

## Agenda items and proposals by the Board of Directors 132nd Annual General Meeting of Orell Füssli AG

Wednesday, 11 May 2022, 10 am (doors open at 9 am)  
SIX ConventionPoint, Auditorium, Pfingstweidstrasse 110, 8005 Zurich

- 1 Approval of the annual report, the financial statements and the consolidated financial statements for the 2021 financial year (Enclosure 2: Summary of 2021 financial year)

The Board of Directors proposes approval of the annual report, financial statements and consolidated financial statements for the 2021 financial year.

- 2 Appropriation of 2021 retained earnings

The retained earnings available to the Annual General Meeting amounts to:

Profit carried forward from previous year	CHF 102,825,000
Annual result	<u>CHF 4,144,000</u>
Retained earnings available to the Annual General Meeting	CHF 106,969,000

The Board of Directors proposes appropriation of the company's retained earnings as follows:

Distribution of a dividend of CHF 3.40 gross per registered share from the retained earnings. The balance after the appropriation of retained earnings amounts to CHF 100,305,000.

On approval of this proposal, the dividend will be paid out from 17 May 2022.  
The last trading day on which shareholders are entitled to receipt of the dividend is 12 May 2022.  
From 13 May 2022, the shares will be traded ex-dividend.

- 3 Discharge of the members of the Board of Directors

The Board of Directors proposes that the members of the Board of Directors be discharged for their activities in the 2021 financial year.

- 4 Re-elections and elections

- 4.1 Re-election of the Chairman and members of the Board of Directors

The Board of Directors proposes the re-election of the current members of the Board of Directors (including the Chairman of the Board of Directors), each for a term until the conclusion of the next Annual General Meeting.

- 4.1.1 Re-election of Dr Martin Folini as member and Chairman of the Board of Directors
- 4.1.2 Re-election of Mirjana Blume
- 4.1.3 Re-election of Dieter Widmer
- 4.1.4 Re-election of Dr Thomas Moser
- 4.1.5 Re-election of Dr Luka Müller
- 4.1.6 Re-election of Johannes Schaede

## 4.2 Re-election of the Compensation Committee

The Board of Directors proposes the re-election of Dr Martin Folini and Dr Thomas Moser as members of the Compensation Committee, each for a term until the conclusion of the next Annual General Meeting.

4.2.1 Re-election of Dr Martin Folini

4.2.2 Re-election of Dr Thomas Moser

## 4.3 Re-election of the auditor

The Board of Directors proposes the re-election of PricewaterhouseCoopers AG, Zurich, as the company's statutory auditor for the 2022 financial year.

## 4.4 Re-election of the independent proxy

The Board of Directors proposes the re-election of Anwaltskanzlei Keller KLG, Zurich, as the independent proxy for a term of one year until the conclusion of the next Annual General Meeting.

## 5 Vote on the compensation of the members of the Board of Directors and the Executive Board

See also Enclosure 3: Notes on the proposals by the Board of Directors concerning the vote on the compensation of the members of the Board of Directors and the Executive Board.

### 5.1 Consultative vote on the 2021 Compensation Report

The 2021 Compensation Report is a separate section in the Annual Report 2021 (pp. 46-51).

The Board of Directors proposes the approval of the Compensation Report for the 2021 financial year as part of a non-binding consultative vote.

### 5.2 Approval of the maximum compensation of the Board of Directors from the 2022 Annual General Meeting to the 2023 Annual General Meeting

The Board of Directors proposes the approval of a total maximum compensation for the members of the Board of Directors for the period from the 2022 Annual General Meeting to the 2023 Annual General Meeting in the amount of CHF 690,000.

### 5.3 Approval of the maximum compensation for the members of the Executive Board for the period of the 2023 financial year

#### 5.3.1 Fixed compensation

The Board of Directors proposes the approval of a total maximum fixed compensation for the members of the Executive Board for the 2023 financial year in the amount of CHF 1,900,000.

#### 5.3.2 Variable compensation

The Board of Directors proposes the approval of a total maximum performance-based compensation for the members of the Executive Board for the 2023 financial year in the amount of CHF 1,240,000.

## 6 Miscellaneous

## Organisational information

### Documents

A summary of the 2021 financial year is included with this invitation. The detailed Annual Report (including the financial statements, consolidated financial statements, Compensation Report and the auditor's reports) for the 2021 financial year can be ordered using the registration form and viewed on Orell Füssli's website ([www.orellfuessli.com/en/investors](http://www.orellfuessli.com/en/investors)). It is also available for inspection at the company's registered office: Dietzingerstrasse 3, 8036 Zurich.

### Admission tickets and voting rights

Shareholders entered in the share register on 5 May 2022 will receive a registration form with the invitation. This enables them to request admission tickets and voting documents from ShareCommService AG, Europastrasse 29, 8152 Glattbrugg. Entries in the share register are blocked from 6 May to 11 May 2022. Shareholders who sell their shares before the Annual General Meeting are no longer entitled to vote. In the event of a partial sale, the admission ticket that has been sent must be exchanged at the entrance on the day of the Annual General Meeting.

### Proxy and power of attorney

Shareholders who cannot attend the Annual General Meeting personally can be represented as follows:

- a) By another shareholder. The power of attorney for the proxy must be completed on the admission ticket requested by the shareholder and given to the authorised representative.
- b) By the independent proxy pursuant to Art. 689c Swiss Code of Obligations (CO) and Art. 8ff. Ordinance Against Excessive Remuneration in Listed Companies Limited by Shares (ERCO), Anwaltskanzlei Keller KLG, Splügenstrasse 8, 8002 Zurich. The registration form is sufficient to grant the power of attorney (the admission ticket does not have to be requested). The instruction form on the reverse of the registration form accompanying the invitation should be used to issue the voting instructions to the independent proxy. If no instructions are received, the independent proxy abstains from voting. This is also the case if votes at the Annual General Meeting are taken on proposals that are not included in the invitation.

### Electronic remote voting via powers of attorney and instructions to the independent proxy

Shareholders may also issue a power of attorney and instructions to the independent proxy electronically via the online platform of the share register, ShareCommService AG. The necessary login details are provided on the registration form accompanying the invitation. Notice of electronic participation and any changes to instructions that have been issued electronically must be submitted by no later than 9 May 2022, 12 pm CET.

We invite all shareholders to join us for a drinks reception following the Annual General Meeting.

- Enclosure 1: Power of attorney form with reply envelope
- Enclosure 2 for agenda item 1: Summary of 2021 financial year
- Enclosure 3 for agenda item 5: Notes on the proposals by the Board of Directors concerning the vote on compensation of the members of the Board of Directors and the Executive Board