



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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

Organisation concerned:

ABB E-mobility Holding AG
321893222
Limmatstrasse 266
8005 Zürich

General meeting details:

29.05.2024, 10:00 Uhr, ABB E-mobility Holding Ltd, Limmatstrasse 266, 8005 Zurich

Invitation/Agenda:

Agenda

1. Approval of the Consolidated and Combined Financial Statements 2023 and the Annual Financial Statements 2023 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, 2023.

Explanation

The consolidated and combined financial statements and the annual financial statements for 2023 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 2023 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 2023.

2. Consultative vote on the 2023 Compensation Report

Proposal

The Board of Directors proposes that the 2023 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 2023. The 2023 Compensation Report is part of the Annual Report, which was provided to each shareholder.

3. 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 2023.

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 2023.

4. Appropriation of Available Earnings

Proposal

The Board of Directors proposes to carry forward the net loss for the 2023 financial year in the amount of CHF 10,421,458 to the accounts of the next financial year.

Explanation

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

5. Elections of the Members of the Board of Directors

Proposal

The Board of Directors proposes that the persons listed below be elected to the Board of Directors for a term of office extending until completion of the Annual General Meeting in 2025.

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.

Taking into consideration Morten Wierød's decision not to stand for re-election as an ABB director, the Board of Directors proposes Giampiero Frisio for election as a new board member, in addition to those of its current members who are standing for re-election.

The Board of Directors believes that the members of the Board of Directors standing for election collectively ensure that the Board of Directors has the required competencies. It 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 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. Election of Peter Molengraaf as a Member of the Board of Directors

The Board of Directors proposes to 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 2025).

5.2. Election of Eli Aheto as a Member of the Board of Directors

The Board of Directors proposes to elect Eli Aheto 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 2025).

5.3. Election of Giampiero Frisio as a Member of the Board of Directors

The Board of Directors proposes to elect Giampiero Frisio 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 2025).

5.4. Election of Carolina Granat as a Member of the Board of Directors

The Board of Directors proposes to 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 2025).

5.5. Election of Lisbeth McNabb as a Member of the Board of Directors

The Board of Directors proposes to elect Lisbeth McNabb 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 2025).

5.6. Election of Christian Nilsson as a Member of the Board of Directors

The Board of Directors proposes to elect Christian Nilsson 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 2025).

5.7. Election of Håkan Samuelsson as a Member of the Board of Directors

The Board of Directors proposes to 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 2025).

5.8. Election of Richard Silén as a Member of the Board of Directors

The Board of Directors proposes to 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 2025).

6. Election of the Chairperson of the Board of Directors

Proposal

The Board of Directors proposes to elect Peter Molengraaf as Chairperson of the Board of Directors for a term of office of one year (until completion of the next Annual General Meeting in 2025).

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.

7. 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, each until the end of the next Annual General Meeting in 2025.

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.

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

7.1. Election of Carolina Granat as a Member of the Governance, Nomination and Compensation Committee

The Board of Directors proposes to 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 2025).

7.2. Election of Peter Molengraaf as a Member of the Governance, Nomination and Compensation Committee

The Board of Directors proposes to elect Peter Molengraaf 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 2025).

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 2025).

8. 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 2025

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 2025. 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 2024

At last year's Annual General Meeting held on March 31, 2023, the shareholders approved a maximum aggregate compensation of CHF 7,000,000 for the members of the Executive Committee for the Company's financial year 2024 based on the circumstances and size of the Executive Committee at the time. Considering the introduction of a new option based long-term incentive plan ("Equity Option Plan"), there will be a one-time award of options for the members of the Executive Committee along with the leadership team and other employees. The new aggregate compensation is proposed for five Executive Committee members and consists of CHF 4,500,000 of base salary, benefits and a short-term incentive award, and an allocation of CHF 19,000,000 for the Equity Option Plan (provided at fair market value), the options of which have approved capital pursuant to the decision of shareholders at the Extraordinary General Meeting held on January 30, 2024.

The Board of Directors proposes to approve an additional maximum aggregate compensation of CHF 23,500,000 for the members of the Executive Committee for the Company's financial year 2024.

8.3. Approval of the Maximum Aggregate Compensation for the Members of the Executive Committee for the Financial Year 2025

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 2025.

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.

9. 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 2025).

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.

10. Election of the Independent Proxy Representative

Proposal

The Board of Directors proposes to 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 2025).

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 AG meets the independence criteria, and the Board of Directors suggests that they should be elected for reasons of continuity.

11. Introduction of a Capital Band

Proposal

The Board of Directors proposes:

(a) the introduction of a capital band ranging from CHF 1,138,150.87 (lower limit) to CHF 1,274,724.56 (upper limit) within which the Board of Directors shall be authorized 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, until May 29, 2029, or until an earlier expiry of the capital band.

To this effect, the previous (and now expired) authorized share capital pursuant to article 3^{QUATER} shall be removed and be replaced with the following new article 3a:

Article 3a – Capital Band

¹ The Company has a capital band between CHF 1,138,150.87 (lower limit), and CHF 1,274,724.56 (upper limit). Within the capital band, the Board of Directors is authorized to increase the share capital once or several times and in any amounts until May 29, 2029 or until the capital band expires earlier. The capital increase within the capital band may be effected by issuing fully paid registered shares with a par value of CHF 0.01 each or by increasing the par value of the existing registered shares.

² In case of capital increase the Board of Directors shall determine the number of shares, the issue price, the type of contributions, the time of issue, the conditions for exercising subscription rights and the start of dividend entitlement. In doing so, the Board of

Directors may issue new shares by means of fixed price underwriting by a bank or other third party and subsequent offer to the existing shareholders. The Board of Directors is authorized to restrict or exclude trading in subscription rights. The Board of Directors may allow subscription rights that have not been exercised to lapse or place them on the shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them in the interests of the Company.

³ The Board of Directors is authorized to withdraw or restrict pre-emptive rights of existing shareholders with regard to shares to be issued pursuant to this Art. 3a and to allocate such rights to individual shareholders, third parties, the Company or any of its group companies:

- a) for the acquisition of companies, part(s) of companies or participations, or for the financing or refinancing of any of such transactions or the financing of new investment projects of the Company or any of its group companies, including the acquisition of products, intellectual properties or licenses; or
- b) for purposes of broadening the shareholder constituency of the Company in certain geographic, financial or investor markets, for purposes of the participation of strategic partners, or in connection with the listing of new shares on domestic or foreign stock exchanges; or
- c) for the participation of members of the Board of Directors, members of the executive committee, employees, contractors, consultants, or other persons performing services for the benefit of the Company or any of its group companies; or
- d) for raising capital in a fast and flexible manner, which would not be possible, or might only be possible with great difficulty or delays or at significantly less favourable conditions, without the exclusion of the pre-emptive rights of existing shareholders.

⁴ The Board of Directors may carry out a conditional capital increase within the scope of the capital band in accordance with Art. 3b of these Articles of Association. To the extent that and as long as rights or obligations to acquire shares are outstanding on the basis of the capital band, the capital band may not be used for other capital increases to the extent of the maximum number of such shares.

⁵ If the share capital increases as a result of a conditional capital increase (outside the capital band) in accordance with Art. 3c of these Articles of Association, the upper and lower limits of the capital band shall increase in proportion to the extent of the increase in the share capital.

⁶ Subscription and acquisition of new shares as well as any subsequent transfer of shares are subject to the restrictions set forth in Art. 5 of these Articles of Association.

(b) the replacement of the current conditional share capital for equity linked financial instruments pursuant to article 3^{BIS} with an equivalent new article 3b providing for a conditional share capital within the confines of the capital band pursuant to article 3a.

The proposed new article 3b shall read as follows:

Artikel 3b - Conditional Share Capital (within the Capital Band)

¹ Within the scope of the capital band pursuant to Art. 3a of these Articles of Association, the share capital of the Company may be increased in an amount not to exceed CHF 136,573.69 through the issuance of up to 13,657,369 fully paid registered shares with a par value of CHF 0.01 per share through the voluntary or mandatory exercise (in written or electronic form) of conversion rights and/or warrants granted in connection with the newly or already issued bonds or other financial instruments, including loans, by the Company or one of its group companies. The pre-emptive rights of the shareholders shall be excluded in connection with the issuance of convertible or warrant-bearing bonds or other financial instruments or the grant of warrant rights. The then current owners of conversion rights and/or warrants shall be entitled to subscribe for the new shares. The conditions of the conversion rights and/or warrants shall be determined by the Board of Directors.

² The acquisition of shares through the exercise of conversion rights and/or warrants and each subsequent transfer of the shares shall be subject to the restrictions of Art. 5 of these Articles of Association.

³ In connection with the issuance by the Company or one of its group companies of convertible or warrant-bearing bonds or other financial instruments, the Board of Directors shall be authorized to restrict or deny the advance subscription rights of shareholders if such issuances are for the purpose of financing or refinancing the acquisition of an enterprise, parts of an enterprise, participations or new investment projects of the Company or any of its group companies, including the acquisition of products, intellectual properties or licenses or the issuance on national or international capital markets. If advance subscription rights are denied by the Board of Directors, the following shall apply: the convertible or warrant-bearing bonds or other financial instruments shall be issued at the relevant market conditions and the new shares shall be issued pursuant to the relevant market conditions taking into account the share price and/or other comparable instruments having a market price. Conversion rights may be exercised during a maximum 10-year period, and warrants may be exercised during a maximum 7-year period, in each case from the date of the respective issuance. The advance subscription rights of the shareholders may be granted indirectly.

(c) the current article 3^{TER} (conditional share capital for employees) shall be renumbered to article 3c and the title shall be changed to "Conditional Share Capital (outside the Capital Band)". Otherwise, the article shall remain unchanged.

Explanation

The revised Swiss corporate law includes the legal basis for the capital band, which functionally corresponds to the previous authorized capital that was abolished with the revision of the Swiss corporate law. Under the capital band, the general meeting of shareholders authorizes the Board of Directors to increase or reduce the share capital within a certain range – legally permissible is 150% (upper limit) to 50% (lower limit) – of the share capital entered in the commercial register at the time the capital band was introduced. The authorization is limited by law to five years. The general meeting of shareholders has the right to restrict or withdraw shareholders' pre-emptive rights directly or may delegate this right to the Board of Directors, if it expressly states the reasons for the restriction of withdrawal of pre-emptive rights in the Articles of Association.

In order to replace the authorized capital which expired on March 29, 2024 and no longer exists under the new law, the Board of Directors proposes to introduce a capital band for a maximum of five years in the Articles of Association. The upper limit of the capital band is set at 112% of the share capital currently registered with the commercial register.

As under the previous authorized capital, the Board of Directors shall have the right to restrict or withdraw shareholders' pre-emptive rights in the event of an issue of shares with the capital band. The reasons for the restriction or withdrawal of pre-emptive rights remain the same as under the previous authorized capital, expect that the Board wishes to restrict its ability for dilutive capital increase in cases where the restriction or withdrawal of the pre-emptive rights would have been solely on the basis that the issue price of the new shares is determined by reference to the market price (former art. 3^{quater} para. 3 lit. a).

Additionally, the Board of Directors proposes that the currently existing conditional share capital for equity-linked financial instruments (article 3^{BIS}) be replaced with an equivalent so-called "conditional capital within the capital band" thereby ensuring that such conditional capital is linked to and does not exceed the capital authorizations of the capital band. This is a similar concept as previously existed with the links between authorized and conditional capital under the current Articles of Association.

Organizational Topics

Annual Report

The Company's 2023 Annual Report, including the consolidated and combined financial statements and the annual financial statements for 2023, has been provided to each shareholder. The Annual Report also includes the 2023 Compensation Report and the 2023 Corporate Governance Report.

Voting rights

Shareholders entered in the share register as at May 23, 2024 are entitled to vote at the Annual General Meeting.

Attendance at the Annual General Meeting, Representation and Proxy

Shareholders who wish to attend the Annual General Meeting virtually or physically must register no later than May 23, 2024.

Independent Proxy

Shareholders not attending the Annual General Meeting have the option to be represented by the Independent Proxy. The Independent Proxy must receive the shareholder's voting instructions in the **Independent Proxy Voting Form**, duly completed and signed, **no later than May 23, 2024** either by postal mail or e-mail. If received after this date, it cannot be guaranteed that the proxy voting form will be processed.