

**Zeitschrift:** Shab.ch : schweizerisches Handelsamtsblatt = Fosc.ch : feuille officielle suisse du commerce = Fusc.ch : foglio ufficiale svizzero di commercio

**Herausgeber:** Staatssekretariat für Wirtschaft

**Band:** 138 (2020)

**Heft:** 138

  

**Autor:** [s.n.]

**Anhang:** Meldungsanhänge : auf den nachfolgenden Seiten werden alle Meldungen mit unstrukturierten Anhängen aufgeführt

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# Meldungsanhänge

**Auf den nachfolgenden Seiten werden alle Meldungen mit unstrukturierten Anhängen aufgeführt.**

**Zwischenbilanz Privatbank Von Graffenried AG**

**Einladung zur ausserordentlichen Generalversammlung Relavance Software SA**

**Einladung zur ausserordentlichen Generalversammlung ARYZTA AG**

**Einladung zur ausserordentlichen Generalversammlung Katakana SA**



**Rubrik:** Finanzmarkt  
**Unterrubrik:** Bilanz  
**Publikationsdatum:** SHAB - 20.07.2020  
**Meldungsnummer:** FM02-0000000113  
**Kanton:** BE

**Publizierende Stelle:**  
Privatbank Von Graffenried AG, Marktgass-Passage 3, 3011  
Bern

## Zwischenbilanz Privatbank Von Graffenried AG

Privatbank Von Graffenried AG  
CHE-105.862.908  
Marktgass-Passage 3  
3011 Bern

**Bilanzdatum: 30.06.2020**  
Vorangehendes Halbjahr: 31.12.2019

**Aktiven: CHF 188'764.00**  
Aktiven vorangehendes Halbjahr: CHF 220'364.00

**Passiven: CHF 188'764.00**  
Passiven vorangehendes Halbjahr: CHF 220'364.00

**Ausserbilanzgeschäfte: CHF 751.00**  
Ausserbilanzgeschäfte vorangehendes Halbjahr: CHF 751.00

**Gewinn: CHF 1'724.00**  
Gewinn vorangehendes Halbjahr: CHF 1'067.00

# PRIVATBANK VON GRAFFENRIED AG, BERN

## Bilanz per 30. Juni 2020 (Einzelabschluss)

unrevidiert

	30.06.2020	31.12.2019
	CHF 1'000	CHF 1'000
<b>Aktiven</b>		
Flüssige Mittel	102'062	127'079
Forderungen gegenüber Banken	29'293	34'599
Forderungen gegenüber Kunden	8'641	8'617
Hypothekarforderungen	15'586	18'456
Positive Wiederbeschaffungswerte derivativer Finanzinstrumente	291	218
Finanzanlagen	31'501	30'543
Aktive Rechnungsabgrenzungen	1'018	732
Beteiligungen	250	0
Sachanlagen	29	23
Immaterielle Werte	0	0
Sonstige Aktiven	94	95
<b>Total Aktiven</b>	<b>188'764</b>	<b>220'364</b>
<b>Passiven</b>		
Verpflichtungen gegenüber Banken	1'958	965
Verpflichtungen aus Kundeneinlagen	160'387	192'164
Negative Wiederbeschaffungswerte derivativer Finanzinstrumente	230	154
Passive Rechnungsabgrenzungen	1'666	1'280
Sonstige Passiven	326	454
Rückstellungen	2'472	2'641
Reserven für allgemeine Bankrisiken	1'100	1'100
Gesellschaftskapital	10'000	10'000
Gesetzliche Gewinnreserve	5'000	5'000
Freiwillige Gewinnreserven	3'900	3'900
Gewinnvortrag	1	1
Gewinn	1'724	2'705
<b>Total Passiven</b>	<b>188'764</b>	<b>220'364</b>
<b>Ausserbilanzgeschäfte</b>		
Eventualverpflichtungen	185	185
Unwiderrufliche Zusagen	566	566

Die aufgeführten Zahlen sind gerundet.

Das Total kann deshalb von der Summe der einzelnen Werte abweichen

# PRIVATBANK VON GRAFFENRIED AG, Bern

## Erfolgsrechnung per 30. Juni 2020 (Einzelabschluss)

unrevidiert

	30.06.2020	30.06.2019
	CHF 1'000	CHF 1'000
<b>Erfolg aus dem Zinsengeschäft</b>		
Zins- und Diskontertrag	27	149
Zins- und Dividendenertrag aus Finanzanlagen	67	86
Zinsaufwand	1	-1
<b>Brutto-Erfolg Zinsengeschäft</b>	<b>96</b>	<b>234</b>
Veränderungen von ausfallrisikobedingten Wertberichtigungen sowie Verluste aus dem Zinsengeschäft	0	0
<b>Subtotal Netto-Erfolg Zinsengeschäft</b>	<b>96</b>	<b>234</b>
<b>Erfolg aus dem Kommissions- und Dienstleistungsgeschäft</b>		
Kommissionsertrag Wertschriften und Anlagegeschäft	6'413	5'489
Kommissionsertrag Kreditgeschäft	3	2
Kommissionsertrag übriges Dienstleistungsgeschäft	153	114
Kommissionsaufwand	-109	-118
<b>Subtotal Erfolg aus dem Kommissions- und Dienstleistungsgeschäft</b>	<b>6'460</b>	<b>5'487</b>
<b>Erfolg aus dem Handelsgeschäft und der Fair-Value-Option</b>	<b>322</b>	<b>303</b>
<b>Übriger ordentlicher Erfolg</b>		
Erfolg aus Veräusserung von Finanzanlagen	0	13
Beteiligungsertrag	0	0
Anderer ordentlicher Ertrag	0	0
Anderer ordentlicher Aufwand	0	0
<b>Subtotal übriger ordentlicher Erfolg</b>	<b>0</b>	<b>13</b>
<b>Geschäftsaufwand</b>		
Personalaufwand	-2'902	-2'700
Sachaufwand	-1'929	-1'953
<b>Subtotal Geschäftsaufwand</b>	<b>-4'831</b>	<b>-4'653</b>
Wertberichtigungen auf Beteiligungen sowie Abschreibungen auf Sachanlagen und immateriellen Werten	-6	-47
Veränderungen von Rückstellungen und übrigen Wertberichtigungen sowie Verluste	0	-1
<b>Geschäftserfolg</b>	<b>2'040</b>	<b>1'336</b>
Ausserordentlicher Ertrag	123	33
Ausserordentlicher Aufwand	0	0
Steuern	-439	-302
<b>Gewinn</b>	<b>1'724</b>	<b>1'067</b>

Die aufgeführten Zahlen sind gerundet.

Das Total kann deshalb von der Summe der einzelnen Werte abweichen



**Rubrique:** Communications d'entreprises  
**Sous-rubrique:** Invitation à l'assemblée générale  
**Date de publication:** SHAB - 20.07.2020  
**Numéro de publication:** UP04-0000002272  
**Canton:** FR

**Entité de publication:**  
Anne-Laure Wicht, Rue Hans-Fries 1, 1700 Fribourg

## Invitation à l'assemblée générale extraordinaire de Relavance Software SA

Relavance Software SA  
CHE-294.731.365  
c/o: Fireco S.A. Fiscalité révision et conseils  
Route de Beaumont 20  
1700 Fribourg

**Indications concernant l'assemblée générale:**  
19.08.2020, 11:00 heures, Etude de Me Olivier Andrey  
Rue Hans-Fries 1  
1700 Fribourg

### Texte d'invitation/ordre du jour:

Relavance Software SA  
à Fribourg  
Convocation à l'assemblée générale extraordinaire  
Les actionnaires sont convoqués à l'assemblée générale extraordinaire qui aura lieu le  
Mercredi 19 août 2020, à 11 heures  
à l'étude de Notaires Andrey, à 1700 Fribourg, Rue Hans-Fries 1  
L'ordre du jour est le suivant:  
1. Modification de la raison sociale en Relavance Holding SA.  
2. Transformation des 10'000'000 actions au porteur de CHF 0.01 chacune en 10'000'000 actions nominatives liées de CHF 0.01 chacune.  
3. Révision générale des statuts.  
4. Confirmation.  
Fribourg, le 20 juillet 2020

# **Relavance Software SA**

**à Fribourg**

## **Convocation à l'assemblée générale extraordinaire**

Les actionnaires sont convoqués à l'assemblée générale extraordinaire qui aura lieu le

**Mercredi 19 août 2020, à 11 heures**

**à l'étude de Notaires Andrey, à 1700 Fribourg, Rue Hans-Fries 1**

L'ordre du jour est le suivant :

1. Modification de la raison sociale en Relavance Holding SA.
2. Transformation des 10'000'000 actions au porteur de CHF 0.01 chacune en 10'000'000 actions nominatives liées de CHF 0.01 chacune.
3. Révision générale des statuts.
4. Confirmation.

Fribourg, le 20 juillet 2020

Le conseil d'administration



**Category:** Notifications issued to company members

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

**Publication date:** SHAB - 20.07.2020

**Publication number:** UP04-0000002270

**Canton:** ZH

**Publishing entity:**

Homburger AG, Hardstrasse 201, 8005 Zürich

## Invitation to the extraordinary general meeting ARYZTA AG

ARYZTA AG  
CHE-114.160.610  
Ifangstrasse 9  
8952 Schlieren

### General meeting details:

16.09.2020, 10:00 Uhr, Samsung Hall  
Hoffnigstrasse 1  
8600 Dübendorf  
Switzerland

### Invitation/Agenda:

1. Dismissals and Elections of Members of the Board of Directors and the Chair of the Board of Directors
  - 1.1. Dismissals of Five Members of the Board of Directors including Dismissal of the Chair of the Board of Directors
    - 1.1.1. Dismissal of Gary McGann as Member and as Chair of the Board of Directors
    - 1.1.2 Dismissal of Dan Flinter as Member of the Board of Directors
    - 1.1.3. Dismissal of Annette Flynn as Member of the Board of Directors
    - 1.1.4. Dismissal of Rolf Watter as Member of the Board of Directors
    - 1.1.5. Dismissal of Kevin Toland as Member of the Board of Directors
  - 1.2. Elections of Three Members of the Board of Directors
    - 1.2.1. Election of Urs Jordi as Member of the Board of Directors
    - 1.2.2. Election of Armin Bieri as Member of the Board of Directors
    - 1.2.3. Election of Heiner Kamps as Member of the Board of Directors
  - 1.3. Election of the Chair of the Board of Directors

2. Election of Two Members of the Remuneration Committee
  - 2.1. Election of Armin Bieri as Member of the Remuneration Committee
  - 2.2. Election of Heiner Kamps as Member of the Remuneration Committee



# Invitation to the Extraordinary General Meeting of the Shareholders of

# ARYZTA AG

**Wednesday 16 September 2020**

**10:00 a.m. CET**

(door opens at 09:00 a.m. CET)

Samsung Hall  
Hoffnigstrasse 1  
8600 Dübendorf  
Switzerland

Upon the request of Cobas Asset Management, SGIIC, S.A., acting in its capacity as Fund Manager for COBAS SELECCION, FI and COBAS INTERNACIONAL, FI, and VERAISON SICAV (the **Shareholder Group**) dated 20 May 2020, the Board of Directors herewith convenes an extraordinary general meeting of shareholders (the **Extraordinary General Meeting**) and submits the proposals as requested by the Shareholder Group to the shareholders of the Company. On the basis of the entries in the share register on 21 May 2020, the number of shares held by those members of the Shareholder Group is approximately 17.3%.

## Agenda

According to the articles of association of the Company, the Board of Directors must call an extraordinary general meeting of shareholders within two months upon the written request of shareholders holding more than 10% of the share capital of the Company. Upon the request of the Shareholder Group dated 20 May 2020, the Board of Directors herewith invites shareholders to the Extraordinary General Meeting in accordance with its obligations under the Company's articles of association.

As further described in the Chair's letter to shareholders dated 20 July 2020 available on the Company's website <http://www.aryzta.com/investor-centre/extraordinary-general-meeting/> (the **Shareholders Letter**), following the announcement of the commencement of a strategic review by the Company on 13 May 2020, a number of third parties have expressed an unsolicited interest in acquiring the Company's entire issued share capital. The proposed timing of the Extraordinary General Meeting is primarily intended to provide an opportunity to allow the strategic review process, and the assessment of any possible offer which may be forthcoming from third parties in connection with that process, to be sufficiently advanced to enable the Board of Directors to frame an appropriate recommendation (with the advice of its financial advisors). The proposed timing also reflects a desire to avoid further instability consequent upon the economic impact of COVID-19.

Depending on the outcome of the nominations process as described in the Shareholders Letter and the Board of Directors' remarks in relation to Agenda Item 1.2 below, the Board of Directors reserves the right to amend the invitation to the Extraordinary General Meeting and the proposals to be considered at that Meeting by no later than 25 August 2020 (the **Agenda Update**).

As per the request of the Shareholder Group, the Board of Directors of the Company herewith submits the following business and proposals to the Meeting for discussion and decision:

### **1. Dismissals and Elections of Members of the Board of Directors and the Chair of the Board of Directors**

#### **1.1 Dismissals of Five Members of the Board of Directors including Dismissal of the Chair of the Board of Directors**

##### **Explanation of Shareholder Group**

The Shareholder Group is convinced that the current Board of Directors is tackling the entrepreneurial challenges with too little urgency. In their view, immediate action must be taken to secure the Company's existing potential.

The Shareholder Group is of the opinion that in line with good corporate governance, the Board of Directors should be reduced in size and at the same time be strengthened with specific industry expertise. In order to ensure adequate independence and an unbiased strategy development, the Shareholder Group proposes that Gary McGann, Dan Flinter, Annette Flynn and Rolf Watter, who have been members of the Board of Directors at least since 2016, should be replaced by new recognized industry experts.

Further, the Shareholder Group proposes that the current CEO, Kevin Toland, should be dismissed from the Board of Directors in order to achieve a clear separation between operational functions and the Board of Directors and to allow him to focus on his CEO function.

##### **Explanation of the Board of Directors**

As described in the Shareholders Letter, the Board of Directors has carefully considered the requests of the Shareholder Group and has come to the conclusion that the dismissal of five members of the Board of Directors as proposed by the Shareholder Group is not in the best interests of the Company and all its stakeholders and, therefore, proposes to reject the dismissals of the respective members of the Board of Directors. The Board of Directors has initiated and advanced a structured renewal process of the Board of Directors over the last years. Given the recent renewals and changes, the Board of Directors believes that, at this challenging time, it is important to and in the best interests of the Company and all its stakeholders to provide continuity on the Board of Directors and, therefore, not to dismiss the respective members of the Board of Directors.

## Agenda

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In particular, the Board of Directors is of the opinion that as Chair of the Audit Committee of the Company, Annette Flynn has a vitally important role to play as the Company makes its way through these challenging circumstances. Furthermore, the Board of Directors believes it to be important for the current Chief Executive Officer, Kevin Toland, to remain a member of the Board of Directors. Having the Chief Executive Officer as a member of the Board of Directors allows for adequate management representation on the Board of Directors and direct and immediate information exchange between the Board of Directors and the management of the Company. The leadership of Kevin Toland is vital to the future of the Company and any diminution in his role and authority is considered to be contrary to the best interests of the Company and all its stakeholders by the Board of Directors.

Despite the foregoing, two of the Company's Directors, Dan Flinter and Rolf Watter, have declared their resignation as members of the Board of Directors. Their resignations will be effective at the conclusion of the Extraordinary General Meeting. The Board of Directors regrets the resignations of Dan Flinter and Rolf Watter and expresses its gratitude for their services to the Company.

In addition, as indicated in the Shareholders Letter, Gary McGann has announced his intention to resign as Chair and member of the Board of Directors, effective at the conclusion of the Extraordinary General Meeting, unless, prior to the date of the Extraordinary General Meeting, the Company has announced a transaction for consideration by shareholders which the Board of Directors considers to be in the best interests of the Company and all its stakeholders (the Board having been so advised by its financial advisors).

### **1.1.1 Dismissal of Gary McGann as Member and as Chair of the Board of Directors**

#### **Proposal of the Shareholder Group**

The Shareholder Group proposes to dismiss Gary McGann as member and as Chair of the Board of Directors of the Company with effect as per the Extraordinary General Meeting.

#### **Proposal of the Board of Directors**

The Board of Directors proposes to reject the proposal of the Shareholder Group to dismiss Gary McGann as member and as Chair of the Board of Directors.

As indicated above, Gary McGann has announced his intention to resign as Chair and member of the Board of Directors, effective at the conclusion of the Extraordinary General Meeting, unless, prior to the date of the Extraordinary General Meeting, the Company has announced a transaction for consideration by shareholders which the Board of Directors considers to be in the best interests of the Company and all its stakeholders (the Board having been so advised by its financial advisors).

In the event that a transaction is announced for consideration by shareholders prior to the date of the Extraordinary General Meeting, the Board of Directors considers that the continuation of Gary McGann in office until such time as the transaction has concluded would be in the best interests of the Company and its stakeholders. Accordingly, the Board of Directors rejects the proposal to dismiss Gary McGann. If Gary McGann should resign, this proposal of the Shareholder Group would become obsolete and would not be voted on at the Extraordinary General Meeting.

### **1.1.2. Dismissal of Dan Flinter as Member of the Board of Directors**

The Shareholder Group proposes to dismiss Dan Flinter as member of the Board of Directors of the Company with effect as per the Extraordinary General Meeting.

Due to the resignation of Dan Flinter as member of the Board of Directors with effect from the conclusion of the Extraordinary General Meeting, this proposal of the Shareholder Group has become obsolete and will not be voted on at the Extraordinary General Meeting.

## Agenda

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### 1.1.3. Dismissal of Annette Flynn as Member of the Board of Directors

#### Proposal of the Shareholder Group

The Shareholder Group proposes to dismiss Annette Flynn as member of the Board of Directors of the Company with effect as per the Extraordinary General Meeting.

#### Proposal of the Board of Directors

The Board of Directors proposes to reject the proposal of the Shareholder Group to dismiss Annette Flynn as member of the Board of Directors.

### 1.1.4. Dismissal of Rolf Watter as Member of the Board of Directors

The Shareholder Group proposes to dismiss Rolf Watter as member of the Board of Directors of the Company with effect as per the Extraordinary General Meeting.

Due to the resignation of Rolf Watter as member of the Board of Directors with effect from the conclusion of the Extraordinary General Meeting, this proposal of the Shareholder Group has become obsolete and will not be voted on at the Extraordinary General Meeting.

### 1.1.5. Dismissal of Kevin Toland as Member of the Board of Directors

#### Proposal of the Shareholder Group

The Shareholder Group proposes to dismiss Kevin Toland as member of the Board of Directors of the Company with effect as per the Extraordinary General Meeting.

#### Proposal of the Board of Directors

The Board of Directors proposes to reject the proposal of the Shareholder Group to dismiss Kevin Toland as member of the Board of Directors.

## 1.2. Elections of Three Members of the Board of Directors

### Explanation of the Shareholder Group

As stated above, the Shareholder Group is convinced that the current Board of Directors is tackling the entrepreneurial challenges with too little urgency and, immediate action must be taken. The Shareholder Group is of the opinion that the number of members of the Board of Directors should be reduced and strengthened by candidates bringing specific industry knowledge.

To that end, the Shareholder Group proposes the following candidates to be elected as members of the Board of Directors:

#### Urs Jordi

Urs Jordi has more than 25 years of experience in various national and international food companies at management and board level. He held various management positions within the Hiestand and ARYZTA Group, most recently as CEO of the listed Hiestand Holding AG (from 2008 within ARYZTA AG), and from 2010 to 2013 as CEO ARYZTA Food Europe & Asia Pacific. Since 2014, Urs Jordi has been involved in various own investments. For this purpose, he serves on the boards of Schweizer Zucker AG, bb Trading AG and the Belgian Vandemoortele Group (a declaration of resignation in the event of his election to the Board of Directors of the Company is available). Urs Jordi is a business economist NKS (Aarau, Baden) as well as a trained baker and confectioner.

The Shareholder Group is convinced that Urs Jordi, as an independent candidate with many years of management experience and detailed knowledge of the baking industry, would significantly support the Company on its path to success.

## Agenda

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### **Armin Bieri**

Armin Bieri has more than 30 years of management experience in the food and beverage industry. His functional areas of expertise are marketing, sales, logistics and finance. He has held management positions at Nestlé, Coca-Cola, Müller Milch and ARYZTA/Hiestand. From 2005 to 2012, he was CEO Hiestand Switzerland and Head Sales/Marketing of Hiestand Group (from 2008 within ARYZTA AG) and from 2012 to 2015 CEO ARYZTA Food Solution Asia Pacific. Since 2016, Armin Bieri is the owner of the consulting company Bieri 8 Pillars for Growth Consulting. He is a board member of ARGUS Data Insights Holding AG and holds a degree in economics from the University of St. Gallen.

The Shareholder Group is convinced that Armin Bieri, as an independent candidate with many years of experience in the food industry and in-depth knowledge of ARYZTA AG, would significantly support the Company on its path to success.

### **Heiner Kamps**

Heiner Kamps is a successful food entrepreneur with over 40 years of industrial experience. He founded the bakery chain Kamps AG, which he led as CEO until 2002. Since 2003, Heiner Kamps has held shares in various companies. From 2005 to 2018, he and other investors owned a majority stake in the Nordsee GmbH fast food chain. From 2011 to 2015, he was CEO of the Müller Milch Group and from 2015 to 2018 chairman of its supervisory board. Heiner Kamps founded the charitable foundation Brot gegen Not (Bread against misery), which supports training in the bakery trade in needy regions. He is a trained baker and confectioner.

The Shareholder Group is convinced that Heiner Kamps, as an independent candidate with many years of successful entrepreneurial activity and industrial and management experience, would significantly support the Company on its path to success.

In addition, the Shareholder Group believes Urs Jordi to be the right candidate for the role as Chair of the Board of Directors.

The proposed new members of the Board of Directors, Urs Jordi, Armin Bieri and Heiner Kamps, have declared acceptance of their election as members of the Board of Directors for a term of office ending with the conclusion of the next Annual General Meeting.

Urs Jordi has further declared acceptance of his election as Chair of the Board of Directors for a term of office ending with the conclusion of the next Annual General Meeting, subject to his election as member of the Board of Directors.

### **Explanation of the Board of Directors**

As mentioned above, the Board of Directors does not believe that the proposed extensive changes to the Board of Directors are in the best interests of the Company and all its stakeholders.

Given the resignations of two current members of the Board of Directors with effect from the conclusion of the Extraordinary General Meeting, the Board of Directors would, in principle, support the nomination of up to two new members for election to the Board of Directors, provided such individuals have suitable qualifications and experience. Accordingly, in the course of discussions with the Shareholder Group concerning their proposals, the Board of Directors asked the Shareholder Group to submit their nominees for evaluation in accordance with the Company's established governance process for the nomination of new members for election to the Board of Directors, which is consistent with internationally recognized standards and good governance practice. As with any appointments to the Board of Directors of the Company, it is important that this governance process is conducted to ensure that the appointment of members to the Board of Directors will provide the most independent and effective leadership for the Company and its stakeholders. This nominations process has been observed by each new independent non-executive Director and includes a review by the Company's external consultant, and, ordinarily, at least one meeting with the Company's Nomination and Governance Committee. The nominations process is rooted in a desire to appoint members of the Board of Directors who will provide the most independent and effective leadership for the Company

## Agenda

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and its stakeholders. For the specific purpose of the nomination process applicable to the Shareholder Group's nominees, the Board of Directors would conduct such process only through those Directors who are not the subject of the Shareholder Group's proposals (see Agenda Items 1.1.1 – 1.1.5).

To date, the Shareholder Group has not agreed to submit any of its candidates for evaluation by the Company's nominations process. While the Board of Directors is, in principle, willing to support the nomination of up to two individuals with suitable qualifications and experience, the Board of Directors is not in a position to support the election of any of the candidates proposed by the Shareholder Group until such time as the candidates have been interviewed and assessed in accordance with the Company's established nominations process. Therefore, at the date of this invitation, the Board of Directors proposes that the shareholders reject the proposal of the Shareholder Group to appoint Urs Jordi, Armin Bieri and Heiner Kamps to the Board of Directors.

In addition and irrespective of the outcome of any nominations process, if all three candidates as proposed by the Shareholder Group were elected, the Shareholder Group would have nominated or proposed more than a third of the members of the Board of Directors while holding an ownership in the Company of 20.01% (status at the time of this invitation). Hence, the Board of Directors is of the opinion that, if all three of the Shareholder Group's candidates were elected, the overall composition of the Board of Directors would, by reference to those shareholders that referred or proposed the Directors, be disproportionate to the Shareholder Group's equity interest in the Company. Also for this reason, the Board of Directors proposes to reject the proposed elections of the Shareholder Group's candidates.

The Board of Directors will continue to engage with the Shareholder Group regarding the evaluation of its candidates. If the Shareholder Group's candidates agree to participate in the Company's established nominations process, and depending on the outcome thereof, the Board of Directors reserves the right to reconsider its recommendations in respect of the Shareholder Group's proposed candidates by way of Agenda Update.

In the event that, after the votes on Agenda Items 1.1 and 1.2 the maximum number of members of the Board of Directors permitted according to article 12 of the Articles of Association of the Company, i.e., 12 members, is exceeded, the candidate(s) with the highest number of votes received under Agenda Item 1.2 shall be elected as member(s) of the Board of Directors, provided the necessary quorum according to article 14 of the Articles of Association has been reached.

### **1.2.1. Election of Urs Jordi as Member of the Board of Directors**

#### **Proposal of the Shareholder Group**

The Shareholder Group proposes to elect Urs Jordi as member of the Board of Directors for the term ending with the conclusion of the next Annual General Meeting.

#### **Proposal of the Board of Directors**

The Board of Directors proposes to reject the proposal of the Shareholder Group to elect Urs Jordi as member of the Board of Directors for the term ending with the conclusion of the next Annual General Meeting.

### **1.2.2. Election of Armin Bieri as Member of the Board of Directors**

#### **Proposal of the Shareholder Group**

The Shareholder Group proposes to elect Armin Bieri as member of the Board of Directors for the term ending with the conclusion of the next Annual General Meeting.

#### **Proposal of the Board of Directors**

The Board of Directors proposes to reject the proposal of the Shareholder Group to elect Armin Bieri as member of the Board of Directors for the term ending with the conclusion of the next Annual General Meeting.

## Agenda

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### 1.2.3. Election of Heiner Kamps as Member of the Board of Directors

#### Proposal of the Shareholder Group

The Shareholder Group proposes to elect Heiner Kamps as member of the Board of Directors for the term ending with the conclusion of the next Annual General Meeting.

#### Proposal of the Board of Directors

The Board of Directors proposes to reject the proposal of the Shareholder Group to elect Heiner Kamps as member of the Board of Directors for the term ending with the conclusion of the next Annual General Meeting.

### 1.3. Election of the Chair of the Board of Directors

#### Explanation of the Shareholder Group

For the reasons set out above (see Agenda Items 1.1 and 1.2), the Shareholder Group suggests to elect Urs Jordi as Chair of the Board of Directors of the Company.

#### Explanation of the Board of Directors

As stated above, the Board of Directors rejects the proposal to dismiss Gary McGann. The Board of Directors believes it to be in the best interests of the Company and all its stakeholders to safeguard the continuity of the Chair of the Board of Directors given the current economic challenges as well as assessment of the Company's options for its future. Therefore, the Board of Directors proposes to reject the proposal of the Shareholder Group.

#### Proposal of the Shareholder Group

The Shareholder Group proposes to elect Urs Jordi as Chair of the Board of Directors for the term ending with the conclusion of the next Annual General Meeting.

#### Proposal of the Board of Directors

The Board of Directors proposes to reject the proposal of the Shareholder Group to elect Urs Jordi as Chair of the Board of Directors for the term ending with the conclusion of the next Annual General Meeting.

As mentioned in the introduction and as included in the Shareholders Letter, depending on the outcome of the process as described in the Shareholders Letter, the Board of Directors reserves the right to amend the invitation to the Extraordinary General Meeting and the proposals to be considered at that meeting by way of the Agenda Update.

In the event that Gary McGann should not resign or not be dismissed as Chair under Agenda Item 1.1.1, this proposal of the Shareholder Group would become obsolete and would not be voted on at the Extraordinary General Meeting.

## 2. Election of Two Members of the Remuneration Committee

#### Explanation of the Shareholder Group

As stated above, the Shareholder Group is convinced that the current Board of Directors is tackling the entrepreneurial challenges with too little urgency and, immediate action must be taken. The Shareholder Group is of the opinion that the number of members of the Board of Directors should be reduced and strengthened by candidates bringing specific industry knowledge.

The proposed new members of the Remuneration Committee, Armin Bieri and Heiner Kamps, have declared acceptance of their election as members of the Remuneration Committee for a term of office ending with the conclusion of the next Annual General Meeting, subject to their election as members of the Board of Directors.

## Agenda

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### **Explanation of the Board of Directors**

As mentioned above, the Board of Directors is of the opinion, that the extensive changes to the Board of Directors as proposed by the Shareholder Group is not in the best interests of the Company and all its stakeholders. Furthermore, the candidates nominated by the Shareholder Group have to date not undergone the established nominations process in place at the Company and the Board of Directors is not in a position to satisfactorily assess the proposed Shareholder Group's candidates' suitability and experience required for their nomination to the Remuneration Committee. Therefore, the Board of Directors has to propose the rejection of the election of the candidates nominated by the Shareholder Group as members of the Board of Directors, and subsequently also as members of the Remuneration Committee, as being a member of the Board of Directors is a mandatory prerequisite to being elected as a member of the Remuneration Committee.

In the event that, after the votes on Agenda Item 2, the maximum number of members of the Remuneration Committee permitted according to article 20 lit. a of the Articles of Association of the Company, i.e., 4 members, would be exceeded, the candidate(s) with the highest number of votes received under Agenda Item 2 shall be elected as member(s) of the Board of Directors, provided the necessary quorum according to article 14 of the Articles of Association has been reached.

### **2.1. Election of Armin Bieri as Member of the Remuneration Committee**

#### **Proposal of the Shareholder Group**

The Shareholder Group proposes to elect Armin Bieri as member of the Remuneration Committee for the term ending with the conclusion of the next Annual General Meeting.

#### **Proposal of the Board of Directors**

The Board of Directors proposes to reject the proposal of the Shareholder Group to elect Armin Bieri as member of the Remuneration Committee for the term ending with the conclusion of the next Annual General Meeting.

### **2.2. Election of Heiner Kamps as Member of the Remuneration Committee**

#### **Proposal of the Shareholder Group**

The Shareholder Group proposes to elect Heiner Kamps as member of the Remuneration Committee for the term ending with the conclusion of the next Annual General Meeting.

#### **Proposal of the Board of Directors**

The Board of Directors proposes to reject the proposal of the Shareholder Group to elect Heiner Kamps as member of the Remuneration Committee for the term ending with the conclusion of the next Annual General Meeting.



## Organisational Matters

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### General Remarks

#### Right to Vote

Shareholders registered in the share register with voting rights on 31 August 2020, 5:00 p.m. CET (voting record date) will be entitled to vote at the Extraordinary General Meeting. They may elect to vote either by way of personal attendance or by a representative in accordance with the terms set out below. The Extraordinary General Meeting will be held at the Samsung Hall, Hoffnigstrasse 1, 8600 Dübendorf, Switzerland (a map can be downloaded from ARYZTA's website <https://www.aryzta.com/investor-centre/>) and will be conducted in English. A translation into German will be available.

In order to facilitate voting for shareholders not able to attend the Extraordinary General Meeting physically, the independent proxy representative may be instructed via an online proxy voting platform [ip.computershare.ch/aryzta](http://ip.computershare.ch/aryzta) (InvestorPortal) until 11 September 2020, 11:59 p.m. CET, or with a proxy form, all according to the respective information sent out together with the invitation.

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### Mailing of Invitation and Reply Card/Proxy Form

Registered shareholders entered in the share register up to and including 17 July 2020 as shareholders with voting rights will receive, together with the invitation to the Extraordinary General Meeting, a reply card that they may use to order the admission card and the voting materials or to give a proxy, as well as information on [ip.computershare.ch/aryzta](http://ip.computershare.ch/aryzta), together with the individual code to access [ip.computershare.ch/aryzta](http://ip.computershare.ch/aryzta).

Shareholders who sell their shares before 31 August 2020 are not entitled to attend or vote at the Extraordinary General Meeting. Previously issued admission cards as well as proxies become invalid automatically.

Shareholders who have adjusted their shareholding between 17 July 2020 and 31 August 2020, 5:00 p.m. CET, will receive a new admission card and voting materials upon registration at the information desk of the Extraordinary General Meeting. Proxies will be amended automatically.

No entries conferring voting rights will be made in the share register in the period from 31 August 2020, 5:00 p.m. CET, to the end of the Extraordinary General Meeting. Preparations for the Extraordinary General Meeting will be facilitated by the prompt return of your reply card. Please return it by 8 September 2020 at the latest in the enclosed envelope.

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### Physical Attendance at the Extraordinary General Meeting

Shareholders with voting rights who wish to attend the Extraordinary General Meeting personally are kindly asked to apply for personal attendance by returning the reply card filled out accordingly or via [ip.computershare.ch/aryzta](http://ip.computershare.ch/aryzta) by no later than 8 September 2020. Shareholders with a non-Swiss mailing address or whose return card arrives late will receive the admission card and the voting material at the information desk on the day of the Extraordinary General Meeting upon identification with their passport, ID or driver's license.

Shareholders are kindly asked to note and strictly adhere to any restrictions put in place due to the current COVID-19 pandemic. Further information will be available on the Company's website <http://www.aryzta.com/investor-centre/extraordinary-general-meeting/> leading up to the Extraordinary General Meeting and shareholders are kindly requested to consult the website before the attendance of the Extraordinary General Meeting.

## Organisational Matters

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### Representation at the Annual General Meeting

Shareholders with voting rights may be represented at the Extraordinary General Meeting by a third party with a written proxy granting authority to this person. In order to grant authority to such a representative, the shareholder must fully specify the relevant person on the reply card. The admission card and the voting material will be sent to the representative. Representatives will only be admitted to the Extraordinary General Meeting upon identification with their passport, ID or driver's license and valid proxy.

Alternatively, shareholders may, free of charge, appoint the following person as their proxy:  
Patrick O'Neill, Attorney at Law, LANTER Attorneys at Law, Zurich, acting as independent proxy representative, as specified in Article 8 VegÜV.

The appointment may be effected by returning the enclosed proxy form (including voting instructions) to Computershare Schweiz AG, ARYZTA AG, P.O. Box, 4601 Olten, Switzerland, or via the investor web service [ip.computershare.ch/aryzta](http://ip.computershare.ch/aryzta) by no later than 11 September 2020, 11:59 p.m. CET.

Schlieren, 20 July 2020

For the Board of Directors



Gary McGann, Chairman

### **ARYZTA AG**

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8952 Schlieren

Switzerland

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**Rubrik:** Mitteilungen an Gesellschafter  
**Unterrubrik:** Einladung zur Generalversammlung  
**Publikationsdatum:** SHAB - 20.07.2020  
**Meldungsnummer:** UP04-0000002271  
**Kantone:** ZG, GR

**Publizierende Stelle:**  
MME Legal AG, Gubelstrasse 22, 6300 Zug

## Einladung zur ausserordentlichen Generalversammlung Katakana SA

Katakana SA  
CHE-113.274.518  
Via Maistra 23  
7505 Celerina/Schlarigna

**Angaben zur Generalversammlung:**  
14.08.2020, 10:00 Uhr, MME Legal AG, Gubelstrasse 22,  
6300 Zug

### Einladungstext/Traktanden:

Liebe Aktionäre

Es freut mich, Sie zur bevorstehenden ausserordentlichen Generalversammlung der Katakana SA mit folgenden Traktanden einzuladen:

*Dear shareholders,*

*I have the pleasure to invite you to the extraordinary shareholders' meeting of Katakana SA with the following agenda:*

1. Sitzverlegung nach Zug

Antrag: Der Verwaltungsrat beantragt der Generalversammlung, den Sitz der Gesellschaft von Celerina nach Zug zu verlegen und die Statuten entsprechend anzupassen.

*1. Relocation to Zug*

*Proposal: The board of directors proposes to the shareholders' meeting to relocate the company from Celerina to Zug and to revise the current articles of association accordingly.*

2. Generelle Statutenrevision

Antrag: Der Verwaltungsrat beantragt der Generalversammlung überdies die aktuellen Statuten der Gesellschaft einer generellen Revision zu unterziehen.

*2. General revision of the company's articles of association*

*Proposal: The board of directors proposes to the shareholders' meeting to generally revise the current articles of association.*

Der Verwaltungsrat

*The board of directors*

### Rechtliche Hinweise:

#### Dokumente:

Der Vorschlag für die neuen Statuten kann bei der Gesellschaft angefragt werden.

#### Documents:

*The proposal for the new articles of association may be requested from the company.*

#### Teilnahme, Vertretung:

Die Aktionäre können sich durch einen bevollmächtigten Vertreter vertreten lassen; eine schriftliche Vollmacht ist beim Zutritt zur Versammlung vorzulegen. Ein Vollmachtformular kann bei der Gesellschaft verlangt werden.

#### Participation, representation:

*Shareholders may be represented by an authorized representative; a written power of attorney must be presented upon admission to the meeting. A proxy form may be requested from the company.*

#### Stimmrechte:

An der Generalversammlung sind die am 12. August 2020, 17.00 Uhr (MESZ), im Aktienregister mit Stimmrecht eingetragenen Aktionäre stimmberechtigt. Ab diesem Zeitpunkt bis und mit 14. August 2020 ist das Aktienregister geschlossen. In dieser Zeit werden keine Namenaktien ins Aktienregister eingetragen, die zur Ausübung des Stimmrechts an der Generalversammlung berechtigen.

#### Voting rights:

*Shareholders entered with voting right in the share ledger on August 12, 2020, 5.00pm (CEST) are entitled to vote at the shareholders' meeting. The share ledger will be closed from this date until and including August 14, 2020. During this period, no registered shares will be entered in the share ledger which entitle the holder to vote.*

## TRAKTANDENLISTE

der ausserordentlichen Generalversammlung

der

**Katakana SA, Celerina**

(die Gesellschaft)

Liebe Aktionäre

Es freut mich, Sie zur bevorstehenden ausserordentlichen Generalversammlung der Katakana SA mit folgenden Traktanden einzuladen:

<b>Datum und Uhrzeit</b>	14. August 2020, 10.00 Uhr
<b>Ort</b>	MME Legal AG, Gubelstrasse 22, 6300 Zug
<b>Traktanden</b>	<ol style="list-style-type: none"><li>1. Sitzverlegung nach Zug: <b>Antrag:</b> Der Verwaltungsrat beantragt der Generalversammlung, den Sitz der Gesellschaft von Celerina nach Zug zu verlegen und die Statuten entsprechend anzupassen.</li><li>2. Generelle Statutenrevision: <b>Antrag:</b> Der Verwaltungsrat beantragt der Generalversammlung überdies die aktuellen Statuten der Gesellschaft einer generellen Revision zu unterziehen.</li></ol>

### **Dokumente:**

Der Vorschlag für die neuen Statuten kann bei der Gesellschaft angefragt werden.

### **Teilnahme, Vertretung:**

Die Aktionäre können sich durch einen bevollmächtigten Vertreter vertreten lassen; eine schriftliche Vollmacht ist beim Zutritt zur Versammlung vorzulegen. Ein Vollmachtsformular kann bei der Gesellschaft verlangt werden.

### **Stimmrechte:**

An der Generalversammlung sind die am 12. August 2020, 17.00 Uhr (MESZ), im Aktienregister mit Stimmrecht eingetragenen Aktionäre stimmberechtigt. Ab diesem Zeitpunkt bis und mit 14. August 2020 ist das Aktienregister geschlossen. In dieser Zeit werden keine Namenaktien ins Aktienregister eingetragen, die zur Ausübung des Stimmrechts an der Generalversammlung berechtigen.

Celerina, im Juli 2020

**Katakana SA**

Sandro Camilleri, Verwaltungsrat

## AGENDA

of the extraordinary shareholders' meeting

of

**Katakana SA, Celerina**

(the Company)

Dear shareholders,

I have pleasure to invite you to the extraordinary shareholders' meeting of Katakana SA with the following agenda:

<b>Date and time</b>	August 14, 2020, 10.00am
<b>Place</b>	MME Legal AG, Gubelstrasse 22, 6300 Zug
<b>Agenda</b>	<p>1. Relocation to Zug: <b>Proposal:</b> The board of directors proposes to the shareholders to relocate the Company from Celerina to Zug and to revise the current articles of association accordingly.</p> <p>2. General revision of the Company's articles of association: <b>Proposal:</b> The board of directors proposes to the shareholders' meeting to generally revise the current articles of association.</p>

### **Documents:**

The proposal for the new articles of association may be requested from the Company.

### **Participation, representation:**

Shareholders may be represented by an authorized representative; a written power of attorney must be presented upon admission to the meeting. A proxy form may be requested from the Company.

### **Voting rights:**

Shareholders entered with voting rights in the share ledger on August 12, 2020, 5.00pm (CEST) are entitled to vote at the shareholders' meeting. The share ledger will be closed from this date until and including August 14, 2020. During this period, no registered shares will be entered in the share ledger which entitle the holder to vote.

Celerina, in July 2020

**Katakana SA**

Sandro Camilleri, member of the board of directors