

DKSH Holding Ltd. Invitation to the 89th Ordinary General Meeting



Delivering Growth – in Asia and Beyond.

Zurich, February 17, 2022

To the shareholders of DKSH Holding Ltd.

Dear Shareholders,

The Board of Directors is pleased to invite you to the 89th Ordinary General Meeting of DKSH Holding Ltd.:

Date

Thursday, March 17, 2022 at 10:00 a.m. (CET)

Venue

DKSH Holding Ltd.
Wiesenstrasse 8
8008 Zurich
Switzerland

Please note that due to the situation regarding the coronavirus (COVID-19) at the time of the organisation of the Ordinary General Meeting, physical participation at the event is **not** possible (read more about what this means on page 6).

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 2021

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 2021.

2. Appropriation of available earnings as per balance sheet 2021 and declaration of dividend

Retained earnings brought forward	CHF	574,645,268
Allocation of legal reserves from retained earnings for own shares	CHF	(3,951,989)
Profit after tax	CHF	128,801,490
Available earnings as per balance sheet 2019	CHF	699,494,769

Motion of the Board of Directors:
The Board of Directors proposes the following distribution of dividends from available earnings in 2021¹:

Ordinary dividend	CHF	(133,338,074)
Balance to be carried forward	CHF	566,156,695

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

If this proposal is approved, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 2.05 per share. Subject to the approval of the shareholders, the distribution is expected to be made as from March 23, 2022. The record date is March 22, 2022. The shares will be traded ex-dividend as of March 21, 2022. The last trading day with entitlement to receive the dividend is March 18, 2022.

3. Discharge from liability of the members of the Board of Directors and of the Executive Committee for the Financial Year 2021

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 2021.

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

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 corresponds to the proposal of the Board of Directors at the last Ordinary General Meeting. 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 Executive Committee for the financial year 2023 in the amount of CHF 19,500,000.

Explanation of the Board of Directors:

The maximum aggregate amount of the compensation encompasses the members of the Executive Committee, i.e. in total 12 persons. The maximum aggregate amount of the com-

penensation of the members of the Executive Committee for the financial year 2023 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 Executive Committee submitted to the shareholders' vote is normally 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 2021, the total amount of compensation paid out or granted to the Executive Committee was CHF 15,994,000,

well within the maximum aggregate amount of compensation approved for the Executive Committee by the 2020 Ordinary General Meeting of CHF 18,500,000. Further details on the compensation of the Executive Committee for the financial year 2021 can be found in the Compensation Report 2021.

5. Reelections of the members of the Board of Directors and the Chairman of the Board of Directors as well as elections of the members of the Nomination and Compensation Committee

5.1 Reelections of the members of the Board of Directors

Motions of the Board of Directors:
Separate reelection 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
- Mr. Adrian T. Keller
- Mr. Andreas W. Keller

- Prof. Dr. Annette G. Köhler
- Dr. Hans Christoph Tanner and
- Ms. Eunice Zehnder-Lai

Dr. Frank Ch. Gulich, who joined the Board of Directors in 2001 (in a predecessor company) will not stand for reelection. The Board of Directors thanks Dr. Frank Ch. Gulich warmly for his long-standing and valuable contributions and wishes him all the best in his future endeavors.

5.2 Reelection of the Chairman of the Board of Directors

Motion of the Board of Directors:
Reelection 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 reelection 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:

- Mr. Adrian T. Keller and
- Ms. Eunice Zehnder-Lai

b) Separate election of Dr. Hans Christoph Tanner as new member of the Nomination and Compensation Committee for a term of office until completion of the next Ordinary General Meeting.

6. Reelection of the Statutory Auditors

Motion of the Board of Directors:
Reelection of Ernst & Young Ltd., Zurich, as Statutory Auditors of DKSH Holding Ltd. for the financial year 2022.

7. Reelection of the Independent Proxy

Motion of the Board of Directors:
Reelection of Mr. Ernst A. Widmer, Zurich, as Independent Proxy for a term of office until completion of the next Ordinary General Meeting.

Sincerely yours

DKSH Holding Ltd.

On behalf of the Board of Directors



Marco Gadola

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 2021 (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 9, 2022. The Annual Report is also accessible on DKSH's website at <https://www.dksh.com/global-en/home/investors/results-and-publications> and may be downloaded.

Submission of agenda items

On January 7, 2022, 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 January 31, 2022. No such requests were submitted.

Voting rights and the exercise of shareholder rights

Shareholders registered in the share register of DKSH Holding Ltd. on March 8, 2022 at 5 p.m. (CET) are entitled to vote at the Ordinary General Meeting. The share register will be blocked for entries from March 9, 2022 until (and including) March 17, 2022. Shareholders who divest their shares during this period are no longer entitled to vote at the General Meeting.

Due to the situation regarding the coronavirus (COVID-19) at the time of the organisation of the Ordinary General Meeting, the Board of Directors has decided – on the basis of Article 27, first paragraph letter b, of the Ordinance 3 on Measures to Combat the Coronavirus (COVID-19) – that shareholders who are entitled to vote may exercise their rights exclusively through the Independent Proxy, Mr. Ernst A. Widmer, EAW Legal, Beethovenstrasse 5, CH-8002 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.

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 March 15, 2022, 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 <https://dksh.netvote.ch> by March 15, 2022, 12:00 noon (CET). Any amendments to instructions provided electronically also have to be made at <https://dksh.netvote.ch> by March 15, 2022, 12:00 noon (CET). The respective login data (username and password) are provided on the attached reply form.

DKSH Holding Ltd.

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