

# Compensation Report 2024

1	Guidelines and responsibilities	52
2	Compensation system for the Board of Directors	53
3	Compensation system for the Executive Group Management	53
4	Determining method and approval	58
5	Compensation for the Members of the Board of Directors and Executive Group Management for financial year 2024	59
6	Management compensation compared to amounts approved by the Annual General Meetings 2023 and 2024	63
7	Functions held by Members of the Board of Directors and Members of the Executive Group Management in other companies as of 31 December 2024	64
8	Report of the statutory auditor on the compensation report	66

# Compensation Report

The Compensation Report provides an overview of the remuneration principles and compensation systems of the HUBER+SUHNER Group. It describes how compensation is determined and contains detailed information on the compensation of the Members of the Board of Directors and the Executive Group Management in the fiscal years 2023 and 2024.

In the interests of clarity, accessibility and transparency, the structure and presentation of various aspects have been adapted and additional information, in particular on the achievement of objectives, has been included in the Compensation Report.

The Compensation Report fulfils the requirements of the Swiss Code of Obligations (OR) and the provisions set forth in the Directive on Information relating to Corporate Governance issued by SIX Swiss Exchange.

## 1 Guidelines and responsibilities

### Guidelines

The HUBER+SUHNER Group's success heavily depends on the capabilities and commitment of its employees. The compensation policy aims to attract skilled managers and employees and to gear their activities towards the company's goals and a long-term career with HUBER+SUHNER.

Payments are made according to the following principles:

- performance-based remuneration with market-competitive fixed and variable components
- variable component based on predefined targets and maximum thresholds
- contribution towards the sustainable success of the company
- transparency and clarity

The principles governing the compensation of Members of the Board of Directors and Executive Group Management are laid down in the following Articles of Association: Article 23 (Compensation Approval); 24 (Compensation of the Board of Directors); 25 (Compensation of Executive Group Management); 26 (Principles of Success and Performance-related Compensation); 27 (Principles for Allocating Shares); 28 (Additional Amount) and 29 (Activities for Group Companies).

For more details, please refer to the [Corporate Governance Report](#).

In accordance with Article 734b of the Swiss Code of Obligations (OR), credit and loans as well as benefits outside of the occupational pension scheme may only be granted, if a provision to this end is included in the Articles of Association. During the year under review and as per its previous practice, HUBER+SUHNER did not add any such provision in its Articles of Association.

### Responsibilities

The Board of Directors is responsible for regulating general questions regarding compensation. The compensation models applicable to the Board of Directors and Executive Group Management are outlined in a compensation policy approved by the Board of Directors. The Board of Directors is supported by the Nomination and Compensation Committee. The committee reviews the principles and prepares all relevant decisions concerning compensation of Members of both the Board of Directors and the Executive Group Management. The composition, main tasks and working practices of the Nomination and Compensation Committee are described in the [Corporate Governance Report](#).

No external advisors are involved in the preparation of the relevant decisions.

## 2 Compensation system for the Board of Directors

### 2.1 Components of the compensation

The compensation of the Chairman, Deputy Chairman and the other Members of the Board of Directors consists of the four components as shown in the table below and in addition (if applicable) an additional compensation for serving on the Nomination and Compensation Committee or Audit Committee. The responsibility and the increased workload of the various functions are therefore accounted for individually.

<b>Basic Compensation p.a.</b>	<b>Chairman</b>	<b>Deputy Chairman</b>	<b>Board Member</b>
Fixed compensation in cash (CHF)	240 000	90 000	70 000
Long-term oriented compensation in the form of a fixed number of shares <sup>1)</sup>	2 000	1 200	800
Pension (if applicable)	yes <sup>2)</sup>	no	no
Social Security benefits (if applicable)	yes <sup>2)</sup>	yes <sup>3)</sup>	yes <sup>3)</sup>
<b>Additional fixed compensation in cash (CHF) p.a.</b>	<b>Committee Chair / Committee Member</b>		
Audit Committee	0	10 000	
Nomination and Compensation Committee	0	10 000	

<sup>1)</sup> The blocking period of the shares is at least three years. The share blocking periods are not to be rescinded on retirement from the Board.

<sup>2)</sup> The employer's obligatory contributions to social security and accident insurance schemes and regulatory contributions to pensions from the compensations paid to the Chairman are borne by the company. The Swiss system defines a portion of the pension and social security contribution to be paid by the employee. Accordingly these contributions are deducted from the fixed compensation in cash.

<sup>3)</sup> The obligatory contributions towards social security out of the remuneration paid to Board Members are covered by the company.

### 2.2 Payout of the Compensation

The fixed compensation in cash, including if applicable an additional compensation for committee service, is generally paid at the end of the year in office. In the event of early termination of office, it is paid out on pro-rata basis.

The long-term oriented compensation in the form of a fixed number of shares is allocated only at the end of the one year term in office. The total market value of the shares is accrued in accordance with the accrual principle in the financial statements of the given financial year.

## 3 Compensation system for the Executive Group Management

The total compensation for a Member of the Executive Group Management reflects the responsibility assigned, qualifications, complexity of the task, achievement of goals and local market conditions in the machinery and electrical industry.

Comparisons in order to benchmark the Executive Group Management's salaries are executed every year, the last time in 2024 (based on 2023 compensation reports). The fixed and variable elements assessed are short-term incentives (basic salary and cash bonus), long-term incentives (shares) and complementary benefits (pension fund and other compensation).

In 2024, the comparison of the Executive Group Management's salaries included manufacturing industrial companies with registered seat in Switzerland and of similar size (based on net sales, EBIT margin, number of employees and market capitalisation) like Arbonia, Belimo, Bossard, Burckhardt Compression, Comet, dormakaba, Kardex, Komax, Landis+Gyr, LEM, SFS and Zehnder Group.

In addition, every three to five years an international compensation analysis for selected management positions is conducted. The latest comparison was executed in 2021 by Mercer, a consulting company specialising in international salary benchmarking. It is based on anonymised data and helps to determine the Executive Group Management's salaries. The elements assessed are short-term incentives (basic salary and bonus) and long-term incentives (shares).

The comparison mentioned above was made by Mercer using two peer groups. The sample in the two peer groups consisted of (i) manufacturing industrial companies with registered seat in Switzerland and similar size as HUBER+SUHNER (based on annual net sales and number of employees), (ii) direct competitors in the job market in the machinery and electrical industry with registered seat in Switzerland (based on annual net sales and number of employees). In case of companies bigger than HUBER+SUHNER, the consulting firm benchmarked the salary of the respective HUBER+SUHNER manager against that of a manager with comparable responsibility. The benchmarking consulting firm has vast experience in determining which roles are comparable in companies of different sizes. The benchmarking consulting firm does not have any other roles or mandates at HUBER+SUHNER.

Remuneration for the Members of the Executive Group Management consists of the following components:

- a) Fixed compensation in cash
- b) Variable achievement and performance-related compensation consisting of:
  - b1) Cash Bonus
  - b2) Long-Term Incentive (in the form of shares)
- c) Pension and other social security benefits

**a) Fixed compensation in cash**

Executive Group Management Members receive a fixed compensation in cash (Basic Salary) which is paid in monthly installments. This is determined individually and takes into account the role and responsibilities of the given Executive Group Management Member. It also includes allowances such as child or education allowances, work anniversary compensation and other compensation in connection with relocation for the purposes of conducting business on behalf of HUBER+SUHNER outside the Member's country of residence.

**b) Variable achievement and performance-related compensation**

The Executive Group Management variable compensation system is based on the MbO (Management by Objective) process, which also applies to the entire Group. The actual amount of variable compensation depends on the degree of achievement of the targets – set annually in a structured target setting process – measured at the end of each financial year as described hereafter.

**b1) Cash Bonus**

The performance-related Cash Bonus depends on the achievement of a set of targets structured in Target Categories. The performance-related Cash Bonus Target (this corresponds to 100 % target achievement) for Executive Group Management Members is defined on an individual basis and corresponds to a ratio to the Basic Salary of 50 % for the CEO and a ratio between 20 % and 50 % for all other Executive Group Management Members.

The Target Categories and the weighting of the Target Categories is set as follows:

Target Category	Group Financial Targets	Individual Targets	Leadership Factor
CEO	60 %	20 %	20 %
Other EGM Members	40 %-60 %	20 %-40 %	20 %

Every year, the Board of Directors sets in advance three weighted **Group Financial Targets** which are applicable for a one-year period. For the years 2023 and 2024, the Group Financial Targets were: net sales, EBIT margin and net working capital (NWC).

The **Individual Targets** are three to five market segment or function-specific measurable management targets. These are set and weighted annually in a structured target-setting process, which ensures the four-eyes-principle, by the Chairman of the Board of Directors for the CEO, and by the CEO for Members of the Executive Group Management.

The Individual Targets of each Member of the Executive Group Management include at least one Environmental, Social and Governance (ESG) target. Taking into account the various aspects of ESG, HUBER+SUHNER deliberately relies on individual ESG targets for the Members of the Executive Group Management. The Board of Directors is convinced that the Members of the Executive Group Management can achieve the greatest impact on their respective business area and thus achieve a positive ESG-development most efficiently within the framework of their Individual Targets. For the completed financial year 2024, individual ESG targets for example aimed at (i) increasing the share of suppliers on ESG-platform, (ii) maintaining and improving existing ratings such as Silver rating from EcoVadis and the A- from CDP, (iii) fostering diversity, (iv) implementing corporate responsibility programs regarding products and solutions as well as (v) environmentally responsible packaging.

A **Leadership Factor** which assesses the performance regarding the implementation of HUBER+SUHNER's leadership principles, the cooperation and conduct, networking, market and customer focus as well as relevant contributions to the success of the Group beyond the defined bonus objectives. The Leadership Factor is also included in the calculation of the Cash Bonus and its setting and performance review is conducted annually in a structured process along with the Individual Targets.

The specific targets are considered confidential information and are therefore not disclosed. However, an ex-post performance assessment is provided in the section [Executive Group Management compensation 2024](#) below.

Failure to reach targets means that no bonus is paid out. Outperforming all targets may increase the Cash Bonus to a maximum of 150 % of the agreed Cash Bonus Target. Payment is made following approval by the Annual General Meeting. The amount of the Cash Bonus is accrued in accordance with the accrual principle in the financial statements of the corresponding financial year.

## **b2) Long-Term Incentive (in the form of a variable number of shares)**

As Long-Term Incentive the Members of the Executive Group Management receive a variable number of HUBER+SUHNER shares each year. The annual Target Number of Shares for the CEO is 4 000, and between 800 and 2 000 shares for other Executive Group Management Members. The number of shares effectively allotted annually (Target Number of Shares multiplied by a factor (Multiple) between 0.0 and 1.5) is determined by the Board of Directors according to the long-term business success, which is assessed based on the performance measures "Market Environment", "Strategy Implementation" and "Financial Position" including macro-economic indicators and benchmarking with relevant competitors as detailed in the table below.

## Performance Measures

	Market Environment	Strategy Implementation	Financial Position
Description	Assessment of the performance of HUBER+SUHNER in the completed year compared to the strategically important target markets and compared to benchmark companies.	Assessment of progress regarding the implementation of key strategic initiatives both from a Group perspective and in terms of the individual contribution of the Members of the Executive Committee compared to the targets set in the annual business planning cycle for a five-year period.	Assessment of the company's financial starting position and financial outlook.
Relevant KPIs	<ul style="list-style-type: none"> <li>- Organic sales growth rates compared to the target markets and benchmark companies</li> <li>- Development of profitability compared to the target markets and benchmark companies</li> </ul>	<ul style="list-style-type: none"> <li>- Sales growth</li> <li>- Gross margin development</li> <li>- Progress achieved on key strategic action plans</li> </ul>	Development of: <ul style="list-style-type: none"> <li>- Free operating cash flow</li> <li>- Return on invested capital</li> <li>- Liquidity situation</li> <li>- Forward-looking financial planning</li> </ul>
Rationale	Relative external measure.  Demonstrates HUBER+SUHNER's business performance compared to the target markets and/or benchmark companies.	Absolute internal measure.  Demonstrates the multi-year performance and individual contribution regarding the company strategy implementation.	Absolute internal measure.  Demonstrates the financial performance and the long-term financial sustainability of the company.
Weighting	Determined by the NCC and approved by the Board		
Target level	Determined by the NCC and approved by the Board		
Minimum / Maximum Multiple	0.0 (0 % of Target Number of Shares) / 1.5 (150 % of Target Number of Shares)		
Blocking period	Between 3 to 10 years		
Achievement Levels	Objective not achieved = Multiple 0.0  Objective partly achieved = Multiple 0.25 / 0.50 or 0.75  Objective achieved = Multiple 1.0  Objective partially exceeded = Multiple 1.25  Objective exceeded = Multiple 1.5		

The detailed target levels for the KPIs are considered confidential information and are therefore not disclosed.

However, an ex-post performance assessment is provided in the section [Executive Group Management compensation 2024](#) below.

A blocking period of at least three years applies for the allocated shares. The share blocking periods are not rescinded on the resignation of the Member concerned.

The Board of Directors deliberately opts for a method without vesting period as the assessment of the Long-Term Incentive is based on a comprehensive analysis of all factors over a period of several years and against an approved five-year plan.

A detailed analysis confirmed that the average holding period of allocated shares for the current Members of the Executive Group Management is more than twice the defined minimum blocking period of three years. This emphasises clearly the long-term nature of compensation in the form of shares and confirms the alignment of the interests of the Executive Group Management with those of the shareholders.

The shares are only effectively allocated following approval by the Annual General Meeting. The market value of the shares is accrued in accordance with the accrual principle in the financial statements of the corresponding financial year.

### **c) Pension and other social security benefits**

The employer's obligatory contributions to social security and accident insurance schemes and regulatory contributions to pensions from the compensations paid to the Members of the Executive Group Management are borne by the company. The Swiss system defines a portion of the pension and social security contribution to be paid by the employee. The employee's contribution to social security and pensions are deducted from the employee's gross salary.

#### **Additional information**

The Executive Group Management Members' employment contracts provide for a notice period of six months; under certain circumstances, this may be extended to a maximum of twelve months by the employer. If the employment relationship is terminated by notice, the person entitled to compensation loses his eligibility for the Long-Term Incentive in the form of shares for the current financial year, except if otherwise allocated by the Board of Directors. All other entitlements remain in force on a pro-rata basis.

Executive Group Management Members receive an expense allowance for effective minor expenses as per the expenses policy approved by the appropriate tax authorities.

The Board of Directors can approve additional fixed compensation for Executive Group Management Members who are appointed after the Annual General Meeting. In this case, the total amount of approved fixed compensation for Executive Group Management Members may be increased by a maximum of 20 % per new Executive Group Management Member and by 40 % if a new CEO is appointed.

## 4 Determining method and approval

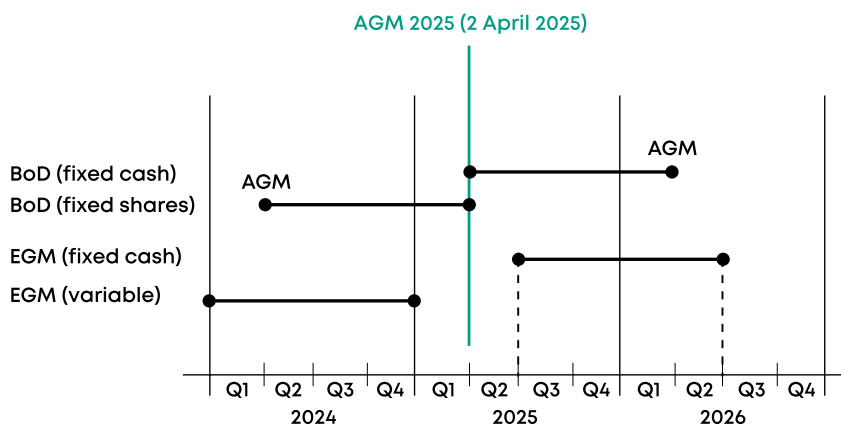
At the request of the Nomination and Compensation Committee, the Board of Directors determines in February the compensation for both Board and Executive Group Management Members. In addition, the previous financial year's target attainment (Group Financial Targets, Individual Targets, Leadership Factor as well as the share allocation multiple) for Executive Group Management Members is assessed and set by the Board of Directors, as proposed by the Nomination and Compensation Committee.

All Members are present when the Board of Directors determines compensation for Board Members; there are no special rules of abstention. The CEO is present when determining compensation for Executive Group Management Members, unless his own target attainment is under review or his compensation is under discussion.

The compensation is subject to approval by the Annual General Meeting. The Annual General Meeting grants final approval of the maximum compensation for the Board of Directors (BoD) and the Executive Group Management (EGM), as follows:

- total amount of fixed aggregate compensation in cash of the Board of Directors for the one-year term from the current Annual General Meeting until the conclusion of the next Annual General Meeting (prospective);
- compensation in form of a fixed number of shares for the Board of Directors for the one-year term of office expiring at the current Annual General Meeting (retrospective);
- total amount of fixed aggregate compensation in cash to the Executive Group Management for the period from 1 July of the ongoing year to 30 June of the following year (prospective);
- total amount of variable compensations for the Executive Group Management (i.e. Cash Bonus and Long-Term Incentive in form of shares) for the completed financial year (retrospective).

### Compensation vote at the 2025 AGM





## 5 Compensation for the Members of the Board of Directors and Executive Group Management for financial year 2024

### Board of Directors compensation 2024

The Board of Directors compensation consists of a fixed compensation in cash and in the form of a fixed number of shares as shown in [Section 2.1](#) above.

In 2024, the Board of Directors consisted of eight Members. The Members of the Board of Directors received TCHF 915 as fixed compensation in cash for the financial year under review (previous year: TCHF 869). A long-term oriented compensation in form of a fixed number of shares amounting to TCHF 650/8 000 shares (previous year: TCHF 582/7 600 shares) was also awarded. Details are provided in the table below. No compensation was paid to former Members of the Board of Directors.

Total compensation for Members of the Board of Directors for the reporting year amounted to TCHF 1 565 (previous year: TCHF 1 451).

#### Compensation for the Board of Directors

(BoD)		Cash-based compensation <sup>1)</sup>		Share-based compensation <sup>2)</sup>		Total compensation		Number of allotted shares	
		2024	2023	2024	2023	2024	2023	2024	2023
Urs Kaufmann <sup>a)</sup>		287	287	166	157	453	444	2 000	2 000
Beat Kälin <sup>b)</sup>		114	114	100	95	214	209	1 200	1 200
Marina Bill <sup>c)</sup>		91	68	66	46	157	114	800	600
Monika Bütler <sup>d)</sup>		91	91	66	63	157	154	800	800
Kerstin Günther <sup>e)</sup>		91	68	66	46	157	114	800	600
Rolf Seiffert		70	70	60	56	130	126	800	800
Franz Studer <sup>f)</sup>		80	80	60	56	140	136	800	800
Jörg Walther <sup>h)</sup>		91	91	66	63	157	154	800	800
<b>Total</b>		<b>915</b>	<b>869</b>	<b>650</b>	<b>582</b>	<b>1 565</b>	<b>1 451</b>	<b>8 000</b>	<b>7 600</b>

<sup>1)</sup> The Chairman receives a fixed contractual amount including social security/accident insurance scheme/pension fund contributions. All other Members receive a basic remuneration and an extra post allowance including social security contributions (if applicable). A maximum fixed compensation has been approved in previous Annual General Meetings.

<sup>2)</sup> Share-based compensation is calculated at a share price of CHF 75.50 (for the part of the allocation approved by the Annual General Meeting 2024) (previous year: CHF 78.30) and at CHF 74.20 (as of year-end 2024) (previous year CHF 68.00) for the outstanding amount including social security. Outstanding shares are transferred in the following financial year, subject to approval by the Annual General Meeting.

<sup>a)</sup> Chairman

<sup>b)</sup> Deputy Chairman and NCC Member

<sup>c)</sup> NCC Member (as of AGM 2023)

<sup>d)</sup> NCC Chairwoman

<sup>e)</sup> AC Member (as of AGM 2023)

<sup>f)</sup> AC Member

<sup>g)</sup> Dr. Franz Studer is the Managing Director of EGS Beteiligungen AG, a significant shareholder of HUBER+SUHNER AG. His compensation, including cash payments and allocations of shares is made directly to his employer EGS Beteiligungen AG

<sup>h)</sup> AC Chairman

No loans have been granted to current or former Board members. In addition, no compensation, loans or credit have been granted to related parties of the Board of Directors.

In accordance with Article 734d of the Swiss Code of Obligations (OR), shareholdings in the company by Members of Board of Directors are as follows:

### Shareholdings of Board of Directors

(Number of shares at 31 December 2024)		Own shares	Shares of close family members	Total shares	Of which non-restricted shares	Of which restricted shares <sup>2)</sup>	Total share of votes <sup>3)</sup>
Urs Kaufmann	Chairman	95 200	400	95 600	60 600	35 000	0.52%
Beat Kälin	Deputy Chairman	28 100	-	28 100	18 500	9 600	0.15%
Monika Bütler	Member	8 400	-	8 400	6 000	2 400	< 0.10%
Rolf Seiffert	Member	15 833	-	15 833	13 433	2 400	< 0.10%
Jörg Walther	Member	8 400	-	8 400	3 600	4 800	< 0.10%
Franz Studer <sup>1)</sup>	Member	-	-	-	-	-	-
Marina Bill	Member	800	-	800	-	800	< 0.10%
Kerstin Günther	Member	800	-	800	-	800	< 0.10%
<b>Total shareholdings BoD 2024</b>		<b>157 533</b>	<b>400</b>	<b>157 933</b>	<b>102 133</b>	<b>55 800</b>	<b>0.86%</b>

### Shareholdings of Board of Directors

(Number of shares at 31 December 2023)		Own shares	Shares of close family members	Total shares	Of which non-restricted shares	Of which restricted shares <sup>2)</sup>	Total share of votes <sup>3)</sup>
Urs Kaufmann	Chairman	93 200	400	93 600	56 600	37 000	0.51%
Beat Kälin	Deputy Chairman	26 900	-	26 900	18 500	8 400	0.15%
Monika Bütler	Member	7 600	-	7 600	4 800	2 800	< 0.10%
Rolf Seiffert	Member	15 033	-	15 033	12 233	2 800	< 0.10%
Jörg Walther	Member	7 600	-	7 600	2 400	5 200	< 0.10%
Franz Studer <sup>1)</sup>	Member	-	-	-	-	-	-
Marina Bill	Member	-	-	-	-	-	-
Kerstin Günther	Member	-	-	-	-	-	-
<b>Total shareholdings BoD 2023</b>		<b>150 333</b>	<b>400</b>	<b>150 733</b>	<b>94 533</b>	<b>56 200</b>	<b>0.82%</b>

<sup>1)</sup> The figures stated do not include the participation of EGS Beteiligungen AG, where F. Studer is the Managing Director.

<sup>2)</sup> Shares with remaining lock-in periods of up to ten years

<sup>3)</sup> Shares in % of shares entitled to a dividend

## Executive Group Management compensation 2024

The Board of Directors determined the achievement level respectively the payout factor for the variable compensation of the Executive Group Management for financial year 2024 in its February 2025 meeting. The assessment was based on the criteria as defined under [chapter 3](#), section b) above.

### Achievement level for the Cash Bonus 2024

To determine the achievement level of the **Group Financial Targets** for the Cash Bonus 2024, the values are neutralised for currency, copper and Merger and Acquisition (M&A) effects. After these corrections the Group achieved the following values: Net sales of MCHF 887, EBIT margin of 9.8 % and net working capital (NWC) of 34.1 %. This represents an achievement level as per table below.

**Achievement level of the Group Financial Targets\***

	2024	2023
Net sales	+/-	--
EBIT	+/-	--
NWC	+/-	--

\* (++) objective exceeded: 150 %  
 (+/-) objective achieved: 100 %  
 (--) objective partially achieved: 50 %  
 (0) objective not achieved: 0 %

The achievement level of the **Individual Targets** (including the individual ESG targets) and the individual **Leadership Factor** relevant for the variable Cash Bonus in 2024 ranges from 83 % to 104 % (previous year: 54 % to 86 %).

**Achievement level for the Long-Term Incentive 2024****Achievement level of relevant Performance measures\***

	2024	2023
Market environment	++	+/-
Strategy implementation	-	+/-
Financial situation	+/-	+/-
Multiple*	1.25	1.00

\* Calculation:  
 ++ = 150 %, + = 125 %, +/- = 100 %, - = 75 %, -- = 50 %, --- = 25 %, 0 = 0 %

The achievement level in the table above corresponds to the performance against the Group long-term objectives. Due to the consideration of a few individual aspects within the KPIs, there may be variances between the different Members of the Executive Group Management.

Based on the above assessment, that emphasizes the good performance in a difficult market environment and compared to other market players within the last years, the multiple (payout factor) for the LTI evaluation 2024 was set at 1.25 for all Members of the Executive Group Management.

**Compensation of the Executive Group Management 2024**

The Executive Group Management Members received a fixed compensation in cash of TCHF 2 588 for the year under review (previous year: TCHF 2 559). Subject to approval by the Annual General Meeting, Executive Group Management will be awarded based on the target achievement level for the financial year 2024 a variable compensation of TCHF 2 001 (previous year: TCHF 1 467). This comprises a Cash Bonus and a share-based compensation (LTI). Details are provided in the table below.

No compensation was paid to former Executive Group Management Members.

Total compensation for the Executive Group Management for the year under review was TCHF 4 589 (previous year: TCHF 4 026). In 2024, the total compensation overall increased by 14.0 %. In order to compare total compensation for the Executive Group Management of the reporting period with 2024, one has to consider:

- The year-end share price was CHF 74.20 (previous year: CHF 68.00).
- The variable compensation was higher than in the previous year (as shown in the table below) due to the higher target achievement levels.

## Compensation for Executive Group Management

TCHF	Highest individual compensation <sup>1)</sup>		Total Executive Group Management <sup>2)</sup>	
	2024	2023	2024	2023
Basic salary <sup>3)</sup>	567	558	2 031	2 011
Contributions to social security and pension funds on fixed compensation	164	161	557	548
<b>Total fixed compensation</b>	<b>731</b>	<b>719</b>	<b>2 588</b>	<b>2 559</b>
Variable compensation in cash	280	212	781	573
Share-based compensation <sup>4)</sup>	371	272	1 094	802
Contributions to social security on variable compensation	50	37	126	92
<b>Total variable compensation</b>	<b>701</b>	<b>521</b>	<b>2 001</b>	<b>1 467</b>
<b>Total compensation</b>	<b>1 432</b>	<b>1 240</b>	<b>4 589</b>	<b>4 026</b>
<b>Number of allotted shares</b>	<b>5 000</b>	<b>4 000</b>	<b>14 750</b>	<b>11 800</b>

<sup>1)</sup> Urs Ryffel, CEO

<sup>2)</sup> The Executive Group Management consists of six Members

<sup>3)</sup> Including allowances

<sup>4)</sup> Based on the year-end share price of CHF 74.20 (previous year: CHF 68.00). Shares are transferred in the following financial year, subject to approval by the Annual General Meeting.

No loans or credits have been granted to current or former Executive Group Management Members. In addition, no compensation or loans have been granted to related parties of the Executive Group Management.

In accordance with Article 734d of the Swiss Code of Obligations (OR), shareholdings in the company by Members of Executive Group Management are as follows:

### Shareholdings of Executive Group Management

(Number of shares at 31 December 2024)

		Own shares	Shares of close family members	Total shares	Of which non-restricted shares	Of which restricted shares <sup>1)</sup>	Total share of votes <sup>2)</sup>
Urs Ryffel	CEO	47 100	-	47 100	34 100	13 000	0.26%
Reto Bolt	Member	17 280	-	17 280	3 680	13 600	< 0.10%
Drew Nixon	Member	15 530	-	15 530	10 330	5 200	< 0.10%
Patricia Stolz	Member	9 520	-	9 520	4 970	4 550	< 0.10%
Jürgen Walter	Member	3 600	-	3 600	-	3 600	< 0.10%
Ivo Wechsler	Member	18 800	-	18 800	9 600	9 200	0.10%
<b>Total shareholdings EGM 2024</b>		<b>111 830</b>	<b>-</b>	<b>111 830</b>	<b>62 680</b>	<b>49 150</b>	<b>0.61%</b>

### Shareholdings of Executive Group Management

(Number of shares at 31 December 2023)

		Own shares	Shares of close family members	Total shares	Of which non-restricted shares	Of which restricted shares <sup>1)</sup>	Total share of votes <sup>2)</sup>
Urs Ryffel	CEO	43 100	-	43 100	29 100	14 000	0.23%
Reto Bolt	Member	15 680	-	15 680	3 680	12 000	< 0.10%
Drew Nixon	Member	13 930	-	13 930	8 330	5 600	< 0.10%
Patricia Stolz	Member	8 120	-	8 120	3 220	4 900	< 0.10%
Jürgen Walter	Member	2 000	-	2 000	-	2 000	< 0.10%
Ivo Wechsler	Member	19 200	-	19 200	10 000	9 200	0.10%
<b>Total shareholdings EGM 2023</b>		<b>102 030</b>	<b>-</b>	<b>102 030</b>	<b>54 330</b>	<b>47 700</b>	<b>0.55%</b>

<sup>1)</sup> Shares with remaining lock-in periods of up to ten years

<sup>2)</sup> Shares in % of shares entitled to a dividend

## 6 Management compensation compared to amounts approved by the Annual General Meetings 2023 and 2024

The tables below provide a comparison of the actual amounts in the reporting year to the respective amounts approved by the Annual General Meeting.

### Board of Directors

	Cash based compensation Board of Directors 1 April 2023 - 31 March 2024 <sup>1)</sup>		Share based compensation Board of Directors 1 April 2023 - 31 March 2024 <sup>2)</sup>		
	Approved Maximum as applied for	Actual	Approved Maximum as applied for	Approved Maximum based on share price as of allotment date	Actual
Cash, in CHF 1 000	964	811	0	0	0
Number of shares	0	0	8 000	8 000	8 000
Share-based compensation in CHF 1 000 <sup>3)</sup>	0	0	503	604	604
Social security, pension and rounding up in CHF 1 000	136	103	97	39	39
<b>Total</b>	<b>1 100</b>	<b>914</b>	<b>600</b>	<b>643</b>	<b>643</b>

### Executive Group Management

	Fixed compensation EGM 1 July 2023 - 30 June 2024 <sup>1)</sup>		Variable compensation EGM 1 January 2023 - 31 December 2023 <sup>2)</sup>		
	Approved Maximum as applied for	Actual	Approved Maximum as applied for	Approved Maximum based on share price as of allotment date	Actual
Cash, in CHF 1 000	2 082	2 011	571	571	571
Number of shares	0	0	11 800	11 800	11 800
Share-based compensation in CHF 1 000 <sup>3)</sup>	0	0	742	891	891
Social security, pension and rounding up in CHF 1 000	818	564	187	98	98
<b>Total</b>	<b>2 900</b>	<b>2 575</b>	<b>1 500</b>	<b>1 560</b>	<b>1 560</b>

<sup>1)</sup> According to AGM Agenda 2023

<sup>2)</sup> According to AGM Agenda 2024

<sup>3)</sup> Share price 62.84 (average 5 days before the NCC meeting of 21 February 2024) compared to share price 75.50 as of 27 March 2024 (allotment date)

## 7 Functions held by Members of the Board of Directors and Members of the Executive Group Management in other companies as of 31 December 2024

### Members of the Board of Directors

#### Urs Kaufmann

- Bucher Industries AG\*\*, Niederweningen (CH): Chairman of the Board of Directors
- SFS Group AG\*\*, Heerbrugg (CH): Vice-Chairman of the Board of Directors
- Müller Martini Holding AG, Hergiswil (CH): Member of the Board of Directors

#### Dr. Beat Kälin

- Komax Holding AG\*\*, Dierikon (CH): Chairman of the Board of Directors
- CabTec Holding AG, Rotkreuz (CH): Member of the Board of Directors

#### Marina Bill

- Piab AB, Danderyd (SE): Member of the Board of Directors
- IFR (International Federation of Robotics), Frankfurt am Main (D): Vice President and Member of the Board

#### Prof. Dr. Monika Bütler

- AC Immune SA\*\*, Lausanne (CH): Vice Chair of the Board of Directors
- Schindler Holding Ltd.\*\*, Hergiswil (CH): Member of the Board of Directors
- Swiss Life Holding AG\*\* and Swiss Life AG, Zurich (CH): Member of the Board of Directors
- Gebert RUF Stiftung, Zurich (CH): Vice President of the Foundation Board
- SMG, Swiss Management Association, Zurich (CH): Member of the Executive Board (until April 2025)

#### Kerstin Günther

- None

#### Rolf Seiffert

- AlpRail GmbH, Gais (CH): CEO

#### Dr. Franz Studer

- EGS Beteiligungen AG\*, Zurich (CH): Managing Director
- Kantonsspital Winterthur, Winterthur (CH): Chairman of the Board of Directors
- FAES AG, Wollerau (CH): Member of the Board of Directors
- Roth Gerüste AG, Gerlafingen (CH): Member of the Board of Directors
- Sensirion Holding AG\*\* and Sensirion AG, Stäfa (CH): Member of the Board of Directors
- DV Bern AG, Bern (CH): Member of the Board of Directors
- Serto Holding AG, Serto Group AG and Serto AG, Frauenfeld (CH): Member of the Board of Directors

\*Significant shareholder at HUBER+SUHNER AG

**Jörg Walther**

- Schärer Attorneys at Law, Aarau (CH): Partner
- Zehnder Group AG\*\*, Gränichen (CH): Vice-Chairman of the Board of Directors
- AEW Energie AG, Aarau (CH): Vice-Chairman of the Board of Directors
- SFS Group AG\*\*, Heerbrugg (CH): Member of the Board of Directors
- Kraftwerk Augst AG, Augst (CH): Member of the Board of Directors
- Immobilien AEW AG, Aarau (CH): Member of the Board of Directors
- Apotheke im Stadtspital Zurich AG, Zurich (CH): Member of the Board of Directors
- Aare-Apotheke Rombach AG, Rombach (CH): Member of the Board of Directors
- swissVR, Rotkreuz (CH): Member of the Executive Board

**Members of the Executive Group Management****Urs Ryffel**

- Vetropack Holding AG\*\*, Bülach (CH); Member of the Board of Directors (since 28 February 2024)
- Bergbahnen Scuol AG, Scuol (CH): Member of the Board of Directors
- SMG, Swiss Management Association, Zurich (CH): Member of the Board (since 25 April 2024)
- Swissmem, Zurich (CH): Member of the Board

**Reto Bolt**

- Mosmatic AG, Neckertal (CH): Member of the Board of Directors

**Drew Nixon**

- None

**Patricia Stolz**

- Raiffeisenbank Mittelthurgau, Weinfelden (CH): Member of the Board of Directors (since 2 May 2024)
- focus50+, Zurich (CH): Member of the Board

**Jürgen Walter**

- None

**Ivo Wechsler**

- St. Galler Kantonalbank AG\*\*, St. Gallen (CH): Member of the Board of Directors (since 2 May 2024)
- Zehnder Group AG\*\*, Gränichen (CH): Member of the Board of Directors

\*\* listed company

Functions held by Members of the Board of Directors and Members of the Executive Group Management in other companies as of 31 December 2023 are disclosed in previous years' [compensation report Section 5, p. 60 et seq.](#)



Ernst & Young Ltd  
Aeschengraben 27  
P.O. Box  
CH-4002 Basle

Phone: +41 58 286 86 86  
www.ey.com/en\_ch

To the General Meeting of  
Huber+Suhner AG, Herisau

Basle, 10 March 2025

## Report of the statutory auditor on the audit of the compensation report



### Opinion

We have audited the compensation report of HUBER+SUHNER AG (the Company) for the year ended 31 December 2024. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables on page 59 to 65 of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the 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, and we have 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 tables on page 59 to 65 in the compensation report, the HUBER+SUHNER Group Financial Statements, the Financial Statements of HUBER+SUHNER AG 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. It 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 judgment 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.

Ernst & Young Ltd



Iwan Zimmermann  
(Qualified Signature)  
Licensed audit expert  
(Auditor in charge)



Erik Zeller  
(Qualified Signature)  
Licensed audit expert