

## **Minutes of the Annual General Meeting of Shareholders**

of

**SIG Group AG**  
(SIG Group SA) (SIG Group Ltd)  
CHE-173.759.908

*with its registered office in Neuhausen am Rheinfall, Schaffhausen  
(the **Company**)*

*dated April 16, 2026,  
Halle 1, Industrieplatz 1, 8212 Neuhausen am Rheinfall, Switzerland,  
commencing at 2:00 p.m.*

### **I. Introduction**

The chair of the Board of Directors, Mr. Ola Rollén, opens the annual general meeting of shareholders for financial year 2025 (the **General Meeting**) at 2:00 p.m. Swiss time and takes the chair (the **Chair**).

The Chair welcomes the shareholders attending the General Meeting and the following persons: The independent proxy, Anwaltskanzlei Keller AG, Zurich, represented by Mr. Raphael Keller, Ms. Lilith Ritzmann, notary public of the Canton of Schaffhausen, the statutory auditors of the Company, PricewaterhouseCoopers AG, represented by Ms. Joanne Burgener, Mr. Gerold Millwisch and Ms. Anja Benz, who are acting as vote counters. The Chair then introduces the persons on the podium – Mr. Mikko Keto, the Company's Chief Executive Officer (**CEO**), Ms. Ann-Kristin Erkens, the Company's Chief Financial Officer (**CFO**), and Mr. Philippe Huber, the Company's Chief Legal Officer and Company Secretary.

The Chair also welcomes the following guests attending the General Meeting: Mr. Thomas Kellenberger, Co-President of the IVS Industry and Business Association of Schaffhausen; and Mr. Christoph Schärer from the Economic Development Office of Schaffhausen.

The Chair, the CEO and the CFO then deliver presentations on the strategic direction and the development of the Company in the financial year 2025 and provide an outlook on the current financial year.

### **II. Constitution**

In the formal part of the General Meeting, the Chair and Mr. Philippe Huber (appointed as the secretary for purposes of the General Meeting), respectively, note in particular the following with respect to the constitution of the General Meeting:

#### **1. Invitation**

The General Meeting has been convened in accordance with the provisions of the law and the Articles of Association of the Company, by publication in the Swiss Official Gazette of Commerce No. UP04-0000007727, dated March 23, 2026, and by letter dated March 24, 2026, sent to the shareholders registered in the share register. The Company's 2025 Annual Report, the statutory financial statements and the consolidated financial statements of the Company for financial year 2025, together with the respective auditors' reports, as well as the non-

financial matter report and the compensation report for financial year 2025 have been available on the Company's website since March 3, 2026.

## 2. Shareholders Present or Represented

Out of the total share capital of CHF 3,822,708.72, divided into 382,270,872 registered shares with a nominal value of CHF 0.01 each (the **Shares**), are present or represented at the General Meeting at the time of the constitution:

- 49,729,523 Shares held by shareholders personally present or represented by individual proxy; and
- 198,927,286 Shares represented by the independent proxy.

Therefore, a total of 248,656,809 votes are present or represented at the General Meeting, which corresponds to 65.05 percent of the Company's share capital.

## 3. Majority requirements

The General Meeting adopts its resolutions and conducts its elections by a simple majority of the votes validly cast. Abstentions and invalid votes are not counted toward the majority.

Pursuant to article 704 of the Swiss Code of Obligations (**CO**) and the Company's Articles of Association, the resolution regarding the proposal in agenda item 5, the renewal of the capital band, requires the approval of two-thirds of the votes and the majority of the nominal value of the shares, each as represented at the General Meeting.

## 4. Vote Counters

Mr. Gerold Millwisch and Ms. Anja Benz act as vote counters.

## 5. Independent Proxy

The law firm Anwaltskanzlei Keller AG, Zurich, elected by shareholders at the 2025 Annual General Meeting and represented by Mr. Raphael Keller, acts as independent proxy.

On behalf of the independent proxy, the Chair informs the General Meeting that, in accordance with the statutory requirements, the independent proxy has shared with the Company the instructions received from the shareholders represented with respect to the items on the agenda. The information was made available in aggregate and summarized form in order to prevent that conclusions could be drawn about the voting behavior of individual shareholders. In accordance with the CO, the information was shared no earlier than 3 business days prior to the General Meeting.

## 6. Notary Public

Ms. Lilith Ritzmann, notary public of the Canton of Schaffhausen, acts as notary public for the resolutions requiring the establishment of a public deed.

## 7. Statutory Auditors

The statutory auditors of the Company, PricewaterhouseCoopers AG, Basel, are represented by Ms. Joanne Burgener (the **Auditors**).

---

In conclusion, it is noted that the General Meeting is duly constituted.

No objections are raised against the above-mentioned ascertainties.

### III. Deliberations, Resolutions and Elections

#### 1. **Agenda Item 1: Approval of the Annual Report, the Statutory Financial Statements and the Consolidated Financial Statements of SIG Group AG for Financial Year 2025**

The Board of Directors proposes that the Annual Report, the Statutory Financial Statements and the Consolidated Financial Statements of SIG Group AG for financial year 2025 be approved. The Chair states that the statutory and consolidated financial statements for financial year 2025 were audited by the Auditors and that the respective audit reports were issued without qualification. The Auditors have confirmed before the General Meeting that they have no additional comments on their audit reports.

No questions or requests to take the floor are received in relation to this agenda item.

##### **Voting result:**

"For" votes	223,981,811	90.20%
"Against" votes	24,340,842	9.80%

The Chair notes that the General Meeting has **approved the Annual Report, the Statutory Financial Statements and the Consolidated Financial Statements of the Company for financial year 2025.**

#### 2. **Agenda Item 2: Approval of the Swiss Non-Financial Matter Report for Financial Year 2025**

The Board of Directors proposes that the Company's Non-Financial Matter Report for financial year 2025 be approved. The report contains information regarding environmental matters (including the Company's carbon dioxide reduction goals and climate matters), social matters, employee-related matters, respect for human rights, and anti-corruption measures at SIG Group.

No questions or requests to take the floor are received in relation to this agenda item.

##### **Voting result:**

"For" votes	223,977,375	99.89%
"Against" votes	237,827	0.11%

The Chair notes that the General Meeting has **approved the Swiss Non-Financial Matter Report for financial year 2025.**

### 3. **Agenda Item 3: Discharge of the Members of the Board of Directors and the Group Executive Board**

The Board of Directors proposes that the members of the Board of Directors and the Group Executive Board be granted discharge from liability for financial year 2025.

The Chair notes that, in accordance with article 695 para. 1 CO, persons who have participated in the management of the Company in any way may not exercise their voting rights on this agenda item. Consequently, Shares held directly or indirectly by members of the Board of Directors and the Group Executive Board are excluded from voting on this agenda item.

No questions or requests to take the floor are received in relation to this agenda item.

#### **Voting result:**

"For" votes	222,857,864	99.72%
"Against" votes	634,694	0.28%

The Chair notes that the General Meeting has **granted discharge** from liability to the members of the Board of Directors and the Group Executive Board for financial year 2025.

### 4. **Agenda Item 4: Appropriation of Retained Earnings of the Company**

The Board of Directors proposes to carry forward available earnings of CHF 912,388,900.

According to the Auditors, the proposal is in compliance with the law and the Articles of Association of the Company.

No questions or requests to take the floor are received in relation to this agenda item.

#### **Voting result:**

"For" votes	223,522,615	89.96%
"Against" votes	24,939,677	10.04%

The Chair notes that the General Meeting has **approved the appropriation of retained earnings** as proposed by the Board of Directors.

### 5. **Agenda Item 5: Renewal of the Authorization of the Board of Directors under the Capital Band (Amendments to Article 6 and Article 5 para. 7 of the Articles of Association)**

The Board of Directors proposes that the Company's existing capital band, which will expire on April 20, 2026, be renewed. The proposed revised wording of article 6 and article 5 para. 7 of the Articles of Association is not read out. The Chair refers to the text in the Appendix of the invitation to the General Meeting.

The Chair notes that at the 2023 Annual General Meeting, shareholders approved the Company's existing capital band, which authorizes the Board of Directors, until April 20, 2026, to increase the share capital by up to 20% if shareholders' subscription rights are preserved and by up to 10% if shareholders' subscription rights are limited or withdrawn. In addition, the

Board of Directors is authorized to decrease the share capital by up to 10%, in particular through a cancellation of shares repurchased on the market. The Board of Directors proposes to renew its authority under the existing capital band for a new term of five years, which is the statutory default period under Swiss law, until April 16, 2031. Apart from this extension, the capital band provision will remain materially unchanged. In particular, the existing limitations on the Board of Directors' authority will remain in place. The Board of Directors believes that the continued availability of the capital band is in the best interests of the Company and its shareholders, as it ensures that the Company maintains the necessary flexibility, where appropriate under the circumstances and in the interests of the Company and its shareholders, to enter into transactions, access the capital markets or efficiently cancel shares repurchased on the market.

The Chair notes that, in accordance with article 704 para. 1 of the Swiss Code of Obligations, the approval of this agenda item requires a two-thirds majority of the votes as well as the majority of the nominal value of the shares, each as represented at the General Meeting. Abstentions have the same effect as votes against.

No questions or requests to take the floor are received in relation to this agenda item.

**Voting result:**

	Votes	Capital in CHF	%
"For" votes	194,957,974	1,949,579.74	78.42%
"Against" votes	52,756,964	527,569.64	21.22%
"Abstain" votes	890,351	8,903.51	0.36%

The Chair notes that the statutory majority requirements are met and that the General Meeting has **approved the renewal of the capital band and the respective amendments to the Articles of Association.**

**6. Agenda Item 6: Renewal of the Authorization of the Board of Directors to hold General Meetings of Shareholders virtually (Amendment of Article 12 para. 4 of the Articles of Association)**

The Board of Directors proposes that article 12 para. 4 of the Articles of Association be amended to renew the authorization of the Board of Directors to hold general meetings of shareholders virtually. The proposed revised wording of article 12 para. 4 of the Articles of Association is not read out. The Chair refers to the text in the Appendix of the invitation to the General Meeting.

The Chair notes that at the 2023 Annual General Meeting, further to the 2023 Swiss corporate law reform, shareholders approved the authority of the Board of Directors to hold general meetings of shareholders virtually, without any physical venue. This authorization is limited to a period of three years, ending on April 20, 2026. Notwithstanding its authority, the Board of Directors has to date not made use of it. However, the Board of Directors considers it to be in the best interests of the Company and its shareholders to retain the flexibility to hold virtual-only meetings if and when appropriate. The Board of Directors therefore proposes that the Board of Directors' authorization to hold virtual-only meetings be renewed. In line with prevailing practice, this authorization would no longer be limited in time. When holding virtual-only

meetings, the Board of Directors will ensure that shareholders are able to exercise their rights as if personally attending the meeting.

No questions or requests to take the floor are received in relation to this agenda item.

**Voting result:**

"For" votes	147,717,030	59.66%
"Against" votes	99,879,684	40.34%

The Chair notes that the General Meeting has **approved the authority of the Board of Directors to hold general meetings of shareholders virtually and the respective amendment to the Articles of Association** as proposed by the Board of Directors.

**7. Agenda Item 7: Advisory Vote on the 2025 Compensation Report and Approval of the Maximum Aggregate Amount of Compensation of the Board of Directors and the Group Executive Board**

**7.1 Agenda Item 7.1: Advisory Vote on the 2025 Compensation Report**

The Board of Directors proposes that the 2025 Compensation Report be approved in a non-binding advisory vote.

The Chair notes that the 2025 Compensation Report provides for comprehensive information on the Company's compensation system and the compensation paid to the Board of Directors and the Group Executive Board in 2025. The Compensation Report forms part of the Annual Report and was audited by the Auditor.

The Chair further points out that the vote is of advisory nature.

No questions or requests to take the floor are received in relation to this agenda item.

**Voting result:**

"For" votes	86,298,374	34.99%
"Against" votes	160,372,349	65.01%

The Chair notes that the General Meeting has **not approved the 2025 Compensation Report**.

**7.2 Agenda Item 7.2: Approval of the Maximum Aggregate Amount of Compensation of the Board of Directors for the Period from the 2026 Annual General Meeting until the 2027 Annual General Meeting**

The Board of Directors proposes a maximum aggregate amount of compensation of the Board of Directors of CHF 2.4 million for the period from the 2026 Annual General Meeting until the 2027 Annual General Meeting.

The Chair points out that the compensation amount proposed for the Board of Directors is a maximum amount. The actual amount paid to the Board of Directors in financial year 2026 will be disclosed in the compensation report for financial year 2026, on which shareholders will

vote in an advisory vote at the 2027 Annual General Meeting. The proposed maximum amount includes all compensation components, including the social security and pension contributions paid by the Company. The Board of Directors' proposed aggregate maximum compensation amount has been determined on the same basis as in previous years. However, because the size of the Board of Directors is proposed to be reduced from 9 to 8, and because the Board of Directors intends to dissolve the Technology and Innovation Committee going forward, the aggregate amount is proportionally lower.

No questions or requests to take the floor are received in relation to this agenda item.

**Voting result:**

"For" votes	241,182,789	97.44%
"Against" votes	6,346,018	2.56%

The Chair notes that the General Meeting has **approved the maximum aggregate amount of compensation of the Board of Directors** as proposed by the Board of Directors.

**7.3 Agenda Item 7.3: Approval of the Maximum Aggregate Amount of Compensation of the Group Executive Board for Financial Year 2027**

The Board of Directors proposes a maximum aggregate amount of compensation of the Group Executive Board of CHF 18 million for financial year 2027.

No questions or requests to take the floor are received in relation to this agenda item.

**Voting result:**

"For" votes	177,814,656	71.82%
"Against" votes	69,765,268	28.18%

The Chair notes that the General Meeting has **approved the maximum aggregate amount of compensation of the Group Executive Board** as proposed by the Board of Directors.

**8. Agenda Item 8: Re-elections and Election**

**8.1 Agenda Item 8.1: Re-elections of the Members of the Board of Directors**

The Board of Directors proposes the individual re-election of the following persons as members of the Board of Directors for another one-year term of office until completion of the 2027 Annual General Meeting:

- |                   |                       |
|-------------------|-----------------------|
| — Ola Rollén      | — Florence Jeantet    |
| — Niren Chaudhary | — Abdallah al Obeikan |
| — Thomas Dittrich | — Urs Riedener        |
| — Mariel Hoch     | — Martine Snels       |

As previously announced, Mr. Werner Bauer is not standing for re-election at the General Meeting. The Chair expresses his gratitude to Mr. Werner Bauer for his dedicated service and valuable contributions to the Company.

With regard to information on each member of the Board of Directors standing for re-election, the Chair refers to the Corporate Governance section of the 2025 Annual Report and to the invitation to the General Meeting. The Chair notes that after publication and dispatch of the invitation to the General Meeting, it came to the Company's attention that Mr. al Obeikan is also a director and vice-chair of Yamama Cement Company. The company manufactures building products, is based in Saudi Arabia and is listed on the Tadawul stock exchange. With this additional directorship, Mr. al Obeikan remains compliant with the maximum number of permissible mandates under the Articles of Associations of the Company. The Board of Directors has considered this additional directorship and recommends the re-election of Mr. al Obeikan.

No questions or requests to take the floor are received in relation to the above agenda items.

#### **Election results for agenda items 8.1.1 to 8.1.8:**

	"For" votes		"Against" votes	
Ola Rollén	247,232,905	99.80%	483,367	0.20%
Niren Chaudhary	244,941,497	98.90%	2,722,415	1.10%
Thomas Dittrich	244,994,009	98.91%	2,702,874	1.09%
Mariel Hoch	239,783,709	97.29%	6,689,243	2.71%
Florence Jeantet	247,294,228	99.83%	413,682	0.17%
Abdallah al Obeikan	222,610,274	90.26%	24,012,265	9.74%
Urs Riedener	241,049,825	97.31%	6,667,975	2.69%
Martine Snels	245,389,865	99.09%	2,249,319	0.91%

The Chair confirms that the General Meeting has **re-elected each of Ola Rollén, Niren Chaudhary, Thomas Dittrich, Mariel Hoch, Florence Jeantet, Abdallah al Obeikan, Urs Riedener and Martine Snels as members of the Board of Directors** for a one-year term of office until completion of the 2027 Annual General Meeting.

The acceptance declarations of the elected members of the Board of Directors are available. The Chair congratulates the members of the Board of Directors on their re-election and thanks the shareholders for their vote.

#### **8.2 Agenda Item 8.2: Re-election of Ola Rollén as the Chair of the Board of Directors**

The Board of Directors proposes that Ola Rollén be re-elected as the Chair of the Board of Directors for another one-year term until completion of the 2027 Annual General Meeting.

No questions or requests to take the floor are received in relation to this agenda item.

**Election result:**

"For" votes	244,173,291	98.58%
"Against" votes	3,526,831	1.42%

The Chair notes that the General Meeting has **re-elected Ola Rollén as Chair of the Board of Directors** for another one-year term of office until completion of the 2027 Annual General Meeting.

The acceptance declaration of the Chair is available. The Chair thanks the shareholders for his re-election.

**8.3 Agenda Item 8.3: Re-elections and Election of the Members of the Compensation Committee**

The Board of Directors proposes the (re-)election of the following persons individually as members of the Compensation Committee for a one-year term of office until completion of the 2027 Annual General Meeting:

- Niren Chaudhary;
- Urs Riedener; and
- Martine Snels.

The Board of Directors intends to appoint Urs Riedener as chair of the Compensation Committee.

A shareholder present at the meeting takes the floor. The shareholder expresses general concerns as regards the compensation of the Group Executive Board, in particular as regards the alignment between the level of compensation and the performance of SIG Group. The statement is noted without further discussion.

No further questions or requests to take the floor are received in relation to the above agenda items.

**Election results for agenda items 8.3.1 to 8.3.3:**

	"For" votes		"Against" votes	
Niren Chaudhary	237,245,128	95.80%	10,395,524	4.20%
Urs Riedener	231,609,417	93.51%	16,065,498	6.49%
Martine Snels	244,955,583	98.92%	2,663,952	1.08%

The Chair notes that the General Meeting has **(re-)elected Niren Chaudhary, Urs Riedener and Martine Snels as members of the Compensation Committee** for a one-year term of office until completion of the 2027 Annual General Meeting.

The acceptance declarations of the elected members of the Compensation Committee are available. The Chair congratulates the members of the Compensation Committee on their (re-)election.

## 9. Agenda Item 9: Re-election of the Independent Proxy

The Board of Directors proposes that the law firm Anwaltskanzlei Keller AG, Zurich, Switzerland, be re-elected as the Independent Proxy for a one-year term of office until completion of the 2027 Annual General Meeting.

The Chair points out that the proposed independent proxy has confirmed that it satisfies the applicable statutory independence requirements.

No questions or requests to take the floor are received in relation to this agenda item.

### Election result:

"For" votes	247,694,143	99.96%
"Against" votes	107,302	0.04%

The Chair notes that the General Meeting has **re-elected the law firm Anwaltskanzlei Keller AG, Zurich, Switzerland, as independent proxy** for a one-year term of office until completion of the 2027 Annual General Meeting.

The acceptance declaration of the independent proxy is available. The Chair congratulates the law firm Anwaltskanzlei Keller AG on its re-election.

## 10. Agenda Item 10: Re-election of the Statutory Auditors

The Board of Directors proposes that PricewaterhouseCoopers AG, Basel, be re-elected as independent auditors for financial year 2026.

No questions or requests to take the floor are received in relation to this agenda item.

### Election result:

"For" votes	200,883,569	80.85%
"Against" votes	47,595,455	19.15%

The Chair notes that the General Meeting has **re-elected PricewaterhouseCoopers AG, Basel, as independent auditor** for financial year 2026.

The acceptance declaration of the statutory auditors is available. The Chair congratulates PricewaterhouseCoopers AG on its re-election.

## IV. Completion of the General Meeting

The Chair notes that all items on the agenda have been completed. The next annual general meeting is scheduled for April 2027. The Chair closes the General Meeting at 3:10 p.m.

*[signatures on the next page]*

Neuhausen am Rheinfall, April 16, 2026

**The Chair**



---

Ola Rollén

**The Secretary**



---

Philippe Huber