



ARUNDEL

Arundel AG
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ARUNDEL AG, ZURICH

Invitation to the Annual General Meeting of Shareholders

to be held on 12 June 2018 at 10.00 a.m.
at the Hotel St. Gotthard, Bahnhofstrasse 87, CH-8001 Zurich

AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

- 1 Approval of the directors' report for the nine month period ended 31 December 2017 and the financial statements of the company and the group as of 31 December 2017**

The board of directors proposes that the directors' report for the nine month period running from 1 April 2017 to 31 December 2017 ("financial period 2017") and the financial statements of the company and the group as of 31 December 2017 shall be approved.

- 2 Appropriation of balance sheet result**

The board of directors proposes to carry forward the loss for the financial period 2017 of CHF 11,729,693.

- 3 Reclassification of reserves**

The board of directors proposes to apply a partial amount from *Reserves from capital contributions* (as shown on the company's non-consolidated balance sheet as of 31 December 2017) of CHF 13,000,000 to reduce the accumulated deficit carried forward.

4 Granting of discharge to the members of the board of directors and of executive management

The board of directors proposes to grant discharge to the members of the board of directors and of executive management for the financial period 2017.

5 Votes on compensation

5.1 Binding votes on board and management remuneration

The board of directors proposes to the shareholders:

- A. to approve an aggregate maximum amount of the fixed remuneration for the members of the company's board of directors for the one-year term starting at this annual general meeting and ending at the 2019 annual general meeting of CHF 100,000;
- B. to approve an aggregate maximum amount of the fixed remuneration for the members of the company's executive management for the financial year running from 1 January 2018 to 31 December 2018 of US\$ 1,600,000.

The company did not pay any variable remuneration to members of executive management for the financial period 2017, so that no vote pursuant to article 37 para. 2 of the company's articles of association is necessary.

5.2 Advisory vote on remuneration report

The board of directors proposes that the company's remuneration report for the financial period 2017 shall be approved in an advisory vote.

6 Renewal of authorized share capital

The board of directors proposes to renew the authorization to the board of directors to increase the company's share capital (authorized share capital), which will expire on 27 September 2018, for a period until 12 June 2020 in the unchanged amount of CHF 68,018,238, corresponding to 7,557,582 fully paid in registered shares with a nominal value of CHF 9.00 each, and accordingly to amend the first paragraph of article 3c of the articles of association as follows:

"Article 3c

¹ The board of directors may increase the share capital in the amount of up to CHF 68,018,238.00 until 12 June 2020 through the issuance of up to 7,557,582

fully paid additional registered shares with a nominal value of CHF 9.00 each. An increase in partial amounts is permitted."

The rest of the article remains unchanged.

7 Elections regarding the board of directors

7.1 Election of the members of the board of directors

The board of directors proposes the re-election of each of

- Dr. Volkert Klaucke,
- Dr. Doraiswamy Srinivas,
- David Quint, and
- Markus Müller,

each as a member of the board of directors for a tenure of one year until the 2019 annual general meeting.

7.2 Election of the chairman of the board of directors

The board of directors proposes the re-election of Dr. Volkert Klaucke as chairman of the board of directors for a tenure of one year until the 2019 annual general meeting.

7.3 Election of the members of the nomination and compensation committee

The board of directors proposes the re-election of each of Dr. Volkert Klaucke, David Quint and Markus Müller as a member of the nomination and compensation committee of the board of directors for a tenure of one year until the 2019 annual general meeting.

8 Election of the auditor

The board of directors proposes the re-election of PricewaterhouseCoopers AG, Zurich, as auditor of the company for a tenure of one year until the 2019 annual general meeting.

9 Election of the independent proxy

The board of directors proposes the re-election of Dr. Roger Groner as independent proxy of the company for a tenure of one year until the end of the 2019 annual general meeting.

Documentation

The directors' report, the remuneration report, the financial statements of the company and the group and the auditors' respective reports may be inspected at the registered office of Arundel AG at Bleicherweg 66, CH-8002 Zurich (Switzerland), or ordered by mail (to be sent to the aforementioned address), by telephone (phone number: +41 (0)44 280 50 68) or via e-mail to info@arundel-ag.com from 17 May 2018. They can also be viewed on the company's website (www.arundel-ag.com; "News" section).

Admission

Shareholders who are registered as shareholders with voting rights in the share register on 28 May 2018 may order the admission cards by telephone (phone number: +44 (0)20 7766 7000 (Attn: Sian Morgan)), via e-mail to info@arundel-ag.com, or by mail (Arundel AG, Bleicherweg 66, CH-8002 Zurich) from 29 May 2018 until and including 5 June 2018. From 29 May 2018 until and including 12 June 2018 no entries of registered shares into the share register will be made.

Representation

Shareholders who do not attend the annual general meeting in person can be represented as follows:

- by another person (who does not need to be a shareholder), upon presentation of a proxy in writing; or
- by the independent proxy, Dr. Roger Groner, attorney at law, Tödistrasse 52, CH-8002 Zurich (phone number: +41 (0)44 283 29 24).

A proxy form for the giving of proxies and voting instructions to the independent proxy, or to another person, will be included with each admission card ordered from the company (see above). Shareholders wishing to give a proxy to the independent proxy in electronic form are kindly requested to say so when ordering the

admission card, and to provide an e-mail address. They will then be sent an electronic proxy form, with instructions how to proceed. Proxies to persons other than the independent proxy cannot be given in electronic form, but only in writing.

Zurich, 17 May 2018

The board of directors of Arundel AG