

conzzeta



# 2021

Annual General Meeting of Conzzeta AG  
Invitation

Wednesday, April 21, 2021, 2:00 pm at Conzzeta AG,  
Giesshübelstrasse 45, 8045 Zurich



# Items on the agenda and motions of the Board of Directors

## 1. Approval of the business review, the annual financial statements and the consolidated financial statements for 2020

The Board of Directors proposes that the business review, the annual financial statements and the consolidated financial statements for 2020 be approved.

## 2. Appropriation of the total sum available for appropriation

The Board of Directors proposes that the total sum available for appropriation of CHF 156,969,843

be appropriated as follows:

- Dividend of CHF 60.00  
per class A registered share CHF 109,620,000
- Dividend of CHF 12.00  
per class B registered share CHF 14,580,000
- Carried forward to  
new account CHF 34,871,267

The Board of Directors' proposal to distribute CHF 124.2 million is intended to allow shareholders to participate in the existing excess liquidity arising in context of Conzzeta's strategic transformation as announced in December 2019. The proposal takes into account not only the progress of the transformation process to date, but also the current market environment. As at the end of 2020, Conzzeta held cash and cash equivalents of CHF 273.3 million, and even after the distribution will retain sufficient liquidity to implement Bystronic's "Strategy 2025", among other things. If the General Meeting approves the Board of Directors' proposal, the value date for payment of the dividend will be April 27, 2021. Shares must be held on or before April 22, 2021 (last trading date) in order for the shareholder to be eligible for a dividend.

## 3. Discharge of the members of the Board of Directors

The Board of Directors proposes that the members of the Board of Directors be discharged from liability for their actions for the 2020 financial year.

## 4. Election of members of the Board of Directors

Philip Mosimann and Michael König are not standing for re-election to the Board of Directors at this year's Annual General Meeting. Philip Mosimann has been a member of the Board of Directors since 2007 and has been Chairman of the Human Resources Committee since it was established in 2014. He has dedicated all his efforts to our company for many years. Michael König has been a member of the Board of Directors since 2019. The Board of Directors would like to thank Philip Mosimann and Michael König for their valuable contribution to the Board of Directors and for their services to the company.

The Board of Directors proposes that the existing members of the Board of Directors be re-elected for a term of office expiring at the close of the next Annual General Meeting:

- 4.1 Ernst Bärtschi
- 4.2 Roland Abt
- 4.3 Matthias Auer
- 4.4 Urs Riedener
- 4.5 Jacob Schmidheiny
- 4.6 Robert F. Spoerry

You will find detailed biographies in the 2020 Corporate Governance Report and on the company's website: <https://conzzeta.com/en/company/corporate-governance/>.

The Board of Directors also proposes the election of

#### 4.7 Heinz O. Baumgartner

to the Board of Directors for a term of office expiring at the close of the next Annual General Meeting.

Dr. Heinz O. Baumgartner, born in 1963, a Swiss citizen, has been Group CEO of Schweiter Technologies since 2008. Previously, he was Group CFO at the same company from 1996 to 2008. From 1992 to 1995, he worked for Asea Brown Boveri Switzerland as controller. He has a degree in business administration (specializing in accounting) and a doctorate in economics from the University of St. Gallen. Heinz Baumgartner has been a member of the Board of Directors of the United Grinding Group since 2018 and a member of the Board of Directors of Schweiter Technologies since 2020.

### 5. Election of the Chairman of the Board of Directors

The Board of Directors proposes that Ernst Bärtschi be re-elected as Chairman of the Board of Directors for a term of office expiring at the close of the next Annual General Meeting.

### 6. Election of the members of the Compensation Committee

The Board of Directors proposes the re-election of

#### 6.1 Urs Riedener

#### 6.2 Robert F. Spoerry

and the election of

#### 6.3 Heinz O. Baumgartner

to the Compensation Committee for a term of office expiring at the close of the next Annual General Meeting.

Subject to his re-election, the Board of Directors will appoint Urs Riedener as Chairman of the Compensation Committee.

## 7. Compensation

### 7.1 Consultative vote

The Board of Directors proposes that the 2020 Compensation Report of Conzeta AG, as published in the Annual Report, be approved. The vote is of a non-binding, advisory nature.

### 7.2 Approval of compensation for the Board of Directors

The Board of Directors proposes that an amount of CHF 1.3 million be approved as the maximum total compensation payable to the members of the Board of Directors for the term of office running from the 2021 Annual General Meeting until the 2022 Annual General Meeting. A statement explaining this proposal is set forth in the attachment.

### 7.3 Approval of compensation for the Executive Committee

The Board of Directors proposes that an amount of CHF 6.8 million be approved as the maximum total compensation payable to the members of the Executive Committee for the 2022 financial year. A statement explaining this proposal is set forth in the attachment.

## 8. Election of the auditor

The Board of Directors proposes that KPMG AG, Zurich, be elected as the auditor for the 2021 financial year.

## 9. Election of the independent proxy

The Board of Directors proposes that Bretschger Leuch Rechtsanwälte (usually represented by Ms Marianne Sieger, attorney-at-law), Kuttelgasse 8, 8022 Zurich, Switzerland, be elected as the independent proxy for a term of office expiring at the close of the next Annual General Meeting.

## 10. Amendment of Article 1 of the Articles of Association (change of name)

The Board of Directors proposes that the company's name be changed from Conzzeta AG to Bystronic AG, and accordingly that Art. 1 of the company's Articles of Association be revised as follows (change highlighted):

“Art. 1

A company limited by shares (Aktiengesellschaft) is incorporated under the name **Bystronic AG** with registered office in Zurich.”

In all other respects, the current Articles of Association continue to apply unchanged.

The proposed amendment to the Articles of Association takes into account the fact that the Group will no longer be a conglomerate of different business units in the future, but will instead focus its activities on the Bystronic business unit. It therefore makes sense for the holding company of the Bystronic Group to also assume this name and to trade as Bystronic AG.

On behalf of the Board of Directors of Conzzeta AG



Ernst Bärtschi  
Chairman

Zurich, March 31, 2021

[The Annual Report 2020](#), including the business review, the annual financial statements, the consolidated financial statements, the compensation report and the reports of the statutory auditors, has been available for shareholder inspection at the company's corporate office since March 16, 2021. It can also be downloaded at [www.reports.conzzeta.com](http://www.reports.conzzeta.com), and the company will provide a printed version on request.

[Shareholders](#) who are registered in the share register as eligible to vote between March 30 and April 14, 2021, will receive an invitation to the AGM by post, including the agenda, attachments and a proxy form. No registered shares will be registered in the share register in the period from April 15 to April 21, 2021.

### [Representation and appointment of proxy:](#)

Based on COVID-19 Ordinance 3 and the Ordinance on Measures during the Special Situation to combat the COVID-19 Epidemic, status as of March 19, 2021, shareholders are not permitted to attend the Annual General Meeting in person. However, they may appoint Bretschger Leuch Rechtsanwälte, the independent proxy (usually represented by Ms Marianne Sieger, attorney-at-law), Kuttelgasse 8, 8022 Zurich, Switzerland, to represent them. Shareholders may appoint and direct the independent proxy how to vote either online or by completing the enclosed proxy form. The access codes for the online platform are printed on the proxy form. The independent proxy may be appointed and directions given or changed online up until 12:00 noon (CET) on April 19, 2021, at the latest. The independent proxy may be appointed and directions given in writing up until 12:00 noon (CET) on April 20, 2021, at the latest. Shareholders who sell their shares prior to the Annual General Meeting are no longer eligible to vote.

# Attachment

## Explanatory statement in relation to item 7: Approval of compensation for the Board of Directors and Executive Committee

### Item 7.2

#### Approval of compensation for the Board of Directors

In accordance with the Swiss Ordinance against excessive pay in stock-listed companies (VegüV), shareholders are entitled each year to cast a direct binding vote to determine the maximum amount of compensation to be paid to the Board of Directors for the upcoming term of office.

In accordance with the company's Articles of Association, compensation for the members of the Board of Directors is based on their term of office and is composed of a base amount that is not results-based, and an additional amount for committee work. The base compensation is paid partly in cash and partly in shares that are subject to a four-year vesting period. In addition to this, Board of Directors members are eligible for additional benefits including flat-rate expenses and social security contributions.

The proposed maximum total amount of compensation payable to members of the Board of Directors includes the base amount in cash and shares, further compensation and additional benefits. CHF 1.3 million is proposed as the maximum total amount of compensation payable for the term of office running from the 2021 Annual General Meeting up to the 2022 Annual General Meeting.

### Item 7.3

#### Approval of compensation for the Executive Committee

On the basis of the VegüV and Conzzeta AG's Articles of Association, shareholders are entitled each

year to cast a binding vote to determine the maximum amount of compensation to be paid to the Executive Committee for the upcoming financial year. Compensation for the Executive Committee comprises a fixed base salary, a variable performance-related cash component (short-term incentive, STI) and a variable share-based performance-related component (long-term incentive; LTI) subject to a four-year vesting period. Added to this are social security contributions and additional benefits.

Apart from the fixed base salary, social security contributions and additional benefits, the proposed maximum total compensation payable to the Executive Committee also includes the maximum variable short-term incentive and long-term incentive compensation payable assuming that 150% of all targets is achieved.

The General Meeting approved total compensation of CHF 8.4 million for the 2020 financial year, from which the Executive Committee was awarded CHF 6.0 million by the Board of Directors, taking into account the financial results in 2020, personal performance-related components and the changed composition of the Executive Committee.

For the 2022 financial year, the Board of Directors is proposing maximum total compensation of CHF 6.8 million. This amount includes the compensation for the previous members of Conzzeta's Executive Committee and the compensation for the newly appointed Executive Committee of Bystronic. In light of the transition from Conzzeta to Bystronic, the compensation for Conzzeta's Executive Committee, which is stepping down at the 2021 Annual General Meeting, is to be reported separately in the 2021 Compensation Report.

**Conzzeta AG**

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8045 Zurich

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