

ORIOR

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EXCELLENCE IN FOOD

TO THE SHAREHOLDERS OF ORIOR AG
**INVITATION TO THE
7TH ANNUAL GENERAL MEETING**



Tuesday, 28 March 2017
10:00 a.m. (CEST)
Samsung Hall
Hoffnigstrasse 1, 8600 Dübendorf
(doors open at 9:00 a.m.)

Agenda and Proposals of the Board of Directors

1. Approval of the annual report, the consolidated financial statements and the parent-company financial statements for the 2016 financial year; acknowledgment 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 consolidated and the parent-company financial statements for the 2016 financial year.

2. Resolution on the allocation of the annual profit

The Board of Directors proposes the following allocation of retained earnings.

in CHF thousand

Brought forward from previous year	117 677
Profit for the year	45 689
Retained earnings	163 365
Distribution of an ordinary dividend of CHF 2.09 gross per share	-12 364
Balance brought forward	151 001

The Board of Directors proposes the distribution of an ordinary dividend of CHF 2.09 gross per share. Assuming that this proposal is approved, payment of the dividend will be made as from 3 April 2017. The last trading day with entitlement to receive the dividend is 29 March 2017. As from 30 March 2017 the shares will be traded ex-dividend.

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

The Board of Directors proposes to grant discharge to the Members of the Board of Directors and the Management Board for the past financial year.

4. Elections

4.1 Re-election of the members of the Board of Directors and re-election of the Chairman of the Board of Directors

a) Re-election of Rolf U. Sutter

The Board of Directors proposes the re-election of Rolf U. Sutter to the Board of Directors as its Chairman for a term of office running until the 2018 Annual General Meeting.

b) Re-election of Edgar Fluri

The Board of Directors proposes the re-election of Edgar Fluri to the Board of Directors for a term of office running until the 2018 Annual General Meeting.

The Board of Directors intends to designate Edgar Fluri as Vice Chairman of the Board of Directors.

c) Re-election of Christoph Clavadetscher

The Board of Directors proposes the re-election of Christoph Clavadetscher to the Board of Directors for a term of office running until the 2018 Annual General Meeting.

d) Re-election of Walter Lüthi

The Board of Directors proposes the re-election of Walter Lüthi to the Board of Directors for a term of office running until the 2018 Annual General Meeting.

e) Re-election of Dominik Sauter

The Board of Directors proposes the re-election of Dominik Sauter to the Board of Directors for a term of office running until the 2018 Annual General Meeting.

f) Re-election of Monika Walser

The Board of Directors proposes the re-election of Monika Walser to the Board of Directors for a term of office running until the 2018 Annual General Meeting.

4.2 Election of the members of the Remuneration Committee

a) Re-election of Christoph Clavadetscher

The Board of Directors proposes the re-election of Christoph Clavadetscher to the Remuneration Committee for a term of office running until the 2018 Annual General Meeting.

The Board of Directors intends to designate Christoph Clavadetscher as Chairman of the Remuneration Committee.

b) Re-election of Rolf U. Sutter

The Board of Directors proposes the re-election of Rolf U. Sutter to the Remuneration Committee for a term of office running until the 2018 Annual General Meeting.

c) Re-election of Monika Walser

The Board of Directors proposes the re-election of Monika Walser to the Remuneration Committee for a term of office running until the 2018 Annual General Meeting.

4.3 Re-election of auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as independent auditors for the 2017 financial year.

4.4 Re-election of the independent proxy

The Board of Directors proposes the re-election of Ines Pöschel, attorney at law, as independent proxy until the end of the Annual General Meeting in 2018.

5. Vote on compensation for members of the Board of Directors and the Management Board

Based on Art. 26 and 29 of the Articles of Association and on the Ordinance Against Excessive Compensation in Public Corporations, the Board of Directors proposes that binding approval is given to the total amount of compensation to be paid to members of the Board of Directors and Management Board. The underlying principles and other information relating to compensation paid to Members of the Board of Directors and Management Board are set out in the Articles of Association and the 2016 Compensation Report.

5.1 Binding vote on the maximum total amount of compensation for members of the Board of Directors

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 2018 Annual General Meeting be approved at CHF 765 000.

5.2 Binding vote on the total amount of variable compensation for members of the Management Board

The Board of Directors proposes that the total amount of variable compensation to be paid to the members of the Management Board for the 2016 financial year be approved at CHF 636 000.

5.3 Binding vote on the maximum total amount of fixed compensation for members of the Management Board

The Board of Directors proposes that the maximum total amount of fixed compensation to be paid to the members of the Management Board for the 2018 financial year be approved at CHF 1 400 000.

Documents

The annual report, the parent-company financial statements, the consolidated financial statements, the compensation report and the auditor's reports for the 2016 financial year are available to shareholders for inspection from 28 February 2017 at the Company's registered office (Dufourstrasse 101, 8008 Zurich), and can also be found on the ORIOR AG website (<http://www.orior.ch/en/investor-relations/financial-publications/>). The Articles of Association are also available on the ORIOR AG website (<http://www.orior.ch/en/corporate-governance/articles-of-association/>).

A short version of the annual report 2016 has been enclosed with this invitation to the AGM. For environmental and cost reasons, the full version of the annual report will only be sent out upon request. Orders can be placed by phone (+41 (0)44 308 65 00) or by e-mail (investors@orior.ch).

Admission cards

Shareholders who would like to attend the Annual General Meeting in person or be represented by a proxy are requested to fill in the enclosed reply card accordingly and return it by no later than 23 March 2017 (date of receipt) to Computershare Schweiz AG, AGM ORIOR AG, Postfach, CH-4609 Olten, using the prepaid return envelope provided.

Representation

Shareholders who do not attend the Annual General Meeting in person can be represented as follows.

- a) Representation by another person, who need not be a shareholder. Shareholders must complete the reply card accordingly, and sign and return it by no later than 23 March 2017 (date of receipt) to Computershare Schweiz AG, AGM ORIOR AG, Postfach, CH-4609 Olten, using the prepaid return envelope provided. The designated proxy will then be sent an admission card.
- b) Representation by the independent proxy Ines Pöschel, attorney at law, Kellerhals Carrard, Rämistrasse 5, Postfach, CH-8024 Zurich. To appoint Ines Pöschel as proxy, shareholders must complete the reply card accordingly, and sign and return it by no later than 23 March 2017 (date of receipt) to Computershare Schweiz AG, AGM ORIOR AG, Postfach, CH-4609 Olten, using the prepaid return envelope provided.
- c) 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 26 March 2017, 10:00 p.m. CEST. If you issue instructions and powers of attorney electronically, you cannot attend the Annual General Meeting in person.

Right to vote

Shareholders who are registered in the share register as of 11:00 a.m. CET on 21 March 2017 are entitled to vote. Shareholders who sell their shares after this date are not entitled to participate in the Annual General Meeting. No new entries will be made in the share register until after the end of the Annual General Meeting.

Please note that we will be checking at the entrance to ensure that only registered shareholders or their duly appointed representatives pursuant to Article 12 of the Articles of Association are admitted to the Annual General Meeting.

Zurich, 2 March 2017
On behalf of the Board of Directors



Rolf U. Sutter
Chairman of the Board of Directors

New Location

