



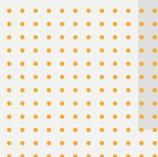
# Implenia



Invitation

## **TO THE ANNUAL GENERAL MEETING OF IMPLENIA LTD.**

Tuesday,  
30 March 2021,  
at 9.30 am  
Industriestrasse 24  
8305 Dietlikon





## DEAR SHAREHOLDERS,

The extraordinary situation in connection with the coronavirus unfortunately does not allow us to hold our Annual General Meeting in the usual framework again this year. The Board of Directors has decided to hold the Annual General Meeting on 30 March 2021 in accordance with Ordinance 3 on measures to combat the coronavirus (COVID-19, as of 1 January 2021) without the physical participation of shareholders. You will therefore **not have the opportunity to attend the Annual General Meeting** in person.

The Annual General Meeting shall take place on

Tuesday, 30 March 2021  
at 9.30 am  
at Industriestrasse 24  
8305 Dietlikon

with the persons required by the Articles of Association and without the physical presence of the shareholders.

Enclosed please find the following documents:

- Invitation to the Annual General Meeting
- Proxy form (including instructions form)
- Return envelope
- Letter to shareholders with the key figures from the 2020 financial year

All shareholders may exercise their rights exclusively via the independent proxy by means of an electronic or written power of attorney. For this purpose, please issue a power of attorney and your voting instructions electronically via the Computershare Switzerland Ltd. online portal or by means of the enclosed form to the following address by the latest:

Computershare Switzerland Ltd.,  
Implenla Ltd., P.O. Box, 4601 Olten

If you have any questions regarding the Annual Report or the the Annual General Meeting, please contact Franziska Stein, Head of Investor Relations, by calling +41 (0)58 474 35 04 or e-mailing [franziska.stein@implenia.com](mailto:franziska.stein@implenia.com).

Yours sincerely,  
Implenla Ltd.



**Hans Ulrich Meister**  
Chairman of the Board of Directors

## AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

### 1 — Approval of the 2020 annual report, financial statements and consolidated financial statements as well as the advisory vote on the 2020 Compensation Report

#### 1.1 — Approval of the 2020 annual report, financial statements and consolidated financial statements, noting the reports of the statutory auditors

**PROPOSED RESOLUTION:** The Board of Directors proposes to approve the 2020 annual report and financial statements of Implenla Ltd. and the consolidated 2020 financial statements of the Implenla Group, noting the reports of the statutory auditors.

#### 1.2 — Advisory vote on 2020 Compensation Report

**PROPOSED RESOLUTION:** The Board of Directors proposes to approve the 2020 Compensation Report via an advisory vote.

**EXPLANATION:** The Compensation Report contains the compensation principles for the Board of Directors and the Implenla Executive Committee as well as the report on compensation in 2020. This vote is non-binding.

### 2 — Appropriation of available earnings

**PROPOSED RESOLUTION:** The Board of Directors proposes that the available earnings of Implenla Ltd. be appropriated as follows:

<b>CHF 1,000</b>	
Profit carried forward	433,446
<b>Profit for the year</b>	<b>(16,335)</b>
Available retained earnings	417,111
Distribution of a dividend of	–
Carry forward to new account	417,111

**EXPLANATION:** Owing to the necessary and unavoidable write-downs, restructurings and other measures taken in 2020, the Board of Directors proposes that no dividend be paid for the 2020 financial year. The available retained earnings shall be carried forward to the new account.

### 3 — Discharge of members of the Board of Directors and the Executive Committee for the financial year 2020

**PROPOSED RESOLUTION:** The Board of Directors proposes granting discharge to the members of the Board of Directors and the Implenla Executive Committee for the financial year 2020.

## 4 — Compensation

### 4.1 — Approval of the maximum total compensation of the Board of Directors for the term of office between the 2021 Annual General Meeting and the 2022 Annual General Meeting

**PROPOSED RESOLUTION:** The Board of Directors proposes to approve the amount of CHF 1.6 million as the maximum total compensation for members of the Board of Directors for the term of office between the Annual General Meeting 2021 and the Annual General Meeting 2022.

**EXPLANATION:** The Board of Directors is again proposed to consist of seven members in the coming term of office. The proposed maximum total compensation of CHF 1.6 million is slightly higher than in the previous year in order to take into account the expected higher social security costs; the compensation of the individual members of the Board of Directors will not be changed. The members of the Board of Directors receive fixed compensation for their work. This compensation is paid two-thirds in cash and one-third in the form of restricted shares in Implenla Ltd. The number of shares awarded is computed on the basis of the average share price of Implenla Ltd. in December of this year. The shares are transferred immediately thereafter. The maximum amount requested also includes the estimated social security contributions, insofar as they are paid by the Company, as well as a minimum contingency reserve. The principles governing the compensation of members of the Board of Directors are set forth in art. 22a

et seqq. of the Articles of Association. Further details on the compensation of the members of the Board of Directors can be found in the Compensation Report.

### 4.2 — Approval of the maximum total compensation of the Executive Committee for the financial year 2022

**PROPOSED RESOLUTION:** The Board of Directors proposes to approve the amount of CHF 13 million as the maximum total compensation for the members of the Implenla Executive Committee for the 2022 financial year.

**EXPLANATION:** This amount is identical to the maximum total compensation amount approved at the Annual General Meeting in 2020 for the financial year 2021. The Implenla Executive Committee consists of nine members. The maximum total compensation proposed for the members of the Implenla Executive Committee consists of an annual base salary, a short-term performance-related compensation component (Short Term Incentive, STI) as well as a long-term performance related compensation component (Long Term Incentive, LTI).

The STI is based on both financial targets and individual objectives. The maximum payout is capped at 200% of the target amount. The financial targets for the Division Heads are based on group results and also divisional results. The maximum amount requested includes the maximum possible STI target achievement. Actual payouts will vary depending on the achievement of financial and individual objectives. After the

2021 financial year, the Company will report on the overall achievement levels in the Compensation Report.

The performance-related LTI is granted in the form of entitlements to Implenla Ltd. shares (Performance Share Units, PSUs), which depend on the achievement of two performance objectives (relative Total Shareholder Return and Earnings per Share) over a three-year performance period. The maximum amount requested for the LTI is based on a 100% target achievement. This represents a balanced approach taking into account the possibility of over- or under-achievement at the end of the three-year performance period. The Company will comment on the overall performance achievement at the end of the performance period.

In addition, the maximum amount requested includes the estimated employer social security contributions and contributions to mandatory or supplementary pension schemes, insurance premiums and other perquisites, as well as a reserve for exchange rates fluctuations and unexpected events.

At the Annual General Meeting of 26 March 2019 had approved a maximum amount of CHF 13 million for the financial year 2020. Of this amount, CHF 10.7 million (thus 82%) was paid to executive management in 2020.

## 5 — Elections

### 5.1 — Re-election of the members of the Board of Directors and re-election of the Chairman of the Board of Directors

**EXPLANATION:** The one-year term of office of the current members of the Board of Directors will end at the next Annual General Meeting on 30 March 2021. All members are standing for a further term of office; Mr. Hans Ulrich Meister is also standing as Chairman of the Board of Directors for a further term of office.

**PROPOSED RESOLUTION:** The Board of Directors moves for the individual re-election of the following persons for a term of office until the conclusion of the next Annual General Meeting:

- (a) Re-election of Mr. Hans Ulrich Meister as member and Chairman of the Board of Directors;
- (b) Re-election of Mr. Henner Mahlstedt as a member of the Board of Directors;
- (c) Re-election of Ms. Ines Pöschel as a member of the Board of Directors;
- (d) Re-election of Mr. Kyrre Olaf Johansen as a member of the Board of Directors;
- (e) Re-election of Mr. Laurent Vulliet as a member of the Board of Directors;

- (f) Re-election of Mr. Martin Fischer as a member of the Board of Directors;
- (g) Re-election of Ms. Barbara Lambert as a member of the Board of Directors.

## 5.2 — Re-election of members of the Compensation Committee

**EXPLANATION:** The next Annual General Meeting on 30 March 2021 will end the one-year term of office of the current members of the Compensation Committee. Ms. Ines Pöschel, Mr. Laurent Vulliet and Mr. Martin Fischer are standing for another term of office.

**PROPOSED RESOLUTION:** The Board of Directors moves for the individual re-election of the following persons as members of the Compensation Committee for a term of office lasting until the conclusion of the next Annual General Meeting, subject to their prior re-election to the Board of Directors:

- (a) Re-election of Ms. Ines Pöschel as a member of the Compensation Committee;
- (b) Re-election of Mr. Laurent Vulliet as a member of the Compensation Committee;
- (c) Re-election of Mr. Martin Fischer as a member of the Compensation Committee.

## 5.3 — Re-election of the independent proxy

**PROPOSED RESOLUTION:** The Board of Directors moves for the re-election of the Law Office Keller Partnerships as independent proxy for a term of office lasting until the conclusion of the next Annual General Meeting.

## 5.4 — Re-election of the statutory auditors

**PROPOSED RESOLUTION:** The Board of Directors moves for the re-election of PricewaterhouseCoopers Ltd., Zurich, as statutory auditors for the 2021 financial year.

## DOCUMENTS

The Annual Report for 2020, consisting of the Annual (Financial) Report, the Annual Financial Statements and the Consolidated Financial Statements, as well as the Compensation Report and the Statutory Auditor's Reports, have been available as of 3 March 2021 online at [www.implenia.com/AGM](http://www.implenia.com/AGM) and will be available for inspection as of 9 March 2021 at Implenla Ltd., Industriestrasse 24, 8305 Dietlikon. Shareholders registered in the share register and entitled to vote can order a printed copy via the web form at <https://implenia.com/en/investor-relations/annualreport/annual-report-2020/order-annual-report>.

## INVITATION

The invitation and a proxy form will be sent by post to shareholders registered in the share register with voting rights on 5 March 2021 at 5 pm to the most recently listed address in the share register. The invitation will be sent to shareholders registered in the share register after this date, but no later than 23 March 2021 at 5 pm, starting on 24 March 2021. The record date for voting rights at the Annual General Meeting is 23 March 2021 at 5 pm. Due to the fact that the Annual General

Meeting will not be physically attended by shareholders, no admission cards including voting coupons will be sent out this year.

## GRANTING PROXIES

All shareholders are entitled to be represented by the Independent Proxy, Law Office Keller Partnerships, P.O. Box 1889, 8027 Zurich, and provide instructions by using the proxy form sent together with this invitation. Proxies may be sent to the Independent Proxy either directly to his address listed above or to the share register of Implenla Ltd (address: Computershare Switzerland Ltd, Implenla Ltd., P.O. Box, 4601 Olten, Switzerland).

Proxies and instructions may also be sent to the Independent Proxy electronically via the Computershare online portal. Electronic remote voting via the Computershare online portal is possible from 7 am on 9 March 2021 to 11:59 pm on 28 March 2021.



## HOW TO OPEN A SHAREHOLDER'S ACCOUNT WITH COMPUTERSHARE:

Using the online portal (gvote), you can authorise the independent voting proxy. When authorising the independent voting proxy, you have the option of issuing instructions.

### The gvote works as follows:

1. Visit [www.gvote.ch](http://www.gvote.ch)
2. You are now asked to enter your user name and password, which you will find on your registration form.
3. Accept the terms of use.
4. You can authorise the independent voting proxy to exercise your voting rights by clicking "Granting of Power of Attorney".
5. Select the independent proxy to access the voting instructions.
6. Give your voting instructions and click on "Confirm Selection" and then on "Confirm" to save your selection.

### Important note:

Electronic issuance of instructions and powers of attorney for the 2021 Annual General Meeting is possible at any time up to 11:59 pm on 28 March 2021. If you issue instructions to the independent voting proxy both electronically and in writing, the electronic instructions alone will be taken into consideration.

If you have any questions, please contact Computershare Switzerland Ltd, operator of the InvestorPortal, by emailing [business.support@computershare.ch](mailto:business.support@computershare.ch) or by calling +41 (0)62 205 77 50 between 9 am and 4 pm.

## PUBLICATION

General meetings are deemed duly convened when a notice is published in the statutory publication body, the Swiss Official Gazette of Commerce.

This unofficial English translation is provided for information purposes only. The original German text is the authoritative version and shall be legally binding and will prevail in the event of any dispute.

The Board of Directors  
Dietlikon, 9 March 2021





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