



Articles of Association

4 February 2019



ARTICLES OF ASSOCIATION ¹⁾

of

**Dätwyler Holding AG
Dätwyler Holding SA
Dätwyler Holding Inc.
Dätwyler Holding S.p.A.**

incorporated in Altdorf (Canton of Uri)

- ¹⁾ In these Articles of Association, any references in the masculine form shall refer to both genders.

I. Name, Registered Office, Duration, Purpose

Art. 1 Name, Registered Office and Duration

A Company limited by shares, with registered office in Altdorf (Canton of Uri), shall be incorporated under the name of

Dätwyler Holding AG
Dätwyler Holding SA
Dätwyler Holding Inc.
Dätwyler Holding S.p.A

for an unlimited duration.

Art. 2 Purpose

1. The purpose of the Company shall be to acquire and perpetually manage holdings in enterprises of all kinds, and to finance undertakings related to or associated with the Company, in Switzerland or elsewhere.
2. The Company may conduct any business activities as may be conducive to promoting or facilitating the development of the business and the achievement of the Company purpose.
3. It may issue bonds and raise loans, and may acquire and sell real property.

II. Share Capital

Art. 3 Share Capital

1. The share capital of the Company shall be CHF 850,000.00 divided into:
 - 22,000,000 registered shares with a par value of CHF 0.01 each (total par value of CHF 220,000.00);
 - 12,600,000 bearer shares with a par value of CHF 0.05 each (total par value of CHF 630,000.00).

All shares shall be fully paid-up.

2. The General Meeting may resolve upon the conversion of registered shares into bearer shares or bearer shares into registered shares, with or without restricted transferability, by amendment to the Articles of Association.
3. The Company may elect not to print and deliver share certificates for registered shares (individual certificates, collective share certificates, or global certificates) and may issue uncertificated shares and, with the consent of the shareholder, invalidate deposited registered share certificates without replacement. Shareholders shall not be entitled to demand the printing and delivery of certificates for their registered shares but may request issuance of a declaration attesting to their shareholdings.
4. Further, the Company may at any time issue certificates in the place of uncertificated shares, change the form of certificates, or replace share certificates by uncertificated shares.
5. Share certificates shall bear the facsimile signature of the Chairman of the Board.
6. Intermediated securities may be disposed of (incl. pledged as security) only as foreseen by the Federal Intermediated Securities Act and may not be assigned. Uncertificated shares that do not qualify as intermediated securities may be transferred only by assignment. Any such assignment shall be valid only subject to notification thereof being made to the Company.

Art. 4 Identification of Registered Shareholders, Acceptance of Articles of Association

1. Only those persons whose names have been recorded in the share register shall be recognised by the Company as shareholders and vested with all rights attaching to the registered shares.
2. The exercise of rights attaching to the shares shall constitute implicit acceptance of the Articles of Association.

III. Organisation of the Company

Art. 5 Governing Bodies

The governing bodies of the Company shall be the

- A. General Meeting,
- B. Board of Directors,
- C. Executive Board,
- D. Auditors

A. General Meeting

Art. 6 Powers

The General Meeting shall be the highest governing body of the Company. It shall have the following non-delegable powers (art. 698 par. 2 of the Swiss Code of Obligations):

1. To adopt and amend the Articles of Association;
2. to elect annually, on an individual basis, the Members of the Board of Directors, the Chairman of the Board of Directors, the Members of the Directorial Committee, the Auditors, and the Independent Proxy;
3. To approve the annual report, or state of the company report, and the consolidated financial statements;
4. To approve the annual financial statements of the Company and to decide on the appropriation of retained earnings, determining, in particular, the size of dividends;
5. To ratify the acts of the Directors;
6. To approve the remuneration of the Board of Directors and of the persons whom the Board of Directors has fully or partially entrusted with the management of the Company (Executive Board), pursuant to Art. 21a of these Articles of Association
7. To pass resolutions on all matters delegated exclusively to the General Meeting by law or by the Articles of Association.

Art. 7 Voting Rights, Proxy Voting

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

Art. 8 Convening of Meetings

1. An Annual General Meeting shall be held once in every year, not more than six months following the close of the financial year.
2. A General Meeting shall be convened by the Board of Directors or, if necessary, by the Auditors.
3. A General Meeting shall be announced no less than 20 days prior to the date of the meeting, by notice published in the publication media foreseen in Art. 25 of these Articles of Association..
4. Such notice shall specify the nature of the business to be transacted and the resolutions to be proposed by the Board of Directors or by shareholders who have requested the placement of an item on the agenda.
5. Shareholders who represent individually or in the aggregate, no less than 10% of the share capital may, within a period to be announced by the Company, request that items be placed on the agenda by submitting a written petition stating the resolutions to be proposed.

Art. 9 Extraordinary General Meetings

1. Extraordinary General Meetings shall be convened upon a resolution of a General Meeting or the Board of Directors, or by the Auditors, as well as in the cases foreseen by law (art. 725, par. 1, and art. 726, par. 2, of the Swiss Code of Obligations).
2. One or more shareholders holding in the aggregate no less than 10% of the share capital may also request that an Extraordinary General Meeting be convened. Requests to convene a Meeting and to place items on the agenda shall be made in writing specifying the business to be transacted and resolutions to be proposed. The provisions of Art. 8 and Art. 10 of these Articles of Association shall apply mutatis mutandis.

Art. 10 Preparatory Measures

1. The annual report, the Auditors' report and the remuneration report shall be made available for consultation by shareholders at the registered office of the Company no less than 20 days prior to the Annual General Meeting. Any shareholder may request that a copy of said documents to be delivered to him without delay.
2. Shareholders shall be notified thereof in the manner prescribed in Art. 25 of these Articles of Association.

Art. 11 Chairmanship

1. General Meetings shall be presided over by the Chairman or Deputy Chairman of the Board of Directors or, in their absence, by a chairman for the meeting to be elected by the Directors.
2. The chairman of the meeting shall appoint a secretary for the taking of the minutes and, where necessary, shall also appoint the requisite vote counters.
3. The minutes of the meeting shall be signed by the chairman of the meeting, the secretary, and any vote counters as may have been appointed. Upon signature the minutes shall be considered as binding.

Art. 12 Voting and Elections

Voting and elections shall be decided by a show of hands, except where a written ballot has been demanded by the chairman or resolved upon by the General Meeting. The chairman may also instruct that voting be conducted electronically. He shall determine the method of counting votes and may direct that only votes “for” or “against” be counted where this is sufficient for obtaining an unambiguous result.

Art. 13 Resolutions

Unless otherwise provided by mandatory provisions of law (art. 693, par. 3, and art. 704, par. 1, of the Swiss Code of Obligations), votes on resolutions and elections shall be decided by a simple majority of votes cast, not including abstentions.

B. Board of Directors

Art. 14 Number of Directors, Term of Office, Other Mandates

1. The Board of Directors shall be composed of no less than five and not more than eleven members.
2. Each class of shares shall be entitled to nominate at least one representative to the Board. The Board of Directors shall make such arrangements as may be necessary to safeguard the right of nomination attaching to each class of shares.
3. Not more than one member of the Executive Board may be a Director.
4. The term of office of the Members of the Board and of the Chairman shall end upon the adjournment of the next ordinary General Meeting. Re-election is possible.
5. The number of mandates that may be assumed by Members of the Board of Directors in the senior management and directorial bodies of legal entities not affiliated with the Group and subject to the requirement of registration in the Swiss commercial register, or in a comparable register in another country, shall be limited to four such mandates in listed companies, to ten such mandates in non-listed companies, and to fifteen such mandates in other such legal entities as foundations and associations. Where mandates are assumed in different legal entities belonging to the same group or legal entity, or at the behest of that group or legal entity, these shall be accounted in the aggregate as a single mandate, however, they may not exceed fifty mandates in another group. The foregoing limits may be temporarily exceeded, however, they may not be exceeded by more than half of the mandates permitted in each category.

Art. 15 Duties

1. The Board of Directors shall oversee and direct the affairs of the Company and supervise and monitor its management. It shall pass resolutions on all matters that are not delegated exclusively to the General Meeting or to any other governing body by law or by these Articles of Association.
2. The Board of Directors shall manage the business affairs of the Company, subject to the delegation of such management pursuant to Art. 20 of these Articles of Association.
3. The Board of Directors shall have the following non-delegable and inalienable duties (art. 716a, par. 1, of the Swiss Code of Obligations):

1. To oversee and direct the affairs of the Company and issue the necessary instructions;
2. To determine the organisational structure;
3. To formulate accounting procedures, financial controls and financial planning;
4. To appoint and to dismiss persons entrusted with the management and representation of the Company;
5. To exercise oversight over the persons entrusted with the management of the Company, in particular with respect to their compliance with the law, the Articles of Association, and all regulations and instructions;
6. To prepare the annual report and the remuneration report, arrange for the holding of General Meetings and implement resolutions passed by that body;
7. To notify the court in the event that liabilities shall exceed assets.

Art. 16 Organisation

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

Art. 17 Resolutions

1. The Board of Directors shall pass resolutions by majority vote of the members present. The Chairman shall also be a voting member and shall have the casting vote in the event of a tied vote.
2. Where oral deliberations have not been requested by a Director, resolutions may also be passed in writing, in which case they shall be carried by an absolute majority of the Directors.

Art. 18 Notice of Meetings

1. The Board of Directors shall meet as often as company business may so require, upon notice from the Chairman.
2. Any Director may make request, together with a statement of his reasons, that the Chairman convene a meeting without delay.

Art. 18a Remuneration Committee

1. The remuneration committee shall be composed of no less than two and not more than five Members of the Board.
2. The term of office of the Members shall end upon the adjournment of the next ordinary General Meeting. Re-election is possible.

3. The Remuneration Committee shall, as a matter of principle, have the authority to make recommendations. It shall have the authority to implement such recommendations only within the scope of such remuneration as has already been approved, in principle, by the General Meeting or the Board of Directors, and insofar as expressly foreseen in the Articles of Association or the internal regulations. It shall also be responsible for employment and agency agreements with members of the Board of Directors and of the Executive Board; such agreements may be concluded for a term of indefinite duration with a maximum termination notice period of twelve months, or for a term of fixed duration of no more than twelve months or for the term of office.
4. The Board of Directors shall stipulate all further details in the Rules of Organisation or in an additional set of internal regulations. In so doing, it may also attribute to the Remuneration Committee other tasks and powers.

C. Executive Board

Art. 19 Delegation of Authority, Appointment

1. The Board of Directors may delegate management authority, in full or in part, to individual Members, or to other natural persons.
2. The Board of Directors is expressly authorized to delegate to the Executive Board the power to grant signing authority.
3. The number of mandates that may be assumed by Members of the Executive Board in the senior management and directorial bodies of legal entities not affiliated with the Group and subject to the requirement of registration in the Swiss commercial register, or in a comparable register in another country, shall be limited to two such mandates in listed companies, to five such mandates in non-listed companies, and to ten such mandates in other such legal entities as foundations and associations. Where mandates are assumed in different legal entities belonging to the same group or legal entity, or at the behest of that group or legal entity, these shall be accounted in the aggregate as a single mandate, however, they may not exceed ten in another group. The foregoing limits may be temporarily exceeded, however, they may not be exceeded by more than half of the mandates permitted in each category.

Art. 20 Division of Responsibilities between the Board of Directors and Executive Board

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

D. Auditors

Art. 21

1. As required by law, an audit company subject to governmental supervision shall be appointed as Auditors. The General Meeting shall appoint the Auditors for a term of one year.
2. The rights and duties of the Auditors shall be defined by the provisions of the law.

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

Art. 21a Approval of Remuneration

1. The General Meeting shall annually approve the proposals submitted by the Board of Directors concerning the maximum total amounts of
 - remuneration paid to the Board of Directors for the period until the next Ordinary General Meeting pursuant to art. 21b;
 - remuneration paid to the Executive Board for the next business year pursuant to art. 21c.

The Board of Directors may submit to the General Meeting for approval proposals concerning the maximum total amounts or individual components of remuneration for other annual or shorter time intervals, or concerning supplementary amounts for special remuneration components, as well as other, conditional proposals.

2. Where the General Meeting rejects a proposal by the Board of Directors, the Board of Directors shall determine the next steps to be taken. It may, among other things, convene an Extraordinary General Meeting, or determine a maximum total amount, or several maximum partial amounts, taking into account all relevant factors, and submit this determination to the next General Meeting for approval. Within the bounds of maximum total or partial amounts so determined, the Company may effect payments of remuneration, with the proviso that they shall be subject to approval by the General Meeting.
3. Payment of remuneration may be effected by the Company or by Group companies.
4. The Board of Directors shall calculate the amounts in keeping with the same principles as apply to the remuneration report; they may include, where necessary or appropriate, estimates and reserves for unanticipated events, as well as valuations.
5. The Company shall be authorized to make payment of a supplementary amount to members of the Executive Board who enter the Executive Board or who assume additional tasks during a period for which approval of the remuneration due to the Executive Board has already been given, where the total amount already approved for the period in question is not sufficient for the remuneration of such members; such supplementary amount shall not exceed 50% of the maximum total amount already approved for the remuneration of the Executive Board. The supplementary remuneration amount does not require the approval of the General Meeting, and may be used by the company for all categories of remuneration, including compensation for disadvantages incurred due to a job change.

Art. 21b Remuneration of the Board of Directors

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

Art. 21c Remuneration of the Executive Board

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

Art. 21d Pensions

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

V. Accounts and Appropriation of Profits

Art. 22 Company and Group Financial Statements

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

Art. 23 Appropriation of Retained Earnings

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

VI. Dissolution and Liquidation

Art. 24

1. The General Meeting may at any time pass a resolution to dissolve and liquidate the Company in accordance with the law and these Articles of Association.
2. In the event that the General Meeting passes a resolution to dissolve the Company, the liquidation shall be carried out by the Board of Directors unless other persons are appointed as liquidators by the General Meeting.
3. The liquidation proceeds shall be divided among all shares in proportion with their par value.

VII. Notices

Art. 25

The publication organ of the company is the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt). Announcements to shareholders shall be made in the Swiss Official Gazette of Commerce. The Board of Directors may designate additional publication media.

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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

