



**INVITATION TO THE
ANNUAL GENERAL MEETING
OF DATWYLER HOLDING INC.**

Wednesday, 16 March 2022

To be held in compliance with Swiss COVID-19 Ordinance 3
without the presence of shareholders



IMPORTANT INFORMATION REGARDING COVID-19

The Annual General Meeting of Dätwyler Holding AG will take place on Wednesday, 16 March 2022 as decided by the Board of Directors in compliance with Article 27 of Swiss COVID-19 Ordinance 3.

Due to the uncertainties that existed until very recently caused by the pandemic, we refrained from planning a physical event. The shareholders may therefore exercise their rights exclusively through the independent proxy and are requested to provide their voting instructions to him.

On the electronic platform for the instruction of the independent proxy, there is the possibility to ask questions about the agenda items in the period prior to the Annual General Meeting. For details, please refer to the organisational information on page 16 of this brochure. The answers to the questions will be published as part of the minutes of the General Meeting.

Datwyler Group (www.datwyler.com)

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

SHAREHOLDER'S LETTER

Focused Datwyler achieves profitable growth

- Currency-adjusted revenue growth of 15,0% and EBIT margin of 16,9% from continuing operations.
- Proposal for increased cash dividend of CHF 4.20 per bearer share.
- Following the sale of Reichelt, Datwyler is focusing exclusively on system-critical elastomer components.
- Opening up of attractive Chinese healthcare market through strategic acquisition.
- For 2022, Datwyler is aiming to achieve the lower value in its medium-term target range for the EBIT margin of 18% to 21% in 2022. Revenue growth should also in 2022 exceed the upper value of the medium-term target range of 6% to 10%.

Datwyler experienced high demand in 2021 thanks to strong positions in attractive markets and leading core competencies. In comparison with the previous year, our sales markets and production were significantly less impacted by the negative effects of the pandemic. The safety concepts and rules of conduct at the sites were optimized continuously and proved to be effective, enabling us to protect our employees' health and guarantee delivery capacities for our customers at all times.

Profit increase and higher dividend

The figures reported for the year 2021 are influenced by the sale of the online distributor Reichelt at the end of September. Datwyler's reported revenue rose to CHF 1'101.7 million (previous year: CHF 1'069.2 million). Reichelt's revenue contribution for the first nine months of the year was CHF 154.1 million. The profit figures reported also include contributions from Reichelt for the last time. At the level of the operating result (EBIT), this contribution was CHF 15.4 million from the operating business and CHF 58.4 million profit from the sale of the subsidiary. Datwyler thus achieved a total EBIT of CHF 234.2 million and a net result of CHF 194.0 million for 2021. In view of the strong and sustainably profitable growth, the Board of Directors will ask the Annual General Meeting to pay a substantially increased cash dividend of CHF 4.20 per bearer share (previous year: CHF 3.20) and CHF 0.84 per registered share (previous year: CHF 0.64). This equates to an increase of 31,3% in the total dividend to CHF 71.4 million (previous year: CHF 54.4 million).

Record revenue from continuing operations

Datwyler was able to significantly increase revenue from continuing operations in all business units. Our record revenue figure of CHF 947.6 million (previous year: CHF 823.3 million) constitutes currency-adjusted growth of 15,0% (the currency effect was negligible). We surpassed average growth rates in all the markets we serve and are 8,0% above the pre-pandemic levels from 2019. Having been hit particularly hard by the pandemic in 2020, the Mobility and General Industry business units also performed encouragingly. The Mobility business unit, for example, acquired more new projects than it ever has in the past. In the Food & Beverage business unit, Datwyler grew successfully together with its coffee customers. In total, the Industrial Solutions business area (Mobility, General Industry and Food

& Beverage) generated currency-adjusted revenue growth of more than 13%. The Healthcare Solutions business area posted currency-adjusted revenue growth of 16,0%. Here, Datwyler supports the leading pharmaceutical companies with the provision of COVID-19 vaccines. We are proud to make an important contribution to the global fight against the pandemic with our system-critical components.

Sustainable increase in profitability

Thanks to strong growth, continual efficiency improvements and strict cost management, the EBIT for continuing operations increased over-proportionally by 23,2% to CHF 160.4 million (previous year: CHF 130.2 million). As a result, the EBIT margin improved significantly to 16,9% (previous year: 15,8%). The net result for continuing operations rose by 17,6% to CHF 123.7 million (previous year: CHF 105.2 million). In comparison with 2019, both EBIT and the EBIT margin for continuing operations are well above pre-pandemic levels.

Transformation complete – focus on organic growth and targeted acquisitions

With the sale of online distributor Reichelt in autumn 2021, Datwyler's strategic transformation into a specialist in system-critical elastomer components is now complete. In the forthcoming phase, we will focus on organic growth and targeted acquisitions so as to bolster existing business sustainably. Our strong balance sheet, our highly distinctive core competencies and the associated competitive advantages provide an ideal basis from which to accelerate the implementation of our growth strategy and overcome the challenges of the pandemic. We will also continue to make acquisitions in order to open up new geographical markets, technologies or related product segments. The companies we acquire must be suited to Datwyler in terms of strategy, core competencies and culture. A current example of a targeted acquisition is the takeover of Yantai Xinhui Packing in China that was announced in December 2021. With this transaction, Datwyler has gained direct access to the fast-growing healthcare market in China and filled an important strategic gap. Yantai Xinhui Packing's modern production facility with reserve capacity offers an optimal platform for manufacturing our product range for the Chinese healthcare market locally.

Two-thirds of revenue in low cyclical, structurally growing markets

Datwyler generates around two-thirds of its revenue in low cyclical, structurally growing markets like healthcare and food & beverages. The healthcare market in particular has long-term structural growth drivers that are independent of economic trends and the COVID pandemic. The aging society in the industrial countries, the rapidly growing middle class in the emerging countries, the increasing rates of chronic diseases like diabetes and the use of injections as the preferred method for administering medicines are keeping growth rates high.

System-critical elastomer components with low cost share and high barriers to entry

Datwyler's elastomer components perform critical functions in our customers' systems. In vehicle brakes or pre-filled syringes, for example, they make a vital contribution to the safety of car drivers and patients all around the world. Despite their importance for the quality of the end products, Datwyler's components are set apart by the fact that they account for a low share of the overall costs of customer systems. Furthermore, the barriers to entry are high due to the long learning curve and the strict regulatory requirements. New trends and technologies mean that the demand for increasingly powerful and complex products is rising. In many cases, our system-critical components are one of the things that make technological progress possible in the first place. We have summarized this potential in our mission statement: «We materialize ideas for a safer, smarter and more sustainable world.»

Core competency-based market development and innovation

By bundling our technological core competencies in the Technology & Innovation Group function, we enhance our capacity for innovation and increase the share of our new primary products in total revenue. In the healthcare business, among our promising innovation projects are the coated Neoflex components for pre-filled syringes and the soft dry electrodes for measuring brain, heart and muscle activity in wearable devices. Besides medical technology, applications in the fields of lifestyle, sport and computer games are also evolving. In the Mobility business, Datwyler is continuing to develop its material and technology portfolio. The electroactive polymer (EAP) technology and the electrically and thermally conductive ETEMI materials will open up new applications in the vehicle of the future. We are therefore confident that, thanks to our leading core competencies, we will be able to utilize the transformation to electromobility to increase our component number and revenue per vehicle.

Further improvement in agility and digital competencies

In addition to the core competencies, the innovation pipeline and the expansion of production capacities, it is our proven strategic priorities that enable us to proactively seize market opportunities and accelerate organic growth. We have been facilitating profitable growth, increasing our agility, accelerating digitalization and promoting sustainability for a number of years now. In parallel to the actual digitalization process, we have significantly increased network and cyber security in recent years. With our modern management culture, we are continuously implementing our vision of being a self-learning organization.

Enhanced sustainability strategy

One of the things we launched in the year under review was our enhanced sustainability strategy. We introduced 12 focus topics in order to reduce our environmental footprint and deliver more value for all stakeholders. The focus topics are structured according to Environmental, Social and Governance dimensions and are intended to close gaps and build on existing strengths. Each topic bundles activities relating to current and future projects, and contains clear responsibilities with measurable objectives and quantifiable key figures for effective management. Datwyler has been a member of the UN Global Compact since 2009 and aims to attain climate neutrality (scope 1 and 2) at all its sites by 2030.

Confirmation of the medium-term target ranges

On the basis of its high order backlog and increased use of new production capacities and the positive change in the Healthcare product mix, we are confident that we will be able to reach the target ranges we set for ourself, namely to increase revenue by between 6% and 10% and to achieve an EBIT margin of 18% to 21%, in the medium term. However, the rising costs of raw materials, upstream products, energy and logistics services will present an increasing challenge in 2022. Despite this, Datwyler is aiming to achieve the lower value in its target range for the EBIT margin in 2022. Revenue growth should also in 2022 exceed the upper value in the target range.

Changes to the Board of Directors

For personal reasons, Hanno Ulmer will not be available for re-election at the 2022 ordinary Annual General Meeting. We would like to thank him for his valuable work over the last seven years. Judith van Walsum will be nominated for election as a new Director and a representative of the public shareholders. Judith van Walsum is Chief Financial Officer and Head of IT at Roche Diabetes Care, a globally active division of the Roche Group.

A very special thank you goes once again to our employees. Despite pandemic-related constraints both at work and in private, they continued to achieve excellence day in, day out. Thanks to their exemplary work, we were able to supply our customers with important products at all times, and that is something we as a company and our employees can be very proud of. We also thank our customers for their trust and flexibility. Both are necessary to overcome the challenges of a pandemic. Finally, we would like to take this opportunity to thank you, our 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 2021

1.1 Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2021

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 2021, taking note of the auditors' reports.

Notes

The full Annual Report will be available on the Datwyler website from 18 February 2022: www.datwyler.com > Investors > Publications. Dätwyler Holding Inc. has appointed KPMG AG, Zurich, as the statutory auditor. Notes regarding performance can be found in the letter to shareholders on pages 2 to 4 of this document.

1.2 Advisory Vote on the Remuneration Report 2021

Proposal

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2021.

Notes

The remuneration report forms part of the Annual Report and will be available on the Datwyler website from 18 February 2021: www.datwyler.com > Investors > Publications. According to the report produced by the statutory auditor KPMG AG, Zurich, the remuneration report for the 2021 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 and a grant of Datwyler bearer shares. The grant of bearer shares as of 1 June 2021 was based on a fixed amount and the average share price of the 20 trading days prior to the grant date. Due to the significantly higher share price compared to the previous year, the number of granted shares decreased by 45,3% in the year under review. Remuneration for the Executive Management consists of a fixed base salary, a variable incentive, a long

term incentive plan with performance share units and benefits such as a retirement pension, insurance and perquisites. For the 2021 fiscal year, total remuneration for the members of the Board of Directors amounted to CHF 2.1 million (previous year 2.3 million), while the total for members of the Executive Management was CHF 5.9 million (previous year 7.4 million). One member of the Executive Management resigned on 30 September 2021 and was not replaced. As of 31 December 2021, the Executive Management comprised four members. 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 2021

Proposal

Proposal by the Board of Directors:

Dividend of CHF 0.84 per registered share of CHF 0.01 each	CHF	18'480'000
Dividend of CHF 4.20 per bearer share of CHF 0.05 each	CHF	52'920'000
Balance forward	CHF	446'228'488
Total	CHF	<u>517'628'488</u>

Notes

The reported net result of the Group in 2021 was CHF 194.0 million and that of continuing operations CHF 123.7 million. In view of the strong and sustainable profitable growth, the Board of Directors proposes to the Annual General Meeting a significantly increased cash dividend of CHF 4.20 per bearer share and CHF 0.84 per registered share. This corresponds to a 31,3% increase in the total dividend to CHF 71.4 million (previous year CHF 54.4 million). The statutory auditor confirms in its report that the proposal regarding appropriation of retained earnings is consistent with both the law and the Articles of Association. Assuming the proposed appropriation of retained earnings is approved, the dividend will be paid free of charge with effect from 22 March 2022 after deduction of withholding tax at 35%. The ex-dividend date is 18 March 2022.

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 2021 fiscal year.

Notes

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

4. Elections Chairman and Members of the Board of Directors

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

Notes

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

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

Proposal

The Board of Directors proposes to the special meeting of holders of bearer shares to renominate 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 renominate 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 has been President of Swissmem, the association of the Swiss mechanical, electrical and metalworking industries, since the beginning of 2021. 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 two small 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 nominate Dr. Judith van Walsum as candidate to represent them in the Board.

Notes

Dr. Judith van Walsum (1964, NL), proposed for election by the Board of Directors, has been Chief Financial Officer (CFO) and Head of IT at Roche Diabetes Care, a globally operating business division of Roche Group with some 4'500 employees and over CHF 1.5 billion in revenue since 2018. As member of the Diabetes-Care leadership team, she is co-accountable for strategy development and implementation, as well as the advancement of the offer toward an integrated, personalized diabetes management. From 2004 to 2018, the 57-year-old Dutchwoman has held diverse global managerial functions for Roche Group, among which Head of HR Operations and 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 Frank-

furt. Dr. Judith van Walsum has undergone studies at several universities and has 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

Dr. Paul Hälg (1954, CH) was appointed to the Board of Directors and President of Dätwyler Holding AG 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 AG. 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 Dr. 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. Dr. 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

Dr. Hanspeter Fässler (1956, CH) has been a member of Datwyler Holding AG 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 Datwyler Holding AG. 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, 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 Implen 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/BWL.

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

Dr. 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 Zraggen 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, Dr. 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). Dr. 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: reelection of Jens Brey).

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: reelection 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: election of Dr. Judith van Walsum).

5. Election Chairman and Members of the Nomination and Compensation Committee

5.1 Reelection of Dr. Hanspeter Fässler as Member and Chairman 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 Dr. Hanspeter Fässler.

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

Proposal

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

Notes

See 4.4 for a profile of Claude R. Cornaz.

5.3 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

Reelection of KPMG, Zurich, as auditors for the financial year 2022.

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. KPMG 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 Dätwyler Group in addition to its audit mandate.

7. Election Independent Proxy

Proposal

Reelection of Remo Baumann, lic. iur., lawyer, as Independent Proxy until the adjournment of the next ordinary Annual General Meeting following conclusion of the 2022 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 2022 until the ordinary Annual General Meeting 2023, of which CHF 0.6 Mio. for cash remuneration plus CHF 1.5 Mio. for granting of Dätwyler Holding AG bearer shares.

Notes

According to art. 21b of the Articles of Association, the Annual General Meeting approves each year, for the period until the next Annual General Meeting, the Board of Directors' proposals regarding the maximum remuneration amounts for the Board of Directors. The remuneration system for the Board of Directors envisages all members receiving the same basic amount. Supplementary amounts are then considered for chairmanship and 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. Since the 2018 fiscal year, the grant of bearer shares has been based on a fixed amount and the average share price of the 20 trading days prior to the grant date. The remuneration report contains a detailed description of the remuneration structure for the Board of Directors. The Annual Report will be available on the Datwyler website from 18 February 2022: www.datwyler.com > Investors > Publications.

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

Proposal

Proposal by the Board of Directors: Approval of a total sum of CHF 7.0 Mio. for remuneration of the Executive Management for the fiscal year 2023, of which CHF 4.5 Mio. for cash remuneration (fixed base salary, variable incentive, benefits) plus CHF 2.5 Mio. for the maximum value at grant of the Performance Share Units awarded under the new long-term incentive plan.

Notes

According to art. 21c of the Articles of Association, the Annual General Meeting approves each year, for the next fiscal year, the Board of Directors' proposals regarding the maximum remuneration amounts for the Executive Management. The maximum total amount proposed is slightly lower than the previous year's figure. The remuneration system for members of the Executive Management includes a fixed base salary in cash, a variable incentive and with effect from the 2018 fiscal year, a long-term incentive plan in the form of performance share units. There is an upper limit for all variable remuneration components. For both the variable incentive and the long-term incentive plan, the performance of the Datwyler Group is compared against a selection of similar companies. In order to achieve the target of a 100% payment, the median value for the peer group must be achieved across both remuneration components. If all peer companies are beaten, the 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 of the Annual Report 2021. The Annual Report is available on the Datwyler website from 18 February 2022: www.datwyler.com > Investors > Publications.

ORGANIZATIONAL INFORMATION

The Annual General Meeting of Dätwyler Holding AG will take place on Wednesday, 16 March 2022 as decided by the Board of Directors in compliance with Article 27 of Swiss COVID-19 Ordinance 3. Due to the uncertainties that existed until very recently caused by the pandemic, we refrained from planning a physical event. The shareholders may exercise their rights exclusively through the independent proxy and are requested to provide their voting instructions to him. On the electronic platform for instructing the independent proxy, you will have the opportunity to ask questions about the agenda items in the period prior to the Annual General Meeting. The answers will be published as part of the minutes of the General Meeting.

Documents

As per 18 February 2022 the Annual Report 2021, containing the State of the Company Report, the Company Financial Statement, the Group Consolidated Financial Statement and the auditors' reports, is available on the Company's website (www.datwyler.com > Investors > Publications).

Ordering of instruction form

Bearer shareholders can order their instruction form until 11 March 2022 via their respective depository bank or by submitting a written blocking instruction from their depository bank to Segetis AG, Platz 4, 6039 Root D4 (T +41 41 541 9100, F +41 41 541 9101, netvote@segetis.ch), the company appointed by us. 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, Platz 4, 6039 Root D4 (T +41 41 541 91 00, F +41 41 541 91 01, netvote@segetis.ch). The instruction forms will be sent by 15 March 2022 at the latest. After receipt of the documents, shareholders may give their voting instructions to the independent proxy electronically via the online platform or by mail.

Proxy Appointment

Shareholders may be represented exclusively by the independent proxy Mr. Remo Baumann, Attorney, Partner at Baumann Inderkum & Muheim, Marktgasse 6, 6460 Altdorf. Please note that the written instruction form must be received by no later than 15 March 2022, 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 also applies in the event that voting takes place on proposals that were not listed 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://datwyler.netvote.ch>. Shareholders will receive the necessary login information with the instruction form. The electronic platform provides the opportunity to ask questions about the agenda items in the period prior to the General Meeting. The answers will be published as part of the minutes of 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, 18 February 2022

Datwyler Holding Inc.

On behalf of the Board of Directors

Chairman: Dr. Paul Hälg



Datwyler Holding Inc.

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