



To the Shareholders of ORIOR AG

# INVITATION

to the 11th Annual General Meeting



**Monday, 26 April 2021, 10:00 am (CEST)**  
ORIOR AG, Dufourstrasse 101, 8008 Zurich

Physical participation in the 2021 Annual General Meeting is not possible due to the extraordinary situation in the wake of the coronavirus. Further information is provided in this invitation.

## THANKS AND INFORMATION TO THE SHAREHOLDERS OF ORIOR AG

### Dear Shareholders

Ensuring the health and safety of our shareholders and our employees remains one of our primary concerns. In view of the persisting coronavirus-related risks and in accordance with Art. 27 of the COVID-19 Ordinance 3, the Board of Directors has decided that voting rights can only be exercised through the independent proxy. Therefore, attending the Annual General Meeting will not be possible this year either.

**We thank all our shareholders for the trust you have placed in ORIOR. For the second year in a row, we must forgo physical participation in the Annual General Meeting due to the pandemic. Safety and health come first. We thank you for your understanding. We'll see each other again as soon as circumstances permit, and we are looking forward to that.**

Zurich, 30 March 2021  
On behalf of the Board of Directors



**Rolf U. Sutter**  
Chairman of the Board of Directors

# Agenda and Proposals of the Board of Directors

## 1. Approval of the Annual Report, the parent-company financial statements and the consolidated financial statements for the 2020 financial year; acknowledgement of the auditor's reports

The Board of Directors proposes that the Annual General Meeting, after taking note of the auditor's reports, approves the Annual Report, as well as the parent-company financial statements and the consolidated financial statements for the 2020 financial year.

## 2. Consultative vote on the 2020 Compensation Report

The Board of Directors proposes the approval of the 2020 Compensation Report (consultative vote).

## 3. Allocation of the disposable profit and distribution of a dividend

The Board of Directors proposes a gross dividend of CHF 2.33 per share consisting of an ordinary dividend in the amount of CHF 1.17 and a dividend from capital contribution reserves in the amount of CHF 1.16.

### Allocation of the disposable profit

The Board of Directors proposes the following allocation of the disposable profit:

in TCHF

Balance brought forward from previous year	193 892
Profit for the year	21 655
<b>Available for distribution by the General Meeting</b>	<b>215 547</b>
Release from general legal reserves (capital contribution reserves) and allocation to unrestricted reserves <sup>1</sup>	7 544
Dividend distribution	- 15 152
- of which 50% from capital contribution reserves	- 7 544
- of which 50% from disposable profit	- 7 609
<b>Balance brought forward</b>	<b>207 938</b>

<sup>1</sup> For tax purposes, capital contribution reserves are first to be reclassified as unrestricted reserves before these reserves can be distributed as part of the dividend.

### **Additional information**

*Under the Federal Act on Tax Reform and AHV Financing (STAF/TRAF) which entered into force on 1 January 2020, Swiss withholding tax free dividends from capital contribution reserves are limited for ORIOR to 50% of the total dividend distributed to shareholders. Therefore, the Board of Directors is proposing an ordinary dividend in the amount of CHF 1.17 (subject to Swiss withholding tax) and a dividend from capital contribution reserves (exempt from Swiss withholding tax) in the amount of CHF 1.16.*

*Upon approval of this proposal, the gross payment of CHF 2.33 per registered share will be made on or around 30 April 2021. The last day of trading that will determine eligibility for the dividend is 27 April 2021. From 28 April 2021, the shares will trade ex-dividend.*

#### **4. Granting of discharge to the members of the Board of Directors and the Executive Committee**

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the Executive Committee for the past financial year.

#### **5. Elections**

##### **5.1 Re-elections of the members of the Board of Directors and re-election of the Chairman of the Board of Directors**

The Board of Directors proposes the re-elections of Rolf U. Sutter as Chairman, Markus R. Neuhaus, Dr. iur., Monika Friedli-Walser, Walter Lüthi, Monika Schüpbach and Markus Voegeli to the Board of Directors for a term of office running until the 2022 Annual General Meeting.

Detailed curricula vitae and the expertise of the members of the Board of Directors as well as information on their other activities and commitments can be found in the 2020 Corporate Governance Report.

##### **a) Re-election of Rolf U. Sutter as Chairman**

##### **b) Re-election of Markus R. Neuhaus, Dr. iur.**

*The Board of Directors intends to designate Markus R. Neuhaus, Dr. iur., as Vice Chairman of the Board of Directors.*

##### **c) Re-election of Monika Friedli-Walser**

##### **d) Re-election of Walter Lüthi**

##### **e) Re-election of Monika Schüpbach**

##### **f) Re-election of Markus Voegeli**

## 5.2 Re-elections of the members of the Compensation Committee

The Board of Directors proposes the re-elections of Monika Friedli-Walser, Rolf U. Sutter and Walter Lüthi to the Compensation Committee for a term of office running until the 2022 Annual General Meeting.

### a) Re-election of Monika Friedli-Walser

*The Board of Directors intends to designate Monika Friedli-Walser as Chairwoman of the Compensation Committee.*

### b) Re-election of Rolf U. Sutter

### c) Re-election of Walter Lüthi

## 5.3 Re-election of auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as independent auditors for the 2021 financial year.

## 5.4 Re-election of the independent proxy

The Board of Directors proposes the re-election of René Schwarzenbach, Dr. iur., Proxy Voting Services GmbH, as independent proxy until the end of the Annual General Meeting in 2022.

## 6. Amendment to the Articles of Association to create the basis for an element of compensation oriented towards the long-term corporate development of ORIOR Group

The Board of Directors proposes the following revision to Articles 28 and 29 of the Articles of Association of ORIOR AG in order to introduce a Long Term Incentive Plan oriented towards ORIOR Group's long-term corporate development:

### Article 28 Variable compensation

*Revised text (new text in bold)*

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1. Variable compensation for the members of the Executive Committee **consists of short-term and long-term elements.**
  2. **Short-term** variable compensation for the members of the Executive Committee is based on qualitative and quantitative targets. The Board of Directors judges the degree to which the targets have been achieved. The **short-term** variable compensation can, **on the date of grant**, be no higher than 50% of total compensation **in the respective financial year.** Part of the variable compensation may be paid in shares of the Company.
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**3. Long-term variable compensation for the members of the Executive Committee (Long Term Incentive Plan) shall take into account the Company's sustainable development towards pre-defined targets, which are measured over a multi-year period that generally extends over at least three years. Long-term variable compensation shall on the date of grant not exceed 50% of the gross fixed compensation paid in the previous financial year and can consist of restricted stock units, restricted shares or other equity instruments. The vesting period is in principle at least 3 years, after which a mandatory holding period applies that generally lasts at least an additional 2 years. Deviating terms or conditions may be applied by the Board of Directors in justified cases.**

4. The Board of Directors shall issue a regulation governing the details.

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#### **Article 29 Approval, additional amount**

*Revised text (new text in bold)*

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1. At the ordinary general meeting the shareholders' meeting gives binding approval each year of the aggregate maximum amount of the fixed compensation for the members of the Executive Committee for the next fiscal year.

2. At the ordinary shareholders' meeting the shareholders' meeting gives binding approval each year of the total amount of **short-term** variable compensation for the members of the Executive Committee for the previous fiscal year **and the maximum total amount of long-term variable compensation for the members of the Executive Committee prior to or in the year of grant under the Company's multi-year Long Term Incentive Plan.**

**3. Insofar as the compensation as per section 2 of this article is approved in advance, the shareholders' meeting shall in addition hold a consultative vote on the compensation report for this period.**

4. If the shareholders' meeting refuses **to approve the maximum total amount of compensation as per section 1 or section 2 of this article**, the Board of Directors may submit new proposals to the same shareholders' meeting for approval. If the Board of Directors submits no new proposals or if the shareholders' meeting rejects the new proposals as well, the Board of Directors may convene a new shareholders' meeting.

5. If new members of the Executive Committee are appointed after approval has been given by the shareholders' meeting, the additional amount per new member is 120% pro rata of the highest fixed compensation paid to a member of the Executive Committee in the fiscal year preceding the last ordinary shareholders' meeting. **With respect to multi-year Long Term Incentive Plans, the additional amount pro rata temporis for the remaining plan period amounts to a maximum of 50% of the agreed fixed compensation.** The shareholders' meeting is not required to approve this additional compensation.

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## **7. Votes relating to compensation proposals**

In accordance with Articles 26 and 29 of the Articles of Association of ORIOR AG and the provisions of the Ordinance Against Excessive Compensation in Public Corporations (VegüV), the Board of Directors submits proposals on the total amount of compensation for the members of the Board of Directors and the Executive Committee for approval in a binding vote. The Board of Directors has decided to refine various elements of its compensation policy and stock ownership guidelines. Among other changes, the Board of Directors intends to introduce a share-based Long Term Incentive Plan with measurable targets oriented towards ORIOR Group's long-term corporate development. In addition to the principles set out in the Articles of Association, the Board of Directors intends to report and publish the parameters for the new or revised compensation and stock ownership elements in the Company's organisational regulations.

*Information on the compensation proposals can be found in the enclosed "Refinement of compensation policy and stock ownership guidelines" brochure; information on the compensation principles and other details are also given in the 2020 Compensation Report.*

### **7.1 Binding vote on the maximum total amount of compensation for members of the Board of Directors up to the 2022 Annual General Meeting**

The Board of Directors proposes that the maximum total amount of compensation to be paid to the members of the Board of Directors up to the 2022 Annual General Meeting be approved at CHF 765 000.

### **7.2 Binding vote on the total amount of variable compensation for members of the Executive Committee for the 2020 financial year**

The Board of Directors proposes that the total amount of variable compensation to be paid to the members of the Executive Committee for the 2020 financial year be approved at CHF 446 000.

### **7.3 Binding vote on the maximum total amount of fixed compensation for members of the Executive Committee for the 2022 financial year**

The Board of Directors proposes that the maximum total amount of fixed compensation to be paid to the members of the Executive Committee for the 2022 financial year be approved at CHF 1 450 000.

#### **7.4 Binding vote on the maximum total long-term variable compensation for the members of the Executive Committee for the fiscal years 2021 to 2023**

Subject to approval of agenda item 6 by the General Meeting, the Board of Directors proposes that a maximum total amount of CHF 500 000 in long-term variable compensation in accordance with ORIOR's Long Term Incentive Plan be approved for the members of the Executive Committee for the fiscal years 2021 to 2023.

#### **Documents**

The Annual Report, the parent-company financial statements, the consolidated financial statements, the Compensation Report and the auditor's reports for the 2020 financial year are available to shareholders for inspection from 10 March 2021 at the Company's registered office. The Annual Report 2020 can be downloaded from the ORIOR website (<https://orior.ch/en/financial-reports>) and will be sent out upon request.

#### **Right to vote**

Shareholders who are registered in the share register as of 11:00 am CEST on 19 April 2021 are entitled to vote. Shareholders who sell their shares after this date are not entitled to vote. No new entries will be made in the share register until after the end of the Annual General Meeting.

#### **Representation**

Shareholders can be represented as follows:

- a)** Representation by the independent proxy René Schwarzenbach, Dr. iur., Proxy Voting Services GmbH. To appoint the independent proxy, shareholders must complete and sign the reply card accordingly, and return it by no later than 20 April 2021 (date of receipt) to Computershare Schweiz AG, AGM ORIOR AG, Postfach, CH-4601 Olten, using the prepaid return envelope provided.
- b)** Representation by electronic issuing of instructions and powers of attorney to the independent proxy. The required log-in data are attached to the invitation. Electronic issuing of instructions and powers of attorney is possible until 21 April 2021, 10:00 pm CEST.

#### **Requests to speak and questions**

Requests to speak and questions relating to the Annual General Meeting may be submitted in writing to ORIOR until 21 April 2021 ([investors@orior.ch](mailto:investors@orior.ch)). Answers to the questions received will be summarised in the minutes of the Annual General Meeting and published within a week of the meeting.