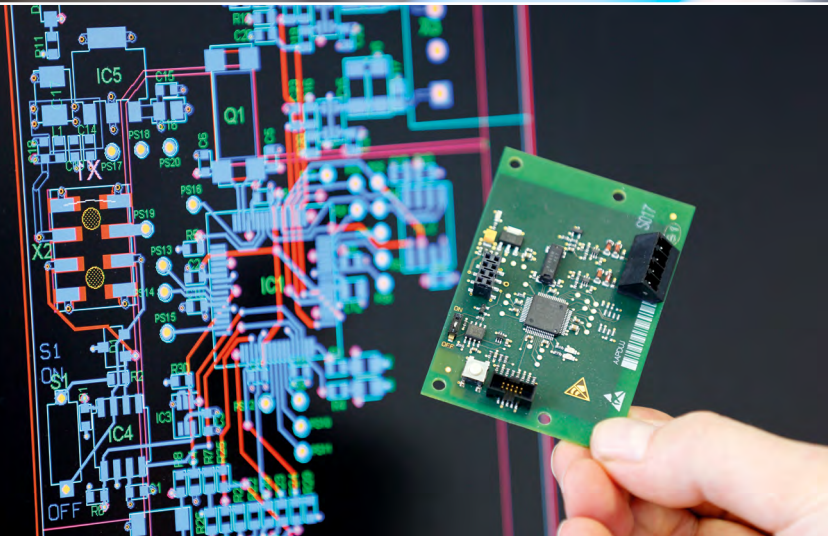


# cicor



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**Invitation to the Annual General Meeting 2022**



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## Dear Shareholders,

We are pleased to invite you to the Annual General Meeting of Cicor Technologies Ltd.

The Annual General Meeting will take place as follows:

**Date:** 12 April 2022

**Door opening:** 1:30 pm

**Start:** 2:00 pm

**Location:** Cicor Technologies Ltd.  
Route de l'Europe 8  
2017 Boudry  
Switzerland

**Language:** English

We look forward to welcome you on site.

Sincerely yours,

The Board of Directors and the Group Management  
of Cicor Technologies Ltd.

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# Agenda

- Opening and welcome by the Chairman of the Board of Directors
- Business update by the CEO
- Financial update by the CFO
- Proposals and explanations
  1. Annual report, annual financial statements and consolidated financial statements 2021; report of the statutory auditors
  2. Appropriation of available earnings
  3. Discharge from liability of the members of the Board of Directors and the Group Management
  4. Consultative vote on the Management Incentive Plan (MIP)
  5. Approval of the total compensation of the Board of Directors for the next term of office
  6. Approval of the total compensation of the Group Management for the financial year 2023
  7. Approval of an additional amount for the fixed compensation and variable compensation of the Group Management for the financial year 2022
  8. Consultative vote on the Remuneration Report 2021
  9. Amendments to the authorized share capital
  10. Amendments to the Articles of Association by removing outdated provisions
  11. Amendments to the Articles of Association concerning compensation
  12. Amendments to the Articles of Association with respect to provisions in relation to the General Meeting
  13. Election and re-elections of the Board of Directors
  14. Re-elections Remuneration Committee
  15. Re-election of auditors
  16. Re-election of independent proxy
- Closing by the Chairman of the Board of Directors
- Joint aperitive with all participants

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# Proposals and explanations

1. **Annual report, annual financial statements and consolidated financial statements 2021; Report of the statutory auditors**  
**Proposal:** The Board of Directors proposes that the annual report, annual financial statements and consolidated financial statements 2021 be approved.
2. **Appropriation of available earnings**  
**Proposal:** The Board of Directors proposes to appropriate the reported accumulated loss of TCHF 55,105 to be appropriated as follows: Carry forward TCHF –55,105 to new account. No dividend will be paid.
3. **Discharge from liability of the members of the Board of Directors and the Group Management**  
**Proposal:** The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Group Management for their activities in the 2021 financial year.
4. **Consultative vote on the Management Incentive Plan (MIP)**  
**Proposal:** The Board of Directors proposes approval of the special management incentive plan sponsored by One Equity Partners (OEP).

**Explanation:** On 12 November 2021, the company had announced that a share-based special management incentive plan (Plan) is introduced for around 30 – 40 key managers of the Cicor Group. The program is fully sponsored by One Equity Partners (OEP), the anchor shareholder of Cicor, and is administered solely by the Board of Directors of the Cicor Group. This guarantees strict compliance with the common governance and transparency guidelines. The special management incentive plan does not give rise to any obligations to OEP by Cicor or by the employees concerned and creates no additional costs or liabilities for the Company or all other shareholders. The goal of the plan is to create stronger alignment between Company shareholders and management.

Under the Plan, the key managers have the possibility to purchase share-appreciation rights ("SAR"). One SAR needs to be purchased at CHF 1.00. Upon the full exit of OEP, one SAR pays the difference between the average weighted exit price OEP receives per share in Cicor minus the reference share price, which is set at CHF 60.00 per share, minus costs incurred by OEP. The costs incurred by OEP also include the costs incurred by the Cicor Group because OEP has to reimburse these costs. The current size of the Plan is 40,000 SARs, whereby some are reserved for future. The Plan provides for customary vesting and forfeiture rules.

OEP and Cicor have agreed that the Plan shall be brought to a consultative vote of the shareholders meeting. Should the Plan not be approved, the Board of Directors will reconsider the Plan and decide whether to continue the Plan, be it with or without changes.

## 5. Approval of the total compensation of the Board of Directors for the next term of office

**Proposal:** The Board of Directors proposes the approval of the maximum total compensation in the amount of CHF 500,000 for four members of the Board of Directors for the term of office from the Annual General Meeting 2022 until the Annual General Meeting 2023.

**Explanation:** In order to strengthen the independence of the members of the Board of Directors in the performance of their supervisory duties, they receive only fixed compensation. The compensation model for the Board of Directors has been adapted to market conditions for the coming term of office. The compensation of the Board of Directors comprises an annual fixed Board fee, which is now partly paid in cash and in entitlements to Cicor shares, as well as committee fees in cash. The compensation model is summarized in the following table:

Directors' fees (CHF, gross p.a.)	Cash compensation	Entitlements to shares
Chairman of the Board of Directors	130,000	60,000
Member of the Board of Directors	50,000	20,000
Committee fees (CHF, gross p.a.)	Committee Chair	Committee member
Audit Committee	15,000	5,000
Nomination and Compensation Committee	15,000	5,000

The cash payment is made quarterly. The entitlements to shares are allocated at the beginning of the term of office and converted into shares in Cicor Technology Ltd. at the end of the term of office. The shares are subject to a three-year blocking period.

The maximum total amount of CHF 500,000 to be approved is higher than the maximum total amount approved by the Annual General Meeting for the remuneration of the Board of Directors for the previous term of office. This is due to the adjustment of the compensation model for the Board of Directors as described above, and the inclusion of the legally mandated social security contributions of the employer in the compensation amount (not included in the previous year).

The compensation actually paid to the members of the Board of Directors will be disclosed in the Compensation Reports 2022 and 2023, respectively, which will be submitted to the Annual General Meetings in 2023 and 2024, respectively, for a consultative vote.

## 6. Approval of the total compensation of the Group Management for the financial year 2023

**Proposal:** The Board of Directors proposes the approval of the total compensation of the members of the Group Management for the financial year 2023 in the maximum amount of CHF 2,900,000.

**Explanation:** The compensation of the Group Management consists of a fixed compensation in cash, which includes the base salary and any other compensation elements, fringe benefits as well as employer contributions to social security and pension funds, a performance and profit-related variable compensation in cash as well as an allocation of vested rights and stock options under the employee Performance Share Unit Plan and Performance Option Plan. With the introduction of a Performance Option Plan, the compensation model for the Group Management was adjusted in 2022. The compensation model is summarized in the following table:

Element	Purpose	Structure	Factors
Basic salary, Retention, Motivation	Monthly remuneration in cash		
Social Security contributions	Protection against risks, employee retention	Insurance policies Social Security contributions	
Short Term Incentive Plan	Reward for annual performance	Annual cash payment	Financial targets and individual targets over one year - EBIT (30%) - Operating free cash flow (25%) - Net sales (30%) - Individual goals (15%) - Payout between 0% and 150% contingent on achievement of annual budget
Long Term Incentive Plans	- Remuneration for long-term performance - Alignment with shareholders' interests - Employee retention	Stock Rights (Performance Share Units – PSU) Three-year vesting period	Financial targets over three years - Sales growth (50%) - EBITDA growth (50%) - Vesting between 0% and 200%
		Performance Stock Options (PO): Three-year vesting period	Relative performance over three years: relative TSR. Vesting between 0% and 100%

The proposed maximum total amount of compensation for the Group Management of CHF 2,900,000 consists of the following components: a fixed compensation, including legally mandated social security and pension fund contributions by the employer in the maximum amount of CHF 1,700,000, an annual cash variable compensation in the maximum amount of CHF 800,000, the grant of performance stock options with an estimated value at the grant date of CHF 200,000 and the grant of rights to performance share units (PSU) with an estimated value at the grant date of CHF 200,000. Depending on the degree of achievement of the performance targets over a period of three years, between 0 and 100% of the stock options granted are definitively allocated and between 0 and 2 shares of the Company are allocated per PSU granted.

The proposed maximum total amount of CHF 2,900,000 is higher than the approved maximum total amount of compensation of the Group Management for the financial year 2022. This is due to the following facts: Increase from two to three members of the Group Management, as the result of company growth, inclusion of the legally mandated social security contributions and pension fund contributions of the employer (not considered in the previous year), and introduction of the performance stock option plan as described above.

The effectively paid fixed and variable compensation of the Group Management for the financial year 2023 will be disclosed in the Remuneration Report 2023, which will be submitted to the Annual General Meeting in 2024 for a consultative vote.

## 7. Approval of an additional amount for the fixed compensation and variable compensation of the Group Management for the financial year 2022

### 7.1 Approval of an additional amount for the fixed compensation of the Group Management for the financial year 2022

**Proposal:** The Board of Directors proposes the approval of an additional amount for the fixed compensation of the planned additional members of the Group Management for the financial year 2022, in the maximum amount of CHF 700,000.

**Explanation:** A maximum amount of CHF 1,000,000 for the fixed compensation of the members of the Group Management for the financial year 2022 was approved by the Annual General Meeting in 2021. This amount is not sufficient to cover the compensation of the planned additional members of the Group Management and the social security and pension fund contributions.

Accordingly, the Board of Directors proposes the approval of a maximum additional amount for the fixed compensation of the Group Management for the financial year 2022 in the amount of CHF 700,000. This will bring total fixed compensation up to 1,700,000 as requested for 2023

### 7.2 Approval of an additional amount for the variable compensation of the Group Management for the financial year 2022

**Proposal:** The Board of Directors proposes the approval of an additional amount for the variable compensation of the planned additional members of the Group Management for the financial year 2022, in the maximum amount of CHF 450,000.

**Explanation:** A maximum amount of CHF 750,000 for the variable compensation of the members of the Group Management for the financial year 2022 was approved by the Annual General Meeting in 2021. This amount is not sufficient to cover the compensation of the new members of the Group Management and the allocation of stock options in the newly introduced plan.

Accordingly, the Board of Directors proposes the approval of a maximum additional amount of the variable compensation of the Group Management for the financial year 2022 in the amount of CHF 450,000. This will bring total variable compensation for the financial year 2022 up to CHF 1,200,000 as requested for 2023.

The effectively paid fixed and variable compensation of the Group Management for the financial year 2022 will be disclosed in the Remuneration Report 2022, which will be submitted to the Annual General Meeting in 2023 for an advisory vote.

## 8. Consultative vote on the remuneration report 2021

**Proposal:** The Board of Directors proposes to approve the Remuneration Report 2021, including the performance stock awards (PSU) under the Long Term Incentive Plan 2019–2021 disclosed therein, by way of an advisory vote.

**Explanation:** The Remuneration Report 2021 explains the compensation programs of the Board of Directors and the Group Management. The report provides information on the compensation granted to the members of the Board of Directors and the Group Management for the year 2021. The Remuneration Report 2021 also includes, among other things, the shares effectively transferred from the employee share ownership plan 2019–2021. The Remuneration during 2020 and 2021 can be found on pages [47 to 50] of the Annual Report 2021.

## 9.

### Amendments to the authorized share capital

**Proposal:** The Board of Directors proposes to replace Article 5 sexes para. 1 and 3 with the following two paragraphs (amendments are marked):

*Le conseil d'administration est autorisé à augmenter le capital-actions d'un montant maximum de **CHF 10'000'000.**— ~~4'325'500.~~— par l'émission en l'espace de deux ans, soit jusqu'au ~~16-12 avril 2024~~ ~~2022~~, d'un maximum de **1'000'000** ~~432'550~~ actions nominatives nouvelles de CHF 10.— de valeur nominale chacune, devant être entièrement libérées.*

...

*Le droit préférentiel de souscription pourra être supprimé par le conseil d'administration pour des motifs d'acquisitions d'entreprise et/ou de désendettement et/ou de la participation des administrateurs, dirigeants, cadres supérieurs et collaborateurs de la société ou de ses filiales, mais en aucun cas pour plus de ~~432'550~~ actions.*

**English translation for your information:** The Board of Directors is authorised to increase the share capital by a maximum amount of **CHF 10,000,000.00** ~~4,325,500.00~~ by issuing up to **1,000,000** ~~432,550~~ new fully paid-up registered shares with a nominal value of CHF 10.00 each within two years, i.e. until ~~16 12 April 2024~~ ~~2022~~.

...

*The preferential subscription right may be waived by the Board of Directors for reasons of corporate acquisitions and/or debt reduction and/or the participation of directors, officers, senior managers and employees of the company or its subsidiaries, but in no event for more than ~~432,550~~ shares.*

**Explanation:** The Board of Directors proposes to increase the authorized share capital to 1'000'000 million shares. This is partly restoring conditional capital that was used for the acquisition of target companies and partly an increase of the authorized share capital. The Board of Directors is proposing this increase to support the Company's strategy of expanding its business through acquisitions. Such acquisitions may be paid in shares.

*For this purpose, the Board of Directors needs to have the possibility to exclude subscription rights of the shareholders. However, the Board does not propose to increase the number of shares for which it may exclude subscription rights, but to keep that number the same with a view to protect the shareholders. The Board of Directors however proposes an increase of the number of shares that may be issued by a decision of the Board of Directors while maintaining the subscription rights of the shareholders. The Board of Directors does so to be able to react more swiftly and to limit the time during which capital markets may negatively impact a planned capital increase. Had the Board of Directors to call a shareholders meeting in such a situation, markets could negatively influence the share price during the invitation period, i.e. for a period of up to one month, which may ultimately jeopardize an acquisition or refinancing project. [In addition to the above, the Board of Directors also proposes to allow the Board of Directors to exclude the subscription rights of shareholders if shares out of the authorized share capital are used for compensation purposes. That provides flexibility to use authorized capital where it is not appropriate to use conditional capital, such as in case of outright share compensation rather than the granting of option rights.]*

## 10. Amendments to the Articles of Association by removing outdated provisions

**Proposal:** The Board of Directors proposes to remove para. 3 of Article 5, Article 5 quarter, Article 5 quinquies, para. 4 of Article 6, letter b of para. 1 of Article 12, and the text “; tout actionnaire porteur d’actions au porteur,” in para. 1 of Article 14, while before Article sexies the following text is inserted: “(Les articles 5 quater et 5 quinquies sont abrogés)”

**Explanation:** These provisions are outdated. The Company does not have bearer shares any more. Therefore, the respective provisions shall be removed. Moreover, Article 5 quarter and Article 5 quinquies refer to contributions in kind that occurred more than ten years ago and may therefore be removed.

## 11. Amendments to the Articles of Association concerning compensation

### 11.1 Extension of conditional capital

**Proposal:** The Board of Directors proposes to extend the conditional capital such that it allows to use the conditional capital also to remunerate other employees than upper management and to board members and to extend the provision to subsidiaries of the Company. The amended para. 1 of Article 5 bis shall read as follows (amendments are marked):

*Le capital-actions peut être augmenté conditionnellement d’un montant maximum de CHF 1’200’000.– par l’émission d’un maximum de 120’000 actions nominatives, d’une valeur nominale de CHF 10.– chacune, entièrement libérées par l’exercice de droits d’option ou autres instruments financier aux **administrateurs**, dirigeants, cadres supérieurs **et collaborateurs** de la société **ou de ses filiales**, selon des plans établis par le conseil d’administration.*

**English translation for your information:** The share capital may be conditionally increased by a maximum of CHF 1,200,000.00 by issuing up to 120,000 fully paid-up registered shares with a nominal value of CHF 10.00 each through the exercise of option rights granted to direc-

*tors, officers, senior executives and employees of the company or its subsidiaries, according to plans established by the Board of Directors.*

**Explanation:** The current conditional capital may only be used very narrowly. The Company is developing fast. There are currently no plans to use stock options or the like to compensate employees outside the Board of Directors or the Group Management. Nevertheless, this may change going forward and may be e.g. required if such compensation is customary in a country where the Company grows considerably.

### 11.2 Possibility of General Meeting to approve compensation for other periods

**Proposal:** The Board of Directors proposes to amend Article 32 bis by inserting the following new paragraph before the current second paragraph:

*Le conseil d’administration peut soumettre à l’approbation de l’assemblée générale des propositions différentes ou supplémentaires concernant les mêmes périodes ou d’autres périodes.*

**English translation for your information:** The Board of Directors may submit to the general meeting for approval different or additional proposals for the same or other periods.

**Explanation:** The Articles of Association provide for a prospective determination of the compensation. It is unclear whether and under which circumstances compensations may be approved for other periods than the next term of the board or the next business year. However, there may be special situations where it is necessary to have the shareholders meeting approve compensation for other periods than the coming term of the board or the next business year. Therefore, the articles should provide for such flexibility.



### 11.3 Providing for the possibility of non-cash remuneration of the Board Members

**Proposal:** The Board of Directors proposes to amend Article 32 quater by inserting the following new paragraph before the second paragraph:

*La rémunération peut être versée sous forme d'argent, d'actions, d'options, d'instruments ou d'unités comparables ou d'autres avantages. Le conseil d'administration fixe les conditions d'attribution, les conditions d'acquisition, les conditions et les délais d'exercice ainsi que les éventuelles périodes de blocage et conditions d'expiration. Ils peuvent notamment prévoir qu'en raison de la survenance d'événements déterminés à l'avance, tels qu'un changement de contrôle ou la cessation d'activité, les conditions d'acquisition, les conditions et les délais d'exercice, les périodes de blocage et les conditions d'expiration continuent de s'appliquer, sont réduits ou supprimés, que les rémunérations sont octroyées en supposant que les valeurs cibles sont atteintes ou que les rémunérations sont annulées. La société peut acquérir les actions ou autres titres de participation nécessaires sur le marché ou les mettre à disposition en utilisant son capital conditionnel ou capital autorisé.*

**English translation for your information:** Remuneration may be paid in cash, shares, options, comparable instruments or units or other benefits. The Board of Directors shall determine the conditions for granting, the vesting conditions, the exercise conditions and periods, as well as any blocking periods and expiry conditions. In particular, they may provide that due to the occurrence of predetermined events, such as a change of control or termination of business, the vesting conditions, exercise conditions and time limits, blocking periods and expiry conditions shall continue to apply, shall be reduced or waived, that the remuneration shall be granted on the assumption that the target values are reached or that the remuneration shall be cancelled. The company may acquire the necessary shares or other equity securities on the market or make them available using its conditional or authorised capital.

**Explanation:** The Articles of Association do not specify the type of compensation the members of the board may receive, leaving open whether only cash may be paid to the members of the board. However, it may well

*be that the development of the Company may suggest that other compensation shall be possible, including blocked shares or rights to shares of the like.*

### 11.4 Increasing the additional amount available in case of nomination of additional Members of Management

**Proposal:** The Board of Directors proposes to increase the amount of 30% in Article 32 ter to 50%.

**Explanation:** Currently, Article 32 ter provides for 30% as additional amount of the total remuneration approved that may be paid to new members of management. If an additional member is added, the 30% is certainly insufficient. Therefore, the Board of Directors proposes that at least a sufficient amount for one person is inserted which is about 50% of the total compensation.

### 11.5 Amendment to the provision on compensation of the Group Management

**Proposal:** The Board of Directors proposes to replace the current text of Article 32 quinquies, except for the title, by the following text:

*La rémunération des membres de la direction comprend des éléments de rémunération fixes et variables ainsi que d'autres éléments de rémunération et avantages. La rémunération totale tient compte de la fonction et du niveau de responsabilité du bénéficiaire.*

*La rémunération fixe comprend le salaire de base et peut inclure d'autres éléments de rémunération et prestations.*

*La rémunération variable est basée sur la réalisation d'objectifs de performance spécifiques. Les objectifs de performance peuvent comprendre des objectifs personnels, des objectifs spécifiques à l'entreprise, au groupe ou au secteur, ou des objectifs calculés par rapport au marché, à d'autres entreprises ou à des valeurs de référence comparables, en tenant compte de la fonction et du niveau de responsabilité*

du bénéficiaire de la rémunération variable. Le conseil d'administration ou, sur délégation, le comité de rémunération, détermine la pondération des objectifs de performance et les valeurs cibles respectives.

La rémunération peut être versée sous forme d'argent, d'actions, d'options, d'instruments ou d'unités comparables ou d'autres avantages. Le conseil d'administration fixe les conditions d'attribution, les conditions d'acquisition, les conditions et les délais d'exercice ainsi que les éventuelles périodes de blocage et conditions d'expiration. Ils peuvent notamment prévoir qu'en raison de la survenance d'événements déterminés à l'avance, tels qu'un changement de contrôle ou la cessation d'activité, les conditions d'acquisition, les conditions et les délais d'exercice, les périodes de blocage et les conditions d'expiration continuent de s'appliquer, sont réduits ou supprimés, que les rémunérations sont octroyées en supposant que les valeurs cibles sont atteintes ou que les rémunérations sont annulées. La société peut acquérir les actions ou autres titres de participation nécessaires sur le marché ou les mettre à disposition en utilisant son capital conditionnel ou capital autorisé.

La rémunération peut être versée par la société ou par des sociétés qu'elle contrôle.

**English translation for your information:** The remuneration of the members of the Group Management includes fixed and variable remuneration elements as well as other remuneration elements and benefits. The total remuneration takes into account the function and the level of responsibility of the beneficiary.

The fixed remuneration includes the base salary and may include other remuneration and benefits.

Variable pay is based on the achievement of specific performance targets. Performance targets may include personal targets, company, group or sector specific targets, or targets calculated in relation to the market, other companies or comparable benchmarks, taking into account the function and level of responsibility of the variable remuneration recipient. The Board of Directors or, where delegated, the Compen-

sation Committee, shall determine the weighting of the performance objectives and the respective target values.

Remuneration may be paid in cash, shares, options, comparable instruments or units or other benefits. The Board of Directors shall determine the conditions for granting, the vesting conditions, the exercise conditions and periods, as well as any blocking periods and expiry conditions. In particular, they may provide that due to the occurrence of predetermined events, such as a change of control or termination of business, the vesting conditions, exercise conditions and time limits, blocking periods and expiry conditions shall continue to apply, shall be reduced or waived, that the remuneration shall be granted on the assumption that the target values are reached or that the remuneration shall be cancelled. The company may acquire the necessary shares or other equity securities on the market or make them available using its conditional or authorised capital. Remuneration may be paid by the company or by companies it controls.

**Explanation:** The Articles of Association contain a specific compensation system for the management. However, this system has never been fully implemented. The Board of Directors therefore proposes that the current provision is replaced by a standard provision that allows the implementation of compensation systems without the need to amend the Articles of Association. This allows that the Board of Directors and the Remuneration Committee adapt the compensation system to the Company's strategy more flexibly as it is the case in most of the Swiss listed companies. This ensures that the compensation system does not contradict, but supports the strategy.

## 11.6 Replacing the provision on compensation of the Management by a standard provision

**Proposal:** The Board of Directors proposes to replace the last sentence of Article 32 sexies by the following sentence (amendments are marked):

L'indemnité **totale** en contrepartie de cette interdiction ne peut pas dépasser **la rémunération moyenne des trois derniers exercices 50% de la dernière rémunération annuelle totale** versée au membre concerné de la direction.

**English translation for your information:** *The total compensation for this prohibition may not exceed the average remuneration of the last three financial years paid to the respective members of management.*

**Explanation:** *The Articles of Association shall be amended such that it complies with the amended compensation law entering into force on 1 January 2023 "regarding compensation for non-compete".*

## 12. Amendments to the Articles of Association with respect to provisions in relation to the General Meeting

**Proposal:** The Board of Directors proposes to remove the last paragraph of Article 6 and the text "*a) pour les actions nominatives:*" and the term "*recommandée*" in Article 12 para. 1.

**Explanation:** *The last paragraph of Article 6 provides for the closure of the share register from the date it is called until and including the date the meeting takes place. This provision is outdated and provides for a too long period of time during which the share register is blocked. It should therefore be removed. Article 12 para. 1 provides that shareholders with registered shares shall be invited by registered letter or an invitation in the Swiss Official Gazette of Commerce (SOGC). The Board of Directors is convinced that an invitation to a shareholders meeting that forces shareholders to pick up letters at the post office is inappropriate. A normal letter should be sufficient and takes a burden from shareholders and the Company.*

## 13. Election and re-elections of the Board of Directors

### Proposals:

- 13.1 Re-election of Mr. Daniel Frutig to the Board of Directors as its Chairman for the term of one year.
- 13.2 Re-election of Mr. Konstantin Ryzhkov to the Board of Directors for the term of one year.
- 13.3 Re-election of Ms. Norma Corio to the Board of Directors for the term of one year.
- 13.4 Election of Ms. Denise Koopmans to the Board of Directors for a term of office of one year.

*Denise Koopmans brings extensive operational experience on an executive level from managing organic and transformational development of global B2B businesses. Since 2015 she has been a non-executive director of companies dealing with (digital) business transformation, innovation and reinvention of business models. She supports companies with their new growth and scaling B2B businesses across new markets and geographies.*

*Denise Koopmans is non-executive director of Swiss Post in Switzerland, Sanoma (learning & consumer media) listed in Finland, and supervisory board member of Royal BAM Group (construction), listed in the Netherlands. Until 2015, Denise Koopmans was Managing Director of the Legal & Regulatory Division at Wolters Kluwer, and Director of the Wolters Kluwer global business line for workflow solutions. At Wolters Kluwer she led the digital transformation of the division, driving revenue growth through new software based product innovations. Before joining Wolters Kluwer, Denise Koopmans was CEO of LexisNexis Intelligence Solutions (RELX group), a global business intelligence and analytics solutions company headquartered in Paris. During her tenure she scaled the business, developed new business models and turned the company into a*

*global market leader for business intelligence solutions. From 2000 - 2007, Denise Koopmans worked for Capgemini Engineering, a French high tech consultancy firm, as Manager Mergers & Acquisitions, Turnaround Manager and Managing Director. Denise Koopmans graduated from the University of Rotterdam (LL.M), Harvard Business School (AMP), and Insead (IDP-C).*

## 14. Re-elections Remuneration Committee

### Proposals:

- 14.1 Re-election of Mr. Daniel Frutig as a member of the Remuneration Committee for a term of office of one year.
- 14.2 Re-election of Konstantin Ryzhkov as a member of the Remuneration Committee for a term of office of one year.

## 15. Re-election of the auditors

**Proposal:** The Board of Directors proposes the re-election of KPMG AG for a further term of office of one year.

## 16. Re-election independent proxy

**Proposal:** The Board of Directors proposes the re-election of Etude Athemis, Rue Jaquet-Droz 32, Case Postale 1548, 2300 La Chaux-de-Fonds, as independent proxy for the term of office until and including the next Annual General Meeting.

# Information

## Documents / Admission cards / Proxy authorization

The annual report with the annual financial statements and the consolidated financial statements 2021 as well as the reports of the auditors are available for inspection by shareholders as of today at Cicor Technologies Ltd, Route de l'Europe 8, 2017 Boudry. Shareholders who will not attend the Annual General Meeting in person may appoint a proxy. To grant a proxy, the admission cards must be signed and handed over to the proxy. Shareholders may be represented by a third person or by the independent proxy, Etude Athemis, Rue Jaquet-Droz 32, 2300 La Chaux-de-Fonds.

## Electronic remote voting by means of proxies and instructions to the independent proxy

Shareholders can participate in votes and elections by electronic remote voting using proxies and instructions to the independent proxy. The information and login data required for this purpose can be found in the enclosure. Electronic participation or any changes to electronically submitted instructions are possible until 11:59 p.m. on 8 April 2022 at the latest. If electronic proxies or instructions are issued, it is no longer possible to exercise voting rights in person at the Annual General Meeting.

Shareholders are requested to order their admission card to the Annual General Meeting by 8 April 2022 from the Share Register, Computershare Schweiz AG, Baslerstrasse 90, P.O. Box, 4601 Olten, for delivery to their address.

All shareholders entered in the share register with voting rights at 5:00 p.m. on 9 March 2022 are entitled to vote at the Annual General Meeting.

Cicor Technologies Ltd.

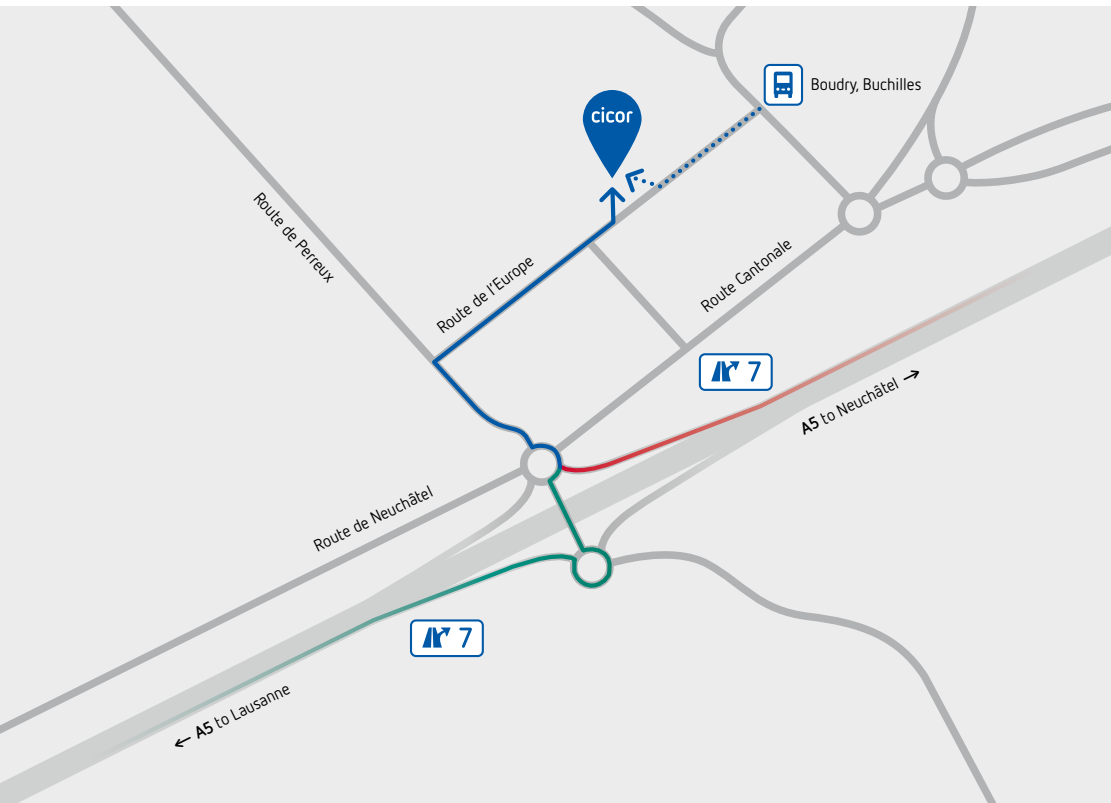
Boudry, 18 March 2022

For the Board of Directors:  
Daniel Frutig, President

## Further information on the Annual General Meeting 2022

Cicor Management AG, Gebenloostrasse 15, 9552 Bronschhofen, Switzerland  
Tel. +41 71 913 73 00, investor@cicor.com

# Directions



 Cicor Technologies Ltd.  
Route de l'Europe 8  
2017 Boudry

## by car



### From Geneva

Take the A1 in the direction of Lausanne, then the A5 in the direction of Neuchâtel until exit no. 7 "Boudry Ouest/Cortailod". At the traffic circle take the third exit on the right towards Boudry, at the second traffic circle take the second exit; then the Route de l'Europe is in front of you on the right.



### From Zurich

Take the A1 in the direction of Solothurn, then the A5 in the direction of Biel/Bienne and continue in the direction of Lausanne/Neuchâtel. Approximately 12 km after Neuchâtel follows Boudry. Take exit no. 7 "Boudry Ouest/Cortailod" and take the second exit at the traffic circle; Route de l'Europe is then on your right.

## by public transport

Cicorel S.A. is within 2 minutes walking distance from the bus stop "Boudry, Buchilles".

### Timetable for 12 April 2022, from Neuchâtel station

- 13:02 Neuchâtel train station, gare (Nord), edge B  
**Bus 106** direction **Place Pury**  
get off at Place Pury stop (terminal)
- 13:08 Neuchâtel, Place Pury **Littorail**, track 1  
Regio 5 in the direction of Boudry **Littorail**  
get off at stop Boudry Littorail (terminal station)
- 13:20 Boudry **Littorail**, gare  
Bus 613 direction Areuse Littorail, gare  
get off at the stop Boudry, **Buchilles** (second stop)
- 13:31 ..... **Footpath, 2 minutes (see map)**



# cicor

## Headquarters

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