

# Remuneration report

## Content

The remuneration report contains information on the compensation principles, compensation programs, and actual compensation paid to members of the Board of Directors and Group Management. The remuneration report complies with the principles of the Swiss Code of Obligations and the SIX Swiss Exchange's guidelines on corporate governance disclosures.

## Principles

The Schlatter Group's compensation principles provide a transparent, competitive, and performance-based framework for determining salaries. Both the annual base salary and the components of variable compensation take into account the annual performance review as well as the achievement of the Group's results. The responsibilities, authorities, and determination procedures are set forth in the relevant provisions of the applicable regulations and in the Articles of Association (click on <http://www.schlattergroup.com/de/investor-relations/>, and Governance – Articles of Association) or are outlined in the following principles governing the remuneration components.

## Compensation of the Board of Directors

Members of the Board of Directors receive a fixed compensation for their services; additional payments may be made for serving on committees or undertaking special tasks or assignments. Compensation may also be paid in whole or in part in the form of equity interests. The Board of Directors may approve lump-sum reimbursements for expenses incurred by Board members in the interest of the company.

The annual compensation is determined once a year by the Board of Directors upon the recommendation of the Nomination and Compensation Committee and must be approved prospectively by the Annual General Meeting. If the Annual General Meeting refuses to grant approval, the Board of Directors may submit new proposals for approval at the same Annual General Meeting. If the Board of Directors does not submit new proposals or if the Annual General Meeting also rejects the new proposals, the Board of Directors must convene a new Annual General Meeting within three months.

The members of the Board of Directors whose compensation is being determined are also entitled to attend and vote.

## Compensation of the members of the Group Management

Compensation for members of the Group Executive Board is determined based on their responsibilities, performance, and business conditions. In addition to a fixed annual compensation, it includes the potential for variable compensation, which is calculated as follows:

## Variable remuneration

	in % of fixed gross salary		
	plan <sup>1</sup>	minimal	maximum <sup>2</sup>
CEO	40	0	80
Other members of the group management	25-30	0	50-60

1 Target achievement 100%

2 Target achievement maximum 200%

Since the 2024 fiscal year, variable compensation has been calculated based on 85% EBIT and 15% net revenue. In accordance with the Articles of Association, variable compensation may not exceed 120% of the fixed annual compensation for the CEO and 100% for the other members of the Group Executive Board. Variable compensation may be paid in whole or in part in the form of equity-based compensation. The current bonus plan does not exceed the aforementioned limits, and no compensation in the form of equity-based compensation was paid in fiscal years 2024 and 2025.

The compensation applies to all activities across all legal entities of the Group. Members of Group Management may also receive a lump-sum expense allowance, which is not considered compensation but must be disclosed in the compensation report. No lump-sum expense allowances were paid in either 2024 or 2025.

The CEO's compensation is determined once a year by the Board of Directors upon the recommendation of the Nomination and Compensation Committee. The compensation for the other members of the Group Executive Board is also determined once a year by the Board of Directors, upon the recommendation of the Nomination and Compensation Committee in consultation with the CEO. The total fixed compensation must be approved annually by the Annual General Meeting on a prospective basis, and the variable compensation on a retrospective basis. If the Annual General Meeting refuses to approve the compensation, the Board of Directors may submit new proposals for approval at the same Annual General Meeting. If the Board of Directors does not submit new proposals or if the Annual General Meeting also rejects the new proposals, the Board of Directors must convene a new Annual General Meeting within three months.

Due to the achievement of targets, no variable performance-based compensation will be paid to management for the 2025 fiscal year; for the prior period of 2024, 5% of the variable performance-based compensation was paid out.

The 2025 Annual General Meeting approved a maximum fixed compensation of CHF 350 000 for the Board of Directors for the year 2025, of which CHF 321 993 was paid out. For the Group Executive Board, the approved maximum fixed compensation for the year 2025 was CHF 1 500 000. Although the fixed salaries for the Group Executive Board were not increased in 2025 and the number of members remained unchanged, a total of CHF 1 547 882 was paid out, slightly exceeding the approved maximum amount of CHF 1 500 000. This additional fixed compensation in the amount of CHF 47 882 is to be submitted for retroactive approval at the next Annual General Meeting on May 6, 2026.

The Board of Directors has an additional amount at its disposal for the compensation of members of the Group Executive Board who are appointed after the relevant maximum total amount has been approved. This amount may also be used to compensate the new member of the Executive Board for any disadvantages incurred as a result of the change in position. This additional amount shall not exceed 40% of the last approved total amount of fixed compensation for the Executive Board.

All members of the group management team are enrolled in the local pension plan in Switzerland and do not receive any additional pension or executive benefits.

#### Loans and credits to the Board of Directors and Group Management – (audited)

The Schlatter Group does not grant loans or credit to members of the Board of Directors or the Group Management.

#### Compensation, loans, and credits to related parties – (audited)

The Schlatter Group has not paid any compensation to related parties, nor has it granted any loans or credits.

#### Severance payments

The Schlatter Group does not pay severance pay to members of the Board of Directors or members of Group Management.

#### Compensation for members of the Board of Directors and Group Management

The compensation amounts are subject to approval by the General Meeting.

#### Compensation of current members of the Board of Directors in 2025 - (audited)

CHF	President	Vice President	Member	Total
	M. Hauser	P. Zumbühl	R. Huber	
<b>Cash/book money</b>				
Fixed remuneration (net)	114 066	108 550	75 000	297 616
Social security contributions	16'874	0	7 503	24 377
<b>Total</b>	<b>130 940</b>	<b>108 550</b>	<b>82 503</b>	<b>321 993</b>

#### Compensation of current members of the Board of Directors in 2024 - (audited)

CHF	President	Vice President	Member	Total
	P. Zumbühl	M. Hauser	R. Huber	
<b>Cash/book money</b>				
Fixed remuneration (net)	165 891	75 000	75 000	315 891
Social security contributions	0	11 095	11 095	22 190
<b>Total</b>	<b>165 891</b>	<b>86 095</b>	<b>86 095</b>	<b>338 081</b>

## Directors' Engagements with other companies in 2024 & 2025 – (audited)

### Michael Hauser

StarragTornos Group AG, Rohrschacherberg (CH)	Chairman of the Board of Directors & CEO until May 2024
SWISSMEM, Zürich (CH)	Member of the Board of Directors
CECIMO, Brüssel (BE)	Delegate

### Paul Zumbühl

Interroll Holding AG, Sant'Antonino (CH)	Chairman of the Board of Directors
Mikron Holding AG, Biel (CH)	Chairman of the Board of Directors
Zumbühl Management AG, Luzern (CH)	Member of the Board of Directors

### Ruedi Huber

Huwa Finanz- u. Beteiligungs AG, Heerbrugg (CH)	Member of the Board of Directors
Locher Bewehrungen AG, St. Gallen (CH)	Chairman of the Board of Directors
Fisba AG, St. Gallen (CH)	Member of the Board of Directors

## Compensation for Group Management in 2025 - (audited)

CHF	CEO	GM Total
<b>Cash/book money</b>		
Fixed remuneration (net)	338 977	1 099 463
Variabele remuneration (net) <sup>1</sup>	0	0
Length-of-service bonus (net)	0	23 313
<b>Benefits in kind</b>		
Car	8 500	26 009
<b>Pension expenses</b>		
Employer pension and social security contributions	68 462	217 165
Employee pension and social security contributions	61 033	181 932
<b>Total</b>	<b>476 972</b>	<b>1 547 882</b>

<sup>1</sup> Compensation for the 2025 fiscal year is based on the results of the 2025 fiscal year (accrual method).

## Compensation for Group Management in 2024 - (audited)

CHF	CEO	GM Total
<b>Cash/book money</b>		
Fixed remuneration (net)	349 232	1 101 735
Variabele remuneration (net) <sup>1</sup>	7 227	17 318
Length-of-service bonus (net)	9 325	9 325
<b>Benefits in kind</b>		
Car	8 500	26 010
<b>Pension expenses</b>		
Employer pension and social security contributions	68 102	219 016
Employee pension and social security contributions	61 232	182 728
<b>Total</b>	<b>503 618</b>	<b>1 556 132</b>

<sup>1</sup> Compensation for the 2024 fiscal year is based on the results of the 2024 fiscal year (accrual method).

## Activities of Group Management members at other companies in 2024 and 2025 – (audited)

### Werner Schmidli

None

### Reto Stettler

None

### Daniel Zappa

None

### Daniel Fransson

None

### Roland Kasper

Kasper Holding AG, Oberentfelden (CH)  
 Swiss Furniture Holding AG, Oberentfelden (CH)  
 Swiss Gastro Holding AG, Oberentfelden (CH)  
 Claman GmbH, Oberentfelden (CH)

until May 2024 Member of the Board of Directors  
 until May 2024 Member of the Board of Directors  
 until May 2024 Member of the Board of Directors  
 until May 2024 Shareholder and Managing Director

## Shareholdings of the Board of Directors and Group Management - (audited)

	31.12.2025		31.12.2024	
	Number of shares	Participat. in %	Number of shares	Participat. in %
Paul Zumbühl, Vice President BoD	12 096	1.1%	12 096	1.1%
Ruedi Huber, Member BoD	3 826	0.3%	3 826	0.3%
Werner Schmidli, CEO	11 099	1.0%	11 099	1.0%
Daniel Zappa, CSO	5 071	0.5%	5 071	0.5%
Roland Kasper, COO	2 609	0.2%	2 609	0.2%