

Gurit Holding AG, Wattwil

Informal English translation of the invitation to the Ordinary Annual General Meeting of Shareholders

(The invitation in German is binding)

Date: Wednesday, April 24, 2023, at 4:30 p.m. (CEST), doors open 3:30 p.m.

Place: SIX Convention Point, Pfingstweidstrasse 110, 8005 Zurich, Switzerland

Agenda:

1. Approval of the Management Report, Annual and Consolidated Financial Statements 2022
2. Decision on Appropriation of Retained Earnings 2022
3. Granting of Discharge to the Members of the Board of Directors and the Executive Committee for the financial year 2022
4. Elections (by individual vote)
 - 4.1 Re-election of Rudolf Hadorn as Member and Chairman of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
 - 4.2 Re-election of Stefan Breitenstein, Bettina Gerharz-Kalte, Nick Huber, Philippe Royer and Andreas Evertz as Members of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
 - 4.3 Re-election of Bettina Gerharz-Kalte, Nick Huber and Rudolf Hadorn and election of Philippe Royer as Members of the Nomination and Compensation Committee for the period until closing of the following Ordinary Annual General Meeting
 - 4.4 Re-election of Brunner Knobel Attorneys-at-law as independent proxy for the period until closing of the following Ordinary Annual General Meeting
 - 4.5 Re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditors for the period until closing of the following Ordinary Annual General Meeting
5. Partial Amendment of the Articles of Association
 - 5.1 Amendment due to the Revision of Swiss Corporate Law
 - 5.2 Amendment of the Voting and Election Procedure of the General Meeting
 - 5.3 Elimination of Individual Performance Goals in the Success-based Remuneration
 - 5.4 Introduction of the Possibility of Electronic Notification of Shareholders
 - 5.5 Formal Amendments of the Articles of Association
6. Consultative vote on the Compensation Report 2022
7. Approval of the maximum total amount of fixed compensation of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
8. Approval of the maximum total amount of fixed compensation of the Executive Committee for the period of July 1, 2023 to June 30, 2024
9. Approval of the maximum total amount of performance-based compensation of the Executive Committee for the period of January 1, 2023 to December 31, 2023

The Board of Directors makes the following proposals to the Agenda Items:

1. Approval of the Management Report, Annual and Consolidated Financial Statements 2022

The Board of Directors proposes to approve the Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the year 2022.

Explanation:

The Board of Directors is required by law to submit the operating and financial review, the financial statements and the Group's consolidated financial statements for each financial year to the General Meeting for approval. The respective reports are available at www.gurit.com/Investors/Reports. PricewaterhouseCoopers AG as statutory auditors has audited the 2022 Annual and Consolidated Financial Statements and recommends in its reports to the General Meeting that those be approved.

2. Decision on Appropriation of Retained Earnings 2022

Due to the increased cash requirements resulting from the strategic acquisition of Fiberline in 2022 and the simultaneous weak earnings situation of the Gurit Group, the Board of Directors proposes to make no distribution out of the retained earnings 2022 of CHF 216'373'366 and to carry them forward.

Retained earnings carried forward from previous year	<u>CHF 208'247'407</u>
Net profit for 2022	CHF 8'125'959
Retained earnings 2022	<u>CHF 216'373'366</u>
Dividend distribution	CH 0
To be carried forward	<u>CHF 216'373'366</u>

Explanation:

No allocation to the statutory retained earnings has been made as these already exceed 20% of the share capital. The appropriation of retained earnings is based on the annual financial statements audited by the statutory auditors and to be approved under Agenda Item 1.

3. Granting of Discharge to the Members of the Board of Directors and the Executive Committee for the financial year 2022

The Board of Directors proposes to grant discharge to all Members of the Board of Directors and the Executive Committee for the financial year 2022.

Explanation:

The discharge of the Members of the Board of Directors and the Executive Committee is a non-transferable power of the General Meeting. The Company is not aware of any facts that would oppose a full discharge.

4. Elections (by individual vote)

Explanation:

Since the term of office of the Chairman and the Members of the Board of Directors ends with the closing of the Annual General Meeting on April 24, 2023, they each must be re-elected by the Annual General Meeting in accordance with the law and the Articles of Association. A curriculum vitae of the Chairman and the Members of the Board of Directors as well as information on Board committee memberships can be found under the section "Board of Directors" on pages 25-27 in the Annual Report 2022, available at www.gurit.com/Investors/Reports

4.1 Re-election of Rudolf Hadorn as Member and Chairman of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting

The Board of Directors proposes to re-elect Rudolf Hadorn as Member and Chairman of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

Explanation:

Rudolf Hadorn has been a Member of the Board of Directors since 2021 and its Chairman since 2022.

4.2 Re-election of Stefan Breitenstein, Bettina Gerharz-Kalte, Nick Huber, Philippe Royer and Andreas Evertz as Members of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting

The Board of Directors proposes to re-elect the following candidates as Members of the Board of Directors for a further one-year term of office until the closing of the following Ordinary Annual General Meeting:

4.2.1 Stefan Breitenstein

4.2.2 Bettina Gerharz-Kalte

4.2.3 Nick Huber

4.2.4 Philippe Royer

4.2.5 Andreas Evertz

Explanation:

Stefan Breitenstein has been a Member of the Board of Directors since 2014, Bettina Gerharz-Kalte since 2019, Nick Huber since 1995, Philippe Royer since 2019 and Andreas Evertz since 2022.

4.3 Re-election of Bettina Gerharz-Kalte, Nick Huber and Rudolf Hadorn and election of Philippe Royer as Members of the Nomination and Compensation Committee for the period until closing of the following Ordinary Annual General Meeting

The Board of Directors proposes to elect the following candidates as Members of the Nomination and Compensation Committee for a one-year term of office until the closing of the following Ordinary Annual General Meeting

4.3.1 Bettina Gerharz-Kalte

4.3.2 Nick Huber

4.3.3 Rudolf Hadorn

4.3.4 Philippe Royer

Explanation:

Since the term of office of the Members of the Nomination and Compensation Committee ends with the closing of the Annual General Meeting on April 24, 2023, they each must be re-elected by the Annual General Meeting in accordance with the law and the Articles of Association. In accordance with §19 paragraph 1 of the Articles of Association, the Board of Directors appoints the chair of the Nomination and Compensation Committee. Bettina Gerharz-Kalte has been a member of the Nomination and Compensation Committee since 2020, Nick Huber since 2014 und Rudolf Hadorn since 2022. Philippe Royer is proposed for election as an additional member.

4.4 Re-election of Brunner Knobel Attorneys-at-law as independent proxy for the period until closing of the following Ordinary Annual General Meeting

The Board of Directors proposes to re-elect Brunner Knobel Attorneys-at-law as independent proxy for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

Explanation:

In accordance with the law and the Articles of Association, the Independent Proxy is elected annually by the Annual General Meeting. Brunner Knobel Attorneys-at-law have confirmed to the Board of Directors that they possess the required independence to exercise the mandate.

4.5 Re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditors for the period until closing of the following Ordinary Annual General Meeting

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, as statutory auditors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

Explanation:

PricewaterhouseCoopers AG has confirmed to the Board of Directors that it possesses the required independence to exercise the mandate.

5. Partial Amendment of the Articles of Association

5.1 Amendment due to the Revision of Swiss Corporate Law

The Board of Directors proposes to amend §4-1, §10-1, §12-3, §14 and §24-1 section 4 of the Articles of Association of Gurit Holding AG as follows (changes underlined):

Current Version §4-1	Proposed Version §4-1
¹ The owners and usufructuaries of registered shares shall be entered in the Company's share register with their names and addresses. Shareholders or usufructuaries are recognized as such only if they are registered in the share register. For such registration a written request providing evidence of the acquisition and a confirmation that the respective shares are held for the own account needs to be submitted.	¹ The owners and usufructuaries of registered shares shall be entered in the Company's share register with their names and addresses. Shareholders or usufructuaries are recognized as such only if they are registered in the share register. For such registration a request providing evidence of the acquisition and a confirmation that the respective shares are held for the own account, <u>that there is no agreement to take back or return the shares concerned and that they bear the economic risk associated with the shares</u> needs to be submitted.
Current Version §10-1	Proposed Version §10-1
¹ The invitations to the General Meeting shall be issued at least twenty days before the date of the General Meeting. Such invitations state the agenda items and the proposals by the Board of Directors and the shareholders that have requested a General Meeting or an item to be included in the agenda of the General Meeting.	¹ The invitations to the General Meeting shall be issued at least twenty days before the date of the General Meeting. <u>The content of such invitation is governed by the law.</u>
Current Version §12-3	Proposed Version §12-3
³ Important resolutions of the General Meeting in the sense of art. 704 CO (change of the purpose of the Company, issuance of voting shares, restrictions on transferability of registered shares, authorized or conditional capital increase and capital increase out of equity, by contribution in kind or offset of a receivable or by granting special benefits, restriction or cancellation of preferential rights, delisting of the shares of the Company, change of registered office, inclusions of a statutory arbitration clause or dissolution of the Company) require a minimum of two thirds of votes represented and an absolute majority of the nominal share values represented.	³ Important resolutions of the General Meeting in the sense of art. 704 CO require a minimum of two thirds of votes represented and an absolute majority of the nominal share values represented.
Current Version §14	Proposed Version §14
The General Meeting has the following non-transferable powers: <ol style="list-style-type: none"> 1. Adoption and amendment of Articles of Association 2. Election and removal of the Chairman as well as of the other members of the Board of Directors and the Auditors 3. Election and removal of the members of the Remuneration Committee 4. Election and removal of the Independent Proxy 5. Approval of the management report and the consolidated financial statements 6. Approval of the financial statements and resolution on the appropriation of retained earnings 	The General Meeting has the following non-transferable powers: <ol style="list-style-type: none"> 1. Adoption and amendment of Articles of Association 2. Election and removal of the Chairman as well as of the other members of the Board of Directors and the Auditors 3. Election and removal of the members of the Remuneration Committee 4. Election and removal of the Independent Proxy 5. Approval of the management report and the consolidated financial statements 6. Approval of the financial statements and resolution on the appropriation of retained earnings, <u>and in particular to set the dividend</u> 7. <u>Determination of the interim dividend and the approval of the interim financial statements required for this purpose</u> 8. <u>Passing of resolutions on repaying the statutory capital reserve</u>

7. Approval of the remuneration of the members of the Board of Directors and the Executive Committee 8. Discharge of the members of the Board of Directors 9. Delisting of the shares of the Company 10. Resolution on matters reserved to the General Meeting by law or by the Articles of Association or which have been proposed to the General Meeting by the Board of Directors	9. Approval of the remuneration of the members of the Board of Directors and the Executive Committee 10. Discharge of the members of the Board of Directors 11. Delisting of the shares of the Company 12. Resolution on matters reserved to the General Meeting by law or by the Articles of Association or which have been proposed to the General Meeting by the Board of Directors
Current Version §24-1 section 4	Proposed Version §24-1 section 4
[no provision]	<u>4. If variable remuneration is voted on prospectively, the remuneration report must be submitted to the General Meeting for a consultative vote.</u>

Explanation:

The proposed amendments of the Articles of Association relate to the entry into force of the revised Swiss corporate law on January 1, 2023. Namely, provisions of the Articles of Association that conflict with the new law shall be amended. The amendment of §4-1 reflects the enhanced legal requirements under the new corporate law for the registration of a shareholder in the share register. §14 and §24-1 have to be amended since the revised corporate law provides for additional non-transferable duties of the General Meeting.

5.2 Amendment of the Voting and Election Procedure of the General Meeting

The Board of Directors proposes to amend §13-2 of the Articles of Association of Gurit Holding AG as follows (changes underlined):

Current Version §13-2	Proposed Version §13-2
² All voting and elections shall be open unless a secret ballot is ordered by the chairman of the General Meeting or decided by the General Meeting.	² All voting and elections shall be <u>carried out open, in writing or in electronic form.</u>

Explanation:

The purpose of the proposed amendment of the Articles of Association is to provide for the possibility of using an electronic voting and election procedure at the General Meeting, which has already been possible under the previous law.

5.3 Elimination of Individual Performance Goals in the Success-based Remuneration

The Board of Directors proposes to eliminate the individual performance goals in the success-based remuneration and to amend §22 of the Articles of Association of Gurit Holding AG as follows:

Current Version §22	Proposed Version §22
The success-based remuneration depends on the financial development, the achievement of sustainability-related targets and the general success of the Company as well as on individual performance goals. Such success-based remuneration may consist of short-term and long-term remuneration elements and depend on the achievement of one or several performance criteria. Performance criteria can comprise e.g. personal goals, goals related to the Company and/or the Gurit Group, the market, other companies or comparable benchmarks taking into account the function and the level of responsibility of the individual member of the Board of Directors or the Executive Committee. The Board of Directors (or the Remuneration Committee, respectively, if delegated to such committee) determines the applicable performance criteria, their relative weighting and level of achievement.	The success-based remuneration depends on the financial development, the achievement of sustainability-related targets and the general success of the Company. Such success-based remuneration may consist of short-term and long-term remuneration elements and depend on the achievement of one or several performance criteria. Performance criteria can comprise e.g. goals related to the Company and/or the Gurit Group, the market, other companies or comparable benchmarks taking into account the function and the level of responsibility of the individual member of the Board of Directors or the Executive Committee. The Board of Directors (or the Remuneration Committee, respectively, if delegated to such committee) determines the applicable performance criteria, their relative weighting and level of achievement.

Explanation:

The Board of Directors would like to focus the structure of the success-based remuneration more on the achievement of goals related to the general success of the company and less on the achievement of individual performance goals, and thus also to simplify the remuneration system in the future. Therefore, the Board of Directors proposes to no longer make the success-based remuneration of the Executive Committee and the wider management dependent on the achievement of individual performance goals.

5.4 Introduction of the Possibility of Electronic Notification of Shareholders

The Board of Directors proposes to amend §31-1 of the Articles of Association of Gurit Holding AG as follows (changes underlined):

Current Version §31-1	Proposed Version §31-1
¹ Invitations and notifications to the shareholders shall be made by letter to the shareholders, whose names and addresses are known, and otherwise by publication in the Swiss Official Gazette of Commerce.	¹ Invitations and notifications to the shareholders shall be made <u>electronically or</u> by letter to the shareholders.

Explanation:

The purpose of the proposed amendment of the Articles of Association is to introduce the new possibility of notifying shareholders by electronic means, provided for by the revised corporate law.

5.5 Formal Amendment of the Articles of Association

The Board of Directors proposes to amend §3-1, §9-3, §12-2, as well as §30-2 of the Articles of Association of Gurit Holding AG as follows (changes underlined):

Current Version §3-1	Proposed Version §3-1
[German version to be amended only]	[German version to be amended only]
Current Version §9-3	Proposed Version §9-3
³ Extraordinary General Meetings are convened by resolution of the General Meeting, the Board of Directors, at request of the Auditors or on receipt of a written request from one or several shareholders with a combined shareholding of at least 5% of the share capital or the voting rights and evidencing the purpose of such request.	³ Extraordinary General Meetings are convened by resolution of the General Meeting, the Board of Directors, at request of the Auditors or on receipt of a written request from one or several shareholders with a combined shareholding of at least 5% of the share capital or the voting rights, <u>indicating the agenda items and the proposals.</u>
Current Version §12-2	Proposed Version §12-2
² To be valid, resolutions of the General Meeting require an absolute majority of the votes cast, unless otherwise required by law or the Articles of Association. In the event of a tie, the chairman of the General Meeting, who shall be always entitled to vote, has the casting vote.	² To be valid, resolutions of the General Meeting require an absolute majority of the votes cast, unless otherwise required by law or the Articles of Association. In the event of a tie, the chairman of the General Meeting has the casting vote.
Current Version §30-2	Proposed Version §30-2
² The liquidation of the Company shall take place in accordance with art. 742 et seq. CO.	² The liquidation of the Company shall take place in accordance with art. <u>739</u> et seqq. CO.

Explanation:

The proposed amendments of the Articles of Association are of a purely formal nature and do not lead to a change of the legal situation. The wording of certain provisions shall be aligned with the new law (§9-3 and §12-2) and one typographical error shall be corrected (§3-1). In §30-2, a reference to the legal provisions relating to liquidation is to be updated.

6. Consultative vote on the Compensation Report 2022

The Board of Directors proposes to take note and approve the Compensation Report 2022 in a consultative vote.

Explanation:

The compensation report contains the principles on which the compensation of the Board of Directors and the Executive Committee is based, as well as the compensation paid to their members for the financial year 2022. The Board of Directors submits the compensation report to the shareholders for a consultative vote. The compensation report can be viewed in the Annual Report on pages 42-59, available at www.gurit.com/Investors/Reports.

7. Approval of the maximum total amount of fixed compensation of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting

The Board of Directors proposes to approve a maximum total amount of fixed compensation for the Members of the Board of Directors, consisting of six members including the Chairman, of CHF 920'000 for the period until closing of the following Ordinary Annual General Meeting.

Explanation:

The proposed maximum total amount includes a cash portion of CHF 745'000 and a share portion of CHF 175'000 for the allocation of 1750 registered shares. The 1750 registered shares of the share portion are valued at CHF 100 per share. This corresponds to the average closing share price for the month of January 2023. The share price is subject to fluctuations and therefore the value of the 1750 registered shares may be higher or lower than CHF 175'000 at the settlement date in April 2024. The actual compensation paid out will be disclosed in the 2023 and 2024 compensation reports, which will be submitted to the shareholders for a consultative vote. Approval of the maximum total amount of compensation for the Board of Directors is granted in accordance with the law and the Articles of Association.

8. Approval of the maximum total amount of fixed compensation of the Executive Committee for the period of July 1, 2023 to June 30, 2024

The Board of Directors proposes to approve a maximum total amount of fixed compensation for the Executive Committee, consisting of seven members including the CEO, of CHF 3'250'000 for the period of July 1, 2023 to June 30, 2024.

Explanation:

The actual compensation paid out will be disclosed in the Compensation Reports 2023 and 2024, which will be submitted to the shareholders for a consultative vote. Approval of the maximum total amount of compensation for the Executive Committee is granted in accordance with the law and the Articles of Association.

9. Approval of the maximum total amount of success-based remuneration of the Executive Committee for the period of January 1, 2023 to December 31, 2023

The Board of Directors proposes to approve a maximum total amount of success-based remuneration the Executive Committee,

consisting of seven members including the CEO, of CHF 2'310'530 for the period of January 1, 2023 to December 31, 2023

Explanation:

The proposed maximum amount includes a success-based cash compensation of CHF 1'436'906 (plus social security contributions of CHF 141'624) and a success-based compensation in shares of CHF 675'000 (plus social security contributions of CHF 57'000) for the allocation of 6750 registered shares of the Company to be paid out in March 2024 based on the results achieved in the financial year 2023. The 6750 registered shares of the share-based compensation are valued at CHF 100 per share. This corresponds to the average closing share price for the month of January 2023. The share price is subject to fluctuations and therefore the value of the 6750 registered shares may be higher or lower than CHF 675'000 at the settlement date in April 2024. The actual compensation paid out will be disclosed in the 2023 and 2024 compensation reports, which will be submitted to the shareholders for a consultative vote. Approval of the maximum total amount of compensation for the Executive Committee is granted in accordance with the law and the Articles of Association.

General Information

Voting rights

Voting rights may only be exercised for shares registered with the right to vote in the share register on March 27, 2023, at 5.00 p.m. (CEST).

Shareholder online portal

Gurit offers its shareholders the use of Computershare online to order their admission card, appoint a proxy and give voting instructions.

Shareholders registered in the Gurit Holding AG share register receive the login codes with the invitations to the Annual General Meeting. In case of questions, please contact generalversammlung@computershare.ch

Representation / Proxy:

Shareholders can be represented by the independent proxy, **Brunner Knobel Attorneys-at-law, Kluggasse 21, CH-8640 Rapperswil**. Granting of proxy and instructions can be submitted to the independent proxy until April 20, 2023, at 23:59 p.m. (CEST).

Documentation

The Annual Report 2022, including inter alia the Management Report, Sustainability Report, the Annual and the Consolidated Financial Statements as well as the reports of the statutory auditors, can be reviewed and downloaded at: www.gurit.com/Investors/Reports

Wattwil, March 31, 2023

The Board of Directors