

## 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 **Thursday, 16 April 2015 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 2014

##### 1.1. Approval of the State of the Company Report and the Company and Consolidated Financial Statements for 2014

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 2014, taking note of the auditors' reports.

##### 1.2. Advisory Vote on the Remuneration Report 2014

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2014.

#### 2. Appropriation of retained earnings 2014

Proposal by the Board of Directors:	in CHF
Distribution of cash dividend: <sup>(1)</sup> :	35'095'119
- Registered shares (nom. CHF 0.01): CHF 0.44	9'680'000
- Bearer shares: (nom. CHF 0.05): CHF 2.20	25'415'119
Distribution of non-cash dividend: <sup>(2)</sup>	89'580'906
- Registered shareholders: 132'000 treasury bearer shares	16'060'440
- Bearer shareholders: 346'569.81 treasury bearer shares	42'167'149
- Withholding tax on non-cash dividend	31'353'317
To be carried forward <sup>(2)</sup>	<u>443'788'892</u>
Total	568'464'917

(1) In case of approval of the proposed appropriation profit the cash dividend will be paid free of charge, less 35% withholding tax, as of 23 April 2015.

(2) The value of the non-cash dividend is based on an indicative bearer share price of CHF 121.67 (volume-weighted average price for 25 February 2015) and a capital-based distribution ratio of 1 : 0.03, i.e. the shareholder will receive three bearer shares from the Company's stock of treasury shares per 100 bearer shares or 500 registered shares (equivalent value of fractions to be paid in cash). The distribution ratio will remain fixed. The price of bearer shares determining the non-cash dividend, and thus the value of the non-cash dividend, will be definitively determined and established on 15 April 2015 (the day before the Annual General Meeting). **If it cannot be settled as part of the reporting process**, the withholding tax will be paid by the Company to the Swiss Federal Tax Administration. Depending on the shareholder's domicile and with a proper declaration, shareholders may be able to request a full or partial refund. The withholding taxes declared in the reporting process will be disbursed directly to the shareholder.

These figures are indicative; they will be adjusted in accordance with changes in the price of the bearer share and disclosed at the Annual General Meeting of 16 April 2015.

#### 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**

#### **4.1.1 Special meeting of holders of bearer shares to nominate a candidate 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 a candidate 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 as a candidate 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 Election of Jürg Fedier as Member of the Board of Directors**

Proposal by the Board of Directors: Election of Jürg Fedier as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

#### **4.1.8 Election of Hanno Ulmer as Member of the Board of Directors**

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

#### **4.1.9 Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors**

Proposal by the Board of Directors: 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.

### **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 Ulrich Graf as Member of the Remuneration Committee**

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

#### **4.2.3 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.

### **4.3 Auditors**

Proposal by the Board of Directors: Reelection of PricewaterhouseCoopers AG, Zurich as auditors for the financial year 2015.

#### **4.4 Independent Proxy**

Proposal by the Board of Directors: Election of Dr. Franz-Xaver Muheim as Independent Proxy until the adjournment of the next ordinary Annual General Meeting following conclusion of the 2015 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 2'750'000 for remuneration of the Board of Directors for their service from the ordinary Annual General Meeting 2015 until the ordinary Annual General Meeting 2016, of which CHF 1'000'000 for cash remuneration plus CHF 1'750'000 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 7'400'000 for remuneration of the Executive Management for the fiscal year 2016, of which CHF 6'000'000 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 2014, 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](http://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 14 April 2015.

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](mailto:netvote@segetis.ch)) upon presentation of appropriate proof of share ownership by no later than 14 April 2015. 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, Dr. Franz-Xaver Muheim, Muheim|Merz|Baumann, attorneys-at-law and Notaries, Bahnhofplatz 3, 6460 Altdorf, to vote on their behalf in accordance with article 689c of the Swiss Code of Obligations.

Please note that the written mandate and the power of attorney for the Independent Proxy must be received by no later than 15 April 2015. 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 2015

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