

DKSH Holding Ltd. Invitation to the 87th Ordinary General Meeting

Zurich, April 7, 2020

To the shareholders of DKSH Holding Ltd.

Dear Shareholders,

The Board of Directors is pleased to invite you to the 87th Ordinary General Meeting of DKSH Holding Ltd.:

Date

Wednesday, May 13, 2020 at 10:00 a.m. (CEST)

Venue

DKSH Holding Ltd.
Wiesenstrasse 8
8008 Zurich
Switzerland

Please note that due to the current situation regarding the coronavirus (COVID-19), physical participation at the event is not possible (read more about what this means on page 5).

Agenda and motions

1. Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the Financial Year 2019; Reports of the Statutory Auditors

Motion of the Board of Directors:

Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the financial year 2019.

2. Appropriation of available earnings as per balance sheet 2019 and declaration of dividend

Retained earnings brought forward	CHF	577,428,165
Profit after tax	CHF	112,943,438
Available earnings as per balance sheet 2019	CHF	690,371,603

Motion of the Board of Directors:

The Board of Directors proposes the following distribution of dividends from available earnings¹:

Ordinary dividend	CHF	(123,581,630)
Balance to be carried forward	CHF	566,789,973

If this proposal is approved, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 1.90 per share. Subject to the approval of the shareholders, the distribution is expected to be made as from May 19, 2020. The record date is May 18, 2020. The shares will be traded ex-dividend as of May 15, 2020. The last trading day with entitlement to receive the dividend is May 14, 2020.

3. Discharge from liability of the members of the Board of Directors and of the Executive Committee for the Financial Year 2019

Motion of the Board of Directors:

Granting of discharge from liability to each member of the Board of Directors and of the Executive Committee for the financial year 2019.

¹ No dividend will be declared on treasury shares held by DKSH Holding Ltd.

4. Approval of the compensation of the members of the Board of Directors and the Executive Committee

4.1 Compensation of the Board of Directors

Motion of the Board of Directors:

Approval of the maximum aggregate amount of the compensation of the Board of Directors for the term of office until the next Ordinary General Meeting in the amount of CHF 2,800,000.

Explanation of the Board of Directors:

This proposal has been calculated based on the past compensation of the Board of Directors. The maximum aggregate amount of the compensation of the members of the Board of Directors for the term of office until the next Ordinary General Meeting shall consist of a fixed base compensation, applicable committee fees and social security contributions.

4.2 Compensation of the Executive Committee

Motion of the Board of Directors:

Approval of the maximum aggregate amount of the compensation of the members of the Executive Committee for the financial year 2021 in the amount of CHF 18,500,000.

Explanation of the Board of Directors:

The maximum aggregate amount of the compensation encompasses the members of the Executive Committee i.e. in total 10 persons. The maximum aggregate amount of the compensation of the members of the Executive Committee for the financial year 2021 shall consist of a fixed compensation (including social security contributions), a short-term performance-based compensation and a long-term performance-based compensation in the form of Performance Share Units (“PSUs”), which will entitle the members of the Executive Committee to receive, after the expiry of a vesting period of three years and subject to the achievement of certain performance objectives, from 0 up to a maximum of 1.5 shares of DKSH Holding Ltd. for each PSU.

Therefore, the maximum aggregate amount of the compensation of the members of the Executive Committee submitted to the shareholders' vote is potentially higher than the amount of compensation that will be effectively paid out to the members of the Executive Committee based on the performance achieved. The amount effectively paid out or granted will be disclosed in the compensation report of the respective financial year. In 2019, the total amount of compensation paid out or granted to the Executive Committee was CHF 13,565,000, well within the maximum aggregate amount of compensation approved for the Executive Committee (formerly designated as Senior Executive Team) by the 2018 Ordinary General Meeting of CHF 18,500,000. Further details on the compensation of the Executive Committee for the financial year 2019 can be found in the Compensation Report 2019.

5. Re-elections of the members of the Board of Directors, election of the Chairman of the Board of Directors and elections of the members of the Nomination and Compensation Committee

5.1 Re-elections of the members of the Board of Directors

Motions of the Board of Directors:

Separate re-election of each of the following current members of the Board of Directors for a term of office until completion of the next Ordinary General Meeting:

- Dr. Wolfgang Baier
- Mr. Jack Clemons
- Mr. Marco Gadola
- Dr. Frank Ch. Gulich
- Mr. Adrian T. Keller
- Mr. Andreas W. Keller
- Ms. Prof. Dr. Annette G. Köhler
- Dr. Hans Christoph Tanner and
- Ms. Eunice Zehnder-Lai.

5.2 Election of the Chairman of the Board of Directors

Motion of the Board of Directors:

Election of Mr. Marco Gadola as Chairman of the Board of Directors for a term of office until completion of the next Ordinary General Meeting.

5.3 Elections of the members of the Nomination and Compensation Committee

Motions of the Board of Directors:

a) Separate re-election of each of the following members of the Board of Directors as members of the Nomination and Compensation Committee for a term of office until completion of the next Ordinary General Meeting:

- Dr. Frank Ch. Gulich and
- Ms. Eunice Zehnder-Lai

Mr. Andreas W. Keller will not stand for re-election to the Nomination and Compensation Committee.

b) Separate election of the following member of the Board of Directors as member of the Nomination and Compensation Committee for a term of office until completion of the next Ordinary General Meeting:

- Mr. Adrian T. Keller

6. Re-election of the Statutory Auditors

Motion of the Board of Directors:

Re-election of Ernst & Young Ltd., Zurich, as Statutory Auditors of DKSH Holding Ltd. for the financial year 2020.

7. Re-election of the Independent Proxy

Motion of the Board of Directors:

Re-election of Mr. Ernst A. Widmer, Zurich, as Independent Proxy until completion of the next Ordinary General Meeting.

Sincerely yours

DKSH Holding Ltd.

On behalf of the Board of Directors



Adrian T. Keller

Chairman of the Board of Directors

Enclosures:

- Reply form (with envelope) and instruction form to the Independent Proxy

Organizational notes

Documents

Registered shareholders will find enclosed the reply form (with envelope) including the instruction form for instructions to the Independent Proxy.

The Annual Report 2019 (including the Annual Financial Statements, the Group Consolidated Financial Statements and the Compensation Report) as well as the reports of the Statutory Auditors have been available to shareholders for inspection at the Company's registered offices since February 10, 2020. The Annual Report is also accessible on DKSH's website at <https://www.dksh.com/global-en/home/investors/financial-results-and-presentations> and may be downloaded.

Submission of agenda items

On March 20, 2020, DKSH Holding Ltd. published a notice in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*) inviting qualifying shareholders to submit their requests for the inclusion of individual items on the agenda by no later than March 27, 2020. No such requests were submitted.

Voting rights and the exercise of shareholder rights

Shareholders registered in the share register of DKSH Holding Ltd. on May 4, 2020 at 5 p.m. (CEST) are entitled to vote at the Ordinary General Meeting. The share register will be blocked for entries from May 5, 2020 until (and including) May 13, 2020. Shareholders who divest their shares during this period are no longer entitled to vote at the General Meeting.

At the time of distribution of this invitation, the organization of public and private events is prohibited according to Article 6 of Ordinance 2 on measures to combat the coronavirus (COVID-19) (COVID-19 Ordinance 2). **The Board of Directors has therefore decided – on the basis of Article 6a of COVID-19 Ordinance 2 – that shareholders who are entitled to vote may exercise their rights exclusively through the Independent Proxy, Mr. Ernst A. Widmer, Quadra Rechtsanwälte AG, Marktgasse 12, P.O. Box, CH-8021 Zurich. Physical participation in the General Assembly is not possible. Thank you for your understanding.**

Shareholders may choose whether to issue their power of attorney and instructions to the Independent Proxy in writing or electronically. Powers of attorney and instructions issued prior to the distribution of this invitation, notably with regard to the canceled Ordinary General Meeting of March 19, 2020, are no longer valid.

a) Written appointment of Independent Proxy and transmission of instructions:

Shareholders who want to appoint the Independent Proxy and give instructions in writing should use the enclosed admission card. Any power of attorney that is not duly signed will not be taken into account at the General Meeting. We must have received your reply form at the address indicated on the reply envelope by May 11, 2020, at the latest.

b) Electronic appointment of Independent Proxy and transmission of instructions:

Shareholders who want to appoint the Independent Proxy and give instructions electronically should do so at www.netvote.ch/dksh by May 11, 2020, 12:00 noon (CEST). Any amendments to instructions provided electronically also have to be made at www.netvote.ch/dksh by May 11, 2020, 12:00 noon (CEST). The respective login data (username and password) are provided on the attached reply form.