

Evolva publishes agenda for Annual General Meeting 2025

Reinach, Switzerland, 6 March 2025 – Evolva Holding SA (SIX: EVE) today published the agenda for its Annual General Meeting (AGM) to be held on Thursday, 27 March 2025 at 9.00 a.m. CET at Hotel Victoria in Basel, Switzerland.

The Board of Directors (Board) proposes, among other agenda items, the following to the shareholders:

- **Advisory vote on the continuation of M&A activities**

The Board proposes to approve the continuation of the path resolved on by the last AGM on 12 April 2024 – to seek an alternative to liquidation by pursuing opportunities in the area of M&A, in particular reverse takeovers – in a consultative vote. The Board has pursued this mandate and, with the assistance of an investment banking boutique, subsequently evaluated close to a dozen possible candidates. Negotiations with a promising reverse merger candidate are already well advanced. At present, given the opposition by a large shareholder, it is unclear whether the transaction can be carried out. However, the Board believes that the transaction with this carefully selected reverse merger candidate could generate added value for shareholders. For this reason, it is in favor of continuing the mandate granted by the AGM 2024.

- **Dissolution and delisting from SIX Swiss Exchange (if continuation of M&A rejected)**

This proposal will only be made in case the proposal on the continuation of the M&A activities is rejected.

- **Rejection of proposals by Evolva's largest shareholder, Clearway Capital Partners ICAV, Dublin, Ireland (Clearway)**

As previously announced (see press release of 4 February 2025), Clearway asked for a shareholder meeting to be held with several agenda items and motions. The Board has reviewed the agenda item requests, and now proposes to the shareholders the following:

- 1) Rejection of the proposal to elect Mr. Ferrari and Mr. Defila of Clearway as new members of the Board;
- 2) Rejection of the proposal to elect Mr. Ferrari as Chairman of the Board;
- 3) Rejection of the proposal to elect Mr. Ferrari and Mr. Defila into the Compensation Committee.

Clearway has not yet supported the transaction project proposed by the Board. Despite repeated consultations, the Board has not received any information from Clearway regarding concrete alternatives to the proposed transaction or a liquidation dividend. Furthermore, the Board is of the opinion that with the proposed new Board composition with two Clearway representatives, the independence of this body would no longer be guaranteed and Clearway would effectively take control of the Company.

- **Election of the Board of Directors**

The Board proposes to re-elect the current members of the Board, Stephan Schindler and Beat In-Albon. This proposal will only be made if the election of two Clearway representatives, as proposed by Clearway, is rejected by the AGM.

Documentation

The invitation to the AGM 2025 with all proposed agenda items was published today in the Swiss Official Gazette of Commerce (SOGC) and will be sent today via post mail to registered shareholders. The Invitation is also available [here](#).

The consolidated annual financial statements 2024 are available under this [link](#).

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