

Invitation to the Annual General Meeting of Shareholders

We invite our shareholders to the 52nd Annual General Meeting of our company on **4 June 2019 at 11 AM** at the domicile of agta record ltd in Fehraltorf, Switzerland.

Summary Agenda and Proposals of the Board of Directors

1. Annual Report 2018 including consolidated financial statements of the agta record Group, financial statements of agta record ltd, and reports of the statutory auditors

Proposal:
Approval of the annual report, the consolidated financial statements of the agta record Group and financial statements of agta record ltd;

2. Discharge of the Board of Directors and of the Management

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3. Appropriation of the available earnings for 2018

Proposal:
Distribution of a dividend of CHF 1.13 per share out of retained earnings;

4. Elections to the Board of Directors (individually)

Proposal:
Re-election of Hubert Jouffroy as Chairman of the Board, Michèle Rota, Dr. Peter Altorfer, David Dean, Bertrand Ghez, Richard Gruenhagen;

5. Elections to the Compensation Committee (individually)

Proposal:
Re-election of Michèle Rota, David Dean,

Hubert Jouffroy;

6. Election of the independent representative

Proposal:
Re-election of lic. iur. Roman Bruhin, Swisslegal, Zurich;

7. Election of the auditors (consolidated financial statements of the agta record Group and financial statements of agta record ltd)

Proposal:
Election of Ernst & Young AG;

8. Compensation of the Board of Directors

Proposal:
Approval for the period from the Annual General Meeting 2019 to the Annual General Meeting 2020 of a total maximum fixed compensation of CHF 750,000 for the Members of the Board including the Chairman;

9. Fixed Compensation of the Group Executive Management

Proposal:
Approval of a total maximum fixed compensation of CHF 2,100,000 for the members of the Group Executive Management including the CEO from 1 January 2020;

10. Variable Compensation of the Group Executive Management

Proposal:
Approval of a total maximum variable compensation of CHF 1,740,000 related to the performance in 2018 for the members of the Group Executive Management including the CEO;

11. Phantom Share Plan

Proposal:
Approval of a total maximum payout of the Swiss franc equivalent of EUR 8,970,000 upon and conditional on the closing of the sale of the indirect majority of agta record ltd to a company of the ASSA ABLOY group;

ADMISSION TICKETS

Shareholders can obtain their admission ticket including voting material from their broker by 24 May 2019 or upon presentation of sufficient proof of ownership directly via agta record ltd (Franziska Demmig; franziska.demmig@agta-record.com).

RULES OF REPRESENTATION

If a shareholder does not attend the General Meeting in person, he/she may be represented as follows:

- by another shareholder or a third party who has a proxy.
- by the independent representative: lic. iur. Roman Bruhin, Attorney, Zolliker-/Alfred Ulrich Str. 2, Postfach 575, 8702 Zollikon, bruhin@swisslegal.ch. Proxy forms and documents for electronic voting can be requested from Roman Bruhin or agta record ltd (Franziska Demmig).

The 2018 Annual Report, the minutes of the 51st General Meeting and the reports of the auditors on the consolidated financial statements and the annual financial statements are available at the company's registered office.

Fehraltorf, 3 April 2019

agta record ltd
Hubert Jouffroy
Chairman of the Board

record.group