

## Invitation to the Annual General Shareholders' Meeting

Friday, May 31, 2013, 11:00 am at the Courtyard by Marriott Basel Hotel in Pratteln

### Agenda items and motions proposed by the Board of Directors

#### 1. Approval of the Annual Report, the Financial Statements for 2012 and the Consolidated Financial Statements for 2012 and acceptance of the statutory auditor reports on the Financial Statements and the Consolidated Financial Statements

The Board of Directors moves that the Annual Report, the Financial Statements for 2012 and the Consolidated Financial Statements for 2012 be approved.

#### 2. Discharge of the members of the Board of Directors

The Board of Directors moves that its members be discharged of liability with regard to acts of management in 2012.

#### 3. Appropriation of available retained earnings and of the "legal reserves from capital contributions" as per balance sheet and declaration of dividend

##### 3.1 Distribution of a dividend from legal reserves from capital contributions

The Board of Directors recommends the following distribution of a dividend from legal reserves from capital contributions:

Dividend (rounded to TCHF)	TCHF	8,033
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The dividend amount of TCHF 8,033 is entirely distributed from "capital contributions" and corresponds to a dividend (not subject to withholding tax) of CHF 0.17 per share (at a nominal value of CHF 1) entitled to a dividend. Assuming this proposal for the profit appropriation is accepted, payment of the dividend will take effect from June 10, 2013.

The dividend proposal applies to all shares issued. The treasury shares as of the date of the dividend payment are not dividend-entitled. Accordingly, the amount of the dividend as well as the withdrawal from the legal reserves from capital contributions depends on the number of shares held as treasury stock as of the date on which the dividend is paid.

##### 3.2 Appropriation of available retained earnings

Net profit for year 2012	TCHF	30,971
Withdrawal from legal reserves from capital contributions	TCHF	8,033
Available retained earnings	TCHF	39,004

The Board of Directors recommends appropriating available retained earnings as per balance sheet as follows:

Balance to be carried forward	TCHF	30,971
Payment of a dividend	TCHF	8,033

#### 4. Elections

##### 4.1 Board of Directors

The Board of Directors moves that the following persons be re-elected to the Board of Directors for a further period of one year:

- Bernhard Burgener
- Martin Wagner
- Antonio Arrigoni
- René Camenzind
- Dr. Erwin V. Conradi
- Dr. Dieter Hahn
- Martin Hellstern
- Dr. Ingo Mantzke

##### 4.2 Statutory auditor

The Board of Directors moves that PricewaterhouseCoopers AG, Lucerne, be re-appointed as auditor for 2013.

### Documents and admission tickets

#### Annual Report

The Annual Report, the Financial Statements and the Consolidated Financial Statements for 2012 as well as the auditor reports on the Financial Statements and the Consolidated Financial Statements can be viewed by shareholders with immediate effect at the company's offices at Netzibodenstrasse 23b, 4133 Pratteln, Switzerland. Shareholders will be supplied with a copy of the Annual Report free of charge upon request. The complete Annual Report for 2012 can also be viewed and downloaded from the Internet at [www.highlight-communications.com](http://www.highlight-communications.com).

#### Treasury stock of the company

The share capital of the company amounts to CHF 47,250,000 and is divided into 47,250,000 bearer shares with a nominal value of CHF 1 each. The number of voting rights totals 47,250,000, of which 1,156,567 relate to treasury shares and therefore cannot be exercised pursuant to Article 659a Paragraph 1 of the Swiss Code of Obligations (OR). This information is accurate as of the date of the publication of this invitation in the Swiss Official Gazette of Commerce (SHAB).

#### Admission tickets

Holders of bearer shares wishing to attend the Annual General Meeting can obtain tickets directly from the company up to and including May 24, 2013 upon (1) lodging their shares via their custodian bank or providing adequate proof of share ownership and (2) confirming that their shares are blocked until after the Annual General Meeting. For administrative reasons, it is not possible for tickets to be issued after this date.

#### Proxy voting

In accordance with Article 8 Paragraph 2 of the company's Articles of Incorporation, shareholders are permitted to be represented at the Annual General Meeting on the basis of a written authority. Shareholders may in particular be represented by the company, the independent proxy voter or their share custodian. For procedural reasons, it is not possible to retract authority once the proxy has been admitted to the meeting.

Shareholders wishing to attend by proxy are requested to sign their admission tickets and voting material and hand these to their proxy. Proxy voting forms can be requested from the company and are also available for downloading from the company website [www.highlight-communications.com](http://www.highlight-communications.com).

Holders of bearer shares wishing to authorize the company to vote on their behalf are requested to send a blank, signed proxy voting form to the company by May 24, 2013. In this case, the company will ensure that voting rights are exercised in favor of the motions proposed by the Board of Directors. The company represents only those shareholders wishing to vote for the motions proposed by the Board of Directors. All voting forms containing instructions to the contrary will be forwarded to the independent proxy voter.

Any holders of bearer shares wishing to authorize the independent proxy voter to represent them (in accordance with Article 689c OR) are requested to send their admission ticket and written instructions for voting and election to Christian Salz, Grieshaldenweg 51, 4314 Zeiningen, Switzerland by May 24, 2013.

In the absence of written instructions to the contrary, he will exercise the voting right in favor of the motions proposed by the Board of Directors. The independent proxy voter is entitled to appoint a third person should urgent reasons compel him to do so.

#### Share custodians

Share custodians in accordance with Article 689d OR are requested to notify the company of the number, type and nominal value of the shares they represent by May 24, 2013 at the latest. Share custodians are defined as those institutions subject to the Federal Banks and Savings Banks Act (*Bundesgesetz über Banken und Sparkassen*) of November 8, 1934 as well as professional asset managers.

Pratteln, Switzerland, April 2013

**Highlight Communications AG**  
The Board of Directors