

# INVITATION TO THE ANNUAL GENERAL MEETING OF BOBST GROUP SA

which will be held  
on Thursday, April 6, 2017 at 5:00 p.m.  
at the Competence Center – Bobst Group SA  
route de Faraz 3, CH-1031 Mex  
(doors and registration desk will open at 4:00 p.m.)

## AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS:

### 1. Approval of the Annual Report, of the Company's Accounts and the Group's Consolidated Accounts for the Financial Year 2016

The Board of Directors proposes that the annual report, the accounts of the Company and the Group's consolidated accounts for the financial year 2016 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.

### 3. Resolution on the Appropriation of Available Earnings on December 31, 2016

Available earnings:	CHF
Balance carried forward	127 712 340.39
<u>Net Income for the year 2016</u>	<u>23 309 345.97</u>
Total	151 021 686.36

*The Board proposes the following distribution:*

Dividend CHF 1.70 gross per share  
on 16 518 478 shares

Total dividend payout	28 081 412.60
Balance carried forward	122 940 273.76

## 4. Elections to the Board of Directors

Proposal of the Board:

### 4.1 Re-election of Mr. Alain Guttman

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 Re-election of Mr. Philip Mosimann

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

### 4.6 Election of Mr. Patrice Bula

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

### 4.7 Re-election of Mr. Alain Guttman as Chairman

until the end of the next Annual General Meeting.

## 5. Election of the Remuneration Committee

Proposal of the Board:

### 5.1 Re-election of Mr. Gian-Luca Bona

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

### 5.2 Re-election of Mr. Thierry de Kalbermatten

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

## 6. Approval of Remuneration

The Board of Directors proposes to the Annual General Meeting to vote separately on the remuneration of the Board of Directors and the Executive Committee of the Group.

### 6.1 Binding vote on the remuneration for the Board of Directors for the period from the end of the Annual General Meeting 2017 until the end of the Annual General Meeting 2018

Total maximal amount of remuneration: CHF 1 420 000.00

### 6.2 Binding vote on the remuneration for the Executive Committee of the Group for the financial year 2018

Total maximal amount of remuneration: CHF 6 000 000.00

## **7. Appointment of the Auditors**

The Board of Directors proposes that PricewaterhouseCoopers SA be appointed as Auditors for the year 2017.

## **8. Election of the Independent Representative**

The Board of Directors proposes the election of the company Ofisa SA, Lausanne, as independent representative until the end of the next Annual General Meeting.

**Comments:****Agenda Item 3: Resolution on the Appropriation of Available Earnings on December 31, 2016**

Provided that the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 1.70 per share, less payment of the Swiss withholding tax of 35%. The shares will be traded ex-dividend as of April 10, 2017. The net dividend will be payable as from April 12, 2017.

**Agenda Item 4: Elections to the Board of Directors**

The detailed CV of the persons proposed for re-election as members of the Board are provided in the annual report 2016 in the chapter on Corporate Governance and on the Internet website (<http://investors.bobst.com>).

**4.6 Election of Mr. Patrice Bula**

Mr. Patrice Bula is a Swiss national born in 1956. He graduated from the HEC University of Lausanne in Economic Sciences (MSc) and attended the Program for Executive Development, IMD Lausanne.

Since 2011, he is a member of the Executive Board of Nestlé SA: Head of Strategic Business Units, Marketing & Sales and Chairman of Nespresso. He is based at Nestlé Headquarters, Vevey. From 1980 to 2011 he held various positions at Nestlé, notably: Market Head of Nestlé Greater China Region (2007-2011), Market Head of Nestlé Germany (2003-2007), Head of the Confectionery & Biscuits Strategic Business Unit at Nestlé Headquarters (2000-2003), Regional Head of Nestlé Southern African Region (1997-2000) and Market Head of Nestlé Taiwan (1992-1995).

Currently he is member of the Board of Directors of:

- Schindler Holding Ltd, Switzerland

and on behalf of Nestlé SA:

- Cereal Partners Worldwide SA, Lausanne, Switzerland
- Beverage Partners Worldwide SA, Zurich, Switzerland
- Yinlu Food Group Companies, China
- Hsu Fu Chi Group Companies, China
- Froneri, UK (JV between Nestlé + R&R Ice Cream)

## **Agenda Item 6: Approval of Remuneration**

### **6.1 Board of Directors**

The Board proposes an aggregate maximum amount of CHF 1 420 000.00 for the remuneration of all six members, for the period from the Annual General Meeting 2017 through the Annual General Meeting 2018.

### **6.2 Group Executive Committee (GEC)**

The aggregate amount of CHF 6 000 000.00 proposed for the Group Executive Committee as remuneration for the financial year 2018 is a maximum. The total amount will only be paid out if in addition to their fixed salary, each member of the GEC reaches the maximum of the variable part of his remuneration, based on individually defined goals. The variable amounts are capped at 150% of the target amounts. The remuneration proposed for the financial year 2018 is based on the remuneration system which has been in place for a couple of years.

### **Annual Report and Remuneration Report**

The Annual Report for the year 2016, including the annual accounts of the Company and the Group and the annual review, as well as the reports of the auditors, together with the Remuneration Report will be, on request, sent to every shareholder registered in the Share Register, with the last address communicated to the Company. These documents are available for consultation on March 2, 2017 at the Company's head office or on the Internet website (<http://investors.bobst.com/publications>).

### **Admission Cards**

Holders of registered shares of Bobst Group SA who are recorded in the Share Register 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 24, 2017.

### **Representatives**

Shareholders 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 (Article 18 of the Articles of Association). Every shareholder is entitled to be represented by the fiduciary company Ofisa SA, chemin des Charmettes 7, 1002 Lausanne, acting as independent representative (article 8 ORAb).

**Electronic Platform for Voting Instructions (pursuant to article 9, para. 1, sec. 3 ORAb)**

With the invitation to the general meeting, the shareholders receive a registration card. Shareholders can register to attend in person at the meeting or can be represented either by another shareholder or by the independent representative. Shareholders have the possibility to give voting instructions to the independent representative by using a web platform until April 4, 2017.

**Voting Rights**

Shareholders registered with voting rights in the Share Register on April 4, 2017 are entitled to attend the Annual General Meeting. If the shares are sold prior to the Annual General Meeting, shareholders are not allowed to take part.

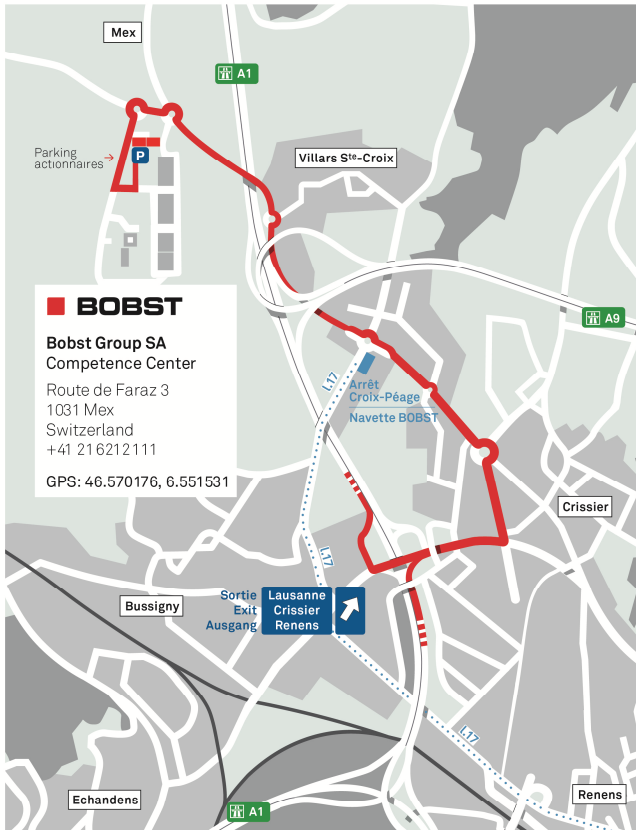
In case of discrepancy, the French version of this invitation prevails.

**Bobst Group SA**

The Board of Directors

Mex, February 28, 2017

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



## Transport

We recommend you to use public transport. Line 17 of TL (Public Transport in the region of Lausanne), departing from Georgette seven times per hour until the bus stop Croix-Péage. From this point, a BOBST shuttle will take you to the Competence Center, place of the assembly. It will take you about thirty minutes to the registration desk of the shareholders assembly. The last BOBST shuttle is at 4:45 p.m. For the return, the service shuttle will run from the end of the assembly until 08:00 p.m.