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## CORPORATE GOVERNANCE

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## GROUP STRUCTURE AND SHAREHOLDERS

Schweiter Technologies AG assures its customers, shareholders, investors, and employees that it is fully committed to good corporate governance based on the Articles of Association and organizational regulations of the company that were in effect as of 31 December 2025 (unless specifically stated otherwise).

Schweiter Technologies AG adheres to the standards of the Directive on Information relating to Corporate Governance published by SIX Exchange Regulation.

The Articles of Association (dated 4 April 2023) and the organizational regulations (dated 13 December 2022) are available on the company website <https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html> and <https://www.schweiter.ch/s1a293/corporate-governance/organizational-regulations.html>

### GROUP STRUCTURE

Schweiter Technologies, with its head office in Steinhausen, Switzerland, is a globally active Group focusing on composite material solutions with its division 3A Composites.

The main activities include the development, production and distribution of high-quality composites, synthetic sheets, foamboards and core materials based on balsa wood and PET foam. These materials are used in lightweight applica-

tions, primarily in the areas of visual communication (display), architecture, wind energy, industry, shipbuilding, railway, and bus construction.

Its best-known brands are AIREX®, ALUCOBOND®, BALTEK®, DIBOND®, FOREX®, GATOR®, KAPA®, PERSPEX®, and SINTRA®.

An overview of all Group companies can be found in the financial section on page 169

Schweiter Technologies AG has a share capital of CHF 1 431 808 divided into 1 431 808 registered shares with a par value of CHF 1 per share. The company's registered shares are traded on the SIX Swiss Exchange Reporting AG International Standard under ISIN CH1248667003, symbol SWTQ; registered shares security no. 124866700.

Based on its share price of CHF 253 at the end of 2025, the company's market capitalization stood at CHF 362.2 million as of 31 December 2025.

The scope of consolidation comprises the unlisted companies which were fully consolidated as of 31 December 2025 and is presented on pages 125 to 127 of the notes to the consolidated annual financial statements.

### TREASURY SHARES

As of the balance sheet date, Schweiter Technologies AG held 1 114 treasury shares, representing 0.078% of voting rights (previous year: 84 treasury shares; 0.006% of voting rights).

### SIGNIFICANT SHAREHOLDERS

As of 31 December, the following shareholders held more than 3% of voting rights:

#### PERCENTAGE OF SHARES HELD (ACCORDING TO MOST RECENT DISCLOSURE NOTICE)

|                                             | 2025   | 2024   |
|---------------------------------------------|--------|--------|
| KWE Beteiligungen AG, Wollerau <sup>1</sup> | 25.51% | 25.49% |
| Beat Siegrist Beteiligungen AG, Zug         | 5.81%  | 5.81%  |
| UBS Fund Management (Switzerland) AG, Basel | 4.99%  | 4.99%  |
| Matter Group AG, Meilen                     | 3.00%  | 3.00%  |

<sup>1</sup> KWE Beteiligungen AG is held by a group of shareholders consisting of Vanessa Frey, Uitikon-Waldegg, MARLA Stiftung, Bern, A BETTER WORLD FOUNDATION SWITZERLAND, Zug

During the 2025 financial year, the following notice of shareholdings was made in accordance with Article 120 ff. FinMIA (Financial Market Infrastructure Act):

- Change in group composition for shareholder KWE Beteiligungen AG, Wollerau, (beneficial owners see footnote 1 in the table above). Date of the disclosure notice 11 November 2025.

Details about the disclosure of shareholdings are available on the SIX Exchange Regulation website: <https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html>

As far as Schweiter Technologies AG is aware, there are no shareholder agreements between the significant shareholders.

## CROSS-SHAREHOLDINGS

There are no cross-shareholdings with other companies relating to capital or voting rights.

## CAPITAL STRUCTURE

### CAPITAL

Since the Annual General Meeting held on 4 April 2023, the share capital has amounted to CHF 1 431 808, divided into 1 431 808 registered shares with a par value of CHF 1 per share.

In 2023, the Annual General Meeting of Schweiter Technologies AG approved the conversion of the previously existing bearer shares with a par value of CHF 1 each into registered shares. For further details please refer to the Annual Report 2023, Corporate Governance section on page 62. <https://www.schweiter.ch/s1a200/investors/financial-reports-presentations.html>

Conditional capital amounted to a total of CHF 132 600, as of 31 December 2025. There was no authorized capital as of 31 December 2025 and 31 December 2024, respectively.

### CAPITAL BAND AND CONDITIONAL CAPITAL IN PARTICULAR

#### Capital band

The company's Articles of Association in effect as of 31 December 2025 do not provide for a capital band.

#### Conditional capital

Conditional capital amounts to a total of CHF 132 600.

The company's share capital may be increased by a maximum of CHF 132 600 (9.26% of existing share capital) through the issuance of a maximum of 132 600 registered shares to be fully paid in, each with a par value of CHF 1, including:

- a) up to an amount of CHF 32 600 by exercise of option rights, granted to the employees of the company or of one of its subsidiaries at conditions to be determined by the Board of Directors;
- b) up to an amount of CHF 100 000 by exercise of option or conversion rights granted in conjunction with bonds or similar debentures issued by the company or one of its subsidiaries.

Shareholders' subscription rights relating to this maximum of 132 600 registered shares are excluded. Shareholders' preferential subscription rights in the case of warrants or convertible bonds pursuant to b), involving a maximum of 100 000 registered shares, may be restricted or excluded by a resolution of the Board of Directors (i) to directly or indirectly finance the acquisition of companies, portions of companies or shareholdings or new company capital expenditures, or (ii) to issue these bonds on international capital markets.

If preferential subscription rights are excluded, the bonds must (i) be placed with the previous owners of companies, portions of companies or shareholdings, or (ii) be placed with the general public at market conditions, in which case the exercise price for the new shares must be set at least in line with the market conditions at the time of the bond issue, and the exercise period for the option or conversion rights must be set at no more than seven years from the time of the bond issue

## CHANGES IN CAPITAL DURING THE LAST THREE FINANCIAL YEARS

The ordinary share capital of Schweiter Technologies AG is CHF 1 431 808 as of 31 December 2025, the same as on the reporting dates of the previous two years.

Conditional capital has remained unchanged at CHF 132 600 for the last three years. As of 31 December 2025, no capital band exists. In addition, as in the two previous years, there was no authorized capital as of the respective balance sheet dates. For details of changes in the consolidated shareholders' equity in financial years 2025 and 2024, reference is made to page 121 of the consolidated financial statements. The development of consolidated shareholders' equity in financial year 2023 is presented on page 125 of the 2024 consolidated financial statements.

The company's Annual Reports can be downloaded from the corporate website:

<https://www.schweiter.ch/s1a200/investors/financial-reports-presentations.html>

### Changes in the shareholders' equity in financial years 2023 through 2025:

| (in CHF m)                            | Share capital | Statutory capital reserves | Free retained earnings | Treasury shares | Total equity |
|---------------------------------------|---------------|----------------------------|------------------------|-----------------|--------------|
|                                       |               | Other capital reserves     |                        |                 |              |
| <b>Balance as of 31 December 2022</b> | <b>1.4</b>    | <b>3.2</b>                 | <b>423.9</b>           | <b>0.0</b>      | <b>428.5</b> |
| Net income 2023                       |               |                            | 44.4                   |                 | 44.4         |
| Dividend                              |               |                            | -28.6                  |                 | -28.6        |
| <b>Balance as of 31 December 2023</b> | <b>1.4</b>    | <b>3.2</b>                 | <b>439.7</b>           | <b>0.0</b>      | <b>444.3</b> |
| Net income 2024                       |               |                            | 28.6                   |                 | 28.6         |
| Dividend                              |               |                            | -21.5                  |                 | -21.5        |
| <b>Balance as of 31 December 2024</b> | <b>1.4</b>    | <b>3.2</b>                 | <b>446.8</b>           | <b>0.0</b>      | <b>451.4</b> |
| Net income 2025                       |               |                            | 20.0                   |                 | 20.0         |
| Dividend                              |               |                            | -21.5                  |                 | -21.5        |
| Change in treasury shares             |               |                            |                        | -0.3            | -0.3         |
| <b>Balance as of 31 December 2025</b> | <b>1.4</b>    | <b>3.2</b>                 | <b>445.4</b>           | <b>-0.3</b>     | <b>449.7</b> |

## SHARES, PARTICIPATION CERTIFICATES, AND DIVIDEND-RIGHTS CERTIFICATES

As of 31 December 2025, the share capital consists of 1 431 808 registered shares with a par value of CHF 1 each, amounting to a total of CHF 1 431 808. All registered shares are fully paid up. Each share entitles the holder to one vote at the General Meeting. All registered shares are entitled to dividends.

Schweiter Technologies AG has no participation certificates or dividend-rights certificates outstanding.

## SHARE REGISTER AND RESTRICTIONS ON TRANSFERABILITY AND NOMINEE REGISTRATIONS

A share register is kept for the registered shares. Pursuant to Article 3bis of the Articles of Association as amended on 4 April 2023, a person is recognized as a shareholder or usufructuary if he or she is entered as such in the share register with his or her surname and first name, place of residence, address, and nationality (legal entities with company name, domicile, and registered office). Shareholders must expressly notify the company of any changes in their contact details for the attention of the share register. If this is not done, any notices sent by the company to the registered contact details shall still be deemed to have been validly delivered. Registration in the share register as a shareholder with voting rights is subject to the approval of the Board of Directors, which may delegate this authority in whole or in part.

The Board of Directors may reject acquirers and their entry in the share register if they do not expressly declare that they have acquired and hold registered shares in their own name and for their own account, that there is no agreement on the redemption or return of corresponding shares, and that they bear the economic risk associated with the shares. Until the acquirer has been recognized by the company, the acquirer may neither exercise the voting rights attached to the shares nor any other membership rights or other related rights. Voting rights and the other rights mentioned may only be exercised to the extent that a shareholder with voting rights is entered in the share register.

Persons who do not expressly declare in the application for registration or at the request of the

company that they hold the shares for their own account (hereinafter: nominees) will be entered in the share register with voting rights up to a maximum of 3.0% of the outstanding share capital. Over and above these limits, registered shares of nominees will only be registered with voting rights if the nominee concerned discloses, at the time of application for registration or thereafter upon request by the company, the names, addresses, nationalities, and shareholdings of those persons for whose account he or she holds 0.5% or more of the outstanding share capital. The Board of Directors is authorized to enter into agreements with nominees on simplified reporting requirements and to approve increases in the aforementioned restrictions and limits.

Legal entities and partnerships or other associations of persons or joint ownerships which are linked to each other by capital or votes, by common management or in any other way, or which coordinate their conduct, shall be deemed to be one shareholder or one nominee.

The Board of Directors may, after hearing the persons concerned, delete entries in the share register as a shareholder with voting rights if such entries have been made on the basis of false information or if the person concerned fails to provide requested information. The person concerned must be informed of the deletion immediately.

The Board of Directors may issue supplementary provisions if necessary. The registration restrictions set forth in Article 3bis of the Articles of Association shall also apply to shares subscribed or acquired through the exercise of subscription, option or conversion rights. These provisions shall also apply mutatis mutandis to usufructuaries.

In the reporting year 2025, no entries were refused or exceptions granted.

According to Article 16 of the Articles of Association, a restriction on the transferability of registered shares requires a resolution of the Annual General Meeting of Shareholders passed by at least two thirds of the votes represented and a majority of the par value of the shares represented.

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

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## CONVERTIBLE BONDS, LONG-TERM INCENTIVE PLAN, AND OPTIONS

No convertible bonds are outstanding as of 31 December 2025. As set out in the section on "Conditional capital", drawing on the conditional capital may increase the company's share capital by a maximum of CHF 100 000 by the exercise of option or conversion rights granted in conjunction with bonds or similar debentures issued by the company or one of its subsidiaries.

In the financial year 2024, the Board of Directors approved a long-term incentive plan (LTI) with a duration of three business years (2024–2026) for the members of Group Management and key employees within the Group.

The future payment of the LTI will be in cash and will therefore not lead to a future dilution of earnings.

Details of the long-term incentive plan and the payment can be found in the Compensation Report 2025 on pages 96 to 110.

There are no option plans in place.

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## BOARD OF DIRECTORS (AS OF 31 DECEMBER 2025)



from left to right

**DR. DANIEL BOSSARD**

Member since 2021 (non-executive)

**LARS VAN DER HAEGEN**

Member since 2020 (non-executive)

**DR. HEINZ O. BAUMGARTNER**

Chairman since 2023 (non-executive)

Member since 2020

**BEAT SIEGRIST**

Member since 2008 (non-executive)

**VANESSA FREY**

Member since 2014 (non-executive)

**DR. JACQUES SANCHE**

Member since 2011 (non-executive)

**STEPHAN WIDRIG**

Member since 2021 (non-executive)

## Members

| Name                                             | Function    | Member since AGM      | Committees      |                  |
|--------------------------------------------------|-------------|-----------------------|-----------------|------------------|
| Board of Directors                               |             |                       | AC <sup>2</sup> | NCC <sup>3</sup> |
| Dr. Heinz O. Baumgartner                         | Chairman    | 2020<br>Chairman 2023 | –               | –                |
| Dr. Daniel Bossard                               | Member      | 2021                  | –               | Member           |
| Vanessa Frey                                     | Member      | 2014                  | –               | Member           |
| Dr. Jacques Sanche                               | Member      | 2011                  | –               | Chair            |
| Beat Siegrist                                    | Member      | 2008                  | –               | –                |
| Lars van der Haegen                              | Member      | 2020                  | Chair           | –                |
| Stephan Widrig                                   | Member      | 2021                  | Member          | –                |
| <b>Number of meetings in financial year 2025</b> | <b>5</b>    |                       | <b>4</b>        | <b>2</b>         |
| <b>Average attendance ratio<sup>1</sup></b>      | <b>100%</b> |                       | <b>100%</b>     | <b>100%</b>      |

<sup>1</sup> The average attendance ratio regarding the Committees refers directly to the members of the respective Committee. Additional participants who participate as guests in the Committee meetings are not included in the percentage calculations.

One Board meeting was held in each of the first, second and third quarters, and two Board meetings were held in the fourth quarter.

Roman Sonderegger, CEO, and Urs Scheidegger, CFO, attended all meetings of the Board of Directors.

<sup>2</sup> Audit Committee (AC); one meeting of the AC was held in each of the first and fourth quarters, and two meetings in the third quarter.

Roman Sonderegger, CEO, and Urs Scheidegger, CFO, attended all meetings of the AC.

<sup>3</sup> Nomination and Compensation Committee (NCC); one NCC meeting was held in each of the first and fourth quarters.

Roman Sonderegger, CEO, and Urs Scheidegger, CFO, attended both meetings of the NCC; they were absent during the discussion regarding their remuneration.

At the Annual General Meeting held on 9 April 2025, Heinz O. Baumgartner, Daniel Bossard, Vanessa Frey, Jacques Sanche, Beat Siegrist, Lars van der Haegen, and Stephan Widrig were re-elected individually as members of the Board of Directors for a one-year term of office. At the same meeting, Heinz O. Baumgartner was re-elected as Chairman of the Board of Directors for a one-year term of office.

At the Annual General Meeting held on 9 April 2025, Jacques Sanche, Daniel Bossard, and Vanessa Frey were re-elected individually as members of the Nomination and Compensation Committee for a one-year term of office. For the 2025 financial year, Jacques Sanche re-assumed office as Chair of this committee.

## MEMBERS OF THE BOARD OF DIRECTORS

### DR. HEINZ O. BAUMGARTNER

**1963, Swiss citizen**

**Chairman since 2023**

**Member since 2020**

**(non-executive since 1 October 2022)**

Heinz O. Baumgartner has been a member of the Board of Directors of Schweiter Technologies AG since 2020 and has served as Chairman since April 2023. From 2008 until 30 September 2022, he was CEO and member of the Group Management of Schweiter Technologies Group. From 1996 to 2013, he was also CFO of Schweiter Technologies. From 1992 to 1995, he worked as a controller at Asea Brown Boveri Switzerland.

He has been a member of the Board of Directors of United Grinding Group since 2018 and was a member of the Board of Directors of Zur Rose Group AG from 2017 to 2019. In April 2021, he was elected to the Board of Directors of Bystronic

AG (formerly Conzzeta AG), and since 2022 he has served as Chairman of this company.

Heinz O. Baumgartner holds a degree in business management (specializing in accounting) and a doctorate in economics from the University of St. Gallen.

#### DR. DANIEL BOSSARD

**1970, Swiss citizen**

**Member since 2021 (non-executive)**

Daniel Bossard has been CEO of the Bossard Group since 2019, having been CEO Northern and Eastern Europe from 2009 to 2018. From 2006 to 2008, he served as Sales & Marketing Manager of the Bossard Group and was responsible for the realignment of Bossard's sales strategy as well as the development of international customer relations. From 2003 to 2006, he was CEO of Bossard Denmark. Daniel Bossard joined Bossard in 2000 as an E-Business Manager, after having worked as a consultant for Andersen Consulting (today Accenture).

Daniel Bossard holds a degree in business administration and a doctorate in technology management from the University of St. Gallen.

#### VANESSA FREY

**1980, Swiss citizen**

**Member since 2014 (non-executive)**

Vanessa Frey has been Chairwoman of the Board of Directors of Corisol Holding AG since 2024 (CEO and member of the Board of Directors since 2007). She has been Chairwoman of the Board of Directors of KWE Beteiligungen AG since 2024 (member of the Board of Directors since 2008). In 2024, she became Chairwoman of the Board of Directors of Swiss Small Cap Invest AG (member of the Board of Directors since 2008). She has been a member of the Boards of Directors of Tata 1mg Technologies Private Limited (since 2021) and Inficon Holding AG (since 2012). She was a member of the Board of Directors of Zur Rose Group AG from 2016 to 2019. Until 2018, Vanessa Frey was Vice President of Garaventa Accessibility AG. She worked from 2004 to 2006 in the Corporate Finance team at Handelsbanken Capital Markets in Stockholm, Sweden, and subsequently as an asset manager in Hong Kong.

Vanessa Frey studied economics and law at the University of St. Gallen and holds a Master of

Science degree in International Economics and Business from the Stockholm School of Economics, Sweden.

#### DR. JACQUES SANCHE

**1965, Canadian and Swiss citizen**

**Member since 2011 (non-executive)**

Jacques Sanche has been CEO of Bucher Industries AG since 2016. He was CEO of Belimo Group from 2007 to 2015. From 2004 to 2007, he was CEO of the WMH Tool Group, Chicago, USA, and member of the management board of WMH Walter Meier Holding AG, Stäfa (since 2018 Meier Tobler AG). Between 1997 and 2004, he held various executive management positions within the WMH Walter Meier Group. From 1990 to 1997, he was consultant at IMG, St. Gallen, and the Boston Consulting Group, Munich.

In July 2025, he was elected to the Board of Directors of Burckhardt Compression AG, and since December 2025 he has served as Chairman of this company.

Jacques Sanche holds a business management degree and a doctorate in economics from the University of St. Gallen.

#### BEAT SIEGRIST

**1960, Swiss citizen**

**Member since 2008 (non-executive)**

Beat Siegrist has been a member of the Board of Directors since 2008 and served as Chairman from 2011 until the Annual General Meeting 2023.

He has been a member of the Board of Directors of Phoenix Mecano AG since 2003, and a member of the Board of Directors of Inficon Holding AG since 2010. From 2013 to 2018, he served as Chairman of the Board of Directors of Garaventa Accessibility AG. From 2008 to 2012, he was CEO of Satisloh and a member of the Executive Committee of the French Group Essilor.

Beat Siegrist worked in an executive function as CEO of Schweiter Technologies from 1996 until mid-2008. Prior to 1996, he worked as a consultant at McKinsey & Co.

Beat Siegrist holds a degree in engineering (dipl. Ing. ETH) and an MBA from INSEAD Fontainebleau.

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## LARS VAN DER HAEGEN

1968, Swiss citizen

Member since 2020 (non-executive)

Lars van der Haegen has been CEO of the Belimo Group and Head of the Group Executive Committee since July 2015. Prior to that, he held various management positions at Belimo: Head of Product Management Air Volume Control Europe from 2000 to 2002, Head of Product Management and Marketing at Belimo Americas from 2003 to 2006, Managing Director of Belimo Italy from 2007 to 2010, and Head of Americas and member of the Group Executive Committee from 2011 to June 2015.

Lars van der Haegen is a Building Technology Designer who holds a Master of Business Administration (MBA) from the Columbia Business School in New York and an MBA from the London Business School.

## STEPHAN WIDRIG

1972, Swiss citizen

Member since 2021 (non-executive)

Stephan Widrig has been CEO of Allreal Group, Zurich, a leading Swiss Real Estate investor and developer, since May 2023. Prior to that, he worked for Flughafen Zurich AG (Zurich Airport Group) in various positions for 23 years in Switzerland and in India, including 15 years as a member of the Management Board, and the last eight years as Group CEO.

Stephan Widrig holds a master's degree in international relations from the University of St. Gallen.

### Other activities and vested interests

During the year under review, the members of the Board of Directors did not have any other management or permanent advisory functions or any mandates for major Swiss or foreign companies other than those mentioned in their resumes, nor did they exercise any important official duties or political mandates. A list of all mandates, as required under the Swiss Code of Obligations in the Compensation Report, can be found for the respective members of the Board of Directors on page 106.

### Stipulations in the Articles of Association on the number of permissible additional activities and interests

According to the Articles of Association, members of the Board of Directors are permitted to exercise a maximum of 15 additional mandates, including up to five mandates in listed companies.

For the purposes of this rule, the term "mandate" means an activity in the senior management or executive bodies of legal entities with an economic purpose. Multiple mandates in legal entities of the same consolidated Group are regarded as a single mandate. There are no restrictions on mandates in legal entities that are controlled by the company or that control the company, on mandates exercised on the instructions of the company or companies under its control, or on mandates in associations, non-profit foundations, family foundations or staff welfare foundations, unless they have an economic purpose. See also: <https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

### Executive activities for the company or its subsidiaries

As mentioned in his resume, Heinz O. Baumgartner was, in addition to his function as member of the Board of Directors, previously also CEO and a member of the Group Management of Schweiter Technologies AG until 30 September 2022. No other member carries out any operational function within the company, nor has any of them been a member of the Group Management of Schweiter Technologies AG or one of its Group companies in the past three years. They also do not have any business relationships with the company.

### Independence

In 2025, all members of the Board of Directors are non-executive and, with the exception of Heinz O. Baumgartner, due to his aforementioned executive activity, also independent members of the Board (in accordance with Article 15 of the Swiss Code of Best Practice for Corporate Governance 2023).

### Election and term of office

In accordance with the company's Articles of Association, the Board of Directors consists of three to seven members. There are no age restrictions or other restrictions on members' term of office. The members of the Board of Directors are elected individually by the General Meeting for

a one-year term of office, the period between one Annual General Meeting and the closing of the next being deemed to constitute one year. Members are eligible for re-election. Members newly elected during a term of office are elected for the remainder of the current term of office.

The Articles of Association contain no rules which differ from the statutory provisions in relation to the appointment of the Chairman, the members of the Nomination and Compensation Committee or the independent proxy. See also:

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

#### **Planned change in the Board of Directors in financial year 2026**

Jacques Sanche, member of the Board of Directors since 2011, decided not to stand for re-election at the Annual General Meeting 2026.

### **INTERNAL ORGANIZATION**

#### **Allocation of tasks within the Board of Directors**

The Annual General Meeting elects a member of the Board of Directors to serve as Board Chairman. The Annual General Meeting also elects the members of the Nomination and Compensation Committee. The term of office is one year, this being defined as the time between one Annual General Meeting and the closing of the next Annual General Meeting. Members are eligible for re-election. If the office of Chairman is vacant, the Board of Directors will appoint a Chairman for the remaining term of office. The Board of Directors constitutes itself, except for the Chairman and members of the Nomination and Compensation Committee, who are elected by the Annual General Meeting. Heinz O. Baumgartner has been Chairman of the Board of Directors since the Annual General Meeting 2023. The Board of Directors elects a Secretary who neither needs to be a member of the Board nor a shareholder. Both the Board of Directors and its committees (Audit Committee and Nomination and Compensation Committee) meet as often as the company's business requires.

All key decisions are taken by the entire Board of Directors as a whole (in particular appointments). The main criteria when selecting candidates for nomination for election to the Board of Directors

are professional experience and the relevant expertise. In addition to a balance of professional competences, the Board of Directors also pays attention to appropriate diversity.

#### **Committees of the Board of Directors**

In the 2025 reporting year, the Board of Directors had two permanent committees: the Audit Committee and the Nomination and Compensation Committee. The duration of the committee meetings depends on the issues discussed.

#### **Audit Committee (AC)**

The Audit Committee (AC) is composed of two members of the Board of Directors (Lars van der Haegen, Chair, and Stephan Widrig). The Board of Directors has determined that both committee members have proven experience and skills in the area of finance to enable them to fulfill their tasks.

In accordance with the organizational and business regulations, the AC supports the Board of Directors in its overall supervisory function, particularly with regard to the completeness of the financial statements, compliance with legal requirements, and the capability and performance of the internal and external auditors.

The committee assesses the appropriateness of the financial reporting, the internal control system, and the monitoring of business risks. It ensures ongoing communication with the external auditors and the internal auditors regarding the Group's financial position and business performance.

In particular, the AC has the following duties and responsibilities:

- Evaluating the external auditors, taking into account the required qualification and independence, and proposal to the Board of Directors regarding their appointment
- Evaluating the work of the internal auditors and ensuring cooperation with the external auditors
- Questioning the management, the internal auditors, and the external auditors on significant risks, contingent liabilities, and other commitments of the Group and assessing the measures taken to manage them
- Reviewing the semi-annual and annual financial statements of the company and the Group, including significant off-balance sheet items

- Discussing the results of the annual audit with the external auditors and discussing the reports of the internal auditors
- Compliance with the rules on transparency of compensation and shareholdings of the members of the Board of Directors and the Group Management

The AC holds decision-making powers in relation to all audit-specific tasks, subject to approval by the entire Board of Directors. All other key decisions are taken by the entire Board of Directors (in particular, appointments). AC meetings are usually attended by the CEO and the CFO, see also the footnotes in the table on page 78. The full Board of Directors is informed of the AC's activities following each meeting. As a rule, the AC meets three to five times per year (at least once every four months).

During the year under review, the AC held four meetings, one of which was held as a video conference. The meetings and the video conference lasted on average two hours. The auditors attended three meetings (one meeting in each of the first, third and fourth quarters) in the year under review.

#### **Nomination and Compensation Committee (NCC)**

In compliance with Article 23a of the Articles of Association, the General Meeting elects from among the members of the Board of Directors at least three members to serve on the Nomination and Compensation Committee (NCC). The term of office of the members of the NCC is one year until the closing of the subsequent Annual General Meeting. Members are eligible for re-election.

In accordance with the Articles of Association and the organizational regulations, the NCC (members in 2025: Jacques Sanche, Chair, Daniel Bossard, and Vanessa Frey) has, in particular, the following duties and responsibilities in respect of compensation matters concerning the Board of Directors and Management:

- Determining the principles for the selection of candidates for the Board of Directors and the Management and submitting proposals to the Board of Directors (for the attention of the General Meeting) regarding the composition of the Board of Directors and the Executive Board
- Proposals to the Board of Directors concerning the definition of the principles of compensation

applicable to Management, including the proportion to be paid in shares and the valuation of these shares

- Proposals to the Board of Directors, for submission to the Annual General Meeting, concerning the total amounts of compensation for the Board of Directors and Management
- Proposals to the Board of Directors concerning the individual levels of compensation for the members of the Board of Directors and Management within the respective total amount approved by the General Meeting
- Proposals to the Board of Directors, for submission to the Annual General Meeting, concerning amendments to the Articles of Association with regard to the compensation system in place for remunerating the Board of Directors and Group Management

The NCC prepares the annual Compensation Report for the attention of the Board of Directors. In addition to the work relating to compensation, the responsibilities of the NCC include succession planning in connection with changes in the Board of Directors and related nomination and election recommendations to the Board of Directors for approval by the Annual General Meeting, as well as the evaluation and succession planning of the Management:

- Submitting proposals to the Board of Directors regarding the appropriate size and balanced composition of the Board of Directors
- Developing criteria for election and re-election to the Board of Directors and the Group Management
- Evaluating potential candidates for the Board of Directors and proposal to the Board of Directors regarding the nomination of such candidates for the agenda item of the General Meeting
- Evaluating candidates for the Group Management and proposal to the Board of Directors
- Evaluating proposals of the Group Management to the Board of Directors regarding appointments and dismissals of members of the Group Management for submission to the Board of Directors
- Submitting proposals to the Board of Directors regarding the approval of agreements and employment contracts with members of the Group Management
- Reviewing succession and contingency plans with the Board of Directors and the Group Management

The Articles of Association and the organizational regulations are available via the following links:  
<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html> and  
<https://www.schweiter.ch/s1a293/corporate-governance/organizational-regulations.html>

After every meeting, the Chairman of the NCC reports on the committee's activities to the Board of Directors. The committee meeting minutes are made available to the members of the Board of Directors. Decision-making powers in relation to compensation reside with the Board of Directors and with the Annual General Meeting as far as total compensation amounts are concerned. As a rule, the CEO and the CFO participate in the NCC meetings in an advisory capacity. However, they recuse themselves when their own compensation is being discussed and determined. Other invited members of the Management are also not present during the part of the meeting when their own compensation is being decided.

The decision-making authority with regard to nominations lies with the entire Board of Directors and the election and re-election of members of the Board of Directors lies with the General Meeting.

As a rule, the NCC meets two to four times per year (semi-annually to quarterly). The NCC is free to call upon external consultants to address specific compensation matters.

In the year under review, the NCC held two meetings. The meetings lasted on average two hours. For details on the participation of the members of the Group Management in the NCC meetings in 2025, please refer to the footnotes in the table on page 78. As a rule, the Chairman of the Board of Directors attends the NCC meetings as a guest. As in the previous year, in 2025, the Board of Directors did not consult external advisors.

#### **Working methods of the Board of Directors**

The Board of Directors is responsible for the strategic management of the Group and for the supervision of those entrusted with its management. To this end, the Board of Directors holds meetings at least four times per year (i.e. once a quarter). Meetings last on average one day. At the Board meetings, the Management reports on the operational side of the business. In discussing business performance, the Management presents risks that have been identified and are of relevance to the

business, assesses their possible impact, and presents the resulting measures. More detailed information can be found in the chapter "Risk Management" on page 130 in the Financial Report and in the Sustainability Report on climate-related issues on pages 37 to 39. In addition, individual strategy meetings are held, usually at times close to the Board of Directors' meeting. Such strategy meetings usually last half a day or one day. In these meetings, specific strategic priorities are discussed in depth. The majority of members of the Board of Directors must be present to ensure a quorum. The Board of Directors adopts resolutions by a majority of votes cast. In the event of a tie, the Chairman shall have the casting vote.

In 2025, the Board of Directors held five meetings, including a strategy meeting. In the year under review, the attendance ratio of the members of the Board of Directors was 100%. The CEO and CFO generally attend the meetings of the Board of Directors, see also the footnotes in the table on page 78. As in the previous year, in 2025 the Board of Directors did not consult external advisors for board meetings.

#### **Definition of areas of responsibility**

Unless the law or the Articles of Association provide otherwise, the Board of Directors delegates operational management entirely to the Group Management. The Board of Directors exercises overall leadership, supervises, and oversees business operations. It issues business policy guidelines and ensures that it is kept regularly informed of business performance (see also the section "Working methods of the Board of Directors" and the company's Articles of Association

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>).

The Board of Directors has, in particular, the following non-delegable and inalienable duties:

- Overall management of the company's business and issuing the necessary directives; hence also developing the strategic objectives, defining the means of achieving those objectives and defining business policy
- Defining the organization
- Defining accounting, financial control, and financial planning, and deciding on extraordinary individual investments, which were not approved in the budget

- Determination of the individual compensation of the members of the Board of Directors and the Group Management within the scope of the total amounts approved by the Annual General Meeting
- Proposing to the Annual General Meeting the total amounts of compensation to be paid to the Board of Directors and the Group Management and amendments to the Articles of Association regarding the compensation system for the Board of Directors and the Group Management
- Appointing and dismissing persons entrusted with the management of the Group and regulation on the authority to sign
- Ultimate supervision of the persons entrusted with the management of the company, specifically in view of their compliance with the law, the Articles of Association, regulations, and directives
- Preparing the Annual Report and the Compensation Report as well as making arrangements for the Annual General Meeting and implementing the resolutions passed by the latter
- Submitting a request for a moratorium and notification of the judge in the event of over-indebtedness
- Resolution on the subsequent payment of contributions on shares not fully paid in
- Adopting resolutions on capital increases and capital reductions and resulting amendments to the Articles of Association
- Verifying compliance with legal requirements governing the appointment, election, and professional qualifications of the statutory auditor

Group Management is responsible for the day-to-day operations of the company in accordance with the directives issued by the Board of Directors and following the customary duty of due diligence and the provisions of the law.

At the meetings of the Board of Directors and the regular division meetings, Group Management reports to the Board of Directors on the following matters in particular:

- Business policy from the perspective of Group Management
- Progress of the business and financial situation of the Group
- Outlook and measures to be taken in the near future
- Development projects and status
- Extraordinary events with a substantial bearing on business

- Personnel policy and planning, information on important personnel decisions

#### Information and control instruments

The Board of Directors is responsible for overseeing the Group's internal control systems, which monitor the risk of inadequate business performance, but cannot rule out such a risk. These systems provide appropriate, though not absolute, security against significant inaccuracies and material losses. Group Management is responsible for identifying and assessing significant risks (see also section "Definition of areas of responsibility"). In addition to quantitative approaches and formal guidelines – which cover only part of a comprehensive risk management approach – it is also considered important to maintain a corresponding risk management culture.

In addition to a continuous process of monitoring and assessment, the Management also submits detailed monthly reports to the Board of Directors (MIS). These provide a detailed account of the volume and profitability trends (net sales, contribution margin, OPEX, EBITDA, EBIT, and net income). Deviations from the budget or from the previous year are presented in detail. Important balance sheet figures (cash and cash equivalents, and net operating assets) and headcount data are prepared on a monthly basis. Besides this information, which is prepared on a monthly basis, additional analyses of individual key figures are also provided, such as price and margin trends and currency effects. Within the scope of the annual plan, a forecast is prepared at the middle of the year and in the fourth quarter. Group Management members are consulted on individual topics.

The Audit Committee and Board of Directors identify additional topics which are taken up in the context of the internal controlling processes and subject to in-depth analysis and investigation. This is done either by means of internal audits in the relevant national subsidiaries or by consulting external specialists where necessary. The internal audit function is aligned with the values of the International Professional Practices Framework (IPPF). The Audit Committee also focuses on defining the scope and content of the external audit. Each Board member is also sent the full minutes of all Audit Committee meetings. The CEO and the CFO usually attend the meetings of the Audit Committee.

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### **Risk management**

As part of the risk assessment process, the likelihood of occurrence of risks and the potential damage are considered. In addition to financial risks, current systemic risks such as pandemics, cyber threats, political instability, supply and raw material shortages, and the possible impact of climate change are also included in the risk assessment. Based on the results of the probability of occurrence and the expected damage potential, a risk matrix is drawn up.

Further information regarding risk management can be found on page 6 in the Group Management Report and on pages 130 to 131 of the notes to the financial statements.

### **Internal Control System (ICS)**

Schweiter Technologies has an internal control system (ICS). The ICS follows a risk-oriented approach, under which – on the basis of a risk assessment – key controls in significant internal business processes are systematically monitored with regard to existence, compliance, and documentation. All Group companies have an ICS, the scope of the ICS depends on size and risks. ICS documentation and test programs are in place for the following processes, which have been defined as financially relevant: purchasing, inventories, production, property, plant and equipment, payroll, finances, information technology, preparation of financial statements, and consolidation.

Group Controlling monitors the Group companies' ICS documentation, is responsible for company-wide controls, and ensures that effective controls are performed with respect to consolidated financial statements. Furthermore, Group Controlling also ensures, on an annual basis, that suggestions for improvement and measures proposed by the external auditors and in internal audit reports are implemented. In the course of interim and annual audits, the external auditors monitor the existence and the relevant documentation of the ICS and submit a report to the Audit Committee. The scope of the annual audit is discussed yearly with the Audit Committee. The Board of Directors reviews the internal information and control systems annually regarding their effectiveness for identifying, assessing, and managing the risks associated with business operations.

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## GROUP MANAGEMENT (AS OF 31 DECEMBER 2025)



**ROMAN SONDEREGGER**  
Group CEO

**DR. URS SCHEIDEGGER**  
Group CFO

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## ROMAN SONDEREGGER

1976, Swiss citizen

Group CEO

Roman Sonderegger is a member of the Group Management, and since 1 October 2022, he has been CEO of Schweiter Technologies AG.

After occupying a number of management positions in supply chain management and working as a consultant at the Boston Consulting Group, Roman Sonderegger was employed in various roles at the Bühler Group from 2010 to 2022, including as Head of Sales & Services Operations Group and Managing Director of Bühler Southern Africa. From 2019 to March 2022, he was Head of Business Unit Wheat & Rye and Customer Service Milling Solutions of the Bühler Group.

Roman Sonderegger has a master's degree in Industrial Management and Manufacturing from the Swiss Federal Institute of Technology (ETH) Zurich.

## DR. URS SCHEIDEGGER

1969, Swiss citizen

Group CFO

Urs Scheidegger is a member of the Group Management, and since 1 October 2023, he has been CFO of Schweiter Technologies AG.

He began his career at McKinsey & Company and since 2002 had worked in a variety of roles at Schindler Group, including eight years in Asia in various financial management functions. From 2011, he was in charge of corporate controlling at Schindler Group, before becoming Group CFO, a role in which he served from 2018 to 2022.

Urs Scheidegger holds a master's degree in business administration (lic. oec.) and a doctorate in economics (Dr. oec.) awarded by the University of St. Gallen, Switzerland.

### Other activities and vested interests

Since 2024, Roman Sonderegger, CEO, has been a member of the board of directors of AMAG Group AG; while Urs Scheidegger, CFO, had no further management or permanent advisory functions or mandates from major Swiss or foreign companies, neither in 2025 nor in the previous years. Both members of the Group Management did not exercise any important official duties or political mandates in 2025. A list of all mandates, as required under the Swiss Code of Obligations in the Com-

pensation Report, can be found for the respective members of the Group Management on page 106.

### Stipulations in the Articles of Association on the number of permissible additional activities and interests

Members of Group Management may exercise a maximum of ten additional mandates, including up to two mandates in listed companies.

For the purposes of this rule, the term "mandate" means an activity in the senior management or executive bodies of other legal entities with an economic purpose. Multiple mandates in legal entities of the same consolidated Group are regarded as a single mandate. There are no restrictions on mandates in legal entities that are controlled by the company or that control the company, on mandates exercised on the instructions of the company or companies under its control, or on mandates in associations, non-profit foundations, family foundations or staff welfare foundations, unless they have an economic purpose. See also:

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

### Management contracts

There are no management contracts.

### Compensation, shareholdings, and loans

Details on compensation, shareholdings, and loans including the statutory rules regarding the principles of compensation, participation plans, loans, credits, and pension benefits are set out in the separate Compensation Report on pages 96 to 113 of this Annual Report.

## SHAREHOLDERS' PARTICIPATION RIGHTS

### Restriction of voting rights and representation

Each registered share entitles shareholders, who have been registered in the share register, to one vote. Pursuant to Article 3bis of the Articles of Association, shareholders or usufructuaries are recognized by the company if they are entered as such in the share register with their surname and first name, place of residence, address, and nationality (legal entities with company name, domicile, and registered office).

Each shareholder registered in the share register may represent his or her votes at the Annual General Meeting of Shareholders himself or herself or have them represented by a third party who does not need to be a shareholder. The representative must identify himself or herself by written power of attorney. In addition, any shareholder may have his or her shares represented at the Annual General Meeting by the independent proxy. Regarding the provisions of the Articles of Association concerning nominee registrations, reference is made to the explanations on page 75 chapter "Share Register and Limitations on Transferability and Nominee Registrations" and Article 3bis of the Articles of Association.

In the reporting year 2025, the Board of Directors did not reject any applications for registration in the share register and did not grant any exceptions.

Pursuant to Article 16 of the Articles of Association, a restriction on the transferability of registered shares requires a resolution of the General Meeting of Shareholders passed by at least two-thirds of the votes represented and a majority of the par value of the shares represented:

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

### Independent proxy

The Annual General Meeting elects the independent proxy for a term of office of one year. He or she is eligible for re-election. Pursuant to Article 14a of the Articles of Association, the independent proxy is obliged to exercise voting rights in accordance with instructions. If he or she has not received any instructions, he or she shall abstain from voting. The Board of Directors prepares forms which must be used to issue powers of attorney and instructions. Proxies and instructions

may only be issued for the upcoming Annual General Meeting. They may also be issued electronically. If the Annual General Meeting does not have an independent proxy, the Board of Directors shall appoint one for the next Annual General Meeting. See also:

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

The Annual General Meeting held on 9 April 2025 re-elected Proxy Voting Services GmbH, Zurich, management by Dr. René Schwarzenbach, to serve as the independent proxy for a one-year term of office.

### Annual General Meeting 2025

861 385 registered shares, corresponding to 60.16% of the share capital, were present at the Annual General Meeting held on 9 April 2025, in Zug, Switzerland. The Annual General Meeting took place with the physical presence of shareholders. As an alternative to attending in person, shareholders also had the option of issuing a written or electronic proxy (via the ShApp platform) with instructions to the independent voting representative.

The Annual General Meeting 2025 approves all motions proposed by the Board of Directors. The minutes can be downloaded from the corporate website:

<https://www.schweiter.ch/s1a134/investors/annual-general-meeting.html>

### Annual General Meeting 2026

For the upcoming Annual General Meeting on 9 April 2026, shareholders who are registered in the share register are entitled to vote. In addition to physical attendance or voting by third parties or by the independent proxy, the company again offers shareholders the option of voting by proxy in electronic form via the ShApp platform ([www.shapp.ch](http://www.shapp.ch)). The relevant registration and voting procedure using this platform will be explained in the invitation to the General Meeting.

### Statutory quorums

The Annual General Meeting passes its resolutions and conducts its elections by a majority of the votes cast, excluding blank and invalid votes, unless otherwise provided by law or the Articles of Association. In the event of a tie, a resolution shall

be deemed not to have been passed, and elections shall be decided by lot.

Pursuant to Article 16 of the Articles of Association, the following resolutions must by law be passed by at least two thirds of the votes represented and a majority of the par value of the shares represented:

1. Amendment of the corporate purpose
2. Introduction of shares with increased voting powers
3. Restriction of the transferability of registered shares
4. Introduction of conditional capital or introduction of a capital band
5. Increase of capital out of equity, against contribution in kind or by offsetting against a claim and the granting of special benefits
6. Restriction or cancellation of subscription rights
7. Change of the currency of the share capital
8. Introduction of the casting vote of the Chairman at the General Meeting
9. Delisting of the company's equity securities
10. Transfer of the domicile of the company
11. Introduction of an arbitration clause in the Articles of Association
12. Dissolution of the company

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

#### **Convening the Annual General Meeting and inclusion of items on the agenda**

The Annual General Meeting is convened by the Board of Directors, or if necessary, by the auditors. The Annual General Meeting must be convened by publication of a notice in the Swiss Official Gazette of Commerce at least 20 days before the date on which the meeting is due to be held. Shareholders registered in the share register will also receive the invitation by letter.

The Annual General Meeting takes place each year within six months of the end of the financial year. The right to propose items for the agenda of the Annual General Meeting is governed by the provisions of Swiss company law.

Extraordinary General Meetings are to be called as frequently as is necessary, particularly in cases provided by law. The convening of a Extraordinary General Meeting may also be requested in writing by one or more shareholders repre-

senting at least 5% of the share capital or voting rights, specifying the agenda item and the proposals. In this case, the Board of Directors must convene the Extraordinary General Meeting within a reasonable period of time, but at the latest within 60 days. Shareholders representing shares with a nominal value of at least 0.5% of the share capital or voting rights may request that a particular item or that motions relating to items are added to the agenda. Such requests must be submitted to the Board of Directors in writing at least 45 days in advance of the General Meeting, specifying the subject to be discussed and the proposals together with a brief explanation.

The date, time, nature, and place of the General Meeting, the items to be discussed, the motions of the Board of Directors and of the shareholders who have requested that the General Meeting be held or that an item be placed on the agenda, together with a brief statement of the reasons for the motions, and the name and address of the independent proxy shall be published, when such a meeting is convened.

At least 20 days prior to the Annual General Meeting, the Annual Financial Statements with the auditor's report and the management report of the Board of Directors as well as the Compensation Report including the auditor's report and the Sustainability Report shall be made accessible electronically to the shareholders. If the documents are not accessible electronically, each shareholder may request that they be sent to him or her in good time.

No resolutions may be passed on motions relating to items on the agenda that have not been duly announced, with the exception of motions to convene an Extraordinary General Meeting, to conduct a special investigation and to elect an auditor in response to a request from a shareholder.

No prior announcement is required for the submission of motions within the scope of the items on the agenda or for negotiations without the adoption of resolutions.

The venue of the Annual General Meeting and the form in which it is held shall be determined by the Board of Directors. The place of the meeting may also be abroad if the Board of Directors designates an independent proxy in the notice convening the meeting.

According to Article 12 of the Articles of Association, the Board of Directors may provide that

shareholders who are not present at the venue of the Annual General Meeting may exercise their rights electronically. The Board of Directors may also waive the determination of a venue and order to hold a purely virtual Annual General Meeting if the Board of Directors designates an independent proxy in the notice convening the meeting. See also:

<https://www.schweiter.ch/s1a127/corporate-governance/statuten.html>

In the case of a purely virtual Annual General Meeting, the Board of Directors must, in accordance with Article 701e of the Swiss Code of Obligations, ensure, before the meeting is convened, that:

- any falsification of the votes is prevented;
- the identity of the participants can be established;
- the votes of the General Meeting can be transmitted immediately;
- each participant can make motions and take part in the discussions; and,
- the voting results cannot be falsified.

The Annual General Meeting on 9 April 2026 is planned with physical attendance by the shareholders at the Annual General Meeting, in Zug, Switzerland.

#### Entries in the share register

A share register is maintained for the registered shares. In accordance with Article 3bis of the Articles of Association, anyone whose name, address, and nationality (or in the case of legal entities, the registered office) are entered in the share register is recognized as a shareholder or beneficiary. Entry in the share register as a shareholder with voting rights is subject to the approval of the Board of Directors, which may delegate this authority in whole or in part. For administrative reasons, the share register is closed ten days before the Annual General Meeting. Shareholders who sell their shares before a Annual General Meeting are no longer entitled to vote for these shares. The effective closing date will be stated in the invitation to the Annual General Meeting on 9 April 2026. The share register is held by areg.ch AG, Hägendorf, Switzerland.

## CHANGE OF CONTROL AND DEFENSE MEASURES

#### Duty to make an offer

An acquirer of shares of the company is not obliged to submit a public purchase offer pursuant to Articles 135 and 163 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinMIA) (Article 4 of the Articles of Association "Opting out"), see also:

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

#### Clauses on changes of control

No clauses on changes of control are in place for members of the Board of Directors or Management or in favor of other senior executives holding a key function within the Group.

## STATUTORY AUDITOR

### Duration of mandate and term of office of the auditor in charge

The Annual General Meeting elects the statutory auditor, who must be independent in accordance with the provisions of Article 728 of the Swiss Code of Obligations. The statutory auditor is elected for a one-year term of office ending on the conclusion of the Annual General Meeting at which the statutory auditor's report is to be sub-

mitted. The statutory auditor is eligible for re-election. In accordance with Article 730a of the Swiss Code of Obligations, the auditor in charge rotates every seven years.

Since 2021, KPMG AG, Zug, has been the statutory auditor of Schweiter Technologies AG. At the Annual General Meeting on 9 April 2025, KPMG AG was re-elected for a one-year term, as proposed by the Board of Directors. Since 1 April 2021, the auditor in charge has been Toni Wattenhofer of KPMG AG.

### Auditing fee

The following fees were paid to the auditing companies in financial year 2025:

| (in 1000 CHF)                  | 2025       | 2024       |
|--------------------------------|------------|------------|
| Auditing services <sup>1</sup> | 780        | 845        |
| Audit-related services         | 3          | 9          |
| <b>Total</b>                   | <b>783</b> | <b>854</b> |

<sup>1</sup> Auditing the consolidated financial statements, the holding company statements, and the financial statements of the individual Group companies, of which CHF 208 000 is attributable to third-party auditors (in 2024: CHF 249 000)

### Additional fees

In financial year 2025, KPMG AG was paid additional fees in the total amount of CHF 86 000, thereof CHF 62 000 for tax advice and CHF 24 000 for other services (total amount in 2024: CHF 83 000).

### Supervisory and control instruments vis-à-vis the auditor

Auditing services are defined as standard tasks in an audit, to prepare reports on the statutory annual financial statements, and to be able to provide an opinion on the consolidated financial statements.

The Audit Committee, which met the auditors three times during the 2025 financial year, is responsible for supervising and monitoring the audit and regularly reporting back to the Board of Directors as a whole. The statutory auditor prepares a comprehensive report on the outcome of the auditing activities on an annual basis. The statutory auditor's report is supported by an accompanying annual management letter and a comprehensive report to the Board of Directors.

The auditors may not be members of the Board of Directors or company employees, nor may they carry out any other work for the company which would be incompatible with the audit assignment. They must be independent of the Board of Directors and of any shareholding of more than 5% of voting rights. The auditors must adhere to the independence guidelines of their profession. The Audit Committee verifies the statutory auditor's qualifications on an annual basis as part of its supervisory and monitoring functions. Particular emphasis is placed on the following criteria: independence of the auditors and an understanding of the Group's business activities and the specific business risks it faces.

With respect to the year under review, the Audit Committee and Board of Directors have concluded that the independence of the auditor has been fully ensured.

## INFORMATION POLICY

Schweiter Technologies maintains a regular and open dialog with all shareholders and the capital market.

In addition to the Annual Financial Statements, Schweiter Technologies AG publishes its business results in a Semi-Annual Report. In compliance with the ad hoc publicity guidelines contained in the Listing Rules of SIX Exchange Regulation, Schweiter Technologies AG also discloses price-sensitive information.

The company's official publication is the Swiss Official Gazette of Commerce (SOGC, [www.sogc.ch](http://www.sogc.ch)). Information on disclosure notices from major shareholders can be found at:

<https://www.serag.com/en/resources/notifications-market-participants/significant-shareholders.html>

Information on transactions effected by members of the Board of Directors or Management is available at:

<https://www.ser-ag.com/en/resources/notifications-market-participants/management-transactions.html>

Any interested party may request to be placed on the Schweiter Technologies AG e-mail distribution list to receive, free of charge, price-sensitive information in a direct and timely manner. All information and the online registration form to be placed on the e-mail distribution list can be found at: [www.schweiter.com](http://www.schweiter.com) (direct link: <https://www.schweiter.ch/contact-order-report>).

The regular presentation of company facts and figures is an inherent part of Schweiter's communication culture. Media and analyst conferences for investors, analysts, and journalists are held to present specific company events (e.g. Capital Markets Day) when publishing annual and/or semi-annual results. These presentations are available on the company's website at: <https://www.schweiter.ch/s1a200/investors/financial-reports-presentations.html>

At the Annual General Meeting, the Board of Directors and Group Management provide information on the annual financial statements and the

company's business performance, and answer shareholders' questions.

The financial reports (Annual Reports, Semi-Annual Reports) and Sustainability Reports are available on the company's website, and print versions can be ordered free of charge or electronic versions can be downloaded via the following link:

<https://www.schweiter.ch/s1a200/investors/financial-reports-presentations.html>

Media releases, classified under "All" and "Ad hoc press releases", are available via the following direct link:

<https://www.schweiter.ch/s1f3/media-releases/>

The direct links to the company's Articles of Association (in German) and the Organizational and Business Regulations of the company can be found at:

<https://www.schweiter.ch/s1a127/corporate-governance/articles-of-association.html>

and:

<https://www.schweiter.ch/s1a293/corporate-governance/organizational-regulations.html>

The company's Code of Conduct is available via the following link:

<https://www.schweiter.ch/s1a203/corporate-governance/code-of-conduct.html>

The address for investor relation matters is:

Schweiter Technologies AG  
Dr. Urs Scheidegger, Group CFO  
Hinterbergstrasse 20  
6312 Steinhausen, Switzerland  
T +41 41 757 77 00

[investor@schweiter.com](mailto:investor@schweiter.com)  
[www.schweiter.com](http://www.schweiter.com)

27 February 2026: Publication of annual results 2025 and media and analyst conference results 2025

9 April 2026: Annual General Meeting

24 July 2026: Publication of semi-annual results 2026 and media and analyst conference on semi-annual results 2026

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The entire financial calendar with important dates is available at:

<https://www.schweiter.ch/s1a13/investoren/finanzkalender.html>

## BLACKOUT PERIODS

Schweiter Technologies AG reviewed and adapted its Management Transactions and Insider Trading Policy in 2024 and confirmed it in 2025. Its Principles on Management Transactions and Insider Trading set out the following rules for trading blackout periods:

From the end of a reporting period (31.12. and 30.06.) to the publication of the company's annual and semi-annual results (trading blackout periods), no securities transactions may be carried out, nor may trading in the company's securities be recommended to other persons. The dates of publication of all financial results are published on the website:

<https://www.schweiter.ch/s1a13/investors/financial-calendar.html>

Trading blackout periods also include the period between the internal notification of information leading to "ad hoc publicity" (e.g. profit changes, important personnel changes, company takeovers, strategy updates, etc.) and the announcement of this information.

The trading blackout periods apply to all members of the Board of Directors and Group Management of Schweiter Technologies AG as well as to persons who, by virtue of their shareholding or activity, have direct access to confidential information relevant to the share price.

No exceptions are granted. There was no deviation from this rule either in the reporting year 2025 or in the previous years.