

Notice of Annual General Meeting

The shareholders of Dätwyler Holding AG, Altdorf, Uri, Switzerland, are hereby invited to attend the Annual General Meeting to be held on **Tuesday, 5 April 2016 at 5 p.m.** (doors open at 4.15 p.m.) at the **theater (uri) Tellspielhaus**, Schuetzengasse 11, **Altdorf**.

Agenda

1. Reporting on the financial year 2015

1.1. **Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2015**

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 2015, taking note of the auditors' reports.

1.2. **Advisory Vote on the Remuneration Report 2015**

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2015.

2. Appropriation of retained earnings 2015

Proposal by the Board of Directors:

- Dividend of CHF 0.44 per registered share of CHF 0.01 each	CHF	9'680'000
- Dividend of CHF 2.20 per bearer share of CHF 0.05 each	CHF	26'509'908
- Balance forward	CHF	462'142'684
Total	CHF	<u>498'332'592</u>

Subject to approval of the proposed appropriation of retained earnings by the shareholders at the Annual General Meeting, the net dividend (after deduction of 35% Swiss withholding tax) will be paid, with no deduction of charges, following the 11th of April 2016.

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

Proposal by the Board of Directors: Discharge of the members of the Board of Directors and of the Executive Board.

4. Elections

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

The portraits of the previous Directors are available on the website of the Dätwyler Group (www.datwyler.com > Governance > Board of Directors) or in the Annual Report 2015 (pages 33/34).

4.1.1 **Special meeting of holders of bearer shares to nominate candidates to represent them on the Board of Directors**

Please note: Before the election, a special meeting of holders of bearer shares shall be held pursuant to Article 709, paragraph 1 of the Code of Obligations, at which the holders of bearer shares may nominate candidates to represent them on the Board of Directors. The Board of Directors proposes to the special meeting of holders of bearer shares to nominate Dr. Ernst Lienhard and Jürg Fedier as candidates to represent them in the Board.

4.1.2 **Reelection of Ulrich Graf as Member and Chairman of the Board of Directors**

Proposal by the Board of Directors: Reelection of Ulrich Graf as Member and Chairman of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

4.1.3 *Reelection of Hans R. Rüegg as Member of the Board of Directors*

Proposal by the Board of Directors: Reelection of Hans R. Rüegg as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

4.1.4 *Reelection of Dr. Hanspeter Fässler as Member of the Board of Directors*

Proposal by the Board of Directors: Reelection of Dr. Hanspeter Fässler as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

4.1.5 *Reelection of Ernst Odermatt as Member of the Board of Directors*

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

4.1.6 *Reelection of Dr. Gabi Huber as Member of the Board of Directors*

Proposal by the Board of Directors: Reelection of Dr. Gabi Huber as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

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

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

4.1.8 *Election of Zhiqiang Zhang as Member of the Board of Directors*

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

4.1.9 *Election of the candidates nominated by the special meeting of the holders of bearer shares as Members of the Board of Directors*

Proposal by the Board of Directors: Election of the candidates nominated by the special meeting of the holders of bearer shares as Members of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

4.2 *Members of the Remuneration Committee*

4.2.1 *Reelection of Dr. Hanspeter Fässler as Member of the Remuneration Committee*

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

4.2.2 *Reelection of Dr. Gabi Huber as Member of the Remuneration Committee*

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

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

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

4.3 *Auditors*

Proposal by the Board of Directors: Reelection of PricewaterhouseCoopers AG, Zurich, as auditors for the financial year 2016.

4.4 *Independent Proxy*

Proposal by the Board of Directors: Election of Remo Baumann, lic. iur., lawyer, as Independent Proxy until the adjournment of the next ordinary Annual General Meeting following conclusion of the 2016 financial year.

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

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

Proposal by the Board of Directors: Approval of a total sum of CHF 2'800'000 for remuneration of the Board of Directors for their service from the ordinary Annual General Meeting 2016 until the ordinary Annual General Meeting 2017, of which CHF 1'100'000 for cash remuneration plus CHF 1'700'000 for granting of Dätwyler Holding AG bearer shares.

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

Proposal by the Board of Directors: Approval of a total sum of CHF 7'700'000 for remuneration of the Executive Management for the fiscal year 2017, of which CHF 6'300'000 for cash remuneration (fixed base salary, variable incentive, benefits) plus CHF 1'400'000 for granting of Dätwyler Holding AG bearer shares.

Organizational matters

Documents

The Annual Report 2015, containing the State of the Company Report, the Company Financial Statement, the Group Consolidated Financial Statement and the auditors' reports, is available for inspection by shareholders at the Company's registered office at Gotthardstrasse 31, 6460 Altdorf or may be accessed on the Company's website (www.datwyler.com > Investors > Annual Report).

Admission cards

Holders of bearer shares who wish to attend or to appoint a proxy to vote on their behalf at the Annual General Meeting may obtain an admission card with voting documents and a registration slip by contacting their custodian Bank by no later than 1 April 2016.

If the shares are not deposited with a bank, admission cards with voting documents and a registration slip may be obtained from Segetis AG (Platz 4, 6039 Root D4, Tel: 041 541 91 00, Fax: 041 541 91 01, netvote@segetis.ch) upon presentation of appropriate proof of share ownership by no later than 1 April 2016. No admission cards will be issued on the day of the Annual General Meeting.

Appointment of proxy

Shareholders may be represented by their legal representative or may grant a written power of attorney appointing a third party as their representative. They may also appoint the Independent Proxy to vote on their behalf in accordance with article 689c of the Swiss Code of Obligations. Since Dr. F.X. Muheim, the proxy appointed at the last Annual General Meeting, is unable to attend the 2016 Annual General Meeting, the Board of Directors – pursuant to art. 8 para. 6 of the Ordinance Against Excessive Remuneration in Listed Companies Limited by Shares (ERCO) – has appointed Remo Baumann, a lawyer and partner at Muheim | Merz | Baumann, Bahnhofplatz 3, 6460 Altdorf, as independent proxy for the 2016 Annual General Meeting.

Please note that the written mandate and the power of attorney for the Independent Proxy must be received by no later than 1 April 2016. Unless otherwise instructed in writing, the Independent Proxy shall be instructed to abstain from voting, in keeping with art. 10 para. 2 of the Ordinance Against Excessive Compensation in Listed Companies of November 20, 2013. That applies also to possible votes on proposals which are not listed in the present Notice.

Electronic mandate and instructions for the Independent Proxy

The mandate and instructions for the Independent Proxy may also be transmitted electronically at <https://www.netvote.ch/datwyler>. The login-data required for this purpose will be sent to shareholders together with other written materials for the General Meeting. The issuance or modification of instructions is possible only if made by no later than 12 p.m. of the day preceding the General Meeting.

Altdorf, 4 March 2016

Dätwyler Holding AG
On behalf of the Board of Directors
Chairman: Ulrich Graf

Portrait Zhiqiang Zhang

With a view to strengthen the internationality of the highest management body, the Board of Directors recommends Zhiqiang Zhang for election as a new additional member of the Board of Directors at the Annual General Meeting of 5 April 2016. The Chinese national has been a member of the wider management team at the Swedish firm Sandvik since 2012 in his capacity as Chairman for the Greater China Region and Head of Emerging Markets. Zhiqiang Zhang has previously been employed in various management roles at Siemens and Nokia, with responsibility for tapping into and developing the Chinese market. The 55-year-old has experience of various industries and has a sound network of contacts across the Chinese economy. Since 2005 he has been a member of the Board of Directors at the Georg Fischer Group. Zhiqiang Zhang holds a Bachelor of Sciences of Northern Jiatong University, Beijing (China) and an MBA of Queen's University, Kingston (Canada).

