

# ARTICLES OF ASSOCIATION

of

BOBST GROUP SA  
BOBST GROUP AG  
BOBST GROUP Ltd

Company limited by shares in Mex (Vaud)

## I. GENERAL PROVISIONS

### Article 1

Corporate Name and  
Registered Office

Under the denomination of BOBST GROUP SA (BOBST GROUP AG, BOBST GROUP Ltd.) a company limited by shares with the registered office in Mex (Vaud) has been established.

The Company can create branch offices and subsidiary companies in Switzerland and abroad by a resolution of the Board of Directors.

### Article 2

Purpose

The purpose of the Company is the participation in industrial, commercial and financial companies in Switzerland and abroad, in particular in the field of packing and related industries.

The Company can itself establish such companies or participate in already existing companies, finance them and support their development.

The Company can undertake all operations which, in the opinion of its Board of Directors, are favorable to the realization of its objective or useful for the placement of its available funds.

### Article 2 bis

Group

The Board of Directors may place participations and companies held by the Company under a single management and structure them as a group, hereinafter "the Group".

The details are set forth in the Organization Regulations.

### Article 3

Duration

The duration of the Company is unlimited.

### Article 4

Share Capital

The share capital amounts to sixteen million five hundred eighteen thousand and four hundred seventy-eight Swiss francs (CHF 16'518'478.--) divided into sixteen million five hundred eighteen thousand and four hundred seventy-eight (CHF 16'518'478.--) registered shares with a par value of one Swiss franc (CHF 1.--) each.

The shares are fully paid up.

### Article 5

Shares

The shares are only issued as book-entry securities which are registered in the book-entry securities ledger. The shareholder is not entitled to require the issue of shares in another form.

The Company may at any time without the consent of the shareholder convert the book-entry securities into securities or global certificates. It bears the cost of this conversion. The Company may at any time without the consent of the shareholder, revoke the securities and global certificates which are delivered to it.

Where applicable, the securities and global certificates must be signed by two members of the Board of Directors. The affixing of the signatures in the form of a facsimile is authorized.

### Article 6

Right to the Benefit

Each share is indivisible. The Company recognizes only one representative per share.

Each share entitles to a proportional share of the financial result as per the balance sheet and profit and loss account, and of the product of any liquidation.

The shareholders are only held liable for their statutory contributions and do not answer personally for the social debts.

#### Article 7

#### Reduction and New Issue of Capital

The share capital can be increased or reduced at any time by a resolution of the General Meeting.

Each shareholder has the right to subscribe to a fraction of the new shares to be issued in proportion to the nominal value of the shares that he owns.

The General meeting can suppress or restrict this right for valid reasons within the meaning of article 652 b of the "Code des obligations".

#### Article 8

#### Non-voting Shares

The General Meeting can create a participation capital by issuing non-voting shares up to an amount equivalent to the double of the ordinary share capital.

#### Article 9

#### Preferential Subscription

The preferential subscription rights of the shareholders and holders of the non-voting shares are governed by article 656 g of the "Code des obligations".

#### Article 10

#### Conversion of Shares

By a decision of the General Meeting, the non-voting shares can be converted into shares.

#### Article 11

#### Share Register

The Company keeps a register of the registered shares, which mentions the name, the first name or the corporate name as well as the domicile or the registered office of the owners and usufructuaries of registered shares.

Only those persons or companies which are registered in the share register are recognized by the Company as shareholders or usufructuaries.

In order to be entered into the register, the purchaser of registered shares must address a written request to the Company.

The Board of Directors may refuse, subject to the provisions of subparagraphs six and seven hereafter, the registration of shares with voting rights in the share register if the purchaser has not expressly declared to have acquired the shares in his own name and for his own account. In this case, the shareholder is registered as a shareholder without voting rights.

The above limitation also applies to the shares subscribed to or acquired by way of the exercise of a subscription, of an option or a conversion right.

In order to facilitate the trading of the shares on the trading platforms, the Board of Directors may, by way of a resolution, via regulations or in agreements with the trading platforms or financial institutions, (i) admit all or certain acquisitions made on one or certain trading platforms, without the request of the buyer, or (ii) accept the registration of nominees provided that the shareholder registered as nominee undertakes at the request of the Company, to reveal the identity of the beneficial owner of the shares register in the name of the nominee.

The number of shares registered in the name of nominees shall not exceed twenty percent (20 %) of the shares issued by the Company.

After a hearing of the person in question, the Board of Directors may cancel with retroactive effect the registration of a shareholder holding the shares in violation of the preceding rules.

Only the holders of registered shares registered as shareholders with voting rights may take part in the General Meeting of shareholders.

## Article 12

[Deletion]

## II. ORGANIZATION OF THE COMPANY

### A. GENERAL MEETING

#### Article 13

#### Competences

The General Meeting is the supreme body of the Company.

#### Article 14

#### Ordinary and Extraordinary General Meeting, Convocation

The ordinary General Meeting takes place annually within six months after the end of the fiscal year. Extraordinary General Meetings are convened as often as necessary, in particular in the situations provided for by the law.

The General Meeting is convened by the Board of Directors, or when required by the auditors. The liquidators and the representatives of the bond-holders also have the right to convene the General Meeting.

The Board of Directors is obliged to convene an extraordinary General Meeting at the request of the General Meeting or at the written request made, with the indication of the objects as well as the proposals for the agenda, by one or more shareholders entitled to vote holding together at least 10% of the share capital or the votes.

The extraordinary General Meeting must take place within the sixty days following the receipt of the written request to convene a General Meeting by the Company.

#### Article 15

#### Modes of Convocation

The convocation of the General Meeting is made by means of one single publication in the "Feuille officielle suisse du commerce".

The publication of the convocation must precede by at least twenty days the day of the Meeting.

The convocation can be also be made by means of letters, registered or not, sent to all holders of registered shares, to the addresses figuring in the share register.

## Article 16

### Place of Meeting

The General Meeting is convened in Switzerland or abroad. The Board of Directors decides the place where it is held.

The Board of Directors will decide the form meeting of the General Meeting (i) meeting with venue physically, (ii) by electronic means and without venue and (iii) hybrid version (physically and electronic means) or (iv) by circular resolution.

The Board of Directors is entitled to renounce to the designation of an independent voting representative.

## Article 17

### Inclusion in the Agenda

The convocation includes the information described in article 700 al. 2, of the Code des obligations.

Shareholders who, together or alone, hold at least 5% of the share capital or of the votes can ask for the inclusion of an item in the agenda, as well as motions relating to items on the agenda be included in the notice convening the general meeting; such a request must reach the Company at least forty days before the date of the General Meeting. The inclusion of an item on the agenda must be made in writing and has to specify the matters to be discussed and the proposals to be submitted.

No resolution can be adopted on items which have not been put on the agenda, with the exception of proposals for the convening of an extraordinary General Meeting, for the conduct of a special audit, or the election of an auditor.

Voting Rights and  
Representation of the  
Shareholders

Article 18

Each share confers the right to one vote.

Each shareholder registered in the share register as shareholder with voting rights at the day fixed by the Board of Directors, is entitled to take part in the General Meeting and to exercise his voting right.

The Board of Directors decides how the shareholder shall prove his status as shareholder.

A shareholder with voting rights can only be represented at General Meetings by another shareholder who is registered in the share register as a shareholder with voting rights and who has been given a proxy in writing, except for statutory representation and for article 23 bis.

Minors and pupils can be represented by their legal representatives, and corporations by the authorized signatories, even if these proxies are not themselves shareholders.

Chairman, Minutes,  
Scrutineers

Article 19

The General Meeting is chaired by the Chairman of the Board of Directors, by its Vice-Chairman or, in their absence, by another director designated by the Board of Directors.

The minutes are kept by a secretary, who does not need to be a shareholder. The Chairman appoints the secretary and one or more scrutineers.

The number of the shareholders, present and represented, will be recorded in a list signed by the scrutineers.

Quorum, Decisions,  
Elections

#### Article 20

The General Meeting is regularly constituted irrespective of the number of the shareholders present or of the shares represented, unless otherwise provided by law or the Articles of Association.

Unless otherwise provided by law or these Articles of Association, the General Meeting adopts its resolutions and performs the elections by majority of the votes attributed to the shares represented. In the event of a tie, the Chairman has the casting vote.

Mode of Decisions and  
Elections

#### Article 21

Votes and elections are conducted by a show of hands, unless the Chairman decides to proceed to a vote in writing or to use an electronic means or if the majority of the shareholders and representatives present asks for a vote in writing. In such a case, the Chairman may decide to collect only the voting ballots or the votes of shareholders who have abstained or voted "no", with all the other shares represented at the General Meeting being considered as "yes" votes.

In case of doubt after a vote or an election by a show of hands, the Chairman may decide to repeat the vote in writing. In this case, the previous election or vote by a show of hands is null and void.

## Article 22

### Resolutions with Qualified Majority

A resolution of the General Meeting adopted at least by two-thirds of the votes attributed to the shares represented and by majority of the nominal value represented is required for the following:

- a) Change of the purpose of the Company;
- b) Consolidation of shares, unless the consent of all the shareholders concerned is required;
- c) A capital increase from equity capital, in return for contributions in kind or by offset with a claim, and the granting of special privileges;
- d) Restriction or abolition of preferential subscription rights;
- e) Introduction of contingent capital or the introduction of a capital band;
- f) Conversion of participation certificates into shares;
- g) Restriction on the transferability of registered shares;
- h) Introduction of shares with preferential right to vote;
- i) Change in the currency of the share capital;
- j) Transfer of the domicile of the Company;
- k) Introduction of an arbitration clause in the articles of association;
- l) Winding-up of the Company; and
- m) Any other decision submitted to Qualified Majority by Law or by the present Articles of Association.

## Article 23

### Powers of the General Meeting

The following powers are exclusively vested in the General Meeting:

- a) Amendment of the Articles of Association;

- b) Election of the members of the Board of Directors and of the Auditors;
- c) Approval of the annual report of the Board of Directors, as well as the annual financial statements and the consolidated financial statements, preceded by the report from the auditors;
- d) Resolution on the proposals of the Board of Directors concerning the use of the profit shown in the balance sheet, preceded by an account of the Auditors' opinion;
- e) Determination of the interim dividend and approval of the interim account required therefor;
- f) Decision on repaying the statutory capital reserve;
- g) Acquittal to the members of the Board of Directors and of the Management;
- h) Merger with another company, winding-up of the Company, and appointment of liquidators;
- i) Resolutions as to matters reserved for the General Meeting by law or the Articles of Association, or submitted by the Board of Directors;
- j) Removal of the members and of the Chairman of the Board of Directors and of the Auditors;

#### Article 23 bis

Independent  
Representative

The Board of Directors may designate an independent voting representative. In this case, the Board of Directors must inform the shareholders at the latest ten (10) days before the general meeting with regards to whom they may instruct as their representative.

## B. THE BOARD OF DIRECTORS

### Article 24

Number of Members

The Board of Directors is composed of 3 (three) members at least and of 12 (twelve) members at most.

### Article 25

Duration of the Office

The members of the Board of Directors and the Chairman of the Board of Directors are elected by the General Meeting. The term of office ends at the end of the next Annual General Meeting. A re-election is possible.

### Article 25 bis

Duration of contracts

The Company may itself or through another entity of the Group conclude contracts concerning the remuneration of the members of the Board of Directors and the Group Executive Committee. Contracts with the members of the Board of Directors shall end at the end of the next Annual General Meeting. Contracts with members of the Group Executive Committee with limited duration shall not exceed a fixed term of 12 months; similarly, the notice period of contracts with unlimited duration shall not exceed 12 months.

The agreement of a post-contractual prohibition of competition is authorized for members of the Group Executive Committee as long as it is agreed for a maximum of one year and the remuneration for this period does not exceed the amount that the member has received as remuneration in the twelve months prior to the termination of the employment contract with the Company.

## Article 25 ter

### Functions Outside the Company

Each member of the Board of Directors may accept up to twenty functions in the supreme governing body of legal entities which are required to be registered in the commercial register in Switzerland or in a comparable foreign register. Among those twenty functions, up to five functions may be in legal entities listed on a stock exchange, of which no more than three functions as chairman of the board. Up to five functions in different legal entities which are subject to joint control are deemed to constitute one function.

Each member of the Group Executive Committee may accept up to three non-executive functions in the supreme governing body of legal entities which are required to be registered in the commercial register in Switzerland or in a comparable foreign register, of which no more than one function in a legal entity listed on a stock exchange, but not as chairman of the board. Up to two functions in different legal entities which are subject to joint control are deemed to constitute one function.

The following functions are exempt from the restrictions in the preceding paragraphs:

- functions in legal entities that are controlled by the Company or that control the Company;
- up to ten functions in non-commercial or charitable legal entities;
- up to five functions in legal entities not belonging to the Group that are accepted at the request or order of the Company or one of the legal entities which it controls.

More detailed rules may be defined in the Organization Regulations.

## Article 26

### Organization of the Board of Directors

The Board of Directors is self-organized. It appoints the Chairman and the Vice-Chairman among their members. It can appoint committees and managing directors from among its members to carry out management duties. The Board of Directors can also delegate the management to employees of a Group company (managers, executives, and other officers) or to other individuals.

If the function of the Chairman or a member of a commission is vacant, the Board of Directors must appoint a replacement for the remaining period of the mandate.

The Board of Directors fixes the rights and duties of the persons in charge of the management by way of regulations, decisions or individual contracts.

## Article 27

### Powers of the Board of Directors

The Board of Directors has the power to decide in all matters which are not by law or the Articles of Association reserved for the General Meeting or another body of the Company. It has, in particular, the duty to adopt the proposals to be submitted to the General Meeting and to carry out the latter's resolutions.

The Board of Directors determines the remuneration of each member of the Board of Directors and of the Group Executive Committee.

The Board of Directors establishes the Annual Report.

## Article 28

[Deletion]

## Article 29

### Signatures

The Board of Directors appoints the persons authorized to sign for the Company and decides on the type of authority sign (joint or individual).

## Article 30

### Notification to Attend

The Board of Directors is convened by the Chairman as often as business requires. If the Chairman has an impediment, the Board of Directors is convened by its Vice-chairman, or if necessary by another member of the Board.

Each member of the Board, indicating the reasons, can request that the Chairman convenes a meeting as soon as possible.

## Article 31

### Quorum and Resolutions

At least the majority of the Directors must be present at the meetings of the Board. The presence of only one Director is sufficient when the Board proceeds to an adaptation of the Articles of Association concerning the amount of share capital or acknowledges the facts related to a share capital increase.

To be valid, the resolutions must be adopted by a majority of the votes of the Directors present. In the event of a tie, the Chairman has the casting vote.

The resolutions of the Board of Directors can be validly adopted by written consent (letter, fax, e-mail, or similar means) by the majority of the members of the Board in response to a proposal, unless one of them requests a meeting in person. Resolutions can also be adopted by the consent of the majority of the Board's members given by telephone, videoconference or similar means of communication. These resolutions are recorded in minutes prepared for the following meeting of the Board.

Discussions and resolutions by the Board of Directors are recorded in minutes signed by the Chairman and the Secretary. The latter can be designated from outside of the members of the Board.

## C. THE AUDITORS

### Article 32

The Auditors

The General meeting appoints each year an auditing company as Auditors.

The rights and duties of the Auditors are defined by the law.

In particular, the Annual Report and the Remuneration Report are reviewed by the Auditors.

## **III. ANNUAL FINANCIAL STATEMENTS – CONSOLIDATED FINANCIAL STATEMENTS – PROFITS – VOLUNTARY RETAINED EARNINGS**

### Article 33

Fiscal Year

The annual and consolidated financial statements are established as of 31 December each year.

The first fiscal year ends on 31 December 2001.

### Article 34

Benefit

The General Assembly defines the use of the benefit resulting from the balance, subject to the mandatory provisions of the law concerning the distribution of the benefit. The Board of Directors submits the proposals.

### Article 35

Dividend

The payment of the dividend, at the latest address communicated by the shareholder, is made at the time determined by the Board of Directors. Any dividend which has not been claimed during the five years following its due date is automatically barred by the statute of limitation, to the profit of the Company.

#### Article 36

#### Annual Report

At least 20 days before the Ordinary General Assembly, the Annual Report and the audit report are available to the shareholders. The convocation to the General Meeting must mention the possibility for each shareholder to request the delivery of these documents. Each shareholder can request to receive a copy of these documents as soon as possible.

In the year which follows the General Meeting, each shareholder can still ask the Company to receive the Annual Report in the form approved by the General Meeting, as well as the Audit Report.

The shareholders will be informed of this possibility in the invitation to the General Meeting.

#### Article 37

#### Voluntary retained earnings

The General Meeting can at any time provide the formation of voluntary retained earnings in the status or by resolution or pass a resolution on using voluntary retained earnings according to the article 673 of the Obligations Code.

### **IV. DISSOLUTION OF THE COMPANY**

#### Article 38

#### Dissolution and Winding-up

The General Meeting can at any time decide to dissolve the Company. The provisions of the "Codes des obligations" are applicable to the winding-up.

The General Meeting appoints one or more liquidators, who can be chosen among the members of the Board of Directors. An auditing company may also be appointed as liquidator. The liquidators have the powers conferred by the law.

## V. VARIOUS

### Article 39

#### Communications

The organ of publication of the Company is the "Feuille Officielle Suisse du Commerce".

The Board of Directors may have recourse to other organs of publication. Notices to the shareholders can also be made validly, at the choice of the Board of Directors, by the publication at the "Feuille Officielle Suisse du Commerce" or any other form of communication which permits to have the proof of the text.

### Article 40

#### Interpretation of the Denominations

In the present Articles of Association, all denominations of persons or functions whose grammatical gender is masculine indicate equally male or female persons

#### Jurisdiction

### Article 41

All disputes about the management of the Company between an individual shareholder and the Company or its bodies as well as between the Company and its bodies or among the bodies of the Company will be subject to the courts competent at the head office of the Company in Mex (Vaud), subject to appeal to the Federal Supreme Court.

However, the Company reserves the right to sue its bodies and/or shareholders at the court located at the domicile of the latter.

*Articles of Association modified by the Annual General Meeting of March 30, 2023.*

*The original text of the Articles of Association in French is the only legally binding version.*