

## **Invitation to the ordinary General Meeting of Feintool International Holding AG**

**Time: Tuesday, 24 April 2018, 10 a.m.**

**Location: Feintool Technologie AG, FeinDine staff restaurant, Industriering 3, 3250 Lyss**

Dear shareholder

You are cordially invited to our ordinary General Meeting for the 2017 financial year.

### **A. Agenda and Board proposals**

#### **1. Approval of the Annual Report, the 2017 financial statements and the consolidated 2017 financial statements of Feintool International Holding AG**

The Board of Directors proposes that the Annual Report and the 2017 financial statements, as well as the consolidated 2017 financial statements of Feintool International Holding AG, be approved.

#### **2. Resolution on the appropriation of the 2017 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 31.12.2017, 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 8 925 942 to the free reserves for the payment of this dividend. The proposed dividend will be paid out (exempt of withholding tax) on 30 April 2018.

##### **a. Appropriation of the 2017 available earnings**

The Board of Directors proposes to carry forward the 2017 available earnings of CHF 66 884 651.

##### **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 8 925 942 from capital contributions to the free reserves for the payment of a dividend;
- Setting a dividend for the 2017 financial year from the free reserves of CHF 2.00 per registered share for 4 462 971 registered shares, i.e. maximum CHF 8 925 942 in total;
- Disbursement of this dividend with payment due on 30 April 2018.

#### **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 for the 2017 financial year.

#### **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 2019 ordinary General Meeting (due to be held on 30 April 2019). 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 2017 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 2019 financial year (1 January until 31 December 2019).

#### **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, Heinz Loosli (all existing members), as well as Norbert Indlekofer (new) 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.

##### **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.

#### **6. Authorized capital increase / amendment to the Articles of incorporation**

The Board of Directors proposes an authorized capital increase subject to the following conditions:

- Approval of the Board of Directors to increase the share capital by no more than CHF 6'000'000.00 by issuing a maximum of 600'000 new shares with a nominal value of CHF 10.00 each.
- The new shares are to be paid up in full.
- The new shares are subject to the statutory transfer restrictions.
- Approval of the Board of Directors to restrict or exclude subscription rights in certain cases.
- The new shares can be issued in one or more stages.

- The relevant issue amount, the commencement of dividend entitlement, the conditions for exercising subscription rights and the type of contribution shall be determined by the Board of Directors
- The approval is limited until 24 April 2020.

The Board of Directors thus proposes to delete the actual Art. 3a and that the following Art. 3a be added to the articles of incorporation:

"Art. 3a Authorized capital

1. The Board of Directors can increase the company's share capital by a maximum of CHF 6'000'000.00 until 24 April 2020 by issuing a maximum of 600'000 new shares with a nominal value of CHF 10.00 each. Partial increases are permitted.
2. The transfer restrictions set out in Art. 4 apply to the subscription and transfer of the new registered shares.
3. The Board of Directors is authorized to withdraw or restrict the subscription rights of current shareholders and to assign them to individual shareholders or third parties if the shares are required for the acquisition of companies, parts of companies or shareholdings or to finance or refinance such transactions, or to finance new corporate investment programs.
4. In relation to unexercised subscription rights or shares for which subscription rights were granted but not exercised, the Board of Directors shall have the option of placing them on market terms or allowing the relevant subscription rights to lapse.
5. The Board of Directors shall determine the issue amount, the nature of deposits, the timing of the issue, the conditions for exercising subscription rights and the commencement of dividend entitlement."

All other provisions of the Articles of Association remain unchanged.

## **B. General information**

### **1. Supporting documentation**

The Annual Report, containing the 2017 annual report and financial statements of Feintool International Holding AG, the consolidated 2017 financial statements of the Feintool Group and a copy of the 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 6 March 2018. It can also be viewed online and downloaded from [www.feintool.com](http://www.feintool.com).

### **2. Dispatch of documents**

Shareholders recorded in the shareholder register by 5 p.m. on Monday, 16 April 2018 (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 [danja.blumer@feintool.com](mailto: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](http://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 (reply envelope also enclosed) to areg.ch ag, Feintool International Holding AG, Fabrikstrasse 10, 4614 Hägendorf, and be received by 20 April 2018 (date of receipt) 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 20 April 2018 (date of receipt) at the latest. Alternatively, shareholders can request representation and issue instructions to the independent proxy electronically at <https://netvote.ch/feintool> until 20 April 2018, 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 Feintool staff restaurant at Industriering 3 in Lyss. Parking spaces will be indicated by signs. In addition, a shuttle bus will depart from Lyss railway station at 9:15 and 9:45 a.m. for Industriering Nord to Feintool. Doors open at 9:30 a.m. and the General Meeting will begin at 10 a.m. Feintool will be providing complimentary refreshments after the event, which is expected to finish at 12:30 p.m. The shuttle bus will then return to Lyss railway station.

Lyss, 23 March 2018

Feintool International Holding AG

The Board of Directors