



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

Tuesday, 18 March 2025, 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 **Tuesday, 18 March 2025**, at **5.00 p.m.** (doors open at 4.15 p.m.) in the **Theater Uri / Tellspielhaus** at Schützengasse 11 in Altdorf.

The Board of Directors

## **Datwyler – leading provider of high-quality, system-critical elastomer components ([www.datwyler.com](http://www.datwyler.com))**

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

# SHAREHOLDER'S LETTER

## Transformation program as accelerator for profitable growth

*Datwyler generated revenue of CHF 1'107.7 million and increased its adjusted EBIT margin to 10,7% in 2024, despite weak markets and tangibly negative currency effects. Solid free cash flow allows an unchanged cash dividend of CHF 3.20 per bearer share to be proposed to the Annual General Meeting. The «ForwardNow» transformation program will accelerate the planned growth in revenue and profitability. The one-off costs associated with this program had a negative impact of CHF 37.9 million on the result in the reporting year, with the reported EBIT amounting to CHF 80.2 million. Over the medium-term and in a normal operating environment, the company expects annual organic revenue growth in the higher single-digit percentage range and an EBIT margin of 17% plus. In light of market forecasts, Datwyler is cautiously optimistic and expects to see a continuous increase in revenue and profitability.*

### **Dear Shareholders**

Datwyler continued to invest in its growth capability and achieved a solid result in a challenging market environment in the 2024 reporting year. The acquisition of many new customer projects shows that long-term growth trends are intact in the markets that the company serves, despite the current weakness in demand. By launching the «ForwardNow» transformation program, Datwyler will accelerate the planned increase in revenue and profitability.

### **Solid revenue development despite declining markets**

In the year under review, Datwyler generated revenue of CHF 1'107.7 million (previous year: CHF 1'151.5 million). In a weak environment in four out of five relevant markets, this corresponds to a currency-adjusted decline of 1,4%. Around half of this is attributable to the loss of revenue of high-margin components for COVID-19 vaccines. Negative currency effects, primarily due to the strong Swiss franc, amounted to CHF 27.4 million or 2,4%. In the key healthcare market in particular, demand remained weak due to customers' reduction of safety stocks. The automotive market contracted slightly and volume growth in battery electric vehicles was slower than originally expected. In the election year, the US energy market was dominated by high levels of uncertainty and caution.

### **Adjusted EBIT margin above prior year**

As announced in December 2024, Datwyler recognized one-off costs of CHF 37.9 million for the «ForwardNow» transformation program at the level of the operating result (EBIT) in the reporting year. The reported EBIT was thus CHF 80.2 million, while the EBIT margin came to 7,2%. Taking into account these one-off effects, the adjusted EBIT margin increased to 10,7% (previous year: 10,5%) despite declining revenues. In absolute terms, the adjusted EBIT of CHF 118.1 million was broadly in line with the previous year's figure (CHF 120.4 million). Lower financial and tax expenses led to a reported net result of CHF 31.1 million. Taking the one-off effects into account, the adjusted net result amounted to CHF 69.0 million, which is slightly higher than the previous year's figure (CHF 66.8 million).

This corresponds to CHF 4.06 (previous year: CHF 3.93) per share. The strong Swiss franc also had a negative impact on the profit figures. The «ForwardNow» transformation program will already lead to cumulative earning improvements of around CHF 52 million during the three-year program period from 2025 to 2027. After the successful implementation of all measures, Datwyler anticipates sustainable earnings improvements of around CHF 24 million per year.

### **Strong free cash flow enables stable dividend proposal**

Cash from operating activities fell to CHF 171.7 million in the reporting year (previous year: CHF 194.9 million). The previous year was influenced by an extensive reduction in safety stocks related to the pandemic at the Datwyler sites. Systematic action made it possible to reduce trade receivables in the year under review. Due to investments made in previous years, particularly in infrastructure, investment activity was again well below the long-term average. Although the free cash flow of CHF 127.9 million was down on the previous year's high figure (CHF 136.7 million), this is nevertheless a strong result in view of the difficult environment, and one that enables us to further strengthen the balance sheet. The Board of Directors plans to propose a cash dividend of CHF 3.20 per bearer share and CHF 0.64 per registered share to the Annual General Meeting.

### **Transformation program to accelerate profitable growth**

To accelerate the planned growth in revenue and profitability, the Board of Directors and the Executive Committee have launched a comprehensive transformation program called «ForwardNow», as was announced in December 2024. This program will enable the company to exploit key synergies, become even more competitive and position itself better for the future. The potential improvements will be addressed over a period of three years (2025 to 2027) via four action areas:

- Optimization of the international production network: By optimizing our production footprint and better aligning our production technologies toward customer needs in the individual regions and markets, Datwyler will be able to serve its customers around the world even more quickly and efficiently.
- Strengthening of commercial excellence: The sales organization will focus specifically on market segments and customer groups in which Datwyler can achieve profitable growth and position the company even more strongly as a preferred development partner.
- Streamlining of the product portfolio: The strategic focus on high-quality products with a solid margin profile and the gradual elimination of products outside the core business will enable the company to reduce internal complexity and deploy its resources more effectively, among other things for innovative new products.
- A future-proof target operating model: Datwyler will exploit key synergies by gradually adapting its organizational structure and introducing globally aligned processes and company-wide standards. In doing so, it will lay a solid foundation for future growth.

The action areas will be broken down into individual initiatives, advanced within the company and brought together by a dedicated transformation team. In parallel with the transformation program, Datwyler is continuing to invest systematically in innovation and growth projects and is pushing ahead with key activities in the areas of healthcare and the transformation to e-mobility as matters of high priority. The innovation projects are progressing according to plan. The company has put an industrial-scale pilot production line for electroactive polymers (EAPs) into operation. Initial EAP products are currently being evaluated by several customers for various applications. SoftPulse® soft dry electrodes for measuring and monitoring biosignals are in commercial use in a wide range of applications. Development projects with global innovation leaders in the area of smart, wearable devices confirm the high performance of Datwyler's dry electrodes.

### **Medium-term margin target of 17% plus in a normal operating environment**

Datwyler has launched the «ForwardNow» transformation program proactively and from a position of strength. The company enjoys leading positions in attractive markets with long-term growth potential and high barriers to entry. With its clear focus on system-critical components, Datwyler makes a key contribution to the functionality and quality of end products while accounting for a very low proportion of the overall costs of customers' systems. Thanks to our leading competencies in materials, engineering and technology, we generate added value for the demanding applications of our customers, all of whom are innovation leaders with a global presence in their respective industries. With its transformation program, Datwyler is making a targeted investment in its growth capability and ensuring that the company is ideally prepared for the recovery in the markets. Based on the forecasted development of the relevant markets and the sustainable improvements resulting from the transformation program, we expect annual organic revenue growth in the higher single-digit percentage range and an EBIT margin of 17% plus in the medium-term in a normal operating environment.

### **Further progress with sustainability**

Datwyler also made further progress in terms of sustainability in the reporting year. By taking targeted measures, we were able to increase the share of electricity from renewable sources from 38,8% in 2023 to 64,1%. As a result, the Scope 1 and 2 CO<sub>2</sub> emissions of our sites decreased by 32,0%. Water withdrawal also declined at our sites, falling by 7,9% compared to previous year. By joining the Science Based Targets Initiative (SBTi), Datwyler has committed to working toward specific greenhouse gas reduction targets. We already carried out a double materiality assessment in accordance with the EU Corporate Sustainability Reporting Directive (CSRD) and integrated sustainability criteria even more firmly into our existing risk management system in the year under review. By doing so, we paved the way for our next Sustainability Report for the 2025 financial year to meet the requirements of the CSRD. The current Sustainability Report complies with the GRI Standards and the TCFD recommendations as external reporting frameworks as well as Articles 964a–c of the Swiss Code of Obligations. In recognition of our sustainability performance, the internationally renowned rating agency EcoVadis awarded us the Platinum medal, its highest standard, for the first time in 2024. This places Datwyler in the top 1% of more than 150'000 rated companies from over 185 countries.

### **Executive Committee and Board of Directors strengthened**

Since 1 February 2025, the Executive Committee has been strengthened by Michael Höller, who has taken over as Head of the Industrial Solutions business area. Previously, this area had been managed directly by CEO Volker Cwielong under a dual mandate. Michael Höller brings with him more than 30 years of experience in global leadership positions in production and quality management and holds a degree in industrial engineering. As already communicated, Britt Hendriksen will be proposed for election as a new Director and representative of the public shareholders at the Annual General Meeting on 18 March 2025. She has extensive experience in the global healthcare industry, most recently as Group CFO of Unilabs. Previously, she held various global management positions at Novartis for more than 20 years. In response to the Board of Directors' request, Chairman Paul Hälg has accepted to oversee and support the transformation program until the 2027 Annual General Meeting before stepping down from his role for age-related reasons.

## **Outlook for 2025: market environment expected to improve**

Datwyler expects a gradual improvement in the market environment in 2025. The Healthcare Solutions business area is seeing a gradual increase in incoming orders, and is confident that the low point has been passed in terms of customer destocking. In addition, Datwyler will commence serial production of high-quality, FirstLine® standard plungers for drugs for weight reduction (GLP-1) during the first quarter of 2025.

Most forecasts for the global automotive market indicate that there will be slight growth. However, growth in the area of hybrid and battery electric vehicles will be well above the market average, especially in the key market of China. The Mobility business unit has significantly increased the proportion of newly acquired customer projects for electrified applications particularly in the important Chinese market. In the Connectors business unit, the proportion of attractive high-voltage applications in new projects has increased strongly.

Given the new US government's latest position, we expect to see rising demand from the energy industry, which is important for our General Industry business unit. Stable growth is predicted for the global capsule coffee market. Thanks to our close collaboration with the two leading suppliers of coffee capsules, our Food & Beverage business unit should continue to develop well. In light of market forecasts, we are cautiously optimistic and expect to see a continuous increase in revenue and profitability for the company as a whole.

Issues such as general economic trends in key countries, geopolitical tensions and events and increasingly protectionist policies of the new US government are uncertainty factors that could influence the presumed market developments. With its own production sites in the three most important economic regions of Asia, Europe and Americas, Datwyler is also well positioned for this scenario. We are capable of serving our customers predominantly local for local from plants in the corresponding regions.

## **Thank you to our employees, customers and shareholders**

Our employees deserve a big thank you for their exceptional work in a very challenging environment. It is their expertise and commitment that determine Datwyler's performance and potential and it is they who will successfully implement the «ForwardNow» transformation program. We would also like to thank our customers for the trust they place in us with every new order, and our shareholders for their loyalty toward our business.

On behalf of the Board of Directors and the Executive Committee

signed: Dr. Paul Hälg  
Chairman

signed: Volker Cwielong  
CEO

# AGENDA

## 1. Reporting on the financial year 2024

### 1.1 Approval of the Management Report and the Company and Consolidated Financial Statements for 2024

#### Proposal

The Board of Directors proposes that shareholders approve the Management Report, the Company Financial Statement and the Group Consolidated Financial Statement for 2024, taking note of the auditors' reports.

#### Notes

The full Annual Report is available on the Datwyler website ([www.datwyler.com](http://www.datwyler.com) > Investors) or at the company's registered offices since 6 February 2025. 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 2 to 5 of this document.

### 1.2 Approval of the Sustainability Report 2024

#### Proposal

The Board of Directors proposes that shareholders approve the Sustainability Report 2024, 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](http://www.datwyler.com) > Sustainability) or at the company's registered offices since 6 February 2025. It is also available by scanning the QR code on page 18 of this brochure. The Sustainability Report is in accordance with the GRI Standards and TCFD as external reporting frameworks as well as Articles 964a-c of the Swiss Code of Obligations. 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 2024

### Proposal

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2024 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](http://www.datwyler.com) > Investors) or at the company's registered offices since 6 February 2025. 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 2024 fiscal year complies with Swiss law, in particular 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 Committee.

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 3 June 2024 was based on a fixed amount and the average share price of CHF 182.83 in the time frame from 16 April to 15 May 2024. The granted shares are blocked for a period of five years. For the 2024 fiscal year, total remuneration for the members of the Board of Directors amounted to CHF 2'051'238 (previous year CHF 2'069'701). Of this amount, CHF 500'000 are related to the fixed base salary, CHF 1'430'642 to the market value of the share grant and CHF 120'596 to social insurance contributions.

Remuneration for the Executive Committee 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 2024 fiscal year, total remuneration for the members of the Executive Committee was CHF 5'064'896 (previous year CHF 4'584'217). Of this amount, CHF 1'801'213 related to the fixed base salary, CHF 1'257'593 to the variable incentive, CHF 796'975 to the grant value of the performance share units and CHF 1'209'114 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. As at 31 December 2024, the Executive Committee comprised five members. During the reporting year 2024, there were a few months in which two functions were staffed by two people due to two personnel changes.

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 2024

### 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	492'053'276
<b>Total</b>	<b>CHF</b>	<b><u>546'453'276</u></b>

### Notes

Due to the one-off costs of the announced transformation program, the reported net result for 2024 amounted to CHF 31.1 million (previous year CHF 66.8 million). Due to the strong free cash flow of CHF 127.9 million and the expected positive business development for 2025, 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 24 March 2025, after deduction of 35% withholding tax. The ex-dividend date is 20 March 2025.

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

### Proposal

Proposal by the Board of Directors: Discharge of the members of the Board of Directors and of the Executive Committee for their activities during the 2024 fiscal year.

### Notes

The voting rights of members of the Board of Directors and the Executive Committee 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 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 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 South America 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 four 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.

#### **4.1.2 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 Dirk Lambrecht as candidate to represent them in the Board.

##### **Notes**

Dirk Lambrecht (1960, German/Swiss), proposed for election by the Board of Directors, was appointed to the Board of Dätwyler Holding Inc. in 2024 as a representative of the public shareholders. He is Chairman of Dätwyler IT Infra AG, a sister company of the listed Dätwyler Holding Inc. As the former CEO of Datwyler (2017 to the end of March 2024), he knows the company's markets and potential and is very familiar with strategic issues. From 2005 to 2017, he led the Sealing Solutions and Sealing Technologies divisions at Datwyler. Before joining Datwyler, Dirk Lambrecht held various international management positions at Phoenix AG in Hamburg from 1987 to 2005. He is a board member of Swissmem, the association of the Swiss mechanical, electrical and metalworking industries, and also Industrie- und Handelskammer Zentralschweiz (IHZ) and is a member of the advisory board of >>Venture>>. Dirk Lambrecht holds a degree in mechanical engineering specializing in apparatus engineering from Hamburg University of Applied Sciences and completed additional studies, including programmes at the Management School of St. Gallen.

### **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 Britt Hendriksen as candidate to represent them in the Board.

#### **Notes**

Britt Hendriksen (1973, Danish) has extensive experience in the global healthcare industry. Among other things, the Dane held various global management positions at Novartis for more than 20 years, including CFO Global Drug Development and as Regional CFO & Head of Strategy for China, Asia Pacific, Middle East & African Countries. In these roles, she has successfully led various business units and teams in emerging and developed countries through phases of transformation and growth. Britt Hendriksen holds a Bachelor's degree in Economics from Copenhagen Business School and an Executive MBA from HEC Paris. She has also completed further training in finance and management at Harvard Business School.

### **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 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 Director of Sonceboz Group S.A. He is also a member of the Board of Trustees of the ETH Foundation 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 Director of Dätwyler Holding Inc. since 2004 and Vice Chairman since 2017. He is Chairman of the Nomination and Compensation Committee and a member of the Board of Directors of Dätwyler IT Infra AG, an affiliate of the listed Dätwyler Holding Inc. As Chairman of Gravis Robotics AG and Director of the robotics startups ANYbotics AG and thanks to his ETH PhD in mechatronics/robotics, he contributes expertise in automation, digitalization, technology and innovation amongst other skills to the Dätwyler Board. He is also a Director of Hatebur Umformtechnik AG. 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 doctorate 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 Jens Breu as Member of the Board of Directors**

#### **Proposal**

Reelection of Jens Breu as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

#### **Notes**

Jens Breu (1972, Swiss) was appointed to the Board of Dätwyler Holding Inc. in 2019. He's a member of the Nomination and Compensation Committee. As CEO of the listed SFS Group (since 2016), Jens Breu knows Dätwyler'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.

## 4.5 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 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 H. Goessler AG and Cornaz AG-Holding. Claude R. Cornaz is a certified mechanical engineer ETH/BWL.

## 4.6 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 Datwyler 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.

## **4.7 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. 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 Datwyler 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 Chairwoman of the Board of Directors of UBS Switzerland AG and was a Director of Credit Suisse (Switzerland) AG from November 2023 to July 2024. Gabi Huber graduated from the University of Freiburg in 1980, studied law at Columbia University in New York and earned a doctorate in 1990.

## **4.8 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.

## **4.8.1 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 Martin Hirzel).

### **Notes**

See 4.1.1 for a profile of Martin Hirzel.

#### **4.8.2 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 Dirk Lambrecht).

##### **Notes**

See 4.1.2 for a profile of Dirk Lambrecht.

#### **4.8.3 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 Britt Hendriksen).

##### **Notes**

See 4.1.3 for a profile of Britt Hendriksen.

### **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 4.5 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 4.4 for a profile of Jens Breu.

## **6. Election Auditors**

#### **Proposal**

Relection of KPMG, Zurich, as auditors for the financial year 2025.

#### **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 2025 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 Committee**

### **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 2025 until the ordinary Annual General Meeting 2026, 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 since 6 February 2025: [www.datwyler.com](http://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 Committee

### Proposal

Proposal by the Board of Directors: Approval of a total sum of CHF 7.5 million for remuneration of the six members of the Executive Committee for the fiscal year 2026, of which CHF 5.2 million for cash remuneration (fixed base salary CHF 2.2 million, variable incentive 2.0 million, pension and fringe benefits CHF 1.0 million) plus CHF 2.3 million for the maximum value at grant of the Performance Share Units awarded under the long-term incentive plan. The Datwyler Executive Committee counts six members since 1 February 2025.

### 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 Committee. The remuneration system for members of the Executive Committee 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. From the 2025 financial year, the variable incentive will be calculated as follows: Net revenue growth (weighting 30%) and EBIT improvement (weighting 30%) compared to a group of similar companies as well as improvement in operating cash flow (20%) and sustainability metrics (weighting 20%) compared to internal target figures. There is an upper limit for all variable remuneration components. 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 since 6 February 2025: [www.datwyler.com](http://www.datwyler.com) > Investors or by scanning the QR code on page 18 of this brochure.

# ORGANIZATIONAL INFORMATION

## Documents

Since 6 February 2025 the Annual Report 2024, 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](http://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 13 March 2025 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](mailto: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 17 March 2025. 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 17 March 2025, 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, 14 February 2025

**Dätwyler Holding Inc.**

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



**Dätwyler Holding Inc.**

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