

Invitation to the ordinary Shareholders' General Meeting of Phoenix Mecano AG

Wednesday, 20 May 2020 at 3 p.m.,

Phoenix Mecano AG, Hofwissenstrasse 6, CH-8260 Stein am Rhein, Switzerland

Important announcement by the Board of Directors concerning coronavirus

Due to the current circumstances linked to the coronavirus outbreak, the ordinary Shareholders' General Meeting of Phoenix Mecano AG cannot take place in the usual way this year. To protect shareholders and employees, the Board of Directors has therefore taken the following decisions based on Article 6a of the Swiss Federal Council's Ordinance 2 on Measures to Combat the Coronavirus (COVID-19) (COVID-19 Ordinance 2):

- **Shareholders cannot attend the 2020 ordinary Shareholders' General Meeting in person;**
- **Shareholders can only exercise their rights through the independent proxy.**

Proxies and instructions may be issued to the independent proxy in writing or electronically. Further explanations can be found below in the section, 'Granting proxy to the independent proxy'. The Board of Directors kindly asks all shareholders to use one of these two options.

Agenda and proposals by the Board of Directors

1. Approval of the 2019 management report, financial statements and consolidated financial statements and acceptance of the auditors' report

The Board of Directors proposes that the management report, financial statements and consolidated financial statements for financial year 2019 be approved.

2. Discharge of the members of the Board of Directors and management

The Board of Directors proposes that the members of the Board of Directors and management be discharged.

3. Decision on the appropriation of retained earnings and determination of dividend

The Board of Directors proposes that a dividend of CHF 10.00 per share be paid and that the 2019 retained earnings of Phoenix Mecano AG should be appropriated as follows:

	in EUR	in CHF
Net income for the year 2019	101 490 847	112 893 045
Retained earnings brought forward 2018	97 917 042	110 409 439
./. Dividend 2018	-14 582 076	-16 329 312
Currency translation differences		- 9 750 908
Retained earnings	184 825 813	197 222 264

The Board of Directors proposes to the Shareholders' General Meeting that retained earnings should be distributed as follows:

	in EUR	in CHF
Dividend of CHF 10.00 per share*	8 846 205	9 605 000
Carried forward to new account	175 979 608	187 617 264
Total	184 825 813	197 222 264

* Total dividends are calculated based on the 960 500 bearer shares. Dividends will not be paid on treasury shares held by the company at the time of the payout.

4. Elections

4.1 Election of the members and Chairman of the Board of Directors

The Board of Directors proposes that the following be elected as members of the Board of Directors and that Mr Benedikt Goldkamp be elected as Chairman of the Board of Directors (as hitherto) for a term of one year until the end of the next ordinary Shareholders' General Meeting (each individually):

4.1.1 Re-election of Benedikt Goldkamp as member and Chairman of the Board of Directors

4.1.2 Re-election of Dr Florian Ernst as Board member

4.1.3 Re-election of Dr Martin Furrer as Board member

4.1.4 Re-election of Ulrich Hocker as Board member

4.1.5 Re-election of Beat Siegrist as Board member

4.2 Election of the members of the Compensation Committee

The Board of Directors proposes that the following be elected as members of the Compensation Committee (all as hitherto) for a term of one year until the end of the next ordinary Shareholders' General Meeting (each individually):

4.2.1 Re-election of Dr Martin Furrer as member

4.2.2 Re-election of Ulrich Hocker as member

4.2.3 Re-election of Beat Siegrist as member

4.3 Election of the independent proxy

The Board of Directors proposes that the lawyer Mr Hans Rudi Alder, Peyer Alder Keiser Lämmler Rechtsanwälte, Pestalozzi-strasse 2, CH-8200 Schaffhausen, be elected as the company's independent proxy for a term of one year until the end of the next ordinary Shareholders' General Meeting.

4.4 Election of the auditors

The Board of Directors proposes that BDO AG, Zurich, be elected as the company's auditors for financial year 2020 until the end of the next ordinary Shareholders' General Meeting.

5. Remuneration

5.1. Advisory vote on the 2019 remuneration report

The Board of Directors proposes that the 2019 remuneration report should be noted and approved in a non-binding advisory vote.

5.2. Approval of a maximum total amount for Board of Directors remuneration for financial year 2021

The Board of Directors proposes that a maximum total amount of CHF 2,500,000 be approved for the remuneration of all members of the Board of Directors for the coming financial year 2021.

5.3. Approval of a maximum total amount for management remuneration for financial year 2021

The Board of Directors proposes that a maximum total amount of CHF 3,500,000 be approved for the remuneration of all members of the management for the coming financial year 2021.

Organisational matters

Documents

From 20 April 2020 onwards, the 2019 annual report, including the management report, financial statements and consolidated financial statements, as well as the auditors' reports, 2019 remuneration report (together with the audit report) and proposal by the Board of Directors regarding the appropriation of retained earnings from financial year 2019 may be consulted by shareholders at the company's headquarters and at our subsidiary Phoenix Mecano Management AG, Lindenstrasse 23, CH-8302 Kloten, where a copy can be obtained directly.

The 2019 annual report is available online from 17 April 2020 at <http://www.phoenix-mecano.com/en/investor-relations/annual-reports/annual-reports>

Exercising rights at the Shareholders' General Meeting / No attendance in person

Under the Swiss Federal Council's COVID-19 Ordinance 2, the Board of Directors has decided that, for the ordinary Shareholders' General Meeting on 20 May 2020, shareholders **cannot attend in person** and **can only exercise their rights through the independent proxy**. Please therefore note the following information. Shareholders will not be admitted in person to the Shareholders' General Meeting.

Voting card

Shareholders who wish to exercise their rights at this year's Shareholders' General Meeting may obtain their voting card and a form for issuing proxies and instructions to the independent proxy by **13 May 2020** at the latest by depositing their shares or submitting corresponding confirmation from their custodian bank to the following bank:

UBS Switzerland AG, Zurich (sh-proxyvoting@ubs.com)

Shares must remain deposited until the day after the Shareholders' General Meeting.

Granting proxy to the independent proxy

Shareholders may **only** be represented at this year's ordinary Shareholders' General Meeting by the **independent proxy** of Phoenix Mecano AG, the lawyer Mr Hans Rudi Alder, Peyer Alder Keiser Lämmlli Rechtsanwälte, Pestalozzistrasse 2, CH-8200 Schaffhausen. If the independent proxy is unable to attend, the Board of Directors will appoint a new independent proxy. The proxies and instructions issued to the independent proxy will be transferred to this new independent proxy appointed by the Board of Directors.

Authorisation may be granted to the independent proxy in writing or electronically:

- To **authorise the independent proxy in writing** to act on their behalf, shareholders should simply complete and sign the proxy section on the voting card and return it to the independent proxy by **Tuesday, 19 May 2020** together with a completed and signed instruction form.

- Alternatively, Phoenix Mecano AG shareholders can issue proxies and instructions to the independent proxy **electronically** by registering at www.sherpany.com/phoenixmecano. Shareholders will be sent the required login details together with the written documents for the Shareholders' General Meeting. The deadline for issuing proxies and instructions electronically and making any changes to electronically issued instructions is **Monday, 18 May 2020 at 11.59 p.m.**

The independent proxy will vote in accordance with the instructions given by shareholders. The Board of Directors kindly asks all shareholders to use one of these two options.

CH-8260 Stein am Rhein, 17 April 2020

Phoenix Mecano AG

Benedikt Goldkamp

Chairman of the Board of Directors