

To our dear and loyal customers,

DS Fiduciaire, Duc & Fils SA would like to inform you of the main changes and procedures regarding the above-mentioned Federal Law.

### **1) Information and Changes to the Law**

- The Board of Directors is responsible for keeping a register of company shareholders and beneficial owners
- Shareholders holding bearer shares have **until 1<sup>st</sup> May 2021** to declare themselves to the company's Board of Directors as beneficial owners in order to assert their rights
- Any limited company not quoted on the stock exchange and having bearer shares (or profit-sharing certificates) must convert them into registered shares (or profit-sharing certificates) with 18 months, **namely, by 1<sup>st</sup> May 2021 at the latest**

### **2) Procedures to be undertaken**

- Approval of the conversion of bearer shares/certificates into registered shares/certificate by the general meeting of shareholders (minutes to be taken)
- Approval by a simple majority will suffice to validate the change
- Articles of Association to be changed by a notary appointed by the Board of Directors
- Submission of a request to the regional Register of Commerce Office

### **3) Consequences of inaction once the 1<sup>st</sup> May 2021 deadline has passed**

- The conversion into registered shares will be made automatically by the Register of Commerce Office. From that moment, no requests will be accepted by the clerk until the change to the Articles of Association has been made
- Obligations not fulfilled by the Board of Directors may be penalised by the imposition of a fine of up to CHF 10,000.00
- The company rights (vote) of shareholders who have failed to declare themselves will be suspended as from 1<sup>st</sup> May 2022 and their economic rights (dividends) will be withdrawn
- Shareholders who can no longer exercise their rights in the company must seek legal redress (application for inclusion in the register of shareholders) within 5 years of the law coming into force, namely by 1<sup>st</sup> November 2024. They will also be liable to a penalty of 10,000.00 for having failed to comply
- Shares that have not been identified after 1<sup>st</sup> November 2024 will automatically be converted into own-shares, with the legal and fiscal consequences that may derive therefrom

- On expiry of the 1<sup>st</sup> November 2024 deadline, shareholders unwittingly aggrieved may apply for compensation from the company within 10 years from their invalidation, namely until 1<sup>st</sup> November 2034

Sierre, 10 February 2020

***DS Fiduciaire, Duc & Fils SA***