

# DKSH Holding Ltd. Invitation to the 91<sup>st</sup> Annual General Meeting



**DKSH**

Delivering Growth – in Asia and Beyond.



Zurich, February 27, 2024

**To the shareholders of DKSH Holding Ltd.**

Dear Shareholders,

The Board of Directors is pleased to invite you to the 91<sup>st</sup> Annual General Meeting of DKSH Holding Ltd.:

**Date**

Tuesday, March 26, 2024 at 10:00 a.m. CET  
Admission from 9:00 a.m. CET

**Venue**

Lake Side  
Bellerivestrasse 170  
8008 Zurich  
Switzerland

# Agenda and Motions

## 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

Motion of the Board of Directors:  
Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the financial year 2023.

*Explanation of the Board of Directors:*  
According to Art. 698 para. 2 items 3 and 4 of the Swiss Code of Obligations (CO) and § 8 lit. c and d of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the Financial Statements and the Group Consolidated Financial Statements. The approval of the Financial Statements is a prerequisite for the resolution on the appropriation of available earnings, in particular the determination of the dividend.

## 2. Consultative vote on the Report on Non-Financial Matters ("Sustainability Report") for the financial year 2023

Motion of the Board of Directors:  
Acceptance of the Sustainability Report

for the financial year 2023 (consultative vote).

*Explanation of the Board of Directors:*  
According to Art. 964c para. 1 of the CO and § 8 lit. j of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the Sustainability Report.

## 3. Appropriation of available earnings as per balance sheet 2023 and declaration of dividend

|                                      |            |                    |
|--------------------------------------|------------|--------------------|
| Retained earnings brought forward    | CHF        | 700,316,777        |
| Profit after tax                     | CHF        | 85,519,467         |
| <b>Total available earnings 2023</b> | <b>CHF</b> | <b>785,836,244</b> |

Motion of the Board of Directors:  
The Board of Directors proposes the following distribution of dividends from the available earnings 2023<sup>1</sup>:

|                               |     |               |
|-------------------------------|-----|---------------|
| Ordinary dividend             | CHF | (146,137,470) |
| Balance to be carried forward | CHF | 639,698,774   |

If this proposal is approved by the General Meeting, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 2.25

<sup>1</sup>No dividend will be declared on own shares held by DKSH Holding Ltd.

per share. Subject to the approval of the General Meeting, the distribution is expected to be made as of April 3, 2024, onwards. The record date is April 2, 2024. The shares will be traded ex-dividend as of March 28, 2024. The last trading day with entitlement to receive the dividend is March 27, 2024.

*Explanation of the Board of Directors:*

According to Art. 698 para. 2 item 4 of the CO and § 8 lit. d of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the appropriation of available earnings, in particular the determination of the dividend.

**4. Discharge from liability of the members of the Board of Directors and the Executive Committee for the financial year 2023**

Motion of the Board of Directors:  
Granting of discharge from liability to each member of the Board of Directors and the Executive Committee for the financial year 2023.

*Explanation of the Board of Directors:*

According to Art. 698 para. 2 item 7 of the CO and § 8 lit. h of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for

granting of discharge to the members of the Board of Directors and the Executive Committee.

**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**

Motion 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.

*Explanation of the Board of Directors:*

According to Art. 698 para. 3 item 4 and Art. 735 para. 1 of the CO as well as § 8 lit. g of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the aggregate amount of compensation of the Board of Directors.

The present motion corresponds to the motion of the Board of Directors at the last Annual General Meeting. The maximum aggregate amount of the compensation of the members of the Board

of Directors for the term of office until the next Annual General Meeting consists of a fixed base compensation, applicable committee fees, allowances, and social security contributions. The Board of Directors determines the compensation effectively payable to the individual members of the Board of Directors. The latter is published in the annual Compensation Report of the respective financial year. In the financial year 2023, the total amount effectively paid to the members of the Board of Directors was CHF 2,360,000. For further details regarding the compensation of the Board of Directors, please refer to the Compensation Report 2023.

## **5.2 Compensation of the Executive Committee**

Motion of the Board of Directors:  
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.

*Explanation of the Board of Directors:*  
According to Art. 698 para. 3 item 4 and Art. 735 para. 1 of the CO as well as § 8 lit. g of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the

total amount of the compensation of the Executive Committee.

The maximum aggregate amount of the compensation encompasses the compensation of the members of the Executive Committee, i.e., in total 11 persons. The maximum aggregate amount of the compensation of the members of the Executive Committee for the financial year 2025 consists of a fixed compensation (including allowances and social security contributions), a short-term performance-based compensation, and a long-term performance-based compensation in the form of Performance Share Units ("PSUs"), which will entitle the members of the Executive Committee to receive, after the expiry of a vesting period of three years and subject to the achievement of certain performance objectives, from 0 up to a maximum of 1.5 shares of DKSH Holding Ltd. for each PSU.

Therefore, the maximum aggregate amount of the compensation of the Executive Committee submitted to the shareholders' vote is normally higher than the amount of compensation that will be effectively paid out to the members of the Executive Committee based on the performance achieved. The

amount effectively paid out or granted will be disclosed in the Compensation Report of the respective financial year. In 2023, the total amount of compensation paid out or granted to the Executive Committee was CHF 14,513,000, well within the maximum aggregate amount of compensation approved for the Executive Committee by the 2022 Annual General Meeting of CHF 19,500,000. Further details on the compensation of the Executive Committee for the financial year 2023 can be found in the Compensation Report 2023.

### **5.3 Consultative vote on the Compensation Report for the financial year 2023**

Motion of the Board of Directors:  
Acceptance of the Compensation Report for the financial year 2023 (consultative vote).

#### *Explanation of the Board of Directors:*

In accordance with Art. 735 para. 3 item 4 of the CO and § 28 para. 2 of the Articles of Association of DKSH Holding Ltd., the Board of Directors submits the Compensation Report, which is part of the Annual Report, to the General Meeting for a 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**

Motion of the Board of Directors:  
Separate reelection of each of the following current members 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

as well as reelection of Mr. Marco Gadola as member and Chairman of the Board of Directors, each for a term of office until completion of the next Annual General Meeting.

#### *Explanation of the Board of Directors:*

According to Art. 698 para. 2 item 2 of the CO and § 8 lit. b of the Articles of

Association of DKSH Holding Ltd., the General Meeting is responsible for the election of the members of the Board of Directors. The term of office of the members of the Board of Directors is limited by law to one year. The members of the Board of Directors are each (re)elected individually. According to Art. 698 para. 3 item 1 and Art. 712 para. 1 of the CO as well as § 8 lit. b of the Articles of Association of DKSH Holding Ltd., the General Meeting is also responsible for the election of the Chairman of the Board of Directors. His term of office is also limited by law to one year. Further information on the current members of the Board of Directors proposed for reelection can be found in the Corporate Governance Report 2023.

## **6.2 Reelection of the members of the Nomination and Compensation Committee**

Motion of the Board of Directors:  
Separate reelection of each of the following members of the Board of Directors as members of the Nomination and Compensation Committee for a term of office until completion of the next Annual General Meeting:

- Mr. Gabriel Baertschi
- Mr. Adrian T. Keller
- Ms. Eunice Zehnder-Lai

### *Explanation of the Board of Directors:*

According to Art. 698 para. 3 item 2 and Art. 733 para. 1 of the CO as well as § 8 lit. b of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for the election of the members of the Nomination and Compensation Committee. Their term of office is limited by law to one year. Only members of the Board of Directors may be elected.

## **7. Reelection of the Statutory Auditors**

Motion of the Board of Directors:  
Reelection of Ernst & Young Ltd., Zurich, as Statutory Auditors of DKSH Holding Ltd. for the financial year 2024.

### *Explanation of the Board of Directors:*

According to Art. 698 para. 2 item 2 of the CO and § 8 lit. b of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for the election of the Statutory Auditors. Ernst & Young Ltd., Zurich, has confirmed that it has the necessary independence to carry out the mandate.



## 8. Reelection of the Independent Proxy

Motion of the Board of Directors:  
Reelection of Mr. Ernst A. Widmer, Zurich, as Independent Proxy for a term of office until completion of the next Annual General Meeting.

*Explanation of the Board of Directors:*  
According to Art. 689c para. 1 and 698 para. 3 item 3 of the CO as well as § 8 lit. b of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for the election of the Independent Proxy. His term of office is limited by law to one year. Mr. Ernst A. Widmer has confirmed that he has the necessary independence to exercise the mandate.

Sincerely yours,

**DKSH Holding Ltd.**

On behalf of the Board of Directors



**Marco Gadola**

Chairman of the Board of Directors

## Enclosure:

- Reply form (with envelope) and instruction form for the Independent Proxy
- Letter to shareholders

## Organizational Notes

### Documents

Registered shareholders will find enclosed the reply form (with envelope) including the instruction form for granting power of attorney and instructions to the Independent Proxy.

The Annual Report 2023 (including the Financial Statements, the Group Consolidated Financial Statements, and the Compensation Report), the Sustainability Report as well as the reports of the Statutory Auditors have been available to shareholders for inspection at the Company's registered offices since February 16, 2024. The Annual Report and the Sustainability Report are also accessible on DKSH's website at <https://www.dksh.com/global-en/home/investors/results-and-publications> and <https://www.dksh.com/global-en/home/about-us/sustainability> respectively and may be downloaded.

### Submission of Agenda Items and Motions

On January 5, 2024, DKSH Holding Ltd. published a notice in the Swiss Official Gazette of Commerce (*"Schweizerisches Handelsamtsblatt"*) inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda or motions by no later than

February 10, 2024. No requests for inclusion of items on the agenda or motions were submitted.

### Admission Cards and Voting Rights

Shareholders who wish to attend the Annual General Meeting personally shall return the attached reply form in the enclosed envelope **by Friday, March 22, 2024** at the latest to: DKSH Holding Ltd., c/o areg.ch AG, Fabrikstrasse 10, 4614 Haegendorf, Switzerland. You will receive your admission and voting cards once you have registered. In order to determine the attendance correctly, any shareholder leaving the Annual General Meeting early or temporarily is requested to present the unused voting papers and admission card at the exit.

Shareholders registered in the share register of DKSH Holding Ltd. on March 18, 2024, at 5 p.m. (CET) are entitled to vote at the Annual General Meeting. The share register will be blocked for entries from March 19, 2024, until (and including) March 26, 2024. Shareholders who divest their shares during this period are no longer entitled to vote at the Annual General Meeting. In the event of a sale of part of the shares, the admission and voting cards sent must

be exchanged at the entrance control before the Annual General Meeting.

### **Representation and Proxy**

Shareholders registered in the share register with voting rights may be represented by their legal representative, the Independent Proxy (Mr. Ernst A. Widmer, EAW Legal, Rotes Schloss, Beethovenstrasse 5, CH-8002 Zurich) or, by way of written proxy, by a third party who does not have to be a shareholder. For the appointment of a proxy, shareholders shall use the enclosed reply form or the admission card. Any appointment of a proxy that is not duly signed will not be taken into account at the Annual General Meeting. Proxies used for the Annual General Meeting of March 26, 2024, may not be used for further Annual General Meetings.

### **Electronic granting of power of attorney to the Independent Proxy and transmission of instructions:**

Shareholders may give the Independent Proxy power of attorney and instructions electronically at <https://dksh.netvote.ch> and make changes to such instructions by March 22, 2024, 12:00 noon (CET). The respective login data (username and password) can be found on the attached reply form.

### **Speakers' Desk**

Shareholders who wish to speak are requested to contact the speakers' desk ("*Wortmeldeschalter*") before the Annual General Meeting.

### **Mobile Phones**

Please switch off your mobile phones during the Annual General Meeting.

### **Directions**

The Lake Side venue is located at the Zürichhorn in Zurich.

By car: From Bellevue, follow Bellevuestrasse in the direction of Utoquai and Rapperswil, Forch, Rüti. Due to a construction site, only a few parking spaces are available directly at the Lake Side venue. Further parking spaces are available in the Zürichhorn car park (approx. 400 meters from the Lake Side).

By public transport: Take tram 2 or 4 to "Fröhlichstrasse", bus 912 or 916 (only in the direction of Allmend) to "Chinagarten", or boat to "Casino Zürichhorn".

**DKSH Holding Ltd.**

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[www.dksh.com](http://www.dksh.com)

