

INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING 2020

Wednesday, 24. June 2020, 10.00 a.m. at Niederer Kraft Frey AG, Bahnhofstrasse 53, 8001 Zurich, Switzerland. Due to the spread of the coronavirus (COVID-19), individual attendance by shareholders to the Annual Shareholders' Meeting is, exceptionally, not possible. Further details may be found in the administrative notes at the end of this invitation.

The Annual Shareholders' Meeting will be conducted in German. The German version of this invitation is legally valid. This translation is a courtesy to our English speaking investors.

1. Approval of the management report, financial report and joint management report of 2019 as well as acceptance of the auditor's report.

The Board of Directors proposes the approval of the management report, financial report and joint management report as well as acceptance of the auditor's report 2019.

2. Decision on the appropriation of the net result

The exchange rate of the balance sheet is EUR/CHF=1.0854 (as of December 31, 2019). The exchange rate of the profit and loss accounts is EUR/CHF=1.1127 (average exchange rate in FY 2019).

2.1 Appropriation of profits/losses

	k€ 2019	kCHF 2019
Profit at the beginning of fiscal year	-8'695	-9'650
Appropriation of net result as of annual shareholders' meeting	-	-
Withdraw from statutory capital reserves	18'750	21'026
Dividend distribution	-18'750	-21'026
Annual profit/loss	- 2'183	- 2'429
Accumulated profit/loss	- 10'878	- 12'079

Proposal of the board

	k€ 2019	kCHF 2019
Accumulated profit/loss	- 10'878	- 12'079
Allocation to statutory earning reserves	-	-
Withdraw from statutory earning reserves	-	-
Allocation to statutory capital reserves	-	-
Withdraw from statutory capital reserves	-	-
Divided payments	-	-
Balance to be carried forward	- 10'878	- 12'079

The Board of Directors proposes to carry forward the accumulated losses 10'878 thousand EUR (12'079 thousand CHF)

3. Exoneration of the members of the Board of Directors and the Group Executive Management

The Board of Directors proposes the Exoneration of the members of the board of directors and the Group Executive Management.

4. Elections

4.1 Board of Directors

The Board of Directors proposes the re-election of the following members of the Board of Directors each for a term ending at the conclusion of the next annual shareholders' meeting:

- a) Mr. Georg Denoke
- b) Mr. Manfred Hahl
- c) Mr. Clemens Prändl
- d) Ms. Sylvia Schorr
- e) Dr. Philippe Weber

4.2 President of the Board of Directors

The Board of Directors proposes the re-election of Mr. Georg Denoke as President of the Board of Directors for a term ending at the conclusion of the next annual shareholders' meeting.

4.3. Nomination and Compensation Committee

The Board of Directors proposes the re-election of the following members of the Nomination and Compensation Committee each for a term ending at the conclusion of the next annual shareholders' meeting:

- a) Mr. Georg Denoke
- b) Dr. Philippe Weber

4.4 Independent Proxy

The Board of Directors proposes the election of ADROIT Anwälte, Zurich, as independent proxy for a term ending at the conclusion of the next annual shareholders' meeting.

4.5. Auditors

The Board of Directors proposes the election of Deloitte AG, Zurich as auditor for the fiscal year 2020.

INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING 2020

Wednesday, 24. June 2020, 10.00 a.m. at Niederer Kraft Frey AG, Bahnhofstrasse 53, 8001 Zurich, Switzerland. Due to the spread of the coronavirus (COVID-19), individual attendance by shareholders to the Annual Shareholders' Meeting is, exceptionally, not possible. Further details may be found in the administrative notes at the end of this invitation.

The Annual Shareholders' Meeting will be conducted in German. The German version of this invitation is legally valid. This translation is a courtesy to our English speaking investors.

5. Approval of compensation for the Board of Directors and the Group Executive Management

5.1 Compensation Board of Directors

The Board of Directors proposes the approval of an aggregate compensation for the Board of Directors for a term until the next annual shareholders' meeting of a maximum amount of € 1'100'000.00.

5.2 Fixed Compensation Group Executive Management

The Board of Directors proposes the approval of an aggregate fixed compensation for the Group Executive Management for the fiscal year 2021 of maximum amount of € 1'250'000.00.

5.3 Variable Compensation Group Executive Management

The Board of Directors proposes the approval of the variable compensation for the Group Executive Management of € 208'948.21 (excluding social security contributions) for the fiscal year 2019.

DOCUMENTS

The Annual Report 2019 including the management report, financial report and joint management report as well as the auditor's report and the compensation report is available for inspection at the headquarter of the company in Arbon beginning April 2nd, 2020 or is available for download at <https://www.edag.com/en/edag-group/investor-relations>. The documents may also be ordered at the company.

NO PERSONAL ADMISSION

Please note that due to the spread of the coronavirus and according to the corresponding provisions of the ordinance of the Swiss Federal Council on Measures to control of coronavirus (COVID-19 Regulation 2), the **shareholders may not personally attend Annual Shareholders' Meeting**. Shareholders may exercise their voting rights in this year **exclusively by issuing corresponding instructions in writing, or electronically, to the authorized representative**, according to the following instructions.

EXERCISE OF VOTING RIGHTS

Shareholders who wish to exercise their voting rights at the Annual Meeting of Shareholders can use the applicable proxy form by 17 June 2020 via their respective custodian bank or via the company in exchange for provision of proof that the share(s) have been deposited with of a bank. Custodian banks can obtain the proxy forms until June 17, 2020 via the Company or SEGETIS AG.

ISSUANCE OF PROXY AND INSTRUCTIONS

To issue a proxy to the independent proxy of the company pursuant to Art. 689c OR, ADROIT Anwälte, Kalchbühlstrasse 4, CH-8038 Zurich, Switzerland, the proxy form is to be returned to SEGETIS AG in the

enclosed envelope. Written proxies need to be received by the independent proxy until June 23th, 2020. Should he receive no other written instructions, the independent proxy is instructed to abstain from voting pursuant to Art.10 Sec. 2 Swiss Ordinance Against Excessive Pay at Publicly Listed Companies (VegüV). This is the case as well, should the Annual Shareholders' meeting decide on motions not mentioned in the invitation.

ELECTRONIC PROXY AND INSTRUCTIONS FOR THE INDEPENDENT PROXY

Proxies and instructions for the independent proxy may be issued electronically at www.netvote.ch/edag. The login will be handed to the shareholders together with the written documents for the Annual Shareholders' Meeting.

Electronic participation or changes of electronically given instructions are possible until Tuesday, June 23rd, 2020, 04.00 p.m. CEST.

The company has a total of 25,000,000 outstanding shares and 25,000,000 voting rights

Arbon, April 22nd, 2020

Board of Directors

EDAG Engineering Group AG
Schlossgasse 2
CH – 9320 Arbon
Tel. +41 71 5443311
Fax +41 71 5443310
ir@edag-group.ag
<http://ir.edag.com>