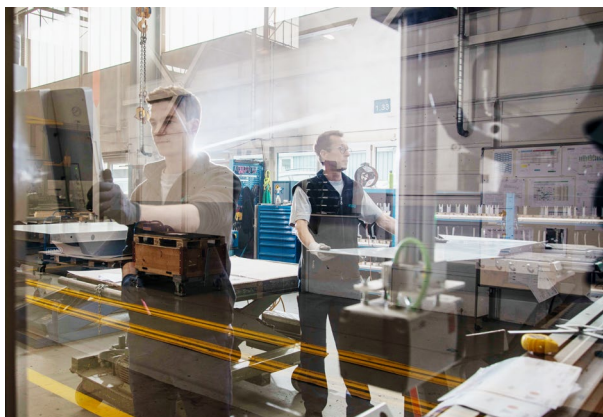




**Best choice.**

# 2022 INVITATION

## Annual General Meeting of Bystronic AG



We are pleased to inform you about the 2022 Annual General Meeting of Bystronic AG and to invite you to submit your voting instructions. In accordance with Art. 27 Covid-19 Ordinance 3, the 2022 Annual General Meeting will be held **without the physical attendance of the shareholders**. The General Meeting is scheduled as follows:

Date: **Tuesday, April 26, 2022, 4:30 p.m.**

Location: **Bystronic AG, Giesshübelstrasse 45, 8045 Zurich**

Format: **Restricted attendance, shareholders are not permitted to physically attend the meeting**

---

## Agenda items and motions of the Board of Directors

### 1. Approval of the 2021 Business Review, Annual Financial Statements, and Consolidated Financial Statements

The Board of Directors proposes the approval of the 2021 Business Review, the Annual Financial Statements, and the Consolidated Financial Statements.

### 2. Appropriation of the amount available for appropriation

The Board of Directors proposes that the amount available for appropriation of

**CHF 127 040 059** 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 5 125 925**

In the context of the transformation, Bystronic divested the FoamPartner and Mammut business units, which resulted in a cash inflow of CHF 320.3 million. In addition, Bystronic generated a strong operating free cash flow of CHF 64.8 million in the 2021 financial year. Therefore, the Board of Directors proposes a dividend of CHF 60 per class A registered share and CHF 12 per class B registered share. In this way, a part of the excess liquidity will be paid out to the shareholders. The motion takes into account not only the successful completion of the transformation, but also Bystronic's future capital requirements. If the Board of Directors' motion is approved, the dividend will remain unchanged compared to the previous year. The value date for the payment of the dividend is May 2, 2022. The last trading day entitling to receipt of the dividend is April 27, 2022.

### 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 during the 2021 financial year.

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

Following the completion of the successful transformation, Ernst Bärtschi has announced that on grounds of age, he will step down from the Board of Directors at this year's Annual General Meeting. He has chaired the Board of Directors since his election in 2014. With great commitment, Ernst Bärtschi has driven forward the strategic transformation of the Conzzeta Group as a diversified industrial conglomerate into Bystronic AG as a globally leading pure-play supplier of high-quality sheet metal processing solutions. During this transformation phase, he ensured the necessary stability and thus contributed to its success. The Board of Directors would like to take this opportunity to thank Ernst Bärtschi for his many years of valuable service.

The Board of Directors proposes the re-election of the following persons for the term of office until the conclusion of the next Annual General Meeting:

- 4.1 Roland Abt
- 4.2 Matthias Auer
- 4.3 Heinz O. Baumgartner
- 4.4 Urs Riedener
- 4.5 Jacob Schmidheiny
- 4.6 Robert F. Spoerry

Detailed CVs can be found in the 2021 Corporate Governance Report and on the company's website: <https://ir.bystronic.com/en/corporate-governance/board-of-directors.php>

The Board of Directors further proposes the election of Inge Delobelle as a new member of the Board for the term of office until the conclusion of the next Annual General Meeting.

#### 4.7 Inge Delobelle

Inge Delobelle, lic.oec. KU Leuven, born in 1969, a Belgian national, has been Chief Executive Officer of the BU Europe Africa at TK Elevator GmbH, Düsseldorf, since 2018. She joined the Thyssenkrupp Group in 2001 and held various management positions in the services, steel, and elevator divisions. Among other things, as CFO and later CEO, she was responsible for the steel service activities of TK Service Acier, France, and the global access solutions business of TK Elevator. Prior to 2001, she was an investment banking consultant with the Metzler private bank, Frankfurt, for seven years.

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

The Board of Directors proposes the election of Heinz O. Baumgartner as the new Chairman of the Board of Directors for the term of office until the conclusion of the next Annual General Meeting. Heinz O. Baumgartner has been a member of the Board since 2021.

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

The Board of Directors proposes the re-election of

- 6.1 Urs Riedener
- 6.2 Heinz O. Baumgartner
- 6.3 Robert F. Spoerry

to the Compensation Committee for the term of office until the conclusion of the next Annual General Meeting.

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

## 7. Compensation

### 7.1 Consultative vote

The Board of Directors proposes the approval of the 2021 Compensation Report of Bystronic AG as published on pages 67 to 85 of the Annual Report. The vote is of a consultative nature and is non-binding.

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

The Board of Directors proposes the approval of a maximum total of CHF 1.3 million for the compensation of the members of the Board of Directors for the term of office from the Annual General Meeting 2022 to the Annual General Meeting 2023. Please refer to the notes for details on this item.

### 7.3 Approval of the compensation of the Executive Committee

The Board of Directors proposes the approval of a maximum total of CHF 7.0 million for the compensation of the members of the Executive Committee for the 2023 financial year. Please refer to the notes for details on this item.

## 8. Election of the external auditors

The Board of Directors proposes the election of KPMG AG, Zurich, as the external auditors for the 2022 financial year.

## 9. Election of the independent proxy

The Board of Directors proposes the election of Bretschger Leuch Attorneys at Law (normally represented by Marianne Sieger, attorney at law), Kuttelgasse 8, CH-8022 Zurich as the independent proxy for the term of office until the conclusion of the next Annual General Meeting.

**The 2021 Annual Report** including the Business Review, the Financial Statements, the Consolidated Financial Statements, the Compensation Report, and the reports of the external auditors has been available to shareholders for review at the company's registered office since March 15, 2022. It is also available on <https://ir.bystronic.com/en/reports.php> and upon request, the company also provides a printed version.

**Shareholders** whose entitlement to vote is entered in the share register on April 19, 2022, will receive the invitation including agenda items, accompanying documents, and the proxy form by mail. No entries of registered shares will be made in the share register in the period from April 20 to 26, 2022.

## Representation and granting of proxies

In accordance with the Swiss Federal Council's Covid-19 Ordinance 3, the Board of Directors has decided to again hold the Annual General Meeting without the physical attendance of the shareholders.

As a result, the shareholders may exercise their rights exclusively by means of the independent proxy Bretschger Leuch Attorneys at Law (normally represented by Marianne Sieger, attorney at law), Kuttelgasse 8, CH-8022 Zurich. The granting of proxy and the submission of voting instructions to the independent proxy can be effected using the enclosed proxy form or electronically. The login details for the electronic platform can be found on the proxy form. The electronic granting of proxy and the submission or amendment of instructions is possible until April 22, 2022, 4:30 p.m. CEST at the latest. The granting of proxy and the submission of instructions in writing is possible until April 25, 2022, 12:00 p.m. CEST at the latest. Shareholders who sold their shares prior to the Annual General Meeting are no longer entitled to vote.

Zurich, March 25, 2022

On behalf of the Board of Directors of Bystronic AG,



Ernst Bärtschi, Chairman of the Board of Directors

## Notes

### **Explanatory notes on agenda item 7: Approval of the compensation of the Board of Directors and Executive Committee**

#### **Agenda item 7.2: Approval of the compensation of the Board of Directors**

In accordance with the Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (ERCO), shareholders are entitled to an annual direct and binding vote on the maximum total compensation of the Board of Directors for the upcoming term of office.

Bystronic AG's Articles of Association stipulate that the compensation of the Board of Directors is based on a term-of-office compensation system. It consists of a non-performance-related base fee and an additional fee for committee work. The base fee is paid partly in cash and partly in shares that are subject to a four-year vesting period. In addition, the Board members are entitled to additional benefits, including lump-sum expenses and social security contributions.

The proposed maximum total compensation for the term of office from the Annual General Meeting 2022 to the Annual General Meeting 2023 is CHF 1.3 million. This amount remains unchanged compared to the total amount approved by the Annual General Meeting for the previous term, where the effective total compensation for the Board of Directors was CHF 1.16 million.

#### **Agenda item 7.3: Approval of the compensation of the Executive Committee**

Based on ERCO and the Articles of Association of Bystronic AG, shareholders are entitled to a binding annual vote on the maximum total compensation of the Executive Committee for the upcoming financial year. The compensation of the Executive Committee consists of a fixed base salary, a cash-based short-term variable compensation (Short-Term Incentive, STI), and a long-term share-based compensation (Long-Term Incentive, LTI). In addition, they are entitled to social security contributions and supplements.

In addition to the fixed base salary, social security contributions, and supplements, the proposed maximum total compensation for the Executive Committee also includes the maximum possible amount of the variable Short-Term Incentive and Long-Term Incentive compensation, which is based on a maximum target achievement of 150% of all target values.

For the 2021 financial year, the Annual General Meeting had approved a total compensation of CHF 8.2 million, of which the Board of Directors awarded to the Executive Committee CHF 7.7 million, taking into account the financial results for 2021, the personal performance components, and the changed composition of the Executive Committee.

For the 2023 financial year, the Board of Directors proposes a maximum possible total compensation of CHF 7.0 million for the eight members of the Executive Committee.

Bystronic AG  
Giesshübelstrasse 45  
CH-8045 Zürich  
Tel. + 41 44 468 24 44  
Fax + 41 44 468 24 81  
[www.bystronic.com](http://www.bystronic.com)

Photos: Stefan Jermann  
Top: CWA Constructions AG, Olten  
Left: Bühler Group, Appenzell  
Right: Martin Fischer, clockmaker, Zurich