

Invitation to the 35th Ordinary Shareholders' Meeting

Date: Tuesday, April 13, 2021, 3.00 pm

Important Information regarding COVID-19:

To protect the health of the shareholders and employees, the Board of Directors of Tecan Group Ltd. has decided according to the Federal Act on the Statutory Principles for Federal Council Ordinances on Combating the COVID-19 Epidemic and/or according to Art. 27 of the Ordinance 3 of the Federal Council on Measures to Combat the Coronavirus (COVID-19) to conduct the ordinary Shareholders Meeting 2021 at Seestrasse 103, CH-8708 Männedorf, **without the physical presence of the Shareholders**. Accordingly, the shareholders can exercise their rights via the independent proxy only.

Agenda and Proposals of the Board of Directors:

1. Annual Report, Annual Accounts and Consolidated Accounts 2020

Proposal of the Board: Approval of the Annual Report, the Annual Accounts and the Consolidated Accounts 2020.

2. Appropriation of Available Retained Earnings and Payout from Capital Contribution Reserve

a) Appropriation of Available Retained Earnings

	in CHF
Carried forward from previous year	203'203'714
Net profit 2020	20'850'006
Available retained earnings	224'053'720

Proposal of the Board of Directors:

- Payment of a dividend of CHF 1.15 per share with a nominal value of CHF 0.10 each (total 11'958'845 shares eligible for dividend) ¹	(13'752'672)
- Balance to be carried forward	210'301'048

b) Allocation from the Legal Reserves (Capital Contribution Reserve) to the Free Reserve and Payout (Withholding Tax free)

	in CHF
Carried forward from previous year	65'703'472
New shares issued based on employee participation plans	24'418'015
Available capital contribution reserve	90'121'487



Proposal of the Board of Directors:

- Allocation from the legal reserves (capital contribution reserve) to the free reserve and pay-out of CHF 1.15 per share with a nominal value of CHF 0.10 each (total 11'958'845 shares eligible for pay-out)¹ (13'752'672)
- Balance to be carried forward within the capital contribution reserve 76'368'815

¹ These numbers are based on the outstanding share capital at December 31, 2020. The number of shares eligible for dividend and payout may change due to the repurchase or sale of treasury shares and the issuance of up to 90'477 new shares from the conditional share capital reserved for employee participation plans.

Comment: According to Swiss tax legislation direct contributions from the shareholders that are booked into capital contribution reserves may be paid out without being subject to Swiss withholding tax (similar to repayments of share capital). This legislation is retroactively applicable for capital contributions made since 1997. The Board proposes to take advantage of these beneficial regulations. The pay-out may not exceed 50% of the total pay-out and requires the allocation of the current capital contribution reserve in the amount of the pay-out CHF 13'752'672 to the free reserve.

3. Discharge of the Members of the Board of Directors and of the Management Board

Proposal of the Board: Grant of discharge to the Members of the Board of Directors and of the Management Board for their activities in the business year 2020.

4. Re-Elections

4.1. Re-election of the current Members Board of Directors

Proposal of the Board: Re-election of the following current members of the Board of Directors for a one-year term:

- a. Dr. Lukas Braunschweiler
- b. Dr. Oliver Fetzter
- c. Heinrich Fischer
- d. Dr. Karen Huebscher
- e. Dr. Christa Kreuzburg
- f. Dr. Daniel R. Marshak

Comment: Lars Holmqvist does not stand for re-election and the Board of Directors will, until the ordinary shareholders meeting 2022, consist of six Board members. Lars Holmqvist will leave the Board of Directors and the Audit Committee on April 13, 2021. The Board of Directors will constitute the Audit Committee such that it will consist of a majority of independent Board Members and that it will be chaired by an independent member of the Board. The members of the Audit Committee will have the required financial expertise.

4.2. Re-election of the Chairman of the Board of Directors

Proposal of the Board: Re-election of Dr. Lukas Braunschweiler as Chairman of the Board of Directors for a one-year term.



4.3. Re-election of members of the Compensation Committee

Proposal of the Board: Re-election of the following current members of the Compensation Committee for a one-year term:

- a. Dr. Oliver Fetzter
- b. Dr. Christa Kreuzburg
- c. Dr. Daniel R. Marshak

4.4. Re-election of the Auditors

Proposal of the Board: Re-election of Ernst & Young Ltd, Zurich, as auditors for the business year 2021.

4.5. Re-election of the Independent Voting Proxy

Proposal of the Board: Re-election of Proxy Voting Services GmbH, Zurich, as independent voting proxy until the end of the 36th Ordinary Shareholders' Meeting of Tecan Group Ltd. in 2022.

Comment: All re-elections are conducted in separate ballots.

5. Compensation

5.1. Advisory Vote on the Compensation Report 2020

Proposal of the Board: Approval, on an advisory (non-binding) basis, of the Compensation Report 2020.

Comments: Article 18 para. 2 of Tecan's Articles of Incorporation provides that the Board of Directors shall annually submit to the General Meeting of Shareholders the Compensation Report for a retrospective non-binding approval.

The Compensation Report 2020 is presented in the Annual Report 2020. The Compensation Report 2020 covers the compensation paid, promised or granted during the business year 2020.

5.2. Approval of maximum total amount of compensation of the Board of Directors from the Ordinary Shareholders Meeting 2021 to the Ordinary Shareholders Meeting 2022

Proposal of the Board: Approval of the maximum total amount of compensation that can be paid, promised or granted to the Board of Directors for the period from the Ordinary Shareholders Meeting 2021 until the Ordinary Shareholders Meeting 2022 in an amount not to exceed CHF 1'300'000.

Comments: Under the Ordinance Against Excessive Compensation in Listed Stock Companies and Art. 18 of Tecan's Articles of Incorporation, the shareholders must prospectively approve the compensation of the Board of Directors. Consequently, the proposal described in this Agenda Item No. 5.2 gives shareholders the opportunity to cast a binding vote to approve the maximum total amount of compensation that can be paid, promised or granted to the Board of Directors for the period from the Ordinary Shareholders Meeting 2021 until the Ordinary Shareholders Meeting 2022.

The compensation for the Board of Directors currently consists of compensation in cash and in shares. Details on the compensation structure for the Board of Directors as well as historic pay-out data can be found in the Compensation Report.

The proposed amount is lower compared to the previous years, because the board will consist of six instead of seven members during the upcoming term and therefore the compensation for one board member was deducted.



5.3. Approval of the maximum total amount of compensation of the Management Board for the Business Year 2022

Under the Ordinance Against Excessive Compensation in Listed Stock Companies and Art. 18 of Tecan's Articles of Incorporation, the requirement to obtain shareholder approval prospectively of the compensation of the Management Board is effective for compensation for the business year 2022. Consequently, the proposal described in this Agenda Item No. 5.3 gives shareholders the opportunity to cast a binding vote to approve the maximum total amount of compensation that can be paid, promised or granted to the Management Board for the business year 2022.

Proposal of the Board: Approval of the maximum total amount of compensation that can be paid, promised or granted to the members of the Management Board for the business year 2022 in an amount not to exceed **CHF 18'500'000**, including fixed compensation, short term incentive compensation, as long term incentive benefits and in equity and other forms of compensation.

Comments: This amount corresponds to the amount approved by the 2020 Annual Ordinary Shareholders Meeting for the Business Year 2021.

Documentation

The current Articles of Incorporation, the Business Report 2020, consisting of the Annual Report of the Board of Directors, the Annual Financial Statements, and the Consolidated Financial Statements, as well as the Reports of the Auditors and the Compensation Report are available for inspection by the shareholders as of March 23, 2021 at the Company's registered office at Seestrasse 103, CH-8708 Männedorf. Upon request, a shareholder may receive a copy of these documents from the Company. The Business Report 2020 may also be downloaded from the Company's website, www.tecan.com.

Voting Rights

Shareholders returning the application card by April 8, 2020 at the latest will be sent the voting material.

Any shareholder of record as of April 1, 2021, 5.00 pm, is entitled to vote. The share register of the Company will be closed for any registrations until April 14, 2021.

Power of Attorney or Electronic Registration

Shareholders can exclusively be represented by the independent voting representative, Proxy Voting Services GmbH, Grossmünsterplatz 1, Postfach 173, CH-8024 Zurich.

Instructions to the independent voting representative may be given by using the instruction form on the back of the application card. Pursuant to art. 11 of the Ordinance Against Excessive Compensation in Listed Stock Companies as of January 1, 2014 proxy voting by a member of the company or by a depositary is prohibited. You may also submit your voting instructions to the independent proxy via the internet under www.sherpany.com/tecan. For the registration with Sherpany, please refer to the document enclosed and follow the steps in the registration instruction.

Männedorf, March 22, 2021

For the Board of Directors of Tecan Group Ltd.

Dr. Lukas Braunschweiler

Chairman

