INVITATION TO THE ANNUAL GENERAL MEETING OF DÄTWYLER HOLDING INC.

Tuesday, 12 March 2019, 5 p.m.
Theater Uri / Tellspielhaus,
Schuetzengasse 11, Altdorf, Switzerland

DÄTWYLER

INVITATION

The shareholders of Dätwyler Holding AG, Altdorf, Uri, Switzerland, are hereby invited to attend the Annual General Meeting to be held on **Tuesday, 12 March 2019** at **5 p.m.** (doors open at 4.15 p.m.) at the **Theater Uri / Tellspielhaus Altdorf,** Schuetzengasse 11, **Altdorf, Switzerland.**

Datwyler Group (www.datwyler.com)

The Datwyler Group is a focused industrial supplier with leading positions in global and regional market segments. With its technological leadership and customised solutions, the Group delivers added value to customers in the markets served. Datwyler concentrates on markets that offer opportunities to create more value and sustain profitable growth. The Sealing Solutions division is a leading supplier of custom sealing solutions to global market segments, such as the health care, automotive and general industries. The Technical Components division is one of Europe's foremost high-service distributors of maintenance, automation, electronic and ICT components and accessories. With a total of some 50 operating companies, sales in over 100 countries and more than 8'000 employees, the Datwyler Group generates annual revenue of more than CHF 1'300 million. The Group has been listed on the SIX Swiss Exchange since 1986 (security number 3048677).

LETTER TO SHAREHOLDERS

Course set for future profitable growth

Dear shareholders,

The Datwyler Group continued to enjoy profitable growth in 2018, although some markets did show signs of weakness, particularly during the third quarter. Thanks to strong demand for high-quality health care components, the Sealing Solutions division made a significant contribution to growth. In the Technical Components division, revenue was boosted by the core business-to-business online distribution activities.

Further improvement in operating result

In total, the Datwyler Group increased net revenue in 2018, compared with the previous year, by 5.4 % to CHF 1'361.6 million (previous year: CHF 1'291.4 million). Adjusted for positive currency and acquisition effects, the resulting organic growth was 2.0 %. Operating result (EBIT) continued to improve to CHF 170.0 million (previous year: CHF 162.6 million). The EBIT margin remained almost unchanged at 12.5 % (previous year: 12.6 %), so was within the recently increased target range. This was despite significant start-up costs for various growth-related projects, in particular for the new Health Care capacity in the USA and India and the one-off costs for the one-brand strategy pursued by Nedis. In the second half of the year, the increasingly strong Swiss franc and higher raw material prices also had a negative impact on margins. It should be possible, however, to absorb higher raw material prices as early as the first quarter of 2019.

The net result amounted to CHF 121.0 million (previous year: CHF 123.7 million). During the previous year, one-off effects kept tax expenses unusually low. In view of the steady profitability levels and given that prospects look promising, the Board of Directors is asking the Annual General Meeting to pay an unchanged cash dividend of CHF 3.00 per bearer share (previous year: CHF 3.00) and CHF 0.60 per registered share (previous year: 0.60). This equates to a payout ratio of 42.1% of the net result. The Annual General Meeting is also being asked to appoint Jens Breu, CEO of the listed SFS Group, to the Board of Directors and as another representative of bearer shareholders.

Stepping up activity in the growing health care market

As a manufacturer of high-quality components for injectable drug delivery systems, Datwyler is a world-leading provider in an attractive and growing market. Depending on the region, the market is growing between 5 % and 10 % a year, barriers to entry are high and margins appear attractive. For segments of this market, such as prefilled syringes or innovative drug delivery systems, independent market observers are predicting worldwide growth of 10 % to 15 % a year between now and 2025. Datwyler has been quick to recognise the potential for growth offered by the health care market and has invested over recent years in expanding its product range, building up production capacity and continuing to develop its production standard.

With the First Line standard, Datwyler has an industry-leading production concept. The First Line standard covers ultra-modern clean room technology, automated production cells, fully automated camera inspection and a high-quality cleaning process. The innovative production concept meets the highest customer requirements. At the end of September 2018, Datwyler started operations at a new First Line plant in Middletown, USA, after just two years of construction work. Together with the existing First Line capacity in Belgium and the First Line capacity in India (which was expanded in 2017), this will enable Datwyler to provide customers in the three key business regions of the USA, Europe and Asia with locally produced First Line components in future. Thanks to the new production capacity, Datwyler will be able to increase its global First Line volumes by 50 % between now and 2020 and accelerate profitable growth. Already, the Health Care segment is generating the biggest share of revenue for the Datwyler Group.

Geographical expansion and new technologies in the automotive market

Our growth strategy also includes accessing new geographical markets, either by building our own new plants or acquiring businesses. During the reporting year, Datwyler secured improved access to the South American automotive industry by acquiring the Brazilian company known as Bins, which enjoys annual revenue of CHF 20 million. Thanks to Bins, Datwyler now has its own production plants in all relevant automotive markets. We will utilise Bins's distribution network to offer both carmakers in Brazil and existing Datwyler customers in South America our full range of products.

And access to new technologies and skills will also help ensure the company's long-term growth. With this in mind, and where it makes sense to do so, we are working with research institutions or small specialist companies to develop new products and applications. The acquisition of German company Ott in the middle of 2016 marked a step along this growth trajectory. Ott's injection moulding technology, which uses thermoplastics and liquid silicone, complements Datwyler's existing technologies very nicely. Injection moulding technology opens up new possibilities, particularly in the ongoing electrification of vehicles. During 2018, Datwyler won projects relating to seals for sensors, high-voltage connectors and housing for power distribution equipment. We also introduced the "Lean and Clean" production concept to the Swiss site in the reporting year. This gives us a unique selling proposition for high-quality automotive components – such as those used for the treatment of exhaust gases from diesel vehicles – which recorded significant growth in the reporting year.

Accessing new industries within the general industries market

Another driver of growth is the policy of accessing new markets via acquisitions. And Datwyler duly took advantage of the opportunity to acquire the US company Parco in the reporting year. Thanks to strong market positions, the company enjoys profitable growth and annual revenue of around CHF 60 million. Parco will give the Sealing Solutions division access to several new industries of strategic interest – particularly the oil and gas industry, aerospace, water filtration or pumps and valves. At the same time, Datwyler is significantly expanding its existing O-ring business (which it acquired with the takeover of Origom in 2015) through the acquisition of Parco and strengthening its presence in the important US market. O-rings assume system-critical functions within many systems and installations, while the demands placed on elastomer compounds and functionality continue to grow. The market remains highly fragmented and therefore offers further opportunities for acquisition-based growth.

Successfull refining of customer segmentation in the distribution business

In the Technical Components division, we are continuing to sharpen our focus in terms of both market and customer segmentation. We are introducing state-of-the-art digital technologies to improve predictive analysis in relation to online distribution. This enables Distrelec and Reichelt to address their target customers with increasingly personalised offers. For example, Distrelec is now focusing on the so-called Custom Production of Electromechanical Goods (CPE), an attractive segment of small and medium-sized enterprises which produce relatively small runs of high-tech products and are not catered for by mass-market providers. The central Distrelec enterprise hub in Manchester is continuously improving operating performance, and this is reflected in improvements in key performance indicators relating to service, customer satisfaction and the online shop. Reichelt's successful international expansion is based on local online shops and is generating a significant increase in demand. The plan for 2019 is to launch three new online shops in Italy, Belgium and Spain. As well as pursuing international expansion, Reichelt is sharpening its focus on the high-margin business-to-business market with new products and marketing activities both domestically and abroad. Nedis repositioned itself during the reporting year by reducing itself to a strong product brand and is working towards accessing new customer groups such as large online dealers or the promotional products sector. At the same time, the company improved product quality, fine-tuned product management and made sales more efficient. All three companies are constantly expanding their range with new products designed to meet customers' needs, an approach which is helping to drive growth. In particular, the growing range of own-brand RND and Nedis products is being marketed by all three distribution companies.

Digitalisation and agility are key

To help us succeed in exploiting the various opportunities for growth, we have made it a strategic priority to accelerate digitalisation and increase agility levels. We want to be proactive in exploiting the new possibilities and opportunities associated with digitalisation and turn these into a competitive advantage. This means investing in state-of-the-art systems and solutions. Examples include the modernisation and expansion of the ERP software package for around CHF 50 million,

robotic process automation (RPA), automated guided vehicles (AGV), RFID technology to control and track the flow of materials, use of big data for predictive analytics of customers or digitalisation of all human resource processes. As well as improving competitiveness, all these measures facilitate collaboration and increase the agility of both individual employees and the company as a whole. To help us exploit the full potential involved, we have initiated. a culture change. With targeted training, we are helping our managers to reinvent their management style and encourage their employees (i.e. to act more like coaches). In doing so, we are creating an environment where employees can be agile and give free rein to their talents, skills and creativity, as we move towards our vision of a self-learning organisation. And with the latest Datwyler Group employee survey returning the highest ever satisfaction levels, this provides solid foundations for the kind of culture change we are working towards.

Well positioned to tackle future challenges

It is possible that some of the markets we serve may become more challenging for a time during 2019. Global trade disputes have led to increased uncertainty in the automotive market in particular. But with the measures implemented in 2018 and before and thanks to the strategy it is pursuing, Datwyler is well prepared for the challenges ahead. Through our leading market positions, we are well placed in the long term to take advantage of opportunities for growth in the markets we serve. With the Health Care business, we have a strong and stable presence in a market which continues to grow with the help of structural drivers, largely independently of any fluctuations within the wider economy. We are currently expecting revenue of between CHF 1'450 million and CHF 1'500 million for 2019 and an EBIT margin within the target range of 12 % to 15 %, which has recently been increased twice, even though the start-up costs for the new Health Care plant in the USA and for further growth-related projects remain significant.

We are convinced that we did the right things in 2018 to remain on track for future profitable growth. Our employees show great dedication, on a daily basis, to capitalising on our opportunities for growth. And for this we are truly grateful. We would also like to take this opportunity to thank our customers and shareholders for their confidence and the solidarity they show towards our business.

On behalf of the Board of Directors

Dr. Paul Hälg, Chairman

On behalf of the Executive Management

Dirk Lambrecht, CEO

AGENDA

1. Reporting on the financial year 2018

1.1. Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2018

Proposal

The Board of Directors proposes that shareholders approve the State of the Company Report, the Company Financial Statement and the Group Consolidated Financial Statement for 2018, taking note of the auditors' reports.

Notes

The full Annual Report will be available on the Datwyler website from 8 February 2019: www.datwyler.com > Investors > Publications > Annual Report. Dätwyler Holding Inc. has appointed KPMG AG, Zurich, as the statutory auditor. Notes regarding performance can be found in the letter to shareholders on pages 1 to 4 of this document.

1.2. Advisory Vote on the Remuneration Report 2018

Proposal

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2018.

Notes

The remuneration report forms part of the Annual Report and will be available on the Datwyler website from 8 February 2019: www.datwyler.com > Investors > Publications > Annual Report. According to the report produced by the statutory auditor KPMG AG, Zurich, the remuneration report for the 2018 fiscal year is consistent with both the law and articles 14 to 16 of the Ordinance Against Excessive Remuneration in Listed Companies Limited by Shares (ERCO) (Annual Report, page 54). The remuneration report describes in detail the remuneration structures associated with the Board of Directors and the Executive Management. Remuneration for members of the Board of Directors

comprises a fixed fee and an award of a fixed number of Datwyler bearer shares. For the first time, the grant of bearer shares as of 1 June 2018 was based on a fixed amount and the average share price of the 20 trading days prior to the grant date. As a result of this new calculation method, the number of granted shares was significantly reduced in the year under review. Remuneration for the Executive Management consists of a fixed base salary, a variable incentive, a long term incentive plan with performance share units and benefits such as a retirement pension, insurance and perquisites. For the 2018 fiscal year, total remuneration for the members of the Board of Directors amounted to CHF 2.1 million (pervious year 2.4 million), while the total for members of the Executive Management was CHF 5.7 million (previous year 6.3 million). These total remuneration figures are around 32% and 41% respectively below the maximum total remuneration which the shareholders approved for the 2018 fiscal year at the 2017 Annual General Meeting. The Datwyler Group's remuneration policy is compared against common standards for similar positions at comparable companies.

2. Appropriation of retained earnings 2018

Proposal

Proposal by the Board of Directors:

– Dividend of CHF 0.60 per registered share of CHF 0.01 each	CHF 13'200'000
– Dividend of CHF 3.00 per bearer share of CHF 0.05 each	CHF 37'800'000
– Balance forward	CHF 538'446'174
Total	CHF 589'446'174

Notes

The Datwyler Group achieved a net result of CHF 121.0 for 2018 (previous year 123.7 Mio.). The Board of Directors' proposal to pay a cash dividend of CHF 3.00 per bearer share and CHF 0.60 per registered share corresponds to a dividend held. The total amount for distribution of CHF 51.0 million equates to a distribution ratio of 42.1% of the net result. The statutory auditor confirms in its report that the proposal regarding appropriation of retained earnings is consistent with both the law and the Articles of Association. Assuming the proposed appropriation of retained earnings is approved, the dividend will be paid free of charge with effect from 18 March 2019 after deduction of withholding tax at 35%. The ex-dividend date is Thursday, 14 March 2019.

3. Discharge of the members of the Board of Directors and of the Executive Board

Proposal

Proposal by the Board of Directors: Discharge of the members of the Board of Directors and of the Executive Board for their activities during the 2018 fiscal year.

Notes

The voting rights of members of the Board of Directors and the Executive Management and the voting rights represented by legal entities controlled by these persons are not recognised for the purpose of this vote.

4. Elections

4.1 Chairman and Members of the Board of Directors

4.1.1 Special meeting of holders of bearer shares to nominate their candidates to represent them on the Board of Directors

Notes

For each share category, there is a right to submit proposals regarding election of at least one representative on the Board of Directors. For this reason, a separate meeting of bearer shareholders is held – prior to any elections and pursuant to art. 709 para. 1 of the Swiss Code of Obligations – during which they can nominate the candidates to represent them on the Board of Directors. Only bearer shares carry voting rights for this nomination; registered shares carry no such rights.

4.1.1 a Special meeting of holders of bearer shares: nomination of a candidate to represent them on the Board of Directors

Proposal

The Board of Directors proposes to the special meeting of holders of bearer shares to nominate Jürg Fedier as candidate to represent them in the Board.

Notes

Jürg Fedier (1955, CH), proposed by the Board of Directors, was appointed to the Board of Dätwyler Holding Inc. at the 2015 Annual General Meeting. He is Chairman of the Audit Committee and representative of the bearer shareholders. Since 2009, he serves

as Chief Financial Officer of the world wide operating and stock quoted Oerlikon Group. From 2007 to 2008 he acted as CFO of Ciba Group. Between 2006 and 2007, he was Head of Finance of Dow Europe and a Member of the Executive Board. From 2002 to 2006, Jürg Fedier served as Vice President Finance for Dow Chemical, Performance Chemicals, USA, between 2000 and 2002 as Global Business Finance Director for Dow Chemical, Thermosets. From 1978 to 2000, he filled several management positions with Dow Chemical in the USA and in Asia. Jürg Fedier is Director of the listed Ascom Holding Inc. He holds a Commercial Diploma from the College of Commerce in Zurich, Switzerland, and completed international executive management programs at the IMD, Switzerland, and the University of Michigan, USA.

4.1.1 b Special meeting of holders of bearer shares: nomination of a candidate to represent them on the Board of Directors

Proposal

The Board of Directors proposes to the special meeting of holders of bearer shares to nominate Jens Breu as candidate to represent them in the Board.

Notes

Jens Breu (1972, CH), newly proposed for election by the Board of Directors, has been CEO of the listed SFS Group since the beginning of 2016. The SFS Group generated annual sales of over CHF 1,600 million with 9,500 employees in the 2017 financial year. SFS precision moulded parts and mechanical fastening systems take on functions that are critical to the success of the customers' products. The most important markets are the automotive, electronics, construction, and medical industries. Jens Breu has occupied various positions for the SFS Group since 1995. Among other things, he was production manager in the US for eight years. In 2012, he was promoted to head of the industrial division, and in 2014, he was promoted to Chief Operating Officer. The 46-year-old Swiss national has a degree in mechanical engineering from the St. Gallen University of Applied Sciences as well as an MBA from Cleveland State University in the US. With his career of going from project manager to CEO within 21 years at the same company, Jens Breu embodies dynamics and reliability like no other.

4.1.2 Reelection of Dr. Paul Hälg as Member and Chairman of the Board of Directors

Proposal

Reelection of Dr. Paul Hälg as Member and Chairman of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Paul Hälg (1954, CH) was appointed to the Board and Chairman of Dätwyler Holding Inc. at the 2017 Annual General Meeting. He is a member of the Audit Committee and a Director of Dätwyler Cabling Solutions AG, a sister company of publicly listed Dätwyler Holding Inc. From 2004 until the end of 2016 Paul Hälg had managed the Datwyler Group as CEO. Before joining Datwyler, he served on Forbo Group's Executive Board as Executive Vice President of Forbo Adhesives. From 1986 to 2001, he held a number of management positions with Gurit-Essex (Gurit-Heberlein Group), ultimately as CEO. In the five years prior to that, he worked for the Swiss Aluminium Group. Paul Hälg is Chairman of the listed Sika Ltd. and Director of Sonceboz Automotive SA. He is also a member of the Foundation Board of the ETH Foundation, Swisscontact and of the Swiss air-rescue service Rega. He studied chemistry at the Swiss Federal Institute of Technology Zurich, graduating with a doctorate (DSc).

4.1.3 Reelection of Dr. Hanspeter Fässler as Member of the Board of Directors

Proposal

Reelection of Dr. Hanspeter Fässler as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Hanspeter Fässler (1956, CH) has been a Director of Dätwyler Holding Inc. since 2004. He is Vice Chairman (since 2017), Chairman of the Nomination and Compensation Committee, and Chairman of the Board of Directors of Datwyler Cabling Solutions AG, a sister company of the publicly listed Dätwyler Holding Inc. He is also a member of the board of Axpo Holding AG and Hatebur Metalforming Equipment Ltd. As Executive Chairman of the robotics spinoff ANYbotics AG, he brings valuable digital competence to the Datwyler Board of Directors. Hanspeter Fässler held various national and international management positions within the ABB Group, including the position of Country Manager Switzerland. From 2006 to 2010 he was responsible for ABB's Mediterranean Region and Country Manager of ABB Italy. From 2010 until 2011 he was CEO of the Implenia Construction Services Group. He earned a doctorate specialising in mechatronics/robotics from the Swiss Federal Institute of Technology Zurich and also holds an Engineer's degree from Stanford University (USA).

4.1.4 Reelection of Claude R. Cornaz as member of the Board of Directors

Proposal
Reelection of Claude R. Cornaz as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes
Claude R. Cornaz (1961, CH) was appointed to the Board of Directors of Dätwyler Holding Inc. at the 2018 General Meeting. He is a member of the Nomination and Compensation Committee. From 2000 to 2017, Claude R. Cornaz was the Delegate of the Board of Directors and CEO of the listed Vetropack Group. He was nominated as Chairman of the Board of Directors of the Vetropcack Group at the 2018 Annual General Meeting. Since 2002, he is a member of the Board of Directors of the listed Bucher Industries Group. In addition he is a member of the Board of Directors of Glas Trösch Holding AG and Vice Chairman of H. Goessler AG and Cornaz AG-Holding. Claude R. Cornaz is a graduated mechnical engineer ETH/BWI.

4.1.5 Reelection of Dr. Gabi Huber as Member of the Board of Directors

Proposal
Reelection of Dr. Gabi Huber as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes
Gabi Huber (1956, CH) was appointed to the Board of Dätwyler Holding Inc. in 2013 and is a member of the Nomination and Compensation Committee and Chairwoman of the Board of Directors of Dätwyler Immobilien AG, a sister company of Dätwyler Holding Inc. Co-owner of the law firm of Bachmann & Huber in Altdorf, she has practised as an independent lawyer and notary public since 1982 and was certified as a mediator in 2006. She represented the Canton of Uri in the National Council from 2003 to 2015 and was the "FDP. The Liberals" parliamentary group leader from 2008 to 2015. Prior to her election to the National Council, Gabi Huber served as a member of the cantonal government and head of the Finance Department of the Canton of Uri from 1996 to 2004. From 2002 to 2004, she was president of the Uri cantonal executive. She is Vice Chairwoman of the Board of Directors of UBS Switzerland AG. Furtheron she is a member of the Foundation Board of the Swiss air-rescue service Rega. Gabi Huber graduated 1980 from the University of Fribourg, completed a course of study at Columbia University, New York and did a doctorate in law 1990.

4.1.6 Reelection of Hanno Ulmer as Member of the Board of Directors

Proposal

Reelection of Hanno Ulmer as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Hanno Ulmer (1957, AT) was appointed to the Board of Dätwyler Holding Inc. at the 2015 Annual General Meeting. He is a member of the Audit Committee. He has served on the Executive Board of Doppelmayr Holding AG, the parent company of the world's leading ropeway manufacturer based in Austria, since 1994. Hanno Ulmer has held various finance and management positions within the Doppelmayr Group since 1976. He is also Chairman of Ropetrans AG and a Supervisory Board member of Bank für Tirol und Voralberg AG. Hanno Ulmer holds an accounting diploma from WIFI Voralberg and completed university studies in export and international management.

4.1.7 Reelection of Zhiqiang Zhang as Member of the Board of Directors

Proposal

Reelection of Zhiqiang Zhang as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Zhiqiang Zhang (1961, CN) was appointed to the Board of Dätwyler Holding Inc. at the Annual General Meeting 2016. The Chinese national works for ABB China as Country Managing Director as per October 2018. From 2012 until September 2018 he had been with the Swedish Sandvik Group and was serving as President of Sandvik China and Regional Holding Officer of APAC. From 2005 to 2012 he was President of Nokia Siemens Networks Greater China Region and from 1999 to 2005 he served as President of Siemens VDO Automotive China. Prior to that, Zhiqiang Zhang supported the development of the Chinese market since 1987 in various management positions at Siemens. Since 2005 he has been a member of the Board of Directors at the listed Georg Fischer Group. Zhiqiang Zhang holds a Bachelor of Sciences of Northern Jiatong University, Beijing (China) and an MBA of Queen's University, Kingston (Canada).

4.1.8 Election of the candidates nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors

Notes

For each share category, there is a right to submit proposals regarding election of at least one representative on the Board of Directors. At the separate meeting of bearer shareholders, they duly nominate their candidate to represent them on the Board of Directors. Both share categories enjoy voting rights for the purpose of electing this candidate to the Board of Directors.

4.1.8 a Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors

Proposal

Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting (Proposal Board of Directors: reelection of Jürg Fedier).

4.1.8 b Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors

Proposal

Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting (Proposal Board of Directors: election of Jens Breu).

4.2 Members of the Nomination and Compensation Committee

4.2.1 Reelection of Dr. Hanspeter Fässler as Member of the Nomination and Compensation Committee

Proposal

Reelection of Dr. Hanspeter Fässler as Member of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes
See 4.1.3 for a profile of Dr Hanspeter Fässler.

4.2.2 Reelection of Dr. Gabi Huber as Member of the Nomination and Compensation Committee

Proposal
Reelection of Dr. Gabi Huber as Member of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes
See 4.1.5 for a profile of Dr Gabi Huber.

4.2.3 Reelection of Claude R. Cornaz as Member of the Nomination and Compensation Committee

Proposal
Reelection of Claude R. Cornaz as Member of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes
See 4.1.4 for a profile of Claudr R. Cornaz.

4.3 Auditors

Proposal
Election of KPMG, Zurich, as auditors for the financial year 2019.

Notes
KPMG has been mandated to audit the consolidated and separate financial statements of Dätwyler Holding Inc. since the Annual General Meeting in 2018. KPMG has the requisite skills and experience to satisfy the requirements of a global industrial business. KPGM has confirmed to the attention of the Board of Directors that it has the necessary independence to perform its mandate and that its independence is not impaired by services rendered to the Datwyler Group in addition to its audit mandate.

4.4 Independent Proxy

Proposal
Election of Remo Baumann, lic. iur., lawyer, as Independent Proxy until the adjournment of the next ordinary Annual General Meeting following conclusion of the 2019 financial year.

Notes
Remo Baumann has confirmed to the Board of Directors that he meets the independence criteria to exercise the mandate.

5. Total remuneration to be paid to the Board of Directors and the Executive Board

5.1 Approval of the total remuneration to be paid to the Board of Directors

Proposal
Proposal by the Board of Directors: Approval of a total sum of CHF 2'400'000 for remuneration of the Board of Directors for their service from the ordinary Annual General Meeting 2019 until the ordinary Annual General Meeting 2020, of which CHF 800'000 for cash remuneration plus CHF 1'600'000 for granting of Dätwyler Holding AG bearer shares.

Notes
According to art. 21b of the Articles of Association, the Annual General Meeting approves each year, for the period until the next Annual General Meeting, the Board of Directors' proposals regarding the maximum remuneration amounts for the Board of Directors. The remuneration system for the Board of Directors envisages all members receiving the same basic amount. Supplementary amounts are then considered: for chairmanship and vice-chairmanship, for chairmanship and membership of the Audit Committee and the Nomination and Compensation Committee, and also for representation of bearer shareholders. In addition to the fixed fee, each member of the Board of Directors is awarded a fixed number of Datwyler bearer shares, which are blocked for five years. Since the 2018 fiscal year, the grant of bearer shares has been based on a fixed amount and the average share price of the 20 trading days prior to the grant date. The fixed monetary amount is significantly lower than the value of the shares granted in 2017. The maximum amounts applied for have not changed compared to the previous year, although the Board of Directors will count one more member from the 2019 Annual

General Meeting. The remuneration report (page 45 of the Annual Report 2018) contains a detailed description of the remuneration structure for the Board of Directors. The Annual Report will be available on the Datwyler website from 8 February 2019: www.datwyler.com > Investors > Publications > Annual Report.

5.2 Approval of the total remuneration to be paid to the Executive Board

Proposal

Proposal by the Board of Directors: Approval of a total sum of CHF 8'800'000 for remuneration of the Executive Management for the fiscal year 2020, of which CHF 6'500'000 for cash remuneration (fixed base salary, variable incentive, benefits) plus CHF 2'300'000 for the maximum value at grant of the Performance Share Units awarded under the new long-term incentive plan.

Notes

According to art. 21c of the Articles of Association, the Annual General Meeting approves each year, for the next fiscal year, the Board of Directors' proposals regarding the maximum remuneration amounts for the Executive Management. The remuneration system for members of the Executive Management includes a fixed base salary in cash, a variable incentive and now, with effect from the 2019 fiscal year, a long-term incentive plan in the form of performance share units. This combined package makes it possible, to a large degree, to tailor individual remuneration to the results achieved by the respective division or by the Group as a whole. There is an upper limit for all variable remuneration components. The target value, based on 100% of the new long-term incentive plan, is roughly equivalent in value to the previous grant of Datwyler bearer shares. For both the variable incentive and the long-term incentive plan, the performance of the Datwyler Group is compared against a selection of similar companies. In order to achieve the target of a 100% payment, the median value for the peer group must be achieved across both remuneration components. If all peer companies are beaten, the payment will be anything up to 200%. If all peer companies perform better, no payment will be made. It is highly unlikely that Datwyler will outperform all peer companies for both the variable incentive and the long-term incentive plan. The Board of Directors would, however, have to request the total remuneration amount for this theoretically possible scenario. The models for the variable incentive and for the long-term incentive plan are described in detail in the remuneration report on pages 46 and 48 of the Annual Report 2018. The Annual Report will be available on the Datwyler website from 8 February 2019: www.datwyler.com > Investors > Publications > Annual Report.

ORGANIZATIONAL INFORMATION

Documents

As per 8 February 2019 the Annual Report 2018, containing the State of the Company Report, the Company Financial Statement, the Group Consolidated Financial Statement and the auditors' reports, is available for inspection by shareholders at the Company's registered office at Gotthardstrasse 31, 6460 Altdorf, Switzerland, or may be accessed on the Company's website (www.datwyler.com > Investors > Publications).

Admission tickets

Bearer shareholders who wish to attend the General Meeting or to appoint a proxy may order admission tickets from their depository bank or by submitting a written blocking instruction from their depository bank to Segetis AG, Platz 4, 6093 Root D4, Switzerland (Tel: +41 41 541 9100, Fax: +41 41 541 9101, netvote@segetis.ch) by 8 March 2019. The bearer shares will remain deposited until the day after the General Meeting. Depositary banks may also order admission tickets for their clients from Segetis AG, Platz 4, 6093 Root D4 (Tel: +41 41 541 9100, Fax: +41 41 541 9101, netvote@segetis.ch). After receiving the relevant materials, shareholders may choose to attend the General Meeting personally, to be represented or to grant proxy authorization and give instructions electronically to the Independent Proxy. Admission tickets will be delivered by 11 March 2019. No admission tickets will be issued on the day of the General Meeting.

Proxy Appointment

Shareholders may be represented by their legal representative or may appoint a proxy in writing. The Independent Proxy, Mr. Remo Baumann, Attorney, Partner at Muheim | Merz | Baumann, Bahnhofplatz 3, 6460 Altdorf, may also be appointed to vote on their behalf in accordance with Article 689c of the Swiss Code of Obligations. Please note that the written authorization for the Independent Proxy must be received by no later than 11 March 2019, 6 p.m. Unless otherwise instructed in writing, the Independent Proxy shall abstain from voting, in accordance with Art. 10 (2) of the Ordinance Against Excessive Compensation in Listed Companies Limited by Shares (ERCO) of 20 November 2013. This applies in the event that voting takes place on proposals that were not included on the invitation.

Electronic authorization and instructions for the Independent Proxy

Authorization and instructions for the Independent Proxy may also be submitted electronically at https://www.netvote.ch/datwyler. Shareholders will receive the necessary login information with the materials for the General Meeting. Any electronic instructions or changes must be submitted by 6 p.m. at the latest on the day before the General Meeting.

Altdorf, 8 February 2019

Dätwyler Holding Inc.
On behalf of the Board of Directors
Chairman: Dr. Paul Hälg

Dätwyler Holding Inc.
Gotthardstrasse 31, 6460 Altdorf / Schweiz
T +41 41 875 11 00, F +41 41 875 12 28
info@datwyler.com, www.datwyler.com