



**Category:** Notifications issued to company members

**Sub-category:** Invitation to the General Meeting

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## Invitation to the ordinary general meeting TE Connectivity Ltd.

**Organisation concerned:**

TE Connectivity Ltd.

CHE-114.934.754

Mühlenstrasse 26

8200 Schaffhausen

**General meeting details:**

15.03.2023, 14:00 Uhr, The Park Hyatt Zurich, Beethoven-Strasse 21, 8002 Zurich, Switzerland

**Invitation/Agenda:**

Please find the invitation with the agenda items and the motions as well as further information regarding the Annual General Meeting of TE Connectivity Ltd. in the PDF attachment.

# TE CONNECTIVITY LTD.

## Schaffhausen

### Invitation to Annual General Meeting of Shareholders

**Time and Date:** 2:00 p.m., Central European Time, on March 15, 2023

**Place:** The Park Hyatt Zurich, Beethoven-Strasse 21, 8002 Zurich, Switzerland

### Agenda Items

#### Agenda item 1: ELECTION OF DIRECTORS

##### **Motion Proposed by the Board of Directors:**

At the Annual General Meeting, upon the recommendation of the Nominating, Governance and Compliance Committee, the Board of Directors proposes twelve (12) nominees for individual election as directors to hold office until the Annual General Meeting of shareholders in 2024. Eleven (11) nominees are current directors of TE Connectivity Ltd. One director nominee, Jean-Pierre Clamadieu, is not a current director of TE Connectivity Ltd. The Nominating, Governance and Compliance Committee retained a third party search firm to assist it in identifying Mr. Clamadieu for Board membership. Current board member Yong Nam was not nominated for re-election because he has reached the board's retirement age.

##### **Explanation**

The Company's Board Governance Principles require that the Board as a whole is constituted to be strong in its collective knowledge of and diversity of experience in accounting and finance, management and leadership, vision and strategy, business operations, business judgment, crisis management, risk assessment, industry knowledge, corporate governance and global markets. The Nominating, Governance and Compliance Committee designs searches for candidates to fill vacancies on the board and makes recommendations for director nominations to the board. When preparing to search for a new director, the committee takes into account the experience, qualifications, skills and expertise of the board's current members. The committee seeks candidates who have a history of achievement and leadership and are experienced in areas relevant to the Company's business such as international trade, finance, technology, manufacturing processes and marketing. The committee also considers independence, as defined by applicable law, stock exchange listing standards and the categorical standards listed in the Company's Board Governance Principles. To assist with determining the needs of the

board, the Nominating, Governance and Compliance Committee developed and maintains a Diversity and Skills Matrix to assist in the consideration of the appropriate balance of experience, skills and attributes required of a director and to be represented on the board of directors as a whole. The Diversity and Skills Matrix is based on the Company's strategic plan and is reviewed and updated by the Board on a regular basis. The Nominating, Governance and Compliance Committee evaluates candidates against the Diversity and Skills Matrix when determining whether to recommend candidates for initial election to the Board of Directors and when determining whether to recommend currently serving directors for re-election. In addition, our Board considers director tenure in connection with evaluating current directors for nomination for re-election. It is the general policy of the Board not to nominate directors who have reached the age of 72 for re-election. The Board and the Company believe that all nominees possess qualities, business knowledge and personal attributes valuable to their service on the Board and that all have demonstrated commitment to ethical and moral values and personal and professional integrity. The Board of Directors has concluded that the experience, qualifications, skills and expertise of each director nominee qualifies each nominee to serve as a director of the Company.

**Accordingly, the Board of Directors recommends a vote "for"** the election of each of the following twelve (12) nominees for director:

Jean-Pierre Clamadieu  
Terrence R. Curtin  
Carol A. ("John") Davidson  
Lynn A. Dugle  
William A. Jeffrey  
Thomas J. Lynch  
Syaru Shirley Lin  
Heath A. Mitts  
Abhijit Y. Talwalkar  
Mark C. Trudeau  
Dawn C. Willoughby  
Laura H. Wright

#### Agenda item 2: ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

##### **Motion Proposed by the Board of Directors:**

At the Annual General Meeting, upon the recommendation of the Nominating, Governance and Compliance Committee, the Board of Directors proposes Thomas J. Lynch for election as Chairman of the Board to hold office until the annual general meeting of shareholders in 2024.

##### **Explanation**

Swiss regulations provide that shareholders must elect the chair of the Company's Board of Directors. Mr. Lynch is the current Chairman of TE Connectivity Ltd. Mr. Lynch has extensive executive leadership experience in the electronics industry, having served as our chief executive officer for eleven years and, before that, as lead executive of business units at the company's former parent. He has gained international expertise through management of the Company's world-wide presence and as a member of the U.S. China Business Council through June 2018. Mr. Lynch's education in accounting and commerce and experience on the audit, compensation and nominating committees of the boards of other large corporations provide him with valuable perspective for service on our Board. In the event of a negative vote on this agenda item by shareholders, the Board of Directors will call an extraordinary general meeting of shareholders for re consideration of this agenda item by shareholders.

**Accordingly, the Board of Directors recommends a vote "for"** the election of Thomas J. Lynch as Chairman of the Board of Directors.

#### Agenda item 3: ELECTION OF THE MEMBERS OF THE MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE

##### **Motion Proposed by the Board of Directors:**

At the Annual General Meeting, upon the recommendation of the Nominating, Governance and Compliance Committee, the Board of Directors proposes the election of each of Abhijit Y. Talwalkar, Mark C. Trudeau and Dawn C. Willoughby individually as members of the Management Development and Compensation Committee to hold office until the annual general meeting of shareholders in 2024.

##### **Explanation**

Swiss regulations provide that shareholders must individually elect the members of the Management Development and Compensation Committee of the Company's Board of Directors. Each Nominee is a current director of TE Connectivity Ltd. and currently serves on the Management Development and Compensation Committee. In the event of a negative vote on this agenda item by shareholders, the Board of Directors will call an extraordinary general meeting of shareholders for re consideration of this agenda item by shareholders.

**Accordingly, the Board of Directors recommends a vote "for"** the election of each of Abhijit Y. Talwalkar, Mark C. Trudeau and Dawn C. Willoughby to the Management Development and Compensation Committee.

**Agenda item 4:**

**ELECTION OF THE INDEPENDENT PROXY**

**Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that Dr. René Schwarzenbach, of Proxy Voting Services GmbH, or another individual representative of Proxy Voting Services GmbH if Dr. Schwarzenbach is unable to serve at the meeting, be elected to serve as the independent proxy at our 2024 annual general meeting of shareholders and also at any shareholder meeting that may be held prior to the 2024 annual general meeting.

**Explanation**

Under Swiss law, our shareholders must elect an independent proxy to serve as a voting proxy at our shareholder meetings for shareholders who wish to vote at the meeting by proxy. The main task of the independent proxy is to vote shares held by shareholders of record at the shareholder meeting if instructed to do so by the shareholder. The independent proxy will vote the shares as instructed by the shareholder. If the shareholder authorized the independent proxy to vote the shareholders' shares without giving instructions, the independent proxy will abstain from voting the shares.

**Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 4.**

**Agenda item 5:**

**APPROVAL OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2022**

***Agenda Item No. 5.1: Approval of the 2022 Annual Report of TE Connectivity Ltd. (excluding the statutory financial statements for the fiscal year ended September 30, 2022, the consolidated financial statements for the fiscal year ended September 30, 2022 and the Swiss Statutory Compensation Report for the fiscal year ended September 30, 2022)***

**Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that the 2022 Annual Report of TE Connectivity Ltd. (excluding the statutory financial statements for the fiscal year ended September 30, 2022, the consolidated financial statements for the fiscal year ended September 30, 2022 and the Swiss Statutory Compensation Report for the fiscal year ended September 30, 2022) be approved.

**Explanation**

Our 2022 Annual Report includes the statutory financial statements of TE Connectivity Ltd. (which do not consolidate the results of operations for

our subsidiaries) for the fiscal year ended September 30, 2022 and the TE Connectivity Ltd. consolidated financial statements for the fiscal year ended September 30, 2022, and contains the reports of our Swiss registered auditor and our independent registered public accounting firm, as well as information on our business and organization. Copies of our 2022 Annual Report are available on the Internet at <http://www.te.com/TEAnnualMeeting>. Under Swiss law, certain portions of our annual report must be submitted to shareholders for approval or disapproval at each Annual General Meeting. This agenda item must be submitted to shareholders for approval or disapproval in addition to the statutory financial statements and the consolidated financial statements, which are presented separately for approval as Agenda Items No. 5.2 and No. 5.3, respectively. In the event of a negative vote on this agenda item by shareholders, the Board of Directors will call an extraordinary general meeting of shareholders for re consideration of this agenda item by shareholders.

**Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 5.1.**

***Agenda Item No. 5.2: Approval of the statutory financial statements of TE Connectivity Ltd. for the fiscal year ended September 30, 2022***

**Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that the statutory financial statements of TE Connectivity Ltd. for the fiscal year ended September 30, 2022 be approved.

**Explanation**

TE Connectivity Ltd.'s statutory financial statements for the fiscal year ended September 30, 2022 are contained in our 2022 Annual Report. Our 2022 Annual Report also contains the report of our Swiss registered auditor with respect to the statutory financial statements of TE Connectivity Ltd. Under Swiss law, our statutory financial statements must be submitted to shareholders for approval or disapproval at each Annual General Meeting. In the event of a negative vote on this agenda item by shareholders, the Board of Directors will call an extraordinary general meeting of shareholders for re consideration of this agenda item by shareholders. Deloitte AG, Zurich, Switzerland, as our Swiss registered auditor, has issued an unqualified recommendation to the Annual General Meeting that the statutory financial statements of TE Connectivity Ltd. for the fiscal year ended September 30, 2022 be approved. As our Swiss registered auditor, Deloitte AG has expressed its opinion that the statutory financial statements for the fiscal year ended September 30, 2022 comply with Swiss law and our articles of association and has reported on other legal requirements. Representatives of Deloitte AG will be available at the Annual General Meeting and will have an opportunity to make a statement if they wish.

**Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 5.2.**

***Agenda Item No. 5.3: Approval of the consolidated financial statements of TE Connectivity Ltd. for the fiscal year ended September 30, 2022***

**Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that the consolidated financial statements of TE Connectivity Ltd. for the fiscal year ended September 30, 2022 be approved.

**Explanation**

Our consolidated financial statements for the fiscal year ended September 30, 2022 are contained in our 2022 Annual Report, which accompanies this proxy statement. Our 2022 Annual Report also contains the report of our Swiss registered auditor with respect to the consolidated financial statements. Under Swiss law, our consolidated financial statements must be submitted to shareholders for approval or disapproval at each Annual General Meeting. In the event of a negative vote on this agenda item by shareholders, the Board of Directors will call an extraordinary general meeting of shareholders for re consideration of this agenda item by shareholders. Deloitte AG, Zurich, Switzerland, as our Swiss registered auditor, has issued an unqualified recommendation to the Annual General Meeting that the consolidated financial statements of TE Connectivity Ltd. for the fiscal year ended September 30, 2022 be approved. As our Swiss registered auditor, Deloitte AG has expressed its opinion that the consolidated financial statements present fairly, in all material respects, the financial position, the results of operations and the cash flows of TE Connectivity in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and comply with Swiss law and has reported on other legal requirements. Representatives of Deloitte AG will attend the Annual General Meeting and will have an opportunity to make a statement if they wish.

**Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 5.3.**

**Agenda item 6:**

**RELEASE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS FOR ACTIVITIES DURING THE FISCAL YEAR ENDED SEPTEMBER 30, 2022**

**Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that shareholders release the members of the Board of Directors and executive officers of TE Connectivity from liability for their activities during the fiscal year ended September 30, 2022.

#### **Explanation**

As is customary for Swiss corporations and in accordance with article 698, subsection 2, item 7 of the Swiss Code of Obligations ("Swiss Code"), shareholders are requested to release the members of the Board of Directors and the executive officers of TE Connectivity from liability for their activities during the fiscal year ended September 30, 2022. This release from liability claims brought by TE Connectivity or its shareholders against members of the Board of Directors and executive officers of TE Connectivity for activities carried out during the fiscal year ended September 30, 2022 is only effective with respect to facts that have been disclosed to shareholders. This release binds shareholders who either voted in favor of the agenda item or who subsequently acquired shares with knowledge of the resolution. Registered shareholders that do not vote in favor of this agenda item are not bound by the result for a period ending twelve months after the vote.

**Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 6.**

#### **Agenda item 7:**

##### **ELECTION OF AUDITORS**

***Agenda Item No. 7.1: Election of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 29, 2023***

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that our shareholders elect Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 29, 2023.

#### **Explanation**

The election of our independent registered public accounting firm is recommended by our Audit Committee to the Board of Directors for approval by our shareholders annually. The Audit Committee reviews both the audit scope and estimated fees for professional services for the coming year. The Audit Committee has recommended the ratification of the engagement of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 29, 2023. Representatives of Deloitte & Touche LLP will be available at the Annual General Meeting and will have an opportunity to make a statement if they wish.

**Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 7.1.**

***Agenda Item No. 7.2: Election of Deloitte AG, Zurich, Switzerland as our Swiss registered auditor until our next annual general meeting***

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that Deloitte AG, Zurich, Switzerland be elected as the Company's Swiss registered auditor until our next annual general meeting.

#### **Explanation**

Under Swiss law, our shareholders must elect an independent Swiss registered public accounting firm. The Swiss registered auditor's main task is to audit our consolidated financial statements and the statutory financial statements of TE Connectivity. Our Board of Directors has recommended that Deloitte AG, Zurich, Switzerland, be elected as our Swiss registered auditor for our consolidated financial statements and the statutory financial statements of TE Connectivity Ltd. Representatives of Deloitte AG will be available at the Annual General Meeting and will have an opportunity to make a statement if they wish.

**Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 7.2.**

***Agenda Item No. 7.3: Election of PricewaterhouseCoopers AG, Zurich, Switzerland as special auditing firm until our next annual general meeting***

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that PricewaterhouseCoopers AG, Zurich, Switzerland be elected as our special auditing firm until our next annual general meeting.

#### **Explanation**

Under Swiss law, special reports by an auditor are required in connection with certain corporate transactions, including certain types of increases and decreases in share capital.

**Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 7.3.**

#### **Agenda item 8:**

##### **ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION**

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that shareholders approve, on an advisory (non binding) basis, the compensation of our named executive officers. We explain this compensation pursuant to the compensation disclosure rules

of the SEC in the Compensation Discussion and Analysis ("CD&A"), the Fiscal 2022 Summary Compensation table, and related tables and discussions in the proxy statement.

#### **Explanation**

This proposal gives shareholders the opportunity to cast a non binding advisory vote to approve the compensation of our named executive officers. This vote often is referred to as "say on pay." TE Connectivity's executive compensation philosophy is designed to deliver competitive total compensation that will reward executives for achieving business unit and corporate performance objectives and will attract, motivate and retain leaders who will drive the creation of shareholder value. In order to implement that philosophy, the Management Development and Compensation Committee ("MDCC") has established a disciplined process for adopting executive compensation programs and individual executive officer pay packages. Among other things, the MDCC analyzes competitive market data, reviews each executive officer's role and performance assessment, and consults with an independent compensation consultant. Our executive compensation program has several features that were designed to ensure that compensation is consistent with TE Connectivity's executive compensation philosophy.

- For fiscal year 2022, the value of our named executive officer's annual long term incentive award is in the form of stock options and performance stock units to drive long term performance and alignment with shareholder interests.
- Awards of stock options have a four year vesting period, and awards of performance stock units have a three year cliff vesting period, to further emphasize long term performance and executive officer commitment.
- Our annual incentive plan incorporates four financial or operational performance metrics in order to properly balance risk with compensation incentives.
- The annual incentive program incorporates a cap on the maximum payout to further manage risk and reduce the possibility of excessive payments.
- Through our compensation risk assessment process, we have determined that our incentive compensation programs are not reasonably likely to create a material risk to the Company.
- Our Share Ownership and Retention Requirement Plan, together with the design of the long term incentive awards, drives long term executive stock ownership.

Our executive compensation philosophy emphasizes performance based pay. The Pay Mix chart in the CD&A demonstrates that in fiscal year 2022, performance based incentives constituted about 91% of total direct compensation for our CEO and 82% of total direct compensation for our other named executive officers. Similarly, since TE Connectivity became a public company in 2007, pay levels have been relatively low in fiscal years

in which the Company has not met its target performance measures and relatively high in years in which Company performance has been strong. We encourage shareholders to read the CD&A, which discusses in greater detail how our compensation policies and procedures align with our executive compensation philosophy. The MDCC believes that our executive compensation programs and executive officer pay levels are consistent with our executive compensation philosophy, fully support the goals of that philosophy, and provide an appropriate balance between risk and incentives.

#### **Text of the Shareholders Resolution**

IT IS RESOLVED, that shareholders of TE Connectivity Ltd. approve, on an advisory basis, the compensation of the named executive officers of the Company, as disclosed in the proxy statement for the 2023 Annual General Meeting pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Fiscal 2022 Summary Compensation table, and the other related tables and discussions.

**Accordingly, the Board of Directors recommends a vote "for"** approval of agenda item 8.

#### **Agenda item 9:**

##### **ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION**

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that shareholders provide advisory (non-binding) approval of the frequency of advisory votes on executive compensation at the company, such as Agenda Item No. 8. Shareholders may indicate whether they would prefer an advisory vote on named executive officer compensation once every one, two or three years.

#### **Explanation**

We are required by the Dodd-Frank Act to provide shareholders with a "say-on-pay" vote every one, two or three years, as determined by a separate advisory shareholder vote held at least once every six years. We have held an annual "say-on-pay" vote each year since 2011.

**Accordingly, the Board of Directors recommends a vote "for"** holding the advisory vote on executive compensation every "one year".

#### **Agenda item 10:**

##### **ADVISORY VOTE TO APPROVE THE SWISS STATUTORY COMPENSATION REPORT FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2022**

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that shareholders approve, on an advisory (non-binding) basis, the 2022 Swiss Statutory Compensation Report of TE Connectivity Ltd. for the fiscal year ended September 30, 2022.

#### **Explanation**

Under Swiss law, we are required to prepare a separate Swiss Statutory Compensation Report each year that contains specific items in a presentation format determined by these regulations. Under newly effective Swiss law, our Swiss Statutory Compensation Report now must be submitted to shareholders for approval or disapproval in an advisory vote. The Swiss Statutory Compensation Report sets forth, for the fiscal years ended September 30, 2022 and September 24, 2021, the compensation of the members of the Board of Directors and Swiss members of Executive Management. With regard to our compensation of Executive Management, we note that at our annual general meeting of shareholders held on March 9, 2022, shareholders approved the fiscal year 2023 maximum aggregate compensation amount for Executive Management in the aggregate amount of \$49.9 million with 98.5% of shareholders voting in favor of the proposal. Shareholders also approved at that meeting the fiscal year 2023 maximum aggregate compensation amount for the Board of Directors in the aggregate amount of \$4.0 million with 99.6% of shareholder voting in favor of the proposal. Our 2022 Swiss Statutory Compensation Report appears in our Annual Report.

**Accordingly, the Board of Directors recommends a vote "for"** approval of agenda item 10.

#### **Agenda item 11:**

##### **BINDING VOTE TO APPROVE FISCAL YEAR 2024 MAXIMUM AGGREGATE COMPENSATION AMOUNT FOR EXECUTIVE MANAGEMENT**

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that shareholders approve \$53.5 million as the maximum aggregate compensation that can be paid, granted or promised to the members of Executive Management in fiscal year 2024.

#### **Explanation**

The proposal described in this Agenda Item No. 11 gives shareholders the opportunity to approve, in accordance with Swiss Code, on a binding basis, the maximum aggregate amount of compensation that can be paid, granted or promised to the members of Executive Management for our fiscal year ending September 27, 2024 ("fiscal year 2024"). The members of Executive Management as of January 1, 2023 include the following senior executives: Terrence R. Curtin, John S. Jenkins, Jr., Shadrak W. Kroeger, Steven T. Merkt, Heath A. Mitts, Timothy J. Murphy and Aaron K. Stucki. The Swiss Code requires a binding shareholder vote for the aggregate

compensation of the members of Executive Management listed above. At the 2022 Annual General Meeting, shareholders approved the maximum aggregate compensation amounts to be paid to Executive Management for fiscal 2023 with 98.50% of votes cast.

**Accordingly, the Board of Directors recommends a vote "for"** approval of agenda item 11.

#### **Agenda item 12:**

##### **BINDING VOTE TO APPROVE FISCAL YEAR 2024 MAXIMUM AGGREGATE COMPENSATION AMOUNT FOR THE BOARD OF DIRECTORS**

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that shareholders approve \$4.1 million as the maximum aggregate compensation that can be paid to the Board of Directors in fiscal year 2024.

#### **Explanation**

As required by the Swiss Code, the proposal described in this Agenda Item No. 12 gives shareholders the opportunity to approve, on a binding basis, the maximum aggregate amount of compensation that can be paid, granted or promised to the members of the Board of Directors for our fiscal year ending September 27, 2024 ("fiscal year 2024"). For purposes of this proposal, the Board of Directors refers only to the outside directors.

**Accordingly, the Board of Directors recommends a vote "for"** approval of agenda item 12.

#### **Agenda item 13:**

##### **CARRYFORWARD OF UNAPPROPRIATED ACCUMULATED EARNINGS AT SEPTEMBER 30, 2022**

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that shareholders approve that our unappropriated accumulated earnings of CHF 1,140 million at September 30, 2022 be carried forward in available earnings.

#### **Explanation**

Under Swiss law, the appropriation of available earnings as set forth in our Swiss statutory financial statements must be submitted to shareholders for approval at each annual general meeting. At September 30, 2022, our balance sheet in our Swiss statutory financial statements reflected unappropriated accumulated earnings of CHF 1,140 million.

**Accordingly, the Board of Directors recommends a vote "for"** approval of agenda item 13.

#### **Agenda item 14:**

##### **DECLARATION OF DIVIDEND**

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes (based on resolutions adopted on December 8, 2022) that shareholders resolve to make a dividend payment in the amount of \$2.36 per issued share out of reserves from capital contributions in our Swiss statutory accounts on the dates designated below in four equal quarterly installments of \$0.59 each to shareholders of record on the dates designated below, starting with the third fiscal quarter of 2023 and ending in the second fiscal quarter of 2024.

#### **Explanation**

The Board of Directors proposes that the company pay an ordinary cash dividend in the amount of \$2.36 per share out of reserves from capital contributions in our Swiss statutory accounts. Subject to the cap described below, payment of the dividend will be made in four equal quarterly installments of \$0.59, with the first installment to be paid on June 2, 2023 to shareholders of record at the close of business on May 19, 2023, the second installment to be paid on September 1, 2023 to shareholders of record at the close of business on August 18, 2023, the third installment to be paid on December 1, 2023 to shareholders of record at the close of business on November 17, 2023, and the fourth installment to be paid on March 1, 2024 to shareholders of record at the close of business on February 16, 2024. Dividend payments will be made with respect to our outstanding share capital on the record date for the applicable dividend payment. The reduction to our reserves from capital contributions in our Swiss statutory accounts, which is required to be made in Swiss francs, will be determined based on the aggregate amount of the dividend and will be calculated based on the USD/CHF exchange rate in effect on the date of the Annual General Meeting as published on the website of the Swiss National Bank. If the proposal is approved, the U.S. dollar amount of the dividend will be capped at an amount such that the aggregate reduction to our reserves from capital contributions will not exceed CHF 1,800,000,000 (or approximately \$6.13 per share based on the USD/CHF exchange rate of CHF 0.9269 per US \$1.00 in effect on January 5, 2023). To the extent that a dividend payment would exceed the cap, the U.S. dollar per share amount of the current or future dividends will be reduced on a pro rata basis so that the aggregate amount of all dividends paid does not exceed the cap. If the cap were reached, no further installment payments could then be made. In addition, the aggregate reduction in reserves from capital contributions will be increased for any shares issued, and decreased for any shares acquired, after the Annual General Meeting and before the record date for the applicable dividend installment payment. Our statutory auditor, Deloitte AG, must confirm that the dividend proposal conforms with the requirements of the Swiss Code and our articles of association. The auditor's report will be available at the meeting.

#### **Text of the Shareholders Resolution**

IT IS RESOLVED, that a dividend of \$2.36 per share payable from reserves from capital contributions shall be distributed to the shareholders out of the reserves of TE Connectivity Ltd., to be paid to the shareholders in four equal quarterly installments of \$0.59, (1) on June 2, 2023 to the shareholders of record on May 19, 2023, (2) on September 1, 2023 to the shareholders of record on August 18, 2023, (3) on December 1, 2023 to the shareholders of record on November 17, 2023, and (4) on March 1, 2024 to the shareholders of record on February 16, 2024; the U.S. dollar amount of the dividend will be capped at an amount such that the aggregate reduction to our reserves from capital contributions will not exceed CHF 1,800,000,000, so that to the extent that a dividend payment would exceed the cap, the U.S. dollar per share amount of the current or future dividends will be reduced on a pro rata basis so that the aggregate amount of all dividends paid does not exceed the cap.

**Accordingly, the Board of Directors recommends a vote "for"** approval of agenda item 14.

#### **Agenda item 15:**

##### **AUTHORIZATION RELATING TO SHARE REPURCHASE PROGRAM**

#### **Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that the shareholders authorize TE Connectivity Ltd., according to its own discretion, to purchase under its share repurchase program shares of TE Connectivity Ltd. having an aggregate purchase price to the company of up to USD 1,500,000,000 for the purpose that the shares bought back under this authorization by TE Connectivity Ltd. may be held for cancellation and, if so held and cancelled, will not be subject to the 10% limitation for the aggregate par value of TE Connectivity Ltd. shares owned by the company and its subsidiaries under article 659 of the Swiss Code. The company intends to cancel and reduce share capital (amendment to the articles of association) with respect to any shares purchased by TE Connectivity Ltd. under this authorization through the fiscal quarter ending September 29, 2023. The company intends to execute such cancellation and share capital reduction by either approval by the Board of Directors under the company's capital band, if any, or by submitting for approval to shareholders at the 2024 annual general meeting of shareholders or at another meeting of shareholders (to the extent such shares are not previously cancelled). If any portion of the authorization remains outstanding after the above procedures, the company could follow the procedures in subsequent periods to cancel shares purchased by TE Connectivity Ltd. under the authorization.

#### **Explanation**

By obtaining shareholders' approval of the share repurchase program authorization described above, as permitted under Swiss law, the company

and its subsidiaries may purchase shares of TE Connectivity Ltd. that could exceed the 10% limitation for shares owned by the company and its subsidiaries set forth in the Swiss Code. In June 2022, the Board of Directors approved an additional USD 1,500,000,000 authorization under the company's share repurchase program which may be used by the company to repurchase shares up to the authorized amount in future periods. Shares bought back by any subsidiary of the company under the Board's authorization would not be submitted to shareholders for cancellation, although such shares, when aggregated with shares bought back by TE Connectivity Ltd., would not exceed the aggregate authorization approved by our Board of Directors. The two-step procedure described above, with the shareholders voting on the share repurchase program authorization at this Annual General Meeting, and deciding on the definitive cancellation of shares at a subsequent general meeting or the Board of Directors cancelling such shares under the capital band, has the advantage that, by obtaining shareholders' approval for the future cancellation of a maximum number of shares, as permitted under Swiss law, these shares may no longer fall within the statutory limit of the Swiss Code. This procedure thereby provides the company with greater flexibility for the company's capital management and return of value to shareholders.

#### **Text of the Shareholders Resolution**

IT IS RESOLVED, that: (1) the meeting of shareholders authorizes TE Connectivity Ltd. to purchase under its share repurchase program shares of TE Connectivity Ltd. having an aggregate purchase price to the company of up to USD 1,500,000,000 for the purpose that the shares bought back by TE Connectivity Ltd. under this authorization may be held for cancellation and, if so held and cancelled, will not be subject to the 10% limitation for the aggregate par value of TE Connectivity Ltd. shares owned by the company and its subsidiaries under article 659 of the Swiss Code of Obligations, (2) the legal reserves for treasury shares (if and to the extent required under the applicable law) may be created by reclassifying unappropriated accumulated earnings, and (3) the amendment of the articles of association of TE Connectivity Ltd. (reduction of share capital in respect of the actual number of shares so held for cancellation) shall be either approved by the Board of Directors under the company's capital band or submitted for approval to the annual general meeting of shareholders held in 2024 and, if necessary, the annual general meeting of shareholders held in future years, provided that the submission of repurchased shares for cancellation may be made at any extraordinary general meeting of shareholders held from time to time.

**Accordingly, the Board of Directors recommends a vote "for"** approval of agenda item 15.

**Agenda item 16:**

**APPROVAL OF REDUCTION OF SHARE CAPITAL FOR  
SHARES ACQUIRED UNDER OUR SHARE REPURCHASE PROGRAM**

**Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that 8,360,500 shares purchased under our share repurchase program by TE Connectivity Ltd. during the period beginning September 25, 2021 and ending September 30, 2022 be cancelled and that, as a result, shareholders approve amendments to our articles of association to effect the share capital reduction by CHF 4,765,485.00 to CHF 183,808,060.17. The proposed amendments to article 4, paragraph 1 and article 6, paragraph 1 of our articles of association are set forth below under "Text of Shareholder Resolution."

**Explanation**

The Board of Directors believes it is advisable and in the best interests of the company to cancel shares purchased by TE Connectivity Ltd. under our share repurchase program during fiscal 2022 and accordingly effect the reduction of the share capital of the company by approval of the proposed amendments to the articles of association. PricewaterhouseCoopers AG, Zürich, Switzerland, the company's special auditor, will deliver a report confirming that the receivables of the creditors of TE Connectivity will be fully covered after giving effect to the share capital reduction in accordance with article 653m, paragraph 1 of the Swiss Code. If the report of the special auditor is already available at the Annual General Meeting, the Board of Directors will inform at the meeting about the result of the report. In order to accomplish a capital reduction by cancellation of shares, the Board of Directors has to inform the creditors with a publication in the Swiss Official Gazette of Commerce (SHAB) that they may demand security by registering their claims within 30 days of publication in the SHAB. The Board of Directors intends to publish the notice to the creditors prior to the Annual General Meeting.

If approved by shareholders and all further requirements for the capital reduction set forth in the Swiss Code are fulfilled, the Board of Directors will amend the articles of association to reflect the capital reduction. Depending on the timing of the publication of the notice to the creditors, we expect that the share capital reduction will be accomplished during the course of March or April 2023.

**Text of the Shareholders Resolution**

IT IS RESOLVED, that, in accordance with article 653n of the Swiss Code:

- the registered share capital of TE Connectivity Ltd. in the aggregate amount of Swiss francs ("CHF") 188,573,545.17 shall be reduced by the amount of CHF 4,765,485.00 to CHF 183,808,060.17 by cancelling 8,360,500 registered shares which will reduce the position "own shares held in treasury" in the shareholders' equity by the cost of the cancelled shares;

- the articles of association of TE Connectivity Ltd. shall be adapted by the Board of Directors as follows:

**Previous version**

**Art. 4  
Share Capital**

<sup>1</sup>The Company's share capital is CHF 188,573,545.17. It is divided into 330,830,781 registered shares with a par value of CHF 0.57 each.

**Art. 4  
Aktienkapital**

<sup>1</sup>Das Aktienkapital der Gesellschaft beträgt CHF 188'573'545.17. Es ist eingeteilt in 330'830'781 Namenaktien mit einem Nennwert von CHF 0.57 je Aktie.

**Art. 6  
Conditional Share Capital**

<sup>1</sup>The share capital of the Company shall be increased by an amount not exceeding CHF 94,286,772.30 through the issue of a maximum of 165,415,390 registered shares, payable in full, with a par value of CHF 0.57 each [rest of paragraph unchanged]

**Art. 6  
Bedingtes Aktienkapital**  
<sup>1</sup>Das Aktienkapital der Gesellschaft wird im Maximalbetrag von CHF 94'286'772.30 durch Ausgabe von höchstens 165'415'390 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.57 erhöht [Rest des Absatzes unverändert]

Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 16.

**Agenda item 17:**

**APPROVAL OF CHANGES TO THE SHARE CAPITAL AND RELATED  
AMENDMENTS TO ARTICLES OF ASSOCIATION**

**Motion Proposed by the Board of Directors:**

Our Board of Directors proposes that its authority to issue shares out of the Company's authorized capital or reduce shares through a cancellation of shares be approved under the Company's capital band for a period ending one year after the date of the Annual General Meeting (March 15, 2024, assuming no postponement or adjournment of the Annual General Meeting), by the shareholders' approval of an amendment to article 5 of

**Proposed new version**

**Art. 4  
Share Capital**

<sup>1</sup>The Company's share capital is CHF 183,808,060.17. It is divided into 322,470,281 registered shares with a par value of CHF 0.57 each.

**Art. 4  
Aktienkapital**

<sup>1</sup>Das Aktienkapital der Gesellschaft beträgt CHF 183'808'060.17. Es ist eingeteilt in 322'470'281 Namenaktien mit einem Nennwert von CHF 0.57 je Aktie.

**Art. 6  
Conditional Share Capital**  
<sup>1</sup>The share capital of the Company shall be increased by an amount not exceeding CHF 91,904,029.80 through the issue of a maximum of 161,235,140 registered shares, payable in full, with a par value of CHF 0.57 each [rest of paragraph unchanged]

**Art. 6  
Bedingtes Aktienkapital**  
<sup>1</sup>Das Aktienkapital der Gesellschaft wird im Maximalbetrag von CHF 91'904'029.80 durch Ausgabe von höchstens 161'235'140 vollständig zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.57 erhöht [Rest des Absatzes unverändert]

our articles of association. This proposed amendment to article 5 of our articles of association is set forth below under "Text of Shareholder Resolution."

**Explanation**

Until recently, Swiss law provided for the option to create authorized share capital that could be issued by the board of directors, but this authorization was limited to authorized share capital up to 50% of the existing registered shares with the authorization valid for a maximum of two years. Such authorization period under our articles of association ended on March 11, 2022. As part of the Swiss corporate law reform, as of January 1, 2023, the concept of authorized share capital is replaced by a capital band. Under a capital band, the articles of association may authorize the board of directors for a maximum period of five years to increase the ordinary share capital registered in the commercial register to a maximum of 150% and/or reduce it to a minimum of 50% of the share capital. The Board of Directors believes it is advisable and in the best interests of the Company for the shareholders to amend the articles of association in order to authorize the board of directors for a maximum period of one year to increase the ordinary share capital registered in the commercial register to a maximum of 120% and/or reduce it to a minimum of 80% of the existing share capital of the Company. If this Agenda Item is approved, we would nevertheless seek shareholder approval for share issuances to the extent required under NYSE rules. Under current NYSE rules, shareholder approval is generally required, with certain enumerated exceptions, to issue common shares or securities convertible into or exercisable for common shares in one or a series of related transactions if such common shares represent 20% or more of the voting power or outstanding common shares of the company. NYSE rules also require shareholder approval for an issuance of shares that would result in a change of control of the company, as well as for share issuances in connection with certain benefit plans or related party transactions.

**Text of the Shareholders Resolution**

IT IS RESOLVED, that the meeting of shareholders approves the amendment of article 5 of the articles of association of TE Connectivity Ltd. as follows:

**Previous version**

**Art. 5  
Authorized Capital**

<sup>1</sup>The Board of Directors is authorized to increase the share capital at any time until 11 March 2022 by an amount not exceeding CHF 94,286,772.30 through the issuance of up to 165,415,390 fully paid up registered shares with a par value of CHF 0.57 each.

**Proposed new version**

**Art. 5  
Capital Band**

<sup>1</sup>The Board of Directors is authorized any time until March 15, 2024 to increase and/or reduce the share capital once or several times within the upper limit of CHF 220,569,672.09, corresponding to 386,964,337 registered shares with a par value

<sup>2</sup>Increases through underwritten offerings or in partial amounts are permitted. The Board of Directors shall determine the time of the issuance, the issue price, the manner in which the new shares have to be paid up, the date from which the shares carry the right to dividends, and the conditions for the exercise of preemptive rights that have not been exercised.

<sup>3</sup>The Board of Directors may allow the preemptive rights that have not been exercised to expire, or it may place the preemptive rights which have not been exercised or shares the preemptive rights of which have not been exercised at market conditions or use them otherwise in the interest of the Company.

<sup>4</sup>The Board of Directors is authorized to withdraw or limit the preemptive rights of the shareholders and to allot them to individual shareholders or third parties:

- (a) if the issue price of the new shares is determined by reference to the market price;
- (b) for the acquisition of an enterprise, part(s) of an enterprise or investments, or for the financing or refinancing of any such transactions, or for the financing of new investment plans of the Company;
- (c) for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets, for purposes of the investment of strategic partners, or in connection with the listing of new shares on domestic or foreign stock exchanges;

of CHF 0.57 each, and the lower limit of CHF 147,046,448.25, corresponding to 257,976,225 registered shares with a par value of CHF 0.57 each.

<sup>2</sup>In the event of a capital increase the following applies:

- (a) The Board of Directors shall determine the number of shares, the issue price, the type of contributions required for subscription, the date of issue, the conditions governing the exercise of preemptive rights and the commencement of dividend entitlement. The Board of Directors may issue new shares which are underwritten by a bank or other third party and subsequently offered to existing shareholders. The Board of Directors is authorized to restrict or to exclude trading in the preemptive rights to the new shares. In the event of preemptive rights not being exercised, the Board of Directors may, at its discretion, either allow such rights to expire worthless, place them or the shares to which they are entitled at market conditions, or use them in some other manner in the interests of the Company.
- (b) The Board of Directors is empowered to withdraw or restrict shareholders' preemptive rights and to allocate such rights to individual shareholders, third parties, the Company or Affiliates:
- (1) if the issue price of the new shares is determined by reference to the market price;

(d) for purposes of granting an over-allotment option ("greenshoe") of up to 20% of the total number of shares in a placement or sale of shares to the respective initial purchaser(s) or underwriter(s); or

(e) for the participation of Directors of the Company, members of the executive management, employees, contractors, consultants or other persons performing services for the benefit of the Company or any of its subsidiaries or Affiliates.

<sup>5</sup>The acquisition of registered shares out of authorized share capital for general purposes and any further transfers of registered shares shall be subject to the restrictions specified in Art. 8 of the Articles of Association.

- (2) for the acquisition of an enterprise, part(s) of an enterprise or investments, or for the financing or refinancing of any such transactions, or for the financing of new investment plans of the Company or an Affiliate;
- (3) for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets or for purposes of the investment of strategic partners;
- (4) in connection with the listing of new shares at market conditions on domestic or foreign stock exchanges, including private placements to one or more investors;
- (5) for purposes of granting an over-allotment option ("greenshoe") of up to 20% of the total number of shares in a placement or sale of shares to the respective initial purchaser(s) or underwriter(s); or
- (6) for the participation of Directors of the Company, members of the executive management, employees, contractors, consultants or other persons performing services for the benefit of the Company or any of its subsidiaries or Affiliates.

<sup>3</sup>Capital reductions may be made either through a reduction of the par value of the shares or through cancellation of shares. In the case of a capital increase by increase of the par value or a capital reduction by reduction of the par value, the

Board of Directors shall amend all provisions of the Articles of Association relating to the par value of a share accordingly.

<sup>4</sup>Within the limits of this capital band, the Board of Directors is also authorized:

- (a) to increase the capital by converting free reserves (including earnings carried forward) into share capital;
- (b) to change the share capital to a round amount of the new currency in connection with a change of currency of the share capital; or
- (c) to carry out capital reductions by means of a reduction in par value once or several times per year and to pay out the reduction amount to the shareholders after adjusting the Articles of Association.

<sup>5</sup>The acquisition of registered shares out of the capital band and any further transfers of registered shares shall be subject to the restrictions specified in art. 8 of the Articles of Association.

## **Art. 5 Kapitalband**

<sup>1</sup>Der Verwaltungsrat ist ermächtigt, bis zum 15. März 2024 jederzeit innerhalb der Obergrenze von CHF 220'569'672.09, entsprechend 386'964'337 Namenaktien von je CHF 0.57 Nennwert, und der Untergrenze von CHF 147'046'448.25, entsprechend 257'976'225 Namenaktien von je CHF 0.57 Nennwert, eine oder mehrere Erhöhungen und/oder Herabsetzungen des Aktienkapitals vorzunehmen.

<sup>2</sup>Im Fall einer Kapitalerhöhung gilt Folgendes:

## **Art. 5 Genehmigtes Aktienkapital**

<sup>1</sup>Der Verwaltungsrat ist ermächtigt, das Aktienkapital jederzeit bis zum 11. März 2022 im Maximalbetrag von CHF 94'286'772.30 durch Ausgabe von höchstens 165'415'390 vollständig zu liberierenden Namenaktien mit einem Nennwert von CHF 0.57 je Aktie zu erhöhen.

<sup>2</sup>Erhöhungen durch Festübernahmen und Erhöhungen in Teilbeträgen sind zulässig. Der Verwaltungsrat legt den Zeitpunkt der Ausgabe, den Ausgabebetrag, die Art, wie die neuen Aktien zu liberieren sind, den Beginn der Dividendenberechtigung, die Bedingungen für die Ausübung der



Bezugsrechte sowie die Zuteilung der Bezugsrechte, welche nicht ausgeübt werden, fest.

<sup>3</sup>Der Verwaltungsrat kann nicht ausgeübte Bezugsrechte verfallen lassen oder kann Bezugsrechte, welche nicht ausgeübt wurden oder Aktien, für welche Bezugsrechte nicht ausgeübt wurden, zu Marktkonditionen platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

<sup>4</sup>Der Verwaltungsrat kann die Bezugsrechte der Aktionäre beschränken oder entziehen und einzelnen Aktionären oder Dritten zuweisen:

- (a) wenn der Ausgabebetrag der neuen Aktien unter Berücksichtigung des Marktpreises festgesetzt wird;
- (b) für die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen oder für die Finanzierung oder Refinanzierung solcher Transaktionen oder die Finanzierung von neuen Investitionsvorhaben der Gesellschaft;
- (c) zum Zweck der Erweiterung des Aktionärskreises in gewissen Finanz- oder Investorenmärkten, zur Beteiligung von strategischen Partnern oder im Zusammenhang mit der Kotierung neuer Aktien an in- oder ausländischen Börsen;
- (d) für die Einräumung einer Mehrzuteilungsoption ("Greenshoe") von bis zu 20% der zu platzierenden oder zu verkaufenden Aktien an die betreffenden Erstkäufer oder Festübernehmer im Rahmen

- (a) Der Verwaltungsrat legt die Anzahl Aktien, den Ausgabebetrag, die Art der Liberierung, den Zeitpunkt der Ausgabe, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Dabei kann der Verwaltungsrat neue Aktien mittels Festübernahme durch eine Bank oder einen anderen Dritten und anschliessenden Angebots an die bisherigen Aktionäre ausgeben. Der Verwaltungsrat ist ermächtigt, den Handel mit Bezugsrechten betreffend die neuen Aktien zu beschränken oder auszuschliessen. Nicht ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen oder diese bzw. die Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgeübt werden, zu Marktkonditionen platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

- (b) Der Verwaltungsrat ist ermächtigt, die Bezugsrechte der Aktionäre zu entziehen oder zu beschränken und Bezugsrechte einzelnen Aktionären, Dritten, der Gesellschaft oder einer nahestehenden Gesellschaft zuzuweisen:

- (1) wenn der Ausgabebetrag der neuen Aktien unter Berücksichtigung des Marktpreises festgesetzt wird;
- (2) für die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen oder für die Finanzierung oder Refinanzierung solcher Transaktionen oder die Finanzierung von neuen Investitionsvorhaben der

einer Aktienplatzierung oder eines Aktienverkaufs; oder

- (e) für die Beteiligung von Verwaltungsräten der Gesellschaft, Mitgliedern der Geschäftsleitung, Mitarbeitern, Beauftragten, Beratern oder anderer Personen, die der Gesellschaft oder einer ihrer Tochtergesellschaften oder Nahestehende Gesellschaften Dienstleistungen erbringen.

<sup>5</sup>Der Erwerb von Namenaktien aus genehmigtem Kapital zu allgemeinen Zwecken sowie alle weiteren Übertragungen von Namenaktien unterliegen den Beschränkungen gemäss Art. 8 der Statuten.

Gesellschaft oder einer nahestehenden Gesellschaft;

- (3) zum Zweck der Erweiterung des Aktionärskreises in gewissen Finanz- oder Investorenmärkten oder zur Beteiligung von strategischen Partnern;
- (4) im Zusammenhang mit der Ausgabe neuer Aktien zu Marktkonditionen an in- oder ausländischen Kapitalmärkten, einschliesslich auf dem Weg privater Platzierungen bei einem oder mehreren Investoren;
- (5) für die Einräumung einer Mehrzuteilungsoption ("Greenshoe") von bis zu 20% der zu platzierenden oder zu verkaufenden Aktien an die betreffenden Erstkäufer oder Festübernehmer im Rahmen einer Aktienplatzierung oder eines Aktienverkaufs; oder
- (6) für die Beteiligung von Verwaltungsräten der Gesellschaft, Mitgliedern der Geschäftsleitung, Mitarbeitern, Beauftragten, Beratern oder anderer Personen, die der Gesellschaft oder einer ihrer Tochtergesellschaften oder Nahestehende Gesellschaften Dienstleistungen erbringen.

<sup>3</sup>Kapitalherabsetzungen können sowohl durch Reduktion des Nennwerts der Aktien als auch durch Vernichtung von Aktien durchgeführt werden. Im Fall einer Kapitalerhöhung durch Nennwerterhöhung oder einer

Kapitalherabsetzung durch Nennwertreduktion passt der Verwaltungsrat sämtliche Bestimmungen der Statuten, die sich auf den Nennwert einer Aktie beziehen, entsprechend an.

<sup>4</sup>Im Rahmen dieses Kapitalbands ist der Verwaltungsrat auch ermächtigt:

- (a) eine Kapitalerhöhung durch Umwandlung von freien Reserven (einschliesslich Gewinnvortrag) in Aktienkapital vorzunehmen;
- (b) das Aktienkapital zu ändern, um Rundungsdifferenzen im Rahmen eines Wechsels der Währung des Aktienkapitals auszugleichen;
- (c) Kapitalherabsetzungen durch Nennwertreduktion ein- oder mehrmals pro Jahr durchzuführen und den Herabsetzungsbetrag nach Anpassung der Statuten an die Aktionäre auszuzahlen.

<sup>5</sup>Der Erwerb von Namenaktien aus dem Kapitalband sowie alle weiteren Übertragungen von Namenaktien unterliegen den Beschränkungen gemäss Art. 8 der Statuten.

Accordingly, the Board of Directors recommends a vote "for" approval of agenda item 17.

## Organizational Matters and Additional Information

**Persons Who Will Receive Proxy Materials:** Under rules of the Securities and Exchange Commission ("SEC"), TE Connectivity Ltd. has elected to provide access to the proxy materials of TE Connectivity Ltd. over the Internet. Accordingly, TE Connectivity Ltd. is sending a Notice of Internet Availability of Proxy Materials, or the Notice, to the shareholders registered in the share register of TE Connectivity Ltd. as of the close of business (Eastern Standard Time) on **January 5, 2023**. All shareholders will have the ability to access the proxy materials on the website referred to in the Notice or to request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. The Notice also instructs you on how you may submit your proxy over the Internet or via mail. You will not receive a printed copy of the proxy materials unless you request one in the manner set forth in the Notice or as otherwise described in the next paragraph. This permits TE Connectivity Ltd. to conserve natural resources and reduce printing costs, while giving shareholders a convenient and efficient way to access the proxy materials and vote their shares.

A copy of the proxy materials, including a proxy card, also will be sent to any additional shareholders who are registered in the share register of TE Connectivity Ltd. as shareholders with voting rights, or who become beneficial owners through a nominee registered in the share register of TE Connectivity Ltd. as a shareholder with voting rights, as of the close of business (Eastern Standard Time) on **February 23, 2023**.

TE Connectivity Ltd. has requested that banks, brokerage firms and other nominees who hold TE Connectivity Ltd. shares on behalf of the owners of the shares (such owners are often referred to, and TE Connectivity Ltd. refers to them as "beneficial owners", "beneficial shareholders" or "street name holders") as of the close of business (Eastern Standard Time) on **January 5, 2023** forward the Notice to those beneficial shareholders and forward the proxy materials, along with a voting instruction card, for any additional beneficial owners who acquire their shares after **January 5, 2023** and continue to hold them at the close of business (Eastern Standard Time) on **February 23, 2023**. TE Connectivity Ltd. has agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials.

TE Connectivity Ltd.'s annual report and the compensation report (incl. the respective audit reports) are available for inspection at TE Connectivity Ltd.'s registered seat in Schaffhausen, Switzerland. Any shareholder may request that these reports be sent to it without delay and free of charge. In addition, please note that the proxy statement for the Annual General Meeting, other proxy material and the annual report to shareholders for

the fiscal year ended September 30, 2022 are available at <http://www.te.com/TEAnnualMeeting>.

**Admission to Meeting and Persons Eligible to Vote:** The Annual General Meeting is held as a physical meeting. Shareholders who are registered with voting rights in the share register of TE Connectivity Ltd. as of the close of business (Eastern Standard Time) on February 23, 2023 have the right to attend the Annual General Meeting and vote their shares, or may grant a proxy to vote on each of the agenda items in this invitation and any other matter properly presented at the meeting for consideration.

Shareholders who hold their shares in the name of a bank, broker or other nominee ("Beneficial Owners") should follow the instructions provided by their bank, broker or nominee. Beneficial Owners who have not obtained a proxy from their bank, broker or nominee are not entitled to vote in person at the Annual General Meeting.

**Granting of Proxy:** Shareholders of record with voting rights who do not wish to attend the Annual General Meeting have the right to appoint Dr. René Schwarzenbach, Proxy Voting Services GmbH, Grossmünsterplatz 1, 8001 Zurich, Switzerland, as independent proxy, pursuant to the Swiss Code, with full rights of substitution, by appointing the independent proxy and voting electronically or submitting a proxy card with your votes. The Swiss Code prohibits from acting as proxies company officers (*Organstimmrechtsvertretung*) and institutions subject to the Swiss Federal Law on Banks and Savings Banks as well as professional asset managers that hold proxies for holders of record concerning deposited shares (*Depotstimmrechtsvertretung*)

The proxies granted to the independent proxy must be received no later than 5:00 p.m., Central European Time on March 14, 2023. A shareholder of record who gives a proxy may revoke it at any time before it is exercised by giving notice in person of the revocation, or, subject to timing limitations, by delivering a revocation letter and subsequent proxy card to the independent proxy.

With regard to the items listed on the agenda, or if new agenda items (other than those on the agenda) or new proposals or motions regarding agenda items set out in this Invitation to the Annual General Meeting are being put forth at the meeting, the independent proxy will vote in accordance with the specific instructions of the shareholder, or if selected by the shareholder in granting the proxy as a general instruction, in accordance with the recommendation of the company's Board of Directors at the meeting, or abstain from voting if the shareholder did not provide instructions.

**Cost of Solicitation:** The cost of solicitation of proxies will be paid by TE Connectivity Ltd. TE Connectivity Ltd. has engaged D.F. King & Co., Inc. as

the proxy solicitor for the Annual General Meeting for an approximate fee of \$12,500. In addition, certain directors, officers or employees of TE Connectivity Ltd. may solicit proxies by telephone or personal contact. Upon request, TE Connectivity Ltd. will reimburse brokers, dealers, banks and trustees, or their nominees, for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of shares.

**Registered and Principal Executive Offices:** The registered and principal executive offices of TE Connectivity Ltd. are located at Mühlenstrasse 26, CH-8200 Schaffhausen, Switzerland. The telephone number is +41 (0)52 633 66 61.

January 19, 2023

On behalf of the Board of Directors

Thomas J. Lynch  
Chairman