



Compensation Report

181 Introduction

182 Compensation at a glance

- 182 Compensation for the Board of Directors
- 183 Compensation for the Executive Committee

185 Contents of the report

186 Compensation governance

- 186 Rules relating to compensation in the Articles of Association
- 186 Compensation Committee
- 188 Levels of authority
- 188 Method used to determine compensation

189 Compensation structure

- 189 Compensation of the Board of Directors
- 190 Compensation of the Executive Committee (including CEO)

199 Compensation for the financial year 2025

- 199 Board of Directors
- 202 Executive Committee
- 204 Performance in 2025
- 206 Shareholdings of the members of the Board of Directors and of the Executive Committee
- 207 Loans to members of the governing bodies
- 208 Functions of the members of the Board of Directors
- 209 Functions of the members of the Executive Committee

210 Outlook

212 Report of the statutory auditor



Introduction by the Chairwoman of the Compensation Committee

Dear Shareholders,

In 2025, key topics for the Compensation Committee were the divestment of our Casting Solutions and Machining Solutions divisions, as well as the refining of the compensation design for the new strategic cycle.

The Compensation Committee and the Board of Directors reviewed the company's new Strategy 2030 and its impact on compensation. For the annual short-term incentive (STI) and long-term incentive (LTI), the performance metrics and weightings for 2026 will be updated to reflect the new Strategy 2030. Further details can be found in the section [Outlook](#) of this report.

The Chair of the Board of Directors and Chair of the Compensation Committee again held various discussions with investors regarding ESG topics in executive compensation. The dialogue and feedback from investors are always very welcome and appreciated.

At the start of our current strategic cycle (2021–2025), GF updated its compensation system to support the goals of Strategy 2025. Now, at the conclusion of the cycle, the Compensation Committee is satisfied that the current system has created challenging goals that balance performance and sustainability. With the new strategic cycle starting in 2026, the Committee will continue to focus on refining the compensation design to best support GF's new strategy and direction as a Flow Solutions organization.

The divestments, similar to the Uponor acquisition in the previous year, impact in particular the EPS performance metrics for the long-term incentive (LTI). The Board of Directors ensured that the LTI performance assessments were fair and transparent, adjusting for like-for-like comparisons. Further details can be found in this report under [Performance in 2025](#).

Thomas Hary joined GF's Executive Committee on 1 June 2025. Ivan Filisetti left the Executive Committee on 30 June 2025. These developments, along with related compensation matters, are detailed on the following pages.

This Compensation Report includes all relevant information concerning the compensation policy and programs, the governance in place for decisions relating to compensation and the compensation awarded in the reporting year. Our shareholders' valued opinion will be sought regarding the Compensation Report through a consultative retrospective vote.

The entire Board of Directors looks forward to a productive dialogue with our shareholders and stakeholders, and is very appreciative of your valuable feedback and support.

Sincerely,



Eveline Saupper
Chairwoman of the Compensation Committee

Compensation at a glance

Compensation for the Board of Directors

Compensation model

In order to ensure independence in their supervisory function, the members of the Board of Directors receive fixed compensation only, paid out in cash and shares that are blocked for five years.

Responsibility	Fee	Restricted shares
Basis fee		
Board membership	CHF 100'000	2'500 shares
Additional fees		
Board chairmanship ¹	CHF 260'000	3'500 shares
Independent Lead Director	CHF 22'500	
Audit Committee chairmanship	CHF 80'000	
Audit Committee membership	CHF 30'000	
Compensation Committee chairmanship	CHF 60'000	
Compensation Committee membership	CHF 20'000	
Nomination and Sustainability Committee chairmanship	CHF 60'000	
Nomination and Sustainability Committee membership	CHF 20'000	

1 The Chairman of the Board of Directors is not eligible for additional committee fees.

The compensation system for the Board of Directors does not contain any performance-related components.

Compensation awarded for 2025

The compensation awarded to the Board of Directors for the period from the Annual Shareholders' Meeting 2024 to the Annual Shareholders' Meeting 2025 is within the limits approved by the shareholders:

Compensation period	Amount approved	Effective amount
2024–2025	CHF 3'600'000 ¹	CHF 2'907'000 ²
2025–2026	CHF 3'400'000 ¹	n/a ³

1 Based on a share value of CHF 80.00.

2 Based on a share value of CHF 68.65 for the period in 2024 and CHF 53.60 for the period in 2025.

3 Compensation period not yet completed; a conclusive assessment will be provided in the Compensation Report 2026.

Compensation for the Executive Committee

Compensation elements	Purpose	Vehicle	Period	Performance measure
Fixed compensation				
Fixed base salary	Pay for the function	Cash	Monthly	Skills, experience and individual performance
Benefits	Ensure protection against risks such as death, disability and old age			
Variable compensation				
Short-term incentive (STI)	Pay for annual performance based on GF's strategic targets	Cash	Annual	Organic sales growth EBIT margin (comparable) ROIC (comparable) Sustainability (ESG) Individual objectives
Long-term incentive (LTI)	Pay for long-term performance Align with shareholders' interests and GF's strategy Participate in long-term success of the company	Performance shares	3-year vesting and additional 2-year blocking	EPS rTSR

Performance in 2025

Short-term incentive (STI)

The achievements against the business objectives were mainly below target, reflecting challenging macroeconomic and geopolitical headwinds, a strong Swiss franc and weak construction markets. GF successfully delivered on all targets of its 2025 Sustainability Framework, reinforcing sustainability as a core pillar of the Group's strategy and leading to the overachievement of its sustainability objectives. Also, the individual targets for 2025, which include measures in connection with the strategic transformation of GF, were clearly exceeded.

Overall, the STI payout for 2025 for the Executive Committee (incl. CEO) was on average below target, ranging from 64.6% to 102.3% (target level = 100%).

Long-term incentive (LTI)

The vesting level of the LTI plan 2023 (performance period ended at the end of 2025) amounted to 0% for the EPS-related performance shares and 86.6% of target for the rTSR-related performance shares, resulting in an overall vesting level of 43.3% (target level = 100%). The above information includes EPS-related adjustments in connection with the major acquisitions and divestments announced during the performance period, ensuring like-for-like measurement as explained in more detail in the relevant sections on the following pages.

Compensation awarded for 2025

The compensation awarded to the Executive Committee (including the CEO) for 2025 is within the limits approved by the shareholders at the 2024 Annual Shareholders' Meeting:

Compensation period	Amount approved	Effective amount
2025	CHF 14'476'000	CHF 9'804'000

The ratio between fixed and awarded variable compensation in 2025 was as follows:

CEO compensation for 2025



Executive Committee compensation (incl. CEO) for 2025



Compensation principles

The compensation policy applicable to the Executive Committee is designed to attract, motivate and retain talented individuals based on the following principles:

- Fairness and transparency
- Pay for performance, business and sustainability strategy implementation
- Long-term orientation and alignment to shareholders' interests
- Market competitiveness

Compensation governance

- Authority for decisions related to compensation is governed by GF's Articles of Association.
- The Board of Directors is supported by the Compensation Committee in preparing all compensation-related decisions regarding the Board of Directors and the Executive Committee.
- The maximum aggregate amounts of compensation for the members of the Board of Directors and the Executive Committee are subject to binding prospective shareholders' votes at the Annual Shareholders' Meeting.
- In addition, the Compensation Report is subject to a retrospective consultative vote at the Annual Shareholders' Meeting.



Contents of the report

The Compensation Report provides information about the compensation policy, the compensation programs and the process for determining compensation for the Board of Directors and the Executive Committee of GF. It also includes details on the compensation payments related to the 2025 financial year.

This report has been prepared in accordance with the Swiss Code of Obligations ("CO"), the Directive on Information relating to Corporate Governance issued by SIX Exchange Regulation AG and the principles of the Swiss Code of Best Practice for Corporate Governance of economiesuisse.

The Compensation Report is structured as follows:

Compensation governance

- [Rules relating to compensation in the Articles of Association](#)
- [Compensation Committee](#)
- [Levels of authority](#)
- [Method used to determine compensation](#)

Compensation structure

- [Compensation of the Board of Directors](#)
- [Compensation principles](#)
- [Compensation model](#)
- [Shareholding ownership guideline](#)

Compensation of the Executive Committee

- [Compensation principles](#)
- [Compensation model](#)
- [Compensation mix and caps](#)
- [Fixed base salary](#)
- [Short-term incentive](#)
- [Long-term incentive \(share-based compensation\)](#)
- [Clawback and malus provisions](#)
- [Benefits](#)
- [Contractual terms](#)
- [Shareholding ownership guideline](#)

Compensation for the financial year 2025

- [Board of Directors](#)
- [Executive Committee](#)
- [Performance in 2025](#)
- [Shareholdings of the members of the Board of Directors and of the Executive Committee](#)
- [Loans to members of the governing bodies](#)
- [Functions of the members of the Board of Directors](#)
- [Functions of the members of the Executive Committee](#)
- [Outlook](#)
- [Report of the statutory auditor](#)

Compensation governance

Rules relating to compensation in the Articles of Association

The Articles of Association of GF contain provisions regarding the compensation principles applicable to the Board of Directors and to the Executive Committee. These provisions can be found on GF's website and include:

- Principles of compensation of the Board of Directors (Article 22)
- Principles of compensation of the Executive Committee (Article 23c)
- Additional amount for new members of the Executive Committee (Article 23c.9)
- Provisions on the employment contracts for members of the Executive Committee (Article 23b)
- Credits and loans (Article 23d.1)
- Provisions on early retirement for members of the Executive Committee (Article 23d.2)

According to articles 22 and 23 of the Articles of Association, the Annual Shareholders' Meeting approves annually the maximum aggregate compensation of the Board of Directors for the period from the Annual Shareholders' Meeting to the next Annual Shareholders' Meeting, as well as the maximum aggregate compensation of the Executive Committee for the following calendar year. In addition, the Compensation Report is submitted to the Annual Shareholders' Meeting for an advisory vote on a yearly basis, so that shareholders can express their opinion on the compensation policy and programs.

Compensation Committee

The Compensation Committee consists of three non-executive members of the Board of Directors who are elected annually and individually by the Annual Shareholders' Meeting for a one-year period until the next Annual Shareholders' Meeting. At the 2025 Annual Shareholders' Meeting, Eveline Saupper (Chairwoman), Michelle Wen and Annika Paasikivi were re-elected as members of the Compensation Committee. The Compensation Committee supports the Board of Directors with the following duties:

- Determining the compensation policy of the company at the highest corporate level, including the principles for the variable compensation and shareholding programs.
- Reviewing the guidelines governing compensation of the Board of Directors and the Executive Committee.
- Preparing the motions related to the maximum aggregate amounts of compensation for the Annual Shareholders' Meeting.
- Proposing the amount of compensation to be paid to the Board of Directors, to the CEO and to the other members of the Executive Committee within the limits approved by the Annual Shareholders' Meeting.
- Reviewing and proposing the annual Compensation Report to the Board of Directors.

During 2025, the Compensation Committee performed the following tasks:

- Conducted an update of the benchmark analysis for the compensation of the Board of Directors and, based on the findings, did not propose any adjustments to the Board of Directors.
- Conducted an update of the benchmark analysis for the compensation of the CEO and of the other members of the Executive Committee, and proposed salary adjustments to the Board of Directors.
- Evaluated the business performance for the 2024 financial year against the pre-set objectives and prepared a proposal for the Board of Directors on the short-term incentive to be paid to the CEO and to the other members of the Executive Committee.
- Determined the business objectives for the 2025 financial year for the CEO and reviewed those of the other members of the Executive Committee before submitting them to the Board of Directors for approval.
- Evaluated the performance of the LTI awards vested end 2024 against the objectives, and prepared a proposal for the Board of Directors on the long-term incentive to be allocated to the CEO and to the other members of the Executive Committee.
- Further observed and assessed the impacts of the divestments of GF Machining Solutions and GF Casting Solutions on the ongoing compensation models.
- Reviewed the Compensation Report 2024 and prepared the compensation motions to be submitted for a vote at the 2025 Annual Shareholders' Meeting.
- Reviewed and discussed the voting results for the compensation-related motions at the 2025 Annual Shareholders' Meeting, as well as the proxy advisors' and shareholders' feedback received on compensation matters.
- Engaged with proxy advisors and major shareholders on compensation matters in order to gather their feedback and comments.
- Reviewed and updated the STI and LTI objectives structure for the financial year 2026, to align with the new Strategy 2030.
- Prepared the Compensation Report 2025.

The Compensation Committee convenes as often as necessary, but at least twice per year. In 2025, the Committee held four meetings of approximately two hours each, according to the schedule on the right:

Overview of meeting schedule 2025

January (24 January)

- Business performance 2024; preview of the STI 2024 (business and individual objectives) for CEO and EC
- Discussion on target setting for the STI 2025 (treatment of GFMS and GFCS) for CEO and EC
- Review of draft of the Compensation Report 2024

February (19 February)

- Approval of the LTI vesting at the end of 2024 and of the LTI 2025 grant
- Approval of the Compensation Report 2024
- Determination of maximum amounts of compensation for the Board of Directors until the next Annual Shareholders' Meeting
- Determination of maximum amounts of compensation for the EC for the financial year 2026

July (15 July)

- EC compensation design review for new strategy period (changes to STI and LTI KPIs and investor feedback)
- Treatment of STI and LTI of Division President in the divestment context
- Confirmation of compensation for new EC member (Thomas Hary)

December (12 December)

- Review of compensation for the Board of Directors for the next compensation period
- Benchmarking of compensation for the CEO and EC members
- Review of target compensation for the CEO and EC members for the coming financial year
- Review of proxy advisors' and investors' feedback on planned STI and LTI KPI changes
- Confirmation of new STI and LTI KPI structure for the coming financial year
- Preview Compensation Report 2025

In 2025, all Compensation Committee members attended all meetings. The Chairman of the Board, the CEO, the Head of Corporate Human Resources and the Head of Corporate Compensation and Benefits are invited to attend the Compensation Committee meetings in an advisory capacity. The Chairman of the Board and the CEO do not attend the meeting if their own compensation or performance is discussed.

The Chairwoman of the Compensation Committee reports to the Board of Directors at each private meeting about the activities of the Compensation Committee. The minutes of the Compensation Committee meetings are available to all members of the Board of Directors.

Compensation proposals and decisions are made based on the following levels of authority:

Levels of authority

Approval framework

Subject	Recommendation from	Final approval from
Compensation policy and principles	Compensation Committee	Board of Directors
Aggregate compensation amount of the Board of Directors	Board of Directors based on proposal by Compensation Committee	Annual Shareholders' Meeting (binding vote)
Individual compensation of the members of the Board of Directors	Compensation Committee	Board of Directors
Aggregate compensation amount of the Executive Committee	Board of Directors based on proposal by Compensation Committee	Annual Shareholders' Meeting (binding vote)
Individual compensation of the CEO	Compensation Committee based on proposal by the Chairman of the Board	Board of Directors
Individual compensation of the Executive Committee members	Compensation Committee based on proposals by the CEO	Board of Directors
Compensation Report	Board of Directors based on proposal by Compensation Committee	Annual Shareholders' Meeting (consultative vote)

Method used to determine compensation

Benchmarking

The compensation structure and levels of the Board of Directors and the Executive Committee are reviewed every two to three years and are tailored to the relevant sectors and labor markets in which GF competes for talent. For the purpose of comparison, the Compensation Committee relies on compensation surveys published by independent consulting firms and on publicly available information such as the compensation disclosures of comparable companies.

Comparable companies are defined as multinational industrial companies listed on the Swiss stock exchange (SIX) with a similar business model and size in terms of market capitalization, sales, number of employees, complexity and geographic scope. The peer group for the compensation benchmark of the Board of Directors and the Executive Committee include the following Swiss companies: Bucher Industries, DKSH, dormakaba, Geberit, OC Oerlikon, SIG Combibloc, Sonova, Straumann and Sulzer. Compensation benchmarking was last conducted in 2025.

Performance management

The Compensation Committee also takes into consideration effective business and individual performance while determining the compensation amounts to be paid to the CEO and to the other members of the Executive Committee. Individual performance is assessed through the annual Management By Objectives (MBO) process, for which individual objectives are defined at the beginning of the year and the achievement against those objectives is evaluated at the end of the year. The objective setting and the performance assessment of the members of the Executive Committee are conducted by the CEO and by the Chairman of the Board for the CEO. The performance assessment of the CEO and the other members of the Executive Committee is reviewed by the Compensation Committee.

Compensation structure

Compensation of the Board of Directors

Compensation principles

In order to ensure their independence in exercising their supervisory duties, the members of the Board of Directors receive fixed compensation only. The compensation is paid partially in cash and partially in shares blocked for a period of five years in order to closely align their compensation with shareholders' interests.

Compensation model

The compensation applicable to the Board of Directors is reviewed every two to three years based on competitive market practice, and its basic structure is kept as constant as possible.

In order to guarantee the independence of the members of the Board of Directors in executing their supervisory duties, their compensation is fixed and does not contain any performance-related component. The annual compensation for each Member of the Board of Directors depends on the functions and tasks carried out in the year under review, and consists of an annual basis fee paid in cash and in blocked shares, as well as additional committee fees paid in cash.

The Compensation Committee benchmarked the Board of Directors' compensation against peer companies in same manner as in prior years. The result confirmed that compensation structure and levels are in line with market practice. For 2025, there were no changes to the structure or level of Board of Directors' compensation. Consequently, the following compensation structure and levels continue to apply:

Responsibility	Fee	Restricted shares
Basis fee		
Board membership	CHF 100'000	2'500 shares
Additional fees		
Board chairmanship ¹	CHF 260'000	3'500 shares
Independent Lead Director	CHF 22'500	
Audit Committee chairmanship	CHF 80'000	
Audit Committee membership	CHF 30'000	
Compensation Committee chairmanship	CHF 60'000	
Compensation Committee membership	CHF 20'000	
Nomination and Sustainability Committee chairmanship	CHF 60'000	
Nomination and Sustainability Committee membership	CHF 20'000	

¹ The Chairman of the Board of Directors is not eligible for additional committee fees.

The cash fees are paid in January for the previous calendar year, while the shares are allocated in December of the respective calendar year. The shares are blocked for a period of five years. The blocking period is lifted in the event of death or disability and remains in place in all other instances of termination. The shares are disclosed at their market value based on the closing share price on the last trading day of the reporting year.

The compensation of the Board of Directors is subject to regular social security contributions and is not pensionable.

Shareholding ownership guideline

Members of the Board of Directors are required to hold 200% of the annual basis cash fee in GF shares. Newly elected members must build up the required ownership within five years of their election to the Board of Directors. In the event of a substantial rise or drop in the share price, the Board of Directors may at its discretion amend that time period accordingly.

To calculate whether the minimum holding requirement is met, all held shares are considered regardless of whether they are blocked or not. The Compensation Committee reviews compliance with the share ownership guideline on an annual basis.

The minimum holding requirements are illustrated in the table below:

	Shareholding ownership requirement	Build-up period
Board of Directors	200% of annual basis cash fee	5 years

Compensation of the Executive Committee (including CEO)

Compensation principles

The compensation policy applicable to the Executive Committee is designed to attract, motivate and retain talented individuals based on the following principles:

- Fairness and transparency
- Pay for performance, business and sustainability strategy implementation
- Long-term orientation and alignment with shareholders' interests
- Market competitiveness

Fairness and transparency (internal equality)

Compensation programs are straightforward, clearly structured and transparent. They ensure fair compensation based on the responsibilities and competencies required to perform the function.

Pay for performance and strategy implementation

A portion of compensation is directly linked to the company's performance, to the implementation of the business strategy and to individual performance.

Long-term orientation and alignment with shareholders' interests

A significant portion of compensation is delivered in the form of performance shares, ensuring participation in the long-term success of the company and a strong alignment with shareholder interests.

Market competitiveness

Compensation levels are competitive and in line with relevant market practice.

Compensation model

The compensation of the Executive Committee includes the following elements:

- Fixed base salary in cash
- Benefits such as pension and social insurance funds
- Performance-related short-term incentive (STI) in cash
- Share-based compensation (long-term incentive, LTI)
- Retention bonuses may be granted in consideration of special events and for a limited period of time, subject to ongoing employment

	Fixed compensation elements		Variable compensation elements	
	Fixed base salary	Benefits	STI performance 2025	LTI performance 2025
Purpose	Ensure basic fixed remuneration	Ensure protection against risks such as death, disability and old age	Pay for annual performance	Pay for long-term performance Align with shareholders' interests Participate in long-term success and align with Strategy 2030
Drivers	Scope and complexity of the function Profile of the individual market practice	Local legislation and market practice	Performance against business and individual objectives	Long-term value creation
Performance/ vesting period	–	–	Year 2025	3 years Grant date: 1 January 2025 Vesting period: 2025–2027
Blocking period	–	–	–	Additional 2 years: 2028–2029
Performance measures	Skills, experience and performance of the individual	–	Organic sales growth EBIT margin (comparable) ROIC (comparable) Sustainability (ESG) Individual objectives (MBO)	All LTI-related awards depend on performance: 50% EPS, 50% rTSR EPS-related achievement determination: Ø (EPS value years 2025, 2026, 2027) divided by Ø (EPS value years 2022, 2023, 2024) rTSR-related achievement determination: Ø (ranking in 2025, 2026, 2027 of GF within the SMI MID)
Delivery	Monthly cash	Contributions to social security, pension and insurances	Cash, one-off payment in March 2026	Shares after the performance period; 50% depending on EPS performance, 50% depending on rTSR performance

EBIT = earnings before interest and taxes
EPS = earnings per share
ESG = environment, social, governance
PS = performance shares

PS(EPS) = EPS-dependent performance shares
PS(rTSR) = rTSR-dependent performance shares
ROIC = return on invested capital
Ø = average

For the purpose of comparison, the compensation of the Executive Committee is regularly benchmarked against compensation surveys published by independent consulting firms and publicly available compensation information of comparable multinational industrial companies (please refer to the section [Method used to determine compensation](#) for details about the peer group).

The compensation model of the Executive Committee remained unchanged in 2025 compared to the previous year.

Compensation mix and caps

CEO

At target	Fixed base salary 100%	STI 100%	LTI 100%
Maximum payout	Fixed base salary 100%	STI 150%	LTI 150%

Other members of the Executive Committee

At target	Fixed base salary 100%	STI 60%	LTI 60%
Maximum payout	Fixed base salary 100%	STI 90%	LTI 90%

Maximum payouts:

- STI: Capped at 150% of the target amount, ie the actual payout amount cannot exceed 150% of the annual fixed base salary for the CEO and 90% of the amount of the annual fixed base salary for the other members of the Executive Committee.
- LTI: Capped at 150% of the target number of shares: In the year of grant, the LTI target amount is converted into a number of performance share awards, and each performance share award can lead to a maximum of 150% shares at vesting, depending on achievement of the relevant performance conditions.
- Overall cap: The overall variable compensation is capped (value of the STI payout and of the LTI value at grant) at 250% of the fixed compensation, as stipulated in the Articles of Association.
- Special retention bonuses are not taken into consideration for the above overview because they do not form part of the regular annual compensation structure. In principle, however, special retention bonuses are considered within the limits of the maximum compensation amount approved by shareholders.

Fixed base salary

The fixed base salary is determined primarily based on the following factors:

- Scope and complexity of the role, as well as the skills required to perform the function
- Skills, experience and performance of the individual in the function
- External market value of the function

Fixed base salaries of the members of the Executive Committee are reviewed every year based on those factors, and adjustments are made according to market developments.

Short-term incentive

The short-term incentive (STI) is a variable incentive designed to reward the achievement of business and sustainability objectives of the GF Group and its divisions, as well as the fulfillment of individual performance objectives as defined within the MBO process, over a period of one year. The 2025 objectives are aligned with the 2025 Strategy, and similarly, the 2026 objectives will be aligned with the new Strategy 2030 as described in the Outlook section.

The STI is expressed as a target in % of the annual fixed base salary. The target STI amounts to 100% of the annual fixed base salary for the CEO and to 60% of the annual fixed base salary for the other members of the Executive Committee. The STI payout is capped at 150% of target level.

	Target ¹	Minimum ¹	Maximum ¹
CEO	100%	0%	150%
Other members of the Executive Committee	60%	0%	90%

¹ In percent of annual fixed base salary.

Business objectives for the STI

The business objectives include organic sales growth (excluding acquisitions and divestitures), EBIT margin and return on invested capital (ROIC) on a comparable basis. The annual targets of these business objectives are derived from the five-year strategic goals, considering the actual results in the previous year as well as the budget and forecast of the year for which the targets are set. The annual targets are discussed and approved by the Board of Directors.

For each business objective, the Board of Directors sets a target level and a threshold level (hurdle) of achievement under which there is no payout. Particular focus is placed on the sales target, as growth was a strong pillar of Strategy 2025. Furthermore, the ROIC target is set at a level clearly over the weighted average cost of capital (WACC) of the GF Group in order to maximize value creation. The respective achievement level of each business objective is measured on a yearly basis and determines a payout factor for that business objective.

Sustainability objectives for the STI

The sustainability objectives are based on environmental, social and governance (ESG) criteria that are significant to the company and its stakeholders. These corporate sustainability goals are explicitly outlined in the sustainability roadmaps of the divisions and are prominently featured in the objective-setting process of the Executive Committee.

Sustainability objectives for 2025 are aligned with the targets of the Sustainability Framework 2025. The previous targets were adjusted for the impact of acquisitions and divestments. Additional information is available in section [Updating the Targets of the Sustainability Framework 2025](#) of the [Sustainability Report](#).

The annual restated sustainability targets in the STI include:

- A product portfolio where 77% of sales (by the end of 2025) are derived from offerings with social or environmental benefits
- A 30% reduction (compared to 2019 adjusted baseline) in absolute CO₂e emissions to help limit global warming to 1.5 °C for Scope 1 and 2 emissions
- A 30% reduction (compared to 2019 adjusted baseline) in the accident rate (LTIFR), measured on group and divisional level

Individual objectives for the STI

The individual objectives are set within the MBO process at the beginning of the year. These objectives are clearly measurable, do not overlap with the financial targets and are set in different categories:

- Non-financial strategic goals, such as acquisitions or portfolio adaptations
- Operational goals, such as the implementation of digitalization projects, the successful launch of new products, implementation of corporate training initiatives, acquisition and integration of new technologies and services, development of new business segments and expansion of production to new regions
- Goals to promote the implementation of value and culture according to the company's strategy
- Personal goals, such as personal improvement and/or training sessions and succession planning

At the end of the year, the achievement of each individual objective is assessed. This determines the payout factor for the portion of the STI related to individual objectives.

Weighting of the business, sustainability and individual objectives

Sustainability objectives are a separate element of the performance measurement and account for 10% of the STI. They are not part of the individual objectives. The individual objectives account for 25% of the STI.

The weighting of the business and individual objectives for the CEO and the other members of the Executive Committee depends on the function (the highest weighting is allocated to the organization the individual is responsible for) and is described in the table below.

	CEO	Division President	CFO
Business objectives			
Group level	65%	25%	65%
Organic sales growth (30%)	19.5%	7.5%	19.5%
EBIT margin (comparable) (40%)	26.0%	10.0%	26.0%
ROIC (comparable) (30%)	19.5%	7.5%	19.5%
Division level		40%	
Organic sales growth (30%)		12.0%	
EBIT margin (comparable) (40%)		16.0%	
ROIC (comparable) (30%)		12.0%	
Sustainability		10%	
ESG	10.0%	10.0%	10.0%
Individual objectives		25%	
MBO	25.0%	25.0%	25.0%
Total	100%	100%	100%

Long-term incentive (share-based compensation)

The purpose of the LTI plan, which remained unchanged for the year under review, is to:

- Align the interests of executives with those of GF's shareholders
- Allow executives to participate in the long-term success of GF
- Foster and support a high-performance culture

The LTI is a performance share (PS) plan. Every year, the CEO and the other members of the Executive Committee are granted a certain number of PS awards based on a percentage of their annual fixed base salary. The target LTI amounts to 100% of the annual fixed base salary for the CEO and to 60% of the annual fixed base salary for the other members of the Executive Committee.

The number of PS awards granted corresponds to the target LTI amount divided by the average GF share closing price of the last 60 trading days of the previous year. For financial year 2025, the PS were granted on 1 January 2025. The PS are subject to a three-year cliff vesting followed by an additional two-year blocking period on the vested shares.

The vesting of the PS is conditional upon the achievement of two specific performance objectives over a prospective period of three years: earnings per share (EPS) as an internal performance measure, and relative total shareholder return (rTSR) as an external performance measure.

The number of PS awards granted is split as follows:

- 50% of the PS awards depend on EPS performance (PS(EPS))
- 50% of the PS awards depend on rTSR performance (PS(rTSR))

Performance shares

	PS(EPS)	PS(rTSR)	Total shares
CEO	Target: 50% of ABS ¹ Vesting: 0%–150%	Target: 50% of ABS ¹ Vesting: 0%–150%	Target: 100% of ABS ¹ Vesting: 0%–150%
Other members of the Executive Committee	Target: 30% of ABS ¹ Vesting: 0%–150%	Target: 30% of ABS ¹ Vesting: 0%–150%	Target: 60% of ABS ¹ Vesting: 0%–150%

¹ ABS = annual fixed base salary

The EPS target, which is determined by the Board of Directors, is in line with the ambitious Strategy 2025 goals of GF and is measured at the end of the vesting period. Share buy-backs, major acquisitions/divestitures and capital increases are neutralized and have no impact on the EPS value calculation.

The rTSR is measured as a percentile rank in relation to a peer group. The peer group consists of the companies of the SMI MID index, as these companies are comparable to GF in terms of organizational size, complexity and market capitalization, and the SMI MID index best reflects the economic environment for companies listed in Switzerland. The percentile rank is evaluated on an annual basis: At the end of the vesting period, the final ranking of GF among the peer group is the average annual ranking over the three-year vesting period.

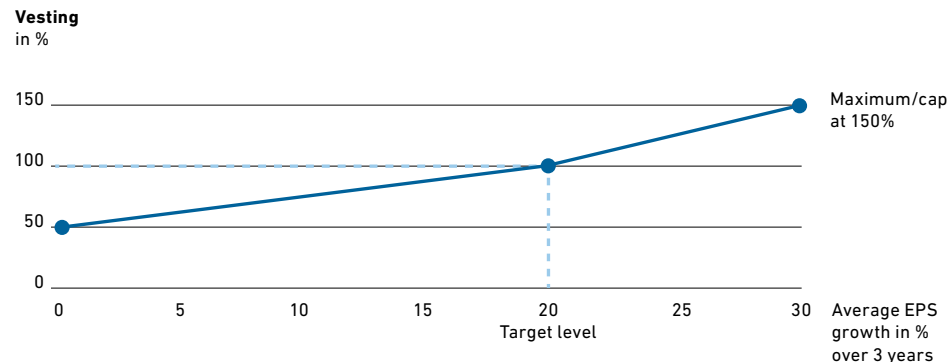
A threshold performance level (hurdle) is defined for both performance measures under which there is no vesting of the PS. The target level, which corresponds to a vesting level of 100%, and the maximum achievement level, for which the vesting is capped at 150%, are also defined.

Both EPS and rTSR are measured separately. The vesting of the PS(EPS) cannot therefore be compensated by the vesting of PS(rTSR) and vice-versa.

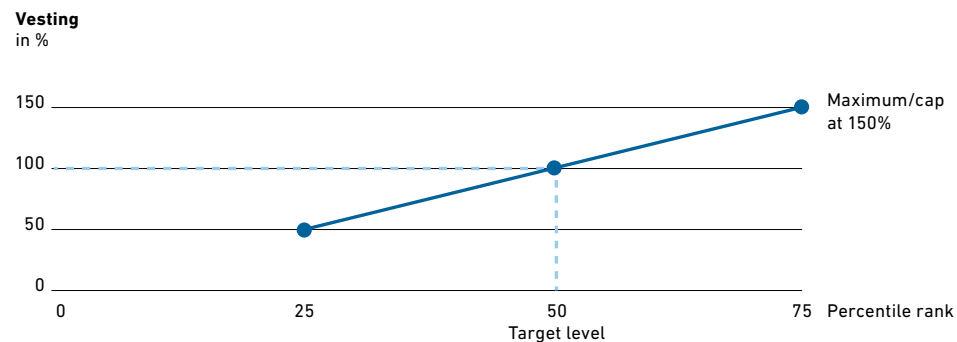
The vesting rules of the LTI plan are summarized in the table below:

Performance measure	Earnings per share (EPS)	Relative total shareholder return (rTSR)
Description	EPS: (Average EPS value years x, x+1, x+2) divided by (Average EPS value years x-1, x-2, x-3)	TSR: starting value of volume-weighted average share price (VWAP) over 30 trading days and ending value of the VWAP over 30 trading days Relativity measured as the average annual ranking within the peer group (companies in the SMI MID) over 3 years
Rationale	Internal measure Reflects GF's profitability and how efficiently the strategy is implemented	External measure Reflects GF's relative value compared to the SMI MID
Weighting	50% of the PS grant	50% of the PS grant
Target level	20% EPS growth over 3 years: 100% vesting	Relative TSR at the median of the peer group: 100% vesting
Maximum achievement level	150%	150%
Vesting period	3 years Followed by a 2-year blocking period on vested shares	3 years Followed by a 2-year blocking period on vested shares
Vesting rules	Threshold: 0% EPS growth over 3 years = 50% vesting Target: 20% EPS growth over 3 years = 100% vesting Maximum: 30% EPS growth over 3 years = 150% vesting Linear interpolation in between the points EPS decline over 3 years: 0% vesting	Threshold: 25 th percentile = 50% vesting Target: 50 th percentile = 100% vesting Maximum: 75 th percentile = 150% vesting Linear interpolation in between the points

Vesting curve earnings per share (EPS)



Vesting curve relative total shareholder return (rTSR)



Every year, the Compensation Committee is responsible for evaluating whether one-time events have significantly influenced any of the performance objectives, EPS or rTSR. If so, they recommend adjustments to the Board of Directors. The explanations for such adjustments, if any, are included in the Compensation Report of the relevant year.

The recent acquisitions (Uponor Corporation) and divestments (Machining Solutions and Casting Solutions) do not have a direct impact on the rTSR performance measure, but they do have an impact on GF's earnings per share (EPS), which is one of the performance metrics in the long-term incentive plan for awards to vest. The vesting mechanism will remain unchanged, however, considering that the LTI performance conditions require a comparison of EPS before and at the end of the relevant performance period, the Board of Directors will ensure that EPS objectives are measured on a like-for-like basis, based on comparable financial numbers.

Clawback and malus provisions

For the LTI, in the event a lower amount would have been awarded or paid out due to a misstatement of financial results or of fraudulent or willful substantial misconduct by a member of the Executive Committee, the Board of Directors will review the specific facts and circumstances and take action. With regard to awards granted under the LTI in respect of the years for which a restatement must be made and/or in which the misconduct took place, the Board of Directors may determine at any time before or after the delivery of the shares to forfeit or suspend the vesting of any LTI award in full or in part (malus), require the transfer for nil consideration of some or all of the shares delivered under the LTI plan (clawback) and/or require a reimbursement in the form of a cash payment in respect of some or all of the shares delivered under the LTI plan (clawback).

The clawback and malus provisions apply to the members of the Executive Committee for the entire duration of their membership and for up to three years following the termination thereof.

Benefits

Benefits consist primarily of retirement and insurance plans that are designed to provide a reasonable level of income in case of retirement, as well as a reasonable level of protection against risks such as death and disability. All members of the Executive Committee have a Swiss employment contract and participate in the pension fund of GF offered to all Swiss-based employees. The pension fund exceeds the minimum legal requirements of the Swiss Federal Law on Occupational Retirement, Survivors and Disability Pension Plans (BVG) and is in line with commensurate market practice. In the case of top-management positions, including the members of the Executive Committee, an early retirement plan is in place. The plan is entirely funded by the employer and is administered by a Swiss foundation. Beneficiaries may opt for early retirement starting from the age of 60. The standard retirement age is 65.

Members of the Executive Committee do not receive special benefits. They are entitled to a lump sum representation allowance and to reimbursement of business expenses in accordance with the expense rules applicable to all employees at the management level employed in Switzerland. The expense regulation has been approved by the relevant cantonal tax authorities.

Contractual terms

The employment contracts of the CEO and the other members of the Executive Committee foresee a notice period of a maximum of 12 months. There are no entitlements to severance payments, nor any change of control provisions, other than the early vesting and early unblocking of share awards in such cases. Their contracts may foresee non-competition provisions that are limited to a maximum of two years and which allow compensation up to a maximum of the average total annual compensation for the last three financial years.

GF allows the granting of special retention bonuses in extraordinary circumstances, for example in consideration of strategically relevant special projects, subject to ongoing employment, in order to ensure seamless and stable operations for a limited period of time. Details are disclosed in the section Compensation of the members of the Executive Committee.



Shareholding ownership guideline

The CEO and the other members of the Executive Committee are required to hold a minimum percentage of their annual base salary in GF shares. Newly appointed members must build up the required ownership within five years of their appointment. In the event of a substantial rise or drop in the share price, the Board of Directors may at its discretion amend that time accordingly.

The minimum holding requirements are illustrated in the table below:

	Shareholding ownership requirement	Build-up period
CEO	200% of annual fixed base salary	5 years
Other members of the Executive Committee	100% of annual fixed base salary	5 years

To calculate whether the minimum holding requirement is met, all vested shares are considered, regardless of whether they are blocked or not. Unvested PS are excluded. The Compensation Committee reviews compliance with the share ownership guideline on an annual basis.

Compensation for the financial year 2025

Audited by KPMG Switzerland

Board of Directors

The members of the Board of Directors received cash compensation of CHF 1.271 million in the year under review (previous year: CHF 1.362 million). In addition, a total of 21'737 GF registered shares with a total market value of CHF 1.165 million were allocated (previous year: 23'502 GF shares with a total market value of CHF 1.616 million). Together with other benefits, the total compensation paid to the Board of Directors in 2025 amounted to CHF 2.526 million (previous year: CHF 3.078 million).

The total compensation paid to the Board of Directors in 2025 was lower compared with the previous year, due to the lower value of the shares (CHF 53.60 on 31 December 2025 compared with CHF 68.65 on 30 December 2024). No changes to the compensation structure of the Board of Directors were implemented in 2025 compared to 2024.

At the 2024 Annual Shareholders' Meeting, shareholders approved a maximum aggregate compensation amount of CHF 3.600 million (based on a share value of CHF 80.00) for the Board of Directors for the compensation period from the 2024 Annual Shareholders' Meeting until the 2025 Annual Shareholders' Meeting. For this period, the effective compensation amounted to CHF 2.907 million (based on a share value of CHF 68.65 for the period in 2024 and CHF 53.60 for the period in 2025), and is thus within the approved limits.

At the 2025 Annual Shareholders' Meeting, shareholders approved a maximum aggregate compensation amount of CHF 3.400 million (CHF 3.600 million in the previous period) for the Board of Directors for the compensation period from the 2025 Annual Shareholders' Meeting until the 2026 Annual Shareholders' Meeting. This compensation period has therefore not yet been completed, and a conclusive assessment will be provided in the 2026 Compensation Report.

In the reporting year, no further compensation was paid to members of the Board of Directors, and no compensation was paid to parties closely related to members of the Board of Directors.



Compensation of the members of the Board of Directors 2025

	Cash compensation		Share-based compensation			Total compensation 2025 ⁷	Total compensation 2024 ⁷
	Basis fee	Committee fees	Number of shares	Share-based compensation ⁵	Other benefits ⁶		
Yves Serra	100	260	6'000	322	31	713	806
Chairman Board of Directors							
Chairman Nomination and Sustainability Committee							
Eveline Saupper	100	83	2'500	134	14	331	363
Vice-Chairman Board of Directors							
Independent Lead Director							
Chairwoman Compensation Committee							
Hubert Achermann¹							122
Vice-Chairman Board of Directors							
Independent Lead Director							
Chairman Audit Committee							
Member Nomination and Sustainability Committee							
Peter Hackel	100	30	2'500	134	14	278	317
Member Audit Committee							
Roger Michaelis¹							90
Member Compensation Committee							
Annika Paasikivi³	100	20	2'500	134	0	254	205
Member Compensation Committee							
Stefan Räsamen^{3, 4}	100	100	2'500	134	18	352	274
Chairman Audit Committee							
Member Nomination and Sustainability Committee							

Table continued on next page



**Compensation for the
financial year 2025**

	Cash compensation		Share-based compensation			Total compensation 2025 ⁷	Total compensation 2024 ⁷
	Basis fee	Committee fees	Number of shares	Share-based compensation ⁵	Other benefits ⁶		
Ayano Senaha	100	20	2'500	134	13	267	307
Member Nomination and Sustainability Committee							
Monica de Virgiliis²	29	9	737	40	0	78	302
Member Audit Committee ²							
Michelle Wen	100	20	2'500	134	0	254	292
Member Compensation Committee ²							
Total	729	541	21'737	1'165	90	2'526	3'078

All in CHF 1'000 and stated in gross amounts, except the "Number of shares" column.

1 Former member of the Board of Directors until 17 April 2024.

2 Member of the Board of Directors until 16 April 2025.

3 As of 18 April 2024.

4 Assumed role at the beginning of July 2024.

5 The share-based compensation consists of the allocation of a fixed number of shares. The amount of the share-based compensation is calculated based on the share value on 30 December 2025, CHF 53.60.

6 Other benefits represent employer contributions to social insurance funds.

7 The total compensation includes the cash compensation (basis and committee fees), the share-based compensation and the contribution to social insurance funds.

Executive Committee

The members of the Executive Committee received cash, share-based compensation, social security and pension contributions amounting to CHF 9.804 million for the year under review (previous year: CHF 10.911 million), compared with a total amount of CHF 14.476 million approved by shareholders at the 2025 Annual Shareholders' Meeting.

Under the LTI plan, 43'462 performance shares with a total value at grant of CHF 2.775 million were granted to members of the Executive Committee for the year under review (previous year: 52'710 performance shares with a total value at grant of CHF 2.843 million).

Compensation of the members of the Executive Committee 2025

	Fixed base salary in cash	Short-term incentive (STI) in cash ¹	EPS-dependent performance shares PS(EPS) ²	rTSR-dependent performance shares PS(rTSR) ²	Share-based compensation (LTI) ²	Social insurance funds ³	Pension funds ⁴	Other compensation ⁵	Total compensation 2025 ⁶	Total compensation 2024
Executive Committee ⁷	3'364	2'306	21'731	21'731	2'775	500	597	262	9'804	10'911
Of whom Andreas Müller, CEO ⁸	957	973	7'499	7'499	957	158	156	0	3'202	3'096

All in CHF 1'000 and stated in gross amounts, except the "EPS-dependent performance shares" and "rTSR-dependent performance shares" columns, which are stated as number of shares.

- The STI is based on the STI plan. The STI for the 2025 financial year was approved by the Board of Directors on 17 February 2026. Payment will be made in March 2026.
- The share-based compensation is based on the LTI plan. The number of PS granted corresponds to the target LTI amount divided by the average GF share closing price of the last 60 trading days prior to the grant date on 1 January 2025, CHF 63.84.
- The social insurance funds expenses represent employer contributions to social security. The amounts indicated are based on the compensation amounts disclosed in the table (including the value at grant of the share-based remuneration).
- The pension funds expenses represent employer contributions to pension funds.
- Other compensation includes the pro-rata portion earned in 2025 for further special retention bonus grants in connection with the planned divestiture of two divisions at GF.
- The total compensation includes the fixed base salary, the STI, the share-based compensation, social and pension contributions, as well as other compensation.
- The Executive Committee consisted of five members for most of the year (previous year: six members).
- Highest individual compensation.

Compensation for the financial year 2025

In 2025, the total compensation for the CEO was slightly higher than in 2024. The total compensation of the other members of the Executive Committee was lower than in 2024. The main reason for this is that the Executive Committee consisted of five members (previous year: six members) for most of the year. As of 1 June 2025, the number of Executive Committee members increased by one, with one member leaving the Executive Committee on 30 June 2025. The remuneration for the fixed base salary and for the STI is recognized pro rata, whereas the full grant amount for the LTI is considered for 2025.

- **Fixed base salary:** The fixed base salary of the CEO was not changed from 2024 to 2025. The fixed base salaries of the other members of the Executive Committee were increased in line with market practice and the findings of the benchmark analysis. Taking into account the increase for the year under review, the fixed base salary is at mid-market benchmark level, while total direct compensation (including STI and LTI at target level) is slightly below the peer group;
- **STI:** The achievements against the business objectives were mainly below target, reflecting challenging macroeconomic and geopolitical headwinds, a strong Swiss franc and weak construction markets. GF successfully delivered on all targets of its 2025 Sustainability Framework, reinforcing sustainability as a core pillar of the Group's strategy and leading to the overachievement of its sustainability objectives. In addition, the individual targets for 2025, which include measures in connection with the strategic transformation of GF, were clearly exceeded (see details in the section [Performance in 2025](#)). For the year under review, the STI payout for the CEO was CHF 973'000 (STI for the CEO in 2024 was CHF 866'000) and CHF 2'306'000 for the Executive Committee (incl. CEO; STI for the Executive Committee incl. CEO in 2024 was CHF 2'399'000). The overall payout for the Executive Committee is based on target achievements in the range from 64.6% to 102.3% (80.4% to 90.5% in 2024).
- **LTI:** The overall value of the share-based remuneration decreased compared with last year, as the number of Executive Committee members decreased to five compared to six the year before.
- **Other compensation:** Special retention bonuses were allocated in two cases in 2024. In general terms, the size of the retention bonuses is approximately equal to one annual fixed base salary. Retention periods, during which the individuals must remain employed in order to receive payment, range from 32 to 38 months. Actual payment is subject to ongoing employment through the planned payment date; no performance conditions apply. For the 2025 compensation report, the pro rata portion of the retention bonuses is included in the compensation table in this category. In connection with the planned divestment of the GF Machining Solutions and GF Casting Solutions divisions, retention bonuses were granted to the relevant Division Presidents, in order to ensure seamless and stable operations for a limited period of time (not subject to any performance conditions or to the actual success of the divestments). The reported remuneration of the Executive Committee for 2025 includes the pro rata amount of these retention bonuses earned in 2025.

- It should be noted that a significant portion of the social security payments of the employer to the Swiss social security system is a solidarity payment, as the individuals will never receive any return or benefit from these payments.

No compensation was paid to parties closely related to members of the Executive Committee.

The ratio between fixed and awarded variable compensation in 2024 was as follows:

CEO compensation for 2025



Executive Committee compensation (incl. CEO) for 2025



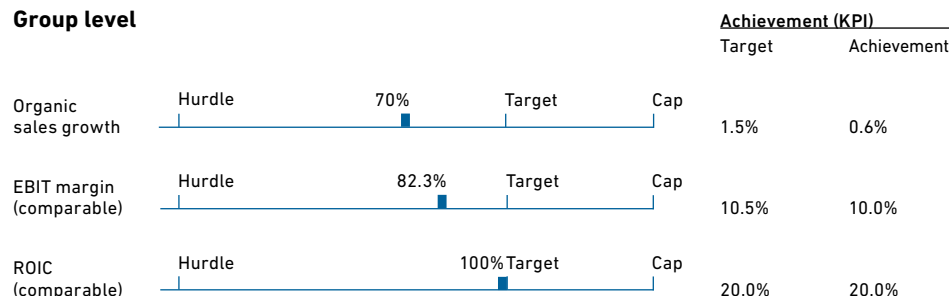
Performance in 2025

Short-term incentive – Business objectives

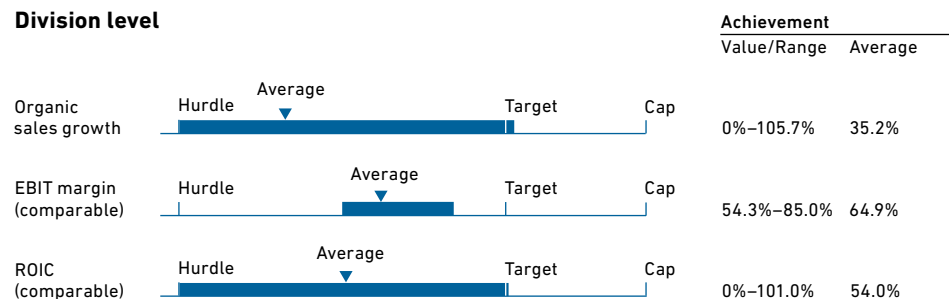
The annual targets for the short-term incentive were derived from the five-year strategic goals, which envisaged sales of between CHF 5 billion–5.5 billion (incl. acquisitions), an EBIT margin on a comparable basis in the range of 10% to 12% and a return on invested capital on a comparable basis of 20% to 24%. As a result of the new strategic direction to transform the company into a pure-play Flow Solutions business, the strategic goals were adjusted at the beginning of 2025 to exclude the companies announced for divestment.

The annual targets for the business objectives are set within the strategic corridor, whereby individual years can be set higher or lower than the strategic target corridor, as the actual results of the previous year and forecast for the coming year are taken into consideration. The annual targets are discussed and approved by the Board of Directors.

Group level



Division level



Short-term incentive – Sustainability

GF successfully delivered on all targets of its 2025 Sustainability Framework, reinforcing sustainability as a core pillar of the Group's strategy and resulting in sustainability objectives being overachieved.

Scope 1 and 2 emissions have decreased significantly, surpassing the corporate targets set (adjusted for the impact of acquisitions and divestments) for 2025 by a significant margin.

The corporate target regarding the product portfolio, which aimed for 77% of sales with social and environmental benefits (adjusted for the impact of acquisitions), was achieved.

Safety performance improved further in 2025, resulting in the overachievement of the corresponding targets.

Further details can be found in the section [Environmental performance statements](#).

GF exceeded its ambitious individual sustainability targets, achieving a range of 110.0% to 150.0% of the targets.



Short-term incentive – Individual objectives

The Executive Committee exceeded the individual objectives set for 2025 and reached 130.5% of the target on average. Key individual achievements include:

Strategic objectives

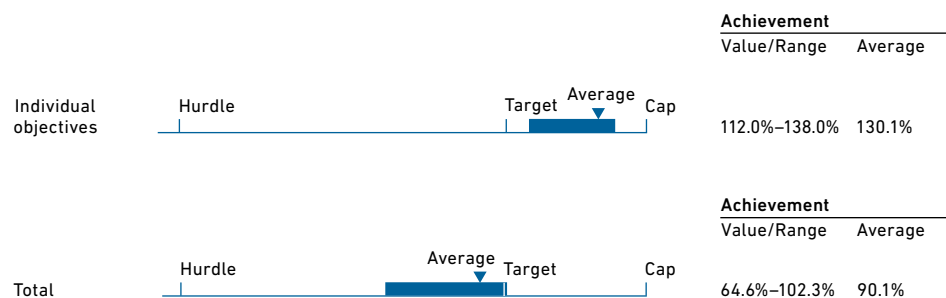
- Transformation to become a pure-play Flow Solutions company completed;
- Successful divestment of GF Casting Solutions and GF Machining Solutions;
- Acquisition of VAG-Group;
- Development and launch of Strategy 2030;

Operational objectives

- Successful development and launch of product innovations;
- Successful integration of acquired businesses and realisation of synergies;
- Significant improvements in challenging operation and production facilities;
- Successful implementation of the Value Creation program;

Short-term incentive – Overall payout

The overall payout of the business, sustainability and individual objectives amounts to 64.6% to 102.3% of the target range for the Executive Committee (incl. CEO). No discretionary adjustments have been made.



Long-term incentive vesting overview LTI 2023

The performance period for the LTI 2023 ended at the end of 2025. During the performance period GF acquired the Uponor Corporation and announced the divestment of GF Machining Solutions and GF Casting Solutions. The impact of the acquisition and divestments on net income is considered significant. As indicated in the previous Compensation Report and based on discussions with investors and proxy advisors, the vesting mechanism of the LTI program remains unchanged. However, considering that the LTI performance conditions require a comparison of the EPS performance measure before and at the end of the relevant performance period, the Board of Directors ensures that the EPS performance measure is considered on a like-for-like basis, based on comparable underlying financial numbers.

The effects of the acquisition of Uponor are considered in the comparison period for the same period in which the acquired company is included in the LTI vesting period. As Uponor has been included for the first time from the beginning of 2024, the LTI plan vesting at the end of 2025 takes into account two years of the comparable performance metrics, including Uponor. Uponor's net income was therefore added to the EPS performance measure for 2021 and 2022 in the comparison period, divided by the number of GF shares outstanding.

The divestment of GF Machining Solutions and GF Casting Solutions is treated applying the same logic as applied for the Uponor acquisition. The net income of both divisions was excluded from performance year 2025 and comparison year 2022.

For 2024 and 2025, the EPS performance measure was adjusted for acquisition and divestment-related effects. Adjusted EPS amounted to CHF 3.44 in 2024 (prior to adjustment: CHF 2.61) and CHF 2.28 in 2025 (prior to adjustment: CHF 1.26).

Performance period (Average)

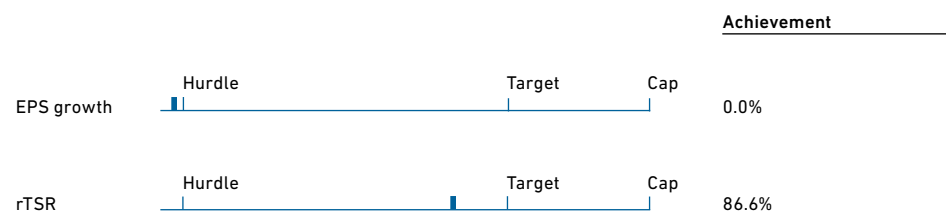
2023 GF (as reported)	2024 GF incl. acquired businesses, adjusted for acquisition-related effects	2025 GF incl. acquired businesses, adjusted for acquisition-related effects Excl. divested businesses, adjusted for divestment-related effects
2020 GF (as reported)	2021 GF plus Uponor	2022 GF plus Uponor Excl. divested businesses

Comparison period (Average)

The EPS performance measure calculated based on the average EPS in the years 2023, 2024 and 2025 (performance period) and the average EPS in 2020, 2021 and 2022 (comparison period), resulted in a growth ratio of -1.5% , which corresponds to a vesting level of 0.0% .

In terms of rTSR performance, GF ranked at 48.1 percentile for 2023, and at 70.3 percentile for 2024 and at 11.5 percentile for 2025 in the SMI MID. The rTSR average percentile ranking of GF in 2023, 2024 and 2025 (performance period) in the SMI MID was 43.3% (GF outperformed 43.3% of peers) and resulted in a vesting level of 86.6% of target.

This resulted in an overall vesting level of 43.3%.



Shareholdings of the members of the Board of Directors and of the Executive Committee

Audited by KPMG Switzerland

As of 31 December 2025, a total of 429'085 shares (previous year: 395'219 shares) were held by the Board of Directors and the Executive Committee, corresponding to 0.5% of issued shares (previous year: 0.5%).

Member	Function	31.12.2025	31.12.2024
Yves Serra	Chairman Board of Directors	204'700	198'700
Eveline Saupper	Vice Chairman Board of Directors ² Independent Lead Director ²	40'992	38'492
Hubert Achermann ¹	Vice Chairman Board of Directors Independent Lead Director		
Peter Hackel	Member	15'792	13'292
Roger Michaelis ¹	Member		
Annika Paasikivi ²	Member	4'257	1'757
Stefan Räbsamen ^{2,3}	Member	4'257	1'757
Ayano Senaha	Member	9'736	7'236
Monica de Virgiliis ⁴	Member		4'244
Michelle Wen	Member	6'744	4'244
Total Board of Directors		286'478	269'722

- 1 Until 17 April 2024.
- 2 As of 18 April 2024.
- 3 Assumed role at the beginning of July 2024.
- 4 Until 16 April 2025.

Member	Function	31.12.2025 ³	31.12.2024 ³
Andreas Müller	CEO	60'693	49'679
Mads Joergensen	CFO	31'736	25'641
Michael Rauterkus	President of GF Building Flow Solutions	17'200	13'450
Thomas Hary ¹	President of GF Industry and Infrastructure Solutions	6'000	
Carlos Vasto	President of GF Casting Solutions	26'978	21'037
Ivan Filisetti ²	President of GF Machining Solutions		15'690
Total Executive Committee		142'607	125'497

¹ Joined the Executive Committee on 1 June 2025.

² Left the Executive Committee on 30 June 2025.

³ In addition to their actual shareholdings, the members of the Executive Committee held a total of 112'236 unvested LTI grants as at 31 December 2025 (31 December 2024: 114'664) relating to ongoing LTI plans. Of these, 46'026 related to the CEO (31 December 2024: 42'948).

The shares allocated under the share-based compensation program are treasury shares that have been repurchased on the market. As a result, no capital increase was required, and existing shareholders were not diluted. GF currently plans to continue using treasury shares (or shares purchased on the market) to satisfy future LTI vesting.

There are no outstanding convertible bonds, and GF has issued no options.

Loans to members of the governing bodies

Neither Georg Fischer AG nor its GF Group Companies granted any guarantees, loans, advances or credit facilities to members of the Board of Directors or the Executive Committee, or related parties in the year under review. As of 31 December 2025, no loans to members of the Board of Directors or the Executive Committee, or related parties were outstanding.

Functions of the members of the Board of Directors

Yves Serra

Chairman of the Board of Directors

Current professional activities and involvement in governing bodies of other listed corporations

—

Further professional activities and functions

Chairman of the Board of Directors of Stäubli Holding AG in Switzerland; Advisor Sustainability Committee of Recruit Holdings and of Asset Management One, Tokyo (both Japan)

Eveline Saupper

Vice Chairwoman and Independent Lead Director

Current professional activities and involvement in governing bodies of other listed corporations

Member of the Board of Directors of Clariant AG and Forbo Holding AG (both Switzerland)

Further professional activities and functions

Member of the Board of Directors of Stäubli Holding AG; member of the Board of Trustees of UZH Foundation; Chairwoman of Mentex Holding AG; member of the Board of Trustees of Foundation Piz Mitgel Val Surses (all Switzerland)

Peter Hackel

Member of the Board of Directors

Current professional activities and involvement in governing bodies of other listed corporations

—

Further professional activities and functions

Board member of the Association of Swiss CFOs (Switzerland)

Annika Paasikivi

Member of the Board of Directors

Current professional activities and involvement in governing bodies of other listed corporations

Member of the Board of Directors and Executive Chair of Oras Invest Oy; Member of the Board of Directors and Chair of Finow Oy; Member of the Board of Directors of Finnish Foundation for Share Promotion; Member of the Board of Directors and Vice Chair of Kemira Oyj; Member of the Board of Directors and Vice Chair of Valmet Oyj all in Finland

Further professional activities and functions

Member of the Supervisory Board of the Finnish Economic and Policy Forum EVA and the ETLA Economic Research Institute (since 2024) (Finland)

Stefan Räbsamen

Member of the Board of Directors

Current professional activities and involvement in governing bodies of other listed corporations

Member of the Board of Directors and Chair of the Audit Committee, SMG Swiss Marketplace Group Holding AG, Zurich Vice-chairman of the Supervisory Board and Chair of the Audit Committee, Takkt AG in Germany

Further professional activities and functions

Independent Director in private investment entities under the administration of Golden Arc, Inc., New York (since 2024) (USA); Member of the Foundation Board, Stars – for Leaders of the Next Generation, Weinfelden and Member of the Executive Board, Zürcher Handelskammer (both since 2019) (both Switzerland)

Ayano Senaha

Member of the Board of Directors

Current professional activities and involvement in governing bodies of other listed corporations

Corporate Executive Officer at Recruit Holdings (since 2018); COO, Executive Vice President of the Executive Committee and Member of the Board of Recruit Holdings; Board Director of Indeed Inc, Austin, USA; Director of Glassdoor Inc; Non-Executive Board of RGF Staffing B.V. Almere, Netherlands

Further professional activities and functions

Director, AI Governance Association (as voluntary organization since 2023 and as General Incorporated Association since 2024)

**Michelle Wen****Member of the Board of Directors****Current professional activities and involvement in governing bodies of other listed corporations**

Executive Vice President Purchasing, and member of the Executive Board of Kone Oyi in Finland (as of June 2025)

Further professional activities and functions

—

Functions of the members of the Executive Committee**Andreas Müller****Chief Executive Officer, CEO****Current professional activities and involvement in governing bodies of other listed corporations**

CEO of Georg Fischer AG (since 2019); President of GF Piping Systems (a.i.) until 1 June 2025

Further professional activities and functions

Member of the Executive Committee of Swissmem and of the Chapter Board "Doing Business in USA" of the Swiss American Chamber of Commerce; Member of the Board of the Swiss Chinese Chamber of Commerce (all Switzerland)

Mads Joergensen**Chief Financial Officer, CFO****Current professional activities and involvement in governing bodies of other listed corporations**

CFO of Georg Fischer AG (since 2019), Member of the Board of Directors of Uponor Corporation (Finland)

Further professional activities and functions

Board of Trustees Swiss GAAP FER, Member of the Board of IVS Industrieund Wirtschafts-Vereinigung Region Schaffhausen

Michael Rauterkus**President of GF Building Flow Solutions****Current professional activities and involvement in governing bodies of other listed corporations**

President of GF Building Flow Solutions (since 2024); Chairman of the Advisory Board of SLV GmbH (since 2017); Board of Directors member of AB Electrolux since 2024

Further professional activities and functions

Board Member of Climate Leadership Coalition (since 2024)

Thomas Hary**President of GF Industry and Infrastructure Solutions****Current professional activities and involvement in governing bodies of other listed corporations**

President of GF Industry and Infrastructure Flow Solutions (since June 2025)

Further professional activities and functions

—

Carlos Vasto**President of GF Industry and Infrastructure Solutions****Current professional activities and involvement in governing bodies of other listed corporations**

President of GF Casting Solutions (since 2018)

Further professional activities and functions

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Outlook

No changes were made to the target STI and LTI amounts of the CEO or other members of the Executive Committee. In the course of 2025, the Compensation Committee and the Board of Directors reviewed the STI and LTI KPIs to align with the new Strategy 2030 and decided that two Sustainability KPIs (CO₂e reduction and sustainable product portfolio) will be moved from the STI to the LTI, as they are considered better suited for long-term performance alignment. The change is a further step in the efforts to deliver best-in-class sustainability. This was discussed with investors and proxy advisors, who supported the changes. These two KPIs will have a total weight of 10% in the LTI. At the same time, the weighting of sustainability targets in the STI will be reduced from 10% to 5%.

The reduced sustainability weighting will be reallocated to the Flow Solutions business objectives, increasing their weighting to 70% (previously 65%) for the CEO and CFO, and 30% (previously 25%) for Division Presidents.

It was also decided that, within the STI, the comparable EBIT margin will be replaced by the comparable EBITDA margin, and comparable ROIC will be replaced by free cash flow (before acquisitions and divestments)/comparable EBITDA.

The STI and LTI KPIs and weightings will be as shown in this overview:

STI 2026	Division President	
	CEO & CFO	GFIIFS & GFBFS
Business objectives		
Flow Solutions (IIFS & BFS only)	70.0%	30.0%
Organic sales growth (30%)	21.0%	9.0%
EBITDA margin (comparable) (40%)	28.0%	12.0%
Free cash flow (before acquisitions and divestments)/EBITDA (30%)	21.0%	9.0%
Division level	–	40%
Organic sales growth (30%)	–	12.0%
EBITDA margin (comparable) (40%)	–	16.0%
Free cash flow (before acquisitions and divestments)/EBITDA (30%)	–	12.0%
Sustainability	5.0%	5.0%
Individual	25.0%	25.0%



Outlook

LTI 2026–2028

CEO & other members
of the Executive Committee

Business objectives

90.0%

Earnings per share (EPS)

45.0%

Relative total shareholder return (rTSR)

45.0%

Sustainability

10.0%

Annual CO₂e (Scope 1 + 2) emissions reduction

5.0%

Percentage of product portfolio with social or environmental benefits

5.0%

Performance measure

CO₂e reduction

Description

Average of annual CO₂e reduction achievement levels over 3 years

Rationale

Internal measure
Reflects GF's progress to help limit global warming to 1.5 °C for Scope 1 and 2 emissions

Weighting

5% of PS grant

Target level

Defined for each year as X% reduction compared to 2024 baseline
100% vesting

Maximum achievement level

150%

Vesting period

3 years
Followed by a 2-year blocking period on vested shares

Performance measure

Sustainable product portfolio

Description

% of net sales
Sales from products and solutions with social or environmental benefits
GF defines products with social and/or environmental benefits as those whose intended use and core functionality demonstrably contribute to at least one defined social or environmental outcome, beyond compliance with legal minimum requirements. Further details are disclosed in the Sustainability Report

Rationale

Internal measure
Reflects GF's commitment to provide sustainable innovations and solutions for its customers

Weighting

5% of PS grant

Target level

Defined for each year as increase compared to 2025 actual
100% vesting

Maximum achievement level

150%

Vesting period

3 years
Followed by a 2-year blocking period on vested shares



Report of the statutory auditor

To the General Meeting of Georg Fischer AG, Schaffhausen

Report on the Audit of the Compensation Report

Opinion

We have audited the Compensation Report of Georg Fischer AG (the Company) for the year ended 31 December 2025. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) contained in the audited sections of the Compensation Report. In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying Compensation Report complies with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Compensation Report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the audited sections of the Compensation Report, the consolidated financial statements, the stand-alone 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. The Board of Directors is also responsible for designing the compensation system and defining individual compensation packages.



Auditor's Responsibilities for the Audit of the Compensation Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Compensation Report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the Compensation Report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

KPMG AG

Achim Wolper
Licensed Audit Expert
Auditor in Charge

Miriam von Gunten
Licensed Audit Expert

Zurich, 23 February 2026