

## 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, 7 March 2017 at 5 p.m.** (doors open at 4.15 p.m.) at the **theater (uri) Tellspielhaus**, Schuetzengasse 11, **Altdorf, Switzerland**.

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### Agenda

#### 1. Reporting on the financial year 2016

##### 1.1. **Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2016**

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 2016, taking note of the auditors' reports.

##### 1.2. **Advisory Vote on the Remuneration Report 2016**

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2016.

#### 2. Appropriation of retained earnings 2016

Proposal by the Board of Directors:

- Dividend of CHF 0.44 per registered share of CHF 0.01 each	CHF	9'680'000
- Dividend of CHF 2.20 per bearer share of CHF 0.05 each	CHF	27'720'000
- Balance forward	CHF	<u>571'105'912</u>
Total	CHF	<u>608'505'912</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 13 March 2017.

#### 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. Elections

##### 4.1 **Chairman and Members of the Board of Directors**

*The portraits of the previous Directors are available on the website of the Datwyler Group ([www.datwyler.com](http://www.datwyler.com) > Governance > Board of Directors) or in the Annual Report 2016 (pages 27/28).*

##### 4.1.1 **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 Jürg Fedier as candidate to represent them in the Board.

##### 4.1.2 **Election of Dr. Paul Hälg as Member and Chairman of the Board of Directors**

Proposal by the Board of Directors: Election of Dr. Paul Hälg as Member and Chairman of the Board of Directors until the adjournment of the next ordinary Annual General Meeting. (The portrait of Dr. Paul Hälg is available on page 4 of this invitation.)

**4.1.3 *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.

**4.1.4 *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.

**4.1.5 *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.

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

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

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

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

**4.1.8 *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.

**4.2 *Members of the Remuneration Committee***

**4.2.1 *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.

**4.2.2 *Reelection 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.

**4.2.3 *Reelection of Hanno Ulmer as Member of the Remuneration Committee***

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

**4.3 *Auditors***

Proposal by the Board of Directors: Reelection of PricewaterhouseCoopers AG, Zurich, as auditors for the financial year 2017.

**4.4 *Independent Proxy***

Proposal by the Board of Directors: Election of Remo Baumann, lic. iur., lawyer, as Independent Proxy until the adjournment of the next ordinary Annual General Meeting following conclusion of the 2017 financial year.

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

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

Proposal by the Board of Directors: Approval of a total sum of CHF 3'100'000 for remuneration of the Board of Directors for their service from the ordinary Annual General Meeting 2017 until the ordinary Annual General Meeting 2018, of which CHF 800'000 for cash remuneration plus CHF 2'300'000 for granting of Dätwyler Holding AG bearer shares.

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

Proposal by the Board of Directors: Approval of a total sum of CHF 9'700'000 for remuneration of the Executive Management for the fiscal year 2018, of which CHF 6'600'000 for cash remuneration (fixed base salary, variable incentive, benefits) plus CHF 3'100'000 for the maximum value at grant of the Performance Share Units awarded under the new long-term incentive plan.

## **Organizational Information**

### **Documents**

The Annual Report 2016, containing the State of the Company Report, the Company Financial Statement, the Group Consolidated Financial Statement and the auditors' reports, is available for inspection by shareholders at the Company's registered office at Gotthardstrasse 31, 6460 Altdorf, Switzerland, or may be accessed on the Company's website ([www.datwyler.com](http://www.datwyler.com) > Investors > Publications).

### **Admission tickets**

Bearer shareholders who wish to attend the General Meeting or to appoint a proxy may order admission tickets from their depository bank or by submitting a written blocking instruction from their depository bank to Segetis AG, Platz 4, 6093 Root D4, Switzerland (Tel: +41 41 541 9100, Fax: +41 41 541 9101, [netvote@segetis.ch](mailto:netvote@segetis.ch)) by 3 March 2017. The bearer shares will remain deposited until the day after the General Meeting. Depository banks may also order admission tickets for their clients from Segetis AG, Platz 4, 6093 Root D4 (Tel: +41 41 541 9100, Fax: +41 41 541 9101, [netvote@segetis.ch](mailto:netvote@segetis.ch)). After receiving the relevant materials, shareholders may choose to attend the General Meeting personally, to be represented or to grant proxy authorization and give instructions electronically to the Independent Proxy. Admission tickets will be delivered by 6 March 2017. No admission tickets will be issued on the day of the General Meeting.

### **Proxy Appointment**

Shareholders may be represented by their legal representative or may appoint a proxy in writing. The Independent Proxy, Mr. Remo Baumann, Attorney, Partner at Muheim | Merz | Baumann, Bahnhofplatz 3, 6460 Altdorf, may also be appointed to vote on their behalf in accordance with Article 689c of the Swiss Code of Obligations.

Please note that the written authorization for the Independent Proxy must be received by no later than 6 March 2017, 6 p.m. Unless otherwise instructed in writing, the Independent Proxy shall abstain from voting, in accordance with Art. 10 (2) of the Ordinance Against Excessive Compensation in Listed Companies Limited by Shares (ERCO) of 20 November 2013. This applies in the event that voting takes place on proposals that were not included on the invitation.

### **Electronic authorization and instructions for the Independent Proxy**

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

Altdorf, 7 February 2017

**Dätwyler Holding Inc.**

On behalf of the Board of Directors  
Chairman: Ulrich Graf

**Portrait Dr. Paul J. Hälg**

In accordance with the long term direction of the Datwyler Group, the Board of Directors proposes to the Annual General Meeting to be held on 7 March 2017 the election of Paul J. Hälg as new Chairman. Paul J. Hälg has successfully managed the Datwyler Group as CEO from 2004 until 2016. Together with the Board of Directors he has shaped the realignment of the Group and the sustainable increase of profitability. Before joining Datwyler, the 62-year-old Swiss served on Forbo Group's Executive Board as Executive Vice President of Forbo Adhesives. From 1986 to 2001, he held a number of management positions with Gurit-Essex (Gurit-Heberlein Group), ultimately as CEO. In the five years prior to that, he worked for the Swiss Aluminium Group. Paul J. Hälg is Chairman of publicly listed Sika Ltd and a member of the Board of Directors of Dätwyler Cabling Solutions AG, a sister company of publicly listed Dätwyler Holding Inc. He studied chemistry at the Swiss Federal Institute of Technology Zurich, graduating with a doctorate (DSc).

