

LALIQUE  
GROUP

**INVITATION TO THE  
ORDINARY GENERAL MEETING 2019**

**Cover** RockStone 40, blue crystal. Arik Levy's work created in collaboration with Lalique.

# LALIQUE GROUP

Zurich, 2 May 2019

Dear Shareholder

The Board of Directors of Lalique Group SA is pleased to invite you to the Ordinary General Meeting:

<b>DATE</b>	24 May 2019
<b>STARTING AT</b>	4 pm (with cocktail buffet to follow after the General Meeting)
<b>DOORS OPEN AT</b>	3.15 pm
<b>VENUE</b>	The Dolder Grand, Gallery, Kurhausstrasse 65, 8032 Zurich

For additional information concerning the organization and the procedure for delegating voting rights, please see the attached documents.

For the Board of Directors



Silvio Denz, Executive Chairman

## ENCLOSURES

- Admission card with ballot paper
- Registration form, proxy
- Reply envelope
- Short version of the 2018 annual report  
(the complete financial report can be accessed at [www.lalique-group.com](http://www.lalique-group.com))

**AGENDA FOR THE ORDINARY  
GENERAL MEETING OF LALIQUE GROUP SA  
ON 24 MAY 2019  
WITH THE PROPOSALS  
OF THE BOARD OF DIRECTORS**

## **1 APPROVAL OF THE BUSINESS REPORT, THE CONSOLIDATED FINANCIAL STATE- MENTS AND THE STATUTORY FINANCIAL STATEMENTS OF LALIQUE GROUP SA FOR THE 2018 FINANCIAL YEAR**

The Board of Directors proposes to the General Meeting to approve: the 2018 business report, containing the annual report, the statutory financial statements and the consolidated financial statements of LaliQue Group SA.

## **2 APPROPRIATION OF RETAINED EARNINGS**

Year-end result for		
2018 financial year	CHF thousand	19 050
Balance brought forward	CHF thousand	83 290
Retained earnings as per		
31 December 2018	CHF thousand	102 340

### **Proposal:**

Dividend payment	CHF thousand	-
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(Closure of share register 17 May 2019)

Balance brought forward		
to new account	CHF thousand	102 340

The Board of Directors proposes to the General Meeting of 24 May 2019 an ordinary dividend of CHF 0.50 per share (par value of CHF 0.20 each) from the capital contribution reserves without withholding tax.

Capital contribution reserves		
prior to the planned dividend		
distribution:	CHF thousand	44 493
Proposed payout from the		
capital contribution reserves:		
(2018 CHF 0.50 per dividend-bearing		
share; 2017: -)	CHF thousand	-3 000
Balance of capital contribution		
reserves brought forward		
to new account:	CHF thousand	41 493

### **3**

#### **APPROVAL OF THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

##### **3a) Approval of the fixed remuneration of the members of the Board of Directors for the period up to and including the next Ordinary General Meeting.**

The Board of Directors proposes to the General Meeting to determine the maximum overall fixed remuneration of members of the Board of Directors for the period up to and including the next Ordinary General Meeting of Shareholders as follows:

CHF 1 120 000. This figure includes the fixed remuneration for Roger von der Weid and Claudio Denz, who are members of both the Board of Directors and the Executive Board.

##### **3b) Approval of the variable compensation of the members of the Board of Directors for the 2018 financial year**

Roger von der Weid and Claudio Denz are members of both the Board of Directors and the Executive Board. Their remuneration comprises both a variable and a fixed component. Their compensation is recognized in the remuneration report as part of the compensation paid to the Board of Directors. The Board of Directors proposes to the General Meeting to approve a total sum of CHF 130 000 payable to the members of the Board of Directors as variable compensation for the 2018 financial year.

### **4**

#### **APPROVAL OF THE COMPENSATION OF THE MEMBERS OF THE EXECUTIVE BOARD**

##### **4a) Approval of the fixed compensation of the members of the Executive Board for the 2019 financial year**

The Board of Directors proposes to the General Meeting to determine a maximum fixed compensation of the members of the Board of Directors for the 2019 financial year overall (but not including Roger von der Weid and Claudio Denz) as follows: CHF 2 110 000.

##### **4b) Approval of the variable compensation of the members of the Executive Board for the 2018 financial year**

The Board of Directors proposes to the General Meeting to approve a variable compensation of the members of the Board of Directors for the 2018 financial year overall (but not including Roger von der Weid and Claudio Denz) as follows: CHF 450 000.

## **5**

### **DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD**

The Board of Directors proposes to the General Meeting to grant discharge from liability to each member of the Board of Directors and of the Executive Board for the 2018 financial year.

## **6**

### **ELECTIONS TO THE BOARD OF DIRECTORS**

#### **6a) Re-election of Silvio Denz**

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current Chairman of the Board of Directors, Silvio Denz, for another term of office up to and including the next Ordinary General Meeting as Chairman of the Board of Directors.

#### **6b) Re-election of Roland Weber**

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Roland Weber, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

#### **6c) Re-election of Roger von der Weid**

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Roger von der Weid, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

#### **6d) Re-election of Claudio Denz**

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Claudio Denz, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

#### **6e) Re-election of Jan Kollros**

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Jan Kollros, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

#### **6f) Re-election of Marcel Roesti**

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Marcel Roesti, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

## **7**

### **ELECTION OF THE MEMBERS OF THE REMUNERATION COMMITTEE**

#### **7a) Re-election of Silvio Denz**

The Board of Directors proposes to the General Meeting to elect, according to art. 26 of the bylaws, Silvio Denz for another term of office up to and including the next Ordinary General Meeting as a member of the Remuneration Committee.

#### **7b) Re-election of Roland Weber**

The Board of Directors proposes to the General Meeting to elect, according to art. 26 of the bylaws, Roland Weber for another term of office up to and including the next Ordinary General Meeting as a member of the Remuneration Committee.

## **8**

### **RE-ELECTION OF THE INDEPENDENT PROXY**

The Board of Directors proposes to the General Meeting to elect, according to art. 14 of the bylaws, Buis Bürgi AG, Mühlebachstrasse 8, 8008 Zurich for another term of office up to and including the next Ordinary General Meeting as independent proxy.

## **9**

### **RE-ELECTION OF THE STATUTORY AUDITORS**

The Board of Directors proposes to the General Meeting to re-elect Ernst & Young AG, Maagplatz 1, 8005 Zurich, for another term of office up to and including the next Ordinary General Meeting as statutory auditors.

## **10**

### **CREATION OF AUTHORIZED CAPITAL**

The Board of Directors proposes to the General Meeting to create authorized capital up to a maximum amount of CHF 240 000 by the inclusion of a new article 3b in the Articles of Incorporation with the following wording:

Art. 3b

#### **Authorized capital**

The Board of Directors is authorized to increase the share capital at any time until 24 May 2021 by a maximum amount of CHF 240 000 by issuance of a maximum of 1 200 000 registered shares with a par value of CHF 0.20 each, to be fully paid up.

Increases through firm underwriting or in partial amounts are permitted.



The Board of Directors shall determine the issue price, the date from which the shares carry the right to dividends, and the types of contributions. The Board of Directors may also provide for paying in the necessary capital by converting equity capital.

The Board of Directors is authorized to exclude the pre-emptive rights of the shareholders and to allocate them to third parties in the event of the use of the new shares for the purpose of: (1) mergers, acquisitions of enterprises or parts thereof, or participations, financing and/or refinancing of such mergers and acquisitions; (2) the financing and refinancing of investment projects; (3) the participation of strategic partners; (4) broadening the shareholder constituency to certain types of new investors; (5) for the purpose of swiftly or flexibly raising equity capital by placing shares which would be substantially more

difficult by granting pre-emptive rights; or (6) for the participation of employees or members of the Board of Directors. Shares for which the pre-emptive rights have been excluded pursuant to any of the reasons set out above, may also first be created as treasury shares held by the Company.

The Board of Directors is entitled to let forfeit pre-emptive rights that have not been exercised or to place those rights or the respective shares for which pre-emptive rights have been granted but not exercised at market terms.

The subscription as well as the acquisition of registered shares out of authorized share capital for general purposes and any further transfers of registered shares shall be subject to the transfer restrictions specified in art. 5 of the Articles of Association.

## **INFORMATION ON THE ORGANIZATION**

### **Business Report**

The 2018 Business Report, comprising the annual report, the consolidated financial statements, the annual financial statements and the remuneration report of Laliq Group SA, together with the relevant auditors' reports, is available for inspection at the company's registered office and as a PDF file at [www.laliq-group.com](http://www.laliq-group.com). Similarly available from [www.laliq-group.com](http://www.laliq-group.com) as a PDF file is the financial part of the annual report (consolidated financial statements, annual financial statements and remuneration report, together with the relevant auditors' reports). These documents and the minutes of the last General Meeting are available for inspection at the company's registered office for 20 days prior to the General Meeting.

### **Admission to General Meeting/ registration**

In the enclosure you will find your personal admission ticket for the Ordinary General Meeting together with the voting forms. These documents must be presented to the ticket desk at the entrance of the hall. If you wish to attend in person, you should retain these and return only your registration form by 22 May 2019 (date of receipt by the company) to the following address: Laliq Group SA, Share Register, c/o Nimbus AG, P.O. Box, CH-8866 Ziegelbrücke.

### **Representation/voting proxy**

According to art. 6 of the bylaws, only those entered in the share register as registered shareholders have voting rights. A shareholder can be represented at the General Meeting by another participating shareholder, by a third party who need not be a shareholder or by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, 8024 Zurich (art. 11 of the bylaws). In the case of signed proxies left blank or proxies lacking additional instructions, the independent proxy abstains from voting.

- When proxy is granted to another shareholder/third party, the power of attorney is to be filled out and handed directly to the representative.
- When proxy is granted to the independent proxy, your power of attorney and any instructions are to be submitted with the enclosed reply envelope to arrive no later than 22 May 2019 (date of receipt) to the following address: Laliq Group SA, Share Register, c/o Nimbus AG, P.O. Box, CH-8866 Ziegelbrücke. You can also send the power of attorney by e-mail ([proxy@bblegal.ch](mailto:proxy@bblegal.ch)). Powers of attorney/instructions received after this date will no longer be considered. If written instructions are lacking (or unclear), the independent proxy will abstain.

### **Entitlement to vote**

Only shareholders entered in the share register on 17 May 2019 (effective date) are entitled to take part in the General Meeting.



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