

Invitation to the Annual General Meeting

Feintool International Holding AG

Tuesday, April 23, 2024, 10:00 a.m.

Tissot Arena, AMAG-Lounge, Boulevard des Sports 18, 2504 Biel

Dear Shareholders,

We are pleased to invite you to the Annual General Meeting for the 2023 business year. It will take place on Tuesday, April 23, 2024, at 10:00 a.m. at the Tissot Arena in Biel. Doors open at 9:30 am. Afterward, Feintool invites you to stay and enjoy a snack. The event is scheduled to end at approximately 1 p.m.

The Annual Report 2023, including the management report and annual financial statements of Feintool International Holding AG, the consolidated financial statements of the Feintool Group, and a copy of the audit report 2023, the compensation report 2023, and the associated audit certificate have been available for review at the company's registered office during business hours since February 22, 2024. The documents can also be viewed on the internet at [Annual report 2023](#) and obtained electronically.

Yours sincerely,

Feintool International Holding AG



Alexander von Witzleben
Chairman of the Board of Directors

1. The votes on the financial and non-financial reporting for the 2023 financial year.

1.1 Approval of the management report, the annual financial statements, and the consolidated financial statements of Feintool International Holding AG for 2023

The Board of Directors proposes that the Annual General Meeting approves the management report, the annual financial statements, and the consolidated financial statements of Feintool International Holding AG for 2023.

Explanation: The management report, the financial statements, and the consolidated financial statements were prepared in accordance with the applicable accounting standards and the Swiss Code of Obligations. The audit reports were issued without qualification. The Board of Directors is of the opinion that neither the management report, nor the annual financial statements, nor the consolidated financial statements contain any elements that require special emphasis with regard to the vote.

1.2 Vote on the report on non-financial matters for the 2023 financial year

The Board of Directors proposes that the report on non-financial matters for the 2023 financial year be approved.

Explanation: With the introduction of Art. 964a of the Swiss Code of Obligations, Feintool is obliged to prepare a report on non-financial matters from the 2023 financial year. Details on compliance with this obligation can be found in the report on non-financial matters for the 2023 financial year, which will be available online at [Sustainability | Feintool](#) from April 2, 2024. In addition, the report on non-financial matters must be submitted to the Annual General Meeting for approval as part of a vote.

2. 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 Annual General Meeting formally approves the actions taken by its members and the individuals entrusted with the management of the company during the 2023 financial year.

Explanation: The Board of Directors is not aware of any circumstances that would make it necessary to refuse to grant formal approval.

3. Appropriation of net profit for 2023

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

Retained earnings carried forward	CHF	99 943 431
Merger loss	CHF	-13 488 679
Annual result	CHF	-20 134 499
Available earnings	CHF	66 320 252
Payment of an ordinary dividend of CHF 0.17	CHF	-2 506 569
Carried forward to new account	CHF	63 813 683

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	222 612 717
Transfer from capital contribution reserves to voluntary retained earnings and payment of an additional dividend of CHF 0.17	CHF	-2 506 569
Capital contribution reserve after distribution	CHF	220 106 148

Explanation: The company is consistently pursuing its distribution strategy. The total amount of the proposed distribution is on a par with the previous year. It corresponds to last year's distribution per share. The Board of Directors considers the size of the distribution to be appropriate, also in view of the financial resources required.

4. Resolution on compensation

a) Board of Directors

The Board of Directors proposes to the Annual 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 2025 (expected to be held on April 29, 2025). This includes 10 000 shares of Feintool International Holding AG stock valued at the average price of the ten trading days following publication of the 2024 Annual Report.

Explanation: The maximum amount corresponds, despite inflation, to the amount of last year's compensation, which was approved by a large majority. The number of shares was doubled due to the significant increase in the number of shares issued. The level of compensation stands up to a market comparison.

b) Executive Board

The Board of Directors proposes to the Annual General Meeting to approve a maximum total amount of CHF 2.5 million for the compensation of the Executive Board for the 2024 financial year (January 1 to December 31, 2025).

Explanation: The maximum amount corresponds, despite inflation, to the amount of last year's remuneration, which was approved by a large majority. The level of compensation stands up to market comparison.

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, Dr. Marcus Bollig, Norbert Indlekofer, and Heinz Loosli (all current members) as of Martin Klöti (new) as members of the Board of Directors for a term of office until the end of the next Annual General Meeting (via individual vote).

Explanation: In its current composition, the Board of Directors works efficiently and effectively. It has a balanced composition with regard to the shareholder base, the experience of its members and other aspects relevant to the composition of the Board of Directors. In order to better meet the company's requirements regarding the performance of the Board of Directors in the future, the Board of Directors proposes to expand the Board of Directors by one additional member from the current four to five members.

Martin Klöti comes from the Schweiter Technologies Group, where he worked for 20 years in various management positions and has been CFO since 2014. He holds a degree in auditing and a federal certificate of competence as a fiduciary.

The Board of Directors is of the opinion that Mr. Klöti optimally complements the existing Board of Directors thanks to his professional expertise and many years of executive experience. The Board of Directors therefore proposes the re-election/new election of the above-mentioned members.

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.

Explanation: Mr Alexander von Witzleben leads the Board of Directors in an excellent manner. The Board of Directors therefore proposes him for reelection.

c) Election of the Compensation and Nomination Committee

The Board of Directors proposes to the Annual General Meeting the election of Alexander von Witzleben, Norbert Indlekofer (current members) and of Martin Klöti (new) as members of the Compensation and Nomination Committee for a term of office until the end of the next Annual General Meeting (via individual vote).

Explanation: The Board of Directors is convinced that the two individuals proposed for election and reelection, respectively, together form a well-balanced Compensation Committee that ideally reflects the views of all stakeholders.

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.

Explanation: The independent proxy has performed its work impeccably over several years. The Board of Directors therefore proposes that the same company be reelected.

e) Election of the auditors

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

Explanation: The auditors have performed their work in an impeccable manner over several years. The Board of Directors therefore proposes their reelection.

6. Organisational points

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 Monday, April 15, 2024, at their last known address:

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

Future receipt of the invitation to the Annual General Meeting 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.

Admission

Admission cards for the General Meeting can also be requested via netVote and not only by the registration form. 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 April 19, 2024 at the latest (date of receipt).

Representation at the Annual General Meeting

In accordance with Art. 10 para. 2 of the Articles of Association, a shareholder may only be represented at the Annual General Meeting by a third party designated in writing or by the independent proxy. A written power of attorney must be issued for this purpose (see registration form).

COT Treuhand AG, Bielstrasse 29, 3250 Lyss, 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, by no later than April 19, 2024 (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 19, 2024.

For any questions regarding the General Meeting please contact us under +41 32 387 51 11

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