



**Category:** Notifications issued to company members

**Sub-category:** Invitation to the General Meeting

**Publication date:** SHAB 08.03.2023

**Expected expiry date:** 08.04.2023

**Publication number:** UP04-0000004841

## Invitation to the ordinary general meeting ABB E-mobility Holding AG

### Organisation concerned:

ABB E-mobility Holding AG  
321893222  
Bruggerstrasse 66  
5400 Baden

### General meeting details:

31.03.2023, 10:00 Uhr, ABB E-mobility Holding Ltd, Limmatstrasse 266, 8005 Zurich

### Invitation/Agenda:

#### Invitation to the Annual General Meeting of ABB E-mobility Holding Ltd

**Date:** March 31, 2023 at 10:00 a.m.

**Place:** Limmatstrasse 266, 8005 Zurich, Switzerland

### Agenda

- 1. Approval of the Consolidated and Combined Financial Statements 2022 and the Annual Financial Statements 2022 of ABB E-mobility Holding Ltd**

### Proposal

Based on the report of the independent auditors, the Board of Directors proposes to approve the consolidated and combined financial statements and the annual financial statements of ABB E-mobility Holding Ltd for the year ended December 31, 2022.

### Explanation

The consolidated and combined financial statements and the annual financial statements for 2022 have been provided to each shareholder.

The Board of Directors is required by law to submit the consolidated financial statements and the annual financial statements for each financial year to the Annual General Meeting for approval. In their reports to the Annual General Meeting, KPMG AG, the independent auditors, confirmed the financial statements and consolidated and combined financial statements for 2022 without modification. Accordingly, the Board of

Directors proposes the approval of the Company's consolidated and combined financial statements and the annual financial statements for 2022.

#### **1. Consultative vote on the 2022 Compensation Report**

##### **Proposal**

The Board of Directors proposes that the 2022 Compensation Report, which can be found in the Annual Report, be accepted (non-binding consultative vote).

##### **Explanation**

The Compensation Report contains the principles governing the compensation paid to the Board of Directors and the Executive Committee and reports on the amounts paid to the members of both bodies for 2022. The 2022 Compensation Report is part of the Annual Report, which was provided to each shareholder.

#### **1. Discharge of the current and former Members of the Board of Directors and the Executive Committee**

##### **Proposal**

The Board of Directors proposes to grant the current and former members of the Board of Directors and the Executive Committee discharge for their activities in the financial year 2022.

##### **Explanation**

With the discharge of the members of the Board of Directors and the Executive Committee, the Company as well as the approving shareholders declare that they will no longer hold accountable those responsible for events from the past financial year that were brought to the attention of the Annual General Meeting.

The Company is not aware of any facts which would contradict the full discharge of the members of the Board of Directors and the Executive Committee for the financial year 2022.

#### **1. Appropriation of Available Earnings**

##### **Proposal**

The Board of Directors proposes to carry forward the net loss for the 2022 financial year in the amount of CHF 9,727,857 to the accounts of the next financial year.

##### **Explanation**

The appropriation of available earnings requires a resolution by the Annual General Meeting.

#### **1. Re-Elections of the Members of the Board of Directors**

##### **Proposal**

The Board of Directors proposes the re-election of the current members of the Board of Directors, with the exception of Annette Köhler, each until the end of the next Annual General Meeting.

##### **Explanation**

According to art. 13 of the Articles of Association, the members of the Board of Directors are individually elected by the Annual General Meeting for a term of office until the completion of the next Annual General Meeting.

Annette Köhler has decided not to stand for re-election. The Board of Directors and the Executive Committee would like to thank Annette Köhler for her work on the Board of Directors and in the committees of the Board of Directors.

After a detailed review process, the Board of Directors determined that it currently has a good mix of leadership, entrepreneurial, finance, accounting and audit, industry, technology, ESG, people and culture and geographic/regional experience, with highly qualified, experienced and diverse individuals. The working relationship among the current members of the Board of Directors is well established, efficient and goal-oriented. The Board of Directors believes that the members of the Board of Directors

standing for re-election collectively ensure that the Board of Directors has the required competencies. The majority of the members of the Board of Directors remain independent within the meaning of the Swiss Code of Best Practice for Corporate Governance.

#### **5.1. Re-Election of Michael Halbherr as a Member of the Board of Directors**

The Board of Directors proposes to re-elect Michael Halbherr as a member of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **5.2. Re-Election of Carolina Granat as a Member of the Board of Directors**

The Board of Directors proposes to re-elect Carolina Granat as a member of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **5.3. Re-Election of Andreas Wenzel as a Member of the Board of Directors**

The Board of Directors proposes to re-elect Andreas Wenzel as a member of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **5.4. Re-Election of Peter Molengraaf as a Member of the Board of Directors**

The Board of Directors proposes to re-elect Peter Molengraaf as a member of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **5.5. Re-Election of Håkan Samuelsson as a Member of the Board of Directors**

The Board of Directors proposes to re-elect Håkan Samuelsson as a member of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **5.6. Re-Election of Morten Wierod as a Member of the Board of Directors**

The Board of Directors proposes to re-elect Morten Wierod as a member of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **5.7. Re-Election of Richard Silén as a Member of the Board of Directors**

The Board of Directors proposes to re-elect Richard Silén as a member of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2024).

### **1. Election of the Chairperson of the Board of Directors**

#### **Proposal**

The Board of Directors proposes to elect Michael Halbherr as Chairman of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **Explanation**

According to art. 13 of the Articles of Association, the Chairperson of the Board of Directors is elected by the Annual General Meeting for a term of office until the completion of the next Annual General Meeting.

### **1. Elections of the Members of the Governance, Nomination and Compensation Committee**

#### **Proposal**

The Board of Directors proposes the re-election of the current members of the Governance, Nomination and Compensation Committee, with the exception of Annette Köhler, as well as the election of Håkan Samuelsson as a new member of the Governance, Nomination and Compensation Committee, each until the end of the next Annual General Meeting.

#### **Explanation**

According to art. 21 of the Articles of Association, the members of the Governance, Nomination and Compensation Committee are individually elected by the Annual General Meeting for a term of office until the completion of the next Annual General Meeting, and the Board of Directors elects the chairperson of the Governance, Nomination and Compensation Committee.

Annette Köhler has decided not to stand for re-election.

The Board of Directors intends to re-elect Carolina Granat as chairperson of the Governance, Nomination and Compensation Committee, subject to her re-election as a member of the Board of Directors and the Compensation Committee by the Annual General Meeting.

#### **7.1. Re-election of Carolina Granat as a Member of the Governance, Nomination and Compensation Committee**

The Board of Directors proposes to re-elect Carolina Granat as a member of the Governance, Nomination and Compensation Committee for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **7.2. Re-election of Michael Halbherr as a Member of the Governance, Nomination and Compensation Committee**

The Board of Directors proposes to re-elect Michael Halbherr as a member of the Governance, Nomination and Compensation Committee for a term of office of one year (until completion of the next Annual General Meeting in 2024).

#### **7.3. Election of Håkan Samuelsson as a Member of the Governance, Nomination and Compensation Committee**

The Board of Directors proposes to elect Håkan Samuelsson as a member of the Governance, Nomination and Compensation Committee for a term of office of one year (until completion of the next Annual General Meeting in 2024).

### **1. Compensation**

#### **8.1. Approval of the Maximum Aggregate Compensation for the Members of the Board of Directors for the Period between this AGM and the next Annual General Meeting to be held in 2024**

##### **Proposal**

The Board of Directors proposes to approve the maximum aggregate compensation of CHF 1,000,000 for the members of the Board of Directors for the period between this Annual General Meeting and the next Annual General Meeting to be held in 2024. The proposed maximum aggregate amount is calculated on the basis of a full term of office of one year and will be paid out on a pro-rata basis.

##### **Explanation**

Pursuant to art. 25 of the Articles of Association, the General Meeting of Shareholders shall approve the maximum aggregate amount of compensation of the Board of Directors for the next term of office. Further information on the compensation policy for the members of the Board of Directors can be found in the Compensation Report, which was provided to each shareholder.

#### **8.2. Approval of Additional Aggregate Compensation for the Members of the Executive Committee for the Financial Year 2023**

At last year's Annual General Meeting held on March 29, 2022, the shareholders approved a maximum aggregate compensation of CHF 3,100,000 for the members of the executive committee for the Company's financial year 2023 based on the circumstances and size of the executive committee at the time. Taking into account the planned increase of the executive committee from two to four members, the Board of Directors proposes to approve an additional maximum aggregate compensation of CHF 3,900,000 for the members of the executive committee for the Company's financial year 2023.

#### **8.3. Approval of the Maximum Aggregate Compensation for the Members of the Executive Committee for the Financial Year 2024**

## **Proposal**

The Board of Directors proposes to approve the maximum aggregate compensation of CHF 7,000,000 for the members of the executive committee for the Company's financial year 2024.

## **Explanation**

Pursuant to art. 25 of the Articles of Association, the General Meeting of Shareholders shall approve the maximum aggregate amount of compensation of the Executive Committee for the following financial year. Further information on the compensation policy for the members of the executive committee can be found in the Compensation Report, which was provided to each shareholder.

### **1. Re-election of Auditor**

## **Proposal**

The Board of Directors proposes to re-elect KPMG AG, in Zurich (CHE-106.084.881) as Auditor for a term of office of one year (until completion of the next Annual General Meeting in 2024).

## **Explanation**

According to art. 30 of the Articles of Association, the auditors are to be elected annually by the Annual General Meeting. The Board of Directors believes that KPMG AG is best suited to continue serving as the Company's auditor.

### **1. Re-election of the Independent Proxy Representative**

## **Proposal**

The Board of Directors proposes to re-elect Anwaltskanzlei Keller AG, Splügenstrasse 8, 8027 Zurich, Switzerland, as independent proxy representative for a term of office of one year (until completion of the next Annual General Meeting in 2024).

## **Explanation**

According to art. 10 of the Articles of Association, the independent proxy representative is to be elected annually by the Annual General Meeting. Anwaltskanzlei Keller KLG meets the independence criteria, and the Board of Directors suggests that they should be re-elected for reasons of continuity.

### **1. Revision of the Articles of Association**

#### **11.1. Possibility to Hold Virtual Shareholder Meetings**

## **Proposal**

The Board of Directors proposes to add the following new paragraph 9 to art. 8 of the Articles of Association:

<sup>9</sup>Die Generalversammlung kann mit elektronischen Mitteln ohne Tagungsort (virtuelle Generalversammlung) durchgeführt werden. Der Verwaltungsrat regelt die Einzelheiten der Verwendung der elektronischen Mittel.

<sup>9</sup> The general meeting may be held with no venue by electronic means (virtual general meeting). The Board of Directors may govern the details of the use of electronic means.

## **Explanation**

Pursuant to the revised Swiss corporate law, it is possible to hold a general meeting without a physical venue, i.e. exclusively using electronic means (so-called "virtual shareholders meeting").

The law stipulates strict rules for virtual shareholder meetings to ensure that the shareholders have the same rights in virtual shareholder meetings as in physical or hybrid meetings. The board of directors must ensure that (a) every participant can ask questions, make motions and take part in the discussion, (b) the votes in the general meeting are transmitted directly, (c) the identity of the participating shareholders is certain, and (d) the voting result cannot be falsified.

With the introduction of the new art. 8 para. 9, the necessary basis in the Articles of Association for holding virtual shareholders meetings is created.

## **11.2. Change of the Company's registered office**

### **Proposal**

The Board of Directors proposes to move the Company's registered office from Bruggerstrasse 66, 5400 Baden, Switzerland, to Limmatstrasse 266, 8005 Zurich, Switzerland, and to therefore amend art. 1 para. 1 of the Articles of Association as follows:

1 Unter der Firma

**ABB E-mobility Holding AG (ABB E-mobility Holding SA)**

**(ABB E-mobility Holding Ltd)**

besteht eine Aktiengesellschaft gemäss den Bestimmungen des Schweizerischen Obligationenrechts (das **OR**) mit Sitz in Zürich, Kanton Zürich (die **Gesellschaft**).

1 Under the name

**ABB E-mobility Holding AG (ABB E-mobility Holding SA)**

**(ABB E-mobility Holding Ltd)**

shall exist a corporation pursuant to the provisions of the Swiss Code of Obligations (the **CO**) with its registered office in Zurich, canton of Zurich (the **Company**).

### **Explanation**

The Company has a new office and showroom at Limmatstrasse 266, 8005 Zurich, Switzerland (Löwenbräu complex), where the majority of its employees currently work. Contrary to the existing location in Baden, the Company's office in Zurich is separate from ABB's offices. For these reasons, the Board of Directors considers it appropriate to move the Company's registered office from Baden to Zurich.

## **11.3. Partial Revision of the Articles of Association**

### **Proposal**

The Board of Directors proposes to partially amend the Articles of Association of the Company according to the draft provided to each shareholder.

### **Explanation**

The Board of Directors proposes that the Articles of Association of the Company be amended to reflect the recent amendments to Swiss corporate law that came into force on January 1, 2023. The proposed amendments to the Articles of Association are of an editorial nature. They are intended to adapt the Articles of Association to the current wording of the law. Provisions that are no longer required as a result of the reform are removed. The changes in art. 5 of the Articles of Association moreover reflect current best corporate governance practices.

## **Organizational Topics**

### **Annual Report**

The Company's 2022 Annual Report, including the consolidated and combined financial statements and the annual financial statements for 2022, has been provided to each shareholder. The Annual Report also includes the 2022 Compensation Report and the 2022 Corporate Governance Report.

### **Attendance at the Annual General Meeting, Representation and Proxy**

Only shareholders entered in the share register as at March 23, 2023 are entitled to vote at the Annual General Meeting. Shareholders have the option of voting in person or through a proxy.

Shareholders who will personally attend the Annual General Meeting are asked to designate a representative to represent them in the Annual General Meeting by completing the attached proxy. A copy of the proxy will have to be presented at the entrance to the Annual General Meeting. Shareholders which are natural persons do not

need to complete the attached proxy but will be asked to identify themselves with an ID card/passport.

Shareholders not attending the Annual General Meeting in person may be represented by another shareholder or a third party. In order to grant a proxy to a representative, the shareholder must also complete the attached proxy. A copy of the proxy will have to be presented at the entrance to the Annual General Meeting.

**Remarks:**

.