

INVITATION TO THE ORDINARY ANNUAL GENERAL MEETING

**WEDNESDAY
13 APRIL 2022
4:00 P.M.**

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

komax

The invitation to the Annual General Meeting on 13 April 2022 is also available in German. The original German-language version is the only binding version.

Enclosures

- Agenda items of the Annual General Meeting, including explanations on the planned quasi-merger with Schleuniger AG
- Registration form/power of attorney (with instruction sheet on the reverse) and login details for ordering admission tickets electronically as well as issuing power of attorney for proxy voting issuing instructions for the exercising of voting rights online
- Short Report for the 2021 financial year
- Reply envelope

The detailed Annual Report comprising

- Review of 2021
 - 2021 Financial Statements of Komax Holding AG with Auditor's Report and recommendations
 - 2021 Consolidated Financial Statements with Auditor's Report and recommendations
 - 2021 Compensation Report with Auditor's Report
- can be found at www.komaxgroup.com/annual-report.

DEAR SHAREHOLDER

The Komax Group gradually found its way back to “normality” in 2021, and significantly surpassed the results of the challenging previous year in respect of order intake, revenues, and EBIT. In order to secure competitiveness in the long term, Komax Holding AG and Schleuniger AG are planning a quasi-merger. To this end, the Board of Directors is proposing to the Annual General Meeting an authorized increase of its share capital.

The need for automation solutions increased continuously over the year, resulting in a high order intake of CHF 482.4 million (2020: CHF 345.3 million) for the company. Komax thus received 39.7% more orders than in 2020, and only 2.9% fewer than in the record year of 2018, for which the company registered an order intake of CHF 496.7 million. As Komax coped well with the significant supply chain challenges and for the most part maintained the accustomed level of reliability on deliveries, it did not record substantial drops in revenues. Komax posted revenues of CHF 421.1 million, 28.5% higher than in the previous year (CHF 327.6 million).

Sharp improvement in profitability

The book-to-bill ratio was 1.15 at the end of 2021, leaving Komax with strong order books at year-end. In the previous year, the situation had been less favorable, and Komax accordingly got off to a modest start in 2021. As a result, revenues in the second half of the year (namely CHF 237.8 million) significantly exceeded those recorded in the first half (CHF 183.3 million). The product mix also improved as the year progressed, which in turn had a positive impact on operating profit (EBIT). Overall, EBIT amounted to CHF 44.8 million (2020: CHF 11.3 million), with the EBIT margin coming in at 10.6% (2020: 3.4%). Komax recorded EBIT of CHF 14.1 million in the first half of

2021, and of CHF 30.7 million in the second half. In addition to the changed product mix, the cost-saving measures implemented in the previous year also contributed to the sharp rise in EBIT in 2021. Group earnings after taxes (EAT) likewise increased significantly, rising to CHF 30.4 million (2020: CHF –1.3 million).

In order to allow shareholders to participate in the successful 2021 financial year, the Board of Directors is proposing to the Annual General Meeting the distribution of a dividend of CHF 4.50.

Quasi-merger of Komax and Schleuniger

The 2021 financial year showed clearly that the automated wire processing market offers many opportunities. In order to exploit these and be in a position to meet customer needs with sufficient speed across the necessary breadth, a high level of investment and personnel resources is required. Komax and Schleuniger are therefore seeking a quasi-merger so that they can consistently drive forward the global automation of wire processing through their combined innovative strength.

To implement the combination, Komax will propose to the Annual General Meeting of 13 April 2022 the creation of an authorized capital increase to issue 1283333 new shares. These will be allocated to Metall Zug AG in exchange for the shares of Schleuniger AG. Metall Zug AG, the current owner of Schleuniger AG, will subsequently hold a 25% stake in Komax Holding AG. In addition, the Annual General Meeting will be asked to abolish the 15% restrictions on registration and voting rights and elect as an additional member of the Board of Directors Dr. Jürg Werner, the current Chairman of the Schleuniger AG Board of Directors. Completion of the quasi-merger is subject to the approval by the Annual General Meeting and the relevant competition authorities.

You can find more detailed information on the planned quasi-merger from page 10 onwards.

This combination is a crucial step for Komax to ensure a sustainably successful future. We thank you for your trust and your support as we work towards this key milestone in our corporate history.

Komax Holding AG
On behalf of the Board of Directors



Dr. Beat Kälin
Chairman

Dierikon, 14 March 2022

ORDINARY ANNUAL GENERAL MEETING OF KOMAX HOLDING AG

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 2021 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 2021 financial year (in a single vote for all members of the Board of Directors and the Executive Committee).

3. Appropriation of profit for the 2021 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	124 104
Earnings after taxes	-5 905 071
Release of free reserves	23 105 967

Total at the disposal of the Annual General Meeting	17 325 000
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Dividend of CHF 4.50 gross per registered share ¹	17 325 000
Allocation to free reserves	0
Profit carried forward	0

Total	17 325 000
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¹ The distribution requirement applies to all outstanding registered shares.

If the proposal is approved, a distribution of CHF 4.50 per dividend-entitled share will be paid out on Thursday, 21 April 2022.

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

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 appoint 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 (born 1956), 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, have been statutory auditors to Komax Holding AG and auditors of the Komax Group's consolidated financial statements since 1994. Komax Holding AG put its audit mandate back out to tender in 2021, and following detailed analysis decided not to change its auditor. The mandate will be put out to tender again in five years' time at the latest.

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 2021 financial year

The Board of Directors proposes that the Compensation Report for the 2021 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 Komax, as well as details related to the compensation awarded to these two bodies for the 2021 financial year. The vote on the Compensation Report 2021 is consultative and is conducted in line with the recommendations of the Swiss Code of Best Practice for Corporate Governance.

The Compensation Report can be found as a separate chapter in the 2021 Annual Report and online at www.komaxgroup.com/annual-report.

5.2 Approval of the total compensation payable to the Board of Directors for the 2023 financial year

The Board of Directors proposes that the total compensation payable to the Board of Directors for the 2023 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 2023 financial year includes the basic annual fee and share-based compensation (including compensation for work on both 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
Total³	1 230 000

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

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

³ The proposed total compensation amounts do not fully utilize the limits specified in the Articles of Association.

The compensation actually awarded, including the non-binding breakdown of individual compensation components listed in the table above, will be disclosed in the 2023 Compensation Report and submitted to shareholders at the 2024 Annual General Meeting for an advisory vote.

5.3 Approval of the total compensation payable to the Executive Committee for the 2023 financial year

The Board of Directors proposes that the total compensation payable to the Executive Committee, amounting to a maximum of CHF 6 000 000 for the 2023 financial year, be approved.

Notes on the proposal

The proposed maximum amount of compensation payable for the 2023 financial year can be broken down as follows:

in CHF	
Fixed compensation in cash	2 300 000
Variable compensation (cash bonus) ¹	1 775 000
Performance Share Units (PSUs) ²	1 475 000
Social benefits ³	450 000
Total⁴	6 000 000

¹ Maximum variable compensation at maximum performance achievement level.

² The compensation amount of PSUs is calculated on the basis of a 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.

⁴ The proposed total compensation amounts do not fully utilize the limits specified in the Articles of Association.

The compensation actually awarded, including the non-binding breakdown of individual compensation components listed in the table above, will be disclosed in the 2023 Compensation Report and submitted to shareholders at the 2024 Annual General Meeting for an advisory vote.

6. Combination of Schleuniger AG with Komax Holding AG by means of a quasi-merger

6.1 Creation of authorized share capital

The Board of Directors proposes to the Annual General Meeting that authorized share capital with a nominal amount of CHF 128'333.30 (equivalent to 1'283'333 registered shares, each with a par value of CHF 0.10) be created, and that the Board of Directors be authorized to carry out this capital increase by 13 April 2024. The authorized share capital will be used solely for the purpose of issuing registered shares to Metall Zug AG, whereby the subscription rights of existing shareholders are excluded, in order to acquire the shares of Schleuniger AG (including certain loans) with the shares of the company.

The Board of Directors therefore proposes to the Annual General Meeting that the Articles of Association be amended to include a new Article 3.a as follows:

3.a Authorized capital

¹ The Board of Directors is authorized, at any time until 13 April 2024, to increase the share capital by a maximum amount of CHF 128'333.30 through the issuance of a maximum of 1'283'333 registered shares to be fully paid-up, each with a par value of CHF 0.10, to Metall Zug AG, with registered office in Zug, in order to acquire the shares of Schleuniger AG, with registered office in Thun, and certain loans with shares of the company. Increases in partial amounts are permitted. The issuance date, the issue price, the type of contributions (including contributions in kind), possible acquisitions in kind, and timing of dividend entitlement will be determined by the Board of Directors. The subscription right of existing shareholders for the registered shares to be issued pursuant to this Article 3.a is excluded.

² The subscription and the acquisition of the new registered shares as well as any subsequent transfer are subject to the restrictions set out in Article 6 of the Articles of Association.

6.2 Rescission of restriction on registration and voting rights (conditional resolution)

The Board of Directors proposes to the Annual General Meeting that the restriction on registration and voting rights pursuant to Article 6 para. 4 and Article 10 para. 3 of the Articles of Association be abolished without replacement.

The Board of Directors is therefore proposing to the Annual General Meeting that Article 6 and Article 10 of the Articles of Association be revised as follows (changes marked in blue):

6. Share register ~~and transfer restriction~~

¹ The Board of Directors maintains a share register in which the names and addresses of owners and usufructuaries of shares are registered. Every shareholder must report to the company any change of domicile for purposes of entry in the share register. The last reported address of the shareholder shall be considered the legally valid address for correspondence.

² The share register contains the following two headings: "Shareholders without voting rights" and "Shareholders with voting rights." Only persons with a valid entry under one of these two headings shall be deemed to be shareholders or usufructuaries vis-à-vis the company. Only these persons may exercise the rights pertaining to their shares vis-à-vis the company, subject to the restrictions set out in Articles ~~6 and 10~~ of the Articles of Association. Shareholders without voting rights may exercise all property rights, but not the right to vote or rights associated with that of voting. Shareholders with voting rights may exercise all rights associated with the share.

³ Following the acquisition of shares, and based on an application for recognition as a shareholder, each acquirer of shares is viewed as shareholder without voting rights until the company acknowledges them to be a shareholder with voting rights. If the company does not reject the acquirer's application for recognition within 20 days, the acquirer shall be recognized as a shareholder with voting rights.

- ~~⁴ The registration of an acquirer of shares as a shareholder with voting rights may be refused if, as a result of such recognition, the acquirer would directly or indirectly acquire or hold more than 15% of the total number of shares recorded in the Commercial Register. Legal entities and groups with joint legal status which are connected through capital, voting rights, management, or in some other manner, along with all natural persons, legal entities and groups with joint legal status which act in concert by virtue of agreement, syndicate, or in some other manner, are regarded as a single acquirer for the purposes of this provision. This limitation also applies in the case of the acquisition of registered shares through the exercising of subscription rights, option rights, or conversion rights. This restriction does not apply to the acquisition of shares through inheritance, division of an estate, or joint marital property.~~
- ⁴ The Board of Directors may refuse an acquirer entry in the share register as a shareholder with voting rights if the acquirer does not expressly declare, at the request of the Board of Directors, that the shares were acquired in their own name and for their own account. This registration restriction also applies in the case of the acquisition of registered shares through the exercising of subscription rights, option rights, or conversion rights.
- ⁵ After hearing the affected party, the company may delete entries in the share register if such entries occurred in consequence of false statements by the acquirer. The acquirer must be informed of the deletion immediately.
- ⁶ The thresholds for the mandatory reporting of shareholdings and obligations to submit an offer under stock exchange regulations are determined on the basis of the applicable legislation.

10. Voting rights and representation

- ¹ All shareholders entered in the share register are entitled to vote at the Annual General Meeting. Each share entitles the holder to one vote.
- ² Shareholders may be represented at the Annual General Meeting by another shareholder with voting rights on the basis of a written power of attorney, or by the independent proxy on the basis of electronic or written power of attorney. The chair of the Annual General Meeting shall decide on the permissibility of representation.
- ~~³ When exercising voting rights, no single shareholder may exercise the rights associated with more than 15% of the total number of shares recorded in the Commercial Register for their own registered shares and shares they are representing by proxy. Legal entities and groups with joint legal status which are connected through capital, voting rights, management, or in some other manner, along with all natural persons, legal entities, and groups with joint legal status which act in concert by virtue of agreement, syndicate, or in some other manner, are regarded as one person for the purposes of this provision. Representation by the independent proxy remains reserved.~~

The resolution on the amendment of the Articles of Association pursuant to this agenda item 6.2 is subject to the condition precedent that the authorized capital increase pursuant to agenda item 6.1 be implemented (ascertainment resolution of the Board of Directors). The resolution on the amendment of the Articles of Association pursuant to this agenda item 6.2 is therefore only effective after fulfilment of the condition precedent. Once this condition has been fulfilled, the Board of Directors must register the amendment to the Articles of Association with the Commercial Register of the Canton of Lucerne.

6.3 Election of Dr. Jürg Werner as member of the Board of Directors (conditional resolution)

The Board of Directors proposes to the Annual General Meeting that Dr. Jürg Werner be elected as member of the Board of Directors for a term of office extending until the conclusion of the next Annual General Meeting.

The election is subject to the condition precedent that the authorized capital increase pursuant to agenda item 6.1 be implemented (ascertainment resolution of the Board of Directors). The election will therefore only be effective upon the fulfillment of this condition precedent.

Notes on the proposal

Information on the career and mandates of Dr. Jürg Werner can be found on page 13.

Further information**Documents**

The 2021 Annual Report (including 2021 Compensation Report and 2021 audit reports) can be downloaded at www.komaxgroup.com/annual-report. The minutes of the last Annual General Meeting and the proposals of the Board of Directors can be found at www.komaxgroup.com/aggm.

Voting entitlement

All shareholders entered in the share register at 5:00 p.m. on 6 April 2022 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 10 March 2022 will receive an invitation. They are requested to sign the registration slip and return it by 6 April 2022 at the latest. The admission ticket and ballot documentation will be forwarded by mail following completion of the registration process (dispatched from 29 March 2022). 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 6 April 2022 will receive their invitation subsequently, or may pick up the voting material from the front desk of the Annual General Meeting. Shareholders who dispose of their shares before 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 only be represented at the Annual General Meeting by their legal representative, another shareholder eligible to vote, or the independent proxy. The independent proxy is the Lucerne-based law firm Tschümperlin Lötscher 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. Please note that family members who are not shareholders themselves may not exercise representation rights.

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 a.m. (CEST) on 11 April 2022.

INFORMATION ON THE PLANNED QUASI-MERGER OF KOMAX HOLDING AG AND SCHLEUNIGER AG

komax

 **Schleuniger**

In order to secure their long-term competitiveness and continue to consistently drive forward the automation of wire processing with cutting-edge products and solutions, Komax Holding AG and Schleuniger AG are planning a quasi-merger. Schleuniger AG is a 100% subsidiary of Metall Zug AG. The Board of Directors is convinced that this combination will offer numerous benefits and create added value for shareholders, customers, and employees alike.

Strategic background: Trends require a high level of investment and personnel resources

A number of trends offer numerous opportunities for Komax and Schleuniger. In order to exploit these and be in a position to meet customer needs with sufficient speed across the necessary breadth, a high level of investment and personnel resources is required. One of the trends is the ongoing shift of the automotive market to Asia. Companies that want to assert themselves in the growing Asian market and avoid the risk of gradually losing market share must invest in new solutions and services. Another trend is automation. This has picked up pace in recent years, and offers considerable growth potential due to the increasing global shortage of specialist personnel.

Through this combination, Komax and Schleuniger will have additional expertise and more resources to support their customers with innovative products and services as the degree of automation continues to rise. The trends of digitalization, autonomous driving, and e-mobility also offer potential for growth and differentiation. These opportunities call for significant investment and the further recruitment and development of highly qualified specialists.

Numerous benefits for shareholders, customers, and employees

In order to be able to respond to these trends with the necessary speed, Komax and Schleuniger are seeking to combine their businesses. To this end, Komax and Metall Zug signed a transaction agreement on 8 February 2022. As a result of the combination, the customers of the combined company will continue to have a reliable partner that can deliver impressive and innovative products and services. This innovative strength and securing of competitiveness will also have a positive impact for shareholders and employees. The combination lays the foundations for growth over the long term, investment in the future, and the creation of further jobs and apprentice positions. The combined workforce of more than 3 000 employees will be given additional development opportunities in a cutting-edge technology group.

Transaction process

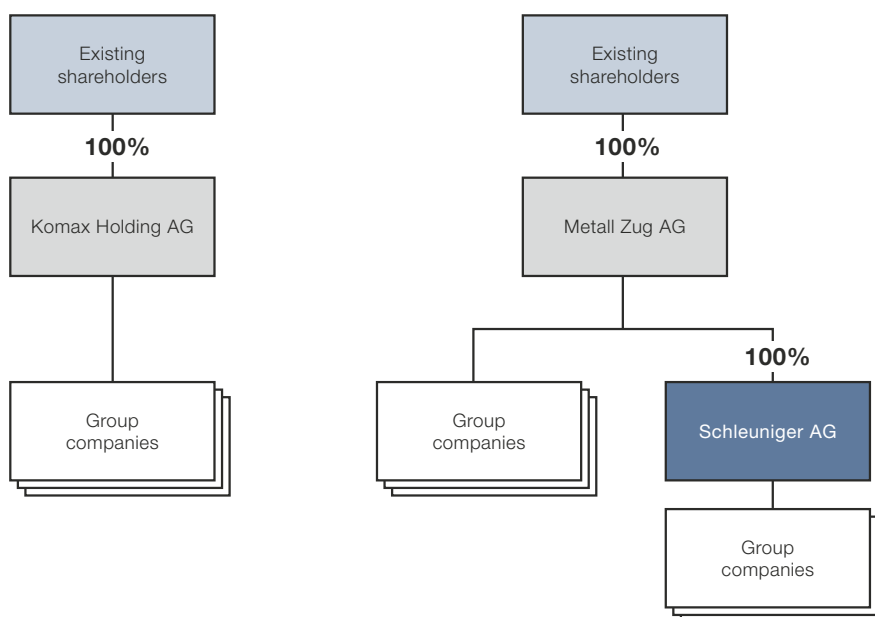
Komax will take over the entire Schleuniger Group with its seat in Thun. The takeover will be effected through an exchange of shares. In other words, Metall Zug will transfer to Komax 100% of the Schleuniger shares (250 000 registered shares, each with a par value of CHF 10.00) and will receive in return a 25% stake in Komax Holding AG. In order for this exchange of shares to take place, additional Komax shares need to be issued.

Accordingly, the Board of Directors of Komax Holding AG is proposing to the Annual General Meeting of 13 April 2022 the creation of authorized capital in the amount of 1 283 333 shares (each with a par value of CHF 0.10). Once these shares have been issued to Metall Zug, the share capital of Komax will increase by CHF 128 333.30 from CHF 385 000 to CHF 513 333.30.

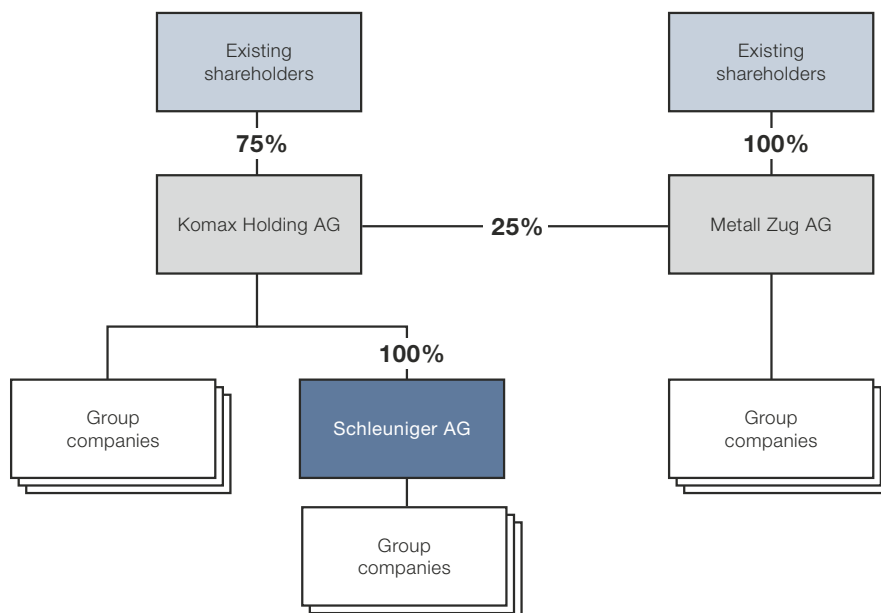
	Komax Holding AG	Metall Zug AG
Current structure	Share capital CHF 385 000 divided into 3 850 000 registered shares	Schleuniger AG share capital CHF 2 500 000 divided into 250 000 registered shares
Capital increase	Share capital CHF 128 333.30 divided into 1 283 333 registered shares	Exchange of shares
Structure after quasi-merger	Share capital CHF 513 333.30 divided into 5 133 333 registered shares	

Subject to the approval by the Annual General Meeting and the relevant competition authorities, the newly issued shares will be paid-up through a contribution in kind: Metall Zug AG will contribute to Komax Holding AG 100% of the shares of Schleuniger AG as well as a contribution-in-kind loan amounting to approximately CHF 69.7 million. In addition, an acquisition-in-kind loan will be transferred to Komax Holding AG for a purchase price of approximately CHF 20.3 million (the amount of the acquisition-in-kind loan and the corresponding purchase price will depend on Schleuniger's financing needs until completion of the transaction). In return, Metall Zug will receive the newly created 1 283 333 shares, and will therefore hold a 25% stake in the Komax Group upon completion of the transaction.

Before the quasi-merger



After the quasi-merger



Rescinding of restriction on registration and voting rights, additional member of the Board of Directors

In addition to the capital increase, the Board of Directors is also proposing to the Annual General Meeting that the existing restrictions on registration and voting rights of 15% be abolished. This will have the effect of strengthening Komax’s corporate governance, in keeping with the principle “one share, one vote.” In addition, it will propose the election of Dr. Jürg Werner to the Board of Directors. Both the abolition of the restrictions on registration and voting rights and the election of Dr. Jürg Werner are conditional upon the capital increase for the transaction being implemented. If elected, Dr. Jürg Werner will thus only join the Board of Directors once the transaction has been completed.



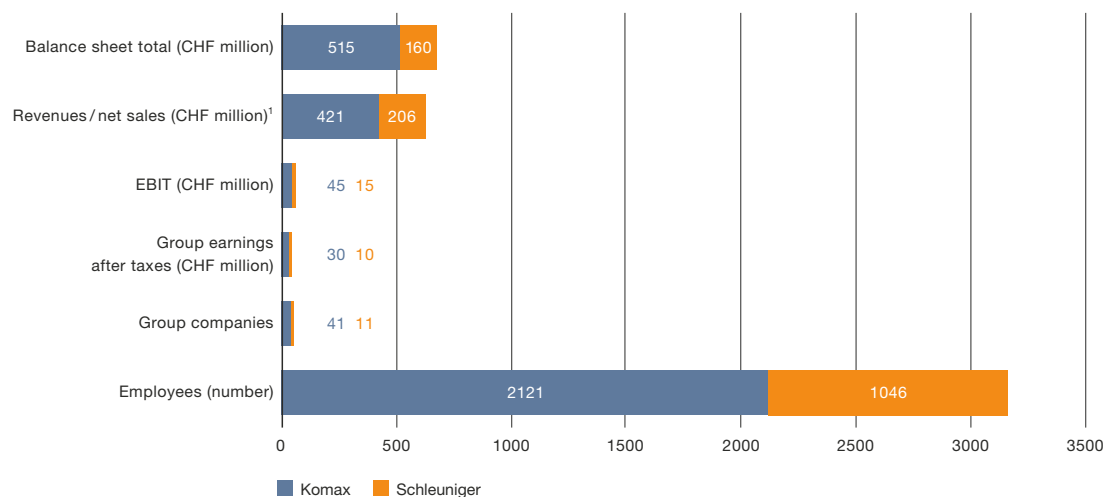
Dr. Jürg Werner, a Swiss citizen, is Chairman of the Board of Directors of Schleuniger AG, member of the Board of Directors of V-ZUG Holding AG and of Haag-Streit Holding AG, and was CEO of Metall Zug AG from 2013 to 2020. He holds a degree in electrical engineering as well as a PhD (Dr. sc. techn.) from the Federal Institute of Technology (ETH Zurich).

Consequences of the quasi-merger

As a result of the combination, the existing shareholder base of Komax will be complemented by Metall Zug. Following the quasi-merger, Metall Zug will hold 25% of the shares and voting rights of Komax.

Komax currently has a market capitalization on the SIX Swiss Exchange of around CHF 900 million. Of this amount, 100% of the shares and voting rights constitute the free float. In 2021, the average daily trading volume was around 8900 shares. The market capitalization will increase as a result of the quasi-merger, and the free float will be reduced to around 75% of outstanding shares.

Following the combination of Komax and Schleuniger, the following key figures will result (based on business figures for 2021):



¹ Both Komax and Schleuniger prepare their financial statements in accordance with Swiss GAAP FER; there are, however, some minor differences in how the two companies calculate revenues and net income.

Key steps on the road to the quasi-merger

8 February 2022	Signing of transaction agreement
9 February 2022	Announcement of quasi-merger (media release)
15 March 2022	Annual media conference on financial results of Komax and Metall Zug
13 April 2022	Annual General Meeting of Komax
19 April 2022	Ex-dividend date
21 April 2022	Dividend payment
Anticipated Q3 2022¹	Approval by the competition authorities Komax capital increase Closing of quasi-merger First trading day of new registered shares on SIX Swiss Exchange Publication of prospectus

¹ If the Annual General Meeting approves the capital increase, the relevant competition authorities will then have to approve the combination before the transaction can be completed. Komax is expecting the review by the competition authorities to be completed by the third quarter of 2022 – with the transaction being closed thereafter. Until then, Komax and Schleuniger will remain independent of one another, and no shared business activities will take place.

What else should I know as a shareholder?

Why is this quasi-merger taking place at this particular point in time?

There are various trends unfolding in the market in which Komax and Schleuniger are active, and these offer a number of opportunities (see page 11). In order to be able to exploit these opportunities, considerable investment is required – along with a strategy focused on the long term. Komax and Schleuniger are in the same situation in this respect. They are both successful, healthy companies that are nevertheless having to prioritize available resources on the basis of the trends they wish to pursue. The merger will have the effect of strengthening Komax's competitiveness, and it will have the additional expertise and resources needed to leverage these trends. Or to put it another way: Through this combination, Komax will receive the resources and the risk capacity it needs to bring new solutions to market more rapidly and in a more focused way, thereby better satisfying the needs of its customers.

Can existing Komax shareholders participate in the capital increase and subscribe to new shares?

As the new registered shares will be solely used for the exchange for Schleuniger shares, the capital increase will take place under exclusion of the subscription rights of existing Komax shareholders. Existing Komax shareholders will therefore not be able to subscribe for new registered shares as part of this capital increase.

Will Metall Zug remain a long-term shareholder in Komax?

Yes, in Metall Zug, Komax is gaining a reliable anchor shareholder with a long-term view, and a shareholder that attaches great importance to sustainable company management. The long-term orientation of Metall Zug is also evident from the fact that it has committed to a six-year lock-up period during which it will in principle not sell shares.

Is it justifiable that Metall Zug will receive a 25% stake in Komax in exchange for Schleuniger?

The audit company KPMG has drawn up a fairness opinion, which assesses whether the agreed financial parameters of the transaction are fair. KPMG has concluded that the negotiated financial agreement is fair and reasonable to the shareholders.

What will change for me as a shareholder?

The number of shares and the market capitalization of Komax will increase as a result of the planned combination with Schleuniger and the associated capital increase. Following completion of the transaction, existing shareholders will hold the same number of shares as they did prior to the combination – but will have a stake in a larger company.

Will the capital increase result in a dilution of earnings per share?

The capital increase is being carried out in order to acquire the Schleuniger shares held by Metall Zug. In other words, Komax will be receiving a consideration in return for the newly created shares, namely the Schleuniger Group. KPMG has confirmed that the number of Komax shares Metall Zug will receive for Schleuniger is fair. In the long term, shareholders will benefit in the form of higher income and rising dividends. After all, the combination will give Komax the expertise and resources that will allow it to respond to various trends with innovative solutions, i.e., invest in new products and market development.

Will the merger affect Komax's dividend policy?

No, there should be no change to the strategy defined by the Board of Directors – namely to pursue an attractive dividend policy with a payout ratio of 50%–60% of Group earnings after taxes. In addition, the capital increase will lead to capital contribution reserves of around CHF 200 million, which means that over the coming years it will be possible to distribute half of the dividend free of tax to natural persons resident in Switzerland who hold shares as part of their private assets.

How high will the approval ratio have to be at Komax's AGM?

For the creation of the authorized capital, the approval of two thirds of the voting rights represented will be required (Art. 704 SCO).

Will there be any restructuring?

Komax's aim is to increase the value of the company in the long term. This will be achieved through the marketplace – by Komax offering its customers innovative products and services. A long-term increase in value cannot be achieved through cost-cutting measures implemented with a short-term view. Komax will nevertheless continue to keep a careful eye on its cost base following completion of the transaction, and will focus in particular on growth synergies. Komax aims to use the available structures to seize growth opportunities without neglecting cost synergies.

Will Schleuniger continue to exist after the quasi-merger?

As a result of the quasi-merger, Schleuniger will become a subsidiary of Komax and will continue to exist as a legal entity.

What objectives will Komax be pursuing going forward?

The merger will give rise to a company with the claim to consistently driving forward the automation of wire processing with cutting-edge products and solutions, and meeting customer needs to the greatest possible extent – not just in the automotive industry, but in other industries too. Due to various trends, which include a shortage of qualified personnel, rising wage costs, high quality demands, miniaturization, and the need for traceability, demand for automated solutions will rise continuously in the future. Komax wants to shape its industry and deploy its innovative solutions in a way that allows it to make available to its customers the machinery, solutions, and technology they require for the automation process. In addition, Komax wants to increase the value of the company on an ongoing basis and offer employees an attractive working environment.

The information on the quasi-merger contains future-oriented statements such as projections, predictions, and estimates. Future-oriented statements of this kind are bound up with certain risks and uncertainties, which may lead to the actual results, achievements, or events deviating from those anticipated in this overview. The future-oriented statements contained in this overview are based on the current views and assumptions of the Komax Group. The Komax Group is not issuing any commitment to update or supplement this overview. This overview does not represent a solicitation, offer, recommendation, or invitation to acquire shares in any jurisdiction, nor does it constitute a listing prospectus in the sense of Art. 35 ff. of the Federal Financial Services Act (FinSA) and Art. 27 of the listing regulations of the SIX Swiss Exchange. This information exists in printed form and can be downloaded as a PDF from the website of Komax Holding AG. The printed version is binding. In connection with the listing of the additional registered shares created through the authorized capital increase, the company will publish a prospectus pursuant to the provisions of Art. 35 ff. FinSA. This alone shall be the basis for any investment or divestment decision.

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