

49th Annual General Meeting of HUBER+SUHNER AG

Wednesday, 11 April 2018, Fürstenlandsaal Gossau (SG)

Agenda

1 Reporting on the financial year 2017

Approval of the Management Report, Annual Financial Statements and Group Financial Statements for 2017, 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 2017.

2 Appropriation of earnings

The Board of Directors proposes that the net profit of CHF 233,921,515 be allocated as follows:

Gross dividend of CHF 1.10		
per registered share	CHF	21,404,746
Retained earnings carried forward	CHF	212,516,769

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 2017 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 Christoph Fässler
- 4.5 Re-election of George Müller
- 4.6 Re-election of Rolf Seiffert
- 4.7 Re-election of Jörg Walther

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 2018 to the conclusion of the Annual General Meeting in 2019 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 July 2018 to 30 June 2019 for the fixed compensation of the Executive Group Management.
- 6.3 The Board of Directors proposes to approve the maximum total of CHF 670,000 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 2017 to the conclusion of the Annual General Meeting in 2018.
- 6.4 The Board of Directors proposes to approve the maximum total of CHF 1,900,000 for the variable compensation of the Executive Group Management for the completed 2017 financial year.

7 Election of auditors

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

8 Election of independent proxy

The Board of Directors proposes the 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 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 July 2018 to 30 June 2019.

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 27 February 2018. 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 54.54*	599,940
Social insurance	70,060
Total for Board of Directors	670,000

*at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 27 February 2018.

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 compensation is based on the market value of 18,825 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 27 February 2018. 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)	698,000
18,825 HUBN shares at 54.54*	1,026,716
Social insurance	175,284
Total for Executive Group Management	1,900,000

*at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 27 February 2018.