

To the shareholders of Starrag Group Holding AG

Invitation to the 102nd Annual General Meeting of Shareholders

Date: Friday, 21 April 2023, at 5.00 p.m. (doors open at 4.00 p.m.)

Location: Stadthof Saal, Kirchstrasse 9, 9400 Rorschach

AGENDA:

1. Annual report 2022

1.1 Management report, annual financial statements and consolidated financial statements 2022

The Board of Directors proposes that the management report, the annual report, the annual financial statements and the consolidated financial statements for 2022 be approved.

Explanation: PricewaterhouseCoopers AG, as statutory auditors, have audited the annual financial statements and the consolidated financial statements for the 2022 business year. They propose the approval of the annual financial statement and the consolidated financial statement for the business year 2022.

1.2 Compensation report 2022

The Board of Directors proposes that the compensation report for 2022 be approved in a non-binding advisory vote.

Explanation: The Board of Directors voluntarily submits the compensation report to the General Meeting for a consultative vote. PricewaterhouseCoopers AG as statutory auditors have audited the compensation report 2022.

2. Appropriation of retained earnings / dividend from capital contribution reserve

Explanation: The Board of Directors proposes to the Annual General Meeting of 21 April 2023 a dividend of CHF 2.00, whereby CHF 1.00 will be paid out tax-free from reserves from capital contributions and CHF 1.00 from retained earnings. Due to the newly applicable tax law, no more than 50% of the dividend may be distributed from tax-advantaged reserves from capital contributions. The proposal corresponds to a payout ratio of 60.5%.

2.1 Proposed appropriation of retained earnings:

| | | |
|--|-------------|---------------|
| Retained earnings from prior year | TCHF | 116'907 |
| Net income | TCHF | -18'064 |
| Retained earnings | TCHF | 98'843 |
| Dividend CHF 1.00 gross per share | TCHF | -3'360 |
| To be carried forward | TCHF | 95'483 |

2.2 Proposed appropriation of legal reserve from capital contribution:

| | | |
|--|-------------|---------------|
| Legal reserve from capital contributions | TCHF | 49'441 |
| Withholding tax free distribution of CHF 1.00 per share | <u>TCHF</u> | <u>-3'360</u> |
| To be carried forward | TCHF | 46'081 |

3. Discharge of Board of Directors

The Board of Directors proposes that the members of the Board of Directors be granted discharge.

Explanation: According to art. 698 para. 2 item 7 CO and the Articles of Association, the General Meeting is responsible for the discharge of the members of the Board of Directors.

4. Approval of compensation

4.1 Total compensation of the members of the Board of Directors from the Annual General Meeting 2023 to the Annual General Meeting 2024

The Board of Directors proposes an amount of CHF 1'100'000 as a maximum compensation of the Board of Directors for the period of the Annual General Meeting 2023 to the Annual General Meeting 2024.

Explanation: In addition to the fixed compensation, the proposed amount includes a maximum variable compensation of CHF 625'000 (limit of CHF 125'000 per member of the Board of Directors), which in the best case scenario would be paid if the medium-term earnings targets were exceeded. The Starrag compensation system is described in the Compensation Report on page 59 ff. of the Annual Report 2022.

4.2 Total compensation of the members of the Executive Board for the next financial year, i.e. 2024

The Board of Directors proposes an amount of CHF 5'600'000 as a maximum compensation of the Executive Board for the financial year 2024.

Explanation: In addition to the fixed compensation, the proposed amount includes a maximum variable compensation of CHF 2'790'000 (the variable bonus for members of the Executive Board is limited to 150% of the fixed compensation), which would be paid in the best case if the medium-term earnings targets were exceeded. The Starrag compensation system is described in the Compensation Report on page 59 ff. of the Annual Report 2022.

5. Elections

5.1 Elections to the Board of Directors

The Board of Directors proposes that the individual election of the following persons to the Board of Directors for a one-year term of office expiring at the end of the Annual General Meeting in 2024.

5.1.1 Walter Fust

5.1.2 Adrian Stürm

5.1.3 Michael Hauser

5.1.4 Christian Androschin

5.1.5 Bernhard Iseli

Explanation: The one-year term of office of all members of the Board of Directors expires at the end of the Annual General Meeting on 21 April 2023. The Chairman and all members of the Board of Directors are standing for re-election. Detailed information on the individual persons can be found in the Corporate Governance section of the Annual Report.

5.2 Election of the Chairman of the Board of Directors

The Board of Directors proposes that Michael Hauser be elected Chairman of the Board of Directors for a one-year term of office expiring at the end of the Annual General Meeting in 2024.

5.3 Election of Compensation Committee members

The Board of Directors proposes the individual election of the following directors to the Compensation Committee:

5.3.1 Walter Fust

5.3.2 Dr. Erich Bohli

for a one-year term of office expiring at the end of the Annual General Meeting in 2024.

5.4 Election of auditors

The Board of Directors proposes that PricewaterhouseCoopers AG, St. Gallen, be elected as statutory auditor for the 2023 financial year.

Explanation: PricewaterhouseCoopers AG (PwC) is registered as a state-regulated audit firm with the Swiss Federal Audit Oversight Authority and has confirmed that it meets the legal requirements for independence. PwC has held the mandate for Starrag since 1981. Further information on the auditors can be found in the Corporate Governance section of the Annual Report.

5.5 Election of independent proxy

The Board of Directors proposes the election of Jürg Jakob, attorney-at-law, rtwp rechtsanwälte & notare, Rosenbergstr. 42b, 9000 St. Gallen, as independent proxy for a term of office expiring at the end of the Annual General Meeting in 2024.

Explanation: Attorney-at-law Jürg Jakob fulfils the independence criteria and the Board of Directors proposes that he be re-elected for reasons of continuity.

6. Amendment to the Articles of Association

6.1 Addition of a sustainability provision to the purpose of the company (introduction of §2 para. 4 of the Articles of Association)

The Board of Directors proposes to amend §2 of the Articles of Association with a paragraph 4 as per enclosure to the invitation.

Explanation: In pursuing its corporate purpose, Starrag Group Holding AG strives to create long-term and sustainable value. This endeavour shall be explicitly anchored in the Articles of Association.

This amendment to the Statutes must be adopted by a majority of two thirds of the votes represented.

6.2 Adjustment of the provisions on registration in the share register

(amendment of §5 of the Articles of Association)

The Board of Directors proposes to amend §5 of the Articles of Association according to the enclosure to the invitation.

Explanation: This amendment to the Articles of Association is intended to incorporate the new provisions of the revision of company law into the Articles of Association. The provision regarding Swiss control is waived.

This amendment to the Statutes must be adopted by a majority of two thirds of the votes represented.

**6.3 Introduction of the possibility of a virtual General Assembly
(introduction of §8 para. 3 of the Articles of Association)**

The Board of Directors proposes to amend §8 of the Articles of Association with a paragraph 3 as per enclosure to the invitation.

Explanation: This amendment to the Articles of Association is intended to introduce the possibility of a virtual General Meeting, i.e. holding a General Meeting entirely without a physical venue. In principle, the Board of Directors intends to continue to hold the General Meeting physically in the future, unless the actual or legal circumstances do not permit this.

**6.4 Other amendments to the Articles of Association
(amendment of §4, §9, §10, §11, §12, §13, §16, §17, §17b, §17c, §17d, §22 of the Articles of Association)**

The Board of Directors proposes to amend §4, §9, §10, §11, §12, §13, §16, §17, §17b, §17c, §17d, §22 of the Articles of Association according to the enclosure to the invitation.

Explanation: The purpose of this amendment to the Articles of Association is essentially to adapt the Articles of Association to the changes resulting from the revision of the company law and to the new technical possibilities.

7. Miscellaneous

Annual Report

The annual report (management report, annual financial statements and consolidated financial statements), the remuneration report and the audit reports for the year 2022 will be available for inspection by shareholders at the company's registered office in Rorschacherberg from 28 March 2023. In addition, the online annual report can be accessed on the website <https://investor.starrag.com>. PDFs can also be downloaded there. PDFs are also available for download. In line with our commitment to sustainability, we do not print the annual report.

Voting rights

Shareholders entered in the share register with voting rights on 24 March 2023 are entitled to vote. Shareholders who sell their shares after this date are not entitled to vote at the Annual General Meeting. From No entries will be made in the share register from 27 March 2023 to 21 April 2023.

Access card

All shareholders entered in the share register on 24 March 2023 and entitled to vote will receive a registration form together with the invitation. With the registration form, admission cards can be requested by no later than 17 April 2023 (date of postmark) at the latest from the share register of Computershare Schweiz AG, Starrag Group Holding AG, P.O. Box, CH-4601 Olten. The admission cards can also be ordered electronically via the shareholder platform gvote (see brief instructions). The admission cards will be sent to the shareholders approximately ten days before the Annual General Meeting.

Representation / electronic remote voting (e-voting)

Shareholders who are represented by proxy may issue powers of attorney and instructions to the independent proxy, Mr. Jürg Jakob, lic.iur., rtwp rechtsanwälte & notare, Rosenbergstr. 42b, 9000 St. Gallen, as well as to a third party as of 29 March 2023, at <https://www.gvote.ch>. The necessary access data will be provided to the shareholders. The necessary access data will be sent to the shareholders together with the invitation. Electronic participation is possible until 19 April 2023, 23:59. If votes are cast in different ways (in person at the General Meeting, by written proxy and instructions or by e-voting), the most recent declaration of intent by the shareholder shall be decisive.

9404 Rorschacherberg, 28 March 2023

The Board of Directors