

Corporate Governance

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Corporate structure and shareholders

Management organisation

Board of Directors

Michael Hauser, Chairman
 Walter Fust, Vice-Chairman
 Prof. em. Dr. Christian Belz
 Dr. Erich Bohli
 Adrian Stürm

CEO

Dr. Christian Walti

Sales

Alexander Attenberger

Aerospace and Turbines / Industrial and Transportation / Luxury Goods and Med Tech / Regional Sales

High Performance Systems

Dr. Bernhard Bringmann

Product ranges:

- Ecospeed
- Starrag
- TTL

Horizontal Machining Systems

Dr. Stefan Breu

Product ranges:

- Heckert
- Scharmann/Ecoforce
- WMW

Large Parts Machining Systems

Dr. Christian Walti (a.i.)

Product ranges:

- Berthiez
- Dörries
- Droop+Rein

Ultra Precision Machining Centers

Jean-Daniel Isoz

Product ranges:

- Bumotec
- SIP

Customer Service

Günther Eller

Operations

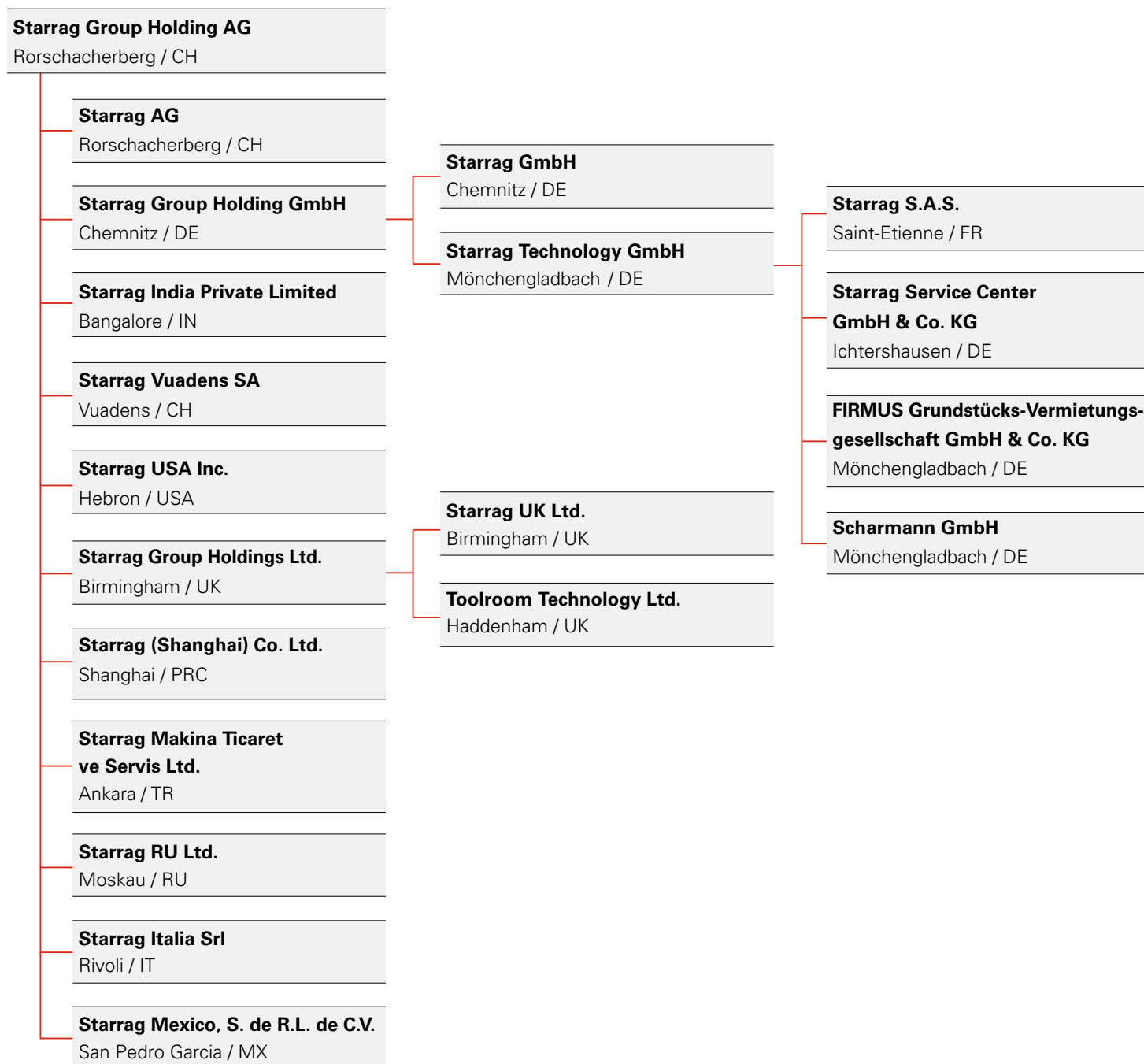
Dr. Stefan Breu

Supply Chain Management / Strategic procurement / Manufacturing / Subassemblies

CFO/Corporate Center

Thomas Erne

Participation structure



The registered shares of Starrag Group Holding AG (hereafter referred to as the “company”) are traded at the SIX Swiss Exchange (securities number 236106, ISIN CH0002361068, ticker STGN). The market capitalisation on 31 December 2021 was CHF 156.6 million.

Shareholders

There were 874 shareholders registered in the company's share register on 31 December 2021, who held the following numbers of shares:

| | |
|--------------------------|--------------------|
| More than 100'000 shares | ▶ 3 shareholders |
| 10'001 to 100'000 shares | ▶ 13 shareholders |
| 1'001 to 10'000 shares | ▶ 84 shareholders |
| 1 to 1'000 shares | ▶ 774 shareholders |

209'464 shares or 6.2% were not registered in the share register on 31 December 2021 (cleared shares).

Significant shareholders with more than 3 percent of voting rights are known to the company as follows:

- ▶ Walter Fust, Freienbach, Switzerland
1'810'147 shares, 53.87%
- ▶ Eduard Stürm AG, Goldach, Switzerland
311'079 shares, 9.26%
- ▶ Max Rössler, Hergiswil/Parmino Holding AG,
Goldach, Switzerland, 269'202 shares, 8.01%

No disclosure notifications were made during the 2021 financial year in accordance with Art. 20 of the Swiss Federal Act on Stock Exchanges and Securities Trading.

In earlier financial years, the following current disclosure notifications were made in accordance with Art. 20 of the Swiss Federal Act on Stock Exchanges and Securities Trading:

- ▶ 29/09/2011: Max Rössler, Hergiswil/
Parmino Holding AG, Goldach, Switzerland, 5.25%
- ▶ 04/05/2011: Eduard Stürm AG, Goldach,
Switzerland, 9.73%
- ▶ 04/05/2011: Walter Fust, Freienbach,
Switzerland, 54.88%

Further information about the respective disclosure notifications is published on the website of the Disclosure Office of the SIX Swiss Exchange <https://www.six-exchange-regulation.com/de/home/publications/significant-shareholders.html>

The company is not aware of any agreements between shareholders.

Cross-shareholdings

There are no cross-shareholdings.

Capital Structure

Ordinary share capital

The company's issued share capital amounts to CHF 28'560,000 and is split into 3'360'000 fully paid-in registered shares with a nominal value of CHF 8.50 each.

Authorised share capital

There is no authorised capital.

Conditional share capital

The company has no outstanding conditional share capital.

Changes in capital

In the last three years under report, the share capital of Starrag Group Holding AG has not changed.

Shares

Shareholder rights of membership are stipulated in the Swiss Code of Obligations as well as in the company's Articles of Association. Each registered share with a nominal value of CHF 8.50 has one vote at the Annual General Meeting. The right to vote can only be exercised if the shareholder is registered in the company's share register as a shareholder with voting rights. Distribution of profit can be decided upon within the framework of the law by the General Meeting and can be carried out in proportion to the equity investment. The company's Articles of Association are published on www.starrag.com (click on Articles of Association under Investors) and can be obtained from the company at any time.

Participation and profit sharing certificates

The company has not issued any participation or profit sharing certificates.

Limitations on transferability and nominee registration

In general, there are no limitations to the transfer of shares. The registration of shareholders with voting rights or beneficiaries in the share register can be denied due to the following reasons:

- if the purchaser does not, at the company's request, explicitly confirm that they have acquired and are holding the shares on their own behalf, in their own interests and for their own account;
- if and as long as the recognition of the purchaser may, based on the available information, prevent the company from complying with Swiss law requiring proof of Swiss control of the company.

Nominees who are subject to recognised banking and financial market supervision are entered in the share register with voting rights for shares they acquire on behalf of third parties without limitation. If a nominee acquires more than 3% of the outstanding share capital, they must disclose the names, addresses, nationality and shareholdings of all persons for whose account they hold 0.5% or more of the outstanding share capital prior to registration.

Convertible bonds and options

There are no outstanding convertible bonds or issued option rights.

Board of Directors

Michael Hauser (1961, Swiss and German) has been a member of the Board of Directors of Starrag Group Holding AG since 2018 and Chairman since April 2020.

Since 2011 he has been CEO of Tornos SA, based in Moutier, Switzerland and since 2017 he is also a member of the Board of Directors of Schlatter Industries AG, based in Schlieren, Switzerland. From 2008 to 2010, he was a member of the Executive Board of Georg Fischer AG and headed its division GF Agie Charmilles. From 2000 to 2008, he was a member of the Executive Board of the Agie Charmilles Group where he was responsible for the Milling Division. From 1996 to 2000 he was Chairman of the Milling Division of the Mikron Technology Group based in Biel, Switzerland.

He also serves at the European Association of the Machine Tool Industries CECIMO as Delegate (2005 – today), as Board Member (2012–2017) and Chairman (2009–2010). He is a member of the Board of Directors of the Swiss Association of Mechanical, Metal and Electrical Engineering Industries SWISSMEM, where he has headed the Machine Tools division since 2005. Michael Hauser holds a degree in business administration from the University of Mannheim. He has never held an executive management position with the Starrag Group and he does not have any significant business relationships with the Group.

Prof. em. Dr. Christian Belz (1953, Swiss) has been a member of the Board of Directors of Starrag Group Holding AG since 2008.

From left to right: Prof. em. Dr. Christian Belz, Adrian Stürm, Michael Hauser, Walter Fust, Dr. Erich Bohli



He was a tenured professor of economics at the University of St.Gallen from 1989 to 2018 with a special focus on marketing and has headed the Institute of Marketing at the University of St.Gallen since 1992. He has written more than 40 books about Marketing and Sales. For years he was member of the Board of Fust, Nielsen Switzerland, Unilever Switzerland, Walter Reist Holding, Kinderdorf Pestalozzi, Schulthess Group, Interbrand/ Zintzmeyer & Lux, Jelmoli Holding and Création Baumann He has never held an executive position in the Starrag Group and he does not have any significant business relationships with the Group.

Dr. Erich Bohli (1950, Swiss) has been a member of the Board of Directors of Starrag Group Holding AG since 2017.

After completing his degree in business management (1977) and his doctorate (1980) at the University of Zurich, Erich Bohli held various positions at Unilever (Switzerland), including Internal Auditor, General Secretary, PR Manager and Marketing Manager for several international brands. He then worked as an independent turnaround manager, a profession he pursued for the next 15 years. During this time, he managed some international companies in a variety of fields of computer training/direct sales, branded consumer goods, OTC pharmaceuticals, multimedia and e-commerce development. From 1999 to 2010, he served as CEO of Dipl. Ing. Fust AG and also served on the Boards of Directors of AEG (Switzerland) AG, Swiss Dairy Food AG and Service 7000 AG. Since then, he has been working in the area of business development and as an Internet entrepreneur. From 2010 to 2014, Erich Bohli completed a third degree in cultural and literary studies at the University of Zurich, which he completed in 2014 with a Master of Arts in Social Science. He launched subsequently the Internet-Autobiography-Platform meet-my-life.net and initiated the Swiss Autobiography-Award.

Walter Fust (1941, Swiss) has been a member of the Board of Directors of Starrag Group Holding AG since 1988 and its Vice-Chairman since April 2020 (Chairman from 1992 until 2015 and from 2019 until April 2020).

From 1997 to 2009 he was a member of the Board of Directors of Jelmoli Holding AG (Chairman until 2007), in which he held a majority shareholding from 1996 to 2003. He had previously sold the company Dipl. Ing. Fust AG listed on the stock exchange in 1987 to Jelmoli Holding AG in 1994. Dipl. Ing. Fust AG was sold in 2007 by Jelmoli Holding AG to the Coop Group. Walter Fust has been a member of the Board of Directors of Tornos Holding AG in Moutier, Switzerland since 2014. Mr. Walter Fust holds a degree in engineering from the Swiss Federal Institute of Technology in Zurich (ETHZ). He has never held an executive position in the Starrag Group and he does not have any significant business relationships with the Group.

Adrian Stürm (1970, Swiss) has been a member of the Board of Directors of Starrag Group Holding AG since 2008.

He has worked in the areas of Operational Risk Control and Wealth Management Controlling at UBS AG since 2001 and in Risk Management at UBS Wealth Management Switzerland AG since 2008. Prior to that, he was an auditor with KPMG Zurich and London from 1997 to 2000. He is Chairman of the Board of Directors of the family-owned company Eduard Stürm AG (Holding) and its subsidiaries Holz Stürm AG and Eduard Stürm Immobilien AG, which are all based in Goldach, Switzerland. Furthermore member of the Board of Directors of Holz Michel AG, Hasle, Switzerland. Mr. Adrian Stürm holds a degree in Economics from the University of St. Gallen (lic. oec. HSG). He has never held an executive management position with the Starrag Group and he does not have any significant business relationships with the Group.

Maximum number of permissible mandates

The members of the Board of Directors may not hold more than ten mandates in other companies. Of these, a maximum of five mandates may be held in companies listed on the stock exchange. The following mandates are not subject to the aforementioned limitations:

1. Mandates in companies that are controlled by the company;
2. Mandates held at the request of the company or companies controlled by it; no member of the Board of Directors or the Executive Board shall hold more than ten such mandates; and
3. Mandates in associations, charitable foundations, staff welfare foundations and associations; no member of the Board of Directors or the Executive Board may hold more than six such mandates.

Mandates are defined as mandates in the supreme governing body of a legal entity that is required to be registered in the Swiss Commercial Register or a comparable foreign register. Mandates in different legal entities that are under joint control are deemed to be a single mandate.

Election and term of office

The members of the Board of Directors, the Chairman of the Board of the Directors, the members of the Compensation Committee and the independent proxies are elected annually at the Annual General Meeting of the Shareholders. There are no restrictions on terms of office.

Internal organisation

The Board of Directors shall constitute itself, unless otherwise provided by law. The Chairman shall convene meetings of the Board of Directors if and when the need arises or upon the written request of any other member. Except in urgent cases, callings for meetings are to be sent out five days before the meeting, stating the items for discussion.

Minutes are to be kept of the discussions, and are to be signed by the Chairman and the minute-taker. The minute-taker will be designated by the Board of Directors. They do not need to be a member of the Board of Directors. A majority of the Board of Directors must be present in order for resolutions to be validly adopted. No attendance quorum is required to determine the execution of a capital increase and to resolve the subsequent amendment of the Articles of Association. Resolutions shall be passed by a simple majority of the votes cast. In the event of a tied vote, the Chairman, who shall always cast a vote, shall have the casting vote. Resolutions can also be passed in writing by way of circular letter, provided no members request a verbal discussion of the item in question. These are to be included in the minutes.

There are usually six Board meetings a year, each lasting about five hours. Members of the Executive Board will be called in to these meetings if and when necessary. In the financial year 2021, eight meetings of the Board of Directors took place, with an average duration of five hours. All members of the Board of Directors attended all meetings.

The tasks and responsibilities of the Compensation Committee are presented in the Compensation Report (page 56). The Board of Directors has not established any other committees. At our mid-sized company, the respective tasks are performed by the Board of Directors as a whole. Moreover, the Executive Board regularly consults with the Chairman of the Board of Directors and individual members on an informal basis regarding important aspects of specific topics.

Definition of areas of responsibility

The Board of Directors has the overall responsibility for the management of the company as well as the supervision of the executive management. The Board of Directors has delegated most of the executive management powers to the CEO. However, the Board of Directors remains responsible for tasks that legally cannot be delegated and other important business. These include in particular matters such as business strategy, approval of the annual budget, decisions with regard to acquisitions and important personnel matters.

Information and control instruments vis-à-vis the Executive Board

Executive management control is exercised primarily through regular reporting by the Executive Board to the Board of Directors, in particular by means of:

- monthly and quarterly financial reports including commentary on the corresponding key figures (incoming orders, sales revenues, margins, profits, investments, liquidity, capital commitment);
- regular information about market and business developments as well as important projects;
- detailed information about market and business developments at every Board meeting, which are partially attended by the CEO and CFO and by other members of the Executive Board as required.

In addition, the Chairman of the Board of Directors discusses current developments with the CEO on a regular basis. Walter Fust and Adrian Stürm also exercise further control functions as members of the Supervisory Board of Starrag Technology GmbH and Walter Fust as a member of the Board of Directors of Starrag Vuadens SA.

Risk management

As a leading global manufacturer of precision machine tools, the Starrag Group is faced with various risks.

The most significant risks include:

- the weakening of the economic environment in customer markets as well as business cycles could lead to a reduction in demand,
- misjudgements of developments in customer markets or in the competitive environment could lead to missed business opportunities or losses,
- failure in research and development as well as other innovation-based activities could prevent business potential from being realised,
- a lack of availability of financial resources could impair the performance and operations of the Starrag Group and
- natural events (such as fires) could impair operating activities.

the Board of Directors and the Executive Board give high priority to the careful handling of strategic, financial and operational risks. The Starrag Group has a holistic risk management process which is analysed every year by the Executive Board and the Board of Directors.

The following goals are pursued:

- systematically identifying special risks,
- establishing processes to monitor, reduce and ideally to prevent risks and
- finding the right balance between risks and opportunities.

The risk management system is based on a classic risk matrix involving the probability of occurrence and possible extent of damage (identification and classification) and includes internal instructions as well as a risk log, in which operational data as well as action planning for risk management are documented.

The Executive Board has appointed an officer to implement and moderate risk management, who reports directly to the CFO, as well as a responsible member of the Executive Board for each risk area.

In the annual risk review, the risks are carefully identified, analysed and evaluated, and appropriate measures are defined to reduce the risks. This information is documented in a comprehensive group-wide risk matrix. The implementation of the measures is monitored by the risk management officer. In business processes with recurring risks, the resolved measures are integrated as process steps in the operative processes of the daily business.

On an annual basis, the Executive Board reports on the nature, extent and assessment of significant risks and the measures taken for risk minimisation to the Board of Directors. Risks in the area of accounting and financial reporting are monitored and reduced by a suitable internal control system.

Additional information on financial risk management can be found on page 79.

Internal auditing

In accordance with the simplifications stated in the Swiss Code of Best Practice for Corporate Governance, the Board of Directors has decided not to implement an internal audit.

The codex implies corresponding simplifications for small and medium companies as well as for companies with active majority shareholders.

Executive Board

Members of the Executive Board

The Board of Directors has appointed an Executive Board and has specified its powers and responsibilities in organisational guidelines and an accompanying functional chart.



Dr. Christian Walti (1967, Swiss) has been CEO of the Starrag Group since June 2018 CEO and interim Head of Sales since July 2019 to 31 March 2020 (up to June 2019 Head of Regional Sales).

From 2012 to 2018 he was the Managing Director of Bosch Packaging Systems in Beringen, Switzerland. He was additionally responsible for the Horizontal Packaging Systems Food from 2017, a unit with five international production sites. His primary responsibilities were global alignment of the product portfolio, organizational optimization, expansion of the key account business, implementation of Industry 4.0 and the general positioning of the company as a technology leader in its targets areas of expertise. From 2005 to 2011, as a shareholder and member of the Board of Directors of Faes Finanz AG (Holding), he held the position of Delegate of the Board of Directors and CEO of Faes AG in Wollerau, Switzerland, where he established the company's international activities, among other achievements. Christian Walti completed his studies in Business Administration at the University of St. Gallen (HSG) with a doctorate.



Thomas Erne (1973, Swiss and German) has been Chief Financial Officer (CFO) and Head of Corporate Center of Starrag Group since 01.09.2020.

He previously served as CFO at DMG Mori since 2015. From 2007 to 2015, he was Regional Finance Director at Zimmer Biomet and was responsible for Eastern Europe, Russia, Middle East and Mediterranean as well as the European finance for the Business Units Trauma, Spine, Surgical and Computer Assisted Solutions. From 2006 to 2007, he was Senior Controller at Swissport, responsible for the US business. From 2004 to 2006, he worked in the USA for Altana Pharma, where he accompanied the market development of the American business in the finance department. From 2002 to 2004 he completed a trainee program in finance at Altana Pharma AG.

Thomas Erne holds a degree in business administration from the University of Constance/DE.



Alexander Attenberger (1977, German) has been responsible for the Sales division of the Starrag Group from April 2020.

He previously worked for the German Grob Group since 2013, first as a Head of Department and then as Division Manager of Sales of universal machines. From 2010 to 2012, he was the Executive Vice President of Sales Industrial Equipment at MAG IAS. Between 2007 and 2010, he worked for Deckel Maho Pfronten, first as the Head of Back Office Sales, then as Sales Director for horizontal machining centres. From 2003 to 2007, he was the Product Sales Manager Milling at DMG München Vertriebs und Service GmbH.

Alexander Attenberger is a Precision Engineering Master and an HWK (Chamber of Crafts) Business Economist.



Dr. Stefan Breu (1964, Swiss) joined Starrag Group on May 2019 and has been Head of Group Operations since July 2019, responsible for supply chain management, strategic procurement, manufacturing and sub-assemblies and Head of Business Unit Horizontal Machining Systems, which comprises the Heckert, Scharmann and WMW product lines.

He previously served in various executive positions with Bosch Packaging Systems, Beringen/Switzerland (former SIG Division SIG Pack), where he was finally responsible for the entire unit's operations as General Manager. Between 2008 and 2016 he was COO of Schleuniger Group and Head of Global Production and Supply Chain of SIG Combibloc Group. His earlier professional career included operational responsibility of SIKA's China business and various executive positions in marketing, trading, sales and production at ATEL, where he ultimately served as Head of Group Operations and member of the Executive Board.

Stefan Breu holds a degree in mechanical engineering from ETH Zurich and a Ph.D. in economics from the University of St. Gallen. He also completed the International Executive Program at INSEAD Fontainebleau and the Stanford Executive Program at Stanford University, USA.



Dr. Bernhard Bringmann (1977, Swiss and German) has been Head of the business unit High Performance Systems (product areas Starrag, Ecospeed, TTL) since July 2019.

From 2015, he was previously Head of the Starrag plant in Rorschach as part of the former business unit Aerospace & Energy in Rorschach and bore overall responsibility for the market segments Aero Engine and Power Turbine as well as central functions in the segment Aero Structure. In 2014, he was Head of the former business unit 1 and thus responsible for the brands Starrag and the technology subsidiary TTL, UK. Bernhard Bringmann has previously held various management positions in the areas of Development, Innovation and Technology since joining Starrag in 2008.

Bernhard Bringmann holds a Dr. of Science (Dr. Sc.) from the ETH Zurich and has a Master of Science in Mechanical Engineering from the Rensselaer Polytechnic Institute in Troy/USA.



Günther Eller (1960, German) has been head of Customer Service at the Starrag Group since 2007.

From 1986, he previously held various management positions at OC Oerlikon in Sales and Customer Service, 2001 to 2006 as Head of the business unit Customer Service in the Data Storage Division, 1995 to 2001 as Managing Director of a sales and service company for the investment business and prior to this various management positions in the areas of Sales and Key Account Management.

Gunther Eller holds an M.Sc. in Engineering Physics.



Jean-Daniel Isoz (1959, Swiss) has been Head of the business unit Precision Machining Centres (product areas Bumotec, SIP) since July 2019, which comprises the Bumotec and SIP product lines.

Previously, he was responsible for the market segments Luxury Goods, Micromechanics and Med Tech within the former Business Unit Precision Engineering since 2015. Before he was responsible for the former Business Unit 4 for the brand Bumotec in Sâles (Switzerland) and SIP in Geneva (Switzerland). Prior to that, he had served as Managing Director of SIP Société d'Instruments de Précision SA from 2006. After first working as director for SIP from 2000 and 2002, he took over as managing director of Bula Machines until end of 2005. Previously, he had acquired 15 year of experience in various management positions in production and customer services for Bobst SA in Lausanne, USA and Asia.

Jean-Daniel Isoz holds a degree in electrical engineering and has completed Finance and Marketing programs at INSEAD in Fontainebleau, France.

Maximum number of permissible mandates

The members of the Executive Board may not hold more than three mandates in other companies.

The following mandates are not subject to the aforementioned limitations:

1. Mandates in companies that are controlled by the company;
2. Mandates held at the request of the company or companies controlled by it; no member of the Board of Directors or the Executive Board may hold more than ten such mandates; and
3. Mandates in associations, charitable foundations, staff welfare foundations and associations; no member of the Board of Directors or the Executive Board may hold more than six such mandates.

Mandates are defined as mandates in the supreme governing body of a legal entity that is required to be registered in the Swiss Commercial Register

or a comparable foreign register. Mandates in different legal entities that are under joint control are deemed to be a single mandate.

Acceptance of mandates/appointments outside the Starrag Group by members of the Executive Board requires prior approval by the Board of Directors.

Management contracts

There are no management contracts with companies outside the Starrag Group.

Compensation, shareholdings and loans

Information on compensation and loans are specified in the Compensation Report (page 59) and information regarding participation can be found in the Notes to the Financial Statement (page 97).

Shareholders' Participation Rights

Shareholders of Swiss stock corporations have extensive participation and protective rights. The protective rights include the right to inspection and information, the right to a special audit, the right to convene a General Meeting, the right to add topics to the agenda, the right to challenge resolutions and the right to raise claims regarding responsibility.

The participation rights include, in particular, the right to participate in General Meetings, the right to express opinions and the right to vote.

Voting rights restrictions and representation

There are no restrictions on the voting right for all shareholders whose right to vote is registered in the share register. Every shareholder is entitled to be represented at the General Meeting by another shareholder who is authorised to do so in writing, by their legal representative or by the independent voting representative.

The Board of Directors determines the requirements for proxy and the instructions given to the independent voting representative.

Statutory quorum

There is no statutory quorum.

Convening of the Annual General Meeting

There are no statutory regulations regarding the convening of General Meetings that deviate from the law. A notice convening a General Meeting must be sent in writing to shareholders at least 20 days before the scheduled date of the General Meeting.

Extraordinary General Meetings are to be called upon resolution of a General Meeting of shareholders or the Board of Directors, or at the request of the auditors, or if shareholders representing at least 3 percent of the share capital request in writing that a General Meeting be called, specifying the agenda items to be discussed and the proposals to be voted on.

Additions to the agenda

The notice convening a General Meeting shall state the agenda items and the motions of the Board of Directors as well as any proposals by shareholders who have duly requested that a General Meeting be called or that an item be included in the agenda. Shareholders representing at least 1% of the share capital can request the addition to the agenda of an item to be discussed. Such inclusion must be requested in writing at least 40 days prior to the next scheduled General Meeting, specifying the agenda items to be discussed and shareholder proposals to be voted on.

Registrations in the share register

The Board of Directors keeps a share register in which the shareholders and beneficiaries are entered with their names and addresses. With respect to the company, shareholders and beneficiaries are only recognised as such if they are registered in the share register. Any entry requires the approval of the Board of Directors, a committee determined by the Board of Directors or a single person determined by the Board of Directors. The Board of Directors may request from the applicant all information necessary for the assessment of the registration request that appears to be relevant to the request. The entry in the share register of a shareholder with the right to vote or a beneficiary can be denied for the following reasons:

- if the acquirer does not, at the company's request, explicitly confirm that they have acquired and are holding the shares on their own behalf, in their own interests and for their own account;
- if and as long as the recognition of the acquirer may, based on the available information, prevent the company from complying with Swiss law requiring proof of Swiss control of the company.

Acquirers who are not yet recognised by the company are to be registered in the share register as shareholders without voting rights after the transfer of rights. The corresponding shares are deemed not to be represented at the General Meeting.

After hearing the person in question, the Board of Directors can delete registrations in the share register if these have resulted from invalid information by the acquirer. The acquirer has to be informed immediately of this deletion.

The key date for the registration of registered shareholders in the share register with regard to attendance of the General Meeting will be set on a date shortly before expiry of the statutory period on the convention of the General Meeting.

Changes in control and defence measures

Obligation to make an offer

There are no statutory regulations regarding "opting out" and "opting-up" which differ from law.

Clauses on changes in control

There are no clauses on changes in control.

Auditors

Duration of the mandate and term of office of the auditor in charge

PricewaterhouseCoopers AG, St. Gallen, has been the statutory and consolidated financial statement auditor since 1981. They are elected for a term of office of one year by the General Meeting. The current term of office expires at the Annual General Meeting in 2022. The auditor in charge, Oliver Kuntze, was first assigned the auditing mandate with the auditing of the 2019 financial statement. The rotation rhythm of the leading auditor corresponds to the maximum duration of seven years legally applicable for Swiss companies.

Audit fees

Audit fees paid to PricewaterhouseCoopers AG during the 2021 financial year and charged to the consolidated financial statement amounted to TCHF 250.

Additional fees

In the financial year 2021, additional fees in the amount of TCHF 9 were incurred with the formal review of the equal pay analysis in accordance with the Gender Equity Act (GlG) to PricewaterhouseCoopers AG.

Supervisory and control instruments pertaining to the auditors

The external audit is supervised by the Board of Directors. The Board of Directors assesses the audit plan, the audit scope, the audit and the results of the audit. The auditor's report significant findings directly to the Board of Directors. In the reporting year, the auditor in charge attended two meetings of the Board of Directors. At these meetings, the audit plan, scope, and results of the audit, as well as other important aspects of auditing were discussed.

Information policy

The company informs its shareholders and the capital market in an open and timely fashion and with the highest possible levels of transparency. The most important information tools are the Annual and Half-Year Reports, the www.starrag.com website, media releases, balance sheet presentations for the media and analysts and the Annual General Meeting.

As a company listed on the stock exchange, the Starrag Group Holding AG is required to disclose information relevant to the share price in accordance with the ad hoc publicity guidelines of the listing regulations of the SIX Swiss stock exchange.

Any interested party can register at www.starrag.com (click on E-mail distribution under Investors) to receive potential information relevant to the share price directly from the company via the e-mail distribution list. This information is also available on the website (www.starrag.com, click on Media releases under Investors) and can be provided to any interested parties upon request.

Important Data:

- › **23.04.2022**
Annual General Meeting
- › **28.07.2022**
Half-Year Report 2022
- › **27.01.2023**
Sales and order situation 2022
- › **10.03.2023**
Annual Report 2022, analysts and media conference
- › **21.04.2023**
Annual General Meeting

The information mentioned will be published on our website www.starrag.com as far as possible.

Official announcements and invitations will be sent by post to shareholders using the addresses recorded in the share register. Public announcements prescribed by law are made by publication in the Swiss Official Gazette of Commerce.

Trading blackout periods

General trading restrictions

Purchase and sale of share of Starrag Group Holding AG and corresponding financial instruments is prohibited for members of the Board of Directors, members of the Group Management and employees of the accounting departments in Rorschacherberg, Vuadens, Chemnitz and Mönchengladbach from the beginning of the year until the announcement of the key figures of the annual financial statements as well as 30 days prior to the publication of the half-year report.

Special trading blackout periods

Both the Chairman (or the Vice-Chairman if the Chairman is prevented from attending or is absent) and the CEO are entitled in individual cases to set additional trading blackout periods for individual persons and to designate those persons who must comply with them. These trading blackout periods must be observed regardless of the personal assessment of their necessity and duration.

Contacts:

Thomas Erne, CFO
investor@starrag.com