

TO THE SHAREHOLDERS  
OF ORIOR AG  
**INVITATION TO THE 8TH ANNUAL  
GENERAL MEETING**



**Thursday, 12 April 2018**  
**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 2017 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 2017 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	151 031
Profit for the year	33 229
<b>Retained earnings</b>	<b>184 260</b>
Distribution of an ordinary dividend of CHF 2.17 gross per share	-14 084
<b>Balance brought forward</b>	<b>170 176</b>

*The Board of Directors proposes the distribution of an ordinary dividend of CHF 2.17 gross per share. Assuming that this proposal is approved, payment of the dividend will be made as from 18 April 2018. The last trading day with entitlement to receive the dividend is 13 April 2018. As from 16 April 2018 the shares will be traded ex-dividend.*

**Note**

*The new shares created through the capital increase of 7 March 2018 are also entitled to the proposed dividend. The actual amount of the payout will therefore diverge accordingly from the amount stated in the proposed allocation of retained earnings on page 142 of the 2017 Annual Report. The proposal for the allocation of retained earnings as of 31 December 2017 was correspondingly amended and approved by the auditors.*

### **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 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 2019 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 2019 Annual General Meeting.

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

##### **c) 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 2019 Annual General Meeting.

##### **d) 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 2019 Annual General Meeting.

##### **e) 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 2019 Annual General Meeting.

**f) Election of Josef Ming**

The Board of Directors proposes the election of Josef Ming to the Board of Directors for a term of office running until the 2019 Annual General Meeting

**4.2 Election of the members of the Remuneration Committee**

**a) 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 2019 Annual General Meeting.

**b) 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 2019 Annual General Meeting.

**c) Election of Josef Ming**

The Board of Directors proposes the election of Joesf Ming to the Remuneration Committee for a term of office running until the 2019 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 2018 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 2019.

**5. Renewal of authorized capital**

The Board of Directors proposes that the authorized capital of CHF 3908000, corresponding to 977000 additional registered shares to be fully paid in with a par value of CHF 4.00 each, be renewed until 12 April 2020, and that Article 3b Para. 1 of the Articles of Association be amended as follows (changes in bold):

The board of directors is authorized to nominally increase the share capital at any time up to **12 April 2020** by a maximum par value of CHF **3908000** through the issue of a maximum of **977000** registered shares with a par value of CHF 4.00 each, to be fully paid in. Partial capital increases are permitted. The issue price, the date of the dividend entitlement, and the type of contribution will be determined by the board of directors. When acquired, the new registered shares are subject to the registration restrictions laid down in Art. 5 and 6 of the Articles of Association.

**Note**

*The existing authorized share capital expires on 12 April 2018. The Board of Directors proposes the renewal of the authorized capital to 977000 additional registered shares to be fully paid in with a par value of CHF 4.00 each for the period until 12 April 2020.*

**6. 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 2017 Compensation Report.

**6.1 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 2019 Annual General Meeting be approved at CHF 765000.

**6.2 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 2017 financial year be approved at CHF 619000.

### **6.3 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 2019 financial year be approved at CHF 1500 000.

### **Documents**

The annual report, the parent-company financial statements, the consolidated financial statements, the compensation report and the auditor's reports for the 2017 financial year are available to shareholders for inspection from 1 March 2018 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.

A short version of the annual report 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](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 6 April 2018 (date of receipt) to Computershare Schweiz AG, AGM ORIOR AG, Postfach, CH-4601 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 6 April 2018 (date of receipt) to Computershare Schweiz AG, AGM ORIOR AG, Postfach, CH-4601 Olten, using the prepaid return envelope provided. The designated proxy will then be sent an admission card.

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b) Representation by the independent proxy Ines Pöschel, attorney at law, Kellerhals Carrard, Zurich. To appoint Ines Pöschel as proxy, shareholders must complete the reply card accordingly, and sign and return it by no later than 6 April 2018 (date of receipt) to Computershare Schweiz AG, AGM ORIOR AG, Postfach, CH-4601 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 8 April 2018, 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. CEST on 4 April 2018 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. The Annual General Meeting commences at 10:00 a.m. Please note that persons arriving after 10:15 a.m. will no longer be allowed to attend the meeting.**

Zurich, 19 March 2018  
On behalf of the Board of Directors



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

# Location

