

Invitation to the
**General
Meeting**

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Dear Shareholders,
We are delighted to invite you to the 25th Annual General Meeting
of Sensirion Holding AG.

Monday, 13 May 2024
17:00 (UTC+2)
doors open at 16:00 (UTC+2)
at the
ENTRA
Obere Bahnhofstrasse 58B
8640 Rapperswil

Yours sincerely, Sensirion Holding AG
Stäfa, 18 April 2024



Dr. Moritz Lechner
Co-Chairman of the Board of Directors



Dr. Felix Mayer
Co-Chairman of the Board of Directors

Agenda

Proposals of the Board of Directors

1 Annual report 2023

1.1 Annual management report, annual financial statements and consolidated financial statements 2023; Auditor's reports

Proposal: The Board of Directors proposes that the annual management report, the annual financial statements and the consolidated financial statements 2023 be approved and that the Auditor's reports be acknowledged.

1.2 Consultative vote on the compensation report 2023

Proposal: The Board of Directors proposes that the compensation report 2023 be approved.

1.3 Report on non-financial matters 2023

Proposal: The Board of Directors proposes that the report on non-financial matters 2023 (in the sustainability report) be approved.

2 Appropriation of balance sheet result 2023

Proposal: The Board of Directors proposes that the annual result 2023 of the Company in the amount of CHF -23,011 thousand profit (loss) be allocated as follows:

In thousands of CHF	2023
Retained earnings brought forward	34,347
Net profit (loss) for the year	(23,011)
Available earnings	11,336
Appropriation of available earnings proposed by the Board of Directors:	
Balance to be carried forward	11,336

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

Proposal: The Board of Directors proposes that the members of the Board of Directors and the Executive Committee be granted discharge for their activities in the financial year 2023.

4 Elections and re-elections

4.1 Re-election of the Co-Chairmen and the members of the Board of Directors and election of a new member of the Board of Directors

Mr. Moritz Lechner and Mr. Felix Mayer have declared acceptance of their re-election as Co-Chairmen of the Board of Directors. The other current members of the Board of Directors, Ms. Ricarda Demarmels, Ms. Anja König and Mr. Franz Studer, are also standing for re-election as members of the Board of Directors. As previously announced, Mr. François Gabella does not stand for re-election as member of the Board of Directors.

The Board of Directors further proposes to elect Mr. Henri Mrejen as new member of the Board of Directors.

Explanations: The Board is convinced that Mr. Henri Mrejen is a very suitable candidate for recommendation to the Annual General Meeting. Thanks to his broad international experience with many technology companies and his knowledge of strategic investments and acquisitions, he will strongly complement the current Board of Directors.

The CVs of the members of the Board of Directors are available in the Corporate Governance section of the annual report 2023. The CV of Mr. Henri Mrejen can be found below, prior to "Organizational matters".

Proposal: The Board of Directors proposes to re-elect the following members of the Board of Directors, and to elect the following new candidate as member of the Board of Directors, individually and for a term of office until the completion of the next Annual General Meeting.

- 4.1.1 Re-election of Moritz Lechner as member and as Co-Chairman of the Board of Directors
- 4.1.2 Re-election of Felix Mayer as member and as Co-Chairman of the Board of Directors
- 4.1.3 Re-election of Ricarda Demarmels as member of the Board of Directors
- 4.1.4 Re-election of Anja König as member of the Board of Directors
- 4.1.5 Re-election of Franz Studer as member of the Board of Directors
- 4.1.6 Election of Henri Mrejen as member of the Board of Directors

4.2 Re-election of the members and election of a new member of the Nomination and Compensation Committee

The current members of the Nomination and Compensation Committee, Mr. Moritz Lechner and Mr. Felix Mayer, have declared acceptance of their re-election as members of the Nomination and Compensation Committee, subject to their re-election as Co-Chairman and member of the Board of Directors. Due to the departure of Mr. François Gabella, the Board of Directors proposes to elect Ms. Anja König as an additional member of the Nomination and Compensation Committee.

The Board of Directors intends to re-appoint Mr. Felix Mayer (if he is re-elected) as Chairman of the Nomination and Compensation Committee.

Proposal: The Board of Directors proposes to re-elect or elect the following members of the Nomination and Compensation Committee, individually and for a term of office until the completion of the next Annual General Meeting.

4.2.1 Re-election of Moritz Lechner as member of the Nomination and Compensation Committee

4.2.2 Re-election of Felix Mayer as member of the Nomination and Compensation Committee

4.2.3 Election of Anja König as member of the Nomination and Compensation Committee

4.3 Re-election of the Auditor

Proposal: The Board of Directors proposes to re-elect KPMG AG, Zurich, as Auditor for the financial year 2024.

4.4 Re-election of the Independent Proxy

Proposal: The Board of Directors proposes to re-elect the Law Office Keller Ltd, Zurich, as Independent Proxy for a term of office until the completion of the next Annual General Meeting.

5 Approval of the compensation of the Board of Directors and the Executive Committee

A detailed description of Sensirion's compensation system and the compensation awarded to members of the Board of Directors and the Executive Committee in 2023 can be found in the compensation report 2023 on pages 112 to 127 of the annual report 2023.

Basic principles of variable compensation

Sensirion cultivates a distinctive corporate culture in which employees take on responsibility and support the Group as a whole. At the end of every year, each employee discusses his or her annual performance objectives with his or her supervisor. However, we are firmly convinced that many important goals cannot really be measured objectively and fairly, and that overemphasis on quantitative, measurable goals may lead to wrong incentives. For this reason, for many years, Sensirion has structured the bonus as follows:

- Variable compensation is not allocated according to a fixed mathematical formula that reflects the degree to which quantitative targets are achieved. Instead, each employee's supervisor makes an overall assessment of the annual performance to determine the bonus.
- The majority of the total compensation is paid in the form of a fixed salary. Consequently, the variable component is kept relatively small and is thus less important.

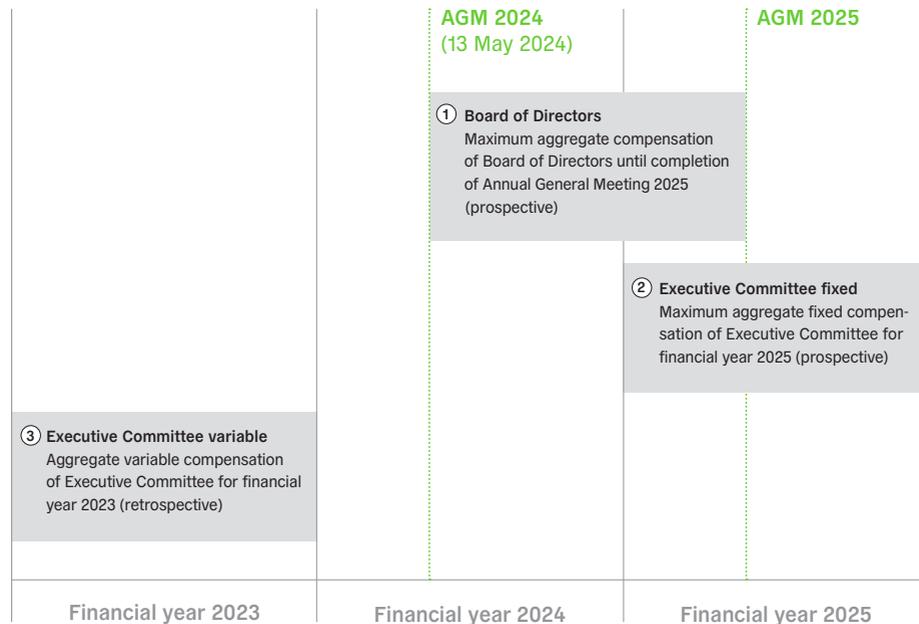
For the members of the Executive Committee, the aggregate amount of variable compensation of one year is submitted to the General Meeting of the following year for retrospective approval.

Shareholders' approval of compensation (say on pay)

According to the Articles of Association, the Annual General Meeting must approve the proposals by the Board of Directors regarding the aggregate amounts of:

1. the maximum compensation of the Board of Directors until completion of the next Annual General Meeting;
2. the maximum fixed compensation of the Executive Committee for the following financial year; and
3. the variable compensation of the Executive Committee for the preceding financial year.

The following chart shows the periods for which proposals on compensation will be submitted to the Annual General Meeting on 13 May 2023.



5.1 Compensation of the Board of Directors

Proposal: The Board of Directors proposes to approve a maximum aggregate amount of compensation for the members of the Board of Directors of CHF 950,000 for the period from the Annual General Meeting 2024 to the Annual General Meeting 2025.

Explanations: The compensation for the members of the Board of Directors consists exclusively of a fixed compensation in cash, and is subject to prospective approval of the maximum aggregate compensation by the Annual General Meeting. The Co-Chairmen both act for Sensirion AG on a 50% basis and are responsible for sensor innovation and strategic tasks. They are not involved in the day-to-day management of Sensirion. For their work, each Co-Chairman receives an annual fixed compensation. The Co-Chairmen are neither entitled to a performance-related compensation nor to

any additional compensation as Co-Chairmen and chairman or member of any committee. The compensation awarded to the other members of the Board of Directors consists of a fixed board membership fee and additional fixed fees as chairperson or member of a committee of the Board of Directors (see page 117 of the annual report 2023).

5.2 Fixed compensation of the Executive Committee

Proposal: The Board of Directors proposes to approve a maximum aggregate amount of fixed compensation for the members of the Executive Committee of CHF 2,400,000 for the financial year 2025.

Explanations: Members of the Executive Committee receive an annual base salary as fixed compensation paid in cash. The base salary is reviewed and determined on an annual basis by the Nomination and Compensation Committee. The Board of Directors approves the individual fixed compensation of the members of the Executive Committee subject to prospective approval of the maximum aggregate amount of fixed compensation by the Annual General Meeting.

5.3 Variable compensation of the Executive Committee

Proposal: The Board of Directors proposes to approve an aggregate amount of variable compensation for the members of the Executive Committee of CHF 75,933 for the financial year 2023 (subject to adjustments as needed for proper settlement of social insurance contributions). The upper limit is in any case set to 100,000 CHF.

Explanations: Members of the Executive Committee are awarded an annual bonus as variable compensation paid in restricted shares subject to a blocking period of three years and in restricted share units (RSUs) subject to a vesting period of three years (see Sensirion's Bonus and RSU Plan on pages 119 to 121 of the annual report 2023).

The Nomination and Compensation Committee determines the annual bonus of each member of the Executive Committee and submits it to the Board of Directors for approval. The annual bonus is awarded to the members of the Executive Committee, subject to the approval by the Annual General Meeting, in the following year. Therefore, the Company will not deliver the restricted shares and the RSUs granted with the annual bonus in 2023 to the members of the Executive Committee before approval by the Annual General Meeting 2024.

CV of Henri Mrejen

Henri Mrejen, French national, born in 1969

Professional background

2007 – today 7-Industries Group, Amsterdam: Head of Investments/Business Development
2003 – 2007 ADAMA Agricultural Solutions, Tel-aviv: Head of Supply Chain
1998 – 2003 Monitor Group, Tel-aviv/Paris: Co-Head Tel-aviv office, Manager
1995 – 1998 Eurodisney, Paris: Manager Strategic Planning
1992 – 1995 LEK Group, London/Paris: Senior Associate/Associate
1991 – 1992 Woodward Clyde, Santa Ana, California: Environmental Engineer

Education

1992 Master's degree in Engineering, Centrale Supélec Paris

Other functions

2023 – today Tecinvest AG, Munich, Chairman of the Supervisory Board
2014 – 2023 Tecinvest AG, Munich: Member of the Supervisory Board
2011 – 2017 Servotronix Motion Control, Petach Tikva: Member of the Board of Directors

Organizational matters

Annual report

The annual report 2023 (including the compensation report, the Auditor's reports and the report on non-financial matters in the sustainability report) is available on the Company's website at <https://sensirion.com/company/investor-relations/results-reports>.

Right to vote, admission cards and registration

The invitation including the agenda and the proposals of the Board of Directors will be mailed to shareholders who are registered in the share register with the right to vote. Shareholders registered in the share register with the right to vote between Thursday, 18 April 2024 until Thursday, 2 May 2024 at 17:00 (UTC+2) will receive an invitation to the Annual General Meeting after registration.

Shareholders registered in the share register with the right to vote on Thursday, 2 May 2024 at 17:00 (UTC+2) are entitled to vote in the Annual General Meeting. The admission card is enclosed to the invitation letter mailed to each shareholder. Shareholders who will attend the Annual General Meeting in person are kindly requested to register by returning the enclosed reply form no later than Thursday, 9 May 2024.

Representation/Proxy

If you cannot attend our Annual General Meeting in person, you may:

- a) arrange to be represented by another person; or
- b) authorize the Independent Proxy, the Law Office Keller Ltd, Zurich, to act as your proxy and submit voting instructions.

Further information on the written authorization of a proxy are included in the reply from enclosed with the invitation letter. The reply form for written authorization of the Independent Proxy must reach the share register of the Company no later than Thursday, 9 May 2024 at 17:00 (UTC+2) by mail.

Electronic authorization and voting instructions to the Independent Proxy (e-voting)

You may authorize the Independent Proxy and submit voting instructions on the e-voting platform Shareholder Application “ShApp” at <https://sensirion.shapp.ch/>. The requisite login data for the registration is included on the reply form enclosed with the invitation letter. Electronic authorization, or change of any electronic voting instructions, is possible by no later than 23:59 (UTC+2) on Sunday, 12 May 2024.

Language

Please note that the Annual General Meeting will be held in German. Simultaneous translation into English will not be provided.

Record of resolutions

A record of the resolutions taken by the Annual General Meeting will be available on the Company’s website at <https://sensirion.com/company/investor-relations/annual-general-meeting> shortly after the Annual General Meeting.

Transport

The ENTRA is located next to the old town of Rapperswil and can be reached easily by public transport as well as by car. Still, we kindly ask you to travel by public transport if possible.

The train station is only a 7-minute walk away – the ENTRA parking garage has 180 paid parking spaces and over 30 parking spaces for motorcycles and bicycles. Other public parking spaces are also available in the immediate vicinity.

For further information, please contact

Lars Dünnhaupt, Director Investor Relations

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The invitation to the Annual General Meeting on 13 May 2024 is also available in German.
The German version is the only binding version.

Sensirion Holding AG

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