

Invitation to the Annual General Meeting of Autoneum Holding Ltd

Wednesday, March 28, 2018 at 4:30 p.m.
(doors open at 3:30 p.m.)

gate27
Theaterstrasse 27b, 8400 Winterthur

Dear Shareholders

The Board of Directors of Autoneum Holding Ltd, Winterthur, is pleased to invite you to the Annual General Meeting 2018.

Agenda items and proposals of the Board of Directors

1. Submission of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for 2017 as well as the Auditor's Reports

Proposal: The Board of Directors requests approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for 2017, acknowledging the Auditor's Reports.

2. Approval of the appropriation of available earnings 2017

Proposal: The Board of Directors requests that the available earnings 2017 be appropriated as follows:

	CHF
Balance brought forward	69 999 069
Net profit for the year	51 868 469
At the disposal of the Annual General Meeting	121 867 538
Distribution of a dividend of CHF 6.50 per share	30 370 360
Carried forward to new account	91 497 178

If this proposal is approved, the dividend will be paid out from April 5, 2018 onwards, with the 35% deduction for withholding tax. The last trading day with entitlement to receive the dividend is March 29, 2018. As of April 3, 2018 the shares will be traded ex dividend.

3. Discharge of the members of the Board of Directors and the Group Executive Board

Proposal: The Board of Directors requests that the members of the Board of Directors and the Group Executive Board be granted discharge for their activities in the financial year 2017.

4. Election of the members of the Board of Directors

Proposal: The Board of Directors requests the reelection of

- 4.1 Hans-Peter Schwald
- 4.2 Rainer Schmückle
- 4.3 Norbert Indlekofer
- 4.4 Michael Pieper
- 4.5 This E. Schneider
- 4.6 Peter Spuhler
- 4.7 Ferdinand Stutz

as members of the Board of Directors by way of individual election for a one-year term of office ending with the conclusion of the Annual General Meeting 2019.

5. Election of the Chairman of the Board of Directors

Proposal: The Board of Directors requests the reelection of Hans-Peter Schwald as Chairman of the Board of Directors for a one-year term of office ending with the conclusion of the Annual General Meeting 2019.

6. Election of the members of the Compensation Committee

Proposal: The Board of Directors requests the reelection of

- 6.1 This E. Schneider
- 6.2 Hans-Peter Schwald
- 6.3 Ferdinand Stutz

as members of the Compensation Committee by way of individual election for a one-year term of office ending with the conclusion of the Annual General Meeting 2019.

7. Election of the Statutory Auditors

Proposal: The Board of Directors requests the reelection of KPMG AG, Zurich, as statutory auditors for the financial year 2018.

8. Election of the Independent Voting Proxy

Proposal: The Board of Directors requests the reelection of lic.iur. Ulrich B. Mayer, Attorney-at-Law, Dolderstrasse 102, 8032 Zurich, as the independent voting proxy with a term of office ending with the conclusion of the Annual General Meeting 2019.

9. Consultative vote on the Remuneration Report for 2017

Proposal: The Board of Directors requests approval of the Remuneration Report for 2017 in a non-binding consultative vote.

10. Approval of the maximum total remuneration for the members of the Board of Directors for the financial year 2019

Proposal: The Board of Directors requests approval of the maximum total remuneration for the members of the Board of Directors in the amount of CHF 1 750 000 for the financial year 2019.

The remuneration of the members of the Board of Directors comprises a fixed annual fee. Details on the basis for the remuneration for the members of the Board of Directors can be found in the Remuneration Report from page 124 onwards of the Annual Report 2017.

11. Approval of the maximum total remuneration for the members of the Group Executive Board for the financial year 2019

Proposal: The Board of Directors requests approval of the maximum total remuneration for the members of the Group Executive Board in the amount of CHF 8 500 000 for the financial year 2019.

The remuneration of the members of the Group Executive Board comprises a fixed and a variable performance-based component. For several members of the Group Executive Board the remunera-

tion will be completely or partially paid in foreign currencies. The following external factors, which are beyond the area of influence of Autoneum, may lead to a situation, where the total remuneration paid, converted into CHF, may exceed the total remuneration applied for:

1. Fluctuation of the underlying exchange rate
2. Modifications in the compulsory local law, e.g. in the area of social security or taxes, insofar as they are at the expense of the employer.

Details on the basis for the remuneration for the members of the Group Executive Board can be found in the Remuneration Report from page 124 onwards of the Annual Report 2017.

We look forward to your attendance at the Annual General Meeting which will be followed by an apéro riche. Please register by using the enclosed registration form or electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>.

Winterthur, March 7, 2018

Autoneum Holding Ltd

For the Board of Directors



Hans-Peter Schwald
Chairman

General Information

Documents

The Annual Report 2017 together with the Financial Statements, the Consolidated Financial Statements and the Remuneration Report as well as the Auditor's Reports is available for inspection by the shareholders at the Company's registered headquarters (Autoneum Holding Ltd, Schlosstalstrasse 43, 8406 Winterthur) from March 7, 2018 onwards. It can also be downloaded from the Company's website (www.autoneum.com/investor-relations/financial-reports) and can be ordered by shareholders registered in the Company's share register using the enclosed registration form or electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>.

Legitimation and admission cards

Only shareholders registered with voting rights in the share register of Autoneum Holding Ltd on March 16, 2018 may attend the Annual General Meeting and exercise their voting rights.

If you wish to attend the Annual General Meeting in person or to be represented by another shareholder with voting rights registered in the share register, you need an admission card with voting cards. The admission card with voting cards can be ordered using the enclosed registration form or electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>. The admission cards will be sent as of March 19, 2018. Accompanying persons will not be admitted.

Proxies

Shareholders who are not able to attend the Annual General Meeting in person can be represented as follows:

- a) by another shareholder with voting rights by granting written proxy on the admission card.
- b) by the independent voting proxy lic.iur. Ulrich B. Mayer, Attorney-at-Law, Dolderstrasse 102, 8032 Zurich, by issuance of proxy and instructions by means of the signed registration form or by issuing proxy and instructions electronically using the Nimbus ShApp platform at <https://autoneum.shapp.ch>.

By signing the registration form, the independent voting proxy is authorized to agree to the proposals of the Board of Directors, provided no diverging instructions have been given. This also applies to motions voted on at the Annual General Meeting that are not announced in the invitation.

To order admission cards or issue proxy and instructions by mail, please complete, sign and return the enclosed registration form by March 18, 2018 at the latest. Preparations for the Annual General Meeting will be facilitated by the prompt return of the registration form.

Issuing a proxy and instructions to the independent voting proxy electronically

Alternatively, admission cards can be ordered or proxy and instructions to the independent voting proxy can also be issued electronically via the Nimbus ShApp platform at <https://autoneum.shapp.ch>. When registering, please use the access data (identification and password) given on the registration form. Alternatively, if you have already registered for the Nimbus ShApp platform, you can also log in using your access information from last year.

It is possible to issue proxy and instructions to the independent voting proxy or make changes to the electronically issued instructions up to March 26, 2018 at the latest (end of day).

Language

This invitation is a translation of the German original. In the event of any inconsistencies, the German version shall prevail.

The Annual General Meeting will be held in German.

Journey

The Annual General Meeting will be held at the gate27, Theaterstrasse 27b, 8400 Winterthur, where the apéro riche will also be offered afterwards.

As there are no parking spaces available at the gate27, we kindly ask that you use public transport.

Public transport from Winterthur main station

Bus lines 3 or 10 to the bus stop Winterthur Bezirksgebäude with a subsequent walk of 5 minutes to the gate27.

Or by foot in a 10 minute walk from Winterthur main station. Follow the marked path along the railway line towards Kantonsspital Winterthur (KSW).

Private transport

A limited number of parking spaces is available at the Teuchelweiher car park located at Zeughausstrasse 68, 8400 Winterthur. From here, a shuttle bus will take you to the gate27 and bring you back afterwards.

Departure times from the Teuchelweiher car park to the gate27: shuttle service by alternating buses between 3:20 p.m. and 4:30 p.m.

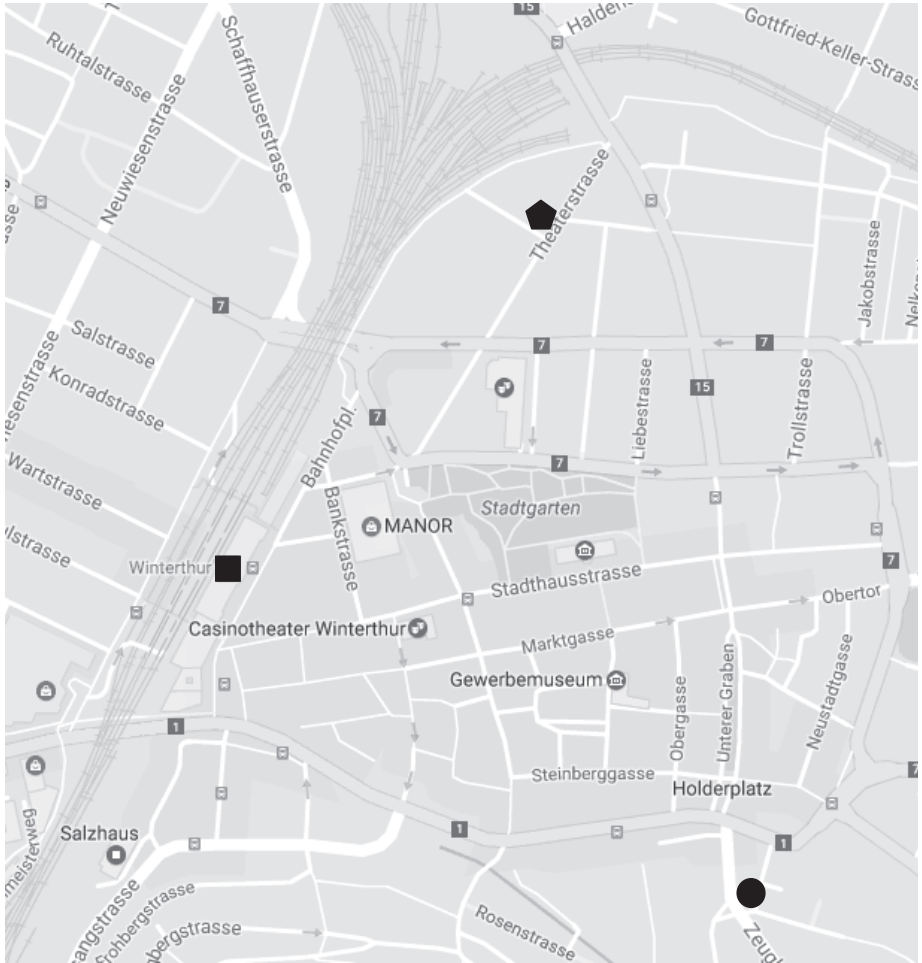
Departure times after the Annual General Meeting from gate27 back to the Teuchelweiher car park: every 30 minutes from 6:00 p.m. Please note that the last bus will depart at 8:00 p.m.

Enclosures

- Registration form
- Reply envelope

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info@autoneum.com
www.autoneum.com

Map



- ▮ gate 27, Theaterstrasse 27b
- Teuchelweiher car park, Zeughausstrasse 68
- Winterthur main station