

Corporate Governance



Corporate Governance

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Management and controlling at the highest corporate levels at CREALOGIX are conducted in accordance with the principles and rules of the Swiss Code of Best Practice of economie-suisse and the SIX Swiss Exchange.

The information required to be published in accordance with the Swiss Exchange Corporate Governance Directive is presented below in the prescribed sequence and numbering.

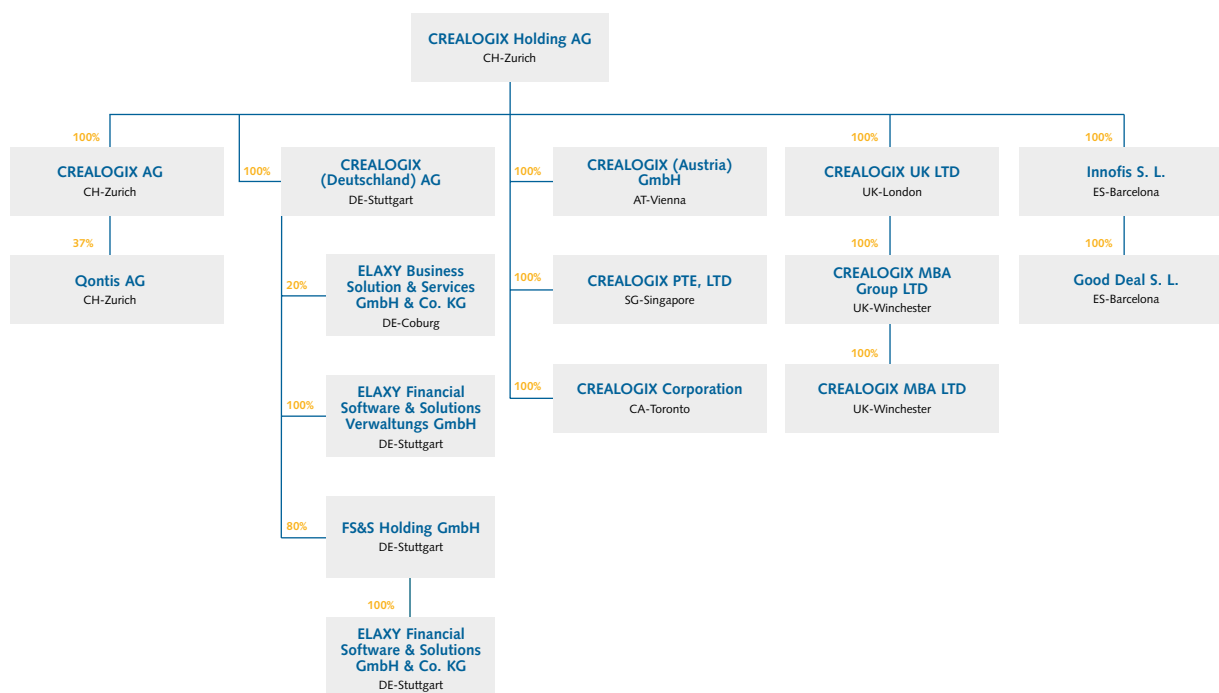
1 Group structure and Shareholders of the CREALOGIX Group

CREALOGIX Holding AG is a corporation with headquarters in Zurich (Switzerland). The registered shares of the corporation are traded on the SIX Swiss Exchange under the identification number 1 111 570 and ISIN CH0011115703. On 30 June 2018, market capitalisation was CHF 208.2 million.

1.1 Group structure

The participations held by the CREALOGIX Holding AG in the different subsidiary companies are listed in detail on page 48 (scope of consolidation on 30 June 2018) of the Annual Report.

On 9 January 2018, CREALOGIX announced the acquisition of the Barcelona-based Innofis – a well-established digital banking supplier for the Middle East, serving leading banks of the region.



1.2 Significant shareholders

Current disclosures made in accordance with Article 20 of the Federal Act on Stock Exchanges and Securities Trading are published on the disclosures platform of the Disclosure Office of SIX Swiss Exchange (<https://www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html>).

On 30 June 2018, the following shareholders each had a proportion of votes of more than three per cent at their disposal:

Shareholders	Proportion of votes	Number of shares
Dr. Richard Dratva	17.70%	245,600
Bruno Richle	16.37%	227,111
Daniel Hildebrand	9.90%	137,419
David Moreno	11.82%	164,050
Noser Management AG	3.03%	42,000

The first three shareholders together with Peter Süsstrunk named "founder shareholders" are part of a shareholder pooling agreement. Under the terms of this agreement, they undertake to jointly exercise their voting rights in all substantive items of business transacted at the Shareholders' Meeting of CREALOGIX Holding AG (voting trust). Upon the sale of shares in the company to a third party by a founding shareholder, the other founding shareholders have the right of first refusal on the conditions offered by the third party (right of first refusal). In the event of the sale of at least 30 per cent of the share capital of the company to a third party by two or three founding shareholders, the remaining founding shareholders are entitled to request that their shares be simultaneously tendered for sale at the same conditions (take-along).

Since January 2018, David Moreno owns 11.8% of the issued shares. The two major shareholders (Dr. Richard Dratva and Bruno Richle) entered into an agreement with David Moreno setting forth tag-along rights of David Moreno and drag along rights of Dr. Richard Dratva and Bruno Richle which entered into force with the issuance and the allocation of the new shares in January 2018.

On 1 July 2014, 500000 negotiable call warrants (symbol: CREANO) on 50000 registered CREALOGIX shares (CLXN) were successfully distributed. The founders of CREALOGIX have entered into a standstill agreement with Neue Helvetische Bank AG in which Neue Helvetische Bank AG agrees to underwrite, in its own name and for the account of the founders, 500000 call warrants with a subscription ratio of ten call warrants per registered CREALOGIX share, an option period of four years and a strike price of CHF 130 per registered CREALOGIX share. The call warrants were first listed on SIX Structured Products on 10 July 2014. The option period expired as per end of June 2018. There are no more options outstanding.

For further information related to changes of significant shareholders see www.six-exchange-regulation.com.

1.3 Cross-shareholdings

There are no cross-shareholdings with other enterprises.

2 Capital structure

2.1 Capital

As of 30 June 2018, CREALOGIX Holding AG had the following share capital at its disposal:

Ordinary capital	CHF 11 102 160 Divided into 1 387 770 registered shares with a par value of CHF 8 per share.
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2.2 Authorised and conditional capital in particular

Authorised capital	CHF 1 040 000 Divided into 130 000 registered shares with a par value of CHF 8 per share. Issue possible until 31 October 2019.
Conditional capital	CHF 1 217 840 Divided into 152 230 registered shares with a par value of CHF 8 per share.

Authorised capital

The Board of Directors is authorised to exclude the subscription right of shareholders in respect of the authorised capital either in whole or in part and to grant that right to third parties if the new shares concerned are (1) to be used to acquire companies by an exchange of shares or (2) to finance the acquisition of enterprises, parts of enterprises or participations or new investment projects of the company, or (3) for a share placement on the capital market. Shares for which subscription rights are granted, but not taken up, are to be used by the Board of Directors in the interest of the company or allowed to lapse. The share capital may be increased by the conversion of freely disposable shareholders' equity pursuant to Art. 652d OR.

The timing of the particular issue and the issued amount, together with the timing of the entitlement to a dividend and the nature of the contributions, will be determined by the Board of Directors (Art. 3a of the Articles of Association).

Conditional capital

The Conditional capital can be used to raise share capital by exercising warrants and/or conversion rights related to the issuance of convertible bonds, warrant bonds or other financial market instruments. Shareholders do not have subscription rights (Art. 3b of the Articles of Association).

2.3 Changes in capital

In the period under review fractions of the outstanding convertible bond were converted into 135629 shares out of the conditional capital. Additional 170000 shares out of the authorised capital were issued in order of the acquisition of Innofis ESGM S.L. The capital increased by CHF 2 444 272 to CHF 11 102 160.

2.4 Shares and participation certificates

On 30 June 2018, CREALOGIX Holding AG had issued 1 387 770 fully paid registered shares with a nominal value of CHF 8 per share. CREALOGIX Holding AG owned 15 090 shares of treasury stock on 30 June 2018, equivalent to 1.1 per cent of share capital. A registered share entitles the holder to one vote at the Shareholders' Meeting (one share, one vote). All shares are entitled to dividends. Dividend policy is explained on page 28 of the Annual Report.

CREALOGIX Holding AG has not issued any participation certificates.

2.5 Dividend-right certificates

CREALOGIX Holding AG has not issued any dividend-right certificates.

2.6 Limitations on transferability of shares and nominee registration

Registered shares of CREALOGIX Holding AG can be transferred without restrictions. The registration of purchasers who hold shares for their own account in the CREALOGIX Holding AG Register of Shareholders is not bound by any conditions.

Nominee registrations are governed by the Regulation Regarding Registration of Nominees in the Register of Shareholders. This regulation was adopted by the Board of Directors on 18 September 2006.

Under particular conditions the Board of Directors registers individuals, who in their registration application do not expressly declare that shares are held for their own account ('nominees'), up to a maximum of three per cent of the entire share capital, with voting rights in the Register of Shareholders. The Board of Directors can enter nominees in the Register of Shareholders as shareholders with more than three per cent of voting rights provided the nominee discloses the name, address and stock of shares of the person in whose account shares are held. The Board of Directors establishes an agreement regarding the obligation to inform with such nominees.

2.7 Convertible bonds and options

On 6 November 2015, CREALOGIX Holding AG issued a convertible bond (CLX15) for CHF 25 million at an issue and placement price of 100 per cent with a term of four years.

The coupon was fixed at 2.375 per cent (payable annually on 6 November) and the conversion price amounts to CHF 104.50.

There are no options in existence.

3 Board of Directors

The Board of Directors is currently composed of one executive member (in dual office as Vice Chairman and Chief Strategy Officer) and four non-executive members.

Executive members

The dual office of the Chief Strategy Officer function as Board of Directors Vice President has proved advantageous as the Board of Directors can thus make use of the profound expertise and market knowledge of the Vice President/Chief Strategy Officer for its decisions without restriction.

Non-executive members

Since 1 January 2016, Bruno Richle (Chairman) has been acting as non-executive member of the Board of Directors. Before this, he was operating as Chairman and Chief Executive Officer in a dual office. None of the other three non-executive Board members have previously exercised an executive function within the CREALOGIX Group or have a critical business relationship with it. An exception was, made however, between 8 May 2013 and 31 August 2013. During this period, Board of Directors member Jean-Claude Philipona served as interim Chief Financial Officer.

3.1 Members of the Board of Directors

Bruno Richle, 1957
Chairman, dipl. El.-Ing. HTL, Swiss citizen.



Following his studies of electrical engineering majoring in Computer Science and Communications Engineering at the Hochschule Rapperswil, Bruno Richle was employed from 1985 to 1989 in the Bührlé Group. During this time, from 1986 he was Head of the Department of Electronic Engineering with Oerlikon Aerospace in Montreal, Canada. From 1990 to 1996, he was a member of the Executive Management and Technical Director with Teleinform AG in Bubikon. In 1996, he was a founding member of CREALOGIX. Until 31 December 2015, he was CEO of the CREALOGIX Group. Since 1 January 2016, he has continued to support CREALOGIX on strategic and operational level through his extensive network, without being part of the Executive Management. Additional board of directors' mandates: Yachtwerft Portier AG and Elektrizitätswerk Jona-Rapperswil AG. Foundation board mandates: Foundation FUTUR and Innovation Foundation of the Bank of Canton Schwyz, member of the 'Hochschulrat der Hochschule für Technik Rapperswil (HSR)'.

Richard Dratva, 1964

**Board of Directors Vice President & Chief Strategy Officer of
the CREALOGIX Group,
Dr. oec. HSG, Swiss citizen.**



From 1987 to 1991, Richard Dratva was employed as an internal consultant with the Swiss Bank Corporation (today: UBS AG). From 1992 to 1994, he was engaged as a research associate at the Institute of Information Management at the University of St. Gallen. From 1995 to 1996, he acted as a consultant with Teleinform AG before becoming a founding member of CREALOGIX in 1996.

Jean-Claude Philipona, 1953

Member, lic. oec. publ., Swiss citizen.



After working at the Federal Price Control Office from 1977 to 1980, and a sojourn in the United States of America in 1981, Jean-Claude Philipona was employed from 1982 to 1989 with PricewaterhouseCoopers as a management consultant in a leadership role with focus on strategy, organisation and controlling. He then transferred to Papierfabrik Biberist, where from 1989 to 1997 as divisional Head of Finance and Administration in the Executive Management he was instrumental in the renewal and restructuring process instituted with the extension project Biber-Nova, among other areas. In 1997, he entered Adval Tech Holding AG as CFO in view of the company's IPO. From 2001 to 2011, he was CEO of the Adval Tech Group with full operative responsibility. He has been serving on Boards of Directors and working as an independent consultant since 2012.

Ralph Mogenicato, 1963

**Member, lic. oec. publ. (dipl. Wirtschaftsinformatiker),
Swiss/Italian citizen.**



Ralph Mogenicato has over 25 years of experience in the financial and insurance industry in Switzerland, Germany, Austria and Singapore. From 2005 to 2012 he held various executive management and board positions at Synpulse in Switzerland, Austria and Singapore. Since 2012, Ralph Mogenicato is entrepreneur, independent senior adviser, professional board member and fintech angel investor in ICT and fintech start-ups and associations such as Swiss ICT Investor Club, Starmind International AG or Assepro. Furthermore, he is lecturer at the University of Zurich and Applied University of Science Kaleidos and guest lecturer at IFZ, University of St.Gallen and Swiss Finance Institute.

Christoph Schmid, 1954

Member, Dr. iur. and attorney-at-law, Swiss citizen.



Christoph Schmid is a member of the Board of Directors of various Swiss companies, including Robert Bosch Internationale Beteiligungen AG, Aktiengesellschaft für die Neue Zürcher Zeitung, Kessler&Co AG, EBS Services Company Limited (Chairman). He has served on the CREALOGIX Board of Directors since 2001. His professional career began at the district court of Meilen, followed by the legal department of Ringier AG and then a large US law firm. He has been a partner at Wenger&Vieli AG, a Zurich-based business law firm, since 1989.

3.2 Other activities and vested interests

Information on other activities and vested interests is disclosed together with the curricula vitae on pages 15 to 17.

The law firm of Wenger&Vieli AG provides consulting services for the CREALOGIX Group.

The compensation is listed in the remuneration report starting on page 32.

3.3 Allowed number of mandates

According to article 31 of the articles of association, a member of the board of directors may at the same time take on a maximum of 13 mandates outside the CREALOGIX Group, of which a maximum of three may be in listed companies and a maximum of 10 mandates in non-listed companies. If the mandates assumed relate to legal entities that belong to the same group or are similarly related in terms of management, these mandates are considered a single mandate. There are no restrictions on the number of mandates for mandates assumed in legal entities that are directly or indirectly controlled by the CREALOGIX Group or if, in exercising the function for the CREALOGIX Group, a mandate in another, related legal entity is exercised.

Mandates exercised in associations, non-profit organisations, foundations, trusts or pension funds are not part of the above mentioned limitation, a maximum of eight such mandates are allowed.

3.4 Election and terms of office

The members of the Board of Directors and the Compensation Committee were elected by the Shareholders' Meeting held on 30 October 2017 for a new term of office of one financial year following the entry into force of the new Ordinance against Excessive Compensation with respect to Listed Stock Corporations (VegüV). Re-election is allowed.

Information concerning the term of office of the current members of the Board of Directors is listed in the following table:

	Function	Elected since SM
Bruno Richle	Chairman	1996
Dr. Richard Dratva	Vice Chairman	1996
Dr. Christoph Schmid	Member	2000
Jean-Claude Philipona	Member	2005
Ralph Mogenicato	Member	2016

3.5 Internal organisation

Responsibilities and competencies

The Board of Directors convenes as often as required by business, at a minimum four times per year. In the financial year 2017/2018 the board met four times for meetings of four to five hours. One additional meeting was conducted as conference call. The CEO, CFO and other members of the Executive Board as required took part in the meetings.

The Board of Directors has a quorum if the majority of its members are present. The board makes its decisions with the majority of votes cast. In case of a tie, the Chairman's vote is decisive. The Board of Directors is responsible for defining corporate strategy, the supervision of the corporation and the establishment of its organisation, the appointment and recall of members of the Executive Board as well as the definition of accounting, financial planning and financial controlling. The board decides upon acquisitions and sets annual targets as well as the annual and investment budget for the Group.

The Annual Report 2017/2018 was passed at the meeting of the Board of Directors on 12 September 2018.

Committees

The Board of Directors has formed an Audit Committee and a Compensation Committee. The Audit Committee supports and advises the Board of Directors in questions of financial reporting, internal controlling, composition of half-yearly and annual reports as well as collaboration with and evaluation of the services of the Group Auditor. The Audit Committee is composed of non-executive members of the Board of Directors. Currently, Jean-Claude Philipona (Chairman) and Dr. Christoph Schmid form the Audit Committee. The Audit Committee convenes three times yearly as a rule. The CFO, Philippe Wirth, takes part in the meetings. In the financial year 2017/2018, the Audit Committee met three times for meetings of four to five hours. Representatives of the auditor were present at all of the meetings.

The Compensation Committee is responsible for the formulation of recommendations to the Board of Directors about the compensation of the members of the board and the Executive Board as well as the allotment of share-based payments. The committee prepares the human resource planning on the level of the Board of Directors and the Executive Board. This includes the definition of criteria for the selection of candidates and the preparation of the selection process as well as succession planning and promotion of young employees. The committee is composed of the following non-executive members: Dr. Christoph Schmid (Chairman) and Ralph Mogenicato. The Compensation Committee convenes twice yearly as a rule. In the 2017/2018 financial year, the committee met three times for meetings of two to three hours.

In all cases, resolutions remain reserved to the Board of Directors.

3.6 Definition of areas of responsibility

As far as allowed by law and the Articles of Association, the Board of Directors delegates the entire business execution and responsibility to the Executive Board ('Group Management').

In particular, the following responsibilities inhere to the Executive Board regarding the operative organisation and leadership of the CREALOGIX Group:

- Monitoring of on-going business
- Keeping of the accounts and establishment of the budget
- Implementation and maintenance of the internal control system (ICS)
- Arrangement of the organisation of leadership between the Group Management and the management bodies of business units
- Engagement and dismissal of personnel, in as much as this is not reserved for the Board of Directors
- Preparation and execution of the resolutions and directives of the Board of Directors
- Development of the basis for decisions for the attention of the Board of Directors concerning acquisitions, significant investments, cooperation, etc.
- Reporting on the course of business for the attention of the Board of Directors
- Observance and fulfillment of legal publication obligations pertinent to the stock exchange following the orientation of the Board of Directors in advance

3.7 Information and controlling tools vis-à-vis the Executive Board

The board of directors ensures that the executive committee establishes and maintains an internal control system (ICS), which is tailored to the dimensions of the CREALOGIX Group and the risks involved in its business activities. The external auditors review the existence of the ICS as part of its annual audit and submit an annual report to the board of directors.

The Executive Board reports to the Board of Directors on a monthly basis regarding the current business situation. The information is based on the internal management reports and includes the current and budget data as well as regular projections based on current trends and expectations. This written report is supplemented at each board meeting by verbal reports from the executive committee.

In special cases the Chief Executive Officer informs the board of directors about the specific issue promptly in writing and/or verbally. The chairman of the board of directors also maintains regular contact with the Chief Executive Officer and the Chief Financial Officer and is informed by them about all business transactions and matters of fundamental importance. Outside the meetings of the board of directors, each member can request information from persons responsible for management concerning the course of business and, with authorisation from the chairman, individual transactions.

Furthermore the Board of Directors is guaranteed to receive information immediately because one member of the Group Management also sits on the Board of Directors.

4 Executive Board

4.1 Members of the Executive Board

The Executive Board assumes the operative functions and represents the CREALOGIX Group externally. As of 30 June 2018, the Executive Board consists of six members, one of whom is executive member of the Board of Directors. David Moreno, Executive Vice President Spain, joined the management team in 2018 after a successful merger with Innofis, a leading digital banking supplier for the Middle East.

As of 30 June 2018, the members of the Executive Management are:

Thomas Avedik, 1961

**President of the Executive Board & Chief Executive Officer of the CREALOGIX Group,
Dipl. Ing. ETH, Swiss citizen.**



After studying at ETH in Zurich, Thomas Avedik conceived and developed mathematical and statistical simulation models. In 1991, he joined UBS AG and from 1997 he was in charge of the design and upgrade of UBS e-banking. In addition to projects such as the implementation of the UBS market data system for clients and advisors and the design and implementation of an e-banking security solution, he developed the global e-banking-strategy of UBS. Since 1 July 2007, he has been CEO CREALOGIX E-Banking. On 1 January 2016, Thomas Avedik has been appointed President of the Executive Board & Chief Executive Officer of the CREALOGIX Group.

Richard Dratva, 1964

**Board of Directors Vice President & Chief Strategy Officer of the CREALOGIX Group,
Dr. oec. HSG, Swiss citizen.**

For detailed information see page 16.



Philippe Wirth, 1972

**Chief Financial Officer of the CREALOGIX Group,
Member of the Executive Board,
lic. oec. publ., Swiss citizen.**



Philippe Wirth has longstanding experience in Finance and Accounting as well as business transformation programs. At Mettler-Toledo, he held between 2000 and 2003 several senior management positions in Group Accounting and was from 2003 Head of Finance and Controlling at Mettler-Toledo Group subsidiaries in Switzerland and the USA. From 2008 to 2017, Philippe Wirth was the program director of a global business transformation project at Mettler-Toledo that included all processes in sales, service, production, development, finance and IT in Europe, the USA and China.

Since May 2017, Philippe Wirth is Chief Financial Officer of the CREALOGIX Group and member of the Executive Board.

Volker Weimer, 1964

**Executive Vice President Germany
Member of the Executive Board,
Business Economist (ADV), German citizen.**



After graduating in Business Administration at the Fachhochschule Böblingen, Volker Weimer became a specialist in the areas of Banking and IT. In his leadership role, he developed a banking system for Fiducia back in 1993.

From 1996 to 2007, as Senior Vice President Solution-Center Financial Services for System Integration, he was responsible for the development and the operational responsibility of various consulting and project transactions in the banking area at debis Systemhaus/T-Systems.

Until the end of 2014, he was a member of the Executive Board at COR&FJA (today msg-Life), responsible for Banking/CORE-Banking-Software.

He joined CREALOGIX as Executive President Germany on 1 January 2015 and has been a member of the Executive Board since 1 January 2016.

Marc Stähli, 1966

**Senior Vice President Global Sales
Member of the Executive Board,
Swiss citizen.**



After his final school examinations Marc Stähli programmed applications for the financial sector. From 1993 to 2001 he developed his career at Compuware, where he moved into sales after a short time. After eight years with the company he became European Sales Director. Following this, he took over sales responsibility at WebGain Inc. as a Sales Director for Central EMEA. From 2002 to 2006 he was CEO of Triamun AG and member of the Board of Directors of Galenica Group. In 2006 he founded the management consulting firm Sellcor GmbH where he advised Swiss and German customers on complex sales matters. In 2014 he took over an advisory mandate at CREALOGIX. Since December 2015, he has been Head of Sales and Chief Marketing Officer of the CREALOGIX Group. He was appointed as a member of the Executive Board on 1 January 2016.

David Moreno, 1974

**Executive Vice President Spain
Member of the Executive Board
MBA, Spanish Citizen.**



After graduating in Management and Business Administration at the University of Autònoma de Barcelona in 1993, David Moreno specialized in the Financial Services and Insurance market. He entered the financial services sector through Caixa Sabadell (BBVA today) where he held several responsibilities on sales and marketing within retail and corporate banking. After graduating with an MBA at the ESADE business school, David Moreno headed the banking and insurance division at Thales, including responsibilities in strategy, sales, business development, operations and marketing. After this, he joined Innofis as CEO in 2012, where he was responsible for 120 members of staff and where he led the company to a revenue of over CHF 10 million. David Moreno joined the CREALOGIX as Executive Vice President Spain and Member of the Executive Board in 2018 after the successful merger.

4.2 Other activities and vested interests

Additional activities and commitments of interest of Dr. Richard Dratva, Chief Strategy Officer, are disclosed on page 16. No other members of Group Management had reportable activities or commitments of interest.

4.3 Allowed number of mandates

According to article 31 of the articles of association, a member of executive committee may at the same time take on a maximum of four mandates outside the CREALOGIX Group, of which a maximum of two may be in listed companies and a maximum of two mandates in non-listed companies. If the mandates assumed relate to legal entities that belong to the same group or are similarly related in terms of management, these mandates are considered a single mandate. There are no restrictions on the number of mandates for mandates assumed in legal entities that are directly or indirectly controlled by the CREALOGIX Group or if, in exercising the function for the CREALOGIX Group, a mandate in another, related legal entity is exercised.

Mandates exercised in associations, non-profit organisations, foundations, trusts or pension funds are not part of the above mentioned limitation, a maximum of six such mandates are allowed.

4.4 Management contracts

No management contracts have been established.

5 Compensation and share-based payments

Compensation to related persons or parties is disclosed in the remuneration report on page 32ff.

6 Shareholder participation rights

Participation and custody rights of shareholders comply with the stipulations of Swiss stock corporation law.

6.1 Voting rights restrictions and representation

See Articles of Association, Art. 14.

There are no restrictions on voting rights. Every shareholder can have shares represented by proxy at the Shareholders' Meeting by another person (not necessarily a shareholder) with written power of attorney or by the independent proxy designated by the Board of Directors. Corporate bodies and depositaries may no longer serve as proxies pursuant to Art. 8 and 30 of the Ordinance against Excessive Compensation with respect to Listed Stock Corporations (VegÜV).

6.2 Statutory quorum

See Articles of Association, Art. 15.

The Shareholders' Meeting votes and passes its resolutions with the absolute majority of the attendant and proxy share votes to the extent that legal regulations or Articles of Association do not prescribe a qualified majority for passage of a resolution as mandatory.

The Articles of Association of CREALOGIX Holding AG foresee no special quorum above and beyond the stipulations of stock corporation law.

6.3 Convening the Shareholders' Meeting

See Articles of Association, Art. 9 and Art. 29.

The Shareholders' Meeting is convened by the Board of Directors. The calling of the meeting must occur at the latest 20 days before the date of the Shareholders' Meeting. The invitation to shareholders occurs through publication in the Swiss Official Gazette of Commerce. The Board of Directors can designate other avenues of publication. Provided that the names and addresses of all shareholders are known to the company and legal regulations or Articles of Association do not stipulate other procedures as mandatory, the invitation to shareholders can also be conducted as legally valid in letter form to all the addresses listed in the Register of Shareholders. In this instance, a publication in the Swiss Official Gazette of Commerce can be omitted.

6.4 Inclusion of items on the agenda

See Articles of Association, Art. 9, 10.

In convening the Shareholders' Meeting, the items of discussion as well as the proposals of the Board of Directors and of the shareholders that require a Shareholders' Meeting to be held must be made known. Furthermore, items of discussion and proposals must be placed on the agenda if, pursuant to OR Art. 699 (3), they were submitted in writing before the meeting was called to the Board of Directors by shareholders who jointly represent at least ten per cent of the share capital or a value of at least one million Swiss francs.

6.5 Registration of shares

See Articles of Association, Art. 5.

The Board of Directors administers a Register of Shareholders for registered shares in which the owners and benefactors are listed with name and address or with company name and headquarters location. Only those persons registered as shareholders in the Register of Shareholders are held as shareholder or beneficiary about the corporation. The Register of Shareholders will be closed ten days before the Shareholders' Meeting. Shareholders not listed in the register by this date have no voting rights at the Shareholders' Meeting.

7 Change in control and defensive measures

7.1 Obligation to announce a public takeover offer

The CREALOGIX Holding AG Articles of Association contain neither an opting-out nor an opting-up clause. Whoever acquires more than of one-third (33 ⅓ per cent) of the share capital of the corporation is required in accordance with the Federal Act on Stock Exchanges and Securities Trading (BEHG, Art. 32) to submit a public takeover offer for the remaining shares.

7.2 Change-in-control clauses

No change-in-control clauses have been incorporated into agreements with members of the Board of Directors, members of Executive Board or other members of management (no 'golden parachutes').

8 Auditor

8.1 Duration of mandate and term of office of lead auditor

PricewaterhouseCoopers AG in Zurich has served as the auditor of CREALOGIX Holding AG since 2 November 2009. The lead auditor since 31 October 2016 is Oliver Kuntze. The rotation plan of the lead auditor complies with the law and thus is seven years. The auditor is elected by the Shareholders' Meeting in each case on an annual basis for one year. It conducts its work within the scope of the pertinent legal regulations as well as in compliance with the principles of the profession.

8.2 Auditing fees

In the 2017/2018 financial year, the agreed audit fees for PricewaterhouseCoopers AG in Zurich amounted to CHF 176 thousand (previous year: CHF 153 thousand).

8.3 Additional fees

In the 2017/2018 financial year, PricewaterhouseCoopers AG provided further services of CHF 200 thousand (previous year: none), mainly in connection with the acquisition of Innofis.

8.4 Information tools of external auditors

The auditors inform the Executive Board and Board of Directors regularly concerning determinations and suggestions for improvement, especially in respect of the annual financial statements and the internal control system.

At least once per year, a meeting of the Audit Committee takes place at which representatives of the auditing company take part and provide information on its determinations, particularly regarding the annual financial statements. The Audit Committee itself informs the Board of Directors of these findings.

The Audit Committee assesses the performance of the auditor based, among other parameters, on criteria such as punctuality, efficiency in collaboration and clarity of statements and reports to the Board of Directors accordingly.

9 Information policy

CREALOGIX Holding AG informs its shareholders and the capital markets openly, currently and with the greatest possible transparency. The most important vehicles of information are the Annual and Half-Year Report, the website (crealogix.com), information to the media, the presentation of the balance sheet for journalists and analysts as well as the Shareholders' Meeting. As an exchange-listed company, CREALOGIX Holding AG is obligated to publish information relevant to its stock price (Ad hoc publicity, Art. 72, Listing Rules). The Listing Rules of the SIX Swiss Exchange can be found under https://www.six-exchange-regulation.com/dam/downloads/regulation/admission-manual/listing-rules/03_01-LR_en.pdf

Inquiries about CREALOGIX can be addressed to the following persons responsible for Investor Relations:

Philippe Wirth

Chief Financial Officer

T +41 58 404 80 00

philippe.wirth@crealogix.com

Dr Richard Dratva

Board of Directors Vice President & Chief Strategy Officer

T +41 58 404 80 00

richard.dratva@crealogix.com

Share

Key figures – shares

Share capital in CHF	11 102 160
Total number of outstanding shares	1 387 770
of which publicly traded	1 387 770
in %	100.00%
Equity (carrying amount) per share in CHF	51.2
Earnings per share in CHF, undiluted	0.01
Share prices in CHF	
30 June 2018	150.00
High (9 January 2018)	180.00
Low (29 August 2017)	116.50
on issue day (7 September 2000)	200.00
Market capitalisation in CHF million⁹⁾	
30 June 2018	208.2
High (9 January 2018)	249.8
Low (29 August 2017)	161.7
on issue day (7 September 2000)	277.6
Market capitalisation (30 June 2018)	
in % of operating revenue	238.9
in % of equity	293.0
Trading volume in CHF million	
1 July 2017 to 30 June 2018	63.3

Trading platform and ticker symbols

Registered shares (at nominal value CHF 8) of CREALOGIX Holding AG have been listed on the SIX Swiss Exchange since 7 September 2000 under the identification number 1 111 570.

Ticker symbols	
Telekurs	CLXN
Reuters	CLXZn. S
Bloomberg	CLXN SW

Dividend policy

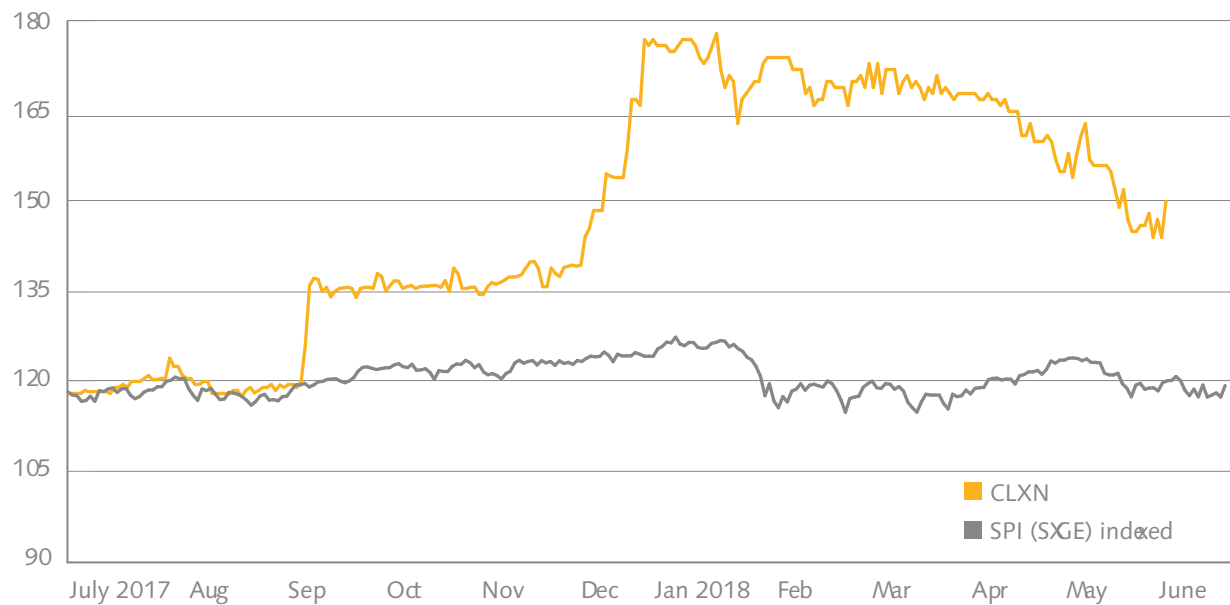
The Board of Directors will propose to the Shareholders' Meeting of 29 October 2018 not to distribute a dividend or a share premium for the 2017/2018 financial year and to allocate current year profit to the retained earnings.

Articles of Association

The Articles of Association can be accessed under: <https://files.crealogix.com/group/corporate-governance/CREALOGIX-Articles-of-Association.pdf>

Share price from 1 July 2017 to 30 June 2018

All amounts in CHF



Symbols	High	Low	Year-on-year % change
CLXN	180.00	116.50	31.00 (26.05%)
SPI (SXGE)	11 040.77	9 922.07	157.69 (1.55%)

Distribution to Shareholders

	2014/2015	2015/2016	2016/2017
Distribution of share premium per share in CHF	2.00	0	0.50
Total distribution to shareholders in CHF thousand	2 126	0	559