



# 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 25 May 2021 at 2.00 p.m.  
at the offices of Advestra AG, Talstrasse 62, 8001 Zurich, Switzerland

Developments around the coronavirus and the measures put in place by the Swiss authorities have a profound impact on the conduct of the 2021 Annual General Meeting.

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

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

- 1 Approval of the directors' report for the financial year 2020 and the financial statements of the company and the group as of 31 December 2020**

The board of directors proposes that the directors' report for the company's financial year running from 1 January 2020 to 31 December 2020 ("financial year 2020") and the financial statements of the company and the group as of 31 December 2020 shall be approved.

- 2 Appropriation of balance sheet result**

The board of directors proposes to appropriate the profit for the financial year 2020 of CHF 8,856,610 as follows:

- CHF 442,283 to be allocated to legal reserves;
- CHF 8,414,327 to be carried forward.

### **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 the executive management for the financial year 2020.

## **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 2022 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 2021 to 31 December 2021 of CHF 1,250,000.

*The company did not pay any variable remuneration to members of the executive management for the financial year 2020, so that no vote pursuant to art. 37 para. 2 of the company's articles of association is necessary.*

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

The board of directors proposes to approve the company's remuneration report for the financial year 2020 in an advisory vote.

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

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

The board of directors proposes the re-election of

- David Quint,
- Dr. Doraiswamy Srinivas,

- Ralph Beney, and
- Markus Müller,

each as a member of the board of directors for a tenure of one year until the 2022 annual general meeting.

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

The board of directors proposes the re-election of David Quint as chairman of the board of directors for a tenure of one year until the 2022 annual general meeting.

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

The board of directors proposes the re-election of

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

each as a member of the nomination and compensation committee of the board of directors for a tenure of one year until the 2022 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 2022 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 2022 annual general meeting.

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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 2021. 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 10 May 2021 are entitled to vote, via the independent proxy (as set out below). From 11 May 2021 until and including 25 May 2021 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, Beethovenstrasse 48, CH-8002 Zurich (phone number: +41 (0)76 508 25 20).

A proxy form for giving a proxy including 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 11 May 2021 until and including 18 May 2021. 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, 29 April 2021

The board of directors of Arundel AG