

INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING 2019

Wednesday, 5. June 2019, 11.00 a.m. (door opens 10.45 a.m.) at Niederer Kraft Frey AG, Bahnhofstrasse 53, 8001 Zurich, Switzerland.
The Annual Shareholders' Meeting will be conducted in German. The German version of this invitation is legally valid. This translation is a courtesy to our English speaking investors.

1. Approval of the management report, financial report and joint management report as well as acceptance of the auditor's report.

The Board of Directors proposes the approval of the management report, financial report and joint management report as well as acceptance of the auditor's report 2018.

2. Decision on the appropriation of the net result and payments of dividends by withdrawal from the capital reserve

The exchange rate of the balance sheet is EUR/CHF=1.1269 (as of December 31, 2018). The exchange rate of the profit and loss accounts is EUR/CHF=1.1548 (average exchange rate in FY 2018).

2.1 Appropriation of profits/losses

	k€ 2018	kCHF 2018
Profit at the beginning of fiscal year	-6'469	-7'079
Appropriation of net result as of annual shareholders' meeting	-	-
Withdraw from statutory capital reserves	18'750	21'649
Dividend distribution	-18'750	-21'649
Annual profit/loss	- 2'226	- 2'517
Accumulated profit/loss	- 8'695	- 9'650

	k€ 2018	kCHF 2018
Accumulated profit/loss	- 8'695	- 9'650
Allocation to statutory earning reserves	-	-
Withdraw from statutory earning reserves	-	-
Allocation to statutory capital reserves	-	-
Withdraw from statutory capital reserves	18'750	21'129
Divided payments	- 18'750	- 21'129
Balance to be carried forward	- 8'695	- 9'650

The Board of Directors proposes to carry forward the accumulated losses 8'695 thousand EUR (9'650 thousand CHF)

2.2 payments of dividends by withdrawal from the capital reserve

The Board of Directors proposes payment of a dividend via transfer from the capital reserve of EUR 0.75 (CHF 0.85) per share and 18'750 thousand EUR (21'129 thousand CHF) in total.

3. Exoneration of the members of the Board of Directors and the Group Executive Management

The Board of Directors proposes the Exoneration of the members of the board of directors and the Group Executive Management.

4. Amendment to the Articles of Association - Number of members of the Board of Directors

The Board of Directors proposes to waive the requirement of an even number of members of the Board of Directors currently laid down in the Articles of Association and to allow an uneven number. The proposed new version of Article 15 paragraph 1 of the Articles of Association of EDAG Engineering Group AG is listed in the Appendix.

5. Elections

5.1 Board of Directors

The Board of Directors proposes the election of the following members of the Board of Directors each for a term ending at the conclusion of the next annual shareholders' meeting:

- Mr. Georg Denoke
- Mr. Manfred Hahl
- Mr. Clemens Prändl
- Ms. Sylvia Schorr
- Dr. Philippe Weber

5.2 President of the Board of Directors

The Board of Directors proposes the re-election of Georg Denoke as President of the Board of Directors for a term ending at the conclusion of the next annual shareholders' meeting.

5.3. Nomination and Compensation Committee

The Board of Directors proposes the re-election of the following members of the Nomination and Compensation Committee each for a term ending at the conclusion of the next annual shareholders' meeting:

- Mr. Georg Denoke
- Dr. Philippe Weber

5.4 Independent Proxy

The Board of Directors proposes the election of ADROIT Anwälte, Zurich, as independent proxy for a term ending at the conclusion of the next annual shareholders' meeting.

5.5. Auditors

The Board of Directors proposes the election of Deloitte AG, Zurich as auditor for the fiscal year 2019.

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6. Approval of compensation for the Board of Directors and the Group Executive Management

6.1 Compensation Board of Directors

The Board of Directors proposes the approval of an aggregate compensation for the Board of Directors for a term until the next annual shareholders' meeting of a maximum amount of € 1'000'000.00.

6.2 Fixed Compensation Group Executive Management

The Board of Directors proposes the approval of an aggregate fixed compensation for the Group Executive Management for the fiscal year 2020 of maximum amount of € 1'750'000.00.

6.3 Variable Compensation Group Executive Management

The Board of Directors proposes the approval of the variable compensation for the Group Executive Management of € 734'125.00 (excluding social security contributions) for the fiscal year 2018.

DOCUMENTS

The Annual Report 2018 including the management report, financial report and joint management report as well as the auditor's report and the compensation report is available for inspection in print at the headquarter of the company in Arbon beginning April 3rd, 2019 or is available for download at <http://ir.edag.com/websites/edag/English/40/publications.html>. As of April 3rd, 2019 the documents may be ordered at the company.

ADMISSION

Shareholders who would like to participate the annual shareholders' meeting may order their admission ticket until May 31st, 2019 via their custodian bank or the company after presentation of proof of the deposit of the share(s) at their bank.

Custodian banks may order tickets at SEGETIS AG or the company until May 31st, 2019.

Shareholders may decide after receipt of the admission documents to participate in person at the annual shareholders' meeting, give proxy or give proxy and instructions electronically to the independent proxy of the company.

ISSUANCE OF PROXY AND INSTRUCTIONS

To issue a proxy, the admission ticket is to be signed and handed over to authorized representative. Shareholders may give proxy to the independent proxy of the company pursuant to Art. 689c OR, ADROIT Anwälte, Kalchbühlstrasse 4, CH-8038 Zurich, Switzerland.

When proxy is given to the independent proxy, the admission ticket is, together with instructions, to be returned to SEGETIS AG in the enclosed envelope. Written proxies need to be received by the independent proxy until June 4th, 2019. Should he receive no other written instructions, the independent proxy is instructed to abstain from voting pursuant to Art.10 Sec. 2 Swiss Ordinance Against Excessive

Pay at Publicly Listed Companies (VegüV). This is the case as well, should the Annual Shareholders' meeting decide on motions not mentioned in the invitation.

ELECTRONIC PROXY AND INSTRUCTIONS FOR THE INDEPENDENT PROXY

Proxies and instructions for the independent proxy may be issued electronically at www.netvote.ch/edag. The login will be handed to the shareholders together with the written documents for the Annual Shareholders' Meeting.

Electronic participation or changes of electronically given instructions are possible until Tuesday, June 4th, 2019, 04.00 p.m. CEST.

Once a proxy or an electronic proxy and instructions were issued, the shareholder has no right to personal admission at the annual shareholder's meeting.

The company has a total of 25,000,000 outstanding shares and 25,000,000 voting rights

Arbon, May 13th 2019

Board of Directors

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APPENDIX

Amendment proposed by EDAG Engineering Group AG for the Annual General Meeting on 5. June 2019

B. the Board of Directors

ARTICLE 15: ELECTION, TERM OF OFFICE, CONSTITUTION

The Board of Directors shall consist of ~~an uneven number of members~~ (at least four members). The term of office shall correspond to the legally permitted maximum term of one year and shall end at the end of the next ordinary General Meeting. Re-election is possible as long as the relevant member has not completed the age of 70.