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Articles of Association

Articles of Association of Georg Fischer Ltd, Schaffhausen

15 April 2026
In case of discrepancies, the German text of the Articles of Association shall be governing.

I. Company name, registered office, purpose and duration of the Company, publications

§ 1

1.1 // Under the name

Georg Fischer AG
(Georg Fischer SA)
(Georg Fischer Ltd.)

a company limited by shares with unlimited duration has been incorporated, with registered office and jurisdiction in Schaffhausen.

1.2 // Branch offices may be established by resolution of the board of directors.

§ 2

2.1 // The purpose of the Company is the participation in industrial, service, commercial, and financial enterprises domestically and abroad, particularly in the field of solutions for the safe, efficient, and sustainable transport, control, and processing of liquids and gases.

2.2 // The Company may acquire interests in related businesses, purchase and sell real estate and intellectual property, and conduct any business or take any measures deemed appropriate to promote the Company's purpose.

§ 3

3.1 // Notices from the Company to the shareholders may be given, at the choice of the board of directors, by publication in the Swiss Official Gazette of Commerce or in a manner that can be evidenced as a written medium.

3.2 // The board of directors may designate additional publication organs.

II. Share Capital

§ 4

4.1 // The share capital of the Company amounts to CHF 4,100,898 and is divided into 82,017,960 registered shares with a nominal value of CHF 0.05 each.

4.2 // All shares are fully paid up.

4.3 // The Company shall issue its registered shares exclusively in the form of simple uncertificated securities. The shareholder shall not have any right to the issue of individual certificates or global certificates.

4.4a) // The board of directors is authorized to increase the share capital, within the upper limit of the capital band of CHF 4,500,898 and the lower limit of the capital band of CHF 4,100,898, by 18 April 2028 at the latest by a maximum amount of CHF 400,000 by way of the issue of a maximum of 8,000,000 registered shares with a nominal value of CHF 0.05 each, which must be fully paid up. Increases in partial amounts within the capital band are permitted. The board of directors may not implement any capital reductions within the capital band.

The subscription to and acquisition of new shares as well as the subsequent transfer of shares shall be subject to the constraints laid down in Sections 4.9 and 4.10 of the Articles of Association.

The board of directors shall determine the issue date, the issue price, the nature of the contribution, the conditions applicable to the exercise of the subscription right and the start of entitlement to dividends.

The board of directors may issue new shares to be underwritten by a bank or consortium and subsequently offered to the existing shareholders. The board of directors may allow subscription rights that have not been exercised to lapse or may offer for sale according to standard market terms either these rights or shares for which subscription rights have been granted but not exercised.

The board of directors is empowered to limit or revoke the subscription right of any shareholder and to allocate that right or respectively the shares to a third party in the event that shares are used for the purpose of taking over any enterprise, part of an enterprise or equity interests or for the purpose of financing or refinancing any such transaction.

The maximum amount of the capital band and of the shares that can be issued within the capital band shall be reduced to the extent that the board of directors issues bonds or similar debt instruments pursuant to Section 4.4b (Conditional share capital).

4.4b) // The share capital of the Company may be increased by a maximum amount of CHF 400,000 by way of the issue of a maximum of 8,000,000 registered shares with a nominal value of CHF 0.05 each, which must be fully paid up, through the exercise of conversion and/or option rights granted in relation to bonds or similar debt instruments of the Company or one of its group companies issued an the capital markets.

The shareholders shall not have any subscription right. The relevant holder of conversion and/or option rights shall be entitled to acquire the new shares. The conversion and/or option conditions shall be specified by the board of directors.

The convertible bond must be offered in the first instance to the shareholders for subscription upon issue. The board of directors may limit or cancel the priority subscription right of the shareholders, provided that the priority subscription right is still indirectly granted in the event of issue with underwriting by a bank or a banking consortium.

Conversion and option rights shall be exercised electronically (including by email and via electronic systems or platforms) or in writing, as specified in greater detail by the board of directors, and may be waived in the same manner.

The acquisition of shares through the exercise of conversion and/or option rights as well as the subsequent transfer of shares shall be subject to the constraints laid down in Sections 4.9 and 4.10 of the Articles of Association.

Conversion rights may be exercised for a maximum period of seven years and option rights for a maximum of five years, in each instance from the time of their respective issue. The conversion or option price or the arrangements for calculating it shall be established according to market conditions, with the stock exchange price being used as a basis for the shares of the Company.

The maximum amount of the conditional share capital shall be reduced to the extent that the board of directors issues registered shares pursuant to Section 4.4a (Capital band).

4.4c) // The acquisition of registered shares through the exercise of shareholder options or option and/or conversion rights as well as the subsequent transfer of registered shares shall be subject to the constraints on registration laid down in Section 4.9 of the Articles of Association.

4.5 // A share register of registered shares shall be kept at the registered office of the Company, in which the names, postal addresses and as the case may be email addresses of the owners and usufructuaries of registered shares shall be recorded.

4.6 // A shareholder may request at any time that the Company issue an attestation relating to the registered shares held by him/her, as stated in the share register.

4.7 // Any intermediated securities underlying registered shares of the Company may not be transferred by assignment. In addition, such intermediated securities may not be assigned as collateral.

4.8 // [revoked]

4.9 // Only such a person who has been included in the share register shall be regarded by the Company as a registered shareholder or usufructuary.

Registration as a registered shareholder with voting rights or as a usufructuary with voting rights shall be conditional upon approval by the board of directors. The registered shareholder or usufructuary shall be entered into the share register without voting rights until a decision has been taken over whether to approve registration, and also in the event that registration is not approved.

The following shall apply in relation to the approval of registration in the share register:

a) Without prejudice to the provisions set forth below on the presentation of proof required by law, a natural or legal person may hold directly or indirectly a maximum of 5% of the registered share capital. Any requests for registration in excess of this threshold shall be rejected. Any person that is associated with one another in terms of capital ownership or voting rights by unitary management or in any other manner or that have coordinated for the purposes of circumventing this provision shall be treated as one single person.

b) The board of directors may cancel entries in the share register after hearing the interested parties if they resulted from the provision of false information.

c) In addition, the board of directors reserves the right to record the buyers of registered shares in the share register as shareholders with voting rights, upon request, only if they expressly declare that (i) they are not subject to any obligation to return these registered shares, and (ii) they will bear the economic risk in relation to the registered shares to be recorded.

d) The board of directors may refuse to record any entries in the share register that could prevent the Company from presenting the proof required by law.

e) Persons who do not explicitly declare in the request for registration that they are holding the shares on their own account (hereinafter: nominees) shall only be recorded in the share register with voting rights if the nominee concerned declares in writing that he/she is willing to disclose the names, addresses and shareholdings of the persons on whose account he/she is holding shares. Section 4.10 shall apply mutatis mutandis to nominees that are associated with one another in terms of capital ownership or voting rights by virtue of unitary management or in any other manner.

f) Registration may only occur upon the presentation of proof that the shares have been transferred in the proper manner. Registered shareholders may only exercise their voting rights after they have been recorded in the share register.

4.10 // When exercising voting rights, no person may cumulatively exercise more than 5% of the votes pertaining to the entire share capital in respect of his/own and represented shares. Any person that is associated with one another in terms of capital ownership or voting rights by virtue of unitary management or in any other manner or that has coordinated for the purposes of circumventing this provision shall be treated as one single person.

§ 5

[revoked]

§ 6

6.1 // In the event of any increase in the share capital, unless specified otherwise in the resolution concerning the capital increase, the shareholders shall have a subscription right over the newly issued shares in proportion with their existing shareholding.

6.2 // The arrangements applicable to the exercise of this subscription right and the issue conditions for the newly issued shares shall be specified by the board of directors and published in the publication media of the Company.

III. Governing bodies of the Company

§ 7

The Company shall have the following governing bodies:

A. The shareholders› general meeting;
B. The board of directors;
C. The executive board;
D. The external auditor

A. Shareholders’ Meeting

§ 8

8.1 // The general meeting shall be called by the board of directors. It shall also determine the location of the general meeting. The invitation shall be issued at least 20 days before the meeting by notification on one occasion in any of the forms prescribed under Section 3.

8.2 // The board of directors shall determine the location of the general meeting. If so directed by the board of directors, a general meeting may be held electronically without any meeting location.

8.3 // Shareholders representing at least 0.3% of the share capital may request that a specific item of business be placed on the agenda. Any such request must be submitted in writing at least 60 days prior to the meeting, indicating the agenda item and the motions proposed by the shareholder.

8.4 // The board of directors shall determine how proof of ownership of shares is to be furnished.

§ 9

9.1 // Each share represented establishes entitlement to one vote at the general meeting.

9.2 //
a) A shareholder may arrange to be represented at the general meeting under the terms of a written power

of attorney by a representative of his/her choosing or by the independent representative of voting rights.

b) The shareholders may also issue powers of attorney and instructions to the independent representative of voting rights electronically.

c) The board of directors shall determine the time by which the shareholders may issue a power of attorney or instructions to the independent representative of voting rights either in writing or electronically in advance of a general meeting.

§ 9a

9a.1 // The general meeting shall elect the independent representative of voting rights.

9a.2 // The independent representative of voting rights shall be elected for a term of one year until the end of the next ordinary general meeting. Re-election is permitted.

9a.3 // If the independent representative of voting rights is unable to serve in office or if the Company does not have an independent representative of voting rights, the board of directors shall appoint a new independent representative of voting rights until the next general meeting. Any powers of attorney and instructions issued to the previous independent representative of voting rights shall be deemed to have been granted to the independent representative of voting rights appointed by the board of directors.

§ 10

10.1 // The meeting shall be chaired by the chairperson or by another member designated by the board of directors for this purpose.

10.2 // The board of directors shall appoint the secretary and the tellers. The minutes shall contain the information provided for under Article 702(2) of the Swiss Code of Obligations [CO].

§ 11

The general meeting shall be quorate irrespective of the number of shares represented, provided that it has been called in accordance with the Articles of Association.

§ 12

12.1 // The general meeting shall pass resolutions and conduct elections by an absolute majority of the votes validly cast. In the event of a tie, the chairperson shall have a casting vote.

12.2 // A A resolution shall require at least 2/3 of the voting shares represented and an absolute majority of the nominal value of shares represented for:

a) any scenario referred to in Article 704(1) CO;

b) the relaxation or removal of the restriction on the transferability of registered shares (Section 4.9);

c) the introduction, expansion, relaxation or revocation of the restriction on voting rights (Section 4.10);

d) [revoked];

e) the amendment of Section 16.1 of the Articles of Association;

f) the cancellation of the more stringent conditions provided for in the Articles of Association for resolutions by the general meeting, including in particular those set forth in this Section 12.

12.3 // Votes and elections conducted in person shall as a general rule be counted electronically. Votes and elections shall be held by a show of hands or by written ballot if so directed by the chairperson or if required by a majority of the shareholders present.

§ 13

An ordinary general meeting shall be held each year within 6 months of the end of the financial year for the purpose of approving the annual report, the balance sheet and the income statement and also in order to address any other matters falling within the remit of the general meeting.

§ 14

Extraordinary general meetings shall be called:

1. by resolution of the general meeting or the board of directors;

2. upon request by the external auditor;

3. upon request by any shareholder or shareholders representing at least 5% of the share capital.

§ 15

The general meeting shall have competence:

1. to determine and amend the Articles of Association;

2. to elect the members of the board of directors, the chairperson of the board of directors, the members of the remuneration committee, the external auditor and

the independent representative of voting rights;

3. to approve the consolidated accounts;

4. to approve the annual accounts and to resolve an the allocation of the disposable profit, and in particular to set the dividend;

5. to approve the remuneration of the board of directors and the executive board;

6. to discharge the members of the board of directors;

7. to pass resolutions concerning the matters reserved to the general meeting by law or the Articles of Association.

§ 15a

The board of directors shall present the remuneration report to the general meeting for a consultative vote.

B. The board of directors

§ 16

16.1 // The board of directors shall be comprised of between 6 and 9 members.

16.2 // The members of the board of directors shall be elected by the general meeting for a term of one year until the next ordinary general meeting. Re-election is permitted.

16.3 // The general meeting shall elect a member of the board of directors as its chairperson for a term of one year until the end of the next ordinary general meeting. Re-election is permitted.

16.4 // The general meeting shall be entitled to revoke the appointment of the chairperson of the board of directors.

16.5 // The election of a person as a member of the board of directors shall be conducted separately from that person›s election as chairperson.

16.6 // If the office of chairperson is unoccupied, the vice-chairperson of the board of directors shall serve as chairperson until the next general meeting.

§ 17

17.1 // The board of directors shall meet upon the invitation of its chairperson or vice-chairperson at least four times each year, and in addition as often as is required by business or if a member of the board of directors requests that a meeting be called. Minutes shall be kept of its business, which must be signed by the chairperson and the secretary.

17.2 // The board of directors shall adopt its resolutions by a majority of the votes cast. In the event of a tie, the chairperson shall have a casting vote.

17.3 // At least one half of the members must be present in order for resolutions to be valid. No quorum shall be required in relation to resolutions exclusively acknowledging the completion of a capital increase and the subsequent amendment of the Articles of Association.

§ 18

18.1 // The board of directors shall be responsible for the overall management of the Company and for monitoring the management of the business. In this regard, it shall arrange for regular reports on business performance to be presented by the executive board.

18.2 // The board of directors shall designate those persons, who need not be members of the board, who are empowered to represent the Company with third parties and to sign on its behalf.

18.3 // It shall determine the manner in which they may sign.

18.4 // The board of directors shall attend to all matters that have not been reserved to the general meeting by law or according to the Articles of Association and that have not been transferred to another body according to these Articles of Association and the relevant regulations.

§ 19

The board of directors shall be responsible in particular for:

1. the overall management of the Company and the issuing of all necessary directives;
2. the determination of the Company's organization;
3. the organization of the accounting, financial control and financial planning systems as required for the management of the Company;
4. the appointment or recall of persons entrusted with entrusted with management of the business;
5. the overall supervision of the persons entrusted with management of the business, in particular with regard to compliance with the law, Articles of Association, regulations and directives;

6. the compilation of the annual report, the remuneration report and preparation for the general meeting and implementation of its resolutions;

7. the notification of the courts in the event that the Company is over-indebted.

§ 20

20.1 // The remuneration committee shall be elected each year by the general meeting for a term of one year until the end of the next ordinary general meeting and shall be comprised of three non-executive members of the board of directors. Re-election is permitted.

20.2 // The board of directors shall elect one of the members of the remuneration committee elected by the general meeting as chairperson of the remuneration committee.

20.3 // Elections as a member of the board of directors and as a member of the remuneration committee shall be conducted separately for all three members. If a position should fall vacant during the term in office, the board of directors shall appoint one of its members to the vacant position on the remuneration committee until the next general meeting.

20.4 // The general meeting shall be entitled to dismiss individual members of the remuneration committee.

20.5 // The remuneration committee shall advise and support the board of directors in setting the compensation policy for the board of directors and the executive board. lt shall submit a proposal to the board of directors each year concerning the amount of the remuneration of the board of directors and the executive board.

20.6 // With regard to other matters, the board of directors shall organize its own internal affairs. lt may transfer part of its powers to other committees, to one or more delegates from among its members and to the executive board. Details shall be regulated in the Organizational and Business Regulations.

§ 21

21.1 // A member of the board of directors may simultaneously hold a maximum of four further appointments as a member of the supreme management or administrative body of a listed legal entity and a maximum of ten further appointments as a member of the supreme management or administrative body of a non-listed legal entity.

21.2 // In addition, a member of the board of directors may not hold more than ten appointments on the instructions of the Company or within a legal entity from his/her own family, a sectoral or professional association or a charitable institution.

21.3 // Appointments within associated legal entities held by virtue of the performance of functions as a member of the supreme management or administrative body of a legal entity shall be computed collectively as one single appointment.

§ 22

22.1 // The members of the board of directors shall receive fixed remuneration for the duration of their one-year term in office until the next ordinary general meeting, which may be paid out in cash and/or in the form of registered shares. The amount of the remuneration shall be determined having regard to the functions and tasks of the relevant member of the board of directors.

22.2 //

a) If the remuneration is paid either entirely or in part by way of the allocation of registered shares, the board of directors may stipulate within regulations that these registered shares be subject to a temporary lock-in period.

b) If the board of directors receives a fixed number of registered shares and the value of those shares exceeds the amount approved by the general meeting, the number of registered shares to be allocated shall be reduced on a pro rata basis. The value of the registered shares to be allocated shall be calculated with reference to their stock exchange price at the time of allocation.

22.3 // The members of the board of directors shall receive an expenses allowance to cover the costs actually incurred by them in performance of their duties.

22.4 // If a member of the board of directors ceases to be a member prior to expiry of the term in office, the fixed remuneration in accordance with Section 22.1 shall be reduced on a pro rata basis.

22.5 // The general meeting shall approve the maximum amount of the fixed remuneration in accordance with Section 22.1 for all members of the board of directors collectively in advance for the one-year term in office until the next ordinary general meeting.

22.6 // Should the general meeting fail to approve the maximum amount of fixed remuneration in accordance with Section 22.5, the board of directors shall hold an extraordinary general meeting before the end of the financial year.

C. The executive board

§ 23

23.1 // The conduct of day-to-day management shall be transferred to the executive board, which shall be comprised of one or more persons. It shall take all measures necessary for the profitable conduct of business in the interest of the Company.

23.2 // The executive board, to which all personnel shall be answerable, shall implement the resolutions of the board of directors and shall act independently within the ambit of the powers vested in it according to the Articles of Association, regulations and contracts.

23.3 // It shall also represent the Company externally before the courts and within out-of-court procedures, in which regard it shall be authorized to carry out all legal acts that are conducive to the company purpose.

§ 23a

23a.1 // A member of the board of directors may simultaneously hold a maximum of one further appointment as a member of the supreme management or administrative body of a listed legal entity and a maximum of five further appointments as a member of the supreme management or administrative body of a non-listed legal entity.

23a.2 // In addition, a member of the executive board may not hold more than ten appointments on the instructions of the Company or within a legal entity from his/her own family, a sectoral or professional association or a charitable institution.

23a.3 // Appointments within associated legal entities held by virtue of the performance of functions as a member of the supreme management or administrative body of a legal entity shall be computed collectively as one single appointment.

23a.4 // All appointments falling under Section 23a.1 must be approved by the board of directors.

§ 23b

23b.1 // The employment contracts of the members of the executive board shall as a general rule be concluded as permanent contracts and shall provide for a right of termination at the end of any calendar month subject to a maximum notice period of twelve months.

23b.2 // Fixed-term employment contracts may be concluded with the members of the executive board for a maximum term of twelve months. An extension on one single occasion for a further period of twelve months shall be permitted. The foregoing shall be without prejudice to conversion into a permanent employment contract in accordance with Section 23b.1.

§ 23c

23c.1 // The members of the executive board shall receive fixed remuneration in cash.

23c.2 // In addition, the members of the executive board shall receive variable remuneration in cash. It shall be computed having regard to the achievement of the targets set by the board of directors for the Company as well as the achievement of annually agreed personal targets for the individual members of the executive board. The board of directors shall regulate the details relating to variable remuneration within regulations.

23c.3 //

a) In addition to fixed remuneration in accordance with Section 23c.1 and variable remuneration in accordance with Section 23c.2, the members of the executive board shall also receive a long-term incentive («LTI»).

b) The LTI shall be issued by way of the allocation of registered shares in the Company and/or rights to registered shares or other financial Instruments and/or in cash. The LTI may be made dependent upon the achievement of targets set.

c) If the LTI is paid by way of the allocation of registered shares, the board of directors may stipulate within regulations that these registered shares be subject to a temporary lock-in period.

d) If the executive board receives a fixed number of registered shares and the value of those shares exceeds the maximum amount of the remuneration approved by the general meeting, the number of registered shares to be allocated shall be reduced on a pro rata basis. The value of the registered shares to be allocated shall be calculated with reference to their stock exchange price at the time of allocation.

23c.4 // The variable remuneration and the LTI may not collectively exceed 250% of the fixed remuneration in accordance with Section 23c.1 for the calendar year concerned.

23c.5 // The members of the executive board shall receive an expenses allowance to cover the costs incurred by them in performance of their duties. This may be paid out on the basis of actuai expenses and/or as a lump sum.

23c.6 // If a member of the executive board ceases to work for the Company before the end of any given calendar year, the fixed and variable remuneration in accordance with Section 23c.1 and Section 23c.2 as well as the LTI in accordance with Section 23c.3 shall be paid out on a pro rata basis.

23c.7 // The general meeting shall approve the maximum amount of the remuneration of the members of the executive board in accordance with Section 23c.1, Section 23c.2 and 23c.3 collectively for all members of the executive board in advance for the calendar year following the ordinary general meeting.

23c.8 // Should the general meeting fail to approve the maximum amount of overall remuneration in accordance with Section 23c.7, the board of directors shall hold an extraordinary general meeting before the end of the financial year.

23c.9 // The board of directors may use an additional amount corresponding to 40% of the approved overall remuneration for all members of the executive board for the calendar year in question in order to remunerate addition members of the executive board who are appointed to it after the vote on overall remuneration.

23c.10 // The Company may agree on a prohibition on competition with the members of the executive board. Compensation may be paid out for this purpose to the members of the executive board, which may not in total exceed the amount of the average annual remuneration for the last three financial years.

§ 23d

23d.1 // Loans and credit to the members of the executive board may only be provided by the Company subject to the prerequisites set forth below and according to market terms:

a) The total amount of the loans and credit provided by the Company to a member of the executive board may not exceed in total the amount of the last overall annual remuneration paid to the member of the executive board concerned. The current overall remuneration, grossed up to a one-year period, shall apply to incoming members of the executive board.

b) The term of loans and credit may not exceed 24 months.

c) The board of directors shall decide on the grant of loans and credit to the members of the executive board.

23d.2 //

a) In the event of early retirement, the members of the executive board may be paid a bridging pension separately from the occupational benefits scheme after reaching the age of 60 and until no later than the time they reach the ordinary retirement age. The bridging pension may not exceed the amount of the pension that would be paid in the event of ordinary retirement.

b) The bridging pension may be disbursed in the form of monthly payments, capital settlements and/or pension scheme buy-ins.

c) The funds necessary in order to finance the bridging pension shall be comprised within the maximum amount of remuneration in accordance with Section 23c.7 to be approved by the general meeting.

D. External auditor

§ 24

24.1 // The general meeting shall elect an external auditor, which shall fulfil the respective prerequisites prescribed by law.

24.2 // The external auditor shall be elected for one financial year. Re-election is permitted.

IV. Annual financial statements and distribution of profits

§ 25

25.1 // The annual accounts and the consolidated accounts shall be drawn up in accordance with the provisions of the Swiss Code of Obligations.

25.2 // Unless resolved otherwise by the board of directors, the financial year shall coincide with the calendar year.

§ 26

26.1 // A balance sheet profit shall be distributed as follows:

a) In the first instance, 5% shall be allocated to the statutory profit reserves until these reserves, when cumulated with the statutory capital reserves, have reached or returned to a level equivalent to one fifth of the share capital;

b) The remaining amount of the annual profit, in addition to the amount carried forward from the previous year, may be freely disposed of by the general meeting.

26.2 // Any dividends that have not been claimed within 5 years of the time they feil due shall be forfeited to the Company.

Schaffhausen, 15 April 2026
The Chairman of the Board of Directors

Yves Jean Joseph Isidore Serra

Confirmation

The undersigned hereby certifies that the aforementioned text is a correct translation of the Articles of Association ("Statuten") of Georg Fischer Ltd.

Schaffhausen, 15 April 2026
Group General Counsel & Corporate Secretary

Marc André Lahusen

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