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Sub-category: Invitation to the General Meeting

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DDM Holding AG, Landis + Gyr Strasse 1, 6300 Zug

Invitation to the ordinary general meeting DDM Holding AG

Organisation concerned:

DDM Holding AG
CHE-115.906.312
Landis + Gyr Strasse 1
6300 Zug

General meeting details:

23.06.2022, 11:00 Uhr, At the offices of Walder Wyss Ltd, Seefeldstr. 123, 8008 Zurich

Invitation/Agenda:

DDM Holding AG - Invitation to the 2022 AGM

This year's Annual General Shareholders' Meeting (the "AGM") of DDM Holding AG (First North Growth Market: DDM), (the "Company") will take place on Thursday 23 June 2022 at 11:00 am CEST at the offices of Walder Wyss Ltd, Seefeldstr. 123, 8008 Zurich and will be held in line with art. 27 of the Swiss Federal Council's Third Ordinance on Measures to Combat the Coronavirus. As a consequence, shareholders can only submit their voting instructions in writing or electronically to the independent proxy. Detailed information on this and the agenda items can be found in the attached invitation to the AGM, also available on the Company's website, <http://ddm-group.ch/investors>.

Agenda and Proposals

1. Election of the Chairman for the day
2. Approval of the Annual Report, the Statutory Financial Statements and the Consolidated Financial Statements 2021
3. Appropriation of Available Earnings 2021
4. Discharge of the Members of the Board of Directors and of the Members of the Executive Management
5. Elections:

5.1 Re-Elections of the current Board Members

5.1.1. Jörgen Durban

5.1.2. Erik Fällström

5.1.3. Joachim Cato

5.1.4. Andreas Tuczka

5.2 Re-Election of the Chairman

5.3 Re-Election of the Members of the Remuneration Committee

5.4 Re-Election of the Independent Proxy

5.5 Re-Election of the Statutory Auditors

6. Consultative Vote on the Compensation Report 2021

7. Votes on the Compensation of the Members of the Board of Directors and the Executive Management:

7.1 Compensation for the Members of the Board of Directors for the period from the end of this Annual General Shareholders' Meeting until the end of the 2023 annual general shareholders' meeting

7.2 Maximum aggregate amount of variable compensation of the Members of the Executive Management for the business year 2022

7.3 Maximum aggregate amount of fixed compensation of the Members of the Executive Management during the business year 2023

8. Compensation for DDM Group Finance S.A. for Brokerage Services during the business year 2021

9. Extension of authorized share capital

Remarks:

For further details regarding the DDM Holding AG - Invitation to the 2022 AGM please refer to the PDF attached.

DDM Holding AG - Invitation to the 2022 AGM

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A. Agenda and Proposals

1. Election of the Chairman for the Day

As the members of the Board of Directors will not be present at Annual General Shareholders' Meeting in order to reduce the number of participants as far as possible in light of the COVID-19 pandemic, the Board of Directors proposes:

To elect Fredrik Olsson, Chief Financial Officer of the Company, as chairman for the day so that he may chair the Annual General Shareholders' Meeting.

Explanation: According to art. 10 para. 1 of the articles of association of the Company the Annual General Shareholders' Meeting shall be chaired by the chairman of the Board of Directors, or, in his absence, by another member of the Board of Directors or by another chairman for the day elected by the General Shareholders' Meeting, who does not have to be a shareholder.

2. Approval of the Annual Report, the Statutory Financial Statements and the Consolidated Financial Statements 2021

The Board of Directors proposes to approve the annual report, the statutory financial statements and the consolidated financial statements 2021.

3. Appropriation of Available Earnings 2021

	EUR	CHF
Net loss for the year	(398'253)	(431'990)
Retained profit carried forward	2'881'995	3'300'407
Amount at the disposal of the shareholders	2'483'742	2'898'417
Proposal		
Allocation to statutory retained earnings	0	0
To be carried forward	2'483'742	2'898'417

The Board of Directors proposes to the Annual General Shareholders' Meeting to carry forward the accumulated net profit of CHF 2'898'417 (comprising retained profits of CHF 3'300'407 carried forward from previous years and the loss for 2021 of CHF 431'990).

4. Discharge of the Members of the Board of Directors and of the Members of the Executive Management

The Board of Directors proposes to grant discharge to all members of the Board of Directors and the Company's executive management committee (the **Executive Management**) for the business year 2021.

5. Elections

5.1. Re-Elections of current Board Members

The Board of Directors proposes to re-elect the following current members of the Board of Directors, each for a term of one year ending after completion of the next annual general shareholders' meeting:

- 5.1.1. **Jörgen Durban**
- 5.1.2. **Erik Fällström**
- 5.1.3. **Joachim Cato**
- 5.1.4. **Andreas Tuczka**

Explanation: All re-elections are held individually. The curricula vitae of the current members of the Board of Directors are available in the 2021 annual report and also on the Company's website under <https://www.ddm-group.ch/investors/corporate-governance>.

5.2. Re-Election of the Chairman

The Board of Directors proposes to re-elect Jörgen Durban as chairman of the Board of Directors for a term of one year ending after completion of the next annual general shareholders' meeting.

5.3. Re-Election of the Members of the Remuneration Committee

The Board of Directors proposes to re-elect Jörgen Durban and Erik Fällström as members of the remuneration committee for a term of one year ending after completion of the next annual general shareholders' meeting.

Explanation: Both elections are held individually.

5.4. Re-Election of the Independent Proxy

The Board of Directors proposes to re-elect the law firm Bratschi AG (CHE-114.281.308), Zurich, Switzerland, as independent proxy for a term of one year ending after completion of the next annual general shareholders' meeting.

5.5. Re-Election of the Statutory Auditors

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG (CHE-434.873.063), Luzern, as the statutory auditors for the business year 2022.

6. Consultative Vote on the Compensation Report 2021

The Board of Directors proposes to approve, on a consultative basis, the compensation report for the business year 2021. The compensation report provides details on the compensation paid for the business year 2021 and compares these figures with the compensation figures for the business year 2020.

Explanation: In line with Swiss best practice, the Board of Directors is seeking shareholders' approval of the compensation report 2021 on a consultative basis.

7. Votes on the Compensation of the Members of the Board of Directors and the Executive Management

7.1. Maximum aggregate amount of fixed compensation for the Members of the Board of Directors for the period from the end of this Annual General Shareholders' Meeting until the end of the 2023 annual general shareholders' meeting

The Board of Directors proposes to approve the maximum aggregate amount of CHF 1'000'000 as fixed compensation for the members of the Board of Directors for the period until the end of the 2023 annual general shareholders' meeting.

Explanation: The above proposal is based on the remuneration of the members of the Board of Directors as well as remuneration for their services rendered in board committees and remuneration for potential consulting services provided. The actual compensation paid to each member of the Board of Directors during a business year is disclosed in the respective compensation report governing such business year and is made available (together with the accompanying audit report) to the shareholders in accordance with the applicable Swiss law.

7.2. Maximum aggregate amount of variable compensation of the Members of the Executive Management for the business year 2022

The Board of Directors proposes to approve the maximum aggregate amount of CHF 2'400'000 as variable compensation for the Executive Management regarding their performance during the business year 2022 (i.e. from 1 January 2022 until 31 December 2022).

Explanation:

- (a) The actual compensation earned by the members of the Executive Management during a business year will be disclosed in the respective compensation report governing such business year and will be made available (together with the accompanying audit report) to the shareholders in accordance with applicable Swiss law.
- (b) The variable compensation of members of the Executive Management could consist of cash remuneration and share options granted under a share option plan implemented by the Board in accordance with article 3^{quater} of the Company's articles of association and is subject to the approval of the maximum aggregate amount of variable compensation by the Annual General Shareholders' Meeting and is determined taking into consideration the duties and responsibilities of the recipients, performance of the Company and the individual member.
- (c) For further details on the Company's Board and Executive Management's Remuneration, please refer to the compensation report, available on the Company's website under:
<https://www.ddm-group.ch/investors/corporate-governance/shareholder-meetings/agm>.

7.3. Maximum aggregate amount of fixed compensation of the Members of the Executive Management during the business year 2023

The Board of Directors proposes to approve the maximum aggregate amount of CHF 2'000'000 as fixed compensation for the members of the Executive Management for the business year 2023 (i.e. from 1 January 2023 until 31 December 2023).

8. Vote on the compensation for DDM Group Finance S.A. for brokerage services during the business year 2021

The Board of Directors proposes to approve the compensation of DDM Group Finance S.A. for brokerage services provided by DDM Group Finance S.A. to the Company and its subsidiaries during the business year 2021 amounting to EUR 4'231'000.

Explanation:

DDM Group Finance S.A., being the largest shareholder in the Company, whose shares are ultimately held by trusts attributable to Erik Fällström and Andreas Tuczka, entered into an agreement during 2019 with the Company where DDM Group Finance S.A. provides brokerage services under an asset management contract. Brokerage services from DDM Group Finance S.A. to the Company and its subsidiaries during the business year 2021 amounted to EUR 4'231'000. In relation to this total amount, EUR 2'355'000 has been capitalized, EUR 1'101'000 has been recognized as consultancy expenses and EUR 775'000 has been prepaid during the business year 2021.

9. Extension of Authorized Share Capital

The Board of Directors proposes to extend the current Authorized Share Capital (Art. 3^{bis} paragraph 1) and change the articles of association as follows:

Art. 3^{bis}

Genehmigtes Aktienkapital

¹ Der Verwaltungsrat ist ermächtigt jederzeit bis zum 22. Juni 2024 das Aktienkapital im Maximalbetrag von CHF 6'780'223.00 durch Ausgabe von höchstens 6'780'223 voll zu liberierenden Namenaktien mit einem Nennwert von je CHF 1.00 zu erhöhen. Erhöhungen in Teilbeträgen sind gestattet.

Art. 3^{bis}

Authorized Share Capital

¹ The Board of Directors shall be authorized to increase the share capital in an amount not to exceed CHF 6,780,223.00 through the issuance of up to 6,780,223 fully paid-in registered shares with a nominal value of CHF 1.00 per share by not later than 22 June 2024. Increases in partial amounts shall be permitted.

Explanation: The proposed extension of the Authorized Share Capital as per this new art. 3^{bis} paragraph 1 of the Company's articles of association (Authorized Share Capital) is a replacement of the currently existing, equivalent mandate in the same amount of CHF 6'780'223.00 under the current art. 3^{bis} which will expire on 17 September 2022 and serves the purpose of maintaining an adequate flexibility for the Board of Directors to resolve on capital increases if deemed to be in the best interest of the Company.

B. Documentation

The 2021 annual report, consisting of the full business review, the consolidated financial statements, the statutory financial statements and the respective reports of the statutory auditors as well as the compensation report, are available at the Company's headquarters (prior appointment required) and on the Company's website under <https://www.ddm-group.ch/investors>. Printed copies will be distributed to shareholders of record upon request.

C. Participation and Voting Rights

Shareholders registered with voting rights in the share register as of the close of business on 10 June 2022, will be authorized to participate exclusively by means of representation by the independent proxy and to vote at the Annual General Shareholders' Meeting. From close of business on 10 June 2022 up to and including 23 June 2022, no entries will be made in the share register which would create a right to vote at the Annual General Shareholders' Meeting. Shareholders who sell part or all of their shares before the Annual General Shareholders' Meeting are no longer entitled to vote to that extent. Such shareholders are required to exchange their voting material to reflect the change in their shareholding.

Shareholders who wish to participate by means of representation by the independent proxy at the Annual General Shareholders' Meeting may either download the registration form via our website <http://ddm-group.ch/investors> or request a physical copy by e-mail to Generalversammlung@computershare.ch. The registration form should be completed and returned by mail or e-mail to the following address: Computershare Schweiz AG, General meetings, P.O. Box, 4601 Olten, Switzerland; e-mail: Generalversammlung@computershare.ch as soon as possible, but in any case no later than 20 June 2022. Upon receipt of their registration form shareholders will be provided with voting material (including proxy form) for the Annual General Shareholders' Meeting.

Shareholders (i) whose shares are registered in accordance with the Articles of Association of the Company in a securities register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479) or otherwise in accordance with Swedish law and (ii) who hold such shares through a nominee must, in order to be entitled to vote by the independent proxy at the Annual General Shareholders'

Meeting, temporarily register the shares in their own name. For the shares to be re-registered in time, such shareholders should instruct the nominee that manages the shares well in advance of 10 June 2022 for temporary re-registration, so called voting registration. After such shares have been registered in the shareholder's own name, the shareholder shall follow the instructions as set out above in this section.

D. Representation

Shareholders can have their shares represented at the Annual General Meeting only by the independent proxy. Bratschi AG, Zürich, Switzerland, has been elected at the ordinary general shareholders' meeting held on 22 June 2021 as the independent proxy of the Company and will thus serve as independent proxy for the Annual General Shareholders' Meeting.

Shareholders opting to be represented by the independent proxy shall submit the original of the completed and signed power of attorney (incorporated in the voting material) with voting instructions to Computershare Schweiz AG, General meetings, P.O. Box, 4601 Olten, Switzerland; e-mail: Generalversammlung@computershare.ch by no later than 20 June 2022. Shareholders may also vote by issuing electronic proxy and voting instructions to the independent proxy by voting through the online proxy voting platform <https://www.gvote.ch/> until 21 June 2022, 11:59 pm CEST. Further details can be found on the Company's website <http://ddm-group.ch/investors>.

To the extent that a shareholder opts to be represented by the independent proxy but does not give the independent proxy specific voting instructions, the independent proxy will vote as proposed by the Board of Directors.

Kindly note that, in line with the Swiss Federal Council's Third Ordinance on Measures to Combat the Coronavirus, physical attendance of the Annual General Meeting is not permitted.

E. Shares and votes

As of the date hereof, the share capital of the Company amounts to CHF 13'560'447.00, divided into 13'560'447 fully paid-in registered shares with a nominal value of CHF 1.00 each and thus a total of CHF 13'560'447.00. As of the same date, the Company does not directly or indirectly hold treasury shares.

DDM Holding AG

2 June 2022

for the Board of Directors,
Jörgen Durban
Chairman