Invitation to the General Meeting

15 05 23

SENSIRION

Dear Shareholders,
We are delighted to invite you to the 24th Annual General Meeting
of Sensirion Holding AG.

Monday, 15 May 2023
5:00 p.m.
doors open at 4:00 p.m.

at the

ENTRA
Culture and Convention Center
Obere Bahnhofstrasse 58B
8640 Rapperswil-Jona

Yours sincerely, Sensirion Holding AG
Stäfa, 20 April 2023

Dr. Moritz Lechner
Co-Chairman of the Board of Directors

Dr. Felix Mayer
Co-Chairman of the Board of Directors

Agenda
Proposals of the Board of Directors

1 Annual report 2022

1.1 Annual management report, annual financial statements and consolidated financial statements 2022; Auditor's reports

Proposal: The Board of Directors proposes that the annual management report, the annual financial statements and the consolidated financial statements 2022 be approved and that the Auditor's reports be acknowledged.

1.2 Consultative vote on the compensation report 2022

Proposal: The Board of Directors proposes that the compensation report 2022 be accepted in a non-binding consultative vote.

2 Appropriation of balance sheet result 2022

Proposal: The Board of Directors proposes that the annual result 2022 of the Company in the amount of CHF 4,070 thousand (net profit) be allocated as follows:

In thousands of CHF	**2022**
Retained earnings brought forward	29,293
Net profit for the year	4,070
Available earnings	**33,363**
Appropriation of available earnings proposed by the Board of Directors:	
Balance to be carried forward	**33,363**

3 Discharge of the members of the Board of Directors and the Executive Committee

Proposal: The Board of Directors proposes that the members of the Board of Directors and the Executive Committee be granted discharge for their activities in the financial year 2022.

4 Elections and re-elections

4.1 Re-election of the Co-Chairmen and the members of the Board of Directors

Mr. Moritz Lechner and Mr. Felix Mayer have declared acceptance of their re-election as Co-Chairmen of the Board of Directors. The other current members of the Board of Directors, Mrs. Ricarda Demarmels, Mr. François Gabella, Mrs. Anja König and Mr. Franz Studer, are also standing for re-election as members of the Board of Directors.

The CVs of the members of the Board of Directors are available in the Corporate Governance section of the annual report 2022.

Proposal: The Board of Directors proposes to re-elect the following members of the Board of Directors, individually and for a term of office until the completion of the next Annual General Meeting.

4.1.1 Re-election of Moritz Lechner as member and as Co-Chairman of the Board of Directors
4.1.2 Re-election of Felix Mayer as member and as Co-Chairman of the Board of Directors
4.1.3 Re-election of Ricarda Demarmels as member of the Board of Directors
4.1.4 Re-election of François Gabella as member of the Board of Directors
4.1.5 Re-election of Anja König as member of the Board of Directors
4.1.6 Re-election of Franz Studer as member of the Board of Directors

4.2 Re-election of the members of the Nomination and Compensation Committee

The current members of the Nomination and Compensation Committee, Mr. Moritz Lechner, Mr. Felix Mayer and Mr. François Gabella, have declared acceptance of their re-election as members of the Nomination and Compensation Committee, subject to their re-election as Co-Chairman, or member of the Board of Directors, respectively.

The Board of Directors intends to appoint Mr. Felix Mayer (if he is re-elected) again as Chairman of the Nomination and Compensation Committee.

Proposal: The Board of Directors proposes to re-elect the following members of the Nomination and Compensation Committee individually and for a term of office until the completion of the next Annual General Meeting.

4.2.1 Re-election of Moritz Lechner as member of the Nomination and Compensation Committee
4.2.2 Re-election of Felix Mayer as member of the Nomination and Compensation Committee
4.2.3 Election of François Gabella as member of the Nomination and Compensation Committee

4.3 Re-election of the Auditors

Proposal: The Board of Directors proposes to re-elect KPMG AG, Zurich, as Auditors for a term of office until the completion of the next Annual General Meeting.

4.4 Re-election of the Independent Proxy

Proposal: The Board of Directors proposes to re-elect the Law Office Keller Ltd, Zurich, as Independent Proxy for a term of office until the completion of the next Annual General Meeting.

5 Approval of the compensation of the Board of Directors and the Executive Committee

A detailed description of Sensirion's compensation system and the compensation awarded to members of the Board of Directors and the Executive Committee in 2022 can be found in the compensation report 2022 on pages 110 to 122 of the annual report 2022.

Basic principles of variable compensation

Sensirion cultivates a distinctive corporate culture in which employees take on responsibility and support the Group as a whole. At the end of every year, each employee discusses his or her annual performance objectives with his or her supervisor. However, we are firmly convinced that many important goals cannot really be measured objectively and fairly and that an overemphasis on quantitative, measurable goals may lead to wrong incentives. For this reason, Sensirion has for many years structured the bonus as follows:

- Variable compensation is not allocated according to a fixed mathematical formula that reflects the degree to which quantitative targets are achieved. Instead, each employee's superior makes an overall assessment of the annual performance to determine the bonus.
- The majority of the total compensation is paid in the form of a fixed salary. Consequently, the variable component is kept relatively small and less important.

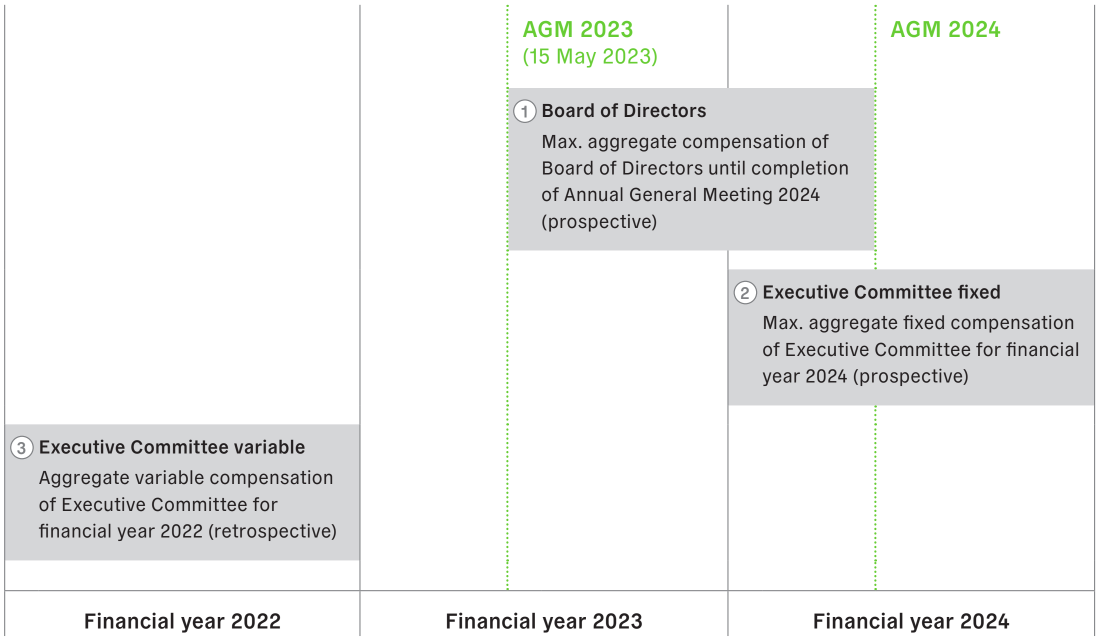
For the members of the Executive Committee, the aggregate amount of variable compensation of one year is submitted to the General Meeting of the following year for retrospective approval.

Shareholders' approval of compensation (say on pay)

According to the Articles of Association, the Annual General Meeting must approve the proposals by the Board of Directors regarding the aggregate amounts of:

1. the maximum compensation of the Board of Directors until completion of the next Annual General Meeting;
2. the maximum fixed compensation of the Executive Committee for the following financial year; and
3. the variable compensation of the Executive Committee for the preceding financial year.

The following chart shows the periods for which proposals on compensation will be submitted to the Annual General Meeting on 15 May 2023.



5.1 Compensation of the Board of Directors

Proposal: The Board of Directors proposes to approve a maximum aggregate amount of compensation for the members of the Board of Directors of CHF 950,000 for the period from the Annual General Meeting 2023 to the Annual General Meeting 2024.

Explanations: The compensation for the members of the Board of Directors consists exclusively of a fixed compensation in cash, and is subject to prospective approval of the maximum aggregate compensation by the Annual General Meeting.

The Co-Chairmen both act for Sensirion AG on a 50% basis, and are responsible for sensor innovation and strategic tasks. They are not involved in the day-to-day management of Sensirion. For their work, each Co-Chairman receives an annual fixed compensation. The Co-Chairmen are neither entitled to a performance-related compensation nor to any additional compensation as Co-Chairmen and chairman or member of any committee. The compensation awarded to the other members of the Board of Directors consists of a fixed board membership fee and additional fixed fees as chairperson or member of a committee of the Board of Directors (see page 113/114 of the annual report 2022).

5.2 Fixed compensation of the Executive Committee

Proposal: The Board of Directors proposes to approve a maximum aggregate amount of fixed compensation for the members of the Executive Committee of CHF 2,400,000 for the financial year 2024.

Explanations: Members of the Executive Committee receive an annual base salary as fixed compensation paid in cash. The base salary is reviewed and determined on an annual basis by the Nomination and Compensation Committee. The Board of Directors approves the individual fixed compensation of the members of the Executive Committee subject to the prospective approval of the maximum aggregate amount of fixed compensation by the Annual General Meeting.

5.3 Variable compensation of the Executive Committee

Proposal: The Board of Directors proposes to approve an aggregate amount of variable compensation for the members of the Executive Committee of CHF 297,350 for the financial year 2022.

Explanations: Members of the Executive Committee are awarded an annual bonus as variable compensation paid in restricted shares subject to a blocking period of three years and in restricted share units (RSUs) subject to a vesting period of three years (see Sensirion's Bonus and RSU Plan on page 118/119 of the annual report 2022).

The Nomination and Compensation Committee determines the annual bonus of each member of the Executive Committee and submits it to the Board of Directors for approval. The annual bonus is awarded to the members of the Executive Committee subject to the approval by the Annual General Meeting in the following year. Therefore, the Company will not deliver the restricted shares and the RSUs granted with the annual bonus in 2022 to the members of the Executive Committee before approval by the Annual General Meeting 2023.

6 Amendment of the Articles of Association

Proposal: The Board of Directors proposes that the Articles of Association of Sensirion Holding AG be amended pursuant to the proposed amendments published in the Swiss Official Gazette of Commerce on 20 April 2023, and on https://sensirion.com/company/investor-relations/annual-general-meeting/.

Explanations: On 19 June, 2020, the Swiss Parliament adopted the federal act to revise the Swiss corporate law (the Corporate Law Reform), which came into force on 1 January 2023. Swiss corporations are required to revise their articles of association to comply with the new law by the end of 2024 at the latest. Under agenda items 6.1 to 6.3, the Board of Directors proposes various amendments to the Articles of Association with which it intends to (i) implement changes required under the new law, (ii) grant the Company certain flexibility provided under the new law, and (iii) update the Articles of Association in line with prevailing market standards in Switzerland.

The proposed amendments to the Articles of Association are grouped by topic and submitted to the Annual General Meeting for approval under three different agenda items (agenda items 6.1 to 6.3). The proposed amendments are explained separately for each agenda item below. A comparison of the current version of the Articles of Association with the wording proposed by the Board of Directors can be found below following the proposal and explanations for each agenda item. The clean version of the amended Articles of Association as proposed by the Board of Directors is available on https://sensirion.com/company/investor-relations/annual-general-meeting/.

6.1 Share register and restrictions on registration

Proposal: The Board of Directors proposes to amend Article 5 para. 1, 5 and 6 as set forth below.

Explanations: The Board of Directors would like to reduce the misuse of securities lending and similar legal transactions in order to influence votes and elections at the general meeting of shareholders and therefore proposes to introduce into the Articles of Association a new basis to restrict registrations as shareholder with voting rights as set forth in Article 685d para. 2 of the Swiss Code of Obligations (Article 5 para. 5 and 6). Further, the wording of Article 5 para. 1 shall be clarified to reflect new means of communication.

Version pursuant to the proposal of the Board of Directors
(additions **bold and underlined** / deletions ~~*italics strikethrough*~~)

Artikel 5
Aktienbuch, Eintragungsbeschränkungen, Nominees

[1] Die Gesellschaft oder ein von ihr beauftragter Dritter führt für die Namenaktien ein Aktienbuch, in welches die Eigentümer und Nutzniesser mit Name und Vorname (bei juristischen Personen die Firma), Adresse und Staatsangehörigkeit (bei juristischen Personen der Sitz) eingetragen werden. Wechselt eine im Aktienbuch eingetragene Person ihre ~~*Adresse*~~ **Kontaktdaten**, so hat sie dies dem Aktienbuchführer mitzuteilen. ~~*Solange dies nicht geschehen ist, gelten alle brieflichen*~~ Mitteilungen der Gesellschaft **gelten als rechtsgültig erfolgt, wenn sie** an die im Aktienbuch **zuletzt** eingetragenen ~~*Personen als rechtsgültig an die bisher im Aktienbuch eingetragene Adresse erfolgt*~~ **Kontaktdaten des Aktionärs bzw. Zustellungsbevollmächtigten gesendet werden**.

[5] Erwerber von Namenaktien werden auf Gesuch als Aktionäre mit Stimmrecht im Aktienbuch eingetragen, falls sie ausdrücklich erklären, **dass sie** diese Namenaktien im eigenen Namen und für eigene Rechnung erworben ~~*zu*~~ haben**, keine Vereinbarung über die Rücknahme oder die Rückgabe entsprechender Aktien besteht und sie das mit den Aktien verbundene wirtschaftliche Risiko tragen**.

Article 5
Share Register, Restrictions on Registration, Nominees

[1] The Company shall maintain, itself or through a third party, a share register for the registered shares that lists the surname and name (the name of the company in case of a legal entity), the address and nationality (the registered office in case of a legal entity) of the shareholders or usufructuaries. A person registered in the share register shall notify the share registrar of any change in ~~*address*~~ **contact information**. ~~*Until such notification has occurred, all written*~~ **C**ommunications from the Company ~~*to persons registered in the share register*~~ shall be deemed to have ~~*validly*~~ been **validly** made if sent to ~~*the address previously recorded*~~ **the shareholder's or authorized delivery agent's last registered contact information** in the share register.

[5] Persons acquiring registered shares shall be registered in the share register as shareholders with voting rights upon their request if they expressly declare ~~*to*~~ **that they** have acquired these registered shares in their own name and for their own account**, that there is no agreement on the redemption of the relevant shares and that they bear the economic risk associated with the shares**.

[6] Der Verwaltungsrat kann einzelne Personen, die im Eintragungsgesuch nicht ausdrücklich ~~*erklären, die Namenaktien auf eigene Rechnung zu halten*~~ **die Erklärungen gemäss Absatz 5 dieses Artikels abgeben** (die **Nominees**), bis maximal 5 Prozent des im Handelsregister eingetragenen Namenaktienkapitals mit Stimmrecht im Aktienbuch eintragen, wenn der Nominee mit der Gesellschaft eine Vereinbarung über seine Stellung abgeschlossen hat und einer anerkannten Bank- oder Finanzaufsicht untersteht. Über diese Eintragungsgrenze hinaus kann der Verwaltungsrat Nominees mit Stimmrecht im Aktienbuch eintragen, falls die Nominees sich verpflichten, jederzeit auf Anforderung der Gesellschaft die Namen und Vornamen, Adressen, Staatsangehörigkeit und die Aktienbestände derjenigen Personen offenzulegen, für deren Rechnung sie 0.5 Prozent oder mehr des im Handelsregister eingetragenen Namenaktienkapitals halten. Der Verwaltungsrat ist berechtigt, mit Nominees Vereinbarungen über die Meldepflicht zu treffen.

[6] The Board of Directors may register individual persons who do not expressly ~~*declare in their registration application that they are holding the registered shares for their own account*~~ **make the declarations pursuant to paragraph 5 of this Article in their registration application** (the **Nominees**) as shareholders with voting rights regarding up to 5 percent of the registered share capital recorded in the commercial register, if the Nominee has entered into an agreement with the Company regarding its position and is subject to a recognized bank or financial market supervision. Beyond such registration limit, the Board of Directors may register Nominees in the share register with voting rights, provided that such Nominees undertake to disclose to the Company, at any time upon the Company's request, the surnames, first names, addresses, citizenship and shareholdings of the persons on whose behalf the Nominees hold 0.5 percent or more of the registered share capital recorded in the commercial register. The Board of Directors has the right to enter into agreements with Nominees regarding reporting obligations.

6.2 General meeting of shareholders and shareholder rights

Proposal: The Board of Directors proposes to amend or newly adopt Article 4 para. 1 and 2, Article 7 para. 2, Article 8 para. 2, Article 9 para. 2 to 7, Article 10 para. 1 and 2, Article 11 para. 4, Article 13 para. 1 to 3, Article 24 para. 1, Article 31 para. 2 and 3 as well as Article 34 para. 3 (incl. section heading) as set forth below.

Explanations: The Corporate Law Reform strengthens the rights of minority shareholders. The threshold for the right to convene an extraordinary general meeting of shareholders was lowered from 10 % to 5 % of the share capital or votes. Further, the new law provides for a lower threshold of 0.5 % of the share capital or votes (instead of 5 %) to request that an item be included on the agenda or that a proposal relating to an agenda item be included in the invitation to the general meeting of shareholders. These changes in Swiss corporate law shall be reflected in Article 8 para. 2 and Article 10 para. 1.

The new law allows corporations to communicate with their shareholders, provide notifications and make documents available electronically. To make use of these new possibilities allowing simplifications and cost savings, the Board of Directors proposes amendments to Article 9 para. 2 and 3 as well as Article 34 para. 3.

The Corporate Law Reform introduces the possibility to hold virtual general meetings of shareholders exclusively by electronic means without a venue. In order to remain flexible with regard to the form of future meetings, the Board of Directors proposes to create the necessary basis in the Articles of Association to hold a virtual general meeting of shareholders (Article 9 para. 7). If a virtual meeting is to be held, the Board of Directors will ensure that shareholders can exercise all their rights electronically directly at the meeting. Further, the new law also expressly provides for the possibility to hold general meetings of shareholders at different locations or as hybrid meetings (i.e., shareholders who are not present at the venue may participate and exercise their rights by electronic means). This shall be clarified in Article 9 para. 6.

The powers of the general meeting of shareholders and the list of resolutions requiring the approval of a qualified majority have been extended under the new law. The Board of Directors proposes that Article 7 para. 2 and Article 13 para. 2 be amended accordingly. Further, the Corporate Law Reform provides that listed companies must make the resolutions and election results available electronically within 15 days after the general meeting of shareholders and that shareholders may request that the minutes be made available to them within 30 days after the general meeting of shareholders. These statutory requirements shall be reflected by introducing Article 11 para. 4.

Article 4 para. 2 shall clarify that, although shareholders may at any time request a written confirmation from the Company of their registered shares as reflected in the share register, they have no right to be issued a certificated security.

To adapt the Articles of Association to the revised wording of the law, to reflect the voting procedure used by Sensirion in the past years and clarify the term of office of the Auditors, the Board of Directors proposes further amendments to Article 4 para. 1, Article 9 para. 4 and 5, Article 10 para. 2, Article 13 para. 1 and 3, Article 24 para. 1 as well as Article 31 para. 2 and 3.

Version pursuant to the proposal of the Board of Directors
(additions **bold and underlined**/deletions *~~italics strikethrough~~*)

Artikel 4	Article 4
Aktienzertifikate und Bucheffekten	Share Certificates and Intermediated Securities
1 Die Gesellschaft *~~gibt~~* **kann** ihre Namenaktien *~~in Form von Einzelurkunden,~~* **als Wertrechte nach Artikel 973c oder 973d OR, als Bucheffekten im Sinne des Bucheffektengesetzes oder als Einzel- oder** Globalurkunden *~~oder Wertrechten aus~~* **ausgeben**. Der Gesellschaft steht es im Rahmen der gesetzlichen Vorgaben frei, ihre in einer dieser Formen ausgegebenen Namenaktien jederzeit und ohne Zustimmung der Aktionäre in eine andere Form umzuwandeln. Die Gesellschaft trägt dafür die Kosten.	1 The Company may issue its registered shares **as uncertificated securities pursuant to article 973c or 973d CO, as intermediated securities in the sense of the Federal Act on Intermediated Securities, or** in the form of single *~~certificates,~~* **or** global certificates *~~and uncertificated securities~~*. Subject to applicable law, the Company may convert its registered shares from one form into another form at any time and without the approval of the shareholders. The Company shall bear the cost associated with any such conversion.
2 Ein Aktionär hat keinen Anspruch auf Umwandlung von in bestimmter Form ausgegebenen Namenaktien in eine andere Form. **Insbesondere hat der Aktionär keinen Anspruch auf die Verbriefung der Mitgliedschaft in einem Wertpapier.** *~~Ein~~* **Jeder** Aktionär kann jedoch von der Gesellschaft jederzeit die Ausstellung einer Bescheinigung über die von ihm gemäss Aktienbuch gehaltenen Namenaktien verlangen.	2 A shareholder has no right to request a conversion of the registered shares issued in one form into another form. **In particular, the shareholder has no claim to the certification of the membership in a security.** Each shareholder may, however, at any time request from the Company a written confirmation of the registered shares held by such shareholder, as reflected in the share register.

Artikel 7

Befugnisse der Generalversammlung

[2] Der Generalversammlung stehen folgende unübertragbaren Befugnisse zu:

1. die Festsetzung und Änderung dieser Statuten;
2. die Wahl der Mitglieder des Verwaltungsrates, des Präsidenten oder der zwei Co-Präsidenten des Verwaltungsrates und der Mitglieder des Vergütungsausschusses;
3. die Wahl der Revisionsstelle;
4. die Wahl des unabhängigen Stimmrechtsvertreters;
5. die Genehmigung des Lageberichtes und der Konzernrechnung;
6. die Genehmigung der Jahresrechnung sowie die Beschlussfassung über die Verwendung des Bilanzgewinnes, insbesondere die Festsetzung der Dividende;
7. **die Festsetzung der Zwischendividende und die Genehmigung des dafür erforderlichen Zwischenabschlusses;**
8. **die Beschlussfassung über die Rückzahlung der gesetzlichen Kapitalreserve;**

~~7~~**9**. die Entlastung der Mitglieder des Verwaltungsrates und mit der Geschäftsführung betrauten Personen;

~~8~~**10**. die Genehmigung der Vergütungen des Verwaltungsrates und der Geschäftsleitung gemäss Artikel 25 dieser Statuten; ~~*und*~~

11. die Dekotierung der Beteiligungspapiere der Gesellschaft;

12. die Genehmigung des Berichts über nichtfinanzielle Belange nach Artikel 964c OR; und

~~9~~**13**. die Beschlussfassung über die Gegenstände, die der Generalversammlung durch das Gesetz oder diese Statuten vorbehalten sind oder ihr, vorbehältlich Artikel 716a OR, durch den Verwaltungsrat vorgelegt werden.

Article 7

Powers of the General Meeting of Shareholders

[2] The General Meeting of Shareholders shall have the following inalienable powers:

1. the adoption and amendment of these Articles of Association;
2. the election of the members of the Board of Directors, the Chairman or the two Co-Chairmen of the Board of Directors and the members of the Compensation Committee;
3. the election of the Auditors;
4. the election of the independent voting rights representative;
5. the approval of the annual management report and the consolidated financial statements;
6. the approval of the annual financial statements as well as the resolution on the allocation of profit shown on the balance sheet, in particular the determination of dividends;
7. **the determination of interim dividends and the approval of the interim financial statements required for this purpose;**
8. **the resolution on the repayment of the statutory capital reserve;**

~~7~~**9**. the discharge from liability of the members of the Board of Directors and the persons entrusted with management;

~~8~~**10**. the approval of the compensation of the Board of Directors and of the Executive Committee pursuant to Article 25 of these Articles of Association; ~~*and*~~

11. the delisting of the Company’s equity securities;

12. the approval of the report on non-financial matters pursuant to article 964c CO; and

~~9~~**13**. the adoption of resolutions on matters that are reserved to the General Meeting of Shareholders by law or these Articles of Association or that are, subject to article 716a CO, submitted to the General Meeting of Shareholders by the Board of Directors.

Artikel 8
Ordentliche und ausserordentliche Generalversammlungen

[2] Ausserordentliche Generalversammlungen finden statt, sofern

(a) der Verwaltungsrat oder die Revisionsstelle es für angezeigt erachten;
(b) es eine Generalversammlung beschliesst; oder
(c) Aktionäre, die alleine oder zusammen mindestens ~~10~~ **5** Prozent des Aktienkapitals **oder der Stimmen** vertreten, dies gemeinsam schriftlich unter Angabe des Verhandlungsgegenstandes und des Antrages, und bei Wahlen der Namen der vorgeschlagenen Kandidaten, verlangen.

Artikel 9
Einberufung**, Tagungsort**

[2] Die Einberufung zur Generalversammlung erfolgt durch einmalige Bekanntmachung ~~im Publikationsorgan der Gesellschaft~~ gemäss Artikel 34 dieser Statuten. ~~Eingetragene Aktionäre können überdies schriftlich orientiert werden.~~

[3] Spätestens 20 Kalendertage vor der ordentlichen Generalversammlung sind der Geschäftsbericht, der Vergütungsbericht und die Revisionsberichte **sowie der Bericht über nichtfinanzielle Belange nach Artikel 964c OR** den Aktionären ~~am Sitz der Gesellschaft zur Einsicht der Aktionäre aufzulegen~~ **zugänglich zu machen**. ~~Eingetragene Aktionäre sind darüber in der Einberufung schriftlich zu orientieren.~~

[4] ~~Die Einberufung enthält die Verhandlungsgegenstände sowie die Anträge des Verwaltungsrates und des oder der Aktionäre, welche die Durchführung einer Generalversammlung oder die Traktandierung eines Verhandlungsgegenstandes verlangt haben, und bei Wahlgeschäften die Namen der vorgeschlagenen Kandidaten.~~

Article 8
Ordinary and Extraordinary General Meetings of Shareholders

[2] Extraordinary General Meetings of Shareholders shall be held if

(a) the Board of Directors or the Auditors deem it necessary;
(b) so resolved by a General Meeting of Shareholders; or
(c) shareholders who hold, alone or together, shares representing at least ~~10~~ **5** percent of the share capital **or the votes** so request in writing, indicating the matters to be discussed and the corresponding proposals and, in case of elections, the names of the nominated candidates.

Article 9
Notice**, Venue**

[2] Notice of the General Meeting of Shareholders shall be given by way of a single announcement ~~in the official means of publication of the Company~~ pursuant to Article 34 of these Articles of Association. ~~Registered shareholders may in addition be notified in writing.~~

[3] The annual report, the compensation report and the Auditors' reports **as well as the report on non-financial matters pursuant to article 964c CO** shall be made available ~~for inspection by~~ **to** the shareholders ~~at the registered office of the Company~~ no later than 20 calendar days prior to the Ordinary General Meeting of Shareholders. ~~Registered shareholders shall be informed in writing in the notice.~~

[4] ~~The notice shall specify the items on the agenda as well as the proposals of the Board of Directors and the shareholder(s) who requested that a General Meeting of Shareholders be held or an item be included on the agenda and, in the event of elections, the names of the proposed candidates.~~

In der Einberufung sind bekanntzugeben:

1. Datum, Beginn, Art und Ort der Generalversammlung;
2. die Verhandlungsgegenstände;
3. die Anträge des Verwaltungsrates samt kurzer Begründung;
4. gegebenenfalls die Anträge der Aktionäre samt kurzer Begründung; und
5. der Name und die Adresse des unabhängigen Stimmrechtsvertreters.

5 Der Verwaltungsrat bestimmt den Tagungsort der Generalversammlung.

6 Der Verwaltungsrat kann bestimmen, dass die Generalversammlung an verschiedenen Orten gleichzeitig durchgeführt wird, sofern die Voten der Teilnehmer unmittelbar in Bild und Ton an sämtliche Tagungsorte übertragen werden, und/oder dass die Aktionäre, die nicht am Tagungsort (oder den Tagungsorten) der Generalversammlung anwesend sind, ihre Rechte auf elektronischem Weg ausüben können.

7 Alternativ kann der Verwaltungsrat vorsehen, dass die Generalversammlung auf elektronischem Weg ohne Tagungsort durchgeführt wird.

The notice shall include:

1. date, beginning, mode and venue of the General Meeting of Shareholders;
2. the agenda;
3. the proposals of the Board of Directors together with a brief statement of the reasons;
4. proposals of the shareholders, if any, together with a brief statement of the reasons; and
5. name and address of the independent voting rights representative.

5 The Board of Directors shall determine the venue of the General Meeting of Shareholders.

6 The Board of Directors can determine that the General Meeting of Shareholders be held simultaneously at different locations, provided that the contributions of the participants are transmitted directly in video and audio to all venues and/or that shareholders, who are not present at the venue(s) of the General Meeting of Shareholders may exercise their rights by electronic means.

7 Alternatively, the Board of Directors may also provide that the General Meeting of Shareholders will be held by electronic means without a venue.

Artikel 10

Traktandierung

[1] Aktionäre, die alleine oder zusammen ~~Aktien im Nennwert in Höhe von~~ mindestens ~~3~~ **0.5** Prozent des Aktienkapitals **oder der Stimmen** vertreten, können die Traktandierung eines Verhandlungsgegenstandes **oder die Aufnahme eines Antrages zu einem Verhandlungsgegenstand in die Einberufung der Generalversammlung** verlangen. ~~Die Traktandierung~~ **Ein solches Gesuch** muss mindestens 45 Kalendertage vor der Versammlung schriftlich unter Angabe des Verhandlungsgegenstandes und **des Antrags oder** ~~der Anträge der Aktionäre anbegehrt werden~~ **zugehen**.

[2] Über Anträge zu nicht gehörig angekündigten Verhandlungsgegenständen kann die Generalversammlung keine Beschlüsse fassen; ausgenommen sind hiervon jedoch an einer Generalversammlung gestellte Anträge auf Einberufung einer ausserordentlichen Generalversammlung oder auf Durchführung einer ~~Sonderprüfung~~ **Sonderuntersuchung**.

Artikel 11

Vorsitz der Generalversammlung, Stimmenzähler, Protokoll

[4] Die Beschlüsse und Wahlergebnisse sind unter Angabe der genauen Stimmenverhältnisse innerhalb von 15 Kalendertagen nach der Generalversammlung auf elektronischem Weg zugänglich zu machen; jeder Aktionär kann verlangen, dass ihm das Protokoll innerhalb von 30 Kalendertagen nach der Generalversammlung zugänglich gemacht wird.

Article 10

Agenda

[1] Shareholders who, alone or together, represent at least ~~3~~ **0.5** percent of the share capital **or the votes** may request that an item be included on the agenda **or that a proposal relating to an agenda item be included in the notice convening the General Meeting of Shareholders**. Such request must be ~~made~~ **received by the Company** in writing at least 45 calendar days prior to the General Meeting of Shareholders, specifying the agenda item and the **proposal or** proposals ~~of the shareholders~~.

[2] No resolutions may be passed at a General Meeting of Shareholders on proposals concerning agenda items for which proper notice was not given. This provision shall not apply, however, to proposals made during a General Meeting of Shareholders to convene an Extraordinary General Meeting of Shareholders or to initiate a special ~~audit~~ **investigation**.

Article 11

Chairman, Vote Counters, Minutes

[4] The resolutions and election results shall be made available electronically within 15 calendar days after the General Meeting of Shareholders, stating the exact proportion of votes; each shareholder may request that the minutes be made available to him within 30 calendar days after the General Meeting of Shareholders.

Artikel 13

Beschlüsse, Wahlen

[1] Die Generalversammlung beschliesst und wählt mit der ~~*absoluten*~~ Mehrheit der vertretenen Aktienstimmen, soweit es das Gesetz oder diese Statuten nicht anders bestimmen.

[2] Ein Beschluss der Generalversammlung, der mindestens zwei Drittel der vertretenen Stimmen und die ~~*absolute*~~ Mehrheit der vertretenen Aktiennennwerte auf sich vereinigt, ist **insbesondere** erforderlich für:

1. die Änderung des Gesellschaftszweckes;
2. die Einführung von Stimmrechtsaktien und deren Abschaffung;
3. die Beschränkung der Übertragbarkeit von Namenaktien und die Aufhebung einer solchen Beschränkung;
4. ~~*eine genehmigte oder eine bedingte Kapitalerhöhung*~~ **die Einführung eines bedingten Kapitals oder die Einführung eines Kapitalbands**;
5. die Kapitalerhöhung aus Eigenkapital, gegen Sacheinlage**n** oder ~~*zwecks Sachübernahme*~~ **durch Verrechnung mit einer Forderung** und die Gewährung von besonderen Vorteilen;
6. die Einschränkung oder Aufhebung des Bezugsrechtes;
7. die Verlegung des Sitzes der Gesellschaft;
8. die Auflösung der Gesellschaft;
9. Fusionen, Spaltungen und Umwandlungen gemäss Fusionsgesetz; ~~*und*~~
10. **die Zusammenlegung von Aktien;**
11. **den Wechsel der Währung des Aktienkapitals;**
12. **die Einführung des Stichentscheids des Vorsitzenden in der Generalversammlung;**

Article 13

Resolutions, Elections

[1] The General Meeting of Shareholders shall pass its resolutions and decide its elections by the ~~*absolute*~~ majority of the votes represented, unless required otherwise by law or these Articles of Association.

[2] Two thirds of the votes represented and the ~~*absolute*~~ majority of the par value of shares represented shall be required for the General Meeting of Shareholders to adopt resolutions on the following matters **in particular**:

1. the amendment of the purpose of the Company;
2. the creation of shares with privileged voting rights and their cancelation;
3. the restriction on the transferability of registered shares and the cancelation of such a restriction;
4. ~~*an authorized or conditional increase in share capital*~~ **the introduction of conditional share capital or the introduction of a capital range**;
5. an increase in share capital through the conversion of equity surplus, against contributions in kind or ~~*for purposes of an acquisition of assets*~~ **by set-off against a claim**, or the granting of special benefits;
6. the limitation or withdrawal of pre-emptive rights;
7. the relocation of the registered office of the Company;
8. the dissolution of the Company;
9. mergers, demergers and conversions pursuant to the Merger Act; ~~*and*~~
10. **the combination of shares;**
11. **the change of currency of the share capital;**
12. **the introduction of the casting vote of the acting chair in the General Meeting of Shareholders;**

13. eine Statutenbestimmung zur Durchführung der Generalversammlung im Ausland;
14. die Dekotierung der Beteiligungspapiere der Gesellschaft;
15. die Einführung einer statutarischen Schiedsklausel; und
~~*10*~~**16**. die Änderung oder Aufhebung von folgenden Statutenbestimmungen, davon ausgenommen sind redaktionelle oder technische Änderungen:
(i) Artikel 5;
(ii) Artikel 12 Absatz 1 bis 4;
(iii) Artikel 14; und
(iv) Artikel 33.

[3] **Der Vorsitzende der Generalversammlung bestimmt, ob** ~~*Die*~~ Abstimmungen und Wahlen **offen, schriftlich oder elektronisch** erfolgen ~~*offen, es sei denn, dass die Generalversammlung schriftliche oder elektronische Abstimmung respektive Wahl beschliesst oder der Vorsitzende dies anordnet*~~. Der Vorsitzende der Generalversammlung kann eine Abstimmung oder Wahl jederzeit wiederholen lassen, sofern nach seiner Meinung Zweifel am Abstimmungsergebnis bestehen; in diesem Fall gilt die vorausgegangene Abstimmung oder Wahl als nicht geschehen.

Artikel 24
Revisionsstelle
[1] Die Generalversammlung wählt die Revisionsstelle für eine Amtsdauer ~~*bis zum Abschluss der nächsten ordentlichen Generalversammlung*~~ **von einem Geschäftsjahr. Ihre Amtszeit endet mit der Genehmigung der Jahresrechnung für das betreffende Geschäftsjahr durch die Generalversammlung.** Wiederwahl ist möglich.

13. a provision in the Articles of Association concerning the conduct of a General Meeting of Shareholders abroad;
14. the delisting of the Company's equity securities;
15. the introduction of an arbitration clause in the Articles of Association; and
~~*10*~~**16**. the amendment or cancelation of the following provisions of the Articles of Association, with the exception of editorial or technical amendments:
(i) article 5;
(ii) article 12(1)-(4)
(iii) article 14; and
(iv) article 33.

[3] **The acting chair of the General Meeting of Shareholders shall determine whether r**esolutions and elections shall be decided by open ballot, **in writing or electronically** ~~*unless the General Meeting of Shareholders or its acting chair resolves that a written ballot be held or that it be voted by electronic means*~~. The acting chair of the General Meeting of Shareholders may at any time order that a resolution or election be repeated if he considers the vote to be in doubt; the resolution or election previously held shall then be deemed not to have taken place.

Article 24
Auditors
[1] The General Meeting of Shareholders shall elect the Auditors for a term of office ~~*until the completion of the next Ordinary General Meeting of Shareholders*~~ **of one financial year. Their term of office ends with the approval of the annual financial statements of the respective financial year by the General Meeting of Shareholders.** Re-election is possible.

Artikel 31
Verteilung des Bilanzgewinnes, Reserven

[2] Neben den ~~*gesetzlichen*~~ **gesetzlich vorgegebenen** Reserven kann die Generalversammlung **im Rahmen der gesetzlichen Vorgabe**n weitere Reserven schaffen.

[3] Dividenden, welche nicht innerhalb von fünf Jahren nach ~~*ihrem Auszahlungsdatum*~~ **Fälligkeit** bezogen wurden, fallen an die Gesellschaft und werden der ~~*allgemeinen*~~ gesetzlichen ~~*Reserve*~~ **Gewinnreserve** zugeteilt.

Article 31
Allocations of Profit Shown on the Balance Sheet, Reserves

[2] In addition to the reserves required by law**, and subject to applicable law**, the General Meeting of Shareholders may create other reserves.

[3] Dividends that have not been collected within five years after their payment date shall enure to the Company and be allocated to the ~~*general*~~ statutory ~~*reserves*~~ **retained earnings**.

Abschnitt 10
Publikationsorgan, Mitteilungen~~*, Bekanntmachungen*~~

Section 10
Means of Publication, Notices~~*, Communications*~~

Artikel 34
Publikationsorgan, Mitteilungen~~*, Bekanntmachungen*~~

[3] ~~*Soweit das Gesetz nicht zwingend eine persönliche Mitteilung verlangt, erfolgen sämtliche*~~ Mitteilungen der Gesellschaft an die Aktionäre **können nach Wahl des Verwaltungsrates** gültig durch Publikation im Schweizerischen Handelsamtsblatt **oder in einer Form, die den Nachweis durch Text ermöglicht, erfolgen**. ~~*Schriftliche Mitteilungen der Gesellschaft an Aktionäre erfolgen durch gewöhnlichen Brief an die im Akti enbuch zuletzt eingetragene Adresse des Aktionärs bzw. Zustellungsbevollmächtigten.*~~

Article 34
Means of Publication, Notices~~*, Communications*~~

[3] ~~*To the extent that personal notification is not mandated by law, all communications*~~ **Notices by the Company** to the shareholders ~~*shall be deemed*~~ **may, at the election of the Board of Directors, be** validly made ~~*if published*~~ **by publication** in the Swiss Official Gazette of Commerce **or in a form that allows proof by text**. ~~*Written communications by the Company to its shareholders shall be sent by ordinary mail to the last address of the shareholder or authorized recipient as recorded in the share register.*~~

6.3 Board of Directors and compensation

Proposal: The Board of Directors proposes to amend or newly adopt Article 18 para. 1, 2 and 4, Article 19 para. 2 and 3, Article 25 para. 5 as well as Article 29 para. 3 and 4 as set forth below.

Explanations: Swiss corporate law has also been revised regarding electronic means of communication for the Board of Directors. Therefore, the Board of Directors proposes to amend Article 18 para. 1 and 4 accordingly.

Like the powers of the general meeting of shareholders, the powers of the Board of Directors have also been slightly revised, which shall be reflected in Article 18 para. 2 and Article 19 para. 2. The Corporate Law Reform also liberalizes the formal requirements for the delegation of the management of a company to the executive committee. To make use of this new flexibility, the Board of Directors proposes an amendment to Article 19 para. 3.

One objective of the Corporate Law Reform was to transfer into federal law the Swiss Ordinance Against Excessive Compensation in Listed Corporations (the Ordinance). The majority of the provisions of the Ordinance have been transferred unchanged into federal law; only few provisions have been changed. The Board of Directors proposes to reflect the following changes in the Articles of Association: the requirement that the compensation report must be submitted to the general meeting of shareholders for a consultative vote if variable compensation is approved prospectively (Article 25 para. 5), and the amended definition of mandates outside of Sensirion (Article 29 para. 4). The proposed editorial amendment to Article 29 para. 3 is only applicable to the German version.

Version pursuant to the proposal of the Board of Directors
(additions **bold and underlined**/deletions ~~*italics strikethrough*~~)

Artikel 18	Article 18
Einberufung, Beschlussfassung, Protokoll	Convening of Meetings, Resolutions, Minutes
1 Sitzungen des Verwaltungsrates werden vom Präsidenten oder einem Co-Präsidenten oder im Falle seiner Verhinderung vom Vizepräsidenten oder einem anderen Mitglied des Verwaltungsrates einberufen, so oft dies als notwendig erscheint oder wenn ein Mitglied es **schriftlich oder in elektronischer Form** unter Angabe der Gründe verlangt.	1 The Board of Directors shall meet at the invitation of the Chairman or a Co-Chairman or, failing him, the Vice-Chairman or of another member of the Board of Directors as often as the business of the Company shall require or if a member requests it in writing **or electronically** indicating the reasons.
2 Sofern das vom Verwaltungsrat erlassene Organisationsreglement nichts anderes festlegt, ist zur Beschlussfähigkeit des Verwaltungsrates die Anwesenheit der Mehrheit seiner Mitglieder erforderlich. Kein Präsenzquorum ist erforderlich für die Anpassungs- und Feststellungsbeschlüsse des Verwaltungsrates im Zusammenhang mit ~~*Kapitalerhöhungen*~~ **Kapitalveränderungen oder einem Wechsel der Währung des Aktienkapitals**.	2 Unless the organizational regulations adopted by the Board of Directors provide otherwise, the Board of Directors shall only have quorum if the majority of the members of the Board of Directors is present. No attendance quorum shall be required for resolutions of the Board of Directors providing for the amendment and confirmation of ~~*a capital increase*~~ **capital changes or a change in the currency of the share capital**.
4 Beschlüsse können auch auf schriftlichem Weg oder ~~*durch Zustimmung per Telefax, E-Mail oder andere Art der elektronischen Übermittlung*~~ **in elektronischer** Form gefasst werden, sofern nicht ein Mitglied mündliche Beratung verlangt.	4 Resolutions may also be adopted by way of written consent **or electronically**, unless a member requests discussion thereof.

Artikel 19

Befugnisse des Verwaltungsrates

² Er hat folgende unübertragbare und unentziehbare Aufgaben:

1. die Oberleitung der Gesellschaft und die Erteilung der nötigen Weisungen;
2. die Festlegung der Organisation der Gesellschaft;
3. die Ausgestaltung des Rechnungswesens, der Finanzkontrolle und der Finanzplanung;
4. die Ernennung und Abberufung der mit der Geschäftsführung und der Vertretung der Gesellschaft betrauten Personen und die Regelung der Zeichnungsberechtigung;
5. die Oberaufsicht über die mit der Geschäftsführung betrauten Personen, namentlich im Hinblick auf die Befolgung der Gesetze, dieser Statuten, der Reglemente und Weisungen;
6. die Erstellung des Geschäftsberichtes, und des Vergütungsberichtes**, des Berichts über nichtfinanzielle Belange nach Artikel 964c OR und gegebenenfalls anderer gesetzlich vorgeschriebener Berichte;**
7. die Vorbereitung der Generalversammlung und die Ausführung ihrer Beschlüsse;
8. die Beschlussfassung über die ~~*Erhöhung*~~ **Veränderung** des Aktienkapitals, soweit dies in der Kompetenz des Verwaltungsrates liegt, die Feststellung von ~~*Kapitalerhöhungen*~~ **Kapitalveränderungen**, die Erstellung des Kapitalerhöhungsberichts und die Vornahme der entsprechenden Statutenänderungen (einschliesslich Löschungen);
9. die gemäss Fusionsgesetz unübertragbaren und unentziehbaren Aufgaben und Befugnisse des Verwaltungsrates;
10. **die Einreichung eines Gesuchs um Nachlassstundung und** die Benachrichtigung des ~~*Richters*~~ **Gerichts** im Falle der Überschuldung;

Article 19

Powers of the Board of Directors

² It shall have the following non-transferable and inalienable duties:

1. the ultimate management of the Company and the issuance of necessary instructions;
2. the determination of the organization of the Company;
3. the structuring of the accounting system, of the financial controls and the financial planning;
4. the appointment and dismissal of the persons entrusted with management and representation of the Company, and issuance of rules on the signature authority;
5. the ultimate supervision of the persons entrusted with management, in particular in view of compliance with the law, these Articles of Association, regulations and directives;
6. the preparation of the annual report, and the compensation report**, the report on non-financial matters pursuant to article 964c CO and other reports as required by law, if any;**
7. the preparation of the General Meeting of Shareholders and the implementation of its resolutions;
8. the adoption of resolutions on the ~~*increase*~~ **change** of the share capital to the extent that such power is vested in the Board of Directors, the confirmation of capital ~~*increases*~~ **changes**, the preparation of the report on the capital increase, and the respective amendments to the Articles of Association (including deletions);
9. the non-transferable and inalienable duties and powers of the Board of Directors pursuant to the Swiss Merger Act;
10. **the submission of a petition for debt-restructuring moratorium and** the notification of the ~~*judge*~~ **court** if liabilities exceed assets;

11. andere durch Gesetz oder diese Statuten dem Verwaltungsrat vorbehaltene Aufgaben und Befugnisse.

[3] Im Übrigen kann der Verwaltungsrat die Geschäftsführung sowie die Vertretung der Gesellschaft im Rahmen dieser Statuten und der gesetzlichen Bestimmungen durch Erlass eines Organisationsreglements **oder durch einen Beschluss** ganz oder teilweise an einzelne oder mehrere seiner Mitglieder oder an Dritte übertragen.

Artikel 25

Genehmigung der Vergütung durch die Generalversammlung

[5] Werden variable Vergütungen prospektiv genehmigt, legt der Verwaltungsrat der Generalversammlung den Vergütungsbericht zur Konsultativabstimmung vor.

Artikel 29

Mandate ausserhalb des Konzerns

[3] Die folgenden Mandate fallen nicht unter ~~*dies*~~ **die** Beschränkungen gemäss Absatz 1 und 2 dieses Artikels: *[lit. (a) bis (c) bleiben unverständert]*

[4] Als Mandate gelten Mandate ~~*im obersten Leitungsorgan einer Rechtseinheit, die zur Eintragung in das Handelsregister oder in ein entsprechendes ausländisches Register verpflichtet ist*~~ **in vergleichbaren Funktionen bei anderen Unternehmen mit wirtschaftlichem Zweck**. Mandate in verschiedenen Rechtseinheiten, die unter einheitlicher Kontrolle oder gleicher wirtschaftlicher Berechtigung stehen, gelten als ein (1) Mandat.

11. other powers and duties reserved to the Board of Directors by law or these Articles of Association.

[3] In all other respects, the Board of Directors may delegate in whole or in part the management and the representation of the Company within the framework set forth by these Articles of Association and the law to one or several of its members or to third parties by the means of organizational regulations **or by adopting a resolution**.

Article 25

Approval of the Compensation by the General Meeting of Shareholders

[5] If variable compensation is approved prospectively, the Board of Directors shall submit the compensation report to the General Meeting of Shareholders for a consultative vote.

Article 29

Mandates Outside of the Group

[3] *[Editorial amendment applicable to German version only]*

[4] Mandates shall mean mandates ~~*in the supreme governing body of a legal entity which is required to be registered in the commercial register or a comparable foreign register*~~ **in comparable functions at other enterprises with an economic purpose**. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed one (1) mandate.

7 Capital Range

Proposal: The Board of Directors proposes (i) to cancel the authorized share capital pursuant to Article 3a of the Articles of Association, (ii) to introduce a capital range ranging from CHF 1,405,415.10 (lower limit) to CHF 1,717,729.50 (upper limit), within which the Board of Directors shall be authorized to increase or reduce the share capital once or several times and in any amounts or to acquire or dispose of shares directly or indirectly, until 15 May 2028, or until an earlier expiry of the capital band, and (iii) to insert a new Article 3a in the Articles of Association with the following wording:

Artikel 3a	Article 3a
Kapitalband	Capital Range
[1] Die Gesellschaft verfügt über ein Kapitalband zwischen CHF 1'405'415.10 (untere Grenze) und CHF 1'717'729.50 (obere Grenze). Der Verwaltungsrat ist im Rahmen des Kapitalbands ermächtigt, bis zum 15. Mai 2028 oder bis zu einem früheren Dahinfallen des Kapitalbands das Aktienkapital einmal oder mehrmals und in beliebigen Beträgen zu erhöhen oder herabzusetzen oder Aktien direkt oder indirekt zu erwerben oder zu veräussern. Die Kapitalerhöhung oder -herabsetzung kann durch Ausgabe von bis zu 1'561'572 voll zu liberierenden Namenaktien mit einem Nennwert von je CHF 0.10 bzw. Vernichtung von bis zu 1'561'572 Namenaktien mit einem Nennwert von je CHF 0.10 oder durch eine Erhöhung bzw. Herabsetzung der Nennwerte der bestehenden Namenaktien im Rahmen des Kapitalbands erfolgen.	[1] The Company has a capital range ranging from CHF 1,405,415.10 (lower limit) to CHF 1,717,729.50 (upper limit). The Board of Directors shall be authorized within the capital range to increase or reduce the share capital once or several times and in any amounts or to acquire or dispose of shares directly or indirectly, until 15 May 2028 or until an earlier expiry of the capital range. The capital increase or reduction may be effected by issuing up to 1,561,572 fully paid in registered shares with a par value of CHF 0.10 each and cancelling up to 1,561,572 registered shares with a par value of CHF 0.10 each, as applicable, or by increasing or reducing the par value of the existing shares within the limits of the capital range.
[2] Im Falle einer Ausgabe von Aktien unterliegen Zeichnung und Erwerb der neuen Aktien sowie jede nachfolgende Übertragung der Aktien den Beschränkungen von Artikel 5 dieser Statuten.	[2] In the event of an issue of shares, the subscription and acquisition of the new shares as well as any subsequent transfer of the shares shall be subject to the restrictions pursuant to Article 5 of these Articles of Association.

[3] Bei einer Erhöhung des Aktienkapitals im Rahmen des Kapitalbands legt der Verwaltungsrat, soweit erforderlich, den Ausgabebetrag, die Art der Einlagen (einschliesslich Barliberierung, Sacheinlage, Verrechnung und Umwandlung von Reserven oder eines Gewinnvortrags in Aktienkapital), 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, ein Bankenkonsortium oder einen anderen Dritten mit anschliessendem Angebot an die bisherigen Aktionäre oder an Dritte (sofern die Bezugsrechte der bisherigen Aktionäre aufgehoben sind oder nicht gültig ausgeübt werden) ausgeben. Der Verwaltungsrat ist ermächtigt, den Handel mit Bezugsrechten zu ermöglichen, zu beschränken oder auszuschliessen. Nicht gültig ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht gültig ausgeübt werden, zu Marktkonditionen platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

[3] In the event of a capital increase within the capital range, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution (including cash contributions, contributions in kind, set-off and conversion of reserves or of profit carried forward into share capital), the date of issue, the conditions for the exercise of pre-emptive rights and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a financial institution, a syndicate of financial institutions or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the pre-emptive rights of the existing shareholders have been withdrawn or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trade with pre-emptive rights. It may permit the expiration of pre-emptive rights that have not been duly exercised, or it may place such rights or shares as to which pre-emptive rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the Company.

[4] Der Verwaltungsrat ist im Fall einer Ausgabe von Aktien ferner ermächtigt, das Bezugsrecht der bisherigen Aktionäre aufzuheben oder zu beschränken und Dritten, der Gesellschaft oder einer ihrer Konzerngesellschaften zuzuweisen für die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen, den Erwerb von Produkten, Immaterialgütern oder Lizenzen oder für Investitionsvorhaben der Gesellschaft oder einer ihrer Konzerngesellschaften oder für die Finanzierung oder Refinanzierung solcher Transaktionen durch eine Aktienplatzierung.

[4] In the event of a share issue, the Board of Directors is further authorized to withdraw or restrict pre-emptive rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies for the acquisition of companies, part(s) of companies or participations, for the acquisition of products, intellectual property or licenses by or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions through a placement of shares.

[5] Nach einer Nennwertveränderung sind neue Aktien im Rahmen des Kapitalbands mit gleichem Nennwert auszugeben wie die bestehenden Namenaktien.

[5] After a change of the par value, new shares shall be issued within the capital range with the same par value as the existing shares.

[6] Erhöht sich das Aktienkapital aufgrund einer Erhöhung aus bedingtem Kapital nach Artikel 3b oder Artikel 3c dieser Statuten, so erhöhen sich die obere und die untere Grenze des Kapitalbands entsprechend dem Umfang der Erhöhung des Aktienkapitals.

[7] Bei einer Herabsetzung des Aktienkapitals im Rahmen des Kapitalbands legt der Verwaltungsrat, soweit erforderlich, die Verwendung des Herabsetzungsbetrags fest.

[6] If the share capital increases as a result of an increase from conditional capital pursuant to Article 3b or Article 3c of these Articles of Association, the upper and lower limits of the capital range shall increase in an amount corresponding to such increase in the share capital.

[7] In the event of a reduction of the share capital within the capital range, the Board of Directors shall, to the extent necessary, determine the use of the reduction amount.

Explanations: The new Swiss corporate law includes the legal basis for the so-called capital range, which functionally corresponds to, among other things, the previous authorized share capital that was abolished with the Corporate Law Reform. In order to maintain Sensirion's strategic and financial flexibility and make use of the features of the capital range, which also allows for capital reductions, the Board of Directors proposes to replace the existing authorized share capital expiring in May 2024 with a capital range with a maximum period of five years. The upper and lower limits of the capital band shall be 110% and 90% of the share capital currently recorded in the commercial register. As under the existing authorized share capital, the Board of Directors shall have the right to withdraw or restrict shareholders' pre-emptive rights in the event of an issue of shares within the capital range. The reasons for the withdrawal or restriction of pre-emptive rights remain the same as under the existing authorized share capital, i.e., for purposes of acquisitions or investment projects and the financing or refinancing of such transactions.

Organizational matters

Annual report

The annual report 2022 (including the compensation report and the Auditor's reports) will be available to shareholders for inspection at the Company's registered office at Laubisrütistrasse 50, 8712 Stäfa, as of Monday, 17 April 2023 and is also available on the Company's website at https://sensirion.com/company/investor-relations/results-reports.

Right to vote, admission cards and registration

The invitation including the agenda and the proposals of the Board of Directors will be mailed to shareholders who are registered in the share register with the right to vote. Shareholders registered in the share register with the right to vote between Thursday, 20 April 2023 until Thursday, 4 May 2023 at 5.00 p.m. (CET) will receive an invitation to the Annual General Meeting after registration.

Shareholders registered in the share register with the right to vote on Thursday, 4 May 2023 at 5.00 p.m. (CET) are entitled to vote in the Annual General Meeting. The admission card is enclosed to the invitation letter mailed to each shareholder. Shareholders who will attend the Annual General Meeting in person are kindly requested to register by returning the enclosed reply form no later than Wednesday, 10 May 2023.

Representation / Proxy

If you cannot attend our Annual General Meeting in person, you may:
a) arrange to be represented by another person; or
b) authorize the Independent Proxy, the Law Office Keller Ltd, Zurich, to act as your proxy and submit voting instructions.

Further information on the written authorization of a proxy are included in the reply form enclosed with the invitation letter. The reply form for written authorization of the Independent Proxy must reach the share register of the Company no later than Wednesday, 10 May 2023 at 5:00 p.m. (CET) (by mail).

Electronic authorization and voting instructions to the Independent Proxy (e-voting)

You may authorize the Independent Proxy and submit voting instructions on the e-voting platform Shareholder Application "ShApp" at https://sensirion.shapp.ch/. The requisite login data for the registration is included on the reply form enclosed with the invitation letter. Electronic authorization, or change of any electronic voting instructions, is possible by no later than 11.59 p.m. (CET) on Sunday, 14 May 2023.

Language

Please note that the Annual General Meeting will be held in German. Simultaneous translation into English will not be provided.

Record of resolutions

A record of the resolutions taken by the Annual General Meeting will be available on the Company's website at https://sensirion.com/company/investor-relations/annual-general-meeting shortly after the Annual General Meeting.

For further information, please contact

Heiko Komaromi, Director Investor Relations / Business Development
Phone: +41 44 544 16 44, email: heiko.komaromi@sensirion.com

Transport

The ENTRA is located next to the old town of Rapperswil and can be reached easily by public transport as well as by car. Still, we kindly ask you to travel by public transport if possible.

The train station is only a 7-minute walk away – the ENTRA parking garage has 180 paid parking spaces and over 30 parking spaces for motorcycles and bicycles. Other public parking spaces are also available in the immediate vicinity.

The invitation to the Annual General Meeting on 15 May 2023 is also available in German.
The German version is the only binding version.

Sensirion Holding AG
Laubisrütistrasse 50, 8712 Stäfa
Phone +41 44 306 40 00, Fax +41 44 306 40 30
info@sensirion.com