

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

## 6th ordinary General Meeting

The general meeting will be held on Wednesday, April 24, 2013, 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 of u-blox Holding AG for 2012**

*Proposal*

Approval of the 2012 annual report, the financial statements and consolidated financial statements of u-blox Holding AG.

#### **2. Declaration of dividends and appropriation of available earnings of u-blox Holding AG**

Available profit:

Balance brought forward from 2011	16'774'323	CHF
Net profit for the year 2012	<u>6'700'353</u>	CHF
	23'474'676	CHF

*Proposal*

Dividend and appropriation:

Release of reserves from capital contributions	6'305'032	CHF
Dividend out of reserves from capital contributions of CHF 1.00 per share on 6'305'032 shares <sup>1</sup>	<u>- 6'305'032</u>	CHF
Balance to be carried forward	23'474'676	CHF

<sup>1</sup> Depending on the number of shares issued on April 24, 2013.

The shares will be traded ex-dividend as of April 26, 2013. The dividend will be payable as from May 2, 2013.

#### **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.

#### **4. Election of Directors**

*Proposal*

Re-election of Thomas Seiler for a term of 3 years.

*Proposal*

Re-election of Jean-Pierre Wyss for a term of 3 years.

## 5. Amendments of the Articles of Association

### 1. *Proposal*

Renewal of conditional capital. Article 3a of the articles of association (conditional capital) is replaced as follows:

“The share capital of the Company will be increased by a maximum amount of CHF 567'452.70 by the issuance of no more than 630'503 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 to 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*

Due to the exercise of options by employees of the Group, the conditional capital approved in 2007 by the general assembly has decreased by 61,662 shares. In order to maintain the conditional capital at 10% of the share capital, the conditional capital is increased by 67,828 shares (approximately 1% of the share capital). The board wants to have employees participate in the Group's success and to support their long term commitment by offering employee options.

### 2. *Proposal*

Extension of the authorized capital. The first paragraph of article 3b of the articles of association (authorized capital) is replaced as follows:

“The board of directors is authorized to increase the share capital anytime until 16<sup>th</sup> of October 2015 by a maximum of CHF 1'134'900 by the issue of a maximum of 1'261'000 registered shares to be fully paid in and having a nominal value of CHF 0.90 each. A partial increase is authorized. The respective amount to be issued, the time of entitlement to dividends and the type of contribution will be determined by the board of directors.”

### *Explanation*

The authorization ends on 16<sup>th</sup> of October 2013 and is extended for two years. In order to maintain the authorized capital at 20% of the share capital, it is increased by 12'326 shares.

## 6. Election of the statutory auditor

### *Proposal*

Re-election of KPMG AG, Luzern for the term of one year.

## Documents

The complete Annual Report 2012 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 is also available on our website ([www.u-blox.com](http://www.u-blox.com)).

## Admission cards

An invitation is sent by post to shareholders with voting rights. Shareholders with voting rights are encouraged to order admission cards no later than April 19, 2013, by means of the enclosed reply form. Shareholders with voting rights are shareholders registered in the share register with voting rights on April 17, 2013.

**Proxies**

If you are unable to attend the General Meeting in person, you can be represented by a third party, by u-blox Holding AG or by the independent proxy pursuant to Art. 689c of the Swiss Code of Obligations, Mr. Walter Boss, trustee, KBT Treuhand Zürich, Zimmergasse 16, Postfach 1519, 8032 Zürich. If the independent proxy does not receive written voting instructions for some or all of the proposals, he will vote in favour of the Board of Directors' proposals. u-blox Holding AG will only represent shareholders if they approve the proposals of the Board of Directors. All proxies with different instructions will be passed on to the independent proxy. Signed proxies left blank will be deemed to be a mandate to u-blox Holding AG to vote in favour of the Board of Directors' proposals. The reply form is to be sent to SIX SAG AG or directly to the independent proxy.

Thalwil, March 26, 2013

u-blox Holding AG  
The Board of Directors