Template

This template is intended to cover situations that frequently arise in practice. However, it should not be considered as definitive, complete or tailored to any specific case. It does not constitute legal advice. This template should not be used without possessing qualified know-how or without first consulting a qualified advisor regarding the specific circumstances.

**Minutes
of the Annual General Meeting regarding the financial year [2023]
of [Sample Ltd], of [date], at [time]**

1. **Welcome, appointment of the Secretary and statements**

[name] welcomes the participants, takes the Chair and appoints [name] as Secretary with the consent of the meeting. [*Alternative*: [name] takes the Chair and, with the consent of the meeting, acts as Secretary at the same time.]

The Chair states:

1. the entire share capital of the company is represented;
2. neither voting representative for corporate bodies (*Organstimmrechtsvertreter*) nor other dependent proxies (*abhängige Stimmrechtsvertreter*) within the meaning of Art. 689d CO are proposed, nor do custodians (*Depotvertreter*) within the meaning of Art. 689e CO exercise participation rights;
3. today’s General Meeting is constituted as a universal meeting withing the meaning of Art. 701 CO and has a quorum.

No objections are raised against these statements.

1. **[Report by the CEO on the financial year [2023] and outlook for [2024]**[[1]](#footnote-2)**]**

[The CEO informs the General Meeting about the course of business in the past financial year and provides an outlook for the new financial year.]

1. **Approval of the annual financial statement [2023]**

[The General Meeting decides unanimously and without discussion to waive the presence of the auditor.*[[2]](#footnote-3)*]

[The General Meeting takes note of the auditor’s report.[[3]](#footnote-4)]

The General Meeting decides unanimously and without discussion to approve the annual financial statement.

1. **Use of the financial result**

The General Meeting decides unanimously and without discussion to carry forward the balance [profit / loss] to the new account.

1. **Discharge of the members of the Board of Directors and the Executive Management**

The General Meeting decides unanimously and without discussion to grant discharge to the following members of the Board and the Executive Management for the past financial year[, whereby the shareholders concerned abstained from voting[[4]](#footnote-5)]:

[name]

[name]

[name]

1. **Election / Re-election of the Board of Directors**

[The General Meeting takes note of the resignation of [name] from the Board.[[5]](#footnote-6)]

The General Meeting decides unanimously and without discussion to elect the following members of the Board for a further term of office[, whereby the shareholders concerned abstained from voting[[6]](#footnote-7)]:

[name]

[name]

[name]

[The General Meeting decides unanimously and without discussion to elect the following person as new member of the Board for a term of office[, whereby the shareholder concerned abstained from voting [[7]](#footnote-8)]:

[name][[8]](#footnote-9)]

1. **[Election / Re-election of the auditor** [[9]](#footnote-10)**]**

[The General Meeting decides unanimously and without discussion to elect [company], [registered office] as auditor for [another] term of office.]

1. **Varia**

[No comments were made.]

The Chair closes the meeting at [time].

Chair [and Secretary] [Secretary]

[name] [name]

1. According to the invitation. [↑](#footnote-ref-2)
2. Unless the limited audit has been waived («*opting-out*»). [↑](#footnote-ref-3)
3. Unless the limited audit has been waived («*opting-out*»). [↑](#footnote-ref-4)
4. Sofern die Verwaltungsräte oder Mitglieder der Geschäftsleitung zugleich Aktionäre sind. [↑](#footnote-ref-5)
5. Optional. [↑](#footnote-ref-6)
6. If the members of the Board are also shareholders. [↑](#footnote-ref-7)
7. If the members of the Board are also shareholders. [↑](#footnote-ref-8)
8. Optional. [↑](#footnote-ref-9)
9. According to the invitation. [↑](#footnote-ref-10)