



# INVITATION TO ANNUAL GENERAL MEETING

**Date:**

23 August 2022, 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 Annual General Meeting

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

Date: 23 August 2022, 12 noon (doors open at 11:30 a.m.)

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

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Dear Sir, Dear Madam,

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 from the Board of Directors:

#### 1 Management report, annual financial statements and consolidated financial statements for 2021/22, auditors' reports

**Motion by the Board of Directors:** The Board of Directors proposes that the management report, the annual financial statements of KLINGELNBERG AG and the consolidated financial statements of the KLINGELNBERG Group for the fiscal year 2021/22 are approved and that the auditors' reports are acknowledged.

#### 2 Resolution on the appropriation of profits for 2021/22

**Motion by the Board of Directors:** The Board of Directors proposes that the retained earnings of CHF 28.982.899,33 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 Management for their activities in the 2021/22 fiscal year.

#### 4 Approval of the aggregate amount of the maximum compensation of the Board of Directors until the 2023 Annual General Meeting

**Motion by the Board of Directors:** The Board of Directors proposes a maximum aggregate amount of CHF 700.000 for the remuneration of the Board of Directors for the period from the 2022 Annual General Meeting until the 2023 Annual General Meeting.

## 5 Approval of the aggregate amount of the maximum compensation of the Executive Management in the fiscal year 2023/24

**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 2023/24 financial year.

## 6 Electing members of the Board of Directors

In accordance with the provisions of the Ordinance against Excessive Compensation in Listed Stock Corporations (VegüV), in addition to the members of the Board of Directors, the Chairman of the Board of Directors, the members of the Compensation Committee and the independent proxy are elected by the Annual General Meeting.

### 6.1 Re-elections of the members of the Board of Directors

**Motion by the Board of Directors:** The Board of Directors proposes the individual reappointment of the following four people to the Board of Directors until the end of the next Annual General Meeting:

- Dr. Jörg Wolle
- Roger Baillod
- Prof. Dr. Michael Hilb
- Dr. Hans-Martin Schneeberger

### 6.2 Election of new members of the Board of Directors

The Board of Directors proposes the individual appointment of the following two people to the Board of Directors until the end of the next Annual General Meeting:

- Kalina Alexieva Scott
- Philipp Buhofer

As two new candidates are being considered for election to the KLINGELNBERG AG Board of Directors, we would like to take this opportunity to briefly introduce the two candidates:

**Kalina Alexieva Scott** is a Swiss citizen born in 1974 and is proposed for election as a member of the Board of Directors at the 2022 General Meeting. She is a seasoned professional with 25 years of broad experience in finance, ranging from operational finance to mergers & acquisitions and capital markets. Kalina Scott is since 2019 Chief Financial Officer of duagon, a Swiss-based supplier for communication, computing and control technology for regulated critical applications in the railway and medical electronics markets with approximately 600 employees worldwide. Prior to that, from 2017, she was a Chief Financial Officer of Polyphor, a biotech company listed on the SIX Swiss Exchange. Ms. Scott's background is in Investment Banking, where she started her career at UBS in 1997, focusing on structured finance and credit risk management, followed by leading roles in UBS's investment banking in Zurich and London, covering leveraged finance as well as mergers & acquisitions. From 2006 until 2008 Ms. Scott worked as Director of Corporate Finance at KPMG Zurich, followed by a position as Managing Director for Bank am Bellevue. Ms. Scott holds a degree in Business Administration.

**Philipp Buhofer** is a Swiss citizen born in 1959 and is proposed for election to the Board of Directors at the 2022 Annual General Meeting. Mr. Buhofer studied business administration at the HWV Lucerne. After working for several years in procurement management at Metro International in Europe and Asia, he joined EPA AG in 1987, where he held various management positions in procurement and sales. From 1997, he was a member and later Chairman as well as Delegate of the Board of Directors of EPA AG until its transfer to COOP in 2003. Today, in addition to his activities at DAX Holding AG, he is active on the boards of several industrial companies, including as Chairman of the Board of Directors of Cham Group AG (OTC) as well as a member of the Board of Directors of the listed Kardex Holding AG and Schaffner Holding AG.

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

**Motion by the Board of Directors:** The Board of Directors proposes re-electing:

- Dr. Jörg Wolle

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

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

### **8.1 Re-Election of 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 re-electing (each person individually):

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

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

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

### **8.2 Election of a new member of the Nomination and Compensation Committee**

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

- Philipp Buhofer

as a member of the Nomination and Compensation Committee until the end of the next Annual General Meeting.

## **9 Electing the auditor**

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

- of PwC (PricewaterhouseCoopers AG), Zürich,

as auditor until the end of the next Annual General Meeting.

## 10 Election of the independent proxy

**Motion by the Board of Directors:** The Board of Directors proposes re-electing

- attorney Ernst A. Widmer (EAW Legal, 8002 Zürich, Switzerland)

as the independent proxy with the right of substitution until the end of the next Annual General Meeting.

## 11 Other

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### Annual Report and Audit Reports

The complete Annual Report for the 2021/22 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 22 June 2022. 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://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://klingelberg.com/en/investors/financial-reports>

#### Personal attendance

**Shareholders** who wish to attend the Annual General Meeting in person are requested to request an **admission card** containing voting materials by using the **reply form** enclosed. Shareholders are eligible to attend and to vote provided that they are entered with voting rights in the share register on 11 August 2022 at 5:00 p.m. (closing date of share register).

### Proxies and Issuing Instructions

In accordance with Article 11 of the Articles of Association, shareholders who are entitled to vote but cannot 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 Zürich). The enclosed proxy and instructions form has to be used for this purpose. Alternatively, you can use the electronic instructions issuing system at <https://klingelberg.netvote.ch/>.

**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.**

An **envelope** is also enclosed, addressed to KLINGELNBERG AG's share register (c/o areg.ch ag, Fabrikstrasse 10, CH-4614 Hägendorf, Switzerland), for your **reply** in writing. 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 your completed and signed reply form must reach the share register of KLINGELNBERG AG no later than 22 August 2022. Electronic proxies and instructions or changes to instructions must be completed by 21 August 2022, 12 noon (CEST) at the latest.

Admission cards will be sent by post starting on 12 August 2022.

## How to Find Us

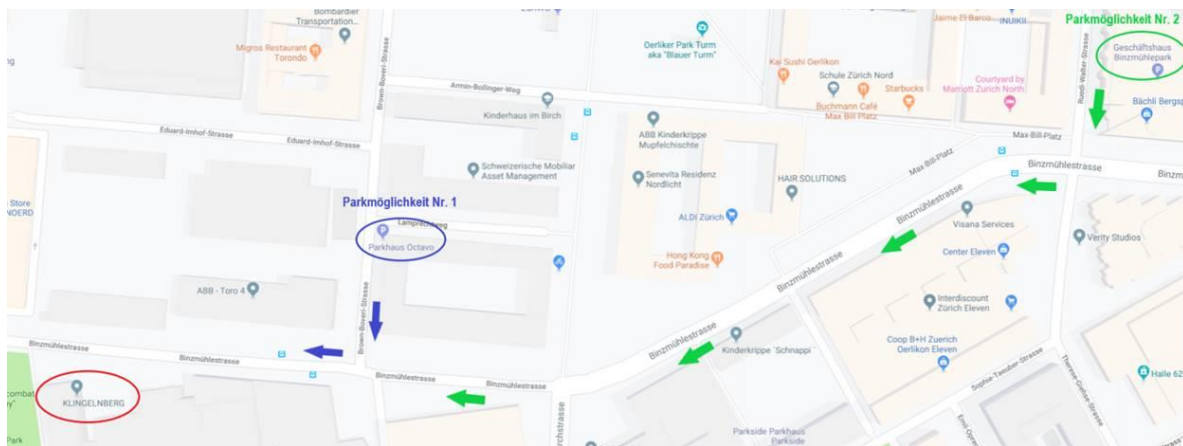
There are no parking spaces at KLINGELNBERG AG's premises and so we would kindly ask you to use public transport. The building is approx. 10 minutes away from Oerlikon railroad station by foot. The number 80 bus from Oerlikon railroad station also stops nearby ("Birchstrasse" bus stop).

## Parking Spaces

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

Parking possibility no. 1:  
"Octavo" parking garage  
Brown-Boveri-Strasse 2  
Zürich

Parking possibility no. 2:  
"Geschäftshaus Binzmuehlepark" parking garage  
Ruedi-Walter-Strasse 2A  
Zürich



## Language

The Annual General Meeting will be held in German.

After two Corona-related General Meetings without shareholder presence, we are pleased to welcome you again in person and cordially invite you to our traditional apero following the General Meeting.

Yours sincerely,

For the Board of Directors:

The Chairman



Dr. Jörg Wolle

Zürich, 29 July 2022

Enclosures:

- Reply forms
- Reply envelope