

Invitation

to the annual general meeting of
Castle Private Equity AG
Tuesday, 10 May 2022, 14:00 h
at the Advokatur Lachen,
Zürcherstrasse 49, 8853 Lachen, Switzerland

Agenda

I. Approval of the management report, the annual financial statements and the consolidated financial statements 2021

The board of directors proposes to approve the management report, the annual financial statements and the consolidated financial statements as of 31 December 2021 as well as to acknowledge the reports of the statutory auditor.

II. Appropriation of the balance sheet surplus

The board of directors proposes to carry forward the balance sheet surplus of TCHF 23,537.

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.

IV. Capital reduction through cancellation of shares

The board of directors proposes:

- to reduce the share capital of CHF 520,655.60 by CHF 15,418.55 to CHF 505,237.05 by way of cancellation of 308,371 shares with a par value of CHF 0.05 each. These shares include 308,371 shares that were bought back by the Company under the 2019 – 2021 share buyback program;
- to confirm as a result of the report of the auditors that the claims of the creditors are fully covered notwithstanding the capital reduction;
- to amend article 4 of the articles of association according to the following wording as per the date of the entry of the capital reduction in the commercial register:

“Article 4: Share capital

The share capital of the Company amounts to CHF 505,237.05 and is divided into 10,104,741 registered shares with a par value of CHF 0.05 per share. The shares are fully paid-in.”

V. Distribution of CHF 2.50 per share

The board of directors proposes to distribute an amount of CHF 2.50 per share as follows:

- Distribution of a dividend of CHF 1.25 per share out of retained earnings.
- Distribution of CHF 1.25 per share out of reserves from capital contributions.

Provided that the proposal of the board of directors is approved, a distribution of CHF 2.0625 per share consisting of the net amount of the dividend of CHF 0.8125 (after payment of the Swiss withholding tax of 35%) and of CHF 1.25 per share from capital contributions is paid.

No distribution will be made on all own shares of the company which are held at the time of distribution.

VI. Approval of a share buyback program

The board of directors proposes that it be authorised to repurchase at its discretion up to a maximum of 1,010,474 own shares (approximately 10% of the share capital) via a buyback program at a fixed price.

These repurchased shares shall be cancelled. The necessary amendments of the articles of association (reduction of share capital) and the audit report will be proposed to a subsequent general meeting.

VII. 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.

VIII. 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.

IX. 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.

X. 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 2023 be approved.

XI. 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 2022.

XII. Election of statutory auditors

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

Developments around the coronavirus have an impact on the conducting of the 2022 annual general meeting. Protecting the health of our shareholders and employees is our number one priority.

In application of the Ordinance by the Federal Council on Measures to Combat the Coronavirus (COVID-19) the board of directors has decided that voting rights can only be exercised through the independent proxy or electronically via HYPERLINK “<http://www.sherpany.com>” www.sherpany.com. It will not be possible to physically participate in the annual general meeting.

Information

Management report 2021

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 2021 are available for inspection at the registered office of the company at Schützenstrasse 6, 8808 Pfäffikon, Switzerland.

Invitations/Registration cards

Shareholders registered with voting rights in the shareholders' register until and including 28 April 2022 (12:00 CET) shall receive, with their invitation to the annual general meeting, the necessary voting documentation. The timely return (latest by 5 May 2022) will facilitate the preparations for the general meeting. No new share registrations with voting rights shall be made in the shareholders' register between 28 April 2022 and the end of the general meeting. It will not be possible to physically participate in the annual 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 www.sherpany.com. 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, 14 April 2022

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