

To the shareholders of Starrag Group Holding AG

## Invitation to the 101st Annual General Meeting of Shareholders

(Assembly excluding physical participation in accordance with Article 27 of COVID-19 Regulation 3)

**Date:** Saturday, 23 April 2022, at 10.30 a.m.

**Location:** Advokaturbureau Brunner & Dudli, Hinterlauben 12, 9000 St.Gallen  
(no access for shareholders)

### AGENDA:

#### 1. Annual report 2021

##### 1.1 Management report, annual financial statements and consolidated financial statements 2021

The Board of Directors proposes that the annual report, the annual financial statements and the consolidated financial statements for 2021 be approved.

##### 1.2 Compensation report 2021

The Board of Directors proposes that the compensation report for 2021 be approved in a non-binding advisory vote.

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

##### 2.1 Proposed appropriation of retained earnings:

Retained earnings from prior year	TCHF	120'305
Net income	TCHF	- 1'718
Retained earnings	TCHF	118'587
Dividend CHF 0.50 (50%)	TCHF	-1'680
<b>To be carried forward</b>	<b>TCHF</b>	<b>116'907</b>

##### 2.2 Proposed appropriation of legal reserve from capital contribution:

Legal reserve from capital contributions	TCHF	51'121
Withholding tax free distribution of <b>CHF 0.50</b> per share (50%)	TCHF	-1'680
<b>To be carried forward</b>	<b>TCHF</b>	<b>49'441</b>

#### 3. Discharge of Board of Directors

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

#### **4. Approval of compensation**

##### **4.1 Total compensation of the members of the Board of Directors from the Annual General Meeting 2022 to the Annual General Meeting 2023**

The Board of Directors proposes an amount of CHF 1'050'000 as a maximum compensation of the Board of Directors for the period of the Annual General Meeting 2022 to the Annual General Meeting 2023.

*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 56 ff. of the Annual Report 2021.*

##### **4.2 Total compensation of the members of the Executive Board for the next financial year, i.e. 2023**

The Board of Directors proposes an amount of CHF 5'600'000 as a maximum compensation of the Executive Board for the financial year 2023.

*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 56 ff. of the Annual Report 2021.*

#### **5. Elections**

##### **5.1 Elections to the Board of Directors**

The Board of Directors proposes that the following persons be elected individually to the Board of Directors for a one-year term of office expiring at the end of the Annual General Meeting in 2023:

- 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

Christian Androschin (1967, Austrian) will be proposed for election to the Board of Directors of Starrag Group Holding AG at the Annual General Meeting on 23 April 2022. He has over 30 years of experience in industrial consulting and management, primarily in the machine tool industry. Since 2005, he has been managing partner of Androschin & Partner Management Consulting in St. Gallen.

Bernhard Iseli (1960, Swiss) will be proposed for election to the Board of Directors of Starrag Group Holding AG at the Annual General Meeting on 23 April 2022. He has over 35 years of international management experience. During this

time, he worked, among other things, for 22 years in precision machine tool construction, and most recently with a focus on the aerospace market. Today he is the co-founder of scenarioC GmbH, founded in 2021 for innovation management, and has managed this company since its founding as managing partner.

## **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 2023.

## **5.3 Election of Compensation Committee members**

The Board of Directors proposes the following directors be elected individually to the Compensation Committee:

5.3.1 Walter Fust

5.3.2 Bernhard Iseli

for a one-year term of office expiring at the end of the Annual General Meeting in 2023.

## **5.4 Election of auditors**

The Board of Directors proposes that PricewaterhouseCoopers AG, St. Gallen, be elected as statutory auditor for the 2022 financial year.

## **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 2023.

## **6. Miscellaneous**

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### **Annual report**

The printed annual report for 2021 can be ordered (only in German language), using the enclosed proxy and instruction form, via shareholder portal or directly by [aktienregister@starrag.com](mailto:aktienregister@starrag.com). The English version is available only on Starrag's website [https://investor.starrag.com/en-us/news/financial\\_reports](https://investor.starrag.com/en-us/news/financial_reports). The annual report includes the management report (page 28 ff.), the remuneration report with the report of the statutory auditors (page 56 ff.), the consolidated financial statements with the report of the statutory auditors (page 70 ff.) and the annual financial statements (individual company accounts) with the report of the statutory auditors (page 93 ff.). These documents are available for inspection by shareholders at the company's headquarters in Rorschacherberg and are published online at <https://investor.starrag.com/en-us>. Under "Result Presentation" you will find there also the presentation documents of the Media and Analyst's Conference of 4 March 2022.

### **Right to vote**

Shareholders who are on record in the share register with voting rights on 28 March 2022 are entitled to exercise their voting rights. The registration of shares for voting purposes does not

affect the tradability of such shares. All shareholders registered with voting rights on 28 March 2022 will automatically receive by mail the invitation to the Annual General Meeting.

**Representation / electronic issuing of powers of attorney and instructions**

Shareholders may exercise their rights exclusively through the independent proxy Jürg Jakob, attorney-at-law, rtwp rechtsanwälte & notare, Rosenbergstr. 42b, 9000 St. Gallen, Switzerland. For voting instructions to the independent proxy, either use the enclosed proxy and instructions form, or issue proxy and instructions via the electronic shareholder portal [www.gvote.ch](http://www.gvote.ch). The shareholder number and password for access to the shareholder portal are printed on the proxy and instruction form. The electronic issuing of instructions and powers of attorney for the General Meeting 2022 is possible **until 22 April 2022, 12:00 a.m.** Written authorizations and instructions must also be received by the independent proxy by this time.

9404 Rorschacherberg, 30 March 2022

The Board of Directors

For information only