Sàrl, Lausanne
 - › Member of the Board of Directors of Vertiqal AG, Zug
- Activities relinquished since the previous year*
- › *Member of the Board of Directors of BG Bonnard&Gardel Holding SA, Lausanne*
 - › *Member of the Board of Directors of Zimal SA, Sion*
 - › *Chairman of the Board of Directors of Agrifert SA, Lausanne*

Bernadette Koch, BoD

- › Vice Chairwoman of the Board of Directors of Swiss Post AG, Berne
- › Member of the Board of Directors of PostFinance AG, Berne
- › Member of the Board of Directors of Geberit AG, Rapperswil-Jona
- › Vice Chairwoman of the Board of Directors of Energie Oberkirch AG, Oberkirch
- › Member of the Professional Ethics Committee of EXPERTsuisse, Zurich

Stéphane Maye, BoD

- › Partner, member of the Executive Board and Director Romandy, pom+ Consulting SA, Lausanne
- › Chief organiser of the Digital Real Estate Summit Suisse romande, Swiss Real Estate Association Switzerland (SVIT School), Romandy, Lausanne
- › Board member, SVIT Romandy, Lausanne
- › Member of the Board of Directors of Kreutner Medico AG, Regensdorf
- › Member of the International Construction Project Management Association (ICPMA), Berne

Activities relinquished since the previous year

- › Member of the development committee, Cobaty Lausanne (Association Lausanne-Vaud de la Fédération Internationale de la Construction, de l'Urbanisme et de l'Environnement), Lausanne (resignation as at 31 December 2023)

Martha Scheiber, BoD

- › Member of the Board of Directors of Clean Energy Infrastructure Switzerland 3GP AG, Basel
- › Vice Chairwoman of the Board of Directors of Luzerner Kantonalbank, Lucerne
- › Member of the Board of Directors of Schweizerische Gesellschaft für Hotelkredit SGH, Zurich
- › Vice Chairwoman of the Foundation Board of Sympany health insurance and member of the Board of Directors of its subsidiaries, Basel
- › Member of the Foundation Board of the pension fund of the city of Lucerne, Lucerne
- › Member of the Investment Committee of the Decommissioning Fund for Nuclear Facilities and the Waste Disposal Fund for Nuclear Power Plants (STENFO), Berne
- › Member of the Board of Directors of Energie Zukunft Schweiz AG, Basel (additional activity in the reporting year)

Other activities and vested interests of the members of the Executive Board are listed below:

Jörg Brunner, CFO

- › Member of the Business and Audit Committee, Municipality of Gachnang

Gerhard Demmelmair, Head of Portfolio and Transactions

- › Member of the Board of Directors of Zentrum Allmendhof AG, Männedorf

Christoph Egli, Head of Property Management

- › Member of the Board of Directors of A. Güntensperger AG, Zurich

Shareholdings of members of the Board of Directors and Executive Board or related parties

Name, function	No. of shares issued	No. of shares approved	Total 2023	Total 2022
BoD	4,240	920	5,160	3,308
Peter Schaub, BoD Chairman	1,002	177	1,179	756
Daniel Crausaz, BoD	1,449	91	1,540	1,352
Brian Fischer, BoD	518	158	676	368
Bernadette Koch, BoD	468	140	608	337
Martha Scheiber, BoD	376	107	483	260
Sabrina Contratto, BoD	351	107	458	235
Stéphane Maye, BoD	76	140	216	0
Executive Board	10,821	3,150	13,971	10,823
Daniel Ducrey, CEO	3,462	895	4,357	3,452
Jörg Brunner, CFO	0	493	493	0
Gerhard Demmelmair, Head of Portfolio and Transactions	1,176	463	1,639	1,170
Christoph Egli, Head of Property Management	1,354	403	1,757	1,383
Vinzenz Manser, Head of Realisation	2,817	433	3,250	2,812
Marco Tondel, Head of Development	2,012	463	2,475	2,006

Compensation amounts to be approved at the 2024 General Meeting

At the General Meeting on 26 March 2024, the Board of Directors will propose unchanged maximum compensation amounts to the company's shareholders.



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To the General Meeting of
Mobimo Holding AG, Lucerne

Lucerne, 2 February 2024

Report of the statutory auditor on the audit of the compensation report



Opinion

We have audited the compensation report of Mobimo Holding AG (the Company) for the year ended 31 December 2023. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) on pages 38 to 48 of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the compensation report complies with Swiss law and the Company's articles of incorporation.



Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the compensation report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the information in the compensation report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon.

Our opinion on the compensation report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the compensation report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the compensation report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Board of Directors' responsibilities for the compensation report

The Board of Directors is responsible for the preparation of a compensation report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a compensation report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the compensation system and defining individual compensation packages.

Auditor's responsibilities for the audit of the compensation report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this compensation report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement in the compensation report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Ernst & Young Ltd

Rico Fehr
Licensed audit expert
(Auditor in charge)

Katharina Gautschi
Licensed audit expert