

## Invitation to the Annual General Meeting of Shareholders of COLTENE Holding AG

**Thursday, 21 April 2022 at 4 p.m. (doors open at 3.30 p.m.)  
Hotel-Restaurant Sonne, Sonnensaal, Kugelgasse 2, 9450 Altstätten**

### Agenda and proposals of the Board of Directors

#### 1. Approval of 2021 Management Report, Annual Financial Statements of COLTENE Holding AG and Consolidated Financial Statements

After reviewing the report of the auditors, the Board of Directors recommends approval by the Annual General Meeting.

#### 2. Appropriation of 2021 disposable profit and distribution of capital contribution reserves

##### 2.1 Appropriation of 2021 disposable profit

The Board of Directors proposes the appropriation of 2021 disposable profit as follows:

	<u>31.12.2021</u>
Net income carried forward from the previous year	CHF 29 059 703
Profit for the year 2021	CHF 7 577 173
Transfer to reserves for treasury shares	CHF -5 871
Total amount at the disposal of the General Meeting	CHF 36 631 005
<b>Balance to be carried forward</b>	<b>CHF 36 631 005</b>

##### 2.2 Distribution of capital contribution reserves

The Board of Directors proposes that a distribution of CHF 3.30 per share be paid from capital contribution reserves with foreign reference excluding treasury shares as follows:

	<u>31.12.2021</u>
Capital contribution reserves without foreign reference	CHF 49 983 127
Capital contribution reserves with foreign reference	CHF 74 988 767
Capital contribution reserves at the disposal of the General Meeting	CHF 124 971 894
<b>Distribution of CHF 3.30 per share in total <sup>1</sup></b>	<b>CHF -19 719 414</b>
Capital contribution reserves without foreign reference after distribution	CHF 49 983 127
Capital contribution reserves with foreign reference after distribution	CHF 55 269 353
Capital contribution reserves after distribution <sup>2</sup>	CHF 105 252 480

<sup>1</sup> Distribution from capital contribution reserves with foreign reference, excluding treasury shares.

<sup>2</sup> Amount will be increased according to the number of treasury shares.

### **3. Granting of discharge from liability of members of the Board of Directors and Group Management**

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and Group Management for the 2021 financial year.

### **4. Re-elections to the Board of Directors, the Chair of the Board and the Compensation Committee**

4.1 The Board of Directors proposes that the following persons be re-elected to the Board of Directors and to the Chair of the Board for a one-year term of office ending at the close of the next Annual General Meeting

- Nick Huber (re-election to the Board of Directors and to the Chair of the Board in the same vote)
- Erwin Locher
- Jürgen Rauch
- Matthew Robin
- Astrid Waser
- Roland Weiger
- Allison Zwingenberger

4.2 The Board of Directors proposes that the following persons be re-elected to the Compensation Committee for a one-year term of office ending at the close of the next Annual General Meeting

- Nick Huber
- Matthew Robin
- Roland Weiger

### **5. Re-election of independent proxy holder**

The Board of Directors recommends the re-election of Dr. iur. Michael Schöbi, Attorney at Law, Erlenweg 15, 9450 Altstätten, as Independent Proxy Holder for a period of one year ending at the close of the next Annual General Meeting.

### **6. Re-election of auditors**

The Board of Directors recommends that Ernst & Young AG, St. Gallen, be re-elected as auditors for a period of one year ending at the close of the next Annual General Meeting.

### **7. Compensation of members of the Board of Directors and Group Management**

7.1 The Board of Directors proposes that the General Meeting approve the 2021 Compensation Report in an advisory vote.

#### Explanation

The Annual General Meeting of Shareholders in 2020 approved CHF 620 000 as total compensation to the Board of Directors for 2021. In 2021, the total compensation paid to the Board of Directors was CHF 605 249.

In 2021, the Board of Directors also decided to adjust the compensation system for the Board of Directors. From the 2022 Annual General Meeting, the total compensation to the Board of Directors will be proposed for one year from General Meeting to General Meeting. The result of this is that the 2021

Annual General Meeting approved total compensation to the Board of Directors of CHF 210 000 for the period from 1 January 2022 up to the 2022 Annual General Meeting. The total compensation paid to the Board of Directors for this shortened period was CHF 201 750.

The Annual General Meeting of Shareholders in 2020 approved CHF 4 500 000 as total compensation to Group Management for 2021, thereof CHF 1 600 000 for the variable compensation component. The total compensation for Group Management for 2021 amounted to CHF 3 863 327, of which CHF 1 313 962 was paid out as variable compensation. The total compensation was for six active members of Group Management and one additional member of Group Management who left the company on 30 June 2021.

Further information on the remuneration of the Board of Directors and Group Management is available in the Compensation Report section of the Annual Report. The Annual Report is available on our website, [www.coltene.com](http://www.coltene.com).

- 7.2 The Board of Directors proposes that shareholders approve the total maximum cash amount of CHF 540 000 (including social security payments) plus CHF 210 000 (including social security payments) for the award of 1600 company shares for the period from the 2022 Annual General Meeting to the 2023 Annual General Meeting. The award of shares is valued at the market value on 8 February 2022 of CHF 108.00 per share. The market value of shares is subject to fluctuations and so the value of the 1600 shares at the vesting date after the 2023 Annual General Meeting may be higher or lower than CHF 210 000.

Explanation

The fixed remuneration to the Board of Directors is partly paid in cash and partly in Company shares. The Chairman of the Board of Directors receives a fixed number of 400 Company shares and the other members of the Board of Directors receive a fixed number of 200 Company shares.

- 7.3 The Board of Directors proposes that the Annual General Meeting approve the maximum amount of CHF 2 700 000 as fixed compensation for the members of Group Management for the 2023 financial year.

Explanation

The fixed compensation will be paid out in cash and includes the base salary, contributions to statutory social security schemes (AHV, IV, ALV, NBU, KTG, pension plan contributions) and company vehicle benefits. The variable compensation component will depend on the attainment of the targets that have been set for the members of Group Management. From the 2022 financial year, the variable compensation will include a portion paid as a fixed number of Company shares and a portion paid as cash. The total variable compensation component for members of Group Management will be approved retroactively by the 2023 Annual General Meeting.

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## Administrative information

### **Documents**

The printed Annual Report 2021 consisting of the Management Report, the Annual Financial Statements, the Consolidated Financial Statements, and the Compensation Report as well as the Reports of the Auditors, will be available for inspection as of 4 March 2022 at the registered office of the Company. In addition to the invitation and the form for granting power of attorney to the independent proxy, registered shareholders will receive the shareholder information for the 2021 financial year. You may also order a printed copy of the Annual Report 2021 by marking the appropriate box on the form. The printed Annual Report 2021 is available in English only. A German translation of the reporting section and the entire report in English can be downloaded from the website [www.coltene.com](http://www.coltene.com).

### **Representation/Proxy**

Shareholders can attend the Annual General Meeting in person and vote their shares or be represented by a third party by written proxy (i.e., by completing the registration / power of attorney to third parties form). In addition, shareholders may be represented by Dr. iur. Michael Schöbi, Attorney at Law, Erlenweg 15, 9450 Altstätten, as the independent proxy holder as set forth in Art. 689c OR (i.e., by completing the form granting power of attorney to the independent proxy).

### **Use of the online platform of ShareCommService AG**

The Company offers its shareholders the opportunity to register on ShareCommService AG's online platform (SisVote) using the personal access data (user name and password) included on the enclosed forms, to order their entrance card or to issue proxies and voting instructions electronically to the independent proxy. The instruction deadline is 19 April 2022, 4:00 p.m. Shareholders who wish to receive invitations to the Annual General Meeting only by email in future can download a corresponding form from the platform, to be signed and returned to the share register. For questions, please contact the support email/phone number listed on the homepage of the platform.

### **Share register**

Shareholders who are registered in the share register on 14 April 2022 shall be entitled to vote. No entries will be made in the share register from 15 April to 24 April 2022. If any of the shares printed on the ballot sheet are removed from the share register prior to the General Meeting, the registered shareholder will no longer be entitled to exercise the voting rights of said shares.

We invite all shareholders attending the Annual General Meeting to join us for refreshments afterwards.

Altstätten, 3 March 2022

On behalf of the Board of Directors of COLTENE Holding AG

The Chairman

Nick Huber