

# Gurit Holding AG, Wattwil

## Informal English translation of the invitation to the Ordinary Annual General Meeting of Shareholders

(The invitation in German is binding)

**Date:** Thursday, April 16, 2026, at 4:30 p.m. (CEST), doors open at 3:30 p.m.

**Place:** SIX Convention Point, Pfingstweidstrasse 110, 8005 Zurich

### Agenda:

1. Approval of the Business and Financial Review, Annual and Consolidated Financial Statements 2025
2. Decision on Appropriation of Retained Earnings 2025
3. Granting of Discharge to the Members of the Board of Directors and the Executive Committee for the financial year 2025
4. Elections (by individual vote)
  - 4.1 Re-election of Philippe Royer as Member and Chairman of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
  - 4.2 Re-election of Stefan Breitenstein, Nick Huber, Andreas Evertz, and Dr. Libo Zhang as Members of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
  - 4.3 Re-election of Nick Huber, Philippe Royer and Andreas Evertz as Member of the Nomination and Compensation Committee for the period until closing of the following Ordinary Annual General Meeting
  - 4.4 Re-election of Brunner Knobel Attorneys-at-law as independent proxy for the period until closing of the following Ordinary Annual General Meeting
  - 4.5 Re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditors for the period until closing of the following Ordinary Annual General Meeting
5. Approval of the Sustainability Report for the financial year 2025
6. Consultative vote on the Compensation Report 2025
7. Approval of the maximum total amount of fixed compensation of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting
8. Approval of the maximum total amount of fixed compensation of the Executive Committee for the period of July 1, 2026, to June 30, 2027
9. Approval of the maximum total amount of performance-based compensation of the Executive Committee for the period of January 1, 2026, to December 31, 2026

### The Board of Directors makes the following proposals to the Agenda Items:

#### 1. Approval of the Business and Financial Review, Annual and Consolidated Financial Statements 2025

The Board of Directors proposes to approve the Business and Financial Review, the Annual Financial Statements and the Consolidated Financial Statements for the year 2025.

#### *Explanation:*

The Board of Directors is required by law to submit the annual report, the financial statements and the Group's consolidated financial statements for each financial year to the General Meeting for approval. The respective reports are available at [www.gurit.com/Investors/Reports](http://www.gurit.com/Investors/Reports). PricewaterhouseCoopers AG as statutory auditors has audited the 2025 Annual and Consolidated Financial Statements and recommends in its reports to the General Meeting that those be approved.

#### 2. Decision on Appropriation of Retained Earnings 2025

The strategic realignment, along with the associated restructuring, did impact financial results 2025. To support the ongoing debt reduction, and to maintain financial flexibility and full compliance with the company's financing arrangements, the Board of Directors proposes to make no distribution out of the retained earnings 2025 of CHF 59'343'477 and to carry them forward.

Retained earnings carried forward from previous year	<u>CHF 62'426'082</u>
Net result for 2025	CHF -3'082'605
Retained earnings 2025	<u>CHF 59'343'477</u>
Dividend distribution	CHF 0
To be carried forward	<u>CHF 59'343'477</u>

#### *Explanation:*

No allocation to the statutory retained earnings has been made as these already represent 20% of the share capital. The appropriation of retained earnings is based on the annual financial statements audited by the statutory auditors and to be approved under Agenda Item 1.

#### 3. Granting of Discharge to the Members of the Board of Directors and the Executive Committee for the financial year 2025

The Board of Directors proposes to grant discharge to all Members of the Board of Directors and the Executive Committee for the financial year 2025.

*Explanation:*

The discharge of the Members of the Board of Directors and the Executive Committee is a non-transferable power of the General Meeting. The Company is not aware of any facts that would oppose a full discharge.

**4. Elections (by individual vote)**

*Explanation:*

Since the term of office of the Chairman and the Members of the Board of Directors ends with the closing of the Annual General Meeting on April 16, 2025, they each must be re-elected by the Annual General Meeting in accordance with the law and the Articles of Association. A curriculum vitae of the Chairman and the Members of the Board of Directors as well as information on Board committee memberships can be found under the section "Board of Directors" on pages 17-18 in the Annual Report 2025, available at <https://www.gurit.com/reports/>.

**4.1 Re-election of Philippe Royer as Member and Chairman of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to re-elect Philippe Royer as Member and Chairman of the Board of Directors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

*Explanation:*

Philippe Royer has been a Member of the Board of Directors since 2019 and Chairman since 2023.

**4.2 Re-election of Stefan Breitenstein, Nick Huber, Andreas Evertz, and Dr. Libo Zhang as Members of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to re-elect the current Members of the Board of Directors, each for a one-year term of office until the closing of the following Ordinary Annual General Meeting:

**4.2.1 Stefan Breitenstein**

**4.2.2 Nick Huber**

**4.2.3 Andreas Evertz**

**4.2.4 Dr. Libo Zhang**

*Explanation:*

Stefan Breitenstein has been a Member of the Board of Directors since 2014, Nick Huber since 1995, Andreas Evertz since 2022, and Dr. Libo Zhang since 2025.

**4.3 Re-election of Nick Huber, Philippe Royer, and Andreas Evertz as Members of the Nomination and Compensation Committee for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to re-elect the current Members of the Nomination and Compensation Committee, each for a one-year term of office until the closing of the following Ordinary Annual General Meeting

**4.3.1 Nick Huber**

**4.3.2 Philippe Royer**

**4.3.3 Andreas Evertz**

*Explanation:*

Since the term of office of the Members of the Nomination and Compensation Committee ends with the closing of the Annual General Meeting on April 16, 2026, they each must be re-elected by the Annual General Meeting in accordance with the law and the Articles of Association. In accordance with §19 paragraph 1 of the Articles of Association, the Board of Directors appoints the chair of the Nomination and Compensation Committee. Nick Huber has been a member of the Nomination and Compensation Committee, since 2014, Philippe Royer since 2023, and Andreas Evertz since 2025.

**4.4 Re-election of Brunner Knobel Attorneys-at-law as independent proxy for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to re-elect Brunner Knobel Attorneys-at-law as independent proxy for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

*Explanation:*

In accordance with the law and the Articles of Association, the Independent Proxy is elected annually by the Annual General Meeting. Brunner Knobel Attorneys-at-law have confirmed to the Board of Directors that they possess the required independence to exercise the mandate.

**4.5 Re-election of PricewaterhouseCoopers AG, Zurich, as statutory auditors for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to re-elect PricewaterhouseCoopers AG, Zurich, as statutory auditors for a one-year term of office until the closing of the following Ordinary Annual General Meeting.

*Explanation:*

PricewaterhouseCoopers AG has confirmed to the Board of Directors that it possesses the required independence to exercise

the mandate.

**5. Approval of the Sustainability Report for the financial year 2025**

The Board of Directors proposes to approve the Sustainability Report 2025 in accordance with Art. 964c of the Swiss Code of Obligations.

*Explanation:*

Gurit is in scope of the provisions of Art. 964a of the Swiss Code of Obligations (CO) and is obliged to report publicly on non-financial matters in accordance with Art. 964b CO. The non-financial report is signed-off by the Board and must be approved by the General Meeting of Shareholders of the company in accordance with Art. 964.c CO.

**6. Consultative vote on the Compensation Report 2025**

The Board of Directors proposes to take note and approve the Compensation Report 2025 in a consultative vote.

*Explanation:*

The compensation report contains the principles on which the compensation of the Board of Directors and the Executive Committee is based, as well as the compensation paid to their members for the financial year 2025. The Board of Directors submits the compensation report to the shareholders for a consultative vote. The Compensation Report can be viewed in the Annual Report on pages 26-37, available at <https://www.gurit.com/reports>.

**7. Approval of the maximum total amount of fixed compensation of the Board of Directors for the period until closing of the following Ordinary Annual General Meeting**

The Board of Directors proposes to approve a maximum total amount of fixed compensation for the Members of the Board of Directors, consisting of five members including the Chairman, of CHF 1'000'000 for the period until closing of the following Ordinary Annual General Meeting.

*Explanation:*

The proposed maximum total amount includes a cash portion of CHF 973'600 and a share portion of CHF 26'400 for the allocation of 1650 registered shares. The 1650 registered shares of the share portion are valued at CHF 16 per share. This corresponds to the average closing share price for the month of January 2026. The share price is subject to fluctuations and therefore the value of the 1650 registered shares may be higher or lower than CHF 26'400 at the settlement date in April 2027. The actual compensation paid out will be disclosed in the 2026 and 2027 Compensation Reports, which will be submitted to the shareholders for a consultative vote. Approval of the maximum total amount of compensation for the Board of Directors is granted in accordance with the law and the Articles of Association.

**8. Approval of the maximum total amount of fixed compensation of the Executive Committee for the period of July 1, 2026 to June 30, 2027**

The Board of Directors proposes to approve a maximum total amount of fixed compensation for the Executive Committee, consisting of five members including the CEO, of CHF 2'500'000 for the period of July 1, 2026, to June 30, 2027.

*Explanation:*

The actual compensation paid out will be disclosed in the Compensation Reports 2026 and 2027, which will be submitted to the shareholders for a consultative vote. Approval of the maximum total amount of compensation for the Executive Committee is granted in accordance with the law and the Articles of Association.

**9. Approval of the maximum total amount of success-based remuneration of the Executive Committee for the period of January 1, 2026, to December 31, 2026**

The Board of Directors proposes to approve a maximum total amount of success-based remuneration for the Executive Committee, consisting of five members including the CEO, of CHF 2'000'000 for the period of January 1, 2026, to December 31, 2026.

*Explanation:*

The proposed maximum amount includes a success-based cash compensation of CHF 1'420'200 (plus social security contributions of CHF 156'200) and a success-based compensation in shares of CHF 381'600 (plus social security contributions of CHF 42'000) for the allocation of 23'850 registered shares of the Company to be paid out in March 2027 based on the results achieved in the financial year 2026. The 23'850 registered shares of the share-based compensation are valued at CHF 16 per share. This corresponds to the average closing share price for the month of January 2026. The share price is subject to fluctuations and therefore the value of the 23'850 registered shares may be higher or lower than CHF 381'600 at the settlement date in April 2027. The actual compensation paid out will be disclosed in the 2026 compensation report, which will be submitted to the shareholders for a consultative vote. Approval of the maximum total amount of compensation for the Executive Committee is granted in accordance with the law and the Articles of Association.

## General Information

### Voting rights

Voting rights may only be exercised for shares registered with the right to vote in the share register on March 16, 2026, at 5.00 p.m. (CET).

### Shareholder online portal

Gurit offers its shareholders the use of Computershare online to order their admission card, appoint a proxy and give voting

instructions.

Shareholders registered in the Gurit Holding AG share register receive the login codes with the invitations to the Annual General Meeting. In case of questions, please contact [generalversammlung@computershare.ch](mailto:generalversammlung@computershare.ch)

**Representation / Proxy:**

Shareholders can be represented by a third party or by the independent proxy, **Brunner Knobel Attorneys-at-law, Kluggasse 21, CH-8640 Rapperswil**. Granting of proxy and instructions can be submitted to the independent proxy until April 09, 2026, at 23:59 p.m. (CEST).

**Documentation**

The Annual Report 2025, including inter alia the Business and Financial Review, Sustainability Report including the sections related to the non-financial matters to be disclosed in accordance with Art.964b of the Swiss Code of Obligations, the Annual and the Consolidated Financial Statements as well as the reports of the statutory auditors, can be reviewed and downloaded at: [www.gurit.com/Investors/Reports](http://www.gurit.com/Investors/Reports)

Wattwil, March 20, 2026

The Board of Directors