INVITATION TO THE ANNUAL GENERAL MEETING OF DÄTWYLER HOLDING INC.

Wednesday, 11 March 2020, 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 **Wednesday, 11 March 2020** 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 increasingly focusing on high-quality, system-critical components and has leading positions in attractive global markets such as healthcare, mobility, oil & gas, and food & beverage. With its technological leadership and recognized core competencies, delivers added value to customers in the markets served. Datwyler concentrates on markets that offer opportunities to create more value and sustain profitable growth. With more than 20 operating companies, sales in over 100 countries and more than 7,000 employees the Datwyler Group generates annual sales of more than CHF 1'000 million. The Group has been listed on the SIX Swiss Exchange since 1986 (security no. 3048677).

LETTER TO SHAREHOLDERS

Focusing activities on markets associated with long-term profitable growth

– Strengthening market focus and improving core competencies and agility to accelerate sustainable profitable growth
– Continuing operations enjoy a 5 % currency-adjusted increase in revenue in spite of difficult environment
– Adjusted EBIT margin of 15.5 % for continuing operations
– Proposal for unchanged cash dividend of CHF 3.00 per bearer share
– Restructuring of the Group and changes to Executive Management
– Divestment of Distrelec and Nedis at a non-cash loss of around CHF 670 million

During 2019, the Datwyler Group was faced with a slowdown in the economy as a whole, which led in turn to difficult market conditions. The trade dispute between the USA and China led to a reduction in inventories, particularly in the automotive sector, and a decline in demand, whereby this decline varied from region to region. Thanks to good strategic positioning in low cyclical markets and some positive acquisition effects, Datwyler was able to increase net revenue for continuing operations (Sealing Solutions division and Reichelt) to CHF 1'088.5 million (previous year: CHF 1'060.9 million). Adjusted for currency effects, this equates to growth of 5.0 %. Integration of the 2018 acquisitions Parco and Bins is proceeding according to schedule and has already generated added value. Adjusted for these two acquisitions, revenue for continuing operations declined slightly by 0.6 %. Including the distribution companies Distrelec and Nedis, Datwyler's net revenue is virtually unchanged at CHF 1'360.8 million (previous year: CHF 1'361.6 million).

Solid operating profit figures – dividend levels maintained

As already communicated, the announced sale of the distribution companies Distrelec and Nedis results in a total non-cash loss of around CHF 670 million. Value adjustments relating to asset values and one-off costs for the restructuring of the Group amounting to CHF 195.0 million were offset for the purposes of the financial statements for 2019. There were also start-up costs for the new Healthcare plant in the USA of CHF 9.2 million. Overall, the negative one-time effects in the reporting year resulted in a reported operating result (EBIT) of CHF –40.3 million and a reported net result of CHF –86.6 million.

At an operational level, however, Datwyler again achieved solid profit figures in the reporting year despite the difficult environment. Thanks to the early adoption of efficiency-improvement programmes, continuing operations achieved adjusted EBIT of CHF 168.7 million (previous year: CHF 183.5 million) and an adjusted EBIT margin of 15.5 % (previous year: 17.3 %). The decrease on the previous year is largely due to the cyclically induced decline in demand for automotive components and higher depreciation. The adjusted net result for continuing operations was CHF 129.7 million (previous year: CHF 140.2 million). The previous year's figures highlight the potential of the "new" Datwyler in a normal market environment. The investment programme to expand production capacities is nearing completion, with investments

in the reporting year declining accordingly as planned to CHF 104.6 million (previous year: CHF 138.0 million). In view of the solid 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 and CHF 0.60 per registered share. This equates to a payout ratio of 43.1 % of the adjusted net result of the former Datwyler Group.

Divestment of the distribution business

As communicated in the Interim Report, Datwyler has carefully evaluated the strategic options for the distribution business in the Technical Components division. The general conditions within the distribution business have changed significantly in recent times. With things increasingly migrating online and given the growing demands from customers, suppliers and regulatory authorities, there has been a rise in fixed costs and it now takes more to achieve "critical mass". Datwyler had picked up on these trends and attempted, with its plans to acquire Premier Farnell in 2016, to achieve critical mass on the back of a strategic acquisition. Following the takeover of Premier Farnell by Avnet, there is an insufficient number of further acquisition targets within the market to help us achieve critical mass in a short enough time frame. Datwyler has also managed to achieve leading positions in attractive global markets within the sealing business. This has led the Board of Directors to conclude that Datwyler can generate more value for shareholders in this particular business. Consequently, Datwyler announced the sale of the distribution companies Distrelec and Nedis to the German firm Aurelius on 23 December 2019. For the sale of Reichelt, Datwyler takes the time to evaluate further options to optimise value.

Focus on the fast-growing, high-margin sealing business

In future, the Datwyler Group will be focusing on the fast-growing, high-margin sealing business in attractive global markets with high barriers to entry. Based on recognised core competencies, we have become a valued development partner for high-quality, system-critical components in the Healthcare and Automotive industries and beyond. Thanks to the successful growth strategy, revenue in the sealing business has more than doubled since 2011 to CHF 916 million. At the same time, adjusted operating profit (EBIT) has tripled to CHF 151 million. We have tapped into new markets and technologies and developed a global presence by expanding existing plants, setting up new ones and acquiring suitable businesses. A common feature of all our system-critical components is the decisive contribution they make towards the functionality of our customers' systems, while only accounting for a very small proportion of their overall costs. Examples include prefilled syringes and components used in catalytic converters for exhaust gas treatment.

Restructuring with a view to strengthening market focus and improving core competencies and agility

In order to stregthen our market focus, boost proximity to customers, use our long-standing core competencies more efficiently and make the organisation more agile, Datwyler has restructured the Group's organisation with effect from 1 February 2020. We have also merged market and production activities into two business areas called Healthcare Solutions and Industrial Solutions. These will be supported by the new Technology & Innovation and Finance & Shared Services service units. The previous holding functions and the management functions of the Sealing Solutions division have been merged. With the new organisation, we will retain our previous synergies and enhance our innovation while optimising our cost structure. We firmly believe that, by restructuring the Group, we will be able to help our customers

develop new, innovative systems even more effectively. This will also speed up the implementation of our strategic priorities, including driving profitable organic growth (backed up with targeted acquisitions), increasing agility and accelerating digitalisation.

Recognised core competencies as the basis for profitable growth

The strong market positions are based on our recognised core competencies in terms of solution design, materials expertise and operational excellence. With the new organisational structure, we want to make it even easier for customers to draw on and benefit from our strengths and decades of experience. The pace of technological progress means our globally active customers are running increasingly powerful systems. But these are becoming increasingly complex too. This is why customers are paying ever greater attention to our core competencies and recognising the value they bring. As a result, there is growing demand for high-quality system-critical Datwyler components across a wide variety of industries, and these components no longer only seal, but also perform a variety of functions. Taken together, our core competencies allow us to support our customers as a development partner – from the original design study and prototype phase through to global production of billions of parts based on a zero-defect philosophy throughout the entire life cycle of the product. Our successful partnership with Nespresso is just one example of how this approach can work. And with FirstLine for Healthcare components and Lean&Clean for Automotive components, Datwyler has sector-leading production standards.

Structural growth trends in existing and new markets

Megatrends such as the rapid development of living standards in emerging countries or the pace of technological progress are ensuring that growth remains high in the markets we serve. In the Health Care market, further structural growth trends such as the ageing society in industrial countries, the increase in rates of chronic diseases like diabetes and rising numbers of injectable drugs are boosting demand. In the Mobility (previously Automotive) market, new opportunities are emerging in the wake of increasingly stringent exhaust gas standards, the electrification of vehicles and autonomous driving. Here, Datwyler is working on projects relating to seals for sensors, high-voltage connectors and housing for power distribution equipment. Besides developing our core business, we are also working on innovations with a view to accelerating long-term organic growth. The key themes here are smart rubber and soft dry electrodes, which are paving the way for interesting new applications in the fields of digital health, diagnostics and wearables – as well as driver-vehicle interfaces and digitalisation in vehicles. The common thread with all these innovations is how we are using our unique core competencies, in terms of solution design, materials expertise and operational excellence, in order to develop new system-critical applications for existing or new market segments.

Changes to Executive Management

As already communicated, the new organisational structure will mean some changes to the Executive Management. Thanks to our systematic talent management, we have secured three managers with proven records from our own ranks as new members of the Executive Management. Torsten Maschke, who had been in charge of the Sealing Solutions division since the end of 2016 in his capacity as COO, is taking over the management of the Industrial Solutions business area. The Healthcare Solutions business area will be managed in future by Dirk Borghs, who had previously been responsible for all production locations in the Sealing Solutions division. Dr Frank Schön will take over the management of the newly formed Technology & Innovation service unit. He used to be responsible for research and development

in the Sealing Solutions division. Walter Scherz, the current CFO of the Technical Components division, will succeed Reto Welte as Chief Financial Officer as of 1 April 2020. In the role of CFO, he will head up the newly created Finance & Shared Services service unit.
Our current CFO Reto Welte has decided to retire at the end of March 2020 after ten years at Datwyler. With the completion of the sale of the distribution companies Distrelec and Nedis during the first quarter of 2020, Neil Harrison will be stepping down from the Executive Management. The Board of Directors and Executive Management are very grateful to Reto Welte and Neil Harrison for their loyalty and commitment to the Datwyler Group and wish them all the best for the future.

Short-term uncertainties – promising prospects for the medium term

The immediate challenges facing the markets served have increased due to political, economic and currency-related uncertainties, which makes it difficult to come up with the forecast for 2020. For example, it is hard to see any significant turnaround in the automotive market during the coming months. Thanks to strong market positions, new product lines, targeted use of resources, ongoing efficiency-improvement programmes and the strategic priorities it is pursuing, Datwyler is well positioned to cope with the challenges the future will bring and aims to achieve profitable growth above the average of the markets it serves. With the Healthcare and the Nespresso business, we are earning more than half the revenue of the future core business in low cyclical markets that are growing steadily. When the Healthcare production capacities created – featuring the very latest in "Industry 4.0" technology – come on stream in the USA, Europe and India, this will have a positive impact on revenue and margins in the coming years. The remaining online distributor Reichelt – thanks to its attractive price-performance proposition and its low cost base – is well positioned to compete, even in difficult market conditions. For the sale of Reichelt, Datwyler is taking the time to evaluate further options to optimise value. For 2020, for continuing operations (including Reichelt), Datwyler is aiming for revenue growth of 2% to 5% and an EBIT margin of more than 15%. In the financial statement 2020, the deconsolidation of the Distrelec and Nedis companies will result in a non-cash loss of CHF 415.3 million from the write-off of goodwill and CHF 53.4 million (as at the end of 2019) from the realisation of cumulative currency translation adjustments of the foreign subsidiaries to be sold. These two items will not reduce cash or equity.
The focus on high-quality, system-critical components and the restructuring of the Group are opening up interesting opportunities and possibilities. We are convinced this will prove decisive in making us more competitive and an attractive partner for all stakeholders. We would like to thank all our employees for their dedication and their understanding in respect of the changes announced. We at Datwyler are proud to have such motivated and qualified employees. We thank our customers for staying with us to create long-term relationships dating back many years. We would also like to take this opportunity to thank you, our shareholders, for your confidence and the solidarity you 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 2019

1.1. Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2019

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 2019, taking note of the auditors' reports.

Notes

The full Annual Report will be available on the Datwyler website from 6 February 2020: www.datwyler.com > Investors > Publications. 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 2019

Proposal

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2019.

Notes

The remuneration report forms part of the Annual Report and will be available on the Datwyler website from 6 February 2020: www.datwyler.com > Investors > Publications. According to the report produced by the statutory auditor KPMG AG, Zurich, the remuneration report for the 2019 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 a grant of Datwyler bearer shares. The grant of bearer shares as of 1 June 2019 was based on a fixed amount and the average share price of the 20 trading days prior to the grant date. Due to the lower share price compared to the previous year, the number of granted shares increased 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 2019 fiscal year, total remuneration for the members of the Board of Directors amounted to CHF 2.2 million (pervious year 2.1 million), while the total for members of the Executive Management was CHF 6.6 million (previous year 5.7 million). Due to the significant negative special effects of the divestment of Distrelec and Nedis, the Board of Directors decided to use the adjusted values for the calculation of the variable incentive. As the Sealing Solutions division in particular performed very well operationally compared to its defined peer group, this resulted in a higher variable incentive than in the previous year. The total remuneration figures are some 8% and 25% respectively below the maximum total remuneration which the shareholders approved for the 2019 fiscal year at the 2018 Annual General Meeting.

2. Appropriation of retained earnings 2019

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 128'186'718
Total	CHF 179'186'718

Notes

Adjusted net income from continuing operations amounted to CHF 129.7 million in 2019 (previous year CHF 140.2 million). In view of the steady profitability levels and given that prospects look promising, the Board of Directors proposes to the Annual General Meeting of Shareholders a cash dividend of CHF 3.00 per bearer share and CHF 0.60 per registered share. The total amount for distribution of CHF 51.0 million equates to a distribution ratio of 43.1 % of the adjusted net result of the former Datwyler Group. 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 17 March 2020 after deduction of withholding tax at 35%. The ex-dividend date is Friday, 13 March 2020.

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 2019 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 Chairman and Members of the Board of Directors

4.1 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 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 re-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. From 2009 until 2019, he served as Chief Financial Officer of the 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. as well as Ruag International. 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.

4.1.2 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 re-nominate Jens Breu as candidate to represent them in the Board.

Notes

Jens Breu (1972, CH), proposed for election by the Board of Directors, was appointed to the Board of Directors of Dätwyler Holding Inc. in 2019 as a representative of the bearer shareholders. Since early 2016 he serves as CEO of the listed SFS Group, for which he has held various positions since 1995. Among other functions, he was head of production in the USA for eight years. He was promoted to Head of the Industrial Division in 2012 and Chief Operating Officer in 2014. Jens Breu has a degree in mechanical engineering from the St. Gallen University of Applied Sciences and an MBA from Cleveland State University in the USA.

4.2 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. Until the 2020 Annual General Meeting, he is a member of the Audit Committee. He is also 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).

4.3 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).

4.4 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.

4.5 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. Until the 2020 Annual General Meeting, she 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. After the 2020 Annual General Meeting, she will join the Audit Committee. Co-owner of the law firm of Bachmann, Huber, Zgraggen 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.

4.6 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. From 1994 to September 2019 he was a member of the Executive Board/Managing Director of Doppelmayr Holding AGSE, the parent company of the world's leading ropeway manufacturer from Austria. 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.

4.7 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 Senior Vice President of the the Group and 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).

4.8 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.

4.8.1 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 Jürg Fedier).

4.8.2 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).

5. Election Members of the Nomination and Compensation Committee

5.1 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 4.3 for a profile of Dr. Hanspeter Fässler.

5.2 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 4.4 for a profile of Claude R. Cornaz.

5.3 Election of Jens Breu as Member of the Nomination and Compensation Committee

Proposal
Election of Jens Breu as Member of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes
See 4.1.2 for a profile of Jens Breu.

6. Election Auditors

Proposal
Election of KPMG, Zurich, as auditors for the financial year 2020.

Notes
KPMG has been mandated to audit the consolidated and separate financial statements of Dätwyler Holding Inc. since the Annual General Meeting in 2019. 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.

7. Election 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 2020 financial year.

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

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

8.1 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 2020 until the ordinary Annual General Meeting 2021, 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 maximum amounts applied for have not changed compared to the previous year. The remuneration report (page 45 of the Annual Report 2019) contains a detailed description of the remuneration structure for the Board of Directors. The Annual Report will be available on the Datwyler website from 6 February 2020: www.datwyler.com > Investors > Publications.

8.2 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 8'650'000 for remuneration of the Executive Management for the fiscal year 2021, of which CHF 5'700'000 for cash remuneration (fixed base salary, variable incentive, benefits) plus CHF 2'950'000 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 with effect from the 2018 fiscal year, a long-term incentive plan in the form of performance share units. 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 until 2017. 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 to 49 of the Annual Report 2019. The Annual Report is available on the Datwyler website from 6 February 2020: www.datwyler.com > Investors > Publications.

ORGANIZATIONAL INFORMATION

Documents

As per 6 February 2020 the Annual Report 2019, 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 9 March 2020. 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 10 March 2020. 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 10 March 2020, 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, 6 February 2020

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

Dätwyler Holding Inc.
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