

# Invitation to the 45<sup>th</sup> Annual General Meeting of Shareholders

Bossard Holding AG

2018

Dear Shareholders,

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

Date            Monday, April 9, 2018

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

Venue          Theater Casino Zug  
Artherstrasse 2-4  
6300 Zug

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

## Agenda

1. Report on the 2017 fiscal year  
Explanations regarding the annual report 2017 and the compensation report 2017 of Bossard Holding AG.
2. Resolutions for the 2017 fiscal year
  - 2.1 Approval of the annual report 2017 of Bossard Holding AG  
The Board of Directors requests the approval of the annual report 2017 (including the consolidated financial statements and financial statements) of Bossard Holding AG.
  - 2.2 Consultative vote on the 2017 compensation report of Bossard Holding AG  
The Board of Directors requests the approval of the 2017 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 2017.
  - 2.4 Appropriation of available retained earnings  
The Board of Directors requests that the retained earnings in the amount of CHF 37,098,748 as of December 31, 2017 be used as follows:

Retained earnings	CHF	37'098'748.00
Distribution of a dividend* in the amount of CHF 4.20 gross per registered A share and CHF 0.84 gross per registered B share		
Earnings to be carried forward	<u>CHF</u>	<u>- 31'981'778.00</u>
	CHF	5'116'970.00

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

3. Elections for the one-year term of office 2018/19 until the conclusion of the next annual general meeting of shareholders
  - 3.1 Election of the Board of Directors of Bossard Holding AG  
The Board of Directors requests the re-election of:
    - 3.1.1 Dr. Thomas Schmuckli as Chairman of the Board of Directors;
    - 3.1.2 Anton Lauber;
    - 3.1.3 Prof. Dr. Stefan Michel;
    - 3.1.4 Maria Teresa Vacalli;
    - 3.1.5 Dr. René Cotting;
    - 3.1.6 Daniel Lippuner.The Board of Directors requests the election of:
    - 3.1.7 Martin Kühn.
  - 3.2 Election of the representative for holders of registered A shares  
The Board of Directors requests the re-election of Prof. Dr. Stefan Michel.

3.3 Election of the members of the compensation committee

The Board of Directors requests the re-election of:

3.3.1 Prof. Dr. Stefan Michel;

3.3.2 Maria Teresa Vacalli.

The Board of Directors requests the election of:

3.3.3 Anton Lauber.

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 2018 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 1,500,000.00 as the total compensation for the Board of Directors for the period from the annual general meeting of shareholders 2018 until the annual general meeting of shareholders 2019.

5.2 Total compensation of the Executive Committee

The Board of Directors requests the approval of a maximum of CHF 6,300,000.00 as the total compensation for the Executive Committee for the 2019 fiscal year.

6. 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 Thursday, March 29, 2018, end-of-day processing (art. 5 para. 2 of the Articles of Association).

### **Admission tickets**

Shareholders who wish to attend the annual general meeting of shareholders or be represented are requested to obtain their admission tickets with the voting material by Tuesday, April 3, 2018 from Devigus Shareholder Services. Please note that the admission tickets will be delivered by Wednesday, April 4, 2018 at the earliest. No admission tickets will be issued at the annual general meeting of shareholders.

### **E-voting**

Shareholders who are unable to attend the annual general meeting of shareholders may use e-voting via Internet to submit their votes prior to the annual general meeting of shareholders. Shareholders are kindly requested to use their single access code which is shown on their registration form. Voting is possible until 10:00 p.m. on Thursday, April 5, 2018.

### **Authorization of proxy**

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

### **Annual and Compensation Report**

The annual report 2017 and the compensation report 2017 may be obtained at the registered office of the company. The reports can also be found on the website at [www.bossard.com/About Us/Investor Relations/Financial Reports](http://www.bossard.com/AboutUs/InvestorRelations/FinancialReports). In addition, the reports are available for viewing along with the auditors' reports as well as the motions as per March 7, 2018 at the company's registered office, Steinhauserstrasse 70, 6300 Zug.

**Further information**

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

Following the annual general meeting of shareholders, we would like to invite you to a reception. We look forward to your attendance and the opportunity to meeting you in person.

Zug, March 7, 2018

Bossard Holding AG

A handwritten signature in blue ink, appearing to be 'T. Schmuckli', written in a cursive style.

Dr. Thomas Schmuckli  
Chairman of the Board of Directors

A handwritten signature in blue ink, appearing to be 'D. Dean', written in a cursive style.

David Dean  
CEO

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