

## Invitation to the Annual General Meeting of Feintool International Holding AG

**Thursday, April 28, 2022, 10:00 a.m.**

Dear Shareholders,

We are pleased to invite you to our Annual General Meeting for the 2021 financial year.

### A. Agenda items and proposals by the Board of Directors

#### 1. Approval of the management report, the annual financial statements, and the consolidated financial statements of Feintool International Holding AG for 2021

The Board of Directors proposes that the General Meeting approves the management report, the annual financial statements, and the consolidated financial statements of Feintool International Holding AG for 2021.

#### 2. Appropriation of net profit for 2021

a) The Board of Directors proposes the following distribution of profit:

Retained earnings brought forward	CHF	103 761 940
Result for the year	CHF	24 097 934
<b>Available earnings</b>	<b>CHF</b>	<b>127 859 874</b>
Payment of an ordinary dividend of CHF 0.50	CHF	-2 457 421
<b>Gain Carryforward</b>	<b>CHF</b>	<b>125 402 453</b>

b) The Board of Directors proposes, in addition to the ordinary dividend as per proposal a) above, the following payment of a withholding tax-exempt additional dividend from capital contribution reserves:

Capital contribution reserve before distribution	CHF	129 395 995
Transfer of capital contribution reserves to voluntary retained earnings and payment of an additional dividend of CHF 0.50 per share	CHF	-2 457 421
<b>Capital contribution reserve after distribution</b>	<b>CHF</b>	<b>126 938 574</b>

### **3. Formal approval of the actions taken by the Board of Directors and the individuals entrusted with the management of the company**

The Board of Directors proposes that the General Meeting formally approves the actions taken by its members and the individuals entrusted with the management of the company during the 2021 financial year.

### **4. Resolution on compensation**

#### **a) Board of Directors**

The Board of Directors proposes to the General Meeting to approve a maximum total amount of CHF 1.5 million for the compensation of the Board of Directors for the period from this ordinary general meeting until the ordinary general meeting in 2023 (expected to be held on April 25, 2023). This includes 5 000 shares of Feintool International Holding AG stock valued at the average price of the ten trading days following publication of the 2021 Annual Report.

#### **b) Executive Board**

The Board of Directors proposes to the General Meeting to approve a maximum total amount of CHF 2.5 million for the compensation of the Executive Board for the 2023 financial year (January 1 to December 31, 2023).

### **5. Elections**

#### **a) Election of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting the election of Alexander von Witzleben, Christian Mäder, Dr. Marcus Bollig, Norbert Indlekofer, and Heinz Loosli (all current members) as members of the Board of Directors for a term of office until the end of the next Annual General Meeting (via individual vote).

#### **b) Election of the Chairman of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting the election of Alexander von Witzleben, the current chair of the Board of Directors, as chair of the Board of Directors for the term of office until the end of the next Annual General Meeting.

#### **c) Election of the Compensation Committee**

The Board of Directors proposes to the Annual General Meeting the election of Alexander von Witzleben (current member of the Compensation Committee) and Christian Mäder (current member of the Compensation Committee) as members of the Compensation Committee for a term of office until the end of the next Annual General Meeting (via individual vote).

#### **d) Election of the independent proxy**

The Board of Directors proposes to the Annual General Meeting the reelection of COT Treuhand AG, Lyss, Switzerland, as independent proxy for a term of office until the end of the next ordinary Annual General Meeting.

#### **e) Election of the auditors**

The Board of Directors proposes to the Annual General Meeting that KPMG AG, Zurich, be reelected as auditors for a further term of office of one year.

### **6. Ordinary capital increase**

As already announced, the company has successfully completed the acquisition of Kienle+Spiess. For the purpose of refinancing the bridge financing for the transaction and the injection of funds for necessary investments, a capital increase in the amount of CHF 200 million is planned. The issue price is not yet known at the time of this invitation. Therefore, its determination shall be delegated to the Board of Directors. The subscription rights are to be granted in full and trading of the subscription rights is planned.

The Board of Directors proposes to the General Meeting of Shareholders to increase the share capital of the Company by means of an ordinary capital increase from the previous CHF 49'148'420.00 by a minimum of CHF [38'000,000.00] and a maximum of CHF [150'000'000.00] to a new minimum of CHF [87'148'420] and a maximum of CHF [199'148'420.00] under the following conditions of issue:

- a) the total nominal amount by which the share capital is to be increased:
  - minimum CHF [38'000'000.00]
  - maximum CHF [150'000'000.00]
- b) Amount of contributions to be made thereon: 100% of the nominal amount (fully paid)
- c) Number, nominal value and type of new shares to be issued:
  - minimum [3'800'000] Registered shares with a nominal value of CHF 10.00
  - maximum [15'000'000] Registered shares with a nominal value of CHF 10.00
- d) Privileges of individual categories: None
- e) Issue price:

The General Meeting delegates the power to determine the issue amount to the Board of Directors.

- f) Type of contributions:

Minimum of CHF [38'000'000.00] and maximum CHF [150'000'000.00] in cash for a minimum [3'800'000] and maximum [15'000'000] registered shares with a par value of CHF 10.00 each, i.e., with a total par value of minimum CHF [38'000'000] and maximum CHF [150'000'000], and at the issue amount determined by the Board of Directors, fully paid up.
- g) The difference between the issue price and the nominal value of the new registered shares to be issued shall be credited as premium to the ordinary legal reserves (reserves from capital contributions) of the Company.
- h) Commencement of dividend entitlement:

The new registered shares to be issued shall be entitled to dividends from the date of registration of the capital increase in the Commercial Register.
- i) Restriction on transferability of new registered shares:

The transfer of the new shares to be issued shall be restricted in accordance with the Articles of Association (restriction on transferability).
- j) Subscription rights  

Subscription rights shall neither be restricted nor cancelled. The Board of Directors shall decide on the use of subscription rights that are not exercised in the interest of the Company and in compliance with the equal treatment of shareholders.

## **B. General information**

### **1. Documents**

The 2021 Annual Report, including the management report and the financial statements of Feintool International Holding AG for the 2021 financial year, the consolidated financial statements of the Feintool Group for the 2021 financial year, as well as a copy of the reports by the statutory auditors, the compensation report for the 2021 financial year, and the associated audit certificate have all been available for review by shareholders during office hours at the company's registered headquarters since March 1, 2022. The documents can also be viewed online at [www.feintool.com](http://www.feintool.com) and downloaded in digital form.

## 2. Postal delivery of the documents

The following documents will be mailed to shareholders whose names are entered in the share register by 5:00 p.m. (close of book) on Wednesday, April 20, 2022, at their last known address:

- The invitation to the Annual General Meeting
- The registration form with reply envelope

For inquiries regarding the invitation, please contact Carmela Chiacchio at +41-32 387 52 02 or [carmela.chiacchio@feintool.com](mailto:carmela.chiacchio@feintool.com).

## Future receipt of the invitation to the AGM in digital form

If you would like to receive the invitation to the Annual General Meeting in electronic form in the future, you can select the corresponding option under “Select delivery method” on the electronic voting platform at <https://feintool.netvote.ch>. Your login details can be found on the enclosed reply slip.

## 3. Admission

Admission cards for the General Meeting will only be sent out once you have registered to attend. Registrations must be sent using the enclosed registration slip to areg.ch ag, Feintool International Holding AG, Fabrikstrasse 10, 4614 Hägendorf, and be received by 25 April 2022 at the latest.

## 4. Representation at the General Meeting

In accordance with Article 10 of the Articles of Association, only a shareholder’s legal representative, another registered shareholder present or the independent proxy (see section 5) may represent a shareholder at the General Meeting. Permission must be granted in the form of written authorization (see registration slip).

## 5. Independent proxy

COT Treuhand AG, Bielstrasse 29, 3250 Lyss, Switzerland, is the currently appointed independent proxy. In the event that the independent proxy is unable to attend, the Board of Directors will appoint a new independent proxy. The proxies granted to the independent proxy will also apply to any such new independent proxy appointed by the Board of Directors. Shareholders who wish to authorize the independent proxy and provide the proxy instructions on how to exercise their voting rights should send their signed and dated registration form together with the enclosed reply envelope directly to COT Treuhand AG or areg.ch ag, Feintool International Holding AG, Fabrikstrasse 10, 4614 Hägendorf, Switzerland, by no later than April 25, 2022 (date of receipt). Similarly, proxies and instructions can be issued to the independent proxy in electronic form at <https://feintool.netvote.ch> by no later than 12:00 p.m. on April 26, 2022.

## 6. Organizational points

The Annual General Meeting will take place at the Tissot Arena, AMAG Lounge, Boulevard des Sports 18 in Biel. Parking spaces will be available. Doors open at **9:30 a.m.**, the General Meeting will begin at 10:00 a.m. A refreshment after the event is offered by Feintool.

The event will end at approx. **13:00 a.m.**

Lyss, Switzerland, March 29, 2022

The Board of Directors of

Feintool International Holding