



INVITATION TO ANNUAL GENERAL MEETING

Date:

20 August 2024, 12.00 noon
(doors open at 11.30 a.m.)

Place:

KLINGELNBERG AG hall
at Binzmühlestrasse 171, 8050 Zürich, Switzerland

KLINGELNBERG AG

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To the Shareholders of KLINGELNBERG AG

Invitation to the Annual General Meeting

Date: 20 August 2024, 12.00 noon (doors open 11.30 a.m.)

Place: KLINGELNBERG AG hall at Binzmühlestrasse 171, 8050 Zurich, Switzerland

Dear Shareholders,

The Board of Directors of KLINGELNBERG AG is pleased to invite you to the Annual General Meeting with the following agenda items and motions.

Agenda Items and Motions of the Board of Directors:

1 Management Report, Annual Financial Statements and Consolidated Financial Statements for 2023/24, Auditors' Reports

Motion by the Board of Directors: The Board of Directors proposes that the Management Report, the Annual Financial Statements of KLINGELNBERG AG as well as the Consolidated Financial Statements of the KLINGELNBERG Group for the 2023/24 financial year are approved and the Auditors' Reports are acknowledged.

Reasons: The Annual General Meeting is responsible for approving the Management Report, the Annual Financial Statements and the Consolidated Financial Statements. In their Auditors' Reports to the Annual General Meeting, the Auditors PricewaterhouseCoopers AG confirmed the Annual Financial Statements and the Consolidated Financial Statements without qualification.

2 Resolution on the appropriation of retained earnings for 2023/24, distribution of an ordinary dividend and withholding tax-free distribution from capital contribution reserves

The Board of Directors proposes a total gross distribution to shareholders of CHF 0.50 per registered share entitled to dividend. This consists of an ordinary dividend from retained earnings of gross CHF 0.25 per registered share (CHF 0.1625 net after deduction of 35% withholding tax) and a withholding tax-free distribution from capital contribution reserves of CHF 0.25 per registered share. Therefore, a total distribution of CHF 0.50 per registered share, corresponding to a total amount of CHF 4,420,000 is planned.

2.1 Appropriation of retained earnings

Motion by the Board of Directors: The Board of Directors proposes a pro rata distribution from retained earnings of CHF 0.25 per registered share. Furthermore, the Board of Directors proposes to carry forward the remaining retained earnings in the amount of CHF 33,827,224.04 to new account.

2.2 Payment of a dividend from capital contribution reserves

Motion by the Board of Directors: The Board of Directors proposes a pro rata distribution from the capital contribution reserves in the amount of CHF 0.25 per registered share.

Reasons: Pursuant to Article 698 para. 2 item 4 of the Swiss Code of Obligations and the Articles of Association of KLINGELNBERG AG, the Annual General Meeting is responsible for passing resolutions on the appropriation of retained earnings, in particular the determination of the dividend. The proposal is based on the Annual Financial Statements audited by the Auditors and proposed for approval under agenda item 1.

3 Granting discharge to the members of the Board of Directors and the Executive Management

Motion by the Board of Directors: The Board of Directors proposes that discharge be granted to all members of the Board of Directors and the Executive Management for their activities in the 2023/24 financial year.

Reasons: By law, the discharge of the responsible bodies is a non-transferable power of the Annual General Meeting.

4 Approval of the maximum total amount of the compensation of the Board of Directors until the 2025 Annual General Meeting

Motion by the Board of Directors: The Board of Directors proposes the approval of the maximum total amount of CHF 800,000 for the compensation of the Board of Directors for the period from the Annual General Meeting 2024 to the Annual General Meeting 2025.

Reasons: The principles governing the compensation of the Board of Directors are set out in Article 25 of the Articles of Association. Details on the compensation of the Board of Directors can be found in the Compensation Report, which is a separate chapter of the Annual Report for the 2023/24 financial year and is available online at <https://klingelberg.com/en/investors/financial-reports>. The proposed maximum total compensation for the term of office from the Annual General Meeting 2024 to the Annual General Meeting 2025 is CHF 800,000.

5 Approval of the maximum total amount of the compensation of the Executive Management for the 2025/26 financial year

Motion by the Board of Directors: The Board of Directors proposes the approval of the maximum total amount of EUR 3,800,000 for the compensation of the members of the Executive Management, which can be paid out or allocated in the 2025/26 financial year.

Reasons: The principles governing the compensation of the Executive Management are set out in Article 26 of the Articles of Association. Details on the compensation of the Executive Management can be found in the Compensation Report, which is a separate chapter of the Annual Report for the 2023/24 financial year and is available online at <https://klingelberg.com/en/investors/financial-reports>. For the 2025/26 financial year, the Board of Directors proposes a maximum possible total compensation of EUR 3,800,000 for the members of the Executive Management.

6 Consultative vote on the 2023/24 Compensation Report

Motion by the Board of Directors: The Board of Directors proposes that the Compensation Report for the 2023/24 financial year is approved by the shareholders by way of a consultative vote.

Reasons: The consultative vote on the Compensation Report is legally required under the new law because the Annual General Meeting approves the variable compensation of the Executive Management on a prospective basis. The result of the consultative vote has no binding effect. The Compensation Report can be found as a separate chapter in the Annual Report for the 2023/24 financial year, which is available online at <https://klingelberg.com/en/investors/financial-reports>.

7 Election of the members of the Board of Directors

Motion by the Board of Directors: The Board of Directors proposes the re-election of the following persons as members of the Board of Directors, in each case by individual vote, for a term of office until the conclusion of the next Annual General Meeting:

- Dr. Jörg Wolle
- Jan Klingelberg
- Philipp Buhofer
- Prof. Dr. Michael Hilb
- Dr. Hans-Martin Schneeberger
- Kalina Alexieva Scott

Reasons: As the term of office of the members of the Board of Directors expires at the conclusion of the Annual General Meeting on 20 August 2024, they must each be re-elected by the Annual General Meeting. All current members of the Board of Directors are available for a further term of office. A *curriculum vitae* of all members of the Board of Directors is included in the "Corporate Governance" section of the Annual Report for the 2023/24 financial year and is available online at <https://klingelberg.com/en/investors/financial-reports>.

8 Election of the Chairman of the Board of Directors

Motion by the Board of Directors: Subject to his election as a member of the Board of Directors, the Board of Directors proposes the re-election of

- Dr. Jörg Wolle

as Chairman of the Board of Directors until the conclusion of the next Annual General Meeting.

Reasons: Dr. Jörg Wolle is available for a further term of office as Chairman of the Board of Directors.

9 Election of the members of the Nomination and Compensation Committee

Motion by the Board of Directors: The Board of Directors proposes the re-election of the following persons as members of the Nomination and Compensation Committee by individual vote for a term of office until the conclusion of the next Annual General Meeting and subject to their election as members of the Board of Directors:

- Dr. Jörg Wolle
- Philipp Buhofer
- Dr. Hans-Martin Schneeberger

Reasons: All current members of the Nomination and Compensation Committee are available for a further term of office. The Board of Directors intends to appoint Dr. Jörg Wolle as Chairman of the Nomination and Compensation Committee, subject to his election as a member of the Nomination and Compensation Committee.

10 Election of the Auditors

Motion by the Board of Directors: The Board of Directors proposes the re-election of

- PricewaterhouseCoopers AG, Zurich

as Auditors until the conclusion of the next Annual General Meeting.

Reasons: The Annual General Meeting is responsible for the election of the Auditors. PricewaterhouseCoopers AG has confirmed that, if elected, it will exercise the mandate until the conclusion of the next Annual General Meeting.

11 Election of the Independent Proxy

Motion by the Board of Directors: The Board of Directors proposes the re-election of

- Attorney Ernst A. Widmer (EAW Legal, 8002 Zurich)

as the Independent Proxy with the right of substitution until the conclusion of the next Annual General Meeting.

Reasons: Attorney Ernst A. Widmer (EAW Legal, 8002 Zurich) has confirmed to exercise the mandate for a further term of office if elected.

12 Introduction of a Capital Band

The Board of Directors proposes that Article 3b (Capital Band) and Article 3c (Exclusion of Subscription and Advance Subscription Rights) of the Articles of Association be introduced with the following wording:

ARTIKEL 3B: KAPITALBAND

Die Gesellschaft verfügt über ein Kapitalband zwischen CHF 44'200'000.00 (untere Grenze) und CHF 52'156'000.00 (obere Grenze). Der Verwaltungsrat ist im Rahmen des Kapitalbands ermächtigt, bis zum 20. August 2029 oder bis zu einem früheren Dahinfallen des Kapitalbands das Aktienkapital der Gesellschaft einmal oder mehrmals und in beliebigen Beträgen zu erhöhen. Die Kapitalerhöhung kann durch Ausgabe von bis zu 1'591'200 voll einbezahlten Namenaktien mit einem Nennwert von je CHF 5.00 oder durch eine Erhöhung der Nennwerte der bestehenden Namenaktien innerhalb der Grenzen des Kapitalbands erfolgen.

Im Falle der Ausgabe von Aktien unterliegen Zeichnung und Erwerb der neuen Aktien sowie jede nachfolgende Übertragung der Aktien den Beschränkungen von Artikel 5 dieser Statuten.

Bei einer Erhöhung des Aktienkapitals innerhalb des Kapitalbands legt der Verwaltungsrat, soweit erforderlich, den Ausgabebetrag, die Art der Einlagen (einschliesslich Barliberierung, Sacheinlage, Verrechnung und Umwandlung von Reserven oder eines Gewinnvortrags in Aktienkapital), den Zeitpunkt der Ausgabe, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Dabei kann der Verwaltungsrat neue Aktien mittels Festübernahme durch eine Bank, ein Bankenkonsortium oder einen anderen Dritten und anschliessendem Angebot an die bisherigen Aktionäre oder an Dritte (sofern die Bezugsrechte der bisherigen Aktionäre aufgehoben sind oder nicht gültig ausgeübt werden) ausgeben. Der Verwaltungsrat ist ermächtigt, den Handel mit Bezugsrechten zu ermöglichen, zu beschränken oder auszuschliessen. Nicht gültig ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht gültig ausgeübt wurden, zu Marktbedingungen oder zu den Bedingungen der Kapitalerhöhung, bei der die Bezugsrechte nicht gültig ausgeübt wurden, platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

Im Falle einer Kapitalerhöhung innerhalb des Kapitalbandes ist der Verwaltungsrat ermächtigt, das Bezugsrecht der bisherigen Aktionäre aufzuheben

ARTICLE 3B: CAPITAL BAND

The Company has a capital band ranging from CHF 44,200,000.00 (lower limit) to CHF 52,156,000.00 (upper limit). Within the range of the capital band, the Board of Directors shall be authorized to increase the share capital of the Company in any amount once or several times until 20 August 2029 or until an earlier expiry of the capital band. The capital increase may be executed by issuing up to 1,591,200 fully paid-in registered shares with a nominal value of CHF 5.00 each or by increasing the nominal values of the issued registered shares within the limits of the capital band.

In the event of the issuance of shares, the subscription and the acquisition of the new shares as well as each following transfer of shares shall be subject to the restrictions set forth in article 5 of these Articles of Association.

In the event of an increase of the share capital within the capital band, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution (including cash contribution, contribution in kind, offsetting and conversion of reserves or profit carried forward into share capital), the date of issue, the conditions for the exercise of subscription rights and the beginning date for dividend entitlement. The Board of Directors may issue new shares by means of a firm underwriting by a bank, a syndicate of banks or another third party and a subsequent offer to the existing shareholders or to third parties (provided that the subscription rights of the existing shareholders are excluded or not validly exercised). The Board of Directors is authorized to permit, restrict or exclude the trading of subscription rights. The Board of Directors may allow subscription rights that have not been validly exercised to lapse, or it may place them or respectively the shares for which subscription rights have been granted but not validly exercised at market conditions or at the conditions of the capital increase in which the subscription rights were not validly exercised, or use them otherwise in the interest of the Company.

In the event of a capital increase within the capital band, the Board of Directors shall be authorized to exclude or limit subscription rights of the existing

oder zu beschränken und das Bezugsrecht einzelnen Aktionären, Dritten, der Gesellschaft oder einer ihrer Konzerngesellschaften zuzuweisen:

1. zum Zwecke der schnellen und flexiblen Beschaffung von Eigenkapital durch eine Aktienplatzierung, die ohne den Ausschluss des Bezugsrechts der bisherigen Aktionäre nur schwer oder gar nicht oder zu wesentlich schlechteren Bedingungen möglich wäre; oder
2. für den Erwerb von oder Investitionen in Unternehmen, Unternehmensteile, Beteiligungen, Produkten, Produktentwicklungsprogrammen, Immaterialgüterrechte oder Lizenzen für die Entwicklung, die Herstellung oder den Vertrieb von Produkten oder für Aktienplatzierungen zur Finanzierung oder Refinanzierung eines solchen Erwerbs oder Investitionsvorhabens der Gesellschaft; oder
3. zur Erleichterung einer Transaktion durch einen Aktientausch; oder
4. zum Zwecke der Erweiterung des Aktionariats der Gesellschaft in bestimmten Finanz- oder Investoren-Märkten, zur Verwendung der Aktien für die Beteiligung von strategischen Partnern (einschliesslich Finanzinvestoren) oder im Zusammenhang mit der Kotierung von neuen Aktien an inländischen oder ausländischen Börsen; oder
5. zum Zwecke der Beteiligung von Mitarbeitenden der Gesellschaft oder von Konzerngesellschaften und/oder Mitgliedern des Verwaltungsrates der Gesellschaft.

Nach einer Nennwertveränderung werden neue Aktien innerhalb des Kapitalbands mit gleichem Nennwert auszugeben wie die bestehenden Namenaktien.

Im Falle einer Erhöhung des Aktienkapitals aus dem bedingten Kapital gemäss Artikel 3a dieser Statuten erhöhen sich die Ober- und Untergrenzen des Kapitalbandes um den Betrag, der einer solchen Erhöhung des Aktienkapitals entspricht.

shareholders and to allocate such rights to individual shareholders, third parties, the Company or to any of its group companies:

1. for the purpose of raising equity capital in a quick and flexible manner through a share placement, which would be difficult or impossible or on substantially worse terms without the exclusion of the subscription rights of the existing shareholders; or
2. for the acquisition of or investment in companies, parts of companies, participations, products, product development programs, intellectual property rights or licences for development, manufacture or distribution of products or for share placements for the financing or refinancing of such acquisition of investment project of the Company; or
3. to facilitate a transaction by means of an exchange of shares; or
4. for the purpose of expanding the Company's shareholder base in certain financial or investor markets, for using the shares for the participation of strategic partners (including financial investors) or in connection with the listing of new shares on domestic or foreign stock exchanges; or
5. for the purpose of the participation of employees of the Company or of group companies and/or members of the Board of Directors of the Company.

After a change of the nominal value, new registered shares shall be issued within the capital band with the same nominal value as the existing registered shares.

In the event of an increase of the share capital from conditional capital pursuant to article 3a of these Articles of Association, the upper and lower limits of the capital band shall increase in an amount corresponding to such increase of the share capital.

ARTIKEL 3C: AUSSCHLUSS VON BEZUGS- UND VORWEGZEICHNUNGSRECHTEN

Bis zum 20. August 2029 oder bis zu einem früheren Dahinfallen des Kapitalbands darf die Gesamtzahl der neu ausgegebenen Aktien, welche (i) aus dem bedingten Aktienkapital gemäss Artikel 3a dieser Statuten unter Beschränkung oder Aufhebung der Bezugs- oder Vorwegzeichnungsrechte und (ii) aus dem Kapitalband gemäss Artikel 3b dieser Statuten unter Beschränkung oder Aufhebung der Bezugsrechte, ausgegeben werden, 1'591'200 neue Aktien nicht überschreiten.

ARTICLE 3C: EXCLUSION OF SUBSCRIPTION AND PRIORITY SUBSCRIPTION RIGHTS

Until 20 August 2029 or an earlier expiry of the capital band, the total number of new shares issued from (i) the conditional share capital pursuant to article 3a of these Articles of Association with limitation or exclusion of subscription or priority subscription rights, and (ii) the capital band pursuant to article 3b of these Articles of Association with limitation or exclusion of subscription rights shall not exceed 1,591,200 new shares.

Reasons: The revised corporate law now provides for a so-called capital band, which functionally corresponds to the authorised capital under previous Swiss corporate law, among other things. With the capital band, the Annual General Meeting may authorize the Board of Directors to increase or reduce the share capital within a certain range. A range of 150% (upper limit) to 50% (lower limit) of the share capital entered in the commercial register at the time the capital band is introduced is permitted by law. The authorisation of the Board of Directors may last for a maximum of 5 years. The Annual General Meeting may exclude shareholders' subscription rights or delegate this right to the Board of Directors, provided that the reasons for the exclusion of subscription rights are expressly stated in the Articles of Association. The capital band gives the Board of Directors flexibility in connection with business opportunities such as the acquisition of another company or the entry of a new strategic investor without the shareholders having to vote on the matter.

For KLINGELNBERG AG, the Board of Directors proposes the introduction of a new Article 3b for the purpose of creating a capital band that applies only to capital increases and for a maximum of 5 years. The upper and lower limits of the capital band are set at 118% and 100% respectively of the share capital currently entered in the commercial register. The Board of Directors is therefore authorized to increase the share capital by a maximum of 18% - but not to reduce it. The Board of Directors is authorized to cancel or restrict shareholders' subscription rights in the context of capital increases within the capital band in connection with the reasons expressly stated in the Articles of Association.

Furthermore, the new Article 3c stipulates that until the expiry or earlier expiry of the capital band, the total number of newly issued shares, which are issued under restriction or cancellation of subscription or advance subscription rights (i) from the conditional share capital pursuant to Article 3a of the Articles of Association and (ii) from the capital band pursuant to Article 3b, may not exceed 1,591,200 new shares (or 18% of the share capital).

Annual Report and Auditors' Reports

The complete Annual Report for the 2023/24 financial year contains the Management Report (p. 22), the Compensation Report with the Report of the Statutory Auditor (p. 58), the Sustainability Report (p. 76), the Consolidated Financial Statements with the Report of the Statutory Auditor (p. 118), and the Annual Financial Statements (separate financial statements) with the Report of the Statutory Auditor (p. 154). The Annual Report was published on 20 June 2024. The Annual Report and the Auditors' Reports are available for inspection at the registered office of KLINGELNBERG AG at Binzmühlestrasse 171, 8050 Zurich, Switzerland, and can be accessed on the website of the KLINGELNBERG Group (<https://klingelberg.com/en/investors/financial-reports>). Shareholders who wish to receive the documents by post can order them from KLINGELNBERG AG, Investor Relations, Binzmühlestrasse 171, 8050 Zurich, Switzerland.

Organizational matters

Annual Report

The Annual Report is not sent out automatically, but only at your explicit request. It can also be viewed and downloaded from the following Internet address: <https://klingelberg.com/en/investors/financial-reports>

Attendance in person

Shareholders who wish to attend the Annual General Meeting in person are kindly requested to request an admission card with voting material using the enclosed reply form. Shareholders entered in the share register with voting rights on 08 August 2024 5:00 p.m. (record date / closing of the share register) are entitled to attend and vote.

Proxies and issuing instructions

In accordance with Article 11 of the Articles of Association, shareholders who are entitled to vote but do not attend the Annual General Meeting in person may be represented by **another person, who is not required to be a shareholder**, or by the **Independent Proxy** (Attorney Ernst A. Widmer, EAW Legal, 8002 Zurich). For this purpose, the enclosed proxy and instruction form must be used; alternatively, you can use the electronic instruction system available at www.klingelberg.netvote.ch.

The enclosed reply form includes additional information on granting proxy and issuing instructions. The reply form also provides your log-in details for granting proxy and issuing instructions online.

An **envelope** addressed to KLINGELNBERG AG's share register (c/o areg.ch ag, Fabrikstrasse 10, CH-4614 Hägendorf) is enclosed for your written **reply**. You can use this envelope both to return the reply form for ordering admission cards and to return the reply form with a proxy and instructions to the Independent Proxy.

Please note that the completed and signed reply form must be received by the share register of KLINGELNBERG AG no later than 16 August 2024. Electronic proxies and instructions or changes to instructions must be issued by no later than 12:00 noon (CEST) on 16 August 2024.

Admission cards will be mailed from 09 August 2024.

Directions

There are no parking spaces available on KLINGELNBERG AG premises, so we kindly ask you to use public transport. The building is located about 10 minutes' walk from Oerlikon train station. Bus line 80 from Oerlikon train station stops in the immediate vicinity ("Birchstrasse" bus stop).

Parking spaces

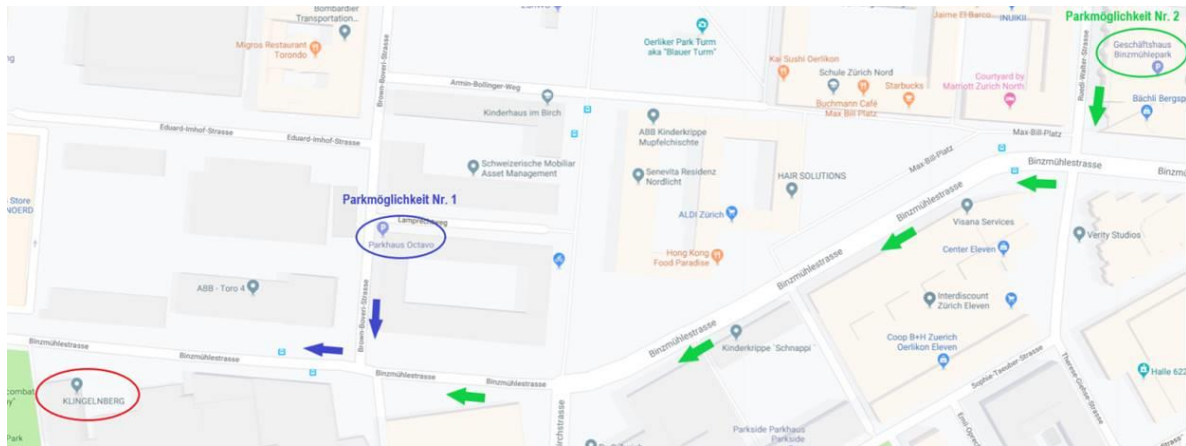
If you choose to arrive by car, we recommend the following parking options:

Parking option 1:

"Octavo" parking garage
Brown-Boveri-Strasse 2
Zurich

Parking option 2:

"Geschäftshaus Binzmühlepark" parking garage
Ruedi-Walter-Strasse 2A
Zurich



Language

The Annual General Meeting will be held in German. The German version of the invitation to the Annual General Meeting shall prevail in case of discrepancies.

We are pleased to welcome you in person and cordially invite you to our traditional "Apéro" following the Annual General Meeting.

Yours sincerely,

for the Board of Directors:

The Chairman

Zurich, 26 July 2024



Dr. Jörg Wolle

Enclosures:

- Reply forms
- Reply envelope