

Business year 2018

123<sup>rd</sup> Annual  
Shareholders' Meeting  
of Georg Fischer Ltd

Invitation

# Invitation To the 123<sup>rd</sup> Annual Shareholders' Meeting of Georg Fischer Ltd



**Wednesday, 17 April 2019**

**Start: 3:30 p.m.**

**doors open at 2:30 p.m.**

**IWC Arena, Breitenaustrasse 117, Schaffhausen**

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# Chairman's address to the shareholders

Dear shareholders

It gives me great pleasure to invite you to the 123<sup>rd</sup> Annual Shareholders' Meeting of Georg Fischer Ltd. on Wednesday, 17 April 2019 at the IWC Arena in Schaffhausen. It will start at 3:30 p.m. and the doors, as usual, will open at 2:30 p.m.

## **Strategy 2020 right on track**

In the year under review, GF made further progress in implementing its Strategy 2020. This includes expanding its presence in growth markets and greater penetration in markets for higher added value products. In particular, GF Casting Solutions, formerly GF Automotive, fundamentally upgraded its portfolio with the sale of two of the largest iron foundries in Germany, the entry into precision casting, and the development of additional production capacity for light metals in the USA, Romania, and China.

## **Appointment of a new CEO, change on the Board of Directors**

One of the most important tasks of the Board of Directors is succession planning. Yves Serra, our CEO, has reached retirement age. The Board of Directors therefore initiated succession planning early on and obtained advice from a specialized consulting firm. The appointment of our current Chief Financial Officer Andreas Müller as the new CEO is a very good internal solution that ensures continuity.

There are also changes on the Board of Directors. The Board nominates Yves Serra to succeed Gerold Bühner, to whom we will pay tribute at the Annual Shareholders' Meeting. Yves Serra's profound knowledge of all aspects of GF, his many years of expe-

rience in Asia, and his strategic mindset will help the Board meet the challenges GF will face in future.

At the end of 2018, one third of the Board of Directors had been on the Board for less than five years, another third between five and ten years, with the remainder more than ten years. This means that we have a balanced ratio of continuity and experience, and benefit from the widely spread experience and in-depth knowledge of all members of the Board.

## **Compensation Policy**

We attach great importance to a close and trusting partnership with you, our shareholders. We were not satisfied that the Compensation Report was approved by only a relatively narrow majority at the 2018 Annual Shareholders' Meeting. In the past year we have held intensive discussions with investors and shareholder consultants. This consultation process has helped us to revise the Long-Term Incentive (LTI) plan in the Executive Committee's compensation system for 2019 and adopt the revised plan. Please find the detailed explanations regarding the amendments adopted by the Board of Directors in the full Compensation Report ([www.georgfischer.com](http://www.georgfischer.com)). We ask you to remain active and to let us know your views.

**Many thanks**

I thank you on behalf of the entire Board of Directors for your interest in GF. We are looking forward to a large turnout for the Corporation's statutory business and hope we can welcome many of you in person at the Annual Shareholders' Meeting. The short version of the 2018 Annual Report is enclosed with this invitation. You will find the full version of the 2018 Annual Report at [www.georgfischer.com](http://www.georgfischer.com).

In closing, I thank all our GF employees sincerely for their great commitment and dedication to our Corporation, and I thank you, dear shareholders, for the confidence you show in our management and our Board of Directors.

Yours sincerely  
Georg Fischer Ltd



Andreas Koopmann  
Chairman of the Board of Directors



# Agenda items and motions

The Board of Directors of Georg Fischer Ltd is submitting the following agenda items and motions for discussion and resolution by the Annual Shareholders' Meeting:

## 1. Report on the 2018 business year

### 1.1 Annual Report, Financial Statements, and Consolidated Financial Statements for 2018

**Motion:** The Board of Directors proposes that the Annual Report, containing the Financial Statements and the Consolidated Financial Statements for 2018, be approved.

**Explanation:** The full Annual Report contains the Financial Statements of the GF Corporation and Georg Fischer Ltd, as well as the Report to the Shareholders, the Auditors' Report on the Consolidated Financial Statements and the Financial Statements of Georg Fischer Ltd.

The full 2018 Annual Report may be inspected at the Corporation's headquarters and is available online at [www.georgfischer.com](http://www.georgfischer.com). A short version of the full Annual Report for 2018 was enclosed with the personal invitation sent to registered shareholders.

A separate vote (see agenda item 1.2) will be held on the Compensation Report.

### 1.2 Advisory vote on the Compensation Report for 2018

**Motion:** The Board of Directors proposes that the Compensation Report be approved (advisory vote).

**Explanation:** The 2018 Compensation Report explains the principles and elements of compensation at GF for members of the Board of Directors and the Executive Committee and contains all compensation that

the company has paid to members of the Board of Directors and Executive Committee for the 2018 business year.

In addition, the Report explains the amendments that the Board of Directors has approved for the current business year with respect to the Long-Term Incentive (LTI) following the result of last year's shareholders' vote. The Compensation Report is part of the full 2018 Annual Report. The vote is advisory in nature.

## 2. Appropriation of retained earnings for 2018 and dividend distribution

**Motion:** The Board of Directors proposes the appropriation of balance sheet profit in 2018 as follows:

Net profit for the year 2018	CHF	164'368'000
Earnings carried forward	CHF	1'027'428'000
Profit from of treasury shares	CHF	334'000
Retained earnings	CHF	1'192'130'000
Dividend payment CHF 25 per registered share	CHF	-102'522'000
To be carried forward	CHF	1'089'608'000

**Explanation:** The Board of Directors proposes that the Annual Shareholders' Meeting approve the retained earnings for 2018 and that a dividend of CHF 25 per share be distributed to the shareholders.

Subject to approval by the Annual Shareholders' Meeting, the dividend will be paid on 25 April 2019 to all shareholders who held shares of Georg Fischer Ltd at the close of trading on 18 April 2019. As of 23 April 2019, the shares of Georg Fischer Ltd will be traded

"ex dividend", i.e. with no dividend entitlement for the 2018 business year. The dividend paid from retained earnings is subject to a 35% withholding tax.

### 3.

#### Discharge of the Board of Directors and the Executive Committee

**Motion:** The Board of Directors proposes granting discharge to the responsible corporate bodies for activities in the 2018 business year.

### 4.

#### Elections to the Board of Directors Re-election

**Motion:** The Board of Directors proposes the – individual – re-election of

- Hubert Achermann
- Roman Boutellier
- Riet Cadonau
- Andreas Koopmann
- Roger Michaelis
- Eveline Saupper
- Jasmin Staiblin
- Zhiqiang Zhang

**Explanation:** Pursuant to § 16.2 of the Articles of Association of Georg Fischer Ltd, the term of office of a member of the Board of Directors shall last until conclusion of the next Annual Shareholders' Meeting. Re-election is possible.

After 18 years on the Board of Directors, Gerold Bühler is retiring on reaching the statutory retirement age. He has also been Vice Chairman of the Board since 2012. The Board of Directors extends its thanks to Gerold Bühler for his many years of successful service to GF and wishes him all the best. Further explanations about the requirements profile and composition of the Board of Directors and about specific issues relating to Corporate Governance, along with a table containing the resumes of the proposed Board members, can be found on pages 9–11 of the invitation.

### Election

**Motion:** The Board of Directors proposes the election of

- Yves Serra

As member of the Board of Directors.

**Explanation:** Yves Serra is a Swiss and a French citizen. He has been the Chief Executive Officer of GF since 2008 and will relinquish this position at the Annual Shareholders' Meeting on reaching retirement age. Under his operational leadership, GF has geared itself successfully to growth markets and high added value products and has consistently implemented its chosen strategy year after year. Yves Serra's profound knowledge of all aspects of GF, his many years of experience in Asia, and his strategic mindset will help the Board meet the challenges GF will face in future. Further explanations about the proposed election and a table containing the resume of Yves Serra can be found on pages 9 and 11 of the invitation.

### 5.

#### Election of the Chairman of the Board and of the Compensation Committee

##### 5.1

#### Election of the Chairman

**Motion:** Subject to his re-election as a member of the Board, the Board of Directors proposes the re-election of

- Andreas Koopmann

as Chairman of the Board of Directors until the conclusion of the next Annual Shareholders' Meeting.

**Explanation:** Andreas Koopmann has been Chairman of the Board since 2012.

## 5.2.

### Election of the Compensation Committee

**Motion:** Subject to their re-election as members of the Board, the Board of Directors proposes the re-election – individually – of

- Roman Boutellier
- Eveline Saupper
- Jasmin Staiblin

as members of the Compensation Committee until the conclusion of the next Annual Shareholders' Meeting.

**Explanation:** Eveline Saupper and Jasmin Staiblin have been members of the Compensation Committee since 2015, Roman Boutellier will be a new member of the Committee. The Board of Directors proposes independent members of the Board for election to the Compensation Committee. Given their personal and professional qualifications and background, they possess the knowledge and commitment necessary to realize the requirements made of the Compensation Committee by the law, the Articles of Association, and the Annual Shareholders' Meeting on behalf of the Corporation.

Subject to her re-election as member of the Compensation Committee, the Board of Directors will elect Eveline Saupper as Chairwoman of the Compensation Committee.

## 6.

### Compensation of the Board of Directors

**Motion:** The Board of Directors proposes a maximum total sum of CHF 3'750'000 for remuneration of the members of the Board for the period from the 2019 Annual Shareholders' Meeting to the 2020 Annual Shareholders' Meeting.

**Explanation:** Further information on this motion can be found on page 12.

## 7.

### Compensation of the Executive Committee

**Motion:** The Board of Directors proposes a maximum total sum of CHF 10'531'000 for remuneration of the members of the Executive Committee for the 2020 business year.

**Explanation:** Further information on this motion can be found on pages 12 and 13.

## 8.

### Election of the statutory auditor

**Motion:** Election of the statutory auditor

**Motion:** The Board of Directors proposes the election of

- PwC (PricewaterhouseCoopers AG), Zurich, as the statutory auditor for the 2019 business year.

**Explanation:** PricewaterhouseCoopers AG, Zurich, is an independent international firm of auditors with an acknowledged reputation. It was first chosen for this mandate at the 2012 Annual Shareholders' Meeting.

## 9.

### Election of the independent proxy for the 2020 Annual Shareholders' Meeting

**Motion:** The Board of Directors proposes the election of

- the law firm weber, schaub & partner ag, Zurich, represented by lic. iur. LL. M. Christoph J. Vaucher, as the independent proxy until conclusion of the 2020 Annual Shareholders' Meeting.

**Explanation:** The law firm weber, schaub & partner ag, Zurich, represented by lic. iur. LL. M. Christoph J. Vaucher, ensures the requisite independence from the company for this task pursuant to Art. 728 CO. The mandate ends after conclusion of the 2020 Annual Shareholders' Meeting; in other words, the mandate shall apply to any extraordinary shareholders' meetings held prior to the 2020 Annual Shareholders' Meeting.

Following the Annual Shareholders' Meeting, supper will be served at around 6 p.m.

With kind regards  
Georg Fischer Ltd

On behalf of the Board of Directors  
The Chairman



Andreas Koopmann  
Schaffhausen, 19 March 2019



# Explanations regarding agenda item 4

The Board of Directors consists of nine members. As a rule, each member sits on one of the three standing committees. When selecting Board members, particular emphasis is placed on experience in leadership and management functions, industrial and technology markets, innovation, finance and accounting, risk management, and legal affairs as well as international relations and regional market knowledge.

The Board of Directors aims to achieve a proper balance of competencies and knowledge, taking into account the Corporation's main operational focus, its international orientation, and the accounting requirements of listed companies. The Board provides broad coverage of the required competencies and knowledge. The competencies in the areas of innovation and digitization are being gradually expanded. Moreover, following the retirement of Gerold Bühler from the Board, expertise in finance and accounting will be built up again.

In accordance with the criteria of the Swiss Code of Best Practice for Corporate Governance, all members of the Board of Directors are independent. Two members, Roman Boutellier (since 1999) and Zhiqiang Zhang (since 2005), have sat on the Board for more than 12 years. Roman Boutellier is the former long-standing Vice President of the ETH Zurich, former professor of innovation and technology management at the ETH Zurich, and former CEO of listed companies. As such, he possesses an outstanding combination of technology and innovation expertise along with experience in operational management. Zhiqiang Zhang is a Chinese citizen and has held senior positions at

leading European corporations for many years in China. Since GF generates about 20 percent of its Group sales in China, his expertise concerning China and his very profound knowledge of European culture and business make him a hugely valuable asset. The Board of Directors therefore proposes both for re-election.

Yves Serra, who is the CEO of GF until the Annual Shareholders' Meeting, is, according to the same criteria, considered to be a non-independent member of the Board for a period of three years. In accordance with these guidelines of the Swiss Code of Best Practice for Corporate Governance, at least half the Board members must fulfill the criterion of independence. GF meets this requirement by a wide margin.

# Brief biographies of the Directors

## Re-election to the Board of Directors



### Andreas Koopmann

**Chairman of the Board**  
1951 (Switzerland)

Dipl. Masch.-Ing. ETH Zurich (Switzerland), MBA from IMD Lausanne (Switzerland)

Board Member since 2010, Chairman of the Board since 2012

#### Committees

Chairman of the Nomination Committee

#### Corporate Governance

Independent member

#### Professional background, career

Various positions in Swiss industrial companies (1979–1982); Vice President of Engineering and Production, Bobst Group, Roseland (USA) (1982–1989); various senior positions in the Bobst Group (Switzerland) (1989–2009), as CEO (1995–2009); Chairman of Alstom (Switzerland) AG (2010–2012)



### Hubert Achermann

**Member of the Board of Directors**  
1951 (Switzerland)

Dr. iur., attorney, graduated in law at the University of Bern (Switzerland)

Board Member since 2014

#### Committees

Chairman of the Audit Committee

#### Corporate Governance

Independent member

#### Professional background, career

Legal advisor at FIDES Treuhandgesellschaft in Zurich (1982–1987); heading the company's Lucerne office (1987–1994); Partner and Vice Chairman of the Board of Directors of the newly created KPMG Schweiz (1992–1994); joined the four-person Executive Board, where he was responsible for tax and law (1994–2004); CEO of KPMG Schweiz and performed several key roles for KPMG International (2004–2012); first Lead Director of KPMG International and Member of the KPMG Global Board (2009–2012)



### Roman Boutellier

**Member of the Board of Directors**  
1950 (Switzerland)

Dr. sc. math. ETH Zurich (Switzerland)

Board Member since 1999

#### Committees

Member of the Nomination Committee

#### Corporate Governance

Independent member

#### Professional background, career

Kern AG (1981–1987); Member of the Executive Management of Leica AG (1987–1993); Professor at the University of St. Gallen (1993–1998); CEO and Delegate to the Board of Directors of SIG Holding AG (1999–2004); Professor of Innovation and Technology Management at the ETH in Zurich (2004–2015) and Member of the Executive Board of the ETH Zurich (2008–2015)



### Riet Cadonau

**Member of the Board of Directors**  
1961 (Switzerland)

BA of Arts in Business and Economics, University of Basel (1985); MA of Arts in Economics and Business Administration, University of Zurich (1988) (both Switzerland); INSEAD Advanced Management Program AMP (2007) (France)

Board Member since 2016

#### Committees

Member of the Compensation Committee

#### Corporate Governance

Independent member

#### Professional background, career

Swiss Bank Corporation (now UBS) (1988–1989); various positions at IBM Switzerland (1990–2001), ultimately as Director of Global Services and Member of the Executive Committee; various positions as Member of the Executive Board at Ascom Group (2001–2005 and 2007–2011), since 2007 as CEO; 2005–2007 Managing Director and Senior Vice President at ACS Inc. (now Xerox); since 2011 CEO at Kaba Group resp. dormakaba Group; since 2018 Chairman at dormakaba Group



### Roger Michaelis

**Member of the Board of Directors**  
1959 (Brazil and Germany)

Studied business administration at the University of São Paulo (Brazil), post-graduate degree in management and strategy at Krupp Foundation, Munich (Germany), and Babson College (USA)

Board Member since 2012

#### Committees

Member of the Audit Committee

#### Corporate Governance

Independent member

#### Professional background, career

Various positions at Osram Group (1988–2012), ultimately as CEO at Osram Brazil and Head of Human Resources in Latin America (2004–2012); before CFO at Osram subsidiaries in India and Brazil; Partner and Director of Verocap Consulting, São Paulo, (Brazil) (since 2012)



### Eveline Saupper

**Member of the Board of Directors**  
1958 (Switzerland)

Dr. iur., attorney and certified tax expert, graduated in law at the University of St. Gallen (Switzerland)

Board Member since 2015

#### Committees

Chairwoman of the Compensation Committee

#### Corporate Governance

Independent member

#### Professional background, career

Legal and tax Advisor at Peat Marwick Mitchell (now KPMG Fides) (1983–1985); Attorney at Baker & McKenzie (1985–1992); Employee (1992–1994), Partner (1994–2014) and of counsel at Homburger AG (2014–2017)



**Jasmin Staiblin**

**Member of the Board of Directors**  
1970 (Germany)

Double degree in electrical engineering and physics from the Technical University, Karlsruhe (Germany); Royal Institute of Technology, Stockholm (Sweden)  
Board Member since 2011

**Committees**

Member of the Compensation Committee

**Corporate Governance**

Independent member

**Professional background, career**

Various positions at ABB, including in Switzerland, Sweden, and Australia (1997–2006); Country Manager of ABB Switzerland (2006–2012); CEO of Alpiq Holding AG (2013–2018)



**Zhiqiang Zhang**

**Member of the Board of Directors**  
1961 (China)

Bachelor of Sciences from Northern Jiatong University, Beijing (China); MBA from Queen's University, Kingston (Canada)  
Board Member since 2005

**Committees**

Member of the Nomination Committee

**Corporate Governance**

Independent member

**Professional background, career**

Various positions at Siemens (1987–2012), including President of Siemens VDO Automotive China (1999–2005), President of Nokia Siemens Networks Greater China Region (2005–2012); Executive Vice President and Head of Emerging Markets (2012–2016), Senior Vice President of Sandvik Group, Head of APAC and President of Greater China Region (2016–2018), Country Managing Director of ABB China (since 2018)

**Election to the Board of Directors**



**Yves Serra**

**Chief Executive Officer**  
1953 (France/Switzerland)

Engineering degree from École Centrale de Paris (France) and MSc in civil engineering from the University of Wisconsin-Madison (USA)

Member of the Executive Committee since 2003, CEO since 2008

**Professional background, career**

Deputy Commercial Attaché at the French Embassy in Manila (1977–1979); Customer Service Engineer for Alstom in France and South Africa (1979–1982); various positions at Sulzer in France and Japan (1982–1991); various positions at GF (since 1991), Managing Director of Charmilles Technologies Japan and Regional Head of Sales Asia (1992–1997), Head of Charmilles (1998–2002), Head of GF Piping Systems (2003–2008); President and CEO of Georg Fischer Ltd (since 2008)

# Explanations regarding agenda items 7 and 8

Pursuant to the Articles of Association of Georg Fischer Ltd, the Annual Shareholders' Meeting shall decide on the prospective approval of the maximum possible compensation of the Board of Directors and the Executive Committee.

## a) Total compensation of the Board of Directors (agenda item 6)

The 2018 Annual Shareholders' Meeting approved a maximum amount of CHF 3'750'000 for compensation of the Board of Directors. The Board members received cash compensation in the year under review amounting to CHF 2'449'000 (previous year: CHF 3'085'000).

The new motion, unchanged from the previous year, for the maximum total compensation of CHF 3'750'000 for the Board of Directors for the compensation period lasting until the 2020 Annual Shareholders' Meeting consists of fixed compensation in cash and a fixed number of shares for each member of the Board.

Social insurance expenses are included in full. Calculation of the maximum total compensation is based on the same compensation principles as the previous year.

The calculation of the compensation to be paid in shares is based on the closing share price on the last trading day of the current business year. The calculation of the maximum total compensation for the new compensation period is based on a share price of CHF 1'600 (previous year's assumption: CHF 1'600).<sup>1</sup>

## b) Total compensation of the Executive Committee (agenda item 7)

The 2017 Annual Shareholders' Meeting approved a maximum of CHF 10'298'000 for compensation of the members of the Executive Committee for the 2018 business year. The Executive Committee members received compensation amounting to CHF 8'417'000 for the year under review (previous year: CHF 9'123'000).

The 2018 Annual Shareholders' Meeting approved a maximum of CHF 10'531'000 for compensation of the members of the Executive Committee for the 2019 business year.

The new motion, unchanged from the previous year, that sets the maximum total compensation of the five members of the Executive Committee (including the CEO) for the 2020 business year at CHF 10'531'000 includes:

- **A fixed, individual annual compensation in cash for each member;**

The calculation for the fixed, individual compensation includes a reserve for moderate salary increases. The fixed salaries could amount to approx. 30% of the total compensation.

- **A performance-related remuneration in cash (short-term incentive) for each member;**

The calculation of the short-term incentive is based on the maximum achievable amounts. The short-term incentives could amount to approx. 30% of the total compensation.

- **a revised, share-based remuneration (long-term incentive);**

Please find the detailed explanations regarding the amendments adopted by the Board of Directors in the full Compensation Report ([www.georgfischer.com](http://www.georgfischer.com)). These amendments are based on numerous intensive discussions that we conducted with investors and shareholder consultants in 2018. The calculation for the share-based compensation is based on the allocation value calculated with a share price of CHF 1'600 (approved assumption for the previous year: CHF 1'600).<sup>1</sup> The long-term incentives will amount to about 25% of the entire compensation.

- **The benefits such as retirement and social insurance expenses.**

The employer's social security retirement contributions could amount to approx. 15% of the total compensation.<sup>2</sup>

The calculation of the maximum total compensation is based on the compensation principles that the Board of Directors adopted in 2018 and these are explained in detail in the Compensation Report. The Long-Term Incentive plan (LTI) is completely performance-dependent and depends in equal measure on two performance indicators: EPS (earnings per share) and rTSR (relative total shareholder return). After the adjustments made to the LTI plan in 2017, the Board of Directors decided in December 2018 to adjust the LTI plan again with effect for the performance year 2019. The structure of the 2018 LTI plan corresponds to that of 2017, since adjusting a current plan would contravene binding agreements with management.

The total sum of short-term and long-term variable compensation for each Executive Committee member is limited to 250% of the fixed annual compensation in accordance with the Articles of Association of Georg Fischer Ltd. The statutory maximum possible variable compensation is additionally restricted by the upper limit defined in the Short-Term Incentive plan.

<sup>1</sup> The assumption of a share price higher than the current price does not constitute a prediction based on anticipated business results. This calculation does not provide any guarantee regarding the company's future performance.

<sup>2</sup> An essential part of the employer's social security contributions to the Swiss social security funds is a solidarity payment, as the individual beneficiaries do not receive a pension increase or benefit from these payments.

# Organizational matters

## Timelines and dispatch of documents (summary)

### 19 March 2019

Dispatch of the personal invitation to the registered shareholders along with the 2018 Annual Report (short version).

The personal invitation contains

- the access code for electronic registration and electronic voting on [www.georgfischer.com/gv](http://www.georgfischer.com/gv) and
- the reply coupon with which you can register for participation in the Annual Shareholders' Meeting or issue your voting instructions in writing.

**Please take care of these matters as soon as possible. This will simplify the work of the share register in preparing the Annual Shareholders' Meeting. Thank you very much.**

## Annual Report and auditors' reports

The full 2018 Annual Report, containing the report, the financial statements and the consolidated financial statements as well as the compensation report and the auditors' reports, was published on 27 February 2019. It is available for inspection at the headquarters of Georg Fischer Ltd, Amsler Laffon-Strasse 9, 8200 Schaffhausen, and can be downloaded from the GF website ([www.georgfischer.com](http://www.georgfischer.com)).

Shareholders who are registered in the share register will be sent a short version of the Annual Report along with the Invitation to the Annual Shareholders' Meeting on 19 March 2019.

## Voting rights and power of attorney

Shareholders are entitled to vote if they are entered in the share register with voting rights on 9 April 2019.

Shareholders who do not attend the Annual Shareholders' Meeting in person can, in accordance with § 9.2 of the Articles of Association, be represented by another

## 9 April

Shareholders are entitled to vote if they are entered in the share register with voting rights on 9 April 2019.

## 10 April

The admission cards will be sent in the mail as of 10 April 2019.

## 11 April

Deadline for ordering an admission card. The deadline is deemed to be the date of receipt of your instructions by the company.

## 15 April

You may issue your voting instructions online until 12 p.m. on Monday, 15 April 2019. If you issue your voting instructions in writing, they must reach us by Tuesday, 16 April 2019 (the deadline is deemed to be the date of postal delivery).

shareholder entitled to vote or by the independent proxy (law firm weber, schaub & partner ag, Zurich, represented by lic. iur. LL. M. Christoph J. Vaucher, Postfach 22, 8024 Zurich). Companies can, in addition, be represented by legal representatives or authorized signatories or other authorized proxies, while married persons

may be represented by their spouse, minors and wards by their legal guardian.

In the period from 10 to 17 April 2019, no entries of registered shares will be made in the company's share register that entitle the holder to exercise voting rights at the Annual Shareholders' Meeting of 17 April 2019.

In the event that part of the shares listed on the admission card are sold, the shareholder no longer has any voting rights for these shares.

#### **Restrictions on voting rights and power of attorney**

Pursuant to § 4.10 of our Articles of Association, the total number of votes exercised by one person for his own shares and shares which he represents may not exceed 5% of the voting rights of the entire share capital. Persons bound by capital or voting rights, by consolidated management or otherwise acting in concert for the purpose of circumventing this provision are deemed to be one person.

## **General remarks**

### **Date of Annual General Meeting**

Wednesday, 17 April 2019

Start: 3:30 p.m.

Doors open: 2:30 p.m.

### **Venue of the Annual Shareholders' Meeting**

IWC Arena

Breitenaustrasse 117, Schaffhausen

### **Directions**

The IWC Arena is located in the Breite neighborhood, close to the town center.

There will be shuttle buses from the Schaffhausen train station to the IWC Arena (a ten minute journey). Please look out for the signs at the train station.

### **Parking**

Free parking spaces in the Breite area are limited. Please look out for the signs.

### **Return**

Regular shuttle buses (every ten minutes) will take you from Breite to the Schaffhausen train station (a ten minute journey).

### **Language**

The Annual Shareholders' Meeting will be held in German.

### **Contact**

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## Online Annual Report 2018

Find out more about financial figures, information on GF's strategy and business segments at [www.annualreport.georgfischer.com/2018/en](http://www.annualreport.georgfischer.com/2018/en)



## Important Dates

# 2019

**18 July**

Publication of  
Mid-Year Report  
2019

# 2020

**26 February**

Publication of  
Annual Report 2019,  
Media and Financial  
Analysts' Conference

# 2020

**15 April**

Shareholders'  
Meeting for fiscal  
year 2019

## Contact

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