

## Invitation to the 28th Annual General Meeting

Dear Shareholders,

We would like to invite you to our 28th Annual General Meeting.

Date: **Friday, 17 April 2015, 4.00 pm (hall open from 3.00 pm)**  
Location: **Seeparksaal, Wassergasse 14, 9320 Arbon TG**

### Agenda items and motions proposed by the Board of Directors

**1. Approval of the management report, annual financial statements and consolidated financial statements for 2014**

**Motion:** The Board of Directors proposes the motion that the management report, the annual financial statements and the consolidated financial statements for 2014 be approved.

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

**Motion:** The Board of Directors proposes that its members and those of the Group Management be granted formal discharge for the financial year 2014.

**3. Appropriation of Retained Earnings**

**Motion:** The Board of Directors proposes that the net profit as of 31.12.2014, namely:

Annual result for 2014	CHF	-14 785 776
+ change of reserve for treasury shares	CHF	12 019 560
+ accumulated profit	CHF	<u>205 184 185</u>
retained earnings	CHF	202 417 969

to be carried forward.

**4. Elections**

**4.1 Election of the Chairman and members of the Board of Directors, as well as the members of the Compensation Committee**

**4.1.1 Motion:** 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 Motion:** 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 Motion:** The Board of Directors proposes the election of Peter E. Bodmer as a member of the Board of Directors.

**4.1.4 Motion:** 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 Motion:** The Board of Directors proposes the election of Markus Oppliger as a member of the Board of Directors.

**4.1.6 Motion:** The Board of Directors proposes the election of Michael Pieper as a member of the Board of Directors.

**4.1.7 Motion:** The Board of Directors proposes the election of Christian Stambach as a member of the Board of Directors.

#### **4.2 Election of the independent proxy**

**Motion:** 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**

**Motion:** The Board of Directors proposes the election of PricewaterhouseCoopers AG, St. Gallen, as auditors for the financial year 2015 (to audit the annual financial statements, the consolidated financial statements and the compensation report).

### **5. Amendments to the Articles of Association**

#### **5.1 Definition of the maximum sum of compensation for restraint of competition in the event of a post-contractual prohibition of competition**

**Motion:** The Board of Directors proposes to limit the statutory compensation for a post-contractual prohibition of competition to a maximum of one year's fixed annual compensation of the members of Group Management in question, and to revise Art. 22 Section 3 of the Articles of Association as follows:

"In individual cases the Board of Directors can provide for the deduction of additional income being waived during any leave of absence of members of the Group Management and/or for a pro rata portion of the variable compensation being paid out along with the basic salary. The Board of Directors can provide for additional compensation for restraint of competition for post-contractual prohibitions of competition provided this involves compensation for the economic value of the abstention from competition and this does not exceed the amount of one fixed annual salary of the relevant members of Group Management for the entire duration of the competition ban."

#### **5.2 Calculation of the variable compensation of members of Group Management**

**Motion:** The Board of Directors proposes to provide corporate and/or personal targets as success criteria for the calculation of the variable compensation of members of Group management and to limit variable compensation to a maximum of 150% of fixed compensation and consequently to revise Art. 24 of the Articles of Association as follows:

"The variable compensation of members of Group Management depends on company results. The success criteria must be determined by the Board of Directors taking the position and responsibility of the recipient into account on the motion of the Compensation Committee. They include corporate and/or personal goals. The variable compensation of the members of the Group Management is determined on the basis of the following principles:

1. At the beginning of each financial year the Board of Directors determines the corporate and/or personal goals. Achievement of the goals is evaluated by the Compensation Committee after the expiry of the financial year and determined on its motion by the Board of Directors.
2. A bonus amount is determined in individual agreements. If the goals are achieved in full, 100% of the bonus amount stipulated in an individual agreement is paid out. If the targets are exceeded, the variable compensation may exceed the bonus amount determined by individual agreement up to a maximum amount. If achievement of the targets lies below a particular threshold, no variable compensation is paid.
3. The variable compensation amounts to a maximum of 150% of the fixed compensation.

## **6. Votes on compensation**

### **6.1 Consultative voting on the compensation report for financial year 2014**

**Motion:** The Board of Directors proposes that the compensation report for financial year 2014 be approved by means of a non-binding consultative voting process.

### **6.2 Approval of the maximum total compensation of the members of the Board of Directors for the year in office 2015/2016**

**Motion:** The Board of Directors proposes to approve the maximum total sum of CHF 1 030 000 for the compensation of the members of the Board of Directors for the period in office from the Annual General Meeting 2015 to the Annual General Meeting 2016 (as described in more detail in the attached explanatory notes).

### **6.3 Approval of the maximum fixed total compensation of the members of Group Management for financial year 2016**

**Motion:** The Board of Directors proposes to approve the maximum total sum of CHF 2 780 000 of the fixed compensation of the members of the Group Management for the financial year 2016 (as described in more detail in the attached explanatory notes).

### **6.4 Approval of the maximum variable total compensation of the members of Group Management for financial year 2016**

**Motion:** The Board of Directors proposes to approve the maximum total sum of CHF 2 200 000 of the variable compensation of the members of the Group Management for the financial year 2016 (as described in more detail in the attached explanatory notes).

## **Miscellaneous**

### **Annual Report**

The annual report (management report, financial statements and Group financial statements), the compensation report and the auditors' reports for 2014 have been available for viewing by shareholders at the Company's headquarters since 3 March 2015, or can be downloaded from [www.afg.ch](http://www.afg.ch). Each shareholder can also request delivery of the documents (tel.: +41 71 447 45 54; fax: +41 71 447 45 88; e-mail: [media@afg.ch](mailto:media@afg.ch)).

### **Entry tickets**

The shareholders with voting rights as recorded in the share register will receive a registration card along with the invitation to the Annual General Meeting. On returning the registration card to the Company (SIX SAG

AG, AFG Arbonia-Forster-Holding AG, P.O. Box, CH-4609 Olten) the shareholders will receive their entry tickets (dispatch of entry tickets starting from 8 April 2015). The prompt return of registration cards will facilitate the preparatory work for the Annual General Meeting.

Shareholders who are entered in the share register after dispatch of the invitation to the Annual General Meeting but before 5.00 p.m. on 7 April 2015 will be sent the invitation to the Annual General Meeting and the registration card after 8 April 2015. They can obtain the voting materials by handing in their registration card at the shares office in the Seeparksaal on the day of the Annual General Meeting.

No entries in the share register shall be made from 5 p.m. on 7 April 2015, up to and including 17 April 2015. Shareholders who acquire their shares after 5.00 p.m. on 7 April 2015 are not entitled to vote with the shares they have acquired. Shareholders who dispose of some or all of their shares before the Annual General Meeting are no longer entitled to vote with the shares that they have disposed of.

#### **Granting power of proxy**

Shareholders who are not able to attend the Annual General Meeting in person have the opportunity to be represented by the independent proxy Dr. iur. Roland Keller, attorney-at-law, of Raggenbass Rechtsanwälte, Bahnhofstrasse 9, 8580 Amriswil, or by another proxy to be nominated by them, and to issue voting instructions.

#### **Electronic remote voting (e-voting)**

Shareholders represented by the independent proxy can issue their proxies and instructions electronically at [www.afg.ch/unternehmen/generalversammlung.html](http://www.afg.ch/unternehmen/generalversammlung.html) starting from 25 March 2015. The access details required for that purpose will be delivered to the shareholders together with their invitations. Electronic participation is possible up to **11.59 p.m. on 15 April 2015**. 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.

Yours sincerely,

AFG Arbonia-Forster-Holding AG



Christian Stambach  
Interim Chairman of the Board of Directors