Minutes of the annual general meeting of Cicor Technologies Ltd. April 12, 2022, held at the company's headquarters, in Boudry/NE (Switzerland)

Opening by Mr. Daniel Frutig, Chairman of the Board of Directors:

Annual General Meeting of Cicor Technologies Ltd.

April 12, 2022, at 2:00 p.m., at the company's headquarters in Boudry

"Dear Shareholders,

On behalf of the Board of Directors of Cicor Technologies Ltd, I would like to welcome you to the Annual General Meeting of the Cicor Group. I would also like to welcome the independent proxy, Etude Athemis, Pascal Moesch, and the representatives of Computershare Schweiz AG. Computershare is responsible for the control of the attendance and the official part of the voting at this year's ordinary general meeting. I would also like to welcome the representatives of our external auditors KPMG and Mr. Matthias Courvoisier from Baker McKenzie.

From the Board of Directors of the Cicor Group, Mr. Andreas Dill, Mr. Erich Haefeli and Mr. Konstantin Ryzhkov are present today. Mrs. Norma Corio is unfortunately unable to attend today and sends her apologies. On behalf of the management of the Cicor Group, I would like to welcome Mr. Alexander Hagemann, our CEO, and Mr. Peter Neumann, our CFO.

Thank you for your attention. I can now continue with the procedure and the points to be observed at the ordinary general meeting.

If there are any questions or objections, I would ask participants to use the microphone provided and to introduce themselves briefly by name. If you leave the room during the General Meeting, I would ask you to leave your voting card at the entrance, so that the attendance control is always properly guaranteed.

** ** ** ** ** **

The ordinary general meeting was convened in accordance with the law on March 18, 2022, in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt) and also by personal invitation to the shareholders by mail.

The annual report 2021 with the annual accounts, the consolidated accounts and the annual report, as well as the reports of the auditors and the remuneration report were sent to the shareholders who requested them, are available online and could also be consulted by the shareholders at Cicor Technologies SA, here in Boudry, as of 18 March 2022.

** ** ** ** ** **

These are the organizational points. I now officially open the ordinary general assembly.

I propose Mr. Peter Neumann, CFO of the Cicor Group, as secretary of the meeting. The minutes will be taken by Mr. Fritz Stahl, lawyer.

** ** ** ** ** **

The items on the agenda for this year's regular general meeting are as follows:

- 1. 2021 annual report, annual financial statements and consolidated financial statements; report of the statutory auditors.
- 2. appropriation of available earnings.
- 3. Discharge from liability of the members of the Board of Directors and the Group Management
- 4. Consultative vote on the Management Incentive Plan (MIP)

- 5. Approval of the total compensation of the Board of Directors for the next term of office
- 6. Approval of the total compensation of the Group Management for the financial year 2023
- 7. Approval of an additional amount for the fixed compensation and variable compensation of the Group Management for the financial year 2022
- 8. Consultative vote on the Remuneration Report 2021
- 9. Amendments to the authorized share capital
- 10. Amendments to the Articles of Association by removing outdated provisions
- 11. Amendments to the Articles of Association concerning compensation
- 12. Amendments to the Articles of Association with respect to provisions in relation to the General Meeting.
- 13. election and re-election of the board of directors.
- 14. re-election of the remuneration committee.
- 15. re-election of the auditors.
- 16. re-election of the independent proxy.

Before handing over to Mr. Alexander Hagemann and Mr. Peter Neumann, who will give you an overview of the year 2021 in terms of activities, performance and results, I would like to give you an overview from the Board of Directors:

For Cicor, the year 2021 has been characterized by important milestones:

- Change of shareholders and board of directors.
- Embarking on accelerated growth with enhanced profitability.
- Acquisition of Axis Electronics Ltd.
- Operating margin returned to pre-crisis level.

I am very pleased that Cicor is able to recover well from 2020 despite the continuing headwinds of the COVID pandemic, global supply chain disruptions and material shortages. Double-digit sales growth and profit margins at pre-crisis levels are a sign that our 2,200 employees worldwide have demonstrated an extraordinary level of commitment to our business.

Following the acquisition of Axis, Cicor's net debt has increased, and as we are investing in growth and strengthening our market position, we do not propose a dividend payment.

We consider Cicor's balance sheet to be strong and since the issuance of the Mandatory Convertible Bond (MCB) in January, it is even stronger.

With a record level of new orders (CHF 286.6 million - an all-time high), Cicor has started the new year 2022 with a strong positive momentum.

** ** ** ** ** **

A year ago, we were eager to understand and better understand the following question: how can we cope with CORONA and protect our staff? What are the other implications on our activities and what should we anticipate?

The year was characterized by supply shortages and disruptions in freight traffic, etc.

While we are fundamentally positive about the future, the current dramatic and devastating situation, driven by the WAR IN UKRAINE, the ongoing ups and downs of CORONA, the global supply chain challenges, etc. etc. puts us in a position where we must take each day as it comes.

Today, we are grateful that Cicor has proven its resilience and ability to generate profitable growth in difficult times, as summarized in the annual report, which gives us confidence.

For the first time, we have created a comprehensive sustainability report, integrated into the 2021 annual report. We consider social sustainability to be just as important as environmental sustainability. Due to the ongoing pandemic, Cicor's priority is to ensure employee safety.

** ** ** ** ** **

The electronic manufacturing services (EMS) market is a very attractive growth market. Its size is estimated at about US\$500 billion, but its beauty lies in the specific capabilities needed to succeed across industries and geographies.

Cicor is clearly focused on the AIM - Aerospace & Defense - Industrial - Medical sectors and has the necessary capabilities! In Europe, it is a very fragmented market, about 14 billion dollars in size and with about 2000 players.

There are mega-trends such as:

- -Electrification and digitalization.
- -OEMs are focusing on their core competencies and the share of outsourced manufacturing is increasing.
- -Miniaturization, etc.

Cicor operates in markets with the highest customer loyalty and margins!

** ** ** ** ** **

Cicor Group is a global provider of full-cycle electronics solutions, from research and development to manufacturing and supply chain management.

Our capabilities are based on:

- 1. the intimacy with the client
 - i. There are significant barriers to entry for competitors in critical applications through engineering partnerships, validation cycles, government regulations, etc.
- 2. technology and engineering
 - i. We are almost unique in the industry by leveraging our advanced microelectronics and substrate capabilities, as we have done here in Boudry with Cicorel.
- 3. differentiated business model
 - i. We have become an invaluable partner to our customers by creating new products (NPI) and bringing them to market quickly.
- 4. a geographically balanced production footprint
 - i. Cicor operates 11 factories in Europe and Asia and has the most attractive locations such as Romania, South East Asia.
- 5. robust supply chain and operational excellence
- 6. an integrated quality / test management system

The keys to Cicor's success are its global positioning and its proximity to its customers. This has proven invaluable in these difficult times!

We have a solid strategy based on 5 pillars - striving to become a high-tech electronic service provider

- 1. create value for our shareholders and all stakeholders (EVA)
- 2.to be the partner of choice for our customers in the AIM industry in Europe as a full-cycle electronics solutions provider (full value chain partner).
- 3. leverage our engineering, NPI, technology and manufacturing capabilities, allowing us to increase value per customer and drive cross-selling across divisions.
- 4. platform for profitable growth, organic and inorganic, being the consolidator of the AIM industry.
- 5. master the supply chain and operational excellence.

With the acquisition and integration of Axis Electronics Ltd. of Bedford, UK, Cicor has succeeded in taking an excellent first step in growth. The integration of Axis will increase Cicor's EBITDA margin by over 100BP.

** ** ** ** ** **

As Cicor, we adhere to the principles of good governance and fair business practices, respecting the interests of all our shareholders.

2. cohesive vision: Cicor is to become a leading provider of high-tech electronic services in Europe, supported by our major shareholder, OEP.

The Mandatory Convertible Bond (MCB) was launched with an initial issue volume of CHF 20 million. Cicor has the option to reopen the MCB issue up to a total amount of CHF 60 million fully guaranteed by OEP, until the end of the year, depending on financing needs. This will strengthen Cicor's balance sheet and increase its flexibility to finance any new smart acquisitions.

- 4. we propose to our shareholders to increase the authorized share capital, as it is to partially restore the conditional capital that was used for the acquisition, in order to support the company's strategy of expanding its business through acquisitions.
- 5. In November 2021, we announced a special management incentive program for some 40 key executives of the Cicor Group. The program is fully sponsored by OEP and administered by the Board of Directors. The objective of this plan is to create a stronger alignment between the company's shareholders and management. We believe this is an excellent plan to get broader management involved in value creation. We are asking for your input today.
- 6. at today's ordinary general meeting we will ask you to approve amendments to the articles of association by deleting obsolete provisions and bringing them into line with the new law on joint stock companies, which will involve further changes in a few years' time.

Dear shareholders, thank you for attending the Annual General Meeting.

Without further ado, I would now like to hand over to our CEO, Mr. Alexander Hagemann, for a business update.

** ** ** ** ** **

Mr. Alexander Hagemann, CEO, then presented the business update.

Mr. Peter Neumann, CFO, then presented the financial update.

Mr. Daniel Frutig:

Are there any questions for the CEO or CFO regarding this information?

This is not the case.

** ** ** ** ** **

Agenda item 1

Annual report, annual financial statements and consolidated financial statements 2021; report of the statutory auditors

The Board of Directors proposes to approve the annual report, the annual financial statements and the consolidated financial statements 2021.

The annual report and the annual accounts have been sent to the shareholders. The auditors' report on the annual and consolidated financial statements is fully included in the 2021 annual report.

Does a shareholder wish to have the auditors' report presented at the meeting?

No.

Are there any further comments from the representatives of the auditors?

No.

Are there any other questions or objections to this agenda item?

No.

We now proceed to the first vote and approval of the annual report, the annual financial statements and the consolidated financial statements 2021.

Votes represented		1'627'387
Absolute majority		813'694
Yes	82,55 %	1'343'465
No	0,02 %	394
Absent	17,43 %	283'528

Accepted.

** ** ** ** ** **

Agenda item 2

Appropriation of available earnings

The Board of Directors proposes to allocate the reported cumulative loss of TCHF 55'105 as follows Carry forward of TCHF -55'105 to a new account. No dividend will be paid.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	82,09 %	1'335'987
No	0,50 %	8'283
Absent	17,41 %	283'117

Accepted.

Agenda item 3

Discharge from liability of the members of the Board of Directors and the Group Management

The Board of Directors proposes to grant discharge to the members of the Board of Directors and the Group Management for their activities in the financial year 2021.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'615'237
Absolute majority		807'619
Yes	82,22 %	1'328'108
No	0,20 %	3'388
Absent	17,58 %	283'741

Accepted.

** ** ** ** ** **

Agenda item 4

Consultative vote on the Management Incentive Plan (MIP)

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

Explanation

The Board of Directors proposes to approve the special management incentive plan sponsored by One Equity Partners.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	71,65 %	1'166'124
No	17,63 %	287'025
Absent	10,72 %	174'238

Accepted.

** ** ** ** ** **

Agenda item 5

Approval of the total compensation of the Board of Directors for the next term of office

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

Explanations

** ** ** ** ** **

The Board of Directors proposes to approve the maximum total compensation of CHF 500,000 for four members of the Board of Directors for the term of office from the Annual General Meeting 2022 to the Annual General Meeting 2023.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	80,76 %	1'314'301
No	8,50 %	138'470
Absent	10,74 %	174'616

Accepted.

** ** ** ** ** **

Agenda item 6

Approval of the total compensation of the Group Management for the financial year 2023

The explanation of this agenda item was included in the invitation to the AGM and can now be seen on the screen.

** ** ** ** ** **

Explanations

** ** ** ** ** **

The Board of Directors proposes to approve the total compensation of the members of the Group Management for the financial year 2023 for a maximum amount of CHF 2,900,000.

Are there any objections to this agenda item?

Votes represented		1'627'387
Absolute majority		813'694
Yes	80,87 %	1'316'174
No	8,41 %	136'902
Absent	10,72 %	174'311

Accepted.

** ** ** ** ** **

Agenda item 7

Approval of an additional amount for the fixed compensation and variable compensation of the Group Management for the financial year 2022

** ** ** ** ** **

Agenda item 7.1

Approval of an additional amount for the fixed remuneration of the Group Management for the year 2022

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

The Board of Directors proposes to approve an additional amount for the fixed remuneration of the planned additional members of the Group Management for the financial year 2022, up to a maximum of CHF 700'000.

Are there any objections to this agenda item?

Votes represented		1'627'387
Absolute majority		813'694
Yes	74,28 %	1'208'899
No	15,13 %	246'290
Absent	10,59 %	17 2' 198

Accepted.

** ** ** ** ** **

Agenda item 7.2

Approval of an additional amount for the variable remuneration of the Group Management for the year 2022

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

Explanation

** ** ** ** ** **

The Board of Directors proposes to approve an additional amount for the variable remuneration of the planned additional members of the Group Management for the financial year 2022 of up to CHF 450,000.

Are there any objections to this agenda item?

Votes represented		1'627'387
Absolute majority		813'694
Yes	74,31 %	1'209'315
No	15,07 %	245'409
Absent	10,62 %	172'663

Accepted.

** ** ** ** ** **

Agenda item 8

Consultative vote on the Remuneration Report 2021

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now also be seen on the screen.

** ** ** ** ** **

The Board of Directors proposes to approve the 2021 Compensation Report, including the Performance Share Awards (PSUs) under the 2019-2021 Long-Term Incentive Plan disclosed therein, by advisory vote.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	76,32 %	1'242'077
No	12,90 %	209'980
Absent	10,78 %	175'330

Accepted.

** ** ** ** ** **

Agenda item 9

Item 9 on the agenda was withdrawn by the Board of Directors.

** ** ** ** ** **

Agenda item 10

Amendments to the Articles of Association by removing outdated provisions

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

The Board of Directors proposes to delete section 5, para. 3 of section 5, section 5 quater, section 5 quinquies, section 6 para. 4 of article 6, letter b of para. 1 of article 12, and the text ", any shareholder holding bearer shares," in paragraph 1 of article 14, while before article e, the following text is inserted: "(Articles 5 quater and 5 quinquies are repealed)".

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	89,09 %	1'449'988
No	0,23 %	3'846
Absent	10,68 %	173'553

Accepted.

Agenda item 11

state state state state state state state

Agenda item 11.1

Extension of conditional capital

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

The Board of Directors proposes to extend the conditional capital so that it can also be used to compensate employees other than senior executives and members of the Board of Directors, and to extend this provision to the company's subsidiaries. Para. 1 of the amended Article 5 bis reads as follows:

Explanation on the screen

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		1'084'925
Yes	71,54 %	1'164'237
No	17,75 %	288'981
Absent	10,71 %	174'169

Accepted.

Agenda item 11.2

Possibility of General Meeting to approve compensation for other periods

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

The Board of Directors proposes to amend Article 32 bis by inserting the following new paragraph before the current second paragraph

The Board of Directors may submit to the general meeting for approval different or additional proposals for the same or other periods. The Board of Directors may submit to the general meeting for approval different or additional proposals for the same or other periods.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	80,68 %	1'313'108
No	8,67 %	141'216
Absent	10,65 %	173'063

Accepted.

Agenda item 11.3

Providing for the possibility of non-cash remuneration of the Board Members

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

The Board of Directors proposes to amend Article 32c by inserting the following new paragraph before the second paragraph

Explanation on the screen

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	60,23 %	980'190
No	29,13 %	474'094
Absent	10,64 %	173'103

Accepted.

Agenda item 11.4

Increasing the additional amount available in case of nomination of additional Members of Management

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

The Board of Directors proposes to increase the 30% amount in Section 32b to 50%.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	74,44 %	1'211'491
No	14,83 %	241'353
Absent	10,73 %	174'543

Accepted.

** ** ** ** ** **

Agenda item 11.5

Amendment to the provision on compensation of the Group Management

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

The Board proposes to replace the current text of Section 32 quinquies, except for the title, with new text:

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	74,26 %	1'208'654
No	15,00 %	244'176
Absent	10,74 %	174'557

Accepted.

** ** ** ** ** **

Agenda item 11.6

Replacing the provision on compensation of the Management by a standard provision

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

The Board proposes to replace the last sentence of Section 32e.

Are there any objections to this agenda item?

Votes represented		1'627'387
Absolute majority		813'694
Yes	88,22 %	1'435'802
No	1,03 %	16'893
Absent	10,75 %	174'692

Accepted.

** ** ** ** ** **

Agenda item 12

Amendments to the Articles of Association with respect to provisions in relation to the General Meeting

The explanation of this agenda item was included in the invitation to the ordinary general meeting and can now be seen on the screen.

** ** ** ** ** **

The Board of Directors proposes to delete the last paragraph of Article 6 and the text "(a) for registered shares:", as well as the word "recommended" in Article 12 paragraph 1.1.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	88,32 %	1'437'353
No	0,92 %	15'035
Absent	10,76 %	174'999

Accepted.

** ** ** ** ** **

Agenda item 13

Election and re-elections of the Board of Directors

The Board of Directors proposes the re-election of the following persons as members of the Board of Directors, each for a term of office of one year until the end of the Ordinary General Meeting 2023

** ** ** ** ** **

Agenda item 13.1

Re-election of Mr. Daniel Frutig to the Board of Directors as its Chairman for the term of one year.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	87,73 %	1'427'769
No	1,65 %	26'903
Absent	10,62 %	172 ' 715

Accepted.

Agenda item 13.2

Re-election of Mr. Konstantin Ryzhkov to the Board of Directors for the term of one year.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	79,34 %	1'291'317
No	10,00 %	162'766
Absent	10,66 %	173'304

Accepted.

** ** ** ** ** **

Agenda item 13.3

Re-election of Ms. Norma Corio to the Board of Directors for the term of one year.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	69,69 %	1'134'189
No	19,68 %	320'413
Absent	10,63 %	172 ' 785

Accepted.

Agenda item 13.4

Election of Ms. Denise Koopmans to the Board of Directors for a term of office of one year.

Brief personal presentation of Mrs. Denise Koopmans

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	73,82 %	1'201'498
No	8,69 %	141'504
Absent	17,49 %	284'385

Accepted.

** ** ** ** ** **

Agenda item 14

Re-elections Remuneration Committee

** ** ** ** ** **

Agenda item 14.1

Re-election of Mr. Daniel Frutig as a member of the Remuneration Committee for a term of office of one year.

Are there any objections to this agenda item?

Votes represented		1'627'387
Absolute majority		813'694
Yes	87,57 %	1'425'180
No	1,74 %	28'382
Absent	10,69 %	173'825

Accepted.

** ** ** ** ** **

Agenda item 14.2

Re-election of Konstantin Ryzhkov as a member of the Remuneration Committee for a term of office of one year.

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	79,03 %	1'286'130
No	10,21 %	166'243
Absent	10,76 %	175'014

Accepted.

Agenda item 15

Re-election of the auditors

The Board of Directors proposes the re-election of KPMG AG for a further one-year term of office

Are there any objections to this agenda item?

No.

Result of the vote:

Votes represented		1'627'387
Absolute majority		813'694
Yes	87,68 %	1'427'005
No	1,69 %	27'579
Absent	10,63 %	172'803

Accepted.

** ** ** ** ** **

Agenda item 16

Re-election of the Independent Proxy

The board of directors proposes the re-election of Etude Athemis as independent proxy for the duration of the mandate up to and including the next ordinary general meeting.

Are there any objections to this agenda item?

Votes represented		1'627'387
Absolute majority		813'694
Yes	89,42 %	1'455'349
No	0,01 %	284
Absent	10,57 %	171 ' 754

Accepted.

Pascal Moesch thanks the shareholders for their confidence.

** ** ** ** ** **

This concludes the official part of the 2022 Ordinary General Meeting. I would now like to give the floor to our shareholders. Do you have any questions for the Board of Directors or the management of the Cicor Group?

Question and answer session

** ** ** ** ** **

Mr. Daniel Frutig:

"Dear Shareholders,

On behalf of the entire Board of Directors and the management of the Cicor Group, I would like to thank you for your presence and your confidence. I now invite you to a delicious aperitif on the upper floor and look forward to welcoming you again in the coming year.

The president, Mr. Daniel Frutig, declar	res the ordinary general assembly closed
Daniel Frutig	Peter Neumann