

MINUTES
of the
2023 Extraordinary General Meeting of Shareholders
(the Meeting)
of
WISeKey International Holding Ltd
(WISeKey or the Company)

at SIX ConventionPoint, Pfingstweidstrasse 110, 8005 Zurich, Switzerland

held on April 27, 2023, 2.00 pm CET – 3:00 pm CET

I. General

1. Attending Member of the Board of Directors

Carlos Moreira	President of the Board of Directors (the Board), chairing the Meeting
Peter Ward	Member of the Board, secretary of the Meeting

2. Members of the Board of Directors Not Attending

David Fergusson	Member of the Board of Directors
Jean-Philippe Ladisa	Member of the Board of Directors
Eric Pellaton	Member of the Board of Directors
María Pía Aqueveque Jabbaz	Member of the Board of Directors
Cristina Dolan	Member of the Board of Directors

3. Other Attendees / Roles

Peter Ward	Secretary
Raphael Keller (Anwaltskanzlei Keller AG)	Independent Proxy
Ms. Christine Annette Abegg	Representative of notary public office, Aussersihl-Zürich
Philipp Kegele	BDO SA, Zurich
Angélique Faoro, David Briffod	Vote counters

II. Meeting

1. Presence

Of the total share capital of CHF 7,807,144.78, which is divided into 40,021,988 shares with a par value of CHF 0.01 each (the **Class A Shares**) and 148,138,498 shares with a par value of CHF 0.05

each (the **Class B Shares**), the total number of registered shares of the Company represented at this Meeting is as follows.

Shares represented by the Independent Proxy	
Number of Class A Shares: 40,021,988	Aggregate nominal value of the Class A Shares: 400,219.88
Number of Class B Shares: 17,373,599	Aggregate nominal value of the Class B Shares: CHF 868,679.95

In total, 57,395,587 voting rights, representing 30.50% of the Company's total voting rights, and an aggregate par value of CHF 1,268,899.83, representing 16.25% of the Company's total share capital, are represented by the Independent Proxy.

Shareholders present in person or represented	
Number of Class A Shares: 0	Aggregate nominal value of the Class A Shares: 0
Number of Class B Shares: 422,237	Aggregate nominal value of the Class B Shares: CHF 21,111.85

In total, 422,237 voting rights, representing 0.22% of the Company's total voting rights, and an aggregate par value of CHF 21,111.85, representing 0.27% of the Company's total share capital, are personally present or represented by third parties.

Overall, there are therefore present or represented at the Meeting 57,817,824 voting rights, representing 30.73% of the Company's total voting rights, and an aggregate par value of CHF 1,290,011.68, representing 16.52% of the Company's total share capital.

The absolute majority of the votes represented at the Meeting is 28,908,913, two-thirds of the votes represented at the Meeting is 38,545,216, and the simple majority of the aggregate nominal value represented at the Meeting is CHF 645'006.

2. Constitution

Carlos Moreira, President of the Board, takes the chair of the Meeting.

After introductory administrative notes, the Chair formally declares the Meeting open.

The Chair calls specific attention to the fact that an audio recording is being made of the entire Meeting.

The Chair introduces the persons attending the Meeting, including the Independent Proxy, the notary public, and the representative of the Company's statutory auditor, BDO SA.

The Chair appoints Peter Ward as secretary of the Meeting and Angélique Faoro and David Briffod as vote counters.

The Chair then turns the floor over to the Secretary, who makes the following formal observations:

- The invitation to the Meeting (the **Invitation**), including the agenda items and proposals of the Board, have been (i) published in the Swiss Official Gazette of Commerce in accordance with

the Swiss Code of Obligations (**CO**) and the articles of association of the Company (the **Articles**) on April 4, 2023 and (ii) sent by post on April 5, 2023 to the shareholders registered in the Company's share register;

- The 2021 consolidated and statutory financial statements and the respective audit reports thereon (the **2021 Financial Statements**), an information brochure (the **Information Brochure**) and a registration statement on Form F-1 as declared effective by the U.S. Securities and Exchange Commission (the **Registration Statement**) have been made available for inspection by the shareholders at the Company's registered office and on the Company's website;
- The Information Brochure and the Registration Statement contain detailed explanations on agenda items 1 and 2 of the Meeting;
- No shareholder had requested any further agenda items for the Meeting;
- The Chair notes that the members of the Board not attending the Meeting in person have waived their right to participate at the Meeting and to submit proposals; and
- In accordance with article 689c para. 5 CO, the Independent Proxy has provided the Company with general information on the instructions received from shareholders prior to the Meeting, starting only from April 24, 2023, *i.e.*, on the third working day prior to the Meeting. More specifically, the Independent Proxy has informed the Company, for each proposal on the agenda, of the total number of "FOR", "AGAINST", and "ABSTAIN" votes received up to the respective point in time, as well as of the instructions given to it with respect to new or amended proposals.

The Secretary then confirms that the Meeting has been duly convened and declares the Meeting open. He turns the floor over to the Chair.

The Chair explains that he will guide the Meeting through the agenda items as set out in the Invitation and, after each agenda item, give shareholders the opportunity to ask questions, make statements and submit proposals. Thereafter, the respective item will be submitted to a vote. The results of all votes will be presented at the end of the Meeting, after all items on the agenda have been presented and voted on.

The Chair declares that the voting will be carried out openly, by scanning the QR codes on the admission cards of shareholders who wish to vote "AGAINST" or "ABSTAIN" from voting on an agenda item. The votes of shareholders who wish to vote "FOR" an agenda item will be determined by reference to the aggregate number of votes and capital represented at the Meeting, taking into account the scanned votes of those shareholders who have "AGAINST" or who "ABSTAIN" from voting.

3. Formal Business of the Meeting

The Chair proceeds to the items on the agenda to be voted on at the Meeting as set out below.

3.1. Agenda Item 1 / Distribution of an Extraordinary Dividend in Kind in the Form of Ordinary Shares in SEALSQ

The Chair gives a presentation of SEALSQ Corp. (**SEALSQ**) and its business and summarizes the key aspects of the proposed dividend distribution (the **Dividend Distribution**). He indicates in particular that further details on the background and the business of SEALSQ and the proposed Dividend Distribution are included in the Information Brochure and the Registration Statement, which were made

available to the shareholders at the Company's registered office and on the Company's website as from the date of the Invitation.

The Chair states that BDO SA, the Company's auditor, has confirmed in a report dated March 17, 2023 (the **Audit Report**) that the Dividend Distribution on the basis of the 2021 Financial Statement complies with Swiss law and the Articles. The Chair also confirms that BDO SA does not have any additional comments on the Audit Report.

The Chair then explains that the Board recommends that the Dividend Distribution be approved.

The Chair opens the floor for questions to and comments on this item on the agenda. No questions or comments are raised.

The Chair declares that since there are no questions on the agenda item, the item will be put to a vote. He asks all shareholders who wish to vote "AGAINST" or "ABSTAIN" from voting to raise their hands, so that the vote counters can scan their admission cards. The vote counters scan the admission cards accordingly.

3.2. Agenda Item 2 / Release of Capital Contribution Reserves to Other General Reserves in an Amount Equal to the Difference Between the Market Value and the Book Value of the Special Dividend

The Chair explains that the Board proposes to release capital contribution reserves as shown in the 2021 Financial Statements to other general reserves from capital contribution in an amount equal to the difference between the market value and the book value of the Dividend Distribution (the **Release**). The Chair then explains the reasons of the proposed Release.

The Chair explains that Company's statutory auditor, BDO SA, has confirmed to the Company that the Release is in accordance with Swiss law and the Articles, and that BDO SA does not have any additional comments on the Release.

The Chair then explains that the Board recommends that the proposal be approved.

The Chair opens the floor for questions to and comments on this item on the agenda. No questions or comments are raised.

The Chair declares that since there are no questions on the item on the agenda, the item shall now be put to a vote. He asks all shareholders who wish to vote "AGAINST" or "ABSTAIN" from voting to raise their hands, so that the vote counters can scan their admission cards. The vote counters scan the admission cards accordingly.

3.3. Agenda Item 3 / Amendment to the Articles of Association

The Chair explains that the Board proposes to amend the Articles by including a new provision that will allow the Company to hold meetings in Switzerland and abroad, as hybrid meetings or in virtual only meetings.

The Chair then explains that the Board recommends that the proposal be approved.

The Chair opens the floor for questions to and comments on this item on the agenda. No questions or comments are raised.

The Chair declares that since there are no questions on the item on the agenda, the item shall now be put to a vote. He asks all shareholders who wish to vote "AGAINST" or "ABSTAIN" from voting to raise

their hands, so that the vote counter can scan their admission cards. The vote counters scan the admission cards accordingly.

4. Tabulation of Votes

After a short intermission, the Chair explains that the votes with respect to all items on the agenda have been tabulated and that the voting results will be presented shortly. He reiterates that under Swiss law and the Articles, the approval of all agenda items except agenda item no. 3 requires the affirmative vote of the absolute majority of the votes represented at the Meeting. The approval of agenda item no. 3 requires the affirmative vote of two-thirds of the votes and the simple majority of the aggregate nominal value of the shares, each as represented at the Meeting.

5. Voting and Results

The Chair announces the voting results by transmitting them to a screen in the Meeting room:

Agenda Item 1		
For	Against	Abstain
56,345,730	1,296,053	176,041
97.45%	2.24%	0.30%

Agenda Item 2		
For	Against	Abstain
55,769,325	1,780,078	268,421
96.46%	3.08%	0.46%

Agenda Item 3		
For	Against	Abstain
53,437,115	3,845,729	534,980
92.42%	6.65%	0.93%
CHF 1,070,976.23	CHF 192,286.45	CHF 26,749
83.02%	14.91%	2.07%

The Chair reports that all proposals have received the prerequisite number of "for" votes. He confirms that the shareholders have approved all agenda items, including agenda item no. 3, for which a qualified majority was required.

The Chair declares the Meeting closed at 3:00 pm CET.

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Zurich, April 27, 2023

Chair:

Carlos Moreira

Secretary:

Peter Ward