

## Minutes<sup>1</sup> of the 2020 Annual General Meeting of the

### VAT Group AG

Place of Business Sennwald SG, Switzerland

Address: Seelistrasse 1, CH-9469 Haag

Thursday, **May 14, 2020**, from 10:30 until 11:00 AM

VAT Group AG Seelistrasse 1 9469 Haag SG

---

### I. Formalities

**Martin Komischke**, Chairman of the Board of Directors ("**BoD**") of VAT Group AG ("**VAT**"), welcomes the physically present Mr. Roger Föhn (Independent Proxy), Mr. Toni Wattenhofer (representative of the Statutory Auditors) and Mr. Michel Gerber (Head of Communication & Investor Relations of VAT Group) and takes the chair in accordance with art. 10 par. 1 of VAT's articles of association. The Chairman welcomes the Vice Chairman Mr. Heinz Kundert, the Board Members Ms. Libo Zhang, Mr. Karl Schlegel, Mr. Hermann Gerlinger, Mr. Urs Leinhäuser as well as Mr. Daniel Lippuner, who will be proposed as a new Board Member to the AGM (defined below). The Chairman further welcomes Mike Allison, CEO of VAT, and Stephan Bergamin, CFO of VAT. All participants not physically present are present via video conference.

Furthermore, the Chairman welcomes Mr. Benno Lichtsteiner, Secretary of the BoD.

The Chairman notes that the ordinary Annual General Meeting ("**AGM**") has been convened in due form and time by publication in the Swiss Official Gazette of Commerce, registered under Publication # UP04-0000001958 dated SHAB - 24.04.2020. He explains that the Board of VAT has made the decision, based on the COVID-19 Ordinance of the Swiss Federal Government of March 13, 2020, art. 6b and art. 12 par. 10, to hold the 2020 AGM without physical participation of the shareholders. The Chairman points out that the shareholders have been granted due and timely access to the 2019 Annual Report, the 2019 Financial Statements, the 2019 Consolidated Financial Statements and the respective audit reports at the company's registered office, pursuant to Art. 696 para. 1 OR, as well as by electronic link <http://www.vatvalve.com/InvestorRelations/investor-relations/financial-reports>.

The BoD appoints Mr. Benno Lichtsteiner as Secretary of the 2020 AGM.

Attorney Mr. Roger Föhn is acting as Independent Proxy.

The Statutory Auditors, KPMG AG, are represented by Mr. Toni Wattenhofer.

Due to the Board's decision to hold the 2020 AGM without physical participation of the shareholders, the Chairman foregoes the appointment of vote tellers. In their official invitation of March 23, 2020, all shareholders have been awarded the option of absentee voting via an electronic platform or by authorizing and instructing the Independent Proxy. The shareholders have further been informed about the possibility to submit questions and remarks to the Board in written form by mail and electronically before the AGM.

---

<sup>1</sup> The original Minutes are in German. In case of conflicts between the original version and this English translation, the German version governs.

The Chairman informs the Independent Proxy of all additional administrative matters of the AGM. He then declares the AGM to be duly constituted and to have legal capacity to pass valid resolutions on all items on the agenda.

## II. Presence (at 10:38 AM)

The Chairman ascertains presence.

**No shareholders, no shareholder representatives and 1 independent proxy**, who together represent 19'458'963 registered shares, which is equal to 64.9% of all issued registered shares as are present as follows:

- Roger Föhn, Attorney as Independent Proxy:	19'458'963 registered stock
--	-----------------------------

## III. Address

Due to the Board's decision to hold the 2020 AGM without physical participation of the shareholders, the Chairman foregoes his annual address to the shareholders. Likewise, the CEO renounces the annual overview and outlook on VAT activities and challenges in the market.

## IV. Votes and elections

The Chairman proceeds with the votes and the elections:

### 1. Approval of 2019 Annual Report

The Board of Directors proposes that the Annual General Meeting approve the 2019 annual report, the statutory financial statements of VAT Group AG and the consolidated financial statements for the 2019 financial year and acknowledge receipt of the audit report.

- Yes:	99.98%
- No:	0.02%
- Abstention:	436'074 votes

### 2. Appropriation of Results and Distribution from Capital Contribution Reserves

#### 2.1. Appropriation of Results

The Board of Directors proposes to carry forward the accumulated profit of CHF 226,378,809 (consisting of the previous year's profit of CHF 52,105,255 and the profit for the 2019 financial year of CHF 174,273,554) to the new account.

- Yes:	99.96%
- No:	0.04%
- Abstention:	243'303 votes

#### 2.2. Distribution from Capital Contribution Reserves

The Board of Directors proposes a dividend distribution of CHF 4.00 per registered share, CHF 2.00 out of retained earnings and CHF 2.00 out of capital contribution reserves.

- Yes:	95.76%
- No:	4.24%
- Abstention:	243'095 votes

### 3. Discharge of the Members of the Board of Directors and the Group Executive Committee

The Board of Directors proposes that the members of the Board of Directors and the Executive Board be discharged from responsibility in respect of the financial year 2019 in a single vote for all members of the Board of Directors and the Executive Board.

- Yes:	99.15%
- No:	0.85%
- Abstention:	440'939 votes

### 4. Elections

#### 4.1. Election of the Chairman of the Board of Directors and other members of the Board of Directors

##### 4.1.1. Re-election of Mr. Martin Komischke as member of the Board of Directors and Chairman of the Board of Directors

The Board of Directors proposes that Mr. Martin Komischke be re-elected as a member of the Board of Directors and as Chairman of the Board of Directors until the end of the next Annual General Meeting.

- Yes:	98.83%
- No:	1.17%
- Abstention:	347'335 votes

##### 4.1.2. Re-election of Mr. Urs Leinhäuser as member of the Board of Directors

The Board of Directors proposes that the Annual General Meeting re-elect Mr. Urs Leinhäuser as member of the Board of Directors until the end of the next Annual General Meeting.

- Yes:	99.39%
- No:	0.61%
- Abstention:	253'094 votes

##### 4.1.3. Re-election of Mr. Karl Schlegel as member of the Board of Directors

The Board of Directors proposes that the Annual General Meeting re-elect Mr. Karl Schlegel as member of the Board of Directors until the end of the next Annual General Meeting.

- Yes:	98.61%
- No:	1.39%
- Abstention:	261'451 votes

#### 4.1.4. Re-election of Mr. Hermann Gerlinger as member of the Board of Directors

The Board of Directors proposes that the Annual General Meeting re-elect Mr. Hermann Gerlinger as member of the Board of Directors until the end of the next Annual General Meeting.

- Yes:	99.71%
- No:	0.29%
- Abstention:	252'985 votes

#### 4.1.5. Re-election of Mr. Heinz Kundert as member of the Board of Directors

The Board of Directors proposes that the Annual General Meeting re-elect Mr. Heinz Kundert as member of the Board of Directors until the end of the next Annual General Meeting.

- Yes:	95.90%
- No:	4.10%
- Abstention:	263'678 votes

#### 4.1.6. Re-election of Ms. Libo Zhang as member of the Board of Directors

The Board of Directors proposes that the Annual General Meeting re-elect Ms. Libo Zhang as member of the Board of Directors until the end of the next Annual General Meeting.

- Yes:	99.80%
- No:	0.20%
- Abstention:	255'390 votes

#### 4.1.7. Election of Mr. Daniel Lippuner as new member of the Board of Directors

The Board of Directors proposes that the Annual General Meeting elect Mr. Daniel Lippuner as new member of the Board of Directors until the end of the next Annual General Meeting.

- Yes:	99.59%
--------	--------

- No:	0.41%
- Abstention:	254'789 votes

#### **4.2. Election of the Members of the Nomination and Compensation Committee**

The Board of Directors proposes that the following persons be individually elected as members of the Nomination and Compensation Committee until the end of the next Annual General Meeting.

##### **4.2.1. Re-election of Mr. Martin Komischke as member of the Nomination and Compensation Committee**

- Yes:	90.02%
- No:	9.98%
- Abstention:	300'539 votes

##### **4.2.2. Re-election of Mr. Karl Schlegel as member of the Nomination and Compensation Committee**

- Yes:	61.68%
- No:	38.32%
- Abstention:	266'265 votes

##### **4.2.3. Re-election of Mr. Heinz Kundert as member of the Nomination and Compensation Committee**

- Yes:	55.16%
- No:	44.84%
- Abstention:	268'644 votes

#### **5. Re-election of the Independent Proxy**

The Board of Directors proposes that the Annual General Meeting re-elect Mr. Roger Föhn, attorney-at-law, Kalchbühlstrasse 4, 8038 Zurich, as Independent Proxy from May 15, 2020, until the end of the next Annual General Meeting.

- Yes:	99.13%
- No:	0.87%
- Abstention:	242'465 votes

#### **6. Re-election of the Statutory Auditors for the Financial Year 2019**

The Board of Directors proposes that the Annual General Meeting re-elect KPMG AG, St. Gallen, as Statutory Auditors for the financial year 2020.

- Yes:	93.09%
- No:	6.91%
- Abstention:	247'338 votes

## 7. Compensation

### 7.1. Consultative Vote on the Compensation Report for the Financial Year 2019

The Board of Directors recommends that the Compensation Report 2019 contained in the Annual Report 2019 be approved (consultative vote).

- Yes:	92.59%
- No:	7.41%
- Abstention:	287'858 Votes

### 7.2. Approval of actual Short-Term Variable Compensation (STI) for the Group Executive Committee (GEC) for the Financial Year 2019

The Board of Directors proposes that the shareholders approve the effective amount of CHF 438,978 of short-term variable compensation for the GEC for the financial year 2019.

- Yes:	98.22%
- No:	1.78%
- Abstention:	287'649 votes

### 7.3. Approval of the Maximum Aggregate Amount of Fixed Compensation for the GEC for the Financial Year 2021

The Board of Directors proposes to approve the maximum total amount of fixed remuneration for the GEC of CHF 1,990,000 for the financial year 2021.

- Yes:	96.56%
- No:	3.44%
- Abstention:	299'319 votes

### 7.4. Approval of the Maximum Aggregate Amount of Long-Term Incentive (LTI) Compensation for the GEC for the Financial Year 2021

The Board of Directors proposes to approve the maximum total of long-term variable compensation (LTI) for the Executive Board of CHF 1,700,000 for the financial year 2021.

- Yes:	98.22%
- No:	1.78%
- Abstention:	299'145 votes

**7.5. Approval of the Maximum Aggregate Amount of Compensation for the Board of Directors from the Annual General Meeting of 2020 until the Annual General Meeting of 2021**

The Board of Directors proposes to approve the maximum total compensation for the Board of Directors of CHF 1 006 000 for the term of office from the Ordinary Annual General Meeting 2020 until the Ordinary Annual General Meeting 2021.

- Yes:	99.03%
- No:	0.97%
- Abstention:	299'757 votes

The Chairman closes the Annual General Meeting at 10:50 AM.

The Chairman

The Secretary

\_\_\_\_\_  
Dr. Martin Komischke

\_\_\_\_\_  
Benno Lichtsteiner