

## Annual General Meeting of Conzzeta AG Invitation



Tuesday, April 24, 2018, at 4:30 pm  
Zurich Marriott Hotel, Neumühlequai 42, 8006 Zurich

Dear Sir/Madam,

We cordially invite you to the Annual General Meeting of Conzzeta AG on [Tuesday, April 24, 2018, 4:30 pm \(doors open 4:00 pm\) at the Zurich Marriott Hotel, Neumühlequai 42, 8006 Zurich.](#)

## Items on the agenda and motions of the Board of Directors

### 1. Approval of the business review, the annual financial statements and the consolidated financial statements for 2017

The Board of Directors proposes that the business review, the annual financial statements and the consolidated financial statements for 2017 be approved.

### 2. Appropriation of the total sum available for appropriation

The Board of Directors proposes that the total sum available for appropriation of	CHF 163 720 889
be appropriated as follows:	
– Dividend of CHF 16.00 per class A registered share	CHF 29 232 000
– Dividend of CHF 3.20 per class B registered share	CHF 3 888 000
– Transfer to the voluntary retained earnings	CHF 50 000 000
– Retained earnings to be carried forward	CHF 84 527 590

#### Explanatory statement

The Board of Directors believes that an increased dividend is appropriate given the substantially higher net profit generated in 2017 compared to the previous year. If the proposal made by the Board of Directors is accepted, the dividend would increase by CHF 5.00 per class A registered share and CHF 1.00 per class B registered share over the dividends paid in the previous year. The dividend payment date will be April 30, 2018. Shares must be held on or before April 25, 2018 (last trading date) in order for the shareholder to be eligible for a dividend.

### 3. Discharge of the members of the Board of Directors

The Board of Directors proposes that the members of the Board of Directors be discharged from liability for their actions for the 2017 financial year.

### 4. Election of members of the Board of Directors

The Board of Directors proposes that the following persons be re-elected for a term of office expiring at the close of the next Annual General Meeting:

- 4.1. Ernst Bärtschi
- 4.2. Roland Abt
- 4.3. Matthias Auer
- 4.4. Werner Dubach
- 4.5. Philip Mosimann
- 4.6. Urs Riedener
- 4.7. Jacob Schmidheiny
- 4.8. Robert F. Spoerry

You will find detailed biographies in the 2017 Corporate Governance Report and on the company's website (<https://conzzeta.com/en/company/corporate-governance>).

## 5. Election of the Chairman of the Board of Directors

The Board of Directors proposes that Ernst Bärtschi be re-elected as Chairman of the Board of Directors for a term of office expiring at the close of the next Annual General Meeting.

## 6. Election of the members of the HR Committee

The Board of Directors proposes that the following persons be re-elected for a term of office expiring at the close of the next Annual General Meeting:

- 6.1. Werner Dubach
- 6.2. Philip Mosimann
- 6.3. Robert F. Spoerry

## 7. Compensation

### 7.1 Advisory vote

The Board of Directors proposes that the 2017 compensation report of Conzzeta AG, as published on pages 42 to 51 of the annual report, be approved. The vote is of a non-binding, advisory nature.

### 7.2 Approval of compensation for the Board of Directors

The Board of Directors proposes that an amount of CHF 1.5 million be approved as the maximum total compensation payable to the members of the Board of Directors for the term of office running from the 2018 Annual General Meeting until the 2019 Annual General Meeting. A statement explaining this proposal is set forth in the attachment.

### 7.3 Approval of compensation for the Executive Committee

The Board of Directors proposes that an amount of CHF 8.2 million be approved as the maximum total compensation payable to the members of the Executive Committee for the 2019 financial year. A statement explaining this proposal is set forth in the attachment.

## 8. Election of the auditor

The Board of Directors proposes that KPMG AG, Zurich, be elected as the auditor for the 2018 financial year.

## 9. Election of the independent proxy

The Board of Directors proposes that Bretschger Leuch Rechtsanwälte (usually represented by Ms Marianne Sieger, attorney-at-law), Kuttelgasse 8, 8022 Zurich, Switzerland, be elected as the independent proxy for a term of office expiring at the close of the next Annual General Meeting.

[The Annual Report 2017](#), including the business review, the annual financial statements, the consolidated financial statements, the compensation report and the reports of the auditors, has been available for shareholder inspection at the company's head office since March 20, 2018. It may also be downloaded at [www.conzzeta.com/en/investors/reports](http://www.conzzeta.com/en/investors/reports) and the company provides a print version on request.

[Shareholders](#) who are registered in the share register as eligible to vote on April 17, 2018, receive an invitation to the AGM by post, including the agenda, attachments and a registration and proxy form. No registered shares will be registered in the share register in the period from April 18 to April 24, 2018. Shareholders who wish to attend the general meeting in person may order admission tickets either online or by returning the attached registration form. The access codes for the online platform are printed on the registration form.

**Representation and appointment of proxy:** The following representation options are available to shareholders who will not be attending the meeting in person:

- a) Representation by a proxy: shareholders may appoint a person with legal capacity to act as their proxy by completing the attached registration and proxy form. The admission ticket will then be issued directly to the proxy.
- b) Representation by Bretschger Leuch Rechtsanwälte, the independent proxy (usually represented by Ms Marianne Sieger, attorney-at-law), Kuttelgasse 8, CH-8022 Zurich. Shareholders may appoint and direct the independent proxy how to vote either online or by completing the attached registration and proxy form. The access codes for the online platform are printed on the registration form. The independent proxy may be appointed and directions given or changed online up until 4:30 pm (CET) on April 20, 2018 at the latest.

Please note that only registered shareholders will be admitted to the general meeting (guests will not be admitted). Shareholders who sell their shares prior to the general meeting are no longer eligible to vote. In the event that part of a shareholding is sold, the issued admission ticket must be exchanged for a new admission ticket prior to the general meeting.

Zurich, March 26, 2018

Yours sincerely,

On behalf of the Board of Directors of Conzzeta AG

A handwritten signature in black ink, appearing to read 'E. Bärtschi', written in a cursive style.

Ernst Bärtschi, Chairman of the Board of Directors

## Attachment

### **Explanatory statement in relation to item 7: Approval of compensation for the Board of Directors and Executive Committee**

#### **Item 7.2 Approval of compensation for the Board of Directors**

In accordance with the company's Articles of Association, compensation for the members of the Board of Directors is based on their term of office and is composed of a base amount that is not results-based, and an additional amount for committee work. The base compensation is paid partly in cash and partly in shares that are subject to a four-year vesting period. In addition to this, Board of Directors members are eligible for additional benefits including flat-rate expenses and social security contributions.

CHF 1.5 million is proposed as the maximum total amount of compensation payable to members of the Board of Directors for the term of office running from the 2018 Annual General Meeting up to the 2019 Annual General Meeting. This amount is unchanged from the total amount approved by the general meeting for the previous period, in which the actual total compensation paid to the Board of Directors was CHF 1.3 million.

#### **Item 7.3 Approval of compensation for the Executive Committee**

Apart from the fixed base salary, social security contributions and additional benefits, the proposed maximum total compensation payable to the Executive Committee also includes the maximum variable short-term incentive and long-term incentive compensation payable assuming that the maximum percentage (150%) of all targets is achieved.

In both previous years 2017 and 2018, the maximum total compensation payable to the Executive Committee approved by the general meeting was CHF 7.7 million. For the 2019 financial year, the Board of Directors is proposing to increase this amount to CHF 8.2 million. The enhanced strength of management is the primary motivation behind this proposal. At CHF 3.7 million, the maximum performance-related compensation payable constitutes around 46% of the Executive Committee's maximum total compensation.

In connection with the performance review process conducted by the Board of Directors, a total of CHF 7.0 million was paid out to the Executive Committee for financial year 2017.

### Refreshments

Drinks and light refreshments will be served after the meeting, giving you the opportunity to engage in interesting conversation.

### Arrival

We recommend taking public transport. Only a limited number of parking spaces are available in the public car park of the Zurich Marriott Hotel.

