



Corporate Governance

This corporate governance report describes the organizational structure of the Bossard Group. The report contains information on the allocation of duties within the board of directors and its committees as well as further information on the individual members.



AT A GLANCE

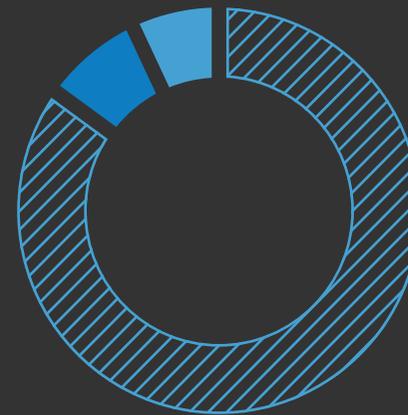
Corporate Governance

Market capitalization

as of reporting date, in CHF million

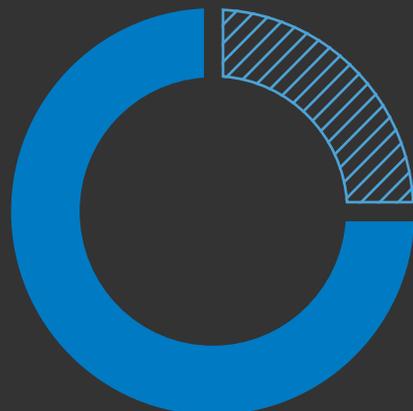
1,538

Shares by country



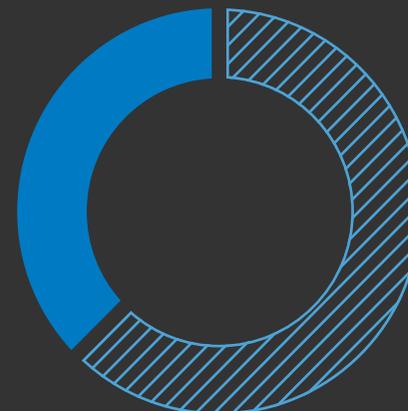
- Switzerland (85%)
- Great Britain (8%)
- Other countries (7%)

Gender board of directors



- Women (25%)
- Men (75%)

Independence board of directors



- Independent/non-executive (62.5%)
- Independent/non-executive/proposed by majority voting rights shareholder (37.5%)

CORPORATE GOVERNANCE

About corporate management

The Bossard Group’s organizational structure is based on international standards for corporate management. The Group’s corporate bodies and management follow the Directive on Information relating to Corporate Governance of SIX Swiss Exchange as well as the “Swiss Code of Best Practice for Corporate Governance” of *economiesuisse*.

The organizational structure of the Bossard Group is based on clear delimitation of tasks, competencies and responsibilities between the board of directors and the executive committee. The functions of the chair of the board of directors and the chief executive officer (CEO) are held by two different persons, so that the separation of powers is guaranteed. This report is prepared according to the Directive on Information relating to Corporate Governance (DCG) of SIX Swiss Exchange. Unless otherwise indicated, all information applies as of December 31, 2022. The principles and rules on corporate governance are set out in the rules and regulations of Bossard Holding AG, namely in the articles of association of Bossard Holding AG (articles of association), in the organizational and business regulations of Bossard Holding AG (OBR), in the regulations of the board’s committees, in the Code of Conduct and in the resolutions of the board of directors. The rules are regularly reviewed by the board of directors and adapted to current requirements (articles of association most recently in 2022, OBR most recently in 2021 and regulations of the board’s committees most recently in 2015).

The Bossard Group is currently amending its articles of association based on the revision of the company law entering into force in 2023. At the annual general meeting of shareholders 2024, the board of directors will propose the respective revision of the articles of association. Necessary amendments with regard to the compensation in connection with the revision of the company law have already been implemented through approval of the revision of the articles of association on the annual general meeting of shareholders on April 11, 2022.

Group structure and shareholders

Group structure

Bossard Holding AG, the parent company of the Bossard Group, is a limited company under Swiss law with its registered office in Zug. Bossard Holding AG is the only listed company belonging to the group of consolidated companies. It holds a direct or indirect interest in the companies listed in note 28 of the financial report. Bossard Holding AG (Swiss securities no. 23862714, ISIN CH0238627142/BOSN) is listed on the SIX Swiss Exchange. Its stock market capitalization as of December 31, 2022 was CHF 1,537.7 million (2021: CHF 2,529.2 million). The Group’s structure aims to provide the best possible support for its business activities within an efficient legal, financial and strategic framework. This means that the structure should be as simple as possible and also transparent to anyone outside the Group. The Bossard Group operates in

industrial fastening technology and generates its entire revenue in this market segment. Further information regarding the Group structure is set out in the notes to the financial report, namely on pages 120 and 127.

Significant shareholders

The disclosure notifications in relation to shareholdings in Bossard Holding AG are published on the electronic publication platform of SIX Swiss Exchange and can be accessed via the search function of the disclosure office via the following link:

www.ser-ag.com/en/home/publications/significant-shareholders.html

The following shareholders held more than 3 percent of the total voting rights in Bossard Holding AG as of December 31, 2022:

The Kolin Group – a shareholder group as per article 120seq. of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FMIA) – consisting of Kolin Holding AG, Zug, and Bossard Unternehmensstiftung, Zug, owns 56.3 percent (2021: 56.3 percent) of total voting rights and 27.8 percent (2021: 27.8 percent) of capital entitled to dividend (with notification on September 7, 2022 due to change in the information subject to the obligation to notify). Kolin Holding AG is wholly controlled by the Bossard families. The individual members (shareholders) of the

Bossard families are published on the electronic publication platform of SIX Swiss Exchange.

This shareholder group does not include shares without pooled voting rights, which are held by individual members of the Bossard families outside this shareholder group.

Bossard Holding AG is not aware of any other shareholders or groups of shareholders that held 3 percent or more of the total voting rights of Bossard Holding AG as of December 31, 2022.

Cross-shareholdings

There are no cross-shareholdings with other companies.

Changes in the articles of association

The board of directors proposed a revision of the articles of association to the annual general meeting of shareholders on April 11, 2022, namely the revision of article 11, article 36, article 37, article 38, article 42 and article 51 and the deletion of article 39 and article 40.

Next to some necessary amendments with regard to the compensation in connection with the revision of the company law (the Code of Obligations), which come into force in 2023, in material terms, the articles of association were amended as follows (remaining amendments are of a purely formal nature):

- The mechanism for compensation of the CEO and the members of the executive committee has been adjusted.
- As before, the CEO and members of the executive committee will receive a fixed compensation (paid in the form of cash or A shares).
- The variable compensation will now be divided into a “Short-Term Incentive” (STI) and a “Long-Term Incentive” (LTI). The short-term oriented compensation may consist of a bonus in cash or A shares. The long-term oriented compensation may be paid by means of allocations of A share options, expectancies (including RSUs) or similar financial instruments.
- The short-term and long-term variable compensation for the CEO, is calculated and measured on the basis of the performance of the Group as well as the individual, qualitative performance of the CEO (discretionary components).
- The short-term and long-term variable compensation for the other members of the group management is calculated and determined on the basis of the performance of the Group and/or the company and/or business units and/or market regions, as well as the individual, qualitative performance of each member (discretionary components).

The detailed wording of each of the provisions were outlined in an appendix to the invitation to the annual general meeting of shareholders. The annual general meeting of shareholders approved the above changes through revision of the articles of association on April 11, 2022.

The Protocol of the 49th annual general meeting of shareholders (in German) can be accessed via the following link:

www.bossard.com/en/about-us/investor-relations/annual-shareholders-meeting/

Capital structure

Share capital

As of December 31, 2022 the ordinary share capital of Bossard Holding AG totaled CHF 40,000,000, of which CHF 33,250,000 share capital relates to registered A shares and CHF 6,750,000 to registered B shares.

Authorized and conditional capital

Bossard Holding AG holds 291,867 registered A shares (2021: 291,867) in reserve. These reserve shares can be used for management participation plans, acquisitions or other purposes in the interest of the company and carry no voting rights and are not entitled to dividends. Other than this, Bossard Holding AG does not hold any authorized or conditional capital.

Changes in capital in the last three years

There were no changes in capital in the last three years.

Shares

The share capital of Bossard Holding AG is CHF 40,000,000. It is divided into 6,650,000 registered A shares with a nominal value of CHF 5 per share and 6,750,000 registered B shares with a nominal value of CHF 1 per share (voting right shares). The share capital is fully paid in. With the exception of the own registered A shares held by Bossard Holding AG, (i) each registered share entered in the share register with voting rights is entitled to one vote (see also limitations on transferability and nominee registrations) and (ii) each registered share is entitled to a dividend. The measurement of voting rights by the number of registered voting right shares is not applicable for individual decisions specified in article 16 of the articles of association. Only registered A shares are listed on the SIX Swiss Exchange under the Swiss Reporting Standard (formerly Domestic Standard). Registered B shares are wholly owned by Kolin Holding AG. As of December 31, 2022, Bossard Holding AG held 303,559 own registered A shares (including the 291,867 reserve shares mentioned under authorized and conditional capital) that represent 2.265 percent of the total shares of Bossard Holding AG. 11,692 (0.087 percent) of these shares are held by Bossard Holding AG as sales positions related to grants made under its management participation plan. For further details, please refer to the compensation report and notes 11 and 15 of the financial report.

Number of registered A shares at December 31, 2022:

Number of registered A shares	Number of registered shareholders	Shares in %
1–100	4,394	3.2
101–1,000	3,003	14.2
1,001–10,000	343	14.5
10,001–100,000	50	16.7
> 100,000	7	26.0
Total registered shareholders/shares	7,797	74.6
Non-registered shares		25.4
Total		100.0

Number of holders of registered A shares at December 31, 2022:

	Shareholders in %	Shares in %
Individual entities	93.0	33.4
Legal entities	7.0	66.6
Total	100.0	100.0

Registered A shares by country at December 31, 2022:

	Shareholders in %	Shares in %
Switzerland	95.4	84.5
Great Britain	0.3	7.9
Germany	2.1	1.5
USA	0.3	1.4
Luxembourg	0.1	1.3
Other countries	1.8	3.4
Total	100.0	100.0

Participation and profit-sharing certificates

Bossard Holding AG has not issued any participation or profit-sharing certificates.

Limitations on transferability and nominee registrations

Limitations on share transferability

According to article 7 of the articles of association, the transfer of registered B shares is always subject to the approval of the board of directors, irrespective of the form in which these shares were issued. The board of directors may reject such a request for good reason – primarily to protect the purpose of the company and to maintain its economic independence (article 9 of the articles of association). In particular, this includes the transfer of registered B shares to a competitor and a

fiduciary transfer if the acquirer does not inform the board of directors in writing at its first request that she or he is acquiring the shares concerned in her or his own name and for her or his own account. Furthermore, the board of directors may refuse its approval if it offers to the seller or acquirer of the registered B shares that it will acquire these shares for the account of the company, other shareholders or third parties for at least their actual value at the time the request was made (article 8 of the articles of association). If there is good reason to do so, the board of directors may grant exceptions to these rules (no exceptions have been granted in the reporting year 2022). However, transfer requests containing incorrect information must always be rejected; a new, corrected request may subsequently be submitted (article 9 of the articles of association). For the incorporation or tightening of transferability restrictions, at least two-thirds of the votes represented and an absolute majority of the represented nominal share value are required for a decision. These provisions also apply for registered B shares, which are acquired (subscribed) by the exercise of subscription, option or conversion rights, and for the establishment of usufruct of registered B shares.

Nominee registrations

According to article 6 of the articles of association, the acquirer of a registered A share is entered in the share register with voting rights provided that she or he confirms that this share is held in her or his own name and for her or his own account.

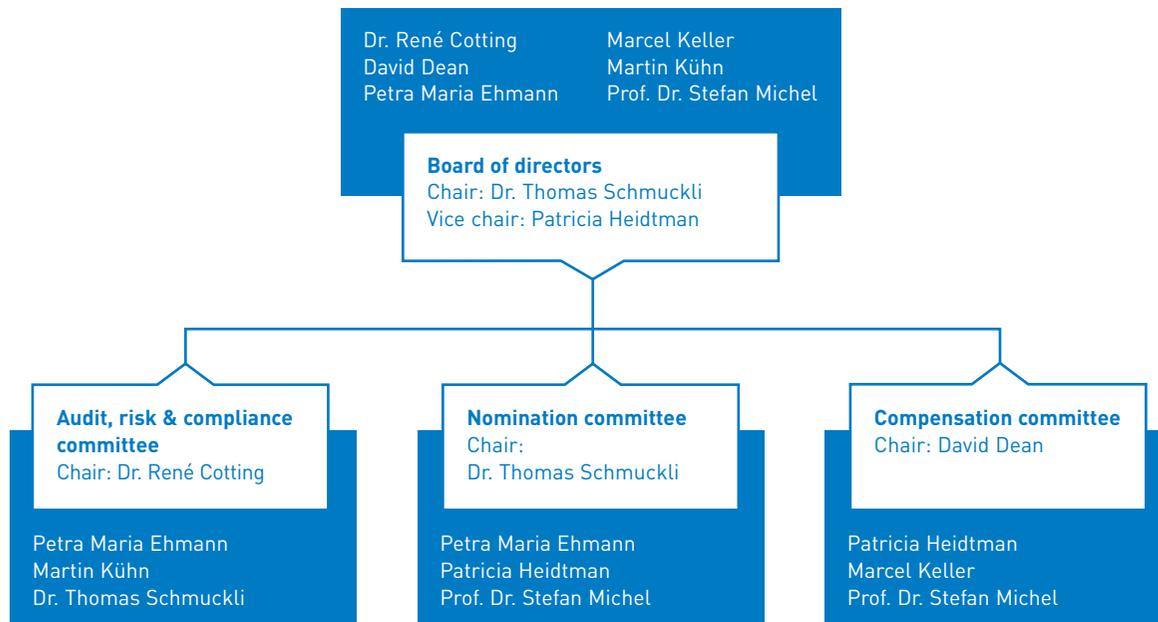
Up to a registration limit of 0.5 percent of the total number of registered A shares entered in the commercial register, anyone who does not expressly state that she or he is acting on her or his own account shall be acknowledged as being a nominee with voting rights. Beyond this registration limit, anyone who makes known to Bossard Holding AG the name, address and/or registered office of the person for whose account she or he holds more than 0.5 percent of the total number of registered A shares entered in the commercial register, shall be acknowledged as being a nominee with voting rights. Otherwise the acquirers of registered A shares shall be acknowledged or registered as shareholders without voting rights. The board of directors makes the necessary arrangements for the acknowledgment and registration of acquirers of registered A shares, and particularly also of nominees. These provisions also apply to registered A shares that have been acquired by exercising subscription, option or conversion rights as well as to the creation of rights of usufruct to registered A shares.

Outstanding bonds and options

Bossard Holding AG currently has no bonds or convertible bonds outstanding. Information on conditional rights to receive registered A shares of Bossard Holding AG (outstanding options respectively Restricted Stock Units/RSUs) according to the management participation plan that is offered to selected members of the management of the Bossard Group is disclosed in section 6 of the compensation report and in note 15 of the financial report. Further detailed information can be accessed on the electronic publication platform of the SIX Swiss Exchange via the following link:

www.ser-ag.com/en/home/publications/significant-shareholders.html

Board of directors



Members of the board of directors

As of December 31, 2022, the board of directors of Bossard Holding AG consisted of eight non-executive members. David Dean was CEO of the Bossard Group from 2005 to April 2019. None of the other members of the board of directors belonged to the executive committee in the past.

The board of directors had the following members as of December 31, 2022:

Name	Function	Appointed
Dr. Thomas Schmuckli	Chair	2007
Patricia Heidtman	Vice chair	2021
Dr. René Cotting	Member	2015
	Repr. of registered	
David Dean	A shares	2019
Petra Maria Ehmann	Member	2021
Marcel Keller	Member	2021
Martin Kühn	Member	2018
Prof. Dr. Stefan Michel	Member	2011

As per ad hoc announcement pursuant to Article 53 LR as of October 31, 2022, of Bossard Group announced that Prof. Dr. Stefan Michel and Dr. René Cotting will not be standing for re-election to the board of directors of Bossard Holding AG. The board of directors is nominating Prof. Dr. Ina Toegel for election at the upcoming annual general meeting of shareholders on April 17, 2023.

Other activities and vested interests

Dr. Thomas Schmuckli, Patricia Heidtman and Martin Kühn were proposed for election by the majority voting rights shareholder, Kolin Holding AG, Zug, and were elected to the board of directors of Bossard Holding AG. Dr. Thomas Schmuckli is a member of the Bossard family, which has 100 percent control over Kolin Holding AG. The members of the board of directors do not perform any activities outside of the Bossard Group other than the mandates listed on pages 71 to 76 and therefore do not have any significant business relationships with Bossard Holding AG or one of the subsidiaries. Furthermore, they do not have any other significant external interests.

Allowed number of mandates

According to article 44 of the articles of association, a member of the board of directors may, including his function for the company, at the same time take on a maximum of ten mandates, whereby chairmanships count as two mandates. A maximum of four mandates may be in listed companies. If the mandates assumed relate to legal entities that belong to the same group or are similarly related in terms of management, these mandates are considered a single mandate. There are no restrictions on the number of mandates (i) for mandates assumed in legal entities that are directly or indirectly controlled by Bossard Holding AG or that directly or indirectly control Bossard Holding AG, or (ii) if, in exercising the function for

the Bossard Group, a mandate in another, related legal entity is exercised. The actual number of additional mandates are listed on pages 71 to 76.

Elections and terms of office

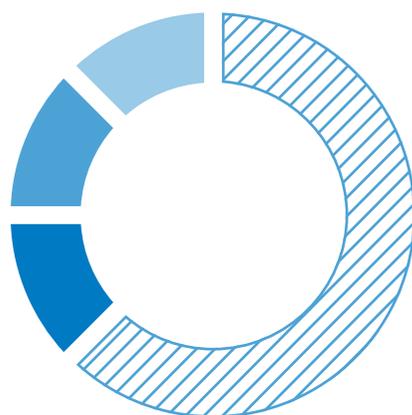
According to the articles of association, the board of directors consists of five to nine members. The chair of the board of directors and the other members of the board of directors are elected by the annual general meeting of shareholders for a period of one year (until the next ordinary annual general meeting of shareholders). Members are elected on an individual basis. The annual general meeting of shareholders also elects the chair of the board of directors. There are no statutory limits to the term of office; members may be re-elected. According to the OBR, however, a member of the board of directors shall offer to step down at the annual general meeting of shareholders following her or his 70th birthday. Each category of shareholders, namely the holders of registered A shares as a group are entitled to one seat on the board of directors. In 2022, David Dean was re-elected as the representative of the holders of registered A shares; holders of registered B shares with voting rights did not take part in this election. As a rule, the majority of the board members should be external members with no executive functions in the company. None of the members of the board of directors exercised any executive functions in the Bossard Group in the reporting year 2022.

The following table shows the year in which each member was first elected to the board of directors as well as their function as of December 31, 2022:

Name	Function	First elected
Dr. Thomas Schmuckli	Chair ¹⁾	2000
Prof. Dr. Stefan Michel	Member ²⁾	2011
Dr. René Cotting	Member ³⁾	2015
Martin Kühn	Member ⁴⁾	2018
	Repr. of registered	
David Dean	A shares ⁵⁾	2019
Patricia Heidtman	Vice chair ⁶⁾	2019
Petra Maria Ehmann	Member ⁷⁾	2021
Marcel Keller	Member ⁸⁾	2021

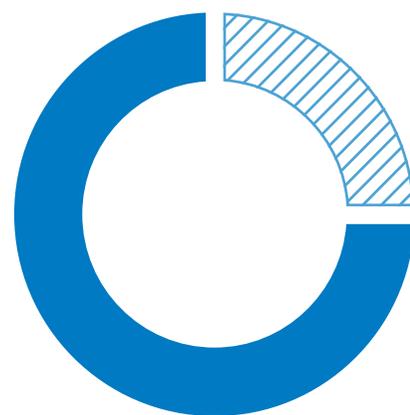
- 1) Chair of the nomination committee (NC), member of the audit, risk & compliance committee (ARCC)
- 2) Member of the compensation committee (CC), member of the NC
- 3) Chair of the ARCC
- 4) Member of the ARCC
- 5) Chair of the CC
- 6) Member of the CC, member of the NC
- 7) Member of the NC, member of the ARCC
- 8) Member of the CC

Term



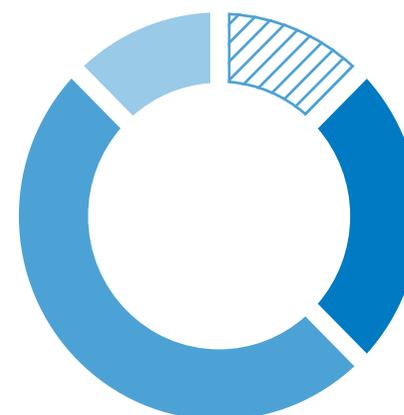
- < 5 years (62.5%)
- 5 to 8 years (12.5%)
- 9 to 12 years (12.5%)
- > 12 years (12.5%)

Gender



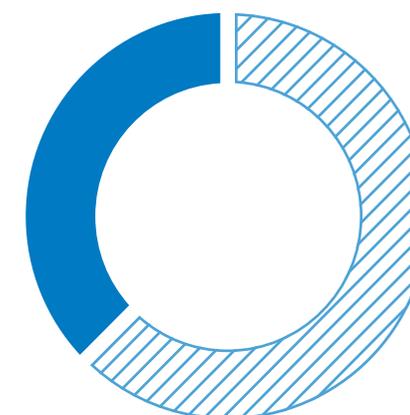
- Women (25%)
- Men (75%)

Age



- 30 to 40 years (12.5%)
- 41 to 50 years (25%)
- 51 to 60 years (50%)
- 61 to 70 years (12.5%)

Independence



- Independent/non-executive (62.5%)
- Independent/non-executive/proposed by majority voting rights shareholder (37.5%)

Diversity and independence

The board of directors ensures that its composition fulfills criteria of diversity and independence as well as that the required skills are available for a critical exchange of ideas.

Competence matrix

	Executive experience	Finance, audit, risk management	Compliance, regulatory, legal	Capital markets, M&A	Core industry experience	Transferable expertise in related industries	International business experience	Digitalization, technology	Strategy, business transformation	HR, compensation	Board governance	Sustainability
Dr. Thomas Schmuckli	x	x	x	x	x	x	x		x	x	x	x
Patricia Heidtman	x				x	x	x	x	x	x	x	x
Dr. René Cotting	x	x	x	x	x	x	x	x	x		x	x
David Dean	x	x		x	x	x	x		x	x	x	
Petra Maria Ehmann						x	x	x	x			x
Marcel Keller	x					x	x		x		x	
Martin Kühn	x	x	x	x			x		x		x	
Prof. Dr. Stefan Michel						x	x	x	x	x	x	

Internal organization

Allocation of duties within the board of directors

The board of directors of the Bossard Group is ultimately responsible for the Group's business policy and management. It is the company's highest management body and is entitled to make decisions on all matters which, by law, through the articles of association and/or under the regulations of Bossard Holding AG, are not the responsibility of the annual general meeting of shareholders, or which it has not transferred to other bodies through regulation or decision.

The board of directors has the following non-transferable and inalienable main tasks (article 23 of the articles of association):

- ultimate direction of the company, namely establishing the goals and policy, defining the resources available for same and the priorities, and issuing the instructions required for implementation
- determining the organizational structure
- defining finance and accounting as well as financial planning and control
- appointing and dismissing the CEO and other members of the executive committee and adopting provisions governing authorized signatories
- maintaining ultimate supervision of the CEO and other members of the executive committee
- exercising rights of participation from and to shareholdings/investments

- drawing up the annual report and the compensation report, preparing the annual general meeting of shareholders and implementing its resolutions
- notifying the judge in the event of excessive indebtedness
- adopting resolutions on subsequent payment of capital with respect to not fully paid-up shares
- adopting resolutions regarding the approval of capital increases and the resulting amendments to the articles of association

Committees

To assist it in its duties, the board of directors has established three permanent committees:

- the audit, risk & compliance committee (ARCC)
- the nomination committee (NC)
- the compensation committee (CC)

These committees prepare specific topics for discussion by the board of directors. The overall integral responsibility of the board of directors is not affected by the activities of these committees or by any delegation of tasks to them. Ad hoc committees can be formed to deal with specific or time-limited projects or issues. Unless otherwise stipulated by the articles of association, the board of directors defines the composition, duties, competencies and compensation for these committees in the relevant regulations, which are periodically reviewed by the respective committee and are amended in accordance with any proposed amendments submitted to the board of

directors by the latter. With exception to the CC, the board of directors may dismiss any of the committees it has appointed at any time.

Certain duties and competencies are assigned to the chair of the board of directors alone.

The board of directors has additionally delegated operational management and overall leadership of the Bossard Group as well as the related duties and competencies to the CEO. In turn, the CEO is authorized to arrange further delegation.

Detailed information on the division of duties within the board of directors can be found in the OBR, which is available via the following link:

www.bossard.com/en/about-us/investor-relations/corporate-governance/organization-regulations/

Continued on page 77

Board of directors



Dr. Thomas Schmuckli-Grob (1963)

Swiss citizen

- Chair of the board of directors since 2007
- Chair of the nomination committee since 2007
- Member of the audit, risk & compliance committee since 2002
- Member of the board of directors since 2000
- Secretary to the board of directors from 1997 to 2000

Professional background

Dr. Thomas Schmuckli-Grob currently works as a professional board member. Between 1993 and 2013, he held various management positions in the General Counsel division of Credit Suisse Group, primarily for M&A, Corporate & Institutional Clients and Asset Management, in Zurich. From 2000 to 2005, he was Head of Process and Product Management at Zuger Kantonalbank.

Educational background

- Degree in law (LLB and LLD), University of Fribourg, Fribourg, Switzerland
- Accredited lawyer and notary, Zug, Switzerland
- Management studies, University of Zurich, Zurich, Switzerland
- Further studies in the fields of strategy, leadership, board of directors; and leading a family office, IMD, Lausanne, Switzerland
- Further studies in the fields of strategy and strategy development, HSG, St. Gallen, Switzerland
- Further studies in the field of finance, University of Zurich, Zurich, Switzerland

Other activities and vested interests

- Member of the board of directors, Hans Oetiker Holding AG, Horgen, Switzerland
- Chair of the board of directors, Helvetia Holding AG and two subsidiaries, Basel/St. Gallen, Switzerland



Patricia Heidtman (1973)

Dual Swiss-US citizen

- Vice chair of the board of directors since 2021
- Member of the compensation committee since 2019
- Member of the nomination committee since 2019
- Member of the board of directors since 2019

Professional background

Patricia Heidtman is working for SIKA since her studies and is a member of the SIKA group management since 2021 as the Chief Innovation and Sustainability Officer. From 2017 to 2021 she led the research & development team for thermoplastic systems in Sarnen, Switzerland. Prior to this, Patricia Heidtman spent around 14 years in the USA, most recently as Head of Innovation Management for products, processes and developments for the automotive industry.

Educational background

- Master of Science, ETH Zurich, Zurich, Switzerland
- Executive education, London Business School, Lucerne, Switzerland
- Executive education, IMD, Lausanne, Switzerland



Dr. René Cotting (1970)

Swiss citizen

- Chair of the audit, risk & compliance committee since 2015
- Member of the board of directors since 2015

Professional background

Dr. René Cotting is since May 2021 CFO of Smartenergy Group, an investor, developer and operator of large solar, wind and green hydrogen plants, and is acting in this function as mandated CFO of the stocklisted (SIX) Edisun Power. From 1995 until April 2021 he has held various positions in Switzerland and abroad for the ABB Group. From 2013 until the end of May 2017, he was CFO of ABB Switzerland. On March 1, 2017, he was named Head of Operation, Innovation and R&D for the ABB Group and Chairman of ABB Technology Ventures. In the course of his professional activities, René Cotting gained experience in emerging markets, in particular in India, China and Poland.

Educational background

- Degree in economics, social sciences and doctorate, University of Fribourg, Fribourg, Switzerland
- Further studies in the fields of strategy, finance, controlling and corporate management, IMD, Lausanne, Switzerland
- Further studies in the field of driving corporate performance, Harvard Business School, Boston, USA
- Further studies in the field of business marketing strategy, Kellogg School of Management Northwestern University, Evanston, USA
- Further studies in the field of Artificial Intelligence – Implications for Business Strategies, MIT Massachusetts Institute of Technology, Cambridge, USA
- Further studies in the field of venture capital, Wharton Business School, San Francisco, USA

Other activities and vested interests

- Member of the board of directors, CCI Cotting Consulting AG, Tafers, Switzerland
- Member of the board of directors, Patria Genossenschaft, Basel, Switzerland
- Member of the board of directors, Edisun Power Schweiz AG, Zurich, Switzerland



David Dean (1959)

Swiss citizen

- Representative for holders of registered A shares since 2020
- Chair of the compensation committee since 2019
- Member of the board of directors since 2019

Professional background

David Dean currently works as a professional board member. He was CEO of the Bossard Group from 2005 to 2019. From 1998 to 2004, he served as CFO of Bossard Group and has been with Bossard since 1992. Between 1990 and 1992, he was a Corporate Controller and a member of the executive committee of an international logistics group. From 1980 to 1990, he worked for PricewaterhouseCoopers AG in various management functions in auditing and business consulting. In the course of his professional activities, David Dean gained experience in emerging markets, in particular in India, China, Malaysia, Thailand, Taiwan and South Korea.

Educational background

- Swiss certified management accountant/controller, AKAD Business, Zurich, Switzerland
- Swiss certified public accountant, Expertsuisse, Zurich, Switzerland
- Executive education, Harvard Business School, Boston, USA
- Executive education, IMD, Lausanne, Switzerland

Other activities and vested interests

- Member of the board of directors, Komax Holding AG, Dierikon, Switzerland
- Member of the board of directors, Burckhardt Compression Holding AG, Winterthur, Switzerland
- Member of the board of directors, Haag-Streit Holding AG, Köniz, Switzerland
- Member of the board of directors, Brugg Group AG, Brugg, Switzerland



Petra Maria Ehmann (1985)

German citizen

- Member of the nomination committee since 2021
- Member of the audit, risk & compliance committee since 2021
- Member of the board of directors since 2021

Professional background

Petra Maria Ehmann joined Ringier in 2022 as Chief Innovation Officer and member of the extended Group Executive Board. From 2018 to 2022, she worked at Google as global lead for product partnerships for the innovation technology Augmented Reality. From 2016 to 2018, she drove new business development for Google Advertising & Commerce in EMEA and prior to that for Google Maps and Google Finance for EMEA and APAC. From 2012, Petra Maria Ehmann worked as Head of Business Intelligence at the internet startup Kekanto in Sao Paulo, Brazil. Prior to that she worked as a Senior Business Analyst at A.T. Kearney. From 2008 to 2009 she gained her first work experience at Bosch in steel supply in Toluca, Mexico, and at Hilti in lean warehouse logistics in Shanghai, China.

Educational background

- Bachelor of Science in mechanical engineering, ETH Zurich, Zurich, Switzerland
- Master of Science in management science and engineering, Stanford University, Palo Alto, USA

Other activities and vested interests

- Member of the board of trustees, Swiss Science Center Technorama, Winterthur, Switzerland



Marcel Keller (1968)

Swiss citizen

- Member of the compensation committee since 2021
- Member of the board of directors since 2021

Professional background

Marcel Keller is a member of the executive board of Vorwerk International, Wollerau, since 2018 and responsible for digital transformation and Group IT as well as for the markets in North America and Asia with a focus on China. From 2001 to 2018, he held various management positions at Hewlett Packard, most recently as COO and VP Strategy, Planning and Operations at Hewlett Packard Enterprise Technology Services in Palo Alto, USA.

Educational background

- Business degree, KV Business School Zurich, Zurich, Switzerland

Other activities and vested interests

- Member of the board, Vorwerk International & Co. KmG, Wollerau, Switzerland
- Chair of the board of directors, Vorwerk Household Appliances Manufacturing (Shanghai) Co., Ltd., Shanghai, China
- Chair of the board of directors, Vorwerk Household Appliances Co., Ltd., Shanghai, China



Martin Kühn (1976)

Swiss citizen

- Member of the audit, risk & compliance committee since 2018
- Member of the board of directors since 2018

Professional background

Since 2010 Martin Kühn is working for the KIBAG Group in Zurich, since 2014 as CFO and member of the executive committee. He is responsible for finance, ICT, human resources, real estate, KIBAG Marina and the technical services of the construction and building materials company. From 2002 to 2010, he had been employed at PricewaterhouseCoopers AG national and international as an auditor and M&A consultant for industrial clients. Prior to that, he worked two years for UBS.

Educational background

- Business economist FH, University of Applied Sciences St. Gallen, St. Gallen, Switzerland
- Swiss certified public accountant, Academy of Public Accountants, Zurich, Switzerland

Other activities and vested interests

- Member of the board of directors, Kannewischer Ingenieurbüro AG, Cham, Switzerland
- Chair of the board of directors, Windlin AG, Zurich, Switzerland
- Member of the foundation board, pension fund KIBAG Group, Zurich, Switzerland
- Member of the foundation board, employee foundation KIBAG Group, Zurich, Switzerland
- Member of the audit commission, Bürgergemeinde Zug, Zug, Switzerland



Prof. Dr. Stefan Michel (1967)

Swiss citizen

- Member of the compensation committee since 2021
- Member of the nomination committee since 2015
- Member of the board of directors since 2011

Professional background

Prof. Dr. Stefan Michel is a professor for strategy and marketing at IMD Business School in Lausanne, Switzerland since 2008. Between 2003 and 2008, he was a professor at the Thunderbird School of Global Management in Arizona, USA. Prior to this, he taught as a professor at the Lucerne University of Applied Sciences and Arts, managed a family-run hotel and worked at Bank Leu in Zurich.

Educational background

- Degree in economics and doctorate in marketing, University of Zurich, Zurich, Switzerland

Other activities and vested interests

- Member of the foundation board (school representative), IMD, Lausanne, Switzerland
- Chair of the foundation board, Swiss Association for Marketing GfM, Zurich, Switzerland
- Member of the board of directors, Peka Systeme AG, Mosen, Switzerland
- Owner, Business School Press AG, Zug, Switzerland

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Working methods of the board of directors

The board of directors normally meets six to eight times per year, but is available to discuss matters at short notice should this be required. A member of the board of directors may request that additional meetings are convened by providing written justification to the chair of the board of directors. The duration of board and committee meetings depends on the respective agenda. In 2022, a total of six full-day board meetings were held (one of those meetings was held virtually), as well as a three-day retreat. The board of directors holds a retreat once a year, which lasts several days and is used for analyzing the strategic risk/opportunities mix and for fundamentally reviewing the strategy. In 2022, the retreat took place in Boston, USA. Thereby, the board of directors was intensively discussing with representatives of the executive committee and the top management of Bossard America the market of North America as well as the implementation of strategic initiatives in North America. Further, the organizational development of the Bossard Group was discussed.

Board of directors	Function	Participation 2022	Participation 2022 in %
Dr. Thomas Schmuckli	Chair	7/7	100
Patricia Heidtman	Vice chair	7/7	100
Dr. René Cotting	Member	7/7	100
	Repr. registered		
David Dean	A shares	7/7	100
Petra Maria Ehmann	Member	7/7	100
Marcel Keller	Member	6/7	86
Martin Kühn	Member	7/7	100
Prof. Dr. Stefan Michel	Member	7/7	100

The chair invites the members to the meetings in writing, enclosing the agenda and any relevant documents. The invitations are sent out at least seven days before the meeting. Each member of the board of directors may request the chair to add further items to the agenda. The meeting is presided by the chair of the board or, in his absence, by the vice chair. The board of directors is quorate if the majority of its members is present. The board of directors makes decisions based on an absolute majority of the votes cast. Each member of the board of directors has one vote. If a vote is tied, the chair has the casting vote. Minutes must be taken detailing the negotiations and decisions of the board of directors; these minutes must be approved by the board of directors. In particularly urgent cases the chair may require the board to reach a decision

by conference call. Such decisions must be included in the minutes of the next board meeting. To ensure that the board of directors receives sufficient information to reach decisions, it invites the CEO, the CFO and – if necessary – other members of the executive committee, employees or third parties to attend meetings.

The chair, the CEO, the CFO and other representatives of the executive committee meet regularly to discuss fundamental corporate matters. These include the Group's strategy, medium-term financial, operational and succession planning, organizational issues and market consolidation. If there is a conflict of interests, the board or executive committee members concerned abstain from voting.

The nomination committee dealt intensively with the composition of the board of directors at its ordinary meeting in March 2022 and initiated the search for a new board member. The board of directors regularly discusses the relevance of the items on the agenda, the form and content of the discussions, and the quality of the documentation and information provided. After the self-evaluation in March 2021, the board of directors will conduct another comprehensive self-evaluation at its meeting in March 2023.

Composition/working methods of the board's committees

The functions of the three permanent board committees are primarily analytical, advisory and supervisory. They also have decision-making authority in certain individual cases.

Audit, risk & compliance committee (ARCC)

The ARCC consists of at least three members elected by the board of directors from among its members, for a period of office lasting from one ordinary annual general meeting of shareholders until completion of the next ordinary annual general meeting of shareholders. As of December 31, 2022, the members of the ARCC were Dr. René Cotting (chair), Petra Maria Ehmann, Martin Kühn and Dr. Thomas Schmuckli. The ARCC meets at least three times per year: in summer – to define the scope and key points of the annual audit with the audit company, in late fall – to discuss the findings from the main audit and the existence and effectiveness of the internal control system (ICS), and in February – to discuss the result of the audit of annual accounts. These meetings are attended by the chair of the board of directors (unless she or he is already a member of the ARCC), the CFO, the Head of Group Controlling and at least one representative of the external auditors. The CEO, other members of the executive committee and other persons (internal or external) may be invited to attend the meetings, depending on the agenda. The minutes of these meetings are circulated to all members of the board of

directors, the CFO and the CEO, as well as to those who attended the meeting. In addition, the ARCC regularly reports on its activities to the board of directors at meetings of the latter. In 2022, the ARCC held five meetings (two of those meetings were held virtually). On average, the meetings lasted half a day.

Audit, risk & compliance committee	Function	Participation 2022	Participation 2022 in %
Dr. René Cotting	Chair	5/5	100
Petra Maria Ehmann	Member	5/5	100
Martin Kühn	Member	5/5	100
Dr. Thomas Schmuckli	Member	5/5	100

The ARCC ensures that the board of directors is informed of all matters that could significantly impact the financial situation of the Bossard Group and the business environment. The primary duty of the ARCC is to support the board of directors in its ultimate supervisory role and in its financial management activities. In particular, with the assistance of the external auditor it reviews the structures and processes in the area of finance and accounting, thus ensuring that financial reporting and audit activities are transparent and comply with the related legislation. The ARCC also evaluates the effectiveness of the ICS and the internal audit, risk management and compliance with tax-related and other statutory and regulatory provisions as well as corporate ethics. Furthermore, the ARCC works closely together with the external auditor and evaluates the performance, independence and remuneration of the external auditor.

The board of directors has drawn up in the rules and regulations of the audit, risk & compliance committee the detailed regulations on the areas of activity and competencies of the ARCC.

Compliance

The board of directors is kept continuously informed of all major matters affecting the compliance principles. The statutory auditors additionally inform the board of directors on reports it has received on matters of a legal nature. An evaluation of such reports received in 2022 did not reveal anything new but confirmed what the board of directors already knew. Ultimate supervision of compliance matters rests with the board of directors.

Restricted periods for trading shares

The board of directors implements processes to prevent insider trading. For the board of directors, the executive committee, the extended executive committee, the finance department of the Bossard Group, the senior management, which may come into possession of price-relevant information, as well as the Kolin Group, defined blocking periods apply regarding the trading with registered A shares of Bossard Holding AG. The trading window is closed for at least 14 trading days prior to the publication of the quarterly and half-yearly results for the aforementioned group of persons of Bossard Group. A longer blocking period applies from mid-December until the publication of the annual report (beginning of March). No exceptions were granted in the reporting year.

Nomination committee (NC)

The NC consists of at least three members elected by the board of directors from among its members, for a period of office lasting from one ordinary annual general meeting of shareholders until completion of the next ordinary annual general meeting of shareholders. A representative of the A shareholder group on the board of directors is entitled to a seat on the NC. As of December 31, 2022, the members of the NC were Dr. Thomas Schmuckli (chair), Petra Maria Ehmann, Patricia Heidtman and Prof. Dr. Stefan Michel. The NC meets as required, but at least twice a year. Normally also the CEO and the chair of the board of directors (unless she or he is already a member of the NC) attend the meeting. Other members of the executive committee and other persons (internal or external) may be invited to attend the meetings, depending on the agenda.

The minutes of these meetings are circulated to all members of the board of directors and the CEO, as well as to those who attended the meeting. The NC also regularly reports to the board of directors at the latter's meetings on its activities and, at least once a year, in detail on the progress of the nomination process. In 2022, the NC met for five meetings (three of those meetings were held virtually); each of these meetings lasted on average three hours.

Nomination committee	Function	Participation 2022	Participation 2022 in %
Dr. Thomas Schmuckli	Chair	5/5	100
Petra Maria Ehmann	Member	5/5	100
Patricia Heidtman	Member	5/5	100
Prof. Dr. Stefan Michel	Member	5/5	100

The NC prepares all relevant business with regard to the nomination of members at strategic and operational management levels of the Bossard Group for the meetings of the board of directors and has the following main tasks:

- periodically reviewing the composition of the board of directors
- developing criteria and requirement profiles for election/re-election to the board of directors, the CEO and, in collaboration with the CEO, the other members of the executive committee
- supporting the board of directors in implementing selection processes for the nomination of candidates for the board of directors and, in collaboration with the CEO, the executive committee
- providing possible training to the board of directors in relation to its duties
- ensuring succession planning for members of the board of directors, the executive committee and, in collaboration with the CEO, the deputies on the executive committee

- developing annual objectives to be submitted to the board of directors for the CEO (in collaboration with the chair of the board of directors), defining the annual objectives of the other members of the executive committee and assessing the performance of the CEO and the other members of the executive committee (with the assistance of the chair of the board of directors and the CEO). If necessary, the NC requests the board of directors to implement measures for improvement
- submitting applications concerning the election and dismissal of members of the board of directors of the more important group companies

The board of directors has drawn up the detailed regulations on the areas of activity and competencies of the NC in the nomination committee regulations.

Compensation committee (CC)

The CC consists of at least three members of the board of directors individually elected as members of the CC by the annual general meeting of shareholders for a period of office until completion of the next ordinary annual general meeting of shareholders. Subject to election by the annual general meeting of shareholders, the representative of the A shareholder group on the board of directors is entitled to a seat on the CC. David Dean, Patricia Heidtman, Marcel Keller and Prof. Dr. Stefan Michel were re-elected to the CC at the annual general meeting of shareholders on April 11, 2022. The board of directors appointed David Dean as the chair of the CC. The CC meets as required, but at least twice a year. The members of the executive committee and other persons (internal or external) may be invited to attend the meetings, depending on the agenda. Normally, the CEO attends the meetings of the CC. The minutes of these meetings are circulated to all members of the board of directors and the CEO, as well as to those who attended the meeting. The CC also regularly reports to the board of directors at the latter's meetings on its activities and, at least once a year, in detail on the progress of the compensation process. In 2022, the CC held two meetings, each lasted on average half a day.

Compensation committee	Function	Participation 2022	Participation 2022 in %
David Dean	Chair	2/2	100
Patricia Heidtman	Member	2/2	100
Marcel Keller	Member	2/2	100
Prof. Dr. Stefan Michel	Member	2/2	100
Dr. Thomas Schmuckli	Guest/no voting rights	2/2	100

The CC prepares all relevant business with regard to the compensation of members at strategic and operational management levels of the Bossard Group for the meetings of the board of directors and has the following main tasks:

- developing the general remuneration principles and the remuneration system for the board of directors, the CEO and the other members of the executive committee for the board of directors to make a decision on
- developing the guidelines governing the structure of the occupational pension scheme for the CEO and the other members of the executive committee for the board of directors to make a decision on
- periodically reviewing the compensation system and proposing any necessary changes to the board of directors
- preparing the annual compensation report to be submitted to the board of directors for the annual general meeting of shareholders and, where applicable, preparing other reports as requested

- submitting proposals concerning the compensation of the individual members of the board of directors, the CEO and the other members of the executive committee
- checking and approving employment contracts as well as other agreements with members of the executive committee
- if the CC considers necessary, the assignment, the supervision and the critical evaluation of the results of advisers or the comparison with third party companies regarding the compensation practices

The board of directors has drawn up in the compensation committee regulations detailed regulations on the areas of activity and competencies of the CC.

Division of responsibility

The division of responsibility between the board of directors and the executive committee is defined in the OBR in accordance with article 23, paragraph 2 and article 25 of the articles of association. These describe the non-transferable and inalienable duties which are vested in the board of directors by law, and also govern the duties and powers of the executive committee. The OBR define the duties and competencies of the board of directors, the chair of the board of directors and the CEO. The CEO is entitled to delegate tasks.

Furthermore, the OBR lay down the procedures to be followed in the event of a conflict of interests: A member of the board of directors and/or executive committee must abstain from voting if matters are discussed concerning that member's personal interests or the interests of an individual or legal entity associated with the member.

Regulations on the division of responsibility are set out in the OBR. These are available via the following link:

www.bossard.com/en/about-us/investor-relations/corporate-governance/organization-regulations/

Information and control instruments with regard to the executive committee

The board of directors ensures that the executive committee establishes and maintains an internal control system (ICS), which is adapted to the dimensions of the Bossard Group and the risks involved in its business activities. The external auditors review the existence of the ICS as part of its annual audit and submit an annual report to the board of directors. The internal audit is functionally integrated in Group Controlling and directly reports to the chair of the ARCC with regard to its activities.

Each member of the board of directors may request information concerning all matters relating to Bossard Holding AG. The board of directors receives monthly updates on the Group's financial development. It receives a written monthly report consisting of the income statement, various balance sheet items and the main key figures. The information is based on the internal management information system and includes the current and budget data as well as regular projections based on current trends and expectations.

This written report is supplemented at each board meeting by verbal reports from the executive committee. In special cases the CEO informs the board of directors about the specific issue promptly in writing and/or verbally. The chair of the board of directors also maintains regular contact with the CEO and the CFO and is informed by them about all business transactions and matters of fundamental importance.

Outside the meetings of the board of directors, each member can request information from persons responsible for management concerning the course of business and, with authorization from the chair, individual transactions.

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Executive committee

Dr. Daniel Bossard (1970)

Swiss citizen

- Group CEO since 2019

Professional background

From 2009 to 2018, Dr. Daniel Bossard was CEO Northern and Eastern Europe. From 2006 to 2008, he served as sales & marketing manager of Bossard Group and was responsible for the reorientation of Bossard's sales strategy as well as the development of international customer relations. From 2003 until 2006, he was CEO of Bossard Denmark. Dr. Daniel Bossard joined Bossard in 2000 as an e-business manager, after having worked as a consultant for Accenture (formerly Andersen Consulting).

Educational background

- Business administration degree and doctorate in technology management, University of St. Gallen, St. Gallen, Switzerland

Other activities and vested interests

- Member of the board of directors, Schweiter Technologies AG, Steinhausen, Switzerland



Stephan Zehnder (1965)

Swiss citizen

- Group CFO since 2005

Professional background

Stephan Zehnder took over the function as group controller of Bossard Group in 1998, remaining in this position until the end of 2004. From 1996 to 1997, he was a controller in Bossard's corporate finance team. Prior to this, he was employed by various international companies in functions concerned with finance and controlling.

Educational background

- MBA in Finance, Graduate School of Business Administration and University of Wales, Zurich, Switzerland





Dr. Frank Hilgers (1966)

German citizen

- CEO Northern & Eastern Europe since 2019
- Group CCO since 2015

Professional background

Dr. Frank Hilgers has been CEO Northern and Eastern Europe since May 2019. Since 2015, he has been responsible for the group-wide management of branded products and high quality fastening solutions (Chief Category Officer, CCO). He has also headed the business units of KVT-Fastening since 2012. From 2009 to 2012, he was a member of the KVT-Koenig management team responsible for sales, product management and the fastening systems division. During his employment at Continental between 2007 and 2009, he was in charge of all national organizations of the spare parts business and key account management in the Commercial & Special Vehicle area. From 2004 to 2007, Dr. Frank Hilgers headed Group Strategy and Corporate Development at Siemens VDO Automotive and was instrumental in the turnaround and sale of this Siemens segment. As senior manager for strategy, Dr. Frank Hilgers headed major international projects at Accenture (formerly Andersen Consulting) from 1997 until 2004, and was responsible for automotive suppliers and the shareholder value initiative in the German speaking countries.

Educational background

- Degree in chemistry and doctorate, University of Stuttgart, Stuttgart, Germany
- Executive MBA (Accenture Program), Kellogg School of Management Northwestern University, Evanston, USA

Other activities and vested interests

- Member of the advisory board, enersis suisse AG, Bern, Switzerland



David Jones (1970)

Citizen of the USA

- CEO America since 2021

Professional background

From 2013 until 2020, David Jones was responsible for the global automotive business as part of the Sika Group. Prior to that, from 2010 to 2013, he managed the industry- and automotive business in North America for Sika Corporation. From 2004 to 2010, David Jones served as a Key Account Manager and later as the Vice President of Engineering for Sika Corporation. While living in Switzerland, from 2000 to 2004, he was the Director of Engineering and Global Account Manager, supporting the integration of newly acquired automotive based business for Sika AG. Between 1995 and 2000, David Jones held positions as Project Manager & Key Account Manager for Sika Corporation and was a Release Engineer for General Motors in 1994.

Educational background

- Bachelor degree in Mechanical Engineering, Lawrence Technological University, Southfield, USA
- MBA, Ross School of Business, University of Michigan, Ann Arbor, USA
- Executive education, IMD, Lausanne, Switzerland


Robert Ang (1963)

Citizen of Singapore

- CEO Asia since 2009

Professional background

From 2005 until 2009, Robert Ang was responsible for Bossard Greater China (China, Taiwan) and prior to that, the Southeast Asia region. From 1997 until 1999, he was CEO of Bossard Singapore. Robert Ang managed his own company from 1994 until it was acquired by Bossard in 1997. He spent the four years prior as a product manager for Conner Peripherals and Optics Storage Pte Ltd. in Singapore. Between 1986 and 1989 he worked as a buyer at Printronix AG.

Educational background

- Diploma in business administration, Thames Business School, Singapore, Singapore
- Diploma in mechanical engineering, Singapore Polytechnic, Singapore, Singapore
- MBA, Lee Kong Chian School of Business, Singapore, Singapore


Rolf Ritter (1969)

Dual Swiss-US citizen

- CSO M&A and Business Development since 2021

Professional background

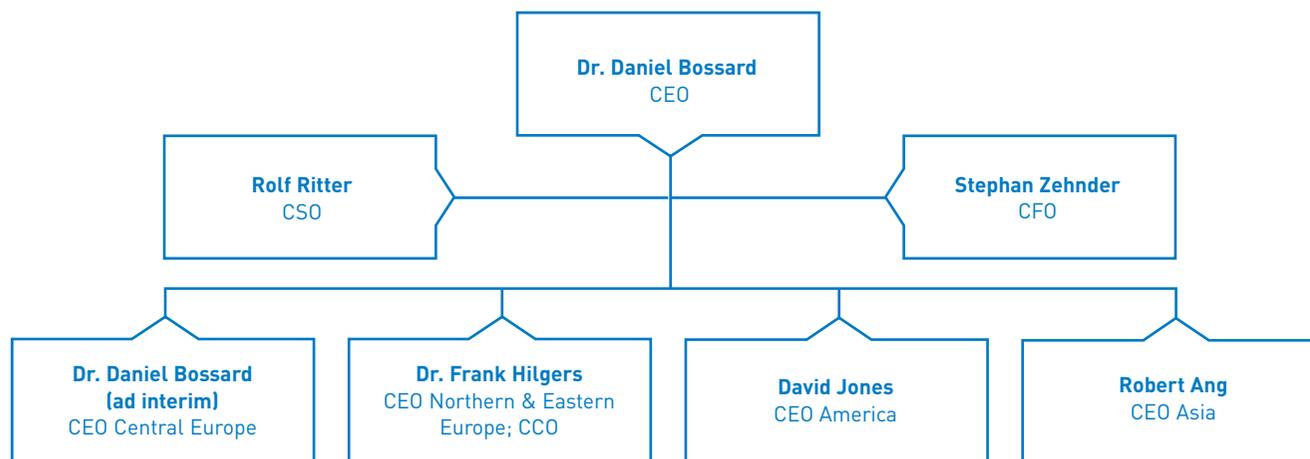
Rolf Ritter joined Bossard in January 2020 as VP of M&A and Business Development (Chief Strategy Officer). In 2014, he founded his own consulting company in Miami, USA, and started investing in tech startups and providing strategic M&A advice to various companies. In addition, Rolf Ritter taught an EMBA in Information Technology at Florida International University. From 2009 to 2014, he was CEO of BDT Media Automation GmbH, Rottweil, Germany, a global technology leader in data archiving with production facilities in Germany, Mexico, China and Singapore. Rolf Ritter joined Bossard in 2004 as General Manager at Bossard France after having worked as project manager and consultant for Volkswagen, Accenture and SIG in Mexico, Brazil, Germany and Switzerland.

Educational background

- Business administration degree, HSG, St. Gallen, Switzerland

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Executive committee



Members of the executive committee

The board of directors has delegated the management of the Group to the CEO. He is responsible for the Group’s operational management. The CEO has delegated individual tasks to the members of the executive committee. Supervision and control of the executive committee is the responsibility of the CEO. The executive committee handles matters relevant to the management of the Bossard Group and is the forum for systematic exchange of information. After consultation with the executive committee, the CEO develops the strategic initiatives of the Group to achieve the corporate objectives.

The executive committee had the following members as of December 31, 2022:

Name	Function	Joined Group	Appointed
Dr. Daniel Bossard	CEO, CEO Central Europe ad interim	2000	2019/2022
Stephan Zehnder	CFO	1996	2005
Dr. Frank Hilgers	CEO Northern & Eastern Europe, CCO	2012	2019/2015
David Jones	CEO America	2021	2021
Robert Ang	CEO Asia	1997	2009
Rolf Ritter	CSO, M&A, business development	2020	2021

Beat Grob, CEO Central Europe, has left the Bossard Group at his own request at the end of April 2022 and Dr. Daniel Bossard has managed the region ad interim in a dual function as of May 1, 2022.

As per ad hoc announcement pursuant to Art. 53 LR as of October 31, 2022, Bossard Group informed that, as of January 1, 2023, Rolf Ritter is to take over the Central Europe region led by CEO Dr. Daniel Bossard on an interim basis, and Susan Salzbrenner to join the executive committee as VP People & Organization as of January 1, 2023.

Other activities and vested interests

The executive committee members do not perform any other activities outside the Bossard Group apart from the mandates listed on pages 82 to 84. Furthermore, they do not have any other significant vested interests. Beat Grob and Dr. Daniel Bossard are members of the Bossard families, which have 100 percent control over Kolin Holding AG. Beat Grob is chair of the board of directors of Kolin Holding AG. Individual members of the executive committee carry out executive functions at Bossard Holding AG subsidiaries.

Allowed number of mandates

According to article 44 of the articles of association, a member of the executive committee may at the same time, alongside the function for the company, take on a maximum of five material mandates, with a maximum of one chairmanship, which counts as two mandates. A maximum of two out of these five mandates may be in listed companies. If the mandates assumed relate to legal entities that belong to the same group or are similarly related in terms of management, these mandates are considered a single mandate. There are no restrictions on the number of mandates (i) for mandates assumed in legal entities that are directly or indirectly controlled by Bossard Holding AG or that directly or indirectly control Bossard Holding AG, or (ii) if, in exercising the function for the Bossard Group, a mandate in another, related legal entity is exercised. The actual number of additional mandates are listed on pages 82 to 84.

Management contracts

There are no management contracts between the Group and companies or persons to whom management tasks have been delegated.

Compensation, participations and loans

This information is provided in the compensation report.

Shareholders' participation rights

Shareholders' participation rights are defined solely according to the Swiss Code of Obligations (CO) and the articles of association. The articles of association are available on the Bossard website via the following link: www.bossard.com/en/about-us/investor-relations/corporate-governance/articles-of-association/

Voting right restrictions and representation (articles 16 to 18 of articles of association)

Registered B shares are voting right shares. At the annual general meeting of shareholders each share registered with voting rights is entitled to one vote. The voting rights for registered A shares may be exercised by anyone entered in the share register as the owner or beneficiary. A shareholder entitled to vote can have her- or himself represented at the annual general meeting of shareholders by the independent proxy or by any other person with a written power of attorney. Legal representatives do not require a written power of attorney. In the invitation to the annual general meeting of shareholders, the board of

directors shall make known the date by which the shareholders may issue their powers of attorney and instructions to the independent proxy, including by electronic means. Shareholders can issue a special instruction to the independent proxy for each motion announced on the agenda sent out in the invitation.

Shareholders may issue general instructions to the independent proxy for other motions on agenda items proposed at the annual general meeting of shareholders as well as for motions for convening extraordinary general meetings without any agenda and the performance of a special audit. The independent proxy is obliged to exercise as instructed the voting rights that have been transferred to her or him by the shareholders. If she or he has not received any instructions, she or he shall abstain from voting.

The independent proxy keeps any instructions by the shareholders confidential until the annual general meeting of shareholders. Not earlier than three business days before the annual general meeting of shareholders, the independent proxy provides the board of directors with a general information of the received instructions.

The measurement of voting rights by the number of shares with voting rights is not applicable for:

- electing the external auditor
- appointing experts to review the management of the business or individual parts thereof
- making decisions on the initiation of a special audit
- making decisions on the filing of a liability claim

Statutory quorum (article 19 of articles of association)

The annual general meeting of shareholders makes its decisions and holds its elections with an absolute majority of the valid votes cast, provided there are no legal provisions or provisions in the articles of association to the contrary. In a second ballot, the relative majority decides the outcome.

At least two-thirds of the votes represented and an absolute majority of the represented nominal share value are required for decisions on:

- a change to the corporate purpose
- an increase in the voting power of existing voting shares and the issue of new shares with more extensive voting privileges than those of existing voting shares
- the introduction of more stringent transferability restrictions
- an approved or conditional capital increase

- a capital increase from equity, subscribed in kind or for granting special privileges
- the restriction or withdrawal of subscription rights
- the relocation of the company domicile
- the dissolution of the company

Decisions and elections are generally settled by open ballot. A secret ballot or election is held if required by the chair or if one or more shareholders who together hold at least 10 percent of the represented voting shares request it.

Convocation of the annual general meeting of shareholders (articles 12 and 13 of articles of association)

The ordinary annual general meeting of shareholders is held each year at the latest four months after the end of the financial year. It is convened by the board of directors by announcing the venue, date and time of the meeting and the invitation is published at least 20 calendar days before the meeting, along with the agenda, motions and the required form proving share ownership.

With the publication in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt/SOGC) of the request for items to be placed on the agenda as of February 15, 2023, the board of directors invites shareholders to submit any requests for items to be included on the agenda, together with the proposals formulated, by March 8, 2023.

One or more shareholders who together represent at least 10 percent of the share capital, can request the board of directors to convene a general meeting of shareholders.

Inclusion of items on the agenda

Shareholders themselves or collectively representing shares with a nominal value of at least 0.75 percent of the share capital are entitled to have an item placed on the agenda. By publication in the Swiss Official Gazette of Commerce at least 20 calendar days before the publication of the invitation for the ordinary annual general meeting of shareholders, the board of directors requests the shareholders, that are fulfilling the mentioned requirements, to submit any items to be placed on the agenda with the respective motions within the time stated.

Entry in the share register (article 5 of articles of association)

The company keeps a share register in which owners and beneficiaries are inscribed with their names and addresses. The company must be notified of any change of address. Until this notification is received, all information for registered shareholders must be sent to the legally valid address entered in the share register.

In the invitation to the annual general meeting of shareholders, the board of directors announces the date by which an entry in the share register must be made in order to attend the meeting and vote.

Entry in the share register is subject to advance proof that ownership of the registered A shares was acquired or that usufruct has been granted (the conditions for transfer of ownership and the registration requirements for registered B shares are governed by articles 7 to 9 of the articles of association).

Shareholders are entered with voting rights if they expressly declare that the shares in question are held in their own name and for their own account. The company only recognizes a person as a shareholder or beneficiary if this person is registered as such in the share register.

The voting right and the associated rights may only be exercised by the person registered in the share register as having voting rights.

The board of directors can delete entries made on the basis of false information by the acquirer. It will implement this measure within one year, backdated to the date of the entry, after receiving definite information about the error and hearing the person concerned. The person concerned must be notified of the deletion immediately.

Changes of control and defense measures

Duty to make an offer

According to FMIA, anyone, who directly or indirectly or acting in concert with third parties, acquires shares and thereby exceeds the threshold of 33 1/3 percent of the voting rights of Bossard Holding AG must make a takeover offer for all outstanding shares. Bossard Holding AG has waived its opportunity to modify (opting-up) or dispense (opting-out) with this regulation.

Clauses on changes of control

The employment agreement for members of the executive committee does not contain any clauses on changes of control. The Group does not provide golden parachutes for its senior management.

The period of notice for members of the executive committee is between six and twelve months, during which time they are entitled to receive salary and bonus payments. If the company changes control or goes into liquidation, all share options (RSUs) held under the management participation plan become due immediately.

Auditors

Duration of the mandate and term of office of the lead auditor

PricewaterhouseCoopers AG, Zurich, has been the statutory auditor of Bossard Holding AG since 1986 and audits the annual financial statements and the consolidated financial statements. In 2021, Bossard Holding AG tendered the audit mandate. During the objective review, great importance was set to both, the criteria for ensuring independent, competent, and critical auditing activities as well as open communication with the ARCC. After this review and in-depth analysis by the ARCC, it was decided to maintain PricewaterhouseCoopers AG as the statutory auditor and propose PricewaterhouseCoopers AG for election as auditor to the shareholders at the annual general meeting of shareholders. The statutory auditors are elected by the annual general meeting of shareholders for a term of one year.

The auditor in charge is replaced at least every seven years. Appointed in 2021, Thomas Wallmer, Swiss certified public accountant, continued to carry out his duties in the position of the auditor in charge in 2022 and has been responsible for the audit mandate.

Fees for the statutory auditor

In the financial year 2022, PricewaterhouseCoopers AG received fees of CHF 680,712 (2021: CHF 764,003) for auditing services, CHF 22,649 (2021: CHF 19,848) for tax consulting and CHF 142,126 (2021: CHF 101,498) for other consulting services.

Information and control instruments towards the statutory auditor

The ARCC meets at least three times per year to discuss plans for the annual and Group audit, the results of the interim audit and the year-end financial statement, as well as other business matters. The management letters from the statutory auditor form the basis for discussion of the interim audit and the year-end financial statements. The ARCC assists the board of directors with its supervision of the statutory auditors. The ARCC's main responsibility is to propose the statutory auditors, to review their qualifications, independence and performance annually, to approve the auditing fee and to review the accounting principles as well as the annual financial statements. The committee annually reviews the scope of the audit, the audit plans and the related procedures, and discusses the results of the audit with the auditors.

Information policy

With its disclosure policy, the Bossard Group creates transparency for investors and financial markets and ensures a fair market price for Bossard shares.

The Bossard management is convinced that the financial markets will honor a clear, consistent and informative disclosure policy in the long term with a fair valuation of the company’s shares. Bossard therefore applies the following principles in its financial reporting and related disclosure:

- Transparency: the disclosure principle is intended to ensure a better understanding of the economic drivers influencing the Group and the detailed operating results.
- Consistency: disclosure within each reporting period and between the individual periods is consistent and comparable.
- Clarity: information is presented as clearly as possible so that the Bossard’s stakeholders can form an accurate picture of how the business is developing.
- Relevance: to avoid a flood of information, Bossard focuses on data that is relevant for the company’s stakeholders in terms of content and timing, is necessary for supervisory purposes or is required by law.

The Group publishes relevant information on its business operations using a number of channels, including the annual report, interim reports and press releases. The company also keeps its stakeholders informed by means of press conferences and meetings with analysts and via the annual general meeting of shareholders. Bossard plans to hold a Capital Markets Day every two to three years (most recently in 2021). The consolidated financial statements are drawn up in accordance with Swiss GAAP FER.

List of key dates in 2023:

Meeting for financial analysts & media conference	
Publication Annual Report 2022	March 1, 2023
Annual general meeting	April 17, 2023
Publication of sales results	
1st quarter 2023	April 17, 2023
Publication of Semi-Annual Report 2023	July 20, 2023
Publication of sales results	
3rd quarter 2023	October 12, 2023
Publication of sales results 2023	January 12, 2024

Bossard maintains contact with representatives of the capital market via media conferences, meetings with analysts and roadshows. Bossard also regularly holds individual and group meetings with institutional investors and analysts. All publications on business results and press releases are available in English and in German under the “Investor Relations” section of the Bossard website www.bossard.com (www.bossard.com/en/about-us/news-and-press-releases/).

Further, shareholders can subscribe on the Bossard website (www.bossard.com/en/about-us/investor-relations/subscription-press-releases/) to Bossard announcements, press releases and ad hoc publications. All Bossard publications can be ordered by e-mailing investor@bossard.com or from Bossard Holding AG, Investor Relations, Steinhauserstrasse 70, 6300 Zug, Switzerland.