



# INVITATION TO ANNUAL GENERAL MEETING

Date:

24 August 2021, 1.00 p.m.

## **KLINGELNBERG AG**

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## To the Shareholders of KLINGELNBERG AG

# Invitation to the Annual General Meeting

*(Translation from German – only the original German version of this AGM invitation is binding.)*

Zürich, July 2021

Dear Sir, dear Madam,

With this letter, we convene the Annual General Meeting of KLINGELNBERG AG. The Board of Directors has decided, based on Art. 27 of Ordinance 3 on Measures to Combat the Coronavirus (COVID-19 Ordinance 3), to hold the Annual General Meeting without the physical presence of the shareholders. The meeting will take place on 24 August 2021 at 1.00 p.m. without audience at the premises of KLINGELNBERG AG, Binzmuehlestrasse 171, 8050 Zürich, Switzerland.

Enclosed you will find the Agenda and the form for the appointment of the Independent Proxy.

The Board of Directors requests the shareholders to give all voting instructions to the Independent Proxy, Mr. Ernst A Widmer, EAW Legal, Zürich, and to exercise their other shareholder rights through him.

You have the option to submit your voting instructions either by sending the enclosed proxy form to our share registrar [areg.ch.ag](https://areg.ch.ag), to arrive by 20 August 2021 at the latest, or alternatively online via <https://klingelberg.netvote.ch> by 22 August 2021, 12.00 noon (CEST).

We thank you in advance for your understanding.

Yours sincerely,

KLINGELNBERG AG, Zürich



Dr. Joerg Wolle

Chairman of the Board of Directors

Enclosures:

- Proxy form with reply envelope

## **Agenda Items and Motions of the Board of Directors:**

### **1 Management Report, Annual Financial Statements and Consolidated Financial Statements for 2020/21, 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 business year 2020/21 be approved and that the Auditors' Reports are acknowledged.

### **2 Resolution on the appropriation of the balance sheet profit for 2020/21 and distribution of profit**

**Motion by the Board of Directors:** The Board of Directors proposes that the retained earnings of CHF 30.708.305,75 be appropriated as follows:

Carry the entire net profit forward to new account.

### **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 Board for their activities in the 2020/21 financial year.

### **4 Approval of the maximum total amount of the compensation of the Board of Directors until the 2022 Annual General Meeting**

**Motion by the Board of Directors:** The Board of Directors proposes a maximum total amount of CHF 700.000 for the remuneration of the Board of Directors for the period from the 2021 Annual General Meeting until the 2022 Annual General Meeting.

**Note:** The proposed amount (prior period: CHF 700.000) comprises fixed remuneration for the Chairman of the Board of Directors, for each member and for the chair and/or membership in a committee of the Board of Directors.

### **5 Approval of the maximum total amount of the compensation of the Executive Management for the 2022/23 financial year**

**Motion by the Board of Directors:** An amount of EUR 4.500.000 is proposed to the Annual General Meeting as the maximum total amount for the remuneration of members of the Executive Management to be paid out or allocated in the 2022/23 financial year.

**Note:** In addition to the sum of the fixed remuneration for the four members of the Executive Board (CEO, CFO, CSO and COO), the amount proposed (prior period: EUR 4.500.000) also includes a short-term variable remuneration component per person and a long-term variable remuneration component per person, which would be paid out or allocated in a best-case scenario.

The effective remuneration for 2022/23 will be determined on the basis of the employment contracts and the results of the 2022/23 financial year and is presented in detail in the 2022/23 Compensation Report.

## **6 Elections of the members of the Board of Directors**

**Motion by the Board of Directors:** The Board of Directors proposes the individual re-election of the following six persons to the Board of Directors, each until the conclusion of the next Annual General Meeting:

- Dr. Joerg Wolle
- Diether Klingelberg
- Roger Baillod
- Prof. Michael Hilb
- Dr. Hans-Martin Schneeberger
- Hans-Georg Haerter

**Note:** In accordance with Article 15 of the Articles of Association of KLINGELBERG AG, members of the Board of Directors hold office until the conclusion of the next Annual General Meeting. Re-election is possible.

## **7 Election of the Chairman of the Board of Directors**

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

- Dr. Joerg Wolle

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

**Note:** Dr. Joerg Wolle has been Chairman of the Board of Directors since 2018.

## **8 Election of the members of the Nomination and Compensation Committee**

**Motion by the Board of Directors:** Subject to their re-election as members of the Board of Directors, the Board of Directors proposes the individual re-election of

- Dr. Joerg Wolle
- Diether Klingelberg
- Dr. Hans-Martin Schneeberger

as members of the Nomination and Compensation Committee, in each case until the conclusion of the next Annual General Meeting.

**Note:** Dr. Joerg Wolle, Diether Klingelberg and Dr. Hans-Martin Schneeberger have been members of the Nomination and Compensation Committee since 2018. Due to their personal and professional qualifications and activities, they have the expertise and commitment to implement the requirements set out for the Nomination and Compensation Committee by law, the Articles of Association, and the Annual General Meeting in the interests of the company.

Subject to his election to the Nomination and Compensation Committee, the committee will elect Dr. Joerg Wolle as Chair of the Nomination and Compensation Committee.

## 9 Election of the Auditors

**Motion by the Board of Directors:** Re-election of

- PwC (PricewaterhouseCoopers AG), Zürich,  
as Auditors until the conclusion of the next Annual General Meeting.

**Note:** PricewaterhouseCoopers AG, Zürich, is a recognized independent audit firm that operates globally.

## 10 Elections 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 Zürich)  
as the Independent Proxy with the right of substitution until the conclusion of the next Annual General Meeting.

## 11 Other

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### Annual Report and Audit Reports

The complete Annual Report for the 2020/21 financial year contains the Management Report (p. 24), the Remuneration Report with the report of the statutory auditors (p. 60), the Consolidated Financial Statements with the report of the statutory auditors (p. 76) and the Annual Financial Statements (individual/separate financial statements) with the report of the statutory auditors (p. 112). The Annual Report was published on 23 June 2021. The Annual Report and the Audit Reports are available for inspection at the business location of KLINGELNBERG AG at Binzmühlestrasse 171, 8050 Zürich, Switzerland, and can be accessed on the website of the KLINGELNBERG Group (<https://www.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 Zürich, Switzerland.

### Organizational matters

#### Annual Report

The Annual Report is not sent out automatically, but only at your express request. It can also be viewed and downloaded from the following web address:

<https://www.klingelberg.com/en/investors/financial-reports/>

#### Registration

As explained above, the Annual General Meeting will be held without an audience in accordance with the "COVID-19 Ordinance 3". Shareholders registered with voting rights in the share register of KLINGELNBERG AG on 12 August 2021 at 5.00 p.m. (CEST) are entitled to vote at the Annual General Meeting.

No entries will be made in the share register from 12 August 2021, 5.00 p.m. up to and including 24 August 2021. Shares remain tradable regardless of whether or not they are registered for voting.

### **Exercise of voting rights**

Pursuant to Art. 27 para. 1 lit. b of the COVID-19 Ordinance 3, votes must be cast via the Independent Proxy, Mr. Ernst A. Widmer, Attorney. Shareholders are therefore requested to sign their voting instructions by hand on the Proxy Form and return it by 20 August 2021 (arriving) to areg.ch.ag, Fabrikstrasse 10, 4614 Haegendorf, Switzerland.

### **Electronic communication**

Shareholders can issue instructions to the Independent Proxy electronically on <https://klingelberg.netvote.ch>. The instructions must be given by 12:00 noon on 22 August 2021 at the latest.

### **The enclosed reply form includes additional information on granting proxies and issuing instructions. The reply form also provides your log-in details for granting proxies and issuing instructions online (via the Internet).**

For your written **reply**, an **envelope** addressed to the share register of KLINGELNBERG AG (c/o areg.ch ag, Fabrikstrasse 10, CH-4614 Haegendorf) is enclosed. You can use this envelope both to send back the reply form requesting admission cards and to send back the reply form with a proxy and instructions to the Independent Proxy.

Please note that the completed and signed reply form must arrive at the share register of KLINGELNBERG AG no later than 20 August 2021. Electronic proxies and instructions or changes to instructions must be submitted no later than at 12.00 (CEST) on 22 August 2021.

Shareholders may send requests to speak, requests for information or motions until 09 August 2021 to KLINGELNBERG AG, Secretary of the Board of Directors, Binzmuehlestrasse 171, 8050 Zürich, [vrs@klingelberg.com](mailto:vrs@klingelberg.com). These are recorded in the minutes together with the answers of the Board of Directors, provided that they relate to the items on the agenda and are admissible.

### **Language**

The General Meeting will be held in German. This invitation is drafted in German and English. In the event of any inconsistency, the German version shall prevail.

Yours sincerely,

for the Board of Directors:

The Chairman



Zürich, July 2021

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Dr. Joerg Wolle