

**VP Bank AG**

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To the shareholders of VP Bank AG

Vaduz, 27 March 2019

**Invitation to attend the 56<sup>th</sup> ordinary Annual General Meeting of Shareholders**

Friday, 26 April 2019, 5.30 p.m. (doors open at: 4.30 p.m.)

Mehrweckhalle Spoerry Areal, Rüfestrasse 6, 9490 Vaduz

Dear Shareholders,

VP Bank AG herewith invites you to attend the 56<sup>th</sup> ordinary Annual General Meeting of Shareholders. The list of agenda items together with the motions of the Board of Directors along with organisational information as well as the letter to shareholders are enclosed with this invitation. For further information, please see our 2018 Annual Report on the website [www.vpbank.com](http://www.vpbank.com). The Annual Report will also be available at the Annual General Meeting, or may be ordered in advance.

Would you like to receive this communication by e-mail in future? Then you have the opportunity to indicate this online under [www.vpbank.com/gv](http://www.vpbank.com/gv) and to submit your registration there at the same time. Of course, you may continue to register for the Annual General Meeting using the registration card. If you are unable to attend, you may cast your vote on the agenda items in advance online, or arrange to be represented by another shareholder. Please note that your registration must be submitted by **Thursday, 11 April 2019** and that electronic votes must be cast by **Wednesday, 24 April 2019**.

Admission documentation will be sent on Thursday, 18 April 2019. If you have any questions, please contact Ms Eveline Buser under [eveline.buser@vpbank.com](mailto:eveline.buser@vpbank.com) or Tel. +423 235 63 46.

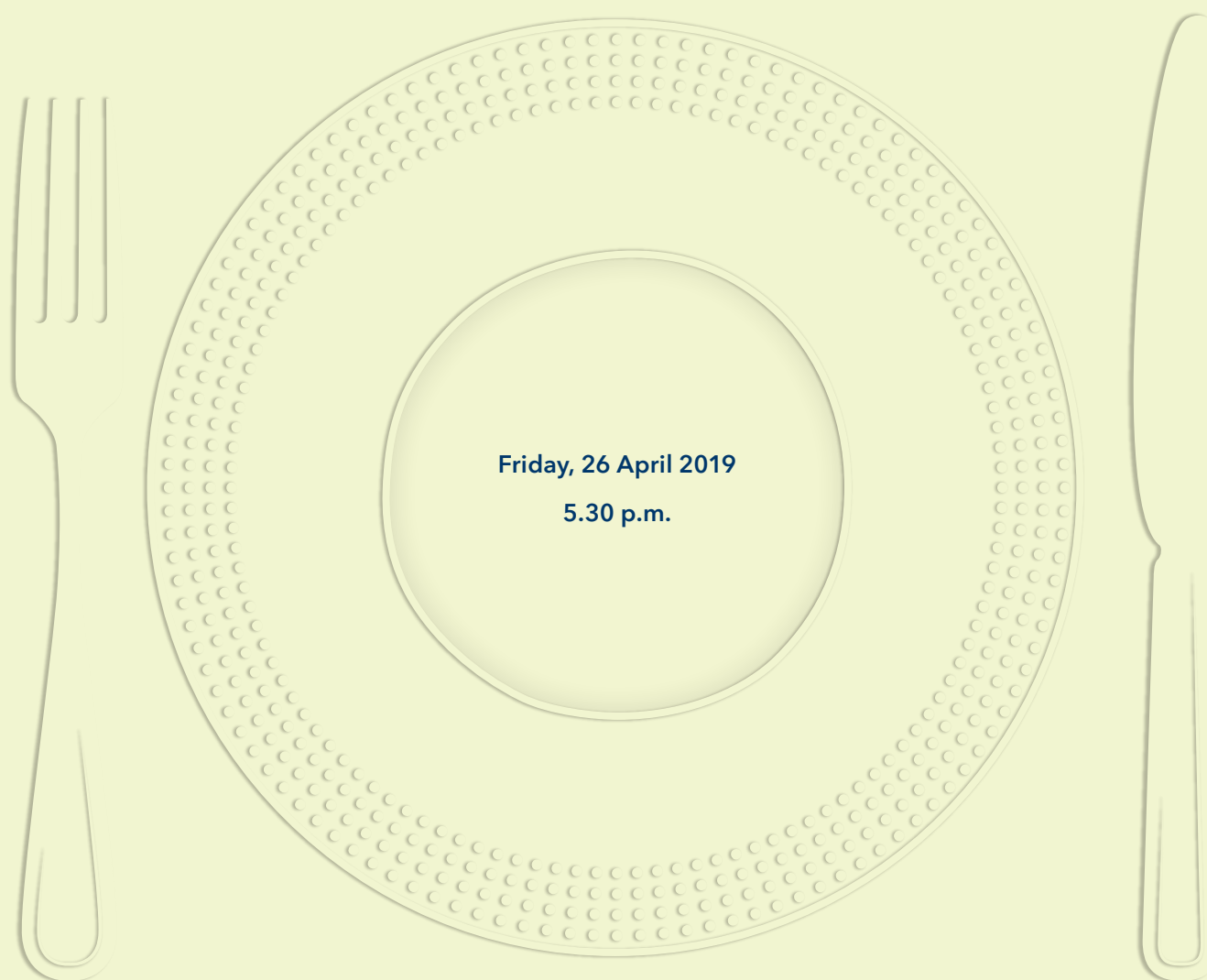
We are looking forward to welcoming you in Vaduz on 26 April. We are also pleased to invite you to a joint dinner following the Annual General Meeting.

Yours sincerely,  
VP Bank AG

A handwritten signature in black ink, appearing to be 'Fredy Vogt', written over a horizontal line.

Fredy Vogt  
Chairman of the Board of Directors

# Invitation to the Annual General Meeting



# 56<sup>th</sup> Ordinary Annual General Meeting

## Agenda

### 1. Approval of the annual reports

Consolidated financial statements (income statement, statement of comprehensive income, balance sheet, changes in equity, cash flow statement and notes) and consolidated management report of VP Bank Group as well as the financial statements (balance sheet, income statement and notes) and management report of VP Bank AG, Vaduz, for the 2018 financial year; taking note of the reports of the Group and statutory Auditors.

The Board of Directors proposes that the 2018 annual reports of VP Bank Group and VP Bank AG, Vaduz, be approved.

### 2. Distribution of profits (VP Bank AG, Vaduz)

The Board of Directors proposes that the profit be distributed as follows:

At the disposal of the Annual General Meeting	CHF	134,014,966.99
Distribution of a dividend of CHF 5.50 per registered share A and CHF 0.55 per registered share B	CHF	36,384,791.85
Allocation to other reserves		-
Other appropriations of earnings		-
Balance carried forward to the new financial year	CHF	97,630,175.14

### 3. Approval of actions of the members of the Board of Directors and the statutory auditors

The Board of Directors proposes that the members of the Board of Directors and the statutory Auditors be discharged.

### 4. Elections

The Board of Directors proposes the re-election of lic. oec. Markus Thomas Hilti, lic. iur. Ursula Lang and Dr. Gabriela Maria Payer, whose terms of office are expiring, to the Board of Directors for an additional three years. Dr. Christian Camenzind has renounced the extension of his term of office.

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

##### 4.1.1 lic. oec. Markus Thomas Hilti

The Board of Directors proposes the re-election of lic. oec. Markus Thomas Hilti for a term of office of three years.

##### 4.1.2 lic. iur. Ursula Lang

The Board of Directors proposes the re-election of lic. iur. Ursula Lang for a term of office of three years.

##### 4.1.3 Dr. Gabriela Maria Payer

The Board of Directors proposes the re-election of Dr. Gabriela Maria Payer for a term of office of three years.

#### 4.2 Election of Group and statutory auditors

The company Ernst & Young AG shall be elected as Group and statutory auditors for another term of office of one year. For reasons of corporate governance and in view of the introduction of the rotation requirement, a change of the statutory auditors to PricewaterhouseCoopers (PwC) is intended for 2020.

##### 4.2.1 Ernst & Young AG for 2019

The Board of Directors proposes the election of the company Ernst & Young AG as Group and statutory auditors for the 2019 financial year.

##### 4.2.2 PricewaterhouseCoopers AG for 2020

The Board of Directors proposes the election of the company PricewaterhouseCoopers AG as Group and statutory auditors for the 2020 financial year.

### 5. Miscellaneous

## Further information

### Information for the shareholders

Registered shares that have been entered in the share register confer voting rights. Voting rights for registered shares A may only be exercised when they have been entered in the share register by 18 April 2019 (12.00 noon) at the latest. From 29 March 2019 to 3 May 2019, no registered shares B will be transferred in the share register.

In accordance with Art. 10(1) of the Articles of Association, a shareholder may be represented by another shareholder. This power of representation may also be given to VP Bank.

### Parking

Please use our shuttle service. Please park your vehicle at the parking space of Rheinpark Stadion Vaduz. The shuttles are available from 4.15 p.m. You can obtain your ticket for leaving Rheinpark Stadium free of charge from the shuttle service.

### Contact and registration

Should you have any questions, please contact Ms Eveline Buser via e-mail at [eveline.buser@vpbank.com](mailto:eveline.buser@vpbank.com) or by calling +423 235 63 46.

Please register by no later than **Thursday, 11 April 2019** by sending us the registration card, or online at [www.vpbank.com/gv](http://www.vpbank.com/gv) by no later than Wednesday, 24 April 2019.

