

## Invitation to shareholders to attend the 43<sup>rd</sup> ordinary Annual General Meeting of Kardex Holding AG

On Thursday, **15 April 2021, 4 p.m. CET**

Thurgauerstrasse 40, 8050 Zurich, Switzerland

Due to the special situation in connection with the coronavirus, the Board of Directors has decided to hold the Annual General Meeting on 15 April 2021, in accordance with Art. 27 of the Covid 19 Regulation 3, **excluding the physical participation of shareholders**, even if at the time of the meeting there is no longer a ban on events in accordance with Art. 6 of the Covid 19 Regulation. All shareholders have the exclusive option of submitting a written or electronic proxy with instructions to **the independent proxy**.

### Agenda and proposals of the Board of Directors

#### 1. Annual Report, annual financial statements of Kardex Holding AG and consolidated financial statements as well as the remuneration report for the 2020 financial year

##### 1.1 Approval of the Annual Report, annual financial statements of Kardex Holding AG, and consolidated financial statements for the 2020 financial year

The Board of Directors proposes the approval of the above after the acknowledgment of the statutory auditors' report.

##### 1.2 Consultative vote on the 2020 remuneration report

The Board of Directors proposes that the remuneration report for the 2020 financial year be taken note of and agreed upon within the scope of a non-binding consultative vote. The remuneration report can be found on pages 50 to 51 of the Annual Report 2020.

#### 2. Appropriation of retained earnings 2020

The Board of Directors proposes that the retained earnings be appropriated as follows:

CHF	31/12/2020
Balance brought forward	200.7 million
Net profit for 2020	<u>9.4 million</u>
Available retained earnings	210.1 million
Dividend distribution	30.9 million
Balance to be carried forward	179.2 million

The dividend of CHF 4.00 per share shall be paid on 21 April 2021 (Ex-Date: 19 April 2021; Record Date: 20 April 2021; Payment Date: 21 April 2021).

#### 3. Discharge of the members of the Board of Directors and the Group Management

The Board of Directors proposes that the members of the Board of Directors and Group Management be discharged for the 2020 financial year.

#### 4. Elections

##### 4.1 Re-election of the members of the Board of Directors

The Board of Directors proposes the re-election of

Mr. Jakob Bleiker  
Mr. Philipp Buhofer  
Mr. Eugen Elmiger  
Mr. Andreas Häberli  
Mr. Ulrich Jakob Looser  
Mr. Felix Thöni

as members of the Board of Directors of Kardex Holding AG for a term of office until the close of the next ordinary Annual General Meeting.

##### 4.2 Election of the Chairman of the Board of Directors

The Board of Directors proposes the election of Mr. Felix Thöni as Chairman of the Board of Directors of Kardex Holding AG for a term of office until the close of the next ordinary Annual General Meeting.

##### 4.3 Election of the members of the Compensation and Nomination Committee

The Board of Directors proposes the election of

Mr. Philipp Buhofer  
Mr. Eugen Elmiger  
Mr. Ulrich Jakob Looser

as members of the Compensation and Nomination Committee of Kardex Holding AG for a term of office until the close of the next ordinary Annual General Meeting.

##### 4.4 Re-election of the independent proxy

The Board of Directors proposes the re-election of Wenger & Vieli AG, Zurich, Switzerland, as independent proxy for a term of office until the close of the next ordinary Annual General Meeting.

#### 4.5 Re-election of the statutory auditors

The Board of Directors proposes the re-election of PricewaterhouseCoopers AG (PwC), Zurich, Switzerland, as statutory auditors for the 2021 financial year.

#### 5. Compensation

##### 5.1 Approval of the maximum compensation for the Board of Directors until the next ordinary Annual General Meeting

The Board of Directors proposes the approval of the maximum total amount of CHF 1 200 thousand as compensation for the members of the Board of Directors for the term of office until the next ordinary Annual General Meeting. Compared to the last term, this represents no increase.

The maximum total amount applied for also includes compensation for the work on the Audit Committee and the Compensation and Nomination Committee.

The Board of Directors consists of six members.

##### 5.2 Approval of the maximum compensation for the Group Management for the financial year 2022

The Board of Directors proposes the approval of the maximum total amount of CHF 4 750 thousand (of which CHF 1 750 thousand are for fixed salaries and CHF 3 000 thousand for bonuses, social security contributions, and fringe benefits) as compensation for the members of the Group Management for the 2022 financial year. The increase is due to the introduction of a long-term incentive program and will only take effect if the Kardex share price develops positively, as this LTI compensation is paid out in Kardex shares.

The Group Management consists of four members.

#### Miscellaneous

##### Supporting documents

The 2020 Annual Report, which contains the annual financial statements of Kardex Holding AG, the consolidated financial statements, the remuneration report, and the auditors' report, and the agenda for the Annual General Meeting with the proposals of the Board of Directors are available for review at the registered office of the company Kardex Holding AG, Thurgauerstrasse 40, 8050 Zurich, Switzerland, for 20 days before the Annual General Meeting. These documents can also be viewed online at [www.kardex.com](http://www.kardex.com).

#### Voting entitlement

The shareholders of Kardex Holding AG who are entered in the share register as entitled to vote will receive a registration and power of attorney form along with the invitation to the Annual General Meeting. All shareholders entered in the Kardex Holding AG share register on 9 April 2021, 5.30 p.m. CET (effective date) are entitled to vote. In the period from 10 April 2021 up to and including 15 April 2021, no further entries will be made in the share register.

#### Voting

All shareholders have to cast their votes exclusively by written or electronic proxy with instructions to the **independent proxy**, Wenger & Vieli AG, Zurich, Switzerland.

##### I. Electronically:

You can exercise your right to vote and elect electronically by means of instructions given to the independent proxy. The access information can be found on the registration and power of attorney form provided. The electronically issued instructions can be submitted or modified until 13 April 2021, 5 p.m. CET.

##### II. In writing:

To grant a proxy in writing, the registration and power of attorney form provided must be filled out appropriately, signed and sent to the following address with all necessary voting instructions until 13 April 2021: ShareCommService AG, Europastrasse 29, 8152 Glattbrugg, Switzerland.

Without an explicit written instruction, the independent proxy is directed to withhold its vote (Art. 10 para.2 of the Ordinance against Excessive Compensation in Stock Exchange Listed Companies).

Zurich, 16 March 2021

On behalf of the Board of Directors of Kardex Holding AG  
Chairman: Philipp Buhofer