



Updated invitation to an Extraordinary General Meeting of Shareholders
of
SunMirror AG
(the **Company**)

SunMirror AG
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6300 Zug, Switzerland

Note regarding this second updated invitation: This invitation amends the updated invitation dated July 7, 2025, to reflect the fact that, at the time of execution / issuance of the Merger Agreement (as defined below), the merger report and the audit report on June 26, 2025, SunMirror A AG (CHE-432.083.593) was already incorporated, and thus no longer "in formation". The Merger Agreement, the merger report and the audit report have been updated accordingly. Only the date of Merger Agreement has been amended in this invitation, otherwise the agenda, the proposal and the explanations of the Board of Directors remain unchanged.

Information on the Extraordinary General Meeting of Shareholders
(the **General Meeting**)

Location: The General Meeting will be held virtually, without a physical venue.
Date: July 29, 2025
Time: 16.00 pm CEST (with login on the virtual platform possible as of 15.30 pm CEST)

Agenda and proposal of the Board of Directors

Agenda item:

1. Approval of the Merger Agreement between SunMirror AG and SunMirror A AG (Merger Resolution) and Delisting

Agenda item / proposal:

1. **Approval of the Merger Agreement between SunMirror AG and SunMirror A AG (Merger Resolution) and Delisting**

Proposal of the Board of Directors:

The Board of Directors proposes to approve the merger agreement dated July 21, 2025 (the **Merger Agreement**) between SunMirror AG (as transferring company) and SunMirror A AG (as receiving company) and the delisting of the shares of SunMirror AG that will result from the relevant merger.

Explanations:

On June 4, 2025, the Company issued a press release giving a strategic update on the Company and indicating to shareholders two paths, reflecting the Board of Directors' opinion on the best courses of action for the Company: Option 1 included two share capital increases with a subsequent additional

listing of the Company's shares on the Australian Stock Exchange (ASX); Option 2 included a merger of the Company into a new Swiss subsidiary, resulting in an automatic delisting from the Vienna Stock Exchange, and potentially followed by a wind down / liquidation of the business.

The Company invited shareholders to share their views with the Company's Board of Directors by June 12, 2025, on the two above-mentioned options and any other alternative option they would see.

Further to a detailed assessment of the current circumstances (including the prevailing market conditions) and in light of the shareholders' feedback to the above-mentioned press release, the Board of Directors has determined that the implementation of Option 2 represents the most prudent course of action to safeguard shareholder interests, reduce ongoing costs, and preserve value.

For that purpose, the Company incorporated SunMirror A AG, a corporation in formation pursuant to articles 620 et seq. CO, with registered office in Zug. The Company expects SunMirror A AG to be registered with the commercial registry of the canton of Zug in the coming days. The share capital of SunMirror A AG amounts to CHF 119,787.75 and is divided into 2,395,755 fully paid registered shares with a nominal value of CHF 0.05 each, i.e. the same number of shares as the number of bearer shares issued by the Company. All shares in SunMirror A AG are currently held by the Company. The shares in SunMirror A AG are not and will not be listed on any stock exchange.

Under the Merger Agreement, the Company, as the transferring company, and SunMirror A AG, as the receiving company, have agreed to merge in accordance with the provisions of the Swiss Federal Act on Merger, Demerger, Transformation and Transfer of Assets of October 3, 2003 (as amended, the **Merger Act**). If approved by shareholders, upon effectiveness of the merger, the Company will be merged into SunMirror A AG, dissolved without liquidation and deleted from the commercial register. As a result of the merger, the shareholders in the Company will become shareholders in SunMirror A AG and will receive one (1) (non-listed) registered share of SunMirror A AG with a nominal value of CHF 0.05 for each (listed) bearer share of the Company with a nominal value of CHF 1 held as of the record date, as will be communicated by the Board of Directors later in the process. The economic ownership of the Company's business will not change as a result of the merger. To facilitate the share exchange at the time of the consummation of the merger, the Board of Directors will ask the Vienna Stock Exchange to suspend trading of the Company's shares after the record date. Further details on the share conversion, including the exchange ratio and any applicable conditions, are included in the Merger Agreement and the merger report.

Upon completion of the merger, the bearer shares of the Company will automatically be delisted from the Vienna Stock Exchange as admission to trading on the official Market (*Amtlicher Handel*) of the Vienna Stock Exchange will not transfer to SunMirror A AG. As a result, shareholders will hold shares in the newly merged Swiss entity, SunMirror A AG, which will not be listed on any stock exchange. Prior to the completion of the merger, SunMirror A AG's company name will be changed to a name yet to be determined, whereby the updated company name will then remain in full effect after completion of the merger. Also, the Board of Directors may appoint one or several new directors of SunMirror A AG prior to or upon consummation of the merger.

The Merger Agreement, including the merger balance sheet, the merger report, the audit report, the other documents pursuant to article 16 of the Merger Act, as well as the current articles of association of SunMirror A AG, are available for inspection by shareholders at the registered office of the Company during regular business hours, and can also be accessed at <https://sunmirror.net/investor-relations/general-meeting/> and <https://sunmirror.net/investor-relations/financial-statements/>.

In accordance with article 12 para. 2 of the Merger Act, the Merger Agreement requires the approval of at least two-thirds of the share votes represented at the General Meeting and the absolute majority of the nominal value of shares represented at the General Meeting. The same majority is required for the delisting of the Company's shares that will result from the merger.

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Virtual General Meeting

The General Meeting will be held virtually, without a physical venue.

Registration forms, admission cards and voting / proxy

Shareholders who wish to attend the virtual General Meeting either by themselves or by proxy can obtain their access link for the meeting by submitting their registration forms as per the below requirements. The access link will be sent to the e-mail address specified by the shareholder in the registration form.

Shareholders may otherwise appoint the Company's independent proxy to represent them at the virtual General Meeting and to vote in accordance with their instructions as per their registration forms. Shareholders who do so can still participate to the virtual General Meeting online, but will not be allowed to vote there.

The registration form required for the exercise of the voting rights by the shareholders may be requested from the Company or downloaded from the following website: <https://sunmirror.net/investor-relations/general-meeting/>.

The duly signed registration form must reach the Company's independent proxy

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via mail or as email attachment, no later than July 25, 2025, at 13.00 pm CEST (receipt by mail no later than July 25, 2025, at 13.00 pm CEST), together with the following supporting documents:

- a copy of a **piece of identification**
- if the shareholder is a legal entity, **evidence of signing authority** of the individual(s) who sign(s) this registration form; and
- 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 July 30, 2025, at 00:01 am CEST.

Registration forms reaching the Company's independent proxy after July 25, 2025, at 13.00 pm CEST, will not be taken into consideration. To avoid any issues, shareholders are encouraged to submit the required documents well in advance of the deadline.

Attending the virtual General Meeting

Shareholders can attend the General Meeting virtually via Microsoft Teams. In case of technical problems or questions regarding the login process, shareholders are kindly requested to contact Mr. Roger Hermann at info@sunmirror.net. Shareholders are advised to familiarize themselves with the login process in advance.

Online access to the virtual General Meeting will open 30 minutes before the start of the meeting and shareholders can log in at any time during the General Meeting. Login access details are not transferable and must not be made accessible to any third party.

Shareholders will cast their votes directly at the virtual General Meeting with open ballots.

Shareholders may request to speak or ask questions at the General Meeting with respect to any agenda item. Shareholders who wish to speak are asked to communicate their intention to speak and their questions to the following address ahead of the General Meeting, indicating the agenda item to which they wish to speak and including a brief summary of their question or content of their speech: info@sunmirror.net. Shareholders who wish to speak must ensure that the device from which they have logged into the General Meeting has sufficient

audio and video capabilities for the shareholder to be well seen and heard at the meeting. Shareholders logged in on a device without audio and video capabilities will not be able to speak.

If the Company has to suspend the General Meeting due to technical problems, the General Meeting will be continued virtually on August 4, 2025, at 16.00 pm CEST (login possible from 15.30 pm CEST). The agenda item will remain unchanged. All powers of attorney and instructions already issued, remain valid. Shareholders will, however, be requested to provide a new 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 August 5, 2025, at 00:01am.

Zug, Switzerland, July 25, 2025

On behalf of the Board of Directors

Laurent Quélin