



# ARUNDEL

Arundel AG  
Gotthardstrasse 21,  
CH-8002 Zurich,  
Switzerland  
[www.arundel-ag.com](http://www.arundel-ag.com)

## ARUNDEL AG, ZURICH

### Invitation to the Annual General Meeting of Shareholders

to be held on 26 May 2020 at 1.00 p.m.  
at the offices of Bär & Karrer AG, Baarerstrasse 8, 6302 Zug, Switzerland

Developments around the coronavirus and the measures put in place by the Swiss authorities have a profound impact on the conduct of the 2020 Annual General Meeting.

Voting rights can only be exercised through the independent proxy. It will not be possible for shareholders to physically participate in the Annual General Meeting.

#### AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

- 1 Approval of the directors' report for the financial year ended 31 December 2019 and the financial statements of the company and the group as of 31 December 2019**

The board of directors proposes that the directors' report for the company's financial year running from 1 January 2019 to 31 December 2019 ("financial year 2019") and the financial statements of the company and the group as of 31 December 2019 shall be approved.

- 2 Appropriation of balance sheet result**

The board of directors proposes to carry forward the loss for the financial year 2019 of CHF 11,224,132.

### **3 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 year 2019.

### **4 Votes on compensation**

#### **4.1 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 2021 annual general meeting of CHF 10,000;
- 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 2020 to 31 December 2020 of CHF 1,400,000;
- C. to approve an aggregate amount of the variable remuneration for the members of the company's executive management for the financial year 2019 of CHF 210,869.

#### **4.2 Advisory vote on remuneration report**

The board of directors proposes to approve the company's remuneration report for the financial year 2019 in an advisory vote.

### **5 Elections regarding the board of directors**

#### **5.1 Election of the members of the board of directors**

Dr. Volkert Klauke has informed the board of directors that he does not stand for re-election as a member of the board of directors.

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

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

as well as the election of Ralph Beney,

each as a member of the board of directors for a tenure of one year until the 2021 annual general meeting.

*Mr Ralph Beney (born 1961), UK citizen, the Chief Financial Officer of the Arundel Group, is a Chartered Accountant and has served as CFO of the Arundel Inc group since 1998. He previously worked in the capital markets division at Guinness Mahon in London, after spending seven years as CFO of various Bank Leu subsidiaries. He is a director of a number of Arundel Group companies.*

## **5.2 Election of the chairman of the board of directors**

The board of directors proposes the election of David Quint as chairman of the board of directors for a tenure of one year until the 2021 annual general meeting.

## **5.3 Election of the members of the nomination and compensation committee**

The board of directors proposes the re-election of each of David Quint and Markus Müller, as well as the election of Dr. Doraiswamy Srinivas and of Ralph Beney, each as a member of the nomination and compensation committee of the board of directors for a tenure of one year until the 2021 annual general meeting.

## **6 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 2021 annual general meeting.

## **7 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 2021 annual general meeting.

## **8 Renewal of authorized share capital**

The board of directors proposes to renew the company's authorized share capital for a period until 26 May 2022 in the unchanged amount of CHF 7,557,582.00, corresponding to 7,557,582 fully paid in registered shares with a nominal value of CHF 1.00 each, and accordingly to amend the first paragraph of article 3c of the articles of association as follows:

### "Article 3c

*<sup>1</sup>The board of directors may increase the share capital in the amount of up to CHF 7,557,582.00 until 26 May 2022 through the issuance of up to 7,557,582 fully paid additional registered shares with a nominal value of CHF 1.00 each. An increase in partial amounts is permitted."*

The rest of the article remains unchanged.

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### 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 Gotthardstrasse 21, CH-8002 Zurich, Switzerland, or ordered by mail (to be sent to the aforementioned address), by telephone (phone number: +(41) 44 512 78 80) or via e-mail to [info@arundel-ag.com](mailto:info@arundel-ag.com) from 30 April 2020. They can also be viewed on the company's website ([www.arundel-ag.com](http://www.arundel-ag.com); "News" section).

### Voting rights

Shareholders who are registered as shareholders with voting rights in the share register on 11 May 2020 are entitled to vote, via the independent proxy (as set out below). From 12 May 2020 until and including 26 May 2020 no entries of registered shares into the share register will be made.

### Representation

[It will not be possible for shareholders to physically participate in the Annual General Meeting. Voting rights can only be exercised through 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 is included with this invitation when it is sent by letter to shareholders registered in the share register, and may be ordered by telephone (phone number: +44 (0) 20 7766 7000 (Attn: Sian Morgan)), via e-mail to [info@arundel-ag.com](mailto:info@arundel-ag.com), or by mail (Arundel AG, Gotthardstrasse 21, CH-8002 Zurich, Switzerland) from 12 May 2020 until and including 19 May 2020. Shareholders wishing to give a proxy to the independent proxy in electronic form are kindly requested to contact the company and to provide an e-mail address. They will then be sent an electronic proxy form, with instructions how to proceed.

Zurich, 27 May 2020

The board of directors of Arundel AG