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Swiss Official Gazette of Commerce SOGC

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Unterrubrik: Einladung zur Generalversammlung
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Publizierende Stelle
Barandun AG, Bahnhofstrasse 29, 6302 Zug

Einladung zur ordentlichen Generalversammlung CAG International AG

Betroffene Organisation:
CAG International AG
CHE-214.617.260
Zugerstrasse 72
6340 Baar

Angaben zur Generalversammlung:
21.05.2021, 11:00 Uhr, Offices premises of Barandun AG
Bahnhofstrasse 29
6300 Zug
Switzerland

Einladungstext/Traktanden:

1. Approval of the 2020 Annual Report, together with the consolidated financial statements and the standalone financial statements
 2. Appropriation of available earnings
 3. Discharge of the members of the Board of Directors
 4. Re-elections of the members of the Board of Directors
 5. Miscellaneous
- Power of attorney with voting instructions -



POWER OF ATTORNEY WITH VOTING INSTRUCTIONS

The undersigned

Name of Shareholder

Address

holder of _____ registered shares with a nominal value of CHF 0.04 / 0.12 each in
number

CAG International AG
with registered office in Baar / Zug, Switzerland

(the “**Company**”)

hereby grants power of attorney to the Independent Proxy, Schilter Rechtsanwälte GmbH, to represent the registered shares of the aforementioned Shareholder at the Annual General Meeting 2020 (the “**AGM**”) of the Company on or around 21 May 2021.

Voting instructions for the Independent Proxy

Instructions to the proposals of the agenda items announced in the invitation to the AGM 2020

Agenda Items	Yes	No	Abstain
1. Approval of the 2020 Annual Report, together with the consolidated financial statements and the standalone financial statements <u>Proposal of the Board of Directors:</u> To approve the 2020 Annual Report, together with the consolidated financial statements and the standalone financial statements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Appropriation of available earnings <u>Proposal of the Board of Directors:</u> To approve that the accumulated loss of the Company be carried forward as follows: Net loss as per 31 December 2019 CHF 801'189 Net loss of the business year 2020 CHF 856'720 Total accumulated loss, to be carried forward to new account CHF 2'974'324	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the members of the Board of Directors <u>Proposal of the Board of Directors:</u> That discharge shall be granted to all members of the Board of Directors from personal liability pertaining to their activities regarding in the 2020 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>4. Re-elections of the members of the Board of Directors <u>Proposal of the Board of Directors:</u> That Hans Amell, as Chairman of the Board of Directors, and Kurt Randall Larsson, as member of the Board of Directors, each of whose term expires at the 2020 AGM, shall be re-elected for a one-year term of office that ends at the conclusion of the next AGM:</p> <p>Mr. Hans Amell, Chairman Kurt Randall Larsson, Member</p>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
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Please tick the boxes as appropriate.

The Board of Directors recommends to vote "Yes" on all its proposals.

<p>Voting in case of additional or changed proposals and/or agenda items</p>	
<p>In case that additional or changed proposals to published agenda items and/or new agenda items according to art. 700 para. 3 CO are brought forward by Shareholders and/or the Board of Directors, the Independent Proxy is instructed to vote as follows:</p>	
<p>As per the proposal of the Board of Directors</p>	<input type="checkbox"/>
<p>Against the proposal</p>	<input type="checkbox"/>
<p>Abstain from voting</p>	<input type="checkbox"/>

If this form is returned without specific instructions to one or several agenda items and/or Board of Directors Proposals, the Independent Proxy will exercise the aforementioned shareholder's rights as "in favour of the Proposal of the Board of Directors".

Place and Date

Name:
Function:

Please return this power of attorney with voting instructions to the Independent Proxy, Schilter Rechtsanwälte GmbH, Chamerstrasse 176, 6300 Zug, Switzerland, to arrive at the Independent Proxy's office no later than 5.00 p.m. (CEST) on 19 May 2021 (original, by mail, courier, telefax (+41 41 720 19 10) or e-mail with qualified electronic signature to info@schilterlaw.ch).



INVITATION

to the

Annual General Shareholders' Meeting

Important notice

Dear Shareholders,
Protecting the health of our Shareholders and employees is a top priority for CAG International AG. Due to the extraordinary situation with COVID-19, we regret to inform you that we will be holding the Annual General Shareholders' Meeting (the "AGM") on 21 May 2021 with no physical participation from Shareholders. Based on art. 27 of Swiss COVID-19 Ordinance 3 (SR 818.101.24) we have decided that Shareholders may only be able to submit their voting instructions in writing to the Independent Proxy. We thank you for your understanding.

Sincerely,

The Board of Directors
CAG International AG

Date and time: 21 May 2021 at 11.00 a.m. (CEST)
Location: Offices premises of Barandun AG, Bahnhofstrasse 29, 6300 Zug, Switzerland

Agenda items

This AGM will discuss the following agenda items:

1. Approval of the 2020 Annual Report, together with the consolidated financial statements and the standalone financial statements

Proposal of the Board of Directors:

The Board of Directors proposes to approve the 2020 Annual Report, together with the consolidated financial statements and the standalone financial statements.

The 2020 Annual Report, together with the consolidated financial statements and the standalone financial statements, is available on CAG International AG's website at:
<https://www.caginternationalag.com/investor-relations/publications/financial-reports>

2. Appropriation of available earnings

Comment of the Board of Directors:

In lack of available earnings, CAG International AG is not allowed to distribute any dividend. The annual loss of CHF 856'720 shall be carried forward.

The Board of Directors proposes to approve that the accumulated loss of the Company be carried forward as follows:

Net loss as per 31 December 2019	CHF	801'189
Net loss of the business year 2020	CHF	856'720
Total accumulated loss, to be carried forward to new account	CHF	2'974'324

3. Discharge of the members of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes that discharge shall be granted to all members of the Board of Directors from personal liability pertaining to their activities regarding in the 2020 financial year.

4. Re-elections of the members of the Board of Directors

Proposal of the Board of Directors:

The Board of Directors proposes that Hans Amell, as Chairman of the Board of Directors, and Kurt Randall Larsson, as member of the Board of Directors, each of whose term expires at the 2020 AGM, shall be re-elected for a one-year term of office that ends at the conclusion of the next AGM.

5. Miscellaneous

Organizational issues

Information material

CAG International AG's 2020 Annual Report is available electronically on the company's website (<https://www.caginternationalag.com/investor-relations/publications/financial-reports>) and will be sent to Shareholders upon request. The 2020 Annual Report, together with the consolidated financial statements and the standalone financial statements, is also available for inspection at the company's registered office, Zugerstrasse 72, 6340 Baar, Switzerland, as from 30 April 2021.

Voting rights

Shareholders of CAG International AG registered with voting rights as of 11 May 2021 (5.00 p.m. CEST) (hereinafter "Record Date") in the share register are entitled to vote at the AGM. Shareholders who sell their shares after Record Date but prior to the AGM are no longer entitled to participate and vote with respect to shares sold. Such Shareholder is required to inform the Chairman of the Board of Directors at the latest at the beginning of the AGM about such sale, including the exact amount of sold shares. Please note that no entries of shares will be made in the share register from Record Date to 21 May 2021 and that the share register will re-open on 22 May 2021.

Independent proxy

Shareholders of CAG International AG registered with voting rights as of Record Date in the share register may be represented at the AGM only by the Independent Proxy, Schilter Rechtsanwälte GmbH, Chamerstrasse 176, 6300 Zug, Switzerland. Personal attendance is not allowed.

In order to appoint and give instructions to the Independent Proxy, the Shareholders are kindly asked to send the completed and duly signed power of attorney with voting instructions (attached to this Invitation) to the Independent Proxy, Schilter Rechtsanwälte GmbH, Chamerstrasse 176, 6300 Zug, Switzerland, to arrive at the Independent Proxy's office no later than 5.00 p.m. (CEST) on 19 May 2021 (original, by mail, courier, telefax (+41 41 720 19 10) or e-mail with qualified electronic signature to info@schilterlaw.ch). This is the only way to exercise the Shareholders rights at this AGM.

No trading restriction on CAG International AG shares

The registration of Shareholders for voting purposes does not affect the trading of the CAG International AG shares held by registered Shareholders before, during or after the AGM. Neither Swiss law nor the CAG International AG's Articles of Association impose trading restrictions for shareholders that have been entered in the share register of CAG International AG with a view to voting at the upcoming AGM.

Language

In accordance with art. 8 of CAG International AG's Articles of Association the AGM will be held in English.

This invitation was sent by letter and e-mail to the addresses of Shareholders directly, insofar as that information was available to CAG International AG. Furthermore, CAG International AG published this invitation in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt) as well as on the company's website at: <https://www.caginternationalag.com/investor-relations/annual-general-meetings>.

Contacts:

CAG International AG
Zugerstrasse 72,
6340 Baar, Switzerland

investors@caginternationalag.com

<https://www.caginternationalag.com/>

Baar, 30 April 2021

On behalf of the Board of Directors



Hans Amell
President of the Board of Directors