

**Minutes**  
**of the**  
**Ordinary General Meeting**  
**of**  
**AVOLTA AG**

held on Wednesday, May 15, 2024, 14:30 CEST,  
at Rhyпарк, Mühlhauserstrasse 17, 4056 Basel, Switzerland

## Opening of the Meeting

Juan Carlos Torres Carretero, Chairman of the Board of Directors, opens the general meeting and takes the chair. He welcomes the present shareholders on behalf of the Board of Directors and the Company's management to the ordinary general meeting 2024 of Avolta AG (hereafter "**Avolta AG**", "**Avolta**" or the "**Company**"). In addition to Juan Carlos Torres Carretero, the Board of Directors is represented by:

Alessandro Benetton (Honorary Chairman), Enrico Laghi (Vice-Chairman), Heekyung Jo Min (Lead Independent Director), Xavier Bouton, Joaquín Moya-Angeler Cabrera, Ranjan Sen, Mary J. Steele Guilfoile and Eugenia Ulasewicz.

In addition, Katia Walsh, the proposed additional independent candidate for election to the Board of Directors, is present.

The Company's Global Executive Committee is represented by the Group CEO Xavier Rossinyol, the Group CFO Yves Gerster and the Group General Counsel Pascal Duclos.

The Group General Counsel is appointed as Secretary and vote counter of this meeting in accordance with the Articles of Incorporation.

The Chairman states that the meeting is conducted in English and that a simultaneous translation to German is available. The Chairman explains the electronic voting system that will be used and a trial is conducted.

The Chairman hands over the word to the Secretary of today's meeting to make the formal statements regarding the constitution of the meeting.

## Constitution of the Meeting

The Secretary states that:

- the invitation to this general meeting was published on April 9, 2024 in the Swiss Official Gazette of Commerce in accordance with the Articles of Incorporation;
- in conformity with the Articles of Incorporation, the agenda items and proposals of the Board of Directors were included in the invitation;
- the 2023 Annual Report, with the information relating to the Avolta Group, the annual financial statements and the consolidated financial statements, the corporate governance and remuneration reports, the report on non-financial matters and the reports of the auditors for the financial year 2023 have been made available to the shareholders in accordance with the Articles of Incorporation and on the Company's website;
- in accordance with the Articles of Incorporation, the chair at this meeting is taken by the Chairman of the Board of Directors, Juan Carlos Torres Carretero;

- Deloitte AG is in attendance as auditors of Avolta and is represented by Andreas Bodenmann and Fabian Hell;
- Dr. Alexander Gutmans, notary in Basel, is also in attendance today, as the amendments to the Articles of Incorporation under agenda items 4 and 5 will be notarized;
- Altenburger legal + tax is in attendance as the Independent Voting Rights Representative and is represented by Thierry Thormann;
- all shareholders were offered the possibility of being represented at this meeting either (i) in person, (ii) by a third party proxy of their choice or (iii) by Altenburger legal + tax, the Independent Voting Rights Representative. The shareholders could also cast their voting instructions to the Independent Voting Rights Representative electronically through a web-platform;
- in accordance with Swiss law, the Independent Voting Rights Representative has provided Avolta with the aggregated voting instructions not earlier than three business days prior to the meeting. No additional information has been provided. This is so confirmed by the Independent Voting Rights Representative;
- according to the Articles of Incorporation, the meeting is validly held without regard to the number of shareholders present or of shares represented;
- the attendance announcement will be done by the Chairman as soon as the counting of the shares duly represented at this meeting will have been completed;
- agenda item 4 will require a qualified majority of 2/3 of the votes represented at the meeting; all other resolutions will be passed by a majority of the shares represented. Abstentions and invalid votes will be calculated as "no" votes;
- persons who want to speak should raise their hand and come forward to the microphone. The speakers should give their name and the name of the shareholder they are representing (if applicable); shareholders should limit their comments to the specific agenda item then under discussion. In addition, should the Chairman deem it necessary for the proper conduct of the meeting, he might decide to set a time limit on statements by shareholders.

The Secretary hands over to the Chairman, who thanks the Secretary and declares that the general meeting has been validly convened and constituted in accordance with the Articles of Incorporation and the law by publication in the Swiss Official Gazette of Commerce on April 9, 2024. The Chairman states that today's meeting has therefore been convened in due form and time and can validly decide on all items of the agenda, and that no shareholder has requested that any further items or proposals be added to the agenda. No objection is raised hereto.

## **Chairman's Speech on Business Development**

The Chairman gives a review of Avolta's business development and main achievements during 2023.

Before proceeding with the agenda, the Chairman hands over to the Group CEO and the Group CFO.

## **Presentation on the Company's business**

The Group CEO of Avolta gives a presentation on business highlights and the full year results of 2023 as well as Avolta's "Destination 2027" strategy. Thereafter, the Group CFO presents the details of the financial results. The Chairman thanks the Group CEO and the Group CFO for their presentations and takes over again.

## **Attendance and shares representation**

The Chairman announces that the total number of shares represented at the general meeting amounts to 104'270'267 registered shares with a nominal value of CHF 521,351,335 (corresponding to 68.32% of the total share capital of Avolta AG).

The shares are represented as follows:

- 137 shareholders are in attendance and represent 55,115 registered shares with a total nominal value of CHF 275,575
- The Independent Voting Rights Representative, Altenburger Ltd legal + tax, represents 104,215,152 registered shares with a total nominal value of CHF 521,075,760

Thereafter, the Chairman proceeds to the agenda.

## **AGENDA ITEM 1:**

### **Approval of the Consolidated Financial Statements and the Annual Financial Statements for 2023, Advisory Votes on the Remuneration Report 2023 and the Non-Financial Reporting 2023**

#### **1.1 Approval of the Consolidated Financial Statements and the Annual Financial Statements for 2023**

The Chairman explains that the consolidated financial statements for 2023 of the Avolta Group and the annual financial statements for 2023 of Avolta AG are contained in the 2023 Annual Report.

The reports of the auditors, Deloitte AG, are also included in the 2023 Annual Report. In those reports, the auditors recommend that the 2023 consolidated financial statements and the 2023 annual financial statements be approved.

The Chairman thanks the auditors for their work.

The Chairman declares that the Board of Directors proposes to approve the consolidated financial statements and the annual financial statements for 2023.

### **Results of the vote on agenda item 1.1**

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 104,104,828 (99.84% of shares represented)

no-votes: 105,394 (0.10% of shares represented)

abstentions: 60,087 (0.06% of shares represented)

The Chairman expresses on behalf of the shareholders and the Board of Directors their gratitude and recognition to the management and to all employees of the Avolta Group and thanks them for their outstanding contribution and commitment during the past year.

### **1.2 Advisory Vote on the Non-Financial Reporting 2023**

The Chairman declares that the Board of Directors proposes that the non-financial reporting as shown in the 2023 Annual Report, which is comprised of the ESG Report 2023 (pages 97 to 148), the ESG Report 2023 Annex (pages 337 et seqq.) and the TCFD Report (pages 337 et seqq.), be approved on a non-binding consultative basis.

### **Results of the vote on agenda item 1.2**

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 101,818,948 (97.64% of shares represented)

no-votes: 2,362,457 (2.27% of shares represented)

abstentions: 88,904 (0.09% of shares represented)

### **1.3 Advisory Vote on the Remuneration Report 2023**

The Chairman declares that the Board of Directors proposes that the remuneration report as shown in the 2023 Annual Report (pages 311 to 333) be approved on a non-binding consultative basis.

#### **Results of the vote on agenda item 1.3**

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 78,232,826 (75.03% of shares represented)

no-votes: 25,954,367 (24.89% of shares represented)

abstentions: 83,116 (0.08% of shares represented)

#### **AGENDA ITEM 2:**

##### **Appropriation of Financial Result and Dividend Payment**

The Board of Directors proposes that the loss for the financial year and the balance of retained losses be carried forward and that a dividend for the financial year 2023 from the reserve from capital contribution of CHF 0.70 per registered share be distributed.

#### **Results of the vote on agenda item 2**

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 101,957,247 (97.78% of shares represented)

no-votes: 2,274,051 (2.18% of shares represented)

abstentions: 39,011 (0.04% of shares represented)

#### **AGENDA ITEM 3:**

##### **Discharge of the Board of Directors and the Persons Entrusted with Management**

The Chairman explains that the Board of Directors proposes that the members of the Board of Directors and the persons entrusted with management be granted discharge for their activities in the financial year 2023.

Before voting, the Chairman reminds the shareholders that the members of the Board of Directors and the Global Executive Committee are not allowed to cast any vote on this agenda item, neither with their own shares nor with shares represented by them.

### Results of the vote on agenda item 3

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 59,430,465 (99.63% of shares represented)

no-votes: 97,944 (0.16% of shares represented)

abstentions: 125,302 (0.21% of shares represented)

### AGENDA ITEM 4:

#### Amendment of Capital Range

The Board of Directors proposes to (i) amend the existing capital range (article 3<sup>ter</sup> of the Articles of Incorporation) and (ii) amend article 3<sup>quinquies</sup> of the Articles of Incorporation and renumber it to article 3<sup>quater</sup> according to the following wording:

#### **Artikel 3<sup>ter</sup>: Kapitalband**

*<sup>1</sup> Die Gesellschaft verfügt über ein Kapitalband zwischen CHF 686'764'130 (untere Grenze) und CHF 915'685'505 (obere Grenze). Der Verwaltungsrat ist im Rahmen des Kapitalbands ermächtigt, jederzeit bis zum 15. Mai 2029 das Aktienkapital einmal oder mehrmals und in beliebigen Beträgen zu erhöhen oder herabzusetzen oder Aktien direkt oder indirekt zu erwerben oder zu veräussern. Die Kapitalerhöhung oder -herabsetzung kann durch Ausgabe von voll zu liberierenden Namenaktien bzw. Vernichtung von Namenaktien oder durch eine Erhöhung bzw. Herabsetzung der Nennwerte der bestehenden Namenaktien im Rahmen des Kapitalbands erfolgen.*

#### **Article 3<sup>ter</sup>: Capital Range**

*<sup>1</sup> The Company has a capital range ranging from CHF 686,764,130 (lower limit) to CHF 915,685,505 (upper limit). The Board of Directors shall be authorized within the capital range to increase or reduce the share capital once or several times and in any amounts or to acquire or dispose of shares directly or indirectly through the issuance of fully paid registered shares or cancellation of registered shares, as applicable, or by increasing or reducing the nominal value of the existing shares within the limits of the capital range by not later than May 15, 2029.*

<sup>2</sup> Zeichnung und Erwerb der neuen Aktien sowie jede nachfolgende Übertragung der Aktien unterliegen den Beschränkungen von Artikel 5 dieser Statuten.

<sup>2</sup> The subscription and acquisition of the new shares, as well as each subsequent transfer of the shares, shall be subject to the restrictions of Article 5 of these Articles of Incorporation.

<sup>3</sup> Der Verwaltungsrat legt den Ausgabebetrag, die Art der Einlagen (einschliesslich Barliberierung, Sacheinlage, Verrechnung und Umwandlung von Reserven oder eines Gewinnvortrags in Aktienkapital), den Zeitpunkt der Ausgabe der neuen Aktien, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Dabei kann der Verwaltungsrat neue Aktien mittels Festübernahme durch eine Bank, ein Bankenkonsortium oder einen Dritten und anschliessendem Angebot an die bisherigen Aktionäre ausgeben. Nicht ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgeübt werden, zu Marktkonditionen platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

<sup>3</sup> The Board of Directors shall determine the issue price, the type of contribution (including cash, contribution in kind, set-off and conversion of reserves or of profit carried forward into share capital), the date of issue of new shares, the conditions for the exercise of the preferential subscription rights, and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a banking institution, a syndicate or another third party and a subsequent offer of these shares to the current shareholders. The Board of Directors may permit preferential subscription rights that have not been exercised to expire or it may place these rights and/or shares as to which preferential subscription rights have been granted but not exercised, at market conditions or use them for other purposes in the interest of the Company.

<sup>4</sup> Der Verwaltungsrat ist ferner ermächtigt, das Bezugsrecht der Aktionäre ganz oder teilweise zu beschränken oder aufzuheben oder Dritten zuzuweisen:

<sup>4</sup> The Board of Directors is further authorized to restrict or deny the preferential subscription rights of shareholders in whole or in part or allocate such rights to third parties:

a) für die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen oder für neue Investitionsvorhaben oder im Falle einer Aktienplatzierung für die Finanzierung oder Refinanzierung solcher Transaktionen; oder

a) for the acquisition of enterprises, parts of an enterprise or participations, or for new investment plans or, in case of a share placement, for the financing or refinancing of such transactions; or

b) zum Zwecke der Beteiligung von strategischen Partnern (auch im Kontext eines öffentlichen Übernahmeangebotes),

b) for the participation of strategic partners (including in the case of a public



zur Erweiterung des Aktionärskreises oder im Zusammenhang mit der Kotierung von Aktien an inländischen oder an ausländischen Börsen, inklusive im Zusammenhang mit der Gewährung einer Mehrzuteilungsoption (Greenshoe) an ein Bankenkonsortium.

<sup>5</sup> Nach einer Nennwertveränderung sind neue Aktien im Rahmen des Kapitalbands mit gleichem Nennwert auszugeben wie die bestehenden Aktien.

<sup>6</sup> Erhöht sich das Aktienkapital aufgrund einer Erhöhung aus bedingtem Kapital nach Artikel 3<sup>bis</sup> dieser Statuten, so erhöhen sich die obere und die untere Grenze des Kapitalbands entsprechend dem Umfang der Erhöhung des Aktienkapitals.

<sup>7</sup> Bei einer Herabsetzung des Aktienkapitals im Rahmen des Kapitalbands legt der Verwaltungsrat, soweit erforderlich, die Verwendung des Herabsetzungsbetrags fest.

**Artikel 3<sup>quater</sup>: Kapitalerhöhungen gemäss Artikel 3<sup>bis</sup> und 3<sup>ter</sup>**

Die Gesellschaft kann nach dem Datum dieser Statuten (i) Namenaktien unter Ausschluss des Bezugsrechts gemäss Artikel 3<sup>ter</sup> dieser Statuten und (ii) Wandelanleihen, Optionsanleihen oder andere Finanzierungsinstrumente unter Ausschluss der Vorwegzeichnungsrechte gemäss Artikel 3<sup>bis</sup> dieser Statuten, die zur Ausgabe von Namenaktien führen, im Umfang von insgesamt höchstens 15'261'425 voll zu liberierenden Namenaktien mit einem Nennwert von je CHF 5.- ausgeben.

takeover bid) or for the purpose of broadening the shareholder constituency or in connection with a listing of shares on domestic or foreign stock exchanges, including for the purpose of delivering shares to the participating banks in connection with an over-allotment option (Greenshoe).

<sup>5</sup> After a change of the nominal value, new shares shall be issued within the capital range with the same nominal value as the existing shares.

<sup>6</sup> If the share capital increases as a result of an increase from conditional capital pursuant to Article 3<sup>bis</sup> of these Articles of Incorporation, the upper and lower limits of the capital range shall increase in an amount corresponding to such increase in the share capital.

<sup>7</sup> In the event of a reduction of the share capital within the capital range, the Board of Directors shall, to the extent necessary, determine the use of the reduction amount.

**Article 3<sup>quater</sup>: Capital Increases pursuant to Article 3<sup>bis</sup> and 3<sup>ter</sup>**

The Company may after the date hereof issue (i) registered shares without preferential subscription rights pursuant to Article 3<sup>ter</sup> of these Articles of Incorporation and (ii) convertible debentures, debentures with option rights or other financing instruments without advance subscription rights pursuant to Article 3<sup>bis</sup> of these Articles of Incorporation that result in the issuance of registered shares, which, in the aggregate, do not exceed 15,261,425 fully paid registered shares with a nominal value of CHF 5.- each.

The Chairman states that, as announced on April 24, 2024, the Board of Directors commits that the proposed capital range will not be utilised in the event of a public takeover offer with respect to Avolta AG and no shares will be issued as a takeover defense.

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 100,842,087 (96.71% of shares represented)

no-votes: 3,358,209 (3.22% of shares represented)

abstentions: 70,013 (0.07% of shares represented)

The Chairman declares that the necessary 2/3 majority of the votes represented has been achieved.

#### **AGENDA ITEM 5:**

##### **Cancellation of Conditional Capital and Amendment to the Articles of Incorporation**

The Board of Directors proposes to cancel the Conditional Capital 2 (article 3<sup>quater</sup> of the Articles of Incorporation).

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 104,134,925 (99.87% of shares represented)

no-votes: 78,748 (0.08% of shares represented)

abstentions: 56,636 (0.05% of shares represented)

#### **AGENDA ITEM 6:**

##### **Elections to the Board of Directors**

The Chairman explains that the elections will be held individually.

According to applicable law, the term of office of the members of the Board of Directors is one year and extends until completion of the next general meeting.

Lynda Tyler does not stand for re-election. On behalf of Avolta and the Board of Directors, the Chairman thanks her for all her endeavors in the past years.

Each of the other existing members of the Board of Directors as well as Katia Walsh have confirmed their acceptance of a (re-)election in advance of the meeting.

### **6.1 Re-election of the Chairman**

The Chairman states that the Board of Directors proposes that Juan Carlos Torres Carretero be re-elected as member of the Board of Directors and as its Chairman until completion of the next ordinary general meeting.

#### **Results of the vote on agenda item 6.1**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election of Juan Carlos Torres Carretero as member of the Board of Directors and as its Chairman with the following result:

yes-votes:	98,519,176	(94.49% of shares represented)
no-votes:	5,654,289	(5.42% of shares represented)
abstentions:	96,844	(0.09% of shares represented)

### **6.2 Re-election of Directors**

#### **6.2.1 Re-election of Xavier Bouton**

The Chairman states that the Board of Directors proposes that Xavier Bouton be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.1**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes:	104,138,750	(99.88% of shares represented)
no-votes:	87,637	(0.08% of shares represented)
abstentions:	43,922	(0.04% of shares represented)

#### **6.2.2 Re-election of Alessandro Benetton**

The Chairman states that the Board of Directors proposes Alessandro Benetton be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.2**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 104,026,374 (99.76% of shares represented)

no-votes: 194,712 (0.19% of shares represented)

abstentions: 49,223 (0.05% of shares represented)

#### **6.2.3 Re-election of Heekyung Jo Min**

The Chairman states that the Board of Directors proposes that Heekyung Jo Min be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.3**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 102,857,310 (98.64% of shares represented)

no-votes: 1,363,254 (1.31% of shares represented)

abstentions: 49,745 (0.05% of shares represented)

#### **6.2.4 Re-election of Sami Kahale**

The Chairman states that the Board of Directors proposes that Sami Kahale be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.4**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 100,351,270 (96.24% of shares represented)

no-votes: 3,870,065 (3.71% of shares represented)

abstentions: 48,974 (0.05% of shares represented)

### **6.2.5 Re-election of Enrico Laghi**

The Chairman states that the Board of Directors proposes that Enrico Laghi be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.5**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 101,027,066 (96.89% of shares represented)

no-votes: 3,199,407 (3.07% of shares represented)

abstentions: 43,836 (0.04% of shares represented)

### **6.2.6 Re-election of Luis Maroto Camino**

The Chairman states that the Board of Directors proposes that Luis Maroto Camino be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.6**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 103,702,751 (99.46% of shares represented)

no-votes: 522,616 (0.50% of shares represented)

abstentions: 44,942 (0.04% of shares represented)

### **6.2.7 Re-election of Joaquín Moya-Angeler Cabrera**

The Chairman states that the Board of Directors proposes that Joaquín Moya-Angeler Cabrera be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.7**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes:	100,785,458	(96.66% of shares represented)
no-votes:	3,438,867	(3.30% of shares represented)
abstentions:	45,984	(0.04% of shares represented)

#### **6.2.8 Re-election of Ranjan Sen**

The Chairman states that the Board of Directors proposes that Ranjan Sen be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.8**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes:	101,975,967	(97.80% of shares represented)
no-votes:	2,245,754	(2.15% of shares represented)
abstentions:	48,588	(0.05% of shares represented)

#### **6.2.9 Re-election of Mary J. Steele Guilfoile**

The Chairman states that the Board of Directors proposes that Mary J. Steele Guilfoile be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.9**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes:	103,611,881	(99.37% of shares represented)
no-votes:	611,753	(0.59% of shares represented)
abstentions:	46,675	(0.04% of shares represented)

### **6.2.10 Re-election of Eugenia Ulasewicz**

The Chairman states that the Board of Directors proposes that Eugenia Ulasewicz be re-elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.2.10**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 103,684,398 (99.44% of shares represented)

no-votes: 539,311 (0.52% of shares represented)

abstentions: 46,600 (0.04% of shares represented)

### **6.3 Election of Katia Walsh**

The Chairman states that the Board of Directors proposes that Katia Walsh be elected as an independent member of the Board of Directors.

#### **Results of the vote on agenda item 6.3**

After the casting of the votes, the Chairman declares that the general meeting has approved the election with the following result:

yes-votes: 104,097,550 (99.84% of shares represented)

no-votes: 129,003 (0.12% of shares represented)

abstentions: 43,756 (0.04% of shares represented)

## **AGENDA ITEM 7:**

### **Re-elections to the Remuneration Committee**

#### **7.1 Re-election of Enrico Laghi**

The Chairman states that the Board of Directors proposes that Enrico Laghi be re-elected as member of the Remuneration Committee.

#### **Results of the vote on agenda item 7.1**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes:	93,525,762	(89.70% of shares represented)
no-votes:	10,690,505	(10.25% of shares represented)
abstentions:	54,042	(0.05% of shares represented)

## **7.2 Re-election of Luis Maroto Camino**

The Chairman states that the Board of Directors proposes that Luis Maroto Camino be re-elected as member of the Remuneration Committee.

### **Results of the vote on agenda item 7.2**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes:	94,063,904	(90.21% of shares represented)
no-votes:	10,155,356	(9.74% of shares represented)
abstentions:	51,049	(0.05% of shares represented)

## **7.3 Re-election of Joaquín Moya-Angeler Cabrera**

The Chairman states that the Board of Directors proposes that Joaquín Moya-Angeler Cabrera be re-elected as member of the Remuneration Committee.

### **Results of the vote on agenda item 7.3**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes:	94,176,318	(90.32% of shares represented)
no-votes:	10,041,944	(9.63% of shares represented)
abstentions:	52,047	(0.05% of shares represented)



#### **7.4 Re-election of Eugenia Ulasewicz**

The Chairman states that the Board of Directors proposes that Eugenia Ulasewicz be re-elected as member of the Remuneration Committee.

#### **Results of the vote on agenda item 7.4**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 94,620,752 (90.74% of shares represented)

no-votes: 9,600,701 (9.21% of shares represented)

abstentions: 48,856 (0.05% of shares represented)

#### **AGENDA ITEM 8:**

##### **Re-elections to the Auditors**

The Chairman declares that the Board of Directors proposes that Deloitte AG be re-elected as the Company's auditors for the financial year 2024.

The Chairman explains that Deloitte AG meets all requirements in terms of independence and is qualified to serve as auditors.

#### **Results of the vote on agenda item 8**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 103,488,819 (99.25% of shares represented)

no-votes: 694,260 (0.67% of shares represented)

abstentions: 87,230 (0.08% of shares represented)

#### **AGENDA ITEM 9:**

## **Re-election of the Independent Voting Rights Representative**

The Chairman declares that the Board of Directors proposes that Altenburger Ltd legal + tax in Küsnacht, Zürich be re-elected as the Independent Voting Rights Representative for a term of office extending until completion of the next ordinary general meeting.

The Chairman explains that Altenburger Ltd legal + tax meets all requirements in terms of independence and is qualified to serve as Independent Voting Rights Representative.

## **Results of the vote on agenda item 9**

After the casting of the votes, the Chairman declares that the general meeting has approved the re-election with the following result:

yes-votes: 104,200,496 (99.94% of shares represented)

no-votes: 34,576 (0.03% of shares represented)

abstentions: 35,237 (0.03% of shares represented)

## **AGENDA ITEM 10:**

### **Compensation of the Board of Directors and the Global Executive Committee**

The Chairman explains that Swiss law and Avolta's Articles of Incorporation require that the general meeting approves the maximum amount of compensation for each of the Board of Directors and of the Global Executive Committee. These votes have a binding effect.

The details of Avolta's compensation system were included in the remuneration report and in the invitation to this general meeting.

#### **10.1 Approval of the Maximum Aggregate Amount of Compensation of the Board of Directors**

The Chairman explains that the Board of Directors proposes to approve a maximum aggregate amount of compensation of the Board of Directors for the term of office from the 2024 ordinary general meeting to the 2025 ordinary general meeting of CHF 11.0 million.

## **Results of the vote on agenda item 10.1**

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 87,953,278 (93.89% of shares represented)

no-votes: 5,635,580 (6.02% of shares represented)

abstentions: 88,398 (0.09% of shares represented)

## **10.2 Approval of the Maximum Aggregate Amount of Compensation of the Global Executive Committee for Financial Year 2025**

The Chairman explains that the Board of Directors proposes to approve a maximum aggregate amount of compensation of the Global Executive Committee for the financial year 2025 of CHF 37.0 million.

### **Results of the vote on agenda item 10.2**

After the casting of the votes, the Chairman declares that the general meeting adopted the motion of the Board of Directors for this agenda item with the following result:

yes-votes: 96,228,203 (92.28% of shares represented)

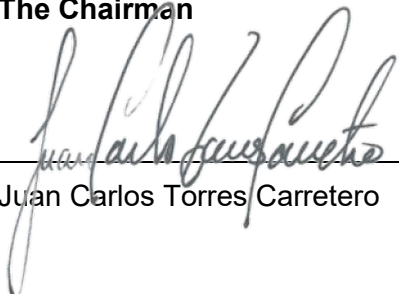
no-votes: 7,950,843 (7.63% of shares represented)

abstentions: 91,263 (0.09% of shares represented)

The Chairman closes the meeting at 15:20 CEST.

Basel, May 15, 2024


**The Chairman**



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Juan Carlos Torres Carretero

**The Secretary**



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Pascal Duclos