



Financial reporting

84	Consolidated income statement
85	Consolidated statement of comprehensive income
86	Consolidated balance sheet
87	Consolidated statement of changes in equity
89	Consolidated statement of cash flows
91	Notes to the consolidated financial statements
176	Auditor's report
182	Supplementary information
190	Financial statements of Sulzer Ltd
190	Balance sheet of Sulzer Ltd
191	Income statement of Sulzer Ltd
192	Statement of changes in equity of Sulzer Ltd
193	Notes to the financial statements of Sulzer Ltd
200	Auditor's report

Consolidated income statement

January 1 – December 31

millions of CHF	Notes	2024	2023
Sales	2, 19	3'530.6	3'281.7
Cost of goods sold		-2'347.4	-2'197.1
Gross profit		1'183.2	1'084.6
Selling and distribution expenses		-335.2	-323.7
General and administrative expenses		-382.5	-370.6
Research and development expenses	9	-76.4	-70.8
Net impairment release / (loss) on contract assets and trade accounts receivable		-0.6	0.9
Other operating income / (expenses), net	10	-6.0	9.2
Operating income (EBIT)		382.5	329.7
Interest and securities income	11	19.6	18.3
Interest expenses	11	-29.3	-30.3
Other financial income / (expenses), net	11	-15.5	-10.3
Share of profit / (loss) of associates and joint ventures	16	-3.8	-3.2
Income before income tax expenses		353.5	304.3
Income tax expenses	12	-88.2	-73.8
Net income		265.4	230.5
- thereof attributable to shareholders of Sulzer Ltd		261.9	229.1
- thereof attributable to non-controlling interests		3.5	1.3
Earnings per share (in CHF)			
Basic earnings per share	24	7.73	6.76
Diluted earnings per share	24	7.64	6.67

Consolidated statement of comprehensive income

January 1 – December 31

millions of CHF	Notes	2024	2023
Net income		265.4	230.5
Items that may be reclassified subsequently to the income statement			
Cash flow hedges, net of tax	28	-7.5	8.3
Currency translation differences		30.7	-146.0
Total of items that may be reclassified subsequently to the income statement		23.2	-137.7
Items that will not be reclassified to the income statement			
Remeasurements of defined benefit plans, net of tax	8	0.8	128.8
Equity investments at FVOCI – net change in fair value, net of tax	17	-4.9	0.6
Total of items that will not be reclassified to the income statement		-4.0	129.3
Total other comprehensive income		19.1	-8.3
Total comprehensive income for the period		284.5	222.1
- thereof attributable to shareholders of Sulzer Ltd		280.6	221.6
- thereof attributable to non-controlling interests		3.9	0.6

Consolidated balance sheet

December 31

millions of CHF	Notes	December 31, 2024	December 31, 2023
Non-current assets			
Goodwill	13	661.4	637.9
Other intangible assets	13	178.5	196.8
Property, plant and equipment	14	387.8	348.2
Lease assets	15	105.2	93.2
Associates and joint ventures	16	53.0	54.7
Other non-current financial assets	17	30.2	38.4
Defined benefit assets	8	144.0	170.5
Non-current receivables		1.9	1.2
Deferred income tax assets	12	153.6	144.9
Total non-current assets		1'715.5	1'685.9
Current assets			
Inventories	18	515.1	495.1
Current income tax receivables		28.4	30.4
Advance payments to suppliers		94.7	86.8
Contract assets	19	500.1	430.1
Trade accounts receivables	20	680.2	540.8
Other current receivables and prepaid expenses	21	118.8	123.4
Current financial assets	17	1.0	2.3
Cash and cash equivalents	22	1'060.6	974.7
Total current assets		2'998.8	2'683.5
Total assets		4'714.3	4'369.5
Equity			
Share capital	23	0.3	0.3
Reserves		1'223.3	1'095.0
Equity attributable to shareholders of Sulzer Ltd		1'223.6	1'095.4
Non-controlling interests		11.5	3.2
Total equity		1'235.1	1'098.6
Non-current liabilities			
Non-current borrowings	25	745.0	795.2
Non-current lease liabilities	15	78.3	69.0
Deferred income tax liabilities	12	67.9	83.2
Non-current income tax liabilities	12	8.1	2.7
Defined benefit obligations	8	106.1	127.3
Non-current provisions	26	46.2	46.7
Other non-current liabilities		7.3	1.2
Total non-current liabilities		1'058.9	1'125.3
Current liabilities			
Current borrowings	25	312.0	261.1
Current lease liabilities	15	26.6	23.9
Current income tax liabilities		43.1	44.1
Current provisions	26	143.8	145.3
Contract liabilities	19	531.3	451.0
Trade accounts payable		388.2	367.7
Other current and accrued liabilities	27	975.2	852.4
Total current liabilities		2'420.3	2'145.6
Total liabilities		3'479.1	3'270.8
Total equity and liabilities		4'714.3	4'369.5

Consolidated statement of changes in equity

January 1 – December 31

millions of CHF	Notes	Attributable to shareholders of Sulzer Ltd					Total	Non-controlling interests	Total equity
		Share capital	Retained earnings	Treasury shares	Cash flow hedge reserve	Currency translation adjustment			
Equity as of January 1, 2024		0.3	1'979.5	-36.7	4.2	-852.0	1'095.4	3.2	1'098.6
Comprehensive income for the period:									
Net income			261.9				261.9	3.5	265.4
- Cash flow hedges, net of tax	28	-	-	-	-7.5	-	-7.5	-	-7.5
- Remeasurements of defined benefit plans, net of tax	8	-	0.8	-	-	-	0.8	-	0.8
- Equity investments at FVOCI – net change in fair value, net of tax	17	-	-4.9	-	-	-	-4.9	-	-4.9
- Currency translation differences		-	-	-	-	30.3	30.3	0.4	30.7
Other comprehensive income		-	-4.0	-	-7.5	30.3	18.7	0.4	19.1
Total comprehensive income for the period		-	257.8	-	-7.5	30.3	280.6	3.9	284.5
Transactions with owners of the company:									
Changes in non-controlling interests		-	-3.2	-	-	-	-3.2	3.2	0.0
Transactions with non-controlling interests	3	-	-6.1	-	-	4.6	-1.5	1.5	0.0
Contribution from medmix	23	-	0.1	-	-	-	0.1		0.1
Allocation of treasury shares to share plan participants		-	-18.3	18.3	-	-	-		-
Purchase of treasury shares	23	-	-	-33.2	-	-	-33.2		-33.2
Share-based payments	30	-	12.7	-	-	-	12.7		12.7
Dividends	23	-	-127.3	-	-	-	-127.3	-0.3	-127.6
Equity as of December 31, 2024	23	0.3	2'095.2	-51.6	-3.2	-817.2	1'223.6	11.5	1'235.1

January 1 – December 31

millions of CHF	Notes	Attributable to shareholders of Sulzer Ltd					Total	Non-controlling interests	Total equity
		Share capital	Retained earnings	Treasury shares	Cash flow hedge reserve	Currency translation adjustment			
Equity as of January 1, 2023		0.3	1'777.7	-42.9	-4.1	-706.7	1'024.3	4.4	1'028.6
Comprehensive income for the period:									
Net income			229.1				229.1	1.3	230.5
- Cash flow hedges, net of tax	28	-	-	-	8.3	-	8.3	-	8.3
- Remeasurements of defined benefit plans, net of tax	8	-	128.8	-	-	-	128.8	-	128.8
- Equity investments at FVOCI – net change in fair value, net of tax	17	-	0.6	-	-	-	0.6	-	0.6
- Currency translation differences		-	-	-	-	-145.3	-145.3	-0.7	-146.0
Other comprehensive income		-	129.3	-	8.3	-145.3	-7.6	-0.7	-8.3
Total comprehensive income for the period		-	358.5	-	8.3	-145.3	221.6	0.6	222.1
Transactions with owners of the company:									
Acquisition of non-controlling interests without a change in control	3	-	-22.4			0.0	-22.4	-0.4	-22.8
Transactions with non-controlling interests	23							-1.1	-1.1
Contribution from medmix	23	-	0.3	-	-	-	0.3		0.3
Allocation of treasury shares to share plan participants		-	-27.2	27.2	-	-		-	-
Purchase of treasury shares	23	-		-20.9	-	-	-20.9		-20.9
Share-based payments	30	-	11.6	-	-	-	11.6		11.6
Dividends	23	-	-118.9	-	-	-	-118.9	-0.3	-119.2
Equity as of December 31, 2023	23	0.3	1'979.5	-36.7	4.2	-852.0	1'095.4	3.2	1'098.6

Consolidated statement of cash flows

January 1 – December 31

millions of CHF	Notes	2024	2023
Cash and cash equivalents as of January 1, as per balance sheet		974.7	1'196.3
Cash and cash equivalents classified as held for sale		–	28.6
Cash and cash equivalents as of January 1		974.7	1'224.9
Net income		265.4	230.5
Interest and securities income	11	–19.6	–18.3
Interest expenses	11	29.3	30.3
Income tax expenses	12	88.2	73.8
Depreciation, amortization and impairments	13, 14, 15	120.2	108.2
Loss / (gain) from disposals of tangible and intangible assets, net	10	–0.3	–0.5
Changes in inventories		–7.0	–17.0
Changes in advance payments to suppliers		–5.9	–19.6
Changes in contract assets		–55.6	–11.4
Changes in trade accounts receivable		–124.7	15.8
Changes in contract liabilities		66.6	100.9
Changes in trade accounts payable		14.4	–46.1
Changes in employee benefit plans		–2.1	–4.1
Changes in provisions		–6.3	–4.7
Changes in other net current assets		51.9	–22.7
Other non-cash items		11.4	20.4
Interest received		17.3	18.3
Interest paid		–23.7	–25.9
Income tax paid		–95.6	–65.6
Total cash flow from operating activities		323.8	362.2
Purchase of intangible assets	13	–9.7	–6.1
Proceeds from the sale of intangible assets	13	0.0	–
Purchase of property, plant and equipment	14	–82.7	–59.5
Proceeds from the sale of property, plant and equipment	14	3.5	4.6
Acquisitions of subsidiaries, net of cash acquired	3	–13.1	–1.3
Divestitures and deconsolidation of subsidiaries, net of cash derecognized	4	–	–26.6
Acquisitions of associates and joint ventures	16	–	–17.8
Dividends from associates	16	0.1	0.2
Purchase of other non-current financial assets	17	–1.7	–0.6
Purchase of current financial assets	17	–0.4	–0.7
Repayments of financial assets	17	5.8	2.9
Total cash flow from investing activities		–98.2	–104.8

Dividends paid to shareholders of Sulzer Ltd	23	-86.5	-80.9
Dividends paid to non-controlling interests in subsidiaries		-0.3	-0.3
Purchase of treasury shares	23	-33.2	-20.9
Payments of lease liabilities	15	-29.7	-28.3
Divestiture (Acquisition) of non-controlling interests	3	-0.3	-19.4
Proceeds from non-current borrowings	25	249.3	-
Proceeds from current borrowings	25	42.3	26.0
Repayments of current borrowings	25	-293.3	-324.9
Total cash flow from financing activities		-151.6	-448.6
Exchange gains / (losses) on cash and cash equivalents		11.9	-59.0
Net change in cash and cash equivalents		85.9	-250.3
Cash and cash equivalents as of December 31	22	1'060.6	974.7

As of December 31, 2024, cash related to an overdue advance payments from a customer in the amount of CHF 30.4 million was held in an agent account and was fully received on January 7, 2025. The amount was not included in cash and cash equivalents as at December 31, 2024.

For the calculation of free cash flow (FCF), reference is made to the section "[Financial review](#)".

Notes to the consolidated financial statements

92	01 General information
93	02 Segment information
99	03 Acquisitions of subsidiaries and transactions with non-controlling interests
101	04 Disposals and loss of control
103	05 Critical accounting estimates and judgments
106	06 Financial risk management
115	07 Personnel expenses
116	08 Employee benefit plans
122	09 Research and development expenses
123	10 Other operating income and expenses
124	11 Financial income and expenses
125	12 Income taxes
129	13 Goodwill and other intangible assets
131	14 Property, plant and equipment
133	15 Leases
135	16 Associates and joint ventures
136	17 Other financial assets
137	18 Inventories
138	19 Assets and liabilities related to contracts with customers
139	20 Trade accounts receivable
141	21 Other current receivables and prepaid expenses
142	22 Cash and cash equivalents
143	23 Equity
145	24 Earnings per share
146	25 Borrowings
148	26 Provisions
150	27 Other current and accrued liabilities
151	28 Derivative financial instruments
152	29 Contingent liabilities
153	30 Share participation plans
156	31 Transactions with members of the Board of Directors, Executive Committee and related parties
157	32 Auditor remuneration
158	33 Key accounting policies and valuation methods
172	34 Subsequent events after the balance sheet date
173	35 Major subsidiaries

Notes to the consolidated financial statements

1 General information

Sulzer Ltd (the “company”) is a company domiciled in Switzerland. The address of the company’s registered office is Neuwiesenstrasse 15 in Winterthur, Switzerland. The consolidated financial statements for the year ended December 31, 2024, comprise the company and its subsidiaries (together referred to as the “group” and individually as the “subsidiaries”) and the group’s interest in associates and joint ventures. Sulzer was founded in 1834 in Winterthur, Switzerland, and employs 13’455 people. The company serves clients in 160 production and service sites around the world. Sulzer Ltd is listed on SIX Swiss Exchange in Zurich, Switzerland (symbol: SUN).

Sulzer is a global leader in fluid engineering and chemical processing applications, developing innovative products and services that drive sustainable progress.

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards. They were authorized for issue by the Board of Directors on February 26, 2025.

Details of the group’s accounting policies are included in [note 33](#).

2 Segment information

Segment information by division

millions of CHF	Flow		Services		Chemtech	
	2024	2023	2024	2023	2024	2023
Order intake (unaudited) ¹⁾	1'603.3	1'466.5	1'378.3	1'271.3	866.9	842.5
Sales ²⁾	1'444.3	1'354.4	1'249.1	1'154.8	837.1	772.5
Operational profit (unaudited)	137.4	108.2	186.7	171.3	118.0	95.0
Operational profitability (unaudited)	9.5%	8.0%	15.0%	14.8%	14.1%	12.3%
Restructuring expenses	-1.2	-2.1	-2.3	-0.7	-0.2	-0.3
Amortization	-25.8	-25.4	-4.6	-3.7	-6.9	-6.8
Impairments on tangible and intangible assets ³⁾	-	-0.1	-4.5	-0.0	-	-0.1
Non-operational items (unaudited) ⁴⁾	1.5	-6.5	-3.8	12.7	0.0	-2.9
EBIT	111.8	74.1	171.5	179.6	110.9	84.9
EBITDA	169.6	128.4	209.6	210.6	131.6	104.6
EBITDA as % of sales	11.7%	9.5%	16.8%	18.2%	15.7%	13.5%
Depreciation	-31.9	-28.8	-29.0	-27.3	-13.8	-12.8
Total assets as of December 31	1'495.9	1'427.7	1'078.1	944.4	633.1	533.2
Total liabilities as of December 31	750.3	718.6	488.8	411.2	473.6	409.1
Capital expenditure (incl. lease assets)	-44.5	-37.7	-46.0	-33.4	-38.6	-27.8
Employees (number of full-time equivalents) as of December 31	5'492	5'465	4'832	4'630	2'934	2'849

1) Order intake from external customers.

2) Sales from external customers.

3) An impairment of tangible assets is reported in the consolidated income statement in the line cost of goods sold.

4) The amounts reported in 2023 mainly consist of a gain on deconsolidation related to the Russian business of CHF 8.0 million, including the reclassification of the accumulated currency translation adjustments being allocated to the divisions.

Segment information by division

millions of CHF	Total divisions		Others ⁵⁾		Total Sulzer	
	2024	2023	2024	2023	2024	2023
Order intake (unaudited) ¹⁾	3'848.6	3'580.3	–	–	3'848.6	3'580.3
Sales ²⁾	3'530.6	3'281.7	–	–	3'530.6	3'281.7
Operational profit (unaudited)	442.1	374.5	–5.9	–8.9	436.2	365.6
Operational profitability (unaudited)	12.5%	11.4%	n/a	n/a	12.4%	11.1%
Restructuring expenses	–3.7	–3.1	0.0	0.1	–3.7	–3.0
Amortization	–37.4	–35.9	–1.1	–0.7	–38.5	–36.6
Impairments on tangible and intangible assets ³⁾	–4.5	–0.2	–	–	–4.5	–0.2
Non-operational items (unaudited) ⁴⁾	–2.3	3.3	–4.7	0.5	–7.0	3.8
EBIT	394.2	338.6	–11.7	–9.0	382.5	329.7
EBITDA	510.9	443.6	–8.1	–5.7	502.7	437.9
EBITDA as % of sales	14.5%	13.5%	n/a	n/a	14.2%	13.3%
Depreciation	–74.7	–68.9	–2.4	–2.6	–77.1	–71.4
Total assets as of December 31	3'207.1	2'905.3	1'507.2	1'464.2	4'714.3	4'369.5
Total liabilities as of December 31	1'712.7	1'538.9	1'766.4	1'731.9	3'479.1	3'270.8
Capital expenditure (incl. lease assets)	–129.1	–98.9	–1.8	–4.1	–130.9	–103.1
Employees (number of full-time equivalents) as of December 31	13'257	12'944	198	186	13'455	13'130

1) Order intake from external customers.

2) Sales from external customers.

3) An impairment of tangible assets is reported in the consolidated income statement in the line cost of goods sold.

4) The amounts reported in 2023 mainly consist of a gain on deconsolidation related to the Russian business of CHF 8.0 million, including the reclassification of the accumulated currency translation adjustments being allocated to the divisions.

5) The most significant activities under "Others" relate to Corporate Center.

For the definition of operational profit, operational profitability, EBITDA, reference is made to the section "[Supplementary information](#)" and for the reconciliation statements to the section "[Financial review](#)".

Information about reportable segments

Operating segments are determined based on the reports reviewed by the Chief Executive Officer that are used to measure performance, make strategic decisions and allocate resources to the segments. The business is managed on a divisional basis and the reported segments have been identified as follows:

Flow

The Flow division (renamed in 2024 from Flow Equipment) specializes in pumping solutions specifically engineered for the processes of its customers. The division provides pumps, agitators, compressors, grinders, screens and filters developed through intensive research and development in fluid dynamics and advanced materials. The focus is on pumping solutions for water, oil and gas, power, chemicals and most industrial segments.

Services

The Services division provides cutting-edge parts as well as maintenance and repair solutions for pumps, turbines, compressors, motors and generators through a network of over 100 service sites around the world. The division services Sulzer original equipment, but also all associated third-party rotating equipment run by customers, maximizing its sustainability and life cycle cost-effectiveness. The division's technology-based solutions, fast execution and expertise in complex maintenance projects are available at its customers' doorsteps.

Chemtech

The Chemtech division focuses on innovative mass transfer, static mixing and polymer solutions for chemicals, petrochemicals, refining and LNG. Chemtech also provides ecological solutions such as bio-based chemicals, polymers and fuels, recycling technologies for plastic as well as carbon capture and utilization / storage, contributing to a circular and sustainable economy. The division's product offering ranges from process components to complete process plants and technology licensing.

Others

Certain expenses related to the Corporate Center are not attributable to a particular segment and are assessed as a whole across the group. Also included are the eliminations for total assets and liabilities.

The Chief Executive Officer primarily uses operational profit to assess the performance of the operating segments. However, the Chief Executive Officer also receives information about the segments' order intake, sales, capital expenditures, EBIT and EBITDA on a monthly basis.

Sales from external customers reported to the Chief Executive Officer are measured in a manner consistent with the measurement in the income statement. There are no significant sales between the segments. No individual customer represents a significant portion of the group's sales.

Segment information by region

The allocation of assets is based on their geographical location. Non-current assets exclude deferred income tax assets, non-current receivables, defined benefit assets and other non-current financial assets. The allocation of sales from external customers is based on the location of the customer.

Non-current assets by region

millions of CHF	2024	2023
Europe, the Middle East and Africa	842.9	831.5
– thereof Switzerland	222.2	227.0
– thereof United Kingdom	181.9	175.5
– thereof Finland	128.2	111.3
– thereof Sweden	100.2	112.4
– thereof the Netherlands	76.0	79.7
Americas	409.3	375.8
– thereof USA	367.3	335.5
Asia-Pacific	133.7	123.6
– thereof China	46.1	47.1
Total	1'385.8	1'330.9

Sales by region

millions of CHF	2024			
	Flow	Services	Chemtech	Total Sulzer
Europe, the Middle East and Africa	624.6	460.3	188.2	1'273.1
– thereof United Kingdom	30.3	110.7	20.4	161.4
– thereof Saudi Arabia	83.4	31.6	27.8	142.9
– thereof Germany	63.9	48.0	29.7	141.5
– thereof France	35.6	30.5	5.0	71.0
– thereof United Arab Emirates	21.8	25.0	13.2	60.1
– thereof Switzerland	5.8	1.7	3.1	10.6
Americas	500.4	619.5	213.6	1'333.5
– thereof USA	314.8	483.7	157.4	955.9
Asia-Pacific	319.3	169.3	435.3	924.0
– thereof China	196.9	34.0	271.9	502.7
Total	1'444.3	1'249.1	837.1	3'530.6

millions of CHF	2023			
	Flow	Services	Chemtech	Total Sulzer
Europe, the Middle East and Africa	607.7	446.5	191.8	1'246.0
– thereof United Kingdom	36.7	123.0	15.7	175.5
– thereof Saudi Arabia	91.1	32.4	30.7	154.2
– thereof Germany	60.6	46.1	39.3	145.9
– thereof France	34.7	36.4	8.2	79.3
– thereof Spain	43.1	5.9	5.4	54.5
– thereof Switzerland	1.4	2.0	2.7	6.0
Americas	452.8	561.2	185.8	1'199.8
– thereof USA	261.7	435.3	130.7	827.7
Asia-Pacific	293.9	147.2	394.9	836.0
– thereof China	177.7	24.7	266.7	469.1
Total	1'354.4	1'154.8	772.5	3'281.7

Segment information by market segment

The following table shows the allocation of sales from external customers by market segment.

Sales by market segment – Flow

millions of CHF	2024	2023 ¹⁾
Water & Industrial	873.6	867.4
Energy & Infrastructure	570.7	486.9
Total Flow	1'444.3	1'354.4

1) The comparative amounts for 2023 were restated and aligned with the market segment definition in 2024. The former market segments "Water" and "Industry" were combined to "Water & Industrial", with Desalination now included in "Energy & Infrastructure".

Sales by market segment – Services

millions of CHF	2024	2023 ¹⁾
Pumps Services	670.9	629.3
Turbo Services	366.7	324.2
Electromechanical Services	211.5	201.3
Total Services	1'249.1	1'154.8

1) The comparative amounts for 2023 were restated and aligned with the market segment definition in 2024 with the split of former market segment "Other Equipment" into two separate market segments named "Turbo Services" and "Electro-Mechanical Services".

Sales by market segment – Chemtech

millions of CHF	2024	2023 ¹⁾
Mass Transfer Components & Services	558.5	552.0
System Solutions	278.6	220.6
Total Chemtech	837.1	772.5

1) The comparative figures for 2023 have been restated and aligned with the updated market segment definitions for 2024. Previous market segments "Water", "Chemicals", "Gas and Refining", and "Renewables" were consolidated into two broader categories: "Mass Transfer Components & Services" (MTCS) and "System Solutions," based on a defined allocation method. Additionally, the previous "Services" segment was exclusively allocated to MTCS.

3 Acquisitions of subsidiaries and transactions with non-controlling interests

Acquisitions in 2024

The table below presents the amounts of the assets acquired, the liabilities assumed, the goodwill recorded and the consideration transferred on the date of acquisition.

millions of CHF	Owatec Group Oy	Other	Total
Other Intangible assets	5.5	1.5	7.0
Property, plant and equipment	0.9	4.0	4.8
Other non-current assets	0.7	–	0.7
Other current assets	2.3	0.3	2.6
Cash and cash equivalents	0.5	–	0.5
Non-current borrowings	–1.6	–	–1.6
Non-current liabilities (excluding borrowings)	–1.4	–	–1.4
Current borrowings	–1.3	–	–1.3
Current liabilities (excluding borrowings)	–1.0	–0.1	–1.1
Net identifiable assets	4.6	5.7	10.3
Non-controlling interests	0.0	–	0.0
Goodwill	10.7	0.1	10.8
Total consideration	15.4	5.8	21.1
Purchase price paid in cash	6.9	5.8	12.7
Purchase price not yet paid	5.6	–	5.6
Contingent consideration	2.9	–	2.9
Total consideration	15.4	5.8	21.1

Owatec Group Oy

On April 3, 2024, Sulzer acquired a controlling stake in Owatec Group Oy (“Owatec”), a provider of mobile water treatment solutions headquartered in Finland. Sulzer acquired shares representing an ownership of 60 percent in Owatec and entered into a binding agreement to acquire the remaining 40 percent of the shares over the next five years. The total consideration amounted to CHF 15.4 million, of which CHF 6.9 million was paid in cash, CHF 2.9 million resulted from a contingent consideration agreement and CHF 5.6 million relate to the purchase price not yet paid. The purchase price not yet paid represents a liability for the estimated payments for the remaining 40 percent shares not yet transferred.

The goodwill is attributable to the skills and knowledge of the workforce and favorable synergies. The goodwill is not expected to be deductible for tax purposes. The fair value of the trade accounts receivable amounts to CHF 0.4 million, which is equal to the gross contractual amount.

The contingent consideration was mainly depending on the achievement of an operating income (EBIT) target for 2024. At the acquisition date, the contingent consideration was estimated based on the most likely amount and the recognized liability reflected the maximum amount payable as it was expected at that time that all targets could be achieved. As of year end 2024, the targets were only partially met and a contingent consideration liability in the amount of CHF 2.0 million was derecognized, with a corresponding income recorded in other operating income (see [note 10](#)).

The liability for the purchase price not yet paid was recorded in other non-current liabilities. The shares were agreed to be transferred in four tranches, with payments expected each year in the years 2026 to 2029. The payments depend on the achieved average operating income (EBIT) in the two years before the payment, with an agreed minimum and maximum payment amount for each tranche. The recorded liability consists of the discounted expected payments estimated with the expected value method.

Cash flow from acquisition of subsidiaries

millions of CHF	2024	2023
Cash consideration paid	-12.7	-
Cash acquired	0.5	-
Contingent consideration paid	-0.9	-1.3
Total cash flow from acquisitions, net of cash acquired	-13.1	-1.3

Contingent consideration for acquisitions

millions of CHF	2024	2023
Balance as of January 1	-	1.9
Assumed in a business combination	2.9	-
Payment of contingent consideration ¹⁾	-0.9	-1.3
Release to other operating income	-2.0	-0.5
Currency translation differences	-	-0.1
Total contingent consideration as of December 31	-	-

1) The payments are presented in the cash flow statement in "Acquisitions of subsidiaries, net of cash acquired".

Transactions with non-controlling interests

millions of CHF	2024	2023
Carrying amount of non-controlling interests acquired (disposed)	-1.5	0.4
Consideration received (paid) in cash	0.0	-19.4
Non-cash consideration	-	-2.8
Consideration payable	-	-0.6
Decrease in equity attributable to owners of Sulzer Ltd	-1.5	-22.4

After entering into a collaboration with a local partner, the group's ownership in Sulzer Pumps (Nigeria) Ltd. decreased in the second half of 2024. The group continues to exercise strategic and management control over the subsidiary following the group's reduction in ownership.

In the first half of 2024, a payment of CHF 0.3 million in connection with the acquisition of the remaining 25 percent ownership in Sulzer Saudi Pumps Company in 2023 is reported in the cash flow statement in divestiture (acquisition) of non-controlling interests.

In January 2023, the group acquired the remaining 25% ownership in Sulzer Saudi Pump Company Limited for a total consideration of CHF 22.8 million, of which CHF 19.4 million were paid in cash.

4 Disposals, loss of control

Disposals and loss of control in 2023

In February 2023, the group entered into an agreement with a third party for the sale of four legal entities in Russia (AO Sulzer Pumps, Sulzer Pumps Rus LLC, Sulzer Turbo Services Rus LLC and Sulzer Chemtech LLC). From the date of the sales agreement, the group lost power over the relevant activities of these entities due to the contractual requirements and legal environment. Consequently, these four entities were deconsolidated in 2023, resulting in the derecognition of the assets and liabilities previously classified as held for sale. The deconsolidation resulted in a gain on deconsolidation amounting to CHF 8.0 million, of which CHF 11.2 million resulted from the reclassification of accumulated currency translation differences and CHF 0.6 million from the reclassification of cash flow hedge reserves, net of tax. The gain on deconsolidation is recorded in other operating income / (expenses), net. A loan with one of the former subsidiaries was measured at a fair value and recognized as a current financial asset at the time control was lost. The payment received on the financial asset exceeded the estimated fair value, the income from the impairment release was recorded in other financial income.

Including other minor disposals in 2023, a net gain on disposal (pre-tax) of CHF 7.2 million was recorded in other operating income / (expenses), net, of which CHF 10.9 million pertains to the reclassification of accumulated currency translation differences and CHF 0.6 million to the reclassification of cash flow hedge reserves, net of tax (see [note 10](#)).

The aggregated assets and liabilities derecognized in the year 2023 as part of the disposals are presented in the below table.

millions of CHF	2023 ¹⁾
Property, plant and equipment	0.2
Deferred income tax assets	0.6
Inventories and advance payments to suppliers	0.1
Trade accounts receivable	0.4
Cash and cash equivalents	32.6
Non-current liabilities	-0.3
Trade accounts payable	-0.6
Contract liabilities	-13.3
Current lease liabilities	-0.2
Current provisions	-0.4
Other current and accrued liabilities	-10.7
Net assets derecognized	8.5

1) Assets and liabilities classified as assets and liabilities of disposal groups held for sale prior to the disposal are presented as per their initial classification prior to the classification as held for sale.

Cash flow from divestments

millions of CHF	2024	2023
Cash consideration received	-	5.8
Cash disposed of	-	-32.6
Cash consideration received for divestments in prior years	-	0.3
Total cash flow from divestitures, net of cash derecognized	-	-26.6

5 Critical accounting estimates and judgments

All estimates and assessments are continually reviewed and are based on historical experience and other factors, including expectations regarding future events that appear reasonable under the given circumstances. The group makes estimates and assumptions that relate to the future. By their nature, these estimates will only rarely correspond to actual subsequent events. The estimates and assumptions that carry a significant risk, in the form of a substantial adjustment to the measurement of assets and liabilities within the next financial year, are set out below.

Employee benefit plans

Assets, liabilities and costs for defined benefit pension plans and other post-employment plans are determined on an actuarial basis using a number of assumptions. Assumptions used in determining the defined benefit assets / obligations include the discount rate, future salary and pension increases, and mortality rates. The assumptions are reviewed and reassessed at the end of each year based on observable market data, i.e., market yields of high-quality corporate bonds denominated in the corresponding currency and asset management studies. In case a defined benefit plan results in a surplus, the group needs to calculate the asset ceiling and the present value of the economic benefits available in the form of refunds or reductions in future contributions to the plan. For the calculation of the economic benefits, the future benefits are discounted with the applicable discount rate, adjusted for estimated future salary increases. These estimates might significantly impact the balance sheet. Further details on the defined benefit plans are provided in [note 8](#) and [note 33](#).

Income taxes

The group is subject to income taxes in numerous jurisdictions. Assumptions are required in order to determine income tax provisions. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Management believes that the estimates are reasonable, and that the recognized liabilities for income tax-related uncertainties are adequate. Further details are disclosed in [note 12](#).

Goodwill and other intangible assets

The group carries out an annual impairment test on goodwill in the first quarter of the year (after the budget and the strategic plan have been approved by the Board of Directors), or when indications of a potential impairment exist. The recoverable amount from cash-generating units is measured on the basis of value-in-use calculations, with the terminal growth rate, the discount rate, and the projected cash flows as the main variables. Information about assumptions and estimation uncertainties that have significant risk of resulting in a material adjustment are disclosed in [note 13](#). The accounting policies are disclosed in [note 33](#).

Lease assets and lease liabilities

The group has applied judgment to determine the lease term for lease contracts that include renewal and termination options. The assessment of whether the group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and lease assets recognized. This assessment depends on economic incentives, such as removal and relocation costs. Further details are disclosed in [note 15](#) and [note 33](#).

Sales

At contract inception, the group assesses the goods or services promised in a contract with a customer and identifies each promise to transfer to the customer as a performance obligation. The group considers the terms of the contract and all other relevant facts, including the economic substance of the transaction. Judgment is needed to determine whether there is a single performance obligation or multiple separate performance obligations.

If the consideration promised in a contract includes a variable amount (e.g., expected liquidated damages, early payment discounts, volume discounts), the group estimates the amount of consideration to which the group will be entitled in exchange for transferring the promised goods or services to a customer. The amount of the variable consideration is estimated by using either of the following methods, depending on which method the group expects to better predict the amount of consideration to which it will be entitled: the expected value or the most likely amount. The method selected is applied consistently throughout the contract and to similar types of contracts when estimating the effect of uncertainty on the amount of variable consideration to which the group is entitled. Depending on the outcome of the respective transactions, actual payments may differ from these estimates.

To allocate the transaction price to each performance obligation on a relative stand-alone selling price basis, the group determines the stand-alone selling price at contract inception of the distinct good or service underlying each performance obligation in the contract and allocates the transaction price in proportion to those stand-alone selling prices. If the stand-alone selling price is not directly observable, then the group estimates the amount with the expected cost-plus-margin method.

The group recognizes sales either over time or at a point in time. Sales are recognized over time if any of the conditions described in [note 33](#) are met. The most critical estimate in determining whether sales should be recorded over time or at a point in time is the existence of a right to payment. The group estimates if an enforceable right to payment (including reasonable profit margin) for performance to date exists in case the customer terminates the contract for convenience. For this estimate, the group reviews the contracts and considers relevant laws, legal precedents and customary business practice.

Applying the over time method requires the group to estimate the proportional sales and costs. To measure the stage of completion, generally, the cost-to-cost method is applied. Work progress of sub-suppliers is considered in determining the stage of completion. If circumstances arise that may change the original estimates of sales, costs or extent of progress toward completion, estimates are revised. These revisions may result in increases or decreases in estimated sales or costs and are reflected in income in the period in which the circumstances that give rise to the revision become known by management.

Further details are disclosed in [note 19](#) and [note 33](#).

Provisions

Provisions are made, among other reasons, for warranties, disputes, litigation and restructuring. A provision is recognized in the balance sheet when the group has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. The nature of these costs is such that judgment has to be applied to estimate the timing and amount of cash outflows. Depending on the outcome of the respective transactions, actual payments may differ from these estimates. Further details are disclosed in [note 26](#) and [note 33](#).

Financial assets

The fair value needs to be measured for the financial assets measured at fair value through P&L. If there is no observable fair value, valuation approaches relying on unobservable inputs are used. These inputs inherently require a higher level of judgement. Assumptions and estimates of unobservable market inputs in the fair valuation of financial assets require significant judgment and could affect amounts recognized in the statement of income.

6 Financial risk management

6.1 Financial risk factors

The group's activities expose it to market, credit and liquidity risks. The group's overall risk management program focuses on the mitigation of such risks to minimize potential adverse effects on the group's financial performance. The group uses derivative financial instruments to hedge certain risk exposures.

Financial risk management is carried out by a central treasury department (Group Treasury). Group Treasury identifies, evaluates and hedges financial risks in close cooperation with the group's subsidiaries. Principles for overall risk management and policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity exist in writing.

a) Market risk

(I) Foreign exchange risk

The group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. The group is exposed to transactional foreign currency risk to the extent that sales, purchases, license fees, borrowings and other balance sheet items are denominated in currencies other than the functional currencies of group companies. The exposure originates mainly from group companies with the functional currencies CHF, EUR, CNY, USD and BRL. Management has set up a policy to require subsidiaries to manage their foreign exchange risk against their functional currency. The subsidiaries are required to hedge their major foreign exchange risk exposure using forward contracts or other standard instruments, usually transacted with Group Treasury. The group's management policy is to hedge 90% to 100% of the contractual FX exposures.

The group uses forward exchange contracts to hedge its currency risk, all of them with a maturity of less than one year from the reporting date. The contracts are generally designated for hedge accounting as cash flow hedges. The group determines the existence of an economic relationship between the hedging instruments and the hedged item based on the currency, amount and timing of the respective cash flows. For hedges of foreign currency purchases, the group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item. The group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the group uses the hypothetical derivative method to assess effectiveness. In hedges of foreign currency purchases, ineffectiveness may arise if the timing of the forecast transaction changes from what was originally estimated.

External foreign exchange contracts are designated as hedges of foreign exchange risk on specific assets, liabilities or future transactions on a gross basis. The group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. If required, currency exposure arising from the net assets of the group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies. The Group considers derivative financial instruments on an ad hoc basis to manage foreign currency translation risk.

The following tables show the hypothetical influence on the income statement for 2024 and 2023 related to foreign exchange risk of financial instruments. The volatility used for the calculation is the one-year historic volatility on December 31 for the relevant currency pair and year. For 2024, the currency pair with the most significant exposure and inherent risk was the CHF versus the CNY. If, on December 31, 2024, the CHF had increased by 6.6% against the CNY with all other variables held

constant, profit after tax for the year would have been CHF 0.9 million lower due to foreign exchange losses. A decrease of the rate would have caused a profit of the same amount.

Hypothetical impact of foreign exchange risk on income statement

millions of CHF	2024			
	CHF/CNY	GBP/USD	EUR/ZMK	EUR/BRL
Currency pair				
Exposure	-17.8	17.1	-3.0	-3.8
Volatility	6.6%	6.2%	18.4%	11.6%
Effect on profit after tax (rate increase)	-0.9	0.8	-0.4	-0.3
Effect on profit after tax (rate decrease)	0.9	-0.8	0.4	0.3

millions of CHF	2023			
	EUR/BRL	EUR/CNY	EUR/INR	USD/MXN
Currency pair				
Exposure	-6.7	6.5	-5.8	3.3
Volatility	12.0%	6.7%	7.2%	11.4%
Effect on profit after tax (rate increase)	-0.6	0.3	-0.3	0.3
Effect on profit after tax (rate decrease)	0.6	-0.3	0.3	-0.3

The following tables show the hypothetical influence on equity for 2024 and 2023 related to foreign exchange risk of financial instruments for the most important currency pairs as of December 31 of the respective year. The volatility used for the calculation is the one-year historic volatility on December 31 for the relevant currency pair and year. Most of the hypothetical effect on equity is a result of fair value changes of derivative financial instruments designated as cash flow hedges.

Hypothetical impact of foreign exchange risk on equity

millions of CHF	2024						
	USD/MXN	GBP/USD	USD/BRL	EUR/CHF	EUR/BRL	EUR/USD	EUR/SEK
Currency pair							
Exposure	-50.7	96.5	-34.8	-66.2	22.7	34.6	-27.2
Volatility	13.1%	6.2%	12.5%	5.3%	11.6%	5.9%	5.7%
Effect on equity, net of taxes (rate increase)	-5.0	4.5	-3.0	-2.6	2.0	1.5	-1.2
Effect on equity, net of taxes (rate decrease)	5.0	-4.5	3.0	2.6	-2.0	-1.5	1.2

millions of CHF	2023						
	GBP/USD	USD/MXN	EUR/USD	EUR/CHF	USD/INR	EUR/BRL	USD/CAD
Currency pair							
Exposure	116.1	-57.2	52.5	-60.9	-59.9	15.7	-26.4
Volatility	8.3%	11.4%	7.6%	5.1%	3.2%	12.0%	6.1%
Effect on equity, net of taxes (rate increase)	7.3	-4.9	3.0	-2.4	-1.5	1.4	-1.2
Effect on equity, net of taxes (rate decrease)	-7.3	4.9	-3.0	2.4	1.5	-1.4	1.2

(II) Price risk

As of December 31, 2024, and 2023, the group was not exposed to significant price risk related to investments in equity securities.

(III) Interest rate risk

The group's interest rate risk arises from interest-bearing assets and liabilities. Financial assets and liabilities at variable rates expose the group to cash flow interest rate risk. The group analyzes its interest rate exposure on a net basis, and if required, enters into derivative instruments in order to keep the volatility of net interest income or expense limited. The group's non-current interest-bearing liabilities mainly comprise of bonds with a fixed interest rate.

The following table shows the hypothetical influence on the income statement for variable interest-bearing assets net of liabilities at variable interest rates, assuming market interest rate levels would have increased / decreased by 100 basis points. For the most significant currencies, CHF, EUR, CNY, USD and INR, increasing interest rates would have had a positive impact on the income statement, since the value of variable interest-bearing assets (comprising mainly cash and cash equivalents) exceed the value of variable interest-bearing liabilities.

Hypothetical impact of interest rate risk on income statement

millions of CHF		2024		
Variable interest-bearing assets (net)	Amount	Sensitivity in basis points	Impact on post-tax profit	
			rate increase	rate decrease
CHF	373.0	100	2.8	-2.8
EUR	227.3	100	1.7	-1.7
CNY	145.1	100	1.1	-1.1
USD	127.6	100	1.0	-1.0
INR	40.5	100	0.3	-0.3

millions of CHF		2023		
Variable interest-bearing assets (net)	Amount	Sensitivity in basis points	Impact on post-tax profit	
			rate increase	rate decrease
CHF	282.2	100	2.1	-2.1
USD	180.1	100	1.4	-1.4
EUR	172.1	100	1.3	-1.3
CNY	144.1	100	1.1	-1.1
INR	39.2	100	0.3	-0.3

On December 31, 2024, if the interest rates on CHF-denominated assets net of liabilities had been 100 basis points higher with all other variables held constant, post-tax profit for the year would have been CHF 2.8 million higher, as a result of higher interest income on CHF-denominated assets. A decrease of interest rates on CHF-denominated assets net of liabilities would have caused a loss of the same amount. As of December 31, 2023, if the interest rates had been 100 basis points higher with all other variables held constant, post-tax profit for the year would have been CHF 2.1 million higher, as a result of higher interest income on CHF-denominated assets.

b) Credit risk

Credit risk arises from cash and cash equivalents, derivative financial instruments, deposits with financial institutions or corporates and credit exposures to customers, including outstanding trade receivables, and contract assets. The maximum exposure to credit risk per class of financial asset is disclosed by carrying amounts in the fair value table. Equity instruments are not exposed to credit risks. The carrying amounts of financial assets and contract assets represent the maximum credit risk exposure.

Credit risks of banks and financial institutions are monitored and managed centrally. Generally, only independently rated parties with a strong credit rating are accepted, and the total volume of transactions is split among several banks to reduce the individual risk with one bank.

For every customer with a large order volume, an individual risk assessment of the credit quality of the customer is performed that considers independent ratings, financial position, past experience and other factors. Additionally, bank guarantees and letters of credit are requested. For more details on the credit risk of contract assets, please refer to [note 19](#), and on the credit risk of trade accounts receivable, please refer to [note 20](#).

c) Liquidity risk

Prudent liquidity risk management includes the maintenance of sufficient cash and marketable securities, the availability of funding from an adequate number of committed credit facilities, and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, Group Treasury maintains flexibility in funding through committed and uncommitted credit lines.

Management anticipates the future development of the group's liquidity reserve on the basis of expected cash flows by performing regular group-wide cash forecasts. As of December 2024, Sulzer had access to a syndicated credit facility of CHF 500 million maturing on December 31, 2026. The facility includes two one-year extension options and a further option to increase the credit facility by CHF 250 million (subject to lenders' approval). In 2022 and 2023, the group exercised the options, extending the term of the credit facility in the amount of CHF 415 million to December 2028.

The following table analyzes the group's financial liabilities in relevant maturity groupings based on the remaining period from the reporting to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows translated at year-end closing rates, if not denominated in CHF. Borrowings include the notional amount and interest payments.

Maturity profile of financial liabilities

	2024				
millions of CHF	Carrying amount	<1 year	1–5 years	>5 years	Total
Borrowings	1'057.1	327.0	767.3	–	1'094.3
Lease liabilities	104.9	27.0	58.2	31.6	116.9
Trade accounts payable	388.2	388.2	–	–	388.2
Other current and non-current liabilities (excluding derivative liabilities)	473.0	465.7	7.3	1.0	474.0
Total non-derivative financial liabilities	2'023.2	1'208.0	832.8	32.6	2'073.4
Derivative liabilities	10.3	10.3	–	–	10.3
– thereof outflow	–	761.0	–	–	761.0
– thereof inflow	–	750.7	–	–	750.7

	2023				
millions of CHF	Carrying amount	<1 year	1–5 years	>5 years	Total
Borrowings	1'056.3	279.3	816.8	0.6	1'096.7
Lease liabilities	93.0	24.7	53.4	24.6	102.7
Trade accounts payable	367.7	367.7	–	–	367.7
Other current and non-current liabilities (excluding derivative liabilities)	405.5	404.3	1.2	–	405.5
Total non-derivative financial liabilities	1'922.4	1'076.1	871.4	25.2	1'972.7
Derivative liabilities	3.2	3.2	–	–	3.2
– thereof outflow	–	279.3	–	–	279.3
– thereof inflow	–	276.1	–	–	276.1

6.2 Capital risk management

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In this respect, the group aims at maintaining an investment-grade credit rating, either as a perceived rating or an external rating issued by a credit rating agency.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The following table shows the net debt / EBITDA ratio as of December 31, 2024, and 2023.

Net debt / EBITDA ratio

millions of CHF	2024	2023
Cash and cash equivalents	-1'060.6	-974.7
Current financial assets	-1.0	-2.3
Non-current borrowings	745.0	795.2
Non-current lease liabilities	78.3	69.0
Current borrowings	312.0	261.1
Current lease liabilities	26.6	23.9
Net debt as of December 31	100.4	172.3
Operating income (EBIT)	382.5	329.7
Depreciation	77.1	71.4
Impairments on tangible and intangible assets	4.5	0.2
Amortization	38.5	36.6
EBITDA	502.7	437.9
Net debt	100.4	172.3
EBITDA	502.7	437.9
Net debt / EBITDA ratio	0.20	0.39

Another important ratio for the group is the gearing ratio (borrowings-to-equity ratio), which is calculated as total borrowings and lease liabilities divided by equity attributable to shareholders of Sulzer Ltd.

As of December 31, 2024, and 2023, the gearing ratio was as follows:

Gearing ratio (borrowings-to-equity ratio)

millions of CHF	2024	2023
Non-current borrowings	745.0	795.2
Non-current lease liabilities	78.3	69.0
Current borrowings	312.0	261.1
Current lease liabilities	26.6	23.9
Total borrowings and lease liabilities	1'161.9	1'149.2
Equity attributable to shareholders of Sulzer Ltd	1'223.6	1'095.4
Gearing ratio (borrowings-to-equity ratio)	0.95	1.05

For the definition of net debt, EBITDA and gearing ratio, please refer to the section [“Supplementary information”](#).

6.3 Fair value estimation

The following tables present the carrying amounts and fair values of financial assets and liabilities as of December 31, 2024, and 2023, including their levels in the fair value hierarchy. For financial assets and financial liabilities not measured at fair value in the balance sheet, fair value information is not provided if the carrying amount is a reasonable approximation of fair value.

Fair values are categorized into the following three different levels in a fair value hierarchy based on the inputs used in the valuation techniques:

The fair value of financial instruments traded in active markets, including the outstanding bonds, is based on quoted market prices at the balance sheet date. Such instruments are included in level 1.

The fair values included in level 2 are based on valuation techniques using observable market input data. This may include discounted cash flow analysis, option pricing models or reference to other instruments that are substantially the same, while always making maximum use of market inputs and relying as little as possible on entity-specific inputs. The fair values of forward contracts are measured based on broker quotes for foreign exchange rates and interest rates.

Fair values determined using unobservable inputs are categorized within level 3 of the fair value hierarchy. Level 3 instruments consist of non-current financial assets at fair value through profit or loss. Non-current financial assets at fair value through profit or loss consist of unquoted equity or debt instruments including private equity or fund investments. Fair values are mainly determined based on external valuations. Unrealized fair value gains are recorded in other financial income / (expenses), net. For the partial release of a contingent consideration, an income of CHF 2.0 million (2023: CHF 0.5 million) was recorded in other operating income. For more information, please refer to [note 3](#).

Level 3 financial assets at fair value through profit or loss

millions of CHF	2024	2023
Balance as of January 1	22.0	22.6
Additions	0.4	0.6
Reclassification	–	–3.0
Divestments	–0.0	–
Realized fair value gain / (loss), net	–0.2	–
Unrealized fair value gain / (loss), net	0.0	1.9
Total level 3 financial assets at fair value through profit or loss as of December 31	22.2	22.0

Fair value table

		December 31, 2024									
		Carrying amount					Fair value				
millions of CHF	Notes	Fair value hedging instruments	Fair value through profit or loss	Financial assets at fair value through other comprehensive income – equity instruments	Financial assets at amortized cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total fair value
Financial assets measured at fair value											
Other non-current financial assets (at fair value)	17		22.4	4.7			27.1	4.9	–	22.2	27.1
Derivative assets – current	21,28	3.0					3.0	–	3.0	–	3.0
Current financial assets (at fair value)	17		0.6				0.6	0.6	–	–	0.6
Total financial assets measured at fair value		3.0	23.0	4.7	–	–	30.7	5.5	3.0	22.2	30.7
Financial assets not measured at fair value											
Other non-current financial assets (at amortized cost)	17				3.2		3.2				
Non-current receivables (excluding non-current derivative assets)					1.9		1.9				
Trade accounts receivable	20				680.2		680.2				
Other current receivables (excluding current derivative assets and other taxes)	21				18.2		18.2				
Current financial assets (at amortized cost)	17				0.4		0.4				
Cash and cash equivalents	22				1'060.6		1'060.6				
Total financial assets not measured at fair value		–	–	–	1'764.5	–	1'764.5				
Financial liabilities measured at fair value											
Derivative liabilities – current	27,28	10.3					10.3	–	10.3	–	10.3
Contingent considerations	3		–				–	–	–	–	–
Total financial liabilities measured at fair value		10.3	–	–	–	–	10.3	–	10.3	–	10.3
Financial liabilities not measured at fair value											
Outstanding non-current bonds	25					744.0	744.0	759.5	–	–	759.5
Other non-current borrowings	25					1.0	1.0				
Other non-current liabilities (excluding non-current derivative liabilities)						7.3	7.3				
Outstanding current bonds	25					299.9	299.9	299.7	–	–	299.7
Other current borrowings and bank loans	25					12.1	12.1				
Trade accounts payable						388.2	388.2				
Other current liabilities (excluding current derivative liabilities and other taxes)	27					465.8	465.8				
Total financial liabilities not measured at fair value		–	–	–	–	1'918.4	1'918.4	1'059.2			1'059.2

Fair value table

												December 31, 2023									
												Carrying amount				Fair value					
millions of CHF	Notes	Fair value hedging instruments	Fair value through profit or loss	Financial assets at fair value through other comprehensive income – equity instruments	Financial assets at amortized cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3	Total fair value										
Financial assets measured at fair value																					
Other non-current financial assets (at fair value)	17		22.2	9.5			31.7	9.7	–	22.0	31.7										
Derivative assets – current	21,28	13.9					13.9	–	13.9	–	13.9										
Current financial assets (at fair value)	17		1.6				1.6	1.6	–	–	1.6										
Total financial assets measured at fair value		13.9	23.8	9.5	–	–	47.2	11.3	13.9	22.0	47.2										
Financial assets not measured at fair value																					
Other non-current financial assets (at amortized cost)	17				6.7		6.7														
Non-current receivables (excluding non-current derivative assets)					1.2		1.2														
Trade accounts receivable	20				540.8		540.8														
Other current receivables (excluding current derivative assets and other taxes)	21				22.6		22.6														
Current financial assets (at amortized cost)	17				0.7		0.7														
Cash and cash equivalents	22				974.7		974.7														
Total financial assets not measured at fair value		–	–	–	1'546.7	–	1'546.7														
Financial liabilities measured at fair value																					
Derivative liabilities – current	27,28	3.2					3.2	–	3.2	–	3.2										
Total financial liabilities measured at fair value		3.2	–	–	–	–	3.2	–	3.2	–	3.2										
Financial liabilities not measured at fair value																					
Outstanding non-current bonds	25					794.3	794.3	786.2	–	–	786.2										
Other non-current borrowings	25					0.9	0.9														
Other non-current liabilities (excluding non-current derivative liabilities)						1.2	1.2														
Outstanding current bonds	25					250.0	250.0	250.0	–	–	250.0										
Other current borrowings and bank loans	25					11.1	11.1														
Trade accounts payable						367.7	367.7														
Other current liabilities (excluding current derivative liabilities, other taxes and contingent considerations)	27					404.3	404.3														
Total financial liabilities not measured at fair value		–	–	–	–	1'829.5	1'829.5														

7 Personnel expenses

millions of CHF	2024	2023
Salaries and wages	889.3	822.6
Defined contribution plan expenses	33.5	29.9
Defined benefit plan expenses	21.1	14.4
Cost of share-based payment transactions	13.4	12.6
Social benefit costs	123.8	119.5
Other personnel costs	36.7	31.7
Total personnel expenses	1'117.9	1'030.8

8 Employee benefit plans

The present value of the defined benefit obligations and costs of the defined benefits are calculated using the projected unit credit method. For active members the calculation considers future salary increases, future pension increases as well as the probability of departures, and for retirees, current and future pension benefits considering future pension increases.

Reconciliation of the amount recognized in the balance sheet as of December 31

						2024
millions of CHF	Funded plans Switzerland	Funded plans United Kingdom	Funded plans USA	Funded plans others	Unfunded plans	Total
Present value of funded defined benefit obligation	-759.7	-323.9	-46.7	-81.6	-	-1'211.9
Fair value of plan assets (funded plans)	899.9	258.9	44.5	56.9	-	1'260.2
Overfunding / (underfunding)	140.2	-65.0	-2.2	-24.7	-	48.3
Present value of unfunded defined benefit obligation	-	-	-	-	-10.4	-10.4
Adjustment to asset ceiling	-	-	-	-0.0	-	-0.0
Net asset / (liability) recognized in the balance sheet	140.2	-65.0	-2.2	-24.7	-10.4	37.9
- thereof defined benefit obligations	-	-65.0	-2.3	-28.4	-10.4	-106.1
- thereof defined benefit assets	140.2	-	0.1	3.7	-	144.0

						2023
millions of CHF	Funded plans Switzerland	Funded plans United Kingdom	Funded plans USA	Funded plans others	Unfunded plans	Total
Present value of funded defined benefit obligation	-731.2	-346.1	-48.6	-83.1	-	-1'209.0
Fair value of plan assets (funded plans)	899.9	268.5	38.6	56.2	-	1'263.2
Overfunding / (underfunding)	168.8	-77.6	-10.0	-27.0	-	54.2
Present value of unfunded defined benefit obligation	-	-	-	-	-10.9	-10.9
Adjustment to asset ceiling	-	-	-	-	-	-
Net asset / (liability) recognized in the balance sheet	168.8	-77.6	-10.0	-27.0	-10.9	43.2
- thereof defined benefit obligations	-	-77.6	-10.0	-28.7	-10.9	-127.3
- thereof defined benefit assets	168.8	-	-	1.7	-	170.5

The group operates major funded defined benefit pension plans in Switzerland, the UK and the USA. The main unfunded defined benefit plan is a German pension benefit plan. The plans are exposed to actuarial risks, e.g., longevity risk, currency risk and interest rate risk, and the funded plans additionally to market (investment) risk.

In Switzerland, the group contributes to two pension plans funded via two different pension funds, i.e., a base plan for all employees and a supplementary plan for employees with salaries exceeding a certain limit. Both plans provide benefits depending on the pension savings at retirement. They include certain legal minimum interest credits to the pension savings (i.e., investment return) and guaranteed rates of conversion of pension savings into an annuity at retirement. In addition, the plans offer death in service and disability benefits. The two pension funds are collective funds administrating pension plans of group companies and also unrelated companies. In case of a material underfunding of the pension plans, the regulations include predefined steps, such as higher contributions by employer and employees or lower interest on pension savings, to eliminate the underfunding. The pension funds are legally separated from the group. The vast majority of the active participants in the two pension funds are employed by companies not belonging to the group. The Board of Trustees for the base plan comprises nine employee representatives and nine employer representatives. The discount rate in 2024 decreased compared to 2023 (from 1.5% to 1.0% for active employees and from 1.5% to 0.9% for pensioners). In 2024, there was no gain or loss from the change in effect of asset ceiling recorded in other comprehensive income (OCI) related to the Swiss pension plans (2023: gain of CHF 202.3 million). The net pension asset decreased from CHF 168.8 million to CHF 140.2 million. The total expenses recognized in the income statement in 2024 amounted to CHF 15.7 million (2023: CHF 11.3 million) and includes past service costs amounting to CHF 4.7 million (2023: CHF 1.3 million). The past service costs were recorded for a plan amendment to both of the pension plans, which consisted of an increase in the conversion rate.

In the UK, the plan is a final salary plan and provides benefits linked to salary at closure to future accrual adjusted for inflation to retirement or earlier date of leaving service. The scheme is fully closed to new entrants and future accruals. The scheme is managed by eight trustees forming the Board. The plan is a multiemployer scheme with Sulzer (UK) Holding being the principal sponsor. The discount rate increased in 2024 by 0.9 percentage points to 5.6% (2023: 4.7%). The net pension liability decreased from CHF 77.6 million in 2023 to CHF 65.0 million in 2024, with a gain recognized in OCI amounting to CHF 11.8 million (2023: loss of CHF 6.6 million). In 2024, the total expenses recognized in the income statement amounted to CHF 3.7 million (2023: CHF 3.8 million).

In the USA, the group operates non-contributory defined benefit retirement plans. The salaried plans provide benefits that are based on years of service and the employee's compensation, averaged over the five highest consecutive years preceding retirement. The hourly plans' benefits are based on years of service and a flat dollar benefit multiplier. All plans are closed to new entrants. The discount rate increased in 2024 to 5.4% (2023: 4.7%). The net pension liability decreased from CHF 10.0 million in 2023 to CHF 2.2 million in 2024 with a gain recognized in OCI amounting to CHF 8.0 million (2023: loss of CHF 0.4 million). The total expenses recognized in 2024 amounted to CHF 0.9 million (2023: CHF 1.1 million).

In Germany, the group operates a range of different defined benefit pension plans, with one unfunded plan and two funded plans. All defined benefit plans are closed for new entrants and a new defined contribution plan for all employees was introduced in 2007. Existing employees who participated in the defined benefit plans continued to be eligible for these defined benefit pensions but also became eligible for the new defined contribution pensions. However, benefits received under the defined contribution plan are offset against the benefits under the defined benefit plans. The different defined benefit plans offer retirement pension, disability pension and survivor's pension benefits.

Employee benefit plans

millions of CHF	2024	2023
Reconciliation of effect of asset ceiling		
Adjustment to asset ceiling at January 1	–	–197.9
Interest (expenses) / income on effect of asset ceiling	–	–4.4
Change in effect of asset ceiling excl. interest (expenses) / income	–0.0	202.3
Currency translation differences	0.0	–0.0
Adjustment to asset ceiling at December 31	–	–
Reconciliation of net asset / (liability) recognized in the balance sheet		
Net asset / (liability) recognized at January 1	43.2	–121.0
Defined benefit income / (expenses) recognized in the income statement	–24.3	–20.1
Defined benefit income / (expenses) recognized in OCI	–2.4	160.3
Employer contributions	26.3	24.1
Divestitures of subsidiaries	–	–
Reclassification ¹⁾	–0.0	–6.0
Currency translation differences	–4.9	5.9
Net asset / (liability) recognized at December 31	37.9	43.2
Components of defined benefit income / (expenses) in the income statement		
Current service costs (employer)	–15.8	–12.1
Past service costs	–4.7	–1.5
Gains and (losses) on settlement	–0.2	0.1
Interest expenses	–32.2	–38.5
Interest income on plan assets	29.0	37.2
Interest expenses / (income) on effect of asset ceiling	–	–4.4
Other administrative costs	–0.4	–0.9
Income / (expenses) recognized in the income statement	–24.3	–20.1
– thereof charged to personnel expenses	–21.1	–14.4
– thereof charged to interest income / (expenses), net	–3.2	–5.7
Components of defined benefit gains / (losses) in OCI		
Actuarial gains / (losses) on defined benefit obligation	–19.5	–64.6
Returns on plan assets excl. interest income	17.0	22.4
Changes in effect of asset ceiling excl. interest expenses / (income)	–0.0	202.3
Returns on reimbursement right excl. interest income / (expenses)	0.1	0.2
Defined benefit gains / (losses) recognized in OCI ²⁾	–2.4	160.3

1) Defined benefit plans reclassified in 2023 from provisions to defined benefit obligation.

2) The tax effect on defined benefit cost recognized in OCI amounted to CHF 3.3 million (2023: CHF -31.5 million).

Employee benefit plans

millions of CHF	2024	2023
Reconciliation of defined benefit obligation (funded and unfunded plans)		
Defined benefit obligation as of January 1	-1'220.0	-1'215.6
Interest expenses	-32.2	-38.5
Current service costs (employer)	-15.8	-12.1
Past service costs	-4.7	-1.5
Contributions by plan participants	-8.5	-8.1
Benefits paid / (deposited)	100.9	105.1
Gains and (losses) on settlement	-0.2	0.1
Other administrative costs	-0.4	-0.9
Actuarial gains / (losses)	-19.5	-64.6
Divestitures of subsidiaries	-	-
Reclassification ¹⁾	-0.0	-6.0
Currency translation differences	-22.0	22.1
Defined benefit obligation as of December 31	-1'222.3	-1'220.0
Reconciliation of the fair value of plan assets		
Fair value of plan assets as of January 1	1'263.2	1'292.5
Interest income on plan assets	29.0	37.2
Employer contributions	26.3	24.1
Contributions by plan participants	8.5	8.1
Benefits (paid) / deposited	-100.8	-104.9
Returns on plan assets excl. interest income	17.0	22.4
Currency translation differences	17.0	-16.3
Fair value of plan assets as of December 31	1'260.2	1'263.2
Total plan assets at fair value – quoted market price		
Cash and cash equivalents	45.4	52.3
Equity instruments	261.1	242.4
Debt instruments	275.8	272.5
Real estate funds	18.7	29.4
Investment funds	5.5	5.0
Others	74.3	72.5
Total assets at fair value – quoted market price as of December 31	680.7	674.1
Total plan assets at fair value – non-quoted market price		
Properties occupied by or used by third parties (real estate)	275.6	271.3
Others	303.9	317.7
Total assets at fair value – non-quoted market price as of December 31	579.5	589.0
Best estimate of contributions for upcoming financial year		
Contributions by the employer	27.0	25.3

1) Defined benefit plans reclassified in 2023 from provisions to defined benefit obligation.

Employee benefit plans

millions of CHF	2024	2023
Components of defined benefit obligation, split		
Defined benefit obligation for active members	-278.1	-238.5
Defined benefit obligation for pensioners	-753.9	-777.4
Defined benefit obligation for deferred members	-190.3	-204.1
Total defined benefit obligation as of December 31	-1'222.3	-1'220.0
Components of actuarial gains / (losses) on obligations		
Actuarial gains / (losses) arising from changes in financial assumptions	-4.7	-55.3
Actuarial gains / (losses) arising from changes in demographic assumptions	5.6	12.8
Actuarial gains / (losses) arising from experience adjustments	-20.4	-22.1
Total actuarial gains / (losses) on defined benefit obligation	-19.5	-64.6
Maturity profile of defined benefit obligation		
Weighted average duration of defined benefit obligation in years	10.6	10.8

The defined benefit obligations for the Swiss and UK pension plans represent 89% (2023: 88%) of the group. The following significant actuarial assumptions were used for these two countries:

Principal actuarial assumptions as of December 31

	2024		2023	
	Funded plans Switzerland	Funded plans United Kingdom	Funded plans Switzerland	Funded plans United Kingdom
Discount rate for active employees	1.0%	n/a	1.5%	n/a
Discount rate for pensioners	0.9%	5.6%	1.5%	4.7%
Future salary increases	2.3%	n/a	2.3%	n/a
Future pension increases	0.0%	2.7%	0.0%	2.7%
Life expectancy at retirement age (male / female) in years	22/24	21/24	22/23	21/24

Sensitivity analysis of defined benefit obligations

millions of CHF	2024	2023
Discount rate (decrease 0.25 percentage points)	-32.7	-32.1
Discount rate (increase 0.25 percentage points)	31.0	30.4
Future salary growth (decrease 0.25 percentage points)	2.2	2.1
Future salary growth (increase 0.25 percentage points)	-2.8	-2.0
Life expectancy (decrease 1 year)	65.3	66.6
Life expectancy (increase 1 year)	-64.4	-64.9

Negative amounts in the above table indicate an increase in defined benefit obligations, positive amounts indicate a decrease in defined benefit obligations. The sensitivity analysis is based on reasonably possible changes of the significant actuarial assumptions as of year end. The sensitivities provided are based on the change in one assumption while holding the other assumptions unchanged. Interdependencies were not considered.

9 Research and development expenses

A breakdown of the research and development expenses per division is shown in the table below:

millions of CHF	2024	2023
Flow	39.1	38.6
Services	1.6	1.6
Chemtech	35.7	30.7
Total	76.4	70.8

10 Other operating income and expenses

millions of CHF	2024	2023
Income from release of contingent consideration	2.0	0.5
Gain from sale of property, plant and equipment	1.2	0.6
Gain from deconsolidation of subsidiaries	–	8.3
Other operating income	–0.0	8.3
Total other operating income	3.2	17.7
Other operating expenses ¹⁾	0.0	–3.0
Impairments on tangible and intangible assets	–0.0	–0.2
Cost for mergers and acquisitions	–1.9	–1.8
Loss from sale of property, plant and equipment	–0.9	–0.1
Loss from deconsolidation of subsidiaries	–0.1	–1.1
Operating currency exchange losses, net	–4.4	–2.3
Other operating expenses	–1.9	–0.0
Total other operating expenses	–9.2	–8.4
Total other operating income / (expenses), net	–6.0	9.2

1) The line “other operating expenses” was presented as “restructuring expenses” in the 2023 financial statements. In 2024, restructuring expenses were presented in the income statement on the expense accounts of the respective function. See note 26 for details on restructuring expenses.

In 2024, other operating income includes CHF 1.2 million gain from sale of property, plant and equipment and CHF 2.0 million income from a partial release of a contingent consideration ([see note 3](#)).

In 2023, other operating income included income from charges to the discontinued operation Applicator Systems division (later renamed medmix) for corporate support functions and centrally procured indirect spend utilized by medmix of CHF 1.6 million.

In 2023, the total gain from deconsolidation primarily included a gain of CHF 8.0 million from the deconsolidation of four Russian legal entities. The total gain and loss from deconsolidation includes a net gain from the reclassification of currency translation adjustments of CHF 10.9 million and a gain of CHF 0.6 million from the reclassification of cash flow hedge reserves ([see note 4](#)).

In 2024, other operating expenses includes mainly expenses from litigation cases and other taxes.

In 2023, the group recognized net impairment losses on tangible and intangible assets amounting to CHF 0.2 million consisting of impairment losses of CHF 1.0 million, partially offset with the reversal of impairment losses amounting to CHF 0.8 million.

In 2023, the group recognized restructuring costs of CHF 5.2 million, partially offset with the release of restructuring provisions of CHF 2.2 million. Restructuring costs mainly related to resizing activities in Ireland and Australia.

11 Financial income and expenses

millions of CHF	2024	2023
Interest and securities income	17.3	18.3
Interest income on employee benefit plans	2.4	0.1
Total interest and securities income	19.6	18.3
Interest expenses on borrowings and lease liabilities	-23.8	-24.5
Interest expenses on employee benefit plans	-5.5	-5.7
Total interest expenses	-29.3	-30.3
Total interest income / (expenses), net	-9.7	-11.9
Fair value changes	-12.7	5.1
Other financial income (expenses)	-0.0	2.5
Currency exchange gains / (losses), net	-2.8	-17.9
Total other financial income / (expenses), net	-15.5	-10.3
Total financial income / (expenses), net	-25.2	-22.2
- thereof fair value changes on financial assets at fair value through profit or loss	-12.7	5.1
- thereof interest income on financial assets at amortized costs	17.3	18.3
- thereof other financial expenses	-0.0	2.5
- thereof currency exchange gains / (losses), net	-2.8	-17.9
- thereof interest expenses on borrowings	-20.8	-22.1
- thereof interest expenses on lease liabilities	-3.0	-2.5
- thereof interest expenses on employee benefit plans, net	-3.2	-5.7

In 2024, the total financial expenses, net amounted to CHF 25.2 million, compared with CHF 22.2 million in 2023.

The total interest and securities income amounted to CHF 19.6 million (2023: CHF 18.3 million), including interest income on employee benefit plans of CHF 2.4 million (2023: CHF 0.1 million).

The line "Fair value changes" mainly includes fair value changes of derivative financial instruments used as hedging instruments to hedge foreign exchange risks as well as minor gains from fair value changes of investments in financial instruments classified at fair value through profit or loss amounting to CHF 0.1 million (2023: CHF 2.7 million).

Currency exchange gains / losses are related to foreign currency differences of assets and liabilities that are not directly used for business related activities (financing activities or other support functions) recorded at the prevailing rate at the time of acquisition (or preceding year-end closing rate) as against the current balance sheet rate.

12 Income taxes

millions of CHF	2024	2023
Current income tax expenses	-102.9	-79.1
Deferred income tax (expenses) income	14.7	5.4
Total income tax expenses	-88.2	-73.8

The weighted average tax rate results from applying each subsidiary's statutory income tax rate to the income before taxes. Since the group operates in countries that have differing tax laws and rates, the consolidated weighted average effective tax rate may vary from year to year according to variations in income per country and changes in applicable tax rates.

Reconciliation of income tax expenses

millions of CHF	2024	2023
Income before income tax expenses	353.5	304.3
Weighted average tax rate	22.0%	23.7%
Income taxes at weighted average tax rate	-77.9	-72.1
Income taxed at different tax rates	-25.5	-12.3
Effect of tax loss carryforwards and allowances for deferred income tax assets	4.4	0.9
Expenses not deductible for tax purposes	-1.2	-11.4
Effect of changes in tax rates and legislation	1.0	0.0
Prior year items and others	11.0	21.2
Total income tax expenses	-88.2	-73.8
Effective income tax rate	24.9%	24.2%

The effective income tax rate for 2024 was 24.9% (2023: 24.2%). In 2024, the effective income tax rate was impacted by income taxed at different tax rates in the amount of CHF 25.5 million due to participation exemptions on dividend income and withholding taxes on dividends, trademark royalties and interests.

Expenses not deductible for tax purposes in the amount of CHF 1.2 million mainly relate to disallowances of group charges for services, financing and other expenses in India, Mexico, the UK and the USA.

Effect of tax loss carryforwards and allowances for deferred income tax assets relates to the utilization of tax losses in Germany, Ireland, UK and USA due to the positive business development. Prior year items and others include current tax refunds and receivables from a Mutual Agreement Procedure in Switzerland (CHF 2.3 million), Research and Development super-deduction in China (CHF 1.5 million) and the refunds from Research and Development tax credits in Brazil and USA.

Additionally, a deferred income tax asset of CHF 2.1 million (2023: 4.0 million) was recognized on a step-up in relation to the Swiss Corporate Tax Reform (TRAF) enacted in prior periods.

The effective income tax rate for 2023 was 24.2%. The effective income tax rate was impacted by income taxed at different tax rates in the amount of CHF 12.3 million due to participation exemptions on dividend income and withholding taxes on dividends, trademark royalties and interests. Expenses

not deductible for tax purposes in the amount of CHF 11.4 million mainly related to disallowances of group charges for services, financing and other expenses in India, Mexico, the UK and the USA. Prior year items and others in 2023 include current tax refunds and receivables from Research and Development tax credits in Brazil and the USA. Additionally, a deferred income tax asset of CHF 4.0 million was recognized on a step-up in relation to the Swiss Corporate Tax Reform (TRAF) enacted in prior periods. The deconsolidation of the Russian business positively impacted the reconciliation by CHF 2.3 million.

Summary of deferred income tax assets and liabilities in the balance sheet

millions of CHF	2024			2023		
	Assets	Liabilities	Net	Assets	Liabilities	Net
Intangible assets	20.9	-55.0	-34.2	15.0	-52.4	-37.4
Property, plant and equipment	4.8	-16.2	-11.5	5.2	-13.6	-8.4
Other financial assets	12.6	-0.9	11.7	16.6	-1.1	15.6
Inventories	26.4	-3.8	22.6	27.4	-2.2	25.1
Other assets	15.6	-44.0	-28.4	23.7	-55.9	-32.1
Defined benefit obligations	21.4	-2.6	18.7	21.8	-0.1	21.7
Non-current provisions	6.4	-	6.4	9.6	-0.1	9.5
Current provisions	23.7	-0.7	23.0	23.9	-1.5	22.4
Other liabilities	52.7	-11.5	41.2	44.4	-23.0	21.3
Tax loss carryforwards	35.1	-	35.1	23.1	-	23.1
Elimination of intercompany profits	0.8	-	0.8	1.0	-	1.0
Tax assets / liabilities	220.4	-134.8	85.6	211.7	-149.9	61.8
Offset of assets and liabilities	-66.9	66.9	-	-66.8	66.8	-
Net recorded deferred income tax assets and liabilities	153.6	-67.9	85.6	144.9	-83.2	61.8

Cumulative deferred income taxes recorded in equity as of December 31, 2024, amounted to CHF -4.8 million (2023: CHF -12.5 million). The group does not recognize any deferred taxes on investments in subsidiaries because it controls the dividend policy of its subsidiaries – i.e., the group controls the timing of reversal of the related taxable temporary differences and management is satisfied that no material amounts will reverse in the foreseeable future.

Movement of deferred income tax assets and liabilities in the balance sheet

							2024
millions of CHF	Balance as of January 1	Recognized in profit or loss	Recognized in other comprehensive income	Acquired through business combination	Currency translation differences		Balance as of December 31
Intangible assets	-37.4	5.3	-	-0.9	-1.2		-34.2
Property, plant and equipment	-8.4	-2.5	-	-	-0.6		-11.5
Other financial assets	15.6	-4.9	-	-	1.0		11.7
Inventories	25.1	-3.3	-	-	0.8		22.6
Other assets	-32.1	-9.5	12.9	-	0.4		-28.4
Defined benefit obligations	21.7	1.2	-5.1	-	0.9		18.7
Non-current provisions	9.5	-3.6	-	-	0.4		6.4
Current provisions	22.4	0.3	-	-	0.3		23.0
Other liabilities	21.3	20.3	-	-	-0.5		41.2
Tax loss carryforwards	23.1	11.4	-	-	0.7		35.1
Elimination of intercompany profits	1.0	-0.2	-	-	-		0.8
Total	61.8	14.7	7.8	-0.9	2.2		85.6

							2023
millions of CHF	Balance as of January 1	Recognized in profit or loss	Recognized in other comprehensive income	Divestment of subsidiaries	Currency translation differences		Balance as of December 31
Intangible assets	-46.1	5.7	-	-	3.0		-37.4
Property, plant and equipment	-13.7	4.5	-	-	0.8		-8.4
Other financial assets	19.7	-2.5	-	-	-1.7		15.6
Inventories	30.3	-3.9	-	-	-1.2		25.1
Other assets	-11.7	17.0	-36.7	-	-0.7		-32.1
Defined benefit obligations	20.7	-0.5	2.3	-	-0.8		21.7
Non-current provisions	8.0	2.2	-	-	-0.7		9.5
Current provisions	28.2	-4.5	-	-	-1.3		22.4
Other liabilities	36.9	-13.8	-	-	-1.7		21.3
Tax loss carryforwards	23.5	1.2	-	-0.6	-1.1		23.1
Elimination of intercompany profits	1.1	-0.1	-	-	-		1.0
Total	96.9	5.4	-34.4	-0.6	-5.5		61.8

Tax loss carryforwards (TLCF)

	2024				
millions of CHF	Amount	Potential tax assets	Valuation allowance	Carrying amount	Unrecognized TLCF
Expiring in the next 3 years	0.3	0.0	–	0.0	–
Expiring in 4–7 years	10.6	2.6	–0.0	2.6	0.1
Available without limitation	237.5	43.9	–11.4	32.5	88.7
Total tax loss carryforwards as of December 31	248.3	46.6	–11.4	35.1	88.8

	2023				
millions of CHF	Amount	Potential tax assets	Valuation allowance	Carrying amount	Unrecognized TLCF
Expiring in the next 3 years	2.5	0.1	–0.0	0.0	–
Expiring in 4–7 years	3.9	1.0	–0.0	1.0	0.4
Available without limitation	207.6	37.4	–15.4	22.0	90.5
Total tax loss carryforwards as of December 31	213.9	38.5	–15.4	23.1	90.9

Deferred income tax assets are recognized for tax loss carryforwards to the extent that the realization of the related tax benefit through future taxable profits is probable. No deferred income tax assets have been recognized on tax loss carryforwards in the amount of CHF 88.8 million (2023: CHF 90.9 million) or on some step-ups in relation with the Swiss corporate tax reform (TRAF), which entered into effect on January 1, 2020.

Global minimum top-up tax

Sulzer is subject to the global minimum top-up tax under Pillar Two legislation. The domestic top-up tax “QDMTT” legislation was enacted in Switzerland and became applicable from January 1, 2024. The international top-up tax legislation (so called “Income Inclusion Rule (IIR)”) was enacted and became applicable from January 1, 2025. Financial years starting on January 1, 2025, are subject to IIR. No QDMTT was recorded in 2024, as Sulzer benefits from transitional safe harbors.

The Group has applied the temporary mandatory relief from deferred tax accounting for the impacts of the top-up tax. The Group recognizes the top-up tax as a current tax when it incurs.

13 Goodwill and other intangible assets

						2024
millions of CHF	Goodwill	Trademarks and licenses	Research and development	Computer software	Customer relationship	Total
Acquisition cost						
Balance as of January 1	977.9	88.0	18.6	53.4	378.5	1'516.3
Acquired through business combination	10.8	2.4	0.6	–	3.9	17.8
Additions	–	0.1	2.2	6.6	0.9	9.7
Disposals	–	–0.0	–	–0.4	–1.5	–1.9
Reclassifications	–	–	–	0.4	–	0.4
Currency translation differences	12.6	3.2	0.1	0.6	4.2	20.8
Balance as of December 31	1'001.4	93.6	21.5	60.6	385.9	1'563.1
Accumulated amortization and impairment losses						
Balance as of January 1	340.0	51.3	10.6	31.5	248.1	681.5
Additions ¹⁾	–	8.1	1.4	4.2	24.8	38.5
Disposals	–	–0.0	–	–0.4	–1.5	–1.9
Currency translation differences	–	2.2	0.0	0.3	2.5	5.1
Balance as of December 31	340.0	61.6	12.0	35.7	273.9	723.2
Net book value						
As of January 1	637.9	36.6	8.0	21.8	130.4	834.8
As of December 31	661.4	32.1	9.5	24.9	112.1	839.9

1) In the consolidated income statement, the amortization expense for trademark and licenses is recognized in "Research and development expense" and in "Selling and distribution expense", the amortization expense for Customer relationship is primarily recognized in "Selling and distribution expense".

						2023
millions of CHF	Goodwill	Trademarks and licenses	Research and development	Computer software	Customer relationship	Total
Acquisition cost						
Balance as of January 1	1'016.9	92.5	16.1	50.7	399.5	1'575.6
Additions	–	–	0.0	5.1	0.9	6.1
Disposals	–	–	–	–0.7	–3.3	–4.0
Reclassifications	–	–	2.6	0.0	0.5	3.1
Currency translation differences	–38.9	–4.6	–0.1	–1.7	–19.2	–64.5
Balance as of December 31	977.9	88.0	18.6	53.4	378.5	1'516.3
Accumulated amortization and impairment losses						
Balance as of January 1	340.0	45.8	9.3	30.7	238.6	664.5
Additions ¹⁾	–	7.9	1.3	2.8	24.6	36.6
Disposals	–	–	–	–0.7	–3.3	–4.0
Currency translation differences	–	–2.4	–0.0	–1.2	–11.9	–15.5
Balance as of December 31	340.0	51.3	10.6	31.5	248.1	681.5
Net book value						
As of January 1	676.9	46.7	6.7	20.0	160.8	911.2
As of December 31	637.9	36.6	8.0	21.8	130.4	834.8

1) In the consolidated income statement, the amortization expense for trademark and licenses is recognized in "Research and development expense" and in "Selling and distribution expense", the amortization expense for Customer relationship is primarily recognized in "Selling and distribution expense".

Goodwill impairment test

	2024			
millions of CHF	Goodwill	Headroom	Growth rate residual value	Pretax discount rate
Flow	375.4	647.7	2.0%	12.7%
Services	202.1	1'087.1	2.0%	14.1%
Chemtech	83.9	1'085.8	2.0%	11.9%
Total as of December 31	661.4	2'820.7		

	2023			
millions of CHF	Goodwill	Headroom	Growth rate residual value	Pretax discount rate
Flow	362.3	628.5	2.0%	9.9%
Services	193.8	1'620.3	2.0%	10.8%
Chemtech	81.8	830.0	2.0%	10.9%
Total as of December 31	637.9	3'078.8		

Goodwill is allocated to the smallest cash-generating unit (CGU) at which goodwill is monitored for internal management purposes (i.e., division). The recoverable amount has been determined based on a value-in-use calculation. A five-year strategic plan approved by the Board of Directors in February 2024 forms the basis for the projected cash flows. Cash flows beyond the planning period are extrapolated using a terminal value including a growth rate as stated above.

The calculated value-in-use exceeded the carrying amount of the cash-generating unit with a substantial margin (i.e., headroom) and an update of the impairment test at the end of the year would not have resulted in any goodwill impairment. As of December 31, 2024, there is no indication of a goodwill impairment.

Sensitivity analyses

The recoverable amount from cash-generating units is measured on the basis of value-in-use calculations significantly impacted by the terminal growth rate used to determine the residual value, the discount rate and the projected cash flows. The table above shows the amount by which the estimated recoverable amount of the CGU exceeds its carrying amount (headroom).

Sensitivity analyses were performed with regards to key assumptions, that would not change the conclusions of the impairment test. An increase of the discount rate by 5.0 percentage points or a decrease of the terminal growth rate by 5.0 percentage points would still lead to a recoverable amount exceeding the carrying amount for all CGU's.

14 Property, plant and equipment

	2024				
millions of CHF	Land and buildings	Machinery and technical equipment	Other non-current assets	Assets under construction	Total
Acquisition cost					
Balance as of January 1	314.6	459.4	165.6	39.9	979.5
Acquired through business combination	3.5	1.3	0.1	-	4.9
Additions	4.2	18.3	7.8	52.4	82.7
Disposals	-0.8	-11.8	-11.5	-	-24.1
Reclassifications	10.5	16.0	6.8	-34.3	-1.0
Currency translation differences	10.1	11.3	3.1	0.8	25.3
Balance as of December 31	342.1	494.4	172.0	58.8	1'067.3
Accumulated depreciation					
Balance as of January 1	150.4	338.7	139.7	2.4	631.3
Additions	9.5	27.0	11.0	-	47.5
Disposals	-0.3	-10.3	-10.3	-	-20.9
Reclassifications	1.6	-1.6	0.0	-	-0.0
Impairments	-	-	-	4.5	4.5
Currency translation differences	4.8	9.1	3.4	-0.0	17.2
Balance as of December 31	166.0	362.9	143.7	6.9	679.6
Net book value					
As of January 1	164.2	120.6	25.9	37.5	348.2
As of December 31	176.1	131.5	28.2	51.9	387.8

	2023				
millions of CHF	Land and buildings	Machinery and technical equipment	Other non-current assets	Assets under construction	Total
Acquisition cost					
Balance as of January 1	326.8	477.5	172.8	36.1	1'013.2
Divestitures of subsidiaries	-0.3	0.0	-0.1	-0.0	-0.4
Additions	3.0	13.8	7.4	35.3	59.5
Disposals	-1.6	-14.4	-9.4	-	-25.4
Reclassifications	9.6	13.8	6.0	-29.1	0.3
Currency translation differences	-22.9	-31.4	-11.1	-2.3	-67.7
Balance as of December 31	314.6	459.4	165.6	39.9	979.5
Accumulated depreciation					
Balance as of January 1	152.9	350.1	147.1	2.6	652.6
Divestitures of subsidiaries	-0.2	-0.1	-0.1	-	-0.3
Additions	9.7	24.5	9.6	-	43.9
Disposals	-1.0	-11.3	-9.0	-	-21.3
Impairments (Reversal)	-	-0.1	-0.1	-	-0.2
Currency translation differences	-11.1	-24.4	-7.8	-0.1	-43.4
Balance as of December 31	150.4	338.7	139.7	2.4	631.3
Net book value					
As of January 1	173.9	127.4	25.7	33.5	360.5
As of December 31	164.2	120.6	25.9	37.5	348.2

An impairment of machinery and equipment under construction amounting to CHF 4.5 million was booked in one of the service centers as of December 31, 2024, and it was recorded within cost of goods sold. In 2023, impairment of CHF 0.6 million and reversal of impairment amounting to CHF 0.8 million were recorded in other operating expenses.

In 2024, the group sold property, plant and equipment with a book value of CHF 3.2 million for CHF 3.5 million resulting in a net gain of CHF 0.3 million (2023: property, plant and equipment with a book value of CHF 4.1 million was sold for CHF 4.6 million, resulting in a net gain of CHF 0.5 million).

The contractual commitments to acquire property, plant and equipment as of December 31, 2024, amounted to CHF 9.8 million (December 31, 2023: CHF 5.1 million).

15 Leases

Lease assets

				2024
millions of CHF	Land and buildings, leased	Machinery and technical equipment, leased	Other non-current assets, leased	Total
Balance as of January 1	74.1	5.7	13.4	93.2
Acquired through business combination	0.0	0.4	0.0	0.5
Additions	24.2	3.6	10.6	38.4
Depreciation	-20.0	-2.3	-7.4	-29.7
Remeasurements and contract modifications	0.4	-0.3	0.2	0.4
Currency translation differences	2.2	0.3	0.3	2.8
Total lease assets as of December 31	80.8	7.4	17.1	105.2

				2023
millions of CHF	Land and buildings, leased	Machinery and technical equipment, leased	Other non-current assets, leased	Total
Balance as of January 1	73.0	4.5	12.6	90.1
Additions	24.4	3.8	9.3	37.5
Depreciation	-19.1	-2.1	-6.3	-27.5
Impairments	-0.4	-	-	-0.4
Remeasurements and contract modifications	0.5	-0.1	-1.3	-0.8
Currency translation differences	-4.3	-0.4	-0.9	-5.6
Total lease assets as of December 31	74.1	5.7	13.4	93.2

Lease liabilities

	2024	2023
Balance as of January 1	93.0	89.6
Acquired through business combination	0.5	–
Additions	38.4	37.5
Interest expenses	3.0	2.5
Cash flow for repayments – principal portion	–29.7	–28.3
Cash flow for repayments – interest portion	–3.0	–2.5
Remeasurements and contract modifications	0.3	–0.4
Currency translation differences	2.4	–5.4
Total lease liabilities as of December 31	104.9	93.0
- thereof non-current lease liabilities	78.3	69.0
- thereof current lease liabilities	26.6	23.9

The group leases land and buildings used for production, storage or office space. The terms are typically fixed for a period of three to five years. Various lease contracts for buildings contain extension options, providing the group with operational flexibility and planning security. Extension options are included in the measurement of the lease liability and the lease assets only if Management assesses these extension options as reasonably certain to be exercised.

Other leasing disclosures

millions of CHF	2024	2023
Recognized in the income statement		
Expenses relating to short-term leases	–17.1	–15.8
Expenses relating to low-value asset leases, excluding short-term leases of low-value assets	–1.0	–1.5
Expenses relating to variable lease payments not included in the lease liability	–2.9	–2.7
Income from subleasing right-of-use assets	0.4	0.3
Interest expenses on lease liabilities	–3.0	–2.5
Total recognized in the income statement	–23.6	–22.3
Recognized in the statement of cash flows		
Cash flow for short-term, low-value asset and variable leases (included within cash flow from operating activities)	–21.0	–20.1
Cash flow from subleasing right-of-use assets (included within cash flow from operating activities)	0.4	0.3
Cash flow for repayments of interest on lease liabilities (included within cash flow from operating activities)	–3.0	–2.5
Cash flow for repayments of the principal portion on lease liabilities (included within cash flow from financing activities)	–29.7	–28.3
Total cash outflow	–53.2	–50.5

16 Associates and joint ventures

millions of CHF	2024	2023
Balance as of January 1	54.7	41.8
Additions	–	17.8
Reclassifications	–	1.8
Share of profit / (loss) of associates and joint ventures	–3.8	–3.2
Dividend payments received	–0.1	–0.2
Currency translation differences	2.1	–3.2
Total investments in associates and joint ventures as of December 31	53.0	54.7
- thereof investments in associates:	52.8	54.5
- thereof investments in joint ventures:	0.2	0.2

In February 2023, the group acquired a strategic stake in Fuenix Ecology Holding B.V., a circular technology company, for CHF 10.1 million and classified the investment as an investment in associates. In September 2023, the group acquired an additional ownership in Cellicon Holding B.V. for CHF 6.5 million, in addition to an existing ownership of CHF 3.0 million, and the total investment was classified as an investment in associates.

17 Other financial assets

				2024
millions of CHF	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortized costs	Total
Balance as of January 1	23.8	9.5	7.4	40.7
Acquired through business combination	–	–	0.2	0.2
Additions	0.8	1.3	0.0	2.1
Repayments	–1.6	–	–4.2	–5.8
Changes in fair value	–0.1	–6.1	–	–6.2
Currency translation differences	0.0	–	0.2	0.2
Balance as of December 31	23.0	4.7	3.5	31.2
– thereof non-current	22.4	4.7	3.2	30.2
– thereof current	0.6	–	0.4	1.0

				2023
millions of CHF	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Financial assets at amortized costs	Total
Balance as of January 1	24.4	8.8	9.3	42.5
Recognized through deconsolidation	–	–	3.1	3.1
Additions	1.0	–	0.3	1.3
Repayments ¹⁾	–	–	–7.8	–7.8
Changes in fair value	3.3	0.7	–	4.0
Other non-cash items	–	–	2.6	2.6
Reclassifications	–3.0	–	–	–3.0
Currency translation differences	–1.7	–	–0.2	–2.0
Balance as of December 31	23.8	9.5	7.4	40.7
– thereof non-current	22.2	9.5	6.7	38.4
– thereof current	1.6	–	0.7	2.3

1) Repayments in the amount of CHF 4.9 million are presented in the statement of cash flows in “Divestitures and deconsolidation of subsidiaries, net of cash”.

Financial assets that belong to the category “financial assets at fair value through profit or loss” include investments in equity securities.

The financial assets in the category “financial assets at fair value through other comprehensive income” are primarily comprised of medmix shares amounting to CHF 4.4 million (2023: CHF 9.5 million), which were received as part of the Applicator Systems spin-off in 2021. The financial investment in medmix Ltd is recognized at its fair value based on the share price of medmix Ltd (a level 1 hierarchy valuation). Management has designated this investment at fair value through other comprehensive income at initial recognition. In 2024, fair value changes of financial assets at fair value through other comprehensive income amounting to CHF -6.1 million (2023: CHF 0.7 million) were recorded in other comprehensive income, with an associated deferred tax effect of CHF 1.2 million (2023: CHF -0.1 million). The dividend received amounted to CHF 0.2 million (2023: CHF 0.2 million).

18 Inventories

millions of CHF	2024	2023
Raw materials, supplies and consumables	160.7	166.9
Work in progress	282.5	255.4
Finished products and trade merchandise	71.9	72.8
Total inventories as of December 31	515.1	495.1

In 2024, the group recognized write-downs of CHF 19.1 million in the income statement. In 2023, the total write-downs amounted to CHF 16.6 million. The accumulated write-downs on inventories amounted to CHF 77.6 million as of December 31, 2024 (2023: CHF 72.7 million). Material expenses in 2024 amounted to CHF 1'238.8 million (2023: CHF 1'239.4 million).

19 Assets and liabilities related to contracts with customers

millions of CHF	2024	2023
Sales recognized over time related to ongoing performance obligations	870.1	625.2
Sales recognized over time related to satisfied performance obligations	500.3	519.9
Sales recognized over time	1'370.4	1'145.1
Sales recognized at a point in time	2'160.2	2'136.6
Sales	3'530.6	3'281.7
– thereof sales recognized included in the contract liability balance at the beginning of the period	451.0	382.3
– thereof sales recognized from performance obligations satisfied (or partially satisfied) in previous periods	4.9	–0.0
Contract assets from sales recognized over time relating to ongoing performance obligations	1'220.4	1'048.4
Expected loss rate	0.1%	0.1%
Allowance for expected losses	–1.5	–1.3
Reversal of write-offs / (write-offs) on contract assets in the disposal group classified as held for sale (see note 4)	–	2.0
Netting with contract liabilities	–718.8	–619.0
Contract assets	500.1	430.1
Contract liabilities from costs recognized over time relating to ongoing performance obligations	175.8	145.4
Advance payments from customers relating to point in time contracts	248.7	203.7
Advance payments from customers relating to over time contracts	825.7	720.8
Netting with contract assets	–718.8	–619.0
Contract liabilities	531.3	451.0
Order backlog (aggregate amount of transaction price allocated to unsatisfied performance obligations)	2'300.0	1'946.8
– thereof expected to be recognized as revenue within 12 months	2'151.9	1'810.9
– thereof expected to be recognized in more than 12 months	148.1	135.9

20 Trade accounts receivable

Aging structure of trade accounts receivable

millions of CHF	2024				2023			
	Expected loss rate	Gross amount	Allowance	Net book value	Expected loss rate	Gross amount	Allowance	Net book value
Not past due	0.1%	493.8	-0.5	493.3	0.1%	393.1	-0.4	392.7
Past due								
1–30 days	1.7%	76.5	-1.3	75.2	0.7%	61.7	-0.5	61.2
31–60 days	2.2%	30.1	-0.7	29.4	2.6%	29.3	-0.8	28.6
61–120 days	3.6%	35.7	-1.3	34.4	6.4%	24.9	-1.6	23.3
>120 days	45.5%	87.8	-39.9	47.9	53.7%	75.7	-40.6	35.0
Total trade accounts receivable as of December 31		723.8	-43.6	680.2		584.7	-43.8	540.8

Allowance for doubtful trade accounts receivable

millions of CHF	2024	2023
Balance as of January 1	43.8	49.1
Reclassifications	3.1	-
Additions	13.1	9.0
Released as no longer required	-12.7	-7.4
Utilized	-4.9	-3.8
Currency translation differences	1.2	-3.1
Balance as of December 31	43.6	43.8

The recoverability of trade accounts receivable is regularly reviewed, and the credit quality of new customers is thoroughly assessed. Due to the large and heterogeneous customer base, the credit risk from individual customers of the group is limited. The allowance for doubtful trade accounts receivable is based on expected credit losses by country and by division. These are based on historical observed default rates over the expected life of the trade receivables and are adjusted for forward-looking information such as development of gross domestic product (GDP).

Accounts receivable by geographical region

millions of CHF	2024	2023
Europe, the Middle East and Africa	318.1	250.0
– thereof United Kingdom	77.9	52.1
– thereof Saudi Arabia	48.4	32.8
– thereof France	21.4	24.9
– thereof United Arab Emirates	21.2	12.8
– thereof Spain	20.1	20.7
Americas	178.3	131.0
– thereof USA	110.0	79.7
Asia-Pacific	183.8	159.8
– thereof China	114.9	102.8
Total as of December 31	680.2	540.8

21 Other current receivables and prepaid expenses

millions of CHF	2024	2023
Taxes (VAT, withholding tax)	69.4	61.3
Derivative financial instruments	3.0	13.9
Other current receivables	18.2	22.6
Total other current receivables as of December 31	90.7	97.8
Prepaid expenses	28.1	25.6
Total prepaid expenses as of December 31	28.1	25.6
Total other current receivables and prepaid expenses as of December 31	118.8	123.4

For further details on derivative financial instruments, refer to [note 28](#). Other current receivables and prepaid expenses do not include any material positions that are past due or impaired.

22 Cash and cash equivalents

millions of CHF	2024	2023
Cash	871.7	780.8
Cash equivalents	188.9	193.9
Total cash and cash equivalents as of December 31	1'060.6	974.7

As of December 31, 2024, the group held restricted cash and cash equivalents of CHF 10.7 million (2023: CHF 13.5 million).

23 Equity

Share capital

thousands of CHF	2024		2023	
	Number of shares	Share capital	Number of shares	Share capital
Balance as of December 31 (par value CHF 0.01)	34'262'370	342.6	34'262'370	342.6

The share capital amounts to CHF 342'623.70, made up of 34'262'370 shares with dividend entitlement and a par value of CHF 0.01. All shares are fully paid in and registered. On December 31, 2024, conditional share capital amounted to CHF 17'000 (2023: CHF 17'000), consisting of 1'700'000 shares with a par value of CHF 0.01.

Share ownership

Sulzer shares are freely transferable provided that, when requested by the company to do so, buyers declare that they have purchased and will hold the shares in their own name and for their own account. Nominees will only be entered in the share register with the right to vote provided that they meet the following conditions: the nominee is subject to the supervision of a recognized banking and financial market regulator; the nominee has entered into an agreement with the Board of Directors concerning its status; the share capital held by the nominee does not exceed 3% of the registered share capital entered in the commercial register; and the names, addresses and number of shares of those individuals for whose accounts the nominee holds at least 0.5% of the share capital have been disclosed. The Board of Directors is also entitled, beyond these limits, to enter shares of nominees with voting rights in the share register, provided that the above-mentioned conditions are met (see also paragraph 6a of the Articles of Association at <https://www.sulzer.com/en/shared/about-us/corporate-governance>).

Shareholders holding more than 3%

	Dec 31, 2024		Dec 31, 2023	
	Number of shares	in %	Number of shares	in %
Viktor Vekselberg (direct shareholder: Tiwel Holding AG)	16'728'414	48.82	16'728'414	48.82
UBS Fund Management (Switzerland) AG	1'175'624	3.43	-	-
The Capital Group Companies, Inc.	-	-	1'034'950	3.02

Retained earnings

The retained earnings include prior years' undistributed income of consolidated companies and all remeasurements of the net defined benefit assets and liabilities and other transactions recorded directly in retained earnings.

Treasury shares

During 2024, the group acquired 282'500 treasury shares for CHF 33.2 million (2023: 260'000 shares for CHF 20.9 million). The total number of shares held by the group as of December 31, 2024, amounted to 509'455 treasury shares (December 31, 2023: 451'074 shares).

The treasury shares are held for the purpose of issuing shares under the management share-based payment programs.

Cash flow hedge reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments where the hedged transaction has not yet occurred. Amounts are reclassified to profit or loss when the associated hedged transaction affects the income statement.

Currency translation reserve

The currency translation reserve comprises all foreign exchange differences arising on the translation of the financial statements of controlled entities, whose functional currency differs from the reporting currency of the group. The cumulative amount is reclassified to profit or loss when the net investment is derecognized.

Acquisition of non-controlling interests without a change of control

Reference is made to [note 3](#).

Transactions with non-controlling interests

In 2024, the group reduced its ownership in Sulzer Pumps (Nigeria) Ltd.; reference is made to [note 3](#).

In 2023, an agreement entered into with non-controlling shareholders of a subsidiary, agreeing on a fixed profit distribution for that subsidiary, resulted in the recognition of liability and a reduction in non-controlling interests.

Contribution from medmix

The contribution relates to vested shares under Sulzer share plans for medmix employees.

Dividends

On April 16, 2024, the Annual General Meeting approved an ordinary dividend of CHF 3.75 (2023: ordinary dividend of CHF 3.50) per share to be paid out of reserves. The dividend was paid to shareholders on April 22, 2024. The total amount of the dividend to shareholders of Sulzer Ltd was CHF 127.3 million (2023: CHF 118.9 million), thereof paid dividends of CHF 86.5 million (2023: CHF 80.9 million), and unpaid dividends of CHF 40.8 million (2023: CHF 38.1 million). The unpaid dividends are reflected in the balance sheet position "Other current and accrued liabilities" (see [note 27](#)).

The Board of Directors decided to propose to the Annual General Meeting 2025 a dividend for the year 2024 of CHF 4.25 per share (2023: CHF 3.75).

24 Earnings per share

	2024	2023
Net income attributable to shareholders of Sulzer Ltd (millions of CHF)	261.9	229.1
Issued number of shares	34'262'370	34'262'370
Adjustment for average treasury shares held	-406'494	-377'719
Average number of shares outstanding as of December 31	33'855'876	33'884'651
Adjustment for share participation plans	411'402	490'686
Average number of shares for calculating diluted earnings per share as of December 31	34'267'278	34'375'337
Earnings per share, attributable to a shareholder of Sulzer Ltd (in CHF) as of December 31		
Basic earnings per share	7.73	6.76
Diluted earnings per share	7.64	6.67

25 Borrowings

millions of CHF	2024		
	Non-current borrowings	Current borrowings	Total
Balance as of January 1	795.2	261.1	1'056.3
Acquired through business combination	1.6	1.3	2.9
Cash flow from proceeds	249.3	42.3	291.6
Cash flow for repayments	–	–293.3	–293.3
Changes in amortized costs	0.3	0.1	0.4
Reclassifications ¹⁾	–301.3	300.2	–1.1
Currency translation differences	–0.0	0.3	0.3
Total borrowings as of December 31	745.0	312.0	1'057.1

1) Including a reclass to other non-current liabilities of CHF -0.9 million and to other current and accrued liabilities of CHF -0.2 million.

millions of CHF	2023		
	Non-current borrowings	Current borrowings	Total
Balance as of January 1	1'043.9	311.4	1'355.3
Cash flow from proceeds	–	26.0	26.0
Cash flow for repayments	–0.0	–324.9	–325.0
Changes in amortized costs	0.3	0.1	0.4
Other non-cash increase	0.9	0.1	1.0
Reclassifications	–249.9	249.9	0.0
Currency translation differences	–0.1	–1.5	–1.6
Total borrowings as of December 31	795.2	261.1	1'056.3

Borrowings by currency

	2024			2023		
	millions of CHF	in %	Interest rate	millions of CHF	in %	Interest rate
CHF	1'043.9	98.8	1.5%	1'044.2	98.9	1.4%
INR	4.7	0.4	7.3%	4.7	0.4	5.6%
IDR	4.3	0.4	8.4%	3.3	0.3	8.7%
USD	2.2	0.2	0.2%	1.5	0.1	3.8%
AED	–	–	–	0.9	0.1	2.8%
EUR	1.6	0.1	6.0%	0.5	0.0	–
Other	0.4	0.0	0.0%	1.2	0.1	–
Total as of December 31	1'057.1	100.0	–	1'056.3	100.0	–

As of December 2024, Sulzer has access to a syndicated credit facility of CHF 500 million maturing in December 2026. The facility includes two one-year extension options and a further option to increase the credit facility by CHF 250 million (subject to lenders' approval). In 2022 and 2023, the group exercised the options, extending the term of the credit facility in the amount of CHF 415 million to December 2028. The facility is subject to financial covenants based on net financial indebtedness and EBITDA, which were adhered to throughout the reporting period. As of December 31, 2024, and 2023, the syndicated facility was not used.

Outstanding bonds

millions of CHF	2024		2023	
	Amortized costs	Nominal	Amortized costs	Nominal
0.875% 07/2016–07/2026	125.0	125.0	124.9	125.0
1.600% 10/2018–10/2024	-	-	250.0	250.0
0.800% 09/2020–09/2025	299.9	300.0	299.8	300.0
0.875% 11/2020–11/2027	199.8	200.0	199.8	200.0
3.350% 12/2022–11/2026	169.8	170.0	169.7	170.0
1.773% 10/2024–10/2028	249.3	250.0	-	-
Total as of December 31	1'043.9	1'045.0	1'044.1	1'045.0
- thereof non-current	744.0	745.0	794.2	795.0
- thereof current	299.9	300.0	250.0	250.0

On October 22, 2024, Sulzer repaid CHF 250.0 million for the single tranche of a bond issued in 2018. This bond had a term of six years and carried a coupon of 1.600%.

On October 21, 2024, Sulzer issued a CHF 250.0 million single tranche bond. The bond has a term of four years and carries a coupon of 1.7725% at a price of 100.000%.

On July 6, 2023, Sulzer repaid CHF 290.0 million for the second and last tranche of a bond issued in 2018. This second tranche had a term of 5 years and carried a coupon of 1.300%.

All the outstanding bonds are traded on SIX Swiss Exchange.

26 Provisions

	2024					
millions of CHF	Other employee benefits	Warranties / liabilities	Restructuring	Environmental	Other	Total
Balance as of January 1	33.2	98.8	5.0	12.4	42.6	192.0
Acquired through business combination	–	0.0	–	–	0.1	0.2
Additions	8.6	39.3	4.6	–	30.5	83.0
Released as no longer required	–1.8	–19.8	–0.9	–0.2	–15.1	–37.8
Utilized	–5.5	–20.7	–5.4	–0.0	–19.8	–51.5
Reclassification	–	–0.8	–	–	0.8	–0.0
Currency translation differences	1.2	1.5	0.1	0.3	1.1	4.1
Total provisions as of December 31	35.7	98.3	3.4	12.4	40.1	189.9
– thereof non-current	20.8	2.7	0.4	12.4	9.9	46.2
– thereof current	14.8	95.6	2.9	0.0	30.3	143.8

	2023					
millions of CHF	Other employee benefits	Warranties / liabilities	Restructuring	Environmental	Other	Total
Balance as of January 1	44.5	92.3	8.1	11.4	57.8	214.1
Additions	8.0	41.6	5.2	1.2	35.9	91.9
Released as no longer required	–4.2	–9.6	–2.2	–	–16.5	–32.6
Utilized	–7.1	–19.4	–4.7	–0.1	–32.5	–63.9
Reclassification ¹⁾	–6.0	–	–	–	–	–6.0
Currency translation differences	–1.9	–6.0	–1.3	–0.2	–2.0	–11.4
Total provisions as of December 31	33.2	98.8	5.0	12.4	42.6	192.0
– thereof non-current	22.0	2.8	0.5	12.3	9.1	46.7
– thereof current	11.2	96.0	4.6	0.0	33.4	145.3

1) Includes a reclassification of CHF 6.0 million to the defined benefit obligation, see note 8.

The category “Other employee benefits” includes provisions for jubilee gifts and other obligations to employees.

The category “Warranties / liabilities” includes provisions for warranties, customer claims, penalties, litigation and legal cases relating to goods delivered or services rendered. Warranties that provide customers with assurance that the product complies with the agreed specifications are accounted for as provisions over the agreed warranty period.

In 2024, the group utilized CHF 5.4 million (2023: CHF 4.7 million) of restructuring provisions mainly relating to reorganization in the Flow and Services division. The group recorded restructuring provisions of CHF 4.6 million (2023: CHF 5.2 million), partly offset by released restructuring provisions of CHF 0.9 million (2023: CHF 2.2 million). Restructuring costs mainly relate to reorganization in the Services division. The remaining restructuring provision as of December 31, 2024, is CHF 3.4 million, of which CHF 2.9 million is expected to be utilized within one year.

“Environmental” mainly consists of expected costs related to inherited liabilities.

“Other” includes provisions that do not fit into the aforementioned categories. A large number of these provisions refer to onerous contracts and indemnities, in particular related to divestitures. In addition, provisions for ongoing asbestos lawsuits and other legal claims are included. Based on the currently known facts, the group is of the opinion that the resolution of the open cases will not have material effects on its liquidity or financial condition. Although the group expects a large part of the category “Other” to be realized in 2025, by their nature, the amounts and timing of any cash outflows are difficult to predict.

27 Other current and accrued liabilities

millions of CHF	2024	2023
Liability related to the purchase of treasury shares	90.4	88.1
Outstanding dividend payments	318.0	277.2
Taxes (VAT, withholding tax)	41.9	31.4
Derivative financial instruments	10.3	3.2
Other current liabilities	57.3	38.9
Total other current liabilities as of December 31	518.0	438.9
Contract-related costs	136.3	121.3
Salaries, wages and bonuses	140.1	121.9
Vacation and overtime claims	26.6	23.0
Other accrued liabilities	154.2	147.3
Total accrued liabilities as of December 31	457.2	413.5
Total other current and accrued liabilities as December 31	975.2	852.4

The outstanding dividend payments of CHF 318.0 million (2023: CHF 277.2 million) are explained in [note 23](#).

28 Derivative financial instruments

millions of CHF	2024				2023			
	Derivative assets		Derivative liabilities		Derivative assets		Derivative liabilities	
	Notional value	Fair value	Notional value	Fair value	Notional value	Fair value	Notional value	Fair value
Forward exchange rate contracts	376.5	3.0	750.7	10.3	817.6	13.9	276.1	3.2
Total as of December 31	376.5	3.0	750.7	10.3	817.6	13.9	276.1	3.2
– thereof due in <1 year	376.5	3.0	750.7	10.3	817.6	13.9	276.1	3.2
– thereof due in 1–5 years	–	–	–	–	–	–	–	–

In 2024, the notional value and the fair value of derivative assets and liabilities consists of current derivative financial instruments. Some of these derivative assets and liabilities are dedicated as hedging instruments for cash flow hedges. The cash flow hedges of expected future sales were assessed as highly effective. In 2024, the net unrealized losses for cash flow hedges recorded in the cash flow hedge reserves in other comprehensive income amount to CHF -7.5 million (2023: gains of CHF 8.3 million), net of a deferred tax impact of CHF 3.3 million (2023: CHF 2.7 million). As of December 31, 2024, the accumulated cash flow hedge reserve amounts to CHF -5.5 million (2023: CHF 5.3 million) with recognized net deferred tax assets of CHF 2.2 million (2023: deferred tax liabilities of CHF 1.0 million) relating to these cash flow hedges included in the cash flow hedge reserves. In 2024, gains of CHF 3.4 million (2023: gains of CHF 2.6 million) were reclassified from the cash flow hedge reserves to the income statement. The maximum exposure to credit risk at the reporting date is the fair value of the derivative assets in the balance sheet.

The hedged, highly probable forecast transactions denominated in foreign currencies are mostly expected to occur at various dates during the next 12 months. Gains and losses recognized in the cash flow hedge reserve in equity on forward foreign exchange contracts as of December 31, 2024, are recognized either in sales, cost of goods sold or other operating income / expenses in the period or periods during which the hedged transaction affects the income statement. This is generally within 12 months from the balance sheet date unless the gain or loss is included in the initial amount recognized for the purchase of fixed assets, in which case recognition is over the lifetime of the asset (5 to 10 years).

The group enters into derivative financial instruments under enforceable master netting arrangements. These agreements do not meet the criteria for offsetting derivative assets and derivative liabilities in the consolidated balance sheet. As of December 31, 2024, the amount subject to such netting arrangements was CHF 2.0 million (2023: CHF 2.1 million). Considering the effect of these agreements, the amount of derivative assets would reduce from CHF 3.0 million to CHF 1.0 million (2023: from CHF 13.9 million to CHF 11.8 million), and the amount of derivative liabilities would reduce from CHF 10.3 million to CHF 8.3 million (2023: from CHF 3.2 million to CHF 1.1 million).

29 Contingent liabilities

millions of CHF	2024	2023
Guarantees in favor of third parties	8.2	9.9
Total contingent liabilities as of December 31	8.2	9.9

As of December 31, 2024, guarantees provided to third parties amounted to CHF 8.2 million (2023: CHF 9.9 million) and relate to disposed businesses.

30 Share participation plans

Share-based payments charged to personnel expenses

millions of CHF	2024	2023
Restricted share unit plan	0.7	0.9
Performance share plan	12.7	11.7
Total charged to personnel expenses	13.4	12.6

The compensation charged to personnel expenses for the services received during the period amounts to CHF 13.4 million including CHF 12.7 million relating to equity-settled plans credited in the retained earnings. The remaining CHF 0.7 million corresponds to cash-settled plans.

Restricted share unit plan settled in Sulzer shares

This long-term incentive plan covers the Board of Directors. Restricted share units (RSU) are granted annually. Awards to members of the Board of Directors automatically vest with the departure from the Board members. The plan features graded vesting over a three-year period. One RSU award is settled with one Sulzer share at the end of the vesting period. The fair value of the RSU granted is measured at the grant date closing share price of Sulzer Ltd, and discounted over the vesting period using a discount rate that is based on the yield of Swiss government bonds for the duration of the vesting period. Participants are not entitled to dividends declared during the vesting period. Consequently, the grant date fair value of the RSU is reduced by the present value of the dividends expected to be paid during the vesting period.

Given the spin-off of the Applicator Systems division in 2021, the group neutralized the consequences of the demerger for the restricted share plans. The number of originally granted RSU was recalculated to neutralize the effect of the spin-off on the share price, resulting in the same fair value before and after the spin-off, and did not impact the share-based payments expense. In 2024, the last plan impacted by the spin-off vested.

Restricted share units

Grant year	2024	2023	2022	2021	2020	Total
Outstanding as of January 1, 2023	–	–	11'637	6'288	3'170	21'095
Granted	–	10'128	–	–	–	10'128
Exercised	–	–	–6'279	–4'344	–3'170	–13'793
Outstanding as of December 31, 2023	–	10'128	5'358	1'944	–	17'430
Outstanding as of January 1, 2024	–	10'128	5'358	1'944	–	17'430
Granted	6'942	–	–	–	–	6'942
Exercised	–	–3'376	–2'679	–1'944	–	–7'999
Outstanding as of December 31, 2024	6'942	6'752	2'679	–	–	16'373
Average fair value at grant date in CHF	112.58	77.05	77.82	106.32	65.22	

Performance share plan settled in Sulzer shares

This long-term incentive plan covers the members of the Executive Committee and the members of the Sulzer Management Group. Performance share units (PSU) are granted annually, depending on the organizational position of the employee.

Vesting of the PSUs is subject to continuous employment and to the achievement of performance conditions over the performance period. Participants are not entitled to dividends declared during the vesting period. Vesting of the performance share plans (PSP) is based on three performance conditions: operational income before restructuring, amortization, impairments and non-operational items (operational profit) in the last year of the performance period (weighted 25%), average operational return on capital employed (operational ROCEA) (weighted 25%), and Sulzer's total return to shareholders (TSR), compared to a selected group of peer companies (weighted 50%).

TSR is measured with a starting value of the volume-weighted average share price (VWAP) over the last three months prior to the first year, and an ending value of the VWAP over the last three months of the vesting period. The rank of Sulzer's TSR at the end of the performance period determines the effective number of total shares.

The group neutralized the consequences of the spin-off of the Applicator Systems division in 2021. The number of originally granted PSUs was recalculated to neutralize the effect of the spin-off on share price, resulting in the same fair value before and after the spin-off. The target values of the Applicator Systems business for the PSP 2020 and PSP 2021, as derived from their respective three-year financial plans, are deducted for the Sulzer group. As a result, the target values for the group comprise only what remain as continuing businesses within the group. Furthermore, for each non-market performance condition (i.e., operational profit and operational ROCEA) of PSP 2020 and PSP 2021, the performance curve depicting the gradient formed from the threshold and cap performance level remains unchanged.

The following inputs were used to determine the fair value of the PSUs at grant date using a Monte Carlo simulation:

Grant year	2024	2023	2022	2021	2020
Fair value at grant date	125.65	88.38	84.69	124.95	78.18
Share price at grant date	109.70	77.45	76.35	101.12	76.05
Expected volatility	27.50%	28.76%	35.59%	34.68%	37.45%
Risk-free interest rate	1.03%	1.96%	0.39%	-0.58%	-0.64%

The expected volatility of the Sulzer share and the peer group companies is determined by the historical volatility. The zero-yield curves of those countries in which the companies and indices are listed were used as the relevant risk-free rates. Historical data was used to arrive at an estimate for the correlation between Sulzer and the peer companies. For the TSR calculation, all dividends paid during the vesting period are added to the closing share price.

Performance share units – terms of awards

Grant year	2024	2023	2022	2021	2020
Number of awards granted	77'697	99'244	97'930	90'527	151'422
Grant date	April 1, 2024	April 1, 2023	April 1, 2022	April 1, 2021	June 1, 2020
Performance period for cumulative operational profit	01/24–12/26	01/23–12/25	01/22–12/24	01/21–12/23	01/20–12/22
Performance period for TSR	01/24–12/26	01/23–12/25	01/22–12/24	01/21–12/23	01/20–12/22
Fair value at grant date in CHF	125.65	88.38	84.69	124.95	78.18

Performance share units

Grant year	2024	2023	2022	2021	2020	Total
Initially granted	77'697	99'244	97'930	90'527	151'422	516'820
APS division spin-off restatement	–	–	–	44'801	74'680	119'481
Outstanding as of January 1, 2023	–	–	94'186	117'069	199'164	410'419
Granted	–	99'244	–	–	–	99'244
Exercised	–	–1'576	–6'666	–6'470	–199'164	–213'876
Forfeited	–	–3'386	–10'587	–1'867	–	–15'840
Outstanding as of December 31, 2023	–	94'282	76'933	108'732	–	279'947
Outstanding as of January 1, 2024	–	94'282	76'933	108'732	–	279'947
Granted	77'697	–	–	–	–	77'697
Exercised	–27	–3'778	–5'526	–108'732	–	–118'063
Forfeited	–131	–4'664	–1'900	–	–	–6'695
Outstanding as of December 31, 2024	77'539	85'840	69'507	–	–	232'886

31 Transactions with members of the Board of Directors, Executive Committee and related parties

Key management compensation

thousands of CHF	2024				2023			
	Short-term benefits	Equity-based compensation	Pension and social security contributions	Total	Short-term benefits	Equity-based compensation	Pension and social security contributions	Total
Board of Directors	1'302	780	267	2'349	1'231	780	272	2'283
Executive Committee	7'107	3'850	1'591	12'548	8'681	3'231	1'892	13'804

As of December 31, 2024, there are no outstanding loans with members of the Board of Directors or the Executive Committee. No shares have been granted to members of the Board of Directors, the Executive Committee, or related persons, with the exception of shares granted in connection with equity-settled plans and service awards.

Transactions and balances with associates and joint ventures

In 2024, the group recorded transactions and balances with associates and joint ventures. Sales with associates amounted to zero (2023: CHF 0.5 million), other operating income amounted to CHF 0.3 million (2023: zero), the operating expenses amounted to CHF 0.2 million (2023: CHF 1.5 million), and as of December 31, 2024, trade receivables with associates amounted to CHF 0.3 million (2023: zero), and trade payables amounted to CHF 0.0 million (2023: zero). The operating expenses with joint ventures amounted to CHF 4.3 million (2023: zero), and interest income to CHF 0.1 million (2023: zero). As of December 31, 2024, loan receivables amounted to CHF 1.7 million (2023: CHF 2.0 million), other receivables amounted to CHF 0.1 million (2023: zero), and payables amounted to CHF 0.6 million (2023: CHF 0.1 million). See [note 16](#) for details on the investments in associates and joint ventures.

Transactions and balances with other related parties

In 2024, open payables with related parties amounted to CHF 408.4 million (2023: CHF 365.4 million), of which CHF 90.4 million (2023: CHF 88.1 million) related to the purchase of treasury shares (see [note 27](#)) and CHF 318.0 million (2023: CHF 277.2 million) related to outstanding dividend payments (see [note 23](#) and [note 27](#)).

All related party transactions are priced on an arm's-length basis.

32 Auditor remuneration

Fees for the audit services by KPMG as the appointed group auditor amounted to CHF 4.1 million (2023: CHF 3.7 million). Additional services provided by the group auditor amounted to a total of CHF 2.0 million (2023: CHF 0.6 million). This amount includes CHF 0.3 million (2023: CHF 0.2 million) for tax services and CHF 1.7 million (2023: CHF 0.4 million) for other services.

33 Key accounting policies and valuation methods

33.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards using the historical cost convention except for:

- financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income; and
- net position from defined benefit plans, where plan assets are measured at fair value and the plan liabilities are measured at the present value of the defined benefit obligations (see note 33.18 a).

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements and have been applied consistently by all subsidiaries.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the group's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in [note 5](#).

Rounding

Due to rounding, numbers presented throughout the consolidated financial statements may not add up precisely to the totals provided. All ratios, percentages and variances are calculated using the underlying amount rather than the presented rounded amount.

Tables

Within tables, blank fields generally indicate that the field is not applicable or not meaningful, or that information is not available as of the relevant date or for the relevant period. Dashes (–) generally indicate that the respective figure is zero, while a zero (0.0) indicates that the relevant figure has been rounded to zero.

33.2 Change in accounting policies

a) Standards, amendments and interpretations which were effective for 2024

Starting from January 1, 2024, the group applied changes in standards, amendments and interpretations that became effective January 1, 2024. None of these changes had a material effect on the financial statements of the group.

The group has adopted the following amendments for the first time from January 1, 2024:

- Amendments to IAS 1 Presentation of Financial Statements – Classification of liabilities as current or non-current and non-current liabilities with covenants. The amendments provide clarification when an entity should classify liabilities as current or non-current and introduce new disclosure requirements for non-current liabilities that are subject to future covenants.
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures – Disclosure of supplier finance arrangements. The amendments introduce new disclosure

requirements for supplier finance arrangements that should allow users to assess the impact of such agreements on an entity's liabilities, cash flows and liquidity risk.

- Amendments to IFRS 16 Leases – Lease liability in a sale and leaseback. The amendments provide further clarification how the lease liability should be measured by a seller-lessee.

b) Standards, amendments and interpretations issued but not yet effective, which the group decided not to adopt early in 2024

The following amended standards will become effective from January 1, 2025. The group does not expect these to have a material impact on the consolidated financial statements:

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability. The amendments provide guidance for the assessment if a currency is exchangeable into another currency and how to determine the spot exchange rate in case a currency is not exchangeable.

The following amended or new standards will become effective from January 1, 2026 or later. The group is in the process of assessing the below amendments:

- Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosure – Classification and measurement of financial instruments. The amendments include clarification about the date on which a financial liability is derecognized in case of a settlement via electronic cash transfers, as well as clarification about the classification of financial assets with features linked to environmental, social and corporate governance (ESG). The amendments will become effective from January 1, 2026.
- Annual Improvements to IFRS Accounting Standards: Volume 11 - The objective is to enhance the quality of standards, by amending existing IFRSs to clarify guidance and wording, or to correct for minor unintended consequences, conflicts or oversights. The amendments will become effective from January 1, 2026.
- IFRS 18 Presentation and Disclosure in Financial Statements - The new standard introduces new requirements to the presentation structure of the financial statements as well as additional disclosure requirements. The new standard will become effective from January 1, 2027.

33.3 Consolidation

a) Business combinations

The group accounts for business combinations using the acquisition method when control is transferred to the group. The consideration transferred in the acquisition is measured at the fair value of the assets given, the liabilities incurred to the former owner of the acquiree and the equity interest issued by the group. Any goodwill arising is tested annually for impairment. Any gain on a bargain purchase is recognized in the income statement immediately. Acquisition-related costs are expensed as incurred, except if related to the issue of debt or equity securities. Identifiable assets acquired, and liabilities and contingent liabilities assumed in a business combination, are measured initially at their fair values at the acquisition date.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognized in the income statement.

b) Subsidiaries

Subsidiaries are all entities controlled by the group. The group controls an entity when it is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

According to the full consolidation method, all assets and liabilities and income and expenses of the subsidiaries are included in the consolidated financial statements. The share of non-controlling interests in the net assets and results is presented separately as non-controlling interests in the consolidated balance sheet and income statement, respectively.

c) Non-controlling interests

The group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, at the non-controlling interest's proportionate share of the recognized amounts of the acquiree's identifiable net assets. Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions.

d) Loss of control

When the group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity. Any resulting gain or loss is recognized in the income statement. Any interest retained in the former subsidiary is measured at fair value when control is lost.

e) Associates and joint ventures

Associates are those entities in which the group has significant influence, but no control, over the financial and operating policies. Significant influence is presumed to exist when the group holds, directly or indirectly, between 20% and 50% of the voting rights. Joint ventures are those entities over whose activities the group has joint control, established by contractual agreement and requiring unanimous consent for strategic, financial and operating decisions. Associates and joint ventures are accounted for using the equity method and are initially recognized at cost.

f) Transactions eliminated on consolidation

All material intercompany transactions and balances and any unrealized gains arising from intercompany transactions are eliminated in preparing the consolidated financial statements. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

33.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer. The Chief Executive Officer, who is responsible for allocating resources and assessing performance (e.g., operating income) of the operating segments, has been identified as chief operating decision maker.

33.5 Foreign currency translation

a) Functional and presentation currency

Items included in the financial statements of subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Swiss francs (CHF).

The following table shows the major currency exchange rates for the reporting periods 2024 and 2023:

CHF	2024		2023	
	Average rate	Year-end rate	Average rate	Year-end rate
EUR 1	0.95	0.94	0.97	0.93
GBP 1	1.12	1.13	1.12	1.08
USD 1	0.88	0.90	0.90	0.84
CNY 100	12.23	12.38	12.68	11.89
INR 100	1.05	1.05	1.09	1.01

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

c) Subsidiaries

The results and balance sheet positions of subsidiaries that have a functional currency different from the presentation currency of the group are translated into the presentation currency as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet.
- Income and expenses for each income statement are translated at average exchange rates.

Translation differences resulting from consolidation are taken to other comprehensive income. In the event of a sale or liquidation of foreign subsidiaries, exchange differences that were recorded in other comprehensive income are recognized in the income statement as part of the gain or loss on sale or liquidation.

If a loan is made to a group company, and the loan in substance forms part of the group's investment in the group company, translation differences arising from the loan are recognized directly in other comprehensive income as foreign currency translation differences. When the group company is sold or partially disposed of, and control no longer exists, gains and losses accumulated in equity are reclassified to the income statement as part of the gain or loss on disposal.

33.6 Intangible assets

Intangible assets with finite useful life are amortized in line with the expected useful life, usually on a straight-line basis. The period of useful life is to be assessed according to business rather than legal criteria. This assessment is made at least once a year. An impairment might be required in the event of sudden or unforeseen value changes.

a) Goodwill

Goodwill represents the difference between the consideration transferred and the fair value of the group's share in the identifiable net asset value of the acquired business at the time of acquisition. Any goodwill arising as a result of a business combination is included within intangible assets.

Goodwill is subject to an annual impairment test and valued at its original acquisition cost less accumulated impairment losses. In cases where circumstances indicate a potential impairment, impairment tests are conducted more frequently. Profits and losses arising from the sale of a business include the book value of the goodwill assigned to the business being sold.

For impairment testing, goodwill is allocated to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. Goodwill originating from the acquisition of an associate or joint venture is included in the book value of the investment.

b) Trademarks and licenses

Trademarks, licenses and similar rights acquired from third parties are stated at acquisition cost. Such assets are amortized over their expected useful life, generally not exceeding 10 years.

c) Computer software

Acquired computer software licenses in control of the group are capitalized on the basis of the cost incurred to acquire the specific software and bring to use. These costs are amortized over their estimated useful lives (three to max. five years).

d) Customer relationships

As part of a business combination, acquired customer rights are recorded at fair value (cost at the time of acquisition). These costs are amortized over their estimated useful lives, generally not exceeding 15 years.

33.7 Property, plant and equipment

Property, plant and equipment is stated at acquisition cost less depreciation and impairments. Acquisition cost includes expenditure that is directly attributable to the acquisition of the item. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of the replaced item is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation is provided on a straight-line basis over the estimated useful life. Land is stated at cost and is not depreciated.

The useful lives are as follows:

Buildings: 20–50 years

Machinery: 5–15 years

Technical equipment: 5–10 years

Other non-current assets: max. 5 years

33.8 Impairment of property, plant and equipment and intangible assets

Assets with a finite useful life are only tested for impairment if relevant events or changes in circumstances indicate that the book value is no longer recoverable. An impairment loss is recorded equal to the excess of the carrying value over the recoverable amount. The recoverable amount is the higher of the fair value of the asset less disposal costs and its value in use. The value in use is based on the estimated cash flow over a five-year period and the extrapolated projections for subsequent years. The results are discounted using an appropriate pretax, long-term interest rate. For the purposes of the impairment test, assets are grouped together at the lowest level for which separate cash flows can be identified (cash-generating units).

33.9 Lease assets and lease liabilities

The group recognizes lease assets and lease liabilities for most leases (these leases are on-balance-sheet). However, the group has elected not to recognize lease assets and lease liabilities for leases of low-value assets and short-term leases. The group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The group presents lease assets and lease liabilities as separate line items on the balance sheet.

The group recognizes lease assets and lease liabilities at the lease commencement date. The lease asset is initially measured at cost and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements. The lease liability is initially measured at the present value of the lease payments that are not paid on commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the group's incremental borrowing rate. Generally, the group uses currency and duration-specific incremental borrowing rates for the discounting.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised, or a termination option is reasonably certain not to be exercised.

33.10 Financial assets

Financial assets are classified into the following three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through profit or loss (FVTPL)
- Financial assets at fair value through other comprehensive income (FVOCI)

Debt instruments

Financial assets measured at amortized cost

Initially, financial assets are recognized at fair value. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured subsequently at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in the income statement and presented in other financial income / (expenses), net together with foreign exchange gains and losses. Impairment losses are presented as separate line items in the income statement.

Equity instruments

The group measures all equity investments at fair value. Where the group is holding equity instruments not for trading and group's management has elected to present fair value gains and losses on equity investments in other comprehensive income (OCI), there is no subsequent reclassification of fair value gains and losses to the income statement following the derecognition of the investment. Dividends from such investments continue to be recognized in the income statement as other income when the group's right to receive payments is established. A gain or loss on an equity investment that is subsequently measured at FVTPL is recognized in the income statement and presented within other operating income and expenses or other financial income and expenses, depending on the nature of the investment, in the period in which it arises.

33.11 Derivative financial instruments and hedging activities

The group uses derivative financial instruments, such as forward currency contracts and other forward contracts, to hedge its risks associated with fluctuations in foreign currencies arising from operational and financing activities. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value on the derivatives during the year that do not qualify for hedge accounting are taken directly into profit or loss.

The group applies hedge accounting to secure the foreign currency risks of future cash flows that have a high probability of occurrence. These hedges are classified as “cash flow hedges”, whereas the hedge instrument is recorded on the balance sheet at fair value and the effective portions are booked against “Other comprehensive income” in the column “Cash flow hedge reserve”. If the hedge relates to a non-financial transaction that will subsequently be recorded on the balance sheet, the adjustments accumulated under “Other comprehensive income” at that time will be included in the initial book value of the asset or liability. In all other cases, the cumulative changes of fair value of the hedging instrument that have been recorded in other comprehensive income are included as a charge or credit to income when the forecasted transaction is recognized or when hedge accounting is discontinued as the criteria are no longer met. In general, the fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date.

At the inception of the transaction, the group documents the relationship between hedging instruments and hedged items and its risk management objectives and strategy for undertaking various hedging transactions. The group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

33.12 Inventories

Raw materials, supplies and consumables are stated at the lower of cost or net realizable value. Finished products and work in progress are stated at the lower of production cost or net realizable value. Production cost includes the costs of materials, direct and indirect manufacturing costs, and contract-related costs of construction. Inventories are valued by reference to weighted average costs. Provisions are made for slow-moving and excess inventories and are recognized in the income statement in Costs of goods sold.

33.13 Trade receivables

Trade and other accounts receivable are recognized initially at their transaction price and subsequently measured at amortized cost, less allowances for doubtful trade accounts receivable.

The allowance for doubtful trade accounts receivable is based on expected credit losses. The group applies the simplified approach, measuring the loss amount based on lifetime expected credit losses. These are based on historical observed default rates over the expected life of the trade receivables and are adjusted for forward-looking information such as development of gross domestic product (GDP) and oil price development.

33.14 Cash and cash equivalents

Cash and cash equivalents comprise bills, postal giros and bank accounts, together with other short-term highly liquid investments with a maturity of three months or less from the date of acquisition. Bank overdrafts are reported within borrowings in the current liabilities.

33.15 Trade payables

Trade payables and other payables are stated at face value. The respective value corresponds approximately to the amortized cost.

33.16 Borrowings

Financial debt is stated at fair value when initially recognized, after recognition of transaction costs. In subsequent periods, it is valued at amortized cost. Any difference between the amount borrowed (after deduction of transaction costs) and the repayment amount is reported in the income statement over the duration of the loan using the effective interest method. Borrowings are classified as current liabilities unless the group has a right to defer settlement of the liability for at least 12 months after the balance sheet date.

33.17 Current and deferred income taxes

The current income tax charge comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the group's subsidiaries operate and generate taxable income. The management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The liability method is used to provide deferred taxes on all temporary differences between the tax base of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred taxes are valued by applying tax rates (and regulations) substantially enacted on the balance sheet date or any that have essentially been legally approved and are expected to apply at the time when the deferred tax asset is realized or the deferred tax liability is settled.

Income tax is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized directly in equity or other comprehensive income.

Deferred tax assets are recognized for unused tax losses and deductible temporary differences to the extent that it is probable that a taxable profit will be available against which they can be used. Deferred tax liabilities arising as a result of temporary differences relating to investments in subsidiaries, associates and joint venture are applied, unless the group can control when temporary differences are reversed and it is unlikely that they will be reversed in the foreseeable future.

33.18 Employee benefits

a) Defined benefit plans

The group's net obligation in respect of defined benefit plans is calculated separately for each plan. The calculation of defined benefit assets / obligations is performed annually by a qualified actuary using the projected unit credit method. The net obligation is estimated based on the discounted future benefit that employees have earned in the current and prior periods, deducting the fair value of any plan assets. The discount rate is determined with reference to the interest rates on high-quality corporate bonds denominated in the currency of the expected cash flows and aligned with the estimated term.

When the calculation results in a potential asset for the group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest income on plan assets), and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income. The group determines the net interest expense / (income) on the net defined benefit liability / (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability / (asset), taking into account any changes in the net defined benefit liability / (asset) during the period as a result of contributions and benefit payments. Net interest expenses and other expenses related to defined benefit plans are recognized in the income statement.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the income statement. The group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

b) Defined contribution plans

Defined contribution plans are defined as pure savings plans, under which the employer makes certain contributions into a separate legal entity (fund) and does not have a legal or an extendible (constructive) liability to contribute any additional amounts in the event this entity does not have enough funds to pay out benefits. A “constructive” commitment exists when it can be assumed that the employer will voluntarily make additional contributions in order not to endanger the relationship with its employees. Company contributions to such plans are considered in the income statement as personnel expenses.

c) Other employee benefits

Some subsidiaries provide other employee benefits such as jubilee gifts to their employees. Jubilee gifts are other long-term benefits. For example, in Switzerland, the group makes provisions for jubilee benefits based on a Swiss local directive. The provisions are reported in the category “Other employee benefits”.

Short-term benefits are payable within 12 months after the end of the period in which the employees render the related employee service. In the case of liabilities of a long-term nature, the discounting effects and employee turnover are to be taken into consideration.

Obligations to employees arising from restructuring measures are included under the category “Restructuring provisions”.

33.19 Share-based compensation

The group operates two equity-settled share-based payment plans. A performance share plan (PSP) covers the members of the Executive Committee and the members of the Sulzer Management Group. A restricted share plan (RSP) covers the members of the Board of Directors.

a) Performance share plan (PSP)

The fair value of the employee services received in exchange for the grant of the performance share units (PSU) is recognized as a personnel expense with a corresponding increase in equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the share units granted, excluding the impact of any non-market vesting conditions (e.g., target profit levels). At each balance sheet date, the group reassesses its estimates of the number of share units that are expected to vest. It recognizes the impact of the reassessment of original estimates, if any, in the income statement, and a corresponding adjustment to equity. The fair value of PSUs granted is measured by external valuation specialists based on a Monte Carlo simulation.

The group accrues for the expected cost of social charges in connection with the allotment of shares under the PSP. The dilution effect of the share-based awards is considered when calculating diluted earnings per share.

b) Restricted share plan (RSP)

The fair value of the employee services received in exchange for the grant of the share units is recognized as a personnel expense with a corresponding increase in equity. The total amount expensed is recognized over the vesting period, which is the period over which the specified service conditions are expected to be met.

The fair value of the restricted share units (RSU) granted for services rendered is measured at the Sulzer closing share price at grant date, and discounted over the vesting period using a discount rate that is based on the yield of Swiss government bonds with maturities matching the duration of the vesting period. Participants are not entitled to dividends declared during the vesting period. The grant date fair value of the RSUs is consequently reduced by the present value of dividends expected to be paid during the vesting period.

The group accrues for the expected cost of social charges in connection with the allotment of shares under the RSP. The dilutive effect of the share-based awards is considered when calculating diluted earnings per share.

33.20 Provisions

Provisions are recognized when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognized for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required is determined by considering the class of obligation as a whole. A provision is recognized even if the likelihood of an outflow with respect to a single item included in the class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pretax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense.

33.21 Sales

Sales comprises the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of the group's activities. This includes standard products (off the rack) and configured and engineered or tailor-made products. Sales are shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the group.

The core principle is that sales are recognized at an amount that reflects the consideration to which the group expects to be entitled in exchange for transferring goods or services to a customer.

Sales are recognized when (or as) the group satisfies a performance obligation by transferring a promised good or service (i.e., an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

A customer obtains control of a good or service if it has the ability to direct the use of, and obtain substantially all of the remaining benefits from, that good or service (e.g., use, consume, sale, hold). A customer could have the future right to direct the use of the asset and obtain substantially all of the benefits from it (i.e., upon making a prepayment for a specified product).

There are two methods to recognize sales:

- **Over time method (OT):** sales, costs and profit margin recognition in line with the progress of the project
- **Point in time method (PIT):** sales recognition when the performance obligation is satisfied at a certain point in time

The group determines at contract inception whether control of each performance obligation transfers to a customer over time or at a point in time. Arrangements where the performance obligations are satisfied over time are not limited to services arrangements. The assessment of whether control transfers over time or at a point in time is critical to the timing of revenue recognition.

Over time method (OT)

Sales are recognized over time if any of the following is met:

- The customer simultaneously receives / consumes as the group performs.
- The group creates / enhances an asset and the customer controls it during this process.
- The created asset has no alternative use for the group and the group has an enforceable right to payment (including reasonable profit margin) for performance completed to date if the customer terminates the contract for convenience.

The over time method is based on the percentage of costs to date compared with the total estimated contract costs (cost-to-cost method). In rare cases, other methods, such as a milestones method, may be used for a particular project, assuming that the stage of completion can be better estimated than by applying the cost-to-cost method. Work progress of sub-suppliers is considered to determine the stage of completion. If circumstances arise that may change the original estimates of sales, costs or extent of progress toward completion, estimates are revised. These revisions may result in increases or decreases in estimated sales or costs, and are reflected in income in the period in which the circumstances that give rise to the revision become known by management.

The income statement contains a share of sales, including an estimated share of profit. The balance sheet includes the corresponding contract assets if the assets exceed the advance payments from the customer of the project. When it appears probable that the total costs of an order will exceed the expected income, the total amount of expected loss is recognized immediately in the income statement.

Point in time method (PIT)

A performance obligation is satisfied at a point in time if none of the criteria for satisfying a performance obligation over time is met. Sales are recognized when (or as) the customer obtains control of that asset (depending on international commercial terms). The following points indicate that a customer has obtained control of an asset:

- The entity has a present right to payment
- The customer has legal title
- The customer has physical possession
- The customer has the significant risks and rewards of ownership
- The customer has accepted the asset

For contracts applying the point in time method, the transfer of risks and rewards of ownership (depending on international commercial terms) typically depicts the transfer of control most appropriately.

Disaggregation of sales

In the segment information ([note 2](#)), sales are disaggregated by:

- Divisions (group's reportable segments)
- Timing of sales recognition (sales recognition method: over time, point in time) and divisions
- Market segments and divisions
- Geographical regions and divisions

Payment terms

The group's general terms and conditions of supply require payments within 30 days after the invoice date.

If the group's general terms and conditions apply for a contract, the group is entitled to issue the invoices as follows: for one-third of the contract value within five days after effective date (date when the purchase order has been accepted by the supplier, or the date of the latest signing), for one-third after expiration of half of the delivery time, and for one-third within 45 days prior to delivery. Payments for prices calculated on a time basis are invoiced on a biweekly basis or after completion of the scope of supply, whichever occurs first.

Other payment terms may apply if otherwise defined in the customer contract, the purchase order, the respective change order or the quotation.

Variable considerations

If the consideration promised in a contract includes a variable amount (e.g., liquidated damages, early payment discount, volume discounts), the group estimates the amount of consideration to which the group will be entitled in exchange for transferring the promised goods or services to a customer. The amount of the variable consideration is estimated by using either of the following methods, depending on which method the group expects will better predict the amount of consideration to which it will be entitled: the expected value method or the most likely amount method. The method selected is applied consistently throughout the contract and to similar types of contracts when estimating the effect of uncertainty on the amount of variable consideration to which the group is entitled.

If the group fails to meet the delivery date and a purchase order expressly provides liquidated damages for such failure, the purchaser is entitled to demand that the group pay liquidated damages at the rate stated in the purchase order. The group's obligation for estimated liquidated damages are recorded as a reduction in revenue.

Allocation of the transaction price

To allocate the transaction price to each performance obligation on a relative stand-alone, selling-price basis, the group determines the stand-alone selling price at contract inception of the distinct good or service underlying each performance obligation in the contract and allocates the transaction price in proportion to those stand-alone selling prices. If the stand-alone selling price is not directly observable, then the group estimates the amount with the expected cost-plus-margin method.

34 Subsequent events after the balance sheet date

On January 30, 2025, the Group acquired 100% of the shares of DAVIES & MILLS CO. WLL, a services business in Bahrain. The consideration paid is CHF 12.0 million and is subject to change due to variable price components.

The Board of Directors authorized these consolidated financial statements for issue on February 26, 2025. They are subject to approval at the Annual General Meeting, which will be held on April 23, 2025. At the time when these consolidated financial statements were authorized for issue, the Board of Directors and the Executive Committee were not aware of any events that would materially affect these financial statements.

35 Major subsidiaries

December 31, 2024

	Subsidiary	Sulzer ownership and voting rights	Registered capital (including paid-in capital in the USA and Canada)	Direct participation by Sulzer Ltd	Research and development	Production and engineering	Sales	Service
Europe								
Switzerland	Sulzer Chemtech AG, Winterthur	100%	CHF 10'000'000	•	•	•	•	•
	Sulzer Markets and Technology AG, Winterthur	100%	CHF 4'000'000	•				
	Sulzer Management AG, Winterthur	100%	CHF 500'000	•				
	Tefag AG, Winterthur	100%	CHF 500'000	•				
	Sulzer International AG, Winterthur	100%	CHF 100'000	•				
Belgium	Sulzer Pumps Wastewater Belgium N.V., Anderlecht	100%	EUR 123'947	•			•	•
	Ensival Moret Belgium SA, Thimister-Clermont	100%	EUR 7'400'000	•				
Germany	Sulzer Pumpen (Deutschland) GmbH, Bruchsal	100%	EUR 3'000'000	•	•	•	•	•
	Sulzer Flow Germany GmbH, Bonn ¹⁾	100%	EUR 300'000	•			•	•
	Sulzer Chemtech GmbH, Krefeld	100%	EUR 300'000	•			•	•
	Sulzer Pumps Denmark A/S, Farum	100%	DKK 501'000	•			•	•
Finland	Sulzer Pumps Finland Oy, Kotka	100%	EUR 16'000'000	•	•	•	•	•
France	Sulzer Pompes France SASU, Buchelay	100%	EUR 6'600'000	•	•	•	•	•
	Sulzer Ensival Moret France SASU, Saint-Quentin	100%	EUR 10'000'000	•		•	•	•
UK	Sulzer Pumps (UK) Ltd., Leeds	100%	GBP 9'610'000		•	•	•	•
	Sulzer Chemtech (UK) Ltd., Stockton on Tees	100%	GBP 100'000				•	•
	Sulzer Services (UK) Ltd., Birmingham	100%	GBP 48'756			•	•	•
	Sulzer (UK) Holdings Ltd., Leeds	100%	GBP 6'100'000	•				
	Sulzer GT Aero Services Ltd., Aberdeen ²⁾	100%	GBP 1		•	•	•	•
	Sulzer (Aberdeen) Ltd.	100%	GBP 198'000			•	•	•
Ireland	Sulzer Pump Solutions Ireland Ltd., Wexford	100%	EUR 2'222'500	•	•	•	•	•
	Sulzer Finance (Ireland) Limited, Wexford	100%	EUR 100					
Italy	Sulzer Italy S.r.l., Casalecchio di Reno	100%	EUR 600'000	•			•	
Norway	Sulzer Pumps Wastewater Norway A/S, Sandvika	100%	NOK 502'000	•			•	•
	Sulzer Services Norway A/S, Klepp Stasjon ³⁾	100%	NOK 500'000	•			•	•
	Nordic Water Products A/S, Straume	100%	NOK 150'000				•	•
The Netherlands	Sulzer Pumps Wastewater Netherlands B.V., Maastricht-Airport	100%	EUR 45'378				•	•
	Sulzer Chemtech Nederland B.V., Breda	100%	EUR 1'134'451				•	•
	Sulzer Turbo Services Venlo B.V., Lomm	100%	EUR 443'940		•	•	•	•
	Sulzer Netherlands Holding B.V., Lomm	100%	EUR 10'010'260	•				
	Sulzer Capital B.V., Lomm	100%	EUR 50'000					
Austria	Sulzer Austria GmbH, Wiener Neudorf	100%	EUR 350'000	•			•	•
Romania	Sulzer GTC Technology Romania S.R.L., Bucharest	100%	RON 1'345'070	•		•		
Sweden	Sulzer Pumps Sweden AB, Vadstena	100%	SEK 3'000'000	•	•	•	•	•
	Nordic Water Products AB, Mölndal	100%	SEK 200'000		•	•	•	•
Spain	Sulzer Pumps Spain S.A., Madrid	100%	EUR 1'750'497	•		•	•	•

	Sulzer Pumps Wastewater Spain S.A.U., Rivas Vaciamadrid	100%	EUR 2'000'000					•	•
North America									
Canada	Sulzer Pumps (Canada) Inc., Burnaby	100%	CAD 2'771'588					•	•
	Sulzer Chemtech Canada Inc., Edmonton	100%	CAD 1'000'000	•				•	•
	Sulzer Rotating Equipment Services (Canada) Ltd., Edmonton	100%	CAD 7'000'000	•				•	•
	JWC Environmental Canada ULC, Burnaby	100%	CAD 1'832'816					•	•
USA	Sulzer Pumps (US) Inc., Houston, Texas	100%	USD 40'381'108			•		•	•
	Sulzer Pumps Solutions Inc., Easley, South Carolina	100%	USD 25'589'260					•	•
	Sulzer Pump Services (US) Inc., Houston, Texas	100%	USD 1'000					•	•
	Sulzer Chemtech USA, Inc., Tulsa, Oklahoma	100%	USD 47'895'000			•		•	•
	Sulzer Turbo Services Houston Inc., La Porte, Texas	100%	USD 18'840'000					•	•
	Sulzer Turbo Services New Orleans Inc., Belle Chasse, Louisiana	100%	USD 4'006'122					•	•
	Sulzer Electro-Mechanical Services (US) Inc., Pasadena, Texas	100%	USD 12'461'286					•	•
	Sulzer US Holding Inc., Houston, Texas	100%	USD 310'335'340	•					
	JWC Environmental Inc., Santa Ana, California	100%	USD 220'818'520			•		•	•
Mexico	Sulzer Pumps México, S.A. de C.V., Cuautitlán Izcalli	100%	MXN 4'887'413	•				•	•
	Sulzer Chemtech, S. de R.L. de C.V., Cuautitlán Izcalli	100%	MXN 231'345'500	•				•	•
Central and South America									
Argentina	Sulzer Turbo Services Argentina S.A., Buenos Aires	100%	ARS 9'730'091	•				•	•
Brazil	Sulzer Brasil S.A., Jundiá	100%	BRL 81'789'432	•				•	•
	Sulzer Pumps Wastewater Brasil Ltda., Jundiá	100%	BRL 37'966'785	•				•	•
Chile	Sulzer Bombas Chile Ltda., Vitacura	100%	CLP 46'400'000	•				•	
Colombia	Sulzer Pumps Colombia S.A.S., Cota	100%	COP 7'142'000'000	•				•	•
Africa									
South Africa	Sulzer Pumps (South Africa) (Pty) Ltd., Elandsfontein	75%	ZAR 100'450'000			•		•	•
	Sulzer (South Africa) Holdings (Pty) Ltd., Elandsfontein	100%	ZAR 16'476	•				•	•
Morocco	Sulzer Maroc S.A.R.L. A.U., Nouaceur	100%	MAD 3'380'000	•					•
Nigeria	Sulzer Pumps (Nigeria) Ltd., Lagos	49%	NGN 10'000'000	•				•	•
Zambia	Sulzer Zambia Ltd., Chingola	100%	ZMK 15'000'000	•				•	•
Middle East									
United Arab Emirates	Sulzer Pumps Middle East FZCO, Dubai	100%	AED 500'000	•				•	•
Saudi Arabia	Sulzer Saudi Pump Company Limited, Riyadh	100%	SAR 44'617'000	•				•	•
Bahrain	Sulzer Chemtech Middle East W.L.L., Al Seef	100%	BHD 50'000	•				•	
Asia									
India	Sulzer Pumps India Pvt. Ltd., Navi Mumbai	100%	INR 24'893'500	•				•	•
	Sulzer India Pvt. Ltd., Pune	100%	INR 34'500'000	•				•	•
	Sulzer Tech India Pvt. Ltd., Navi Mumbai	100%	INR 100'000	•				•	
Indonesia	PT. Sulzer Indonesia, Purwakarta	95%	IDR 28'234'800'000	•				•	•
Japan	Sulzer Daiichi K.K., Tokyo	60%	JPY 30'000'000	•				•	
	Sulzer Japan Ltd., Tokyo	100%	JPY 30'000'000	•				•	•

Malaysia	Sulzer Pumps Wastewater Malaysia Sdn. Bhd., Selangor Darul Ehsan	100%	MYR 1'000'000	•			•	
Singapore	Sulzer Singapore Pte. Ltd., Singapore	100%	SGD 1'000'000	•		•	•	•
South Korea	Sulzer Korea Ltd., Seoul	100%	KRW 222'440'000	•			•	
	Sulzer GTC Technology Korea Co. Ltd., Seoul	100%	KRW 4'870'000'000	•		•	•	•
Thailand	Sulzer (Thailand) Co., Ltd., Rayong	100%	THB 25'000'000	•				•
People's Republic of China	Sulzer Dalian Pumps & Compressors Ltd., Dalian	100%	CHF 21'290'000	•	•	•	•	•
	Sulzer Pumps Suzhou Ltd., Suzhou	100%	CNY 282'069'324	•	•	•	•	•
	Sulzer Pump Solutions (Kunshan) Co., Ltd., Kunshan	100%	USD 5'760'000	•	•	•		
	Sulzer Chemtech (Shanghai) Co., Ltd., Shanghai ⁴⁾	100%	CNY 54'267'608	•	•	•	•	•
	Sulzer Pumps Wastewater Shanghai Co. Ltd., Shanghai	100%	USD 1'550'000	•	•		•	•
	Sulzer GTC (Beijing) Technology Inc., Beijing	100%	USD 150'000	•	•	•	•	•
	Nordic Water Products (Beijing) Co., Ltd., Beijing	100%	USD 800'000				•	•
Australia								
	Sulzer Australia Pty Ltd., Brisbane	100%	AUD 5'308'890				•	•
	Sulzer Australia Holding Pty Ltd., Brendale	100%	AUD 34'820'100	•				

1) Formerly named Sulzer Pumps Wastewater Germany GmbH.

2) Formerly named Alba Power Limited.

3) Formerly named Sulzer Pumps Norway A/S.

4) Formerly named Sulzer Shanghai Eng. & Mach. Works Ltd.



Statutory Auditor’s Report

To the General Meeting of Sulzer Ltd, Winterthur

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Sulzer Ltd and its subsidiaries (the Group), which comprise the “[Consolidated balance sheet](#)” as at December 31, 2024, the “[Consolidated income statement](#)”, the “[Consolidated statement of comprehensive income](#)”, the “[Consolidated statement of changes in equity](#)” and the “[Consolidated statement of cash flows](#)” for the year then ended, and “[Notes to the consolidated financial statements](#)”, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISA) and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession, as well as those of the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters



Customer contracts – existence and accuracy of revenue, valuation of contract assets, work in progress (WIP) and accuracy of contract liabilities



Accounting for warranties and other costs to fulfil contract obligations

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Customer contracts – existence and accuracy of revenue, valuation of contract assets, work in progress (WIP), and accuracy of contract liabilities

Key Audit Matter

As per December 31, 2024, revenue from customer contracts amounts to CHF 3'530.6 million, contract assets amount to CHF 500.1 million, contract liabilities to CHF 531.3 million and the balance of work in progress (WIP) amounts to CHF 282.5 million.

Under IFRS 15 revenue is recognized when a performance obligation is satisfied by transferring control over a promised good or service.

Revenue and related costs from long-term customer orders (construction and service contracts) are recognized over time (OT), provided they fulfill the criteria of IFRS Accounting Standards, specifically having the right to payment in case of termination for convenience. The OT method allows recognizing revenues by reference to the stage of completion of the contract. The application of the OT method is complex and requires judgments by management when estimating the stage of completion, total project costs and the costs to complete the work. Incorrect assumptions and estimates can lead to revenue being recognized in the wrong reporting period or in amounts inadequate to the actual stage of completion, and therefore to an incorrect result for the period.

During order fulfillment, contractual obligations may need to be reassessed. In addition, change orders or cancelations have to be considered. As a result, total estimated project costs may exceed total contract revenues and therefore require write-offs of contract assets, receivables and the immediate recognition of the expected loss as a provision.

Regarding the projects recognized at a point in time (PIT), the risks include inappropriate revenue recognition from revenue being recorded in the wrong accounting period as well as overstated WIP that requires impairment adjustments.

Our response

Our procedures included, among others, obtaining an understanding of the project execution processes and relevant controls relating to the accounting for customer contracts.

For the revenue recognized throughout the year, we evaluated selected key controls, including results reviews by management, and performed procedures to gain sufficient audit evidence on the accuracy of the accounting for customer contracts and related financial statement captions.

These procedures included reading significant new contracts to understand the terms and conditions and their impact on revenue recognition. We performed inquiries with management to understand their project risk assessments and inspected meeting minutes from project reviews performed by management to identify relevant changes in their assessments and estimates. We challenged these assessments and estimates for OT projects including comparing estimated project financials between reporting periods and assessed the historical accuracy of these estimates.

On a sample basis, we reconciled revenue to the supporting documentation, validated estimates of costs to complete, tested the mathematical accuracy of calculations and the adequacy of project accounting. We also examined costs included within contract assets on a sample basis by verifying the amounts back to source documentation and tested their recoverability through comparing the net realizable values as per the agreements with estimated cost to complete.

We further performed testing for PIT projects on a sample basis to confirm the appropriate application of revenue recognition policies and to verify valuation of WIP balances. This included reconciling accounting entries to supporting documentation. When doing this, we specifically put emphasis on those transactions occurring close before or after the balance sheet date to obtain sufficient evidence over the accuracy of cut-off.

For further information on Customer contracts – existence and accuracy of revenue, valuation of contract assets, work in progress (WIP) and accuracy of contract liabilities refer to the following:

- [Note 18](#) to the consolidated financial statements
- [Note 19](#) to the consolidated financial statements



Accounting for warranties and other costs to fulfil contract obligations

Key Audit Matter

As per December 31, 2024, provisions in the amount of CHF 98.3 million are held on the balance sheet to cover expected costs arising from product warranties. Additional expected costs to fulfil contract obligations from onerous contracts are recorded as other provisions.

Sulzer is exposed to claims from customers for not meeting contractual obligations. Remedying measures, addressing technical shortcomings or settlement negotiations with clients, may take several months and cause additional costs. The assessment of these costs to satisfy order related obligations contains management assumptions with a higher risk of material misjudgment.

Our response

Based on our knowledge gained through contract and project reviews, we assessed the need for and the accuracy of provisions.

We further challenged management’s contract risk assessments by inquiries, inspection of meeting minutes and review of correspondence with customers where available.

Where milestones or contract specifications were not met, we challenged the recognition and appropriateness of provisions by recalculating the amounts, obtaining written management statements and evidence from supporting documents such as correspondence with clients or legal assessments of external counsels where available.

We also evaluated the historical accuracy of estimates made by management through retrospective reviews. In order to gain a complete and clear understanding of legal matters we further performed inquiry procedures with the office of Sulzer’s General Counsel and reviewed relevant documents.

For further information on accounting for warranties and other cost to fulfil contract obligations refer to the following:

- [Note 26](#) to the consolidated financial statements

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements of the company, the compensation report and our auditor’s reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors’ Responsibilities for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with IFRS Accounting Standards and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law, ISA and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Swiss law, ISA and SA-CH, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

KPMG AG



Rolf Hauenstein
Licensed Audit Expert
Auditor in Charge



Miriam von Gunten
Licensed Audit Expert

Zurich, February 26, 2025

Supplementary information

Alternative performance measures (APM)

The financial information included in this report includes certain alternative performance measures (APMs), which are not accounting measures as defined by IFRS. These APMs should not be used instead of, or considered as alternatives to, the group's consolidated financial results based on IFRS. These APMs may not be comparable to similarly titled measures disclosed by other companies. All APMs presented relate to the performance of the current reporting period and comparative periods.

Definition of alternative performance measures (APM)

Order intake

Order intake includes all registered orders of the period that will be recorded or have already been recorded as sales. The reported value of an order corresponds to the undiscounted value of sales that the group expects to recognize following delivery of goods or services subject to the order, less any trade discounts and excluding value added or sales tax. Adjustments, corrections and cancellations resulting from updating the order backlog are respectively included in the amount of the order intake.

Order intake gross margin

The order intake gross margin is defined as the expected gross profit of order intake divided by order intake.

Order backlog

Order backlog represents the undiscounted value of sales the group expects to generate from orders on hand at the end of the reporting period.

Return on sales (ROS)

ROS measures the profitability relative to sales. ROS is calculated by dividing EBIT by sales.

Operational profit

Operational profit is used to determine the profitability of the business, without considering impairments, restructuring expenses and other non-operational items and before interest, taxes and amortization. Non-operational items include significant acquisition-related expenses, gains and losses from sale of businesses or real estate, and certain non-operational items that are non-recurring or do not occur in similar magnitude.

Operating income (EBIT)

Operating income (EBIT) as presented in the consolidated income statement is the profit before income tax expenses, interest income and expenses, other financial income and expenses and share of profit / (loss) of associates and joint ventures.

Operational profitability

Operational profitability measures how the group turns sales into operating profits. Operational profitability is calculated by dividing operational profit by sales.

Operational ROCEA (operational return on capital employed)

Operational ROCEA measures how the group generates operational profits from its capital employed. Operational ROCEA is calculated by dividing operational profit by average capital employed.

Capital employed

Capital employed refers to the amount of capital investment the group uses to operate and provides an indication of how the group is investing its money. For the calculation of the capital employed, please refer to the reconciliation statement below.

EBITDA (earnings before interest, taxes, depreciation and amortization)

The group uses EBITDA to determine the net debt / EBITDA ratio. EBITDA is defined as EBIT before depreciation, amortization and impairment.

Core net income

Core net income is used to determine the dividend proposal. Sulzer's long-term target is to maintain a dividend payout ratio of approximately 40% to 70% of core net income with due consideration to liquidity and funding requirements as well as continuity. Core net income is defined as net income before tax-adjusted effects on restructuring, amortization, impairments and non-operational items.

Free cash flow (FCF)

FCF is used to assess the group's ability to generate the cash required to conduct and maintain its operations. It also indicates the group's ability to generate cash to finance dividend payments, repay debt and to undertake merger and acquisition activities. FCF is calculated based on the IFRS cash flow from operating activities and adjusted for capital expenditures (investments in property, plant and equipment and intangible assets).

Net debt

Net debt is used to monitor the group's overall short- and long-term liquidity. Net debt is calculated as the sum of total current and non-current borrowings and lease liabilities less cash and cash equivalents and current financial assets.

Net debt / EBITDA ratio

Net debt / EBITDA is a ratio measuring the amount of income generated and available to pay down debt before covering interest, taxes, depreciations and amortization expenses. The net debt / EBITDA ratio is used as a measurement of leverage. It is calculated as net debt divided by EBITDA.

Gearing ratio (borrowings-to-equity ratio)

The gearing ratio compares the borrowings and lease liabilities relative to the equity. The gearing ratio represents the group's leverage, comparing how much of the business's funding comes from borrowed funds (lenders) versus company owners (shareholders). The gearing ratio is defined as borrowings and lease liabilities divided by equity attributable to shareholders of Sulzer Ltd.

Currency-adjusted growth

Certain percentage changes in the financial review and the business review divisions have been calculated using constant exchange rates, which allow for an assessment of the group's financial

performance with the effects of exchange rate fluctuations eliminated. The currency-adjusted growth is calculated by applying the previous year's exchange rates for the current year and calculating the growth without currency effects.

Organic growth

Organic growth measures changes with the same period in the previous year after adjusting for effects arising from acquisitions, divestitures / deconsolidations and foreign exchange differences.

The impact of the organic growth is determined as follows:

- Currency-adjusted growth as described above
- For the current-year acquisitions, by deducting the currency-adjusted amount generated during the current-year by the acquired entities
- For prior-year acquisitions, by deducting the currency-adjusted amount generated over the months during which the acquired entities were not consolidated in the previous year
- For current-year disposals, by adding the currency-adjusted amount generated by the divested entities in the previous year over the months during which those entities were no longer consolidated in the current year
- For the prior-year disposals, by adding for the current year the currency-adjusted amount generated in the previous year by the divested entities

Reconciliation statements for alternative performance measures (APM)

For reconciliation statements of operational profit, operational profitability, core net income and free cash flow, please refer to the section "Financial review", for EBITDA, net debt and gearing ratio to [note 6](#) and for operational ROCEA to the table below.

Operational ROCEA reconciliation statement

millions of CHF	2024	2023
Total assets	4'714.3	4'369.5
./. Other intangible assets	-178.5	-196.8
./. Cash and cash equivalents	-1'060.6	-974.7
./. Current financial assets	-1.0	-2.3
./. Total current and non-current income and deferred tax assets and liabilities	-62.8	-45.3
./. Total non-current liabilities	-1'058.9	-1'125.3
./. Total current liabilities	-2'420.3	-2'145.6
Non-current borrowings	745.0	795.2
Current borrowings	312.0	261.1
Liability related to the purchase of treasury shares	90.4	88.1
Outstanding dividend payments	318.0	277.2
Adjustment for average calculation and currency translation differences	-67.8	-12.6
Average capital employed	1'329.9	1'288.6
Operational profit	436.2	365.6
Average capital employed	1'329.9	1'288.6
Operational ROCEA	32.8%	28.4%

Five-year summaries of key financial data

Key figures from consolidated income statement and statement of cash flows¹⁾

millions of CHF	2024	2023	2022	2021	2020 ²⁾
Order intake	3'848.6	3'580.3	3'425.4	3'167.6	3'049.2
Order intake gross margin	35.0%	33.9%	33.5%	33.1%	32.6%
Order backlog	2'300.0	1'946.8	1'844.7	1'724.1	1'676.8
Sales	3'530.6	3'281.7	3'179.9	3'155.3	2'967.8
Operating income (EBIT)	382.5	329.7	111.4	221.8	132.5
EBITDA	502.7	437.9	270.7	441.0	328.1
Operational profit	436.2	365.6	317.6	293.3	255.0
Operational profitability	12.4%	11.1%	10.0%	9.3%	8.6%
Net income attributable to shareholders of Sulzer Ltd	261.9	229.1	28.6	1'416.7	83.6
– in percentage of equity attributable to shareholders of Sulzer Ltd (ROE)	21.4%	20.9%	2.8%	111.2%	6.0%
Basic earnings per share (in CHF)	7.73	6.76	0.85	41.93	2.46
Depreciation	-77.1	-71.4	-76.0	-81.0	-78.3
Amortization	-38.5	-36.6	-38.8	-50.2	-46.7
Impairments of tangible and intangible assets	-4.5	-0.2	-44.5	-4.2	-9.4
Research and development expenses	-76.4	-70.8	-66.4	-64.4	-63.8
Personnel expenses	-1'117.9	-1'030.8	-1'002.4	-1'018.1	-1'014.4
Capital expenditure (incl. lease assets)	-130.9	-103.1	-100.0	-119.4	-88.0
Free cash flow (FCF)	234.9	301.3	58.3	210.5	262.6
FCF conversion (free cash flow / net income)	0.9	1.31	2.08	1.50	3.67
Employees (number of full-time equivalents) as of December 31	13'455	13'130	12'868	13'816	13'197

1) The comparatives are based on the foreign currency exchange rates of the respective year and are not adjusted for changes in currency exchange rates.

2) Comparative information has been re-presented due to discontinued operations in 2021.

Key figures from consolidated balance sheet¹⁾

millions of CHF	2024	2023	2022	2021	2020 ²⁾
Non-current assets	1'715.5	1'685.9	1'584.2	1'834.2	2'279.9
– thereof property, plant and equipment	387.8	348.2	360.5	394.0	545.3
Current assets	2'998.8	2'683.5	3'036.0	3'176.2	3'087.1
– thereof cash and cash equivalents	1'060.6	974.7	1'196.3	1'505.4	1'123.2
Total assets	4'714.3	4'369.5	4'620.2	5'010.4	5'367.0
Equity attributable to shareholders of Sulzer Ltd	1'223.6	1'095.4	1'024.3	1'273.8	1'404.3
Non-current liabilities	1'058.9	1'125.3	1'348.6	1'568.8	1'976.0
– thereof non-current borrowings	745.0	795.2	1'043.9	1'164.6	1'491.3
– thereof non-current lease liabilities	78.3	69.0	67.2	64.5	90.2
Current liabilities	2'420.3	2'145.6	2'242.9	2'162.3	1'973.8
– thereof current borrowings	312.0	261.1	311.4	345.5	231.8
– thereof current lease liabilities	26.6	23.9	22.4	24.3	29.5
Net debt	100.4	172.3	234.6	66.8	414.5
Net debt / EBITDA ratio	0.20	0.39	0.87	0.15	1.26
Equity ratio ³⁾	26.0%	25.1%	22.2%	25.4%	26.1%

1) The comparatives are based on the foreign currency exchange rates of the respective year and are not adjusted for changes in currency exchange rates.

2) Comparative information has been re-presented due to discontinued operations in 2021. The balance sheet as of December 31, 2020, has been adjusted following the finalization of the purchase price accounting and measurement period adjustments related to acquisitions in 2020. Defined benefit assets are presented as non-current assets and comparative information is re-presented.

3) Equity attributable to shareholders of Sulzer Ltd in relation to total assets.

Five-year summaries by division

millions of CHF	Order intake ¹⁾					Sales ¹⁾				
	2024	2023	2022	2021	2020 ²⁾	2024	2023	2022	2021	2020 ²⁾
Flow	1'603.3	1'466.5	1'419.2	1'324.7	1'297.6	1'444.3	1'354.4	1'323.0	1'389.0	1'296.3
Services	1'378.3	1'271.3	1'171.3	1'163.4	1'130.8	1'249.1	1'154.8	1'117.0	1'117.7	1'078.3
Chemtech	866.9	842.5	834.9	679.5	620.8	837.1	772.5	739.9	648.5	593.1
Total	3'848.6	3'580.3	3'425.4	3'167.6	3'049.2	3'530.6	3'281.7	3'179.9	3'155.3	2'967.8

millions of CHF	Order backlog ¹⁾					Employees ³⁾				
	2024	2023	2022	2021	2020 ²⁾	2024	2023	2022	2021	2020 ²⁾
Flow	1'053.5	878.3	850.1	811.5	845.0	5'492	5'465	5'263	5'325	5'362
Services	689.7	547.3	492.9	479.5	435.0	4'832	4'630	4'559	4'571	4'449
Chemtech	556.8	521.2	501.7	433.2	396.9	2'934	2'849	2'852	3'734	3'221
Divisions	2'300.0	1'946.8	1'844.7	1'724.1	1'676.8	13'257	12'944	12'674	13'631	13'032
Others						198	186	194	185	165
Total	2'300.0	1'946.8	1'844.7	1'724.1	1'676.8	13'455	13'130	12'868	13'816	13'197

millions of CHF	Operational profit ¹⁾					Operational profitability				
	2024	2023	2022	2021	2020 ²⁾	2024	2023	2022	2021	2020 ²⁾
Flow	137.4	108.2	87.4	81.4	55.2	9.5%	8.0%	6.6%	5.9%	4.3%
Services	186.7	171.3	159.0	158.7	150.3	15.0%	14.8%	14.2%	14.2%	13.9%
Chemtech	118.0	95.0	80.0	64.8	56.9	14.1%	12.3%	10.8%	10.0%	9.6%
Divisions	442.1	374.5	326.4	304.9	262.4	12.5%	11.4%	10.3%	9.7%	8.8%
Others	-5.9	-8.9	-8.8	-11.6	-7.4	n/a	n/a	n/a	n/a	n/a
Total	436.2	365.6	317.6	293.3	255.0	12.4%	11.1%	10.0%	9.3%	8.6%

1) The comparatives are based on the foreign currency exchange rates of the respective year and are not adjusted for changes in currency exchange rates.

2) Comparative information has been re-presented due to discontinued operations in 2021.

3) Number of full-time equivalents as of December 31.

Five-year summaries by region

Order intake by region¹⁾

millions of CHF	2024	2023	2022	2021	2020 ²⁾
Europe, the Middle East and Africa	1'507.5	1'278.3	1'322.9	1'281.2	1'211.6
Americas	1'435.1	1'353.8	1'193.2	1'051.8	1'009.5
Asia-Pacific	906.0	948.2	909.3	834.6	828.2
Total	3'848.6	3'580.3	3'425.4	3'167.6	3'049.2

1) The comparatives are based on the foreign currency exchange rates of the respective year and are not adjusted for changes in currency exchange rates.

2) Comparative information has been re-presented due to discontinued operations in 2021.

Sales by region¹⁾

millions of CHF	2024	2023	2022	2021	2020 ²⁾
Europe, the Middle East and Africa	1'273.1	1'246.0	1'207.9	1'297.5	1'198.1
Americas	1'333.5	1'199.8	1'142.8	978.1	1'027.1
Asia-Pacific	924.0	836.0	829.2	879.7	742.6
Total	3'530.6	3'281.7	3'179.9	3'155.3	2'967.8

1) The comparatives are based on the foreign currency exchange rates of the respective year and are not adjusted for changes in currency exchange rates.

2) Comparative information has been re-presented due to discontinued operations in 2021.

Employees by company location¹⁾

millions of CHF	2024	2023	2022	2021	2020 ²⁾
Europe, the Middle East and Africa	5'625	5'445	5'602	5'795	5'709
Americas	3'780	3'642	3'422	4'207	3'960
Asia-Pacific	4'050	4'043	3'845	3'815	3'528
Total	13'455	13'130	12'868	13'816	13'197

1) Number of full-time equivalents as of December 31.

2) Comparative information has been re-presented due to discontinued operations in 2021.

Balance sheet of Sulzer Ltd

December 31

millions of CHF	Notes	2024	2023
Current assets			
Cash and cash equivalents	3	259.1	275.7
Accounts receivable from subsidiaries		364.6	207.3
Other current accounts receivable		2.8	1.0
Prepaid expenses and accrued income		1.7	5.3
Total current assets		628.2	489.3
Non-current assets			
Loans to subsidiaries		541.8	621.2
Financial assets		22.4	23.7
Investments in subsidiaries	4	1'546.2	1'545.2
Investments in associates		19.6	22.0
Total non-current assets		2'130.0	2'212.1
Total assets		2'758.2	2'701.4
Current liabilities			
Current interest-bearing liabilities	6	299.9	250.0
Current liabilities with subsidiaries		5.7	6.5
Current liabilities with shareholders		408.7	365.7
Other current liabilities		0.1	0.5
Accrued expenses and deferred income		7.8	7.9
Current provisions		3.6	4.7
Total current liabilities		725.8	635.3
Non-current liabilities			
Non-current interest-bearing liabilities	6	744.0	794.3
Other non-current liabilities		5.2	–
Non-current provisions		33.2	33.1
Total non-current liabilities		782.4	827.4
Total liabilities		1'508.2	1'462.7
Equity			
Registered share capital	5	0.3	0.3
Legal capital reserves			
– Reserves from capital contribution	5	200.7	200.7
– Other legal capital reserve		155.5	155.5
Voluntary retained earnings			
– Free reserve	5	791.5	791.5
Treasury shares	5	–51.6	–36.7
Available earnings			
– Profit brought forward		0.1	31.7
– Net income for the year		153.5	95.7
Total equity		1'250.0	1'238.7
Total equity and liabilities		2'758.2	2'701.4

Income statement of Sulzer Ltd

January 1 – December 31

millions of CHF	Notes	2024	2023
Income			
Investment income	9	204.8	200.6
Financial income	11	44.7	41.9
Other income	10	49.3	44.2
Total income		298.8	286.7
Expenses			
Administrative expenses	8	101.4	100.9
Financial expenses	11	17.2	66.7
Investment and loan expenses	9	18.0	14.1
Other expenses		8.0	8.2
Direct taxes		0.7	1.1
Total expenses		145.3	191.0
Net income for the year		153.5	95.7

Statement of changes in equity of Sulzer Ltd

January 1 – December 31

millions of CHF	Share capital	Reserves from capital contribution	Other legal capital reserve	Free reserve	Treasury shares	Profit brought forward	Net income for the year	Total
Equity as of January 1, 2023	0.3	200.7	155.5	891.5	-42.9	48.8	1.8	1'255.7
Dividend							-118.9	-118.9
Allocation of net income				-100.0		-17.1	117.1	-
Net income for the year							95.7	95.7
Change in treasury shares					6.2			6.2
Equity as of December 31, 2023	0.3	200.7	155.5	791.5	-36.7	31.7	95.7	1'238.7
Dividend							-127.3	-127.3
Allocation of net income						-31.6	31.6	-
Net income for the year							153.5	153.5
Change in treasury shares					-14.9			-14.9
Equity as of December 31, 2024	0.3	200.7	155.5	791.5	-51.6	0.1	153.5	1'250.0

Notes to the financial statements of Sulzer Ltd

1 General information

Sulzer Ltd, Winterthur, Switzerland ("company"), is the parent company of the Sulzer group. Its financial statements are prepared in accordance with Swiss law and serve as complementary information to the consolidated financial statements.

These financial statements were prepared according to the provisions of the Swiss Law on Accounting and Financial Reporting (32nd title of the Swiss Code of Obligations). Where not prescribed by law, the significant accounting and valuation principles applied are described below.

2 Key accounting policies and principles

Treasury shares

Treasury shares are recognized at acquisition cost and deducted from shareholders' equity at the time of acquisition. In case of a resale, the gain or loss is recognized through the income statement as financial income or financial expenses.

Investments in subsidiaries and third parties

The participations are valued at acquisition cost or if the value is lower, at value in use, using generally accepted valuation principles.

Non-current interest-bearing liabilities

Non-current interest-bearing liabilities are recognized in the balance sheet at amortized cost. Discounts and issue costs for bonds are amortized on a straight-line basis over the bond's maturity period.

Share-based payments

Sulzer Ltd operates a share-based payment program that covers the Board of Directors. Restricted share units (RSU) are granted annually. The plan features graded vesting over a three-year period. One RSU award is settled with one Sulzer share at the end of the vesting period. Awards automatically vest with the departure from the Board. The fair value of the Sulzer share at vesting date is recognized as compensation to the Board of Directors.

Foregoing a cash flow statement and additional disclosures in the notes

As Sulzer Ltd has prepared its consolidated financial statements in accordance with a recognized accounting standard (IFRS), it has decided to forego presenting additional information on audit fees and interest-bearing liabilities in the notes and a cash flow statement in accordance with the law.

3 Cash and cash equivalents

As of December 2024, Sulzer had access to a syndicated credit facility of CHF 500 million maturing on December 31, 2026. The facility includes two one-year extension options and a further option to increase the credit facility by CHF 250 million (subject to lenders' approval). In 2022 and 2023, the group exercised the options, extending the term of the credit facility in the amount of CHF 415 million to December 2028.

4 Investments in subsidiaries

A list of the major subsidiaries held directly or indirectly by Sulzer Ltd is included in [note 35](#) to the consolidated financial statements.

5 Equity

Share capital

The share capital amounts to CHF 342'623.70, made up of 34'262'370 shares with dividend entitlement and a par value of CHF 0.01. All shares are fully paid in and registered.

Shareholders holding more than 3%

	Dec 31, 2024		Dec 31, 2023	
	Number of shares	in %	Number of shares	in %
Viktor Vekselberg (direct shareholder: Tiwel Holding AG)	16'728'414	48.82	16'728'414	48.82
UBS Fund Management (Switzerland) AG	1'175'624	3.43	-	-
The Capital Group Companies, Inc.	-	-	1'034'950	3.02

Treasury shares held by Sulzer Ltd

millions of CHF	2024		2023	
	Number of shares	Total transaction amount	Number of shares	Total transaction amount
Balance as of January 1	451'074	36.7	523'855	42.9
Purchase	282'500	33.2	260'000	20.9
Share-based remuneration	-224'119	-18.3	-332'781	-27.1
Balance as of December 31	509'455	51.6	451'074	36.7

The total number of treasury shares held by Sulzer Ltd as of December 31, 2024, amounted to 509'455 (December 31, 2023: 451'074 shares), which are mainly held for the purpose of issuing shares under the management share-based payment programs.

6 Interest-bearing liabilities

millions of CHF	2024		2023	
	Book value	Nominal	Book value	Nominal
0.875% 07/2016–07/2026	125.0	125.0	125.0	125.0
1.600% 10/2018–10/2024	–	–	250.0	250.0
0.800% 09/2020–09/2025	299.9	300.0	299.8	300.0
0.875% 11/2020–11/2027	199.8	200.0	199.8	200.0
3.350% 12/2022–12/2026	169.8	170.0	169.7	170.0
1.773% 10/2024–10/2028	249.3	250.0	–	–
Total as of December 31	1'043.9	1'045.0	1'044.3	1'045.0
– thereof non-current	744.0	745.0	794.3	795.0
– thereof current	299.9	300.0	250.0	250.0

All the outstanding bonds are traded on SIX Swiss Exchange.

7 Contingent liabilities

millions of CHF	2024	2023
Guarantees, sureties and comfort letters for subsidiaries		
– to banks and insurance companies	967.7	845.5
– to customers	183.7	216.3
– to others	453.4	399.3
Guarantees for third parties	7.7	9.3
Total contingent liabilities as of December 31	1'612.5	1'470.4

As of December 31, 2024, CHF 397.4 million (2023: CHF 406.3 million) in guarantees, sureties and comfort letters for subsidiaries to banks and insurance companies were utilized.

8 Administrative expenses

millions of CHF	2024	2023
Compensation of Board of Directors	3.1	2.6
Other administrative expenses	98.3	98.3
Total administrative expenses	101.4	100.9

Sulzer Ltd does not have any employees. The compensation of the Board of Directors includes share-based payments and remuneration. Other administrative expenses contain management services and recharges from subsidiaries.

9 Investment income, investment and loan expenses

In 2024, the investment income contains ordinary and extraordinary dividend payments from subsidiaries amounting to CHF 204.7 million (2023: CHF 182.3 million).

The investment and loan expenses contain allowances on investments amounting to CHF 15.3 million (2023: CHF 10.5 million). The share of loss from associates amounts to CHF 2.7 million (2023: CHF 2.9 million).

10 Other income

The income from trademark license amounts to CHF 47.7 million (2023: CHF 44.2 million).

11 Financial income and expenses

The financial income contains interests on loans with subsidiaries amounting to CHF 32.6 million (2023: CHF 35.1 million) and CHF 1.8 million (2023: CHF 2.5 million) with banks. The realized and unrealized gain on marketable securities amounts to CHF 0.4 million (2023: loss of CHF 4.3 million). The foreign currency revaluation on intercompany loans resulted in a gain of CHF 9.7 million (2023: loss of CHF 48.8 million).

The financial expenses contain mainly interest expenses on interest-bearing liabilities of CHF 15.5 million (2023: CHF 17.5 million).

12 Share participation of the Board of Directors, Executive Committee and related parties

Restricted share units for members of the Board

The compensation of the Board of Directors consists of a fixed cash component and a restricted share unit (RSU) component with a fixed grant value. The number of RSU is determined by dividing the fixed grant value by the volume-weighted share price of the last ten days prior to the grant date. One-third of the RSU each vest after the first, second and third anniversaries of the grant date, respectively. Upon vesting, one vested RSU is converted into one share in Sulzer Ltd. The vesting period for RSU granted to the members of the Board of Directors ends no later than on the date on which the member steps down from the Board.

	2024				
	Sulzer shares	Restricted share units (RSU) ¹⁾	Performance share units (PSU) 2022 ²⁾	Performance share units (PSU) 2023 ³⁾	Performance share units (PSU) 2024 ⁴⁾
Board of Directors	15'866	16'373	–	–	–
Suzanne Thoma	4'374	1'071	–	–	–
Markus Kammüller	1'743	3'255	–	–	–
Alexey Moskov	3'791	2'731	–	–	–
David Metzger	3'413	2'731	–	–	–
Per Utnegaard	1'375	2'195	–	–	–
Hariolf Kottmann	1'170	2'195	–	–	–
Prisca Havranek-Kosicek	–	2'195	–	–	–
Executive Committee	11'171	–	14'679	33'865	28'437
Suzanne Thoma	4'374	–	2'120	12'778	10'490
Thomas Zickler	5'697	–	5'074	5'112	4'196
Haining Auperin	–	–	1'142	4'217	3'462
Tim Schulten	1'100	–	5'074	5'112	4'196
Jan Lüder	–	–	–	5'112	4'196
Ravin Pillay-Ramsamy	–	–	1'269	1'534	1'897

1) Restricted share units assigned by Sulzer.

2) The average fair value of one performance share unit 2022 at grant date amounted to CHF 84.69.

3) The average fair value of one performance share unit 2023 at grant date amounted to CHF 88.38.

4) The average fair value of one performance share unit 2024 at grant date amounted to CHF 125.65

	2023				
	Sulzer shares	Restricted share units (RSU) ¹⁾	Performance share units (PSU) 2021 ²⁾	Performance share units (PSU) 2022 ³⁾	Performance share units (PSU) 2023 ⁴⁾
Board of Directors	9'320	17'430	-	-	-
Suzanne Thoma	2'559	2'886	-	-	-
Markus Kammüller	536	3'085	-	-	-
Alexey Moskov	2'114	3'295	-	-	-
David Metzger	1'736	3'295	-	-	-
Per Utnegaard	1'375	1'623	-	-	-
Hariolf Kottmann	1'000	1'623	-	-	-
Prisca Havranek-Kosicek	-	1'623	-	-	-
Executive Committee	11'114	-	4'264	14'362	36'548
Suzanne Thoma	2'559	-	-	2'120	12'778
Thomas Zickler	3'402	-	1'212	5'074	5'112
Haining Auperin	5'153	-	1'364	1'142	4'217
Tim Schulten	-	-	1'212	5'074	5'112
Jan Lüder	-	-	-	-	5'112
Uwe Boltersdorf	-	-	476	952	4'217

1) Restricted share units assigned by Sulzer.

2) The average fair value of one performance share unit 2021 at grant date amounted to CHF 124.95.

3) The average fair value of one performance share unit 2022 at grant date amounted to CHF 84.69.

4) The average fair value of one performance share unit 2023 at grant date amounted to CHF 88.38.

Granted Sulzer shares to members of the Board of Directors

	2024		2023	
	Quantity	Value in CHF	Quantity	Value in CHF
Allocated to members of the Board of Directors	6'942	780'000	10'128	780'000

13 Subsequent events after the balance sheet date

On January 30, 2025, Sulzer Ltd acquired 100% of the shares of DAVIES & MILLS CO. WL.L, a services business in Bahrain. The consideration paid is CHF 12.0 million and is subject to change due to variable price components.

At the time when these financial statements were authorized for issue, the Board of Directors was not aware of any events that would materially affect these financial statements.

Proposal of the Board of Directors for the appropriation of the available profit

in CHF	2024	2023
Net income for the year	153'530'000	95'734'000
Unallocated profit carried forward from previous year	168'701	31'684'494
Total available profit	153'698'701	127'418'494
Appropriation from free reserves		
Ordinary dividend	-143'449'889	-127'249'793
Balance carried forward	10'248'812	168'701
Dividend distribution per share CHF 0.01		
Gross dividend	4.25	3.75
Withholding tax (35%)	-1.49	-1.31
Net dividend	2.76	2.44

The Board of Directors proposes the payment of a dividend of CHF 4.25 per share to the Annual General Meeting on April 23, 2025. The company will not pay a dividend on treasury shares held by Sulzer Ltd or one of its subsidiaries.



Statutory Auditor’s Report

To the General Meeting of Sulzer Ltd, Winterthur

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Sulzer Ltd (the Company), which comprise the “[Balance sheet of Sulzer Ltd](#)” as at December 31, 2024, the “[Income statement of Sulzer Ltd](#)” and the “[Statement of changes in equity of Sulzer Ltd](#)” for the year then ended, and the “[Notes to the financial statements of Sulzer Ltd](#)”, including a summary of significant accounting policies.

In our opinion, the financial statements for the year ended December 31, 2024, comply with Swiss law and the Company’s articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the “Auditor’s Responsibilities for the Audit of the Financial Statements” section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements of the Company, the compensation report and our auditor’s reports thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors’ Responsibilities for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company’s articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- Conclude on the appropriateness of the Board of Directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with article 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

Based on our audit in accordance with Art. 728a para. 1 item 2 CO, we confirm that the proposal of the Board of Directors complies with Swiss law and the Company’s articles of incorporation. We recommend that the financial statements submitted to you be approved.

KPMG AG



Rolf Hauenstein
Licensed Audit Expert
Auditor in Charge



Miriam von Gunten
Licensed Audit Expert

Zurich, February 26, 2025