



## Invitation to an Extraordinary General Meeting of Shareholders

of

**SunMirror AG**

SunMirror AG  
CHE-395.708.464  
Steinhauserstrasse 74  
6300 Zug, Switzerland

### Information on the Extraordinary General Meeting of Shareholders

Location: Homburger AG, Prime Tower, Hardstrasse 201, 8005 Zurich, Switzerland (no physical shareholder attendance)

Date: September 30, 2022

Time: 17.30pm Swiss time

Physical presence:

- Chair of the meeting
- Secretary taking minutes
- Independent proxy

This extraordinary general meeting of shareholders has been requested by a group of shareholders composed of Herlequin Investments Ltd, Red Oak Holdings Ltd and Alpha Runner Opportunity SA (collectively, the **Requesting Shareholders**). The motions of the Requesting Shareholders are set forth in the individual agenda items.

In addition to the agenda items submitted by the Requesting Shareholders, the Board of Directors has decided to submit certain additional items to the votes of the general meeting of shareholders, which motions are also set forth in the individual agenda items.

### COVID-19/participation by proxy

In accordance with applicable Swiss Covid-19 regulations, the Board of Directors has decided that this extraordinary general meeting of shareholders will be held by proxy only. The shareholders will not be permitted to be physically present at the extraordinary general meeting of shareholders but can instead exercise their voting rights at the meeting exclusively by sending voting instructions in accordance with the voting instructions set out in the section "*Voting instructions / Independent proxy*" at the end of this invitation.

Shareholders are given the opportunity to submit questions to SunMirror AG ahead of the extraordinary general meeting of shareholders by sending an email to the following address: [shareholder.notifications@sunmirror.ch](mailto:shareholder.notifications@sunmirror.ch) by September 27, 2022, at the latest. The questions of shareholders as well as the answers by the Board of Directors will be minuted. The minutes will be published on the website of SunMirror AG after the extraordinary general meeting of shareholders. By submitting a question, the shareholder who submitted the question is deemed to consent to the mentioning of such shareholder's name in the minutes.

## Agenda and proposals of the Board of Directors

### Agenda items:

1. Election of additional members of the Board of Directors
2. Election of new members of the Remuneration Committee
3. Shareholder questions

### Agenda items / proposals

#### **1. Election of additional members of the Board of Directors**

##### ***Candidates supported by the Board of Directors***

*Ms. Flavia Sennhauser has resigned from the Board of Directors with effect as of this extraordinary general meeting of shareholders. The other member and Chairman of the Board, Dr. Heinz Kubli, remains in his role. To fill in this vacancy, and to further strengthen the current Board of Directors with highly motivated and qualified individuals, the Board of Directors proposes the election of Mr. Daniel Monks and Mr. Laurent Quelin to the Board of Directors:*

- 1.1. The Board of Directors proposes to elect Mr. Daniel Monks as new member of the Board of Directors, until the next ordinary general meeting of shareholders of SunMirror AG.

*Daniel Monks has over 15 years of professional experience in the fund management industry. He began his investments career at Canada Life, where he progressed to become the lead manager of the GBP 1.5bn UK Equity fund. He focused on investments within the natural resources and mining sectors, building in depth valuation models and analytical reports which helped him to make buy and sell decisions for the portfolio. His background is predominantly in fundamental equity analysis as well as quantitative strategies and trading.*

*He went on to co-found a successful market neutral hedge fund, investing in quantitative trading strategies and equity arbitrage. He has been a director of Tourbillon Advisory for the last five years, the Investment Manager of the fund structure, and brings with him a wealth of experience within equity markets, corporate actions and company valuation models.*

*Daniel Monks studied Mathematics and Economics at the University of York where he obtained a first class BSc degree. He also holds an Investment Management Certificate and is a CFA charterholder.*

- 1.2. The Board of Directors proposes to elect Mr. Laurent Quelin as new member of the Board of Directors, until the next ordinary general meeting of shareholders of SunMirror AG.

*Laurent Quelin is the current Chief Financial Officer of SunMirror AG. He has over 20 years of project finance and investment experience in the natural resources, infrastructure and power industries, leading transactions exceeding USD 25bn in aggregate. He spent 10 years at Credit Suisse, the last 5 years of which he ran the London-based lending book dedicated to mid-size natural resource corporates, within the commodity trading business of Credit Suisse. He then spent over 5 years on the buy-side at Chenavari Financial Group where he was a senior portfolio manager in charge of real asset and trade finance credit investments predominantly in the natural resources and shipping space, deploying in excess of USD 750mm AuM. Most recently, Laurent founded an advisory and asset management business dedicated to real asset investments.*

*Laurent Quelin has an MSc in mathematics and economics from École Polytechnique in France and an MBA in finance from the UCLA Anderson School of Management in the US.*

*In light of their qualifications and expertise, the Board of Directors is convinced that Mr. Monks and Mr. Quelin will make valuable contributions to the company and unanimously recommends to vote in favor of their election.*

### **Candidates not supported by the Board of Directors**

- 1.3. The Requesting Shareholders propose to elect Mr. Stefan Bennici as new member of the Board of Directors, until the next ordinary general meeting of shareholders of SunMirror AG.

*The Requesting Shareholders have provided the following biographical information: "Master of Business Administration, 20 years of banking experience".*

- 1.4. The Requesting Shareholders propose to elect Mr. Jean-Pierre Pochtier as new member of the Board of Directors, until the next ordinary general meeting of shareholders of SunMirror AG.

*The Requesting Shareholders have provided the following biographical information: "Financial and Administrative Manager (Bachelor in Economics, Ecole Supérieure de Cadres pour l'Economie et l'Administration, Lausanne), 20 years of experience as Finance Manager for Swiss companies, US multinationals and NGO; including the responsibility of team leadership".*

- 1.5. The Requesting Shareholders propose to elect Mr. Urs Schuppisser as new member of the Board of Directors, until the next ordinary general meeting of shareholders of SunMirror AG.

*The Requesting Shareholders have provided the following biographical information: "Attorney-at-law 1995, lic. iur. Uni Zürich 1992, 27 years of experience as attorney-at-law and in Swiss courts".*

*The Board of Directors has not verified the accuracy or completeness of the biographical information by the Requesting Shareholders. Irrespective of that, the Board of Directors recommends that the Requesting Shareholders' motions (i.e., items no. 1.3, 1.4 and 1.5) be rejected. The Board of Directors views the proposal as an attempt of a takeover by a group of shareholders who do not necessarily act in the best interest of the company and the other shareholders. For example, a party related to the Requesting Shareholders has taken steps to enforce, against the Company, claims that the Company contests. Moreover, based on the information provided by the Requesting Shareholders, the Board of Directors questions whether the candidates bring the necessary experience to run a publicly listed junior mining company.*

## **2. Election of new members of the Remuneration Committee**

### **Candidates supported by the Board of Directors**

*The Board of Directors proposes to elect the following individuals as members of the Remuneration Committee, subject to their election to the Board of Directors:*

- 2.1. The Board of Directors proposes to elect Mr. Daniel Monks as a member of the Remuneration Committee, until the next ordinary general meeting of shareholders of SunMirror AG.
- 2.2. The Board of Directors proposes to elect Mr. Laurent Quelin as a member of the Remuneration Committee, until the next ordinary general meeting of shareholders of SunMirror AG.

*For the reasons explained under agenda items no. 1.1 and 1.2, the Board of Directors unanimously recommends to vote in favor of the election of Mr. Daniel Monks and Mr. Laurent Quelin as new members of the Remuneration Committee.*

## **3. Shareholder questions**

The Board of Directors will answer the questions submitted by shareholders as set out on the cover page of this invitation.

## **Voting instructions / Independent proxy**

In accordance with applicable Swiss Covid-19 regulations, this extraordinary general meeting of shareholders will not be held with shareholders being present. Accordingly, voting rights can only be exercised through the independent proxy (as set out below). In-person attendance of shareholders at the extraordinary general meeting of shareholders is not possible.

SunMirror AG's independent proxy is:

Eversheds Sutherland AG  
Stadelhoferstrasse 22  
8001 Zurich  
Switzerland

In the event the independent proxy is unable to participate, the Board of Directors will name a new independent proxy. The voting proxies issued to the independent proxy will also be valid for the new independent proxy named by the Board of Directors.

The shareholders who intend to exercise their voting rights may request the instruction form required for the exercise of the voting rights from their custodian bank or from SunMirror AG or download it on the following website: <https://sunmirror.com/investor-relations/general-meeting/>.

The independent proxy must receive a duly signed instruction form with the shareholder's written voting instructions, via mail or as email attachment, no later than September 27, 2022, 5:00 p.m. Swiss time (receipt by mail no later than September 27, 2022, 5:00 p.m. Swiss time), together with (i) a copy of a piece of identification, (ii) if the shareholder is a legal entity, evidence of signing authority of the individual(s) who sign this instruction form, and (iii) a current account statement (evidence of share ownership) issued by the custodian bank holding the shares, which statement must confirm that the custodian bank has been instructed – and has agreed to comply with such instruction – that no transfer of shares may be effected until October 1, 2022, 00:01 a.m. Swiss time.

Zug, Switzerland, September 8, 2022

On behalf of the Board of Directors

Dr. Heinz R. Kubli