

# Compensation report

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# Paying for sustainable performance

Winterthur, February 26, 2026

Dear Shareholder,

On behalf of the Board of Directors and of the Remuneration Committee (RC), I am pleased to present the 2025 Compensation Report.

2025 was marked by global uncertainty, yet Sulzer delivered a strong result, meeting guidance and achieving its business goals. Profitability and ROCE improved through disciplined execution, operational excellence, and efficiency gains. Demand for our products, solutions and services remained robust, although larger project delays tempered order intake growth. These outcomes demonstrated the Executive Committee's ability to navigate volatility, sustain profitable growth, and strengthen the resilience of our systems. In line with our pay-for-performance philosophy, executive compensation outcomes reflect this performance.

First started in 2024, we continued our systematic review of our executive compensation framework, supported by independent market benchmarking. As part of this review, with effect as of 2025, we streamlined the Performance Share Plan (PSP) by reducing the plan cap from 250% to 200% and shifting from a fixed value grant to a percentage-of-base salary approach. We also fully aligned our Bonus and PSP KPIs with our financial reporting KPIs disclosed in our annual report to ensure consistent performance measurement which no longer relies on adjusted numbers that may be open to interpretation.

These adjustments reflect best practice and improve transparency. The resulting pay mix enhances alignment between executive rewards and long-term shareholder value creation. All grants remain subject to our established approval processes and rigorous governance standards.

In parallel, the Board of Directors extended its shareholding period to three years to further reinforce support of long-term shareholder interest. This enhancement strengthens governance discipline and long-term accountability.

The compensation paid to the Board of Directors in 2025 remained below the amounts previously approved by the AGM for the period in scope. The total compensation paid to the Executive Committee for 2025 remains entirely within the maximum compensation approved by the AGM 2024.

Our work to refine Sulzer's compensation framework is a continuous commitment. We remain focused on reinforcing alignment with strategy delivery, profitable growth, capital efficiency as well as the long-term shareholder value.

On behalf of Sulzer, the Board of Directors and the Remuneration Committee, I thank you for your continued trust in our company.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Kottmann', written in a cursive style.

Dr. Hariolf Kottmann  
Chairman  
Remuneration Committee

# Compensation governance and principles

Compensation policies and plans at Sulzer reward performance, sustainable growth and long-term shareholder value creation. The compensation programs are competitive, internally equitable, straightforward and transparent. The compensation report is prepared in accordance with the Articles 732 et seqq. of the Swiss Code of Obligations (CO), the SIX Swiss Exchange Directive on Information relating to Corporate Governance (RLCG) and the principles of the Swiss Code of Best Practice for Corporate Governance.

## Remuneration Committee

The [Articles of Association](#), the [Board of Directors and Organization Regulations](#), and the [Remuneration Committee Regulations](#) define the functions of the Remuneration Committee (RC). The RC supports the Board of Directors in establishing and reviewing the compensation strategy and principles, and in preparing the proposals for the Shareholders' Meeting regarding the compensation of the members of the Board and the Executive Committee.

The RC is responsible for the activities outlined below and submits proposals to the Board of Directors, which makes the final decisions. For the CEO, the Lead Independent Director performs these tasks in close consultation with the Chair of the RC.

- Regular review of the compensation policies and programs.
- Setting performance targets for Executive Committee members for incentive plans.
- Preparing proposals for the Shareholders' Meeting on the maximum aggregate amounts of compensation for the Board of Directors and for the Executive Committee.
- Setting target compensation for Executive Committee members.
- Preparing the compensation report.

### Stakeholder level of authority

	RC	Board	Shareholders Meeting
Compensation policies and programs	proposes	approves	
Maximum aggregate compensation amounts for the Board of Directors and Executive Committee	proposes	reviews	approves (binding vote)
Remuneration system and Board member fees	proposes	approves	
Compensation of the Executive Committee members	reviews	approves	
Performance objectives and assessment for Executive Committee members	reviews	approves	
Compensation report	proposes	approves	consultative (advisory vote)

As stated in Sulzer Ltd's Remuneration Committee Regulations, the RC has at least three members elected annually by the Shareholders' Meeting for a term of office until the next AGM. The majority of its members shall be non-executive and independent. At the 2025 AGM, Markus Kammüller, Dr. Hariolf Kottmann and Alexey Moskov were re-elected to the RC.

The RC meets as needed, but at least twice a year. In 2025, it held 4 meetings. The agenda topics are included in the following table.

**Meeting Topics Discussed**

Meeting	Topics
January	Short Term and Long Term Incentive performance review
	Compensation report
	Max. aggregate Board of Directors and Executive Committee
July & September	Compensation benchmark review
	Compensation policies and programs review
December	Short Term and Long Term Incentive performance forecast
	Performance review
	Compensation report skeleton

The CEO, Chief Human Resources Officer and Secretary of the Board (who also serves as the RC Secretary) usually attend the meetings. The Committee Chair may invite other executives for advisory purposes when needed. However, the CEO and other executives do not participate when their own compensation or performance is discussed.

The RC Chair reports to the full Board on the Committee’s activities and discussions. The Chair also submits proposals for Board approval as necessary. All Board members have access to the RC meeting minutes.

The RC retained HCM International to analyze benchmarks for the Board of Directors and the Executive Committee. They also retained Mercer | hkp///group for compensation report advice. Neither were awarded additional mandates.

## Shareholders’ role and engagement

The company values shareholders’ feedback on compensation policies and has held advisory votes on the compensation report since 2011. It also regularly meets with shareholders to understand their perspectives. At the 2025 AGM, shareholders approved the maximum aggregate compensation for the Board for the 2025/26 term and for the Executive Committee for 2026.

Additionally, the [Articles of Association](#), approved by shareholders, govern the principles of compensation.

**Extract from the Articles of Association related to compensation**

Article 31	Non-executive members of the Board of Directors receive only a fixed compensation. Members of the Executive Committee receive both fixed and variable compensation components that are based on their performance. Their compensation can be paid in cash, shares, options or other forms.
Article 29	The Shareholders’ Meeting approves the maximum aggregate amount of compensation for the Board of Directors for the next term of office and the maximum aggregate amount of compensation for the Executive Committee for the following financial year. The Board of Directors submits the annual compensation report to an advisory vote at the AGM.
Article 30	In the event that a member of the Executive Committee is appointed after the AGM and the approved maximum compensation is not sufficient for his/her compensation, a supplementary amount of up to 40% of the last approved maximum compensation can be used without further approval by the AGM.
Article 32	Fixed-term employment agreements have a maximum duration of one year and can be renewed. Permanent employment agreements have a maximum termination notice period of twelve months. Non-compete agreements for the period after termination of an employment agreement are permissible. They are limited to one year. The consideration does not exceed the last total annual target compensation to which the member was entitled prior to termination. Furthermore, it should not exceed the average compensation of the last three financial years.
Article 34	The company is not allowed to grant loans or credits to members of the Board of Directors or the Executive Committee.

## Activities in other organizations

According to Article 734e of the Swiss Code of Obligations, the compensation report must detail the external mandates of Board of Directors and Executive Committee members in other enterprises with an economic purpose (as defined in Article 626 para. 2 no. 1 of the Swiss Code of Obligations). The table below lists the entities and the functions held.

### Other functions of the members of the Board of Directors and the Executive Committee

Member	Name of company	Function	2025	2024
Dr. Suzanne Thoma	Beckers Group, Germany	Non-executive member of the Board of Directors	-	x
	BayWa r.e., Germany	Non-executive member of the Board of Directors	-	x
Markus Kammüller	ExecDelta GmbH, Switzerland	Sole Partner	x	x
	Gonset Holding SA, Switzerland	President of the Board of Directors	x	x
	Gonset Immeubles d'Entreprises SA, Switzerland	President of the Board of Directors	x	x
	Gonset Immeubles Résidentiels SA, Switzerland	President of the Board of Directors	x	x
	Daxin Intl., Hong Kong	President	x	-
David Metzger	Swiss Steel Holding AG, Switzerland	Non-executive member of the Board of Directors	-	x
	medmix AG, Switzerland	Non-executive member of the Board of Directors	x	x
	Mealda Capital GmbH, Switzerland	Sole Partner	x	x
	Sopeli Capital GmbH, Switzerland	Sole Partner	x	x
Alexey Moskov	OC Oerlikon Corporation AG, Switzerland	Non-executive member of the Board of Directors	x	x
	Witel AG, Switzerland	Member of the Board of Directors	-	x
	Liwet Holding AG, Switzerland	President of the Board of Directors	-	x
	A2-Link AG, Switzerland	President of the Board of Directors	x	x
Dr. Prisca Havranek-Kosicek	Jenoptik AG, Germany	Chief Financial Officer	x	x
	Jenoptik North America Inc., United States of America	Director	x	x
Dr. Hariolf Kottmann	Plansee Holding, Austria	Member of the Board of Directors	x	x
	HK1 AG, Switzerland	Sole member of the Board of Directors	x	x
	Kiingle AG, Switzerland	Member of the Board of Directors	x	x
Per Utnegaard	Saudi Ground Services, Saudi Arabia	Non-executive member of the Board of Directors	-	x
	Alvest Holding, France	Non-executive Director	-	x
	Per Utnegaard & Partners GmbH, Switzerland	Sole Partner	x	x
Tim Schulten	JCB Group Holdings Sàrl, Switzerland	Director	x	x
Mathias Prüssing	ara region bern AG, Switzerland	President of the Board of Directors	x	n/a <sup>1)</sup>
	Energie Wasser Bern, Switzerland	Member of the Board of Directors	x	n/a <sup>1)</sup>
	Ritter Schumacher AG, Switzerland	President of the Board of Directors	x	n/a <sup>1)</sup>
	Wealth Minerals Ltd., Canada	Member of the Advisory Board	x	n/a <sup>1)</sup>
Haining Auperin	ADAMA Agricultural Solutions Ltd., Israel	Non-executive member of the Board of Directors	x	-
	Beckers Group, Germany	Non-executive member of the Board of Directors	x	-

1) As Mathias Prüssing assumed his position as member of the Executive Committee only in 2025, other functions are not reported for the year 2024.

In each individual case, the number of mandates does not exceed the maximum number of external mandates specified in Article 33 of the Articles of Association.

# Compensation architecture for the CEO and members of the Executive Committee

## Compensation principles

The Executive Committee’s compensation is based on the principle of pay-for-performance. The policy rewards performance, sustainable growth and long-term shareholder value, while offering fair and competitive pay to attract and retain top talent.

### Compensation principles

Principle	Description
Pay-for-performance	A substantial portion of the compensation is delivered in the form of variable incentives based on company and individual performance.
Strategy alignment	The performance criteria are selected to create adequate incentives for achieving the operational and strategic objectives.
Ownership	Part of the compensation is delivered in the form of company equity to foster ownership and to align the interests of executives with those of shareholders.
Market competitiveness	Compensation levels are competitive and in line with market practice to attract and retain highly qualified employees.
Internal equity	The internal compensation structure is based on a job-grading methodology applied globally.
Transparency	Compensation programs are straightforward and transparently explained in the compensation report.
Shareholder expectations	Compensation programs are in line with the expectations of shareholders.

## Method of determining compensation: benchmarking

To ensure competitive and market-aligned compensation, the compensation for Board and Executive Committee members is benchmarked against similar roles in comparable companies every one to two years.

The RC regularly reviews the composition of the peer group, which is applied for benchmarking purposes. The selection process accounts for the governance landscape, the industry and the company size as well as the respective business complexity to ensure an appropriate fit.

The revised comparison group reflects Sulzer’s ambitious business strategy.

### Benchmarking Peer Group 2025 <sup>1)</sup>

ALCON	ams-OSRAM	Bucher	Clariant	dormakaba
Geberit	Georg Fischer	Givaudan	Implenia	Logitech
Lonza	Oerlikon	SGS	SIG	SIKA
Straumann	Sonova			

<sup>1)</sup> Swiss Steel was excluded from the peer group in 2025 following its delisting. Landis + Gyr was excluded in 2025 after falling below the minimum revenue threshold required for inclusion in each of the last two financial years.

The intention is to pay target compensation in line with the relevant market. Nevertheless, compensation is not granted based on benchmark results alone. The role, responsibility and experience, as well as the difference between a new entrant to a role and someone with experience who has already demonstrated his or her impact in a similar role, are also criteria in determining compensation. A globally applied job-grading methodology fosters internal equity.

## Compensation elements for the members of the Executive Committee

The Executive Committee's compensation includes fixed, performance-independent elements to provide secure income and prevent unreasonable risks. The RC reviews this compensation annually and, if needed, proposes adjustments for Board approval. To create reasonable incentives, align interests with shareholders, ensure pay-for-performance, and implement the company's strategy, the compensation also includes short- and long-term performance-dependent elements.

The following table provides an overview of the changes made to the compensation architecture in 2025: Aligning Bonus and PSP KPIs with financial reporting and streamlining the Performance Share Plan (PSP) cap and grant approach.

	Previous compensation architecture	New compensation architecture
Short-term incentive plan (bonus plan)	Performance indicators:	Performance indicators aligned with financial reporting: <sup>1)</sup>
	– Sales (absolute) (25%)	– Sales growth (20%)
	– Operational Profit (25%)	– EBITDA-margin (of sales) (30%)
	– Operational Operating Net Cash Flow (20%)	– Operating Net Cash Flow (20%)
Long-term incentive plan (PSP)	Performance indicators:	Performance indicators aligned with financial reporting:
	(Target achievement 0% - 250%)	(Overall target achievement 0% - 200%)
	– Operational profit (25%)	– EBITDA (25%)
	– Operational ROCEA (25%)	– ROCE (25%)
	– Relative TSR (50%)	– Relative TSR (50%)
	Fixed target amount:	Target amount as % of base salary:
CEO: 1,000,000 CHF	CEO: 120% of base salary	
Other members of the Executive Committee: 330,000 to 400,000 CHF	Other members of the Executive Committee: 95% of base salary	
Vesting cap: Vesting capped at 250% of the value of PSUs received at grant	Vesting cap: Vesting capped at 200% of the number of PSU received at grant	

1) For Division Presidents, the performance indicators are measured both at group and divisional levels.

The following table gives a complete picture of the compensation architecture as revised in 2025 for the CEO and the members of the Executive Committee.

In line with the pay-for-performance principle, a significant portion of the CEO's compensation (68%) and the Executive Committee's compensation (59%) consists of performance-based variable incentives. The compensation structure also promotes sustainable long-term growth, with long-term variable compensation being the largest portion of the target total compensation.

## Overview of compensation components

Components	Description	Link to principles	Percentage of total compensation of the CEO				
<b>Fixed compensation</b>							
Base Salary	Fixed cash compensation paid in equal monthly installments	Offering a market-compatible compensation	32% of compensation				
Benefits	Pension and social security contributions as well as fringe benefits						
<b>Variable Compensation</b>							
Variable Compensation	Term	Performance Indicators	Target Amount / Grant Value	Maximum target achievement	Settlement		
Short-term incentive plan (bonus plan)	One year	Sales growth, EBITDA-margin (of sales), Operating Net Cash Flow, Individual performance targets	CEO: 90% of base salary Other members of the Executive Committee: 60% of base salary	Financial objectives: 250% Individual objectives: 200 - 250%	In cash  Capped at 200% of base salary for CEO	Incentivizing strategic goals and pay-for-performance	29% of compensation
Long-term incentive plan (PSP 2025)	Three years	Earnings before Interest, Tax, Depreciation & Amortization (EBITDA), Return on Capital Employed (ROCE), Total Shareholder Return (rTSR)	CEO: 120% of base salary Other members of the Executive Committee: 95% of base salary	Objectives individually capped at 250%  Overall target achievement capped at 200%	Performance share units (PSUs) settled in shares	Incentivizing strategic goals, pay-for-performance and company ownership	39% of compensation
<b>Other compensation components</b>							
Share Ownership Guidelines (SOG)	Obligation to privately invest in Sulzer shares and to hold these shares until the end of the service period CEO: 200% of the base salary Other members of the Executive Committee: 100% of the base salary				Ownership		

## Base salary

The Board of Directors determines the base salary based on the market value of the position and the incumbent's qualifications, skills and experience. It is paid in cash. An internal job-grading methodology ensures orientation and promotes internal equity.

## Benefits

Members of the Executive Committee participate in the regular employee pension fund for all Swiss employees. The retirement plan includes a basic plan covering annual earnings up to CHF 157'236 and a supplementary plan for income above this limit, up to the legal ceiling (including variable cash compensation). Contributions are age-related and shared between the employer and employee.

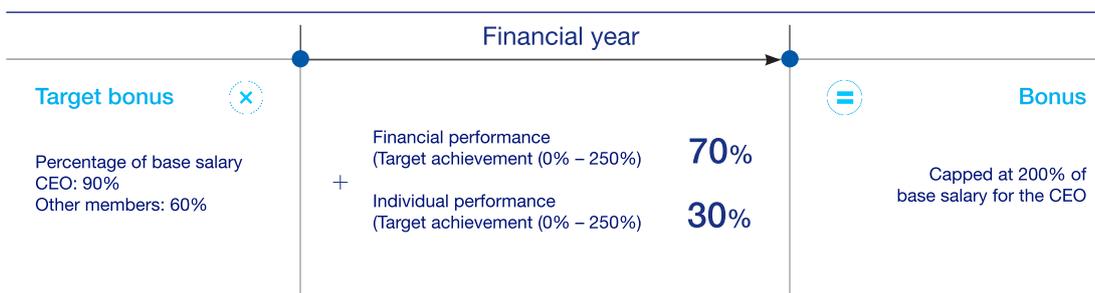
Additionally, each Executive Committee member receives a representation allowance in line with Swiss management expense regulations, approved by tax authorities.

## Short-term incentive plan (bonus plan)

The Short-term Incentive Plan (bonus plan) involves a cash payment after the financial year ends, based on predefined objectives. These objectives measure both financial and individual performance for each Executive Committee member. The target bonus is a percentage of the annual base salary: 90% for the CEO and 60% for other members.

The general functionality of the bonus plan is as follows. For all Executive Committee members, the bonus plan objectives are divided into two categories: “Financial performance” and “Individual performance.”

### Functionality of the bonus plan



The performance is assessed based on the following appraisal process:

### Performance appraisal

Step	Description
Step 1: Target setting	Definition of two to four individual performance objectives at the beginning of the year
Step 2: Performance assessment	Performance assessment at the end of the year
Step 3: Compensation determination	Determination of incentive payouts on the basis of the company's or division's performance and achievement of the individual objectives

The financial targets used in the bonus plan as of 2025 are changed to the figures as reported in the annual report to better align with our Sulzer 2028 strategy and provide transparent disclosure in line with the Annual Report to our shareholders. In addition, in order to further emphasize the aim to increase profitability, which forms a central pillar of our Sulzer 2028 ambition, the weighting of the profitability objective, EBITDA-Margin (of sales), was increased by 5%.

Details of these changes are shown in the following table.

**Target setting financial objectives**

Category	Objectives 2024	Weighting 2024	Rationale of change	Objectives 2025	Weighting 2025
Financial performance	Operational profitability	25%	Alignment to financial reporting and fostering entrepreneurial spirit of the Executive Committee	EBITDA-margin (of sales)	30%
	Sales	25%	Alignment to market practice and Sulzer 2028 strategy	Sales growth	20%
	Operational operating net cash flow (operational ONCF)	20%	Alignment to financial reporting and market standards	Operating Net Cash Flow (ONCF)	20%

The individual performance targets remained unchanged:

**Target setting individual objectives**

Category	Objectives	Target	Weighting
Individual performance	Sulzer Excellence	Objectives that increase efficiency, reduce unnecessary complexity and drive cross-functional collaboration resulting in advanced competitiveness and profitability.	10%
	Sulzer 2028	Objectives that contribute to the ambition of being a top industrial company with future-proof, differentiated, high-quality business.	10%
	Sustainable Sulzer	Objectives linked to the three major priorities of Sulzer's sustainable plan, namely minimizing our carbon footprint, enabling a low carbon society and engaging our employees and communities.	10%

The objectives for the bonus plan are linked to Sulzer's strategic goal of promoting the sustainable and profitable growth of the company as shown below.

**Strategic link of bonus plan**

Objective	Growth	Profitability	Long-term shareholder-value creation
Bonus plan	✓	✓	✓
EBITDA-margin (of sales)		✓	✓
Sales growth	✓		✓
Operating Net Cash Flow (ONCF)			✓
Sulzer Excellence		✓	✓
Sulzer 2028	✓	✓	✓
Sustainable Sulzer	✓	✓	✓

## Target achievement under the bonus plan

For each financial objective, parameters are set in advance. An expected performance level (“target”) results in a 100% payout factor. A minimum performance level (“threshold”) is defined, below which the payout factor is zero, and a maximum performance level (“cap”) is set, above which the payout factor is capped. The payout factor is interpolated linearly between the threshold and target, and between the target and cap.

The CEO’s, CFO’s and CHRO’s financial objectives are measured 100% based on Sulzer group results. To better enable the One Sulzer culture and to align with common market practice, the measurement of the financial objectives for Division Presidents was changed to 50% based on group results and 50% on their respective division results.

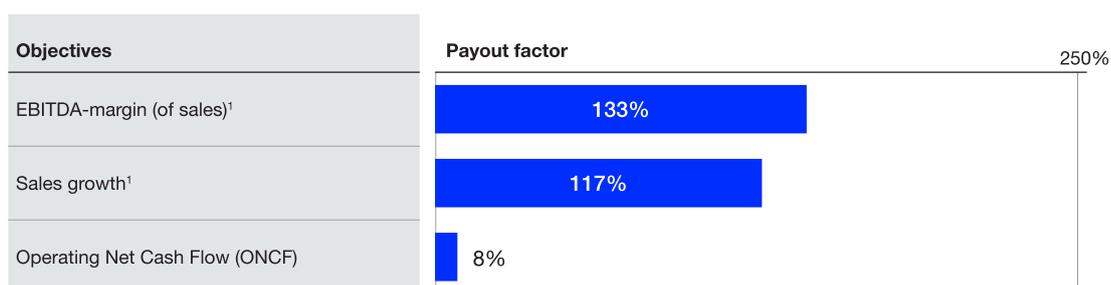
Each Executive Committee member receives personal objectives aligned with the Sulzer 2028 ambition in three performance categories: “Sulzer Excellence,” “Sulzer 2028” and “Sustainable Sulzer” at the start of the financial year. The CEO reviews the individual performance of each Executive Committee member based on their personal objectives, and this review is then evaluated by the RC. The Lead Independent Director, in close consultation with the Chair of the RC, assesses the CEO’s individual performance.

A payout factor is determined for each objective based on actual performance. The weighted average of these payout factors is multiplied by the target bonus amount to calculate the actual bonus, which is paid out in March of the following year.

Sulzer strives for transparency in relation to pay-for-performance. To ensure transparency while avoiding competitive risk, Sulzer provides a general performance assessment for each financial objective as well as the aggregated individual performance at the end of the performance cycle.

In 2025, the bonus plan target achievement for the financial performance was as follows:

### Bonus plan target achievement



<sup>1)</sup> For actual financial performance refer to the financial review section of the annual report.

For 2025, the financial component of the bonus averaged at 98%. While 2025 was another year with strong results for the Group, the target achievement is below 100% due to the ambitious targets which were set intentionally at a stretch level in line with our Sulzer 2028 ambition. The unforeseen development arising from US tariffs and increasing geopolitical tensions led to postponements of larger customer investments which impacted our businesses in Flow and Chemtech to grow more ambitiously as planned for the targets in 2025.

Overall, the combined financial and individual performance resulted in a bonus payout factor ranging from 90% to 140% (average 124%) for Executive Committee members.

## Performance share plan (PSP)

The Performance Share Plan (PSP) incentivizes long-term shareholder value creation by granting performance share units (PSUs) to Executive Committee members. PSUs are conditional rights to company shares, subject to achieving strategic/financial targets at the Group level over a three-year period.

The PSP aligns participants' interests with shareholders by delivering a substantial portion of compensation as company equity. This supports Sulzer's focus on pay-for-performance, sustainable growth, and employee retention. It is a fair and attractive element of long-term variable compensation for key management, emphasizing excellent, sustainable performance.

In line with the Sulzer 2028 strategy and in order to drive and reward above-market growth, improved margins, and top level revenue, the structure and underlying performance objectives of the PSP were revised for 2025 and going forward.

The number of PSUs granted is calculated by dividing the grant value by the three-month volume-weighted average share price before the grant date. The grant value of the PSP in 2025 and going forward is defined as a percentage of base salary which reflects the executive's role. The PSP grant in 2025 and going forward amounts to:

- Chief Executive Officer: 120% of base salary
- Members of the Executive Committee: 95% of base salary

The fundamental change in the grant methodology serves to align the grant levels amongst all the Executive Committee members to provide equal incentivization amongst them. The slight increase in the grant levels which accompanied this harmonization also brought the levels of the long-term compensation closer to the lower end of the market as defined by the compensation benchmarking while strengthening the alignment of the Executive Committee with the long-term success of the company.

In order to ensure a more transparent link between pay and performance, as well as to reduce the complexity of the PSP overall, the adjusted KPIs Operational Profit and Average Operational ROCEA were replaced in favor of EBITDA and ROCE, respectively. In doing so the performance objectives measured in determining the PSP target achievement are now aligned with those reported in the financial statements. Moreover, the PSP performance objectives are aligned with Sulzer's overall strategic goal of promoting sustainable and profitable growth and with the Sulzer 2028 strategy in particular. They are designed to incentivize growth and create shareholder value.

The following table outlines the performance objectives for the 2025 PSP.

**Key performance criteria measured over the three-year performance period of the PSUs**

EBITDA	Earnings before interest, tax, depreciation, amortization and impairment, based on audited figures. This is an absolute value reflecting the planned value in the last year of the performance period.
ROCE	Adjusted returns on capital employed. This is a percentage reflecting the planned value in the last year of the performance period.
Relative Total Shareholder Return	Relative Total Shareholder Return (TSR) is defined as share price growth plus dividends during the vesting period divided by the ending share price, measured against peers.

The performance objectives for the PSP tranches are determined yearly on the basis of the three-year plan for the respective financial year, which in turn is generally aligned with the overall aims and objectives of the Sulzer 2028 ambition. Consequently, the PSP objectives are designed to incentivize growth and create shareholder value due to their long-term outlook aligned with the Sulzer 2028 ambition. Moreover, as illustrated in the graphic below, following financial years in which the actual company performance fell short of the planned objectives, the alignment of the three-year plans on which the PSP objectives are based with the Sulzer 2028 ambition leads to an even stronger incentivization of the long-term growth as the objectives are set at a more ambitious level to ensure that the Sulzer 2028 ambition can still be achieved.

**Determination of objectives**

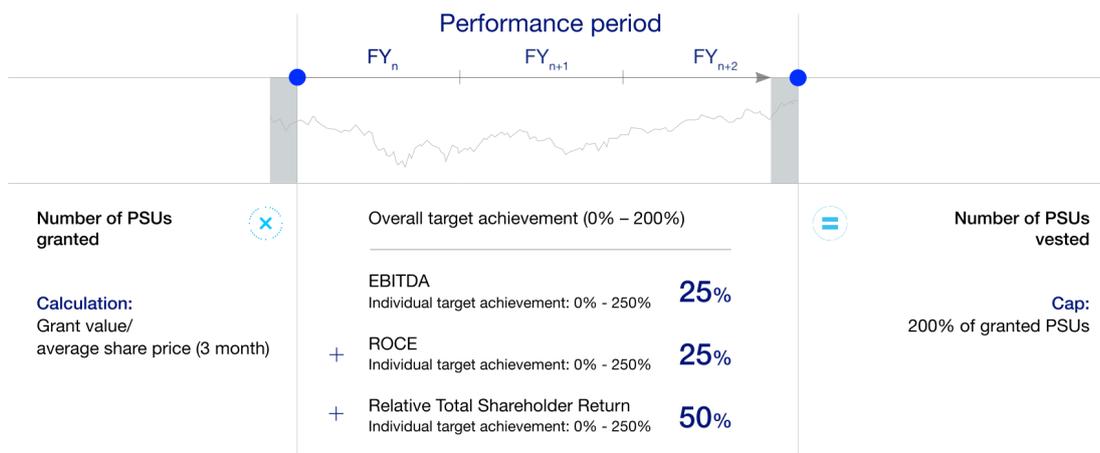


The link between the individual selected objectives of the Performance Share Plan and each individual element of the Sulzer 2028 ambition is shown below:

**Strategic link of PSP**

	Growth	Profitability	Long-term shareholder value creation
PSP	✓	✓	✓
EBITDA	✓	✓	
ROCE		✓	
Relative TSR	✓	✓	✓

### Functioning of the PSP Performance at a glance



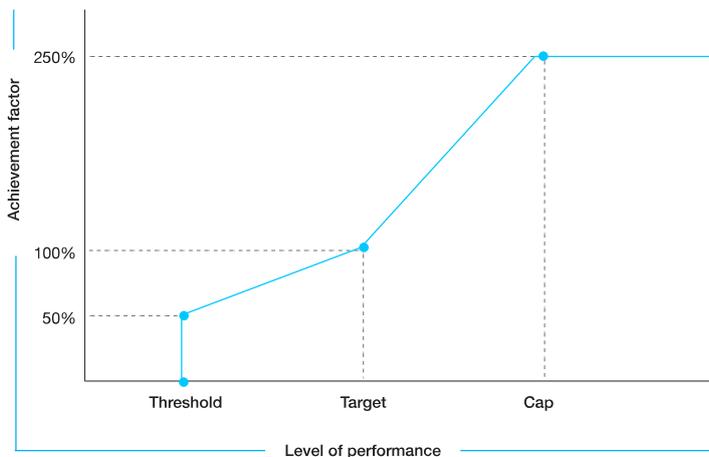
### Target achievement under the Performance Share Plan

In addition to the changes made to the applicable performance objectives in the PSP, the calculation of the target achievement and subsequent payout from the LTI was changed with the 2025 PSP grant. The additional maximum payout cap of 250% of the grant value on top of the 250% cap on target achievement of the performance objectives was removed. To compensate for the potentially higher upside resulting from removing this cap, the maximum number of units which may vest at the end of the performance period was reduced from 250% to 200%. These changes ensure that the pay of the Executive Committee members is better aligned with the performance of both the key internal financial figures as well as the Sulzer share price and thus the alignment between the plan participants and the shareholders.

An expected performance level (“target”) is defined for each PSP performance objective, resulting in a 100% target achievement. A minimum performance level (“threshold”) is set, below which the target achievement is zero, and a maximum level (“cap”) is set, capping the target achievement at 250%. The target achievement is interpolated linearly between the threshold and target, and between the target and cap. At the end of the performance period the target end achievement of each individual performance objective is calculated to determine the weighted average of the overall target achievement of the PSP which is capped at 200%

The target achievement can be illustrated in a target achievement curve as follows:

Target achievement curve of the PSP performance conditions

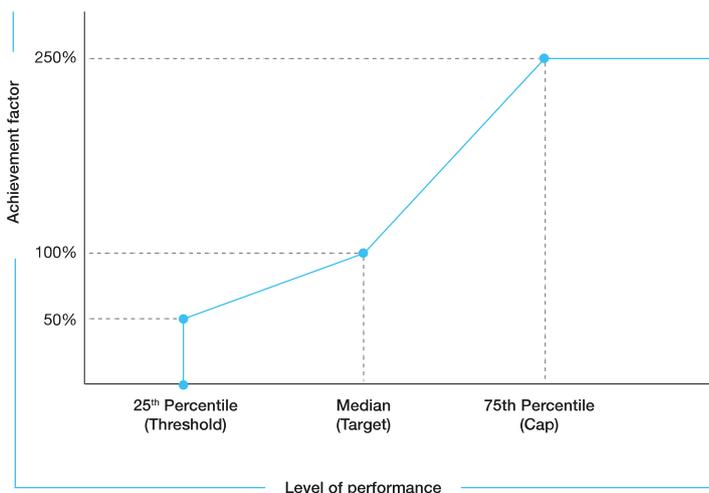


Relative total shareholder return (TSR) is measured based on the performance against a predefined peer group of international peers, measured as a percentile ranking, aligned with the target achievement curve as follows:

- Threshold: 25th percentile ranking
- Target: median ranking
- Outperformance (cap): 75th percentile ranking

The target achievement curve of the relative TSR can be illustrated as follows:

Target achievement curve of the relative TSR



The current peer group for the measurement of the relative TSR consists of the following companies:

#### Peer group for relative TSR performance of PSP 2025

Andritz	Burckhardt Compression	Ebara	Flowserve	Georg Fischer
ITT	OC Oerlikon	Pentair	Rieter <sup>1)</sup>	Xylem

1) Wood Group was replaced by Rieter due to its trading suspension and takeover in 2025.

The Board of Directors can change the peer group composition if necessary, such as in cases of mergers, acquisitions, delistings or significant business changes in a peer company. In such situations, the Board will select new peer companies from a predefined successor list.

## Provisions at termination of employment

In the event of termination of employment, the following provisions apply:

#### Provisions by the event of termination

Type of termination	Provision
By the employer for cause	Unvested PSUs are forfeited.
As a result of retirement	Vesting and performance measurement of PSUs continues according to plan, no early allocation of the shares.
Any other reason	The number of unvested PSUs vest on pro rata basis according to the achievement factor at the end of the vesting period. There is no early allocation of the shares.

In the event of an Executive Committee member's death, pro-rated PSUs will vest immediately, pending a performance assessment by the Board of Directors. If a change of control occurs, PSUs will also vest immediately, subject to the Board's performance assessment. The Board may opt for a cash settlement of the awards in such cases.

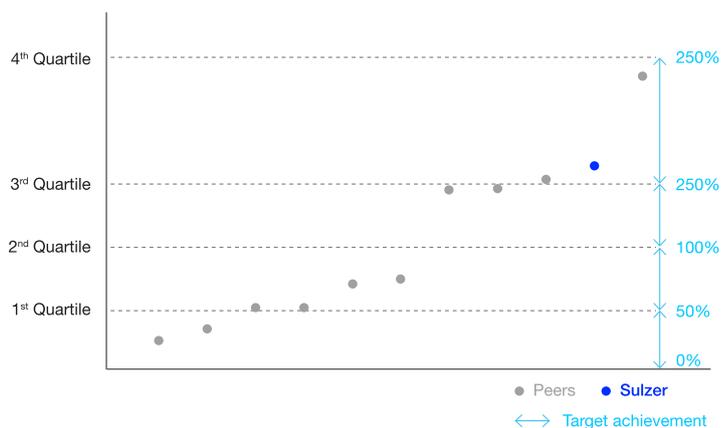
## PSP 2023 performance and vesting

The overall target achievement of the PSP 2023 depends on the objectives operational profit growth, operational ROCEA and relative TSR over the performance period. Over the past three years, Sulzer significantly grew its operational profit through the Sulzer 2028 strategy and leveraged strong market momentum in 2025. This performance resulted in an achievement factor of 250% compared to the original PSP target set by the Board.

Operational ROCEA also achieved a factor of 250%, thanks to continuous profitability improvements and better capital management through the Sulzer 2028 strategy.

The Sulzer share performed strongly in uncertain economic conditions over the previous 3 years, especially compared to Sulzer's peers. As a result the development of Sulzer's TSR is positioned at the 90th percentile compared to international peers, leading to an achievement factor of 250% for the relative TSR. The performance of Sulzer's TSR and the TSR of the peers over the 3-year performance period of the PSP 2023 is shown below:

### TSR positioning of Sulzer with the peer group of PSP 2023



The weighted average of the achievement factors of the three individual performance objectives of the PSP 2023 results in a total payout factor of 250% for the PSP 2023, subject to the original grant value cap. The payout of the PSP 2023 was based on targets set prior to the redesign of the LTI in 2025.

### PSP target achievement

Objectives <sup>1</sup>	Target achievement	250%
Operational profit growth	250%	
Operational ROCEA	250%	
Relative TSR	250%	
Lower threshold 25th percentile	Target 50th percentile	Upper threshold 75th percentile

1) The PSP 2023 award was assessed based on the KPI framework in place at the time of grant. For the detailed definitions of these legacy KPIs, please refer to the Compensation Report 2024. From 2025 onward Sulzer applies the updated PSP KPI framework aligned with the Group's financial reporting KPIs detailed in the PSP section of this compensation report.

Overall, the PSP vesting levels accurately reflected operational performance, also against direct peers, over the three-year cycle.

On the vesting date, the number of vested PSUs is calculated by multiplying the initial PSUs granted by the weighted average achievement factor. Each vested PSU results in one Sulzer share for the participant.

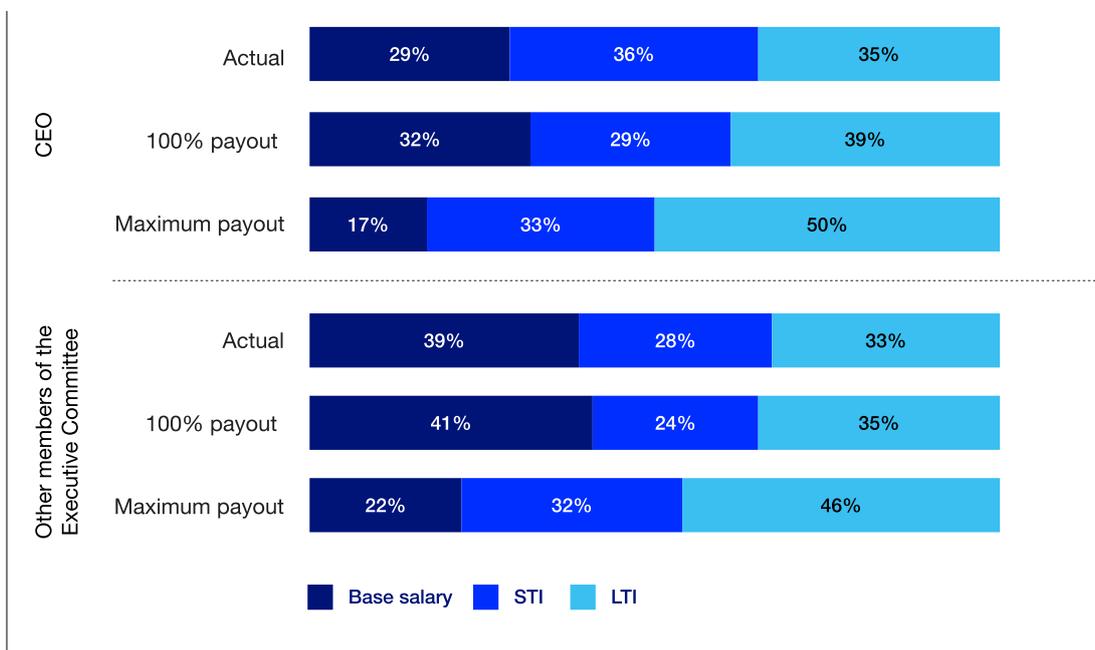
Finally, for PSP grants prior to 2025, the number of vested PSUs is capped at 250% of the original grant value. After applying this cap, the overall payout factor for the PSP 2023 is reduced to 143%.

# Compensation of the Executive Committee for 2025

## Compensation of the Executive Committee: overview

Over the past three years, Sulzer has enhanced its sales, operational profitability and operational net cash flow through the Sulzer 2028 strategy. In 2025, we aligned the performance objectives used for the measurement of the variable compensation with the Sulzer 2028 ambition and were able to deliver another high-performing year. In line with our pay-for-performance principle, this resulted in a proportionate variable compensation payout.

Compensation for the Executive Committee: Compensation paid and granted compared to target and maximum compensation



In 2025, the Executive Committee received a total compensation of kCHF 12'022 (previous year: kCHF 12'548). This included kCHF 6'380 in base salary and bonus (previous year: kCHF 7'086), kCHF 4'046 in PSUs (previous year: kCHF 3'850), kCHF 1'567 in pension and social security contributions (previous year: kCHF 1'591), and kCHF 29 in other payments (previous year: kCHF 21).

## Compensation of the Executive Committee

	2025						
	Cash compensation					Deferred compensation based on future performance	
thousands of CHF	Base salary	Bonus <sup>2)</sup>	Other <sup>3)</sup>	Pension and social security contributions <sup>4)</sup>	Total cash-based compensation	Estimated value of share-based grant under the performance share plan (PSP) <sup>5)</sup>	Total (incl. conditional share-based grant)
Highest single compensation, Suzanne Thoma, CEO	1'050	1'321	-	432	2'803	1'558	4'361
<b>Total Executive Committee <sup>1)</sup></b>	<b>3'390</b>	<b>2'990</b>	<b>29</b>	<b>1'567</b>	<b>7'976</b>	<b>4'046</b>	<b>12'022</b>

1) Members of the Executive Committee whose notice period extends over two financial years are considered current members for both periods.

2) Expected bonus for the performance year 2025, to be paid out in the following year (accrual principle).

3) Other consists of tax services and relocation costs.

4) Includes the employer contribution to social security (including the expected employer contributions on equity awards), based on the fair value of all grants made in 2025 (PSP).

5) Represents the full fair value of the PSUs granted under the PSP in 2025. PSUs granted in 2025 had a fair value of CHF 175.14 at grant date, based on a third-party fair value calculation. While the share price to convert the grant value into a number of granted PSUs is based on the three-month weighted average share price before the grant date (CHF 141.63 per PSU for 2025 grants), the disclosed fair values are calculated on the grant dates by using market value approaches, which typically leads to differences between the original grant value according to the compensation architecture and the disclosed fair market values. Further information on share-based compensation can be found in note 29 to the consolidated financial statements of Sulzer.

	2024						
	Cash compensation					Deferred compensation based on future performance	
thousands of CHF	Base salary	Bonus <sup>1)</sup>	Other <sup>2)</sup>	Pension and social security contributions <sup>3)</sup>	Total cash-based compensation	Estimated value of share-based grant under the performance share plan (PSP) <sup>4)</sup>	Total (incl. conditional share-based grant)
Highest single compensation, Suzanne Thoma, CEO	1'050	1'566	-	427	3'043	1'318	4'361
<b>Total Executive Committee</b>	<b>3'405</b>	<b>3'681</b>	<b>21</b>	<b>1'591</b>	<b>8'698</b>	<b>3'850</b>	<b>12'548</b>

1) Expected bonus for the performance year 2024, to be paid out in the following year (accrual principle).

2) Other consists of tax services and relocation costs.

3) Includes the employer contribution to social security (including the expected employer contributions on equity awards), based on the fair value of all grants made in 2024 (PSP).

4) Represents the full fair value of the PSUs granted under the PSP in 2024. PSUs granted in 2024 had a fair value of CHF 125.65 at grant date, based on a third-party fair value calculation. While the share price to convert the grant value into a number of granted PSUs is based on the three-month weighted average share price before the grant date (CHF 95.33 per PSU for 2024 grants), the disclosed fair values are calculated on the grant dates by using market value approaches, which typically leads to differences between the original grant value according to the compensation architecture and the disclosed fair market values.

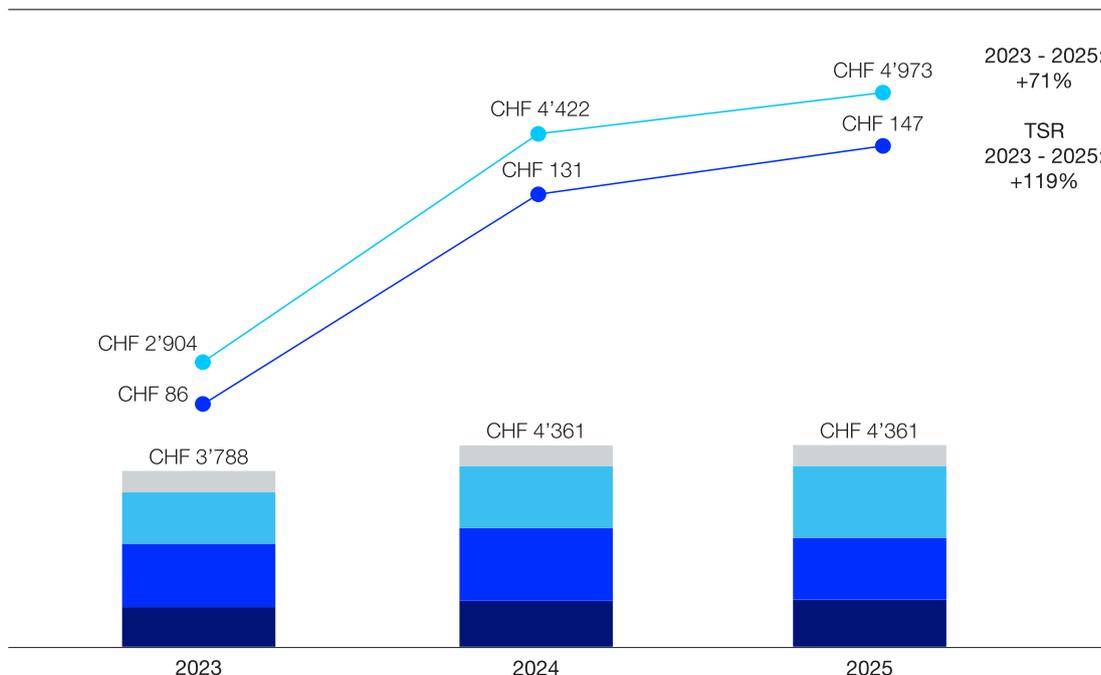
The Executive Committee's total compensation in 2025 decreased by 4.2% from the previous year, driven primarily by a lower average payout factor of 124% for the 2025 bonus plan (27% lower than in 2024).

The total compensation of kCHF 12'022 awarded to the Executive Committee members for 2025 is within the maximum aggregate amount of kCHF 17'500 approved by shareholders at the 2024 AGM. No severance payments were made to Executive Committee members in the current or prior year. Additionally, no compensation was granted to any related parties of the Executive Committee members in either year.

The below graphic shows the link between the development of Dr. Suzanne Thoma's compensation for the past three years and the development of the TSR of Sulzer to illustrate the pay-for-performance principle visually.

Since Dr. Suzanne Thoma’s first full year as CEO in 2023, Sulzer’s TSR increased by 119% and the market capitalization increased by 71%. This strong pay-for-performance relationship underscores Sulzer’s high-performance orientation and highlights the company’s strong emphasis on aligning the interests of the Executive Committee with those of the shareholders to create long-term shareholder value and profitable growth.

Pay-for-performance link: total compensation versus TSR



2023 - 2025:  
+71%  
TSR  
2023 - 2025:  
+119%

Compensation Dr. Suzanne Thoma (kCHF)<sup>1</sup>

- Base salary
  - Bonus
  - Estimated value of share-based grant under the PSP
  - Pension and social security contributions
- Market capitalization (in m)  
— Year end share price (rounded)

1) Total compensation includes all compensation elements reported for the respective financial year, including conditional share-based grants.

As of December 31, 2025, and December 31, 2024, there were no outstanding loans or credits granted to Executive Committee members, former members or related parties.

### Malus and clawback

The Board of Directors may determine that variable compensation is forfeited in full or in part (malus) or that a vested award will be recovered in full or in part (clawback) in situations of material misstatement of the financial results, an error in assessing a performance condition or in the information or assumptions on which the award was granted or vested, serious reputational damage to the company, gross negligence, or willful misconduct on the part of the participant.

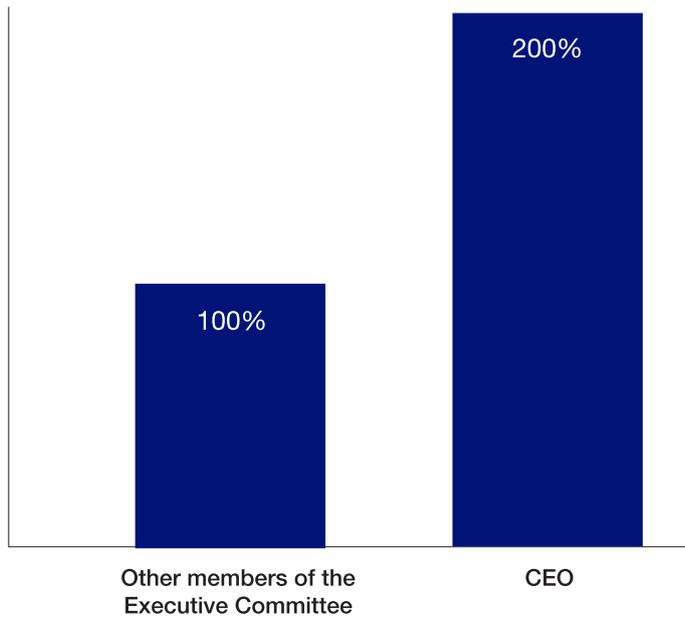
Sulzer may recover in full or in part any variable compensation from Executive Committee members in situations of material misstatement of the financial results, an error in assessing a performance condition or gross misconduct of the participant.

In 2025, no malus or clawback were applied.

## Shareholding requirements

The members of the Executive Committee are obliged to hold part of their shares until the end of their service period as follows:

Shareholding requirements as a percentage of annual gross base salary



## Shareholdings of the members of the Executive Committee

As of the end of 2024 and 2025, the members of the Executive Committee held the following shares, share-based instruments or options in the company:

### Shareholdings at December 31, 2025

	<b>2025</b>			
	Sulzer shares	Share units under vesting in equity plan		
	<b>Sulzer shares<sup>1)</sup></b>	Performance share units (PSU) 2023	Performance share units (PSU) 2024	Performance share units (PSU) 2025
<b>Executive Committee</b>	<b>29'756</b>	<b>28'753</b>	<b>25'028</b>	<b>23'187</b>
Suzanne Thoma, CEO	12'292	12'778	10'490	8'897
Thomas Zickler, CFO	12'749	5'112	4'196	3'354
Haining Auperin, CHRO	-	4'217	3'462	2'751
Tim Schulten, Division President Chemtech	3'552	5'112	4'196	3'019
Ravin Ramsamy, Division President Services	1'163	1'534	1'897	2'549
Mathias Prüssing, Division President Flow	-	-	787	2'617

1) Total shares in all individual accounts, collected through the Corporate Governance Questionnaire. No Executive Committee member holds any options. No related parties own any shares, share-based instruments or options.

### Shareholdings at December 31, 2024

	<b>2024</b>			
	Sulzer shares	Share units under vesting in equity plan		
	<b>Sulzer shares<sup>1)</sup></b>	Performance share units (PSU) 2022	Performance share units (PSU) 2023	Performance share units (PSU) 2024
<b>Executive Committee</b>	<b>11'171</b>	<b>14'679</b>	<b>33'865</b>	<b>28'437</b>
Suzanne Thoma, CEO	4'374	2'120	12'778	10'490
Thomas Zickler, CFO	5'697	5'074	5'112	4'196
Haining Auperin, CHRO	-	1'142	4'217	3'462
Tim Schulten, Division President Chemtech	1'100	5'074	5'112	4'196
Jan Lüder, Division President Flow	-	-	5'112	4'196
Ravin Ramsamy, Division President Services	-	1'269	1'534	1'897

1) Total shares in all individual accounts, collected through the Corporate Governance Questionnaire. No related parties own any shares.

# Compensation architecture for the Board of Directors

The compensation of the Board of Directors is fixed and does not contain any performance-based variable component. This ensures that the Board of Directors is truly independent in fulfilling its supervisory duties towards the Executive Committee.

The compensation of the Board of Directors is governed by a compensation regulation, is reviewed by the Remuneration Committee (RC) annually and, if necessary, adjusted by a decision of the full Board of Directors based on a proposal by the RC.

The compensation of the Board of Directors consists of a fixed cash component and a share component with a fixed grant value. The share component strengthens the long-term alignment of the interests of the Board members with those of the shareholders. Non-executive Board members are not entitled to pension benefits.

The amount of compensation for the Chairperson and for the other members of the Board of Directors is determined based on the relevant compensation benchmarks. The list of companies is the same peer group as listed under the compensation benchmark of the members of the Executive Committee (see the Benchmark Peer Group graph in the [Compensation Architecture for the CEO and members of the EC](#) chapter). The compensation reflects the responsibility and complexity of their respective functions, the professional and personal requirements placed on them, and the expected time required to fulfill their duties. The ongoing Board compensation structure and amounts are described in the table below:

## Annual compensation of the Board of Directors<sup>1</sup>

in CHF	Cash component (net of social security contributions)	Grant value of BLS (net of social security contributions)
Base fee for Board Chair <sup>2)</sup>	420'000	
Base fee for Board Vice Chair	100'000	155'000
Base fee for Board members	70'000	125'000
<b>Additional committee fees:</b>		
Audit Committee / Strategy and Sustainability Committee Chair	60'000	
Audit Committee / Strategy and Sustainability Committee members	35'000	
Nomination / Remuneration Committee / Governance Committee Chair	35'000	
Nomination / Remuneration / Governance Committee members	20'000	

1) Compensation for the period of service (from AGM to AGM).

2) The Chair of the Board of Directors does not receive additional remuneration for committee activities.

Board members are compensated for their service from AGM to AGM. Cash compensation is paid quarterly for Board members and monthly for the Chairperson. As of the 2025 AGM, the Board members receive a blocked share grant. The shares are granted annually and blocked for three years from the allocation date on March 1st of the following year. The number of shares is determined by dividing the fixed grant value by the volume-weighted average share price of the trading days in the last three months before the allocation date.

# Compensation of the Board of Directors for 2025

## Overview

In 2025, the Board of Directors received total compensation of kCHF 2'355 (previous year: kCHF 2'349). This included kCHF 1'310 in cash fees (previous year: kCHF 1'302), kCHF 780 in blocked shares (same value as previous year) and kCHF 265 in social security contributions (previous year: kCHF 267).

The total Board compensation paid in 2025 was 0.2% higher than in 2024. The aggregate Board compensation was below the maximum amount approved at the AGM 2025.

The portion of compensation delivered in blocked shares ranged between 74% and 139% of the cash compensation for Board members.

## Compensation of the Board of Directors

	2025			
thousands of CHF	Cash fees <sup>1)</sup>	Blocked shares (BLSs) plan <sup>2)</sup>	Social security contributions <sup>3)</sup>	Total
<b>Board of Directors</b>	<b>1'310</b>	<b>780</b>	<b>265</b>	<b>2'355</b>
Suzanne Thoma, Chair of the Board of Directors, Chair of the Strategy & Sustainability Committee and Member of the Nomination Committee	420	0	55	475
Markus Kammüller, Lead Independent Director, Vice-Chair of the Board of Directors, Chair of the Governance Committee, Member of the Remuneration Committee and Member of the Audit Committee	190	155	40	385
Alexey Moskov, Member of the Remuneration Committee	90	125	30	245
David Metzger, Member of the Audit Committee and Member of the Strategy & Sustainability Committee	140	125	36	301
Per Utnegaard, Chair of Nomination Committee and Member of Strategy & Sustainability Committee	140	125	31	296
Hariolf Kottmann, Chair of the Remuneration Committee, Member of Strategy & Sustainability Committee and Member of the Governance Committee	160	125	33	318
Prisca Havranek-Kosicek, Chair of the Audit Committee, Member of Nomination Committee and Member of the Governance Committee	170	125	40	335

1) Disclosed gross.

2) Value of the blocked shares to be granted in March 2026 for the period from AGM 2025 to AGM 2026.

3) The amount includes mandatory social security contributions on the cash fees and estimated contributions on the BLS and includes both the employer and employee contributions paid by the company on behalf of the Board members.

	<b>2024</b>			
<b>thousands of CHF</b>	Cash fees <sup>1)</sup>	Restricted share unit (RSUs) plan <sup>2)</sup>	Social security contributions <sup>3)</sup>	Total
<b>Board of Directors</b>	<b>1'302</b>	<b>780</b>	<b>267</b>	<b>2'349</b>
Suzanne Thoma, Chair of the Board of Directors, Chair of the Strategy & Sustainability Committee and Member of the Nomination Committee	420	-	53	472
Markus Kammüller, Lead Independent Director, Vice-Chair of the Board of Directors, Chair of the Governance Committee, Member of the Remuneration Committee and Member of the Audit Committee	190	155	44	389
Alexey Moskov, Member of the Remuneration Committee	90	125	28	243
David Metzger, Member of the Audit Committee and Member of the Strategy & Sustainability Committee	140	125	34	299
Per Utnegaard, Chair of Nomination Committee and Member of Strategy & Sustainability Committee	136	125	34	295
Hariolf Kottmann, Chair of the Remuneration Committee, Member of Strategy & Sustainability Committee and Member of the Governance Committee	156	125	36	318
Prisca Havranek-Kosicek, Chair of the Audit Committee, Member of Nomination Committee and Member of the Governance Committee	170	125	38	333

1) Disclosed gross.

2) RSU awards granted in 2024 had a fair value of CHF 112.58 at grant date. The amount represents the full fair value of grants made in 2024.

3) The amount includes mandatory social security contributions on the cash fees and estimated contributions on the RSU (based on their fair value at grant) and includes both the employer and employee contributions paid by the company on behalf of the Board members.

At the 2024 and 2025 AGMs, shareholders approved a maximum aggregate compensation amount of kCHF 2'984 for the Board of Directors. The table below shows the reconciliation between the compensation paid or to be paid for the two periods of office and the maximum amounts approved by the shareholders.

#### Maximum aggregate for the period from AGM to AGM

<b>thousands of CHF</b>	Total compensation earned for the period from AGM to AGM	Amount approved by shareholders at respective AGM	Ratio between compensation earned for the period from AGM to AGM versus amount approved by shareholders
AGM 2025–AGM 2026	2025 AGM to 2026 AGM	2025 AGM	2025 AGM
<b>Board (total)</b>	<b>2'355</b>	<b>2'984</b>	<b>78.9%</b>
AGM 2024–AGM 2025	2024 AGM to 2025 AGM	2024 AGM	2024 AGM
<b>Board (total)</b>	<b>2'357</b>	<b>2'984</b>	<b>79.0%</b>

As of December 31, 2025, and December 31, 2024, no outstanding loans or credits were granted to current or former Board members or related parties.

In both 2025 and 2024, no compensation was granted to former Board members or related parties.

## Shareholdings of the members of the Board of Directors

As of the end of 2025 and 2024, the members of the Board of Directors held the following shares, share-based instruments or options in the company:

### Shareholdings at December 31, 2025

	<b>2025</b>		
	Sulzer shares <sup>1)</sup>	Restricted share units (RSU)	Total share awards and shares
<b>Board of Directors</b>	<b>34'858</b>	<b>8'004</b>	<b>42'862</b>
Suzanne Thoma	12'292	-	12'292
Markus Kammüller	3'409	1'589	4'998
Alexey Moskov	5'239	1'283	6'522
David Metzger	4'861	1'283	6'144
Per Utnegaard	5'375	1'283	6'658
Hariolf Kottmann	2'623	1'283	3'906
Prisca Havranek-Kosicek	1'059	1'283	2'342

1) Total shares in all individual accounts, collected through the Corporate Governance Questionnaire. No Board member holds any options. The total shares include shares held by related parties. No related parties own any share-based instruments or options.

### Shareholdings at December 31, 2024

	<b>2024</b>		
	Sulzer shares <sup>1)</sup>	Restricted share units (RSU)	Total share awards and shares
<b>Board of Directors</b>	<b>15'866</b>	<b>16'373</b>	<b>27'865</b>
Suzanne Thoma	4'374	1'071	1'071
Markus Kammüller	1'743	3'255	4'998
Alexey Moskov	3'791	2'731	6'522
David Metzger	3'413	2'731	6'144
Per Utnegaard	1'375	2'195	3'570
Hariolf Kottmann	1'170	2'195	3'365
Prisca Havranek-Kosicek	-	2'195	2'195

1) Total shares in all individual accounts, collected through the Corporate Governance Questionnaire.



# Report of the Statutory Auditor

## To the General Meeting of Sulzer Ltd, Winterthur

### Report on the Audit of the Compensation Report

#### Opinion

We have audited the Compensation Report of Sulzer Ltd (the Company) for the year ended December 31, 2025. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) contained in the sections "[Activities in other organizations](#)", "[Compensation of the Executive Committee](#)", "[Shareholdings of the members of the Executive Committee](#)", "[Compensation of the Board of Directors](#)", "[Maximum aggregate for the period from AGM to AGM](#)" and "[Shareholdings of the members of the Board of Directors](#)" of the Compensation Report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying Compensation Report complies 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 Compensation Report” 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. We have also 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.

#### 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 sections “Activities in other organizations”, “Compensation of the Executive Committee”, “Shareholdings of the members of the Executive Committee”, “Compensation of the Board of Directors”, “Maximum aggregate for the period from AGM to AGM” and “Shareholdings of the members of the Board of Directors” in the Compensation Report, the consolidated financial statements, the stand-alone financial statements and our auditor’s reports thereon.

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

In connection with our audit of the Compensation Report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

audited financial information in the Compensation Report 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 Compensation Report**

The Board of Directors is responsible for the preparation of a Compensation Report 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 a Compensation Report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the compensation system and defining individual compensation packages.

### **Auditor's Responsibilities for the Audit of the Compensation Report**

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is 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 this Compensation Report.

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

- Identify and assess the risks of material misstatement in the Compensation Report, 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.

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 to 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.

KPMG AG



Rolf Hauenstein  
Licensed Audit Expert  
Auditor in Charge



Miriam von Gunten  
Licensed Audit Expert

Zurich, February 25, 2026

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