



INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGM)

Wednesday, 8 April 2020, 10.00 a.m. (doors open at 9.30 a.m.)

Lake Side Zurich,
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AGENDA AND MOTIONS BY THE BOARD OF DIRECTORS

1. Approval of the annual report, the financial statements of VZ Holding Ltd and the consolidated financial statements for 2019; acknowledgement of the auditors' reports

The Board of Directors proposes that the annual report, the annual financial statements of VZ Holding Ltd and the consolidated financial statements for the financial year 2019 be approved.

2. Release of the members of the Board of Directors and the Executive Board

The Board of Directors proposes that the release of the members of the Board of Directors and the Executive Board for their activities in the financial year 2019 be approved.

3. Appropriation of the available profit of VZ Holding Ltd

Balance brought forward	CHF 54'840'391
Net profit for the year 2019 of VZ Holding Ltd	CHF 65'656'126
Available profit	CHF 120'496'517

The Board of Directors proposes appropriation of the available profit as follows:

Dividend	CHF 40'179'692
Balance carried forward	CHF 80'316'825

The dividend total of CHF 40'179'692 corresponds to a gross dividend of CHF 5.10 per registered share with a nominal value of CHF 0.25 each. If the AGM adopts this motion, the dividends will be paid out from 16 April 2020.

4. Changes in the statutes

4.1 Share split in the ratio 1:5 (change in nominal value)

The Board of Directors proposes to increase the number of shares of VZ Holding Ltd by splitting the existing registered shares in a ratio of 1:5. Instead of one existing registered share with a nominal value of CHF 0.25, 5 registered shares with a nominal value of CHF 0.05 each shall be issued. The share split is expected to take place on 21 April 2020, without any need for shareholders to take action.

For this share split, the Board of Directors proposes that Art. 3 and Art. 3a para. 1 of the Articles of Association be amended as follows:

Statutes	Current version	New version
Art. 3 Share capital	The Company's share capital is CHF 2'000'000 divided into 8'000'000 registered shares with a nominal value of CHF 0.25 each. The shares are fully paid up.	The Company's share capital is CHF 2'000'000 divided into 40'000'000 registered shares with a nominal value of CHF 0.05 each. The shares are fully paid up.

Statutes	Current version	New version
Art. 3a Contingent share capital	The Company's share capital shall be raised by the maximum sum of CHF 40'000 by the issue of up to 160'000 registered shares that are to be comprehensively paid up with a nominal value of CHF 0.25 each as the consequence of the exercise of option rights granted to the members of the Board of Directors and the employees at all levels of the Company and of group companies in accordance with the provisions of a participation plan or several participation plans. [...]	The Company's share capital shall be raised by the maximum sum of CHF 40'000 by the issue of up to 800'000 registered shares that are to be comprehensively paid up with a nominal value of CHF 0.05 each as the consequence of the exercise of option rights granted to the members of the Board of Directors and the employees at all levels of the Company and of group companies in accordance with the provisions of a participation plan or several participation plans. [...]

4.2 Change of domicile of VZ Holding Ltd

The Board of Directors proposes that Art. 1 of the Articles of Association be amended as follows to change the domicile of VZ Holding Ltd from Zurich to Zug.

Statutes	Current version	New version
Name, domicile, duration	Under the name VZ Holding AG, VZ Holding SA, VZ Holding Ltd exists a stock corporation of indefinite duration pursuant to Art. 620 ff. of the Swiss Code of Obligations. The Company is domiciled in Zurich.	Under the name VZ Holding AG, VZ Holding SA, VZ Holding Ltd exists a stock corporation of indefinite duration pursuant to Art. 620 ff. of the Swiss Code of Obligations. The Company is domiciled in Zug .

5. Elections

5.1 Elections to the Board of Directors and Election of the Chairman of the Board of Directors

The Board of Directors proposes the re-election of the following members as well as of the Chairman of the Board of Directors, each individually, for a new term of office of one year, until the end of the next AGM:

- Fred Kindle, as member as well as Chairman of the Board of Directors (in a single vote)
- Roland Iff, as member of the Board of Directors
- Dr. Albrecht Langhart, as member of the Board of Directors
- Roland Ledergerber, as member of the Board of Directors
- Olivier de Perregaux, as member of the Board of Directors

The members' CVs may be found in the annual report 2019 (Corporate Governance), as well as on the company website at www.vzch.com (Investors/Corporate Governance/Board of Directors).

5.2 Elections of the members of the Compensation Committee

The Board of Directors proposes the re-election of the following members of the Board of Directors as members of the Compensation Committee, each individually, for a term of office of one year, until the end of the next AGM:

- Fred Kindle
- Roland Ledergerber

6. Election of the Independent Proxy

The Board of Directors proposes the election of Law Office Keller Partnership, Alfred-Escher-Strasse 11, PO Box 1889, 8027 Zurich, as Independent Proxy of VZ Holding Ltd for a term of office of one year until the end of the next AGM.

7. Election of the Auditor for the financial year 2020

The Board of Directors proposes the re-election of PricewaterhouseCoopers Ltd, Zurich, as auditor of VZ Holding Ltd for the financial year 2020.

8. Approval of remunerations

8.1 Approval of remuneration of the Board of Directors

The Board of Directors proposes the approval of the maximum total amounting to CHF 403'000 (including employer's social security contributions) for the remuneration of the Board of Directors until the next AGM (2020/2021 term of office).

8.2 Approval of fixed remuneration of the Executive Board

The Board of Directors proposes the approval of the maximum total amounting to CHF 4'160'000 (including employer's social security contributions and other compensation) for the fixed remuneration of the Executive Board for the 2020 business year.

8.3 Approval of variable remuneration of the Executive Board

The Board of Directors proposes the approval of the total amounting to CHF 2'059'000 (including employer's social security contributions) for the variable remuneration of the Executive Board for the 2019 business year.

Additional information can be found in the remuneration report, which is part of the 2019 annual report.

ADMINISTRATIVE ISSUES

We kindly ask you to return the **completed and signed** registration form to VZ Holding Ltd's share register in the enclosed envelope by 1 April 2020.

Personal attendance

If you wish to attend the AGM in person, your admission ticket will be sent to the address specified in your registration.

Powers of attorney and instructions

Shareholders not attending the AGM may be represented by a **third person** or by the **Independent Proxy** in accordance with Article 689c OR and Articles 8 et seq. VegüV (Law Office Keller Partnership, Alfred-Escher-Strasse 11, PO Box 1889, 8027 Zurich). Please note that powers of attorney and instructions are valid only for the AGM held on 8 April 2020. If the Independent Proxy does not receive any instructions, he will abstain from voting.

Electronic instructions

Shareholders may order their admission ticket or instruct the Independent Proxy electronically. Your one-time code is listed in the registration form. You may issue and amend instructions electronically up until 4 April 2020.

Voting right

At the AGM on 8 April 2020 only shares of VZ Holding Ltd registered in the share register on 3 April 2020 shall have voting rights. The share register will be closed from 4 to 8 April 2020. During this period, no shares entitling their holders to vote at the AGM on 8 April 2020 will be registered. The registration of shareholders for voting purposes **does not affect the tradability of shares** before, during or after an AGM.

Leaving the AGM early

For a correct presence count, shareholders who leave the AGM early are kindly requested to hand in their unused voting material on their way out.

Business report and auditors' reports

The business report consists of the annual report, the annual financial statements of VZ Holding Ltd, the consolidated financial statements, the remuneration report as well as the statutory auditors' reports for the financial year 2019. Shareholders may order a copy of the business report 2019, download it from the company's website: www.vzch.com (Investors/Financial reports) or inspect it from 6 March 2020 at the company's headquarter (Gotthardstrasse 6, 8002 Zurich).

Zurich, 28 February 2020

VZ Holding Ltd
For the Board of Directors



Fred Kindle

The AGM will be held in German. The invitation is published in German, English and French. In the event of inconsistencies in the English or French translations, the original German version shall prevail.

