



**Category:** Notifications issued to company members

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

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## Invitation to the extraordinary general meeting DDM Holding AG

**Organisation concerned:**

DDM Holding AG  
CHE-115.906.312  
Landis + Gyr Strasse 1  
6300 Zug

**General meeting details:**

16.04.2024, 08:00 Uhr, At the offices of the notary Riesbach-Zürich, Kreuzstrasse 42, 8008 Zurich, Switzerland

**Invitation/Agenda:**

**DDM Holding AG - Invitation to the EGM**

The extraordinary general meeting (the "EGM") of DDM Holding AG (the "Company") will take place on Tuesday 16 April 2024 at 08:00 am CEST at the offices of the notary Riesbach-Zürich, Kreuzstrasse 42, 8008 Zurich, Switzerland, as a physical meeting. Detailed information on this and the agenda items can be found in the attached invitation to the EGM, also available on the Company's website, <http://ddm-group.ch/investors>.

**Agenda and Proposals**

1. Election of the Chairman for the day
2. Dissolution of the Company
3. Election of liquidators
4. Change of the corporate name of the Company

**Remarks:**

For further details regarding the Invitation to the EGM of DDM Holding AG please refer to the PDF attached.

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## A. Agenda and Proposals

### 1. Election of the Chairman for the day

As the members of the board of directors will not be present at the EGM, the board of directors proposes to elect Carmen Spichiger, c/o Advoro Zurich Ltd., Bellerivestrasse 21, 8008 Zurich, Switzerland as chairman for the day so that she may chair the EGM.

**Explanation:** According to art. 11 para. 1 of the Company's articles of association, the general shareholders' meeting shall be chaired by the chairman of the board of directors, or, in his absence, by another member of the board of directors or by another chairman for the day elected by the general shareholders' meeting, who does not have to be a shareholder.

### 2. Dissolution of the Company

The board of directors proposes to dissolve and liquidate the Company.

**Explanation:** According to art. 28 para. 1 of the Company's article of association, the general shareholders' meeting may at any time resolve on the dissolution and liquidation of the Company, in accordance with the provisions of the law and the articles of association.

### 3. Election of liquidators

The board of directors proposes to elect Jörgen Durban, Erik Fällström and Joachim Cato, the current members of the board of directors of the Company, to be elected as liquidators, who represent the Company with joint signatory power.

**Explanation:** It is required by law to appoint one or several liquidators, responsible for carrying out the liquidation. The liquidation shall be carried out by the board of directors, unless the articles of association or a resolution by the

general meeting delegate it to other persons (art. 740 para. 1 of the Swiss Code of Obligations and art. 28 para. 3 of the articles of association).

#### **4. Change of the corporate name of the Company**

The corporate name of the Company shall now be DDM Holding AG in Liquidation (DDM Holding SA en liquidation) (DDM Holding Ltd in liquidation).

**Explanation:** Such addendum to the corporate name is required by law (art. 739 para. 1 of the Swiss Code of Obligations).

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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 2 April 2024 will be authorized to participate and to vote at the EGM. From close of business on 2 April 2024, up to and including 16 April 2024, no entries will be made in the share register which would create a right to vote at 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 [generalversammlung@computershare.ch](mailto:generalversammlung@computershare.ch). The registration form should be completed and returned by mail or e-mail to the following address: Computershare Schweiz AG, General meetings, Baslerstrasse 90, Postfach, 4601 Olten, Switzerland; e-mail: [generalversammlung@computershare.ch](mailto:generalversammlung@computershare.ch) as soon as possible, but in any case no later than 11 April 2024. 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 and (ii) who hold such shares through a nominee must, in order to be entitled to vote 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 2 April 2024 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, Bahnhofstrasse 70, 8001 Zurich, Switzerland, has been elected at the ordinary general shareholders' meeting held on 29 June 2023 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, Baslerstrasse 90, Postfach, 4601 Olten, Switzerland; e-mail: [generalversammlung@computershare.ch](mailto:generalversammlung@computershare.ch) by no later than 11 April 2024. Shareholders may also vote by issuing electronic proxy and voting instructions to the independent proxy by voting through the online proxy voting platform <https://www.gvote.ch/> until 12 April 2024, 11:59 pm 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**

26 March 2024

for the Board of Directors,

Jörgen Durban

Chairman