

**To the Shareholders of
DDM Holding AG, Baar**

Baar, April 28, 2015

INVITATION

to the Annual General Meeting of Shareholders of

DDM Holding AG

May 27, 2015 at 2 pm (CEST)

at the offices of Homburger AG, Prime Tower, Hardstrasse 201, 8005 Zurich, Switzerland

Agenda

1. 2014 Annual Report, Parent Company's 2014 Financial Statements and Group's 2014 Consolidated Financial Statements
 - 1.1 Presentation of the 2014 Annual Report, the Parent Company's 2014 Financial Statements, the Group's 2014 Consolidated Financial Statements and the Corresponding Auditors' Reports
 - 1.2 Approval of the 2014 Annual Report, the Parent Company's 2014 Financial Statements and the Group's 2014 Consolidated Financial Statements
2. Discharge of the Acts of the Members of the Board of Directors and the Management Team
3. Allocation of Results
4. Consultative Vote on Board of Directors' Remuneration
5. Creation of Authorized Capital (Amendments to Articles of Association)
6. Creation of Conditional Capital (Amendments to Articles of Association)
7. Other Amendments to Articles of Association
8. Elections
 - 8.1 Re-election of the Members to the Board of Directors
 - 8.1.1 Re-election of Kent Hansson as Member of the Board of Directors

8.1.2 Re-election of Torgny Hellström as Member of the Board of Directors

8.1.3 Re-election of Savvas A. Liasis as Member of the Board of Directors

8.1.4 Re-election of Dr. Manuel Vogel as Member of the Board of Directors

8.1.5 Re-election of Fredrik Waker as Member of the Board of Directors

8.2 Election of the Independent Auditors

Agenda and Proposals of the Board of Directors

The Board of Directors of DDM Holding AG (the **Company**) submits the following items and the following proposals to the Annual General Meeting (the **AGM**) of Shareholders:

1. 2014 Annual Report, Parent Company's 2014 Financial Statements and Group's 2014 Consolidated Financial Statements

1.1 Presentation of the 2014 Annual Report, the Parent Company's 2014 Financial Statements, the Group's 2014 Consolidated Financial Statements and the corresponding Auditors' Reports

1.2 Approval of the 2014 Annual Report, the Parent Company's 2014 Financial Statements and the Group's 2014 Consolidated Financial Statements

Proposal of the Board of Directors:

The Board of Directors proposes that the 2014 Annual Report, the Parent Company's 2014 Financial Statements and the Group's 2014 Consolidated Financial Statements be approved.

2. Discharge of the Acts of the Members of the Board of Directors and the Management Team

Proposal of the Board of Directors:

The Board of Directors proposes that the acts of the Members of the Board of Directors and the Management Team in the 2014 financial year be discharged.

3. Allocation of Results

A Proposal of the Board of Directors:

The Board of Directors proposes that the loss of EUR 9,583,259 (comprising retained losses of EUR 3,229,005 carried forward from the previous year(s) and the loss for 2014 of EUR 6,354,254) be carried forward to the new account.

B Explanations of the Board of Directors:

The result of the Company for the financial year 2014 is a loss of EUR 6,354,254. All retained losses can be carried forward to the new account.

Loss for the financial year 2014	- EUR 6,354,254
Retained losses from previous year(s)	- EUR 3,229,005
Balance (loss)	- EUR 9,583,259

4. Consultative Vote on Board of Directors' Remuneration

A Proposal of the Board of Directors:

The Board of Directors proposes that the AGM approves the Board of Directors' remuneration from this AGM until the AGM in 2016 in the aggregate amount of CHF 900,000 by consultative vote.

B Explanation of the Board of Directors:

According to international corporate governance best practices, the AGM shall annually approve the maximum aggregate amount (fixed compensation without variable component) of the remuneration for the Board of Directors. Therefore, the Board of Directors proposes to comply with such best practices by way of a consultative vote on the Board of Directors' Remuneration from this AGM until the AGM in 2016 in order to increase transparency in corporate governance.

5. Creation of Authorized Capital (Amendments to Articles of Association)

A Proposal of the Board of Directors:

The Board of Directors proposes to create authorized capital in the amount of up to CHF 3,550,000 (equivalent to 3,550,000 shares), that the authorization be limited to two years and that article 3a of the Articles of Association be amended as follows:

3a: Authorized Capital	3a: Genehmigtes Kapital
<p>The board of directors is authorized to increase the share capital in the maximum amount of CHF 3,550,000 by issuing at most 3,550,000 fully paid in registered shares with a nominal value of CHF 1 each any time until May 27, 2017.</p> <p>The board of directors is entitled to restrict or withdraw the pre-emptive rights of the shareholders and to allocate them to third persons, if the new shares are used for (1) the take over of enterprises, parts of enterprises or participations by exchange of shares or the financing or refinancing of the acquisition of enterprises, parts of enterprises or of new investment projects or (2) the participation of strategic partners and investors or (3) the rapid and flexible raising of equity capital by such a placement that cannot be implemented without difficulties by granting the pre-emptive rights. In addition, the board of directors is entitled to restrict or withdraw the pre-emptive rights of the shareholders and to allocate them to third persons, if the new shares are used for the debt-equity swap with lenders. The Board of Directors is authorized to assign pre-emptive rights that have not been exercised</p>	<p>Der Verwaltungsrat ist ermächtigt, das Aktienkapital der Gesellschaft bis zum 27. Mai 2017 um höchstens CHF 3'550'000 zu erhöhen durch Ausgabe von höchstens 3'550'000 voll zu liberierenden Namenaktien zum Nennwert von je CHF 1.</p> <p>Der Verwaltungsrat ist berechtigt (einschliesslich im Falle eines öffentlichen Angebots für Aktien der Gesellschaft), das Bezugsrecht der Aktionäre einzuschränken oder auszuschliessen und Dritten zuzuweisen, wenn die neuen Aktien verwendet werden sollen (1) für die Übernahme von Unternehmen, Unternehmensteilen, Beteiligungen oder neue Investitionsvorhaben oder im Falle einer Aktienplatzierung für die Finanzierung oder Refinanzierung solcher Transaktionen, (2) für Zwecke der Beteiligungen strategischer Partner oder Investoren oder (3) für die rasche und flexible Beschaffung von Eigenkapital durch eine Aktienplatzierung, welche mit Bezugsrechten nur erschwert möglich wäre. Zudem ist der Verwaltungsrat berechtigt, das Bezugsrecht der Aktionäre einzuschränken oder auszuschliessen und Dritten zuzuweisen, wenn die neuen Aktien verwendet werden sollen für die Verrechnung mit Forderungen gegenüber Darlehens-</p>

<p>at its sole discretion.</p> <p>An increase by way of partial increases is permitted. The respective amount of the issue, the beginning of the dividend entitlement and the type of the contribution will be determined by the board of directors. All new shares are subject to the restrictions on registration pursuant to art. 4 of these Articles of Association.</p>	<p>gläubigern. Der Verwaltungsrat weist nicht ausgeübte Bezugsrechte nach eigenem Ermessen zu.</p> <p>Die Erhöhung kann mittels Festübernahme und/oder in Teilbeträgen erfolgen. Der Verwaltungsrat ist ermächtigt, den Ausgabepreis der Aktien, die Art der Einlage sowie den Zeitpunkt der Dividendenberechtigung festzusetzen. Die neuen Namenaktien unterliegen nach dem Erwerb den Eintragungsbeschränkungen gemäss Art. 4 der Statuten.</p>
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B Explanation of the Board of Directors:

In order to maintain financial flexibility in the course of further developing business activities, the Company will require a authorized capital of up to CHF 3,550,000 (equivalent to 3,550,000 shares). Those shares may mainly be used for strengthening the Company's equity and raising additional funds.

Thus, the Board of Directors proposes to create authorized capital of up to CHF 3,550,000 (equivalent to 3,550,000 shares). The authorization is limited to two years and expires on May 27, 2017.

6. Creation of Conditional Capital (Amendments to Articles of Association)

A Proposal of the Board of Directors:

The Board of Directors proposes to create conditional capital in the amount of up to CHF 500,000 in order to establish a share purchase plan for employees and members of the Board of Directors. For this purpose, the Board of Directors proposes to amend the Articles of Association of the Company by adding an article 3b:

<p>3b: Conditional Capital</p> <p>The share capital may be increased in an amount not to exceed CHF 500,000 through the issuance of up to 500,000 fully paid registered shares with a nominal value of CHF 1 each by the issuance of new shares to employees and directors of the Company and group companies. The pre-emptive rights and advance subscription rights of the shareholders of the Company shall thereby be excluded. The shares or options to acquire shares shall be issued to employees and directors pursuant to one or more regulations to be issued by the Board of Directors, taking into account performance, functions, levels of responsibility and profitability criteria. The shares or options to acquire shares may be issued to employees and directors at a price lower than the market price.</p>	<p>3b: Bedingtes Kapital</p> <p>Das Aktienkapital kann sich durch Ausgabe von höchstens 500'000 voll zu liberierenden Namenaktien im Nennwert von je CHF 1 um höchstens CHF 500'000 erhöhen durch Ausgabe von Aktien an Mitarbeiter und Verwaltungsräte der Gesellschaft und ihrer Konzerngesellschaften. Das Bezugsrecht wie auch das Vorwegzeichnungsrecht der Aktionäre der Gesellschaft ist ausgeschlossen. Die Ausgabe von Aktien oder diesbezüglichen Optionen an Mitarbeiter und Verwaltungsräte erfolgt gemäss einem oder mehreren vom Verwaltungsrat zu erlassenden Reglementen und unter Berücksichtigung der Leistungen, Funktionen, Verantwortungsstufen und Rentabilitätskriterien. Die Ausgabe von Aktien oder diesbezüglichen Optionen an Mitarbeiter und Verwaltungsräte kann zu einem unter dem Marktpreis liegenden Preis erfolgen.</p>
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<p>The acquisition of shares within the context of employee and director share ownership and each subsequent transfer of the shares shall be subject to the restrictions of Article 4 of these Articles of Association.</p>	<p>Der Erwerb von Aktien im Rahmen der Mitarbeiter- und Verwaltungsratsbeteiligung sowie jede nachfolgende Übertragung der Aktien unterliegen den Beschränkungen von Art. 4 dieser Statuten.</p>
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B Explanation of the Board of Directors:

The Board of Directors intends to replace cash variable compensation for employees by variable compensation paid in shares. To that purpose, the Board of Directors will establish a share purchase plan. This requires the creation of conditional share capital available for the share purchase plan. By establishing such a share purchase plan, the Company is able to continuously attract, incentivise and adequately compensate individuals.

7. Other Amendments to the Articles of Association

A Proposal of the Board of Directors:

The Board of Directors proposes that the term of office of the members of the Board of Directors be reduced to one year and that article 16 of the Articles of Association be amended as follows (changes are marked):

<p>16: Eligibility and Term of Office</p> <p>The Board of Directors shall consist of one or more members. The members of the Board of Directors are elected for a term of three years <u>one year</u> until and including the next ordinary shareholders' meeting. Re-election is permitted. The term of office of a member of the Board of Directors will, however, end irrevocably on the date of the Annual General Meeting following the 70th birthday of the particular member of the Board of Directors.</p>	<p>16: Wählbarkeit und Mandatsdauer</p> <p>Der Verwaltungsrat besteht aus einem oder mehreren Mitgliedern. Die Mitglieder des Verwaltungsrates werden jeweils für die Dauer von drei Jahren <u>einem Jahr</u> bis und mit der nächsten ordentlichen Generalversammlung gewählt. Wiederwahl ist zulässig. Die Amtszeit eines Verwaltungsrates endet jedoch endgültig mit dem Datum der ordentlichen Generalversammlung, die dem 70. Geburtstag des Verwaltungsrates folgt.</p>
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B Explanation of the Board of Directors:

According to the Swedish Code, members of the board of directors of a company are to be appointed for a period extending no longer than to the end of the next annual general meeting. Therefore, the Board of Directors proposes to reduce the term of office of the members of the Board of Directors from currently three years to one year and to amend article 16 of the Articles of Association accordingly.

8. Elections

8.1 Re-election of the Members to the Board of Directors

All Members of the Board of Directors are standing for re-election.

8.1.1 Re-Election of Kent Hansson as Member of the Board of Directors

- A Proposal of the Board of Directors:
The Board of Directors proposes to re-elect Mr. Kent Hansson as member of the Board of Directors for the term of one year.
- B Explanation of the Board of Directors:
Kent Hansson is the founder of the Company and has been Chairman of the Board of Directors of the Company since 2013, and CEO of DDM Group companies from 2007–2013.

8.1.2 Re-Election of Torgny Hellström as Member of the Board of Directors

- A Proposal of the Board of Directors:
The Board of Directors proposes to re-elect Mr. Torgny Hellström as member of the Board of Directors for the term of one year.
- B Explanation of the Board of Directors:
Torgny Hellström has been a member of the Board of Directors since the Extraordinary General Meeting of Shareholders held on November 12, 2014.

8.1.3 Re-Election of Savvas A. Liasis as Member of the Board of Directors

- A Proposal of the Board of Directors:
The Board of Directors proposes to re-elect Mr. Savvas A. Liasis as member of the Board of Directors for the term of one year.
- B Explanation of the Board of Directors:
Savvas A. Liasis has been a member of the Board of Directors since the Extraordinary General Meeting of Shareholders held on November 12, 2014.

8.1.4 Re-Election of Dr. Manuel Vogel as Member of the Board of Directors

- A Proposal of the Board of Directors:
The Board of Directors proposes to re-elect Dr. Manuel Vogel as member of the Board of Directors for the term of one year.
- B Explanation of the Board of Directors:
Dr. Manuel Vogel has been a member of the Board of Directors since 2010.

8.1.5 Re-Election of Fredrik Waker as Member of the Board of Directors

- A Proposal of the Board of Directors:
The Board of Directors proposes to re-elect Mr. Fredrik Waker as member of the Board of Directors for the term of one year.
- B Explanation of the Board of Directors:
Fredrik Waker has been a member of the Board of Directors since 2013.

8.2 Election of the Independent Auditors

- A Proposal of the Board of Directors:
The Board of Directors proposes the election of PricewaterhouseCoopers AG, Luzern, as independent auditors for a further term of one year.
- B Explanation of the Board of Directors:
PricewaterhouseCoopers AG has confirmed to the Board of Directors that it has the required independence to exercise such a mandate and meets the independence requirements set by Nasdaq OMX First North.

Documentation

The 2014 Annual Report, the Parent Company's 2014 Financial Statements, the Group's 2014 Consolidated Financial Statements, and the Reports of the Statutory Auditors on the financial statements and consolidated financial statements will be available for inspection at the headquarters of the Company, Schochenmühlestrasse 4, 6340 Baar, from April 28, 2015. Shareholders may request to be sent a copy of the documentation available for inspection. This documentation may also be found on the Company's website www.ddm-group.ch beginning no later than April 28, 2015.

Materials for the Annual General Meeting of Shareholders, including the registration/proxy form (the **Registration/Proxy Form**), are also available on the Company's website www.ddm-group.ch.

Language

The AGM will be held in English, and information and material will be available in English.

Attendance Procedures

1. Holders of SIX SIS Registered DDM Shares

The following information is to Shareholders who hold their shares in the Company (the **DDM Shares**) through SIX SIS AG.

Shareholders who wish to participate in the Annual General Meeting of Shareholders and to exercise their voting rights must be registered in the share register (the **Share Register**) of the Company with voting rights and obtain an admission card by completing the Registration/Proxy Form in accordance with the instructions set out below.

Registration in the Share Register of DDM Holding AG:

Only persons registered in the Share Register are deemed to be shareholders of the Company. In order to be entitled to participate in, and exercise voting rights at, the Annual General Meeting of Shareholders, holders of DDM Shares who are not already registered in the Share Register must request to be registered with their DDM Shares in the Share Register prior to May 22, 2015, 4:00 pm (CEST) (the **Record Date**) as follows:

- Shareholders must instruct their custodian bank to register them as Shareholders in the Share Register with voting rights by sending an application for registration to DDM Holding AG, c/o SIX SAG AG, Share Register, Baslerstrasse 90, CH-4601 Olten.

Please note that the registration process may take time and must be completed by the Record Date. To ensure their registration in time for the Annual General Meeting of Shareholders, Shareholders are therefore kindly invited to issue instructions to their custodian bank as soon as possible.

No entries will be made in the Share Register from May 23 to May 27, 2015.

Admission Card:

Shareholders entered in the Share Register until the Record Date will receive the invitation to the Annual General Meeting of Shareholders and the Registration/Proxy Form by regular mail.

In order to obtain an admission card, Shareholders must complete and return the Registration/Proxy Form to DDM Holding AG, c/o SIX SAG AG, Postfach, 4609 Olten, Switzerland, prior to May 22, 2015 using the enclosed response envelope.

Owners of DDM Shares who sell their DDM Shares prior to the Annual General Meeting of Shareholders will no longer be eligible to vote. Shareholders who sell or buy portions of their DDM Shares are kindly requested to have their admission card replaced at the information desk on the day of the Annual General Meeting of Shareholders.

Representation/Proxy:

Shareholders who cannot personally attend the Annual General Meeting of Shareholders may be represented:

- by a third person: Shareholders must order an admission card for the proxy by completing and signing the Registration/Proxy Form and returning it to DDM Holding AG, c/o SIX SAG AG, Postfach, 4609 Olten, Switzerland, prior to May 22, 2015; or
- by the independent proxy, Mr. Daniel Bill, Rechtsanwalt und Notar, MSG Rechtsanwälte & Notare AG: Shareholders must complete and sign the Registration/Proxy Form and return it to Mr. Daniel Bill, Rechtsanwalt und Notar, MSG Rechtsanwälte & Notare AG, Postfach 4755, CH-6304 Zug, Switzerland, prior to the Annual General Meeting of

Shareholders. To the extent that no specific instructions are provided in the Registration/Proxy Form, signature of the form grants general authorization to the independent proxy to vote in favour of the proposals submitted by the Board of Directors.

2. Holders of Euroclear Registered DDM Shares

The following information is to Shareholders who hold their DDM Shares through Euroclear Sweden AB, which shares trade on the Nasdaq OMX First North (the **Euroclear Registered DDM Shares**).

Holders of Euroclear Registered DDM Shares who wish to participate to the Annual General Meeting of Shareholders and to exercise their voting rights must be registered in the register of shareholders kept by Euroclear Sweden AB (the **Register of Shareholders**) and must complete the Registration/Proxy Form in accordance with the instructions set out below.

Registration Process for Voting Rights:

Direct-registered Holders: Holders of Euroclear Registered DDM Shares who hold their Euroclear Registered DDM Shares on an account directly with Euroclear Sweden AB (the **Direct-registered Holders**), a CSD-account (Sw: Vp-konto), will be automatically included in the Register of Shareholders and do not have to perform any registration regarding voting rights.

Nominee-registered Holders:

To be registered and entitled to vote at the Annual General Meeting of Shareholders, Shareholders who hold Euroclear Registered DDM Shares via a nominee (the **Nominee-registered Holders**) must act in accordance with the instructions set out below:

- Nominee-registered Holders must request the nominee to register their Euroclear Registered DDM Shares temporarily in their own name in the Register of Shareholders.
- The registration in the Register of Shareholders will start on May 7, 2015, 20 calendar days prior to the Annual General Meeting of Shareholders.
- The registration must be completed at 4:00 pm (CEST) on May 22, 2015 (*i.e.*, the **Record Date**) at the latest.

Nominee-registered Holders with Non-affiliated Nominees:

To be registered and entitled to vote at the Annual General Meeting of Shareholders, Nominee-registered Holders who hold their Euroclear Registered DDM Shares on custody accounts with nominees that are not affiliated directly as nominees to Euroclear Sweden AB (the **Non-affiliated Nominee**) must follow the instructions below:

- Nominee-registered Holders with Non-affiliated Nominees must request their custodian bank or their nominee to register their Euroclear Registered DDM Shares temporarily in their own name in the Register of Shareholders. To do so, you must instruct the institu-

tion where you have your account to forward the registration request to Euroclear Sweden AB through its own custodians and/or nominees.

- The registration in the Register of Shareholders will start on May 7, 2015, 20 calendar days prior to the Annual General Meeting of Shareholders.
- The registration in the Register of Shareholders must be completed at 4:00 pm (CEST) on the Record Date at the latest.

Please note that the registration process may take time and must be completed by the Record Date. To ensure their registration in time for the Annual General Meeting of Shareholders, Shareholders are therefore kindly invited to issue instructions to their Non-affiliated Nominees as soon as possible.

Admission Card:

Direct-registered Holders and Nominee-registered Holders:

Direct-registered Holders and Nominee-registered Holders entered in the Register of Shareholders by the Record Date will receive the invitation to the Annual General Meeting of Shareholders and the Registration/Proxy Form by regular mail.

In order to obtain an admission card, Direct-registered Holders and Nominee-registered Holders must complete and return the Registration/Proxy Form to DDM Holding AG, c/o SIX SAG AG, Postfach, 4609 Olten, Switzerland, prior to May 22, 2015 using the enclosed response envelope.

Nominee-registered Holders with Non-affiliated Nominees:

In order to attend the Annual General Meeting of Shareholders, Nominee-registered Holders with Non-affiliated Nominees must:

- Download the Registration/Proxy Form from the website www.ddm-group.ch. The form will be available from April 28, 2015.
- Print and fill out the Registration/Proxy Form downloaded from www.ddm-group.ch and return it signed to DDM Holding AG, c/o SIX SAG AG, Postfach, 4609 Olten, Switzerland, prior to May 22, 2015.

Additional Instructions for Non-affiliated Nominees:

Non-affiliated Nominees are urged to forward the above information to their custody-account holders holding Euroclear Registered DDM Shares.

Holders of Euroclear Registered DDM Shares who sell their Euroclear Registered DDM Shares prior to the Annual General Meeting of Shareholders will no longer be eligible to vote. Those who sell or buy portions of their Euroclear Registered DDM Shares are kindly requested to have their admission card replaced at the information desk on the day of the Annual General Meeting of Shareholders.

Representation/Proxy Voting:

Holders of Euroclear Registered DDM Shares who cannot personally attend the Annual General Meeting of Shareholders may be represented:

- By a third person: Holders of Euroclear Registered DDM Shares must order an admission card for the proxy by completing and signing the Registration/Proxy Form and returning it to DDM Holding AG, c/o SIX SAG AG, Postfach, 4609 Olten, Switzerland, prior to May 22, 2015; or
- By the independent proxy, Mr. Daniel Bill, Rechtsanwalt und Notar, MSG Rechtsanwälte & Notare AG: Holders of Euroclear Registered DDM Shares must complete and sign the Registration/Proxy Form and return it to Mr. Daniel Bill, Rechtsanwalt und Notar, MSG Rechtsanwälte & Notare AG, Postfach 4755, CH-6304 Zug, Switzerland, prior to the Annual General Meeting of Shareholders. To the extent that no specific instructions are provided in the Registration/Proxy Form, signature of the form grants general authorization to the independent proxy to vote in favour of the proposals submitted by the Board of Directors.

DDM Holding AG

On behalf of the Board of Directors

Kent Hansson