



To the shareholders of
StarragTornos Group AG

Invitation to the Annual General Meeting

Saturday, April 20, 2024

10.30 a.m. Opening of doors

11.30 a.m. General Meeting

Carmen-Würth-Saal
Churerstrasse 10, 9400 Rorschach



Dear Shareholders,

The Annual General Meeting for the 2023 financial year will take place on Saturday, April 20, 2024, at 11:30 a.m. in the Carmen-Würth-Saal in Rorschach.

Please find enclosed the reply coupon for issuing the power of attorney and instructions to the Independent Representative. The Annual Report is published at www.starragtornos.com/en/publications/annual-reports.

To receive an admission ticket to the AGM, please complete and sign the enclosed reply coupon within the next few days and return it to sharecomm ag in Schattdorf together with the pre-stamped and labeled return envelope.

Following the Annual General Meeting, we will be happy to serve you an “apéro riche” in the foyer.

We look forward to welcoming you in person.

Kind regards

StarragTornos Group AG

Michael Hauser
Chairman of the Board of Directors



Agenda

1. Annual Report 2023

1.1 Management Report, Financial Statement and Consolidated Financial Statement 2023

The Board of Directors proposes that the Management Report, the Financial Statements and the Consolidated Financial Statement for 2023 be approved.

Explanation: The Management Report is printed on page 28 ff., the Financial Statement of StarragTornos Group AG on page 160 ff. and the Consolidated Financial Statement on page 126 ff. of the Annual Report. PricewaterhouseCoopers AG, as statutory auditors, have audited the Financial Statement and the Consolidated Financial Statement for the financial year 2023. They propose that the Financial Statement and the Consolidated Financial Statement for the 2023 financial year be approved.

1.2 Report on non-financial matters for the 2023 financial year

The Board of Directors proposes that the report on non-financial matters for the 2023 financial year be approved.

Explanation: The report on non-financial matters (Sustainability Report) can be found on page 46 ff. of the Annual Report. With the introduction of Art. 964a of the Swiss Code of Obligations, StarragTornos Group AG has been obliged since the 2023 financial year to prepare a report on non-financial matters and have it approved by the Annual General Meeting.

1.3 Remuneration Report 2023

The Board of Directors proposes that the Remuneration Report 2023 be approved in a non-binding advisory vote.

Explanation: The Remuneration Report can be found on page 104 ff. of the Annual Report. The Board of Directors submits the Remuneration Report to the Annual General Meeting for a consultative vote in accordance with Section 17b para. 8 of the Articles of Association. PricewaterhouseCoopers AG, as statutory auditors, has audited the 2023 Remuneration Report.

2. Appropriation of retained earnings / dividend from capital contributions

Explanation: The Board of Directors proposes to the Annual General Meeting a dividend of CHF 2.50, of which CHF 1.25 will be paid out tax-free from reserves from capital contributions and CHF 1.25 from retained earnings. Due to the applicable tax law, no more than 50% of the dividend may be distributed from tax-advantaged reserves from capital contributions. The proposal corresponds to a payout ratio of 34.7%.

2.1 Proposal of the Board of Directors on the appropriation of retained earnings:

	CHF 1 000
Retained earnings	95 483
Net income	-3 717
Retained earnings	91 766
Dividend of CHF 1.25 gross per registered share	-6 829
To be carried forward	84 937

2.2 Proposal of the Board of Directors on the appropriation of legal capital contributions reserves:

	CHF 1 000
Available capital contributions reserves	127 076
Withholding tax-free distribution CHF 1.25 per registered share	-6 829
To be carried forward	120 247

3. Discharge of the Board of Directors

The Board of Directors proposes that discharge be granted to the members of the Board of Directors.

Explanation: In accordance with Art. 698 para. 2 no. 7 of the Swiss Code of Obligations and the Articles of Association, the General Meeting is responsible for the discharge of the members of the Board of Directors.

4. Approval of remuneration

4.1 Total remuneration of the members of the Board of Directors from the 2024 Annual General Meeting to the 2025 Annual General Meeting

The Board of Directors proposes that an amount of CHF 1 250 000 be approved as the maximum total remuneration of the Board of Directors for the period from the 2024 Annual General Meeting to the 2025 Annual General Meeting.

Explanation: In addition to the fixed compensation, the proposed amount includes a maximum variable compensation of CHF 750 000 (limit per member of the Board of Directors of CHF 125 000). The compensation system of StarragTornos is described in the Compensation Report on page 104 ff. of the Annual Report.

4.2 Total remuneration of the members of the Executive Board for the next financial year, i.e. 2025

The Board of Directors proposes that an amount of CHF 4 800 000 be approved as the maximum total compensation for the Executive Board for the 2025 financial year.

Explanation: In addition to the fixed compensation, the proposed amount includes a maximum variable compensation of CHF 2 600 000. The compensation system of StarragTornos is described in the Compensation Report on page 104 ff. of the Annual Report.

5. Elections

5.1 Election to the Board of Directors

The Board of Directors proposes the individual election of the following persons to the Board of Directors, each for a term of office until the end of the 2025 Annual General Meeting:

- 5.1.1 Walter Fust
- 5.1.2 Adrian Stürm
- 5.1.3 Michael Hauser
- 5.1.4 Christian Androschin
- 5.1.5 Bernhard Iseli
- 5.1.6 Till Fust

Explanation: The one-year term of office of all members of the Board of Directors expires at the end of the Annual General Meeting on April 20, 2024. The Chairman and the members of the Board of Directors listed above are standing for re-election. Detailed information on the individual members can be found in the Corporate Governance section of the Annual Report, page 88 ff.

5.2 Election of the Chairman of the Board of Directors

The Board of Directors proposes the election of Michael Hauser as Chairman of the Board of Directors for a term of office until the conclusion of the 2025 Annual General Meeting.

5.3 Election to the Remuneration Committee

The Board of Directors proposes the individual election of the following members of the Board of Directors to the Remuneration Committee:

5.3.1 Walter Fust

5.3.2 Bernhard Iseli

each for a term of office until the conclusion of the 2025 Annual General Meeting.

5.4 Election of the statutory auditors

The Board of Directors proposes the election of PricewaterhouseCoopers AG, St. Gallen, as statutory auditors of the company for the 2024 financial year.

Explanation: PricewaterhouseCoopers AG (PwC) is registered as a state-regulated audit firm with the Federal Audit Oversight Authority and has confirmed that it meets the legal requirements for independence. PwC has held the mandate for Starrag since 1981. Further information on the statutory auditors can be found in the Corporate Governance section of the Annual Report, page 100.

5.5 Election of the Independent Representative

The Board of Directors proposes the election of the law firm rtwp rechtsanwälte & notare, Rosenbergstrasse 42b, 9000 St. Gallen, as Independent Representative until the conclusion of the 2025 Annual General Meeting.

Explanation: The law firm rtwp rechtsanwälte & notare, 9000 St. Gallen, fulfills the independence criteria and the Board of Directors proposes that the law firm be re-elected for reasons of continuity.

6. Various

Annual Report

The Annual Report 2023, including the Management Report, the Financial Statement, the Consolidated Financial Statement, the report on non-financial matters, the Remuneration Report and the audit reports, is available for inspection by shareholders at the company's registered office in Rorschacherberg from March 15, 2024. The online Annual Report can also be accessed on the website www.starragtornos.com. A PDF is also available for download there. In line with our commitment to sustainability, we have decided not to print the Annual Report.

Voting rights

Shareholders who are entered in the share register with voting rights on April 12, 2024 are entitled to vote. Shareholders who sell their shares after this date are not entitled to vote at the Annual General Meeting. From April 15, 2024 up to and including April 20, 2024, no entries will be made in the share register.

Admission card

A reply coupon is sent to shareholders with the invitation. With the reply coupon, admission cards can be requested from the Share Register sharecomm ag, Militärstrasse 3, 6467 Schattdorf, by April 16, 2024 (date of postmark) at the latest. Admission cards can also be ordered electronically via the shareholder platform at www.sisvote.ch/starragtornos.

Representation / electronic remote voting (e-voting)

Shareholders who wish to be represented may issue powers of attorney and instructions to the Independent Representative, Mr. Jürg Jakob, attorney-at-law and lic.iur., rtwp rechtsanwälte & notare, Rosenbergstr. 42b, 9000 St. Gallen, as well as powers of attorney to a third party from March 26, 2024 at www.sisvote.ch/starragtornos electronically or in writing using the reply coupon. The necessary access data and the reply coupon is sent to shareholders together with the invitation. Electronic proxy voting is possible until April 18, 2024, 11:59 p.m. If votes are cast in different ways (in person at the Annual General Meeting, by written proxy and instructions or e-voting), the most recent expression of the shareholder's will is decisive.

9404 Rorschacherberg, March 25, 2024
The Board of Directors

Enclosures:

- Reply coupon
- Reply envelope