

Dierikon, 13 April 2022

Media release

Ad hoc announcement pursuant to Art. 53 LR

Annual General Meeting supports combination of Komax Holding AG and Schleuniger AG

At the Annual General Meeting held on 13 April 2022 at the Culture and Convention Center in Lucerne, the shareholders of Komax Holding AG approved all the proposals of the Board of Directors. Among other items, they approved the creation of the authorized capital required to implement the combination of Komax and Schleuniger. In addition, they voted in favor of the rescinding of the existing registration and voting rights restriction of 15% and elected Dr. Jürg Werner as a new member of the Board of Directors – this being subject to completion of the combination. Shareholders confirmed the re-appointment of all incumbent members of the Board of Directors for another term of office, while also approving a dividend of CHF 4.50 per share.

294 shareholders took part in the Annual General Meeting of Komax Holding AG at the Culture and Convention Center in Lucerne. They approved all proposals of the Board of Directors by a significant majority. Overall, 56.8% of the share capital was represented.

In his introductory remarks, Chairman of the Board Beat Kälin described the 2022 AGM as historic, as it gave shareholders the chance to vote on “a new chapter in the corporate history of Komax”. Specifically, this was through the vote to create authorized capital to issue 1,283,333 new shares. Shareholders voted in favor of this proposal with a result of over 95%, thereby laying down the next milestone on the road to the combination of Komax and Schleuniger. Now the approval of the relevant competition authorities is required, with this expected in the third quarter of 2022. The 1,283,333 new shares of Komax Holding AG can then be created and allocated to Metall Zug AG in exchange for the Schleuniger shares. Metall Zug AG will then hold a 25% stake in Komax Holding AG.

Once the combination is complete, two further proposals approved by shareholders will be implemented: Dr. Jürg Werner will become a member of the Board of Directors as a representative of Metall Zug AG, and the existing registration and voting rights restriction of 15% will be rescinded. This will have the effect of strengthening Komax’s corporate governance, in keeping with the principle one share, one vote.

Shareholders also approved the proposed dividend of CHF 4.50 per share, which equates to a payout ratio of 57.0%. The ex-date is Tuesday, 19 April 2022, and the payout of the dividend will follow on Thursday, 21 April 2022. In addition, shareholders re-elected all six incumbent members of the Board of Directors for a further term of one year. These are Beat Kälin (Chairman), David Dean, Andreas Häberli, Kurt Haerri, Mariel Hoch, and Roland Siegwart. The shareholders elected Andreas Häberli, Beat Kälin, and Roland Siegwart to the Remuneration Committee.

The detailed voting results can be found in the following appendix.

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APPENDIX – Voting results of the 2022 Annual General Meeting

Agenda item	Proposal of the Board of Directors	Yes votes	No votes / abstentions	Proportion of yes votes
1. Approval of the Annual Report and financial statements of Komax Holding AG as well as the consolidated financial statements for the 2021 financial year	Yes votes	2,174,415	13,827	99.37%
2. Discharge of the Board of Directors and Executive Committee	Yes votes	2,146,287	15,884	99.27%
3. Appropriation of profit for the 2021 financial year	Yes votes	2,178,763	9,479	99.56%
4. Elections				
4.1 Re-elections to the Board of Directors				
Beat Kälin as Chairman of the Board of Directors	Yes votes	1,788,495	399,747	81.73%
David Dean as member of the Board of Directors	Yes votes	2,142,505	45,737	97.91%
Andreas Häberli as member of the Board of Directors	Yes votes	1,987,669	200,573	90.84%
Kurt Haerri as member of the Board of Directors	Yes votes	2,179,052	9,190	99.58%
Mariel Hoch as member of the Board of Directors	Yes votes	2,162,868	25,374	98.84%
Roland Siegwart as member of the Board of Directors	Yes votes	2,092,153	96,089	95.61%
4.2 Re-elections to the Remuneration Committee				
Andreas Häberli as member of the Remuneration Committee	Yes votes	1,978,832	209,410	90.43%
Beat Kälin as member of the Remuneration Committee	Yes votes	1,588,455	599,787	72.59%
Roland Siegwart as member of the Remuneration Committee	Yes votes	2,158,073	30,169	98.63%
4.3 Re-election of the independent proxy				
Law firm Tschümperlin Lötscher Schwarz AG, Lucerne	Yes votes	2,181,039	7,203	99.68%
4.4 Re-election of the external auditors				
PricewaterhouseCoopers AG, Basel	Yes votes	1,643,821	544,421	75.12%

Agenda item	Proposal of the Board of Directors	Yes votes	No votes / abstentions	Proportion of yes votes
5. Compensation				
5.1 Advisory vote on the Compensation Report for the 2021 financial year	Yes votes	1,969,103	219,139	89.98%
5.2 Approval of the total compensation payable to the Board of Directors for the 2023 financial year	Yes votes	1,856,873	331,369	84.86%
5.3 Approval of the total compensation payable to the Executive Committee for the 2023 financial year	Yes votes	2,106,799	81,443	96.27%
6. Combination of Schleuniger AG with Komax Holding AG by means of a quasi-merger				
6.1 Creation of authorized share capital	Yes votes	2,089,262	98,654	95.49%
6.2 Rescission of restriction on registration and voting rights (conditional resolution)	Yes votes	2,163,929	23,987	98.90%
6.3 Election of Dr. Jürg Werner as member of the Board of Directors (conditional resolution)	Yes votes	2,156,120	31,264	98.57%