

# 50<sup>th</sup> Annual General Meeting of HUBER+SUHNER AG

## Wednesday, 10 April 2019, 5.00 pm, Eulachhallen, Winterthur

### Agenda

#### 1 Reporting on the financial year 2018

Approval of the Management Report, Annual Financial Statements and Group Financial Statements for 2018, as well as acknowledgement of the Auditor's Report  
 The Board of Directors proposes to approve the Management Report, the Annual Financial Statements and the Group Financial Statements for 2018.

#### 2 Appropriation of earnings

The Board of Directors proposes that the net profit of CHF 249,676,465 be allocated as follows:

Gross dividend	CHF	1.50	
Anniversary dividend	CHF	1.00	
Total gross dividend	CHF	2.50	
per registered share	CHF		(48,633,400)
Retained earnings carried forward	CHF		201,043,065

#### 3 Discharge from liability of the Board of Directors and Executive Group Management

The Board of Directors proposes the granting of discharge from liability to the Members of the Board of Directors and Executive Group Management for the 2018 financial year.

#### 4 Elections to the Board of Directors

The Board of Directors proposes to elect the following persons to the Board of Directors by the process of individual election until the conclusion of the next Annual General Meeting of HUBER+SUHNER AG:

- 4.1 Re-election of Urs Kaufmann as Chairman and as Member of the Board (single vote)
- 4.2 Re-election of Beat Kälin
- 4.3 Re-election of Monika Bütler
- 4.4 Re-election of George Müller
- 4.5 Re-election of Rolf Seiffert
- 4.6 Re-election of Jörg Walther
- 4.7 Election of Franz Studer

#### 5 Elections to the Nomination and Compensation Committee

The Board of Directors proposes electing the following persons to the Nomination and Compensation Committee by the process of individual election until the conclusion of the next Annual General Meeting of HUBER+SUHNER AG:

- 5.1 Re-election of Urs Kaufmann
- 5.2 Re-election of Beat Kälin

#### 6 Approval of compensation to the Board of Directors and Executive Group Management

- 6.1 The Board of Directors proposes to approve the maximum total of CHF 700,000 for the one-year term starting from the conclusion of the Annual General Meeting in 2019 to the conclusion of the Annual General Meeting in 2020 for the fixed compensation of the Board of Directors.
- 6.2 The Board of Directors proposes to approve the maximum total of CHF 3,700,000 for the period from 1 June 2019 to 30 June 2020 for the fixed compensation of the Executive Group Management.
- 6.3 The Board of Directors proposes to approve the maximum total of CHF 960,000 for the share-based compensation of the Board of Directors for the elapsed one-year term starting with the conclusion of the Annual General Meeting in 2018 to the conclusion of the Annual General Meeting in 2019.
- 6.4 The Board of Directors proposes to approve the maximum total of CHF 3,000,000 for the variable compensation of the Executive Group Management for the completed 2018 financial year.

#### 7 Election of auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Maagplatz 1, 8005 Zurich, as auditors for the term of one year.

#### 8 Election of independent proxy

The Board of Directors proposes the re-election of the attorneys Bratschi AG, Bahnhofstrasse 70, 8021 Zurich, as independent proxy for the term of one year.

## Additions to the agenda

### Agenda point 4.7

Dr Franz Studer has a wealth of valuable experience and his election to the Board of Directors would provide a replacement for Dr Christoph Fässler, who is no longer available for re-election. Franz Studer completed his legal studies in 1989 (doctorate in 1999) at the University of Zurich and was admitted to practise law in 1994. The 53-year-old Swiss national also holds an MBA in General Management from the University of St.Gallen and completed the International Directors Programme at INSEAD in Paris. Since 2012, Franz Studer has held the roles of Investment Director and member of the management board at EGS Beteiligungen AG in Zurich, one of the core shareholders in HUBER+SUHNER AG. His long-standing experience as an attorney, various management roles at industrial companies and presence on various boards of directors makes Franz Studer an ideal candidate.

Franz Studer is Chairman of the Board of Kantonsspital Winterthur, Chairman of the Board of Directors of FAES AG, Wollerau, and Member of the Board of Espros AG, Sargans.

### Agenda point 6.1

The Board of Directors has reviewed its fixed compensation and decided not to make any adjustments for the coming term.

### Agenda point 6.2

The Board of Directors has reviewed the fixed compensation of the Executive Group Management and decided to make position-related adjustments for the period from 1 June 2019 to 30 June 2020.

### Agenda point 6.3

The share-based compensation of the Board of Directors is based on a fixed number of shares (3,000 shares for the Chairman, 2,000 shares for the Deputy Chairman, 1,200 shares for the remaining Members of the Board). The shares are not effectively transferred until this has been approved by the Annual General Meeting.

The sum for the last term that is submitted for approval is based on the market value of 11,000 shares at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 28 February 2019. The market price of the shares is subject to fluctuations, as a result of which the share-based compensation may, at the time of transfer, be higher or lower than the value stated in the agenda.

Table in CHF

11,000 HUBN shares at 78.32*	861,520
Social insurance	98,480
Total for Board of Directors	960,000

\*at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 28 February 2019

### Agenda point 6.4

The variable compensation for Executive Group Management consists of a cash bonus and a variable number of shares.

The payment of the bonus or effective transfer of shares is not completed until it has been approved by the Annual General Meeting.

The total share-based remuneration is based on the market value of 18,950 shares (5,000 shares for the CEO, 13,825 shares for the remaining Members of Executive Group Management) at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 28 February 2019. The market price of the shares is subject to fluctuations, as a result of which the share-based compensation may, at the time of transfer, be higher or lower than the value stated in the agenda.

Table in CHF

Cash bonus (variable compensation)	1,208,000
18,950 HUBN shares at 78.32*	1,484,164
Social insurance	307,836
Total for Executive Group Management	3,000,000

\*at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 28 February 2019

### **Voting rights**

Shareholders entered in the share register by 3 April 2019 as shareholders with voting rights are entitled to participate in the Annual General Meeting.

### **Admission tickets and voting documents**

Admission tickets and voting documents can be requested using the enclosed registration form. Please return this immediately using the enclosed reply envelope.

Admission tickets and voting documents will be sent out from 1 April to 5 April 2019. Shareholders who have not received these in good time may obtain both the admission ticket and voting documents on the day of the Annual General Meeting by presenting proof of identity at the AGM information counter.

### **Representation / granting of proxy**

Shareholders who are unable to attend the Annual General Meeting in person may be represented as follows:

- By issuing written or electronic power of attorney and instructions to the independent proxy Bratschi AG, Bahnhofstrasse 70, 8021 Zurich.
- By granting written power of attorney to a natural or legal person.

In the absence of written instructions to the contrary, the independent proxy is authorised to approve the proposals of the Board of Directors. This shall also apply for proposals voted on at the Annual General Meeting that were not listed in the invitation.

With regard to the representation of shareholders by natural or legal persons, who may be shareholders or non-shareholders, note the restriction on the power of representation set out in Art. 12(2) of the articles of association of HUBER+SUHNER AG, under which one person may not represent more than 10% of the share capital.

The instructions to the independent proxy may be issued in writing using the enclosed form or electronically via the InvestorPortal. The relevant information and log in details are enclosed with this invitation. If a shareholder issues both electronic and written instructions, only the electronic instructions will be considered. The instructions given may be changed until 9 April 2019 at 23:59. Pursuant to Art. 11 of the Swiss Regulation to Prevent Excessive Compensation at Listed Companies (VegüV), proxy representation by corporate bodies and institutions holding deposited shares is no longer permitted as of 1 January 2014.

### **Management Report**

The enclosed Management Report contains the key information for the 2018 financial year. The Annual Report is available in English online. It can be downloaded from the investor website at [www.hubersuhner.com](http://www.hubersuhner.com).

On behalf of the Board of Directors of HUBER+SUHNER AG



Urs Kaufmann  
Chairman of the Board

### **Enclosures**

- Management Report 2018
- Registration form
- Information about electronic registration and granting power of attorney using InvestorPortal
- Reply envelope