

To the shareholders of Bucher Industries AG

Notice of the 35th annual general meeting

Ladies and gentlemen,

We are pleased to invite you to the annual general meeting of Bucher Industries AG.

Date Wednesday, 17 April 2019, 3.30 p.m.
(doors open 2.30 p.m.)

Venue Mövenpick Hotel
Congress hall (third floor)
8105 Regensdorf, Switzerland

Agenda and proposals

1 Approval of the annual report and the consolidated and company financial statements for 2018

The board of directors proposes that the annual report, and the consolidated and company financial statements for 2018 be approved.

2 Ratification of the acts of the board of directors and group management

The board of directors proposes that the acts of all directors and group management members be ratified for the 2018 financial year.

3 Appropriation of retained earnings

The board of directors proposes that the retained earnings of CHF 159 984 389 be appropriated as follows:

	CHF
Payment of a gross dividend of CHF 8.00 per registered share	82 000 000
Transfer to distributable reserves	25 000 000
Balance to be carried forward	52 984 389
Total	159 984 389

Upon approval, the dividend will be paid on 25 April 2019, net of 35% withholding tax.

4 Elections

The re-elections to the board of directors and the compensation committee as well as the re-election of the independent proxy holder are valid until the close of the next annual general meeting.

4.1 Re-election of the members and chairman of the board of directors

a Re-election of Claude R. Cornaz The board of directors proposes the re-election of Claude R. Cornaz as a member of the board of directors.

Note Claude R. Cornaz (1961), dipl. Ing. ETH Zurich, has served as an independent member of the board of directors since 2002. He is also a member of the compensation committee. Claude R. Cornaz holds four external directorships.

b Re-election of Anita Hauser The board of directors proposes the re-election of Anita Hauser as a member of the board of directors.

Note Anita Hauser (1969), lic. rer. publ. HSG University of St. Gallen and MBA INSEAD, has served as an independent member of the board of directors since 2007 and as vice-chairman since 2011. She is also a member of the compensation committee. Anita Hauser holds two external directorships.

c Re-election of Michael Hauser The board of directors proposes the re-election of Michael Hauser as a member of the board of directors.

Note Michael Hauser (1972), dipl. Ing. ETH Zurich and MBA INSEAD, has served as an independent member of the board of directors since 2011. He is also a member of the audit committee. Michael Hauser holds no external directorships.

d Re-election of Martin Hirzel The board of directors proposes the re-election of Martin Hirzel as a member of the board of directors.

Note Martin Hirzel (1970), dipl. graduate in business economics (HWV), has served as an independent member of the board of directors since 2018. He is also a member of the audit committee. Martin Hirzel holds no external directorships.

e Re-election of Philip Mosimann The board of directors proposes the re-election of Philip Mosimann as a member and chairman of the board of directors.

Note Philip Mosimann (1954), dipl. Ing. ETH Zurich, has served as a non-independent member and chairman of the board of directors since 2016. Philip Mosimann holds five external directorships.

f Re-election of Heinrich Spoerry The board of directors proposes the re-election of Heinrich Spoerry as a member of the board of directors.

Note Heinrich Spoerry (1951), lic. oec. HSG University of St. Gallen, has served as an independent member of the board of directors since 2006. He is also chairman of the audit committee. Heinrich Spoerry holds three external directorships.

g Re-election of Valentin Vogt The board of directors proposes the re-election of Valentin Vogt as a member of the board of directors.

Note Valentin Vogt (1960), lic. oec. HSG University of St. Gallen, has served as an independent member of the board of directors since 2014. He is also chairman of the compensation committee. Valentin Vogt holds three external directorships.

4.2 Re-election of the members of the compensation committee

a Re-election of Claude R. Cornaz The board of directors proposes the re-election of Claude R. Cornaz as a member of the compensation committee.

b Re-election of Anita Hauser The board of directors proposes the re-election of Anita Hauser as a member of the compensation committee.

c Re-election of Valentin Vogt The board of directors proposes the re-election of Valentin Vogt as a member of the compensation committee.

4.3 Re-election of the independent proxy holder

The board of directors proposes the re-election of Mathé & Partner, attorneys-at-law, Riesbachstrasse 57, P.O. Box, CH-8034 Zurich, as independent proxy holder.

4.4 Re-election of the statutory auditors

The board of directors proposes that PricewaterhouseCoopers AG, Zurich, be re-elected as statutory auditors for the 2019 financial year.

5 Approval of the remuneration for members of the board of directors and group management

Information on item 5 of the agenda is given in the appendix to this invitation.

5.1 Approval of the aggregate amount of variable remuneration for members of group management

The board of directors proposes that the aggregate amount of CHF 2.8 million for variable remuneration of members of group management be approved for the 2018 financial year.

5.2 Advisory vote on the remuneration report for the 2018 financial year

The board of directors proposes non-binding ratification of the remuneration report for the 2018 financial year.

5.3 Approval of the aggregate remuneration for members of the board of directors

The board of directors proposes that the aggregate amount of CHF 1.5 million for remuneration of members of the board of directors be approved for the period from the 2019 annual general meeting to the 2020 annual general meeting.

5.4 Approval of the aggregate amount of fixed remuneration for members of group management

The board of directors proposes that the aggregate amount of CHF 5.1 million for fixed remuneration of members of group management be approved for the 2020 financial year.

Annual report

The 2018 annual report, including the report to shareholders, corporate governance and remuneration reports, consolidated financial statements, company financial statements and the auditor's reports, is available for inspection in printed form as well as online at www.bucherindustries.com, as of 6 March 2019. The annual report will be available at the annual general meeting. A summary of the annual report will be sent to our registered shareholders together with the notice of the annual general meeting. You can order the full 2018 annual report using the enclosed order form or directly from the company at: Bucher Industries AG, Group Management Secretariat, Murzlenstrasse 80, CH-8166 Niederweningen, Switzerland, info@bucherindustries.com.

Voting rights and dividend entitlement

Shareholders registered in the company's share register with voting rights on 12 April 2019 will be entitled to vote at the annual general meeting. The share register will be closed for entries from 13 April 2019. Shares purchased on or after 23 April 2019 are not entitled to a dividend. The dividend will be paid out on 25 April 2019.

Admission tickets

Please order your admission ticket for the annual general meeting as soon as possible, by sending the enclosed registration, power of attorney and order form to the company's share register service: ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, Switzerland. Admission tickets that cannot be mailed in time will be held for collection at the venue of the annual general meeting.

Representation/proxy

Shareholders who are unable to attend the annual general meeting in person may appoint the following proxy to represent them:

- the independent proxy holder, Mathé & Partner, attorneys-at-law, Riesbachstrasse 57, P.O. Box, CH-8034 Zurich, Fax +41 44 206 20 11;
- or another person who is legally competent.

Shareholders can use the enclosed form to issue written proxy. Please give your instructions to the independent proxy on the reverse of the form. You also have the option of issuing proxies and instructions to the independent proxy holder online. Please see the accompanying registration, power of attorney and order form for the login data. Registration online and any changes in instructions issued online are possible until 3.30 p.m. on 15 April 2019. Shareholders who issue proxy online are not permitted to attend the relevant annual general meeting in person as well.

We will be delighted to offer you refreshments after the meeting.

Niederweningen, 15 March 2019
Bucher Industries AG



Philip Mosimann
Chairman of the board

Enclosures:

- Appendix: Note on item 5 of the agenda
- Summary of the 2018 annual report
- Registration, power of attorney and order form, together with a return envelope

Appendix: Note on item 5 of the agenda

Note on item 5.1 of the agenda

Approval of the aggregate amount of variable remuneration for members of group management In the 2018 remuneration report, the aggregate amount of CHF 2 492 459 is stated for variable remuneration of members of group management. In addition to this total, the board of directors has added a reserve to cover possible share price and currency fluctuations in the period between year-end and actual payout of the variable remuneration following approval by the annual general meeting.

CHF 1 000

	2018	2017
Cash bonus	1 305	1 231
Share awards	954	1 004
Other remuneration	233	250
Variable remuneration according to remuneration report	2 492	2 485
Reserve for share price and currency fluctuations	308	215
Proposal to/approval by the annual general meeting	2 800²⁾	2 700¹⁾
Effectively paid out	–	2 519

¹⁾ Approval by AGM 2018

²⁾ Proposal to AGM 2019

Note on item 5.3 of the agenda

Approval of the aggregate remuneration for members of the board of directors Directors are remunerated on a non-performance-related basis. The proposed remuneration of the individual members of the board of directors for the period from the 2019 annual general meeting to the 2020 annual general meeting will remain unchanged in comparison with the previous term of office. The year-on-year increase in remuneration can be attributed to the increase in the number of members of the board of directors from six to seven. In addition, the increase in remuneration approved at the annual general meeting in 2018 was only effective from 1 May 2018. The reason for the adjustment between “business year and term of office” is that the remuneration report relates to the business year, but the proposal to the annual general meeting relates to the term of office from one annual general meeting to the next. In addition, the board of directors has added a reserve to cover possible share price fluctuations in the period between year-end and actual payout of the remuneration following approval by the annual general meeting.

CHF 1 000

	Term of office	
	2019/2020	2018/2019
Chairman	400	400
Members	865	791
Total remuneration report	1 265	1 191
Adjustment between business year and term of office	–	74
Reserve for share price fluctuations, rounding	235	135
Approval/proposal to the annual general meeting	1 500²⁾	1 400¹⁾

¹⁾ Approval by AGM 2018

²⁾ Proposal to AGM 2019

Note on item 5.4 of the agenda

Approval of the aggregate amount of fixed remuneration for members of group management The aggregate amount of fixed remuneration contains the base salary and other remuneration, including part of the social security payments, expense allowance and company car. The aggregate amount in the 2018 business year was CHF 5 110 703 in total, an increase of 17%. This is mainly attributable to the change of CFO. The total amount of fixed remuneration was 6% above the total sum of CHF 4.800 million approved by the 2017 annual general meeting, but well within the maximum range of an additional 40% that is available to the board of directors on the basis of art. 28 of the articles of association in the case of new appointments to group management. In comparison with the aggregate amount of CHF 5 000 000 approved by the annual general meeting in 2018 for the 2019 business year, the proposal of the board of directors for the 2020 business year is CHF 100 000 higher. A reserve for currency fluctuations and rounding was added since not all members of group management receive their remuneration in Swiss francs.

CHF 1 000			
	2020	2019	2018
Base salary	3 603	3 505	3 863
Other remuneration	1 079	1 065	1 248
of which social security costs	933	919	999
Total remuneration report			5 111
Subtotal	4 682	4 570	5 111
Reserve for salary adjustment	100	100	
Reserve for currency fluctuations, rounding	318	330	
Subtotal	418	430	
Approval/proposal to the annual general meeting	5 100¹⁾	5 000²⁾	4 800¹⁾

¹⁾ Under application of art. 28 of the articles of association, the maximum range is CHF 6.720 million.

²⁾ Approval by AGM 2018

³⁾ Proposal to AGM 2019

