

To the shareholders of
Zehnder Group AG

Invitation to the Annual General Meeting on Friday, 26 March 2021

Dear Shareholders

Unfortunately, due to the current situation regarding the coronavirus (COVID-19), it is still not possible to hold the Annual General Meeting in the usual framework.

Based on Art. 27 COVID-19 Ordinance 3, the Board of Directors of Zehnder Group AG has decided to hold the 2021 Annual General Meeting without the physical presence of the shareholders. The Board of Directors has taken this decision with great regret. The health and safety of our shareholders and our employees come first.

Accordingly, shareholders may exercise their rights exclusively by **casting their votes in writing or electronically and by granting power of attorney to the independent proxy Werner Schib, attorney-at-law and notary public, SwissLegal, Aarau.**

Shareholders are therefore not allowed to participate physically in the Annual General Meeting. The Annual General Meeting on 26 March 2021 will be held on the premises of the Zehnder Group AG at the company's headquarters in Gränichen by the Chairman of the Board of Directors, the Vice Chairman and the Secretary and Recording Secretary of the Board of Directors, in the presence of the independent proxy, a representative of the external auditor (via video conference) and a notary.

Holders of registered shares A cannot be represented by a third party or their legal representative. Holders of registered shares B can only be represented by proxy to the Chairman of the Board of Directors.

All shareholders can

- vote in writing or electronically and send their authorisation to the independent proxy with the enclosed form in the reply envelope provided for this purpose to Computershare Schweiz AG by 23 March 2021 at the latest, or
- participate in the elections and votes by electronic remote voting by issuing powers of attorney and instructions to the independent proxy by no later than 11:59 p.m. on Tuesday, 23 March 2021 via the electronic platform www.gvote.ch.

By signing the registration, the independent proxy is authorised to vote in favour of the proposals of the Board of Directors in the absence of written instructions to the contrary (see reverse side of the registration). This also applies if proposals are voted on at the Annual General Meeting which are not listed in the invitation.

Agenda

1. Presentation and approval of the operating and financial review of the Zehnder Group AG, the annual financial statements of the Zehnder Group AG and the consolidated financial statements

Motion: *The Board of Directors proposes that the operating and financial review, the annual financial statements and the consolidated financial statements for 2020 be approved.*

2. Discharge of the members of the Board of Directors and the Executive Committee

Motion: *The Board of Directors proposes that the members of the Board of Directors, as well as the members of the Executive Committee, be discharged for the financial year 2020 (by means of a single vote for all members of the Board of Directors and the Executive Committee).*

3. Resolution on the appropriation of the balance sheet profits

Net income for 2020 according to the income statement	CHF	10,527,796
+ retained earnings from previous year	CHF	341,420,259
Balance sheet profits	CHF	351,948,055

Motion: *The Board of Directors proposes that earnings be appropriated as follows:*

<i>Payment of dividends</i>	<i>CHF</i>	<i>14,670,000</i>
<i>Carry-forward to a new account</i>	<i>CHF</i>	<i>337,278,055</i>
<i>Balance sheet profits</i>	<i>CHF</i>	<i>351,948,055</i>

Explanatory note: The long-term dividend policy of the Zehnder Group makes provision for 30 to 50% of the consolidated net income excluding minority interests to be paid out in dividends. The proposal corresponds to a dividend per registered share A of CHF 1.25 (previous year: CHF 0.70).

Ex-dividend date	Tuesday, 30 March 2021
Record date	Wednesday, 31 March 2021
Payment date	Thursday, 1 April 2021

4. Approval of the total sum of future remuneration for the Board of Directors and the Executive Committee; advisory vote on the compensation report for 2020

4.1 Remuneration for the Board of Directors

Motion: *The Board of Directors proposes the approval of the total amount for the remuneration of the Board of Directors, consisting of 6 members, of a maximum of CHF 1,600,000 or the period of office until the conclusion of the next Annual General Meeting.*

Explanations: According to the Articles of Association, the shareholders vote annually on the maximum remuneration of the Board of Directors for the term of office until the next Annual General Meeting.

The proposed maximum compensation of the Board of Directors is CHF 200,000 less than the total amount proposed at the Annual General Meeting 2020 for the term of office until the Annual General Meeting 2021. The reduction compared to the last term of office is due to the discontinuation of the payment of variable cash compensation for additional services to members of the Board of Directors and a reduction of the designated reserve for share price fluctuations relevant for the share-based part of the fixed compensation. At the request of the Compensation Committee, the Board of Directors also increased the compensation for the Vice Chairman, the Chairman of the Audit Committee and the Chairman of the Nomination and Compensation Committee by a total of CHF 120,000 due to the expansion of their duties and responsibilities as decided by the Board of Directors (cf. Organisational Regulations at <https://www.zehndergroup.com/en/investor-relations/corporate-governance>).

4.2 Remuneration for the Executive Committee

Motion: *The Board of Directors proposes the approval of the total amount for the remuneration of the Executive Committee, consisting of 5 members, of a maximum of CHF 5,600,000 for the financial year 2021.*

Erläuterungen: According to the Articles of Association, the shareholders vote annually on the maximum remuneration of the Group Executive Board for the current financial year, i.e. prospectively.

The total amount requested for the Group Executive Committee includes, among other things, the maximum possible bonus opportunity as well as the value of the allocated performance share units, valued at the time of allocation multiplied by the maximum payout factor.

The amount proposed is CHF 300,000 higher than the total amount proposed for the previous year at the Annual General Meeting 2020. The increase compared to the previous year is due to the following:

- higher costs for the short-term incentive plan (STI) in the amount of approximately CHF 100,000 due to a planned further increase in performance,
- extension of the granting of the long-term share-based participation plan (LTI) to all members of the Group Executive Committee in 2021 in the amount of approximately CHF 200,000.

4.3 Advisory vote on the compensation report for 2020

Motion: *The Board of Directors proposes that the compensation report 2020 be approved (advisory vote).*

5. Elections

5.1 Elections to the Board of Directors and re-election of the Chairman

Motion: *The Board of Directors proposes the re-election of Urs Buchmann, Riet Cadonau, Jörg Walther, Ivo Wechsler, Milva Zehnder and Hans-Peter Zehnder as members of the Board of Directors and of Hans-Peter Zehnder as Chairman of the Board of Directors, for a term of office ending at the conclusion of the next Annual General Meeting. Information on the professional backgrounds of the current members of the Board of Directors can be found in the annual report, which is available at www.zehndergroup.com/en/investor-relations/reports-and-presentations. The elections will be held individually.*

5.1.1 *Re-election of Hans-Peter Zehnder as member and as Chairman of the Board of Directors*

5.1.2 *Re-election of Urs Buchmann*

5.1.3 *Re-election of Riet Cadonau*

5.1.4 *Re-election of Jörg Walther*

5.1.5 *Re-election of Ivo Wechsler*

5.1.6 *Re-election of Milva Zehnder*

5.2 Re-elections of the members of the Compensation Committee

Motion: *The Board of Directors proposes that Urs Buchmann, Riet Cadonau and Milva Zehnder be re-elected as members of the Compensation Committee for a term of office ending at the conclusion of the next Annual General Meeting. The elections will be held individually.*

5.2.1 *Re-election of Urs Buchmann*

5.2.2 *Re-election of Riet Cadonau*

5.2.3 *Re-election of Milva Zehnder*

5.3 Re-election of the independent proxy

Motion: *The Board of Directors proposes that Werner Schib, Attorney at Law and Notary, SwissLegal (Aarau), Jurastrasse 4, 5001 Aarau, be re-elected as the independent proxy for a term of office ending at the conclusion of the next Annual General Meeting.*

5.4 Re-election of the auditor

Motion: *The Board of Directors proposes that PricewaterhouseCoopers AG, Lucerne, be re-elected as statutory auditor for the 2021 financial year.*

6. Amendment of the Articles of Association

The Board of Directors proposes that the renaming of the Compensation Committee to «Nomination and Compensation Committee» due to the extension of its responsibilities be reflected in the Articles of Association. The term «Compensation Committee» shall therefore be replaced by the term «Nomination and Compensation Committee» in the following Articles of Association:

Article 12 item 2; 21 paragraph 4; 24; 27 (title) and paragraphs 1, 2 and 3; 32; 33 paragraphs 3 and 5; 35 and 36.

Documentation

The 2020 annual report (including management report and annual financial statements, consolidated financial statements, corporate governance report, compensation report, auditor's reports) are available to the shareholders for inspection at the company's headquarters in Gränichen, Switzerland, where they can also be ordered (telephone +41 62 855 15 20). The annual report 2020 was published on 24 February 2021 and is available for the download at <https://www.zehndergroup.com/en/investor-relations/general-meeting-of-shareholders>.

Voting rights

Entitled to vote are shareholders who are registered at the share register of Zehnder Group AG by 11 March 2021, 12:00 a.m. CET. Registered shareholders will automatically receive the invitation to the Annual General Meeting together with the agenda.

Questions concerning agenda items

As the situation regarding COVID-19 does not allow for physical participation in the Annual General Meeting, Zehnder Group offers its shareholders the opportunity to address questions to the Board of Directors via a «virtual speakers desk». This desk will be available to shareholders between 5 and 19 March 2021, 11.59 p.m., <https://www.zehndergroup.com/en/virtual-speakers-desk>.

The Board of Directors will respond to the most important questions at the Annual General Meeting and publish the answers together with the minutes of the Annual General Meeting.

Right to place items to the agenda

Shareholders registered with voting rights who individually or collectively represent at least five percent of the share capital of the Company may request that an item be included on the agenda of the Board of Directors. The request for an item to be included on the agenda must be submitted in writing to the Chairman of the Board of Directors at least 45 days prior to the Annual General Meeting, stating the agenda item and the motions (Art. 13 Articles of Association). The date of the Annual General Meeting 2022 will be published in the annual report and on the company website under «Investor Relations / Calendar» (www.zehndergroup.com/en/investor-relations/events).

Zehnder Group AG

On behalf of the Board of Directors

Gränichen, 4 March 2021

Hans-Peter Zehnder

Zehnder Group AG
Moortalstrasse 1
5722 Gränichen
Switzerland
www.zehndergroup.com
T +41 62 855 15 00
investor.relations@zehndergroup.com