

LALIQUE
GROUP



Invitation to the Ordinary General Meeting
2018

Cover:
Mon Premier Cristal Hirondelles

LALIQUE GROUP

Zurich, 16 May 2018

Dear Shareholder

The Board of Directors of Lalique Group SA is pleased to invite you to the Ordinary General Meeting:

DATE Friday, 8 June 2018 4 pm, with cocktail d'atatoire to follow after the General Meeting
3.30 pm welcome coffee

VENUE The Dolder Grand Ballroom, Kurhausstrasse 65, 8032 Zurich

For additional information concerning the organization and the procedure for delegating voting rights, please see the attached documents.

For the Board of Directors

A handwritten signature in black ink, appearing to read 'Silvio Denz', with a stylized flourish at the end.

Silvio Denz, Chairman

ENCLOSURES

- Admission card with ballot paper and registration form
- Proxy
- Reply envelope
- Summary version of the 2017 annual report (the complete financial report can be accessed at www.lalique-group.com)

AGENDA FOR THE ORDINARY GENERAL MEETING OF LALIQUE GROUP SA ON 8 JUNE 2018 WITH THE PROPOSALS OF THE BOARD OF DIRECTORS

1 APPROVAL OF THE BUSINESS REPORT, THE CONSOLIDATED FINANCIAL STATE- MENTS AND THE STATUTORY FINANCIAL STATEMENTS OF LALIQUE GROUP SA FOR THE 2017 FINANCIAL YEAR

The Board of Directors proposes to the General Meeting to approve: the 2017 business report, containing the annual report, the statutory financial statements and the consolidated financial statements of Lalique Group SA.

2 APPROPRIATION OF RETAINED EARNINGS

Year-end result for financial year 2017	CHF thousand	-321
Balance brought forward	CHF thousand	86 109
Retained earnings as per 31 December 2017	CHF thousand	85 788

Proposal:

Dividend payment (CHF 0.50 per share)	CHF thousand	-2 500
No dividend payment with respect to treasury shares (as of 13/04/2018)	CHF thousand	6
Balance brought forward to new account	CHF thousand	83 294

The Board of Directors proposes to the General Meeting to approve the above appropriation of retained earnings.

3 APPROVAL OF THE COMPENSATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

3a) Approval of the fixed remuneration of the members of the Board of Directors for the period up to and including the next Ordinary General Meeting.

The Board of Directors proposes to the General Meeting to determine the maximum overall fixed remuneration of members of the Board of Directors for the period up to and including the next Ordinary General Meeting of Shareholders as follows: CHF 930 000. This figure includes the fixed remuneration for Roger von der Weid and Claudio Denz, who are members of both the Board of Directors and the Executive Board.

3b) Approval of the variable compensation of the members of the Board of Directors for the 2017 financial year

Roger von der Weid and Claudio Denz are members of both the Board of Directors and the Executive Board. Their remuneration comprises both a variable and a fixed component. Their compensation is recognized in the remuneration report as part of the compensation paid to the Board of Directors. The Board of Directors proposes to the General Meeting to approve a total sum of CHF 115 000 payable to the members of the Board of Directors as variable compensation for the 2017 financial year.

4

APPROVAL OF THE COMPENSATION OF THE MEMBERS OF THE EXECUTIVE BOARD

4a) Approval of the fixed compensation of the members of the Executive Board for the 2018 financial year

The Board of Directors proposes to the General Meeting to determine a maximum fixed compensation of the members of the Board of Directors for the 2018 financial year overall (but not including Roger von der Weid and Claudio Denz) as follows: CHF 1 615 000.

4b) Approval of the variable compensation of the members of the Executive Board for the 2017 financial year

The Board of Directors proposes to the General Meeting to approve a variable compensation of the members of the Board of Directors for the 2017 financial year overall (but not including Roger von der Weid and Claudio Denz) as follows: CHF 350 000.

5

DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD

The Board of Directors proposes to the General Meeting to grant discharge from liability to each member of the Board of Directors and of the Executive Board for the 2017 financial year.

6

ELECTIONS TO THE BOARD OF DIRECTORS

6a) Re-election of Silvio Denz

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current Chairman of the Board of Directors, Silvio Denz, for another term of office up to and including the next Ordinary General Meeting as Chairman of the Board of Directors.

6b) Re-election of Roland Weber

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Roland Weber, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

6c) Re-election of Marc Roesti

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Marc Roesti, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

6d) Re-election of Roger von der Weid

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Roger von der Weid, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

6e) Re-election of Claudio Denz

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Claudio Denz, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

6f) Re-election of Jan Kollros

The Board of Directors proposes to the General Meeting to elect, according to art. 15 of the bylaws, the current member of the Board of Directors, Jan Kollros, for another term of office up to and including the next Ordinary General Meeting as a member of the Board of Directors.

7

ELECTION OF THE MEMBERS OF THE REMUNERATION COMMITTEE

7a) Re-election of Silvio Denz

The Board of Directors proposes to the General Meeting to elect, according to art. 26 of the bylaws, Silvio Denz for another term of office up to and including the next Ordinary General Meeting as a member of the Remuneration Committee.

7b) Election of Roland Weber

The Board of Directors proposes to the General Meeting to elect, according to art. 26 of the bylaws, Roland Weber for a term of office up to and including the next Ordinary General Meeting as a member of the Remuneration Committee.

8

RE-ELECTION OF THE INDEPENDENT PROXY

The Board of Directors proposes to the General Meeting to elect, according to art. 14 of the bylaws, Buis Bürgi AG, Mühlebachstrasse 8, 8008 Zurich for another term of office up to and including the next Ordinary General Meeting as independent proxy.

9

RE-ELECTION OF THE STATUTORY AUDITORS

The Board of Directors proposes to the General Meeting to re-elect Ernst & Young AG, Maagplatz 1, 8005 Zurich, for another term of office up to and including the next Ordinary General Meeting as statutory auditors.

10

ORDINARY CAPITAL INCREASE

The Board of Directors proposes to increase the share capital of the Company through an ordinary capital increase of a maximum amount of CHF 200 000 from currently CHF 1 000 000 to a maximum amount of CHF 1 200 000 in accordance with the following provisions:

- a) Maximum total nominal amount by which the share capital shall be increased:
CHF 200 000.
- b) Amount to be contributed to the share capital:
CHF 0.20 per share, i.e. up to CHF 200 000, fully paid-in.
- c) Number, nominal value and type of the shares to be newly issued:
Up to 1 000 000 registered shares (with restricted transferability) with a nominal value of CHF 0.20 each.
- d) Special rights of individual categories:
None.
- e) Issue amount:
The General Meeting delegates the authority to determine the issue amount to the Board of Directors.
- f) Start of dividend entitlement:
2018 financial year.
- g) Type of contribution:
For a maximum of 783 333 newly issued registered shares with a nominal value of CHF 0.20 each, i.e. for a maximum nominal value of CHF 156 666.60, the payment will be made by offsetting loan receivables by Silvio Denz from the Company (720 400 shares as a result of subscription rights due to Mr S. Denz on the basis of his shareholding, and a maximum of 62 933 additionally allocated subscription rights, in so far as these are not exercised by other shareholders.

The other newly issued registered shares which will not be paid by offsetting loans will be fully paid up in cash.

- h) Restriction on transferability of new registered shares:
Transfer of the registered shares to be newly issued is restricted as stipulated in the Articles of Association (restricted transferability).
- i) Allocation of unexercised subscription rights and restriction or suspension of subscription rights:
The subscription right will be neither restricted nor suspended. The Board of Directors determines the terms for exercising the subscription rights. The newly issued registered shares not paid in by conversion of loans due to Silvio Denz will be subscribed to by a bank to be designated as underwriter by the Board of Directors. The Board of Directors decides on the appropriation of the unexercised subscription rights in the interests of the Company. The Board of Directors is also specifically authorized to allocate unexercised subscription rights to new investors, as well as to existing shareholders.

The Board of Directors shall offer the maximum number of new registered shares with a nominal value of CHF 0.20 each for subscription in accordance with the conditions set out above and carry out the capital increase in the amount of the newly subscribed share capital.

INFORMATION ON THE ORGANIZATION

Business Report

The 2017 Business Report, comprising the annual report, the consolidated financial statements, the annual financial statements and the remuneration report of Laliq Group SA, together with the relevant auditors' reports, is available for inspection at the company's registered office and as a PDF file at www.laliq-group.com. Similarly available from www.laliq-group.com as a PDF file is the financial part of the annual report (consolidated financial statements, annual financial statements and remuneration report, together with the relevant auditors' reports). These documents and the minutes of the last General Meeting are available for inspection at the company's registered office for 20 days prior to the General Meeting.

Admission to General Meeting/registration

In the enclosure you will find your personal admission ticket for the Ordinary General Meeting together with the voting forms. These documents must be presented to the ticket desk at the entrance of the hall. If you wish to attend in person, you should retain these and return only your registration form by 6 June 2018 (date of receipt by the company).

Representation/voting proxy

According to art. 6 of the bylaws, only those entered in the share register as registered shareholders have voting rights. A shareholder can be represented at the General Meeting by another participating shareholder, by a third party who need not be a shareholder or by the independent proxy, Buis Bürgi AG, Mühlebachstrasse 8, P.O. Box 672, 8024 Zurich (art. 11 of the bylaws). In the case of signed proxies left blank or proxies lacking additional instructions, the independent proxy abstains from voting.

- When proxy is granted to another shareholder/third party, the power of attorney is to be filled out and handed directly to the representative.
- When proxy is granted to the independent proxy, your power of attorney and any instructions are to be submitted to the proxy by 6 June 2018 at the latest (date of receipt). You can send the power of attorney by e-mail (proxy@bblegal.ch). Powers of attorney/instructions received after this date will no longer be considered. If written instructions are lacking (or unclear), the independent proxy will abstain.

Entitlement to vote

Only shareholders entered in the share register on 14 May 2018 (effective date) are entitled to take part in the General Meeting.

Lalique Group

Grubenstrasse 18

CH-8045 Zurich

Switzerland

Tel. +41 43 499 45 00

Fax +41 43 499 45 01

info@lalique-group.com

www.lalique-group.com