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**Minutes of the Annual General Meeting of
Gurit Holding AG, 9630 Wattwil, on 14 April 2021 at 4:30 p.m.
held at the premises of Gurit Services AG in 8050 Zurich, Switzerland**

Agenda:

1. Approval of Management Report, Annual and Consolidated Financial Statements 2020
 2. Decision on Appropriation of Retained Earnings 2020
 3. Granting of Discharge to the Members of the Board of Directors and the Executive Committee for the financial year 2020
 4. Elections (by individual vote)
 - 4.1. Re-election of Peter Leupp as Member and Chairman of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
 - 4.2. Re-election of Stefan Breitenstein, Bettina Gerharz-Kalte, Nick Huber and Philippe Royer as Members of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
 - 4.3. Election of Rudolf Hadorn as Member of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
 - 4.4. Election of the Members of the Nomination and Compensation Committee for the period until closing of the following Ordinary Annual General Meeting
 - 4.5. Election of Brunner Knobel Attorneys-at-law as independent proxy holder for the period until closing of the following Ordinary Annual General Meeting
 - 4.6. Re-election of PricewaterhouseCoopers AG, Zurich, as auditors for the period until closing of the following Ordinary Annual General Meeting
 5. Consultative vote on the Compensation Report 2020
 6. Approval of the maximum total amount of fixed compensation of the Board of Directors for the term of office 2021/2022
 7. Approval of the maximum total amount of fixed compensation of the Executive Committee for the period of July 1, 2021 to June 30, 2022
 8. Approval of the maximum total amount of performance-based compensation of the Executive Committee for the period of January 1, 2021 to December 31, 2021
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At 4:30 p.m. the Chairman of the Board of Directors, Mr Peter Leupp, opened the Annual General Meeting (AGM). He noted that the invitation was issued in due form and time on 17 March 2021 in compliance with the legal requirements. Further information and explanations of the agenda items were published on the website www.gurit.com. Today's General Meeting was held without shareholders present, in accordance with Art. 27 of the COVID-19 Regulation 3. No proposals for additions to

the agenda were received within the deadline. The annual report was made available for inspection at the company's headquarters in due time, whereby the following two clarifications were added after publication: (i) Martin Bisang holds a total of 100,000 bearer shares via Whale Holding AG / Whale Ventures AG, corresponding to 15.15% of all voting rights (page 23) and (ii) depending on the degree of fulfilment, the number of shares allocated to management varies between 0% and 150% (page 47).

The Chairman welcomed Mr Patrick Balkanyi as representative of the auditors PricewaterhouseCoopers AG and Dr Jürg Luginbühl on behalf of the independent proxy Vischer AG.

Mrs Veronica Lierau, General Counsel of the Gurit Group, was appointed by the Chairman as minute taker and vote counter.

For this General Meeting the **attendance** was announced as follows:

Out of a total of 660,000 shares (240,000 registered shares and 420,000 bearer shares), 239,660 registered shares with a par value of CHF 10 each and 216,533 bearer shares with a par value of CHF 50 each are represented by the independent proxy. According to §11 of the Articles of Association, each share carries one vote. Thus, a total of 69.12% of the votes are represented.

The Chairman noted that the General Meeting was duly convened and constituted and therefore has a quorum for all agenda items.

The Chairman thanked Mr Rudolf Hadorn, CEO until January 2021, and the entire Gurit Executive Committee as well as the more than 3,000 employees worldwide for the excellent performance in 2020 as well as for the crisis management and the enormous commitment under the very difficult conditions.

After these remarks, the Chairman began the discussion of the individual agenda items.

1. Approval of Management Report, Annual and Consolidated Financial Statements 2020

The Chairman referred to the annual and consolidated financial statements contained in the Annual Report and the corresponding reports of the Statutory Auditors. Furthermore, the Chairman drew attention to the Statutory Auditors' recommendation contained in the audit reports to approve both the annual financial statements and the consolidated financial statements 2020. The Chairman stated that the representative of the Statutory Auditors had confirmed to him before the General Meeting that he had no additional comments on the audit reports.

The proposal to approve the Management Report and the Annual and Consolidated Financial Statements 2020 was approved as follows:

		in percent
Votes for	456'181	100%
Votes against	0	0%
Abstentions	12	0%

2. Decision on Appropriation of Retained Earnings 2020

The proposal to distribute the amount of CHF 14,040,000 from the retained earnings 2020 of CHF 193,138,884 and to carry forward the residual amount of CHF 179,098,884 to the new account was approved as follows:

		in percent
Votes for	456'181	100%
Votes against	0	0%
Abstentions	12	0%

The Chairman pointed out that the dividend payment would be made on 20 April 2021.

3. Granting of Discharge to the Members of the Board of Directors and the Executive Committee for the financial year 2020

The Chairman stated that all persons who have participated in any way in the management of the company have no voting rights for this agenda item.

The proposal to grant discharge to all members of the Board of Directors and the Executive Board for the 2020 financial year *in globo* was then approved as follows:

		in percent
Votes for	453'260	99.36%
Votes against	207	0.04%
Abstentions	2'726	0.60%

4. Elections (by individual vote)

The Chairman explained that Mr Urs Kaufmann was not available for re-election as a member of the Board of Directors of Gurit Holding AG and took the opportunity to

thank Mr Urs Kaufmann for his great commitment, loyalty and constructive contributions over the last fifteen years.

4.1 Re-election of Peter Leupp as member and Chairman of the Board of Directors until the end of the next ordinary General Meeting

The General Meeting re-elected Mr **Peter Leupp** with a clear majority for a further one-year term of office until the end of the next Ordinary General Meeting as member and Chairman of the Board of Directors:

		in percent
Votes for	437'264	95.85%
Votes against	18'917	4.15%
Abstentions	12	0%

4.2 Re-election of Stefan Breitenstein, Bettina Gerharz-Kalte, Nick Huber and Philippe Royer as Members of the Board of Directors until the end of the next Annual General Meeting

4.2.1 The Annual General Meeting re-elected Mr **Stefan Breitenstein** as a member of the Board of Directors with a clear majority for a further one-year term of office until the conclusion of the next Annual General Meeting:

		in percent
Votes for	424'114	92.97%
Votes against	32'067	7.03%
Abstentions	12	0%

4.2.2 The General Meeting re-elected Dr. **Bettina Gerharz-Kalte** as a member of the Board of Directors with a clear majority for a further one-year term of office until the conclusion of the next ordinary General Meeting:

		in percent
Votes for	437'619	95.93%
Votes against	18'562	4.07%
Abstentions	12	0%

4.2.3 The General Meeting re-elected Mr **Nick Huber** as a member of the Board of Directors with a clear majority for a further one-year term of office until the conclusion of the next ordinary General Meeting:

		in percent
Votes for	430'148	94.29%
Votes against	26'033	5.71%
Abstentions	12	0%

4.2.4 The General Meeting re-elected Mr **Philippe Royer** as a member of the Board of Directors with a clear majority for a further one-year term of office until the conclusion of the next Ordinary General Meeting:

		in percent
Votes for	427'619	93.74%
Votes against	28'562	6.26%
Abstentions	12	0%

4.3 Election of Rudolf Hadorn as Member of the Board of Directors for the period until the end of the next Annual General Meeting

The Chairman stated that Mr Rudolf Hadorn was Chief Executive Officer of the Gurit Group from November 2007 until January 2021 and pointed out that during this time he contributed significantly to the success of the Gurit Group. He expressed his sincere thanks for his commitment and was pleased that Mr Rudolf Hadorn is available for election as a new member of the Board of Directors.

The Annual General Meeting elected Mr Rudolf Hadorn by a clear majority for a one-year term of office until the end of the next ordinary Annual General Meeting as a member of the Board of Directors:

		in percent
Votes for	432'702	94.85%
Votes against	16'791	3.68%
Abstention	6'700	1.47%

4.4 Election of the Members of the Nomination and Compensation Committee for the period until closing of the following Ordinary Annual General Meeting

4.4.1 The Annual General Meeting re-elected Dr. **Bettina Gerharz-Kalte** as a member of the Compensation Committee by a clear majority for a one-year term of office until the end of the next ordinary Annual General Meeting:

		in percent
Votes for	430'151	94.29%
Votes against	26'000	5.70%
Abstention	42	0.01%

4.4.2 The Annual General Meeting re-elected Mr **Nick Huber** as a member of the Compensation Committee for a one-year term of office until the conclusion of the next Annual General Meeting with a clear majority:

		in percent
Votes for	422'680	92.65%
Votes against	33'471	7.34%
Abstention	42	0.01%

4.4.3 The Annual General Meeting re-elected Mr **Peter Leupp** as a member of the Compensation Committee for a one-year term of office until the conclusion of the next Annual General Meeting with a clear majority:

		in percent
Votes for	430'171	94.30%
Votes against	25'980	5.69%
Abstention	42	0.01%

4.5 Election of Brunner Knobel Attorneys-at-Law as Independent Proxy until the conclusion of the next Annual General Meeting

The Chairman introduced Brunner Knobel Attorneys-at-Law as the new independent proxy and thanked the previous independent proxy Vischer AG for the good cooperation.

The General Meeting elected **Brunner Knobel Attorneys-at-Law** with a clear majority for a one-year term of office until the end of the next ordinary general meeting as an independent proxy:

		in percent
Votes for	455'681	99.89%
Votes against	500	0.11%
Abstention	12	0%

4.6 Re-election of PricewaterhouseCoopers AG, Zurich, as auditors for the period until closing of the following Ordinary Annual General Meeting

The Chairman explained that the term of office of Mr Patrick Balkanyi came to an end with this Annual General Meeting and that in the future Mr Thomas Wallmer will take over the position as responsible lead auditor and head of mandate of PricewaterhouseCoopers AG. The Chairman took the opportunity to thank Mr Patrick Balkanyi for the good cooperation.

The General Meeting re-elected **PricewaterhouseCoopers AG**, Zurich, as statutory auditors for a one-year term of office until the conclusion of the next Ordinary General Meeting with a clear majority:

		in percent
Votes for	429'147	94.07%
Votes against	27'034	5.93%
Abstention	12	0%

5. Consultative vote on the Compensation Report 2020

Based on a question received in writing, the Chairman explained that the change from Mr Rudolf Hadorn to Mr Mitja Schulz as CEO of the Gurit Group does not lead to any change in the compensation structure. There continues to be a fixed as well as a performance-related compensation with a share component. The performance-related compensation is limited to 65% of the total compensation and the salary of the new CEO will be disclosed in the Compensation Report 2021.

The proposal of the Board of Directors to take note of and approve the Compensation Report 2020 by way of an advisory vote was approved as follows:

		in percent
Votes for	395'001	86.59%
Votes against	61'180	13.41%
Abstention	12	0%

6. Approval of the maximum total amount of fixed compensation of the Board of Directors for the term of office 2021/2022

The proposal of the Board of Directors to approve the maximum total amount of fixed compensation for the members of the Board of Directors (six members including the Chairman) of CHF 720,000 in cash plus CHF 461,000 for the allotment

of 175 bearer shares (at an assumed price of CHF 2,633 per bearer share) of the Company for the period until the end of the Annual General Meeting 2022 was approved as follows:

		in percent
Votes for	454'722	99.68%
Votes against	877	0.19%
Abstention	594	0.13%

7. Approval of the maximum total amount of fixed compensation of the Executive Committee for the period of July 1, 2021 to June 30, 2022

The proposal of the Board of Directors to approve the maximum total amount of fixed compensation for the Executive Committee of a maximum of CHF 3,250,000 (nine members including CEO) for the period from July 1, 2021 to June 30, 2022 was adopted as follows.

		in percent
Votes for	454'722	99.68%
Votes against	877	0.19%
Abstentions	594	0.13%

8. Approval of the maximum total amount of performance-related compensation for the Executive Board for the period January 1, 2021, to December 31, 2021

The proposal of the Board of Directors to approve the maximum total amount of performance-related compensation for the Executive Committee of CHF 1,454,234 (plus statutory social security contributions of CHF 137,787) for the variable cash compensation and of CHF 2,369,700 (plus statutory social security contributions of CHF 226,701) for the allocation of a maximum of 900 bearer shares (at an assumed price of CHF 2,633 per bearer share) of the Company to be paid in April 2022 based on the results achieved in the financial year 2021 was approved as follows:

		in percent
Votes for	428'559	93.94%
Votes against	27'040	5.93%
Abstentions	594	0.13%

The President closed the General Assembly at 4:50 p.m.

The President:

The minute-taker and vote counter:

Peter Leupp

Veronica Lierau

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