

# INVITATION TO THE ANNUAL GENERAL MEETING OF BOBST GROUP SA

which will be held  
on Thursday, April 4, 2019, 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, the Company's Accounts and the Group's Consolidated Accounts for the Financial Year 2018

The Board of Directors proposes that the annual report, the Company's accounts and the Group's consolidated accounts for the financial year 2018 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 for their activities during the financial year 2018.

### 3. Resolution on the Appropriation of Available Earnings on December 31, 2018 and Distribution of a Dividend

Available earnings:	CHF
Balance carried forward	105 054 942.89
Allocation to the reserve for treasury shares	-400 613.60
Profit for the year 2018	<u>91 205 188.95</u>
Total	195 859 518.24

The Board of Directors proposes the following dividend and appropriation of available earnings:

Dividend of CHF 1.50 gross per share  
on maximum 16 518 478 shares\*

Maximum dividend payout*	24 777 717.00
Balance carried forward	171 081 801.24

\* The proposed maximum dividend payout is calculated on the basis of the total number of 16 518 478 registered shares. No dividend will be declared on treasury shares held by Bobst Group SA and its subsidiaries.

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

The Board of Directors proposes the following re-elections to the Board of Directors:

**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 Re-election of Mr. Alain Guttman as Chairman**

until the end of the next Annual General Meeting.

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

The Board of Directors proposes the following re-elections to the Remuneration and Nomination Committee:

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

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

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

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

## **6. Approval of Remuneration**

The Board of Directors proposes to approve the following maximum aggregate amounts of remuneration for the Board of Directors and the Group Executive Committee:

### **6.1 Approval of the Remuneration for the Board of Directors for the period from the end of the Annual General Meeting 2019 until the end of the Annual General Meeting 2020**

Maximum aggregate amount of remuneration of  
CHF 1 600 000

### **6.2 Approval of the Remuneration for the Group Executive Committee for the financial year 2020:**

Maximum aggregate amount of remuneration of  
CHF 7 000 000

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

The Board of Directors proposes the re-election of PricewaterhouseCoopers SA as Auditors for the financial year 2019.

## **8. Re-election of the Independent Representative**

The Board of Directors proposes the re-election of Ofisa SA, Lausanne, as Independent Representative until the end of the next Annual General Meeting.

## **Explanations:**

### **Agenda Item 3: Resolution on the Appropriation of Available Earnings and Distribution of a Dividend**

Provided that the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 1.50 per share, less Swiss withholding tax of 35%. The shares will be traded ex-dividend as of April 8, 2019. The net dividend will be payable as from April 10, 2019.

### **Agenda Item 4: Re-elections to the Board of Directors**

The detailed CV of the persons proposed for re-election as members of the Board of Directors are included in the annual report 2018 in the chapter on Corporate Governance and on the Company's website (<http://investors.bobst.com>).

After having served as a member of the Board of Directors for two years Patrice Bula has decided not to stand for re-election, due to other commitments.

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

### **6.1 Board of Directors**

The Board of Directors proposes an aggregate maximum amount of CHF 1 600 000 for the remuneration of all members of the Board of Directors for the period from the Annual General Meeting 2019 until the end of the Annual General Meeting 2020.

### **6.2 Approval of the Remuneration for the Group Executive Committee (GEC)**

The aggregate amount of CHF 7 000 000 proposed for the Group Executive Committee as remuneration for the financial year 2020 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 2020 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 financial year 2018, including the annual Company's accounts and the Group's consolidated accounts, the Remuneration Report as well as the reports of the Auditors will on request be sent to shareholders registered in the Share Register, to the last address communicated to the Company. These documents are also available for consultation from February 27, 2019 at the Company's head office or on the Company's website (<http://investors.bobst.com/publications>).

## **Admission Cards**

Holders of registered shares of Bobst Group SA who are registered in the Share Register with voting rights 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 21, 2019.

## **Representatives**

Shareholders registered in the Share Register with voting rights 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 with voting rights (Article 18 of the Articles of Association). Shareholders are also entitled to be represented by Ofisa SA, chemin des Charmettes 7, 1002 Lausanne, acting as independent representative.

## **Electronic Platform for Voting Instructions**

Shareholders registered in the Share Register with voting rights have the possibility to give voting instructions to the independent representative by using a web platform until April 2, 2019. Details can be found on the enclosed notice "Electronic Registration and Issuance of Power of Attorney via Investor Portal".

## **Voting Rights**

Shareholders registered in the Share Register with voting rights on April 2, 2019, are entitled to attend the Annual General Meeting and vote their shares. If the shares are sold prior to the Annual General Meeting, shareholders are not allowed to take part.

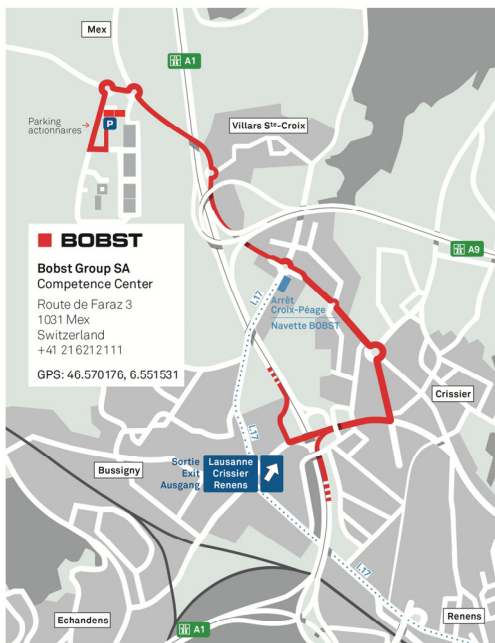
In case of discrepancy, the French version of this invitation prevails.

## **Bobst Group SA**

The Board of Directors

Mex, February 26, 2019

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



## Transport

We recommend that you use public transport. Line 17 of the TL (public transport of the Lausanne region) departs from Georgette, six times per hour, and you should get off at Croix-Péage. From there, a BOBST shuttle service will take you to the place of the shareholder registration. It takes 30 minutes from Croix-Péage to the meeting place, and the last shuttle will depart at 16:45. For your return journey, the shuttle service will run from the end of the meeting until 19:55, last departure. Please note, the Bobst Mex site is also served by line 32 TL, however it will not be available for the return.