

# Compensation

**207** Letter from the Chair of the Compensation Committee

**208** Compensation Report







## Letter from the Chair of the Compensation Committee

**On behalf of the Board of Directors and the Compensation Committee, I am pleased to introduce the Compensation Report of SIG Group AG ("SIG" or the "Company") for the year ended December 31, 2024. This report on compensation complements our business, financial, social responsibility and corporate governance reports, and describes SIG's compensation system and its governance, as well as the underlying principles which ensure that compensation, particularly the variable components, is linked to the overall performance of SIG.**

The principles guiding SIG's compensation framework are to attract, engage and retain executives and employees, to drive sustainable performance and to encourage behaviors that are in line with SIG's values as well as with the long-term interests of shareholders and other relevant stakeholders. The Compensation Committee regularly assesses, reviews and develops the compensation framework to ensure that it is aligned with these principles.

I would like to thank you for the very positive vote on the 2023 Compensation Report. The approval rate of more than 90% is a clear acknowledgement of the increased transparency of the report as well as of the strong and solid compensation structure. In the course of its regular annual activities, the Compensation Committee continues to assess, review and develop the compensation framework to foster sustainable performance and considers market trends and insights for further development of the compensation system.

As part of our annual outreach to investors, the Company undertook a comprehensive effort to gain a more detailed understanding of shareholder views on our compensation system. Based on the findings, the Compensation Committee has decided to review the ESG component in the variable compensation in the course of 2025, in order to further improve rewards for ESG achievements. We will communicate any changes in next year's Compensation Report.

A strong focus on ESG matters is integral to SIG's business strategy and activities, and the compensation framework has for some years included a sustainability metric linked to our EcoVadis score. This score reflects SIG's performance in the areas of environment, labor and human rights, ethics and sustainable procurement, and encompasses a comprehensive view on ESG matters with relevance for all SIG stakeholders. We are happy to inform you that in 2024 we were able to increase the level and transparency of reporting under the EcoVadis rating methodology and have maintained our platinum rating. Please refer to the section headed Compensation framework of the Group Executive Board in this report to read more about the methodology of the EcoVadis Score.

The Compensation Committee has concluded that the general principles, elements and processes currently in place remain appropriate for SIG, especially considering the changes which were announced in the 2023 Compensation Report and became effective in 2024. These are increased shareholding requirements for both the Board of Directors and the Group Executive Board as well as some changes to the Short-Term Incentive Plan. On a Group level, the weighting of the free cash flow component in the Short-Term Incentive Plan has increased from 15% to 20% while the weighting of the adjusted EBITDA component has been reduced from 55% to 50%. For the Short-Term Incentive Plan at a regional level, adjusted operating net working capital as a percentage of revenue has been replaced by a free cash flow KPI.

SIG is convinced that diversity, equity and inclusion (DE&I) as well as an open corporate culture are important drivers for innovation and successful collaboration. We are committed to creating a workplace where employees are treated fairly with equal employment, compensation and development opportunities. SIG has committed to running regular gender pay analyses, even where we are not required to do so under applicable local laws, thereby underpinning our commitment to a gender-diverse and fair workplace. We provide you with additional insights into our initiatives and activities for our most valued assets – our employees – in the Sustainability section of the Annual Report.

At the upcoming Annual General Meeting ("AGM"), we will ask our shareholders to approve prospectively, in binding votes, the maximum aggregate amount of compensation for the Board of Directors until the next AGM in 2026 and the maximum aggregate amount of compensation for the Group Executive Board for the year 2026. Furthermore, this Compensation Report will be submitted to shareholders for a non-binding, consultative vote.

We believe that this report provides a comprehensive overview of SIG's compensation philosophy and approach. We are convinced that our remuneration system rewards performance in a balanced and sustainable manner that is well aligned with the interests of shareholders and other relevant stakeholders and equips SIG with effective tools in a competitive work environment.

On behalf of SIG, the Compensation Committee and the entire Board of Directors, I would like to thank you, our shareholders, for your contribution and your continued trust in SIG.

### Werner Bauer

Chair of the Compensation Committee  
Neuhausen am Rheinfall, December 31, 2024



## Introduction

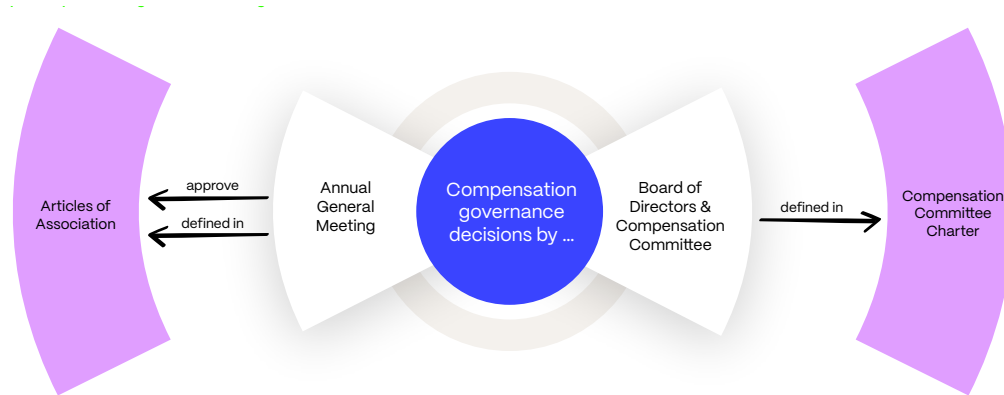
This Compensation Report has been prepared in compliance with Swiss laws and regulations. The report is in line with the relevant section of the Swiss Code of Obligations ("Obligationenrecht"), particularly articles 734–734f, and the SIX Directive on Information relating to Corporate Governance. It also takes into account the recommendations set out in the Swiss Code of Best Practice for Corporate Governance published by economiesuisse.

The Compensation Report contains the following information:

- A description of the compensation governance and compensation framework at SIG
- The compensation of the members of the Board of Directors ("Board") for 2024
- The compensation of the Group Executive Board ("GEB") for 2024

### Compensation governance

Figure 1: Compensation governance at SIG.



The compensation governance structure at SIG involves three primary bodies, as depicted in Figure 1: (1) the Board, (2) the Compensation Committee, acting in an advisory capacity for the Board, and (3) SIG's shareholders at the Annual General Meeting. The Compensation Committee Charter and the Articles of Association outline and define the roles and responsibilities of these bodies. Figure 2 shows the most relevant provisions on compensation in the Articles of Association.

Figure 2: Relevant provisions on compensation in the Articles of Association of SIG.

Principles for the compensation of the members of the Board and the Group Executive Board (art. 24 to 26)	Members of the Board of Directors receive fixed compensation, while members of the Group Executive Board receive fixed and variable compensation. The variable compensation may include short-term and long-term variable compensation components. These are governed by quantitative and qualitative performance criteria that take into account the performance of the Company and the group and/or operating units thereof, and/or individual targets.
Compensation approvals by the General Meeting (art. 27)	The AGM has the authority to approve the maximum aggregate amount of compensation for the Board of Directors for the ensuing term of office and the maximum aggregate amount of compensation for the Group Executive Board for the following year.
Supplementary amounts available for members joining the Group Executive Board after the relevant approval of compensation by the AGM (art. 27, para. 4)	SIG is authorised to pay compensation to such members of the Group Executive Board without further approval even in excess of the maximum aggregate amount approved by the AGM for the relevant year, provided that the sum of such excess amount is not greater than 40% of the approved maximum aggregate amount of compensation for the Group Executive Board for such year.
Rules on loans, credit facilities and post-employment benefits (art. 29, para. 2)	SIG may enter into compensated non-competition agreements with members of the Group Executive Board with a duration of up to 18 months after termination of the employment.
Retirement benefits (art. 30)	SIG may establish or join one or more independent pension funds for occupational pension benefits. Instead, or in addition, SIG may directly offer retirement benefits (such as pensions, purchase of healthcare insurances, etc.) outside of the scope of occupational pension benefit regulations to members of the Group Executive Board and may pay them out after retirement.

The Articles of Association can be found on the SIG home page for investors: <https://www.sig.biz/investors/en/governance/articles-of-association>, or downloaded directly here: <https://api.sig.biz/media/e33d0ovl/sig-group-ag-articles-of-association.pdf>

The roles of the AGM and the Compensation Committee are described in more detail in the following paragraphs. The general split and delegation of responsibilities and authorities between the Board, the Compensation Committee and the AGM is illustrated in Figure 3.



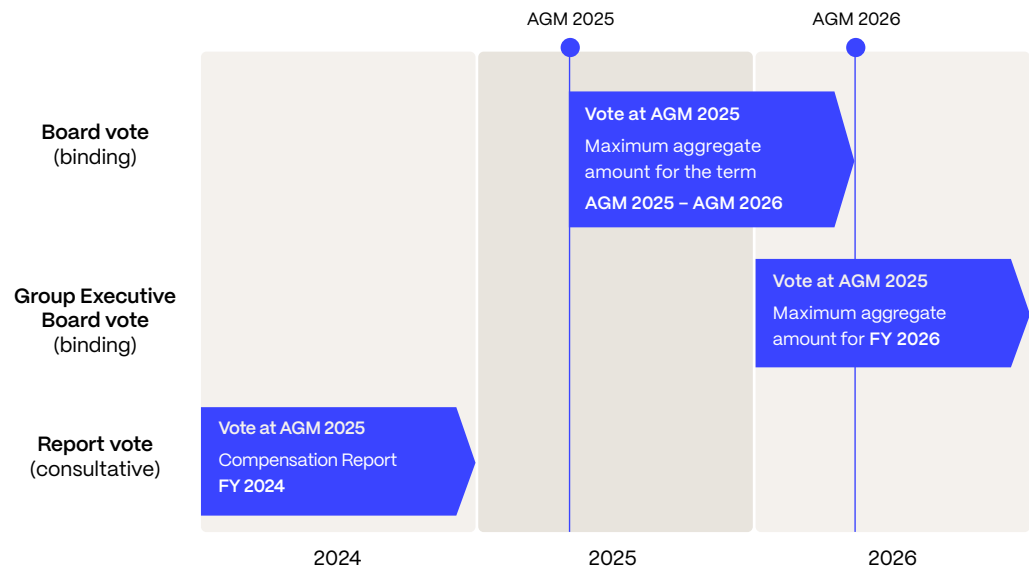
Figure 3: Authority table regarding compensation.

	CEO	Compensation Committee	Board of Directors	AGM
Compensation principles (Articles of Association)			Approval (subject to AGM approval)	Approval (in case of changes, binding vote)
Compensation strategy and guidelines		Proposal	Approval	
Key terms of compensation plans and programmes for members of the Board of Directors and Group Executive Board		Proposal	Approval	
Maximum aggregate compensation for members of the Board of Directors		Proposal	Approval (subject to AGM approval)	Approval (binding vote)
Maximum aggregate compensation and benefits for members of the Group Executive Board		Proposal	Approval (subject to AGM approval)	Approval (binding vote)
Employment and termination agreements for the CEO		Proposal	Approval	
Employment and termination agreements for members of the Group Executive Board, other than the CEO	Proposal	Review	Approval	
Compensation Report		Proposal	Approval	Approval (consultative vote)
Individual total compensation of the CEO		Proposal	Approval	
Individual total compensation of other members of the Group Executive Board, other than the CEO	Proposal	Review	Approval	

Role of the shareholders – shareholder engagement

In line with SIG’s Articles of Association, particularly Art. 11 and Art. 27, the Board will submit three separate compensation-related resolutions for shareholder approval at the AGM in April 2025, as illustrated in Figure 4:

Figure 4: Overview of votes at the 2025 AGM.



Board of Directors and Executive Management

The Corporate Governance report on page 183 provides a detailed overview of the composition of the Board of Directors as well as the Group Executive Board, including biographies of the current members.

Composition of the Compensation Committee

The Compensation Committee consists of three independent, non-executive Board members who are elected annually and individually by the Annual General Meeting for a one-year term until the following Annual General Meeting. At the Annual General Meeting 2024, Wah-Hui Chu and Matthias Währen were re-elected as members of the Compensation Committee. Mariel Hoch did not stand for re-election as a member of the Compensation Committee. Her seat in the Committee has been taken over by Werner Bauer, who was elected as a new member of the Compensation Committee by the AGM 2024. Werner Bauer was appointed by the Board of Directors to be the Chair of the Committee.



Role of the Compensation Committee and activities during 2024

The main role of the Compensation Committee is to assist the Board in fulfilling its responsibilities relating to the compensation of the members of the Board and the Group Executive Board of SIG. The Compensation Committee supports the Board in discharging its duties; proposes guidelines regarding the compensation of the members of the Board, the Chief Executive Officer ("CEO") and the other members of the Group Executive Board; proposes the maximum aggregate amounts of compensation to be submitted to the Annual General Meeting for approval; and assists the Board in preparing the related motions for the Annual General Meeting.

The Compensation Committee Chair ensures that the Board members are kept informed in a timely and appropriate manner of all material matters within the Compensation Committee's area of responsibility.

The Compensation Committee Chair convenes the meetings of the Compensation Committee as often as the business affairs of SIG require, but at least three times a year. In 2024, the Compensation Committee held seven meetings. Some of the meetings were held as video conferences or hybrid meetings. The majority of the meetings in 2024 had full attendance by all members of the Compensation Committee. The topics covered in the meetings are described in Figure 5.

Figure 5: Topics covered by the Compensation Committee in 2024.

Agenda Item	Jan.	Feb.	Jun.	Aug.	Sep.	Dec.
Principles and design of compensation plans						
Market intelligence (recent developments in compensation, legal, governance landscapes)			•			
Review of general target framework for Short-Term Incentive and Long-Term Incentive Plan			•		•	
Review and update of the Board of Directors Pay Policy		•				

Agenda Item	Jan.	Feb.	Jun.	Aug.	Sep.	Dec.
Compensation Group Executive Board						
Short-Term Incentive Plan						
- Target achievement 2023		•				
- Target setting 2024	•	•				
- Define framework and KPI measures for 2025					•	•
Long-Term Incentive Plan						
- Recommendation of plan participants and target setting for grant 2024		•				
- Plan 2021-2024: target achievement and vesting multiple		•				
Group Executive Board: employment matters related to succession planning and organizational development				•		
Review of compensation for members of the Group Executive Board	•	•				
Review of compensation principle, design and composition for the Group Executive Board					•	
Compensation Board of Directors						
Review of compensation for members of the Board of Directors	•	•				



Agenda Item	Jan.	Feb.	Jun.	Aug.	Sep.	Dec.
General Framework						
Shareholding Guidelines Assessment	●					
Pay equity roadmap – status update						●
Communication						
AGM invitation, including determination of the maximum amounts of compensation for the Board of Directors (for the term AGM 2024 to AGM 2025) and the Group Executive Board (year 2025)		●				
Analysis of the compensation voting results of the AGM and the proxy advisors' feedback			●			
Compensation Report	●	●				●

As part of our annual outreach to investors, the Company undertook a comprehensive effort to understand shareholder opinions and perspectives regarding SIG’s compensation framework. The Compensation Committee noted certain concerns in relation to the ESG KPI component in the variable compensation plans as well as around target setting for the rTSR KPI measure in the LTIP. The Committee discussed the concerns expressed regarding both topics. It has decided to conduct a review in 2025 of the ESG component in the variable compensation plans.

A performance review of the Board, the Committees and the Group Executive Board was conducted by the Nomination and Governance Committee during 2024, with some members of the Compensation Committee in attendance to ensure close coordination.

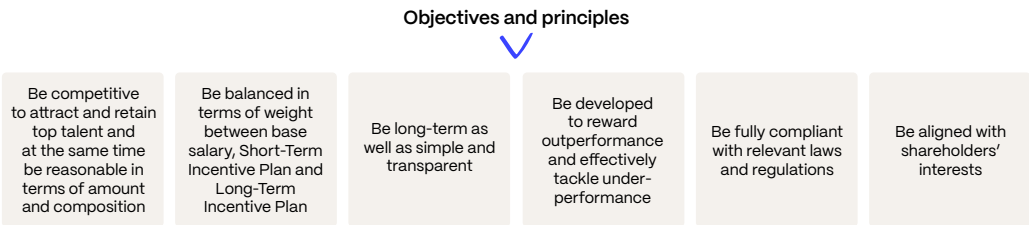
The Compensation Committee may ask members of the Group Executive Board, one or more senior managers in the People & Culture function and third parties to attend meetings in an advisory capacity and may provide them with appropriate information. However, the Compensation Committee also regularly holds private sessions (i.e. without the presence of members of the Group Executive Board, senior managers or third parties). Further, all members of the Board may attend any Compensation Committee meeting as guests. The Chair of the Board and the members of the Group Executive Board did not attend the meeting when their own compensation and/or performance was discussed. The Chair of the Compensation Committee reported to the Board after each meeting on the substance of the meeting and explained the proposals of the Compensation Committee to the Board. The documents and minutes of Compensation Committee meetings are available to all members of the Board.

The Compensation Committee may decide to consult external advisers on specific compensation matters. In 2024, the Compensation Committee appointed HCM International Ltd. (“HCM”) as an external independent adviser on certain compensation matters including on target setting for the Long-Term Incentive Plan, as described in the section Long-Term Incentive Plan. Apart from the aforementioned advice on compensation matters, HCM was not appointed for any other mandates in 2024.

**Compensation principles**

The compensation framework of SIG reflects the commitment to attract, engage and retain top talent globally and to align the interests of SIG leaders with those of shareholders. SIG’s overall compensation framework is long-term in nature and designed to reward outperformance and effectively address underperformance, with performance defined relative to targets and, in some cases, relative to peers. SIG endeavors to make its compensation principles simple and transparent for the benefit of shareholders, Board and management. The compensation principles are illustrated in Figure 6.

Figure 6: SIG compensation framework, objectives and principles.



To assess SIG’s compensation system from the perspectives of both internal equity and external competitiveness, compensation is from time to time benchmarked against that of similar roles in comparable companies. The Compensation Committee uses such analysis to regularly review the composition, level and structure of the approach to compensation for the Board and the Group Executive Board.

For the Board of Directors, the peer group for the benchmarking conducted in 2023 consists of the constituents of the SMI MID Index<sup>1</sup> (Swiss mid-cap stocks in the Swiss equity market as of September 30, 2023). For the Group Executive Board, a broader industry-related Swiss and European peer group<sup>2</sup> has been considered by applying the defined principles and considering SIG’s positioning at the median of the peer group.

1 The peer group used for the compensation benchmarking analysis of the Board in 2023 consisted of the following SMI MID companies: Adecco Group AG; ams-OSRAM AG; Bachem Holding AG; Baloise Holding AG; Barry Callebaut AG; BELIMO Holding AG; BKW AG; Ch. Lindt & Sprüngli AG; Clariant AG; Avolta AG (former Dufry AG); EMS-CHEMIE Holding AG; Flughafen Zürich AG; Galenica AG; Georg Fischer AG; Helvetia Holding AG; Julius Bär Gruppe AG; Meyer Burger Technology AG; PSP Swiss Property AG; Schindler Holding AG; SGS AG; Straumann Holding AG; The Swatch Group AG; Swiss Prime Site AG; Tecan Group AG; Temenos AG; VAT Group AG.

2 The peer group used for the compensation benchmarking analysis of the Group Executive Board in 2023 consisted of the following companies: Alfa Laval; Barry Callebaut AG; Billerud; Bucher; Ch. Lindt & Sprüngli; Dürr AG; Geberit AG; Georg Fischer AG; Gerresheimer AG; Givaudan SA; Huhtamäki Oyj; IMI plc; Mayr-Melnhof Karton AG; Mondi plc; OC Oerlikon; Schindler; SFS Group; Stora Enso; Straumann; Svenska Cellulosa; Tecan Group AG; Weir Group PLC; VAT Group AG.



Compensation framework for the Board of Directors

Compensation overview for the Board of Directors

To underline the role of the Board to perform independent oversight and supervision of SIG, the entire compensation of the Board is fixed and contains no variable pay component.

The compensation for the members of the Board of Directors has two components: a fixed annual base fee and one or more fixed annual Committee fees for assuming the role of Chair of a Board Committee or member of a Board Committee. Only ordinary members of the Board are entitled to the additional Committee fees. The compensation of the Chair of the Board consists of the annual base fee only. Required employee social security contributions under the relevant country’s applicable law are included in the compensation.

Where required by Swiss law, members of the Board of Directors are insured via the Company’s pension plan. However, the employer pension contribution is entirely funded by the respective member of the Board of Directors. This means that the member of the Board pays for the totality of the pension contributions (employee and employer portion), while the Company does not make any contributions. In 2024, only the Chair was insured via the Company’s pension plan and paid for the totality of the pension contributions. No additional compensation components such as lump-sum expenses or attendance fees are awarded to any member of the Board.

In 2024, the new Technology and Innovation Committee was formally established, and the respective compensation level was incorporated by the Board into the pay policy. Apart from adding the compensation for the new Committee, the compensation levels for the members of the Board of Directors remained unchanged from those set in 2018.

The amounts of the annual base fee and annual Committee fees for the Chair and the members of the respective Committees set by the Board are illustrated in Figure 7.

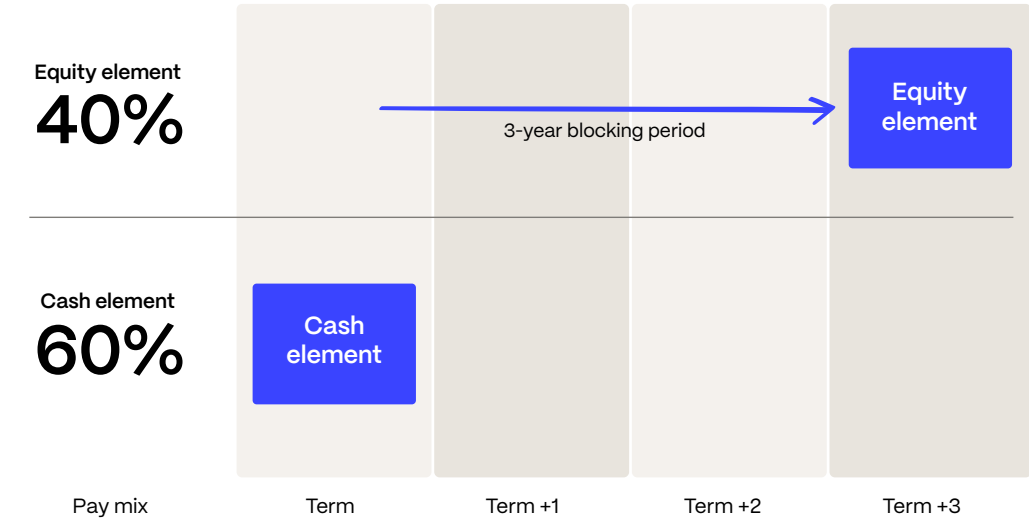
Figure 7: Overview of the Board of Directors’ fees.

	Annual base fee (in CHF, gross)	Annual Committee fees (in CHF, gross)							
		Audit and Risk		Compensation		Nomination and Governance		Technology and Innovation	
		Chair	Member	Chair	Member	Chair	Member	Chair	Member
Chair-person	550,000	Not entitled							
Other member	175,000	50,000	25,000	40,000	15,000	40,000	15,000	40,000	15,000

The individual sum of the annual base fee and, where applicable, annual Committee fee(s) per member are paid 60% in cash and 40% in equity (blocked SIG shares).

The equity component is intended to further strengthen the long-term focus of the Board in performing its duties and to align the Board members’ interests with those of SIG’s shareholders. Both the cash and equity elements are paid out on a quarterly basis in four equal installments. A three-year blocking period is applied to the SIG shares, expiring at the third anniversary of each allocation. During this blocking period shares cannot be sold, transferred, donated, pledged or otherwise disposed of. The approach is illustrated in Figure 8.

Figure 8: Compensation approach for the Board of Directors.





## Compensation awarded to the Board of Directors

The following tables summarize the compensation for 2024 and 2023 of the ten members (2023: nine members) of the Board, all of whom are non-executive members.

**Table 1: Total compensation of the Board of Directors in 2024 (January 1 – December 31).** ✓

Members of the Board of Directors during 2024	Board membership	ARC <sup>1</sup>	CC <sup>2</sup>	NGC <sup>3</sup>	TIC <sup>4</sup>	Settled in cash, CHF <sup>5</sup>	Settled in SIG shares, CHF <sup>6</sup>	Social security payments, CHF <sup>7</sup>	Total compensation earned in 2024, CHF
Andreas Umbach	Chair			Chair <sup>8</sup>		330,000 <sup>9</sup>	220,019	33,322	583,341
Werner Bauer	•	. <sup>10</sup>	Chair <sup>10</sup>	•	•	141,231	94,185	13,576	248,992
Wah-Hui Chu	•		•	. <sup>11</sup>		116,820	77,924	–	194,744
Thomas Dittrich <sup>12</sup>	•	. <sup>12</sup>				82,400	54,976	9,781	147,157
Mariel Hoch	•	•	Chair <sup>13</sup>	Chair <sup>13</sup>		144,000	96,048	16,735	256,783
Florence Jeantet	•	•		. <sup>14</sup>	•	127,531	85,065	–	212,596
Laurens Last	•				•	111,051	74,076	13,306	198,433
Abdallah al Obeikan	•				Chair	121,480	81,026	14,391	216,897
Martine Snels	•	•		•	•	135,051	90,075	–	225,126
Matthias Währen	•	Chair	•			144,000	96,048	13,865	253,913
<b>Total</b>						<b>1,453,564</b>	<b>969,442</b>	<b>114,976</b>	<b>2,537,982</b>

1 Audit and Risk Committee.

2 Compensation Committee.

3 Nomination and Governance Committee.

4 Technology and Information Committee. This committee was officially established as of the AGM in April 2024. Respective committee fees disclosed reflect the period from April 23, 2024 to December 31, 2024.

5 Represents gross amounts paid, prior to any deductions such as employee social security and income withholding tax.

6 Represents gross amounts settled in blocked SIG shares, prior to any deductions such as employee social security and income withholding tax. The number of blocked SIG shares is determined by dividing each Board member's individual compensation amount (settled in shares) for one award cycle by the volume-weighted average closing price of a share on the SIX Swiss Exchange over the last 10 trading days of the second month of the quarter plus the first 10 trading days of the third month of the quarter for which the blocked SIG shares are granted.

7 Employer social security contributions.

8 Andreas Umbach stepped down from the mandate as Chair of the Nomination and Governance Committee as of the Annual General Meeting on April 23, 2024.

9 Includes employer pension contributions of CHF 41,440 funded by the Chair through a reduction of the cash portion of the fee.

10 Werner Bauer stepped down as a member of the Audit and Risk Committee and was elected as member of the Compensation Committee at the Annual General Meeting on April 23, 2024. He was appointed as Chair of the Committee by the Board of Directors on the same date. The respective numbers disclosed reflect the remuneration as a member of the Audit and Risk Committee for the period from January 1, 2024 to April 23, 2024 and the remuneration as Chair of the Compensation Committee for the period from April 23, 2024 to December 31, 2024.

11 Wah-Hui Chu stepped down as a member of the Nomination and Governance Committee as of the Annual General Meeting 2024. The respective numbers disclosed reflect the remuneration as a member of the Nomination and Governance Committee for the period from January 1, 2024 to April 23, 2024.

12 Thomas Dittrich was elected as a member of the Board at the Annual General Meeting on April 23, 2024 and was appointed as a member of the Audit and Risk Committee on the same date. The respective numbers disclosed reflect the remuneration as a member of the Board of Directors and a member of the Audit and Risk Committee for the period from April 23, 2024 to December 31, 2024.

13 Mariel Hoch stepped down as Chair of the Compensation Committee and took over the Chair position in the Nomination and Governance Committee as of the Annual General Meeting on April 23, 2024. The respective numbers disclosed reflect the remuneration as Chair of the Compensation Committee for the period from January 1, 2024 to April 23, 2024 and the remuneration as Chair of the Nomination and Governance Committee for the period from April 23, 2024 to December 31, 2024.

14 Florence Jeantet became a member of the Nomination and Governance Committee at the Annual General Meeting on April 23, 2024. The respective numbers disclosed reflect the remuneration as a member of the Nomination and Governance Committee for the period from April 23, 2024 to December 31, 2024.



Table 2: Total compensation of the Board of Directors in 2023 (January 1 – December 31). ✓

Members of the Board of Directors during 2023	Board membership	ARC <sup>1</sup>	CC <sup>2</sup>	NGC <sup>3</sup>	Settled in cash, CHF <sup>4</sup>	Settled in SIG shares, CHF <sup>5</sup>	Social security payments, CHF <sup>6</sup>	Total compensation earned in 2023, CHF
Andreas Umbach	Chair			Chair	330,000 <sup>7</sup>	220,044	33,323	583,367
Werner Bauer	•	•		•	129,000	86,045	12,304	227,349
Wah-Hui Chu	•		•	•	123,000	82,042	–	205,042
Marcel Hoch	•	•	Chair <sup>8</sup>		139,426	93,025	16,260	248,711
Florence Jeantet	• <sup>9</sup>				73,269	48,873	–	122,142
Laurens Last	•				105,000	70,047	12,677	187,724
Abdallah al Obeikan	•				105,000	70,047	12,677	187,724
Martine Snels	•	•		•	129,000 <sup>10</sup>	86,045	13,539	228,583
Matthias Währen	•	Chair	• <sup>11</sup>		141,256	94,232	13,580	249,068
Colleen Goggins	• <sup>12</sup>		Chair <sup>12</sup>		39,338	26,259	–	65,596 <sup>12</sup>
<b>Total</b>					<b>1,314,288</b>	<b>876,659</b>	<b>114,359</b>	<b>2,305,306</b>

1 Audit and Risk Committee.

2 Compensation Committee.

3 Nomination and Governance Committee.

4 Represents gross amounts paid, prior to any deductions such as employee social security and income withholding tax.

5 Represents gross amounts settled in blocked SIG shares, prior to any deductions such as employee social security and income withholding tax. The number of blocked SIG shares is determined by dividing each Board member's individual compensation amount (settled in shares) for one award cycle by the volume-weighted average closing price of a share on the SIX Swiss Exchange over the last 10 trading days of the second month of the quarter plus the first 10 trading days of the third month of the quarter for which the blocked SIG shares are granted.

6 Employer social security contributions.

7 Includes employer pension contributions of CHF 41,440 funded by the Chair through a reduction of the cash portion of the fee.

8 Marcell Hoch became Chair of the Compensation Committee as of the Annual General Meeting in April 2023. The respective numbers disclosed reflect the remuneration as member of the Committee for the period from January 1, 2023 to April 20, 2023 and the fee for remuneration as the Chair of the CC for the period from April 21, 2023 to December 31, 2023.

9 Florence Jeantet was elected as member of the Board at the Annual General Meeting in April 2023. The respective numbers disclosed reflect the period from April 21, 2023 to December 31, 2023.

10 Includes employer pension contributions of CHF 24,511 funded by the Member through a reduction of the cash portion of the fee.

11 Matthias Währen replaced Colleen Goggins as a member of the Compensation Committee as of the Annual General Meeting in April 2023. The respective numbers disclosed reflect the Committee remuneration for the period from April 21, 2023 to December 31, 2023.

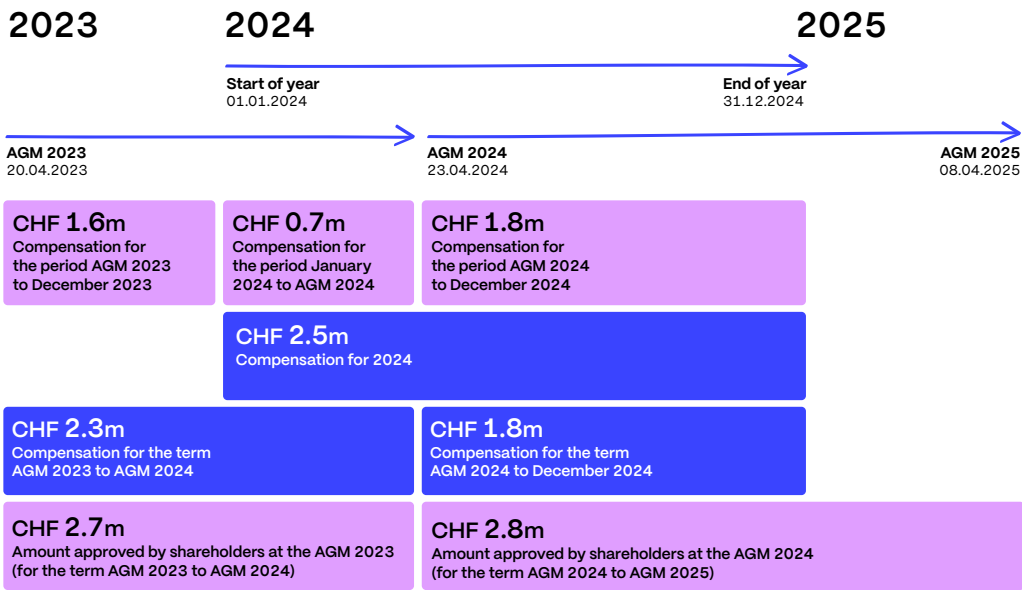
12 Mandate until AGM 2023 – the compensation disclosed reflects the period from January 1, 2023 to April 20, 2023.



**Reconciliation of compensation approved for and paid to the Board of Directors**  
The compensation level for the Board of Directors was unchanged compared with the previous compensation period. The overall total compensation paid to the Board of Directors in 2024 increased given the additional member on the Board of Directors as well as the establishment of the new Technology and Innovation Committee. The compensation levels for basic remuneration and the committee fees have remained at the same level versus previous years.

The reconciliation of the approved and granted amounts is illustrated in Figure 9.

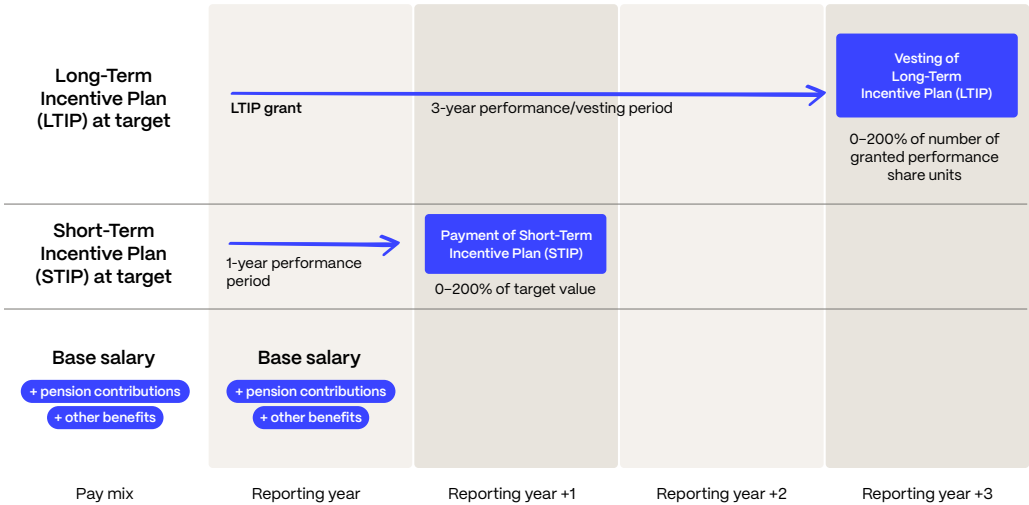
Figure 9: Reconciliation of compensation of the Board of Directors.



Compensation framework for the Group Executive Board

**Compensation overview for the Group Executive Board**  
Compensation for the members of the Group Executive Board is provided through the following main components: an annual base salary and pension benefits/other benefits, which together form the fixed compensation component; a Short-Term Incentive Plan ("STIP") and a Long-Term Incentive Plan ("LTIP"), which together form the variable compensation component (see Figure 10).

Figure 10: Illustrative overview of the compensation framework of the Group Executive Board in 2024.



Fixed compensation components:

**Annual base salary**  
The base salary is the main fixed compensation component paid to the members of the Group Executive Board at SIG. It is paid in cash in 12 equal monthly installments unless local law requires otherwise. The level of base salary is determined by the Board of Directors taking into account the specific role performed and the responsibilities accepted within that role. It rewards the experience, expertise and know-how necessary to fulfil the demands of a specific position. In addition, the market value of the role in the location where the Company competes for talent is considered.

**Pension benefits and other benefits**  
As the Group Executive Board is international in its nature, the members participate in the benefit plans available in the country of their employment. Benefits mainly include insurance and health care plans as well as pension coverage, where applicable. SIG's pension benefits for members of the Group Executive Board employed under a Swiss employment contract exceed the legal requirements of the Swiss Federal Law on Occupational Retirement, Survivors' and Disability Pension Plans (BVG) and are in line with the benefits offered by other international companies. Members of the Group Executive Board who are under a foreign employment contract are insured commensurately with market conditions and with their positions. The plans vary in accordance with the local competitive and legal environment and are structured in accordance with local practice and in line with local legal requirements.



In line with general market practice and Swiss law, new members joining the SIG Group Executive Board may be granted replacement awards to compensate for any resulting forfeited compensation at prior employers. Such replacement awards are structured on a “like-for-like” basis regarding instrument and performance conditions and never exceed the forfeited amount at the prior employer, which is verified based on written documentation provided by the recipient and, where needed, a third-party validation of the forfeiting value. If applicable, replacement awards are reported accordingly in the compensation table for the relevant financial year.

In addition, the Group Executive Board members receive certain executive perquisites and benefits in kind according to competitive market practice in the country of their employment (e.g. company cars) as well as cash premiums on share-based payments according to local law. The fair value of these benefits is disclosed in Table 3.

**Variable compensation components:**  
The variable compensation consists of a short-term incentive and a long-term incentive component.

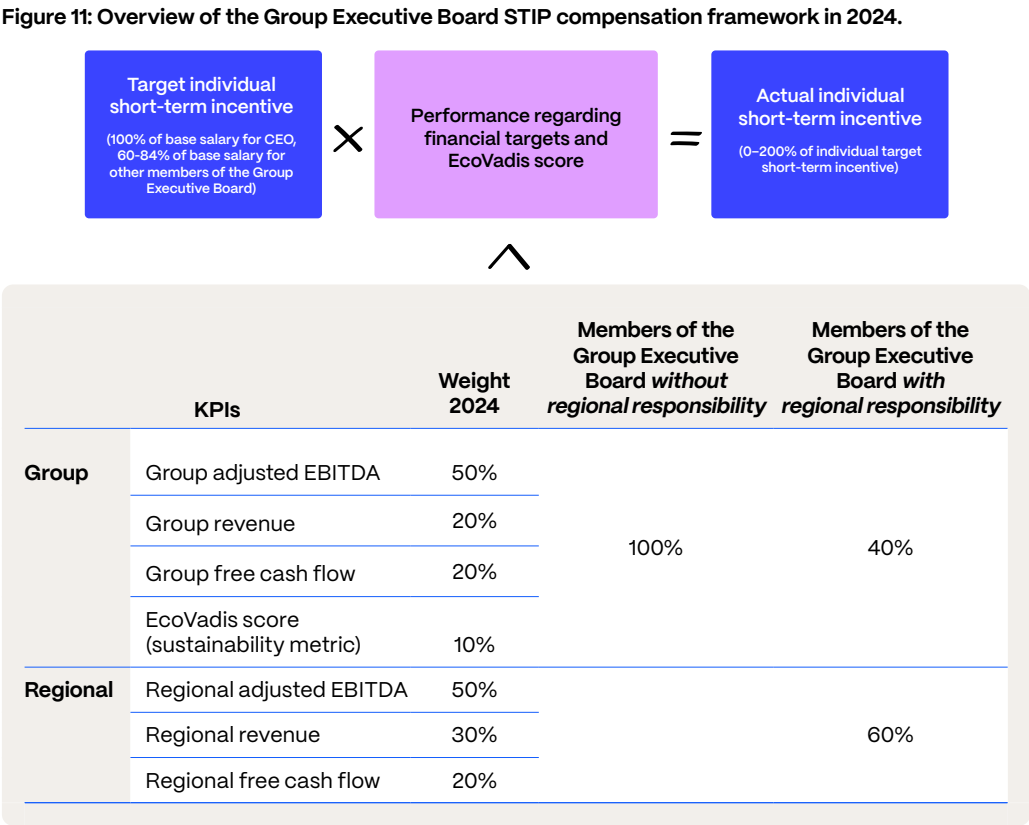
**Short-Term Incentive Plan (“STIP”)**  
Under the STIP, the members of the Group Executive Board are rewarded for the achievement of pre-defined annual targets for multiple key performance indicators (“KPIs”), including financial aspects (for details see Figure 11) as well as an ESG element. For 2024, the Board of Directors increased the weighting of the Group free cash flow (FCF) KPI by 5% while decreasing the weighting of Group adjusted earnings before interest, tax and depreciation (EBITDA) by 5% in comparison with 2023. In addition, the operating net working capital (ONWC) target at the regional level was replaced by a regional FCF KPI.

The ESG KPI criteria in the STIP underpins the ongoing commitment to sustainability rooted in SIG’s business strategy and activities. The assessment of achievements relating to the ESG element is based on the Company’s EcoVadis score<sup>1</sup>, enabling an objective and independent measurement approach. Essentially, EcoVadis assesses the quality of a company’s sustainability management system through its policies, actions and results.

Every year and for each Group Executive Board member the Board of Directors determines, based on a proposal by the Compensation Committee, an individual target amount under the STIP as a percentage of each member’s base salary, which is paid out if the targets for the KPIs are achieved to 100%. To determine the actual payout under the STIP, the performance of each KPI is assessed individually against pre-determined targets and is expressed as a target achievement rate in a range from 0% to 200% and then combined according to the assigned weightings (see Figure 11). The overall payout is capped at 200% of the target amount and can fall to zero should the minimum performance achievement level for each KPI not be attained. Detailed information regarding the target amounts, KPI targets and achievements of those targets is provided in the section “Short-Term Incentive Plan 2024” further below.

Group Executive Board members with regional responsibilities have KPIs reflecting their regional as well as Group performance. To strengthen the focus of members with regional responsibility on their region’s KPIs, the weighting of regional targets is set at 60%, while the weighting of Group KPIs is 40%.

For other Group Executive Board members with a primary Group Function focus, including the CEO and the CFO, performance is assessed based on Group performance only. The framework is illustrated in Figure 11.



1 EcoVadis is regarded as a global leader in business sustainability assessments and has rated over 130,000 companies (<https://ecovadis.com/>). For further information on the EcoVadis Medals and methodology please start at SIG’s recognition page <https://recognition.ecovadis.com/CZvKdybObUqy8pIBfhc1AQ>. SIG chose to use the EcoVadis aggregated score methodology, rather than selected KPIs, as it reflects the impact of all ESG-related KPIs and the sustainability approach related to implemented policies, actions and results. The SIG-specific KPIs influencing the score are aligned with strategic priorities across the value chain and operations. In the value chain, examples include reducing greenhouse gas emissions in line with climate science for Scope 1, 2 and 3 emissions and maintaining high standards of responsible sourcing for key commodities. Within the operations, KPIs include sustaining 100% renewable electricity usage and reducing lost-time injury cases. For People and Culture, they encompass metrics such as increasing diversity in leadership positions and employee training programs.

The Chief Markets Officer also acts as President of Bag-in-Box and Spouted Pouch. To take account of this responsibility, the short-term incentive compensation for this position is calculated on 60% Group targets and 40% Bag-in-Box and Spouted Pouch targets, as an exception to the framework illustrated in Figure 11.

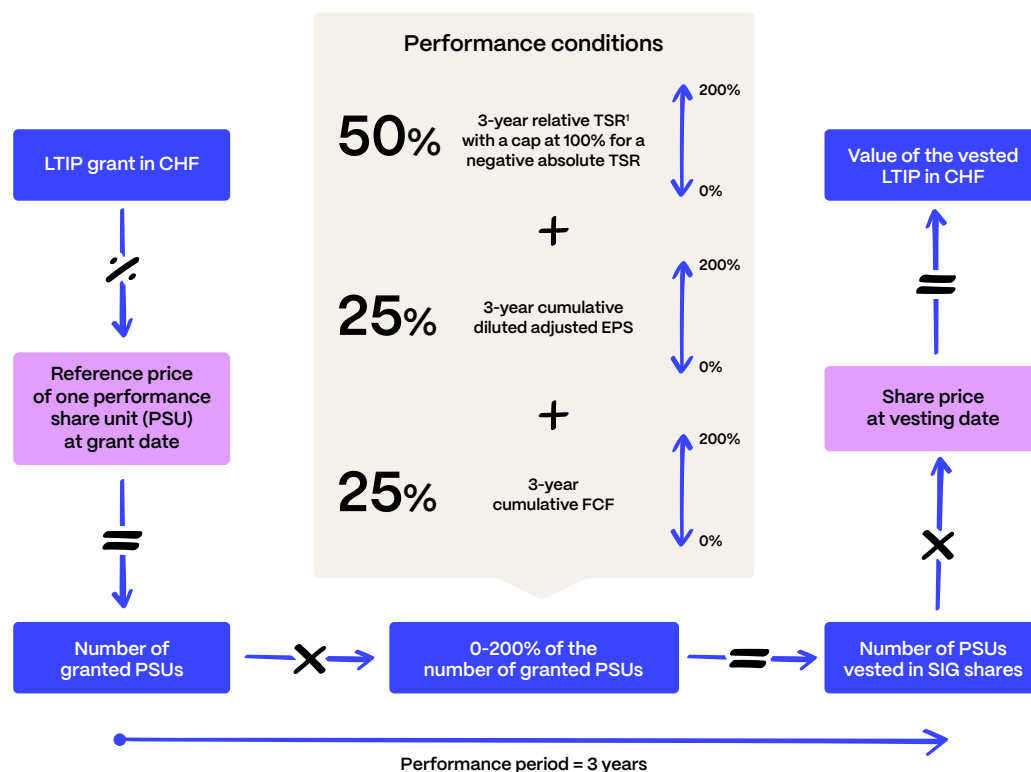


### Long-Term Incentive Plan ("LTIP")

The LTIP offers eligible employees the opportunity to participate in the long-term success of SIG, thereby reinforcing their focus on longer-term performance and aligning their interests with those of shareholders. The following provides an outline of the plan specifics.

The mechanics behind the LTIP are illustrated in Figure 12. At the beginning of each three-year vesting period, a certain number of performance share units ("PSUs") is granted to each participant, which represents a contingent entitlement to receive SIG shares in the future. The number of granted PSUs depends on (i) the individual LTIP grant level in CHF, determined by the Board each year but never exceeding 204% of the base salary of any member of the Group Executive Board, including the CEO, and (ii) the reference price of one PSU. The reference price reflects the 20-day volume-weighted share price before the grant date.

Figure 12: Overview of the principles of the LTIP.



After the three-year vesting period, a certain number of the granted PSUs vest, depending on the performance of SIG during that period. The number of PSUs vested in SIG shares may vary between 0% and 200% of the granted PSUs and is based on the achievement of the following three weighted KPIs.

KPIs	Relative total shareholder return (rTSR)	Diluted adjusted earnings per share (EPS)	Free cash flow (FCF)
Weight	50%	25%	25%
Description	Total shareholder return measured relative to the SPI® ICB Industry 2000 "Industrials" Total Return Index	SIG's cumulative diluted adjusted earnings per share	SIG's cumulative free cash flow

To determine the multiple of the granted PSUs ultimately vesting into SIG shares, the performance against each KPI is assessed individually in a range from 0% to 200% and then combined according to the assigned weightings. This means that a low performance on one performance measure can be balanced by a higher performance on another performance measure. Overall, the combined vesting multiple will never exceed 200%. If the performance on each of the three KPIs lies below the respective minimum performance requirement, the resulting combined vesting multiple is 0% and consequently no granted PSUs vest. Furthermore, if the absolute TSR falls below zero over the relevant performance period, the vesting factor of the relative TSR metric would be capped at 100%. Detailed information about the grants, targets and their achievements are provided in the section "Long-Term Incentive Plan 2024" further below.

Since the introduction of the LTIP in 2019, PSUs have been granted to the members of the Group Executive Board and selected other members of management on a yearly basis. For an overview of the annual PSU allocations and the outstanding PSUs, see note 30 of the consolidated financial statements for the year ended December 31, 2024 as well as the respective shareholding overview in this report.

In addition to a failure to meet the threshold performance level, other circumstances under which no PSUs vest include various forfeiture clauses relating to termination of employment during the vesting period of the LTIP.

The LTIP awards are subject to a clawback provision. In the event of a financial restatement due to a material non-compliance of the Company with applicable financial reporting requirements, or in the event of fraudulent behavior or other willful misconduct by a plan participant, the Board of Directors may review the specific facts and circumstances and take clawback actions.

The Board has the right to allocate other, potentially non-recurring, equity-based awards to employees. Any such awards allocated to members of the Group Executive Board are reported accordingly in the compensation table for the relevant financial year.

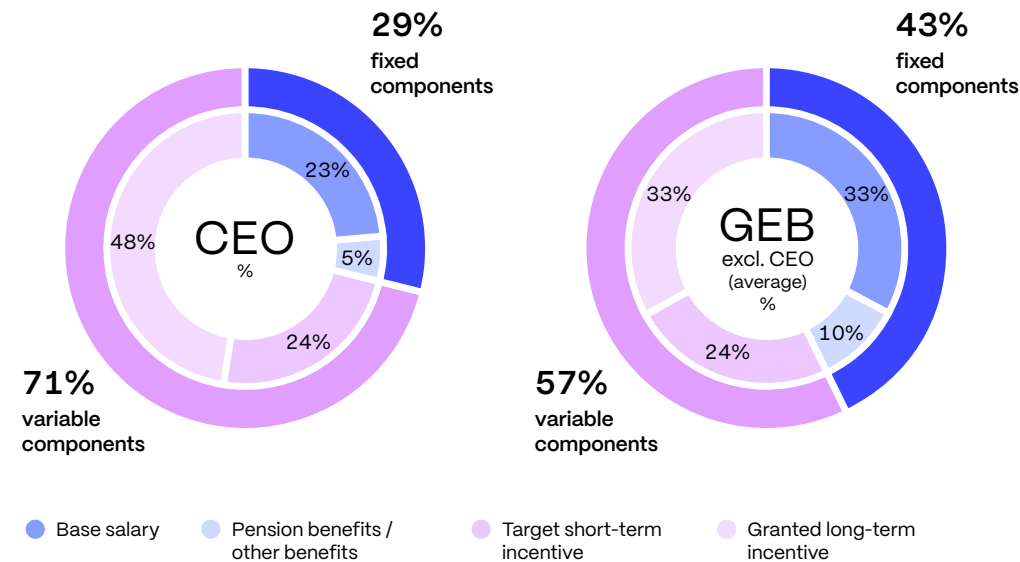
<sup>1</sup> SPI® ICB Industry 2000 "Industrials" Total Return Index.



Compensation mix

Figure 13 illustrates the compensation mix for the CEO and the Group Executive Board at target level in 2024. This compensation mix reflects SIG's high-performance orientation and represents the Company's strong emphasis on aligning the interests of the Group Executive Board and shareholders to create long-term shareholder value, by making a large part of compensation dependent on the achievement of long-term goals.

Figure 13: Overview of the compensation mix for the CEO and the Group Executive Board (excl. CEO) at target level in 2024.



For the Group Executive Board members excluding the CEO, the fixed components (annual base salary and pension benefits/other benefits) vary between 37% and 49% (43% on average) of the total target compensation and the variable components vary between 51% and 63% (57% on average) of total target compensation in 2024.

Holistic approach to align performance and long-term orientation of the compensation structure

SIG's compensation framework is designed to align with its values of accountability, long-term growth and ethical leadership. Accordingly, the higher portion of compensation for the members of the Group Executive Board is variable and performance-based, with 71% for the CEO and 57% of total target compensation for other members of the Group Executive Board on average. This ensures that remuneration is closely linked to delivery of tangible results that drive sustainable growth without promoting excessive risk-taking. SIG believes that this approach encourages performance differentiation and excellence among the members of the Group Executive Board for the benefit of the Company and its stakeholders.

The compensation design principles at SIG are long-term oriented with a substantial portion of the overall compensation based on the LTIP. The share-based variable compensation is deferred for three years which is in line with the long-term horizon of the business strategies. The Company believes that this underpins the strong focus on long-term orientation. By integrating these perspectives into the compensation framework, the Company aims to establish alignment and foster a culture of responsible leadership and shared success. The design principles demonstrate the Company's commitment to delivering consistent and enduring value to its shareholders.

Employment conditions for the Group Executive Board

All members of the Group Executive Board have employment contracts of unlimited duration and a notice period of 12 months, ensuring compliance with applicable laws and regulations. The employment contracts may provide, for a period of up to one year, post-termination compensation for adherence to non-compete clauses. Payment for the non-compete period, if any, amounts to a maximum of one year's compensation, but in any event no more than the average compensation of the respective member during the three preceding financial years, unless otherwise required by local law. Such contracts do not include any contractual severance payments or any change of control provisions other than accelerated vesting and/or unblocking of unvested share awards from the LTIP.

In the event of a change of control, the LTIP will be terminated while settling contractual claims as of the date of the change of control (which will be defined by the Board if unclear). There are generally no special arrangements in place from which Group Executive Board members (as well as Board members) could benefit in divergence from other plan participants.

Compensation awarded to the Group Executive Board (audited)

Table 3 summarizes the total compensation for the nine members of the Group Executive Board active during 2024, with one new member joining in November 2024. The total regular compensation for the Group Executive Board amounted to CHF 11.0 million.



Table 3: Total compensation of the Group Executive Board in 2024, including figures for the prior year. ✓

CHF <sup>1</sup> gross amounts	Group Executive Board (including the CEO) 2024	Group Executive Board (including the CEO) 2023	Highest payment 2024 Samuel Sigrist (CEO)	Highest payment 2023 Samuel Sigrist (CEO)
Annual base salary	3,132,065	3,483,775	700,000	700,000
Pension benefits	499,985	477,837	124,760	124,602
Short-term variable compensation <sup>2</sup>	2,204,784	1,327,661	603,120	147,714
Long-term variable compensation (granted) <sup>3</sup>	4,028,750	4,973,333 <sup>4</sup>	1,425,000	1,425,000
Other benefits <sup>5</sup>	524,966	610,960	40,772	34,595
Social security contributions <sup>6</sup>	677,585	607,017	216,317	180,777
<b>Total regular compensation</b>	<b>11,068,134</b>	<b>11,480,583</b>	<b>3,109,969</b>	<b>2,612,688</b>
Payments to former executives	242,225 <sup>7</sup>	586,302 <sup>8</sup>	–	–
Accruals for non-compete agreements	–	–	–	–
<b>Total compensation</b>	<b>11,310,359</b>	<b>12,066,885</b>	<b>3,109,969</b>	<b>2,612,688</b>

1 Exchange rates 2024: AED/CHF 0.2397985; BRL/CHF 0.1641914; CNY/CHF 0.1223468; EUR/CHF 0.95260; SGD/CHF 0.6589216. Exchange rates 2023: AED/CHF 0.2447146; BRL/CHF 0.179905; CNY/CHF 0.1270249; EUR/CHF 0.97177; USD/CHF 0.89864; SGD/CHF 0.6692377.

2 Represents an estimate of effective short-term variable compensation for 2024 which will be paid in 2025, after the publication of SIG's audited consolidated financial statements.

3 Amount granted under the LTIP; the number of PSUs that vest depends on achievement of the performance targets. The number of granted PSUs is equal to the participants' granted amounts under the LTIP divided by the volume-weighted average of the closing prices of the SIG share over the last 20 trading days prior to the grant date as per PSU regulations. See note 30 of the consolidated financial statements for additional details.

4 Includes a one-time grant of PSUs in 2023 to the value of CHF 340,000 to one of the new members of the Group Executive Board, which was granted to partly compensate forfeited awards from the former employer.

5 Comprises payments related to additional insurances, car benefits and other allowances and benefits.

6 Employer social security contributions include estimates for the Short-Term Incentive Plan as well as for the Long-Term Incentive Plan at target level on an accrual basis.

7 Includes payment to one former member of the Group Executive Board who left the Group Executive Board on December 31, 2023. The amount includes base salary (CHF 88,751), pension benefits (CHF 33,341), short-term variable compensation (CHF 103,646), other benefits (CHF 6,463) and employer social security contributions (CHF 10,025).

8 Includes payment to one former member of the Group Executive Board who left the Group Executive Board on December 31, 2022. The amount includes base salary (CHF 280,000), pension benefits (CHF 33,339), short-term variable compensation (CHF 233,334), other benefits (CHF 2,881) and employer social security contributions (CHF 36,748).

### Approved versus total regular compensation for the Group Executive Board

The total compensation for the Group Executive Board for 2024 is CHF 11.3 million (including social security contributions), which is below the maximum aggregate compensation amount of CHF 18.0 million approved for 2024 at the Annual General Meeting on April 21, 2023. This amount includes CHF 0.2 million relating to payments to one former member of the Group Executive Board.

### Short-Term Incentive Plan ("STIP") 2024

In 2024, the individual short-term incentive target amount equals 100% of the base salary for the CEO and lies between 60% and 84% of the respective base salaries for other members of the Group Executive Board.

The threshold, target and cap (together the "targets") for both the financial KPIs and the ESG KPI are determined by the Board, based on the recommendation of the Compensation Committee each year following a well-established process. To calibrate the achievement curve for financial KPIs, a financial target achievement level is identified based on the budget of the respective year. Minimum and maximum performance achievement levels are defined taking various factors into consideration, including the previous year's performance level as well as the notion that higher payouts should require proportionally higher levels of performance achievement. This leads to more ambitious target curves to achieve the maximum payout. In line with this, achieving the target payout for the ESG KPI requires an improvement in the Company's EcoVadis score, thereby aligning compensation with the Company's ambition to remain a leader in ESG matters.

Figure 14 illustrates the targets set for the financial year 2024, including threshold and cap for the payout.

Figure 14: Target setting for the Short-Term Incentive Plan for the financial year 2024.

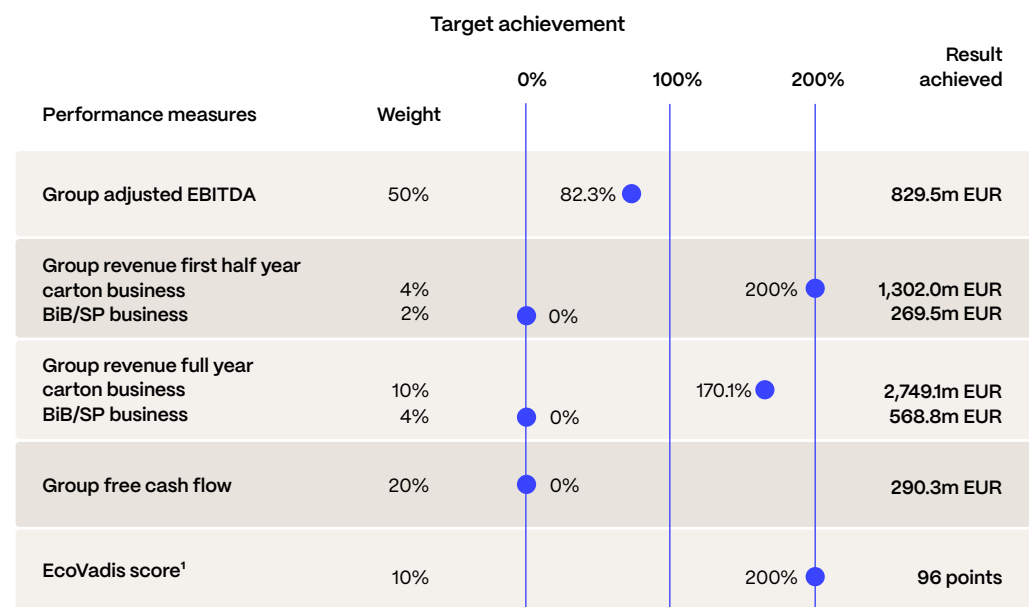
Performance measures	Weight	Threshold (0% payout)	Target (100% payout)	Cap (200% payout)
Group adjusted EBITDA	50%	802.0m EUR	835.4m EUR	885.5m EUR
Group revenue first half year				
Carton business	4%	1,214.1m EUR	1,238.9m EUR	1,276.1m EUR
BiB/SP business	2%	304.4m EUR	310.6m EUR	319.9m EUR
Group revenue full year				
Carton business	10%	2,638.7m EUR	2,692.5m EUR	2,773.3m EUR
BiB/SP business	4%	625.5m EUR	638.3m EUR	657.4m EUR
Group free cash flow	20%	302.7m EUR	332.6m EUR	377.5m EUR
EcoVadis score <sup>1</sup>	10%	79 points	81 points	84 points

1 The EcoVadis score is a third-party assessment of our environmental, social and governance performance, measured relatively.



For the Group as a whole, as illustrated in Figure 15 below, the overall STIP plan for 2024 was partially achieved. In terms of financial KPI's, the carton business achieved a strong result for revenue growth, while the bag-in-box and spouted pouch business suffered in a challenging market environment and did not achieve the revenue target set. The Group's adjusted EBITDA achievement was slightly below 100% while the target for free cash flow was not met, even though the Group achieved a 32% increase in free cash flow generation compared with 2023. This emphasizes the challenging nature of the targets set. Lastly, SIG achieved a record EcoVadis score in 2024 compared with 2023.

**Figure 15: 2024 performance at Group level relevant for STIP performance assessment.**



● Target achievement

In line with the Company's revenue guidance, target revenue is reported at constant currency, i.e. target revenue of the Group is calculated at the applied exchange rate used for the Group's 2024 consolidated financial statements. For the Group's constant currency definition please refer to the following link <https://www.sig.biz/en/investors/financial-definitions>. The revenue targets have been decreased or increased respectively based on these definitions.

The result achieved can be adjusted as proposed by the Compensation Committee and approval by the Board.

<sup>1</sup> SIG achieved a record score of 96/100 in 2024 and was awarded the platinum medal for the sixth consecutive year, again placing the Company in the top 1% of companies assessed. For the first time, the EcoVadis assessment included the bag-in-box, spouted pouch and carton businesses; SIG scored 100/100 in both Environment and Labor & Human Rights. Please refer to the Sustainability section of our Annual Report for details on our sustainability performance and EcoVadis platinum rating.

The achievement for the 2024 STIP was 86.2% for the CEO (21.1% in 2023) and between 41.9% and 148.8% for the other members of the Group Executive Board (14.4% to 107.8% in 2023).

#### Long-Term Incentive Plan ("LTIP") 2024

In 2024, the LTIP grant in CHF amounted to 204% of the base salary for the CEO and was between 75% and 149% of the respective base salaries for other members of the Group Executive Board.

The threshold, target and cap (together the "targets") performance levels for the three LTIP performance measures for the 2024 grant are illustrated in Figure 16 and were set by the Board, based on the recommendation of the Compensation Committee applying a robust, stringent approach supported by HCM International Ltd. The vesting curves for each KPI under the LTIP are defined to support balanced performance and payout situations below and above the target and allow for a realistic performance-related chance to realize vesting.

**Figure 16: Overview of the vesting curve of the LTIP 2024.**

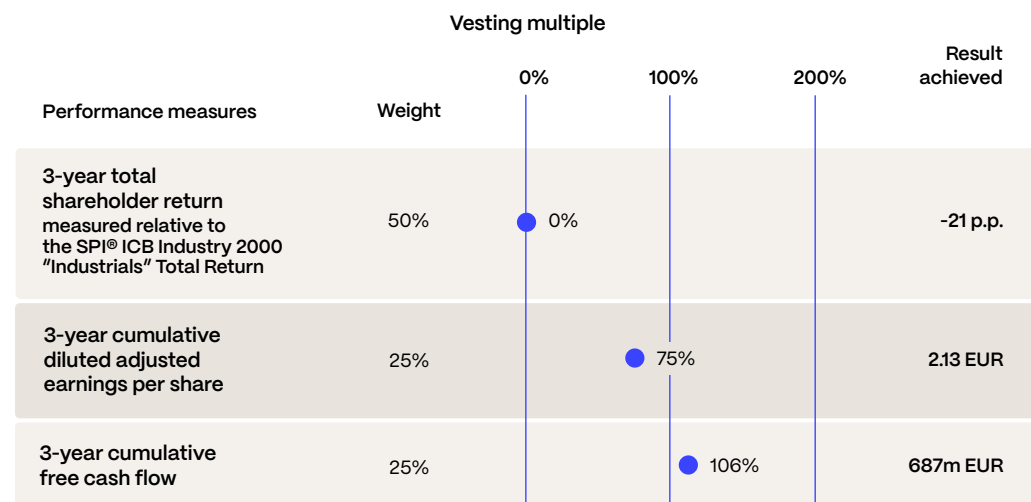
Performance measures	Weight	Threshold (0% vesting)	Target (100% vesting)	Cap (200% vesting)
3-year total shareholder return measured relative to the SPI® ICB Industry 2000 "Industrials" Total Return	50%	-16% of index	-0% compared with index	+10% of index
3-year cumulative diluted adjusted earnings per share	25%	64.6% of target	100% target as set by the Board of Directors	135.4% of target
3-years cumulative free cash flow	25%	83.0% of target	100% target as set by the Board of Directors	117.0% of target

Given the market sensitivity of the diluted adjusted earnings per share (EPS) and FCF targets, and the fact that the plan runs until 2027, the targets for these measures are disclosed on a relative basis. Investors' return expectations on market value, stock risk profile, investment projections and current profitability levels were taken as a starting point and translated into EPS and FCF targets, using multifactor valuation models and statistical analyses in order to establish an appropriate link between LTIP payouts and the value created for investors. The results of the outside-in approach were assessed against historical company performance, as well as equity analysts' expectations and the strategic plan as approved by the Board, in order to reinforce the Compensation Committee's and Board's confidence in the overall quality and robustness of the EPS and FCF targets. The Compensation Committee discussed different options for target setting and the corresponding vesting curves for each performance measure and submitted a recommendation to the Board, which approved the respective vesting curves for the LTIP 2024 grant.



The 2021 LTIP grant vested on April 1, 2024 with a 46% payout. This reflects below-target achievement of all three performance measures. The composition of the total vesting multiple is illustrated in Figure 17.

**Figure 17: Vesting multiple of the performance share unit grant 2021 for the period 2021 to 2024.**



● Vesting multiple achieved

The Compensation Committee has defined a robust process to assess the materiality of major events, such as acquisitions completed during the three-year performance period of the plan. Based on the assessment, results achieved are adjusted to consider the influence of these events.

For an overview of the annual PSUs granted and outstanding PSUs, please refer to note 30 of the consolidated financial statements for the year ended December 31, 2024 as well as the respective shareholding overview in this report.

#### **Assessment of actual compensation paid/granted to the Group Executive Board**

In comparison with the previous year, the total regular compensation of the entire Group Executive Board decreased by 3.6%. While the performance-related aspects of the STIP payout, as previously described, increased, the overall movement is mainly driven by the personnel change to the Group Executive Board, and as well as exchange rate movements.

Personnel changes in the Group Executive Board during 2024:

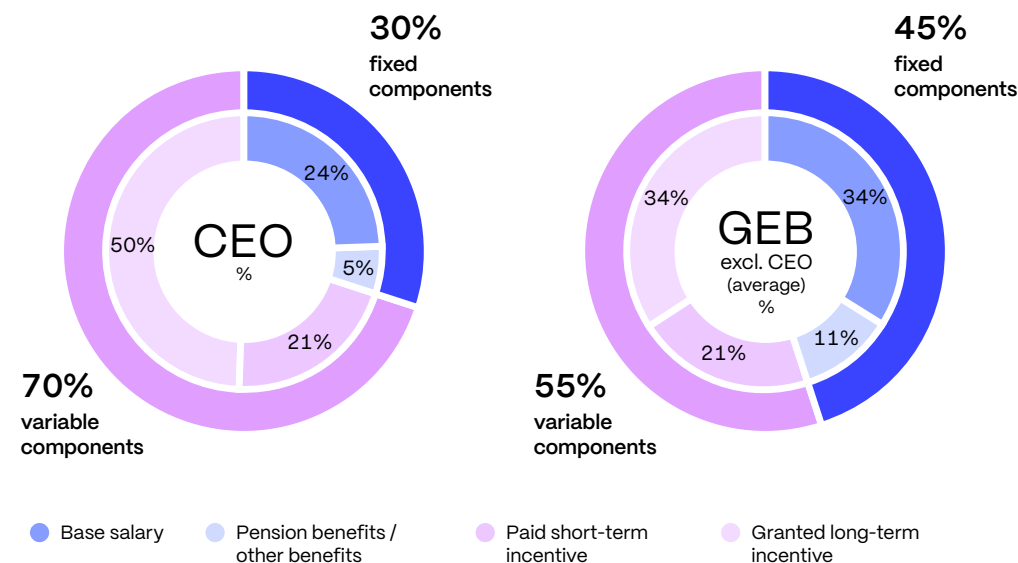
- Fabio Grazioli joined the Group Executive Board on November 15, 2024 as Chief Supply Chain Officer replacing Ian Wood, who resigned effective December 31, 2023.

Impact of currency exchange rates:

Four members of the Group Executive Board were paid in foreign currencies during 2024. Their compensation is converted into Swiss francs for the disclosures in this Report and has changed due to shifts in currency exchange rates, while the compensation amount in local currency has just slightly increased to cover inflation. This leads to slightly different compensation levels in comparison with the previous reporting period.

Figure 18 illustrates the actual compensation mixes for the CEO and the Group Executive Board in 2024, highlighting the strong focus on short- and long-term variable compensation elements.

**Figure 18: Overview of the actual compensation mix in 2024 for the CEO and the Group Executive Board excl. CEO (reflects the amount granted under the LTIP).**



For the Group Executive Board members excluding the CEO, the fixed components (annual base salary and pension benefits/other benefits) vary between 43% and 51% (45% on average) of the total compensation paid and the variable components vary between 49% and 57% (55% on average) of total compensation paid in 2024.



## Shareholding Guidelines

In order to further strengthen the long-term focus of the members of the Board and the Group Executive Board and to align their interests more closely with those of SIG's shareholders, Shareholding Guidelines are in place. These guidelines complement the long-term vesting periods under the LTIP and essentially ensure a high level of alignment beyond a limited number of years (i.e. instead of post-vest holding requirements) and extending over the entire term of office of each Board or Group Executive Board member.

The Board of Directors decided to increase the level of shareholding requirement as of 2024. Members of the Board (including the Chair) are required to build up an investment in SIG shares worth the equivalent of 200% of their annual base fees within a five-year build-up period from the first equity grant date.

Similarly, members of the Group Executive Board are required to build up an investment in SIG shares worth the equivalent of 120% of their annual base salary, or 300% for the CEO and 150% for the CFO, within a five-year build-up period, starting with their first grant under the equity-based compensation plan.

To assess whether the thresholds have been met, all blocked or unblocked SIG shares and vested or unvested entitlements to SIG shares (excluding PSUs granted) are considered. Additionally, SIG shares acquired privately, either outright or beneficially, by the members of the Board or Group Executive Board or their immediate family members count towards meeting the thresholds.

Adherence with the Shareholding Guidelines is assessed annually by the Compensation Committee.

The annual shareholding assessment showed full compliance with the regulation for all members of the Board of Directors and Group Executive Board, considering that for some members the build-up period is still ongoing.

## Shareholdings

The following tables show the shareholdings as well as holdings of option rights of the members of the Board of Directors as well as the members of the Group Executive Board as of December 31, 2024 and December 31, 2023.

### Board of Directors

**Table 4: Shareholdings<sup>1</sup> of the Board of Directors as of December 31, 2024, including figures for the prior year.** ✓

	Number of shares <sup>2</sup> held by members <sup>3</sup>	Number of shares <sup>2</sup> held by member's close associates <sup>4</sup>	Total number of shares on Dec. 31, 2024	Total number of shares on Dec. 31, 2023	Total number of options <sup>5</sup> held on Dec. 31, 2024	Total number of options <sup>5</sup> held on Dec. 31, 2023
Andreas Umbach (Chair)	122,604	–	122,604	110,186	–	–
Werner Bauer (Member)	73,328	–	73,328	63,340	–	–
Wah-Hui Chu (Member)	59,958	–	59,958	55,561	–	–
Thomas Dittrich (Member)	3,117	–	3,117	n/a <sup>6</sup>	–	n/a <sup>6</sup>
Mariel Hoch (Member)	29,698	–	29,698	24,277	–	–
Florence Jeantet (Member)	6,989	–	6,989	2,184	–	–
Laurens Last (Member)	38,234,390 <sup>7</sup>	–	38,234,390	35,926,738 <sup>7</sup>	–	1,073,430 <sup>8</sup>
Abdallah al Obeikan (Member)	12,816	15,817,632 <sup>9</sup>	15,830,448	1,835,350 <sup>10</sup>	–	–
Martine Snels (Member)	14,592	–	14,592	9,507	–	–
Matthias Währen (Member)	44,024	–	44,024	38,603	–	–
<b>Total</b>	<b>38,601,516</b>	<b>15,817,632</b>	<b>54,419,148</b>	<b>38,065,746</b>	<b>–</b>	<b>1,073,430</b>

<sup>1</sup> According to the disclosures made by the members of the Board of Directors as of December 31, 2024.

<sup>2</sup> Ordinary registered shares of SIG Group AG, including blocked shares.

<sup>3</sup> Shares beneficially held by members of the Board of Directors (directly or indirectly)

<sup>4</sup> Shares held by close associates of the members of the Board of Directors in accordance with art. 734d of the Swiss Code of Obligations.

<sup>5</sup> Options to purchase ordinary registered shares of SIG Group AG.

<sup>6</sup> Thomas Dittrich was elected as a member of the Board of Directors at the 2024 AGM and was not in office on December 31, 2023.

<sup>7</sup> Includes shares indirectly held by Laurens Last via Clean Holding B.V.

<sup>8</sup> Through reverse convertible products indirectly held by Laurens Last via Clean Holding B.V.

<sup>9</sup> Shares held by Al Obeikan Group for Investment Company CJS.

<sup>10</sup> Shares held directly by Abdallah al Obeikan and shares held indirectly through his shareholding in Al Obeikan Group for Investment Company CJS.



## Group Executive Board

**Table 5: Shareholdings<sup>1</sup> of the members of the Group Executive Board as of December 31, 2024, including figures for the prior year.** ✓

	Number of shares <sup>2</sup> held by members <sup>3</sup>	Number of shares <sup>2</sup> held by member's close associates <sup>4</sup>	Total shareholdings on Dec. 31, 2024	Total shareholdings on Dec. 31, 2023	Number of PSUs <sup>5</sup> held on Dec. 31, 2024	Number of PSUs <sup>5</sup> held on Dec. 31, 2023	Total options <sup>6</sup> held on Dec. 31, 2024	Total options <sup>6</sup> held on Dec. 31, 2023
Samuel Sigrist (CEO)	200,000	–	200,000	220,000	198,594	182,146	–	–
Ann-Kristin Erkens (CFO)	–	–	–	–	50,629	24,019	–	–
Gavin Steiner (CTO)	–	–	–	–	29,107	13,141	–	–
Fabio Grazioli (CSO)	–	–	–	– <sup>7</sup>	1,797	– <sup>7</sup>	–	– <sup>7</sup>
Christoph Wegener (CMO)	23,278	–	23,278	21,731	32,636	21,628	24,640 <sup>8</sup>	26,525 <sup>8</sup>
Abdelghany Eladib (President & General Manager, India Middle East and Africa)	16,721	–	16,721	7,920	47,620	42,440	–	14,840 <sup>8</sup>
Angela Lu (President & General Manager, Asia Pacific)	–	–	–	–	45,430	26,803	–	–
José Matthijsse (President & General Manager, Europe)	3,216	–	3,216	–	47,620	42,440	–	–
Ricardo Rodriguez (President & General Manager, Americas)	205,000 <sup>9</sup>	–	205,000	225,000 <sup>9</sup>	64,152	60,374	–	–
Ian Wood (former CSO)	–	–	– <sup>10</sup>	110,000	– <sup>10</sup>	27,037	– <sup>10</sup>	–
Suzanne Verzijden (former Chief People & Culture)	–	–	– <sup>10</sup>	3,416	– <sup>10</sup>	3,048	– <sup>10</sup>	–
<b>Total</b>	<b>448,215</b>	<b>–</b>	<b>448,215</b>	<b>588,067</b>	<b>517,585</b>	<b>443,076</b>	<b>24,640</b>	<b>41,365</b>

<sup>1</sup> According to the disclosures made by the members of the Group Executive Board as of December 31, 2024.

<sup>2</sup> Ordinary registered shares of SIG Group AG.

<sup>3</sup> Shares beneficially held by members of the Group Executive Board (directly or indirectly).

<sup>4</sup> Shares held by close associates of the members of the Group Executive Board in accordance with art. 734d of the Swiss Code of Obligations.

<sup>5</sup> The PSUs will vest, based on performance conditions, in SIG shares.

<sup>6</sup> Options to purchase ordinary registered shares of SIG Group AG.

<sup>7</sup> Fabio Grazioli joined the Group Executive Board during 2024, so the Shareholding Guidelines and disclosure obligations did not apply to him as of 31 December 2023.

<sup>8</sup> Options were granted within the Equity Investment Plan before promotion to the Group Executive Board.

<sup>9</sup> Includes shares indirectly held by Ricardo Rodriguez via Artmat.

<sup>10</sup> Ian Wood (former CSO) and Suzanne Verzijden (former Chief People & Culture) left the Group Executive Board as of December 31, 2023, so the Shareholding Guidelines and disclosure obligations no longer apply to them.



## Functions of the members of the Board of Directors and members of the Group Executive Board

Further activities and functions of the members of the Board of Directors and of the members of the Group Executive Board are listed in the relevant sections for each body in the Corporate Governance Report.

For a summary of mandates with a business purpose of members of the Board of Directors and of the Group Executive Board, acting during 2024 and 2023, please refer to the following tables.

**Table 6: Mandates of the members of the Board of Directors in 2024.** ✓

Board of Directors	Mandates in year 2024
Andreas Umbach	Chair of the board of directors of Landis+Gyr Group AG Chair of the supervisory board of Techem Energy Services GmbH Chair of the board of directors of Schurter Group AG President of the Zug Chamber of Commerce (mandate ended in 2024)
Werner Bauer	Vice chair of the board of directors of Bertelsmann SE & Co. KGaA Chair of the board of trustees at the Bertelsmann Foundation
Wah-Hui Chu	Chair of iBridget TT International Limited
Thomas Dittrich <sup>1</sup>	Chief Financial Officer of Galderma Group AG
Mariel Hoch	Partner at Bär & Karrer Vice chair of the board of directors of Comet Holding AG Member of the board of directors of Komax Holding AG Member of the board of directors of MEXAB AG
Florence Jeantet	Member of the board of directors of Mérieux NutriSciences Advisor to the Economic Council in France Member of the Ethics Committee of the French National Association
Laurens Last	Member of the board of TSAL Family Office B.V. Member of the board of Lorenzo Marine Ltd. Member of the board of Roque Marine Ltd.

<sup>1</sup> Thomas Dittrich was elected as member of the Board at the Annual General Meeting in April 2024. The mandates are therefore provided for the period from April 23, 2024 until December 31, 2024.

Board of Directors	Mandates in year 2024
Abdallah al Obeikan	Member of the board of directors of Arabian Shield Cooperative Insurance Company Member of the board of directors and CEO of Obeikan Investment Group Chair of Obeikan AGC Glass Company Chair of Riyadh Polytechnic Institute Member of the board of directors of National Water Company Member of the board of directors of Social Development Bank Member of the advisory boards of KSA agencies
Martine Snels	CEO of L'Advance BV Member of the supervisory board of Prodrive Technologies Member of the board of directors of Electrolux Professional AB Member of the advisory board of Zentis Fruchtwelt GmbH & Co. KG
Matthias Währen	Member of the board of trustees of the HBM Foundation Member of the board of directors of Bloom Biorenewables SA (mandate ended in 2024) Member of the board of trustees of the Givaudan Foundation (mandate ended in 2024)

For more details on the members of the Board of Director's curriculum vitae, please refer to the Governance section in this Annual Report.

**Table 7: Mandates of the members of the Board of Directors in 2023.** ✓

Board of Directors	Mandates in year 2023
Andreas Umbach	Chair of the board of directors of Landis+Gyr Group AG Chair of the supervisory board of Techem Energy Services GmbH Chair of the board of directors of Rovensa SA (mandate ended in 2023) Chair of the board of directors of Schurter Group AG President of the Zug Chamber of Commerce
Werner Bauer	Vice chair of the board of directors of Givaudan SA (mandate ended in 2023) Vice chair of the board of directors of Bertelsmann SE & Co. KGaA Chair of the board of trustees at the Bertelsmann Foundation



Board of Directors	Mandates in year 2023
Wah-Hui Chu	Chair of iBridget TT International Limited Member of the board of directors of Mettler Toledo International (mandate ended in 2023)
Mariel Hoch	Partner at Bär & Karrer Vice chair of the board of directors of Comet Holding AG Member of the board of directors of Komax Holding AG Member of the board of directors of MEXAB AG
Florence Jeantet <sup>1</sup>	Senior Vice President, Chief Sustainability Officer at Danone (mandate ended in 2023) Advisor to the Economic Council in France
Laurens Last	Director of TSAL Family office B.V. Director of Lorenzo marine Ltd. Director of Roque Marine Ltd.
Abdallah al Obeikan	Member of the board of directors of Arabian Shield Cooperative Insurance Company Member of the board of directors and CEO of Obeikan Investment Group and chair of Obeikan AGC Glass Company Chair of Riyadh Polytechnic Institute Member of the board of directors of National Water Company Member of the board of directors of Social Development Bank Member of the advisory boards of KSA agencies
Martine Snels	CEO of L'Advance BV Member of the supervisory board of Prodrive Technologies Member of the board of directors of Electrolux Professional AB Member of the supervisory board of URUS Group LLC (mandate ended in 2023)
Matthias Währen	Member of the board of directors of Keto Swiss AG (mandate ended in 2023) Member of the board of directors of Bloom Biorenewables SA Member of the board of directors ph. AG (mandate ended in 2023) Member of the board of trustees of the Givaudan Foundation and the HBM Fondation

Board of Directors	Mandates in year 2023
Colleen Goggins <sup>2</sup>	Member of the board of directors of TD Bank Group Member of the supervisory board of Bayer AG Member of the board of directors of IQVIA Member of the advisory boards of ZO Skin Health, Sabert Inc. and Acacium

Table 8: Mandates of the members of the Group Executive Board in 2024. ✓

Group Executive Board	Mandates in year 2024
Ann-Kristin Erkens	Member of the supervisory board of SCHOTT Pharma AG & Co. KGaA

Samuel Sigrist, Gavin Steiner, Fabio Grazioli, Christoph Wegener, Abdelghany Eladib, Angela Lu, José Matthijse and Ricardo Rodriguez held no external mandates during the reporting year.

For more details on the members of the Group Executive Board's curriculum vitae, please refer to the Governance section in this Annual Report.

Table 9: Mandates of the members of the Group Executive Board in 2023. ✓

Group Executive Board	Mandates in year 2023
Ann-Kristin Erkens <sup>3</sup>	Member of the supervisory board of SCHOTT Pharma AG & Co. KGaA
Suzanne Verzijden	Member of the supervisory board of Essity

Samuel Sigrist, Ian Wood, Gavin Steiner, Christoph Wegener, Abdelghany Eladib, Angela Lu, José Matthijse, Ricardo Rodriguez, Lidong Fan and Ross Bushnell held no external mandates during the year 2023.

<sup>1</sup> Florence Jeantet was elected as member of the Board at the Annual General Meeting in April 2023. The mandates are therefore provided for the period from April 20, 2023 until December 31, 2023.

<sup>2</sup> Colleen Goggins left the Board of Directors at the Annual General Meeting in April. The mandates are therefore provided for the period from January 1, 2023 until April 20, 2023.

<sup>3</sup> Ann-Kristin Erkens joined the Company on November 1, 2023. The list covers the relevant mandates for the period from November 1, 2023 until December 31, 2023.



Loans granted to members of the Board of Directors or the Group Executive Board

SIG’s Articles of Association do not foresee loans to be granted by the Group or its consolidated subsidiaries to members of the Board or the Group Executive Board. As a consequence, no loans were granted to or are outstanding from either Board or Group Executive Board members.

Outlook

As of 2025 the adjusted EBITDA target in the Short-Term Incentive Plan at global and regional level will be replaced by an adjusted EBIT target. The target will be split into an absolute KPI and a margin target. The change of the KPI reflects an increased focus on return on assets.

With regard to the overall variable compensation schemes, the Compensation Committee has decided to conduct a review in 2025 of the ESG component in both STIP and LTIP. Details will be communicated in the Compensation Report for the financial year 2025.




## Report of the statutory auditor

to the General Meeting of SIG Group AG,  
Neuhausen am Rheinfall



### Report on the audit of the Compensation Report

#### Opinion

We have audited the compensation report of SIG Group AG (the Company) for the year ended December 31, 2024. The audit was limited to the information pursuant to article 734a-734f of the Swiss Code of Obligations (CO) in the tables marked 'audited', identifiable by the check mark .

In our opinion, the information pursuant to article 734a-734f CO in the compensation report (pages 208-226) 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 marked 'audited' in the compensation report, the consolidated financial statements, the financial statements 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 charged with structuring the compensation principles and specifying the individual compensation components.

### Auditor's responsibilities for the audit of the compensation report

Our objectives are to obtain reasonable assurance about whether the information pursuant to article 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 judgement and maintain professional scepticism 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 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.

PricewaterhouseCoopers AG

Joanne Burgener  
Licensed audit expert  
Auditor in charge

Manuela Baldisweiler  
Licensed audit expert

Basel, February 20, 2025