

**ORIOR**

EXCELLENCE IN FOOD

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



**Tuesday, 12 April 2016**  
**10:00 a.m. (CEST)**  
**Maag Halle Zurich**  
**Hardstrasse 219, 8005 Zurich**  
(doors open at 09:00 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 2015 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 2015 financial year.

### 2. Resolution on the allocation of the retained earnings, allocation from statutory capital reserves to voluntary reserves from retained earnings and withholding tax-free distribution from voluntary reserves from retained earnings

#### a) Allocation of retained earnings

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

in CHF thousand

Brought forward from previous year	100 189
Profit for the year	17 487
<b>Retained earnings</b>	<b>117 677</b>
Allocation to statutory retained earnings	0
<b>Balance brought forward</b>	<b>117 677</b>

#### b) Allocation from statutory capital reserves to voluntary reserves from retained earnings and withholding tax-free distribution from voluntary reserves from retained earnings

The Board of Directors proposes the following allocation from statutory capital reserves to voluntary reserves from retained earnings and subsequent withholding tax-free distribution from voluntary reserves from retained earnings:

in CHF thousand

Allocation from statutory capital reserves to voluntary reserves from retained earnings	12 022
Withholding tax-free distribution of CHF 2.03 per registered share	- 12 022

#### Note

According to the capital contribution principle, the repayment of reserves from statutory capital reserves 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 voluntary reserves from retained earnings. If this proposal is approved, the payment of CHF 2.03 per registered share will be made on or around 18 April 2016.

### 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 2017 Annual General Meeting.

##### b) 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 2017 Annual General Meeting.

##### c) 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 2017 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 2017 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 2017 Annual General Meeting.

#### 4.2 Election of a new member

The Board of Directors proposes that Walter Lüthi be elected as a new member of the Board of Directors for a term of office running until the 2017 Annual General Meeting.

#### 4.3 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 2017 Annual General Meeting.

##### 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 2017 Annual General Meeting.

#### b) Election of Monika Walser

The Board of Directors proposes the election of Monika Walser to the Remuneration Committee for a term of office running until the 2017 Annual General Meeting.

#### 4.4 Re-election of auditors

The Board of Directors proposes the re-election of Ernst & Young AG, Basel, as independent auditors for the 2016 financial year.

#### 4.5 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 2017.

#### 5. Extension of authorized capital with concurrent reduction and amendments

The Board of Directors proposes that the authorized capital of CHF 4 400 000.00, corresponding to 1 100 000 additional registered shares to be fully paid in with a par value of CHF 4.00 each, be extended until 12 April 2018, and that Article 3b of the Articles of Association be amended as follows:

Existing text	Revised text (amendments highlighted)
<p>Para. 1 The board of directors is authorized to nominally increase the share capital at any time up to 25 March 2016 by a maximum par value of CHF 4 761 704.00 through the issue of a maximum of 1 190 426 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.</p>	<p>Para. 1 The board of directors is authorized to nominally increase the share capital at any time up to <b>12 April 2018</b> by a maximum par value of CHF <b>4 400 000.00</b> through the issue of a maximum of <b>1 100 000</b> 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.</p>
<p>Para. 2 The board of directors shall be authorized to exclude the shareholders' subscription rights in favour of third parties (i) if such new shares are to be used for the acquisition of companies by share swap, or for financing the acquisition of companies, or divisions thereof, or of participations in companies, or of new investment projects of the company, (ii) in case of national or international placement of shares, (iii) in case of an over-allotment option (greenshoe) that is granted to one or several financial institutions in connection with the placement of shares, or (iv) in case of the conversion of loans, securities or book-entry securities into shares. Any unexercised subscription rights shall be at the disposal of the board of directors who will use them in the company's interest.</p>	<p>Para. 2 <b>The Board of Directors shall be authorized to restrict or withdraw the pre-emptive subscription rights of shareholders and to allocate them to third parties, (i) if the new shares are to be used to acquire another enterprise, parts of an enterprise or equity interests, or to finance investment projects or to finance or refinance any such transactions by the Company, or (ii) if the new shares are being placed nationally and internationally for the purpose of raising equity in a swift and flexible manner that would be difficult to arrange or only at much less favourable conditions if the pre-emptive subscription rights to the new shares were not restricted or withdrawn.</b></p>

[No provision]

Para. 3  
The Board of Directors may allow subscription rights that have not been exercised to lapse, or it may place these subscription rights, or registered shares for which subscription rights were granted but not exercised, at market conditions, or use them otherwise in the interests of the Company.

#### Note

The existing authorized share capital expires on 25 March 2016. The Board of Directors proposes the extension together with a reduction of the authorized capital to a maximum par value of CHF 4 400 000.00, corresponding to 1 100 000 additional registered shares to be fully paid in with a par value of CHF 4.00 each, as well as certain other amendments in Article 3b of the Articles of Association in relation with the authorized capital.

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

Based on Article 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 amounts 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 2015 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 2017 Annual General Meeting be approved at CHF 765 000.

##### 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 2015 financial year be approved at CHF 539 785.

##### 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 2017 financial year be approved at CHF 1 395 000.

#### Documents

The annual report, the parent-company financial statements, the consolidated financial statements, the compensation report and the auditor's reports for the 2015 financial year are available to shareholders for inspection from 24 February 2016 at the Company's registered office (Dufourstrasse 101, 8008 Zurich), and can also be found on the ORIOR AG web-

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site (<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 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 7 April 2016 (date of receipt) to SIX SAG AG, 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 7 April 2016 (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 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 7 April 2016 (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. Electronic issuing of instructions and powers of attorney is possible until 10 April 2016, 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 5 April 2016 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.

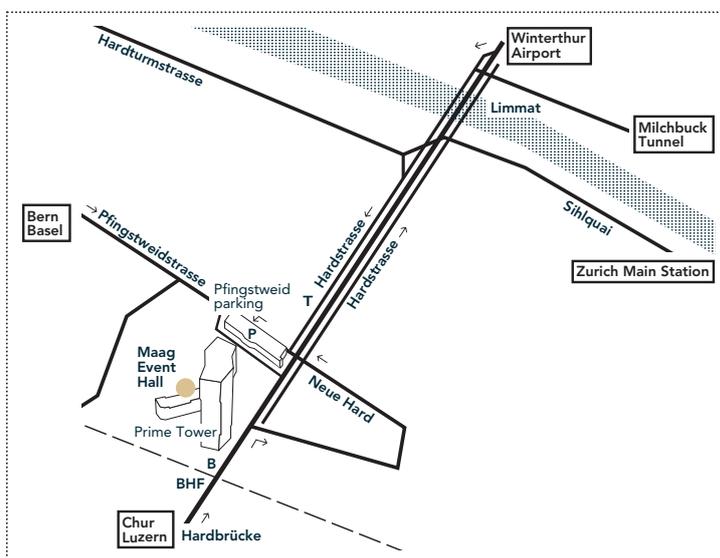
**Please note that we will be checking at the entrance to ensure that only registered shareholders or their duly appointed representatives pursuant to Article 12 of the Articles of Association are admitted to the Annual General Meeting.**

Zurich, 17 March 2016  
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.