

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

Thursday, 14 March 2024, 5 p.m.
Theater Uri / Tellspielhaus
Schützengasse 11, 6460 Altdorf, Switzerland



INVITATION

Dear Shareholders

We are pleased to invite you to the Annual General Meeting of Dätwyler Holding Inc. The meeting will be held on **Thursday, 14 March 2024, 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

Dätwyler – leading provider of high-quality, system-critical elastomer components (www.datwyler.com)

In billions of syringes and in every second car around the world, Dätwyler 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. Dätwyler 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 Dätwyler 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, Dätwyler has been listed on the SIX Swiss Exchange since 1986 (security number 3048677).

SHAREHOLDER'S LETTER

Temporary margin pressure due to loss of the COVID business and under-utilization

Dear Shareholders

The 2023 financial year was marked by the nearly complete loss of the high-margin COVID business and the reduction of high security stocks among customers from nearly all sectors. These two one-off negative effects weighed on revenue development and led to under-utilization of the recently expanded production capacities and to an unfavorable development in the product mix. However, thanks to the intact megatrends and the company's strong market position, Datwyler was able at the same time to gain a number of promising new projects with new and existing customers.

Maintained revenue despite significantly negative currency effect

Despite the destocking among customers, Datwyler was able to maintain revenue at the prior year's level at CHF 1.151.5 million (previous year: CHF 1.150.6 million). The two companies acquired in the previous year, QSR and Xinhui, were taken into account for a twelve-month period for the first time. This led to a positive acquisition effect of CHF 55.0 million or 4,8%. The strong Swiss franc caused substantial negative currency effects of CHF 50.4 million or -4,4%, resulting in a slight organic decrease in revenue of 0,3%.

Emerging from the low point: margin to recover in the second half of the year

At the level of EBIT, the insufficient capacity utilization due to destocking among customers, the one-off restructuring costs and the temporarily higher energy costs led to a decline to CHF 120.4 million (previous year: CHF 149.2 million). The EBIT margin temporarily declined to an unsatisfactory 10,5% (previous year: 13,0%). Despite negative seasonal effects and restructuring costs, the EBIT margin recovered in the second half of the year, and at 10,9%, exceeded the figure from the first six months (10,0%). In the process of optimizing our cost structures, we took care to maintain our capacities and competencies for processing new customer projects to ensure medium-term growth potential was not put at risk. Due to the lower EBIT and the significantly higher financial expenses, the net result declined to CHF 66.8 million (previous year: CHF 104.8 million). The net result per share came to CHF 3.93 (previous year: CHF 6.16). The strong Swiss franc also had a significant negative impact on the profit figures in the reporting year.

Stable dividend

The cash flow statement normalized in 2023 compared to the previous year, which was affected by acquisitions. Cash from operating activities amounted to CHF 194.9 million (previous year: CHF 118.6 million). Through advanced investments, we were able to reduce our investment activity significantly. Accordingly, free cash flow in 2023 improved to a strong CHF 136.7 million. This allows us to further strengthen the balance sheet and still propose a stable dividend. The Board of Directors proposes to the Annual General Meeting a cash dividend of CHF 3.20 per bearer share and CHF 0.64 per registered share.

Technological advances open up further growth potential

Thanks to the expansion of its production capacities and on-schedule integration of the most recent acquisitions, Datwyler is in a strong position strategically to tap into the attractive potential for profitable growth in the markets it serves. Technological advances mean the systems of our customers and the end products in which our system-critical components are used are becoming increasingly powerful, but also more complex. This increases the mechanical, thermal and chemical requirements of our components, but also opens up new applications and additional growth potential. One example of this is the trend toward biotechnological medicines which can only be administered by injection. Already over half of FDA-approved medicines are injectable. The required injection devices, whether it be syringes or portable auto-injectors, only function with high-quality elastomer components. Another example is the electrification of vehicles. In the drive train, batteries, and driver assistance systems, high-quality Datwyler products made from newly developed materials make a significant contribution to the functioning of subsystems and the safety of drivers and passengers.

New customers and projects thanks to strengthened core competencies

In order to leverage these new growth opportunities, we have continuously strengthened our recognized core competencies over the years by commissioning a central technology and innovation lab and expanding the material development and engineering teams. Through the combination of our solution design, materials expertise, and operational excellence, we are able to support our customers as development partners from the design study and the prototype phase through to global serial production. At the same time, our three core competencies allow for high levels of synergies across all business units. In the reporting year, we introduced, among other things, the new UltraShield film coating for healthcare components and new products for temperature management in batteries. We also achieved significant progress in industrializing electroactive polymers in a patented stacked design. The new products, coupled with our strong market position, have resulted in a large number of promising new projects with new and existing customers. Particularly in Healthcare Solutions, Mobility, and General Industry, we have gained several global innovation leaders as new customers, all of which have the potential to develop into long term major customers .

Further development of sustainability in difficult conditions

Datwyler has a comprehensive sustainability strategy with twelve focus topics structured in line with the globally established ESG concept (Environmental, Social, and Governance). Each topic bundles activities and projects, and contains clear responsibilities with measurable objectives for effective management. This way, we take account not only of our impacts on the environment and society, but also the effects of ecological, social, and regulatory developments on the company. To the benefit of our stakeholders, we have driven forward our sustainability activities, despite the difficult environment. This is evident, among other things, in the EcoVadis gold standard, which places us among the top 5% of the more than 100'000 companies analyzed. The positive ratings from regularly conducted employee and customer surveys also motivate us.

Considering currency-adjusted revenue, we further reduced the consumption of heating fuels, electricity as well as waste volume per revenue unit again in the year under review. The share of electricity from renewable sources has increased further to 38,3%. With a new human rights guideline and updated code of conduct, we are raising awareness among employees, suppliers, and customers of possible human rights risks in our own operations and along the value chain. In addition, selected sustainability information is now subject to a limited assurance by the auditors.

Changes in the Executive Management

As announced in October 2023, after seven years as CEO and 18 years in Datwyler's Executive Management, Datwyler CEO Dirk Lambrecht (63) has decided to relinquish his operational roles at the end of March 2024. He will be proposed for election to the Board of Directors at the upcoming General Meeting. The Board of Directors thanks Dirk Lambrecht on behalf of the shareholders and employees for his high level of commitment to Datwyler. For almost two decades, he has succeeded in expanding the current business organically with system-critical elastomer seals and through acquisitions. The Datwyler Board of Directors has appointed Volker Cwielong (46) to take over as new CEO on 1 April 2024. He has broad-based entrepreneurial leadership experience that also includes the successful market launch of new product lines, acquisitions, and reorganizations. Most recently, he was responsible for the globally operating Purem business area of the German automotive supplier Eberspächer.

Further, the Board of Directors has appointed Judith van Walsum as new CFO and Head of the Group function Finance & Shared Services. She succeeds Walter Scherz, who has decided to pursue a new professional challenge outside Datwyler. Judith van Walsum has held various global management positions at Roche Group since 2004, most recently as CFO and Head of IT at Roche Diabetes Care with revenues of more than CHF 1.4 billion. She has also been a member of the Datwyler Board of Directors since the 2022 Annual General Meeting and so is already familiar with the company. She will not stand for re-election to the Board at the forthcoming Annual General Meeting on 14 March 2024. In Judith van Walsum we are gaining a proven manager with extensive financial and strategic expertise as our new CFO. Her career path will enable her to strengthen the pharma and healthcare expertise in Datwyler's Executive Management and she will be an asset to that body.

Judith van Walsum will take over as CEO effective 1 June 2024. Until then Walter Scherz will remain CFO and ensure a smooth handover. Walter Scherz joined Datwyler in 2012 and held various positions, finally as CFO since 2020. We would like to thank Walter Scherz warmly for the fruitful and agreeable working relationship and for the commitment and dedication he has shown to Datwyler. I very much regret his decision and wish him all the best for his future career.

Cautiously optimistic outlook despite challenging environment

In the immediate future, the focus will be on achieving profitable organic growth by scaling the business model and production capacities and on strengthening the balance sheet. In the process, Datwyler intends to tap into the potential of its existing customers and markets more effectively, extend the markets it can serve with high-quality products, expand into new regions with the Healthcare and Connectors business units and increase the share of revenue generated by new products from the innovation pipeline. The large number of promising new projects with existing and new customers shows that the growth trends are intact in the markets with high entry barriers that Datwyler serves. For that reason, Datwyler confirms the medium-term objectives communicated to date.

Despite a challenging environment, Datwyler remains cautiously optimistic for the year 2024 on the whole. On the one hand, sustainably optimized cost structures, lower energy costs, the continuous recovery of the Connectors business unit, and the decline in the price of raw materials expected for this year should support the margin. On the other hand, geopolitical uncertainties, the strengthening of the Swiss franc, ongoing destocking at customers, recessive tendencies, and the modest forecasts for the global Mobility and General Industry markets call for caution. Accounting for the opportunities and risks, we expect organic revenue growth in the low single-digit percentage range and an improved EBIT-margin.

Thanks

We would like to take this opportunity to send a heartfelt thanks to our employees for the high level of commitment they show to Datwyler. It is the competencies and creativity of each and every employee which makes the development of new products and acquisition of new customer projects possible. We would also like to show our gratitude to our new and existing customers for the trust they place in us with every new order. Our shareholders also deserve our thanks for their loyalty to our company.

On behalf of the Board of Directors and the Executive Management



Dr. Paul Hälg, Chairman



Dirk Lambrecht, CEO

AGENDA

1. Reporting on the financial year 2023

1.1 Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2023

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 2023, taking note of the auditors' reports.

Notes

The full Annual Report is available on the Datwyler website (www.datwyler.com > Investors) or at the company's registered offices from 7 February 2024. It is also available by scanning the QR code on page 18 of this brochure. Dätwyler Holding Inc. has appointed KPMG AG, Zurich, as the statutory auditor. Notes regarding the performance can be found in the letter to the shareholders on pages 1 to 4 of this document.

1.2 Approval of the Sustainability Report 2023

Proposal

The Board of Directors proposes that shareholders approve the Sustainability Report 2023, taking note of the auditor's report.

Notes

The Sustainability Report forms part of the Annual Report and is available on the Datwyler website (www.datwyler.com > Sustainability) or at the company's registered offices from 7 Februar 2024. It is also available by scanning the QR code on page 18 of this brochure. For the first time, KPMG AG, Zurich, as an independent auditor, has undertaken a limited assurance engagement on selected sustainability information and confirmed this in a report. An overview of our sustainability performance and activities can be found in the highlights section of the report.

1.3 Advisory Vote on the Remuneration Report 2023

Proposal

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2023 taking note of the auditor's report.

Notes

The remuneration report forms part of the Annual Report and is available on the Datwyler website (www.datwyler.com > Investors) or at the company's registered offices from 7 February 2024. It is also available by scanning the QR code on page 18 of this brochure. According to the report by the statutory auditor KPMG AG, Zurich, the remuneration report for the 2023 fiscal year complies with Swiss law, in Articles 734a-734f of the Swiss Code of Obligations. 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 2023 was based on a fixed amount and the average share price of CHF 222.06 in the time frame from 17 April to 15 May 2023. The granted shares are blocked for a period of five years. For the 2023 fiscal year, total remuneration for the members of the Board of Directors amounted to CHF 2.1 million (previous year 2.0 million). Of this amount, CHF 520'000 are related to the fixed base salary, CHF 1.4 million to the market value of the share grant and CHF 118'744 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 2023 fiscal year, total remuneration for the members of the Executive Management was CHF 4.9 million (previous year 4.5 million). Of this amount, CHF 1.8 million related to the fixed base salary, CHF 921'521 to the variable incentive, CHF 1.2 million to the grant value of the performance share units and CHF 953'188 to social insurance contributions and perquisites. Datwyler has included three sustainability measures with a weighting of 20% in the calculation of the variable incentive. The performance indicators of net revenue growth and EBIT improvement compared with a group of similar companies are included at 40% each. The Executive Management consists since 1 November 2022 of five members.

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

2. Appropriation of retained earnings 2023

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	<u>491'616'327</u>
Total	CHF	<u>546'016'327</u>

Notes

Net result amounted to CHF 66.8 million in 2023 (previous year CHF 104.8 million). Due to the significant recovery in free cash flow to CHF 136.7 million, the Board of Directors proposes to the Annual General Meeting an unchanged cash dividend of CHF 3.20 per bearer share and CHF 0.64 per registered share. 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 20 March 2024, after deduction of 35% withholding tax. The ex-dividend date is 18 March 2024.

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 2023 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, Swiss), 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. As CEO of the listed SFS Group (since 2016) Jens Breu knows Datwyler's target markets and is very familiar with the strategic issues of a global component supplier. He has worked for SFS since 1995 and has acquired broad entrepreneurial experience in various functions. Among other things, Jens Breu contributed to shaping the SFS presence in the USA for eight years as Head of Production. 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, Swiss), 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. As the former CEO of automotive supplier Autoneum, Martin Hirzel has in-depth knowledge of the global automotive industry, an important sales market for Datwyler. He also contributes his many years of experience in China and Asia amongst other skills to the Datwyler Board. He has been President of Swissmem, the association of the Swiss mechanical, electrical and metalworking industries, since 2021. He is also Vice-Chairman of Economiesuisse and President 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 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 Dirk Lambrecht as candidate to represent them in the Board.

Notes

Dirk Lambrecht (1960, DE/CH) has been CEO of the Datwyler Group since 2017. He will step down from this position at the end of March 2024. Prior, he led the Sealing Solutions Division, in which the divisions previously known as Sealing Technologies and Pharma Packaging were combined. He was head of the Sealing Technologies division from 2005 to 2012. Before joining the Datwyler Group, he led Phoenix Traffic Technology GmbH, a subsidiary of Phoenix AG. Prior to that, from 1987 to 2003, he held a number of international management positions with Phoenix AG in Hamburg. Dirk Lambrecht is a member of the Board of Directors of Dätwyler IT Infra AG, a sister company of the publicly listed Dätwyler Holding Inc. He is also a board member of Swissmem, the Swiss association of mechanical and electrical engineering industries and also Industrie- und Handelskammer Zentralschweiz (IHZ) and is on the Advisory Board of «Venture», a joint initiative of ETH Zürich, McKinsey & Company, Knecht Holding, Innosuisse and EPFL. He earned a degree in mechanical engineering, specialising in apparatus engineering, from Hamburg University of Applied Sciences and completed additional studies, including programmes at the Management School of St. Gallen.

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, Swiss) 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. As former Datwyler CEO (2004 to 2016), he knows the company's markets and potential. Having been CEO and Chairman of listed companies for many years, he is very familiar with strategic issues. Furthermore, as a PhD chemist, he has a link to elastomer technology which is relevant for Datwyler. 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, Swiss) 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 startups ANYbotics AG and Gravis Robotics AG and thanks to his ETH PhD in mechatronics/robotics, he contributes expertise in automation, digitalization, technology and innovation amongst other skills 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 Implenla 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, Swiss) 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. As a member of the majority shareholder family, Claude R. Cornaz has been steering the strategic course of the listed Vetropack Group since 2000 as former CEO and current Chairman. He enriches the Datwyler Board with his entrepreneurial experience, among other skills. From 2000 to 2017, Claude R. Cornaz led the Vetropack Group as a delegate of the Board of Directors and CEO. He has been Chairman of the Board of Directors of Vetropack Holding Ltd. since 2018. Furthermore, he is 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, Swiss) was appointed to the Board of Dätwyler Holding Inc. at the 2015 Annual General Meeting. He is Chairman of the Audit Committee. As a long-standing CFO and director of listed companies, he contributes his comprehensive experience in finance, auditing and business development amongst other skills to the Dätwyler Board. 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, Swiss) 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. As PhD in law and former member of the Swiss Parliament, Gabi Huber contributes her experience in law, compliance and governance amongst other skills to the Dätwyler Board of Directors. 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 and since November 2023 Member of the Board of Directors of Credit Suisse (Switzerland) Ltd. 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).

Notes

See 4.1.1 for a profile 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).

Notes

See 4.1.2 for a profile 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 Dirk Lambrecht).

Notes

See 4.1.3 for a profile of Dirk Lambrecht.

5. Election Members and Chairman 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 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 2024.

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 2024 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 2.35 million for remuneration of the Board of Directors for their service from the ordinary Annual General Meeting 2024 until the ordinary Annual General Meeting 2025, of which CHF 0.65 million for cash remuneration plus CHF 1.7 million 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 7 February 2024: www.datwyler.com > Investors or by scanning the QR code on page 18 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 6.3 million for remuneration of the five members of the Executive Management for the fiscal year 2025, of which CHF 4.5 million for cash remuneration (fixed base salary (CHF 1.85 million), variable incentive (1.7 million), Pension and fringe benefits (CHF 0.95 million)) plus CHF 1.8 million 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, a long-term incentive plan in the form of performance share units and pension and fringe benefits. 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 group 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 structures 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 7 February 2024: www.datwyler.com > Investors or by scanning the QR code on page 18 of this brochure.

ORGANIZATIONAL INFORMATION

Documents

As per 7 February 2024 the Annual Report 2023, containing the State of the Company Report, the Company Financial Statement, the Group Consolidated Financial Statement, Sustainability Report, Remuneration Report and the auditors' reports, is available on the Company's website (www.datwyler.com > Investors) and at the company's registered office.

Annual Report



Sustainability Report



Remuneration Report



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

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 Swiss Stock Corporation Act (Art. 689a, para. 2). The admission tickets can be ordered until 11 March 2024 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 / 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 13 March 2024. 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, Markt-gasse 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 13 March 2024, 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.

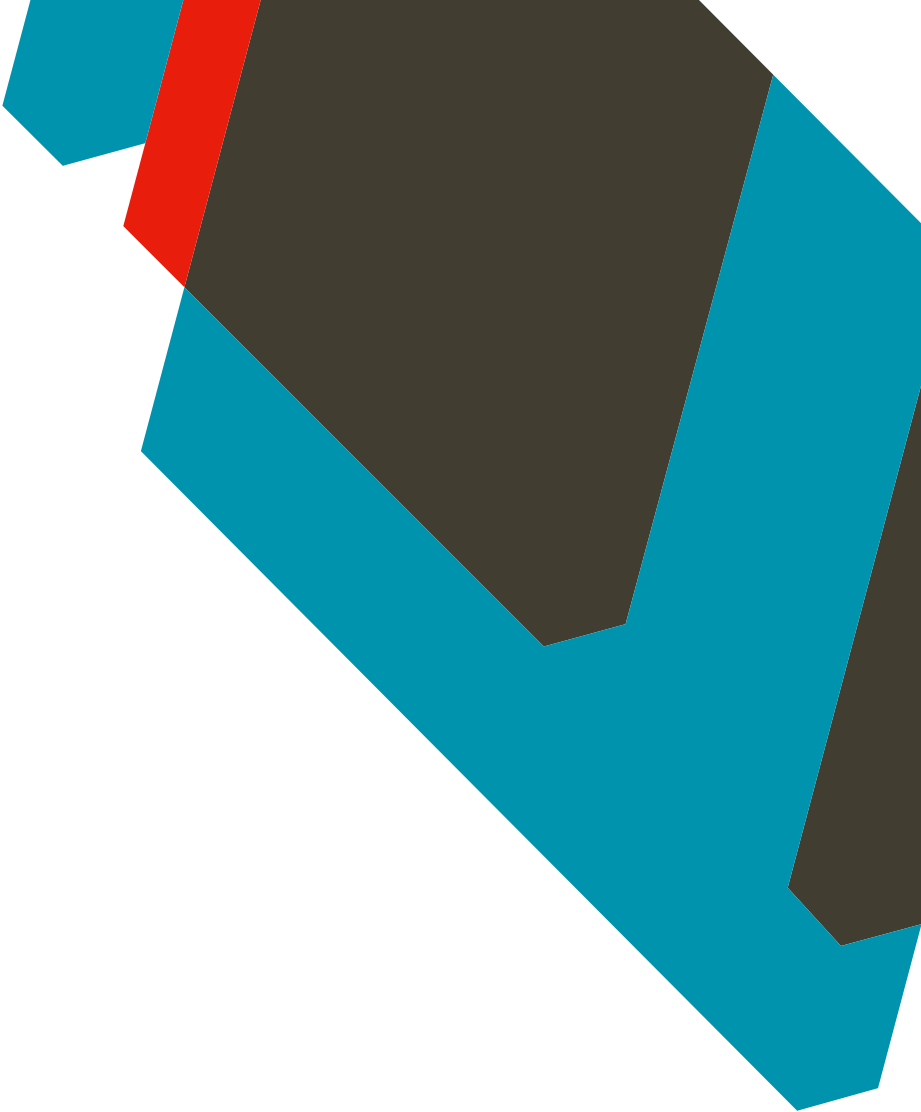
Electronic authorization and instructions for the Independent Proxy

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, 16 February 2024

Dätwyler Holding Inc.

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



Dätwyler Holding Inc.

Gotthardstrasse 31, 6460 Altdorf, Switzerland

T +41 41 875 11 00, F +41 41 875 12 28

info@datwyler.com, www.datwyler.com