

Invitation to the ordinary General Meeting of Feintool International Holding AG

**Tuesday, 30 April 2019, 10:00 a.m.
Tissot Arena, AMAG Lounge, Boulevard des Sports 18, 2504 Biel**

Dear shareholder

You are cordially invited to our ordinary General Meeting for the 2018 financial year.

A. Agenda and Board proposals

1. Approval of the Annual Report, the 2018 financial statements and the consolidated 2018 financial statements of Feintool International Holding AG

The Board of Directors proposes that the Annual Report and the 2018 financial statements, as well as the consolidated 2018 financial statements of Feintool International Holding AG, be approved.

2. Resolution on the appropriation of the 2018 net result and on the payment of a dividend from capital contribution reserves

In the following proposals, the Board of Directors proposes to the General Meeting to (a) carry forward the available earnings as at 31.12.2018, and (b) set a dividend from capital contribution reserves of CHF 2.00 per registered share with a par value of CHF 10.00 each and to transfer capital contribution reserves amounting to a maximum of CHF 9,829,684 to the free reserves for the payment of this dividend. The proposed dividend will be paid out (exempt of withholding tax) on 7 May 2019.

a. Appropriation of the 2018 available earnings

The Board of Directors proposes to carry forward the 2018 **available earnings** of CHF 77,775,605.

b. Appropriation of reserves from capital contributions

The Board of Directors proposes the following actions to the General Meeting:

- Transfer of reserves amounting to a maximum of CHF 9,829,684 from capital contributions to the free reserves for the payment of a dividend;
- Setting a dividend for the 2018 financial year from the free reserves of CHF 2.00 per registered share for 4,914,842 registered shares, i.e. maximum CHF 9,829,684 in total;
- Disbursement of this dividend with payment due on 7 May 2019.

3. Ratification of the actions of the Board of Directors and of the members of Group Management

The Board of Directors proposes that the actions of its members and of the members of Group Management be ratified.

4. Resolution on compensation

a. Board of Directors

The Board of Directors proposes that the General Meeting approves 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 to the 2020 ordinary General Meeting (due to be held on 21 April 2020). This includes 5'000 shares of Feintool International Holding AG which are valued at the average price on the ten trading days following publication of the 2018 annual report.

b. Group Management

The Board of Directors proposes that the General Meeting approves a maximum total amount of CHF 1.9 million for the compensation of Group Management for the 2020 financial year (1 January until 31 December 2020).

5. Elections

a. Election Board of Directors

The Board of Directors proposes to the General Meeting that the Board members Alexander von Witzleben, Dr. Michael Soormann, Thomas A. Erb, Norbert Indlekofer und Heinz Loosli (all existing members) be elected as for a term up to the conclusion of the next ordinary General Meeting (individual voting).

b. Election of the Chairman of the Board of Directors

The Board of Directors proposes to the General Meeting that Alexander von Witzleben (existing Chairman) be elected as Chairman of the Board of Directors for the term up to the conclusion of the next ordinary General Meeting.

c. Election of the Compensation and Nomination Committee

The Board of Directors proposes to the General Meeting that Alexander von Witzleben and Dr. Michael Soormann (both existing members) be elected as members of the Compensation and Nomination Committee for a term up to the conclusion of the next ordinary General Meeting (individual voting).

d. Appointment of the independent proxy

The Board of Directors proposes to the General Meeting that COT Treuhand AG, Lyss, be re-elected as independent proxy for a term up to the conclusion of the next ordinary General Meeting.

e. Election of auditors

The Board of Directors proposes the reappointment of KPMG AG in Zurich as statutory auditors for a further term of one year.

B. General information

1. Supporting documentation

The Annual Report, containing the 2018 annual report and financial statements of Feintool International Holding AG, the consolidated 2018 financial statements of the Feintool Group and a copy of the 2018 statutory auditors' reports, the remuneration report including supporting audit confirmation, is available for inspection by shareholders during office hours at the company's headquarters as of 5 March 2019. It can also be viewed online and downloaded from www.feintool.com.

2. Dispatch of documents

Shareholders recorded in the shareholder register by 05:00 p.m. on Thursday, 18 April 2019 (closing date) will have the following documents sent to them at the address most recently supplied:

- Invitation to the General Meeting
- Registration slip with reply envelope

If you have any questions about the invitation, please contact Danja Blumer, tel. +41 32 387 51 59 or e-mail danja.blumer@feintool.com.

Future dispatch of invitation to the General Meeting electronically

If you would like to receive the invitation to the General Meeting in the future electronically, please use the website www.netvote.ch/feintool and choose option «Select correspondence method». You will find the login details in the attached response card.

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 2019 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

The independent proxy is COT Treuhand AG, Bielstrasse 29, CH-3250 Lyss. Should the independent proxy be unable to attend, the Board of Directors will appoint a new independent proxy. The powers of delegation issued to the independent proxy also apply to any new independent proxy appointed by the Board of Directors. Shareholders who wish to request representation by the independent proxy and issue him with voting instructions must send their signed and dated registration slips using the enclosed reply envelope either directly to COT Treuhand AG or to areg.ch ag, Feintool International Holding AG, Fabrikstrasse 10, 4614 Hägendorf, by 25 April 2019 (date of receipt) at the latest. Alternatively, shareholders can request representation and issue instructions to the independent proxy electronically at <https://netvote.ch/feintool> at the latest by 26 April 2019, 12.00 p.m. The independent proxy will not accept any instructions to speak on a shareholder's behalf.

6. Organizational points

The General Meeting will take place in the Tissot Arena, AMAG Areal, Boulevard des Sports 18 in Biel. Parking spaces will be available. Doors open at 9:30 a.m. and the General Meeting will begin at 10:00 a.m. Feintool will be providing complimentary refreshments after the event, which is expected to finish at around 13:00 p.m.

Lyss, 29 March 2019

Feintool International Holding AG

The Board of Directors