

# Invitation



## **Annual Shareholders Meeting 2024**

R&S Group Holding AG, Freienbach SZ  
28 May 2024, The Circle, Zurich Airport



## Dear Shareholders,

It is my pleasure to invite you to the first Annual Shareholders Meeting of R&S Group Holding AG, Freienbach SZ, which will be held on 28 May 2024 at 14:00 (doors opening at 13:30) at the premises of The Circle, Zurich Airport.

Please find enclosed the Invitation and Proxy Statement for the Meeting, together with the Agenda and items to be voted.

Whether or not you plan to attend the Annual Shareholders Meeting, your vote is important.

I look forward to welcoming you soon at the Annual Shareholders Meeting.

A handwritten signature in blue ink, appearing to read 'H. Kundert', written in a cursive style.

**Heinz Kundert**  
Chair of the Board of Directors

## AGENDA ITEMS AND MOTIONS BY THE BOARD OF DIRECTORS

- 1. Approval of the annual report, the stand-alone financial statements according to the Code of Obligations and the consolidated financial statements of the group according to SWISS GAAP FER for the financial year ending 31 December 2023 – agenda item no. 1**

### *Proposal of the Board of Directors:*

The Board of Directors proposes to approve the annual report, the stand-alone financial statements according to the Code of Obligations and the consolidated financial statements of the group according to SWISS GAAP FER for the financial year ending 31 December 2023.

### *Reasons:*

In the opinion of the Board of Directors the annual report, the statutory financial statements as well as the SWISS GAAP FER consolidated financial statements have been prepared in compliance with the applicable accounting standards and the Swiss Code of Obligations, as applicable. The annual report and financial statement were further audited by the Company's auditors and opined upon without qualifications. Further, the Board of Directors is of the opinion that there are no specific facts included in the annual report, the statutory financial statements or the SWISS GAAP FER consolidated financial statements, that would warrant a specific and separate discussion. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

- 2. Advisory vote on compensation report – agenda item no. 2**

### *Proposal of the Board of Directors:*

The Board of Directors proposes that shareholders approve the compensation report for the financial year ending 31 December 2023 in an advisory vote.

### *Reasons:*

The Board of Directors is of the opinion that the compensation report has been prepared in compliance with the Swiss Code of Obligations, as applicable, and in compliance with the applicable requirements on the compensations paid. The compensation report was further audited by the Company's auditors and opined upon without qualifications. Further, the Board of Directors is of the opinion that there are no specific facts included in the compensation report that would warrant a specific and separate discussion. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

### 3. Appropriation of available earnings – agenda item no. 3

#### *Proposal of the Board of Directors:*

The Board of Directors proposes the approval of the following appropriation of the balance sheet result of the Company for the financial year ending 31 December 2023:

	in thousands of CHF
Loss for the period from 1 November 2022 to 31 December 2023	-6,634
Offsetting with capital contribution reserves	2,073
Loss carried forward as of 31 October 2022	-5,601
<b>Loss</b>	<b>-10,162</b>
<b>Proposed appropriation</b>	
Loss to be carried forward	-10,162
<b>Balance to be carried forward</b>	<b>-10,162</b>

The Board of Directors proposes the following appropriation of the capital contribution reserves available at the end of the financial year ending 31 December 2023:

	in thousands of CHF
Capital contribution reserves as of 31 October 2022	204,706
Capital increase, including offsetting losses	50,807
<b>Capital contribution reserves as of 31 December 2023</b>	<b>255,513</b>
<b>Proposed appropriation</b>	
Distribution of a dividend from capital contribution reserves of CHF 0.25 per share (excluding treasury shares)	-6,982
<b>Balance to be carried forward</b>	<b>248,531</b>

#### *Reasons:*

As previously announced, the Company is committed to a long-term dividend policy that does not impede the growth of the Group. In view of the Group's excellent annual result, the Board of Directors considers a dividend distribution of CHF 0.25 per share (excluding treasury shares) to be appropriate. This distribution will be made solely from capital contribution reserves and is therefore exempt from withholding tax.

### 4. Report on non-financial matters – agenda item no. 4

#### *Proposal of the Board of Directors:*

The Board of Directors proposes to approve the 2023 report on non-financial matters.

#### *Reasons:*

The Board of Directors is of the opinion that the report on non-financial matters has been prepared in accordance with the applicable legal provisions. The auditors have performed a limited review of certain key performance indicators (KPIs) in their report and have issued a corresponding opinion, as stated in their report, which is included in the report

on non-financial matters. The Board of Directors is also of the opinion that the report on non-financial matters does not contain any specific information requiring in-depth discussion. The Board of Directors therefore submits the above proposal to the Annual General Meeting.

**5. Discharge of the members of the Board of Directors and the Executive Committee – agenda item no. 5**

***Proposal of the Board of Directors:***

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the Executive Committee, as well as all other persons involved in management of the Company, for the financial year ending 31 December 2023.

***Reasons:***

The Board of Directors is of the opinion that the performance of each member of the Board of Directors as well as each member of the Executive Committee during the past financial year warrant the granting of the discharge by the shareholders for the same time period. Nothing has come to the attention of the Board of Directors, that would reasonably lead to a different conclusion. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

**6. Elections – agenda item no. 6**

**6.1. Election of the members of the Board of Directors – agenda item no. 6.1**

***Proposal of the Board of Directors:***

The Board of Directors proposes that the following persons be elected individually as members of the Board of Directors for a term of office of one year, lasting until the conclusion of the next ordinary Annual Shareholders Meeting:

- (a) Heinz Kundert as member (current);
- (b) Beatrix Natter as member (current);
- (c) Andreas Leutenegger as member (current);
- (d) Gregor Greber as member (current); and
- (e) Rolf Lanz as member (current).

***Reasons:***

The Board of Directors, in agreement with the Company's Compensation Committee, deems the current composition of the Board of Directors to be well suited to the Company's needs and that it allows an efficient and well-rounded cooperation within the Board of Directors. Furthermore, all current members of the Board of Directors stand for re-election and no new members of the Board of Directors have been proposed or requested in the past year. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting to reelect the current five members of the Board of Directors.

## **6.2. Election of the Chairperson of the Board of Directors – agenda item no. 6.2**

### ***Proposal of the Board of Directors:***

The Board of Directors proposes that Heinz Kundert be elected as Chairperson of the Board of Directors (current) for a term of office of one year, lasting until the conclusion of the next ordinary Annual Shareholders Meeting.

### ***Reasons:***

The Board of Directors, in agreement with the Company's Compensation Committee, believes the current Chairperson to be well suited to lead the Board of Directors and to suit the Company's needs. As the current Chairperson stands for re-election, the Board of Directors believes that another year with the current Chairperson is in the best interest of the Company and ensures the continuity within the organization of the Board of Directors. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

## **6.3. Election of the members of the Compensation Committee – agenda item no. 6.3**

### ***Proposal of the Board of Directors:***

The Board of Directors proposes that the following persons be elected individually as members of the Compensation Committee for a term of office of one year, lasting until the conclusion of the next ordinary Annual Shareholders Meeting:

- (a) Beatrix Natter as member (current); and
- (b) Rolf Lanz as member (current).

### ***Reasons:***

The Board of Directors deems the current composition of the Compensation Committee to be well suited to the Company's needs. Furthermore, all current members of the Compensation Committee stand for re-election and no new members of the Compensation Committee have been proposed or requested in the past year. Beatrix Natter, in the opinion of the Board of Directors, is to be considered as an independent member of the Compensation Committee in line with the Swiss Code of Best Practice of Economie Suisse as she is not affiliated with the operational management of the Company or major shareholders of the Company. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

## **6.4. Election of statutory auditors – agenda item no. 6.4**

### ***Proposal of the Board of Directors:***

The Board of Directors proposes that Deloitte AG (current) be elected as the statutory auditor of the Company auditors for the financial year from 1 January 2024 until 31 December 2024.

***Reasons:***

The Board of Directors is of the opinion that the current auditors should be re-elected. Deloitte AG is independent and well acquainted with the tasks and procedures of acting as statutory auditors. Nothing has come to the attention of the Board of Directors that the performance of the auditors in the past year has not been satisfactory. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

**6.5. Election of independent proxy – agenda item no. 6.5**

***Proposal of the Board of Directors:***

The Board of Directors proposes that Buis Bürgi AG, Zurich, (current) be elected as the independent proxy of the Company for a term of office of one year, lasting until the conclusion of the next ordinary Annual Shareholders Meeting.

***Reasons:***

The Board of Directors is of the opinion that the current independent proxy should be re-elected. The law firm Buis Bürgi AG is independent and well acquainted with the procedures of acting as independent proxy. Nothing has come to the attention of the Board of Directors that the performance of the independent proxy in the past year has not been satisfactory. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

**7. Approval of compensation – agenda item no. 7**

**7.1. Approval of compensation for the Board of Directors – agenda item no. 7.1**

***Proposal of the Board of Directors:***

The Board of Directors proposes the approval of a maximum total amount of CHF 600,000 for the remuneration of the members of the Board of Directors for the remuneration period from the 2024 Annual General Meeting to the 2025 Annual General Meeting.

***Reasons:***

The Board of Directors, based on the recommendations of the Compensation Committee, believes that the remuneration for the Board of Directors as proposed is appropriate in light of the work to be provided by the members of the Board of Directors and is further in line with the principles of remuneration set out in the Company's articles of association. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.



## 7.2. Approval of compensation for the Executive Committee – agenda item no. 7.2

### *Proposal of the Board of Directors:*

The Board of Directors proposes to approve a maximum amount of CHF 3,500,000 for the compensation of the persons whom the Board of Directors has entrusted with the executive management (meaning the members of the Executive Committee) for the compensation period from 1 January 2025 to 31 December 2025, i.e. the next financial year.

### *Reasons:*

The Board of Directors, based on the recommendations of the Compensation Committee, believes that the remuneration for the Executive Committee as proposed is appropriate in light of the work to be provided by the members of the Executive Committee and is further in line with the principles of remuneration set out in the Company's articles of association. Therefore, the Board of Directors makes the proposal to the Annual Shareholders Meeting indicated above.

## 8. Introduction of a capital band (amendment to the Articles of Association) – agenda item no. 8

### 8.1. Capital band with an upper limit of 120% and authorisation to exclude subscription rights of 10% - agenda item no. 8.1

#### *Proposal of the Board of Directors:*

The Board of Directors proposes to introduce a capital band with an upper limit of 120% of the current share capital and a lower limit of 95% of the current share capital and, for this purpose, to delete and replace the existing article 3.1.1 (*Authorized Share capital*) of the Articles of Association with (after renumbering) the new article 2.1.1 as follows:

#### *2.1.1 Capital band*

*The Board of Directors is authorized during the period until 28 May 2027 to (a) increase the share capital in one or more steps by a maximum of CHF 578,588.20 to CHF 3,471,529.40 (upper limit) by issuing a maximum of 5,785,882 fully paid-up registered shares with a par value of CHF 0.10 each and (b) to reduce the share capital in one or more steps by a maximum of CHF 144,647.10 to not less than CHF 2,748,294.10 (lower limit) exclusively by cancelling registered shares with a nominal value of CHF 0.10 each. Increases and decreases in partial amounts are permitted.*

#### *2.1.1 Kapitalband*

*Der Verwaltungsrat ist in einem Zeitraum bis zum 28. Mai 2027 ermächtigt, (a) das Aktienkapital in einem oder mehreren Schritten um höchstens CHF 578'588.20 auf CHF 3'471'529.40 (obere Kapitalbandgrenze) zu erhöhen durch Ausgabe von höchstens 5'785'882 voll zu liberierenden Namenaktien zum Nennwert von je CHF 0.10 und (b) das Aktienkapital in einem oder mehreren Schritten um höchstens CHF 144'647.10 auf nicht weniger als CHF 2'748'294.10 (untere Kapitalbandgrenze) zu reduzieren, und zwar ausschliesslich durch Vernichtung von Namenaktien mit einem Nennwert von je CHF 0.10. Erhöhungen und Herabsetzungen in Teilbeträgen sind gestattet.*

*In the event of a capital reduction, the amount of the reduction may be distributed to the shareholders in whole or in part and/or booked to the reserves after the decision of the Board of Directors. In the event of a reduction of the share capital pursuant to para. 1, the number of shares by which a capital increase is possible shall increase accordingly and vice versa. The authorization of the Board of Directors to reduce the capital shall include the right to repurchase more than 10% of the share capital, provided that the Board of Directors adopts a corresponding resolution to reduce the share capital in accordance with this Article prior to the repurchase.*

*The exercise of contractually acquired subscription rights and the acquisition of new registered shares are subject to the registration restrictions set out in article 2.4 of the Articles of Association. The Board of Directors shall determine the date of issue of new shares, their issue price, the time, method of payment, the conditions for the exercise of subscription rights and the commencement of dividend entitlement. The Board of Directors may issue new shares by means of firm underwriting or intermediation by a financial institution, a syndicate of financial institutions or another third party and subsequent offer to the existing shareholders or to third parties (provided that the priority subscription rights of the existing shareholders are cancelled or not validly exercised).*

*The Board of Directors is authorized to allow, restrict or exclude the trading or the transfer of subscription rights. The Board of Directors may allow subscription rights that have not been exercised to lapse, or it may place them or shares for which subscription rights have been granted but not exercised at market conditions or at the conditions of the capital increase in which the subscription rights were not exercised, or use them otherwise in the interest of the Company.*

*Furthermore, the Board of Directors is entitled to exclude the shareholders' subscription rights in whole or in part in the amount of maximum 2,892,941 registered shares and to allocate them to third parties, whereby these numbers are reduced in the amount of the subscription rights previously excluded in accordance with this article 2.1.1.*

*Bei einer Kapitalherabsetzung darf der Herabsetzungsbetrag nach dem Entscheid des Verwaltungsrats an die Aktionäre ganz oder teilweise ausgeschüttet und/oder in die Reserven gebucht werden. Bei einer Reduktion des Aktienkapitals nach Abs. 1 erhöhen sich die Anzahl Aktien, um die eine Kapitalerhöhung möglich ist, entsprechend und umgekehrt. Die Ermächtigung des Verwaltungsrats zur Herabsetzung des Kapitals beinhaltet das Recht, mehr als 10% des Aktienkapitals zurückzukaufen, sofern der Verwaltungsrat vor dem Rückkauf einen entsprechenden Herabsetzungsbeschluss gestützt auf diesen Artikel füllt.*

*Die Ausübung von vertraglich erworbenen Bezugsrechten sowie der Erwerb von neuen Namenaktien unterliegen den Eintragungsbeschränkungen gemäss Art. 2.4 der Statuten. Der Verwaltungsrat legt den Zeitpunkt der Ausgabe von neuen Aktien, deren Ausgabepreis, die Art der Liberierung, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Der Verwaltungsrat kann neue Aktien mittels Festübernahme bzw. Intermediation durch ein Finanzinstitut, ein Konsortium von Finanzinstituten oder einen anderen Dritten und anschliessenden Angebots an die bisherigen Aktionäre oder an Dritte (sofern die Bezugsrechte der bisherigen Aktionäre aufgehoben sind oder nicht gültig ausgeübt werden) ausgeben.*

*Der Verwaltungsrat ist ermächtigt, den Handel mit oder die Übertragung von Bezugsrechten zu ermöglichen, zu beschränken oder auszuschliessen. Nicht ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgeübt werden, zu Marktkonditionen bzw. zu den Konditionen der Kapitalerhöhung, bei der die Bezugsrechte nicht ausgeübt wurden, platzieren oder anderweitig im Interesse der Gesellschaft verwenden.*

*Der Verwaltungsrat ist überdies berechtigt, im Umfang von höchstens 2'892'941 Namenaktien das Bezugsrecht der Aktionäre ganz oder zum Teil auszuschliessen und Dritten zuzuweisen, wobei sich diese Zahl im Umfang der im Rahmen dieses Art. 2.1.1 bereits entzogenen Bezugsrechte reduziert,*

- |   |   |
|---|---|
| <ol style="list-style-type: none"> <li>1. <i>for the participation of strategic partners;</i></li> <li>2. <i>for the acquisition of enterprises or parts thereof or interests in enterprises, or for the financing or refinancing of such transactions;</i></li> <li>3. <i>to comply with regulatory requirements that render it difficult or impossible to exercise subscription rights;</i></li> <li>4. <i>to finance a transaction through an exchange of shares;</i></li> <li>5. <i>for the expansion of the shareholder base in certain investor markets or in connection with the admission of the shares to trading on foreign stock exchanges; or</i></li> <li>6. <i>for the participation of employees or members of the Board of Directors or advisory board, in particular by servicing rights to receive shares, which rights are subject to conditions or the expiry of time periods.</i></li> </ol> | <ol style="list-style-type: none"> <li>1. <i>zur Beteiligung von strategischen Partnern;</i></li> <li>2. <i>zur Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen daran oder für die Finanzierung oder Refinanzierung derartiger Transaktionen;</i></li> <li>3. <i>um regulatorischen Anforderungen, die die Wahrnehmung des Bezugsrechts erschweren oder verunmöglichen, zu genügen;</i></li> <li>4. <i>zur Finanzierung einer Transaktion durch einen Aktientausch;</i></li> <li>5. <i>für die Erweiterung des Aktionärskreises in bestimmten Investorenmärkten oder im Zusammenhang mit der Zulassung der Aktien an ausländischen Handelsplätzen; oder</i></li> <li>6. <i>zur Beteiligung von Mitarbeitenden oder Verwaltungsratsmitgliedern oder Beiräten, namentlich durch Bedienung von Rechten zum Erhalt von Aktien, welche Rechte von Bedingungen oder Ablauf von Zeitspannen abhängig sind.</i></li> </ol> |
|---|---|

**Reasons:**

The Board of Directors proposes a capital band that gives it limited authority to issue new shares and cancel existing shares. This authority is necessary in order to be able to react quickly in unforeseen situations, e.g. to make an acquisition. As it is not possible to predict what the capital band will be used for, the reasons for excluding subscription rights have been defined broadly. In each case, however, the Board of Directors will exercise its authority prudently and protect the interests of all shareholders. The proposed limits of 95% and 120% are in line with the principles advocated by a large proportion of shareholder advisors. The Board of Directors proposes a one-off limit of 10% for the authorisation to exclude subscription rights. An increase in this authority in the case of acquisitions will be voted on in the next agenda item.

**8.2. Increase of the authority to exclude subscription rights by an additional 10% in case of acquisitions – agenda item no. 8.2**

***Proposal of the Board of Directors***

In the event that the proposal under agenda item 8.1 is approved, the Board of Directors proposes that the authority to exclude subscription rights for the reasons stated in the new Article 2.1.1 para. 5 no. 2 be increased by another 10%, but to make this extended authority to exclude subscription rights conditional on the issue being made at market prices, and thus to insert the terms in brackets in para. 5 entry paragraph of the new Article 2.1.1, marked in bold below, in the places indicated below (for better readability, the entire aforementioned para. 5 entry paragraph has been inserted again below):

*Furthermore, the Board of Directors is entitled to exclude the shareholders' subscription rights in whole or in part in the amount of maximum 2,892,941 registered shares (and with respect to no. 2 below in an amount of additional 2,892,941 registered shares, whereby this additional power to exclude subscription rights requires the issuance of the shares at their market price as reasonably determined by the Board of Directors) and to allocate them to third parties, whereby these numbers are reduced in the amount of the subscription rights previously excluded in accordance with this article 2.1.1 (with respect to no. 2 below however first only the number in the bracketed text).*

*Der Verwaltungsrat ist überdies berechtigt, im Umfang von höchstens 2'892'941 Namenaktien (und mit Bezug auf nachstehende Ziffer 2 im Umfang von weiteren 2'892'941 Namenaktien, wobei diese erweiterte Kompetenz voraussetzt, dass die Aktien zum Marktpreis, wie vom Verwaltungsrat nach guten Treuen bestimmt, ausgegeben werden) das Bezugsrecht der Aktionäre ganz oder zum Teil auszuschliessen und Dritten zuzuweisen, wobei sich diese Zahl im Umfang der im Rahmen dieses Art. 2.1.1 bereits entzogenen Bezugsrechte (mit Bezug auf nachstehende Ziffer 2, vorerst aber nur die Zahl im mit Klammern eingeschlossenen Text) reduziert.*

Only for acquisitions does the Board of Directors propose a slightly higher authorisation to exclude subscription rights of 20% on a one-off basis which is reduced if the base authorisation is used and vice versa. This slightly higher authorisation is necessary in view of the prices to be offered for potential acquisition targets. The possibility of acquisitions is in line with the company's strategy of increasing its market capitalisation as far as possible in order to become more attractive to institutional investors and thus increase the liquidity of the share and its visibility on the market for the benefit of all shareholders.

## **9. Amendments to the Articles of Association – agenda item no. 9**

### ***General Information:***

On 1 January 2023, the revision of company law came into force. This requires certain amendments of the Articles of Association, which are proposed in this agenda item. In addition, the Board of Directors took this opportunity to also propose certain other general amendments and clarifications to the Articles of Association in one comprehensive revision of the Articles of Association. The proposed amendments of the Articles of Association are structured thematically and will be submitted to the Annual General Meeting to a vote under different agenda items as listed below. The proposed amendments are explained separately for each agenda item. In addition, the proposed changes made to the Articles of Association are visible in detail in the comparison attached to this invitation as **Annex 1** (includes the introduction of a capital band as per agenda item 8).

### **9.1. Amendment of purpose and removal of the term – agenda item no. 9.1**

#### ***Proposal of the Board of Directors:***

The Board of Directors proposes that the purpose of the Company contained in the current Articles of Association be amended since substantial parts of the current purpose of the Company has been fulfilled. The Board of Directors therefore proposes to amend the description of the purpose as follows and to delete Art. 2 (*Term of the Company and Dissolution*) (with the consequence of new numbering of all following articles):

## **1.2 Purpose**

*The purpose of the Company is the holding of shares in other domestic and foreign companies, particularly in the field of electricity distribution.*

*Furthermore, the Company may engage in all activities, which are appropriate to serve or to facilitate the development of the Company and the achievement of the purpose of the Company. The Company may acquire, encumber and sell real estate in Switzerland and abroad.*

*The Company may acquire, administer and transfer patents, trademarks, domain names and technical as well as industrial know-how.*

*The Company may engage in any commercial, financial or other activities which are directly or indirectly related to the purpose of the Company.*

*The Company may establish domestic and foreign branches and subsidiaries and participate in other domestic and foreign companies.*

## **1.2 Zweck**

*Die Gesellschaft bezweckt die Beteiligung an in- und ausländischen Unternehmen, namentlich im Bereich der Elektrizitätsverteilung.*

*Die Gesellschaft kann im Übrigen alle Tätigkeiten ausüben, welche geeignet sind, die Entwicklung des Unternehmens und die Erreichung des Gesellschaftszweckes zu fördern oder zu erleichtern. Die Gesellschaft kann Grundeigentum im In- und Ausland erwerben, belasten oder verkaufen.*

*Die Gesellschaft kann Patente, Handelsmarken, Domainnamen und technisches und industrielles Know-how erwerben, verwalten und übertragen.*

*Die Gesellschaft kann alle finanziellen, kommerziellen und anderen Tätigkeiten ausüben, welche mit dem Zweck der Gesellschaft direkt oder indirekt in Zusammenhang stehen.*

*Die Gesellschaft kann im In- und Ausland Zweigniederlassungen und Tochtergesellschaften errichten und sich an Gesellschaften im In- und Ausland beteiligen.*

## **9.2. Meeting – agenda item no. 9.2**

### ***Proposal of the Board of Directors:***

The Board of Directors proposes to amend article 3.1 (*Right and Duty to Call a Meeting*), article 3.2 (*Right to Add Items to the Agenda*) article 3.3 (*Form of the Convocation*), article 3.7 (*Right to Vote, Proxy, and Independent Proxy*), article 3.8 (*Organization of the General Meeting of Shareholders and Adoption of Resolutions*), article 3.9 (*Powers*) of the Articles of Association and to introduce a new article 3.4 (*Venue, Electronic Execution*), article 3.6 (*Written Resolution*) and a new article 3.10 (*Important Matters*) to the Articles of Association as follows:

### ***3.1 Right and Duty to Call a Meeting***

*Shareholders' meetings are called by the Board of Directors and, if necessary, by the Auditors. The Liquidators are also entitled to call a shareholders' meeting.*

### ***3.1 Recht und Pflicht der Einberufung***

*Die Generalversammlung wird durch den Verwaltungsrat, nötigenfalls durch die Revisionsstelle einberufen. Das Einberufungsrecht steht auch den Liquidatoren zu.*

*The Annual General Meeting of Shareholders shall be held within six months following the close of the business year. The annual report, the auditor's report and the compensation report, including the auditor's report, must be made available to the shareholders no later than 20 days before the Annual General Meeting of Shareholders. If these documents are not available electronically, each shareholder may request that they be sent to him in good time.*

*A shareholders' meeting is also to be called upon a demand of one or more shareholders representing at least five percent of the share capital or the voting rights. The demand to call a meeting shall be in writing and shall specify the items and the proposals to be submitted to the meeting.*

### **3.2 Right to Add Items to the Agenda**

*Shareholders holding alone or jointly at least 0.5 percent (or 5 percent, if the Company's shares are not or are no longer listed on a stock exchange) of the share capital or the votes may (jointly) request that an item be placed on the agenda. The inclusion of an item on the agenda must be requested in writing at least 45 days before the meeting, stating the item to be discussed and the motions. Under the same conditions, shareholders may request that motions relating to items on the agenda be included in the notice convening the meeting.*

### **3.3 Form of the Convocation**

*The General Meeting of Shareholders shall be called not less than 20 days prior to the meeting. The notice shall be given in writing or by email.*

*The notice shall state the place, date, time, nature and location of the General Meeting of Shareholders, the items on the agenda and the proposals of the Board of Directors, together with a brief statement of the reasons for such proposals, the proposals of the shareholders, who have correctly requested that a General Meeting of Shareholders be held or whose proposals for the agenda have been approved, and the name and address of the Independent Proxy. The items on the agenda may be summarized in the notice of the meeting, provided that further*

*Die ordentliche Generalversammlung ist jährlich innerhalb von sechs Monaten nach Abschluss des Geschäftsjahres abzuhalten. Spätestens 20 Tage vor der ordentlichen Generalversammlung sind der Geschäftsbericht, der Revisionsbericht sowie der Vergütungsbericht samt Prüfungsbericht den Aktionären zugänglich zu machen. Sofern diese Unterlagen nicht elektronisch zugänglich sind, kann jeder Aktionär verlangen, dass ihm diese rechtzeitig zugestellt werden.*

*Die Einberufung einer Generalversammlung kann auch von einem oder mehreren Aktionären verlangt werden, die zusammen mindestens fünf Prozent des Aktienkapitals oder der Stimmen vertreten. Die Einberufung wird schriftlich unter Angabe des Verhandlungsgegenstands und der Anträge angebeht.*

### **3.2 Traktandierungsrecht**

*Aktionäre, die allein oder zusammen mindestens 0,5 Prozent (respektive 5 Prozent, sofern die Aktien der Gesellschaft nicht oder nicht mehr an einer Börse kotiert sind) des Aktienkapitals oder der Stimmen vertreten, können (gemeinsam) die Traktandierung eines Verhandlungsgegenstands verlangen. Die Traktandierung muss mindestens 45 Tage vor der Versammlung schriftlich unter Angabe des Verhandlungsgegenstands und der Anträge ersucht werden. Unter den gleichen Voraussetzungen können Aktionäre verlangen, dass Anträge zu Verhandlungsgegenständen in die Einberufung aufgenommen werden.*

### **3.3 Form der Einberufung**

*Die Generalversammlung wird mindestens 20 Tage vor der Versammlung einberufen. Die Einberufung erfolgt schriftlich oder durch Email.*

*In der Einberufung sind Ort, Datum, Zeit, die Art und der Ort der Generalversammlung sowie die Verhandlungsgegenstände und Anträge des Verwaltungsrats samt kurzer Begründung dieser Anträge, die Anträge der Aktionäre, welche die Durchführung einer Generalversammlung korrekt verlangt haben bzw. deren Traktandierungsbegehren genehmigt wurden, sowie der Name und die Adresse des unabhängigen Stimmrechtsvertreters bekannt zu geben. Die Verhandlungsgegenstände können in der Einberufung summarisch dargestellt werden, sofern den Aktionären weiterführende*

information is made available to the shareholders by other means.

### **3.4 Venue, Electronic Execution**

The General Meeting of Shareholders may be held at one or simultaneously at different venues. The Board of Directors may provide that shareholders who are not present at the place of the General Meeting of Shareholders may exercise their rights by electronic means.

The General Meeting of Shareholders may also be held without a venue exclusively by electronic means (including telephone, video conference or other audiovisual or electronic means of communication).

The General Meeting of Shareholders may be held abroad.

### **3.6 Written Resolution**

A General Meeting of Shareholders may also be held without complying with the rules applicable to the convening of meetings if the resolutions are passed in writing on paper or in electronic form (including email, facsimile or any other form of transmission enabling the resolution to be evidenced by text), unless a shareholder or his representative requests verbal deliberation.

### **3.7 Right to Vote, Proxy, and Independent Proxy**

Each share entitles its holder to one vote. Each shareholder may be represented by the Independent Proxy or, by written proxy, by a proxy who does not have to be a shareholder. The Board of Directors decides on the recognition of proxies to attend the shareholders' meeting.

The shareholders' meeting shall elect an Independent Proxy who may either be an individual, a legal entity or a partnership. The independence of the Independent Proxy must not be impaired, either effectively or apparently, and is otherwise governed by article 728 para. 2-6 of the Swiss Code of Obligations. The term of the Independent Proxy shall end with the closing of the next annual shareholders' meeting following the shareholders' meeting that elected the Independent Proxy. Re-election is permissible.

Informationen auf anderem Wege zugänglich gemacht werden.

### **3.4 Tagungsort, elektronische Durchführung**

Die Generalversammlung kann an einem oder an verschiedenen Tagungsorten gleichzeitig durchgeführt werden. Der Verwaltungsrat kann vorsehen, dass Aktionäre, die nicht am Ort der Generalversammlung anwesend sind, ihre Rechte auf elektronischem Weg ausüben.

Die Generalversammlung kann auch ohne Tagungsort ausschliesslich unter Verwendung elektronischer Mittel (einschliesslich Telefon-, Videokonferenz oder andere audiovisuelle oder elektronische Kommunikationsmittel) durchgeführt werden.

Die Generalversammlung kann im Ausland durchgeführt werden.

### **3.6 Schriftliche Beschlussfassung**

Eine Generalversammlung kann ebenfalls ohne Einhaltung der für die Einberufung geltenden Vorschriften abgehalten werden, wenn die Beschlüsse auf schriftlichem Weg auf Papier oder in elektronischer Form (einschliesslich Email, Telefax oder in einer anderen Form der Übermittlung, die den Nachweis des Beschlusses durch Text ermöglicht) erfolgen, sofern nicht ein Aktionär oder dessen Vertreter die mündliche Beratung verlangt.

### **3.7 Stimmrecht, Stellvertretung und unabhängiger Stimmrechtsvertreter**

Jede Aktie gibt das Recht auf eine Stimme. Jeder Aktionär kann sich durch den unabhängigen Stimmrechtsvertreter oder mit schriftlicher Vollmacht durch einen Bevollmächtigten vertreten lassen, der selbst nicht Aktionär sein muss. Der Verwaltungsrat entscheidet über die Anerkennung der Vollmachten zur Teilnahme an der Generalversammlung.

Die Generalversammlung wählt einen unabhängigen Stimmrechtsvertreter. Wählbar sind natürliche oder juristische Personen oder Personengesellschaften. Die Unabhängigkeit des unabhängigen Stimmrechtsvertreters darf weder tatsächlich noch dem Anschein nach beeinträchtigt sein und richtet sich im Übrigen nach Artikel 728 Abs. 2-6 des Schweizerischen Obligationenrechts. Die Amtsdauer des unabhängigen Stimmrechtsvertreters endet mit der Beendigung der auf seine Wahl

*The Board of Directors shall ensure that the shareholders have the opportunity to give instructions to the Independent Proxy with respect to each agenda item mentioned in the notice to the meeting. In addition, the shareholders shall be given the opportunity to give general instructions with respect to motions made at the meeting concerning an agenda item or with respect to an agenda item not previously announced in the invitation (article 704b of the Swiss Code of Obligations).*

*The Independent Proxy shall exercise the voting rights granted to it by the shareholders in accordance with their instructions. If no instructions have been given, the Independent Proxy shall abstain from voting.*

*If the Independent Proxy cannot exercise his, her or its office or if the Company does not have an independent proxy, the proxies and instructions given to it, shall be deemed to have been given to the independent proxy appointed by the Board of Directors.*

*The Independent Proxy shall treat the instructions of the individual shareholders confidentially until the General Meeting of Shareholders. He may provide the Company with general information on the instructions received. He may not provide the information earlier than three working days before the General Meeting of Shareholders and must explain at the General Meeting of Shareholders what information he has provided to the Company.*

### **3.8 Organization of the Shareholders' Meeting and Adoption of Resolutions**

*The shareholders' meeting shall be chaired by the Chairperson, or, in his absence, by another member of the Board of Directors or by a chairperson elected by the shareholders' meeting. The Chairperson designates a secretary for the minutes and one or several scrutineers for the counting of the votes. Neither the secretary nor the scrutineer(s) need to be shareholders.*

*The Board of Directors is responsible for the keeping of the minutes which are to be signed by the chairperson and the secretary.*

*folgenden ordentlichen Generalversammlung. Wiederwahl ist möglich.*

*Der Verwaltungsrat stellt sicher, dass die Aktionäre die Möglichkeit haben, dem unabhängigen Stimmrechtsvertreter zu jedem in der Einberufung gestellten Antrag zu Verhandlungsgegenständen Weisungen zu erteilen. Zudem müssen sie die Möglichkeit haben, zu nicht angekündigten Anträgen zu Verhandlungsgegenständen sowie zu neuen Verhandlungsgegenständen gemäss Artikel 704b des Schweizerischen Obligationenrechts allgemeine Weisungen zu erteilen.*

*Der unabhängige Stimmrechtsvertreter ist verpflichtet, die ihm von den Aktionären übertragenen Stimmrechte weisungsgemäss auszuüben. Hat er keine Weisungen erhalten, so enthält er sich der Stimme.*

*Kann der unabhängige Stimmrechtsvertreter sein Amt nicht ausüben oder hat die Gesellschaft keinen unabhängigen Stimmrechtsvertreter, dann gelten die ihm erteilten Vollmachten und Weisungen als dem vom Verwaltungsrat ernannten unabhängigen Stimmrechtsvertreter erteilt.*

*Der unabhängige Stimmrechtsvertreter behandelt die Weisungen der einzelnen Aktionäre bis zur Generalversammlung vertraulich. Er kann der Gesellschaft eine allgemeine Auskunft über die eingegangenen Weisungen erteilen. Er darf die Auskunft nicht früher als drei Werktage vor der Generalversammlung erteilen und muss anlässlich der Generalversammlung erklären, welche Informationen er der Gesellschaft erteilt hat.*

### **3.8 Organisation der Generalversammlung und Beschlussfassung**

*Den Vorsitz der Generalversammlung führt der Präsident, bei dessen Verhinderung ein anderes Mitglied des Verwaltungsrates oder ein von der Versammlung gewählter Tagespräsident. Der Vorsitzende bezeichnet den Protokollführer und einen oder mehrere Stimmzähler, die nicht Aktionäre sein müssen.*

*Der Verwaltungsrat sorgt für die Führung des Protokolls, das vom Vorsitzenden und vom Protokollführer zu unterzeichnen ist.*



*Any shareholder may request that the minutes be made available to him or her within 30 days of the General Meeting of the Shareholders.*

*The resolutions and the election results shall be made available electronically within 15 days of the General Meeting of the Shareholders, stating the exact voting proportions.*

*The shareholders' meeting may resolve all matters and may conduct elections with the absolute majority of the votes cast, except to the extent law or these Articles of Association require otherwise. When counting a ballot, abstentions and empty ballot papers shall not be taken into account.*

*In respect of resolutions regarding the release of the members of the Board of Directors from liability, persons who are in any fashion involved in the management, have no right to vote.*

*No resolutions may be passed on motions relating to items on the agenda that have not been duly announced, with the exception of motions to convene an Extraordinary General Meeting of Shareholders, to conduct a special investigation and to elect an auditor. No prior announcement is required for the submission of motions within the scope of the items on the agenda or for negotiations without the adoption of resolutions.*

*The General Meeting of Shareholders may only approve the annual financial statements and decide on the use of the balance sheet result if an audit report is available and the auditors are present. The General Meeting of Shareholders may waive the presence of the auditors by unanimous resolution.*

### **3.9 Powers**

*The shareholders' meeting has the following inalienable powers:*

- 1. to adopt and amend the Articles of Association;*
- 2. to elect and remove the members of the Board of Directors, the Chairperson, the members of the Compensation Committee, the Auditors and the Independent Proxy;*
- 3. to approve the management report and the consolidated accounts;*
- 4. to approve the annual accounts and resolutions on the allocation of the disposable profit, and in particular to set the*

*Jeder Aktionär kann verlangen, dass ihm das Protokoll innerhalb von 30 Tagen nach der Generalversammlung zugänglich gemacht wird.*

*Die Beschlüsse und die Wahlergebnisse sind unter Angabe der genauen Stimmenverhältnisse innerhalb von 15 Tagen nach der Generalversammlung auf elektronischem Weg zugänglich zu machen.*

*Die Generalversammlung fasst ihre Beschlüsse und vollzieht ihre Wahlen, soweit das Gesetz oder die Statuten es nicht anders bestimmen, mit der absoluten Mehrheit der abgegebenen Stimmen. Bei der Berechnung der Mehrheit werden Stimmenthaltungen und leer eingelegte Stimmen nicht berücksichtigt.*

*Bei Beschlüssen über die Entlastung des Verwaltungsrates haben Personen, die in irgendeiner Weise an der Geschäftsführung teilgenommen haben, kein Stimmrecht.*

*Über Anträge zu nicht gehörig angekündigten Verhandlungsgegenständen können keine Beschlüsse gefasst werden; ausgenommen sind Anträge auf Einberufung einer ausserordentlichen Generalversammlung, auf Durchführung einer Sonderuntersuchung und auf Wahl einer Revisionsstelle. Zur Stellung von Anträgen im Rahmen der Verhandlungsgegenstände und zu Verhandlungen ohne Beschlussfassung bedarf es keiner vorgängigen Ankündigung.*

*Die Generalversammlung darf die Jahresrechnung nur abnehmen und über die Behandlung des Bilanzergänzungsbereichs beschliessen, wenn ein Revisionsbericht vorliegt und die Revisionsstelle anwesend ist. Auf die Anwesenheit der Revisionsstelle kann die Generalversammlung durch einstimmigen Beschluss verzichten.*

### **3.9 Befugnisse**

*Die Generalversammlung hat folgende übertragbare Befugnisse:*

- 1. die Festsetzung und Änderung der Statuten;*
- 2. die Wahl und Abberufung der Mitglieder des Verwaltungsrates, des Präsidenten des Verwaltungsrates, der Mitglieder des Vergütungsausschusses, der Revisionsstelle und des unabhängigen Stimmrechtsvertreters;*
- 3. die Genehmigung des Lageberichts und der Konzernrechnung;*
- 4. die Genehmigung der Jahresrechnung sowie die Beschlussfassung über die Verwendung des Bilanzgewinns, insbesondere die*

- dividend and the shares of profits paid to board members;*
5. *the approval of the compensation of the members of the Board of Directors, the Executive Board and any Advisory Board in accordance with article 4.10;*
  6. *the determination of the interim dividend and the approval of the interim financial statements required for this purpose;*
  7. *the passing of resolutions on the repayment of the statutory capital reserve;*
  8. *to discharge the members of the Board of Directors;*
  9. *the delisting of the Company's equity securities;*
  10. *to pass resolutions concerning the matters reserved to the shareholders' meeting by law or the Articles of Association.*

### **3.10 Important Matters**

*A resolution of the General Meeting of Shareholders passed by at least two-thirds of the share votes represented and by a majority of the par value of the shares represented shall be required for:*

1. *a change in the Company's purpose;*
2. *the consolidation of shares;*
3. *the increase of capital out of equity capital, against contributions in kind or by offsetting against a claim and the granting of preferential rights;*
4. *the restriction or cancellation of subscription rights;*
5. *the introduction of a conditional capital, the introduction of a capital band;*
6. *the conversion of participation certificates into shares;*
7. *the restriction of the transferability of shares;*
8. *the introduction of voting shares;*
9. *the change of currency of the share capital;*
10. *the introduction of the casting vote of the Chairperson at the General Meeting;*
11. *a provision in the Articles of Association for holding the General Meeting abroad;*
12. *the delisting of the Company's shares;*
13. *the transfer of the registered office of the Company;*
14. *the introduction of an arbitration clause in the Articles of Association;*
15. *the dissolution of the Company.*

- Festsetzung der Dividende und der Tantieme;*
5. *die Genehmigung der Vergütung der Mitglieder des Verwaltungsrates, der Geschäftsleitung und eines allfälligen Beirats gemäss Artikel 4.10;*
  6. *die Festsetzung der Zwischendividende und die Genehmigung des dafür erforderlichen Zwischenabschlusses;*
  7. *die Beschlussfassung über die Rückzahlung der gesetzlichen Kapitalreserve;*
  8. *die Entlastung der Mitglieder des Verwaltungsrates;*
  9. *die Dekotierung der Beteiligungspapiere der Gesellschaft;*
  10. *die Beschlussfassung über die Gegenstände, die der Generalversammlung durch das Gesetz oder die Statuten vorbehalten sind.*

### **3.10 Wichtige Beschlüsse**

*Ein Beschluss der Generalversammlung, der mindestens zwei Drittel der vertretenen Aktienstimmen und die Mehrheit der vertretenen Aktiennennwerte auf sich vereinigt, ist erforderlich für:*

1. *die Änderung des Gesellschaftszweckes;*
2. *die Zusammenlegung von Aktien;*
3. *die Kapitalerhöhung aus Eigenkapital, gegen Sacheinlagen oder durch Verrechnung mit einer Forderung und die Gewährung von besonderen Vorteilen;*
4. *die Einschränkung oder Aufhebung des Bezugsrechts;*
5. *die Einführung eines bedingten Kapitals, die Einführung eines Kapitalbands;*
6. *die Umwandlung von Partizipationsscheinen in Aktien;*
7. *die Beschränkung der Übertragbarkeit von Namenaktien;*
8. *die Einführung von Stimmrechtsaktien;*
9. *den Wechsel der Währung des Aktienkapitals;*
10. *die Einführung des Stichtenscheids des Vorsitzenden in der Generalversammlung;*
11. *eine Statutenbestimmung zur Durchführung der Generalversammlung im Ausland;*
12. *die Dekotierung der Beteiligungspapiere der Gesellschaft;*
13. *die Verlegung des Sitzes der Gesellschaft;*
14. *die Einführung einer statutarischen Schiedsklausel;*
15. *die Auflösung der Gesellschaft.*

### ***Reasons:***

The law now explicitly mentions the possibility of holding general meetings at different locations or as hybrid events (i.e. that shareholders who are not present at the venue of the General Meeting can participate and exercise their rights electronically). General Meetings may now also be held solely by electronic means. General Meetings could already before be held abroad.

Further, minority rights were strengthened with the revision of company law. For example, the threshold for the right to convene an extraordinary General Meeting was lowered from 10% to 5% of the share capital or votes. Shareholders who alone or together represent at least 0.5% of the share capital or the votes may (jointly) request that an item be placed on the agenda. Furthermore, the new law provides that in the case of unannounced items on the agenda, a resolution may also be passed on proposals submitted for the election of an auditor.

Under the new law, public companies must make the resolutions and election results electronically available within 15 days after the conclusion of a General Meeting, stating the exact voting results. In addition, shareholders may request that the minutes be made available to them within 30 days of a General Meeting.

The powers of the General Meeting and the catalogue of resolutions of the General Meeting requiring a qualified majority have been expanded under the new law and result in amendments.

Further, clarifications were made regarding the convocation modalities for the General Meeting as well as the modalities of exercising shareholder's votes through the independent proxy.

These points were taken up by the board of directors in its proposal for amendments to the Articles of Association as set out above and as visible in more detail in the comparison between the current Articles of Association as well as the proposed new Articles of Association (including the introduction of a capital band as per agenda item 8 and the proposed amendments as per the following agenda items), attached hereto as Annex 1.

## **9.3. Amendments to the provisions regarding remuneration – agenda item no. 9.3**

### ***Proposal of the Board of Directors:***

The Board of Directors proposes to amend article 4.7 (*Additional Mandates*) and article 4.10 (*Approval of Compensation in the Shareholders' Meeting*) of the Articles of Association as follows:

#### ***4.7 Additional Mandates***

*The members of the Board of Directors, the Executive Board and any Advisory Board shall not assume more than (i) 10 additional remunerated mandates, of which not more than 4 in*

#### ***4.7 Zusätzliche Mandate***

*Die Mitglieder des Verwaltungsrates, der Geschäftsleitung und eines allfälligen Beirates dürfen nicht mehr als (i) 10 zusätzliche entgeltliche Mandate, davon höchstens 4 bei Gesellschaften,*

companies listed at a stock exchange, and (ii) 10 non-executive positions in non-profit legal entities or unpaid positions, whereas a reimbursement of expenses is not considered remuneration.

A mandate as referred to herein is defined as a function in the most senior management and administrative bodies of an enterprise with an economic purpose which are not controlled by the Company. Mandates in different entities which belong to the same group are treated as one mandate. Mandates which are assumed by members of the Board of Directors, the Executive Board or any Advisory Board on instruction of the Company are not subject to the limitations set out in this article.

#### **4.10 Approval of Compensation in the Shareholders' Meeting**

The shareholders' meeting approves the proposals of the Board of Directors regarding the maximum amounts of the compensation separately every year with binding effect as follows:

1. for the compensation of the Board of Directors for the term of office until the next shareholders' meeting;
2. for the compensation of the Executive Board for the financial year beginning after the annual shareholders' meeting;
3. for the compensation of any Advisory Board for the term of office until the next shareholders' meeting;
4. if variable compensation is voted on prospectively, the compensation report must be submitted to the Annual General Meeting for a consultative vote.

As far as a total amount approved for the compensation of the Executive Board is insufficient to compensate members of the Executive Board appointed after the resolution of the shareholders' meeting until the beginning of the following Approval Period, the Company may use per person an additional amount of not more than 40% of the previously approved maximum total amount of the compensation of the Executive Board for the respective Approval Period. The shareholders' meeting does not vote on the used additional amount.

In addition to the approval according to para. 1, the shareholders' meeting may annually,

deren Beteiligungspapiere an einer Börse kotiert sind, und (ii) 10 nicht-exekutive Mandate bei gemeinnützigen Rechtseinheiten oder unentgeltliche Mandate, wobei ein Spesensersatz nicht als Entgelt gilt, innehaben bzw. ausüben.

Als Mandat gilt die Tätigkeit in obersten Leitungs- oder Verwaltungsorganen von Unternehmen mit wirtschaftlichem Zweck, die nicht durch die Gesellschaft kontrolliert werden oder die Gesellschaft nicht kontrollieren. Mandate bei verschiedenen Gesellschaften, die der gleichen Unternehmensgruppe angehören, zählen als ein Mandat. Mandate, die ein Mitglied des Verwaltungsrates, der Geschäftsleitung und eines allfälligen Beirats, auf Anordnung der Gesellschaft wahrnimmt, fallen nicht unter die Beschränkung zusätzlicher Mandate gemäss diesem Artikel.

#### **4.10 Genehmigung der Vergütungen durch die Generalversammlung**

Die Generalversammlung genehmigt die Anträge des Verwaltungsrates in Bezug auf die maximalen Gesamtbeträge der Vergütungen jährlich, gesondert und bindend wie folgt:

1. für die Vergütung des Verwaltungsrates für den Zeitraum bis zur nächsten ordentlichen Generalversammlung;
2. für die Vergütung der Geschäftsleitung für das nach der ordentlichen Generalversammlung beginnende Geschäftsjahr;
3. für die Vergütung eines etwaigen Beirats für den Zeitraum bis zur nächsten ordentlichen Generalversammlung;
4. wird prospektiv über variable Vergütungen abgestimmt, so muss der Generalversammung der Vergütungsbericht zur Konsultativabstimmung vorgelegt werden.

Soweit ein genehmigter maximaler Gesamtbetrag für die Vergütung der Geschäftsleitung nicht ausreicht, um etwaige nach dem Beschluss der Generalversammlung ernannte Mitglieder bis zum Beginn der nächsten Genehmigungsperiode zu entschädigen, steht der Gesellschaft pro Person ein Zusatzbetrag im Umfang von maximal 40% des vorab genehmigten maximalen Gesamtbetrags für die Vergütung der Geschäftsleitung für die jeweilige Genehmigungsperiode zur Verfügung. Die Generalversammlung stimmt nicht über den verwendeten Zusatzbetrag ab.

Zusätzlich zur Genehmigung gemäss Absatz 1 kann die Generalversammlung jährlich auf

*upon request by the Board of Directors, approve separately and in a binding manner an increase of the approved maximum amounts for the compensation of the Board of Directors, the Executive Board or any Advisory Board for the Approval Periods ongoing at or previous to the respective shareholders' meeting. The Board of Directors is entitled to pay out of the approved total amounts respectively the additional maximum amounts all kinds of compensation.*

*In case of a rejection of the compensation, the Board of Directors may make new proposals at the same shareholders' meeting or call for an extraordinary shareholders' meeting for that purpose.*

*The Board of Directors will submit the Compensation Report to the Shareholders' Meeting for a consultative vote.*

*The Company may take out a directors and officers liability insurance in favour of the members of the Board of Directors, the Executive Board and any Advisory Board and pay the contractual premiums respectively contributions. The payment of the premiums or other contributions is not deemed as compensation*

*Members of the Board of Directors, the Executive Board and any Advisory Board may receive compensation for services rendered or work performed for companies that are directly or indirectly controlled by the Company, insofar as such compensation would be admissible if paid directly by the Company and insofar as it was approved by the shareholders' meeting of the Company. The compensation approved by the shareholders' meeting in accordance with this provision of the Articles of Association may be paid by the Company and/or one or several affiliates of the Company.*

*A compensation for a particular period that is covered by an approval by the shareholders' meeting may partly or entirely be paid also after the end of such period, provided it is paid for the period to which the approval relates. In this case the compensation does not have to be subject to an approval regarding the period during which the compensation is paid.*

*Antrag des Verwaltungsrates gesondert und bindend eine Erhöhung der genehmigten maximalen Gesamtbeträge für die Vergütungen des Verwaltungsrates, der Geschäftsleitung oder eines etwaigen Beirats für die an der betreffenden Generalversammlung laufende Genehmigungsperiode bzw. die vorangegangene Genehmigungsperiode beschliessen. Der Verwaltungsrat ist berechtigt, aus den genehmigten maximalen Gesamtbeträgen bzw. den Zusatzbeträgen alle Arten von Vergütungen auszurichten.*

*Im Fall der Ablehnung der Vergütungen kann der Verwaltungsrat entweder an derselben Generalversammlung neue Anträge stellen oder zu diesem Zweck eine ausserordentliche Generalversammlung einberufen.*

*Der Verwaltungsrat wird der Generalversammlung den Vergütungsbericht konsultativ zur Abstimmung unterbreiten.*

*Die Gesellschaft kann zugunsten der Mitglieder des Verwaltungsrates, der Geschäftsleitung und eines etwaigen Beirats Organhaftpflichtversicherungen abschliessen und die vertraglichen Prämien bzw. Beiträge leisten. Die Bezahlung der Prämien oder anderer Beiträge stellt keine Vergütung dar.*

*Mitglieder des Verwaltungsrates, der Geschäftsleitung und eines etwaigen Beirats dürfen Vergütungen beziehen für Tätigkeiten in Unternehmen, die durch die Gesellschaft direkt oder indirekt kontrolliert werden, sofern die Vergütungen zulässig wären, wenn sie direkt von der Gesellschaft ausgerichtet würden und sofern sie von der Generalversammlung der Gesellschaft genehmigt worden sind. Die von der Generalversammlung gemäss dieser Statutenbestimmung genehmigten Beträge können von der Gesellschaft und/oder einer oder mehreren anderen Gruppengesellschaften bezahlt werden.*

*Eine vom Genehmigungsbeschluss der Generalversammlung erfasste Vergütung für eine bestimmte Zeitperiode darf ganz oder teilweise auch erst nach Abschluss dieser Zeitperiode ausgerichtet werden, sofern sie für die Zeitperiode ausgerichtet wird, auf welche sich der Genehmigungsbeschluss bezieht. In diesem Fall muss die Vergütung nicht vom Genehmigungsbeschluss jener Zeitperiode erfasst sein, in welcher die Ausrichtung erfolgt.*

*In case of a dismissal or any other early termination of an employment agreement of a member of the Executive Board which is concluded for an indefinite term, the Company may pay the compensation until the end of the notice period, even if the employee is released from its duties and accepts a new position. In case that a member of the Executive Board is released from its duties during the term of a fixed term employment agreement or in case of an early termination, the same applies for the remaining fixed term.*

*Bei Kündigung oder vorzeitiger Beendigung eines unbefristeten Arbeitsvertrags mit einem Mitglied der Geschäftsleitung darf die Gesellschaft bis zum Ablauf der Kündigungsfrist den Lohn bezahlen, auch wenn der Arbeitnehmer freigestellt wird und er eine neue Stelle annimmt. Bei Freistellung eines Mitglieds der Geschäftsleitung während der Dauer eines Arbeitsverhältnisses mit fester Laufzeit oder bei dessen vorzeitiger Auflösung gilt das Gleiche bis zum Ablauf der festen Laufzeit.*

### **Reasons:**

One objective of the revision of company law was to transfer the ordinance against excessive compensation in listed stock corporations (VegüV), which entered into force on 1 January 2014, into federal law. The majority of the provisions of the VegüV were transferred into the company law unchanged. Only a few provisions were amended. The Board of Directors proposes, in particular, to reflect the following points in the Articles of Association: the provision, now explicitly anchored in the company law, according to which the Compensation Report must be submitted to the General Meeting for a consultative vote if variable compensation is voted on prospectively and the provision regarding the amended definition of the term "mandates".

These points were taken up by the Board of Directors in its proposal for amendments to the Articles of Association as set out above and as visible in more detail in the comparison between the current Articles of Association as well as the proposed new Articles of Association (including the introduction of a capital band as per agenda item 8, and the proposed amendments as per agenda item 9), attached hereto as Annex 1.

## **9.4. General amendments – agenda item no. 9.4**

### ***Proposal of the Board of Directors:***

The Board of Directors proposes to amend article 2.2 (*Share Register*), article 2.3 (*Share Certificates and Share Conversion*), article 2.4 (*Transfer Limitations*), article 4.2 (*Duties*), article 4.3 (*Organization, Resolutions, Minutes*), article 5 (*The Auditors*), article 6 (*Fiscal Year and Profit Distribution*) of the Articles of Association and to delete article 3.5 (*Treasury Shares in case of the Right to Resell*) and article 8 (*Dissolution and Liquidation*) (including the corresponding renumbering of the then following articles) as follows:

In article 2.4 (*Transfer Limitations*), the term "*Aktienregister*" shall be replaced by the term "*Aktienbuch*".

Article 2.2 (*Share Register*), Article 2.3 (*Share Certificates and Share Conversion*) and article 4.2 (*Duties*), article 4.3 (*Organization, Resolutions, Minutes*), article 5 (*The Auditors*) and article 6 (*Fiscal year and Profit Distribution*) shall be amended as follow:

## **2.2 Share Register**

*The Company shall maintain, itself or through a third party, a share register for the registered shares that lists the first and last name (in the case of a legal entity, the company name), the address (including, if provided, electronic address) and nationality (in the case of a legal entity, the registered office) of the shareholders or usufructuaries. A person registered in the share register shall notify the share registrar of any change in address. Until such notification has occurred, all written or, respectively, electronic communications by the Company to persons registered in the share register shall be deemed to have validly been made if sent to the address previously recorded in the share register.*

## **2.3 Share Certificates and Share Conversion**

*Subject to para. 2 and 4 of this article, the registered shares of the Company are issued as simple uncertificated securities (in terms of the Swiss Code of Obligations) and held as intermediated securities (in terms of the Federal Act on Intermediated Securities).*

*The Company may withdraw shares issued as intermediated securities from the custodian system (Verwahrungssystem).*

*Provided that the shareholder is registered in the shareholders register, the shareholder may request from the Company a statement of the registered shares held by it at any time.*

*The shareholder has no right to the printing and delivery of certificates. The Board of Directors may, however, print and deliver certificates (individual share certificates, certificates or global certificates) for shares at any time. The Company may, with the consent of the shareholder, cancel issued certificates that are returned to the Company.*

*Intermediated securities based on registered shares of the Company cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.*

## **2.2 Aktienbuch**

*Die Gesellschaft oder ein von ihr beauftragter Dritter führt für die Namenaktien ein Aktienbuch, in welches die Eigentümer und Nutzniesser mit Name und Vorname (bei juristischen Personen die Firma), Adresse (inklusive, wenn angegeben, elektronische Adresse) und Staatsangehörigkeit (bei juristischen Personen der Sitz) eingetragen werden. Wechselt eine im Aktienbuch eingetragene Person ihre Adresse, so hat sie dies dem Aktienbuchführer mitzuteilen. Solange dies nicht geschehen ist, gelten alle brieflichen bzw. elektronischen Mitteilungen der Gesellschaft an die im Aktienbuch eingetragenen Personen als rechtsgültig an die bisher im Aktienbuch eingetragene Adresse erfolgt.*

## **2.3 Zertifikate und Aktienumwandlung**

*Die Namenaktien der Gesellschaft werden vorbehaltlich von Absatz 2 und 4 dieses Artikels als einfache Wertrechte ausgegeben (im Sinne des Obligationenrechts) und als Bucheffekten geführt (im Sinne des Bucheffektengesetzes).*

*Die Gesellschaft kann als Bucheffekten ausgegebene Aktien aus dem Verwahrungssystem zurückziehen.*

*Der Aktionär kann, sofern er im Aktienbuch eingetragen ist, von der Gesellschaft jederzeit die Ausstellung einer Bescheinigung über seine Namenaktien verlangen.*

*Der Aktionär hat keinen Anspruch auf Druck und Auslieferung von Urkunden. Der Verwaltungsrat kann demgegenüber jederzeit Urkunden (Einzelurkunden, Zertifikate oder Globalurkunden) für Aktien drucken und ausliefern. Mit der Zustimmung des Aktionärs kann die Gesellschaft ausgegebene Urkunden, die bei ihr eingeliefert werden, annullieren.*

*Bucheffekten, denen Namenaktien der Gesellschaft zugrunde liegen, können nicht durch Zession übertragen werden. An diesen Bucheffekten können auch keine Sicherheiten durch Zession bestellt werden.*

## 4.2 Duties

*The Board of Directors is entrusted with the ultimate direction of the Company and the supervision of and the control over the management.*

*By enactment of an Organizational Regulation, the Board of Directors may completely or partially delegate the power to manage and to represent the Company to one or more of its members (managing directors) or to third persons (managers).*

*The Board of Directors shall have the following non-transferable and inalienable duties:*

- 1. the ultimate management of the Company and the issuance of the necessary directives;*
- 2. the determination of the organization of the Company;*
- 3. the structuring of the accounting system and of the financial controls, as well as the financial planning insofar as this is necessary for the management of the Company;*
- 4. the appointment and the removal of the members of the Executive Board and of the persons entrusted with the management and representation of the Company and the granting of signatory power;*
- 5. the ultimate supervision of the members of the Executive Board, particularly with regard to compliance with the law, these Articles of Association and regulations and directives;*
- 6. the preparation of the business report and the compensation report as well as the preparation of shareholders' meetings and the implementation of its resolutions;*
- 7. the filing of a petition for debt-restructuring moratorium and the notification of the court in the event of over-indebtedness;*
- 8. the passing of resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares;*
- 9. the passing of resolutions confirming increases or decreases in the share capital and related amendments to the Articles of Association;*
- 10. the examination of the professional qualifications of the specially qualified auditors in those cases where appointment of such auditors is prescribed by the law.*

## 4.2 Befugnisse

*Dem Verwaltungsrat obliegt die oberste Leitung der Gesellschaft und die Aufsicht und Kontrolle über die Geschäftsführung.*

*Der Verwaltungsrat ist berechtigt, die Geschäftsführung und Vertretung durch Erlass eines Organisationsreglements ganz oder zum Teil an einzelne Mitglieder (Delegierte) oder an Dritte (Direktoren) zu übertragen.*

*Der Verwaltungsrat hat folgende unübertragbare und unentziehbare Aufgaben:*

- 1. die Oberleitung der Gesellschaft und die Erteilung der nötigen Weisungen;*
- 2. die Festlegung der Organisation;*
- 3. die Ausgestaltung des Rechnungswesens, der Finanzkontrolle sowie der Finanzplanung, sofern diese für die Führung der Gesellschaft notwendig ist;*
- 4. die Ernennung und Abberufung der Mitglieder der Geschäftsführung und der mit der Vertretung betrauten Personen und die Regelung ihrer Zeichnungsberechtigung;*
- 5. die Oberaufsicht über die Mitglieder der Geschäftsführung, namentlich im Hinblick auf die Befolgung der Gesetze, Statuten, Reglemente und Weisungen;*
- 6. die Erstellung des Geschäftsberichtes und des Vergütungsberichtes sowie die Vorbereitung der Generalversammlung und die Ausführung ihrer Beschlüsse;*
- 7. die Einreichung eines Gesuchs um Nachlassstundung und die Benachrichtigung des Gerichts im Falle der Überschuldung;;*
- 8. die Beschlussfassung über die nachträgliche Leistung von Einlagen auf nicht vollständig liberierte Aktien;*
- 9. die Beschlussfassung über die Feststellung von Kapitalerhöhungen oder Kapitalherabsetzungen und daraus folgende Statutenänderungen;*
- 10. die Prüfung der fachlichen Voraussetzungen der besonders befähigten Revisoren für die Fälle, in welchen das Gesetz den Einsatz solcher Revisoren vorsteht.*



### **4.3 Organization, Resolutions, Minutes**

*Meetings of the Board of Directors shall be called whenever needed by its Chairperson or, in the absence of the Chairperson, by the Vice-Chairperson or another member of the Board of Directors. A meeting shall also be called at the written and substantiated request of any member of the Board of Directors.*

*The proceedings of and resolutions adopted by the Board of Directors shall be recorded in minutes which shall be signed by the chairperson and by the secretary.*

*The Board of Directors constitutes itself. No quorum regarding attendance is required if the sole resolution concerns the declaration of a capital increase or decrease and the subsequent amendment to the Articles of Association.*

*Resolutions shall be adopted by a majority vote of all the members of the Board of Directors present. In case of a tie, the chairperson of the meeting shall have the casting vote.*

*The Board of Directors may pass its resolutions:*

- 1. at a meeting with a venue; and/or*
- 2. by electronic means (including telephone, video conference or other audiovisual or electronic means of communication); or*
- 3. by written means on paper or in electronic form (including email or any other form of transmission enabling the resolution to be evidenced by text), unless a Member requests oral deliberation. In the case of resolutions passed electronically, no signature shall be required, unless otherwise determined in writing by the Board of Directors.*

### **5. The Auditors**

*The shareholders' meeting elects the Auditors of the Company.*

### **4.3 Organisation, Beschlussfassung, Protokoll**

*Sitzungen des Verwaltungsrates werden vom Präsidenten oder, im Falle seiner Verhinderung, vom Vizepräsidenten oder einem anderen Mitglied des Verwaltungsrates einberufen, so oft dies als notwendig erscheint. Eine Sitzung ist auch einzuberufen, wenn ein Mitglied des Verwaltungsrates dies schriftlich und unter Angabe der Gründe verlangt.*

*Über die Verhandlungen und Beschlüsse des Verwaltungsrates ist ein Protokoll zu führen, das durch den Vorsitzenden und den Sekretär zu unterzeichnen ist.*

*Der Verwaltungsrat konstituiert sich selbst. Kein Präsenzquorum ist erforderlich, wenn ausschliesslich die erfolgte Durchführung einer Kapitalerhöhung oder Kapitalherabsetzung festzustellen und die anschliessend vorzunehmende Statutenänderung zu beschliessen ist.*

*Beschlüsse werden durch die Mehrheit der stimmenden Verwaltungsratsmitglieder gefasst. Im Falle von Stimmgleichheit hat der Vorsitzende der Sitzung den Stichentscheid.*

*Der Verwaltungsrat kann seine Beschlüsse fassen:*

- 1. an einer Sitzung mit Tagungsort; und/oder;*
- 2. unter Verwendung elektronischer Mittel (einschliesslich Telefon-, Videokonferenz oder anderer audiovisueller oder elektronischer Kommunikationsmittel); oder*
- 3. auf schriftlichem Weg auf Papier oder in elektronischer Form (einschliesslich E-Mail oder in einer anderen Form der Übermittlung, die den Nachweis des Beschlusses durch Text ermöglicht), sofern nicht ein Mitglied die mündliche Beratung verlangt. Im Fall der Beschlussfassung auf elektronischem Weg ist keine Unterschrift erforderlich; vorbehalten bleibt eine anderslautende, schriftliche Festlegung des Verwaltungsrats.*

### **5. Revisionsstelle**

*Die Generalversammlung wählt eine Revisionsstelle.*

*The term of office of the auditors shall be one year. The term ends on the day the auditors are required to present the final auditors' report to the General Meeting of Shareholders. Re-election is permitted. The General Meeting of Shareholders may only dismiss the auditors for important reasons.*

*The auditors shall be independent in the sense of article 728 CO.*

#### **6. Fiscal Year and Profit Distribution**

*The fiscal year of the Company shall be determined by the Board of Directors.*

*The accounts shall be closed as per the end of each fiscal year and the financial statements shall be submitted to the Auditors for examination within 4 months after the close of the fiscal year.*

*The shareholders' meeting is entitled to decide on the appropriation of income, subject to the applicable legal provisions, notably article 671 et seqq. of the Swiss Code of Obligations. The Board of Directors submits proposals to the shareholders' meeting regarding the appropriation of income.*

*The dividend may only be determined after the allocations to the statutory retained earnings and to the voluntary retained earnings have been made in accordance with the law. All dividends which have not been drawn within five years of their due date shall be forfeited in favor of the Company and allocated to the voluntary retained earnings.*

#### **Reasons:**

The proposed changes by the Board of Directors relate to further amendments required to align the Articles of Association to the new corporate law and which were not covered by the preceding two agenda items. The Board of Directors further took the opportunity of the introduction of the new corporate law and the corresponding required changes to the Articles of Association to undergo a complete review of the Articles of Association in order to further improve their overall quality. In addition, the modalities of the organization of the Board of Directors were updated to align these with the new corporate law and the practice within the board of directors over the past years.

These points were taken up by the Board of Directors in its proposal for amendments to the Articles of Association as set out above and as visible in more detail in the comparison between the current Articles of Association as well as the proposed new Articles of Association (including the introduction of a capital band as per agenda item 8), attached hereto as Annex 1.

*Die Revisionsstelle wird für eine Amtsdauer von einem Jahr gewählt. Letztere endet mit der Generalversammlung, welcher der letzte Bericht zu erstatten ist. Eine Wiederwahl ist möglich. Die Generalversammlung kann die Revisionsstelle nur aus wichtigen Gründen abberufen.*

*Die Revisionsstelle muss nach Artikel 728 OR unabhängig sein.*

#### **6. Geschäftsjahr und Gewinnverwendung**

*Das Geschäftsjahr der Gesellschaft wird vom Verwaltungsrat festgelegt.*

*Die Bücher müssen je auf das Ende eines Geschäftsjahres abgeschlossen und die Jahresrechnung innert 4 Monaten nach Abschluss des Geschäftsjahres der Revisionsstelle zur Prüfung vorgelegt werden.*

*Unter Vorbehalt der gesetzlichen Vorschriften über die Gewinnverteilung, insbesondere Artikel 671 ff. des Schweizerischen Obligationenrechts, steht der Bilanzgewinn zur Verfügung der Generalversammlung. Der Verwaltungsrat unterbreitet ihr seine Vorschläge.*

*Die Dividende darf erst festgesetzt werden, nachdem die dem Gesetz entsprechenden Zuweisungen an die gesetzliche Gewinnreserve und an die freiwilligen Gewinnreserven erfolgt sind. Alle Dividenden, welche innerhalb von fünf Jahren nach ihrer Fälligkeit nicht bezogen worden sind, verfallen zugunsten der Gesellschaft und werden der freiwilligen Gewinnreserve zugeteilt.*

# ORGANIZATIONAL NOTES

## Annual report

The annual report for the financial year ending 31 December 2023, including the statutory financial statements according to the Code of Obligations, the consolidated financial statements of the group according to SWISS GAAP FER, including the compensation report, for the financial year ending 31 December 2023 as well as the reports of the statutory auditors are available for inspection since 17 April 2024 on the Company's website under the urls:



[https://ir.the-rsgroup.com/  
annual-semi-annual-reports/](https://ir.the-rsgroup.com/annual-semi-annual-reports/)



[https://ir.the-rsgroup.com/  
non-financial-reports/](https://ir.the-rsgroup.com/non-financial-reports/)

## Voting rights

Shareholders who are entered in the shareholder register as at 21 May 2024, 17:00 CET (reporting date) are entitled to participate and vote at the ordinary Annual Shareholders Meeting. During the period from 21 May 2024, 17:00 (CET) until and including 28 May 2024, no entries of shareholders will be made in the shareholder register.

## Personal attendance

If a shareholder wishes to attend the ordinary Annual Shareholders Meeting in person, the enclosed registration form may be used to request an admission card. For this purpose, please send the duly completed and signed registration form to Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, by no later than 23 May 2024, 16:00 (CET) (time of receipt). Admission cards can also be ordered online until 24 May 2024, 23:59 (CET). The personal access code is sent to the shareholders together with the invitation documents for the ordinary Annual Shareholders Meeting.

## Powers of attorney

Shareholders who do not attend the ordinary Annual Shareholders Meeting in person may be represented as follows:

- by an individual proxy based on written power of attorney. In this case, the admission card will be sent directly to the proxy.
- by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, 8008 Zürich. If the independent proxy cannot be present, the Board of Directors will appoint a new independent proxy. The powers of attorney granted to the independent proxy will also be valid for any new independent proxy appointed by the Board of Directors. In order to authorize the independent proxy, it is sufficient to return the accordingly completed and signed power of attorney form to Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, by no later than 24 May 2024, 16:00 (CET, time of receipt), using the enclosed envelope. The independent proxy will vote in accordance with the instructions granted by the respective shareholder. For written instructions, please use the reverse side of the enclosed registration form.
- Shareholders may also grant powers of attorney and issue instructions to the independent proxy electronically. The personal access code is sent to the shareholders together with the invitation documents for the ordinary Annual Shareholders Meeting. Powers of attorney may be granted and instructions may be issued electronically to the independent proxy by no later than 24 May 2024, 23:59 (CET).



**We guarantee energy**

Publisher:  
R&S Group Holding AG, Switzerland  
[the-rsgroup.com](http://the-rsgroup.com)

This invitation is published in English only.