INVITATION TO THE ANNUAL GENERAL MEETING OF DÄTWYLER HOLDING INC.

Tuesday, 7 March 2023, 5 p.m.
Theater Uri / Tellspielhaus
Schützengasse 11, 6460 Altdorf, Switzerland

DÄTWYLER

INVITATION

Dear Shareholders,

We are pleased to personally invite you to the Annual General Meeting of Dätwyler Holding Inc. for the first time since the pandemic. The meeting will be held on **Tuesday, March 7, 2023, at 5.00 p.m.** (doors open at 4.15 p.m.) in the **Theater Uri / Tellspielhaus** at Schützengasse 11 in Altdorf.

The Board of Directors

Datwyler – leading provider of system-critical elastomer components (www.datwyler.com)
In billions of syringes and in every second car around the world, Datwyler components make an important contribution to patient and driver safety. The high-tech company focuses on high-quality, system-critical elastomer components and holds leading positions in attractive global markets such as healthcare, mobility, connectivity, general industry and food & beverage. Datwyler materializes ideas for a safer, smarter and more sustainable world. Thanks to recognized core competencies, the company offers added value to its customers as a development partner. Its strategic priorities of profitable growth, sustainability, agility and digitalization make Datwyler an attractive partner for all stakeholders. With more than 25 production sites on four continents, sales in over 100 countries and more than 8'000 employees, the company generates annual revenue of more than CHF 1'100 million. Headquartered in Switzerland, Datwyler has been listed on the SIX Swiss Exchange since 1986 (security number 3048677).

SHAREHOLDER'S LETTER

Datwyler in a strong strategic position

Dear Shareholders,

In a difficult environment, Datwyler achieved the objectives for 2022 that it communicated in May thanks to its strong market positions. With the acquisitions of QSR and Xinhui, the expansion of the Indian healthcare production site and promising progress in a range of growth and innovation projects, Datwyler is in a strong strategic position.

Revenue growth of 21.4% with a positive contribution from all business units.
In comparison with the previous year, revenue was up by 21.4% to CHF 1'150.6 million in 2022 (previous year: CHF 947.6 million, continuing operations). Adjusted for negative currency effects of CHF 23.7 million and the revenues of QSR and Xinhui of CHF 127.9 million, which were consolidated for the first time, this corresponds to organic growth of 10.4%. Around one third of the growth comes from the price increases implemented. The two business areas made different contributions to the revenue growth. Despite the strong decline in revenues for COVID components, Healthcare Solutions recorded organic growth of 13.0%. In Industrial Solutions, organic revenue growth amounted to 7.5%. While the Connectors, General Industry and Food & Beverage business units posted double-digit growth, Mobility was held back by the fall in vehicle production, especially in the first half of the year.

Margin pressure due to significant rise in input costs
To date, Datwyler has been able to pass on the sharp rise in input costs brought about by geopolitical developments and increasing inflation to its customers in all business units. However, due to the delayed impact of the price increases and cost savings implemented, the margin came under pressure. The operating result (EBIT) declined to CHF 149.2 million (previous year: CHF 160.4 million, continuing operations), which equates to an EBIT margin of 13.0% (previous year: 16.9%). EBIT also includes one-off negative effects resulting from inventories in the acquired balance sheets and impairment on assets due to the temporary closure of the Ukrainian subsidiary totaling approximately CHF 7.5 million. The net result amounted to CHF 104.8 million (previous year: CHF 123.7 million, continuing operations), which equates to earnings per share of CHF 6.16 (previous year: CHF 7.28, continuing operations).

Payout ratio of over 50%
The Board of Directors proposes to the Annual General Meeting a cash dividend of CHF 3.20 per bearer share (previous year CHF 4.20) and CHF 0.64 per registered share (previous year CHF 0.84). With total dividends of CHF 54.4 million and a payout ratio of 51.9%, Datwyler maintains a balance between dividend payments and strengthening the balance sheet. Last year's reported net result of CHF 194.0 million included an exceptional contribution of CHF 70.3 million from operations and from the divestment of online distributor Reichelt.

Value-adding strategic acquisitions
With the acquisition of QSR, Datwyler became a leading global supplier of system-critical seal solutions for electrical connector seals for a wide range of industries at the start of May 2022. Several megatrends such as electrification, connectivity, Internet-of-Things and Industry 4.0 offer attractive growth opportunities for QSR's seals and components. The acquisition of QSR has strengthened Datwyler's market positions in North America and Asia and reduced its dependence on the European market due to QSR's pro forma annual revenue of CHF 168.5 million and its workforce of some 1'500 employees. QSR is the ideal fit for Datwyler in terms of strategy, core competencies and culture. This has also become evident in the integration work, which is going according to plan and has already led to several cross-selling projects with the Mobility business unit.

At the beginning of March 2022, Datwyler completed the acquisition of the Chinese company Yantai Xinhui Packing, which has around 200 employees and generates an annual revenue of over CHF 15 million. With Xinhui, we now have our own local plant that provides us direct access to the fast-growing Chinese healthcare market. The integration work is going to plan despite the pandemic. The process of upgrading the production standard and the product portfolio to higher-quality components is on track. With the help of Xinhui's customer contacts and sales organization, we were already able to substantially increase healthcare revenue in China in the year under review.

Promising growth and innovation projects
Datwyler also made good progress with and in some cases completed a number of important and promising growth and innovation projects in 2022. The existing site in India successfully put a second healthcare plant into operation, for example, and at the Swiss site, the expansion of production facilities for the Food & Beverage business unit has been largely completed. These capacity expansions are an important basis for the profitable revenue growth in low cyclical, long-term growing markets that Datwyler is targeting over the coming years.

The Mobility business unit is working successfully on the transformation to electromobility and continuously increasing the share of projects focused on products for use in electric vehicles. Various new technologies such as smart rubber components, thermally conductive and electrically insulating materials are opening up attractive new applications in the vehicle of the future. In the form of electroactive polymers in a stacked design, we secured an important technology with patents in the year under review. Examples of applications include thermal management in batteries, comfort functions such as massage seats, and haptic feedback and morphing surfaces at the human-machine interface. We are confident that, due to their many advantages, the electroactive polymers in a unique stacked design have the potential to become one of the highest-revenue product lines over the long term. At its Swiss site, Datwyler opened new central technology and innovation labs for the chemical and physical analysis of materials and surfaces in the year under review. By taking this step, we have reinforced our research and development activities and our recognized core competencies in solution design, materials expertise and operational excellence.

Sustainability and operational excellence now an Executive Management function

Our strategic priorities – profitable growth, sustainability, agility and digitalization – form the framework for our decisions and the collaboration with all our stakeholders. With effect from 1 November 2022, we combined our existing activities to enhance sustainability and operational excellence in a new Executive Management function and appointed Sabrina Gérard as a new member of the Executive Management in the role of Chief Sustainability Officer. This underlines the fact that we view sustainability as an integral component of our business and promote it for the benefit of our customers and all our stakeholders. Among other things, we also worked on the implementation of our climate strategy and on ecodesign in 2022. A good example is our research into replacing petrochemical-based materials with those made from renewable raw materials. As part of our climate strategy, we installed our own photovoltaic systems at five further sites. As a result, the electricity that we obtain from renewable sources increased by 16.4% to 87'729 MWh. CO2 emissions, waste volumes and the consumption of electricity, heating fuels and water per revenue unit were further reduced in the year under review. You can find more information on our sustainability achievements in our Sustainability Report.

Outlook for 2023: encouraging order book – many uncertainties

Datwyler has made a successful start to the new year, with good performance in all business units, solid demand and an encouraging order book. At the same time, however, the numerous geopolitical and macroeconomic uncertainties such as the war in Ukraine, the course of the pandemic in China, rising input costs and a possible economic downturn call for caution. In this context, Datwyler is aiming to improve its operating result in 2023.

Profitable growth potential intact

We remain confident with regard to the medium-term outlook. On the assumption that the environment will normalize, we confirm our medium-term objectives with annual revenue growth of 6% to 10% and an EBIT target range of 18% to 21%. Thanks to its value-adding acquisitions, the associated potential synergies and the progress made in its growth and innovation projects, Datwyler is in a strong strategic position. We have a clear focus on system-critical elastomer components that make a key contribution to the functionality and quality of our customers' systems while at the same time accounting for a very low proportion of these system's overall costs. We occupy leading positions in the markets we serve thanks to our products and our longstanding, close customer relationships with the market leaders. Global megatrends, long-term growth drivers and high barriers to entry create profitable growth potential. At the same time, we generate over 70% of revenue in markets that are low cyclical but are nevertheless growing. In the near future, our focus will be on achieving organic growth by scaling the business model and production capacities and on strengthening the balance sheet.

Thank you for your extraordinary commitment

With its material shortages, cost increases and supply bottlenecks, 2022 was a very challenging year that demanded a great deal from our employees in all departments and at all levels. In addition to our day-to-day business, it was also necessary to integrate the newly acquired companies QSR and Xinhui. We would like to express our sincere gratitude to all of our employees for their tireless and dedicated efforts. We also thank our customers for their constructive cooperation. And finally, a thank you goes to you, dear shareholders, for your loyalty to Datwyler.

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 2022

1.1 Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2022

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 2022, taking note of the auditors' reports.

Notes
The full Annual Report is available on the Datwyler website from 9 February 2023: www.datwyler.com > Investors or by scanning the QR code on page 22 of this brochure. 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 2022

Proposal
The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2022.

Notes
The remuneration report forms part of the Annual Report and is available on the Datwyler website from 9 February 2023: www.datwyler.com > Investors or by scanning the QR code on page 22 of this brochure. According to the report produced by the statutory auditor KPMG AG, Zurich, the remuneration report for the 2022 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). 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, a grant of Datwyler bearer shares and company social security contributions. The grant of bearer shares as of 1 June 2022 was based on a fixed amount and the average share price of CHF 302.38 in the time frame from 19 April to 16 May 2022. Due to the slightly higher share price compared to the previous year, the number of granted shares decreased slightly in the reporting year. The granted shares are blocked for a period of five years.

For the 2022 fiscal year, total remuneration for the members of the Board of Directors amounted to CHF 2.0 million (pervious year 2.1 million). Of this amount, CHF 500,000 related to the fixed base salary, CHF 1.4 million to the market value of the share grant and CHF 98,406 to social insurance contributions.

Remuneration for the Executive Management consists of a fixed base salary, a variable incentive, a long term incentive plan with performance share units and social insurance contributions and perquisites. For the 2022 fiscal year, total remuneration for the members of the Executive Management was CHF 4.1 million (previous year 5.7 million). Of this amount, CHF 1.5 million related to the fixed base salary, CHF 570,634 to the variable incentive, CHF 1.1 million to the grant value of the performance share units and CHF 852,124 to social insurance contributions and perquisites. For the first time, Datwyler has included three sustainability measures with a weighting of 20% in the calculation of the variable incentive. The previous performance indicators of net revenue growth and EBIT improvement compared with a group of similar companies are now included at 40% each. The Executive Management was expanded to include the function of Chief Sustainability Officer as of 1 November 2022 and currently has five members. In the previous year, the Executive Management consisted of five members for nine months, which together with the weaker performance compared to the peer group explains the decrease in compensation.

The total remuneration figures are below the maximum total remuneration which the shareholders approved. The Datwyler Group's remuneration policy is compared against common standards for similar positions at comparable companies.

2. Appropriation of retained earnings 2022

Proposal

Proposal by the Board of Directors:

Dividend of CHF 0.64 per registered share of CHF 0.01 each	CHF 14'080'000
Dividend of CHF 3.20 per bearer share of CHF 0.05 each	CHF 40'320'000
Balance forward	CHF 458'889'901
Total	CHF 513'289'901

Notes

Net result amounted to CHF 104.8 million in 2022 (previous year CHF 123.7 million, continuing operations). The Board of Directors proposes to the Annual General Meeting a cash dividend of CHF 3.20 per bearer share (previous year CHF 4.20) and CHF 0.64 per registered share (previous year CHF 0.84). With total dividends of CHF 54.4 million and a payout ratio of 51.9%, Datwyler maintains a balance between dividend payments and strengthening the balance sheet. Last year's reported net result of CHF 194.0 million included an exceptional contribution of CHF 70.3 million from operations and from the divestment of online distributor Reichelt.

In their report, the auditors confirm that the proposed appropriation of available earnings complies with the law and the Articles of Association. If the proposal for the appropriation of retained earnings is approved, the dividend will be paid free of charges as of 13 March 2023, after deduction of 35% withholding tax. The ex-dividend date is 9 March 2023.

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 2022 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 Members and Chairman 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 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 public shareholders. He's a member of the Nomination and Compensation Committee. Since the beginning of 2016 he has been CEO of the publicly listed SFS Group, where he has held various positions since 1995. Among other things, during this time, Jens Breu was production manager in the USA for eight years.

In 2012 he was promoted to Head of the Industrial Division and in 2014 to Chief Operating Officer. Jens Breu has a mechanical engineering degree from St. Gallen University of Applied Sciences and an MBA from Cleveland State University in the 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 Martin Hirzel as candidate to represent them in the Board.

Notes

Martin Hirzel (1970, CH), proposed for election by the Board of Directors, was appointed to the Board of Directors of Dätwyler Holding Inc. in 2021 as a representative of the public shareholders. He's a member of the Audit Committee. Since the beginning of 2021, he has been President of Swissmem, the association of the Swiss mechanical, electrical and metalworking industries. He is also Vice-Chairman of Economiesuisse and a member of the Economic Advisory Board of the Swiss National Bank. Furthermore, Martin Hirzel is a Director of the listed Bucher Industries AG and three privately held companies. From 2011 to 2019, he was CEO of the listed automotive supplier Autoneum Holding AG. Prior to that, he was a member of the Executive Committee of Rieter Automotive Systems with responsibility for the South America, Middle East and Africa region. From 2000 to 2007 he built up the Chinese business of Rieter Holding AG from Shanghai. Martin Hirzel holds a degree in management and business administration from the Zurich University of Applied Sciences and is a GMP graduate of Harvard Business School.

4.1.3 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 Dr. Judith van Walsum as candidate to represent them in the Board.

Notes

Judith van Walsum (1964, NL), proposed for election by the Board of Directors, was appointed to the Board of Directors of Dätwyler Holding Inc. in 2022 as a representative of the public shareholders. She has been Chief Financial Officer (CFO) and Head of IT at Roche Diabetes Care, a globally operating business divison of Roche Group. From 2004 to 2018, the Dutchwoman has held several global managerial functions for Roche Group, among which Head of Finance and Intercompany Supply Chain for Roche Diagnostics. From 1999 to 2004, she was Senior Manager in Financial Strategy, Process and Transformation for KPMG in Frankfurt. Judith van Walsum has undergone studies at several universities and holds a Ph.D in international political economy at the London School of Economics.

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 of Directors and Chairman of Dätwyler Holding Inc. at the 2017 Annual General Meeting. He is a member of the Board of Directors of Dätwyler IT Infra AG, an affiliate of the listed Dätwyler Holding Inc. From 2004 to the end of 2016, he was CEO of the Datwyler Group. Prior to joining Datwyler, he was a member of the Forbo Group Executive Board as Head of the Adhesives division. From 1986 to 2001 Paul Hälg held various senior positions within Gurit-Essex (Gurit-Heberlein Group), most recently as its CEO. Prior to that, he worked at the Swiss Aluminum Group for five years. Paul Hälg is Chairman of the Board of Directors of publicly listed Sika AG and Director of Sonceboz Automotive S. A. He is also a member of the Board of Trustees of the ETH Foundation, Swisscontact and the Swiss Air Rescue Service (Rega). He graduated from ETH Zurich (Swiss polytechnical university) with a Ph.D in chemistry (Dr. sc. techn.).

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 member of Dätwyler Holding Inc. since 2004 and Vice Chairman of the Board of Directors since 2017. He is Chairman of the Nomination and Compensation Committee and Chairman of the Board of Directors of Datwyler IT Infra AG, an affiliate of listed Dätwyler Holding Inc. He is also Vice Chairman of the Board of Directors of Axpo Holding AG and Hatebur Umformtechnik AG. As founding Chairman of the Robotics startup ANYbotics AG and Gravis Robotics AG, he contributes valuable digital expertise to the Datwyler Board of Directors. Hanspeter Fässler worked for the ABB Group in various management positions at home and abroad, including as CEO of ABB Switzerland and from 2006 to 2010 as the Head of ABB Mediterranean Region and Chairman of the Executive Board of ABB Italy. From 2010 to 2011 he was CEO of the Implenia construction services group. He received his Ph.D in the specialty area Mechatronics/Robotics (Dr. sc. techn.) at ETH Zurich. He 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 led the Vetropack Group as a delegate of the Board of Directors and CEO. He was elected Chairman of the Board of Directors of Vetropack Holding Ltd. at the 2018 Annual General Meeting. He is on the Board of Directors of Glas Trösch Holding AG and Vice-Chairman of the Board of Directors of H. Goessler AG and Cornaz AG- Holding. Claude R. Cornaz is a certified mechanical engineer ETH/BWI.

4.5 Reelection of Jürg Fedier as Member of the Board of Directors

Proposal

Reelection of Jürg Fedier as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Jürg Fedier (1955, CH) was appointed to the Board of Dätwyler Holding Inc. at the 2015 Annual General Meeting. He is Chairman of the Audit Committee. From 2009 to 2019, he served as Chief Financial Officer of the listed 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. and OC Oerlikon Corporation AG. He holds a Commercial Diploma from the College of Commerce in Zurich, Switzerland, and completed international executive management programmes at the IMD, Switzerland, and the University of Michigan, USA.

4.6 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. She is a member of the Audit Committee. Dr. Gabi Huber has been practicing as a self-employed attorney and notary since 1982 and was certified as a mediator in 2006. She is co-owner of the law firm Bachmann Huber Zgraggen in Altdorf, Switzerland. From 2003 to 2015 she represented the canton of Uri in the National Council. From 2008 to 2015 she chaired the FDP Liberal faction of the Swiss Federal Councillors. Prior to her election to the National Council, Gabi Huber served as a member of cantonal government and finance director of canton of Uri from 1996 to 2004. From 2002 to 2004 she headed the government of Uri as chief magistrate (Landammann). She is Vice Chairman of the Board of Directors of UBS Switzerland AG. She is also a member of the board of trustees of the Swiss Air Rescue service (Rega). Gabi Huber graduated from the University of Freiburg in 1980, studied law at Columbia University in New York and earned a doctorate in 1990.

4.7 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.

4.7.1 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: re-election of Jens Breu).

4.7.2 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: re-election of Martin Hirzel).

4.7.3 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: re-election of Dr. Judith van Walsum).

5. Election Members and Chairman 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 and Chairman of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes
See 4.3 for a profile of 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 Reelection of Jens Breu as Member of the Nomination and Compensation Committee

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

Notes
See 4.1.1 for a profile of Jens Breu.

6. Election Auditors

Proposal
Relection of KPMG, Zurich, as auditors for the financial year 2023.

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.

7. Election Independent Proxy

Proposal
Relection of Remo Baumann, lic. iur., lawyer, as Independent Proxy until the adjournment of the next ordinary Annual General Meeting following conclusion of the 2023 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 2.1 Mio. for remuneration of the Board of Directors for their service from the ordinary Annual General Meeting 2023 until the ordinary Annual General Meeting 2024, of which CHF 0.6 Mio. for cash remuneration plus CHF 1.5 Mio. for granting of Dätwyler Holding Inc. 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 for chairman and members of the Audit Committee and the Nomination and Compensation Committee.

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. The grant of bearer shares is based on a fixed amount and the average share price of 20 trading days in April and May prior to the grant date. The remuneration structure for the Board of Directors is described in detail in the remuneration report, which is available on the Datwyler website as part of the Annual Report from 9 February 2023: www.datwyler.com > Investors or by scanning the QR code on page 22 of this brochure.

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 7.9 Mio. for remuneration of the five members of the Executive Management for the fiscal year 2024, of which CHF 5.0 Mio. for cash remuneration (fixed base salary, variable incentive, benefits) plus CHF 2.9 Mio. for the maximum value at grant of the Performance Share Units awarded under the 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 a long-term incentive plan in the form of performance share units. There is an upper limit for all variable remuneration components. Since the 2022 financial year, the variable incentive has been calculated on the basis of net revenue growth (weighting 40%) and EBIT improvement (weighting 40%) as well as sustainability measurements parameters (weighting 20%). 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 (with the exception of the sustainability measurements parameters). 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 maximum payout is 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, which is available on the Datwyler website as part of the Annual Report from 9 February 2023: www.datwyler.com > Investors or by scanning the QR code on page 22 of this brochure.

9. Amendment to the Articles of Association

Proposal

The Board of Directors proposes that the amendment to the Articles of Association be approved. The material changes to the Articles of Association mainly relate to the entry into force of the revised Swiss Stock Corporation Act on 1 January 2023. Alongside the material changes, the Board of Directors is also proposing formal amendments intended to make the Articles of Association more readable and easier to understand.

Notes

The following pages show the current and the new wording of the Articles that are to be amended: To give the topic of sustainability a high priority, this component will be added to Art. 2 of the Articles of Association on the company's **purpose**. Under the new Stock Corporation Act, registered shareholders must provide identification in order to be recognized by the company. This has been added to the section on the identification of **registered shareholders** (Art. 4). The **powers of the General Meeting** (Art. 6) and the **duties of the Board** of Directors (Art. 15) will be defined solely via a reference to the relevant legal article. No detailed list will be provided. Under **"Convening of Meetings"** (Art. 8), the option of holding a virtual General Meeting will be listed, a justification for proposals will be expressly requested (where one exists) and the minimum percentage of share capital or votes that shareholders must have in order to propose items to be discussed will be reduced to 0.5%. A further change will be that shareholders who hold at least 5% (previously 10%) of the share capital or votes can now convene an **Extraordinary General Meeting** (see Art. 9 Extraordinary General Meetings). Under Art. 10 **Preparatory Measures**, making business documents available in electronic form will be legitimized. Furthermore, the **number of mandates in other companies that members of the Board of Directors** (Art. 14) and members of the **Executive Management** (Art. 19) are permitted to have will be restricted. The restriction will no longer apply solely to mandates on Boards of Directors or highest management bodies; it will also extend to executive and advisory board positions. Finally, a **place of jurisdiction** will be defined (Art. 26).

Proposed amendments to the Articles of Association

Applicable Text	Revised text (changes in bold)
Art. 2 | Purpose 1. The purpose of the Company shall be to acquire and perpetually manage holdings in enterprises of all kinds, and to finance undertakings related to or associated with the Company, in Switzerland or elsewhere. 2. The Company may conduct any business activities as may be conducive to promoting or facilitating the development of the business and the achievement of the Company purpose. 3. It may issue bonds and raise loans, and may acquire and sell real property.	Art. 2 | Purpose 1. The purpose of the Company shall be to acquire and perpetually manage holdings in enterprises of all kinds, and to finance undertakings related to or associated with the Company, in Switzerland or elsewhere. 2. The Company may conduct any business activities as may be conducive to promoting or facilitating the development of the business and the achievement of the Company purpose. 3. It may issue bonds and raise loans, and may acquire and sell real property. **4. The Company strives to create long-term and sustainable value in pursuit of its purpose.**
Art. 4 | Identification of Registered Shareholders, Acceptance of Articles of Association 1. Only those persons whose names have been recorded in the share register shall be recognised by the Company as shareholders and vested with all rights attaching to the registered shares. 2. The exercise of rights attaching to the shares shall constitute implicit acceptance of the Articles of Association.	Art. 4 | Identification of Registered Shareholders, Acceptance of Articles of Association 1. Only those persons whose names have been recorded in the share register shall be recognised by the Company as shareholders and vested with all rights attaching to the registered shares. **The registration requires proof of the correct transfer of the registered shares as well as a declaration by the shareholder that they have purchased the shares in their own name and for their own account, that there is no agreement on the redemption or the return of the corresponding shares and that they bear the economic risk associated with the shares.** 2. The exercise of rights attaching to the shares shall constitute implicit acceptance of the Articles of Association.
Art. 6 | Powers The General Meeting shall be the highest governing body of the Company. It shall have the following non-delegable powers (art. 698 par. 2 of the Swiss Code of Obligations): 1. To adopt and amend the Articles of Association; 2. To elect annually, on an individual basis, the Members of the Board of Directors, the Chairman of the Board of Directors, the Members of the Directorial Committee, the Auditors, and the Independent Proxy; 3. To approve the annual report, or state of the company report, and the consolidated financial statements; 4. To approve the annual financial statements of the Company and to decide on the ap-propriation of retained earnings, determining, in particular, the size of dividends; 5. To ratify the acts of the Directors; 6. To approve the remuneration of the Board of Directors and of the persons whom the Board of Directors has fully or partially entrusted with the management of the Company (Executive Board), pursuant to Art. 21a of these Articles of Association 7. To pass resolutions on all matters delegated exclusively to the General Meeting by law or by the Articles of Association.	Art. 6 | Powers The General Meeting **is** the **supreme** governing body of the Company. **It is entitled to the statutory powers, in particular those non-transferable powers provided for in Article 698 of the Swiss Code of Obligations.**

Art. 8 | Convening of Meetings 1. An Annual General Meeting shall be held once in every year, not more than six months following the close of the financial year. 2. A General Meeting shall be convened by the Board of Directors or, if necessary, by the Auditors. 3. A General Meeting shall be announced no less than 20 days prior to the date of the meeting, by notice published in the publication media foreseen in Art. 25 of these Articles of Association. 4. Such notice shall specify the nature of the business to be transacted and the resolutions to be proposed by the Board of Directors or by shareholders who have requested the placement of an item on the agenda. 5. Shareholders who represent individually or in the aggregate, no less than 10% of the share capital may, within a period to be announced by the Company, request that items be placed on the agenda by submitting a written petition stating the resolutions to be proposed.	Art. 8 | Convening of Meetings 1. An Annual General Meeting shall be held once in every year, not more than six months following the close of the financial year. 2. A General Meeting shall be convened by the Board of Directors or, if necessary, by the Auditors. 3. **The Board of Directors determines the venue for the General Meeting. The Board of Directors may also arrange a foreign venue. The Board of Directors may decide that the General Meeting shall be held electronically without a physical venue (virtual General Meeting).** 4. A General Meeting shall be announced no less than 20 days prior to the date of the meeting, by notice published in the publication media foreseen in Art. 25 of these Articles of Association. 5. The convocation must state the items on the agenda as well as the motions of the Board of Directors and the motions of the shareholders who have requested the inclusion of an item for discussion on the agenda, **together with a brief justification (if any).** 6. Shareholders who represent at least **0.5%** of the share capital **or of the votes**, either alone or together, may request in writing that items be included on the agenda within a period published by the Company, stating their motions.
Art. 9 | Extraordinary General Meetings 1. Extraordinary General Meetings shall be convened upon a resolution of a General Meeting or the Board of Directors, or by the Auditors, as well as in the cases foreseen by law (art. 725, par. 1, and art. 726, par. 2, of the Swiss Code of Obligations). 2. One or more shareholders holding in the aggregate no less than 10% of the share capital may also request that an Extraordinary General Meeting be convened. Requests to convene a Meeting and to place items on the agenda shall be made in writing specifying the business to be transacted and resolutions to be proposed. The provisions of Art. 8 and Art. 10 of these Articles of Association shall apply mutatis mutandis.	Art. 9 | Extraordinary General Meetings 1. Extraordinary General Meetings shall be convened upon a resolution of a General Meeting or the Board of Directors, or by the Auditors, as well as in the cases foreseen by law (art. 725, par. 1, and art. 726, par. 2, of the Swiss Code of Obligations). 2. Convocation of an extraordinary General Meeting may also be requested by one or more shareholders who together represent at least **5%** of the share capital **or of the votes**. Requests to convene meetings and add items to the agenda shall be made in writing, stating the subject matter for discussion and the motions. The provisions of Art. 8 and 10 of these Articles of Association shall apply correspondingly.
Art. 10 | Preparatory Measures 1. The annual report, the Auditors' report and the remuneration report shall be made available for consultation by shareholders at the registered office of the Company no less than 20 days prior to the Annual General Meeting. Any shareholder may request that a copy of said documents to be delivered to him without delay. 2. Shareholders shall be notified thereof in the manner prescribed in Art. 25 of these Articles of Association.	Art. 10 | Preparatory Measures The annual report, the Auditors' reports and the remuneration report must be **made available** to shareholders no later than 20 days before the Annual General Meeting. **If the documents are not accessible electronically, each shareholder may request that they be sent to them in good time.**
Art. 13 | Resolutions Unless otherwise provided by mandatory provisions of law (art. 693, par. 3, and art. 704, par. 1, of the Swiss Code of Obligations), votes on resolutions and elections shall be decided by a simple majority of votes cast, not including abstentions.	Art. 13 | Resolutions Unless mandatory provisions of law (**in particular** Art. 693 paragraph 3 of the Swiss Code of Obligations and Art. 704 paragraph 1 of the Swiss Code of Obligations) stipulate otherwise, votes and elections shall be held by a simple majority of the votes cast, excluding abstentions.

Art. 14 | Number of Directors, Term of Office, Other Mandates

1. The Board of Directors shall be composed of no less than five and not more than eleven members.
2. Each class of shares shall be entitled to nominate at least one representative to the Board. The Board of Directors shall make such arrangements as may be necessary to safeguard the right of nomination attaching to each class of shares.
3. Not more than one member of the Executive Board may be a Director.
4. The term of office of the Members of the Board and of the Chairman shall end upon the adjournment of the next ordinary General Meeting. Re-election is possible.
5. The number of mandates that may be assumed by Members of the Board of Directors in the senior management and directorial bodies of legal entities not affiliated with the Group and subject to the requirement of registration in the Swiss commercial register, or in a comparable register in another country, shall be limited to four such mandates in listed companies, to ten such mandates in non-listed companies, and to fifteen such mandates in other such legal entities as foundations and associations. Where mandates are assumed in different legal entities belonging to the same group or legal entity, or at the behest of that group or legal entity, these shall be accounted in the aggregate as a single mandate, however, they may not exceed fifty mandates in another group. The foregoing limits may be temporarily exceeded, however, they may not be exceeded by more than half of the mandates permitted in each category.

Art. 14 | Number of Directors, Term of Office, Other Mandates

1. The Board of Directors shall be composed of no less than five and not more than eleven members.
2. Each class of shares shall be entitled to nominate at least one representative to the Board. The Board of Directors shall make such arrangements as may be necessary to safeguard the right of nomination attaching to each class of shares.
3. Not more than one member of the Executive Board may be a Director.
4. The term of office of the Members of the Board and of the Chairman shall end upon the adjournment of the next ordinary General Meeting. Re-election is possible.
5. The number of **activities that members of the Board of Directors are permitted to perform in functions comparable to those of the Board of Directors, the Advisory Board and the Executive Board at other companies with a commercial purpose outside the Group** is limited to four mandates at listed companies and ten mandates at unlisted companies.

Art. 15 | Duties

1. The Board of Directors shall oversee and direct the affairs of the Company and supervise and monitor its management. It shall pass resolutions on all matters that are not delegated exclusively to the General Meeting or to any other governing body by law or by these Articles of Association.
2. The Board of Directors shall manage the business affairs of the Company, subject to the delegation of such management pursuant to Art. 20 of these Articles of Association.
3. The Board of Directors shall have the following non-delegable and inalienable duties (art. 716a, par. 1, of the Swiss Code of Obligations):
    1. To oversee and direct the affairs of the Company and issue the necessary instructions;
    2. To determine the organisational structure;
    3. To formulate accounting procedures, financial controls and financial planning;
    4. To appoint and to dismiss persons entrusted with the management and representation of the Company;
    5. To exercise oversight over the persons entrusted with the management of the Company, in particular with respect to their compliance with the law, the Articles of Association, and all regulations and instructions;

Art. 15 | Duties

1. The Board of Directors shall oversee and direct the affairs of the Company and supervise and monitor its management. It shall pass resolutions on all matters that are not delegated exclusively to the General Meeting or to any other governing body by law or by these Articles of Association.
2. The Board of Directors shall manage the business affairs of the Company, subject to the delegation of such management pursuant to Art. 20 of these Articles of Association.
3. The Board of Directors has **the** non-transferable and irrevocable tasks **in accordance with** Art. 716a paragraph 1 of the Swiss Code of Obligations.

6. To prepare the annual report and the remuneration report, arrange for the holding of General Meetings and implement resolutions passed by that body; 7. To notify the court in the event that liabilities shall exceed assets.	
Art. 17 | Resolutions 1. The Board of Directors shall pass resolutions by majority vote of the members present. The Chairman shall also be a voting member and shall have the casting vote in the event of a tied vote. 2. Where oral deliberations have not been requested by a Director, resolutions may also be passed in writing, in which case they shall be carried by an absolute majority of the Directors.	Art. 17 | Resolutions 1. The Board of Directors shall pass resolutions by majority vote of the members present. The Chairman shall also be a voting member and shall have the casting vote in the event of a tied vote. 2. Unless a member requests verbal discussion, resolutions may also be passed by circular letter **or electronically**; in this case, an absolute majority of the members of the Board of Directors is required to pass resolutions.
Art. 18a | Remuneration Committee 1. The remuneration committee shall be composed of no less than two and not more than five Members of the Board. 2. The term of office of the Members shall end upon the adjournment of the next ordinary General Meeting. Re-election is possible. 3. The Remuneration Committee shall, as a matter of principle, have the authority to make recommendations. It shall have the authority to implement such recommendations only within the scope of such remuneration as has already been approved, in principle, by the General Meeting or the Board of Directors, and insofar as expressly foreseen in the Articles of Association or the internal regulations. It shall also be responsible for employment and agency agreements with members of the Board of Directors and of the Executive Board; such agreements may be concluded for a term of indefinite duration with a maximum termination notice period of twelve months, or for a term of fixed duration of no more than twelve months or for the term of office. 4. The Board of Directors shall stipulate all further details in the Rules of Organisation or in an additional set of internal regulations. In so doing, it may also attribute to the Remuneration Committee other tasks and powers.	Art. 18a | Remuneration Committee 1. The remuneration committee shall be composed of no less than two and not more than five Members of the Board. 2. The term of office of the Members shall end upon the adjournment of the next ordinary General Meeting. Re-election is possible. 3. The Remuneration Committee shall, as a matter of principle, have the authority to make recommendations. It shall have the authority to implement such recommendations only within the scope of such remuneration as has already been approved, in principle, by the General Meeting or the Board of Directors, and insofar as expressly foreseen in the Articles of Association or the internal regulations. The member is also responsible for employment and mandate contracts with members of the Board of Directors and the Group Executive Board; these may be concluded for an indefinite period with a maximum notice period of 12 months **or, for members of the Board of Directors, with a notice period no more than up to the end of their term of office** or for a limited period of no more than 12 months or, **for members of the Board of Directors**, the term of office. 4. The Board of Directors shall stipulate all further details in the Rules of Organisation or in an additional set of internal regulations. In so doing, it may also attribute to the Remuneration Committee other tasks and powers.
Art. 19 | Delegation of Authority, Appointment 1. The Board of Directors may delegate management authority, in full or in part, to individual Members, or to other natural persons. 2. The Board of Directors is expressly authorized to delegate to the Executive Board the power to grant signing authority. 3. The number of mandates that may be assumed by Members of the Executive Board in the senior management and directorial bodies of legal entities not affiliated with the Group and subject to the requirement of registration in the Swiss commercial register, or in a comparable register in another country, shall be limited to two such mandates in listed companies, to five such mandates in non-listed companies, and to ten such mandates in other such legal entities as foundations and associations.	Art. 19 | Delegation of Authority, Appointment 1. The Board of Directors may delegate management authority, in full or in part, to individual Members, or to other natural persons. 2. The Board of Directors is expressly authorized to delegate to the Executive Board the power to grant signing authority. 3. The number of **activities that members of the Group Executive Board may perform in functions comparable to those of the Board of Directors or the Advisory Board at other companies with a commercial purpose outside the Group is limited** to two mandates at listed **and** five at non-listed companies. **Members of the Group Executive Board may not exercise an executive management function in another such company.**

Where mandates are assumed in different legal entities belonging to the same group or legal entity, or at the behest of that group or legal entity, these shall be accounted in the aggregate as a single mandate, however, they may not exceed ten in another group. The foregoing limits may be temporarily exceeded,however, they may not be exceeded by more than half of the mandates permitted in each category.	If mandates are exercised in different legal entities of one and the same Group or legal entity or on behalf of this Group or legal entity, they are counted together as one mandate, but may not exceed ten for another Group.
Art. 21a | Approval of Remuneration 1. The General Meeting shall annually approve the proposals submitted by the Board of Directors concerning the maximum total amounts of – remuneration paid to the Board of Directors for the period until the next Ordinary General Meeting pursuant to art. 21b; – remuneration paid to the Executive Board for the next business year pursuant to art. 21c. The Board of Directors may submit to the General Meeting for approval proposals concerning the maximum total amounts or individual components of remuneration for other annual or shorter time intervals, or concerning supplementary amounts for special remuneration components, as well as other, conditional proposals. 2. Where the General Meeting rejects a proposal by the Board of Directors, the Board of Directors shall determine the next steps to be taken. It may, among other things, convene an Extraordinary General Meeting, or determine a maximum total amount, or several maximum partial amounts, taking into account all relevant factors, and submit this determination to the next General Meeting for approval. Within the bounds of maximum total or partial amounts so determined, the Company may effect payments of remuneration, with the proviso that they shall be subject to approval by the General Meeting. 3. Payment of remuneration may be effected by the Company or by Group companies. 4. The Board of Directors shall calculate the amounts in keeping with the same principles as apply to the remuneration report; they may include, where necessary or appropriate, estimates and reserves for unanticipated events, as well as valuations. 5. The Company shall be authorized to make payment of a supplementary amount to members of the Executive Board who enter the Executive Board or who assume additional tasks during a period for which approval of the remuneration due to the Executive Board has already been given, where the total amount already approved for the period in question is not sufficient for the remuneration of such members; such supplementary amount shall not exceed 50% of the maximum total amount already approved for the remuneration of the Executive Board. The supplementary remuneration amount does not require the approval of the General Meeting, and may be used by the company for all categories of remuneration, including compensation for disadvantages incurred due to a job change.	Art. 21a | Approval of Remuneration 1. The General Meeting shall annually approve the proposals submitted by the Board of Directors concerning the maximum total amounts of – remuneration paid to the Board of Directors for the period until the next Ordinary General Meeting pursuant to art. 21b; – remuneration paid to the Executive Board for the next business year pursuant to art. 21c. The Board of Directors may submit to the General Meeting for approval proposals concerning the maximum total amounts or individual components of remuneration for other annual or shorter time intervals, or concerning supplementary amounts for special remuneration components, as well as other, conditional proposals. 2. Where the General Meeting rejects a proposal by the Board of Directors, the Board of Directors shall determine the next steps to be taken. It may, among other things, convene an Extraordinary General Meeting, or determine a maximum total amount, or several maximum partial amounts, taking into account all relevant factors, and submit this determination to the next General Meeting for approval. Within the bounds of maximum total or partial amounts so determined, the Company may effect payments of remuneration, with the proviso that they shall be subject to approval by the General Meeting. 3. Payment of remuneration may be effected by the Company or by Group companies. 4. The Board of Directors shall calculate the amounts in keeping with the same principles as apply to the remuneration report; they may include, where necessary or appropriate, estimates and reserves for unanticipated events, as well as valuations. 5. The Company shall be authorized to make payment of a supplementary amount to members of the Executive Board who enter the Executive Board during a period for which approval of the remuneration due to the Executive Board has already been given, where the total amount already approved for the period in question is not sufficient for the remuneration of such members; such supplementary amount shall not exceed 50% of the maximum total amount already approved for the remuneration of the Executive Board. The supplementary remuneration amount does not require the approval of the General Meeting, and may be used by the company for all categories of remuneration, including compensation for disadvantages incurred due to a job change.

Art. 25 | Notices The publication organ of the company is the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt). Announcements to shareholders shall be made in the Swiss Official Gazette of Commerce. The Board of Directors may designate additional publication media.	Art. 25 | Notices The publication organ of the company is the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt). Announcements to shareholders shall be made in the Swiss Official Gazette of Commerce. The Board of Directors may designate additional publication media. **In addition, the Company may make communications available by post, email or other electronic means.**
	Art. 26 | Place of jurisdiction **The exclusive place of jurisdiction for all disputes arising from the corporate relationship is at the respective registered office of the Company at the time at which the proceedings are initiated.**

The currently applicable Articles of Association can be found on the Datwyler website: www.datwyler.com > Company > Corporate Governance > Policies & Guidelines or by scanning the QR code on page 22 of this brochure.

ORGANIZATIONAL INFORMATION

Documents

As per 9 February 2023 the Annual Report 2022, containing the State of the Company Report, the Company Financial Stateent, the Group Consolidated Financial Statement and the auditors' reports, is available on the Company's website (www.datwyler.com > Investors).

Annual Report

Remuneration Report

Articles of Association

Scan the QR codes with your mobile phone's camera and go directly to the full Annual Report, the Remuneration Report or the current Datwyler Articles of Association.

Admission tickets

Bearer shareholders who wish to attend the General Meeting or to appoint a proxy must provide their name and place of residence in accordance with the new Swiss Stock Corporation Act (Art. 689a, para. 2). The admission tickets can be ordered until 3 March 2023 via the respective depository bank or by submitting a written blocking instruction from their depository bank to the appointed company Segetis AG, Platz 4, 6039 Root D4 (T +41 41 541 91 00, F +41 41 541 91 01, netvote@segetis.ch). The bearer shares will remain deposited until the day after the Annual General Meeting. Depository banks may also order the instruction forms for their customers via Segetis AG. 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 or by mail to the Independent Proxy. Admission tickets will be delivered by 6 March 2023. 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 Baumann Inderkum & Muheim, Marktgasse 6, 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 instruction must be received by no later than 6 March 2023, 6 p.m. Unless you give specific voting instructions, your signature instructs the independent proxy to vote your shares in favor of the proposals of the Board of Directors, both for the agenda items listed and for new agenda items or proposals made during the Annual General Meeting.

Electronic authorization and instructions for the Independent Proxy

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

Altdorf, 9 February 2023

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

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