DKSH

Reply form
91st Annual General Meeting of DKSH Holding Ltd. on March 26, 2024

You can order an admission card or issue instructions either electronically or by post:

Electronic response (deadline: March 22, 2024, 12:00 noon CET)

If you would like to order your admission card or issue your power of attorney and voting instructions to the Independent Proxy electronically, please go to https://dksh.netvote.ch or scan the adjacent QR code.
Please use the login data below:

Username: Password:

Would you like to receive the invitation electronically in the future? Choose the electronic delivery method at dksh.netvote.ch

Reply Form by post (we must have received your reply form at the address indicated on the reply envelope by March 22, 2024, at the latest)

☐ I/we will attend the Annual General Meeting in person and ask you to send me/us an admission card.

or

Appointment of proxy
A shareholder of DKSH Holding AG may be represented at the Annual General Meeting by his or her legal representative, the Independent Proxy or a third party who does not need to be a shareholder (art. 11 of the Articles of Association).
If DKSH Holding Ltd. or members of the Board of Directors or the Executive Commitee are appointed as proxies, the power of attorney will be delegated to the Independent Proxy.

☐ I/we shall not attend the Annual General Meeting in person and hereby appoint as my/our proxy to vote my/our shares at the Annual General Meeting (Please indicate name and postal address):

____

☐ I/we duly authorize the Independent Proxy, Mr. Ernst A. Widmer, EAW Legal, Rotes Schloss, Beethovenstrasse 5, CH-8002 Zurich, Switzerland or, should he not be available, the Independent Proxy as appointed by the Board of Directors as substitute, to duly represent me/us at the Annual General Meeting 2024.

With the due execution of this form I/we authorize the respective Independent Proxy to vote in accordance with the motions of the Board of Directors save for any deviating written instructions (incl. general instructions) given by me/us with respect to a specific agenda item on the back of this page. This also applies if motions are put to the vote at the Annual General Meeting that are not mentioned in the invitation. Please use the instruction form on the back of this page for your deviating instructions.

The granting of proxy pursuant to the options mentioned above shall only be recognized if the form is validly signed.

Date: ________________ Signature: ____________________ Signature[1]: ____________________

[1] A second signature is mandatory if it is required to make a proxy legally valid.

Instruction form
Voting instructions to the Independent Proxy

Specific instructions		**Yes**	**No**	**Abstain**
1.	**Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the financial year 2023** Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the financial year 2023	☐	☐	☐
2.	**Consultative vote on the Report on Non-Financial Matters (“Sustainability Report”) for the financial year 2023** Acceptance of the Sustainability Report for the financial year 2023 (consultative vote).	☐	☐	☐
3.	**Appropriation of available earnings as per balance sheet 2023 and declaration of dividend** Distribution of a dividend as proposed in the invitation	☐	☐	☐
4.	**Discharge from liability of the members of the Board of Directors and the Executive Committee for the financial year 2023** Granting of discharge from liability to each member of the Board of Directors and the Executive Committee for the financial year 2023	☐	☐	☐
5.	**Approval of the compensation of the members of the Board of Directors and the Executive Committee as well as consultative vote on the Compensation Report**			
5.1	**Compensation of the Board of Directors** Approval of the maximum aggregate amount of the compensation of the Board of Directors for the term of office until the next Annual General Meeting in the amount of CHF 2,800,000.	☐	☐	☐
5.2	**Compensation of the Executive Committee** Approval of the maximum aggregate amount of the compensation of the Executive Committee for the financial year 2025 in the amount of CHF 19,500,000.	☐	☐	☐
5.3	**Consultative vote on the Compensation Report for the financial year 2023** Acceptance of the Compensation Report for the financial year 2023 (consultative vote).	☐	☐	☐
6.	**Reelection of the members of the Board of Directors, the Chairman of the Board of Directors and the members of the Nomination and Compensation Committee**			
6.1	**Reelection of the current members of the Board of Directors and the Chairman of the Board of Directors**			
	Mr. Gabriel Baertschi	☐	☐	☐
	Dr. Wolfgang Baier	☐	☐	☐
	Mr. Jack Clemons	☐	☐	☐
	Mr. Adrian T. Keller	☐	☐	☐
	Mr. Andreas W. Keller	☐	☐	☐
	Prof. Dr. Annette G. Köhler	☐	☐	☐
	Dr. Hans Christoph Tanner	☐	☐	☐
	Ms. Eunice Zehnder-Lai	☐	☐	☐
	Mr. Marco Gadola as member and Chairman of the Board of Directors	☐	☐	☐
6.2	**Reelection of the members of the Nomination and Compensation Committee**			
	Mr. Gabriel Baertschi	☐	☐	☐
	Mr. Adrian T. Keller	☐	☐	☐
	Ms. Eunice Zehnder-Lai	☐	☐	☐
7.	**Reelection of the Statutory Auditors** Reelection of Ernst & Young Ltd., Zurich, as Statutory Auditors of DKSH Holding Ltd. for the financial year 2024	☐	☐	☐
8.	**Reelection of the Independent Proxy** Reelection of Mr. Ernst A. Widmer, Zurich, as Independent Proxy for a term of office until completion of the next Annual General Meeting.	☐	☐	☐

General Instructions

In case of unannounced motions to agenda items and/or motions to new agenda items are being proposed (art. 704b CO) I/we authorize the Independent Proxy to vote as follows:

☐ According to the motions of the Board of Directors
☐ Against unannounced motions and/or new agenda items
☐ Abstain from voting

Please tick the relevant box. Signature on front side.
To the extent that you do not issue any specific instruction in relation to the individual agenda items set out above (including in relation to motions not mentioned in the invitation), you hereby instruct the Independent Proxy to vote pursuant to the motions of the Board of Directors. (The original German text is binding)