

# 57<sup>th</sup> Annual General Meeting of HUBER+SUHNER AG

ENTRA, 8640 Rapperswil (SG), Wednesday, 1 April 2026, 16:30 CET

## Agenda

### 1. Reporting on the financial year 2025 Approval of the Management Report, Annual Financial Statements and Group Financial Statements for 2025, as well as acknowledgement of the Auditors' Reports

The Board of Directors proposes to approve the Management Report, the Annual Financial Statements and the Group Financial Statements for 2025.

#### Explanatory notes

In their reports to the Annual General Meeting, Ernst & Young Ltd, the auditors, confirmed the Annual Financial Statements and the Group Financial Statements for the financial year 2025 without reservations. Accordingly, the Board of Directors proposes to approve the Annual Financial Statements and the Group Financial Statements for the financial year 2025.

### 2. Appropriation of earnings

(in CHF 1'000)

The Board of Directors proposes that the total retained earnings of	CHF 356'574
be allocated as follows:	
Gross dividend CHF 2.00	
per registered share	CHF (36'915)
Retained earnings carried forward	CHF 319'659

#### Explanatory notes

HUBER+SUHNER AG achieved in the financial year a net income of KCHF 59'303. No allocation to profit reserves shall be made as these already exceed 20% of the share capital. For each dividend-bearing share, an amount of CHF 2.00 (in total: KCHF 36'915) shall be distributed as an ordinary dividend (CHF 1.30 net after deduction of 35% withholding tax). This corresponds to a payout ratio of 50%. The retained earnings carried forward of KCHF 319'659 that is not distributed as a dividend shall be carried forward to the new account. The appropriation of earnings and the payout of the ordinary dividend are based on the Annual Financial Statements examined by the auditors and approved in agenda point 1.

### 3. Approval of the Non-financial Report for the year 2025

The Board of Directors proposes to approve the Non-financial Report for the year 2025.

#### Explanatory notes

Pursuant to Art. 964a of the Swiss Code of Obligations (CO), HUBER+SUHNER AG is obliged to report annually on non-financial matters. In accordance with Art. 964c CO, the Non-financial Report has to be submitted to the Annual General Meeting for approval. The Non-financial Report for the year 2025 outlines the progress the HUBER+SUHNER Group made by implementing its sustainability strategy in the areas of the environment,

social issues, in particular employee related matters, human rights, and anti-corruption. It fulfills the transparency obligations stipulated under Art. 964b CO, the Ordinance on Climate Disclosures and the Ordinance on Due Diligence and Transparency in relation to Minerals and Metals from Conflict Affected Areas and Child Labour. Ernst & Young Ltd. performed a limited assurance on selected datapoints according to the European Sustainability Reporting Standards. The Non-financial Report can be found as a separate chapter in the Annual Report 2025, which is available on our website under [hubersuhner.com/en/company/investors/publications](https://hubersuhner.com/en/company/investors/publications).

### 4. Discharge from liability of the Board of Directors and Executive Group Management

The Board of Directors proposes the granting of discharge from liability to the Members of the Board of Directors and Executive Group Management for the financial year 2025.

#### Explanatory notes

Pursuant to Art. 698(2)(7) of the Swiss Code of Obligations (CO), the discharge constitutes a non-transferable power of the Annual General Meeting. The company is not aware of any facts that would prevent the full discharge of the Members of the Board of Directors and Executive Group Management.

### 5. Elections to the Board of Directors

The Board of Directors proposes to elect the following persons to the Board of Directors by the process of individual election until the conclusion of the next Annual General Meeting of HUBER+SUHNER AG:

- 5.1 Re-election of Urs Kaufmann as Chairman and as Member of the Board (single vote)
- 5.2 Re-election of Beat Kälin
- 5.3 Re-election of Marina Bill
- 5.4 Re-election of Monika Bütler
- 5.5 Re-election of Kerstin Günther
- 5.6 Re-election of Rolf Seiffert
- 5.7 Re-election of Franz Studer
- 5.8 Re-election of Jörg Walther

#### Explanatory notes on re-elections

Urs Kaufmann has been a Member of the Board of Directors of HUBER+SUHNER AG since 2014, Beat Kälin since 2009, Marina Bill since 2023, Monika Bütler since 2014, Kerstin Günther since 2023, Rolf Seiffert since 2010, Franz Studer since 2019 and Jörg Walther since 2016. Urs Kaufmann has also served as Chairman since 2017. All Members of the Board of Directors of HUBER+SUHNER AG are non-executive and independent within the meaning of the Swiss Code of Best Practice for Corporate Governance issued by economiesuisse. None of the Members of the Board of Directors has been a Member of the Executive Group Management of

HUBER+SUHNER AG or any of its subsidiaries during the past three years. None of the Members of the Board of Directors has a significant business relationship with the HUBER+SUHNER Group.

## 6. Elections to the Nomination and Compensation Committee

The Board of Directors proposes electing the following persons to the Nomination and Compensation Committee by the process of individual election until the conclusion of the next Annual General Meeting of HUBER+SUHNER AG:

- 6.1 Re-election of Monika Bütler
- 6.2 Re-election of Marina Bill
- 6.3 Re-election of Beat Kälin

### Explanatory notes

Monika Bütler has been a Member of the Nomination and Compensation Committee (NCC) since 2022, Marina Bill since 2023 and Beat Kälin since 2014. All Members of the Nomination and Compensation Committee are independent within the meaning of the Swiss Code of Best Practice for Corporate Governance issued by *economiesuisse*. Following her re-election as a Member of the Nomination and Compensation Committee, it is planned that Monika Bütler will be confirmed as Chair of the Nomination and Compensation Committee by the Board of Directors.

## 7. Advisory vote on the Compensation Report 2025

The Board of Directors proposes to take note of and approve the Compensation Report 2025 in a non-binding advisory vote.

### Explanatory notes

The vote on the Compensation Report 2025 for the financial year is purely consultative in nature and is not binding. Consultative voting is optional, since the variable compensation of the Executive Group Management is not determined prospectively (Art. 735(3)(4) CO). The variable compensation of the Executive Group Management is approved retrospectively, i.e. only once the effective annual result is known. The Compensation Report is provided as a separate chapter in the Annual Report 2025, which is available on our website under [hubersuhner.com/en/company/investors/publications](https://hubersuhner.com/en/company/investors/publications).

## 8. Approval of compensation to the Board of Directors and Executive Group Management

- 8.1 The Board of Directors proposes to approve the maximum total of KCHF 1'000 for the one-year term starting from the conclusion of the Annual General Meeting in 2026 to the conclusion of the Annual General Meeting in 2027 for the fixed compensation in cash of the Board of Directors.

### Explanatory notes

The approval of the maximum total fixed compensation in cash of the Members of the Board of Directors is conducted in accordance with Art. 23(1)(1) of the Articles of Association in connection with Art. 735 CO. The total amount includes social benefits and a rounding reserve. The principles for the fixed compensation in cash of the Board of Directors are set out in Art. 24 of the Articles of Association. Further details on the bases

used to determine the fixed compensation in cash of the Members of the Board of Directors can be found in the Compensation Report, which is available on our website under [www.hubersuhner.com/en/company/investors/corporate-governance](https://www.hubersuhner.com/en/company/investors/corporate-governance). The Board of Directors has reviewed its fixed compensation in cash and decided not to make any adjustments for the coming term. The Board of Directors consists of eight Members.

- 8.2 The Board of Directors proposes to approve the maximum total of KCHF 3'000 for the period from 1 July 2026 to 30 June 2027 for the fixed compensation in cash of the Executive Group Management.

### Explanatory notes

The approval of the maximum total compensation in cash of the Members of Executive Group Management is conducted in accordance with Art. 23(1)(3) of the Articles of Association in connection with Art. 735 CO. The total amount includes social benefits and a rounding reserve. The principles for the fixed compensation of the Executive Group Management are set out in Art. 25–27 of the Articles of Association. Further details on the bases used to determine the fixed compensation in cash for Members of Executive Group Management can be found in the Compensation Report, which is available on our website under [www.hubersuhner.com/en/company/investors/corporate-governance](https://www.hubersuhner.com/en/company/investors/corporate-governance). The Board of Directors has reviewed the fixed compensation in cash of the Executive Group Management and decided to make selective adjustments for the period from 1 July 2026 to 30 June 2027. The Executive Group Management consists of six Members.

- 8.3 The Board of Directors proposes to approve the maximum total of KCHF 1'600 for the compensation of the Board of Directors in form of a fixed number of shares for the elapsed one-year term starting with the conclusion of the Annual General Meeting in 2025 to the conclusion of the Annual General Meeting in 2026.

### Explanatory notes

The approval of the maximum total amount for the compensation of the Members of the Board of Directors in form of a fixed number of shares is issued in accordance with Art. 23(1)(2) of the Articles of Association. The compensation in form of a fixed number of shares of the Board of Directors is approved by the Annual General Meeting for the last term. In the last term 2025/2026, it is based on the following fixed number of shares: 2'000 shares for the Chairman, 1'200 shares for the Deputy Chairman, 800 shares each for the other Members of the Board. The shares are not effectively transferred until this has been approved by the Annual General Meeting.

The sum for the last term that is submitted for approval is based on the market value of 8'000 shares at the average closing price from the last five trading days prior to 19 February 2026. This includes social benefits and a rounding reserve. The market price of the shares is subject to fluctuations, as a result of which the sharebased compensation may, at the time of transfer, be higher or lower than the value stated in the agenda.

- 8.4 The Board of Directors proposes to approve the maximum total of KCHF 3'150 for the variable compensation of the Executive Group Management for the completed 2025 financial year.

**Explanatory notes**

The approval of the maximum total amount for the variable compensation of the Members of the Executive Group Management is issued in accordance with Art. 23(1)(4) of the Articles of Association. The variable compensation for Executive Group Management consists of a cash bonus and a variable number of shares. Further details on the bases used to determine the variable compensation for Members of the Executive Group Management can be found in the Compensation Report, which is available on our website under [www.hubersuhner.com/en/company/investors/corporate-governance](http://www.hubersuhner.com/en/company/investors/corporate-governance).

The payment of the bonus and the effective transfer of shares is not completed until it has been approved by the Annual General Meeting.

The total share-based compensation is based on the market value of 11'400 shares (4'000 shares for the CEO, 7'400 shares for the other Members of the Executive Group Management) at the average closing price from the last five trading days prior to 19 February 2026. This includes social benefits and a rounding reserve. The market price of the shares is subject to fluctuations, as a result of which the share-based compensation may, at the time of transfer, be higher or lower than the value stated in the agenda.

**9. Election of auditors**

The Board of Directors proposes the re-election of Ernst & Young Ltd, Aeschengraben 27, 4051 Basel, as auditors for the term of one year.

**Explanatory notes**

Ernst & Young Ltd has confirmed to the Board of Directors that it has the requisite independence to fulfil its mandate.

**10. Election of independent proxy**

The Board of Directors proposes the re-election of the attorneys Bratschi AG, Bahnhofstrasse 70, 8021 Zurich, as independent proxy for the term of one year.

**Explanatory notes**

Bratschi AG has confirmed to the Board of Directors that it has the requisite independence to fulfil its mandate.

## Organisational notes and information

### Right to add items to the agenda

Pursuant Art. 9(5) of the Articles of Association of HUBER+SUHNER AG, shareholders who together represent at least 0.5% of the share capital or votes may request the discussion of an agenda item or request that proposals relating to agenda items are included in the announcement of the convening of the Annual General Meeting. The request for an item to be included in the agenda and the proposal are to be notified in writing to the Board of Directors at least 60 days before an Annual General Meeting. Upon corresponding notification by the Company with advertisement in SHAB No. 10 of 16 January 2026, no requests for the inclusion of an item on the agenda were received by the Board of Directors within the specified period.

### Voting rights

Shareholders entered in the share register by 23 March 2026 are entitled to vote.

### Admission tickets and voting documents

Admission tickets and voting documents can be requested using the enclosed registration form or electronically via the [www.gvote.ch](http://www.gvote.ch) shareholder platform.

Admission tickets and voting documents will be sent out on 17 March and 27 March 2026. Shareholders who have not received these in good time may obtain both the admission ticket and voting documents on the day of the Annual General Meeting by presenting proof of identity at the information counter.

### Voting documents and granting of proxy

Shareholders who are unable to attend the Annual General Meeting in person may be represented as follows:

- by issuing written or electronic power of attorney and instructions to the independent proxy Bratschi AG, Bahnhofstrasse 70, 8021 Zurich.
- by granting written power of attorney to a natural or legal person.

In the absence of written instructions to the contrary, the independent proxy is authorised to approve the proposals of the Board of Directors. This shall also apply for proposals voted on at the Annual General Meeting that were not listed in the invitation.

With regard to the representation of shareholders by natural or legal persons who may be shareholders or non-shareholders, note the restriction on the power of representation set out in Art. 12(2) of the Articles of Association of HUBER+SUHNER AG, under which one person may not represent more than 10% of the share capital.

The instructions to the independent proxy may be issued in writing using the enclosed form or electronically via the [www.gvote.ch](http://www.gvote.ch). The relevant information and login details are enclosed with this invitation. If a shareholder issues both electronic and written instructions, only the electronic instructions will be considered. The instructions given may be changed until 30 March 2026 at 23:59 CET. Organ and depositary voting proxies are no longer permitted.

### Management Report

The Management Report contains the key information on the 2025 financial year. The Annual Report is available on our website under [www.hubersuhner.com/en/company/investors/publications](http://www.hubersuhner.com/en/company/investors/publications).

Enclosures

- Registration form
- Information about electronic registration and granting power of attorney using [www.gvote.ch](http://www.gvote.ch)
- Reply envelope
- Management Report (if requested)

This agenda to the 57<sup>th</sup> Annual General Meeting of HUBER+SUHNER AG is also available in German. The German version is binding.

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10 March 2026

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