

INVITATION TO THE ORDINARY ANNUAL GENERAL MEETING

**WEDNESDAY
12 APRIL 2023
4:00 P.M.**

Culture and Convention Centre Lucerne
Europaplatz 1, 6005 Lucerne
Doors open at 3:00 p.m.

komax

DEAR SHAREHOLDER

The Komax Group proved successful in a turbulent market environment in 2022. Record figures were achieved for both order intake and revenues and profitability was significantly improved. The Board of Directors is proposing an increase in the dividend to CHF 5.50.

The 2022 reporting year was significantly influenced by the combination of Komax and Schleuniger, the war in Ukraine, and the trend towards greater automation in wire processing. The order intake was significantly higher at CHF 678.1 million, an increase of 40.6% on the previous year (2021: CHF 482.4 million). Komax received orders for over CHF 599.7 million. Schleuniger contributed CHF 78.4 million to the order intake between its consolidation at the start of September and the end of 2022.

Overall, the Komax Group coped with the challenging supply chain situation very well, and generated record revenues of CHF 606.3 million in 2022, which equates to a year-on-year rise of 44.0% (2021: CHF 421.1 million). The Komax Group also improved profitability in 2022, which was due in particular to the higher revenues and advantageous product mix associated with orders received in connection with the war in Ukraine. Operating profit (EBIT) rose accordingly, by a full 60.1% to CHF 71.7 million (2021: CHF 44.8 million).

Group earnings after taxes (EAT) came in at CHF 51.8 million (2021: CHF 30.4 million) – an increase of 70.4%.

As a result of the company's success in the financial year, the Board of Directors is proposing to the Annual General Meeting an increase in the dividend to CHF 5.50 (previous year: CHF 4.50). This corresponds to a payout ratio of 54.5%. The Komax Group is therefore adhering to its strategic target of paying out 50–60% of EAT to shareholders. Half of this figure of CHF 5.50 will be distributed from capital contribution reserves, and will therefore be tax-free for natural persons domiciled in Switzerland who hold the shares as part of their private assets.

Komax Holding AG
On behalf of the Board of Directors



Dr. Beat Kälin
Chairman

Dierikon, 13 March 2023

AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

1. Approval of the Annual Report as well as the financial statements of Komax Holding AG and consolidated financial statements for the 2022 financial year

The Board of Directors proposes approval.

PricewaterhouseCoopers AG, as auditor of Komax Holding AG, recommends without reservation in its reports to the Annual General Meeting that the consolidated financial statements and annual financial statements of Komax Holding AG be approved.

2. Discharge of the Board of Directors and Executive Committee

The Board of Directors proposes that discharge be granted to its members as well as the members of the Executive Committee for their activities in the 2022 financial year (in a single vote for all members of the Board of Directors and the Executive Committee).

3. Appropriation of profit for the 2022 financial year

The Board of Directors proposes to the Annual General Meeting the following appropriation of profit:

in CHF	
Balance carried forward from previous year	21 546
Earnings after taxes	768 844
Withdrawal from capital contribution reserves	14 116 666
Release of free reserves	13 326 276
Total at the disposal of the Annual General Meeting	28 233 332
Distribution from capital contribution reserves (exempt from withholding tax) of CHF 2.75 per registered share ¹	14 116 666
Dividend of CHF 2.75 (gross) per registered share ¹	14 116 666
Allocation to free reserves	0
Profit carried forward	0
Total	28 233 332

¹ The distribution requirement applies to all outstanding registered shares.

If the proposal is approved, a distribution of CHF 5.50 per dividend-entitled share will be paid out on Tuesday 18 April 2023.

4. Elections

4.1 Re-elections to the Board of Directors

The Board of Directors proposes in individual votes the re-election of

- Dr. Beat Kälin as Chairman of the Board of Directors
- David Dean as member of the Board of Directors
- Dr. Andreas Häberli as member of the Board of Directors
- Kurt Haerri as member of the Board of Directors
- Dr. Mariel Hoch as member of the Board of Directors

- Prof. Dr. Roland Siegwart as member of the Board of Directors
 - Dr. Jürg Werner as member of the Board of Directors
- for a period of office extending until the conclusion of the next Annual General Meeting.

4.2 Re-elections to the Remuneration Committee

The Board of Directors proposes in individual votes the re-election of

- Dr. Andreas Häberli as member of the Remuneration Committee
- Dr. Beat Kälin as member of the Remuneration Committee
- Prof. Dr. Roland Siegwart as member of the Remuneration Committee

for a period of office extending until the conclusion of the next Annual General Meeting.

The Board of Directors intends to reappoint Prof. Dr. Roland Siegwart as chair of the Remuneration Committee.

4.3 Re-election of the independent proxy

The Board of Directors proposes the re-election of the law firm Tschümperlin Lötscher Schwarz AG, Lucerne, as independent proxy until the conclusion of the next Annual General Meeting.

Tschümperlin Lötscher Schwarz AG is represented by Thomas Tschümperlin, lawyer and notary, Lucerne. Neither Thomas Tschümperlin nor any lawyers working at Tschümperlin Lötscher Schwarz AG maintain any close relationships with management bodies or significant shareholders of Komax Holding AG, nor do they have any significant commercial relationships with Komax Holding AG that go beyond the mandate of acting as independent proxy.

4.4 Re-election of the external auditors

The Board of Directors proposes that PricewaterhouseCoopers AG, Basel, be elected auditors for a period of one year.

PricewaterhouseCoopers AG, Basel, are the statutory auditors to Komax Holding AG and auditors of the Komax Group's consolidated financial statements. PricewaterhouseCoopers AG, Basel, have confirmed to the Board of Directors of Komax Holding AG that they have the required independence to carry out such a mandate.

5. Compensation

5.1 Advisory vote on the Compensation Report for the 2022 financial year

The Board of Directors proposes that the Compensation Report for the 2022 financial year be approved in a non-binding advisory vote.

Notes on the proposal

The Compensation Report provides an overview of the compensation principles and programs applicable to the Board of Directors and the Executive Committee of the Komax Group, as well as details related to the compensation awarded to these two bodies for the 2022 financial year. The vote on the Compensation Report for the 2022 financial year is consultative.

The Compensation Report can be found as a separate chapter in the 2022 Annual Report and online at www.komaxgroup.com/agm.

5.2 Approval of the total compensation payable to the Board of Directors for the 2024 financial year

The Board of Directors proposes that the total compensation payable to the Board of Directors for the 2024 financial year, amounting to a maximum of CHF 1 230 000, be approved.

Notes on the proposal

The proposed amount of compensation payable for the 2024 financial year includes the basic annual fee and share-based compensation (including compensation for work on the committees of the Board of Directors). It is based on a body size of seven members, and can be broken down as follows:

in CHF	
Basic annual fee in cash ¹	1 000 000
Share-based compensation ²	230 000
Total	1 230 000

¹ Contains flat-rate expenses and employer contributions to social insurance amounting to around CHF 75 000.

² Market value at time of allocation. This figure does not take into consideration changes to the share price during the lock-in period.

The compensation actually awarded, including the non-binding breakdown of individual compensation components listed in the table above, will be disclosed in the 2024 Compensation Report and submitted to shareholders at the 2025 Annual General Meeting for an advisory vote.

5.3 Approval of the total compensation payable to the Executive Committee for the 2024 financial year

The Board of Directors proposes that the total compensation payable to the Executive Committee, amounting to a maximum of CHF 6 950 000 for the 2024 financial year, be approved.

Notes on the proposal

The proposed amount of compensation payable for the 2024 financial year can be broken down as follows:

in CHF	
Fixed compensation in cash	2 400 000
Variable compensation (cash bonus) ¹	2 000 000
Performance share units (PSUs) ²	2 050 000
Social benefits ³	500 000
Total	6 950 000

¹ Maximum variable compensation at maximum performance achievement level

² The compensation amount of PSUs is calculated on the basis of the fixed allocation amount and the share price at the time of allocation. This figure assumes maximum performance achievement, under which the target number of originally allocated PSUs is multiplied by a payout factor of 150%. This figure does not take into consideration changes to the share price during the vesting period.

³ Contains mandatory employer contributions to social insurance as well as contributions to occupational benefits (BVG). This amount entitles members of the Executive Committee to draw the maximum insured pension benefits in the future.

The compensation actually awarded, including the non-binding breakdown of individual compensation components indicated in the table, will be disclosed in the 2024 Compensation Report and submitted to shareholders at the 2025 Annual General Meeting for an advisory vote.

6. Amendments to the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the Articles of Association of Komax Holding AG be amended, on the one hand to fulfill the requirements of the revised Swiss law on companies limited by shares, which entered into force on 1 January 2023, and on the other to reflect current best practice in the area of corporate governance. These amendments also cover the implementation of new, modernized options for the use of electronic means. In addition, the Articles of Association are being amended to remove provisions that are no longer required. Linguistic adjustments have also been made.

The explanation of the proposals as well as the text of the proposed amended Articles of Association can be found in a separate document on the website of the Komax Group at www.komaxgroup.com/agm.

6.1 Capital band

Change to Section 3a.

6.2 Board of Directors, Executive Committee: external mandates, remuneration, and compensation for non-competition clauses

Change to Sections 21, 25, and 26.

6.3 Sustainability

Introduction of Section 2a.

6.4 Place of jurisdiction

Introduction of Section 31.

6.5 Amendments in line with the revised legislation, streamlining, electronic means, and wording

Change to Sections 4–6, 8, 9, 10–13, 15–20, 23, 28, and 29, as well as introduction of Section 9a.

FURTHER INFORMATION

Documents

The 2022 Annual Report (including the 2022 Compensation Report and 2022 audit reports) may be downloaded at www.komaxgroup.com/publications. The minutes of the last Annual General Meeting and the proposals of the Board of Directors can be found on the Komax Group's website at www.komaxgroup.com/agm.

Voting entitlement

All shareholders entered in the share register at 5:00 p.m. on 5 April 2023 are entitled to vote in respect of the number of shares registered in their name at that time. Shareholders who were entered in the share register as at 9 March 2023 will receive an invitation. They are requested to sign the registration slip and return it by 5 April 2023 at the latest. The admission ticket and ballot documentation will be forwarded by mail following completion of the registration process (dispatched from 28 March 2023). Shareholders who acquire shares later and whose registration application is received by the Komax Holding AG share register no later than 5:00 p.m. on 5 April 2023 will receive their invitation subsequently, or may pick up the voting materials from the front desk of the Annual General Meeting. Shareholders who dispose of their shares between this date and the Annual General Meeting are no longer entitled to vote. In the event of a partial sale or purchase of additional shares, the entry ticket received should be exchanged at the front desk on the date of the Annual General Meeting.

Representation and power of attorney

Shareholders may be represented at the Annual General Meeting by a representative of their choice on the basis of a written power of attorney, and by the independent proxy on the basis of electronic or written power of attorney. The independent proxy is the Lucerne-based law firm Tschümperlin Löttscher Schwarz AG. Shareholders who would like to be represented at the meeting are requested to sign the power of attorney on the registration slip and return it.

If no instructions are issued with respect to the proposals contained in the invitation and/or no general instructions are issued, the independent proxy will exercise the relevant votes on the corresponding resolution in favor of the proposal of the Board of Directors.

Issuing power of attorney and voting instructions or ordering admission tickets electronically

Shareholders can order admission tickets, issue power of attorney for voting representation, and instruct the independent proxy on the exercising of voting rights electronically at <https://komax.netvote.ch>. Login details will be sent to shareholders together with the invitation for the Annual General Meeting. Electronic instructions may be issued no later than 12:00 noon (CEST) on 10 April 2023.

The invitation to the Annual General Meeting of 12 April 2023 is also available in German. The original German-language version is the only binding version.

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