

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

## Wednesday, 5 April 2017, Sporthalle Mettlen, Pfäffikon ZH

### Agenda

#### 1 Reporting on the financial year 2016

Approval of the Management Report, Annual Financial Statements and Group Financial Statements for 2016, as well as acknowledgement of the Auditor's Report

The Board of Directors proposes approving the Management Report, the Annual Financial Statements and the Group Financial Statements for 2016.

#### 2 Appropriation of Earnings

The Board of Directors proposes the appropriation of

	CHF	239 740 063
as follows:		
Dividend of CHF 1.25		
per registered share	CHF	24 314 200
Retained earnings carried forward	CHF	215 425 863

#### 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 2016 financial year.

#### 4 Elections to the Board of Directors

The Board of Directors proposes electing the following persons to the Board of Directors of HUBER+SUHNER AG:

##### 4.1 Re-election of Urs Kaufmann and election as Chairman of the Board

The Board of Directors proposes the re-election of Urs Kaufmann as a Member of the Board and his election as the successor to Chairman of the Board, Beat Kälin, who has resigned, to the position of Chairman of the Board of Directors for a term of office for one year.

##### 4.2 Re-election of Beat Kälin

The Board of Directors proposes the re-election of Beat Kälin as a Member of the Board for a term of one year.

##### 4.3 Re-election of Monika Bütler

The Board of Directors proposes the re-election of Monika Bütler as a Member of the Board for a term of one year.

##### 4.4 Re-election of Christoph Fässler

The Board of Directors proposes the re-election of Christoph Fässler as a Member of the Board for a term of one year.

##### 4.5 Re-election of George Müller

The Board of Directors proposes the re-election of George Müller as a Member of the Board for a term of one year.

##### 4.6 Re-election of Rolf Seiffert

The Board of Directors proposes the re-election of Rolf Seiffert as a Member of the Board for a term of one year.

##### 4.7 Re-election of Jörg Walther

The Board of Directors proposes the re-election of Jörg Walther as a Member of the Board for a term of one year.

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

The Board of Directors proposes the election of the following persons by the process of individual election to the Nomination and Compensation Committee of HUBER+SUHNER AG:

##### 5.1 Election of Urs Kaufmann

The Board of Directors proposes the election of Urs Kaufmann to the Nomination and Compensation Committee for a term of office of one year as successor to Christoph Fässler, who has resigned.

##### 5.2 Re-election of Beat Kälin

The Board of Directors proposes the re-election of Beat Kälin to the Nomination and Compensation Committee for a term of one year.

#### 6 Approval of Compensation

The Board of Directors proposes to approve the following compensation for the Board of Directors and the Executive Group Management:

##### 6.1 Approval of the maximum total of fixed compensation to the Board of Directors for the one-year term from the Annual General Meeting in 2017 to the Annual General Meeting in 2018

The Board of Directors proposes to approve the maximum total of CHF 680 000 for the one-year term starting from the conclusion of the Annual General Meeting in 2017 to the conclusion of the Annual General Meeting in 2018 for the fixed remuneration of the Board of Directors.

##### 6.2 Approval of the maximum total of fixed compensation to the Executive Group Management for the period from 1 July 2017 to 30 June 2018

The Board of Directors proposes to approve the maximum total of CHF 3 500 000 for the period from 1 July 2017 to 30 June 2018 for the fixed compensation of the Executive Group Management.

6.3 Approval of the maximum total of share-based compensation of the Board of Directors for the elapsed one-year term from the Annual General Meeting 2016 to the Annual General Meeting 2017

The Board of Directors proposes to approve the maximum total of CHF 690 000 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 2016 to the conclusion of the Annual General Meeting 2017.

6.4 Approval of the maximum total amount of variable compensation for the Executive Group Management for the completed 2016 financial year

The Board of Directors proposes to approve the maximum total of CHF 2 300 000 for the variable compensation of the Executive Group Management for the financial year 2016.

## 7 Election of auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers AG, Zurich, as auditors for a further term of one year.

## 8 Election of independent proxy

The Board of Directors proposes the election of Schoch, Auer & Partner, Attorneys, Marktplatz 4, 9004 St. Gallen, as independent proxy for a further term of one year.

### Additions to the agenda

#### Agenda item 4

To ensure long term succession planning, it was announced in February 2015 that the current CEO, Urs Kaufmann, would resign from his operative role at the Annual General Meeting 2017 and would be proposed for election to the role of Chairman of the Board. The current Chairman of the Board, Beat Kälin, will give up his office but will continue to be available in the role of Vice-Chairman of the Board of Directors.

#### Agenda item 6.1

The planned change to the Board of Directors will result in the following additional changes:

- The compensation structure of the Chairman of the Board will be adjusted (fewer shares, higher fixed remuneration)
- The vacant position of Vice-Chairman will be filled

For these reasons the fixed compensation of the Board of Directors will rise compared to the previous year. The other fixed compensation components will be unchanged.

#### Agenda item 6.2

The Executive Group Management team has been increased by one person as a result of the division of Fiber Optics into two divisions. Furthermore, the Board of Directors has reviewed the fixed compensation of the Executive Group Management team and decided to make position-related adjustments for the period from 1 July 2017 to 30 June 2018.

#### Agenda item 6.3

The share-based compensation of the Board of Directors is based on a fixed number of shares (4000 shares for the Chairman, 1200 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 total for the elapsed term that is submitted for approval is based on the market value of 10 000 shares at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 27 February 2017. Since the share price is subject to fluctuations, the value of the share-based remuneration at the time of the transfer may be higher or lower than the agenda value.

Table in CHF

10 000 HUBN shares at 61.33*	613 300
Social insurance	76 700
Total for Board of Directors	690 000

\* at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 27 February 2017

#### Agenda item 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 17 450 shares (5000 shares for the CEO, 12 450 shares for the remaining members of the Executive Group Management) at the average closing price from the last 5 trading days prior to determination by the Board on 27 February 2017. Since the share price is subject to fluctuations, the value of the share-based compensation at the time of the transfer may be higher or lower than the agenda value.

Table in CHF

Cash bonus (variable compensation)	1 066 850
17 450 HUBN shares at 61.33*	1 070 209
Social insurance	162 941
Total for Executive Group Management	2 300 000

\* at the average closing price from the last 5 trading days prior to determination by the Board of Directors on 27 February 2017