

# Invitation to the 47<sup>th</sup> Annual General Meeting of Shareholders

Bossard Holding AG

2020

Dear Shareholders,

We are pleased to invite you to our annual general meeting of shareholders.

Date            Wednesday, April 8, 2020

Time            4:00 p.m.  
(doors open at 3:00 p.m.)

Venue          Theater Casino Zug  
Artherstrasse 4  
6300 Zug

Drivers please use the parking garages Altstadt-Casino  
and Frauensteinmatt.

#### **Note to all Shareholders regarding the coronavirus**

**The Board of Directors maintains the date of the Annual General Meeting of Shareholders as of April 8, 2020.** This ensures that all shareholders receive their dividends in due time.

The protection of the health of all those attending and participating in the Annual General Meeting of Shareholders is however a major concern of the Board of Directors.

In the light of the current situation and the expected further spread of the coronavirus, the Board of Directors has therefore decided that the traditional **reception** after the Annual General Meeting of Shareholders **will not take place**.

Based on the requirements and recommendations of the Federal Office of Public Health (FOPH) and the cantonal authorities, we kindly request all shareholders **not to participate physically in the Annual General Meeting of Shareholders**.

For the votes/elections, you can **either authorize the independent proxy** (via registration form or electronic means) **or use e-voting**. You will find detailed information in this regard in the invitation under authorization of proxy or e-voting.

Thank you for your understanding.

## Agenda

1. Report on the 2019 fiscal year  
Explanations regarding the annual report 2019 and the compensation report 2019 of Bossard Holding AG.
2. Resolutions for the 2019 fiscal year
  - 2.1 Approval of the annual report 2019 of Bossard Holding AG  
The Board of Directors requests the approval of the annual report 2019 (including the consolidated financial statements and financial statements) of Bossard Holding AG.
  - 2.2 Consultative vote on the 2019 compensation report of Bossard Holding AG  
The Board of Directors requests the approval of the 2019 compensation report (consultative vote).
  - 2.3 Discharge of the Board of Directors and the Executive Committee  
The Board of Directors requests the discharge of the Board of Directors and Executive Committee for 2019.
  - 2.4 Appropriation of available retained earnings  
The Board of Directors requests that the retained earnings in the amount of CHF 39,134,048 as of December 31, 2019 be used as follows:

Retained earnings	CHF	39'134'048.00
Distribution of a dividend* in the amount of CHF 4.00 gross per registered A share and CHF 0.80 gross per registered B share		
Earnings to be carried forward	CHF	<u>- 30'781'440.00</u>
	CHF	8'352'608.00

\*The dividend from retained earnings is subject to Swiss withholding tax.

3. Revision of the Articles of Association of Bossard Holding AG  
The Board of Directors requests the amendment of Article 11, Article 12, Article 20, Article 36, Article 37, Article 38, Article 39, Article 44 and Article 51 of the Articles of Association, to take effect immediately.
4. Elections for the one-year term of office 2020/21 until the conclusion of the next annual general meeting of shareholders
  - 4.1 Proposal for the representative for holders of registered A shares  
The Board of Directors proposes to appoint David Dean as representative for holders of registered A shares.

- 4.2 Election of the Board of Directors of Bossard Holding AG  
The Board of Directors requests the re-election of:
  - 4.2.1 Dr. Thomas Schmuckli as Chairman of the Board of Directors;
  - 4.2.2 Anton Lauber;
  - 4.2.3 Prof. Dr. Stefan Michel;
  - 4.2.4 Maria Teresa Vacalli;
  - 4.2.5 Dr. René Cotting;
  - 4.2.6 Martin Kühn;
  - 4.2.7 Patricia Heidtman;
  - 4.2.8 David Dean.
- 4.3 Election of the members of the compensation committee  
The Board of Directors requests the election of:
  - 4.3.1 David Dean (election);
  - 4.3.2 Anton Lauber (re-election);
  - 4.3.3 Patricia Heidtman (re-election).
- 4.4 Election of the independent proxy  
The Board of Directors requests the re-election of René Peyer, Attorney-at-Law.
5. Election of the auditors  
The Board of Directors requests the re-election of PricewaterhouseCoopers AG, Zurich, as the statutory auditors for the 2020 fiscal year.
6. Approval of the total compensation
  - 6.1 Total compensation of the Board of Directors  
The Board of Directors requests the approval of a maximum of CHF 1,600,000 as the total compensation for the Board of Directors for the period from the annual general meeting of shareholders 2020 until the annual general meeting of shareholders 2021.
  - 6.2 Total compensation of the Executive Committee  
The Board of Directors requests the approval of a maximum of CHF 6,000,000 as the total compensation for the Executive Committee for the 2021 fiscal year.
7. Miscellaneous

## **Attending the Annual General Meeting of Shareholders**

### **Share register**

The date by which shareholders must be registered in the share register of the company is Monday, March 30, 2020, end-of-day processing (art. 5 para. 2 of the Articles of Association).

### **Admission tickets**

Shareholders who wish to attend the annual general meeting of shareholders or be represented are requested to obtain their admission tickets with the voting material by Tuesday, March 31, 2020, from Devigus Shareholder Services. Please note that the admission tickets will be delivered by Thursday, April 2, 2020 at the earliest. No admission tickets will be issued at the annual general meeting of shareholders.

### **E-voting**

We invite shareholders to submit their votes prior to the annual general meeting of shareholders by means of e-voting via Internet. Shareholders are kindly requested to use their single access code or their QR-Code which is shown on their registration form. Voting is possible until 10:00 p.m. on Sunday, April 5, 2020.

### **Authorization of proxy**

- a) Shareholders who wish to appoint the independent proxy Mr. René Peyer, Schweiger Advokatur/Notariat, Dammstrasse 19, 6300 Zug, are kindly requested to check the appropriate box on the registration form, and to forward the form, with the relevant voting instructions, to Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, by using the return envelope.
- b) Shareholders who wish to be represented otherwise are kindly requested to sign the power of attorney on the registration form or admission ticket and to present it to the authorized proxy directly.

### **Annual and Compensation Report**

The annual report 2019 and the compensation report 2019 may be obtained at the registered office of the company. The reports can also be found on the website at [www.bossard.com](http://www.bossard.com) / *About Us / Investor Relations / Financial Reports*. In addition, the reports are available for viewing along with the auditors' reports as well as the motions as per Wednesday, March 4, 2020 at the company's registered office, Steinhauserstrasse 70, 6300 Zug.

**Donation**

Instead of a „Give Away“, Bossard Holding AG will make a donation to a charitable organization this year.

**Further information**

In case of any questions regarding the registration form, admission tickets or e-voting, please do not hesitate to contact Devigus Shareholder Services by phone +41 (0) 41 798 48 33 or by e-mail [bossard@devigus.com](mailto:bossard@devigus.com).

Thank you for your attention.

Zug, March 4, 2020

Bossard Holding AG

A handwritten signature in blue ink, consisting of a vertical line on the left and a series of connected loops and curves extending to the right.

Dr. Thomas Schmuckli  
Chairman of the Board of Directors

A handwritten signature in blue ink, featuring a horizontal line with several sharp, overlapping strokes above it.

Dr. Daniel Bossard  
CEO

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