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INVITATION TO THE ANNUAL GENERAL MEETING

SCHWEITER TECHNOLOGIES AG

WEDNESDAY, 10 APRIL 2024
AT 10.30 A.M. (DOORS OPEN AT 10.00 A.M.)

THEATER CASINO ZUG
ARTHERSTRASSE 2
6300 ZUG

Please note:

This English version is an unofficial translation of the official German version published on 20 March 2024 in the Swiss Official Gazette of Commerce and is for information purposes only. In case of any discrepancies, the German version shall prevail.

SCHWEITER TECHNOLOGIES

AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

1. CHAIRMAN'S INTRODUCTION

2. REPORT ON THE 2023 FINANCIAL YEAR

3. VOTES ON THE FINANCIAL AND NON-FINANCIAL REPORTS FOR THE 2023 FINANCIAL YEAR

3.1 APPROVAL OF THE FINANCIAL REPORTS FOR THE 2023 FINANCIAL YEAR

The Board of Directors proposes that the financial report, the management report, the annual financial statements and the consolidated financial statements for 2023 be approved.

Notes

In its reports to the Annual General Meeting, the auditor KPMG AG has confirmed the management report, the consolidated financial statements and the annual financial statements for the 2023 financial year without restrictions and recommends that they be approved.

3.2 CONSULTATIVE VOTE ON THE REPORT ON NON-FINANCIAL MATTERS FOR THE 2023 FINANCIAL YEAR

The Board of Directors proposes that the report on non-financial matters for the 2023 financial year be approved (consultative vote).

Notes

The report on non-financial matters in accordance with article 964a ff. of the Swiss Code of Obligations was expanded in the 2023 financial year to take account of the extended statutory requirements for non-financial reporting. The vote will cover the sections of the Annual Report indicated on page 55.

4. CONSULTATIVE VOTE ON THE 2023 COMPENSATION REPORT

The Board of Directors proposes that the contents of the 2023 Compensation Report be noted in a non-binding consultative vote.

Notes

The vote on the 2023 Compensation Report is purely consultative. The Compensation Report is presented as a separate chapter of the 2023 Annual Report.

5. DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT

The Board of Directors proposes to discharge all its members and the members of the Executive Management from liability for the 2023 financial year.

Notes

The discharge from liability of the responsible bodies, namely the members of the Board of Directors and Executive Management is an non-transferable authority of the Annual General Meeting in accordance with Art. 698 para. 2 point 7 of the Swiss Code of Obligations. The company is not aware of any facts that would prevent the granting of a full discharge of liability.

6. APPROPRIATION OF AVAILABLE EARNINGS

Free retained earnings (available earnings) from the previous year	CHF	423 881 701
Net income 2023	CHF	44 418 866
Dividend paid	CHF	- 28 636 159
Free retained earnings (available earnings)	CHF	439 664 408

Proposal of the Board of Directors:

Payment of a dividend of CHF 15.00 per share	CHF	21 477 120
Earnings carried forward	CHF	418 187 288
Total	CHF	439 664 408

Notes

The appropriation of available earnings and the dividend payment are based on the financial statements reviewed by the auditors. If the proposal is approved, the dividend will be paid as of 16 April 2024. The last trading day entitling the holder to payment of the dividend is 11 April 2024. Shares will be traded ex-dividend from 12 April 2024.

7. ELECTIONS

7.1 ELECTION OF THE MEMBERS AND THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Board of Directors proposes the election of Daniel Bossard, Vanessa Frey, Lars van der Haegen, Jacques Sanche, Beat Siegrist and Stephan Widrig as members of the Board of Directors, and of Heinz O. Baumgartner as a member and (in the same vote) as Chairman of the Board, all for a term of one year.

Notes

Detailed résumés of all members of the Board of Directors are published in the 2023 Annual Report. These show that all members of the Board of Directors have extensive management experience in international companies. The Board members also represent a wide range of areas of expertise. The size and the composition of the Board of Directors has proven successful.

7.2 ELECTION OF THE NOMINATION AND COMPENSATION COMMITTEE

The Board of Directors proposes the election of Daniel Bossard, Vanessa Frey and Jacques Sanche as members of the Compensation Committee, each for a term of one year.

Notes

See notes to agenda item 7.1.

7.3 ELECTION OF THE INDEPENDENT PROXY

The Board of Directors proposes the election of Proxy Voting Services GmbH, Zurich, as independent proxy for a term of one year until the conclusion of the next Annual General Meeting.

Notes

According to the law, the independent proxy must be elected by the Annual General Meeting each year. The Board of Directors proposes Proxy Voting Services GmbH for reasons of continuity.

7.4 ELECTION OF THE STATUTORY AUDITOR

The Board of Directors proposes the election of KPMG AG, Zug, for a term of one year.

Notes

The association with KPMG AG has proven to be very successful. The Board of Directors is of the view that KPMG AG remains eminently qualified to act as statutory auditor.

8. APPROVAL OF REMUNERATIONS

8.1 APPROVAL OF THE MAXIMUM TOTAL REMUNERATION FOR THE BOARD OF DIRECTORS

The Board of Directors proposes that a maximum total remuneration of CHF 1 200 000 (including contributions to pension plans and other social security contributions) be approved for the members of the Board of Directors for their term of office until the Annual General Meeting in 2025.

Notes

In accordance with Article 10a, para.1, point 1 of the Articles of Association, the Board of Directors proposes to set the maximum total remuneration for the members of the Board of Directors at CHF 1 200 000 for the period until the 2025 Annual General Meeting. The total sum proposed is for the remuneration of a Board of Directors comprising seven members. Details of the remuneration of the members of the Board of Directors can be found in the Articles of Association and the Compensation Report.

8.2 APPROVAL OF THE MAXIMUM TOTAL REMUNERATION FOR THE EXECUTIVE MANAGEMENT

The Board of Directors proposes that a maximum total remuneration of CHF 3 000 000 (including contributions to pension plans and other social security contributions) be approved for members of the Executive Management for the 2025 financial year.

Notes

In accordance with Article 10a, para.1, point 2 of the Articles of Association, the Board of Directors proposes to set the maximum total remuneration for the members of the Executive Management at CHF 3 000 000. For their service, the members of the Executive Management receive a fixed basic 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 2025 financial year and includes the maximum possible performance-based salary component of up to 200% of the fixed base salary in addition to the fixed base salary itself. The payment of the performance-based salary component depends on the achievement of the predefined corporate goals as well as individual targets of each member of the Executive Management. Further details of the remuneration of the members of the Management can be found in the Articles of Association and the Compensation Report.

INFORMATION

DOCUMENTS

The full 2023 Annual Report (including financial and non-financial reports, the Compensation Report, the auditor's reports and the motion on the appropriation of available earnings) has been available at www.schweiter.com since 7 March 2024.

VOTING RIGHTS

Shares entered in the share register with entitlement to vote at 5 p.m. (CEST) on 2 April 2024 carry voting rights. Shareholders who sell their shares after this point are not authorized to vote at the Annual General Meeting.

ADMISSION TICKETS AND VOTING DOCUMENTS

All shareholders entered in the share register on 20 March 2024 will receive this invitation to the Annual General Meeting, the reply slip with power of attorney as well as an addressed and prepaid return envelope. Admission tickets and voting cards will then be provided up to 8 April 2024 at the latest upon registration. Early return of the enclosed registration form will assist in the preparation of the Annual General Meeting.

APPOINTMENT OF PROXY

Shareholders may exercise their voting right via a legal representative or by means of a written power of attorney or a representative of their choice. They may also choose to be represented by the independent proxy. At the Annual General Meeting of April 4 2023, Proxy Voting Services GmbH, Zurich, was elected as independent proxy.

Shareholders may assign powers of attorney and instructions to the independent proxy, Proxy Voting Services GmbH, electronically via schweiter.netvote.ch. They may also use this address to register for the Annual General Meeting and order voting cards and admission tickets. The required personalized login details are enclosed with the voting documents. Changes to instructions given online are possible until 11.59 a.m. (CEST) on 8 April 2024.

ADMISSION

Once issued, admission tickets will cease to be valid if the associated shares are sold before the Annual General Meeting and the sale of such shares is reported to the share register.

LANGUAGE

The Annual General Meeting is conducted exclusively in German.

ELECTRONIC INFORMATION

Should you wish to receive the invitation to the Annual General Meeting in the future in electronic form only, you can select the respective option on schweiter.netvote.ch.

TRANSPORTATION

We would politely request that you travel by public transport if possible. From Zug railway station, it is a pleasant stroll along the lake. You will need to allow around 20 minutes. Alternatively, take the 611 or 605 bus to the "Theater Casino" stop or the 603 to "Bibliothek".

Schweiter Technologies AG
On behalf of the Board of Directors

Heinz O. Baumgartner, Chairman

Steinhausen, 20 March 2024

Schweiter Technologies AG
Hinterbergstrasse 20
6312 Steinhausen, Switzerland
Tel. +41 41 757 77 00

info@schweiter.com
www.schweiter.com
