

To the shareholders of BELIMO Holding AG

# Invitation to the 51<sup>st</sup> Annual General Meeting

**Date:** Monday, March 23, 2026, at 17:30 (CET)  
(Shareholder registration from 16:00 (CET))

**Venue:** ENTRA  
Obere Bahnhofstrasse 58  
8640 Rapperswil (Switzerland)

**Language:** The event will be conducted in German.





# Agenda and Motions of the Board of Directors

## 1 Approval of the Management Report, the Annual Financial Statements of BELIMO Holding AG and the Consolidated Financial Statements for the Financial Year 2025

The Board of Directors proposes the approval of the management report, the annual financial statements of BELIMO Holding AG and the consolidated financial statements for 2025, in acknowledgement of the auditor's report.

**Explanation:** According to Art. 698 para. 2 (3) and (4) of the Swiss Code of Obligations (SCO) and our Articles of Incorporation, the General Meeting is responsible for approving the management report, the annual financial statements and the consolidated financial statements.

## 2 Appropriation of Available Earnings

The Board of Directors proposes using the available earnings 2025 as follows:

in CHF	2025
Retained earnings brought forward	200 314 666
Dividends on treasury shares not distributed	1 140
Net income for the year	125 784 742
<b>Retained earnings available to Annual General Meeting</b>	<b>326 100 548</b>
Dividend of CHF 10.00 per share proposed by the Board of Directors	- 123 000 000
<b>Balance carried forward</b>	<b>203 100 548</b>

**Explanation:** In line with a sustainable distribution policy, the Board of Directors proposes a gross dividend of CHF 10.00 per share. The distribution therefore equals to 67.7% of the Belimo Group's net income for 2025 of CHF 181.6 million attributable to the shareholders of BELIMO Holding AG. After paying Swiss withholding tax of 35.0%, the net dividend equals CHF 6.50 per share. The last trading day entitling a shareholder to a dividend is March 24, 2026. The shares will be traded ex-dividend from March 25, 2026. If the proposal is approved, the net dividend will be paid out on March 27, 2026. No dividend will be paid on the treasury shares held by BELIMO Holding AG at the time of the last trading day.

### 3 Consultative Vote on the Reporting on Non-Financial Matters 2025

The Board of Directors proposes adopting the reporting on non-financial matters 2025 by way of a consultative vote.

**Explanation:** Based on Art. 964c para. 1 SCO, the Board of Directors has to submit the reporting on non-financial matters 2025 to the General Meeting for a consultative vote. The reporting informs the shareholders about the concepts and measures relating to environmental, social and employee concerns as well as human rights and anti-corruption measures adopted by the Belimo Group and identifies the associated risks and performance indicators. The "Swiss Code of Obligations Index" section of the sustainability report refers to the information on non-financial matters to be disclosed in accordance with the Swiss Code of Obligations.

### 4 Consultative Vote on the Remuneration Report 2025

The Board of Directors proposes approving the remuneration report for the financial year 2025 by way of a consultative vote, in acknowledgement of the auditor's report.

**Explanation:** In accordance with Art. 735 para. 3 (4) SCO and the recommendations of the Swiss Code of Best Practice for Corporate Governance, the Board of Directors has to submit the remuneration report 2025 to the General Meeting for a consultative vote. The unabridged remuneration report is included in the Annual Report 2025. In addition to information about the remuneration paid to the members of the Board of Directors and the Executive Committee in 2025, the report also provides a description of the remuneration system.

### 5 Discharge of the Board of Directors

The Board of Directors proposes that discharge be granted to the members of the Board of Directors for the financial year 2025.

**Explanation:** By granting discharge to the members of the Board of Directors, the approving shareholders declare that they release the members from liability for disclosed matters relating to the financial year 2025.

## **6 Prospective Approval of the Maximum Remuneration of the Board of Directors and the Executive Committee**

### **6.1 Approval of the Maximum Remuneration of the Board of Directors from the Annual General Meeting 2026 to the Annual General Meeting 2027**

The Board of Directors proposes the approval of the maximum remuneration payable to the Board of Directors from the Annual General Meeting 2026 to the Annual General Meeting 2027 of CHF 1 600 000.

**Explanation:** According to Art. 698 para. 3 (4) SCO and our Articles of Incorporation, the General Meeting is responsible for approving the maximum remuneration payable to the Board of Directors. The increase in the maximum remuneration by CHF 50 000 to CHF 1 600 000 is due to the introduction of committee fees for committee chairs at the Annual General Meeting 2025. Further details can be found in the remuneration report included in the Annual Report 2025.

### **6.2 Approval of the Maximum Remuneration of the Executive Committee for the Financial Year 2027**

The Board of Directors proposes the approval of the maximum remuneration payable to the Executive Committee for the financial year 2027 of CHF 9 500 000.

**Explanation:** According to Art. 698 para. 3 (4) SCO and our Articles of Incorporation, the General Meeting is responsible for approving the maximum remuneration payable to the Executive Committee. The requested maximum of CHF 9 500 000 is the total remuneration for eight members of the Executive Committee. It remains unchanged compared to the maximum remuneration of the Executive Committee proposed for the financial year 2026. Further details can be found in the remuneration report included in the Annual Report 2025.

## 7 Elections

### 7.1 Re-Elections of the Board of Directors

Martin Zwyssig and Stefan Ranstrand will not stand for re-election at the Annual General Meeting in March 2026. The Board of Directors proposes the re-election of the remaining current members for a term of office of one year until the end of the next Annual General Meeting, in accordance with the Company's Articles of Incorporation:

- 7.1.1 **Prof. Adrian Altenburger** (born 1963, Swiss citizen),  
member of the Board of Directors since 2015
- 7.1.2 **Patrick Burkhalter** (born 1962, Swiss citizen),  
member of the Board of Directors since 2014
- 7.1.3 **Sandra Emme** (born 1972, Swiss and German citizen),  
member of the Board of Directors since 2018
- 7.1.4 **Tom Hallam** (born 1966, British and Swiss citizen),  
member of the Board of Directors since 2025
- 7.1.5 **Urban Linsi** (born 1974, Swiss citizen),  
member of the Board of Directors since 2019
- 7.1.6 **Ines Pöschel** (born 1968, Swiss citizen),  
member of the Board of Directors since 2023

Their biographies can be viewed in the Annual Report 2025 at [belimo.com/financial-reports](https://belimo.com/financial-reports) or at [belimo.com/corporate-governance](https://belimo.com/corporate-governance).

**Explanation:** Based on the SCO and the Articles of Incorporation of BELIMO Holding AG, the term of office for the members of the Board of Directors is one year, which is why elections must be held annually. In the interest of the consistent continuation of the successful strategy of BELIMO Holding AG, the Board of Directors is proposing the re-election of its current members.

### 7.2 New Election to the Board of Directors

As part of its medium-term succession planning and renewal of the body, the Board of Directors proposes for election for a one-year term of office according to the Articles of Incorporation of the Company:

- 7.2.1 **Dr. Karina Rigby** (born 1970, US-American, resident in Germany),

#### Education

- 1992 - 1997: Ph.D. degree in Materials Engineering, Massachusetts Institute of Technology (MIT), Cambridge, USA
- 1988 - 1992: Bachelor of Science degree in Materials Engineering, Massachusetts Institute of Technology (MIT), Cambridge, USA

### **Professional Experience**

- 2022 - 2025: Member of the Forbes Technology Council, Boston, USA
- 2021 - 2025: President Critical Systems Division, Eaton Corporation plc, Morges, Switzerland
- 2019 - 2021: Vice President and Head of Siemensstadt 2.0 Program, Siemens AG, Berlin, Germany
- 2016 - 2019: Chief Executive Officer Energy Infrastructure Business, Siemens AG, Berlin, Germany
- 2013 - 2016: Vice President and Head of Strategy, Business Development and M&A, Siemens Mobility, Berlin and Munich, Germany
- 2011 - 2013: Group Chief Operating Officer and Member of the Management Board, Berliner Glas GmbH (now part of ASML Holding N.V.), Berlin, Germany
- 2008 - 2011: Chief Operating Officer and Member of the Management Board, Solibro GmbH, and Vice President Restructuring & Business Excellence, Q-Cells SE, Leipzig, Germany
- 1999 - 2008: Various positions at Siemens AG in Germany and USA

### **Relevant Board Memberships**

- Since 2025: Member of the Board of Directors, TT Electronics plc, Woking, UK, listed on the London Stock Exchange

Dr. Karina Rigby, an American national, resident in Germany, brings more than 25 years of leadership experience in global industrial companies. She has held senior executive positions at Eaton Corporation and Siemens, where she consistently promoted value creation, operational excellence, and large-scale business transformation. With her extensive background as an international business executive and a results-oriented strategic leader, Dr. Karina Rigby has successfully led businesses across a range of high growth global markets. Her deep understanding of the Americas region, the largest market region of Belimo, combined with her profound expertise in the vertical market of data centers, position her well to complement the Belimo Board of Directors.

## **7.3 Re-Election of the Chair and Election of the Deputy Chair of the Board of Directors**

The Board of Directors proposes the re-election of the current Chair and the election of a new Deputy Chair of the Board of Directors, each for a term of office of one year in accordance with the Company's Articles of Incorporation:

7.3.1 **Patrick Burkhalter** as Chair of the Board of Directors

7.3.2 **Ines Pöschel** as Deputy Chair of the Board of Directors

**Explanation:** Based on the SCO and the Articles of Incorporation of BELIMO Holding AG, the term of office for the Chair and the Deputy Chair of the Board of Directors is one year, which is why elections must be held annually. It is proposed in the interest of continuity that Patrick Burkhalter remains in his current position. Ines Pöschel is nominated to succeed Martin Zwysig as Deputy Chair.

#### **7.4 Election of the Members of the Remuneration and Nomination Committee**

The Board of Directors proposes the election of the following members for a term of office of one year in accordance with the Company's Articles of Incorporation:

7.4.1 **Ines Pöschel**

7.4.2 **Urban Linsi**

7.4.3 **Dr. Karina Rigby**

**Explanation:** Based on the SCO and the Articles of Incorporation of BELIMO Holding AG, the term of office for the members of the Remuneration and Nomination Committee is one year, which is why elections must be held annually.

#### **7.5 Re-Election of the Independent Proxy**

The Board of Directors proposes the re-election of Proxy Voting Services GmbH (manager: Gian Andri Töndury), Grossmünsterplatz 1, 8001 Zurich as the independent proxy for a term of office of one year until the end of the next Annual General Meeting.

**Explanation:** The term of office of Proxy Voting Services GmbH as the independent proxy pursuant to Art. 689c SCO expires at the end of the Annual General Meeting 2026. Mr. Gian Andri Töndury has confirmed that the company still meets the independence requirements that apply to this mandate.

#### **7.6 Re-Election of the Statutory Auditor**

The Board of Directors proposes renewing the mandate of Ernst & Young AG, Zurich as the statutory auditor for another one-year term of office for the financial year 2026.

**Explanation:** Ernst & Young AG's mandate comprises a statutory audit of the annual financial statements of BELIMO Holding AG, the consolidated financial statements and the remuneration report of the Belimo Group. Ernst & Young AG has confirmed that it still meets the independence requirements that apply to this mandate.

For the Board of Directors

The Chair



Patrick Burkhalter

# Organizational Notes

## No Trading Restriction

The registration of shareholders for the Annual General Meeting for voting purposes does not affect the trading of shares held by registered shareholders before, during or after a General Meeting.

## Documentation

The full Annual Report for the financial year 2025 (incl. the Management Report, the Annual Financial Statements of BELIMO Holding AG, the Group's Consolidated Financial Statements, the Remuneration Report, the auditor's reports as well as the Report on Non-Financial Matters) is available in English at [belimo.com/financial-reports](https://belimo.com/financial-reports) and at the Company's head office as of February 23, 2026, 06:00 (CET).

## Voting Rights

Voting rights at the Annual General Meeting 2026 may only be exercised for shares registered with the right to vote in the share register on March 12, 2026, at 17:00 (CET).

## Admission Cards

Admission cards and voting materials will be sent from February 23, 2026, to March 19, 2026, to shareholders who register for the Annual General Meeting. Please register as early as possible using the enclosed form or via web portal (see below), as this will facilitate the preparation for the meeting.

## Appointment of Proxy

A shareholder can be represented by a legal representative or, by means of a written proxy, by a representative of choice. Alternatively, a shareholder may be represented by the independent proxy Proxy Voting Services GmbH. Proxies may only be appointed for one General Meeting.

## Web Portal

Belimo offers its shareholders the use of a web portal. At [belimo.netvote.ch](https://belimo.netvote.ch) you can order your admission or appoint a proxy, and give voting instructions. Changes to electronically submitted instructions are possible until March 20, 2026, 12:00 PM (CET) at the latest. The personalized login codes required for this are enclosed with the invitation to the Annual General Meeting.

The web portal also offers the option of receiving the invitation to the Annual General Meeting and the letter to shareholders in electronic format earlier and paperless in future. You can specify this accordingly at [belimo.netvote.ch](https://belimo.netvote.ch) under the 'Select correspondence method' option.

### **Registration by Post**

Shareholders may submit their instructions, register for the Annual General Meeting as well as order their voting and admission cards by sending the enclosed reply letter by March 19, 2026 (postmark date) at the latest to: areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf (Switzerland).

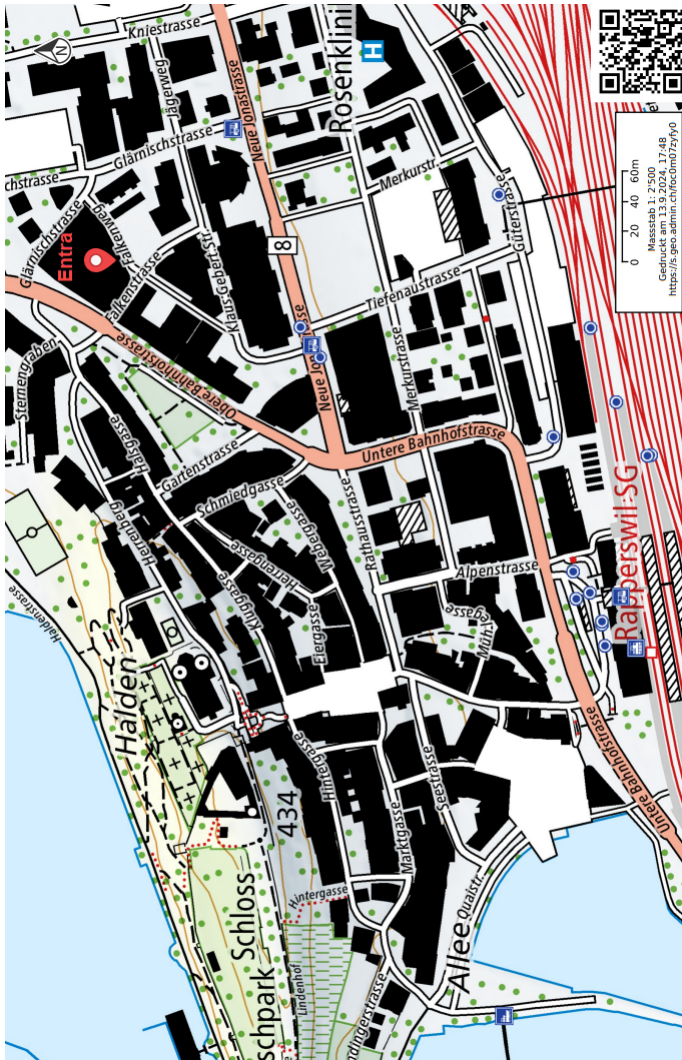
### **Questions**

Shareholders can address questions regarding the Annual Report or the Annual General Meeting to [ir@belimo.ch](mailto:ir@belimo.ch).

### **Transportation**

The venue is around 600 meters from Rapperswil railway station. Please use public transport whenever possible. Parking is limited. The entrance to the event is located at the side of the ENTRA building. The Annual General Meeting will be followed by an «Apéro Riche» reception.

Hinwil, February 23, 2026



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**Credits**

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This invitation is published in German and English. The German version is binding.

Due to rounding, amounts presented throughout this invitation may not add up precisely to the totals provided. All ratios and variances are calculated using the underlying amount rather than the presented rounded amount.

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