

TO THE SHAREHOLDERS OF ORIOR AG  
**INVITATION TO THE 5<sup>TH</sup> ANNUAL GENERAL MEETING**



**Thursday, 26 March 2015**

**10:00 a.m. (CET)**

**Maag Event Hall**

**Hardstrasse 219, CH-8005 Zurich**

**(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 2014 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 consolidated and the parent-company financial statements for the 2014 financial year.

### 2. Resolution on the allocation of the annual profit, allocation from legal reserves (reserves from capital contributions) to free reserves and withholding tax-free distribution from free reserves

#### a) Allocation of retained earnings

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

in CHF thousand

Brought forward from previous year	77 709
Profit for the year	22 770
<b>Retained earnings</b>	<b>100 479</b>
Allocation to legal reserves	- 291
<b>Balance brought forward</b>	<b>100 188</b>

#### b) Allocation from legal reserves (reserves from capital contributions) to free reserves and withholding tax-free distribution from free reserves

The Board of Directors proposes the following allocation from legal reserves (reserves from capital contributions) to free reserves and subsequent withholding tax-free distribution from free reserves:

in CHF thousand

Allocation from legal reserves (reserves from capital contributions) to free reserves	11 823
Withholding tax-free distribution of CHF 2.00 per registered share	- 11 823

#### Note

According to the capital contribution principle, the repayment of reserves from capital contributions to shareholders is exempt from Swiss withholding tax. The Company has such reserves and, therefore, the Board of Directors intends to make use of the option of a tax-free repayment. For tax reasons these reserves must first be reclassified as free reserves.

If this proposal is approved, the payment of CHF 2.00 per registered share will be made on or around 1 April 2015.

### 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 election of the Chairman of the Board of Directors

The Board of Directors proposes the re-elections of all members:

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

Re-election of Rolf U. Sutter to the Board of Directors as its Chairman for a term of office running until the 2016 Annual General Meeting.

##### b) Re-election of Rolf Friedli

Re-election of Rolf Friedli to the Board of Directors for a term of office running until the 2016 Annual General Meeting.

##### c) Re-election of Christoph Clavadetscher

Re-election of Christoph Clavadetscher to the Board of Directors for a term of office running until the 2016 Annual General Meeting.

##### d) Re-election of Edgar Fluri

Re-election of Edgar Fluri to the Board of Directors for a term of office running until the 2016 Annual General Meeting.

##### e) Re-election of Dominik Sauter

Re-election of Dominik Sauter to the Board of Directors for a term of office running until the 2016 Annual General Meeting.

##### f) Re-election of Monika Walser

Re-election of Monika Walser to the Board of Directors for a term of office running until the 2016 Annual General Meeting.

#### **4.2 Election of the Members of the Remuneration Committee**

The Board of Directors proposes the re-elections of all members:

##### **a) Election of Christoph Clavadetscher**

The Board of Directors proposes the election of Christoph Clavadetscher as a Member of the Remuneration Committee for a term of office running until the 2016 Annual General Meeting.

##### **b) Election of Rolf Friedli**

The Board of Directors proposes the election of Rolf Friedli as a Member of the Remuneration Committee for a term of office running until the 2016 Annual General Meeting.

##### **c) Election of Rolf U. Sutter**

The Board of Directors proposes the election of Rolf U. Sutter as a Member of the Remuneration Committee for a term of office running until the 2016 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 2015 financial year.

#### **4.4 Election of the independent proxy**

The Board of Directors proposes the election of Ines Pöschel, attorney at law, Kellerhals Anwälte, Rämistrasse 5, CH-8024 Zurich, as independent proxy until the end of the next Annual General Meeting in 2016.

#### **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 Pay at Stock Exchange Listed Companies, 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 2014 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 Board

of Directors up to the 2016 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 Management Board for the 2014 financial year be approved at CHF 578 975.

##### **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 Management Board for the 2016 financial year be approved at CHF 1 275 000.

#### **Documents**

The annual report, the parent-company financial statements, the consolidated financial statements, the compensation report and the auditor's reports for the 2014 financial year are available to shareholders for inspection from 26 February 2015 at the Company's registered office (Dufourstrasse 101, 8008 Zurich), and can also be found on the ORIOR AG website (<http://en.investor.orior.ch/Finanzberichte>). The Articles of Association are also available on the ORIOR AG website (<http://www.orior.ch/en/corporate-governance/articles-of-association/>). For environmental and cost reasons, these documents will only be sent out upon request. Orders can be placed by using the enclosed reply card, by phone (+41 (0)44 308 65 00) or by e-mail ([investors@orior.ch](mailto: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 20 March 2015 (date of receipt) to SIX SAG AG, ORIOR AG, Postfach, CH-4609 Olten, using the pre-paid return envelope provided.

**ANNUAL GENERAL MEETING ORIOR AG 2015**  
INVITATION TO THE 5<sup>TH</sup> ANNUAL GENERAL MEETING

### 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 20 March 2015 (date of receipt) to SIX SAG AG, 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 Ms Ines Pöschel, attorney at law, Kellerhals Anwalte, Rämistrasse 5, Postfach, CH-8024 Zurich. To appoint Ms Pöschel as proxy, shareholders must complete the reply card accordingly, and sign and return it by no later than 20 March 2015 (date of receipt) to SIX SAG AG, 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 to the Annual General Meeting. Electronic issuing of instructions and powers of attorney is possible until 24 March 2015, 10:00 p.m. CET. 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 20 March 2015 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.

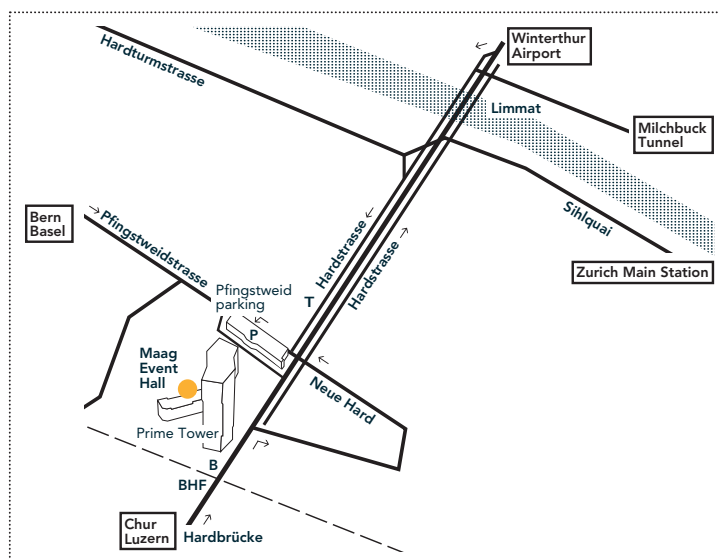
**Please note that we will be checking at the entrance to ensure that only registered shareholders or their duly appointed representatives pursuant to Article 12 of the Articles of Association are admitted to the Annual General Meeting.**

Zurich, 4 March 2015  
ORIOR AG  
On behalf of the Board of Directors



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

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### Directions

- Maag Event Hall  
Hardstrasse 219  
8005 Zurich
- P Parking Pfingstweid
- T Schiffbau tram stop
- B Hardbrücke bus stop
- BHF Hardbrücke train station

By public transport:  
Tram number 4 to tram stop Schiffbau, bus Bus 72/33 to bus stop Hardbrücke or train to train station Hardbrücke.