

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

Dear Shareholder,

We are pleased to invite you to the

9th ordinary General Meeting

The general meeting will be held on April 26, 2016, at 16h00 at Serata, Tischenloostrasse 55, 8800 Thalwil, Switzerland.

Agenda and proposals of the Board of Directors

1. Annual Report, financial statements and consolidated financial statements for 2015

Proposal

The Board requests the approval of the 2015 annual report, the financial statements and consolidated financial statements.

2. Appropriation of available profit and dividends

2.1 Appropriation of available profit

Proposal

Carry forward the balance 2015.

2.2. Dividend

Proposal

Pay the total amount of dividends of CHF 1.90 per share from capital contributions. No dividend is paid on shares owned by a u-blox group company.

Explanation

Available profit:

Profit brought forward from 2014	38'367'852 CHF
Net profit for the year 2015	5'668'750 CHF
Total available profit/ Balance to be carried forward	44'036'602 CHF

Release of reserves from capital contributions	12'778'898 CHF
Dividend out of reserves from capital contributions of CHF 1.90 per share on 6'725'736 shares ¹	-12'778'898 CHF

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

The shares will be traded ex-dividend as of April 28, 2016. The dividend will be payable as from May 3, 2016.

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 2015 should be carried forward (proposal 2.1).

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

Proposal

Discharge of the members of the Board of Directors and of the Executive Committee for fiscal year 2015.

4. Change to Art. 3a Articles of Association (Conditional share capital)

Proposal

The Board request the increase of the conditional capital by the following changes in article 3a (changes marked):

The share capital of the Company will be increased by a maximum amount of CHF ~~462'530.40~~ 284'119.2 by the issuance of no more than ~~480'589~~ 315'688 registered shares that are to be fully paid-in and have a nominal value of CHF 0.90 each; this increase being the result of the exercise of option rights granted to the members of the boards of directors and to the employees of the Company and its subsidiaries in accordance with one or more equity investment plans. The board of directors will determine the issue price for the new shares as well as the equity investment plan. Subscription and pre-emptive rights of shareholders are excluded for this conditional capital increase.

Explanation

The Board proposes to increase the conditional capital to facilitate the maintenance of the employee stock option plan.

5. Election of Directors and Chairman

Proposal

Re-election of Fritz Fahrni and re-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 André Müller 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 Gina Domanig until the end of the next annual general meeting.

Explanation

Mrs. Soo Boon Koh has decided to not present her candidacy to the Board. The Board proposes the election of Mrs. Gina Domanig, born 1963. Mrs. Gina Domanig holds a bachelor of science degree in Finance and Economics (Arizona State University) and two MBA degrees (Thunderbird School of Management, USA and ESADE, Spain). Gina Domanig is managing partner at Emerald Technology Ventures AG since 2000. From 1991 to 1999, she held various positions at Sulzer AG prior to becoming Senior Vice President, Head of strategic planning and acquisitions. She held different positions in the finance industry from 1988 to 1991. Today, Mrs. Domanig is member of the board of Die Mobiliar Genossenschaft, Switzerland and chairman of the board of the Energy Venture Forum, Switzerland.

Mrs. Domanig is a citizen of Switzerland, USA and France. She will enhance the capacity of the board of u-blox with her financial and strategic skills and experience.

6. Election to the Nomination and Compensation Committee

Proposal

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

Proposal

Re-election of Fritz Fahrni until the end of the next annual general meeting.

7. Compensation

Board

Proposal

The Board requests the approval of the total maximum compensation of the Board (currently 5 non-executive members) in an amount of CHF 600'000 for the Board for the period until the ordinary annual assembly 2017.

Explanation

The compensation of the Board is paid in cash pursuant to the compensation policy.

Only non-executive Board members are paid compensation. The Board requests pursuant to a comparison with the benchmark according to the compensation policy the increase of the compensation in order to ensure that the members of the Board are compensated in conformity with market conditions. Employer's social security and pension contributions were taken into account and where possible estimated.

Executive Committee

Proposal

The Board requests the approval of the total maximum compensation of the executive committee (currently 5 members) in the amount of CHF 7'700'000 for the fiscal year 2017.

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 an exceptional growth of the business. The amount includes Employer's social security and pension contributions and was, as far as possible, estimated.

The below amounts serve as an indication only, as the final split of the amounts between the three compensation elements may vary.

a) *Base salary*: CHF 2'200'000.

The base salary is proposed to be increased pursuant to a comparison with the benchmark (SWX ID TECH TR) according to the compensation policy to ensure that the EC is remunerated in line with market conditions.

b) *Variable compensation*: CHF 2'300'000.

The variable compensation can be a value between zero and the proposed amount. The variable compensation was calculated with the maximum amounts according to the employment agreement (CEO: 150% of base salary, other EC members: 100% of base salary).

c) *LTI-ESOP*: CHF 3'200'000.

For further information on the attribution process, see the attached notice.

8. 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.

9. Election of the statutory auditor

Proposal

Re-election of KPMG AG, Luzern for the fiscal year 2016.

Annual Report

The complete Annual Report 2015 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 31st March, 2016 by sending the enclosed reply/instruction form in the enclosed envelope or on <https://netvote.ch/ublox> by using the login data in the reply/instruction form. The Annual Report is also available on our website (www.u-blox.com).

Admission cards

Shareholders with voting rights can order admission cards on <https://netvote.ch/ublox> 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 19, 2016.

Shareholders with voting rights are shareholders registered in the share register with voting rights on April 19, 2016 at 17:00.

Proxies

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

Independent Proxy

The Board has appointed Mr. Walter Boss, trustee, KBT Treuhand Zürich, as independent proxy.

Shareholders who wish to appoint Mr. Walter Boss as their representative, may either

- send the signed instruction form to Mr. Walter Boss, KBT Treuhand Zürich, Zimmergasse 16, Postfach 1523, 8032 Zürich or to areg.ch ag (with enclosed envelope) not later than April 21, 2016 or
- give Mr. Walter Boss voting instructions electronically on <https://netvote.ch/ublox> by using the login data in the reply/instruction form not later than April 24, 2016.

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 30, 2016

u-blox Holding AG
The Board of Directors

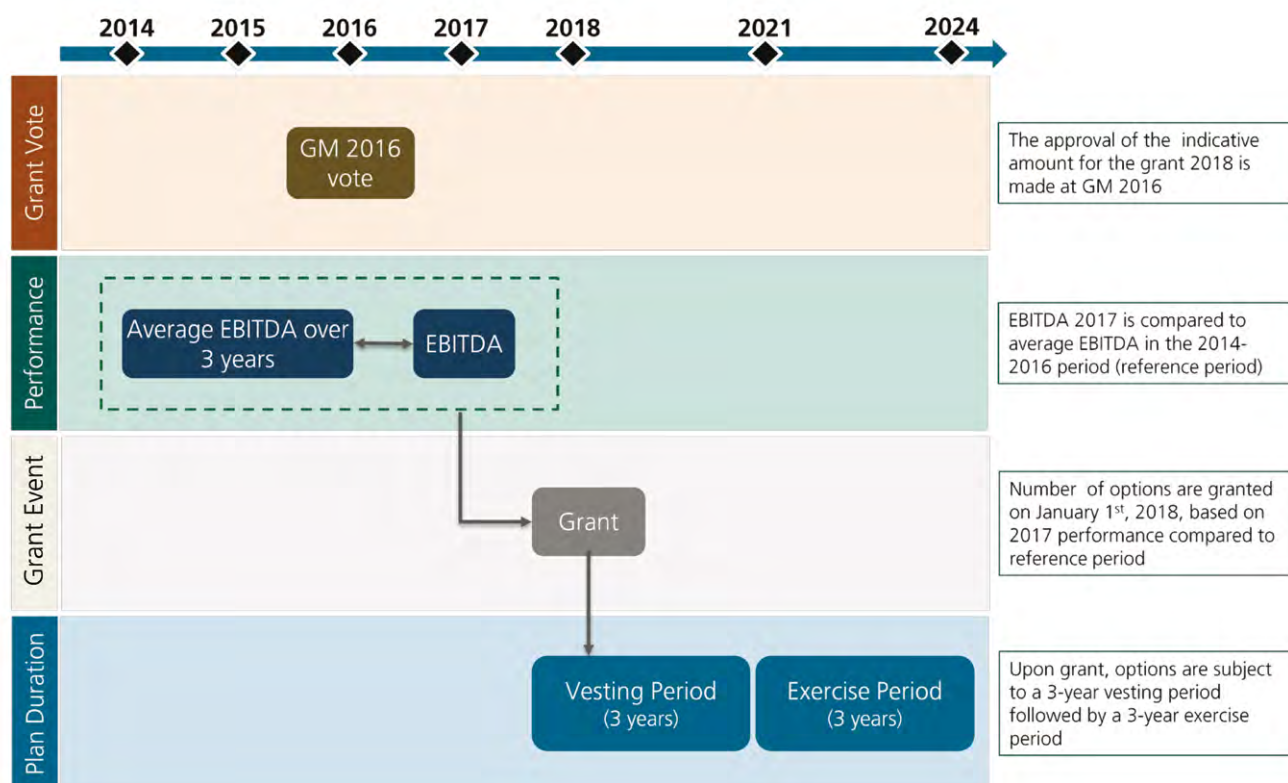
Attachment:

- Explanatory Notice LTI-ESOP
- Reply/instruction form

Explanatory Notice about Long Term Incentive Employee Stock Option Plan

From fiscal year 2017 a Long Term Incentive Employee Stock Option Plan (LTI-ESOP) for the attribution of stock options to the members of the Executive Committee (EC) will be implemented.

The board favours an attribution system of options which honours the financial performance of the company. Under the new policy, the attribution of options for 2017 will depend on the performance measured by the EBITDA change in 2017 compared to the average EBITDA in the preceding three year period (2014-2016).



The fair value of the options has been determined based on a set of basic assumptions in terms of firstly, anticipated business development within the timeframes covered by the proposal and secondly, the possible market performance of the u-blox share within those timeframes. The Board of Directors added a margin to both assumptions in order to allow for a comprehensive spectrum of potential outcomes.

Illustrative Scenarios LTI-ESOP

Parameters	Scenario 1	Scenario 2	Scenario 3
EBITDA change over previous 3 year average	-35%	+35%	+90%
Share price change since Jan 1, 2016	-20%	+20%	+60%
Fair Value of options granted to Executive Committee (incl. social benefits)	CHF 1'400'000	CHF 2'400'000	CHF 3'400'000

The LTI-ESOP constitutes a tangible value only if the share options remain "in the money" after vesting.

Each member is granted the same number of options.