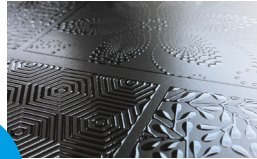
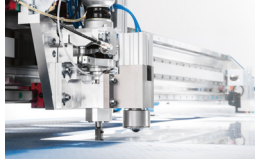


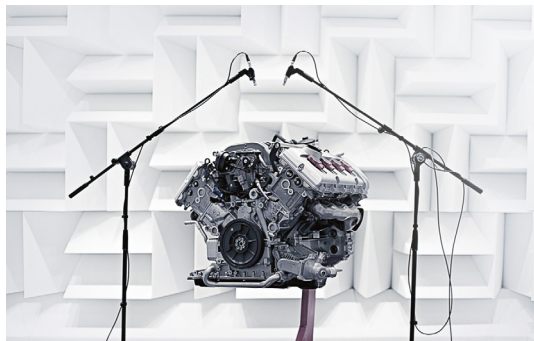
conzzeta



2019

Annual General Meeting of Conzzeta AG
Invitation

Tuesday, April 16, 2019, at 4:30 pm (doors open at 4 pm)
Zurich Marriott Hotel, Neumühlequai 42, 8006 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 2018

The Board of Directors proposes that the business review, the annual financial statements and the consolidated financial statements for 2018 be approved.

2. Appropriation of the total sum available for appropriation

The Board of Directors proposes that the total profit available for appropriation be used as follows:

	CHF 134 167 858
– Dividend of CHF 18.00 per class A registered share	CHF 32 886 000
– Dividend of CHF 3.60 per class B registered share	CHF 4 374 000
– Allocation to voluntary retained earnings	CHF 50 000 000
– Carried forward to new account	CHF 50 934 558

The Board of Directors believes that an increased dividend is appropriate given that the net profit generated was once again higher than in the previous year. If the proposal made by the Board of Directors is accepted, the dividend would increase by CHF 2.00 per class A registered share and CHF 0.40 per class B registered share over the dividends paid in the previous year. The dividend payment date will be Wednesday, April 24, 2019. Shares must be held on or before Sunday, April 17, 2019 (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 2018 financial year.

4. Election of the members of the Board of Directors

Werner Dubach announced at this year's Annual General Meeting that he will no longer serve on the Board of Directors. The Board of Directors would like to thank Werner Dubach for his many years of valuable service on the Board of Directors of Conzzeta.

The Board of Directors proposes that the following persons 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 Philip Mosimann

4.5 Urs Riedener

4.6 Jacob Schmidheiny

4.7 Robert F. Spoerry

You will find detailed biographies in the 2018 Corporate Governance Report and on the company's website: <https://conzzeta.com/en/company/corporate-governance>.

The Board of Directors also proposes that the following person be elected for the term of office expiring at the close of the next Annual General Meeting:

4.8 Michael König

Michael König, Dipl. Ing. in Chemical Engineering at the TU Dortmund University, born in 1963 and a German national, has been the Chief

Executive Officer of China National Blue-star (Group) Co., Ltd., a global Chinese state-owned enterprise headquartered in Beijing, People's Republic of China, since 2016. Until 2015, he held various management positions at Bayer AG, Leverkusen, Germany, and was a Member of the Executive Board from 2013 to 2015. Michael König spent ten years of his career holding various positions in the People's Republic of China.

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 Remuneration Committee

The Board of Directors proposes the re-election of:

6.1 Philip Mosimann

6.2 Robert F. Spoerry

and the election of

6.3 Urs Riedener

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

7. Compensation

7.1 Consultative vote

The Board of Directors proposes that the 2018 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 1.5 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 2019 Annual General Meeting until the 2020 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 8.4 million be approved as the maximum total compensation payable to the members of the Executive Committee for the 2020 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 2019 financial year.

9. Election of the independent proxy

The Board of Directors proposes that Bretschger Leuch Rechtsanwälte (usually represented by 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.

On behalf of the Board of Directors of Conzeta AG



Ernst Bärtschi
Chairman

Zurich, Monday, March 25, 2019

[The Annual Report 2018](#), 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 head office since March 20, 2019. It can also be downloaded at report.conzzeta.com, and the company will provide a printed version on request.

Shareholders who are registered in the share register as eligible to vote on April 9, 2019, will receive an invitation in the mail, including the agenda, enclosures and a registration and proxy form. No registered shares will be registered in the share register in the period from April 10 to April 16, 2019. Shareholders who wish to attend the General Meeting in person may order admission tickets either online or by returning the enclosed registration form. The access codes for the online platform are printed on the registration form.

Representation and appointment of proxy: The following representation options are available to shareholders who will not be attending the General Meeting in person:

a) Representation by a proxy: shareholders may appoint a person with legal capacity to act as their proxy by completing the enclosed registration and proxy form. The admission ticket will then be issued directly to the proxy.

b) Representation by Bretschger Leuch Rechtsanwälte, the independent proxy (usually represented by Marianne Sieger, attorney-at-law), Kuttelgasse 8, CH-8022 Zurich. Shareholders may appoint and direct the independent proxy how to vote either online or by completing the enclosed registration and proxy form. The access codes for the online platform are printed on the registration

form. The independent proxy may be appointed and instructions given or changed online up until 4:30 pm (CET) on April 12, 2019 at the latest.

Please note that only registered shareholders will be admitted to the General Meeting (guests will not be admitted). Shareholders who sell their shares prior to the General Meeting are no longer eligible to vote. In the event that part of a shareholding is sold, the issued admission ticket must be exchanged for a new admission ticket prior to the General Meeting.

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 Conzzeta'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 remuneration and additional benefits. CHF 1.5 million is proposed as the maximum total amount of compensation for the term of office running from the 2019 Annual General Meeting up to the 2020 Annual General Meeting. This amount is unchanged from the total amount approved by the General Meeting for the previous period, in which the actual total compensation paid to the Board of Directors was CHF 1.3 million.

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

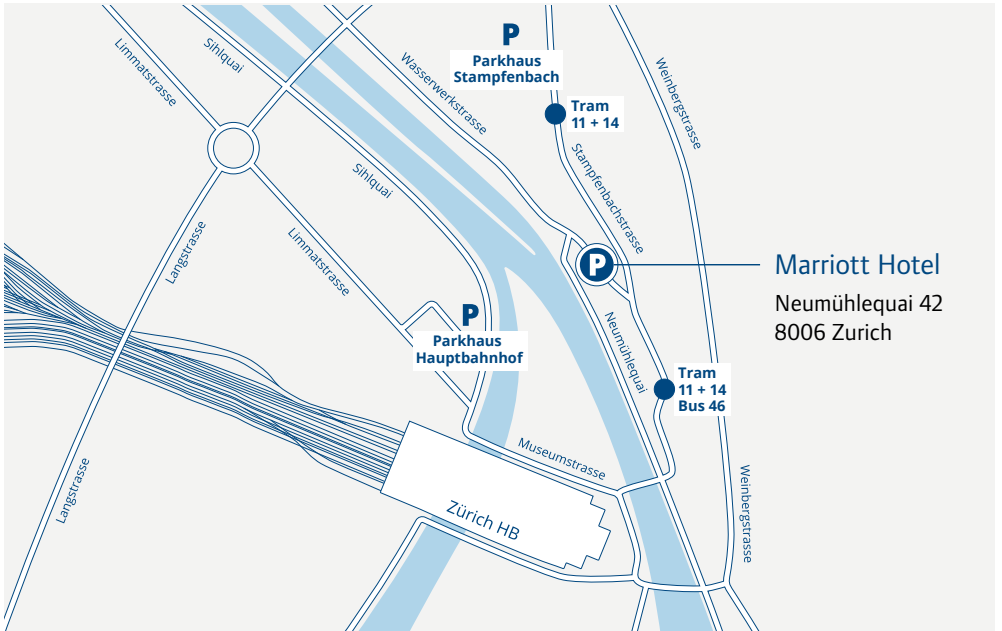
each year to cast a direct binding vote to determine the maximum amount of compensation to be paid to the Executive Committee for the upcoming financial year. Compensation for the Executive Committee comprises a fixed base salary, a variable performance-related cash component (short-term incentive, STI) 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.

For 2018, the maximum total compensation payable to the Executive Committee approved by the General Meeting was CHF 7.7 million. For 2019, it is CHF 8.2 million. For the 2020 financial year, the Board of Directors is proposing to increase the maximum total compensation payable to CHF 8.4 million. This figure takes into account both the market situation and the additional challenges that arise from growth and internationalization which must be handled by corporate management. At CHF 3.9 million, the maximum performance-related compensation payable in 2020 constitutes around 46% of the Executive Committee's maximum total compensation.

In connection with the performance review process, the Executive Committee received a total of CHF 7.5 million for 2018. Together with the compensation lost on entitlements due to changes in the composition of the Executive Committee, total compensation for the Executive Committee amounted to CHF 7.8 million, in accordance with the Article 24 of the Articles of Association.

Directions/Refreshments



We recommend taking public transport. Only a limited number of parking spaces are available in the public car park of the Zurich Marriott Hotel.

Following the meeting, we would like to invite you to enjoy some refreshments.

Conzzeta Management AG

Giesshuebelstrasse 45

8045 Zurich

www.conzzeta.com

report.conzzeta.com