Template

This template is intended to cover situations that frequently arise in practice. However, it should not be considered as definitive, complete or tailored to any specific case. It does not constitute legal advice. This template should not be used without possessing qualified know-how or without first consulting a qualified advisor regarding the specific circumstances.

To the shareholders of

[**Sample Ltd**]

[Place, date]

**Invitation
to the Annual General Meeting regarding the financial year [2023]**

Dear shareholders,

On behalf of the Board of Directors, I invite you to the Annual General Meeting of [Sample Ltd]. The Annual General Meeting takes place as follows:

Date: [date]

Time: [time]

Form: [video conference[[1]](#footnote-2)] [physical meeting[[2]](#footnote-3)]

Participation: [dial-in link] [address of the meeting venue]

[The Annual General Meeting will be held via video conference.] In order to validly exercise your voting rights at the Annual General Meeting, we must be able to clearly identify you in advance. For this purpose, we ask you to [participate with an activated video camera and to] have a document of identification (passport, ID or Swiss driving licence) ready.

If you wish to be represented by a proxy, please complete the attached power of attorney and send a PDF scan of it by [date] to [email].

**Agenda**

1. **Welcome, appointment of the Secretary and statements**
2. **[Report by the CEO on the financial year [2023] and outlook for [2024][[3]](#footnote-4)]**
3. **Approval of the annual financial statement [2023]**

Motion of the Board of Directors: Approval of the annual financial statement.

1. **Use of the financial result**

Motion of the Board of Directors: Carry forward of the balance [profit / loss] to the new account.

1. **Discharge of the members of the Board of Directors and the Executive Management**

Motion of the Board of Directors: Granting discharge of the members of the Board and the Executive Management.

1. **Election / Re-election of the Board of Directors**

Motion of the Board of Directors: Re-election of [name], [name] and [name] for another term of office [and election of [name] für a term of office[[4]](#footnote-5)].

1. **[Election / Re-election of the auditor[[5]](#footnote-6)]**

[Motion of the Board of Directors: Re-election of [company], [registered office] as auditor for a [further] term of office.]

1. **Varia**

On behalf of the Board of Directors

[name]

Chair

**Power of Attorney
regarding the Annual General Meeting of [Sample Ltd]
concerning the financial year [2023]**

In case you are not able to attend the Annual General Meeting in person but wish to grant a proxy to exercise your voting rights in relation to your shares, please complete the following power of attorney and send a scanned PDF to [email] by [date] at the latest.

Full name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Number and type of shares: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

I hereby appoint and authorise:

❑ [name] as member of the **Board of Directors** (voting representative for corporate body, *Organstimmrechtsvertreter*), to exercise my voting rights in accordance with the motions of the Board of Directors;

or

❑ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (full name) as **independent voting representative** (*unabhängiger Stimmrechtsvertreter*) to exercise my voting rights as per the following instructions.

The following instructions are only to be completed if an independent voting representative is appointed. In the event of unclear, contradictory or incomplete instructions, the proxy will abstain from voting.

|  |  |  |  |
| --- | --- | --- | --- |
| **Agenda item** | **Approval** | **Rejection** | **Abstention** |
|  | (with regard to the motions of the BoD) |
| Approval of the annual financial statement [2023] | ❑ | ❑ | ❑ |
| Use of the financial result | ❑ | ❑ | ❑ |
| Discharge of the members of the Board of Directors and the Executive Management |  |  |  |
| [Name] | ❑ | ❑ | ❑ |
| [Name] | ❑ | ❑ | ❑ |
| [Name] | ❑ | ❑ | ❑ |
| Election / Re-election of the Board of Directors |  |  |  |
| [Name] (re-election) | ❑ | ❑ | ❑ |
| [Name] (re-election) | ❑ | ❑ | ❑ |
| [Name] (re-election) | ❑ | ❑ | ❑ |
| [Name] (new election) | ❑ | ❑ | ❑ |
| [Election / Re-election of the auditor] | ❑ | ❑ | ❑ |

Date Signature of shareholder

1. If provided for in the articles of association, the AGM can be held virtually by video call (marked in green). [↑](#footnote-ref-2)
2. If the AGM is held physically (with a meeting location) (marked in blue). [↑](#footnote-ref-3)
3. Optional. [↑](#footnote-ref-4)
4. Optional. [↑](#footnote-ref-5)
5. Unless the limited audit has been waived («*opting-out*»). [↑](#footnote-ref-6)