

WEDNESDAY
31 MARCH 2021
10:00 A.M.



Invitation to the Annual General Meeting of Valora Holding AG

HYPERION HOTEL BASEL
MESSEPLATZ 12
BASEL

Important announcement by the Board of Directors in relation to the coronavirus

In view of the current situation involving the spread of the coronavirus, the Annual General Meeting 2021 of Valora Holding AG cannot be held in the usual format. As a result, the Board of Directors of Valora Holding AG has decided the following to protect shareholders and employees, based on Art. 27 of the "Ordinance 3 on the measures for combating the coronavirus (COVID-19)" ("Verordnung 3 über die Massnahmen zur Bekämpfung des Coronavirus (COVID-19)") issued by the Federal Council (COVID-19 Ordinance 3):

- **Shareholders may not attend the Annual General Meeting in person;**
- **Shareholders can exercise their rights exclusively via the independent proxy.**

Rights of representation and instructions for the independent proxy can be issued in writing or electronically. You can also find further details in this invitation under "Organisational Information" in the "Proxy Appointment" section.

Dear shareholders

The global COVID-19 pandemic and the official restrictions imposed also had a massive impact on Valora, resulting in a marked decline in customer frequencies and lower demand, especially for food to go. Nevertheless, Valora managed to achieve positive EBIT of CHF 14.1 million in 2020, which was at the upper end of the guidance. This was in spite of external sales falling by –16.7% year on year due to the drastic COVID-19 measures in the spring and the renewed imposition of more stringent measures from late autumn. On the positive side, there was a good start to the year, sustainable cost management and an interim recovery in sales prompted by the official easing measures in the summer.

We also achieved strong free cash flow of CHF 38.1 million on the back of solid EBITDA of CHF 83.4 million, the consistent management of net working capital and focused investment decisions. In addition, we reduced the Group's net debt (31.12.2020: CHF 211.8 million), further strengthening the balance sheet in the process.

We owe you, dear shareholders, a great deal of gratitude for this. You contributed a good CHF 100 million to the strong balance sheet during a time of major uncertainty and helped to create a solid basis for future investments. This contribution was made possible by the waiving of the dividend in 2020 as well as the successful capital increase in November. This also helped us improve our extra COVID-19 headroom for the leverage ratio covenant of our syndicated loan facility, which we extended to the end of June 2022.

The crisis did not prevent us from also investing in the future in 2020. The expansion of our pretzel production capacities was completed according to plan. The conversion of the spaces secured in the SBB tender into avec convenience stores and kiosk sales outlets with an increased food offering is progressing well following a brief COVID-19-induced break. We are also moving forward with our development of digital convenience solutions. This can be seen, for exam-

ple, with the new online store avec now, which delivers within the hour, as well as the new avec 24/7 store, which in addition to its normal opening hours also operates autonomously on Sundays, with this soon also to be the case during the night, just like the avec box.

The fact that we are able to look to the future with confidence despite the crisis is especially thanks to the people in our network. Our employees showed immense commitment in contributing to ensuring the provision of basic supplies to the public and further developing the company. Our staff also displayed great solidarity in undertaking short-time working, which affected more than half the workforce at times. We would like to say a wholehearted thank you to all our employees for their valuable commitment during this turbulent time.

In return, Valora stepped up to support its employees' and partners' health and financial security. Moreover, the Board of Directors took the decision to show its appreciation by giving all employees who are part of the "short-term bonus" plan half of their bonus for the 2020 financial year despite not achieving the financial targets.

The Board of Directors would like to thank the Group Executive Management and the wider management team for their strong crisis management and the management foresight they demonstrated. Since 1 July 2020, the Group Executive Management has been strengthened by the addition of Beat Fellmann as new CFO. In June, Markus Bernhard, Dr Karin Schwab and Dr Suzanne Thoma also joined the Valora Board of Directors.

We are convinced that the foodvenience business will remain attractive and recover with the easing of the official restrictions. We are thus staying true to our strategy. Nevertheless, we are currently experiencing the second wave of the virus and have yet to come through this. The start of the current business year was difficult and the situation remains challenging. However, business should recover significantly in

the second half of 2021. By the end of the year, we expect to return to a monthly profitability comparable to the time before the COVID-19 crisis.

Unfortunately, the 2021 Annual General Meeting will once again have to take place without shareholders in attendance. As was the case last year, you will have the opportunity to exercise your vote via the independent proxy. In view of the still high level of uncertainty and in order to protect Valora's strategic freedom of action, the Board of Directors proposes to the Annual General Meeting that the 2020 dividend be waived. We are convinced that the prudent approach to the company's financial resources is not only in the interest of the company, but of all its stakeholders.

We greatly value being able to count on your active support during this crisis. We are convinced that thanks to your contribution, to all the extra measures taken and, above all, the commitment shown by our employees we will be able to overcome the crisis successfully and build on our achievements. We would like to express our great gratitude for this.

Best wishes



Franz Julen
Chairman of the Board of Directors



Michael Mueller
CEO



City



VALORA 2021 ANNUAL GENERAL MEETING

COVID-19 PANDEMIC

The global coronavirus pandemic defined 2020. From February, the coronavirus (COVID-19) spread everywhere including throughout Europe and North America – directly impacting the core Valora markets of Switzerland and Germany, plus Austria, Luxembourg, the Netherlands and the USA. The authorities responded with rigorous measures to contain the virus.

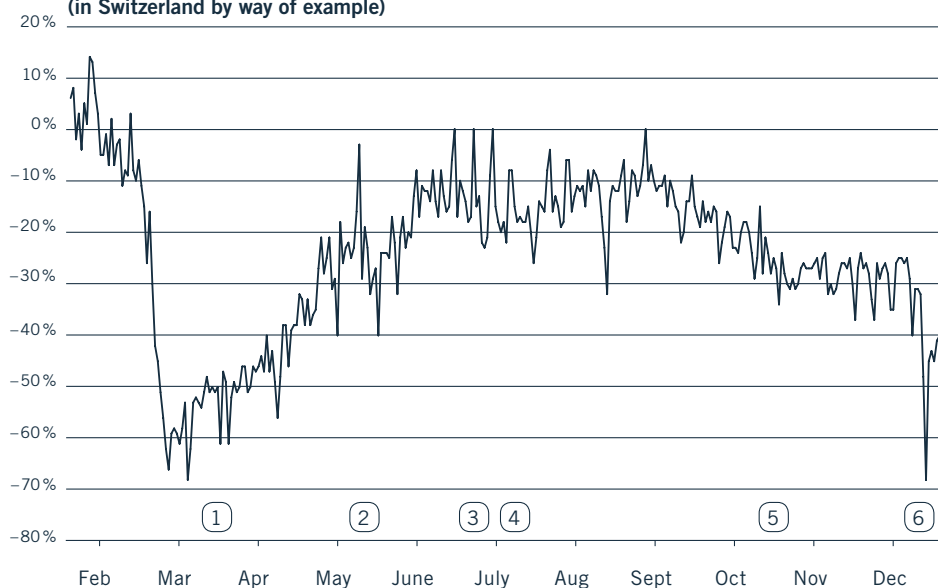
These restrictions and the resulting fall in customer frequency obliged Valora to reduce opening times significantly and even close some sales outlets entirely. The lower customer footfall also led to a marked decrease in out-of-home consumption. These developments had

a considerable impact on the Valora Group's external sales, especially in the food category.

Nevertheless, the foodvenience provider managed, even under the most stringent restrictions, to help provide the public with basic supplies and it experienced a recovery in sales during the interim phase from spring to the second wave starting in late autumn. Combined with a good start to the year in January and February, with strict cost and prudent crisis management and with very committed employees this led to Valora closing the year with positive EBIT of CHF 14.1 million.

Mobility at transport hubs in 2020

(in Switzerland by way of example)



Note: Baseline = Median of 5-week period (Jan 3 – Feb 6, 2020)

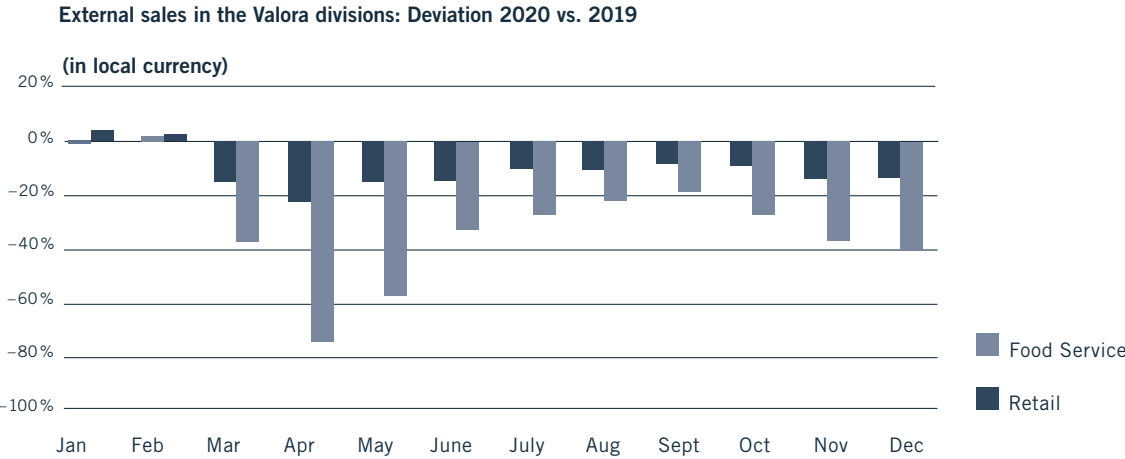
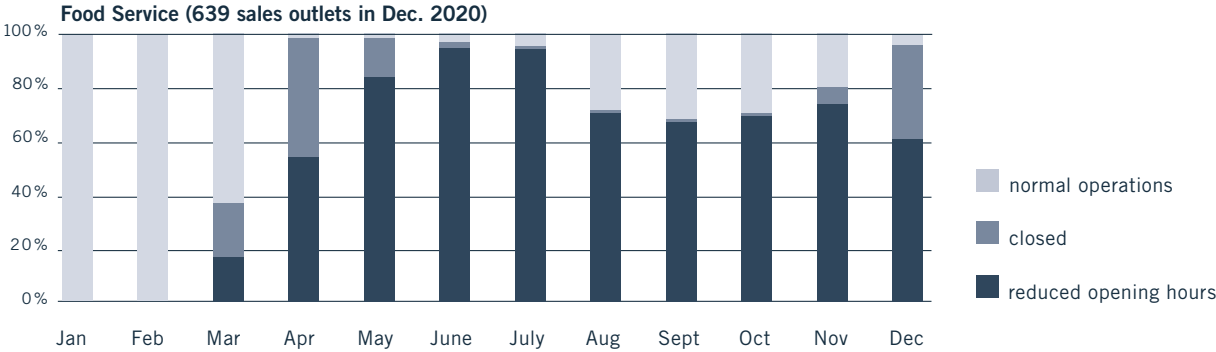
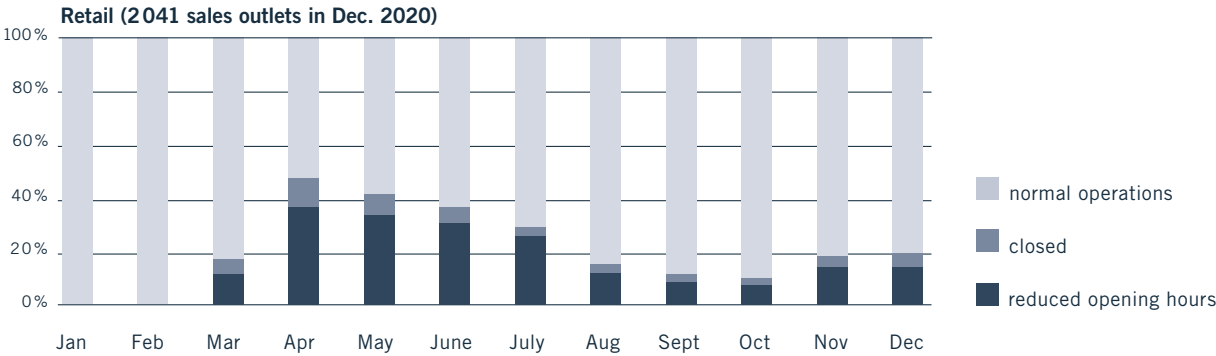
Official measures (some examples):

- (1) Tightened restrictions with school closures, a recommendation to avoid public transport and to work from home (13 March) and the closure of borders, shops, restaurants and leisure facilities (16 March)
- (2) Opening of schools, shops and catering establishments (11 May)
- (3) Opening of borders (15 June) and significant easing of measures (22 June)
- (4) Masks obligatory on public transport (6 July)
- (5) Tightened restrictions with extended obligatory mask-wearing and a recommendation to work from home (19 October)
- (6) Obligatory shop closing from 7:00 p.m. and closure on Sundays and public holidays (11 December) as well as closure of restaurants and leisure facilities (22 December)

Sources: Google and the Federal Office of Public Health, 2020

VALORA 2021 ANNUAL GENERAL MEETING
COVID-19 PANDEMIC

Valora Group opening times due to official COVID-19 restrictions



“Thanks to its resilient business model, Valora is holding its own even during the COVID-19 crisis.”

*Michael Mueller
CEO Valora Group*



Michael Mueller, how did you experience 2020?

Nobody would have thought at the start of 2020 that a pandemic would have such a drastic impact on all our lives. The COVID-19 crisis also had a major impact on Valora's business development in 2020. The official restrictions brought in to contain the virus led to a collapse in customer footfall, with figures down by as much as –80% at highly frequented locations during the first lockdown. As a result, our sales fell by –17%. And nevertheless, we proved that Valora can withstand even the most adverse situations thanks to its resilient business model.

“We finished 2020 with positive EBIT and strong free cash flow.”

How satisfied are you with Valora's operating result?

I am pleased that, in spite of everything, we achieved a positive operating profit of CHF 14 million in 2020 and strong free cash flow of CHF 38 million – EBIT was at the upper end of our financial outlook despite the second wave of the virus from late autumn and the renewed introduction of more stringent restrictions. The good start to the year, an uptick in sales between the phased lifting of the first lockdown from the end of April and the start of the second wave, a relatively stable gross profit margin and consistent cost controlling helped us to achieve this result. However, this was primarily thanks to the service provided by our staff and operating partners. They went the extra mile for our customers and Valora during this period, which has been tough at both a personal and professional level. They deserve all my respect and gratitude.

“The employees deserve all my respect and gratitude.”

What were the main pillars of your crisis strategy?

In recent years, we have established a strong position in our markets as a focused foodvenience provider. Even during the lockdown, we were able to maintain business continuity and contribute to ensuring that the population was provided with basic supplies. We ensured the safety of both our customers and staff through the introduction of comprehensive protection concepts. From a financial perspective, we were extremely strict with our net working capital from an early stage of the crisis and deferred or prioritised investments. First and foremost, we moved quickly to take holistic measures to lower our cost base. And we will continue to do this moving forwards.

In 2020, you offset more than half of the reduction in gross profit through saving measures. How did you achieve this?

We cut costs by almost 12% compared to 2019 by prioritising projects in a targeted manner, optimising our sales outlet network and further reducing our central costs. We claimed short-time working for our staff – for over half the workforce at times. As a result, we thankfully only had to cut a small number of jobs.

Did you do anything extra for employees placed on short-time working?

We made up their salary shortfall during the initial stage of the crisis, meaning they were paid in full. We then ensured that any shortfall would not exceed 20% in those instances where the government paid out less than 80% of salaries, as is the case in Germany. We also subsidised our franchise and agency partners and helped them when faced with liquidity bottlenecks with a sum in the low double-digit millions. In addition, we coop-

erated closely with them when applying for government support.

To what extent did you optimise your sales outlet network?

The development in customer footfall varied depending on the stringency of the official measures in place. We continually changed our opening times to reflect what was happening on the ground, meaning it was a dynamic process. At the height of the lockdown in April 2020, we operated about 40% of our sales outlets with reduced opening hours, while around 20% were closed – some of the closings were by official decree. In spite of the restrictions tightening again, these numbers dropped to about 25% and 15%, respectively, at year-end. We only had to close about 40 of a good 2700 sales outlets due to the pandemic.

Where did the crisis have the greatest impact?

The restrictions meant that there was less opportunity to purchase comestibles for consumption when on the move, while the level of need and desire for such purchases also declined. This impacted our food category as a whole and especially the Food Service formats BackWerk, Ditsch, Caffè Spettacolo and Brezelkönig. They are particularly exposed, not just because they sell food, but also because they are primarily located at public transport hubs. Overall, sales in the high-margin food category fell by –28% in local currency, having grown by almost 3% in January and February.

In what ways did the retail business benefit?

On the one hand, the retail formats are also located in the agglomeration, at service stations and shopping centres – areas that were relatively well frequented. Our retail business also has a broader product range than the Food Service. Our high competence in the tobacco and press categories proved to be a strength during the crisis. In spite of a fall in

external sales of –13%, Retail thus achieved an EBIT margin of almost 2%.

And what about the margin for Food Service?

Discounting depreciation, the Food Service margin at EBITDA level was actually about 8% and thus above that of Retail. That is evidence of solid profitability, even if external sales fell by almost a third in 2020.

How did the B2B pretzel business perform?

We also felt the impact of the sharp downturn in the out-of-home and food service market in this area, albeit not to the same extent as in our Food Service formats. Our very international portfolio of food service customers, who are not only active in high-frequency locations, has certainly contributed to this. Thanks to innovative product creations, we not only received new orders from existing customers, but also gained new customers, for example from the retail sector. Moreover, the situation in Europe was different to that in the US where our B2B business continued to grow. We were also helped by the fact that we can now package products in line with customer preferences at our Cincinnati facility thanks to the new production line – the timing during the pandemic couldn't have been better.

Have you done anything else to enhance your food offering?

We certainly have. For example, in response to the trend towards higher nutritional awareness, we launched innovative products with plant-based meat substitutes at Brezelkönig. We expanded our fresh vegan and vegetarian product offering at avec. And we further developed our entire range of filled products at BackWerk.

Were there also opportunities for you to exploit in 2020 in spite of the crisis?

Yes, absolutely. Changing customer behaviour and the COVID-19 pandem-

ic are adding impetus to digital, low-contact convenience solutions. We therefore systematically pushed ahead with their development and expanded our own expertise.

“Changing customer behaviour is adding impetus to digital convenience solutions.”

Can you give an example?

The automated self-checkout is a good example here. Due to the big customer response, we extended the contract term again for the cashier-free, 24/7 avec box at ETH Zurich Hönggerberg until the end of May 2021. Since December 2020, we have been testing a self-checkout solution via the avec app at the two avec stores in Zurich Oerlikon in parallel with staffed checkouts. We also launched a hybrid model at the end of January 2021 in the form of avec 24/7. While the avec store is a regular shop with staff during the week, on Sundays it turns into an autonomous operation. Once the COVID-19-induced ban on night-time shopping is lifted in Zurich, people will also be able to use the app to go shopping at night.

Demand keeps rising for e-commerce, delivery services and loyalty programmes.

Yes, that's why we introduced the pilot version of our online store www.avecnow.ch in the middle of the first lockdown. Smaller convenience purchases are delivered within an hour or so. We are offering it in Zurich for the time being. We also brought all of our Swiss Food Service formats onto the delivery platforms of third-party providers. Moreover, we now have an optimised version of the Caffè Spettacolo Loyalty app with a new online solution for pre-ordering coffee anywhere in Switzerland.

Have you had any more successes in the area of digitalisation?

As regards process efficiency, in 2020 we were able to complete the final component of the rollout of a shared, future-oriented ERP platform in the Retail division. The sales outlets in Switzerland, Luxembourg and now in Germany too are all working on the same IT platform with a common goods management system.

Did you also invest elsewhere in implementing your strategy in 2020?

In spite of the pandemic, we invested CHF 55 million in 2020. The investments correspond to a good 60% of what we did the year before. In the first quarter, we concluded the expansion of the pretzel production facilities in Germany and the US in full and according to plan. We also invested further into the conversion of the locations secured until 2030 through the SBB tender into avec convenience stores and modernised kiosk sales outlets with more food.

“Valora is investing in the future.”

Are you progressing with the SBB conversions?

The conversion work was on track at the start of the year. We then had to stop construction until the end of June due to COVID-19. We have made good progress once more since then. Among others, we have converted several former Migrolino sites at very attractive locations. We have only had to push back 30 conversions and we expect the project to be completed in 2022.

What do the customers say about the new avec stores?

The initial signs with respect to the performance of the new avec stores are very promising. The converted sales outlets at SBB locations and service stations where we are also expanding with avec

are performing at an above-average level when compared to the existing shops. We are also encouraged by the customer feedback. We have experienced the same for our two German BackWerk sites in Moers und Neuss, both of which we modernised in a pilot on the basis of the successful Dutch concept.

Valora also wants to be more sustainable. Have you made progress?

We demonstrated our reliability as an employer last year, especially with the short-time working arrangement and partner support. Wherever possible, we also adjusted our range quickly and efficiently in line with the prevailing situation in order to avoid food being wasted. We are also working with organisations like Too Good To Go, with which we have saved over 270 000 food portions since 2019. On the other hand, we successfully concluded other initiatives unrelated to the crisis, for example the launch of a new job platform and the switch to 100% fair trade coffee for all own brands. Nonetheless, it is true that we were held back by the COVID-19 crisis. But our commitment remains: sustainability will become part of our daily operations.

















“We have a strong balance sheet and are financially stable and flexibly positioned.”

Valora increased its capital at the end of the year. What was the decisive factor behind this move?

We successfully placed 440 000 shares in November 2020 and generated a gross return of CHF 70 million. This ultimately led to a higher cash holding and lower net debt (CHF 212 million as at the end of 2020). On that basis, we were able to improve our COVID-19 headroom for the leverage ratio covenant of the syndicated loan facility negotiated in April for

OUTLET NETWORK

31.12.2020

	Format	 Switzerland	 Germany	 Luxembourg	 Austria	 Netherlands	TOTAL
RETAIL	 k kiosk	868	211	68			1 147
	 avec	164	4				168
	 Press & Books	24	155	2	10		191
	 cigo & sub-formats		402				402
	 ServiceStore DB		105				105
	 U-Store		24				24
FOOD SERVICE	 BackWerk	1	286		24	31	342
	 Ditsch		198				198
	 Brezelkönig	62			3		65
	 Caffè Spettacolo	31		4			35
	 SuperGuud	3					3
TOTAL		1 153	1 385	74	37	31	2 680

CHF 150 million and extend it by a year to the end of June 2022. Valora thus has a strong balance sheet and good debt maturity profile, meaning we are financially stable and flexible even during these turbulent times.

“The foodvenience business will also remain attractive in future.”

Does this mean acquisitions are still on the agenda?

Yes. We don't want to restrict ourselves to investing in our core business. We also want to benefit from a possible market consolidation owing to the crisis.

Is the foodvenience business still attractive at all?

We are convinced that out-of-home consumption will recover at highly frequented locations once the restrictions are relaxed. There were indications of this with the easing of measures following the spring lockdown. The foodvenience market will also remain attractive in the future.

Half of Valora's points of sale are situated at highly frequented public transport locations. Will mobility return?

People will start moving more again. Presumably, however, some people may work from home more in future. According to our projections, the impact on mobility numbers compared to the pre-crisis year should be in the –5 to –10%

range. It's important for us that the rents reflect this new economic reality with respect to where the stores are located.

What is the latest in the negotiations with your landlords?

In spite of the enduring nature of the decline in footfall, rents for our entire portfolio were only reduced by slightly over –10% in 2020 – and that was only for the lockdown periods in most cases. The high minimum rents in the revenue-dependent leases prevented us from balancing out the risk distribution with the landlords. Negotiations for 2021 and beyond are continuing unabated. Notwithstanding that, we assume that the crisis will lead to vacancies and thus more competitive new rental rates, including at attractive locations.

“Out-of-home consumption will recover when the time comes to ease the restrictions.”

Are you making any adjustments to your 2025 strategy?

The strategy as communicated in 2019 remains valid. We have planned investments of about CHF 60 million for 2021 – primarily for the further SBB conversion work. Growth, innovation, efficiency, a performance-oriented culture and sustainability are indispensable to our long-term success. We also consider the operational financial targets to be realistic. There may be minor deviations from the schedule, depending on how quickly we overcome the crisis.

What awaits us in 2021?

We currently find ourselves fully in the second wave of the pandemic. The impact has been stronger than we anticipated. Despite gradual relaxation of the government restrictions from March 2021, customer frequency is likely to remain comparably low until the middle of the year. However, we expect the business to develop above the previous year in the second half of 2021. It has to be assumed that demand for food-to-go will recover more slowly than the other categories due to the persistent restrictions. Nevertheless, food remains the main driver of our growth. The food category is also likely to benefit disproportionately from the recovery later on. Our investment focus is currently the conversion of the SBB sites. We are also moving forward with the development of new, digital convenience solutions.

What do you expect in terms of the 2021 result?

It is also primarily thanks to the retail business that our business model has proven resilient during this crisis. It is important to keep our cost base under control. In 2020, we adjusted our costs sustainably and across the board. We can now reap the rewards of this. Today, we expect to be comparably profitable on a monthly basis by the end of the year as we were in the time before the crisis. However, it is still uncertain, when and to what extent governments will ease their restrictions. It is therefore not yet possible to provide a guidance on the 2021 result. With the publication of our half-year results 2021 we will carry out a renewed assessment.

What is your biggest challenge?

It appears that the epidemiological situation will calm down as vaccines become more widely available. However, it will still take some time before the vaccination programme yields success. This will once more demand a lot from all employees in our network, who have been in crisis mode for a year already. We must make every effort to support our employees to the best of our ability.

“Food remains the main driver of our growth.”

How are the employees doing?

The commitment we have been able to rely on is nothing short of incredible. Our employees made last year work by demonstrating perseverance, assuming individual responsibility and showing foresight. The Group Executive Management and I also continue to be greatly impressed at how they are coping with the situation and we are convinced that Valora and its employees will emerge strengthened from the crisis.

“Together, we will emerge strengthened from the crisis.”

What is your basic personal outlook going into 2021?

In 2020, we all created a strong foundation for investing in the future through our good work and strict cost discipline. We have therefore not stood still despite the crisis. Instead, we have equipped ourselves for further growth. We will do more of the same in 2021. Together, we will manage the fallout from the pandemic. We need the support and solidarity of everyone to achieve this.

*Invitation
to the Annual General Meeting
of Valora Holding AG*

VALORA 2021 ANNUAL GENERAL MEETING
INVITATION TO THE ANNUAL GENERAL MEETING
OF VALORA HOLDING AG

AGENDA ITEM 1

Approval of the Annual Report, the 2020 Financial Statements of Valora Holding AG and the 2020 Consolidated Financial Statements of the Valora Group

The Board of Directors proposes the approval of the Annual Report, the 2020 Financial Statements of Valora Holding AG and the 2020 Consolidated Financial Statements of the Valora Group.

AGENDA ITEM 2

Consultative vote on the 2020 Remuneration Report

The Board of Directors proposes the approval of the Remuneration Report contained in the Annual Report in a consultative vote.

AGENDA ITEM 3

Resolution on the appropriation of net profit

The Board of Directors proposes to carry forward the net profit for 2020.

	2020
in CHF thousand	
2020 net profit	20 914
+ balance carried forward from the previous year	257 670
Earnings available	278 584
Allocation to the general statutory reserves	-80
Balance to be carried forward	278 504

Explanation: The coronavirus situation has still drastic consequences for the economy and uncertainties continue. In view of the COVID-19 situation, the Board of Directors has decided to proceed prudently with the company's financial resources in the interests of the company and all its stakeholders. That is why it proposes to the Annual General Meeting to carry forward the 2020 net profit.

AGENDA ITEM 4

Discharge of the members of the Board of Directors and Group Executive Management

The Board of Directors proposes to grant discharge to the members of the Board of Directors and Group Executive Management for the 2020 financial year.

VALORA 2021 ANNUAL GENERAL MEETING
INVITATION TO THE ANNUAL GENERAL MEETING
OF VALORA HOLDING AG

AGENDA ITEM 5

Creation of an authorised capital and amendment of the conditional capital

5.1 Creation of an authorised capital

The Board of Directors proposes that the General Meeting approves a modification to the Articles of Incorporation authorising the Board of Directors to increase the share capital through the issuance of a maximum of 439 000 shares with a nominal value of CHF 1 each until 31 March 2023 by introduction of Art. 3b of the Articles of Incorporation. The authorised capital will enable the company to quickly take advantage of investment and acquisition opportunities or to carry out capital increases to further optimise the capital structure.

The text of the proposed amendment to the Articles of Incorporation and the new Art. 3b of the Articles of Incorporation is as follows:

Art. 3b: Authorised share capital

¹ The Board of Directors is authorised, at any time until March 31, 2023, to increase the company's share capital by a maximum of CHF 439 000 through the issue of up to 439 000 fully paid up new shares of CHF 1 nominal value each. Share capital increases representing portions of this maximum are permitted. Subscription to and acquisition of these new shares, as well as any subsequent transfer of their ownership, are subject to the provisions of Art. 4 of these Articles of Incorporation.

² The Board of Directors shall determine the issue price, the form of payment required for subscription, the date of issue, the conditions governing the exercise of subscription rights and the commencement of dividend entitlement. The Board of Directors may issue new shares which are underwritten by a bank or other third party and subsequently offered to existing shareholders.

³ The Board of Directors is authorised to restrict or to exclude trading in the subscription rights to the new shares. In the event of subscription rights not being exercised, the Board of Directors may, at its discretion, either allow such rights to expire or place them on the shares for which subscription rights were granted but not exercised either at market conditions or in some other manner commensurate with the interests of the company.

⁴ The Board of Directors is empowered to withdraw or restrict shareholders' subscription rights and to allocate such rights to individual shareholders or third parties in the event:

- a) of the new shares being used to acquire companies, parts thereof or equity participations, or for the financing or re-financing of such transactions, or for the financing of new investment projects undertaken by the company;
- b) of the new shares being used either to extend the shareholder base in conjunction with the listing of the shares on Swiss stock exchanges or for investment by strategic partners;
- c) of the new shares being placed nationally and internationally at market conditions for the purpose of raising equity in a swift and flexible manner that would be difficult to arrange or only at much less favourable conditions if the subscription rights to the new shares were not restricted or withdrawn.

⁵ The total number of new registered shares issued (i) from conditional capital according to Art. 3a para. 1 of the Articles of Incorporation where the advance subscription rights of shareholders in connection with bonds or other financial market instruments are excluded, and (ii) from authorised capital according to this Art. 3b of the Articles of Incorporation where the subscription rights of shareholders are excluded, may not exceed 439 000.

VALORA 2021 ANNUAL GENERAL MEETING
INVITATION TO THE ANNUAL GENERAL MEETING
OF VALORA HOLDING AG

5.2 Amendment of the conditional capital

The Board of Directors proposes, taking into account the capital increase executed last year as well as the proposed authorised capital, the adaption of the provisions on the conditional capital in Art. 3a of the Articles of Incorporation as follows:

Old	New
Art. 3a: Conditional share capital	Art. 3a: Conditional share capital
<p>¹ The share capital of the company may be increased by up to CHF 484'000.00 through the issue of up to 484'000 fully paid-up registered shares, each with a nominal value of CHF 1.00,</p> <p>a) up to the amount of CHF 84'000.00 through the exercise of option rights granted to employees of the company or group companies, and</p> <p>b) up to the amount of CHF 400'000.00 through the exercise of conversion rights and/or option rights granted in connection with the issuance of newly or already issued bonds or other financial market instruments by the company or one of its group companies.</p>	<p>¹ The share capital of the company may be increased by up to CHF 439'000.00 through the issue of up to 439'000 fully paid-up registered shares, each with a nominal value of CHF 1.00, through the exercise of conversion rights and/or option rights granted in connection with the issuance of newly or already issued bonds or other financial market instruments by the company or one of its group companies.</p>
[Paragraphs 2 to 5 remain unchanged.]	
<p>⁶ The total number of new registered shares issued (i) from conditional capital according to Art. 3a para. 1 letter a) of the Articles of Incorporation, (ii) from conditional capital according to Art. 3a para. 1 letter b) of the Articles of Incorporation where the advance subscription rights of shareholders in connection with bonds or other financial market instruments are excluded, and (iii) from authorised capital according to Art. 3b of the Articles of Incorporation where the subscription rights of shareholders are excluded, may not exceed 400'000.</p>	<p>⁶ The total number of new registered shares issued (i) from conditional capital according to Art. 3a para. 1 of the Articles of Incorporation where the advance subscription rights of shareholders in connection with bonds or other financial market instruments are excluded, and (ii) from authorised capital according to Art. 3b of the Articles of Incorporation where the subscription rights of shareholders are excluded, may not exceed a total of 439'000 until March 31, 2023.</p>

AGENDA ITEM 6

Approval of the remuneration of the members of the Board of Directors and Group Executive Management

Based on Art. 27 of the Articles of Incorporation, the Board of Directors proposes the approval of the remuneration of the Board of Directors and Group Executive Management as follows:

6.1 Approval of the maximum total remuneration of the members of the Board of Directors from the 2021 Annual General Meeting until the 2022 Annual General Meeting

The Board of Directors requests the approval of the total amount of fixed remuneration of the Board of Directors of a maximum of CHF 1'700'000 until the 2022 Annual General Meeting (including all social security contributions). Further details about the remuneration of the members of the Board of Directors can be found in the Remuneration Report in section 4 on page 107 et seq.

6.2 Approval of the maximum total remuneration of the members of Group Executive Management for the 2022 financial year

The Board of Directors requests the approval of the total amount of the fixed and variable remuneration of Group Executive Management of a maximum of CHF 7'700'000 (including all social security contributions) for the 2022 financial year. Further details about the specific remuneration paid to the members of Group Executive Management can be found in the Remuneration Report in section 5 on page 109 et seq.

VALORA 2021 ANNUAL GENERAL MEETING
INVITATION TO THE ANNUAL GENERAL MEETING
OF VALORA HOLDING AG

AGENDA ITEM 7

Elections

7.1 Re-election of the Chairman and the current members of the Board of Directors

The Board of Directors requests the re-election of the following members of the Board of Directors, each for a term of one year, until the end of the 2022 Annual General Meeting:

- 7.1.1 Re-election of Franz Julen
as member and Chairman of the Board of Directors
- 7.1.2 Re-election of Markus Bernhard
as member of the Board of Directors
- 7.1.3 Re-election of Insa Klasing as
member of the Board of Directors
- 7.1.4 Re-election of Michael Kliger
as member of the Board of Directors
- 7.1.5 Re-election of Dr Karin Schwab
as member of the Board of Directors
- 7.1.6 Re-election of Sascha Zahnd
as member of the Board of Directors

All elections are conducted individually.

7.2 Election of Felix Stinson as new member of the Board of Directors

The Board of Directors proposes the election of Felix Stinson as new member of the Board of Directors, for a term of one year, until the end of the 2022 Annual General Meeting:

Explanation: Felix Stinson has been in charge of investment management at Ditsch Family Office in Mainz and Zurich since 2017. Before that, the 35-year-old German-American citizen spent over two years at the German branch of BNP Paribas S.A., where he held various positions including portfolio manager for leveraged finance transactions. He was a quantitative analyst in investment banking at Deutsche Bank AG in New York and Frankfurt from 2010 to 2014. During his studies,

he also worked at BASF SE/ BASF IT Services GmbH in Germany and the United Kingdom and then at IBM Deutschland GmbH. Felix Stinson holds a Master of Science in Finance and Investment from Rotterdam School of Management, Erasmus University. He also completed a Bachelor's in Mathematics at the Technical University of Darmstadt and a diploma in business informatics at Baden-Wuerttemberg Cooperative State University in Mannheim. Felix Stinson is a member of the United Chocolate GmbH Advisory Board. He will represent Ernst Peter Ditsch, anchor shareholder of Valora, on the Valora Board of Directors and add his expertise in finance and investment to the committee.

7.3 Election of the members of the Nomination and Compensation Committee

The Board of Directors proposes the election of the following members of the Board of Directors as members of the Nomination and Compensation Committee (NCC), each for a term of one year, until the end of the 2022 Annual General Meeting:

- 7.3.1 Re-election of Insa Klasing
- 7.3.2 Re-election of Michael Kliger
- 7.3.3 Election of Sascha Zahnd

All elections are conducted individually.

7.4 Re-election of the Independent Proxy

The Board of Directors proposes the re-election of Dr Oscar Olano, Gyr Gössi Olano Staehelin Advokatur und Notariat, as the Independent Proxy for a term of one year, until the end of the 2022 Annual General Meeting.

7.5 Re-election of the Auditor

The Board of Directors proposes the re-election of Ernst & Young AG as the auditor for the 2021 financial year.

ORGANISATIONAL INFORMATION

Requests to add items to the agenda

No requests were received from shareholders to add items to the agenda before the deadline of 9 February 2021.

Annual Report

The 2020 Annual Report, including the Valora Holding AG Annual Report, the 2020 Valora Holding AG Financial Statements, the 2020 Valora Group Consolidated Financial Statements, the Remuneration Report and the Auditor's reports, is available for inspection since 24 February 2021, at the registered office of the company, Hofackerstrasse 40, 4132 MuttENZ, Switzerland. The Annual Report may also be accessed via the Internet, since 7:00 a.m., 24 February 2021, at www.valora.com.

Exercising of rights at the Annual General Meeting/ no attendance in person

The Board of Directors has decided, in view of COVID-19 Ordinance 3 issued by the Federal Council, that shareholders may not attend the Annual General Meeting of 31 March 2021 and may exclusively exercise their rights via the independent proxy. Please observe the information below in this connection. There will be no opportunity to attend the Annual General Meeting in person.

Shareholders recorded in the shareholder register as holding voting rights as of 22 March 2021 are entitled to vote at the Annual General Meeting.

Proxy appointment

Shareholders can be represented at this year's Annual General Meeting exclusively by the independent proxy Dr Oscar Olano, Gyr Gössi Olano Staehelin Advokatur und Notariat, Malzgasse 15, CH-4052 Basel, +41 61 206 60 60.

Authorisation of the independent proxy can be given in writing or electronically:

Please use the "Proxy Appointment" form to grant proxy authorisation and issue instructions in writing to the independent proxy. The form must be returned by 29 March 2021 at the latest.

You can also grant authorisation and issue instructions to the independent proxy electronically at <https://valora.shapp.ch>. Your personal access details (identification and password) for the initial registration can be found on the "Proxy Appointment" form. You can issue instructions electronically and make changes to instructions that have been issued electronically until 29 March 2021, 11:50 p.m. CET.

MuttENZ, 10 March 2021
For the Board of Directors of Valora Holding AG



Franz Julen, Chairman

VALORA 2021 ANNUAL GENERAL MEETING

KEY FIGURES

		31.12.2020	31.12.2019	Change
External sales ¹⁾	CHF million	2 233.3	2 680.6	-16.7%
Net revenue	CHF million	1 697.4	2 029.7	-16.4%
EBITDA ¹⁾	CHF million	83.4	157.4	-47.0%
in % of net revenue	%	4.9	7.8	
Operating profit (EBIT)	CHF million	14.1	91.5	-84.6%
in % of net revenue	%	0.8	4.5	
Net profit from continuing operations	CHF million	-6.2	73.6	-108.4%
in % of net revenue	%	-0.4	3.6	
in % of equity	%	-0.9	11.8	
Net cash provided by (used in) ²⁾				
Operating activities	CHF million	241.3	290.3	-16.9%
Lease payments, net	CHF million	-143.7	-128.2	n.a.
Ordinary investment activities	CHF million	-59.5	-86.1	-30.9%
Free cash flow ^{1) 2)}	CHF million	38.1	76.0	-49.9%
Earnings per share ²⁾	CHF	-1.55	18.68	-108.3%
Free cash flow per share ^{1) 2)}	CHF	9.53	19.30	-50.6%
Number of outlets operated by Valora		1 827	1 796	+1.7%
of which agencies		1 148	1 133	+1.3%
Number of franchise outlets		846	929	-8.9%
Net revenues per outlet	CHF 000	929	1 130	-17.8%
Share price	CHF	173.80	270.00	-35.6%
Market capitalisation	CHF million	762	1 064	-28.4%
Cash and cash equivalents	CHF million	229.7	122.7	+87.3%
Interest-bearing debt	CHF million	1 469.2	1 491.8	-1.5%
Equity	CHF million	685.0	626.1	+9.4%
Total liabilities and equity	CHF million	2 445.9	2 392.8	+2.2%
Number of employees	FTE	3 578	3 906	-8.4%
Net revenue per employee ²⁾	CHF 000	474	520	-8.7%

All totals and percentages are based on unrounded figures from the consolidated financial statements.

¹⁾ Definition of alternative performance measures on page 225 in the Financial Report

²⁾ From continuing operations

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