

INVITATION TO THE ANNUAL GENERAL MEETING OF BOBST GROUP SA

which will be formally held
on Thursday, March 30, 2023, at 5:00 p.m.
at Bobst Group SA, route de Faraz 3,
CH-1031 Mex

AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS:

1. Approval of the Annual Report, the Company's Accounts and the Group's Consolidated Accounts for the Financial Year 2022

The Board of Directors proposes that the Annual Report, the Company's accounts and the Group's consolidated accounts for the financial year 2022 be approved.

2. Discharge of the Members of the Board of Directors

The Board of Directors proposes that discharge be granted to the members of the Board of Directors for their activities during the financial year 2022.

3. Resolution on the Appropriation of Available Earnings on December 31, 2022 and Distribution of a Dividend

Available earnings:	CHF
Balance carried forward	309 603 068.05
Allocation to the reserve for treasury shares	- 616.80
<u>Profit for the year 2022</u>	<u>65 312 994.20</u>
Total	374 915 445.45

The Board of Directors proposes a regular dividend of CHF 5.00 gross per share plus an extraordinary dividend of CHF 5.00 gross per share on a maximum of 16 518 478 shares.

Maximum dividend payout	165 184 780.00
Balance carried forward	209 730 665.45

4. Re-elections and elections to the Board of Directors

The Board of Directors proposes the re-election of certain current members of the Board of Directors and the re-election of the Chairman as well as the election of 2 new members of Board of Directors:

4.1 Re-election of Mr. Alain Guttmann

as member of the Board of Directors until the end of the next Annual General Meeting.

4.2 Re-election of Mr. Thierry de Kalbermatten

as member of the Board of Directors until the end of the next Annual General Meeting.

4.3 Re-election of Mr. Gian-Luca Bona

as member of the Board of Directors until the end of the next Annual General Meeting.

4.4 Re-election of Mr. Jürgen Brandt

as member of the Board of Directors until the end of the next Annual General Meeting.

4.5 Election of Mrs. Montserrat Peidro-Insa

as member of the Board of Directors until the end of the next Annual General Meeting.

4.6 Election of Mr. Marc Schuler

as member of the Board of Directors until the end of the next Annual General Meeting.

4.7 Re-election of Mr. Alain Guttmann as Chairman

until the end of the next Annual General Meeting.

5. Amendments to the Articles of Association

Due to the revision of the Swiss Corporate Law (Code des Obligations), entry in force on 1st January 2023, and the delisting of Bobst Group SA on 29th December 2022, the Board of Directors proposes the following amendments to the Articles of Association of the Company:

5.1 Amendment to the provisions concerning the share-capital (articles 11 para 6 and 12)

Current version	Proposed version by the Board of Directors
<p>Article 11 para 6 Share Register</p> <p>In order to facilitate the trading of the shares at the stock exchange, the Board of Directors may, by way of a regulation or agreements with financial institutions or institutions admitted to the stock exchange, 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.</p>	<p>Article 11 para 6 Share Register</p> <p>In order to facilitate the trading of the shares at the stock exchange 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 by way of a regulation or agreements with financial institutions or institutions admitted to the stock exchange (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.</p>

<p>Article 12 Obligation to Present an Offer to Purchase</p> <p>The obligation to present an offer to purchase all the listed securities of the Company (Article 32 of the Federal Act on Stock Exchanges and securities of March 24, 1995), does not apply to the owners and purchasers of registered shares of the Company (Article 22 subparagraph 2 and Article 52 of the Act).</p>	<p>Article 12 Obligation to Present an Offer to Purchase</p> <p>The obligation to present an offer to purchase all the listed securities of the Company (Article 32 of the Federal Act on Stock Exchanges and securities of March 24, 1995), does not apply to the owners and purchasers of registered shares of the Company (Article 22 subparagraph 2 and Article 52 of the Act);-[Deletion]</p>
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5.2 Amendment to the provisions concerning the General Assembly of Shareholders (articles 14, 16, 17, 19, 20, 22, 23 and 23bis)

<p>Article 14 Ordinary and Extraordinary General Meeting, Convocation</p> <p>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.</p> <p>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.</p> <p>The Board of Directors is obliged to convene an extraordinary General</p>	<p>Article 14 Ordinary and Extraordinary General Meeting, Convocation</p> <p>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.</p> <p>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.</p> <p>The Board of Directors is obliged to convene an extraordinary General</p>
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<p>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 representing together at least one tenth of the share capital.</p> <p>The extraordinary General Meeting must take place within the fifty days following the receipt of the written request to convene a General Meeting by the Company.</p>	<p>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 representing holding together at least one-tenth <u>10%</u> of the share capital or the votes.</p> <p>The extraordinary General Meeting must take place within the fifty <u>sixty</u> days following the receipt of the written request to convene a General Meeting by the Company.</p>
<p>Article 16 Place of Meeting</p> <p>The General Meeting is convened in Switzerland or abroad. The Board of Directors decides the place where it is held.</p>	<p>Article 16 Place of Meeting</p> <p>The General Meeting is convened in Switzerland or abroad. The Board of Directors decides the place where it is held.</p> <p><u>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.</u></p> <p><u>The Board of Directors is entitled to renounce to the designation of an independent voting representative.</u></p>
<p>Article 17 Inclusion in the Agenda</p> <p>The convocation includes the items on the agenda as well as the proposals of the Board of Directors and of the shareholders who have</p>	<p>Article 17 Inclusion in the Agenda</p> <p>The convocation includes the items on the agenda as well as the proposals of the Board of Directors and of the shareholders who have</p>

requested the convening of the General Meeting or the inclusion of items in the agenda.

Shareholders who represent shares with a total nominal value of one million francs (CHF 1'000'000.--) can ask for the inclusion of an item in the agenda; 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.

~~requested the convening of the General Meeting or the inclusion of items in the agenda.~~ information described in article 700 al. 2, of the Code des obligations.

Shareholders who, together or alone, represent hold shares with a total nominal value of one million francs (CHF 1'000'000.--) 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.

<p>Article 19 Chairman, Minutes, Scrutineers</p> <p>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.</p> <p>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.</p> <p>The number of the shareholders, present and represented, will be recorded in a list signed by the scrutineers.</p>	<p>Article 19 Chairman, Minutes, Scrutineers</p> <p>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 <u>of Directors</u>.</p> <p>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.</p> <p>The number of the shareholders, present and represented, will be recorded in a list signed by the scrutineers.</p>
<p>Article 20 Quorum, Decisions, Elections</p> <p>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.</p> <p>Unless otherwise provided by law or these Articles of Association, the General Meeting adopts its resolutions and performs the elections by an absolute majority of the votes attributed to the shares represented. In the event of a tie, the Chairman has the casting vote.</p>	<p>Article 20 Quorum, Decisions, Elections</p> <p>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.</p> <p>Unless otherwise provided by law or these Articles of Association, the General Meeting adopts its resolutions and performs the elections by <u>an absolute majority</u> of the votes attributed to the shares represented. In the event of a tie, the Chairman has the casting vote.</p>

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 an absolute majority of the nominal value represented is required for the following:

- a) Change of the purpose of the Company;
- b) Issuance of shares with privileged voting rights, as well as the amendment or abolition of the statutory clauses governing the privileged voting right;
- c) Restrictions on the transferability of registered shares, as well as the amendment or abolition of statutory clauses governing the transfer of registered shares;
- d) The amendment or abolition of article 18, paragraph 4, of the Articles of Association;
- e) An approved or conditional increase in the capital;
- f) A capital increase using existing equity, against contribution in kind or for the purposes of taking over assets, and the provision of special preferences;

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- a) Change of the purpose of the Company;
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- ~~c) Restrictions on the transferability of registered shares, as well as the amendment or abolition of statutory clauses governing the transfer of registered shares;~~
- ~~d) The amendment or abolition of article 18, paragraph 4, of the Articles of Association;~~
- ~~e) An approved or conditional increase in the capital;~~
- ~~f) A capital increase using existing equity, against contribution in kind or for the purposes of taking over assets, and the provision of special preferences;~~

<p>g) Restriction or abolition of preferential subscription rights;</p> <p>h) Transfer of the domicile of the Company;</p> <p>i) Removal of more than one third of the members of the Board of Directors, as well as the amendment of statutory clauses related to the maximum number of members of the Board of Directors;</p> <p>j) Conversion of registered shares into bearer shares;</p> <p>k) Winding-up of the Company.</p>	<p><u>b) Consolidation of shares, unless the consent of all the shareholders concerned is required;</u></p> <p><u>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;</u></p> <p><u>d) Restriction or abolition of preferential subscription rights;</u></p> <p><u>e) Introduction of contingent capital or the introduction of a capital band;</u></p> <p><u>f) Conversion of participation certificates into shares;</u></p> <p><u>g) Restriction on the transferability of registered shares;</u></p> <p><u>h) Introduction of shares with preferential right to vote;</u></p> <p><u>i) Change in the currency of the share capital;</u></p> <p><u>j) Transfer of the domicile of the Company;</u></p> <p><u>k) Introduction of an arbitration clause in the articles of association;</u></p> <p><u>i) Removal of more than one third of the members of the Board of Directors, as well as the amendment of statutory clauses related to the maximum number of members of the Board of Directors;</u></p> <p><u>j) Conversion of registered shares into bearer shares;</u></p>
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	<p><u>l) Winding-up of the Company;</u></p> <p><u>m) Any other decision submitted to Qualified Majority by Law or by the present Articles of Association.</u></p>
<p>Article 23 Powers of the General Meeting</p> <p>The following powers are exclusively vested in the General Meeting:</p> <p>a) Amendment of the Articles of Association, including the increase or the reduction of the share capital, subject to articles 652 g and 653 g of the "Code des obligations";</p> <p>b) Individual election of the members and of the Chairman of the Board of Directors, of the members of the Remuneration and Nomination Committee and of the Auditors;</p> <p>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;</p> <p>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;</p>	<p>Article 23 Powers of the General Meeting</p> <p>The following powers are exclusively vested in the General Meeting:</p> <p>a) Amendment of the Articles of Association, including the increase or the reduction of the share capital, subject to articles 652 g and 653 g of the "Code des obligations";</p> <p>b) Individual Election of the members and of the Chairman of the Board of Directors, of the members of the Remuneration and Nomination Committee and of the Auditors;</p> <p>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;</p> <p>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;</p> <p><u>e) Determination of the interim dividend and approval of the interim account required therefor;</u></p>

<p>e) Acquittal to the members of the Board of Directors and of the Management;</p> <p>f) Merger with another company, winding-up of the Company, and appointment of liquidators;</p> <p>g) Resolutions as to matters reserved for the General Meeting by law or the Articles of Association, or submitted by the Board of Directors;</p> <p>h) Election of an Independent Representative;</p> <p>i) Removal of the members and of the Chairman of the Board of Directors, of the members of the Remuneration and Nomination Committee and of the Auditors;</p> <p>j) Removal of the Independent Representative with effect at the end of the General Meeting;</p> <p>k) Approval of remuneration pursuant to article 23 ter of the Articles of Association.</p>	<p>f) Decision on repaying the statutory capital reserve;</p> <p>g) Acquittal to the members of the Board of Directors and of the Management;</p> <p>h) Merger with another company, winding-up of the Company, and appointment of liquidators;</p> <p>i) Resolutions as to matters reserved for the General Meeting by law or the Articles of Association, or submitted by the Board of Directors;</p> <p>h) Election of an Independent Representative;</p> <p>i) Removal of the members and of the Chairman of the Board of Directors, of the members of the Remuneration and Nomination Committee and of the Auditors;</p> <p>k) Removal of the Independent Representative with effect at the end of the General Meeting;</p> <p>l) Approval of remuneration pursuant to article 23 ter of the Articles of Association.</p>
<p>Article 23 bis Independent Representative</p> <p>A shareholder with voting right may be represented at General Meetings by the Independent Representative.</p>	<p>Article 23 bis Independent Representative</p> <p>A shareholder with voting right may be represented at General Meetings by the Independent Representative.</p>

<p>The Independent Representative is elected by the General Meeting for a term of office lasting until the end of the next Annual General Meeting.</p> <p>Should the office of the Independent Representative become vacant, the Board of Directors shall appoint a replacement for the next General Meeting.</p>	<p>The Independent Representative is elected by the General Meeting for a term of office lasting until the end of the next Annual General Meeting.</p> <p>Should the office of the Independent Representative become vacant, the Board of Directors shall appoint a replacement for the next General Meeting.</p> <p><u>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.</u></p>
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5.3 Amendment to the provisions concerning the Board of Directors and remuneration (articles 23 ter, 23 quater, 23 quinquies, 23 sexes, 25, 26, 27, 28, 31 bis, 34, 36, 37 et 39)

<p>Article 23 ter Approval of Remuneration</p> <p>The General Meeting approves annually the proposals of the Board of Directors with regard to the remuneration as follows:</p> <ul style="list-style-type: none"> - The maximum aggregate amount of remuneration for the members of the Board of Directors for a period from one Annual General Meeting to the following Annual General Meeting; - The maximum aggregate amount 	<p>Article 23 ter Approval of Remuneration</p> <p>The General Meeting approves annually the proposals of the Board of Directors with regard to the remuneration as follows:</p> <ul style="list-style-type: none"> -The maximum aggregate amount of remuneration for the members of the Board of Directors for a period from one Annual General Meeting to the following Annual General Meeting; -The maximum aggregate amount
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<p>of remuneration for the members of the Group Executive Committee for the following financial year.</p> <p>The above aggregate amounts are adopted by the General Meeting separately.</p> <p>The votes of the General Meeting are binding.</p> <p>The Board of Directors may propose to the General Meeting different or additional proposals relating to the same or different periods.</p> <p>The Board of Directors may pay or authorize the payment of remuneration that has already been approved by the General Meeting or award remuneration subject to the subsequent approval by the General Meeting.</p> <p>If the maximum aggregate amount of remuneration for the members of the Group Executive Committee approved by the General Meeting pursuant to paragraph 1 above is not sufficient to cover the remuneration of one or more members of the Group Executive Committee who have been appointed to the Group Executive Committee since the last vote on remuneration by the General Meeting, the total amount of the remuneration of the Group Executive Committee may be increased by up to 50% of the amount approved by the General Meeting.</p> <p>If the maximum remuneration proposed by the Board of Directors is not approved by the General</p>	<p>of remuneration for the members of the Group Executive Committee for the following financial year.</p> <p>The above aggregate amounts are adopted by the General Meeting separately.</p> <p>The votes of the General Meeting are binding.</p> <p>The Board of Directors may propose to the General Meeting different or additional proposals relating to the same or different periods.</p> <p>The Board of Directors may pay or authorize the payment of remuneration that has already been approved by the General Meeting or award remuneration subject to the subsequent approval by the General Meeting.</p> <p>If the maximum aggregate amount of remuneration for the members of the Group Executive Committee approved by the General Meeting pursuant to paragraph 1 above is not sufficient to cover the remuneration of one or more members of the Group Executive Committee who have been appointed to the Group Executive Committee since the last vote on remuneration by the General Meeting, the total amount of the remuneration of the Group Executive Committee may be increased by up to 50% of the amount approved by the General Meeting.</p> <p>If the maximum remuneration proposed by the Board of Directors is not approved by the General</p>
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<p>Meeting, the Board may submit new proposals for approval during the same General Meeting, or may convene an Extraordinary General Meeting or may submit proposals for remuneration to the next Annual General Meeting.</p>	<p>Meeting, the Board may submit new proposals for approval during the same General Meeting, or may convene an Extraordinary General Meeting or may submit proposals for remuneration to the next Annual General Meeting.</p>
<p>Article 23 quater Remuneration of the Board of Directors</p> <p>The members of the Board of Directors receive a fixed remuneration.</p>	<p>Article 23 quater Remuneration of the Board of Directors</p> <p>The members of the Board of Directors receive a fixed remuneration.</p>
<p>Article 23 quinquies Remuneration of the Group Executive Committee</p> <p>The members of the Group Executive Committee receive a fixed remuneration and a variable remuneration. The fixed remuneration consists of a base salary paid in cash and other employment payments and benefits. The variable remuneration shall take into account the achievement of certain performance criteria and may comprise short-term and long-term elements. Performance criteria may include individual targets, the performance of the Company, the Group or parts thereof, or targets in relation to the market, other companies or comparable benchmarks, taking into account position and level of responsibility of the recipient. The Board of Directors or, to the extent delegated to it, the Remuneration and Nomination Committee, shall</p>	<p>Article 23 quinquies Remuneration of the Group Executive Committee</p> <p>The members of the Group Executive Committee receive a fixed remuneration and a variable remuneration. The fixed remuneration consists of a base salary paid in cash and other employment payments and benefits. The variable remuneration shall take into account the achievement of certain performance criteria and may comprise short-term and long-term elements. Performance criteria may include individual targets, the performance of the Company, the Group or parts thereof, or targets in relation to the market, other companies or comparable benchmarks, taking into account position and level of responsibility of the recipient. The Board of Directors or, to the extent delegated to it, the Remuneration and Nomination Committee, shall</p>

<p>determine the performance criteria, their relative weight, the respective target values and the performance achievement.</p> <p>The variable remuneration may be paid in the form of cash, shares, stock options, similar financial instruments, units, or in the form of other type of benefits. The Board of Directors or, to the extent delegated to it, the Remuneration and Nomination Committee, determines the grant, vesting, blocking, exercise and/or forfeiture conditions of the variable remuneration. In particular, it may provide for acceleration or removal of vesting and exercise conditions, for payment or grant of remuneration based upon assumed target achievement, or for forfeiture, in each case in the event of predetermined events such as a change-of-control or termination of an employment agreement.</p> <p>The Company may procure the required shares through purchases in the market or, to the extent available, by using conditional share capital.</p> <p>The remuneration of the Group Executive Committee may also be paid by other companies of the Group.</p>	<p>determine the performance criteria, their relative weight, the respective target values and the performance achievement.</p> <p>The variable remuneration may be paid in the form of cash, shares, stock options, similar financial instruments, units, or in the form of other type of benefits. The Board of Directors or, to the extent delegated to it, the Remuneration and Nomination Committee, determines the grant, vesting, blocking, exercise and/or forfeiture conditions of the variable remuneration. In particular, it may provide for acceleration or removal of vesting and exercise conditions, for payment or grant of remuneration based upon assumed target achievement, or for forfeiture, in each case in the event of predetermined events such as a change-of-control or termination of an employment agreement.</p> <p>The Company may procure the required shares through purchases in the market or, to the extent available, by using conditional share capital.</p> <p>The remuneration of the Group Executive Committee may also be paid by other companies of the Group.</p>
<p>Article 23 sexes Loans and Credits</p> <p>The Board of Directors may grant loans and credits to the members of the Board of Directors and the Group</p>	<p>Article 23 sexes Loans and Credits</p> <p>The Board of Directors may grant loans and credits to the members of the Board of Directors and the Group</p>

<p>Executive Committee. Recipients of a credit or a loan abstain when a decision is taken.</p> <p>Such loans and credits must not exceed the aggregate amount of ten million Swiss francs (CHF 10'000'000.--) or the amount of one million Swiss francs (CHF 1'000'000.--) per person.</p>	<p>Executive Committee. Recipients of a credit or a loan abstain when a decision is taken.</p> <p>Such loans and credits must not exceed the aggregate amount of ten million Swiss francs (CHF 10'000'000.--) or the amount of one million Swiss francs (CHF 1'000'000.--) per person.</p>
<p>Article 25 Duration of the Office</p> <p>The members of the Board of Directors and the Chairman of the Board of Directors are elected by the General Meeting individually. The term of office ends at the end of the next Annual General Meeting. A re-election is possible.</p>	<p>Article 25 Duration of the Office</p> <p>The members of the Board of Directors and the Chairman of the Board of Directors are elected by the General Meeting individually. The term of office ends at the end of the next Annual General Meeting. A re-election is possible.</p>
<p>Article 26 Organization of the Board of Directors</p> <p>The Chairman of the Board of Directors and the members of the Remuneration and Nomination Committee are individually elected by the General Meeting. Should the office of the Chairman or of a member of the Remuneration and Nomination Committee become vacant, the Board of Directors shall appoint a replacement for the remaining term of office.</p> <p>Other than that, the Board of Directors is self-organized. It can</p>	<p>Article 26 Organization of the Board of Directors</p> <p>The Chairman of the Board of Directors and the members of the Remuneration and Nomination Committee are individually elected by the General Meeting. Should the office of the Chairman or of a member of the Remuneration and Nomination Committee become vacant, the Board of Directors shall appoint a replacement for the remaining term of office.</p> <p>Other than that, The Board of Directors is self-organized. <u>It appoints</u></p>

<p>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.</p> <p>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.</p>	<p><u>the Chairman and the Vice-Chairman among their members.</u> 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.</p> <p><u>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.</u></p> <p>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.</p>
<p>Article 27 Powers of the Board of Directors</p> <p>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.</p>	<p>Article 27 Powers of the Board of Directors</p> <p>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.</p>

<p>The Board of Directors determines the remuneration of each member of the Board of Directors and of the Group Executive Committee within the limits approved by the General Meeting pursuant to article 23 ter and following of the Articles of Association.</p> <p>The Board of Directors establishes the Annual Report and the Remuneration Report.</p>	<p>The Board of Directors determines the remuneration of each member of the Board of Directors and of the Group Executive Committee within the limits approved by the General Meeting pursuant to article 23 ter and following of the Articles of Association.</p> <p>The Board of Directors establishes the Annual Report and the Remuneration Report.</p>
<p>Article 28 Remuneration</p> <p>The remuneration of the Members of the Board is decided by the General Meeting pursuant to article 23 ter and following.</p>	<p>Article 28 Remuneration</p> <p>The remuneration of the Members of the Board is decided by the General Meeting pursuant to article 23 ter and following. [Deletion]</p>
<p>Article 31 bis Remuneration and Nomination Committee</p> <p>The Remuneration and Nomination Committee consists of at least two and no more than three members who must be members of the Board of Directors. The members of the Remuneration and Nomination Committee are elected annually by the General Meeting.</p> <p>The Remuneration and Nomination Committee presents proposals to the Board of Directors in particular concerning:</p> <ul style="list-style-type: none"> - The remuneration report 	<p>Article 31 bis Remuneration and Nomination Committee</p> <p>The Remuneration and Nomination Committee consists of at least two and no more than three members who must be members of the Board of Directors. The members of the Remuneration and Nomination Committee are elected annually by the General Meeting.</p> <p>The Remuneration and Nomination Committee presents proposals to the Board of Directors in particular concerning:</p> <ul style="list-style-type: none"> -The remuneration report

<ul style="list-style-type: none"> - The remuneration policy and the remuneration system of the Board of Directors and of the members of the Group Executive Committee - The regular remuneration of the members of the Board of Directors - Quantitative and qualitative targets for the variable remuneration of the members of the Group Executive Committee and the evaluation of their performance - Fixed and variable annual remuneration of the members of the Group Executive Committee - The composition of the Board of Directors, and the proposals to be submitted to the General Meeting for the functions of Chairman, member of the Board of Directors, and member of the Remuneration and Nomination Committee. <p>The Board of Directors defines in detail the duties and responsibilities of the Remuneration and Nomination Committee in its Charter.</p>	<ul style="list-style-type: none"> -The remuneration policy and the remuneration system of the Board of Directors and of the members of the Group Executive Committee -The regular remuneration of the members of the Board of Directors -Quantitative and qualitative targets for the variable remuneration of the members of the Group Executive Committee and the evaluation of their performance -Fixed and variable annual remuneration of the members of the Group Executive Committee -The composition of the Board of Directors, and the proposals to be submitted to the General Meeting for the functions of Chairman, member of the Board of Directors, and member of the Remuneration and Nomination Committee. <p>The Board of Directors defines in detail the duties and responsibilities of the Remuneration and Nomination Committee in its Charter.</p>
<p>Article 34 Benefit</p> <p>After the necessary amortizations have been made, the profit of the fiscal year is divided as follows:</p> <p>a) One-twentieth of the benefit is allocated to a general reserve fund, until the latter equals one-fifth of the paid-up share capital.</p>	<p>Article 34 Benefit</p> <p>After the necessary amortizations have been made, the profit of the fiscal year is divided as follows:</p> <p>a) One-twentieth of the benefit is allocated to a general reserve fund, until the latter equals one-fifth of the paid-up share capital.</p>

<p>b) Subject to the mandatory provisions of the law or the present Articles of Association, the balance, as well as the carried-forward balance, are at the free disposal of the General Meeting.</p>	<p>b) Subject to the mandatory provisions of the law or the present Articles of Association, the balance, as well as the carried-forward balance, are at the free disposal of the General Meeting.</p> <p><u>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.</u></p>
<p>Article 36 Annual Report and Remuneration Report</p> <p>The Annual Report, the audit report and the Remuneration Report are placed at the disposal of the shareholders at the head office of the Company, not later than twenty days before the Annual General Meeting. 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.</p> <p>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</p>	<p>Article 36 Annual Report and Remuneration Report</p> <p><u>At least 20 days before the Ordinary General Assembly, the Annual Report and the audit report and the Remuneration Report are placed at the disposal of available to the shareholders at the head office of the Company, not later than twenty days before the Annual General Meeting.</u></p> <p>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.</p> <p>In the year which follows the General Meeting, each shareholder can still ask the Company to receive the Annual Report in the form approved</p>

<p>Remuneration Report and the Audit Report.</p> <p>The shareholders will be informed of this possibility in the invitation to the General Meeting.</p>	<p>by the General Meeting, as well as the Remuneration Report and the Audit Report.</p> <p>The shareholders will be informed of this possibility in the invitation to the General Meeting.</p>
<p>Article 37 Special Reserve</p> <p>In addition to the general reserve fund provided by the law, the General Meeting can at any time decide to create other reserve funds, which can be assigned to specific purposes or kept at its free disposal.</p>	<p>Article 37 Special Reserve</p> <p><u>Voluntary retained earnings</u></p> <p>In addition to the general reserve fund provided by the law, the General Meeting can at any time decide to create other reserve funds, which can be assigned to specific purposes or kept at its free disposal.</p> <p><u>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.</u></p>
<p>Article 39 Publications</p> <p>The Company's mandatory notices are made by publication in the "Feuille officielle suisse du commerce", except for the annual financial statements, the consolidated financial statements, the Remuneration Report and the audit report, which are delivered to anyone requesting it in accordance with</p>	<p>Article 39 Publications</p> <p><u>Communications</u></p> <p>The Company's mandatory notices are made by publication in The organ of publication of the Company is the "Feuille officielle suisse du commerce", except for the annual financial statements, the consolidated financial statements, the Remuneration Report and the audit report, which are delivered to anyone</p>

<p>article 696 of the "Code des obligations".</p> <p>The Board of Directors may have recourse to other organs of publication. Subject to the preceding paragraph, notices to the shareholders can also be made by means of letters, registered or not, sent to the addresses which are recorded in the share register.</p>	<p>requesting it in accordance with article 696 of the "Code des obligations".</p> <p>The Board of Directors may have recourse to other organs of publication. Subject to the preceding paragraph, Notices to the shareholders can also be made <u>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.</u> by means of letters, registered or not, sent to the addresses which are recorded in the share register.</p>
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6. Re-election of the Auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA as Auditors for the financial year 2023.

7. Re-election of the Independent Representative

The Board of Directors proposes the re-election of Ofisa Berney Associés SA, Lausanne, as Independent Representative until the end of the next Annual General Meeting.

* If the proposals of amendments to the Articles of Association as per Agenda Item 5 of the present Invitation are approved by the General Assembly, the present proposal becomes automatically moot.

8. Re-elections to the Remuneration and Nomination Committee

The Board of Directors proposes the following re-elections:

8.1 Re-election of Mr. Gian-Luca Bona

as member of the Remuneration and Nomination Committee until the end of the next Annual General Meeting.

8.2 Re-election of Mr. Thierry de Kalbermatten

as member of the Remuneration and Nomination Committee until the end of the next Annual General Meeting.

* If the proposals of amendments to the Articles of Association as per Agenda Item 5 of the present Invitation are approved by the General Assembly, the present proposal becomes automatically moot.

9. Approval of Remuneration

The Board of Directors proposes to approve the following maximum aggregate amounts of remuneration for the Board of Directors and the Group Executive Committee:

9.1 Approval of the Remuneration for the Board of Directors for the period from the end of the Annual General Meeting 2023 until the end of the Annual General Meeting 2024:

Maximum aggregate amount of remuneration of CHF 1 600 000.

9.2 Approval of the Remuneration for the Group Executive Committee for the financial year 2024:

Maximum aggregate amount of remuneration of CHF 7 000 000.

* If the proposals of amendments to the Articles of Association as per Agenda Item 5 of the present Invitation are approved by the General Assembly, the present proposal becomes automatically moot.

Explanations:

Agenda Item 3: Resolution on the Appropriation of Available Earnings on December 31, 2022 and Distribution of a Dividend

Provided that the proposal of the Board of Directors is approved, the regular dividend will amount to CHF 5.00 (gross) per share and the extraordinary dividend will amount to CHF 5.00 (gross) per share, minus Swiss withholding tax of 35%. The shares will be traded ex-dividend as of April 3, 2023. The net dividend will be payable as from April 5, 2023.

Agenda Item 4: Re-elections and election to the Board of Directors

The detailed CV of the individuals proposed for re-election as members of the Board of Directors are included in the Annual Report 2022 in the chapter on Corporate Governance and on the Company's website (<http://investors.bobst.com>).

4.5 Election of Mrs. Montserrat Peidro-Insa

Mrs. Peidro-Insa is a Spanish national born in 1972. She graduated from the Polytechnic University of Catalonia in Telecommunications Engineering and attended the PDD Program for Managers Development, at IESE Business School, Spain as well as the Structuring M&A Program, at the New York Institute of Finance.

She is Vice President Strategy EMEA at Pax8, the leading cloud commerce marketplace for IT professionals to buy, sell and manage best-in-class technology solutions. She has a proven experience in launching new products within corporate environments and a deep understanding of and experience in key market segments of the graphic arts industry such as commercial printing, packaging, and labels.

Before joining Pax8, Mrs. Peidro-Insa worked many years at HP, in the Graphics Business Unit and in Heidelberg as head of the Digital Print Business Unit.

4.6 Election of Mr. Marc Schuler

Mr. Marc Schuler is a Swiss national born in 1968. He graduated from the Neuchatel University in Economic and Social Sciences and attended the Business Program for Digital Business Transformation, IMD Lausanne, as well as, the MBA in Business/Managerial Economics, in the Edinburgh Business School.

Mr. Marc Schuler joined Dixi Polytool SA in 1998 as Sales and Marketing Director and became Managing Director in January 2009. He is a passionate industrialist with a strong focus on sustainability.

Currently he is member of the Board of Directors of:

- Association PME et Créateurs d'Entreprise, President
- Usines Métallurgiques de Vallorbe
- European Cutting Tool Association, Vice President
- Swissmem Committee

Agenda Item 5: Amendments of the Articles of Association

The Board of Directors proposes to amend the Articles of Association in order to adapt them to (i) the revised Swiss Corporate Law entered into force on January 1st 2023 and (ii) the delisting of Bobst Group SA.

Agenda item 9: Approval of Remuneration

9.1 Board of Directors

The Board of Directors proposes an aggregate maximum amount of CHF 1 600 000 for the remuneration of all members of the Board of Directors for the period from the Annual General Meeting 2023 until the end of the Annual General Meeting 2024.

9.2 Group Executive Committee (GEC)

The aggregate amount of CHF 7 000 000 proposed for the Group Executive Committee as remuneration for the financial year 2023 is a maximum. The total amount will only be paid out if in addition to the fixed salary, each member of the GEC reaches the maximum of the variable part of his remuneration, based on individually defined objectives.

The amount proposed, therefore, includes the fixed remuneration, the employer contributions to social security and pension fund, the Variable Pay Plan assuming a maximum payout of 150% and the maximum value of any performance share units granted under the LTI. The value of the LTI at vesting may differ from the approved amount due to share price fluctuation.

* If the proposals of amendments to the Articles of Association as per Agenda Item 5 of the present Invitation are approved by the General Assembly, the present proposal becomes automatically moot.

Annual Report and Remuneration Report

The Annual Report for the financial year 2022, including the annual Company's accounts and the Group's consolidated accounts, the Remuneration Report as well as the reports of the Auditors will on request be sent to shareholders registered in the Share Register, to the last address communicated to the Company. These documents are also available for consultation from February 27, 2023 at the Company's head office or on the Company's website (<http://investors.bobst.com/publications>).

Admission Cards

Holders of registered shares of Bobst Group SA who are registered in the Share Register with voting rights will receive a registration card together with the invitation to the Annual General Meeting. Admission cards and voting coupons will be sent on request from March 17, 2023.

Representatives

Shareholders registered in the Share Register with voting rights may be represented at the Annual General Meeting by completing and signing the proxy on the registration card. A shareholder can only be represented at the Annual General Meeting by another shareholder registered in the Share Register with voting rights (Article 18 of the Articles of Association). Shareholders are also entitled to be represented by Ofisa Berney Associés SA (Chemin de Roseneck 5, Case postale, 1001 Lausanne), acting as independent representative.

Electronic Platform for Voting Instructions

Shareholders registered in the Share Register with voting rights have the possibility to give voting instructions to the Independent Representative by using a web platform until March 28, 2023. Details can be found on the enclosed notice "Issuance of Power of

Attorney and Voting Instructions to the Independent Representative via Shareholder Platform www.gvote.ch".

Voting Rights

Shareholders registered in the Share Register with voting rights on March 28, 2023 are entitled to exercise their shareholder rights at the Annual General Meeting, and vote their shares. If the shares are sold prior to the Annual General Meeting, shareholders are not allowed to vote.

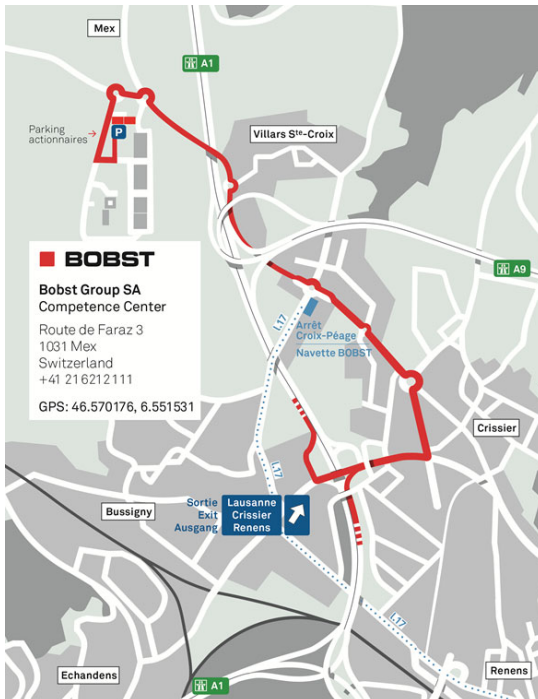
In case of discrepancy, the French version of this invitation prevails.

Bobst Group SA

The Board of Directors

Mex, February 24, 2023

NB: Please address all correspondence or address changes to:
Bobst Group SA
c/o Computershare Schweiz AG
Baslerstrasse 90, Postfach, CH-4609 Olten



Transport

We recommend that you use public transport. Line 17 of the TL (public transport of the Lausanne region) departs from Flon, six times per hour, and you should get off at Croix-Péage. From there, a BOBST shuttle service will take you to the place of the shareholder registration. It takes 30 minutes from Croix-Péage to the meeting place, and the last shuttle will depart at 16:45. For your return journey, the shuttle service will run from the end of the meeting until 19:55, last departure. Please note, the Bobst Mex site is also served by line 32 TL and line 56 TL, however line 32 will not be available for the return. The last return to Gare de Bussigny is at 19:49 with bus line 56 TL.