



INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGM)

Tuesday, 9 April 2019, 10.00 a.m. (doors open at 9.30 a.m.)

Lake Side Zurich,
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AGENDA AND MOTIONS BY THE BOARD OF DIRECTORS

1. Approval of the annual report, the financial statements of VZ Holding Ltd and the consolidated financial statements for 2018; acknowledgement of the auditors' reports

The Board of Directors proposes that the annual report, the annual financial statements of VZ Holding Ltd and the consolidated financial statements for the financial year 2018 be approved.

2. Release of the members of the Board of Directors and the Executive Board

The Board of Directors proposes that the release of the members of the Board of Directors and the Executive Board for their activities in the financial year 2018 be approved.

3. Appropriation of the available profit of VZ Holding Ltd

Balance brought forward	CHF 50'106'558
Net profit for the year 2018 of VZ Holding Ltd	CHF 43'494'520
Available profit	CHF 93'601'078

The Board of Directors proposes appropriation of the available profit as follows:

Dividend	CHF 38'785'465
Balance carried forward	CHF 54'815'613

The dividend total of CHF 38'785'465 corresponds to a gross dividend of CHF 4.90 per registered share with a nominal value of CHF 0.25 each. If the AGM adopts this motion, the dividends will be paid out from 15 April 2019.

4. Elections

4.1 Elections to the Board of Directors and Election of the Chairman of the Board of Directors

The Board of Directors proposes the re-election of the following members as well as of the Chairman of the Board of Directors, each individually, for a new term of office of one year, until the end of the next AGM:

- Fred Kindle, as member as well as Chairman of the Board of Directors (in a single vote)
- Roland Iff, as member of the Board of Directors
- Dr. Albrecht Langhart, as member of the Board of Directors
- Roland Ledergerber, as member of the Board of Directors
- Olivier de Perregaux, as member of the Board of Directors

The members' CVs may be found in the annual report 2018 (Corporate Governance), as well as on the company website at www.vzch.com (Investors/Corporate Governance/Board of Directors).

4.2 Elections of the members of the Compensation Committee

The Board of Directors proposes the re-election of the following members of the Board of Directors as members of the Compensation Committee, each individually, for a term of office of one year, until the end of the next AGM:

- Fred Kindle
- Roland Ledergerber

5. Election of the Independent Proxy

The Board of Directors proposes the election of Law Office Keller Partnership, Alfred-Escher-Strasse 11, PO Box 1889, 8027 Zurich, as Independent Proxy of VZ Holding Ltd for a term of office of one year until the end of the next AGM.

6. Election of the Auditor for the financial year 2019

The Board of Directors proposes the re-election of PricewaterhouseCoopers Ltd, Zurich, as auditor of VZ Holding Ltd for the financial year 2019.

7. Approval of remunerations

7.1 Approval of remuneration of the Board of Directors

The Board of Directors proposes the approval of the maximum total amounting to CHF 403'000 (including employer's social security contributions) for the remuneration of the Board of Directors until the next AGM (2019/2020 term of office).

7.2 Approval of fixed remuneration of the Executive Board

The Board of Directors proposes the approval of the maximum total amounting to CHF 4'160'000 (including employer's social security contributions and other compensation) for the fixed remuneration of the Executive Board for the 2019 business year.

7.3 Approval of variable remuneration of the Executive Board

The Board of Directors proposes the approval of the total amounting to CHF 1'833'000 (including employer's social security contributions) for the variable remuneration of the Executive Board for the 2018 business year.

Additional information can be found in the remuneration report, which is part of the 2018 annual report.

ADMINISTRATIVE ISSUES

We kindly ask you to return the **completed and signed** registration form to VZ Holding Ltd's share register in the enclosed envelope by 2 April 2019.

Personal attendance

If you wish to attend the AGM in person, your admission ticket will be sent to the address specified in your registration.

Powers of attorney and instructions

Shareholders not attending the AGM may be represented by a **third person** or by the **Independent Proxy** in accordance with Article 689c OR and Articles 8 et seq. VegüV (Andreas G. Keller, Attorney-at-Law, Gehrenholzpark 2g, 8055 Zurich). Please note that powers of attorney and instructions are valid only for the AGM held on 9 April 2019. If the Independent Proxy does not receive any instructions, he will abstain from voting.

Electronic instructions

Shareholders may order their admission ticket or instruct the Independent Proxy electronically. Your one-time code is listed in the registration form. You may issue and amend instructions electronically up until 5 April 2019.

Voting right

At the AGM on 9 April 2019 only shares of VZ Holding Ltd registered in the share register on 4 April 2019 shall have voting rights. The share register will be closed from 5 to 9 April 2019. During this period, no shares entitling their holders to vote at the AGM on 9 April 2019 will be registered. The registration of shareholders for voting purposes **does not affect the tradability of shares** before, during or after an AGM.

Leaving the AGM early

For a correct presence count, shareholders who leave the AGM early are kindly requested to hand in their unused voting material on their way out.

Business report and auditors' reports

The business report consists of the annual report, the annual financial statements of VZ Holding Ltd, the consolidated financial statements, the remuneration report as well as the statutory auditors' reports for the financial year 2018. Shareholders may order a copy of the business report 2018, download it from the company's website: www.vzch.com (Investors/Financial reports) or inspect it from 8 March 2019 at the company's headquarter (Gotthardstrasse 6, 8002 Zurich).

Zurich, 1 March 2019

VZ Holding Ltd
For the Board of Directors



Fred Kindle

The AGM will be held in German. The invitation is published in German, English and French. In the event of inconsistencies in the English or French translations, the original German version shall prevail.