

# MEDIA RELEASE

## Ad Hoc announcement pursuant to Art. 53 LR

26 April 2022

### Invitation to the 34th Annual General Meeting of Valartis Group AG

*The Board of Directors of Valartis Group AG invites the Shareholders to the Annual General Meeting 2022. The meeting will take place on Tuesday, 17 May 2022 at 10.00 a.m., at L'Aigle noir ([www.aiglenoir.ch](http://www.aiglenoir.ch)), Rue des Alpes 10, 1700 Fribourg (doors open at 9.30 a.m.).*

### Agenda Items and Proposals of the Board of Directors

#### 1 Annual Report 2021

**Proposal:** Approval of the Group financial statements and the management report of Valartis Group and the financial statements of Valartis Group AG and acknowledgement of the reports of the auditors.

#### 2 Allocation of available earnings of Valartis Group AG

**Proposal:**

Retained earnings carried forward from previous year	CHF	58,368,146
Net result for the year 2021	CHF	353,706
<b>Earnings available for the general meeting of shareholders</b>	<b>CHF</b>	<b>58,721,852</b>
<b>Earnings to be carried forward</b>	<b>CHF</b>	<b>58,721,852</b>

**Dividend payments:**

For the financial year 2021, the Board of Directors proposes to the Shareholders' Meeting 2022 to pay no dividend (previous year: CHF 0.00 per share).

#### 3 Discharge of the members of the Board of Directors and Executive Management

**Proposal:** Discharge of the members of the Board of Directors and Executive Management for the financial year 2021.

#### 4 Consultative vote on the Compensation Report 2021

The Compensation Report 2021 presents the remuneration policy and the remuneration processes of Valartis Group and shows the link between performance components and remuneration. The compensation report of Valartis Group describes the compensation committee, the compensation principles, and the determination of remuneration as well as the overview of remuneration and loans, share and option holdings of the members of the Board of Directors and Executive Management as of the end of 2021.

Shareholders can download the Compensation Report 2021 as part of the Annual Report from the Valartis website under Investor Relations: [www.valartisgroup.ch/en/#geschaeftsberichte](http://www.valartisgroup.ch/en/#geschaeftsberichte)

**Proposal:** Approval of the Compensation Report 2021 (advisory vote).

#### 5 Approval of the remuneration of the members of the Board of Directors and Executive Management

In accordance with Article 29 of the Articles of Association, the Board of Directors **proposes** to vote separately on the remuneration of the Board of Directors and Executive Management at the General Meeting.

##### 5.1 Compensation of the Board of Directors (excluding the bonuses to be paid to the members of the Board of Directors) from the 2022 Annual General Meeting to the 2023 Annual General Meeting

**Proposal:** Approval of the total compensation of the Board of Directors for the period from the Annual General Meeting 2022 to the Annual General Meeting 2023 in the amount up to CHF 600,000 (fixed compensation). This total amount includes the fixed compensation of the Board Members and their activities and additional tasks as members of the Board of Directors of Valartis Group as well as in the various committees such as the Business Development Committee or the Compensation Committee.

##### 5.2 Grant of “Award Shares” and sale of “Purchase Shares” paid to the members of the members of the Board of Directors from the 2021 Annual General Meeting to the 2022 Annual General Meeting

**Proposal:** Approval of the grant of 10,500 shares (“Award Shares”) and the sale of 12,100 shares (“Purchase Shares”) restricted for period of 3 years, being the equivalent of CHF 106,000 (excluding legally required employer’s contributions to AHV/IV/ALV), to the members of the Board of Directors for the period from the Annual General Meeting 2021 to the Annual General Meeting 2022.

##### 5.3 Total compensation of Executive Management (excluding the bonuses to be paid to members of Executive Management) for the 2023 financial year

**Proposal:** Approval of the total amount of Executive Committee compensation to be allocated for the financial year ending 31 December 2023, i.e. up to CHF 500,000 (fixed compensation). This total amount includes the fixed compensation of the Delegate of the Board of Directors.

## 6 Re-elections to the Board of Directors

The General Meeting elects the members of the Board of Directors individually each year (as per Article 15 of the Articles of Association). Information on the members of the Board of Directors can be found in the Annual Report under Corporate Governance, Board of Directors or at [www.valartisgroup.ch/en/#verwaltungsrat](http://www.valartisgroup.ch/en/#verwaltungsrat).

**Proposal:** Re-election of Mr Gustav Stenbolt as Chairman of the Board of Directors for a term of office until the conclusion of the next Annual General Meeting and re-election of Mr Philipp LeibundGut and Mr Olivier Brunisholz as members of the Board of Directors for a term of office until the conclusion of the next Annual General Meeting.

6.1 Re-election of Gustav Stenbolt as Chairman of the Board of Directors

6.2 Re-election of Philipp LeibundGut as a member of the Board of Directors

6.3 Re-election of Olivier Brunisholz as a member of the Board of Directors

## 7 Elections to the Compensation Committee

Each year, the General Meeting elects the members of the Compensation Committee from the Board of Directors individually (as per Article 24 of the Articles of Association).

**Proposal:** Election of Philipp LeibundGut, Gustav Stenbolt and Olivier Brunisholz as members of the Compensation Committee of the Board of Directors, each for a term of office until the conclusion of the next Annual General Meeting. If Philipp LeibundGut is elected as member of the Compensation Committee, the Board intends to appoint him as Chairman of the Compensation Committee.

7.1 Election of Philipp LeibundGut as a member of the Compensation Committee

7.2 Election of Gustav Stenbolt as a member of the Compensation Committee

7.3 Election of Olivier Brunisholz as a member of the Compensation Committee

## 8 Re-election of the Auditors

**Proposal:** Re-election of BDO SA, in 1215 Genève 15, Switzerland, as auditors for one year.

Further information on the Auditors can be found in the Corporate Governance Chapter of the Annual Report 2021.

## 9 Election of the Independent Proxy

The General Meeting elects the independent proxy until the end of the next Annual General Meeting.

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**Proposal:** Election of Martin Rechtsanwälte GmbH – Attorneys at Law, Steinberggasse 23, 8400 Winterthur, as independent proxy of Valartis Group AG until the conclusion of the next Annual General Meeting.

Fribourg FR, 26. April 2022

For the Board of Directors  
The Chairman  
Gustav Stenbolt

## ORGANISATIONAL MATTERS

### **Annual report and audit reports**

The Annual Report 2021 (including Compensation Report and Reports of the Auditors) was published on Tuesday, 5 April 2022. It is available at the Valartis Group AG's office (29/31 Rue de Romont, 1700 Fribourg) or can be downloaded from the Valartis Group website: [www.valartisgroup.ch/en/#geschaeftsberichte](http://www.valartisgroup.ch/en/#geschaeftsberichte).

### **Personal attendance at the Annual General Meeting**

Invitation and voting materials will be sent from 26 April to 4 May 2022 to shareholders registered in the share register. They will be offered the possibility to order an Admission Card by returning the form "Participation in the 34<sup>th</sup> Annual General Meeting of Valartis Group AG" to Martin Rechtsanwälte GmbH – Attorneys at Law, Steinberggasse 23, 8400 Winterthur using the envelope provided. Between the 11 May 2022 and 13 May 2022, Admission Cards will be sent out to shareholders who register to attend the Annual General Meeting. Voting slips will be provided directly at the Annual General Meeting.

### **Language**

Please note that the Annual General Meeting will be held in English only. Simultaneous translation services to German will not be available.

### **Representation and return of the voting form**

Shareholders who will not attend the Annual General Meeting in person are encouraged to appoint a proxy. A shareholder of Valartis Group AG may only be represented at the General Meeting by his legal representative, another shareholder with voting rights or the independent proxy. Martin Rechtsanwälte GmbH – Attorneys at Law, Steinberggasse 23, 8400 Winterthur, was elected as independent proxy. By signing the voting form, you are authorising the Independent Proxy to vote in favour of the proposals of the Board of Directors unless written instructions to the contrary are given. If you wish to authorise Martin Rechtsanwälte GmbH, please send the voting form including your power of attorney and written voting instructions to the independent proxy, Martin Rechtsanwälte GmbH, no later than by Tuesday, 10 May 2022 (receipt).

### **Computershare online platform – electronic remote voting via proxies and instructions to the Independent Proxy**

Shareholders may vote and participate in elections by means of instructing the Independent Proxy, Martin Rechtsanwälte GmbH, via the investor web service at [www.gvote.ch](http://www.gvote.ch). The required personal login data are enclosed to the invitation. The Independent Proxy may be instructed via the online platform until Tuesday, 10 May 2022, 23:59 CEST on.

### **Voting entitlement**

Those shareholders entered in the Share Register until Thursday, 28 April 2022 (included) are entitled to vote.

### **Close of share register**

The Share register will be closed for changes from 29 April to 17 May 2022 (included). Any change in shareholdings during this period will be recorded again from the 18 May 2022.