

## **Invitation**

# To the 122<sup>nd</sup> Annual Shareholders' Meeting of Georg Fischer Ltd

Wednesday, 18 April 2018 Start: 3:30 p.m. doors open at 2:30 p.m.

IWC Arena, Breitenaustrasse 117, Schaffhausen

#### **Contents**

- 4 Welcome
- 6 Agenda items and motions
- 10 Brief biographies of the Directors
- 12 Explanations regarding agenda items 7 and 8
- 14 Organizational matters

#### **Agenda**

- 6 1. Report on the 2017 business year
- 1.1. Annual Report, Financial Statements, and Consolidated Financial Statements for 2017
- 6 1.2. Advisory vote on the Compensation Report for 2017
- 6 2. Appropriation of retained earnings for 2017 and dividend distribution
- 7 3. Discharge of the Board of Directors and the Executive Committee
- 7 4. Renewal of the authorized capital (renewal for two years)
- 7 5. Elections to the Board of Directors
- 8 6. Election of the Chairman of the Board and of the Compensation Committee
- 8 6.1. Election of the Chairman
- 8 6.2. Election of the Compensation Committee
- 8 7. Compensation of the Board of Directors
- 8. Compensation of the Executive Committee
- 9 9. Election of the statutory auditor
- 10. Election of the independent proxy for the 2019 Annual Shareholders' Meeting

## Chairman's address to the shareholders

#### Dear shareholders

It gives me great pleasure to invite you to the 122<sup>nd</sup> Annual Shareholder's Meeting of Georg Fischer Ltd. on Wednesday, 18 April 2018 at the IWC Arena in Schaffhausen. It will start at 3:30 p.m. and the doors, as usual, will open at 2:30 p.m.

#### Highlights of the business year 2017

As we have reported throughout the year, 2017 was a very successful year for GF. We not only increased our turnover but also made substantial progress again in improving our profitability, which is reflected in significant value creation by each of the three divisions, a strong increase in our share price amid generally favorable stock market conditions, and a remarkable earnings per share (EPS) increase.

#### Strategy 2020 on track

This gives us confidence that the "Strategy 2020" we have adopted is the right one: profitable growth through concentration on higher margin market segments and products. That's why in 2017 management and the Board of Directors focused without letup on setting our products apart from the competition and on satisfying genuine customer needs. You will find more information on the successful implementation of our strategy in the attached short version of our Annual Report as well as, of course, in the full version available online.

This clearly defined 2020 strategic thrust, which we have communicated in detail for more than a year now, will continue to guide us in 2018 and beyond.

#### Bi-annual Board trip to the USA

About every second year, the Board of Directors together with the Executive Committee visits one of our major markets. In 2017, the Board of Directors with the Executive Committee spent a very intensive week in the USA with management, travelling from North to South and from the East to the West coast, visiting customers, some of our own facilities, and local management.

GF is well positioned to continue its successful growth trajectory in this very big and important market. The growth potential is evident despite the special geopolitical uncertainties in this country.

#### Review of our compensation policy

After the negative consultative vote by our shareholders on the 2016 Compensation Report at the last Shareholders' Meeting in the spring of 2017, our Compensation Committee of the Board of Directors worked intensively on redesigning the compensation architecture for the members of the Executive Committee and the CEO.

Numerous shareholder and proxy-advisor consultations took place throughout 2017 and clearly confirmed that the reason for this negative vote had absolutely nothing to do with the overall levels of Executive Committee and Board compensation, but was mostly limited to the structure of the Long Term Incentive plan (LTI) for the Executive Committee.

As a consequence, and although the opinions on this subject are by no means unanimous, the Board of Directors has decided to adapt the Executive Compensation structure (essentially the LTI structure) to a more commonly used system comprising only performance shares. These will be based on two essential key performance indicators: EPS (Earnings per Share) and rTSR (relative Total Shareholder Return). You will find detailed explanations in the 2017 Compensation Report, part of our online Annual Report.

Obviously, these changes make any comparison between 2017 and 2016 more difficult. However, it should be noted that the overall compensation levels are fully in line with previous practice at GF. The significant share price increase has, of course, positively influenced the remuneration for the Board and the Executive Committee, including the CEO, but this higher share price is completely in line with our shareholders' interests.

#### Thank you

We thank you for your interest in GF. We are looking forward to a large turnout for the company's statutory business and hope we can greet many of you in person at the Annual Shareholders' Meeting. The abridged version of the 2017 Annual Report is also enclosed with this Invitation. You will find the full version of the 2017 Annual Report at www.georgfischer.com.

Finally, I would like to sincerely thank all our GF employees for their great commitment and dedication to our firm as well as you, our shareholders, for the continued trust and confidence you place in our management and Board of Directors.

Kind regards Georg Fischer Ltd

Andreas Koopmann

Chairman of the Board of Directors

## Agenda items and motions

The Board of Directors of Georg Fischer Ltd is submitting the following agenda items and motions for discussion and resolution by the Annual Shareholders' Meeting:

#### Report on the 2017 business year

#### **Annual Report, Financial Statements, and Consolidated Financial Statements for 2017**

**Motion:** The Board of Directors proposes that the Annual Report, containing the Financial Statements and the Consolidated Financial Statements for 2017, be approved.

**Explanation:** The full Annual Report contains the Financial Statements of the GF Corporation and Georg Fischer Ltd, as well as the Report to the Shareholders, the Auditors' Report on the Consolidated Financial Statements and the Financial Statements of Georg Fischer Ltd.

The full 2017 Annual Report may be inspected at the Corporation's headquarters and is available online at www.georgfischer. com. A short version of the full Annual Report for 2017 was enclosed with the personal invitation sent to registered shareholders.

A separate vote (see agenda item 1.2) will be held on the Compensation Report.

#### Advisory vote on the **Compensation Report for 2017**

Motion: The Board of Directors proposes that the 2017 Compensation Report be approved (advisory vote).

**Explanation:** The 2017 Compensation Report explains the principles and elements of compensation at GF for members of the Board of Directors and the Executive Committee and contains all compensation that the company has paid to members of the Board of Directors and Executive Committee for the 2017 business year. The Compensation Report is part of the full 2017 Annual Report. The vote is advisory in nature.

#### **Appropriation of retained earnings** for 2017 and dividend distribution

Motion: The Board of Directors proposes the appropriation of balance sheet profit in 2017 as follows:

	Net profit for the year 2017	CHF	144'659'000
	Earnings carried forward	CHF	966'399'000
	Allocation to/reduction in reserves for treasury shares	CHF	10'355'000
	Profit from of treasury shares	CHF	253'000
	Retained earnings	CHF	1'121'666'000
	Dividend payment CHF 23 per registered share	CHF	-94'321'000
	To be carried forward	CHF	1'027'345'000

**Explanation:** The Board of Directors proposes that the Annual Shareholders' Meeting approve the retained earnings for 2017 and that a dividend of CHF 23 per share be distributed to the shareholders.

Subject to approval by the Annual Shareholders' Meeting, the dividend will be paid on 24 April 2018 to all shareholders who held shares of Georg Fischer Ltd at the close of trading on 19 April 2018. As of 20 April 2018, the shares of Georg Fischer Ltd will be traded "ex dividend", i.e. with no dividend entitlement for the 2017 business year. The dividend paid from retained earnings is subject to a 35 % withholding tax.

#### 3.

## Discharge of the Board of Directors and the Executive Committee

**Motion:** The Board of Directors proposes granting discharge to the responsible corporate bodies for activities in the 2017 business year.

#### 4.

## Renewal of the authorized capital (renewal for two years)

**Motion:** The Board of Directors proposes amending para. 1 of § 4.4a of the Articles of Association as follows:

#### Amendment to § 4.4a

"The Board of Directors is authorized to increase the share capital, no later than 17 April 2020 [heretofore 22 March 2018], by a maximum amount of CHF 600'000 by issuing a maximum of 600'000 fully paid-in registered shares with a nominal value of CHF 1 each. The increase may be made in installments."

Explanation: On 24 March 2010, the Annual Shareholders' Meeting approved the creation of authorized and conditional capital through the issue of a maximum total of 600'000 shares. Whereas the statutory provisions for the creation of conditional capital are not subject to any time limitation, the statutory provisions for the creation of authorized capital are limited by law to two years. As in 2012, 2014 and 2016, the Board of Directors proposes renewing this authorization without any change for a further two years. Furthermore, it is understood that a maximum of 600'000 shares, or 14.6% of the existing share capital, may be created as new authorized and/or conditional capital.

Pursuant to § 12.1 para. 2 no. 1 of the Articles of Association, any amendment to this clause requires the approval of at least two-thirds of the votes represented.

#### **5** .

#### **Elections to the Board of Directors**

**Motion:** The Board of Directors proposes the – individual – re-election of

- Hubert Achermann
- Roman Boutellier
- Gerold Bührer
- Riet Cadonau
- Andreas Koopmann
- Roger Michaelis
- Eveline Saupper
- Jasmin Staiblin
- Zhiqiang Zhang

Explanation: Pursuant to § 16.2 of the Articles of Association of Georg Fischer Ltd, the term of office of a member of the Board of Directors shall last until conclusion of the next Annual Shareholders' Meeting. Re-election is possible. Further information on the current members of the Board of Directors can be found on pages 8 and 9 of the Invitation.

#### 6.

## Election of the Chairman of the Board and of the Compensation Committee)

#### 6.1

#### **Election of the Chairman**

**Motion:** Subject to his re-election as a member of the Board, the Board of Directors proposes the re-election of

Andreas Koopmann
 as Chairman of the Board of Directors until
 the conclusion of the next Annual Shareholders' Meeting.

**Explanation:** Andreas Koopmann has been Chairman of the Board since 2012.

#### 6.2

#### **Election of the Compensation Committee**

**Motion:** Subject to their re-election as members of the Board, the Board of Directors proposes the re-election – individually – of

- Riet Cadonau
- Eveline Saupper
- Jasmin Staiblin

as members of the Compensation Committee until the conclusion of the next Annual Shareholders' Meeting.

Explanation: Eveline Saupper and Jasmin Staiblin have been members of the Compensation Committee since 2015, Riet Cadonau since 2017. The Board of Directors proposes independent members of the Board for election to the Compensation Committee. Given their personal and professional qualifications and background, they possess the knowledge and commitment necessary to realize the requirements made of the Compensation Committee by the law, the Articles of Association, and the Annual Shareholders' Meeting on behalf of the Corporation.

Subject to her re-election as member of the Compensation Committee, the Board of Directors will elect Eveline Saupper as Chairwoman of the Compensation Committee.

## 7. Compensation of the Board of Directors

**Motion:** The Board of Directors proposes a maximum total sum of CHF 3'750'000 for remuneration of the members of the Board for the period from the 2018 Annual Shareholders' Meeting to the 2019 Annual Shareholders' Meeting.

**Explanation:** Further information on this motion can be found on page 12.

#### 8.

#### **Compensation of the Executive Committee**

Motion: The Board of Directors proposes a maximum total sum of CHF 10'531'000 for remuneration of the members of the Executive Committee for the 2019 business year.

**Explanation:** Further information on this motion can be found on pages 12 and 13.

#### 9.

#### **Election of the statutory auditor**

**Motion:** Election of the statutory auditor **Motion:** The Board of Directors proposes the election of

PwC (PricewaterhouseCoopers AG),
 Zurich.

as the statutory auditor for the 2018 business year.

**Explanation:** PricewaterhouseCoopers AG, Zurich, is an independent international firm of auditors with an acknowledged reputation.

#### 10.

## Election of the independent proxy for the 2019 Annual Shareholders' Meeting

**Motion:** The Board of Directors proposes the election of

 the law firm weber, schaub & partner ag, Zurich, represented by lic. iur. LL. M. Christoph J. Vaucher, as the independent proxy until conclusion of the 2019 Annual Shareholders' Meeting.

Explanation: The law firm weber, schaub & partner ag, Zurich, represented by lic. iur. LL. M. Christoph J. Vaucher, ensures the requisite independence from the company for this task pursuant to Art. 728 CO. The mandate ends after conclusion of the 2019 Annual Shareholders' Meeting; in other words, the mandate shall apply to any extraordinary shareholders' meetings held prior to the 2019 Annual Shareholders' Meeting.

Following the Annual Shareholders' Meeting, supper will be served at around 6 p.m.

Kind regards Georg Fischer Ltd

On behalf of the Board of Directors The Chairman

Andreas Koopmann

Schaffhausen, 20 March 2018

## **Brief biographies** of the Directors

#### **Proposed for** re-election









#### **Andreas Koopmann** Chairman of the Board

1951 (Switzerland)

Dipl. Masch.-Ing. ETH Zurich (Switzerland), MBA from IMD Lausanne (Switzerland)

Board Member since 2010. Chairman of the Board since

#### Committees

Chairman of the Nomination Committee

Corporate Governance Independent member

#### Professional background. career

Various positions in Swiss industrial companies (1979-1982); Vice President of Engineering and Production. Bobst Group, Roseland (USA) (1982-1989): various senior positions in the Bobst Group (Switzerland) (1989-2009), as CEO (1995-2009); Chairman of Alstom (Switzerland) AG (2010 - 2012)

#### Other activities of governing bodies in listed corporations Vice Chairman of the Board of

Directors of Nestlé AG: Member of the Board of Directors of Credit Suisse Group AG (both Switzerland)

#### Further professional activities and functions

Vice Chairman of the Board of Directors of CSD Holding AG: Member of the Board of Directors of Sonceboz SA; Member of the Board of Economiesuisse (all Switzerland)

#### Gerold Bührer Vice Chairman of the Board

1948 (Switzerland)

lic. oec. publ. University of Zurich (Switzerland)

Board Member since 2001. Vice Chairman of the Board since 2012

#### Committees

Member of the Audit Committee

#### Corporate Governance

Independent member

#### Professional background, career

Various positions at the Union Bank of Switzerland (now UBS) (1973-1990), ultimately as a Member of the Executive Management of the bank's investment company; Member of the Executive Committee of Georg Fischer Ltd (1991-2000); Member of the Swiss Parliament (1991-2007): President of Economiesuisse (2007 - 2012)

#### Other activities of governing bodies in listed corporations

First Vice Chairman of the Board of Directors of Swiss Life (Switzerland)

#### Further professional activities and functions

Chairman of the Board of Directors of Fehr Advice & Partners AG and of Meier + Cie AG: Board Member of Cellere AG (all Switzerland): Member of the European Advisory Council of J.P. Morgan

#### **Hubert Achermann** Member of the Board of Directors

1951 (Switzerland)

Dr. iur, attorney, graduated in law at the University of Bern (Switzerland)

Board Member since 2014

#### Committees

Chairman of the Audit

#### Corporate Governance

Independent member

#### Professional background, career

Legal advisor at FIDES Treuhandgesellschaft in Zurich (1982-1987); heading the company's Lucerne office (1987-1994); Partner and Vice Chairman of the Board of Directors of the newly created KPMG Schweiz (1992-1994); joined the four-person Executive Board, where he was responsible for tax and law (1994-2004); CEO of KPMG Schweiz and performed several key roles for KPMG International (2004-2012): first Lead Director of KPMG International and Member of the KPMG Global Board (2009 - 2012)

#### Other activities of governing bodies in listed corporations Member of the Board and

Head Audit Committee of UBS Switzerland AG (Switzerland)

#### Further professional activities and functions

Chairman of the Foundation Board of Lucerne Festival and of Friends of Lucerne Festival: Member of the Foundation Board of Ernst von Siemens Musikstiftung (all Switzerland)

#### **Roman Boutellier** Member of the Board of Directors

1950 (Switzerland)

Dr. sc. math. ETH Zurich (Switzerland)

Board Member since 1999

#### Committees

Member of the Nomination Committee

#### **Corporate Governance**

Independent member

#### Professional background,

Kern AG (1981-1987); Memher of the Executive Management of Leica AG (1987-1993): Professor at the University of St. Gallen (1993–1998); CEO and Delegate to the Board of Directors of SIG Holding AG (1999-2004); Professor of Innovation and Technology Management at the ETH in Zurich (2004-2015) and Member of the Executive Board of the ETH Zurich (2008-2015)

#### Other activities of governing bodies in listed corporations

Further professional activities and functions

Chairman of the Board of Directors of Appenzell Cantonal Bank; Board Member of Ammann Group Holding AG and of Rychiger AG Steffisburg; Member of the Board of Trustees of Vontobel Foundation (until end of 2017); Member of the Board of Center for Industrial Marketing, CIM (all Switzerland)



**Riet Cadonau** Member of the Board of Directors

1961 (Switzerland)

BA of Arts in Business and Economics. University of Basel (1985): MA of Arts in **Economics and Business** Administration, University of Zurich (1988) (both Switzerland): INSEAD Advanced Management Program AMP (2007) (France)

Board Member since 2016

#### Committees

Member of the Compensation Committee

Corporate Governance Independent member

#### Professional background. career

Swiss Bank Corporation (now UBS) (1988-1989); various positions at IBM Switzerland (1990-2001), ultimately as Director of Global Services and Member of the Executive Committee; various positions as Member of the Executive Board at Ascom Group (2001-2005 and 2007-2011). since 2007 as CEO; 2005–2007 Managing Director and Senior Vice President at ACS Inc. (now Xerox): since 2011 CEO at Kaba Further professional Group (now dormakaba) (all Switzerland)

Other activities of governing bodies in listed corporations Member of the Board of Directors at Zehnder Group (Switzerland)

Further professional activities and functions



#### Roger Michaelis Member of the Board of Directors

1959 (Brazil and Germany)

Studied business administration at the University of São Paulo, post-graduate degree in management and strategy at Krupp Foundation, Munich (Germany), and Babson College (USA)

Board Member since 2012

#### Committees

Member of the Audit Committee

Corporate Governance Independent member

#### Professional background, career

Various positions at Osram Group (1988-2012), ultimately as CEO at Osram Brazil and Head of Human Resources in Latin America (2004-2012); before CFO at Osram subsidiaries in India and Brazil: Partner and Director of Verocap Consulting, São Paulo, (Brazil) (since 2012)

Other activities of governing bodies in listed corporations

#### activities and functions

Managing Director and owner of Verocap Consulting; Chairman of the Advisory Board of Bentonit União Ltd. São Paulo: CEO and Member of the Board of Directors of Celena Participações e Marketing S/A (all Brazil)



#### **Eveline Saupper** Member of the Board of Directors

1958 (Switzerland)

Dr. iur, attorney and certified tax expert, graduated in law at the University of St. Gallen (Switzerland)

Board Member since 2015

#### Committees

Chairwoman of the Compensation Committee

Corporate Governance Independent member

#### Professional background. career

Legal and tax Advisor at Peat Marwick Mitchell (now KPMG Fides) (1983-1985): Attorney at Baker & McKenzie (1985-1992); Employee (1992–1994). Partner (1994-2014) and of counsel at Homburger AG (2014 - 2017)

Other activities of governing bodies in listed corporations Member of the Board of Directors of Syngenta International AG: Flughafen Zurich AG and Clariant AG (all Switzerland)

#### Further professional activities and functions

Chairwoman of Mentex Holding AG. Member of the Board of Directors of hkp group AG (until June 2017); Stäubli Holding AG (all Switzerland) and of the Hoval Group (Principality of Liechtenstein): Member of the Board of Trustees of UZH Foundation and of Schweizer Berghilfe



#### **Jasmin Staiblin** Member of the Board of Directors

1970 (Germany)

Double degree in electrical engineering and physics from the Technical University, Karlsruhe (Germany); Royal Institute of Technology, Stockholm (Sweden)

Board Member since 2011

#### Committees

Member of the Compensation Committee

#### **Corporate Governance**

Independent member

#### Professional background.

Various positions at ABB, including in Switzerland, Sweden and Australia (1997-2006); Country Manager of ABB Switzerland (2006-2012); CEO of Alpiq Holding AG (since

Other activities of governing bodies in listed corporations Board member of Rolls-Royce Holdings Plc (UK)

#### Further professional activities and functions

Member of the Board of Economiesuisse (until August 2017: Vice President Swisselectric (until September 2017) (all Switzerland)



#### **Zhiqiang Zhang** Member of the Board of Directors

1961 (China)

Bachelor of Sciences from Northern Jiatong University, Beijing (China); MBA from Queen's University, Kingston (Canada)

Board Member since 2005

#### Committees

Member of the Nomination Committee

#### Corporate Governance

Independent member

#### Professional background. career

Various positions at Siemens (1987-2012), including President of Siemens VD0 Automotive China (1999-2005) President of Nokia Siemens Networks Greater China Region (2005-2012); Executive Vice President and Head of Emerging Markets (2012-2016), Senior Vice President of Sandvik Group, Head of APAC and President of Greater China Region (since 2016)

#### Other activities of governing bodies in listed corporations

Member of the Board of Directors of Dätwyler Holding AG (Switzerland)

Further professional activities and functions

## Explanations regarding agenda items 7 and 8

Pursuant to the Articles of Association of Georg Fischer Ltd, the Annual Shareholders' Meeting shall decide on the prospective approval of the maximum possible compensation of the Board of Directors and the Executive Committee.

## a) Total compensation of the Board of Directors (agenda item 7)

The 2017 Annual Shareholders' Meeting approved a maximum amount of CHF 3'093'000 for compensation of the Board of Directors.

The Board members received cash compensation in the year under review amounting to CHF 3'085'000 (previous year: CHF 2'523'000).

According to the Board's compensation model, the Board of Directors would have been eligible for 1'500 GF registered shares with a market value totaling CHF 1'932'000, which would have brought the Board's total compensation to CHF 3'231'000. This total compensation would have been higher than the total approved maximum of CHF 3'093'000. Pursuant to Art. 22.2 b of the Articles of Association, therefore, the number of GF registered shares for allocation was reduced to 1'390. The new motion for the maximum total compensation of CHF 3'750'000 for the Board of Directors for the compensation period lasting until the 2019 Annual Shareholders' Meeting consists of fixed compensation in cash and a fixed number of shares for each member of the Board.

Social insurance expenses are included in full. Calculation of the maximum total compensation is based on the same compensation principles as the previous year.

The calculation of the compensation to be paid in shares is based on the closing share price on the last trading day of the current business year. The calculation of the maximum total compensation for the new

compensation period is based on a share price of CHF 1'600 (previous year's assumption: CHF 1'200). <sup>1</sup>

## b) Total compensation of the Executive Committee (agenda item 8)

For the 2017 business year the 2016 Annual Shareholders' Meeting had approved a maximum amount of CHF 10'177'000 for compensation of the members of the Executive Committee. The Executive Committee members received compensation amounting to CHF 9'123'000 in the year under review (previous year: CHF 8'320'000).

For the 2018 business year the 2017 Annual Shareholders' Meeting had approved a maximum of CHF 10'298'000 for compensation of the members of the Executive Committee.

For the 2019 business year the new motion to set the maximum total compensation of the five members of the Executive Committee (including the CEO) at CHF 10'531'000 includes:

#### A fixed, individual annual compensation in cash for each member:

The calculation for the fixed, individual compensation includes a reserve for moderate salary increases. The fixed salaries could amount to approx. 30% of the total compensation.

#### A performance-related remuneration in cash (short-term incentive) for each

The calculation of the short-term incentive is based on the maximum achievable amounts. The short-term incentives could amount to approx. 30% of the total compensation.

## A share-based remuneration (long-term incentive) for each member;

The calculation of the share-based, long-term incentive is based on a share price of CHF 1'600 (last year's assumption: CHF 1'200). <sup>1</sup> The long-term incentives will amount to approx. 25% of the total remuneration.

#### The benefits such as retirement and social insurance expenses;

The employer's social security retirement contributions could amount to approx. 15% of the total compensation.<sup>2</sup>

The calculation of this maximum total compensation is based on the compensation principles that the Board of Directors adopted in 2017 and are explained in detail in the Compensation Report (pages 61 to 81 of the full 2017 Annual R eport).

The long-term incentive is 100% performance-dependent and is based on two performance indicators: EPS (Earnings per Share) and rTSR (relative Total Shareholder Return).

The total sum of short-term and longterm variable compensation is limited to 250% of the fixed annual compensation in accordance with the Articles of Association of Georg Fischer Ltd.

- 1 The assumption of a higher share price does not constitute a prediction based on anticipated business results. This calculation does not provide any guarantee regarding the company's future performance.
- 2 An essential part of the employer's social security contributions to the Swiss social security funds is a solidarity payment, as the individual beneficiaries do not receive a pension increase or benefit from these payments.



## Organizational matters

## Timelines and dispatch of documents (summary)

#### 20 March 2018

Dispatch of the personal invitation to the registered shareholders along with the 2017 Annual Report (short version).

The personal invitation contains

- the access code for electronic registration and electronic voting on www.georgfischer.com/gv and
- the reply coupon with which you can register for participation in the Annual Shareholders' Meeting or issue your voting instructions in writing.

Please take care of these matters as soon as possible. This will simplify the work of the share register in preparing the Annual Shareholders' Meeting. Thank you very much.

#### **Annual Report and auditors' reports**

The full 2017 Annual Report, containing the Annual Report, the compensation report plus the Financial Statements and the Consolidated Financial Statements for 2017 as well as the auditors' reports, was published on 28 February 2018. It is available for inspection at the headquarters of Georg Fischer Ltd, Amsler-Laffon-Strasse 9, 8200 Schaffhausen, and can be downloaded from the website of Georg Fischer (www.georgfischer.com).

Shareholders who are registered in the share register will be sent a short version of the Annual Report along with the Invitation to the Annual Shareholders' Meeting on 20 March 2018.

#### Voting rights and power of attorney

Shareholders are entitled to vote if they are entered in the share register with voting rights on 10 April 2018.

Shareholders who do not attend the Annual Shareholders' Meeting in person can, in accordance with  $\S$  9.2 of the Articles of Associa-

## 10 April

Shareholders are entitled to vote if they are entered in the share register with voting rights on 10 April 2018.

## 11 April

The admission cards will sent in the mail as of 11 April 2018.

## 12 April

Deadline for ordering an admission card. The deadline is deemed to be the date of receipt of your instructions by the company.

## 16 April

You may issue your voting instructions online until 12 p.m. on Monday, 16 April 2018. If you issue your voting instructions in writing, they must reach us by Tuesday, 17 April 2018 (the deadline is deemed to be the date of postal delivery).

tion, be represented by another shareholder entitled to vote or by the independent proxy (law firm weber, schaub & partner ag, Zurich, represented by lic. iur. LL. M. Christoph J. Vaucher, Postfach 22, 8024 Zurich). Companies can, in addition, be represented by legal representatives or authorized signatories or other authorized proxies, while married

persons may be represented by their spouse, minors and wards by their legal quardian.

In the period from 11 to 18 April 2018, no entries of registered shares will be made in the company's share register that entitle the holder to exercise voting rights at the Annual Shareholders' Meeting of 18 April 2018.

In the event that part of the shares listed on the admission card are sold, the shareholder no longer has any voting rights for these shares.

## Restrictions on voting rights and power of attorney

Pursuant to § 4.10 of our Articles of Association, the total number of votes exercised by one person for his own shares and shares which he represents may not exceed 5% of the voting rights of the entire share capital. Persons bound by capital or voting rights, by consolidated management or otherwise acting in concert for the purpose of circumventing this provision are deemed to be one person.

#### General remarks

#### **Date of Annual General Meeting**

Wednesday, 18 April 2018

Start: 3:30 p.m. Doors open: 2:30 p.m.

Venue of the Annual Shareholders' Meeting IWC Arena, Breitenaustrasse 117, Schaffhausen

#### **Directions**

The IWC Arena is located in the Breite neighborhood, close to the town center. There will be shuttle buses from the Schaffhausen train station to the IWC Arena (a ten minute journey). Please look out for the signs at the train station.

#### Parking

Free parking spaces in the Breite area are limited. Please look out for the signs.

#### Return

Regular shuttle buses (every ten minutes) will take you from Breite to the Schaffhausen train station (a ten minute journey).

#### Language

The Annual Shareholders' Meeting will be held in German.

#### Contact

Georg Fischer Ltd Amsler-Laffon-Strasse 9 8201 Schaffhausen Switzerland

Phone: +41 (0) 52 631 11 11 info@georgfischer.com www.georgfischer.com

Georg Fischer Ltd Amsler-Laffon-Strasse 9 8201 Schaffhausen Switzerland

Phone: +41 (0) 52 631 11 11 www.georgfischer.com



#### **Important Dates**

18 July
Publication of
Mid-Year Report 2018

27 February
Publication of Annual
Report 2018, Media
and Financial Analysts'
Conference

17 April
Shareholders' Meeting
for fiscal year 2018





