

# Invitation to the 52nd Annual General Meeting of Shareholders

Bossard Holding AG

2025

Dear Shareholders,

We are pleased to invite you to our 52nd annual general meeting of shareholders.

---

**Date:** **Friday, April 11, 2025**



**Time:** **4:00 p.m. (doors open at 3.00 p.m.)**

**Venue:** **Freiruum, Aabachstrasse 16, 6300 Zug**

*Arrival information on page 9*

---

Further information and documents will be available shortly before the annual general meeting of shareholders under the following link or QR-Code.



*[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. Votes on the financial and non-financial reporting for the 2024 financial year

---

### 1.1 Approval of the management report, the annual financial statements and the consolidated financial statements for the 2024 financial year

The Board of Directors requests the approval of the management report, the annual financial statements and the consolidated financial statements for the financial year 2024.

**Explanation:**

*The Board of Directors is required by law to submit the management report, the annual financial statements and the consolidated financial statements of Bossard Holding AG to the annual general meeting of shareholders for approval. The auditor PricewaterhouseCoopers AG has audited the consolidated financial statements and annual financial statements and recommends their approval in their audit reports.*

### 1.2 Advisory vote on the non-financial report for the 2024 financial year

The Board of Directors requests the approval of the non-financial report for the 2024 financial year (advisory vote).

**Explanation:**

*Based on Art. 964a of the Swiss Code of Obligations, Bossard Holding AG is required to prepare a report on non-financial matters. The report on non-financial matters can be found in the Annual Report 2024 under the heading „Sustainability“ on pages 21 – 80. The report on non-financial matters must be submitted to the annual general meeting of shareholders for approval as part of an advisory vote. The vote covers the sections of the sustainability report 2024 specified on page 76.*

## 2. Discharge of the Board of Directors and the Executive Committee

---

The Board of Directors requests the discharge of the members of the Board of Directors and the Executive Committee for 2024.

**Explanation:**

*By discharging the members of the Board of Directors and the Executive Committee, the company as well as the approving shareholders declare that they will no longer hold accountable those responsible persons for events from the past financial year that were brought to the attention of the annual general meeting of shareholders.*

## 3. Appropriation of available retained earnings of Bossard Holding AG

---

The Board of Directors requests that the retained earnings in the amount of CHF 51'363'613 as of December 31, 2024 be used as follows:

Retained earnings	CHF	51'363'613.00
Distribution of a dividend* in the amount of CHF 3.90 gross per registered A share and CHF 0.78 gross per registered B share	CHF	-30'059'843.00
Earnings to be carried forward	CHF	21'303'770.00

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

Upon approval of this proposal, the dividend is expected to be paid as from April 17, 2025. The last trading day with entitlement to receive the dividend is April 14, 2025. From April 15, 2025, the shares will be traded ex-dividend.

**Explanation:**

*The distribution of a dividend requires a resolution by the annual general meeting of shareholders. The proposed appropriation of available retained earnings is in line with the dividend policy of Bossard Holding AG. The auditor PricewaterhouseCoopers AG confirmed in their audit report that the proposed appropriation of retained earnings complies with the law and the Articles of Association.*

## 4. Approval of the total compensation

---

### 4.1 Binding vote on the maximum amount of compensation for the Board of Directors from the 2025 annual general meeting of shareholders to the 2026 annual general meeting of shareholders

The Board of Directors requests the approval of a maximum amount of compensation for the Board of Directors of CHF 1,500,000 for the period from the annual general meeting of shareholders 2025 until the annual general meeting of shareholders 2026.

**Explanation:**

*Each member of the Board of Directors receives a fixed compensation, supplemented by compensation for their work in a committee of the Board of Directors and a lump-sum expense allowance. Further information on the compensation structure for the Board of Directors can be found in the compensation report from page 112 of the Annual Report 2024.*

### 4.2 Binding vote on the maximum amount of compensation for the Executive Committee for the 2026 financial year

The Board of Directors requests the approval of a maximum amount of compensation for the Executive Committee of CHF 7,000,000 for the 2026 financial year.

**Explanation:**

*Each member of the Executive Committee receives a fixed compensation, variable compensation (consisting of a short-term oriented incentive and a long-term oriented incentive) and occupational benefits. Further information on the compensation structure for the Executive Committee can be found in the compensation report from page 112 of the Annual Report 2024.*

### 4.3 Advisory vote on the 2024 compensation report of Bossard Holding AG

The Board of Directors requests the approval of the 2024 compensation report (advisory vote).

**Explanation:**

*The compensation report contains the basics for the compensation of the Board of Directors and the Executive Committee as well as the compensation paid to the members of these two bodies for the 2024 financial year. The Board of Directors submits the compensation report to the shareholders for an advisory vote. The compensation report can be found on pages 112 – 132 of the Annual Report 2024.*

## 5. Elections to the Board of Directors for the one-year term of office 2025/26 until the conclusion of the next annual general meeting of shareholders

---

### 5.1 Proposal for the representative for holders of registered A shares

The Board of Directors proposes to appoint Marcel Keller as representative for holders of registered A shares.

**Explanation:**

*Each group of shareholders, in particular the category A registered shareholders, is entitled to a seat on the Board of Directors. The Board of Directors proposes the appointment of Marcel Keller as representative of the category A registered shareholders.*

---

### 5.2 New election of the chair of the Board of Directors and re-elections of the members of the Board of Directors

The Board of Directors requests the election of each of the following:

- 5.2.1 David Dean as member (re-election) and chair of the Board of Directors (new election);
- 5.2.2 Patricia Heidtman (re-election);
- 5.2.3 Petra Maria Ehmann (re-election);
- 5.2.4 Marcel Keller (re-election);
- 5.2.5 Martin Kühn (re-election);
- 5.2.6 Prof. Dr. Ina Toegel (re-election).

**Explanation:**

*According to the Articles of Association, the term of office of the chair and the members of the Board of Directors ends with the closure of the annual general meeting of shareholders on April 11, 2025. They must be elected annually by the annual general meeting of shareholders. Dr. Thomas Schmuckli is not seeking re-election as a member and chair of the Board of Directors. The Board of Directors proposes David Dean (current member) for election as chair of the Board of Directors. All other members of the Board of Directors are standing for re-election. Information on the current members of the Board of Directors can be found from page 92 of the Annual Report 2024.*

---

### 5.3 Elections to the compensation committee

The Board of Directors requests the election of each of the following:

- 5.3.1 Patricia Heidtman (new election);
- 5.3.2 Marcel Keller (re-election);
- 5.3.3 Prof. Dr. Ina Toegel (re-election).

**Explanation:**

*According to the Articles of Association, the term of office of the members of the compensation committee ends with the closure of the annual general meeting of shareholders on April 11, 2025. They must be elected annually by the annual general meeting of shareholders.*

## 6. Re-election of the auditors

---

The Board of Directors requests the re-election of PricewaterhouseCoopers AG, Zurich, as the statutory auditors for the 2025 financial year.

**Explanation:**

*According to the Articles of Association, the auditors must be elected annually by the annual general meeting of shareholders. PricewaterhouseCoopers AG has confirmed to the Board of Directors that it has the necessary independence to exercise the office of statutory auditor of the company.*

## 7. Re-election of the independent proxy

---

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

**Explanation:**

*The law requires that the independent proxy is elected annually by the annual general meeting of shareholders. Mr. Peyer meets the independence criteria and the Board of Directors proposes the re-election of Mr. Peyer.*

## 8. 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 Friday, April 4, 2025, 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 via registration form by Friday, March 28, 2025, from Devigus Shareholder Services. Please note that the admission tickets will be delivered by Wednesday, April 2, 2025, at the earliest.

## 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 personal access code or QR-Code which is shown on their registration form. E-voting is possible until 10:00 p.m. on Tuesday, April 8, 2025.

## Authorization of independent proxy

- a) Shareholders who wish to appoint the independent proxy Mr. René Peyer, Schweiger Advokatur/Notariat, Dammstrasse 19, 6300 Zug, are kindly requested to tick the appropriate box on the registration form, and to forward the signed 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 tick the appropriate box on the registration form, complete and forward the signed form to Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, by using the return envelope.

## Annual Report

The Annual Report can be found and downloaded on the website at [www.bossard.com](http://www.bossard.com) / About us / Investor Relations / Financial Reports.

## Donation

In the spirit of sustainability, Bossard Holding AG will make a donation to a charitable organization instead of a "Give Away". Due to the 100th anniversary of the Sonnenberg institution in Baar, Bossard Holding AG has decided to support this institution with a donation this year. Therefore, a vote will be waived this year.

Sonnenberg is a leading and recognized institution dedicated to supporting children, adolescents, and adults in need of assistance. More detailed information about this donation can be found via the link or QR code on page 2 of this invitation.

**Further information**

In case of any questions regarding form or e-voting, please do not hesitate to contact Devigus Shareholder Services by phone +41 (0)41 798 48 00 or by e-mail [bossard@devigus.com](mailto:bossard@devigus.com).

Thank you for your attention.

Zug, March 13, 2025

Bossard Holding AG

A handwritten signature in blue ink, consisting of a vertical line on the left and a series of wavy horizontal strokes to the right.

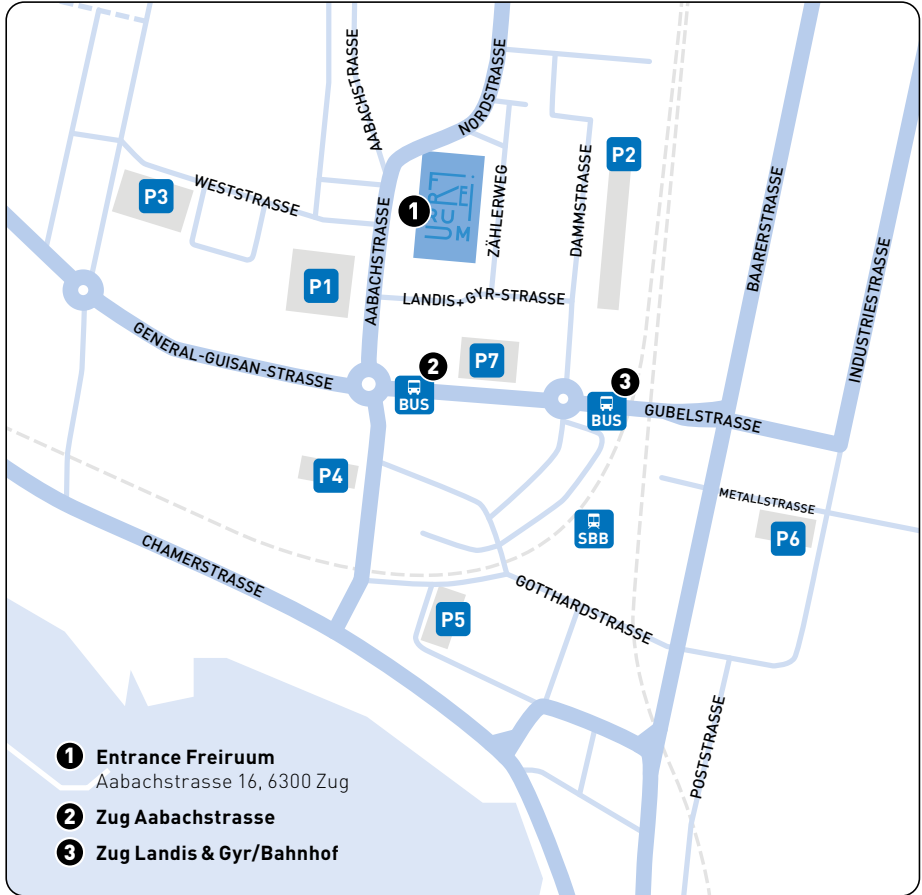
Dr. Thomas Schmuckli  
Chair of the Board of Directors

A handwritten signature in blue ink, featuring a horizontal line with several overlapping loops and a long horizontal stroke extending to the right.

Dr. Daniel Bossard  
CEO



# Arrival



## By car

The following public parking lots and parking garages are available:

- P1** Parking Aabachstrasse/Gaswerkareal
- P2** Siemens
- P3** Bossard Arena
- P4** Parking an der Aa
- P5** Parking Neustadtplatz
- P6** Shopping Mall
- P7** Johnson & Johnson

## With public transport

The Freiruum is a 5-minute walk from Zug railway station. Alternatively, bus lines 606, 607 and 611 run from Zug railway station (from the «Zug Landis & Gyr/Bahnhof» stop) to the «Zug Aabachstrasse» stop. From this stop it is a 2-minute walk to the Freiruum.

**We kindly ask you to use public transport, as parking availability around Freiruum is limited.**

Bossard Holding AG  
Steinhauserstrasse 70  
6300 Zug  
Switzerland

P +41 41 749 65 86  
F +41 41 749 60 21  
[investor@bossard.com](mailto:investor@bossard.com)  
[www.bossard.com](http://www.bossard.com)