

Invitation

to the annual general meeting of
Castle Private Equity AG

Tuesday, 16 May 2023, 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 2022

The board of directors proposes to approve the management report, the annual financial statements and the consolidated financial statements as of 31 December 2022 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 CHF 5,686.

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 2.00 per share

The board of directors proposes to distribute an amount of CHF 2.00 per share out of reserves from capital contributions.

Provided that the proposal of the board of directors is approved, a distribution of CHF 2.00 per share out of reserves from capital contributions is paid on 26 May 2023. The last trading day with entitlement to receive the distribution is 23 May 2023. As from 24 May 2023 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. Amendments to the articles of association

The board of directors proposes to amend the articles of association of Castle Private Equity Ltd in order to meet the requirements of the revision of the Swiss stock corporation law effective January 1, 2023 as well as to reflect current best practice in the field of corporate governance. The wording of the articles of association proposed for amendment is available as a supplement at [<https://castlepe.com/en/investor-relations#documents>].

V.I. Amendment of the articles of association with regard to the currency of the share capital

The board of directors proposes to amend article 4 of the articles of association as follows:

„Article 4: share capital

The share capital of the Company amounts to USD 545,966.11 and is divided into 10,104,741 registered shares with a par value of USD 0.054 per share. The shares are fully paid-in.“

Explanation:

The revised stock corporation law now allows the issuance of share capital in the foreign currency that is essential for the business activity. For Castle Private Equity AG this is the US Dollar. Existing stock corporations have the opportunity to change the currency in which the share capital is denominated. If this proposal is approved, the board of directors will put it into effect retroactively as of January 1, 2023.

V.II. Introduction of the provisions of the articles of association for holding of general meetings in virtual or hybrid formats

The board of directors proposes to introduce article 8 paragraph 2 and 3 of the articles of association as set out in the published supplement to this invitation.

Explanation:

The revised stock corporation law now allows electronic participation in general meetings:

- On the one hand, it is possible for shareholders who are not present at the physical location of the general meeting to exercise their rights electronically („hybrid general meeting“).
- On the other hand, it will be possible to hold a general meeting without a physical venue – i.e. exclusively by electronic means („virtual general meeting“).

When holding general meetings by electronic means, the board of directors shall ensure that (a) the identity of the participating shareholders is established, (b) the votes at the general meeting are transmitted directly, (c) all participants can submit motions and take part in the discussion, and (d) the voting results cannot be falsified. This ensures that shareholders have the same rights in all formats (physical, hybrid and virtual). The introduction of article 8 paragraphs 2 and 3 creates the necessary statutory basis for holding hybrid and virtual general meetings.

V.III. Various other amendments to the articles of association due to the new stock corporation law

The board of directors proposes that article 6, article 7, article 8 paragraph 5, article 9, article 11, article 12, article 13, article 15, article 16, article 18, article 20a, article 20e and article 22 of the articles of association be amended or newly introduced as set out in the published supplement to this invitation.

Explanation:

According to the revised stock corporation law, a company with registered shares listed on the stock exchange may reject an acquirer as a shareholder if the latter does not expressly declare, at the request of the company, that he has acquired the shares in his own name and for his own account, that there is no agreement on the redemption or return of corresponding shares and that he bears the economic risk associated with the shares. The amendment to article 6 of the articles of association is intended to take account of the new requirements of the revised stock corporation law.

The new stock corporation law also strengthens shareholders' rights and modernises the rules governing the preparation and conduct of the general meeting. In this context, the amendments to the following provisions of the articles of association are proposed: article 7 (powers), article 9 (convening), article 11 (resolutions), article 12 (quorums), article 18 (eligibility, duties of the auditors) and article 22 (notices). The amendments to article 8 paragraph 5 and article 9 paragraph 7 of the articles of association also reflect the strengthened shareholder rights, in particular lower thresholds for the inclusion of items on the agenda and the submission of motions by shareholders.

The new stock corporation law assigns new duties to the board of directors to a limited extent, and the catalogue of non-transferable duties of the board of directors is slightly expanded, but without being complete. Furthermore, the obligation to elect a secretary to the board of directors is eliminated. In this context, the amendments to the following provisions of the articles of association are proposed: article 13 (election, term of office, constitution), article 15 (duties) and article 16 (organisation, minutes).

In connection with the new stock corporation law, the Ordinance against Excessive Compensation in Listed Stock Corporations is also transferred to the new stock corporation law, with few changes to the law compared to the previous law. In this context, the amendments of the following provisions of the articles of association are proposed: article 20a (permitted additional activities) and article 20e (loans, credits, pension benefits other than from occupational pension funds, securities).

VI. 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 16 May 2023, they each have to be re-elected by the annual general meeting.

VII. 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 16 May 2023, they each have to be re-elected by the annual general meeting.

VIII. 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.

IX. 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 2024 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.

X. 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 2023.

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 he should be re-elected for reasons of continuity.

XI. 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 2022

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 2022 are available for download on the Company's website under www.castlepe.com. A copy will be sent on request.

Invitations/Registration cards

Shareholders registered with voting rights in the shareholders' register until and including 3 May 2023 (12:00 CET) shall receive, with their invitation to the annual general meeting, the necessary voting documentation. The timely return (latest by 11 May 2023) will facilitate the preparations for the general meeting. No new share registrations with voting rights shall be made in the shareholders' register between 3 May 2023 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, 21 April 2023

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