

Hochdorf, 23 April 2024

**To the shareholders of HOCHDORF Holding Ltd**

## **Invitation to the Annual General Meeting**

**Date:** Wednesday, 15 May 2024, 10 am (Doors open: 9.30 am)

**Venue:** Kulturzentrum Braui, 6280 Hochdorf (at the town centre roundabout, parking in the basement; additional parking at the HOCHDORF Holding Ltd site, Siedereistrasse 9, 6280 Hochdorf.

### **Agenda items and proposals submitted by the Board of Directors**

**1. Approval of the business report, annual financial statements, and consolidated financial statements for the 2023 business year**

The Board of Directors proposes the approval of the management report of HOCHDORF Holding Ltd, the annual financial statements for 2023 for HOCHDORF Holding Ltd and the consolidated financial statements for 2023 for the HOCHDORF Group.

**Note:** The Board of Directors is required by law to submit the management report, the annual financial statements and the consolidated financial statements for each business year to the Annual General Meeting for approval. The auditors, KPMG AG, Lucerne, have audited the consolidated financial statements of the HOCHDORF Group and the annual financial statements of HOCHDORF Holding Ltd in the original English version and have confirmed these without any qualification and have nothing to add to their audit reports.

**2. Decision regarding appropriation of the net loss**

The Board of Directors proposes appropriation of the 2023 net loss as follows:

Losses carried forward	TCHF -114,536
Result from current year	TCHF - 11,831
<b>Balance carried forward to new account</b>	<b>TCHF -126,368</b>

Rounding differences may occur.

**Note:**

The Board of Directors is required by law to have the appropriation of any net loss or net profit of each business year approved by the Annual General Meeting.

**3. Granting of discharge to the members of the Board of Directors and the Group Management**

The Board of Directors proposes the granting of discharge to the members of the Board of Directors and Group Management for the business year 2023.

**Note:**

By granting discharge to the members of the Board of Directors and the Group Management, the HOCHDORF Group and the approving shareholders declare that they will no longer hold the members of the Board of Directors and the Group Management responsible for events from the past business year that were brought to the attention of the Annual General Meeting. In accordance with the relevant legal provisions, this decision is to be taken by the Annual General Meeting.

## 4. Remuneration

### 4.1. Binding vote on the remuneration of the Board of Directors from the Annual General Meeting 2024 to the Annual General Meeting 2025.

The Board of Directors proposes the approval of a maximum total amount of remuneration for the Board of Directors of CHF 600,000.- for the period from the Annual General Meeting 2024 to the Annual General Meeting 2025.

**Note:** The principles and calculations are detailed in the 2023 Remuneration Report. The amount requested is CHF 50,000 lower than in the previous year, as the vacant position on the Board of Directors will not be filled for the time being. Details on the respective persons can be found in the corresponding agenda item.

### 4.2. Binding vote on the maximum total remuneration of the Group Management for the 2024 business year

The Board of Directors proposes the approval of a maximum total amount of remuneration of the Group Management in the amount of CHF 2,650,000 to be paid, promised or allocated in and in respect of the 2024 business Year.

**Note:** The principles and calculations are detailed in the 2023 Remuneration Report. The amount is CHF 200,000 lower than in the previous year, as the Group Management will consist of four instead of five people in 2024 and the vacant position will not be filled for the time being.

### 4.3. Consultative vote on the 2023 Remuneration Report

The Board of Directors proposes the approval of the 2023 Remuneration Report (consultative vote).

**Note:** The 2023 Remuneration Report details the principles and elements of remuneration at the HOCHDORF Group at the level of the Board of Directors and Group Management and includes all remuneration that the company has paid to the members of the Board of Directors and the Group Management for the 2023 business year. Agreement is of a consultative nature.

## 5. Election of the Board of Directors

The Board of Directors proposes the re-election of all current members of the Board of Directors (including the Chairman of the Board of Directors), with the exception of Marjan Skotnicki-Hoogland, each for a term of office until the conclusion of the next Annual General Meeting in 2024.

**Note:**

Marjan Skotnicki-Hoogland has decided not to stand for re-election. The Board of Directors and the Group Management would like to thank her for her commitment over the past year and wish her all the best for her professional and personal future.

There are no plans to fill the vacant seat on the Board of Directors. Instead, the Board of Directors will in future be reduced to the minimum number of five members stipulated in the Articles of Association of HOCHDORF Holding Ltd (Art. 13).

### **5.1. Re-election of Jürg Oleas as a member and Chairman of the Board**

The Board of Directors proposes the election of Jürg Oleas as a member of the Board of Directors for a one year term of office up to and including the 2025 Annual General Meeting and, subject to his re-election, his appointment as Chairman.

### **5.2. Re-election of Andreas Herzog**

The Board of Directors proposes the election of Andreas Herzog as a member of the Board of Directors for one year, up to and including the 2025 Annual General Meeting.

### **5.3. Re-election of Thierry Philardeau**

The Board of Directors proposes the election of Thierry Philardeau as a member of the Board of Directors for one year, up to and including the 2025 Annual General Meeting.

### **5.4. Re-election of Jean-Philippe Rochat**

The Board of Directors proposes the election of Jean-Philippe Rochat as a member of the Board of Directors for one year, up to and including the 2025 Annual General Meeting.

### **5.5. Re-election of Ralph Siegl**

The Board of Directors proposes the election of Ralph Siegl as a member of the Board of Directors for one year, up to and including the 2025 Annual General Meeting.

## **6. Election to the Personnel and Remuneration Committee**

The Board of Directors proposes the re-election of the current members of the Personnel and Remuneration Committee, each for a term of one year up to and including the next Annual General Meeting.

#### **Note:**

In accordance with the relevant legal provisions, the Board of Directors must propose the members of the Personnel and Remuneration Committee for election at the Annual General Meeting. The committee now consists of two instead of three members of the Board of Directors.

### **6.1. Re-election of Jean-Philippe Rochat**

The Board of Directors proposes the election of Jean-Philippe Rochat as a member and Chairman of the Personnel and Remuneration Committee for one year, up to and including the 2025 Annual General Meeting, contingent on his election as a member of the Board of Directors.

### **6.2. Re-election of Jürg Oleas**

The Board of Directors proposes the election of Jürg Oleas as a member of the Personnel and Remuneration Committee for one year, up to and including the 2025 Annual General Meeting, contingent on his election as a member of the Board of Directors.

## **7. Election of the independent proxy**

The Board of Directors proposes the election of the law firm Rudolf & Bieri as independent proxy for one year, up to and including the 2025 Annual General Meeting.

**Note:** The law firm Rudolf & Bieri AG, Lucerne, represented by Dr Urban Bieri, attorney and notary, guarantees the necessary independence from the company for this task in line with Art. 728 of the Swiss Code of Obligations. The period of office runs until the completion of the 2025 Annual General Meeting, i.e. this mandate also applies for any extraordinary general meetings prior to the 2025 Annual General Meeting.

## 8. Election of auditors

The Board of Directors requests the Annual General Meeting to confirm KPMG Ltd, Lucerne as statutory auditor of HOCHDORF Holding Ltd for one year up to and including the 2025 Annual General Meeting.

**Note:** KPMG Ltd, Lucerne is an internationally operating and recognised independent auditor.


## 9. Information on the assessment of the current financing structures and future prospects of the company (Information provided by the Board of Directors; no proposal)

**Note:** See also the separate Information on the Invitation to the Annual General Meeting (appendix).

## 10. Any other business

For the Board of Directors

The Chairman



Jürg Oleas

### Appendices:

- Authorisation and instruction form
- Information on the invitation to the Annual General Meeting

*The information provided above is originally published in German. Discrepancies or differences created in the translation are not binding and have no legal effect for compliance or enforcement purposes. If any questions arise related to the accuracy of the information contained in the translation, please refer to the German version provided at [www.hochdorf.com/gv](http://www.hochdorf.com/gv).*

## **Organisational notes**

### **Annual Report**

The Annual Report (management report, annual financial statements, consolidated financial statements and Remuneration Report) and the Auditor's Report for 2023 are available from 21 March 2024 at the company offices (Siedereistrasse 9, 6280 Hochdorf) for inspection by shareholders. The Annual Report will be sent to all shareholders listed in the shareholder register at their request. The Annual Report is available on the HOCHDORF Group website: [report.hochdorf.com](https://report.hochdorf.com).

### **Voting and election rights**

Voting rights are accorded to those HOCHDORF Holding Ltd registered shares that were entered in the shareholder register as of 5 pm (CEST) on 3 May 2024. In the period between 3 May and 15 May 2024, no registered shares will be entered into the company's shareholder register that would allow holders to exercise voting and election rights at the Annual General Meeting. Shareholders who sell shares in the period between 5 pm (CEST) on 3 May 2024 and the date of the Annual General Meeting on 15 May 2024 will no longer have voting rights for these shares at the Annual General Meeting.

### **Voting through the independent proxy and appointing proxies**

Shareholders entered in the share register may have their participation rights, in particular their voting rights, exercised by the independent proxy Dr Urban Bieri, attorney and notary, Pilatusstrasse 39, 6003 Lucerne (please use the instruction form provided). Dr Bieri will vote at the Annual General Meeting on 15 May 2024 in accordance with your instructions. In the event of no instructions being provided, he will abstain (Article 689b, Para. 3 CO).

The shareholders may take part in the voting by providing electronic proxy authorisation and instructions to the independent proxy representative at [www.netvote.ch/hochdorf](https://www.netvote.ch/hochdorf). Any changes to the instructions submitted electronically may be made up to 12 pm (CET) on Monday 13 May 2024.

### **Requests and questions from shareholders**

Any requests or questions regarding 2023 Annual Report must be submitted in writing to the Board of Directors' secretary's office at HOCHDORF Holding Ltd, Siedereistrasse 9, 6280 Hochdorf by Friday 3 May 2024 so that they may be answered at the Annual General Meeting.

### **Additional information**

For organisational matters questions related to the Annual General Meeting, please contact our share registry partner areg.ch AG, 4614 Högendorf (Tel. 062 209 16 60).