

## **MINUTES**

**Annual General Meeting of the Shareholders of BOBST GROUP SA held on  
Thursday March 30, 2023 at 5:00 p.m.  
at the Competence Center - Bobst Group SA  
CH-1031 Mex**

Mr. Alain Guttman, Chairman of the Board, welcomes the attendees and opens the Annual General Meeting.

Mr. Lorenz Gross, secretary of the Board of Directors, takes the minutes of the Annual General Meeting.

The Notary, Me Christian Terrier, takes the minutes for the amendments of the Articles of Association.

The independent representative pursuant to article 689d of the Swiss Code of Obligations is Ofisa Berney Associés SA (Chemin de Roseneck 5, 1001 Lausanne), represented by Mr. Alexandre Pradervand.

The Chairman designates Mr. Philippe Miauton and Mrs. Romaine Nidegger as vote counters.

The Chairman then states:

- that the General Meeting was convened in accordance with the articles of association including the following agenda:

1. Approval of the Annual Report, of the Company's Accounts and the Group's Consolidated Accounts for the Financial Year 2022
2. Discharge of the Members of the Board of Directors
3. Resolution on the Appropriation of Available Earnings on December 31, 2022 and Distribution of a Dividend
4. Re-elections and elections to the Board of Directors
5. Amendments to the Articles of Association
6. Re-election of the Auditors
7. Re-election of the Independent Representative
8. Re-elections to the Remuneration and Nomination Committee
9. Approval of Remuneration

- that if the proposals of amendment to the Articles of Association as per agenda item n. 5 are approved by the General Assembly, the agenda items n. 7, 8 and 9 become automatically moot.
- that the invitation was published on March 3, 2023 in the "Feuille Officielle Suisse du Commerce" according to the articles of association.
- that the annual report was available for consultation at the domicile of the Company as from February 27, 2023, and was also sent to the shareholders who have made the request;
- that the auditors are represented by Mr. Gérard Ambrosio of the company PricewaterhouseCoopers SA.

No shareholder has requested, within the time limit and according to the form prescribed by the articles of association, to put an item on the agenda.

All the formalities required by the law and the articles of association being accomplished, the Annual General Meeting is regularly constituted and ready to deliberate legitimately.

The secretary of the Board informs the General Assembly that:

- The shareholders and the present representatives are 43, representing 15'422'239 of voting rights, 96.01% of total of shares registered in the share register of the company and 93.36% of the share capital.
- The independent representative represents 1'305'324 voting rights. The shareholders represent 14'116'915 voting rights.

The shares of the Company are all registered shares with a nominal value of CHF 1.--.

The Chairman points out that article 20 of the company's articles of association stipulates that the Annual General Meeting takes its decisions and proceeds to elections by an absolute majority of the votes allocated to the shares represented.

The Chairman points out that the Annual General Meeting takes its decisions and proceeds to the elections with the majority of the voices allotted to the shares represented. Votes and elections are done by raised hand, except if the Chairman decides otherwise.

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

Mr. Gérard Ambrosio takes the floor on behalf of PricewaterhouseCoopers SA and specifies that the auditors have no additional comment on this point.

The Chairman submits the following petition for resolution:

*"The General Meeting approves the annual report as well as the Company's accounts and the Group's consolidated accounts for the financial year 2022."*

This resolution is adopted with a strong majority.

## **2. Discharge of the members of the Board of Directors**

The Chairman opens the discussion, by recalling that according to article 695 of the Swiss Code of Obligations, the officers who have cooperated with the management of the Company cannot take part in the decision relating to the discharge.

The Chairman submits the following petition for resolution:

*"The General Meeting gives discharge to the members of the Board of Directors for their management during 2022."*

This resolution is adopted with a strong majority.

The Chairman confirms that the officers in charge of management and the members of the Board of Directors did not take part in the vote.

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

The Board of Directors proposes to pay an ordinary dividend of CHF 5.00 gross per share plus an extraordinary dividend of CHF 5.00 gross per share.

The Chairman submits the following petition for resolution:

*"The General Meeting decides to pay an ordinary dividend of CHF 5.00 gross per share plus an extraordinary dividend of CHF 5.00 gross per share, and to carry forward the balance of CHF 209 730 665.45"*

This resolution is adopted with a strong majority.

#### **4. Re-elections and elections of the Board of Directors**

The Chairman opens the discussion.

There are no questions or comments.

The Chairman asks Mr. Jurgen Brandt, as Independent Director, to chair the Meeting for his own re-election. Mr. Jurgen Brandt submits to the General Meeting the following petition for decision:

*“The General Meeting re-elects Mr. Alain Guttman as a member of the Board of Directors of the Company until the end of the next General Meeting.”*

This resolution is adopted with a strong majority.

The Chairman takes the floor again and submits to the General Meeting the following petition for decision:

*“The General Meeting re-elects Mr. Thierry de Kalbermatten as a member of the Board of Directors of the Company until the end of the next Annual General Meeting.”*

This resolution is adopted with a strong majority.

The Chairman submits the following petition for decision:

*“The General Meeting re-elects Mr. Gian-Luca Bona as a member of the Board of Directors of the Company until the end of the next Annual General Meeting.”*

This resolution is adopted with a strong majority.

The Chairman submits the following petition for decision:

*“The General Meeting re-elects Mr. Jürgen Brandt as a member of the Board of Directors of the Company until the end of the next Annual General Meeting.”*

This resolution is adopted with a strong majority.

The Chairman submits the following petition for decision:

*“The General Meeting elects Mrs. Montserrat Peidro-Insa as a member of the Board of Directors of the Company until the end of the next Annual General Meeting.”*

This resolution is adopted with a strong majority.

The Chairman submits the following petition for decision:

*“The General Meeting elects Mr. Marc Schuler as a member of the Board of Directors of the Company until the end of the next Annual General Meeting.”*

This resolution is adopted with a strong majority.

The Chairman asks Mr. Jurgen Brandt to chair the Meeting for his own re-election as Chairman of the Board of Directors. Mr. Jurgen Brandt submits to the General Meeting the following petition for decision:

*“The General Meeting re-elects Mr. Alain Guttmann as Chairman of the Board of Directors of the Company until the end of the next Annual General Meeting.”*

This resolution is adopted with a strong majority.

## **5. Amendments to the Articles of Association**

The Chairman presents the main amendments to the Articles of Association regarding the General Assembly and the Board of Directors, due to the revision of the Swiss Corporate Law (Code des Obligations), entry in force on January 1<sup>st</sup> 2023, and the delisting of Bobst Group SA on December 29<sup>th</sup> 2022.

The Chairman opens the discussion. There are 2 questions concerning (i) the form of the Annual General Assembly (physical and electronic meetings) and (ii) the transparency of the remunerations of the Group Executive Committee.

There are no other questions or comments.

The Chairman submits the following petition for decision:

*“The General Meeting approves the amendments of the Articles of Association pursuant to the invitation published in the Feuille Officielle Suisse du Commerce (FOSC) of March 3, 2023.”*

This resolution is adopted with a strong majority.

## **6. Re-election of the Auditors**

The Board of Directors proposes to appoint as auditors PricewaterhouseCoopers SA for the year 2023.

The Chairman submits the following petition for resolution:

*“The General Meeting re-elects PricewaterhouseCoopers SA as auditors for the year 2023.”*

This resolution is adopted with a strong majority.

## **7. Re-election of the independent representative**

The President informs the General Assembly that, in view of the adoption of the proposed amendments to the Statutes under agenda item 5, there was no longer any need for the re-election of the independent representative.

This agenda item becomes automatically moot.

## **8. Re-elections to the Remuneration and Nomination Committee**

The President informs the General Assembly that, in view of the adoption of the proposed amendments to the Statutes under agenda item 5, there was no longer any need for the re-election of the Remuneration and Nomination Committee

This agenda item becomes automatically moot.

## **9. Approval of Remuneration**

The President informs the General Assembly that, in view of the adoption of the proposed amendments to the Statutes under agenda item 5, there was no longer any need for the approval of the remuneration.

This agenda item becomes automatically moot.

At the end of the deliberations, the Chairman thanks the shareholders for their support and informs them that the next Annual General Meeting will be held on March 28<sup>th</sup>, 2024.

The Annual General Meeting closed at 6:15 p.m.

The Chairman

The Secretary