

## Invitation to the Annual General Shareholders' Meeting

Friday, May 30, 2014, 11.00 am in the Courtyard by Marriott Basel hotel in Pratteln

### Agenda items and motions proposed by the Board of Directors

#### 1. Approval of the annual report, the financial statements and the consolidated financial statements for 2013 and acknowledgement of the statutory auditor's reports on the financial statements and the consolidated financial statements

The Board of Directors moves that the annual report, the financial statements and the consolidated financial statements for 2013 be approved.

#### 2. Official approval of the actions of the members of the Board of Directors and the management

The Board of Directors moves that its members and those of the management be granted official approval for their actions in fiscal year 2013.

#### 3. Appropriation of retained earnings and of the "legal reserves from capital contributions" as per the balance sheet and dividend resolution

##### 3.1 Dividend distribution from capital contributions

The Board of Directors proposes a dividend distribution from legal reserves from capital contributions as follows:

Dividend (rounded to TCHF)	TCHF	<b>8,033</b>
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The dividend amount of TCHF **8,033** is entirely distributed from the "legal reserves from capital contributions" and corresponds to a dividend (not subject to withholding tax) of CHF **0.17** per bearer share (at a nominal value of CHF 1) entitled to a dividend. Assuming this proposal for the appropriation of retained earnings is accepted, the dividend will be paid from **June 10, 2014**.

The dividend proposal applies to all shares issued. Shares directly owned by the company at the time of the dividend payment are not entitled to the dividend. Accordingly, the exact amount of the total dividend and the withdrawal from the legal reserves from capital contributions is dependent on the number of shares held directly by the company at the time of payment.

##### 3.2 Appropriation of available retained earnings

Profit carried forward	TCHF	30,971
Net profit for year 2013	TCHF	<b>14,270</b>

Withdrawal from the legal reserves from capital contributions	TCHF	<b>8,033</b>
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Available retained earnings	TCHF	<b>53,274</b>
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The Board of Directors recommends appropriating available retained earnings as per the balance sheet as follows:

Balance to be carried forward	TCHF	<b>45,241</b>
Payment of a dividend	TCHF	<b>8,033</b>

### 4. Elections for the Board of Directors

#### 4.1 Re-election of the members of the Board of Directors

In accordance with Articles 3, 4 and 29 of the Swiss Ordinance Against Excessive Compensation in Listed Stock Companies, from January 1, 2014 the Annual General Meeting elects the members of the Board of Directors and the Chairman of the Board of Directors individually each year.

The Board of Directors moves for the following persons to be re-elected to the Board of Directors until the end of the next Annual General Meeting:

- Bernhard Burgener
- Martin Wagner
- Antonio Arrigoni
- René Camenzind
- Dr. Erwin V. Conradi
- Dr. Dieter Hahn
- Martin Hellstern
- Dr. Ingo Mantzke

#### 4.2 Election of the Chairman of the Board of Directors

The Board of Directors moves for Bernhard Burgener to be elected as the Chairman of the Board of Directors until the end of the next Annual General Meeting.

#### 4.3 Election of the compensation committee

In accordance with Articles 7 and 29 of the Swiss Ordinance Against Excessive Compensation in Listed Stock Companies, from January 1, 2014 the Annual General Meeting elects the members of the compensation committee of the Board of Directors individually each year.

The Board of Directors moves for the following members of the Board of Directors to be individually voted into the compensation committee until the end of the next Annual General Meeting:

- Bernhard Burgener
- Martin Hellstern
- René Camenzind

#### 5. Election of the statutory auditor

The Board of Directors moves that PricewaterhouseCoopers AG, Lucerne, be re-elected as the statutory auditor of the company for 2014.

#### 6. Election of the independent proxy voter

In accordance with Articles 8 and 30 of the Swiss Ordinance Against Excessive Compensation in Listed Stock Companies, the Annual General Meeting elects the independent proxy voter until the end of the next Annual General Meeting.

The Board of Directors moves to elect Abima Management AG, Weidenweg 17, 4310 Rheinfelden, Switzerland, as the independent proxy voter of the company until the end of the next Annual General Meeting.

### Documents and admission tickets

#### Annual report

The annual report, the financial statements and the consolidated financial statements for 2013 as well as the reports of the statutory auditor on the financial statements and the consolidated financial statements can be viewed by shareholders effective immediately at the company's offices at Netzbodenstrasse 23b, 4133 Pratteln, Switzerland. Shareholders will be supplied with a copy of the annual report free of charge on request. The full annual report for 2013 can also be viewed and downloaded from the Internet at [www.highlight-communications.com](http://www.highlight-communications.com).

#### Treasury stock of the company

The share capital of the company amounts to CHF 47,250,000 and is divided into 47,250,000 bearer shares with a nominal value of CHF 1 each. The number of voting rights totals 47,250,000, of which **2,715,650** relate to treasury shares without voting rights in accordance with Article 659a (1) of the Swiss Code of Obligations. This information is accurate as of the date of the publication of this invitation in the Swiss Official Gazette of Commerce (SHAB).

#### Admission tickets

Holders of bearer shares wishing to attend the Annual General Meeting can obtain tickets up to and including **May 23, 2014** upon (1) lodging their shares via their custodian bank or directly from the company by providing adequate proof of share ownership and (2) confirming that their shares are blocked until after the Annual General Meeting. For administrative reasons, it is not possible for tickets to be issued after this date.

***Proxy voting***

In accordance with Article 8(2) of the company's Articles of Incorporation, shareholders are permitted to be represented at the Annual General Meeting on the basis of a written authority. In particular, shareholders can be represented by the independent proxy voter. For procedural reasons, it is not possible to revoke authority once the proxy has been admitted to the meeting.

Shareholders wishing to attend by proxy are requested to sign their admission tickets and voting material and hand these to their proxy. Proxy voting forms can be requested from the company and are also available for download from the company's website [www.highlight-communications.com](http://www.highlight-communications.com).

Any holders of bearer shares wishing to authorize the independent proxy voter to represent them (in accordance with Article 689c OR) are requested to send their admission ticket and written instructions for voting and election to Abima Management AG, Weidenweg 17, 4310 Rheinfelden, Switzerland, by **May 23, 2014**. In the absence of written instructions to the contrary, he will exercise the voting right in favor of the motions proposed by the Board of Directors. This also applies if motions are voted on at the Annual General Meeting that were not listed in the invitation. The independent proxy voter is entitled to appoint a third person should urgent reasons compel him to do so.

In accordance with Article 11 of the Swiss Ordinance Against Excessive Compensation in Listed Stock Companies, proxy voting by company or custodian bank representatives is no longer permitted from January 1, 2014.

Pratteln, Switzerland, April 2014

***Highlight Communications AG***  
The Board of Directors