

# Invitation

to the annual general meeting of  
**Castle Private Equity AG**  
Tuesday, 14 May 2019, 14:00 h (doors open 13:30 h)  
at the offices of the company at  
Schützenstrasse 6, 8808 Pfäffikon SZ, Switzerland

## Agenda

### I. Approval of the management report, the annual financial statements and the consolidated financial statements 2018

The board of directors proposes to approve the management report, the annual financial statements and the consolidated financial statements as of 31 December 2018 as well as to acknowledge the reports of the statutory auditor.

### II. Appropriation of the balance sheet surplus

The board of directors proposes to carry forward the balance sheet surplus of TCHF 118,988.

### III. Discharge of the board of directors and the general managers

The board of directors proposes that discharge be granted to its members as well as to the general managers.

### IV. Capital reduction through cancellation of shares

The board of directors proposes:

- a) to reduce the share capital of CHF 901,125 by CHF 337,999<sup>1)</sup> to CHF 563,126<sup>1)</sup> by way of cancellation of 6,759,973<sup>1)</sup> shares with a par value of CHF 0.05 each. These shares include 915,257<sup>1)</sup> shares that were bought back by the Company under the 2018 – 2019 share buyback program, 853,084 shares that were tendered to the Company following the issuance of tradable put-options in 2018, 4,343,621 shares that were tendered to the Company following a fixed price buyback in 2018 and 648,011 shares that were bought back by the Company under the 2017 – 2018 share buyback program;
- b) to confirm as a result of the report of the auditors that the claims of the creditors are fully covered notwithstanding the capital reduction;
- c) to amend article 4 of the articles of association according to the following wording as per the date of the entry of the capital reduction in the commercial register (the proposed amendments are shown in *italics*):

“Article 4: Share capital

The share capital of the Company amounts to CHF 563,126<sup>1)</sup> and is divided into 11,262,522<sup>1)</sup> registered shares with a par value of CHF 0.05 per share. The shares are fully paid-in.”

<sup>1)</sup> These figures will be modified at the annual general meeting due to further trades on the second line between approval for this invitation and the annual general meeting.

### V. Distribution of CHF 3.00 per share from general legal reserves from capital contributions and transfer of CHF 9.17 million of general legal reserves from capital contributions into accumulated surplus

The board of directors proposes:

- a) to approve the distribution of general legal reserves from capital contributions in the amount of CHF 3.00 per registered share;
- b) to transfer CHF 9.17 million of general legal reserves from capital contributions that have not been confirmed by the Federal Tax Administration into accumulated surplus.

In case of adoption of the proposal, the distribution is expected to take place as of Monday, 20 May 2019. The distribution is not subject to Swiss withholding tax. No distribution will be made on all own shares of the company which are held at the time of distribution.

### VI. New share buyback program

Once the current share buyback program has been terminated, the board of directors proposes that it be authorised to repurchase at its discretion the Company's own shares by way of a public share buyback program via a second trading line at SIX Swiss Exchange or via the issuance of put options, up to a maximum of 10% of the share capital, within a period of maximum 3 years after termination of the current share buyback program.

These repurchased shares shall be cancelled. The necessary amendments of the articles of association (reduction of share capital) and the audit report will be proposed to a subsequent general meeting.

### VII. Elections to the board of directors

The board of directors proposes to re-elect (each one separately) Mr Gilbert J. Chalk as member of the board and chairman of the board of directors, Dr Konrad Bächinger, Thomas Amstutz and Heinz Nipp as members of the board of directors for a term of one year up to the end of the next ordinary general meeting of the shareholders.

### VIII. Elections to the compensation committee

The board of directors proposes to elect (each one separately) Heinz Nipp and Dr Konrad Bächinger as members of the compensation committee for a term of one year up to the end of the next ordinary general meeting of the shareholders.

### IX. Compensation of the board of directors

The board of directors proposes that a maximum total amount of CHF 250,000 as compensation for the members of the board of directors for the term of office until the next shareholders meeting be approved.

### X. Compensation of the executive management

The board of directors proposes that a maximum total amount of CHF 100,000 as compensation for the members of the executive management for the business year 2020 be approved.

### XI. Appointment of an independent proxy

The board of directors proposes the appointment of Mr Peter Marty, Biberzeltenstrasse 21, 8853 Lachen, Switzerland as independent proxy for the company for the period from the AGM until the end of the next annual general meeting of the company, regarding the business year 2019.

### XII. Election of statutory auditors

The board of directors proposes to re-elect PricewaterhouseCoopers Ltd. as statutory auditors for a one year term.

## Information

### Management report 2018

The management report, the annual financial statements and consolidated financial statements and the reports of the statutory auditors of Castle Private Equity AG for the year 2018 are available for inspection at the registered office of the company at Schützenstrasse 6, 8808 Pfäffikon, Switzerland.

### Invitations/Registration cards

Shareholders registered with voting rights in the shareholders' register until and including 3 May 2019 shall receive, with their invitation to the annual general meeting, a registration card and voting documentation. The timely return to SIX SAG AG (latest by 9 May 2019) will facilitate the preparations for the general meeting. No new share registrations with voting rights shall be made in the shareholders' register between 3 May 2019 and the end of the general meeting.

### Appointment of representative/Proxy

The registration card attached to this invitation may be used as follows: (i) to order the admission card and the voting documents in order to attend the general meeting in person or to appoint in writing a representative who need not be a shareholder as proxy or (ii) to appoint the independent proxy, Mr Peter Marty, Biberzeldenstrasse 21, 8853 Lachen, Switzerland. Shareholders may have the possibility to use electronic authorisations and instructions via [www.sherpany.com](http://www.sherpany.com). By signing and returning the registration form without ordering an admission card or issuing specific voting instructions to the independent voting proxy, the independent voting proxy will vote in favor of the motions of the board of directors. This will also apply for any voting on additional motions that were not included in the invitation. Proxy voting by banks or corporate bodies of the Company is prohibited.

Pfäffikon SZ, 18 April 2019

On behalf of the board of directors

Chairman  
Gilbert J. Chalk

This is a non-binding translation of the German-language original, which can be downloaded from [www.castlepe.com](http://www.castlepe.com)