

**ARBONIA** 

# **Invitation to the 30th Annual General Meeting**

Friday, 28 April 2017

12.30 pm      door opening  
02.00 pm      General Meeting

OLMA Hall 2.1  
Jägerstrasse  
9000 St. Gallen

Dear Shareholders,

We would like to invite you to our 30th Annual General Meeting.

Date: Friday, 28 April 2017, 2 pm (doors open from 12.30 pm)

Location: OLMA Hall 2.1, Jägerstrasse, 9000 St. Gallen

## Agenda items and motions proposed by the Board of Directors

### 1. Approval of the management report of the Group, the financial statements and the consolidated financial statements for 2016

**Proposal:** The Board of Directors proposes that the management report of the Group, the annual financial statements and the consolidated financial statements for 2016 be approved.

### 2. Discharge of the members of the Board of Directors and of the Group Management

**Proposal:** The Board of Directors proposes that its members and those of the Group Management be granted formal discharge for the financial year 2016.

### 3. Appropriation of Retained Earnings

**Proposal:** The Board of Directors proposes that the net profit as of 31.12.2016, namely:

|                        |     |             |
|------------------------|-----|-------------|
| Loss for the year 2016 | CHF | -9 254 940  |
| + accumulated profit   | CHF | 183 534 074 |
| retained earnings      | CHF | 174 279 134 |

to be carried forward.

### 4. Elections

#### 4.1 Election of the Chairman and members of the Board of Directors, as well as the members of the Compensation Committee

**4.1.1 Proposal:** The Board of Directors proposes the election of Alexander von Witzleben as a member of the Board of Directors and as its Chairman, as well as a member of the Compensation Committee.

**4.1.2 Proposal:** The Board of Directors proposes the election of Peter Barandun as a member of the Board of Directors and as a member of the Compensation Committee.

**4.1.3 Proposal:** The Board of Directors proposes the election of Peter E. Bodmer as a member of the Board of Directors.

**4.1.4 Proposal:** The Board of Directors proposes the election of Heinz Haller as a member of the Board of Directors and as a member of the Compensation Committee.

**4.1.5 Proposal:** The Board of Directors proposes the election of Markus Oppliger as a member of the Board of Directors.

**4.1.6 Proposal:** The Board of Directors proposes the election of Michael Pieper as a member of the Board of Directors.

**4.1.7 Proposal:** The Board of Directors proposes the election of Dr. Rudolf Huber as a member of the Board of Directors.

**4.1.8 Proposal:** The Board of Directors proposes the election of Thomas Lozser as a member of the Board of Directors.

#### 4.2 Election of the independent proxy

**Proposal:** The Board of Directors proposes the election of Dr. iur. Roland Keller, LL.M., attorney-at-law, of Raggenbass Rechtsanwälte, Amriswil, as an independent proxy until the conclusion of the next Annual General Meeting.

#### 4.3 Election of auditors

**Proposal:** The Board of Directors proposes the election of KPMG AG, St. Gallen, as auditors for the financial year 2017 (to audit the annual financial statements, the consolidated financial statements and the compensation report).

### 5. Consultative voting on the compensation report for financial year 2016

**Proposal:** The Board of Directors proposes that the compensation report for financial year 2016 be approved by means of a non-binding consultative voting process.

Based on the Amendments to the Articles of Association accepted at last year's Annual General Meeting, the Arbonia AG will vote **retrospectively** for the first time at the Annual General Meeting 2018 on the approval of the maximum total compensation of the members of the Board of Directors for the year 2017/2018 and **retrospectively** at the Annual General Meeting 2019 on the approval of the maximum total compensation of the members of the Group Management for the financial year 2018. Consequently, these votes at this year's General Meeting will be unnecessary.

# Miscellaneous

## Annual Report

The annual report (management report of the Group, financial statements and Group financial statements), the compensation report and the auditors' reports for 2016 have been available for viewing by shareholders at the Company's headquarters since 28 February 2017, or can be downloaded from [www.arbonia.com](http://www.arbonia.com) under "Investors". Each shareholder can also request delivery of the documents (tel.: +41 71 447 45 54; fax: +41 71 447 45 88; e-mail: [media@arbonia.com](mailto:media@arbonia.com)).

## Entry tickets

The shareholders with voting rights as recorded in the share register will receive a registration card along with the invitation to the Annual General Meeting. On returning the registration card to the Company (Computershare Schweiz AG, Arbonia AG, P.O. Box, CH-4601 Olten) the shareholders will receive their entry tickets (dispatch of entry tickets starting from 19 April 2017). The prompt return of registration cards will facilitate the preparatory work for the Annual General Meeting.

Shareholders who register in the share register, after the sending of the invitation to the General Meeting, but before the 18 April 2017, 5.00 pm will be sent the invitation to the Annual General Meeting and the registration card after 19 April 2017. They can obtain the voting materials by handing in their registration card at the shares office in the OLMA Hall 2.1 on the day of the Annual General Meeting.

During the period from 18 April 2017, 5.00 pm up to and including the 28 April 2017 no entries in the share register shall be made. Shareholders who acquire their shares after the 18 April 2017, 5.00 pm are not entitled to vote with the shares they have acquired. Shareholders who dispose shares before the Annual General Meeting are no longer entitled to vote with the shares that they have disposed of.

## Granting power of proxy

Shareholders who cannot personally attend the General Meeting, have the opportunity to give instructions for voting through the independent proxy, Dr. iur. Roland Keller, attorney-at-law, of Raggenbass Rechtsanwälte, Bahnhofstrasse 9, 8580 Amriswil, or by another proxy to be nominated by them, and to issue voting instructions.

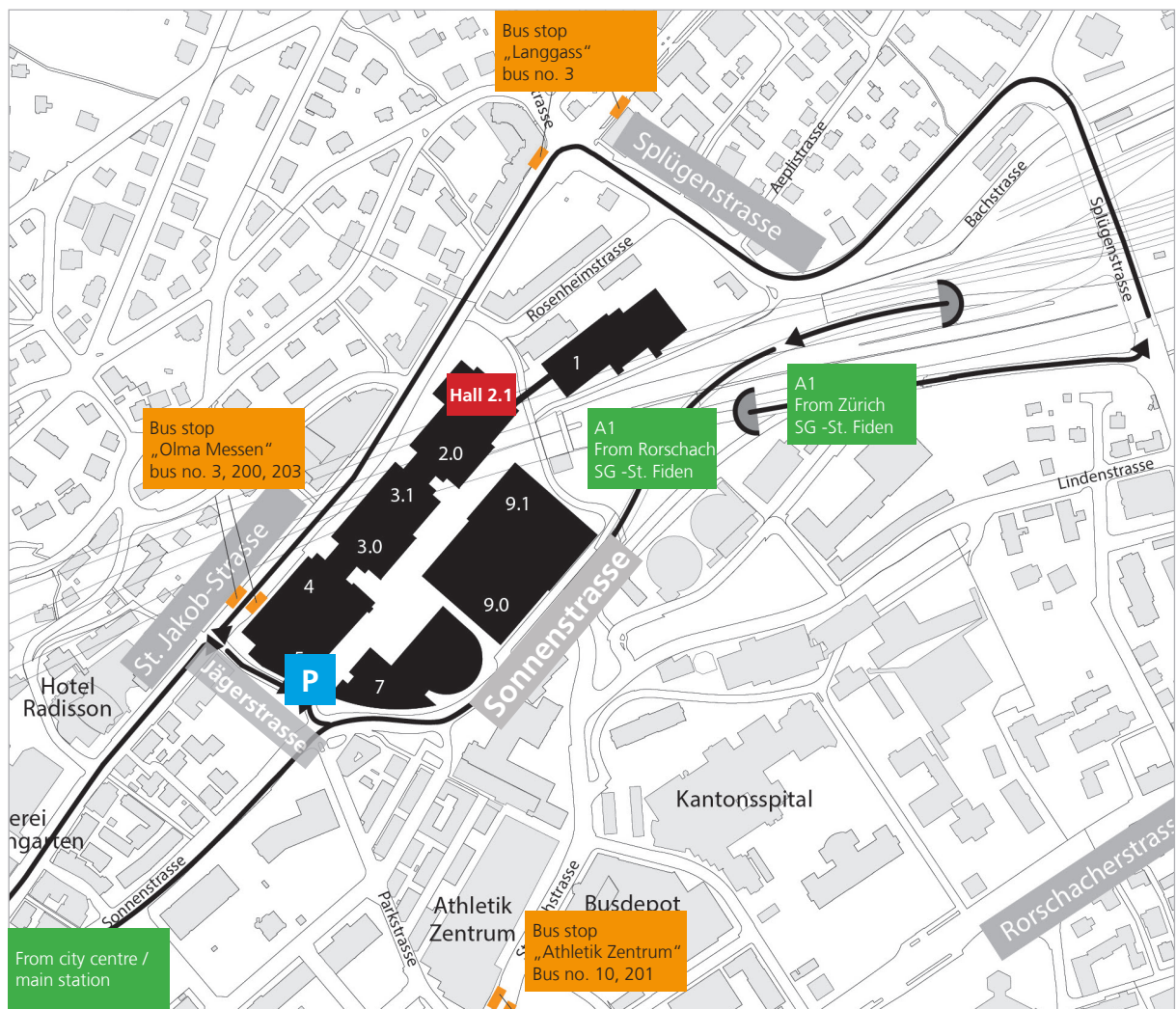
## Electronic remote voting (e-voting)

Shareholders represented can issue their power of attorney and voting instructions to the independent proxy as well as power of attorney to a third party electronically from 4 April 2017 under [www.arbonia.com/en/company/annual-general-meeting](http://www.arbonia.com/en/company/annual-general-meeting). The access details required for that purpose will be delivered to the shareholders together with their invitations. Electronic participation is possible up to **11.59 pm on 26 April 2017**. If voting is carried out using various methods (in person at the Annual General Meeting, by means of a written proxy or by e-voting), the shareholder's last declaration of intent shall apply.

Yours sincerely,  
Arbonia AG



Alexander von Witzleben  
Chairman of the Board of Directors



## Venue


OLMA Hall 2.1, Jägerstrasse, 9000 St. Gallen

## Catering

Between 12.30 pm and 2.00 pm you will receive a OLMA-Bratwurst and potato salad.

## Directions

### By car

From motorway A1: Take the St. Gallen-St. Fiden exit and follow this sign  or the "Olma Messen St. Gallen" sign. Arriving at entrance G on Jägerstrasse, parking attendants will direct you to a parking space.

### By public transport

From St. Gallen Hauptbahnhof (main station), take bus no. 3 to "Heiligkreuz" or PostBus 203 to "Wittenbach" or PostBus 200 to "Arbon". Get off at the "Olma Messen" stop.

Please note that there is only a limited amount of parking spaces available. However, with the entry tickets you can use public transport in St. Gallen for free.

## Arbonia AG

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www.arbonia.com