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# DDM Holding AG - Invitation to the 2019 EGM

It is our pleasure to invite all shareholders of DDM Holding AG, Baar (the **Company**), to the extraordinary general shareholders' meeting (the **EGM**) which will take place on Friday, 30 August 2019 at 10:00 am CEST at the premises of Walder Wyss Ltd, Seefeldstr. 123, 8008 Zurich, Switzerland. The doors will open at 9:45 am CEST.

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## A. Agenda and Proposals

### 1. Elections

#### 1.1. Elections of new Board Members

The Board of Directors notes that its Chairman, Mr Torgny Hellström, has decided to resign with effect as per the end of the EGM.

The Board of Directors proposes to elect the following new members of the Board of Directors, each for a term of office expiring upon completion of the next annual general meeting:

- Jörgen Durban
- Florian Nowotny

Explanation: All elections are held individually.

Jörgen Durban currently chairs the board of directors of Haldex AB (Nasdaq Stockholm: HLDX) and Anoto Group AB (Nasdaq Stockholm: ANOT). He is a partner at Bdp Partners AB and has previously been a partner at Linklaters Stockholm and London, where he has previously lead Linklaters' Swedish practice as national managing partner. Mr Durban holds a LL.M. from Stockholm University and is a member of the Swedish Bar Association.

Florian Nowotny currently serves as CFO of Investor United Benefits GmbH. He has previously served as CFO of CA Immobilien Anlagen AG and Director of Equity Capital Markets at UniCredit. A graduate of Wirtschaftsuniversität Vienna, Mr Nowotny has also earned an MBA at INSEAD.

#### 1.2. Election of the Chairman

The Board of Directors proposes to elect Jörgen Durban as Chairman of the Board of Directors for a term of office expiring upon completion of the next annual general meeting.

Explanation: The Board of Directors proposes that Mr Durban replaces Mr Hellström as new Chairman following Mr Hellström's resignation.

### **1.3. Election of the Members of the Remuneration Committee**

The Board of Directors proposes to elect Jörgen Durban as new member of the remuneration committee for a term of office expiring upon completion of the next annual general meeting.

Explanation: The Board of Directors proposes that Mr Durban as new Chairman replaces Mr Hellström in the remuneration committee following Mr Hellström's resignation.

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## **B. Participation and Voting Rights**

Shareholders registered with voting rights in the share register as of the close of business on 21 August 2019, will be authorized to participate and to vote at the EGM. From close of business on 21 August 2019 up to and including 30 August 2019, no entries will be made in the share register which would create a right to vote at the EGM. Shareholders who sell part or all of their shares before the EGM are no longer entitled to vote to that extent. Such shareholders are required to exchange their admission card and voting material to reflect the change in their shareholding.

Shareholders who wish to participate or be represented at the EGM may either download the registration form via our website <http://ddm-group.ch/investors> or request a physical copy by e-mail to [ddm@computershare.ch](mailto:ddm@computershare.ch). The registration form should be completed and returned by mail or e-mail to the following address: Computershare Schweiz AG, General meetings, P.O. Box, 4601 Olten, Switzerland; e-mail: [ddm@computershare.ch](mailto:ddm@computershare.ch) as soon as possible but in any case no later than 19 August 2019. Upon receipt of their registration form shareholders will be provided with an admission card and voting material (including proxy form) for the EGM.

Shareholders (i) whose shares are registered in accordance with the Articles of Association of the Company in a securities register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479) or otherwise in accordance with Swedish law and (ii) who hold such shares through a nominee must, in order to be entitled to attend and vote (in person, representation by proxy or by the Independent Proxy) at the EGM, temporarily register the shares in their own name. For the shares to be re-registered in time, such shareholders should instruct the nominee that manages the shares well in advance of 21 August 2019 for temporary re-registration, so called voting registration. After such shares have been registered in the shareholder's own name, the shareholder shall follow the instructions as set out above in this section.

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## **C. Representation**

Shareholders who do not intend to participate personally at the EGM may participate and vote at the meeting through the representation of:

- the independent proxy, or
- a third person who need not be a shareholder;

Bratschi AG, Zürich, Switzerland, has been elected at the ordinary annual general shareholders' meeting held on 18 June 2019 as the independent proxy of the Company and will thus serve as independent proxy for the EGM.

Shareholders opting to be represented by the independent proxy shall submit the original of the completed and signed power of attorney (incorporated in the voting material) with voting instructions to Computershare Schweiz AG, General meetings, P.O. Box, 4601 Olten, Switzerland, by no later than 27 August 2019. Shareholders may also vote by issuing electronic proxy and voting instructions to the independent proxy by voting through the online proxy voting platform <https://ip.computershare.ch/ddm> until 29 August 2019, 11:59 am CEST. Further details can be found on the Company's website <http://ddm-group.ch/investors>.

To the extent that a shareholder opts to be represented by the independent proxy but does not give the independent proxy specific voting instructions, the independent proxy will vote as proposed by the Board of Directors.

If shareholders opt to be represented by a third person, their completed and signed original power of attorney (incorporated in the voting material) as well as their admission card and voting material should be sent directly to the address of their designated representative.

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## **D. Shares and votes**

As of the date hereof, the share capital of the Company amounts to CHF 13'560'447.00, divided into 13'560'447 fully paid-in registered shares with a nominal value of CHF 1.00 each and thus a total of CHF 13'560'447.00. As of the same date, the Company does not directly or indirectly hold treasury shares.

**DDM Holding AG**

9 August 2019

The Board of Directors,  
Torgny Hellström  
Chairman