

Notice of Annual General Meeting

The shareholders of Dätwyler Holding AG, Altdorf, Uri, Switzerland, are hereby invited to attend the Annual General Meeting to be held on **Tuesday, 8 April 2014 at 5 p.m.** (doors open at 4.15 p.m.) at the **theater (uri) Tellspielhaus**, Schuetzengasse 11, **Altdorf**.

Agenda

1. Reporting on the financial year 2013

1.1. *Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2013*

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 2013, taking note of the auditors' reports.

1.2. *Advisory Vote on the Remuneration Report 2013*

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2013

2. Appropriation of retained earnings

Proposal by the Board of Directors:

- Dividend of CHF 0.56 per registered share of CHF 0.01 each	CHF	12'320'000
- Dividend of CHF 2.80 per bearer share of CHF 0.05 each	CHF	32'294'016
- Balance forward	<u>CHF</u>	<u>465'597'730</u>
Total	<u>CHF</u>	<u>510'211'746</u>

Subject to approval of the proposed appropriation of retained earnings by the shareholders at the Annual General Meeting, the net dividend (after deduction of 35% Swiss withholding tax) will be paid, with no deduction of charges, following the 15th of April 2014.

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

Proposal by the Board of Directors: Discharge of the members of the Board of Directors and of the Executive Board.

4. Amendments of the Articles of Association

Proposal by the Board of Directors: Amendments of the Articles of Association as follows:

Current version

- A) General Meeting
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 the Directors and Auditors;
 3. To approve the annual report and consolidated financial statements;
 4. To approve the annual financial statements of the Company and to decide on the appropriation of retained earnings, determining, in particular, the size of dividends;
 5. To ratify the acts of the Directors;

New version

- A. General Meeting
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**

6. To pass resolutions on all matters delegated exclusively to the General Meeting by law or by the Articles of Association.

Art. 7 Voting Rights, Proxy Voting

1. Each share shall carry one vote at General Meetings, irrespective of its par value.
2. Persons representing shareholders shall present a written proxy.
3. Legal representatives of shareholders shall not require a proxy appointment.
4. Bearer shareholders shall present a deposit certificate from a bank or the securities as identification; details shall be stipulated by the Board of Directors.
5. The Company shall recognise only one proxy for each share.

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 manner prescribed 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 hold shares with an aggregate par value of CHF 85,000.00 or more 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. 10 Preparatory Measures

1. The annual report and Auditors' 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. 12 Voting and Elections

Voting and elections shall be decided by a show of hands, except where a written ballot has been demanded by the chairman or resolved upon by the General

company report, and the consolidated financial statements;

4. To approve the annual financial statements of the Company and to decide on the appropriation 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. 7 Voting Rights, Proxy Voting

1. Each share shall carry one vote at General Meetings, irrespective of its par value.
2. **Shareholders may choose to be represented by a third party by means of a written proxy appointment.**
3. **Shareholders may also choose to be represented by an Independent Proxy. The Independent Proxy's term of office shall end upon the adjournment of the next ordinary General Meeting. Re-election is possible.**
4. **The Board of Directors shall determine the requirements applicable to appointments and voting instructions for independent proxy, whereby it may also foresee the use of electronic proxy appointments without qualified electronic signature.**
5. Bearer shareholders shall present a deposit certificate from a bank or the securities as identification; details shall be stipulated by the Board of Directors.
6. The Company shall recognise only one proxy for each share.

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. 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. 12 Voting and Elections

Voting and elections shall be decided by a show of hands, except where a written ballot has been demanded by the chairman or resolved upon by the

Meeting. The chairman shall determine the method of counting votes and may direct that only votes “for” or “against” be counted where this is sufficient for obtaining an unambiguous result.

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, excluding abstentions and invalid votes.

B) Board of Directors

Art. 14 Number of Directors, Term of Office

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. Each Director shall be elected individually for a four-year term of office.

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 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;
 6. To prepare the annual report, arrange for the holding of General Meetings and implement resolutions passed by that body;

General Meeting. The chairman **may also instruct that voting be conducted electronically**. He shall determine the method of counting votes and may direct that only votes “for” or “against” be counted where this is sufficient for obtaining an unambiguous result.

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**.

B. Board of Directors

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. 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;
 6. To prepare the annual report **and the**

7. To notify the court in the event that liabilities shall exceed assets.

Art. 16 Organisation

1. The Board of Directors shall constitute itself.
2. It shall appoint authorised signatories and determine the manner and form in which they shall sign for the Company. It shall grant only joint signatory powers.

C) Executive Board

Art. 19 Appointment

The Board of Directors shall appoint an Executive Board to manage the business affairs of the Company.

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. 16 Organisation

1. The Board of Directors shall constitute itself, **subject to the powers vested in the General Meeting. It shall elect, as needed, a Vice-Chairman and a Secretary, who need not be a member of the Board of Directors.**
2. It shall appoint authorised signatories and determine the manner and form in which they shall sign for the Company. It shall grant only joint signatory 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. 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.**

C. Executive Board

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. 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 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. 20 Division of Responsibilities between the Board of Directors and Executive Board
Subject to Art. 15, par. 3, of these Articles of Association, the Board of Directors shall issue Rules of Organisation defining the terms of the delegation of management authority to the Executive Board (art. 716b of the Swiss Code of Obligations).

Art. 20 Division of Responsibilities between the Board of Directors and Executive Board
Subject to Art. 15, par. 3, of these Articles of Association, the Board of Directors shall issue Rules of Organisation defining the terms of the delegation of management authority to the Executive Board (art. 716b of the Swiss Code of Obligations) **and establish the appropriate contractual relationships.**

IV. Remuneration of the Board of Directors and the Executive Board

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. 21b Remuneration of the Board of Directors
The Board of Directors may determine that a portion of the remuneration is to be paid in the form of shares and shall stipulate, in such case, the applicable conditions, including the time of the share grant and of the valuation, and shall make a determination as to the imposition of retention periods.

Art. 21c Remuneration of the Executive Board

1. The maximum total amount of remuneration to be paid to the Executive Board shall be composed of a base salary plus further remuneration components, the maximum short-term remuneration components, and the maximum value of the long-term components in the form of shares or share options at the time of the grant.
2. Short-term, performance-based remuneration components shall be based on objective performance benchmarks, which are to be determined in accordance with the results achieved by the Group and/or a given region, in accordance with targets calculated through comparison with the market, other companies, or other measures of comparison, and/or in accordance with individual targets, and the achievement of which shall be measured, as a rule, over one year intervals. The short-term remuneration component may be in a maximum amount of between 100 and 200 percent of the base salary, depending on the position.
3. Long-term remuneration components shall be determined on an ongoing basis in the form of share-based remuneration and shall not be in an amount exceeding 100% of the base salary. Profit-sharing plans may foresee remuneration in the form of shares subject to a retention period, the number of which shall be determined by the Board of Directors in accordance with the position and the time at which it was assumed, or in the form of options for shares in the company, or may foresee that the number of shares, or the time of their vesting, shall be contingent upon the achievement of specified multi-year targets. Their valuation shall be that of the fair value at the time of the grant. The Board of Directors shall determine the specific conditions.

Art. 21d Pensions

Payments in favor of members of the Executive Board to pension and retirement funds, other than to occupational pension funds or similar institutions in other countries, shall be permissible provided that they are approved individually or as part of a total remuneration amount by the General Meeting.

V. Accounts and Appropriation of Profits

Art. 22 Company and Group Financial Statements

The annual financial statements of the Company and consolidated financial statements of the Group shall be prepared effective 31 December each year. The company financial statements, the consolidated financial statements, as well as the annual report **or state of the company report** shall be prepared in compliance with the legal requirements.

Art. 23 Appropriation of Retained Earnings

Before any other distribution is made, general statutory reserves shall be set aside out of annual earnings. **In addition to the statutory reserves, additional reserves may be created.** The remaining earnings shall be available for distribution as determined by the General Meeting subject to the provisions of the Swiss Code of Obligations.

VII. Dissolution and Liquidation

Art. 25

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.

IV. Accounts and Appropriation of Profits

Art. 22 Company and Group Financial Statements

The annual financial statements of the Company and consolidated financial statements of the Group shall be prepared effective 31 December each year. The company financial statements, the consolidated financial statements, and the annual report shall be prepared in compliance with the legal requirements (art. 662 et seq. of the Swiss Code of Obligations).

Art. 23 Appropriation of Retained Earnings

Before any other distribution is made, general statutory reserves shall be set aside out of annual earnings. The remaining earnings shall be available for distribution as determined by the General Meeting subject to the provisions of the Swiss Code of Obligations.

VI. Dissolution and Liquidation

Art. 25

1. Notices issued by the Company, in particular announcements to shareholders and notices of General Meetings, shall be published in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt). The Board of Directors may designate additional publication media.
2. Announcements and notices of meetings of registered shareholders shall be made in writing.

5. Elections

5.1 Chairman and Members of the Board of Directors

5.1.1 Special meeting of holders of bearer shares to nominate a candidate to represent them on the Board of Directors

Please note: Before the election, a special meeting of holders of bearer shares shall be held pursuant to Article 709, paragraph 1 of the Code of Obligations, at which the holders of bearer shares may nominate a candidate to represent them on the Board of Directors. The Board of Directors proposes to the special meeting of holders of bearer shares to nominate Dr. Ernst Lienhard as a candidate to represent them in the Board.

5.1.2 Reelection of Ulrich Graf as Member and Chairman of the Board of Directors

Proposal by the Board of Directors: Reelection of Ulrich Graf as Member and Chairman of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

5.1.3 Reelection of Hans R. Rüegg as Member of the Board of Directors

Proposal by the Board of Directors: Reelection of Hans R. Rüegg as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

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

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

5.1.5 Reelection of Ernst Odermatt as Member of the Board of Directors

Proposal by the Board of Directors: Reelection of Ernst Odermatt as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

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

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

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

Proposal by the Board of Directors: 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.

5.2 Members of the Remuneration Committee (formerly: Human Resources Committee)

5.2.1 Reelection of Dr. Hanspeter Fässler as Member of the Remuneration Committee

Proposal by the Board of Directors: Reelection of Dr. Hanspeter Fässler as Member of the Remuneration Committee until the adjournment of the next ordinary Annual General Meeting.

5.2.2 Reelection of Ulrich Graf as Member of the Remuneration Committee

Proposal by the Board of Directors: Reelection of Ulrich Graf as Member of the Remuneration Committee until the adjournment of the next ordinary Annual General Meeting.

5.2.3 Election of Dr. Gabi Huber as Member of the Remuneration Committee

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

5.3 Auditors

Proposal by the Board of Directors: Reelection of PricewaterhouseCoopers AG, Zurich as auditors for the financial year 2014.

5.4 Independent Proxy

Proposal by the Board of Directors: Election of Dr. Franz-Xaver Muheim as Independent Proxy until the adjournment of the next ordinary Annual General Meeting following conclusion of the 2014 financial year.

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

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

Proposal by the Board of Directors: Approval of the total remuneration to be paid to the Board of Directors in a maximum amount of CHF 2,500,000 for the term of office extending from the ordinary General Meeting of 2014 to the ordinary General Meeting of 2015.

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

Proposal by the Board of Directors: Approval of the total remuneration to be paid to the Executive Board in a maximum amount of CHF 7,400,000 for the 2015 financial year.

Organizational matters

Documents

The Annual Report 2013, 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 or may be accessed on the Company's website (www.datwyler.com > Investors > Annual Report).

Admission cards

Holder of bearer shares who wish to attend or to appoint a proxy to vote on their behalf at the Annual General Meeting may obtain an admission card with voting documents and a registration slip by contacting their custodian Bank by no later than 4. April 2014.

If the shares are not deposited with a bank, admission cards with voting documents and a registration slip may be obtained from Segetis AG (D4 Platz 4, 6039 Root Längenbold, Tel: 041 541 91 09, Fax: 041 541 91 01, netvote@segetis.ch) upon presentation of appropriate proof of share ownership by no later than 4 April 2014. No admission cards will be issued on the day of the Annual General Meeting.

Appointment of proxy

Shareholders may be represented by their legal representative or may grant a written power of attorney appointing a third party as their representative. They may also appoint the Independent Proxy, Dr. Franz-Xaver Muheim, Muheim&Merz, attorneys-at-law and Notaries, Rathausplatz, 6460 Altdorf, to vote on their behalf in accordance with article 689c of the Swiss Code of Obligations.

Please note that the written mandate and the power of attorney for the Independent Proxy must be received by no later than 4 April 2014. Unless otherwise instructed in writing, the Independent Proxy shall be instructed to abstain from voting, in keeping with art. 10 para. 2 of the Ordinance Against Excessive Compensation in Listed Companies of November 20, 2013 (in effect as of 1 January 2014). That applies also to possible votes on proposals which are not listed in the present Notice.

Electronic mandate and instructions for the Independent Proxy

The mandate and instructions for the Independent Proxy may now also be transmitted electronically at <https://netvote.ch/daetwyler>. The login-data required for this purpose will be sent to shareholders together with other written materials for the General Meeting. The issuance or modification of instructions is possible only if made by no later than 12 p.m. of the day preceding the General Meeting.

Altdorf, 18 March 2014

Dätwyler Holding AG

On behalf of the Board of Directors
Chairman: Ulrich Graf