

Invitation to the Annual General Meeting of u-blox Holding AG

Dear Shareholder,

We are pleased to invite you to the

11th Ordinary General Meeting

The general meeting will be held on April 24, 2018, at 16:00 at Seminarhotel Bocken, Bockenweg 4, 8810 Horgen, Switzerland.

Agenda and proposals of the Board of Directors

1. Annual Report, financial statements, and consolidated financial statements for 2017

Proposal

The Board proposes the approval of the 2017 annual report, the financial statements, and consolidated financial statements.

2. Appropriation of available profit and dividends

2.1 Appropriation of available profit

Proposal

The Board proposes to carry forward the available profit 2017 to the accounts 2018.

2.2. Dividend

Proposal

The Board proposes to pay the total amount of dividends of CHF 2.25 per share from released reserves from capital contributions. No dividend is paid on shares owned by a u-blox group company.

Explanation

Available profit:

Profit brought forward from 2016	CHF 50'337'882
Net profit for the year 2017	CHF 5'670'933
Total available profit / Balance to be carried forward	CHF 56'008'815
Release of reserves from capital	CHF 15'653'633
Dividend out of reserves from capital contributions of CHF 2.25 per share on 6'957'170 shares ¹	CHF -15'653'633

¹ Depending on the number of shares issued on the last trading day with entitlement to receive dividend.

In the previous fiscal year a dividend of 2.10 CHF per share was paid.

The shares will be traded ex-dividend as of April 26, 2018. The dividend will be payable as of April 30, 2018.

Dividends from the capital contribution reserve can be paid out without deduction of Swiss withholding tax of 35%. The Board of Directors proposes to pay the dividend from the capital contribution reserves (proposal 2.2). Therefore, the balance from 2017 should be carried forward (proposal 2.1).

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

Proposal

The Board proposes to discharge the members of the Board of Directors (BoD) and the Executive Committee (EC) for fiscal year 2017.

4. Change to Articles of Association

4.1 Art. 3a (Conditional share capital)

Proposal

The Board proposes the replacement of the first sentence of article 3a by the following sentence:

The share capital of the Company will be increased by a maximum amount of CHF 221'024.70 by the issuance of no more than 245'583 registered shares that are to be fully paid-in and have a nominal value of CHF 0.90 each and which are granted to the to the employees of the Company and its subsidiaries in accordance with one or more stock option plans.

The other provisions of article 3 a remain unchanged.

Explanation

The Board proposes to increase the conditional capital by 137'450 shares to 245'583 shares or by CHF 123'705 to CHF 221'024.70 of the registered share capital to facilitate the maintenance of the employee stock option plan.

4.2 Art. 3c (Contribution in kind)

Proposal

The Board proposes the deletion of Article 3c.

Explanation

Shareholders of u-blox AG, Thalwil, have contributed in kind their shares to the Company in 2007 by way of a capital increase. These contributions are disclosed in art. 3c of the articles of association of the Company. According to art. 628 para. 4 CO, the general meeting of shareholders is entitled to delete such disclosure upon the tenth anniversary of the contribution. Such 10-year period for the deletion of art. 3c of the articles of association has now lapsed.

5. Election of Directors and Chairman

Proposal

Re-election of Mr. André Müller and election as Chairman of the Board until the end of the next annual general meeting.

Proposal

Re-election of Paul Van Iseghem until the end of the next annual general meeting

Proposal

Re-election of Gerhard Tröster until the end of the next annual general meeting.

Proposal

Re-election of Gina Domanig until the end of the next annual general meeting.

Proposal

Re-election of Thomas Seiler until the end of the next annual general meeting.

Proposal

Re-election of Jean-Pierre Wyss until the end of the next annual general meeting.

Proposal

Election of Ulrich Looser until the end of the next annual general meeting.

Explanation

Mr. Looser has vast experience in private equity investments and consultancy. Prior to founding Berg Looser Rauber & Partners in 2009, he was managing director at Accenture from 2001 – 2009, after a career at McKinsey & Company (1987 – 2001).

Mr. Looser holds a master degree (dipl.) in physics from ETH Zurich and a master degree (lic) in economics from the University of St. Gallen.

Mr. Looser is a board member of three listed companies (Kardex Group, Straumann Group and LEM) and is a member of various associations and foundations.

6. Election to the Nomination and Compensation Committee (NCC)

Proposal

Re-election of Gerhard Tröster until the end of the next annual general meeting.

Proposal

Re-election of Gina Domanig until the end of the next annual general meeting.

7. Advisory Vote on the Compensation FY 2017

7.1 Advisory Vote on Board of Directors compensation

Proposal

The Board of Directors proposes to consent in a non-binding vote to the total compensation granted to the Board of Directors for the period between General Meeting 2016 and the General Meeting 2017.

	Compensation*) between General Meeting 2016 and General Meeting 2017	Maximum Compensation approved at AGM 2016
	Million CHF	Million CHF
Compensation	0.597	0.600

*) Including contributions to pension scheme and social insurance.

Explanation

Information provided in the annual report under the Compensation Report section are charges to the company for the fiscal year whereas the information provide in the above table refers to the approved amounts for the period between the two respective General Meetings, 2016 and 2017.

7.2 Advisory Vote on Executive Committee compensation

Proposal

The Board of Directors proposes to consent in a non-binding vote to the total compensation granted to the Executive Committee for fiscal year 2017, in total CHF 5'073'531.

	Allocation*) financial year 2017	Maximum Compensation approved at AGM 2016*
	Million CHF	Million CHF
Total	5.074	7.700
composed of:		
Base salary	2.196	2.200
Variable Bonus	1.293	2.300
Long-term Incentive Stock Option Plan	1.585	3.200

*) Including contributions to pension scheme and social insurance.

Explanation

For further details, please see the Compensation Report section of the annual report. The table above shows the maximum compensation that was approved at the General Meeting in 2016 and the compensation that the EC received for fiscal year 2017.

8. Compensation 2018/2019

8.1 Board of Directors

Proposal

The Board requests the approval of the total maximum compensation of the Board in an amount of CHF 600'000 for the term of office from the ordinary general meeting 2018 until the ordinary general meeting 2019.

Explanation

According to the compensation policy the Board requests the same compensation amount as in the previous fiscal year.

The compensation of the Board is paid in cash pursuant to the compensation policy. Only non-executive Board members (currently 5 non-executive members) are paid compensation.

Employer's social security and pension contributions were taken into account and as far as possible estimated.

8.2 Executive Committee

Proposal

The Board requests the approval of the total maximum compensation of the executive committee in the amount of CHF 7'000'000 for the fiscal year 2019.

Explanation

The compensation is composed of a base salary, a variable compensation and a Long-term Incentive employee stock option plan (LTI-ESOP). The above proposed amount corresponds to the maximum which could be achieved in case of exceptional growth of the business. The total amount remains unchanged compared to the previous year. It includes the employer's social security and pension contributions, which were estimated as well as possible. Currently, the Executive Committee consists of five members.

a) *Base salary*: CHF 2'300'000.

b) *Variable bonus*: CHF 2'400'000.

The variable compensation can be a value between zero and the proposed maximum amount. The variable compensation was calculated with the maximum amounts according to the respective employment agreements (CEO: 150% of base salary, other EC members: 100% of base salary). The bonus scheme as described in the compensation policy of the annual report 2017 remains the same as the previous year.

c) *Long-term Incentive Stock Option Plan*: CHF 2'300'000.

The Long-term Incentive Stock Option Plan is fully described in the compensation policy published in the corporate governance report of the annual report.

9. Election of the independent proxy

Proposal

Re-election of KBT Treuhand AG, Zürich as independent proxy until the end of the next annual general meeting.

10. Election of the statutory auditor

Proposal

Re-election of KPMG AG, Luzern for the fiscal year 2018.

Annual Report

The complete Annual Report 2017 is available 20 days prior to the general meeting for inspection at the registered offices of the company, Zürcherstrasse 68, CH-8800 Thalwil. The Annual Report can be ordered as of March 30, 2018 by sending an email to gitte.jensen@u-blox.com. The Annual Report is also available on our website (<https://www.u-blox.com/de/reporting-center>).

Admission cards

Shareholders with voting rights can order admission cards by using the login data in the reply/instruction form or by sending the enclosed reply/instruction form in the enclosed envelope, preferably no later than April 17, 2018.

Shareholders with voting rights are shareholders registered in the share register with voting rights on April 17, 2018 at 17:00.

Proxies

Shareholders can be represented by a third party or by the independent proxy.

Independent Proxy

The Board has appointed KBT Treuhand AG Zürich, as independent proxy.

Shareholders who wish to appoint KBT Treuhand as their representative, may either

- send the signed instruction form to Mr. Sandro Müller, KBT Treuhand Zürich, Zimmergasse 16, Postfach, 8032 Zürich (with enclosed envelope) no later than April 19, 2018, or
- give KBT Treuhand voting instructions electronically by using the login data in the reply/instruction form no later than April 22, 2018 (23:59 CET).

Third Party

Shareholders who wish to appoint a third party representative have to order the admission card and submit the admission card to the representative. The third party representative will be authorized to vote at the general assembly if he/she presents the admission card signed by the shareholder and the voting material at the general assembly.

Yours sincerely,

Thalwil, March 28, 2018

u-blox Holding AG
Der Verwaltungsrat

Appendix:
Reply/instruction form