

ARBONIA 

Invitation to the 32nd Annual General Meeting

Dear Shareholders,

We would like to invite you to our
32nd Annual General Meeting.

Friday, 12 April 2019

12.30 pm door opening
2.00 pm General Meeting

Würth Haus Rorschach
Carmen Würth Saal
Churerstrasse 10
9400 Rorschach

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 2018

Proposal: The Board of Directors proposes that the management report of the Group, the annual financial statements and the consolidated financial statements for 2018 be approved.

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

Proposal: The Board of Directors proposes that the members of the Board of Directors who were active in the financial year 2018 and the Group Management be granted formal discharge for the financial year 2018.

3: Appropriation of the retained earnings and of the capital contribution reserves

3.1 Proposal:

The Board of Directors proposes that the net profit as of 31 December 2018, namely:

net profit for 2018	CHF	17'344'265
+ accumulated profit	CHF	158'114'238
retained earnings	CHF	175'458'503

be carried forward.

3.2 Proposal:

The Board of Directors proposes to distribute CHF 0.20 per registered share as follows from the capital contribution reserves:

capital contribution reserves carried forward	CHF	483'138'328
– distribution ¹ of CHF 0.20 per registered share	CHF	–13'894'649
capital contribution reserves	CHF	469'243'679

4. Elections

4.1 Election of the Chairman and members of the Board of Directors, as well as 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 Thomas Lozser as a member of the Board of Directors.

4.1.8 Proposal: The Board of Directors proposes the election of Dr. Carsten Voigtländer 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 2019 (to audit the annual financial statements, the consolidated financial statements and the compensation report).

5. Votes on compensation

5.1 Consultative voting on the compensation report for financial year 2018

Proposal: The Board of Directors proposes that the compensation report for financial year 2018 be approved by means of a non-binding consultative voting process.

5.2 Approval of the total compensation of the members of the Board of Directors for the year of office 2018/2019

Proposal: The Board of Directors proposes to approve the total sum of CHF 994 000 of the compensation for members of the Board of Directors for the year of office 2018/2019 retrospectively, i.e. from the Annual General Meeting in 2018 to the Annual General Meeting in 2019.

5.3 Approval of the total compensation of the members of Group Management for financial year 2018

Proposal: The Board of Directors proposes to approve the total sum of CHF 4 984 000 for the fixed and variable compensation of the members of the Group Management for the financial year 2018 retrospectively.

Kind regards,
Arbonia AG



Alexander von Witzleben
Chairman of the Board of Directors

¹ None of the shares held by Arbonia AG or one of its subsidiaries entitle their holders to receive distributions.

Miscellaneous

Annual Report

The annual report (management report of the group, financial statements and consolidated financial statements), the compensation report and the auditors' reports for 2018 have been available for viewing by shareholders at the company's headquarters since 26 February 2019 or can be downloaded at www.arbonia.com under "Investors". Each shareholder can also request delivery of the documents (tel.: +41 71 447 45 53; fax: +41 71 447 45 88; e-mail: media@arbonia.com).

Admission cards

The shareholders with voting rights as recorded in the share register will receive a registration form along with the invitation to the Annual General Meeting. On returning the registration form to the company (Arbonia AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz, Switzerland) the shareholders will receive their admission cards (dispatch of admission cards starting from 3 April 2019). The prompt return of registration forms will facilitate preparatory work for the Annual General Meeting.

Shareholders who register in the share register after the sending of the invitation to the Annual General Meeting but before 2 April 2019, 5.00 pm will be sent the invitation to the Annual General Meeting and the registration form after 3 April 2019. They can obtain the voting materials by handing in their registration forms at the shares office in the Carmen Würth Saal on the day of the Annual General Meeting.

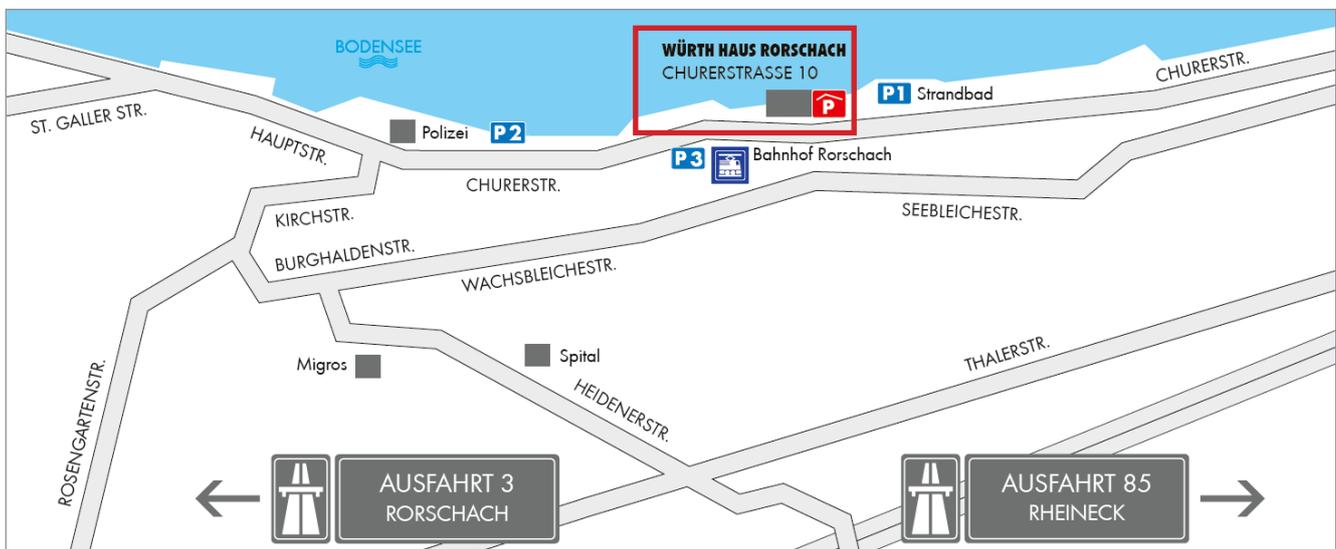
During the period from 2 April 2019, 5.00 pm up to and including 12 April 2019 no entries in the share register shall be made. Shareholders who acquire their shares after the 2 April 2019, 5.00 pm are not entitled to vote with the shares they have acquired. Shareholders who dispose their shares before the Annual General Meeting are no longer entitled to vote with the shares that they have disposed.

Granting powers of proxy

Shareholders who cannot personally attend the Annual 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 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 21 March 2019 6.00 am, under 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 until **10 April 2019, 11.59 pm**. 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.



Location

Würth Haus Rorschach
Carmen Würth Saal
Churerstrasse 10
9400 Rorschach

Directions by car

coming from Chur: exit Rheineck
coming from Zurich: Exit Kreuzlingen / Arbon / Rorschach
then drive towards Rorschach.

Catering

Between 12.30 pm and 2.00 pm you will receive hot meat cheese and potato salad. Following the ordinary meeting you can end the event with coffee and dessert.

Please note that only a limited number of parking spaces are available.

by public transport

Rorschach train station (2 minutes walkway)

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