

***This English version is a translation of the original German invitation and is for information purposes only. In case of a discrepancy, the German original will prevail.***

## **Invitation**

to the 106<sup>th</sup> Annual General Meeting taking place on Thursday, April 11, 2019, at 10.30 a.m. at the Credit Suisse's Landgut Bocken, Bockenweg 4, 8810 Horgen (doors open at 10.00 a.m.)

## **Agenda and motions proposed by the Board of Directors**

### **1. Introduction by the Chairman**

### **2. Report on the fiscal year 2018**

### **3. Approval of the annual report 2018, the financial statements 2018 and the consolidated financial statements 2018, as well as acknowledgement of the statutory auditor's reports**

The Board of Directors proposes to approve the annual report 2018, the financial statements 2018 and the consolidated financial statements 2018.

### **4. Advisory vote on the Compensation Report 2018**

The Board of Directors proposes to acknowledge and approve the Compensation Report 2018 in a non-binding advisory vote.

### **5. Discharge of the members of the Board of Directors and the Management**

The Board of Directors proposes to discharge all members of the Board of Directors and the Management for their actions in the financial year 2018.

### **6. Appropriation of the retained earnings**

|   |     |              |
|---|-----|--------------|
| Unappropriated retained earnings from previous year | CHF | 524'718'661  |
| Net income 2018                                     | CHF | 20'069'487   |
| Dividend paid                                       | CHF | - 64'431'360 |
| Total available unappropriated retained earnings    | CHF | 480'356'788  |

#### Motion by the Board of Directors

|   |     |             |
|---|-----|-------------|
| Payment of a dividend of CHF 40.00 per bearer share | CHF | 57'272'320  |
| Earnings carried forward                            | CHF | 423'084'468 |
| Total   | CHF | 480'356'788 |

## **7. Elections**

### *7.1 Election of the Board of Directors and the Chairman*

The Board of Directors proposes the re-election of Lukas Braunschweiler, Vanessa Frey and Jacques Sanche as members of the Board of Directors as well as the re-election of Beat Siegrist as a member of the Board of Directors and its Chairman (in one vote) individually for a one year term.

### *7.2 Election of the Compensation Committee*

The Board of Directors proposes the re-election of Jacques Sanche and Vanessa Frey and the election of Beat Siegrist as members of the compensation committee individually for a one year term.

### *7.3 Election of the independent proxy*

The Board of Directors proposes the re-election of Proxy Voting Services GmbH, Zürich, Managing Director Dr. René Schwarzenbach, as independent proxy for an additional term of one year until the conclusion of the next Ordinary General Meeting of Shareholders.

### *7.4 Election of the statutory auditor*

The Board of Directors proposes the re-election of Deloitte AG, Zurich, as statutory auditors for an additional term of one year.

## **8. Approval of remunerations**

### *8.1 Approval of the maximum total remuneration for the Board of Directors*

The Board of Directors proposes the approval of the maximum total remuneration of CHF 630'000 (including contributions to pension plans and other social security contributions) for the members of the Board of Directors for their term of service until the Ordinary General Meeting of Shareholders in 2020.

#### *Explanation*

In accordance with Art. 10a, para. 1, no. 1 of the Articles of Incorporation, the Board of Directors proposes to approve the maximum total remuneration for the members of the Board of Directors at the amount of CHF 630'000 for the period until the Ordinary General Meeting of Shareholders in 2020. Details of the remuneration to the members of the Board of Directors can be found in the Articles of Incorporation and the Compensation Report.

### *8.2 Approval of the maximum total remuneration for the Management*

The Board of Directors proposes the approval of the maximum total remuneration of CHF 4'000'000 (including contributions to pension plans and other social security contributions) for members of the Management for the financial year 2020.

#### *Explanation*

In accordance with Art. 10a, para. 1, no. 2 of the Articles of Incorporation, the Board of Directors proposes to approve the maximum total remuneration to the members of the Management at the amount of CHF 4'000'000.

For their service, the members of the Management receive a fixed base salary and as a rule a performance based salary component (including contributions to pension plans and other social security contributions).

The total remuneration proposed by the Board of Directors is the maximum amount for the fiscal year 2020 and includes in addition to the fixed base salary the maximum possible, performance based salary component of up to 200% of the fixed base salary. The payment of the performance based salary component depends on the achievement of the pre-defined corporate goals as well as individual targets of each member of the Management. Further details of the remuneration to the members of the Management can be found in the Articles of Incorporation and the Compensation Report.

## **Organization**

The minutes of the 105<sup>th</sup> Annual General Meeting of April 13, 2018, the annual report 2018 including annual financial statements and consolidated financial statements as well as the reports of the statutory auditors and the proposal of the Board of Directors regarding the appropriation of the available earnings are available to the shareholders at the company's registered office in Steinhausen as of March 22, 2019. Upon request, shareholders will be provided with these documents. Shareholders may order the annual report via email ([info@schweiter.com](mailto:info@schweiter.com)) or via

telephone (+41 (0)41 757 77 00). The annual report is also available for download on [www.schweiter.com](http://www.schweiter.com).

Shareholders who wish to attend or be represented at the Annual General Meeting on April 11, 2019 may receive their entry card and voting material between March 22 and April 8, 2019 at the registered office of the company at Hinterbergstrasse 20, 6312 Steinhausen, Switzerland. In order to obtain the voting material they have to either deposit their shares at the company or send in a deposit certificate issued by their bank. All shares deposited remain blocked until the end of the Annual General Meeting. Shareholders who do not wish to be present in person at the Annual General Meeting may be represented by another person who does not need to be a shareholder or by the independent proxy.

At the Annual General Meeting of April 13, 2018, Proxy Voting Services GmbH, Zürich, managing director Dr. René Schwarzenbach, was elected as independent proxy. Proxy and instructions must be submitted to him no later than April 8, 2019.

Shareholders may also elect to issue an electronic power of attorney to the independent proxy, including voting instructions. To do so, please register at <https://schweiter.shapp.ch>. Shareholder's login data can be found on the voting materials. Electronic power of attorney and instructions or any changes thereto are possible until April 9, 2019 at 8.00pm CET. Shareholders who issued a proxy may no longer attend at the Annual General Meeting.

Steinhausen, March 22, 2019

Schweiter Technologies AG

On behalf of the Board of Directors

Beat Siegrist, Chairman