

# Invitation to the 48<sup>th</sup> Annual General Meeting of Shareholders

Bossard Holding AG

2021

Dear Shareholders,

We are pleased to present to you the agenda of this year's Annual General Meeting of Shareholders. The Annual General Meeting of Shareholders will be held without the physical attendance of shareholders in accordance with article 27 of the Covid-19-Regulation 3.

Date: [Monday, April 12, 2021](#)

Time: [4:00 p.m.](#)

Venue: [6300 Zug](#)

Video message:

We would like to keep you informed with a video message from Dr. Thomas Schmuckli and Dr. Daniel Bossard. You can watch the video message under the following QR code/link as of Tuesday, April 13, 2021.



[www.bossard.com /  
About Us / Investor Relations /  
Annual General Meeting of  
Shareholders](http://www.bossard.com/About%20Us/Investor%20Relations/Annual%20General%20Meeting%20of%20Shareholders)

## Agenda

1. Report on the 2020 fiscal year  
Explanations regarding the annual report 2020 and the compensation report 2020 of Bossard Holding AG.
2. Resolutions for the 2020 fiscal year
- 2.1 Approval of the annual report 2020 of Bossard Holding AG  
The Board of Directors requests the approval of the annual report 2020 (including the consolidated financial statements and financial statements) of Bossard Holding AG.
- 2.2 Consultative vote on the 2020 compensation report of Bossard Holding AG  
The Board of Directors requests the approval of the 2020 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 2020.
- 2.4 Appropriation of available retained earnings  
The Board of Directors requests that the retained earnings in the amount of CHF 57,920,680 as of December 31, 2020 be used as follows:

Retained earnings	CHF	57'920'680.00
Distribution of a dividend* in the amount of CHF 4.40 gross per registered A share and CHF 0.88 gross per registered B share		
Earnings to be carried forward	<u>CHF</u>	<u>- 33'841'760.00</u>
	CHF	24'078'920.00

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

3. Elections for the one-year term of office 2021/22 until the conclusion of the next annual general meeting of shareholders
- 3.1 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.
- 3.2 Election of the Board of Directors of Bossard Holding AG  
The Board of Directors requests the election of:
  - 3.2.1 Dr. Thomas Schmuckli as Chairman of the Board of Directors (re-election);
  - 3.2.2 Prof. Dr. Stefan Michel (re-election);
  - 3.2.3 Dr. René Cotting (re-election);
  - 3.2.4 Martin Kühn (re-election);
  - 3.2.5 Patricia Heidtman (re-election);
  - 3.2.6 David Dean (re-election);
  - 3.2.7 Petra Maria Ehmann (election);
  - 3.2.8 Marcel Keller (election).

3.3 Election of the members of the compensation committee

The Board of Directors requests the election of:

3.3.1 David Dean (re-election);

3.3.2 Prof. Dr. Stefan Michel (re-election);

3.3.3 Patricia Heidtman (re-election);

3.3.4 Marcel Keller (election).

3.4 Election of the independent proxy

The Board of Directors requests the re-election of René Peyer, Attorney-at-Law.

4. Election of the auditors

The Board of Directors requests the re-election of PricewaterhouseCoopers AG, Zurich, as the statutory auditors for the 2021 fiscal year.

5. Approval of the total compensation

5.1 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 2021 until the annual general meeting of shareholders 2022.

5.2 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 2022 fiscal year.

6. Miscellaneous

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

For the protection of all stakeholders, physical attendance at the Annual General Meeting of Shareholders is not permitted due to the Covid-19 health situation. Therefore, shareholders can only exercise their rights in writing (resp. via e-voting) and are requested to provide the independent proxy with their votes.

### **Questions / Information**

In advance of the Annual General Meeting of Shareholders, shareholders may submit questions to the chairman of the Board of Directors, Dr. Thomas Schmuckli until Wednesday, April 7, 2021, by e-mail to [generalversammlung2021@bossard.com](mailto:generalversammlung2021@bossard.com).

### **Video message**

Following the Annual General Meeting of Shareholders, all shareholders are invited to view the video message by Dr. Thomas Schmuckli and Dr. Daniel Bossard. It is important to us to keep you informed and provide you with a brief review of 2020 and an outlook for 2021 as well as a presentation of the results of the vote. As of Tuesday, April 13, 2021, you will find the video message under the link / QR code on page 1 of this invitation.

### **Share register**

The date by which shareholders must be registered in the share register of the company is Thursday, April 1, 2021, end-of-day processing (art. 5 para. 2 of the Articles of Association).

### **Admission tickets**

Please note that due to the Covid-19 health situation, physical attendance is not possible and therefore tickets will not be sent.

### **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 Thursday, April 8, 2021.

### **Authorization of independent proxy**

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.

### **Annual Report 2020**

The annual report 2020 will be available from Wednesday, March 3, 2021. The report can also be found on the website at [www.bossard.com / About Us / Investor Relations / Financial Reports](http://www.bossard.com/About%20Us/Investor%20Relations/Financial%20Reports). In addition, the annual report 2020 along with the auditors' reports as well as the motions are available for viewing at the company's registered office, Steinhäuserstrasse 70, 6300 Zug as per Wednesday, March 3, 2021.

**Donation**

In the spirit of sustainability, Bossard Holding AG will make a donation to a charitable organization instead of a "Give Away". Shareholders are invited to vote on the registration form which of the following two projects should be considered:

- Kindness Corporation: Level up Young Leadership Development Program (South Africa) – 12-month youth empowerment and development program in Ivory Park Township in Midrand Johannesburg
- The Great Orchestras of Christmas Charity (Poland) – supporting children's hospitals and institutions for the elderly in Poland with complex medical equipment

More detailed information about these projects can now be found under the link / QR code on page 1 of this invitation.

**Further information**

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

Thank you for your attention.

Zug, March 3, 2021

Bossard Holding AG



Dr. Thomas Schmuckli  
Chairman of the Board of Directors



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CEO

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