

Corporate Governance Report

Corporate Governance Report

The Corporate Governance Report describes the main principles and regulations regarding the management and control of the Mikron Group. The report is in accordance with the Directive on Information relating to Corporate Governance issued by the SIX Swiss Exchange.

1. Group structure and shareholders

1.1 Group structure

1.1.1 Operational group structure

The Mikron Group develops, produces and markets very precise, productive and adaptable automation solutions, machining systems and cutting tools. Rooted in the Swiss culture of innovation, Mikron is a global partner to companies in the pharmaceutical, medtech, consumer goods, automotive, and general engineering industries. The Mikron Group enables its customers to increase quality and industrial productivity. The Group has over 100 years of experience, state-of-the-art technologies, and a global service. The Mikron Group employs a total workforce of about 1,590 around the world.

Mikron is organized as a group of companies. The ultimate parent company is Mikron Holding AG, based in Boudry in the canton of Neuchâtel, Switzerland a holding company under Swiss law which holds directly or indirectly all Mikron companies worldwide. The Mikron Group is organized in two business segments Automation and Machining Solutions.

1.1.2 Listing and capitalization

Mikron Holding AG is the only listed company on SIX Swiss Exchange in Zurich (Security Symbol MIKN/ISIN CH0003390066) and on December 31, 2024 had a market capitalization of CHF 240.7 million.

1.1.3 Non-listed companies belonging to the Mikron Group

The Mikron Group consists of 9 active companies worldwide. The corporate structure and the companies are listed on page 154 of the Annual Report. The Mikron Group's management structure is independent of its legal structure.

1.2 Significant shareholders

The following table illustrates the shareholder structure of Mikron Holding AG. It also lists and names those shareholders who, as at December 31, 2024, hold 3% or more of the voting rights of Mikron Holding AG.

Shareholders	31.12.2024		31.12.2023	
	Number of shares of CHF 0.10 par value each		Number of shares of CHF 0.10 par value each	
Ammann Group Holding AG	8,166,512	48.9%	8,166,512	48.9%
Rudolf Maag	1,213,588	7.3%	1,213,588	7.3%
Thomas Matter	900,000	5.4%	850,000	5.1%
Public shareholders	6,128,180	36.6%	6,201,575	37.0%
Board of Directors and Executive Management	304,464	1.8%	281,069	1.7%
Total	16,712,744	100.0%	16,712,744	100.0%

Further information on the corporate structure is given on page 154. Changes in significant shareholdings since January 1, 2024 have been communicated to SIX Stock Exchange in accordance with regulations and published on the following website:

www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders

1.3 Cross-shareholdings

There are no cross-shareholdings consisting of either capital or voting rights.

2. Capital structure

2.1 Capital

The Mikron Group's capital as at December 31, 2024:

	Registered shares	Par value in CHF	Total in CHF
Ordinary capital	16,712,744	0.10	1,671,274.40

2.2 Capital band and conditional capital

Mikron has neither a capital band nor conditional capital.

2.3 Changes in capital over the last three years

		Number of shares	Par value in CHF	Ordinary capital in CHF
2022	As at January 1	16,712,744	0.10	1,671,274.40
	Change	0	0.10	0.00
	As at December 31	16,712,744	0.10	1,671,274.40
2023	As at January 1	16,712,744	0.10	1,671,274.40
	Change	0	0.10	0.00
	As at December 31	16,712,744	0.10	1,671,274.40
2024	As at January 1	16,712,744	0.10	1,671,274.40
	Change	0	0.10	0.00
	As at December 31	16,712,744	0.10	1,671,274.40

2.4 Shares and participation certificates

The issued registered shares are fully paid in. Each registered share carries one vote at Mikron Holding AG's General Meetings. Voting rights may be exercised only after the shareholder has been entered as a shareholder with voting rights in Mikron Holding AG's share register. All shares have equal dividend rights.

Mikron has not issued any participation certificates.

2.5 Dividend-right certificates

Mikron has not issued any dividend-right certificate ("Genussscheine").

2.6 Limitation on transferability and nominee registrations

2.6.1 Limitations on transferability

Persons acquiring registered shares shall on application be entered in the share register without limitation as shareholders with voting rights, provided they expressly declare themselves to have acquired the said shares in their own name and for their own account.

2.6.2 Exceptions granted in the period under review

As of December 31, 2024 no exceptions had been granted during the period under review.

2.6.3 Admissibility of nominee registrations

Nominees shall be entered in the share register with voting rights without further inquiry up to a maximum of 3% of the outstanding share capital available at the time. Above this limit, registered shares held by nominees shall be entered in the share register with voting rights only if the nominee in question at the application for registration, or thereafter upon request by the Company, makes known the names, addresses and shareholdings of the persons for whose account he is holding 0.3% or more of the outstanding share capital available at the time. The Board of Directors has the right to conclude agreements with nominees concerning their disclosure requirements.

Legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management or in like manner,

as well as individuals, legal entities or partnerships (especially syndicates) which act in concert with intent to evade the entry restriction are considered as one shareholder or nominee.

2.6.4 Procedure and conditions for cancelling privileges and limitations on transferability

The Company may in special cases approve exceptions to the regulations in the Articles of Association. After due consultation with the persons concerned, the Company is further authorized to delete entries in the share register as shareholder with voting rights with retroactive effect if they were made on the basis of false information or if the respective person does not provide the requested information.

2.7 Convertible bonds and options

There are no convertible bonds or options outstanding.

3. Board of Directors

3.1 Members of the Board of Directors

As at December 31, 2024, the company's Board of Directors consists of five members. None of them maintains a significant business relationship with the Group.



Paul Zumbühl
Independent

Dipl. Ing., MBA,
MAS Philosophy
& Management.
Swiss, born in 1957.
Chairman, non-executive.
First elected 2018,
elected until 2025.

Professional background

After working as Sales Manager / Engineer at Symalit AG, Lenzburg (CH), Paul Zumbühl was Managing Director in the Sarna Group (now part of the Sika Group). From 1994 until the end of 1999, he was Head of the Mikron Plastics Technology Division and a member of the Executive Management of the Mikron Group. From January 2000 until the end of April 2021, he was CEO of the Interroll Worldwide Group and has served as its Chairman of the Board of Directors since May 2021.

Paul Zumbühl has a degree in Engineering (Dipl. Ing.) from the Lucerne University of Applied Sciences—School of Engineering. He holds an MBA (Corporate Finance) from the Joint-University-Program of the Universities in Boston, Bern and Shanghai and earned a Master of Advanced Studies in Philosophy + Management from the University of Lucerne. He successfully completed an AMP at the Kellogg Business School of Northwestern University in Evanston/Chicago, USA.

Other activities and vested interests

Publicly traded companies:

- Interroll Holding AG, Chairman of the Board of Directors
- Schlatter Industries AG, Chairman of the Board of Directors

Privately owned companies:

- Zumbühl Management AG, member of the Board of Directors



Andreas Casutt

Independent

Dr. iur., LL.M.
Swiss, born in 1963.
Member, non-executive.
First elected 2013,
elected until 2025.

Professional background

Andreas Casutt joined the law firm Niederer Kraft Frey AG in Zurich in 1993 and was made a partner in 2002. He is a member of its Board of Directors and served as the firm's managing partner from 2006 to 2014. His practice focuses on corporate law mergers & acquisitions, stock exchange law, and employment law.

Andreas Casutt studied law and received his Ph.D. from the University of Zurich (Switzerland) and completed an LL.M. program at the University of Michigan, Ann Arbor (USA).

Other activities and vested interests

Publicly traded companies:

- Siegfried Holding AG, Chairman of the Board of Directors

Privately owned companies:

- maxon international AG (as well as its sister company maxon motor AG), member of the Board of Directors
- Dextra Rechtsschutz AG, member of the Board of Directors
- Format A AG, member of the Board of Directors
- Vanco Switzerland AG, member of the Board of Directors
- Horizon21 AG and its related companies (SO Holding AG, Roymar Corporation SA, Lakeside Services AG, Lakeside Aviation AG, Sole Invest AG, Allwinden Holding AG), various Board mandates
- ImmSell AG, member of the Board of Directors
- ImmOthmar AG, member of the Board of Directors
- TPIO Holding AG, its subsidiary Belleview AG and OPG Online Personals Group AG, Chairman of the Board of Directors
- HEROS Helvetic Rolling Stock GmbH and its subsidiary HEROS America Middle-East Asia GmbH, Managing Director



Hans-Michael Hauser

Independent

MSc Physics, MSc Mathematics,
Engineer, MBA.
German, born in 1970.
Member, non-executive.
First elected 2016,
elected until 2025.

Professional background

Hans-Michael Hauser worked for the Boston Consulting Group (BCG) as Partner and Managing Director in Munich and Zurich from 1995 to 2015. In this function he was responsible for establishing and expanding BCG's consultancy business in the industrial and technology segments. Hans-Michael Hauser is an expert on Software and Technology.

Hans-Michael Hauser holds Master degrees in Mathematics and Physics from University of Stuttgart and an Engineering Degree from École Centrale Paris as well as a Master of Business Administration from J.L. Kellogg Graduate School of Management. Since 2015, Hans-Michael Hauser has been helping companies to develop and launch digital business models through ML Insights AG, the company he founded himself.

Other activities and vested interests

Publicly traded companies:

- None

Privately owned companies:

- ML Insights AG, owner and Managing Director
- HMM Investment GmbH, owner and Managing Director



Alexandra Bendler

Independent

Dr.-Ing., Dipl.-Wirtsch.-Ing.
German, born in 1973.
Member, non-executive.
First elected 2022,
elected until 2025.

Professional background

Dr.-Ing. Alexandra Bendler has many years of experience in industrial consultancy and management in Germany and Switzerland. She was working for the Autoneum Group (formerly Rieter Automotive) in Winterthur from 2008 to 2023, from 2019 as a member of the Group Executive Board and as Head of Business Group Europe. Since 2024, Alexandra Bendler has been leading as Business Unit President of the Automotive Structures and Industry Business and a member of the Executive Committee at Constellium, a global aluminum company.

Other activities and vested interests

Publicly traded companies:

- None

Privately owned companies:

- None



Hans-Christian Schneider

Independent

MSc Microtechnology, MBA.
Swiss, born in 1979.
Member, non-executive.
First elected 2022,
elected until 2025.

Professional background

Hans-Christian Schneider is CEO of the Ammann Group. He joined the Group in August 2009. Since 2010 he has been a member of Board of Directors of Ammann Group Holding AG and serving as CEO since 2013. Before his activity with Ammann Group, he was for four years in a leading position for Process Engineering with Micro Crystal AG (Swatch Group).

He graduated in Microtechnology from Swiss Federal Institute of Technology (EPFL) and is holding an MBA degree from INSEAD.

Other activities and vested interests

Publicly traded companies:

- None

Privately owned companies:

- Ammann Group Holding AG, Executive Vice Chairman of the Board of Directors and other board mandates at its direct or indirect subsidiaries
- SELFRAG AG, member of the Board of Directors
- Futurjns AG, Chairman of the Board of Directors
- Hotel Alpenland AG, Chairman of the Board of Directors
- Swissmem, member of the Board of Directors

3.2 Other activities and vested interests

Please see the above descriptions in Section 3.1 for information on other activities and vested interests of the current directors.

Board of Directors' independence

Mikron's Board of Directors' independence definition is based on the 'Swiss Code of best practice for Corporate Governance' issued by 'Economiesuisse', a Swiss Corporate union, and is complemented by additional criteria of independence by Mikron. In order to be considered as independent at Mikron, a member of the Board of Directors must not:

- Have an executive role
- Have been an employee of the Mikron Executive Management within the last 3 years
- Have been a lead auditor of the company's external audit firm during the past 2 years
- Have major business relations with the company
- Have any other status which the Board of Directors in its fair judgement considers incompatible with independence

3.3 Number of permitted activities outside of Mikron

According to Art 24 of Mikron's Articles of Association, a member of the Board of Directors may hold:

- Up to 5 mandates as member of the Board of Directors or any other superior management or administrative body of publicly traded companies pursuant to Art. 727 para. 1 number 1 CO and,
- up to 10 mandates as member of the Board of Directors or any other superior management or administrative body of big companies pursuant to Art. 727 para. 1 number 2 CO and,
- up to 20 mandates as member of the Board of Directors or any other superior management or administrative body of legal entities that do not meet the above-mentioned criteria.

3.4 Elections and terms of office

Please refer to Section 3.1 above for information relating to the time of first election to office of the Company's current Directors.

Pursuant to the Articles of Association, the Board of Directors shall consist of a minimum of three and a maximum of seven members. The term of office shall correspond to the legally permitted maximum term of one year and shall last until the end of the next Annual General Meeting. Re-election is possible provided the relevant member has not reached the age of 70. The Board of Directors will propose to the Annual General Meeting to be held in April 2025 to increase such age limit to 72.

If the office of the Chairman of the Board of Directors is vacant, the Remuneration Committee is not complete, or the Company does not have an Independent Proxy, the Board of Directors shall appoint a substitute for the period until the conclusion of the next Annual General Meeting who— with the exception of the Independent Proxy—must be a member of the Board of Directors.

3.5 Internal organizational structure

3.5.1 Allocation of tasks within the Board of Directors

The tasks of Mikron Holding AG's Board of Directors are defined in the Swiss Code of Obligations, the Articles of Association (www.mikron.com/aoa) and the Organizational Rules (www.mikron.com/or). The procedures of the committees are also set out in the Organizational Rules. The Organizational Rules are reviewed annually after the Annual General Meeting (www.mikron.com/or).

The Board of Directors is entrusted with the ultimate direction of the Company as well as the supervision of the Executive Management. It represents the Company towards third parties and attends to all matters which are not delegated to or reserved for another corporate body of the Company under the law, the Articles of Association or the regulations. It issues guidelines on corporate policy and keeps itself informed about the course of business.

The Board of Directors has the following non-transferable and irrevocable duties according to the Articles of Association:

- To ultimately direct the Company and issue the necessary directives
- To determine the organization
- To organize the accounting, the internal control system, the financial control and the financial planning as well as to perform a risk assessment

- To appoint and recall the persons entrusted with the management and representation of the Company and to grant signatory power
- To ultimately supervise the persons entrusted with the management, in particular with respect to compliance with the law, the Articles of Association, regulations and directives;
- To prepare the Annual Report, as well as the General Meeting and to implement the latter's resolutions
- To prepare the compensation report
- To submit an application for a debt restructuring moratorium, and to inform the court in the event of over-indebtedness
- To pass resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares
- To pass resolutions confirming increases in share capital and regarding the amendments to the Articles of Association entailed thereby
- To examine compliance with the legal requirements regarding the appointment, election and the professional qualifications of the Auditor
- To execute the agreements pursuant to Art. 12, 36 and 70 of the Merger Act
- To pass resolutions regarding other matters that must be assigned to the Board of Directors by law

In addition, the Board of Directors is assigned the following significant duties and competencies under the Organizational Rules

- Decisions on the annual budget and the mid-term planning
- Decisions concerning the purchase and sale of land and real estate, as well as rental agreements involving an obligation above CHF 1 million until the first opportunity to terminate
- Decisions on sureties and pledges of more than CHF 5 million
- Decisions on restructuring of subsidiaries with expected costs, subordination or write-off of loans exceeding CHF 1 million
- Decisions on investments/disposals of production and IT equipment of more than CHF 2 million if budgeted and CHF 1 million if not budgeted
- Decisions on internal developments of more than CHF 2 million

3.5.2 Membership, task and area of responsibility of each committee of the Board of Directors

Two committees were set up to support the Board of Directors: The Audit Committee and the Remuneration Committee. The committees meet regularly and are required to prepare minutes of their meetings and recommendations for perusal at the regular meetings of the Board of Directors. The committees notify the full Board of Directors of urgent matters immediately.

Audit Committee

The members of the Audit Committee in the year under review were the Board members Hans-Michael Hauser (Chairman) and Alexandra Bendler.

The Audit Committee assists the Board of Directors in its overall supervisory role, specifically with regard to the completeness of financial statements, compliance with statutory provisions, evaluating the qualifications of the external auditors and the performance of internal and external auditors.

In particular, the Audit Committee shall conduct the following activities:

- To maintain a comprehensive and efficient audit concept and internal control system (ICS) for Mikron Holding AG and the Mikron Group

- To rate the external and internal auditors in terms of their independence, qualifications and (mandate-related) experience of their employees and to make a proposal to the Board of Directors regarding the election of external and internal auditors
- To assess the systems and scope of the audit approach, as well as the content, clarity and timely completion of reports
- To approve the key audit areas, to review the audit results, to supervise the rectification of any weaknesses identified
- To approve the budget for the external and internal audit activities and non-audit related services of the external auditor exceeding CHF 0.1 million annually
- To monitor compliance with the accounting principles and financial control mechanisms and to regularly examine the Group's risk matrix; to implement measures decided in relation to key risks
- To evaluate and submit proposals to the Board of Directors regarding the approval of the annual and semiannual reports of Mikron Holding AG and the Mikron Group

The Audit Committee's decisions are subject to approval by the full Board of Directors.

Remuneration Committee

The members of the Remuneration Committee in the year under review were the Board members Hans-Christian Schneider (Chairman) and Andreas Casutt.

The General Meeting elects individually at least two but no more than four members of the Board of Directors as members of the Remuneration Committee. The term of office of the members of the Remuneration Committee shall be one year and shall end at the next Annual General Meeting. Re-election is possible.

Subject to and within the scope of the overall compensation approved by the General Meeting, the Remuneration Committee proposes to the Board of Directors the remuneration of its members and proposes or determines the remuneration of the members of Executive Management, both as set out below.

The Remuneration Committee has the following duties:

- To submit proposals to the Board of Directors regarding the compensation scheme of the Mikron Group and to issue corresponding regulations
- To propose to the full Board of Directors targets for the Executive Management
- To submit proposals to the full Board of Directors regarding the approval of the individual compensation of the Chairman of the Board of Directors, the other members of the Board of Directors as well as the maximum individual aggregate compensation of the CEO
- To determine, subject to and within the scope of the overall compensation approved by the General Meeting, the individual compensation (fixed, variable and long-term compensation) of the other members of the Executive Management as well as their further terms of employment and titles
- To propose to the full Board of Directors amendments to the Articles of Association with respect to the compensation scheme for members of Executive Management

3.5.3 Working methods of the Board of Directors and its committees

Board of Directors

The Board of Directors convenes as often as business requires but at least once every quarter. During the 2024 business year, the Board held six meetings which partially have been held virtually. The

physical meetings lasted between three and eight hours, and the virtual meeting half an hour. Except for one short meeting, where one member was not attending, all meetings of the Board of Directors in the year under review were attended by all members.

Approval of the annual financial statements and preparation for the Annual General Meeting normally take place at the first meeting of the year, while the budget and—if applicable—the updated mid-term planning are approved at the final meeting of the year.

The members of Executive Management attended all physical meetings.

The members of the Board of Directors generally receive documentation five working days prior to meetings, allowing them to be properly prepared to discuss the items on the agenda.

The Board of Directors is deemed quorate when an absolute majority of its members is present. Participation via tele/videoconference is regarded as being present. For resolutions concerning confirmation of the successful completion of a capital increase and any ensuing amendment to the Articles of Association, the Board of Directors is deemed quorate when only one member is present.

The Board of Directors adopts resolutions and conducts elections based upon a majority of the votes cast, irrespective of abstentions. In the event of a tie, the Chairman has the casting vote. At the Chairman's request or, in his absence, at the request of the Vice-Chairman, resolutions of the Board of Directors may also be adopted by circular in the form of a letter, fax or e-mail, unless any member requests that the matter be discussed at a meeting.

Audit Committee

The Audit Committee meets two to five times each year. Three meetings were held in the 2024 business year, each lasting two to three hours. All members attended the meetings. The Chairman as well as the CFO and CEO (if needed) on behalf of Executive Management attended the meetings in a consultative capacity. Representatives of the internal auditors and of the external auditors were invited to the meetings as required. The external auditors were partially present at three meetings.

At its first meeting of the year, the Audit Committee normally assesses the annual financial statements in the presence of the external auditors. The summer meeting usually approves the external auditors' audit plan and assesses internal audit reports. At its autumn meeting, if not postponed to the next meeting, the Audit Committee is above all informed of the status of the internal control system (ICS) and the internal audit plan for the following year. The December meeting focuses on discussing the interim reports of the external auditors as well as the risk matrix and the upcoming year-end close.

Remuneration Committee

The Remuneration Committee meets one to four times each year, usually in December and after the results for the financial year have been prepared. Four meetings were held in the 2024 business year, all of which were attended by all members. The meetings lasted about two hours. The members of the Executive Management may be invited but have no right of participation or co-determination on this committee.

3.6 Definition of areas of responsibility

The Board of Directors delegates all management duties to the Executive Management to the extent permitted by law and by the Articles of Association. The Organizational Rules contain details related to the delegation of competencies.

3.7 Information and control instruments vis-à-vis Executive Management

The following measures ensure that the Board of Directors has sufficient information for an adequate decision-making process:

- Full financial statements (income statement, balance sheet and cash flow statement) are reported monthly. These figures, and additional KPIs such as order intake, are consolidated at Group, business segment and legal entity level. They are compared against prior-year figures, the monthly budget and the forecast, which is revised on a quarterly basis, then sent to the Board of Directors following discussion within Executive Management.
- Within the same structure, a mid-term plan spanning three years is prepared every two to three years in addition to the budget and both are presented to the Board of Directors for approval.

By request, other managers from outside Executive Management and external consultants will attend meetings of the Board of Directors and Executive Management to report on their areas of responsibility or special projects.

- Between the meetings of the Board of Directors, internal and external reports may be submitted in to the Board of Directors.
- A risk matrix is drawn up in the segments based on a Group template and updated at least once a year. It quantifies risks based on their likelihood of occurrence and the potential impact on the Group's profitability. A consolidated matrix is reported to the Board of Directors once a year. It notes the report and approves control measures in relation to the key risks. The operational risks are normally discussed once a month at Executive Management meetings. Executive Management reports major emerging risks to the Chairman of the Board of Directors immediately.
- The Audit Committee meets regularly with the CFO, the external auditors and the internal auditors. It coordinates the work of the auditors and receives their reports as well as those of the CFO.
- Executive Management attends the meetings of the Board of Directors.
- The Chairman of the Board of Directors periodically attends Executive Management meetings and holds discussions with the individual members of Executive Management.

Executive Management must notify the Chairman of the Board of Directors immediately when significant unanticipated developments occur. The members of the Board of Directors may request additional information from members of Executive Management.

Once a year, the Board of Directors assesses the performance of its own members, its committees, its Chairman and Executive Management, and approves the targets for the next year.

Risk management system

The Mikron Group applies a consistent groupwide risk assessment system which covers strategic, financial, and operational risks. All identified risks are given a rating (based on the probability of occurrence and the extent of potential losses) and recorded in a risk inventory. Based on this risk inventory, the Board of Directors conducts a review, at least once a year, of whether the risk governance and reduction measures in place are adequate for the company's needs. Ongoing monitoring of the

risk inventory is the responsibility of Executive Management. In addition, accounting and financial reporting risks are monitored and reduced through a suitable internal control system.


Key risk factors

- Mikron operates in highly cyclical markets resulting in a volatile order intake and capacity utilization. Market fluctuations may result from numerous factors beyond the influence of the Group. By offering a diversified product portfolio and operating in different regions and markets, the Group tries to mitigate these risks.
- Mikron is committed to engineering and delivering highly productive and precise machining and automation solutions which usually include a combination of complex technologies and processes. The Group may agree to product specifications, quality and delivery times that are difficult to achieve in certain cases. Non-compliance with contractual requirements or specifications may amount to a material breach of contractual obligations, which may lead to payment of damages or contractual penalties or, in some cases, even the termination of the contract. Strong sales processes and project management are the key to mitigating this risk. Close cooperation and transparent communication with customers make it possible to quickly identify problems and correct them.
- The Group invests significantly in R&D while the development and industrialization of new products takes several years. Changing markets or customer requirements as well as failure of innovations may lead to obsolete products, missed opportunities or even losses. The Group systematically assesses long-term economic and technical trends in all its relevant markets and takes these into consideration when approving innovation and investment programs.

4. Executive Management

4.1 Members of the Executive Management

The following table provides information on each of the members of Executive Management as at December 31, 2024:

	<p>Marc Desrayaud CEO</p> <p>Master in Electronics & Automation (Université de Lyon), Master in Industrial Marketing (ID-RAC Lyon). French, born in 1965. Joined 2021.</p>	<p>Professional background Marc Desrayaud took over as CEO of the Mikron Group effective June 1, 2021. After working in management positions at ABB, Rieter Textile Machinery and Autoneum, Marc Desrayaud has held various positions at Oerlikon between 2012 and 2021, last as Head of Business Unit Balzers Industrial Solutions.</p> <p>Other activities and vested interests None</p>
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Rolf Rihs
COO

Dipl. Ing. ETH.
Swiss, born in 1963.
Joined 2002.

Professional background

Rolf Rihs took over as head of the Mikron Automation business segment in 2002, prior to which he worked for the Sulzer Group for eight years in various regions and functions. He was previously a consultant at Helbling Management Consulting working on numerous projects for well-known Swiss companies. Rolf Rihs is president of the Swissmem specialist group "Robotics and Factory Automation".

Other activities and vested interests

Privately owned companies:
– Ceramaret SA, member of the Board of Directors
– Rich. Rihs & Co. AG, Chairman of the Board of Directors



Philippe Wirth
CFO

lic. oec. publ.
Swiss, born in 1972.
Joined 2024.

Professional background

Philippe Wirth joined the Mikron Group as its Chief Financial Officer in 2024. Previously he held various senior finance positions and was Director of a Global Business Transformation Program at METTLER TOLEDO, CFO at Crealogix, and CFO of Gurit.

Other activities and vested interests

None

4.2 Other activities and vested interests

Please see the above descriptions in Section 4.1 for information on other activities and vested interests of the Executive Management.

4.3 Number of permitted activities outside of Mikron

According to Art. 24 of Mikron’s Articles of Association, with the approval of the Chairman of the Board of Directors, a member of the Executive Management may hold:

- Up to 2 mandates as member of the Board of Directors or any other superior management or administrative body of publicly traded companies pursuant to Art. 727 para. 1 number 1 CO and,
- up to 3 mandates as member of the Board of Directors or any other superior management or administrative body of big companies pursuant to Art. 727 para. 1 number 2 CO and,
- up to 5 mandates as member of the Board of Directors or any other superior management or administrative body of legal entities that do not meet the above-mentioned criteria.

4.4 Management contracts

There are no management contracts in place between the Company and any third parties.

5. Compensation, shareholdings, and loans

Rules regarding the principles of compensation, participation plans, loans, credits and pension benefits are set in arts. 24 to 30 of the Articles of Association. The rules regarding the approval of the remuneration by the Annual General Meeting are set forth in art. 13 of the Articles of Association. Further details with respect to all matters regarding compensation, the shareholdings and loans can be found in the Company’s Compensation Report.

6. Shareholders' participation rights

6.1 Voting-right restrictions and representation

Shareholders' rights of participation in the General Meeting are defined by law and the Articles of Association (www.mikron.com/aoa).

Each registered share carries one vote at the General Meeting. There are no shares affording preferential voting rights and Mikron does not impose any voting-right restrictions, except for nominees (see section 2.6).

Shareholders who are unable to attend the Annual General Meeting in person may appoint the independent proxy or someone else as their proxy by giving him/her written authorization to represent them. Shareholders have the option of appointing the independent proxy online until two days before the General Meeting. The Board of Directors determines the requirements regarding proxies and voting instructions.

6.2 Quorums at the General Meeting

The General Meeting passes its resolutions and carries out its elections with an absolute majority of the share votes represented unless the law or the Articles of Association specify otherwise. Abstentions, empty votes or invalid votes will not be taken into account for the calculation of the required majority.

6.3 Convocation of the General Meeting and agenda

Notice of the General Meeting is given by publication in the Swiss Official Gazette of Commerce at least 20 days before the date of the meeting as well as by post or e-mail if the address of the shareholders is recorded in the share register. The notice states the day, time and place of the meeting, the agenda, the proposals of the Board of Directors and the proposals of the shareholders who have requested the General Meeting or that an item be included on the agenda. The notice in the Swiss Official Gazette of Commerce shall state at least the day, time and location and also where the agenda and items can be inspected.

6.4 Inclusion of items on the agenda

One or more registered shareholders that individually or jointly represent ten percent of the registered share capital of the Company may request the Board of Directors to place items on the agenda. Such requests must be submitted to the Chairman of the Board of Directors at least 45 days before the date of the General Meeting and shall be in writing, specifying the items and the proposals.

6.5 Entries in the share register

The Board of Directors keeps a record of the entries in a share register containing the names and addresses of the shareholders and beneficiaries.

The Board of Directors is entitled to refuse or reverse entry in the share register if the applicant supplies false information regarding his or her person or his or her entitlement to the shares or if, when acting in a fiduciary capacity, he or she supplies no information or false information regarding the person of the trustor.

For three days before the Annual General Meeting, up to and including the day of the General Meeting, no entries will be made in the share register.

7. Changes of control and defense measures

7.1 Duty to make an offer

The legal provisions according to Art. 32 (1) of the Swiss Stock Exchange and Securities Trading Act (SESTA) apply. Therefore, any party whose voting rights exceed the 33.33% limit, directly, indirectly or as a result of an agreement with third parties, is obliged to make a public purchase offer.

7.2 Clauses on changes of control

There are no clauses on changes of control in favor of the members of the Board of Directors, Executive Management or other employees.

8. Auditors

8.1 Duration of the mandate and term of office of the lead auditor

The auditors conduct their audit in accordance with Swiss law and Swiss auditing standards. The Annual General Meeting elects the auditors for one year at a time. The lead audit partner is rotated every seven years in accordance with Swiss law.

Since 2022, BDO AG, Berne has held the auditing mandate at Mikron Holding AG, its companies and the Mikron Group. Since the 2022 business year, Thomas Bigler, as lead auditor, has been responsible for the mandate.

8.2 Auditing fees

In the 2024 business year, fees of CHF 267,500 for services rendered by BDO in connection with the 2024 annual financial statements and the compensation report of Mikron Holding AG, its subsidiaries and the consolidated financial statements of the Mikron Group, were expensed (2023: CHF 250,000).

The fee budget for the external auditors is assessed by the Audit Committee and based on empirical figures from the previous year, comparisons with similar listed companies and the audit scope considered necessary by the auditors.

8.3 Additional fees

In the 2024 business year, no fees for non-audit-related services were paid to BDO (2023: CHF 12,500).

8.4 Information instruments pertaining to the external audit

The Audit Committee of the Board of Directors takes note of the audit plan and approves the key audit areas for the current year. The Audit Committee is notified in writing of the results of the inter-

in audits. The external auditors inform the Audit Committee and the Board of Directors verbally and in writing of their work and the results of the audit of the annual financial statements.

Executive Management informs the Audit Committee of planned “non-audit” services to be provided by the auditors. The Audit Committee approves individual “non-audit” services exceeding CHF 100,000 annually. The auditors may only provide “non-audit” services if the financial scope or content involved does not affect their independence.

9. Information policy

Mikron Holding AG pursues an up-to-date and transparent information policy for the public and the financial markets, with all interest groups being treated equally.

Key dates

End of the business year	December 31, 2024
Announcement of the annual results/Publication of the Annual Report	March 7, 2025
Annual Media and Analyst Conference	March 7, 2025
Annual General Meeting	April 16, 2025
End of the first six months of the business year	June 30, 2025
Announcement of the semiannual results	July 23, 2025

The dates are also published on the Mikron Group’s website at www.mikron.com/calendar. Corresponding notices for the Annual General Meeting are also placed in the Swiss Official Gazette of Commerce. Visitors to the website can view the current share price, the Annual Report and all press releases, and subscribe to receive news updates and press releases free of charge (push and pull links).

In addition to publishing its financial results, the Mikron Group keeps the public abreast of current changes and developments. Mikron Holding AG publishes information on events relevant to the share price in accordance with SIX Swiss Exchange regulations regarding ad hoc publicity.

At the Annual General Meeting, the Board of Directors and Executive Management report on the financial statements and the business trend and answer shareholders’ questions.

Should you have any questions, please contact Corporate Communications by telephone (+41 91 610 62 09) or e-mail (ir.mma@mikron.com).

10. Quiet periods

Ordinary blocked period

At Mikron Holding AG, the ordinary blocked periods begin at June 1 and December 1 of the respective year and ends one trading day after the publication of the relevant ad hoc announcement related to the respective half-year report or annual report.

The ordinary blocked period applies to the following persons:

- Members of the Board of Directors of Mikron Holding AG
- Members of Executive Management
- Members of Segment and Division Management, including Segment and Division controlling

- Employees of Group Finance & Controlling
- Any other person whom the CEO or CFO may designate, if such person is involved in preparing, analyzing, reviewing or communicating financial results of Mikron or have access to such information.

The CFO maintains an e-mail distribution list of all blocked persons.

Extraordinary blocked periods

At any time, extraordinary blocked periods may be imposed on special blocked persons. The decision on the commencement and termination of extraordinary blocked periods is made by the Chairman of the Board of Directors or the CEO.

This decision may be made at any time, as circumstances require. The persons subject to a special blocked period must be informed of the decision by the CFO timely. The CFO maintains an e-mail distribution list of all special blocked persons.

There was no special blocked period in 2024.

Effects of blocking periods

During an ordinary blocked period and an extraordinary blocked period, the blocked persons and the special blocked persons, respectively, are prohibited from trading in Mikron shares for their own account or for the account of any person related to them (e.g., their spouse, persons living in the same household, relatives, etc.), or any investment vehicle in which they have a personal financial interest or of which they are a director or manager.

The blocked persons and the special blocked persons must treat the inside information as strictly confidential and may not disclose it to unauthorized third parties.

The CFO and those responsible for investor relations are obligated not to speak with the financial community, the media or analysts during the blocking periods, in order to avoid transmitting price-sensitive information until such information is published by the Company in accordance with the applicable laws and regulations and the Listing Rules of the SIX Swiss Exchange.