



INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGM)

Monday, 12 April 2021, 10.00 a.m.

Contact details

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Dear Shareholder

The risk of infection with the coronavirus remains high. Larger gatherings are currently not allowed and it is open when this ban can be lifted. Therefore, we unfortunately had to decide to hold the Annual General Meeting without the presence of our shareholders this time as well.

We invite you to exercise your shareholder rights through the independent proxy. In the section «Administrative Issues» on the inside of this invitation you will find all the details on how to exercise your voting rights in writing or electronically.

I wish you all the best and look forward to seeing you again next year in the usual setting.

Zug, 5 March 2021

VZ Holding Ltd
For the Board of Directors



Fred Kindle
Chairman of the Board of Directors

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 2020; 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 2020 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 2020 be approved.

3. Appropriation of the available profit of VZ Holding Ltd

Balance brought forward	CHF 80'392'336
Net profit for the year 2020 of VZ Holding Ltd	CHF 29'918'465
Available profit	CHF 110'310'801

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

Dividend	CHF 48'300'216
Balance carried forward	CHF 62'010'585

The dividend total of CHF 48'300'216 corresponds to a gross dividend of CHF 1.23 per registered share with a nominal value of CHF 0.05 each. If the AGM adopts this motion, the dividends will be paid out from 16 April 2021.

4. Elections

4.1 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 2020 (Corporate Governance), as well as on the company website at www.vzch.com (Investors/Corporate Governance/Board of Directors).

4.2 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

5. 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.

6. Election of the Auditor for the financial year 2021

The Board of Directors proposes the re-election of PricewaterhouseCoopers Ltd, Zurich, as auditor of VZ Holding Ltd for the financial year 2021.

7. Approval of remunerations

7.1 Approval of remuneration of the Board of Directors

The Board of Directors proposes the approval of the maximum total amounting to CHF 410'000 (including employer's social security contributions) for the remuneration of the Board of Directors until the next AGM (2021/2022 term of office).

7.2 Approval of fixed remuneration of the Executive Board

The Board of Directors proposes the approval of the maximum total amounting to CHF 4'500'000 (including employer's social security contributions and other compensation) for the fixed remuneration of the Executive Board for the 2021 business year.

7.3 Approval of variable remuneration of the Executive Board

The Board of Directors proposes the approval of the total amounting to CHF 2'137'000 (including employer's social security contributions) for the variable remuneration of the Executive Board for the 2020 business year.

Additional information can be found in the remuneration report, which is part of the 2020 annual report.

ADMINISTRATIVE ISSUES

Powers of attorney and instructions

Pursuant to Art. 689c CO and Art. 8 et seq. VegüV, shareholders may be represented by the **independent proxy** (Law Office Keller Partnership, Alfred-Escher-Strasse 11, PO Box 1889, 8027 Zurich). Please **complete, sign and return** your power of attorney with your instructions to the share register of VZ Holding Ltd in the enclosed envelope by 5 April 2021.

Shareholders may also authorise and send instructions to the independent proxy electronically. Your one-time code is listed in the registration form. You may submit and change instructions electronically until 8 April 2021.

Powers of attorney and instructions are only valid for the AGM on 12 April 2021. Without instructions, the proxy will abstain from voting.

Voting rights

At the AGM on 12 April 2021 only shares of VZ Holding Ltd registered in the share register on 7 April 2021 shall have voting rights. The share register will be closed from 8 to 12 April 2021. During this period, no shares entitling their holders to vote at the AGM on 12 April 2021 will be registered. The registration of shareholders for voting purposes **does not affect the tradability of shares** before, during or after an AGM.

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 2020. Shareholders may order a copy of the business report 2020, download it from the company's website: www.vzch.com (Investors/Financial reports) or inspect it from 12 March 2021 at the company's headquarter (Innere Güterstrasse 2, 6300 Zug).

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.

