

Invitation

to the annual general meeting of
Castle Private Equity AG

Tuesday, 14 May 2024, 14:00 h

at the offices of the Company at Schützenstrasse 6, 8808 Pfäffikon SZ

Agenda

I. Approval of the management report, the annual financial statements and the consolidated financial statements 2023

The board of directors proposes to approve the management report, the annual financial statements and the consolidated financial statements as of 31 December 2023 as well as to acknowledge the reports of the statutory auditor.

Explanation:

The board of directors is required by law to submit the management report, the annual financial statements and the consolidated financial statements to the general meeting for approval.

The auditor PricewaterhouseCoopers AG, has audited the annual financial statements and the consolidated annual financial statements and has nothing to add to the audit reports.

II. Appropriation of the balance sheet deficit

The board of directors proposes to carry forward the balance sheet deficit of TCHF 2,096.

Explanation:

Please note that this concerns the financial statements of the Swiss holding Company in Swiss Francs and not the consolidated accounts of the Group.

III. Discharge of the board of directors and the general managers

The board of directors proposes that discharge be granted to its members as well as to the general managers.

Explanation:

With the discharge of the members of the board of directors and the general managers, the Company as well as the approving shareholders declare that they will no longer hold accountable those responsible for events from the past financial year that were brought to the attention of the general meeting.

IV. Distribution of CHF 0.90 per share

The board of directors proposes to distribute an amount of CHF 0.90 per share out of reserves from capital contributions.

Provided that the proposal of the board of directors is approved, a distribution of CHF 0.90 per share out of reserves from capital contributions is paid on 23 May 2024. The last trading day with entitlement to receive the distribution is 20 May 2024. As from 21 May 2024 the shares will be traded ex-dividend.

Explanation:

The distribution out of the reserves from capital contributions requires a resolution by the general meeting. The proposed distribution is in line with the realisation strategy of Castle Private Equity AG.

V. Elections to the board of directors

The board of directors proposes to re-elect (each one separately) Mr Gilbert J. Chalk as member of the board and chairman of the board of directors, Dr Konrad Bächinger, Thomas Amstutz and Heinz Nipp as members of the board of directors for a term of one year up to the end of the next ordinary general meeting of the shareholders.

Explanation:

Since the term of office of the board of directors and the chairman ends with the conclusion of the annual general meeting on 14 May 2024, they each have to be re-elected by the annual general meeting.

VI. Elections to the compensation committee

The board of directors proposes to elect (each one separately) Heinz Nipp and Dr Konrad Bächinger as members of the compensation committee for a term of one year up to the end of the next ordinary general meeting of the shareholders.

Explanation:

Since the term of office of the members of the compensation committee ends with the conclusion of the annual general meeting on 14 May 2024, they each have to be re-elected by the annual general meeting.

VII. Compensation of the board of directors

The board of directors proposes that a maximum total amount of CHF 250,000 as compensation for the members of the board of directors for the term of office until the next shareholders meeting be approved.

Explanation:

As in previous years and in accordance with the legal provisions and our Articles of Association, we ask shareholders to approve the maximum total compensation for the board of directors. The annual fees of the chairman and the members of the board of directors remain unchanged compared to the previous year.

VIII. Compensation of the executive management

The board of directors proposes that a maximum total amount of CHF 100,000 as compensation for the members of the executive management for the business year 2025 be approved.

Explanation:

As in previous years and in accordance with the legal provisions and our Articles of Association, we ask shareholders to approve the maximum total compensation for the executive management. The annual fees of the executive management remain unchanged compared to the previous year.

IX. Appointment of an independent proxy

The board of directors proposes the appointment of Mr Peter Marty, Biberzeldenstrasse 21, 8853 Lachen, Switzerland as independent proxy for the company for the period from the AGM until the end of the next annual general meeting of the Company, regarding the business year 2024.

Explanation:

The law requires that the independent proxy is elected annually by the annual general meeting. Mr Peter Marty meets the independence criteria, and the board of directors suggests that the should be re-elected for reasons of continuity.

X. Election of statutory auditors

The board of directors proposes to re-elect PricewaterhouseCoopers Ltd. as statutory auditors for a one year term.

Explanation:

According to the articles of association, the auditors are to be elected annually by the annual general meeting.

Information

Management report 2023

The management report, the annual financial statements and consolidated financial statements and the reports of the statutory auditors of Castle Private Equity AG for the year 2023 are available for download on the Company's website under www.castlepe.com.

Invitations/Registration cards

Shareholders registered with voting rights in the shareholders' register until and including 1 May 2024 (17:00 CET) shall receive, with their invitation to the annual general meeting, the necessary voting documentation. The timely return (latest by 9 May 2024) will facilitate the preparations for the general meeting. No new share registrations with voting rights shall be made in the shareholders' register between 1 May 2024 and the end of the general meeting.

Appointment of representative/Proxy

The registration card attached to this invitation may be used to appoint the independent proxy, Mr Peter Marty, Biberzeldenstrasse 21, 8853 Lachen, Switzerland. Shareholders may have the possibility to use electronic authorisations and instructions via "Gvote" under www.gvote.ch. By signing and returning the registration form without issuing specific voting instructions to the independent voting proxy, the independent voting proxy will vote in favor of the motions of the board of directors. This will also apply for any voting on additional motions that were not included in the invitation. Proxy voting by banks or corporate bodies of the Company is prohibited.

Pfäffikon SZ, 18 April 2024

On behalf of the board of directors

Chairman
Gilbert J. Chalk

This is a non-binding translation of the German-language original, which can be downloaded from www.castlepe.com