



**INVITATION TO THE
ANNUAL GENERAL MEETING
OF DÄTWYLER HOLDING INC.**

Tuesday, 17 March 2026, 5 p.m.
Theater Uri / Tellspielhaus
Schützengasse 11, 6460 Altdorf, Switzerland



INVITATION

Dear Shareholders

We are pleased to invite you to the Annual General Meeting of Dätwyler Holding Inc. The meeting will be held on **Tuesday, 17 March 2026, at 5.00 p.m.** (doors open at 4.15 p.m.) in the **Theater Uri / Tellspielhaus** at Schützengasse 11 in Altdorf.

The Board of Directors

Datwyler – System-critical high-tech components

In billions of syringes and coffee capsules, in every second vehicle worldwide, as well as in energy-related applications, Datwyler's high-tech elastomer components make a vital contribution to the safety, reliability and functionality of critical systems. Datwyler focuses, based on its core competencies in material expertise, solution design and industrialization, on highly regulated and technologically demanding markets characterized by high barriers to entry.

As a development partner, Datwyler is involved early in its customers' development processes and supports solutions from the concept phase through to series production over long product life cycles. This close collaboration forms the basis for long-term partnerships and leading positions in selected global end markets such as Healthcare, Automotive, Food & Beverage and Industry.

With 25 production sites on four continents, a local-for-local approach, sales in over 100 countries and approximately 7,500 employees, Datwyler generates annual revenues of more than CHF 1.1 billion. The company is headquartered in Switzerland and has been listed on the SIX Swiss Exchange since 1986 (Valor 3048677).

SHAREHOLDER'S LETTER

DATWYLER WITH INCREASED PROFITABILITY AND SOUND HEALTHCARE MOMENTUM

In the 2025 financial year, Datwyler generated revenue of CHF 1,100.5 million. Adjusted for negative currency effects of -3.7%, the company achieved organic growth of 3.1%. Due to these currency effects, reported revenue was overall 0.6% below the prior-year level. The Healthcare division developed dynamically, and the ForwardNow transformation program has already contributed to a sustained improvement in profitability. The EBIT margin increased significantly to 12.4%. With the announcement of a majority stake in Capsul'in, Datwyler is also sharpening its position in the attractive Food & Beverage business. Based on stable free cash flow, an unchanged cash dividend of CHF 3.20 per bearer share will be proposed at the Annual General Meeting. Datwyler confirms its mid-term objectives and is confident of an incremental increase in revenue and profitability.

All profit figures mentioned from the previous year have been adjusted for one-time costs related to the ForwardNow transformation program.

Dear Shareholders

Significant operating progress and strong growth in Healthcare

Datwyler made important progress in the 2025 reporting year, consistently aligning itself for profitable growth. When adjusted for currency effects, revenue grew by 3.1% to CHF 1,100.5 million (previous year: CHF 1,107.7 million), underpinned by dynamic development in the Healthcare division. The sharp appreciation of the Swiss franc had a negative impact of CHF 41.2 million (-3.7%) on reported revenue. Thanks to its global production network with sites in the most important economic regions, Datwyler was able to largely offset the negative effects of trade and customs disputes on its operations. By gaining new business in all end markets, the company strengthened its development and order base for the future.

The Healthcare division showed sound momentum and its contribution to earnings increased significantly. Customer orders returning to normal over the first quarter and successful production starts for new products led to currency-adjusted growth of 8.1% and an increase in the EBIT margin to 17.1% in the reporting year. High-value development projects also increased, meaning that the share of high-margin products and solutions in the pipeline is now at around 70%, sustainably strengthening the long-term growth and earnings prospects of the Healthcare division. In the Industrial division, revenue remained stable on a currency-adjusted basis, supported by

solid growth in the capsule business with further capacity expansion, as well as positive developments in the automotive market in China. At the same time, the division increased its profitability to 8.9% (previous year adjusted: 8.5%) and positioned itself for future growth by acquiring strategic new projects, despite challenging market conditions in Europe and the US.

EBIT increases due to Healthcare economies of scale and ForwardNow initiatives

Despite negative currency effects, Datwyler increased its operating result (EBIT) by 15.7% to CHF 136.6 million (previous year adjusted: CHF 118.1 million) in the reporting year and increased its EBIT margin significantly to 12.4% (previous year adjusted: 10.7%). The improved profitability resulted from economies of scale in the Healthcare division and an improved product mix. The consistent implementation of ForwardNow initiatives, including cost reductions, efficiency gains and sustainable earnings contributions from product portfolio realignment, also contributed to this. The net result for the reporting year increased to CHF 80.8 million (previous year adjusted: CHF 69.0 million), and earnings per share rose to CHF 4.75 (previous year adjusted: CHF 4.06).

Solid cash flow allows for stable dividend distribution

Growth in the Healthcare division was accompanied by increased capital requirements in the operating business (working capital) and reflects the expansion of business activity. In this context, the inflow of funds from operating activity (operating cash flow) amounted to CHF 173.8 million (previous year: CHF 171.7 million). Investment activity increased to CHF 52.1 million but remained below the long-term average. At CHF 129.4 million (previous year: CHF 127.9 million), free cash flow was once again at a solid level. This meant that the balance sheet was further strengthened and allowed the net debt ratio (net debt/EBITDA) to be reduced to 1.8 (previous year adjusted: 2.2). The Board of Directors will therefore propose an unchanged cash dividend of CHF 3.20 per bearer share and CHF 0.64 per registered share at the Annual General Meeting.

Datwyler sharpens its growth strategy

Datwyler used this reporting year to further develop its growth strategy and focus specifically on high-value components and increasingly on market segments with long-term growth trends, high potential for differentiation and sustainable entry barriers. Strong material expertise, customer-oriented solution design, and the efficient industrialization of products remain central to the strategy. By combining these core competencies in a targeted manner, Datwyler creates decisive added value for its customers – from material development and joint solution finding to industrialization in global, customer-oriented technology and production networks.

At the end of 2024, Datwyler launched its ForwardNow transformation program with the aim of strengthening operational performance in a sustainable manner and enabling profitable growth. ForwardNow is proceeding according to plan, and targeted earnings contributions remain realistic. Implementation in the four defined action areas – optimizing the production network, strengthening commercial excellence, focusing on the product portfolio, and introducing a tar-

get operating model – is already starting to have a sustained impact. Focused and disciplined capital allocation ensures that investments are balanced against margin potential, cyclicality and the investment needs of the respective business models in the target markets.

With its announcement of a majority stake in Capsul'in, Datwyler is further strengthening its Food & Beverage business in a targeted manner. The long-standing collaboration and the complementary competencies of both companies further strengthen solution design and application development, particularly in the area of aluminum. The transaction therefore systematically augments Datwyler's existing expertise and cements its position in the structurally growing market segment for Nespresso-compatible aluminum capsules.

Datwyler also continued to improve operational efficiency in its use of resources and materials. In particular, greenhouse gas emissions (Scope 1 and 2) were reduced by 52.1% compared with the base year 2023. Elastomer waste, which is the most important waste category, was reduced by 2.2% compared with the previous year. The near-term reduction targets have been successfully validated by the Science Based Targets initiative (SBTi). EcoVadis also once again awarded the company the platinum standard for its sustainability performance.

Confident outlook for continued increase in earnings and value

Thanks to sustained improvements from ForwardNow, targeted investments in innovation and growth and strong market positions, Datwyler is well positioned in both divisions. In the medium term, the company continues to expect annual organic sales growth in the higher single-digit percentage range and an EBIT margin of over 17%.

Despite ongoing geopolitical and trade policy uncertainties, Datwyler is confident that it will continue increasing revenue and profitability in 2026. The Healthcare division remains the key growth driver, while within the Industrial division, the strategic realignment in the automotive and industrial markets, growing Asian share and the progress made with ForwardNow are laying the foundation for incremental improvement. In the Food & Beverage business, capacity expansion and the majority stake in Capsul'in announced in December 2025 are expected to drive continued revenue growth and further reinforce the company's position as a leading provider of high-tech sealing solutions in a highly regulated food environment.

Orderly succession in the Board of Directors ensuring continuity and strategic oversight

At the ordinary Annual General Meeting in 2026, Jürg Fedier and Gabi Huber will retire from the Board of Directors after eleven years and after thirteen years respectively. We would like to thank Jürg Fedier and Gabi Huber for their many years of valuable service on the Board of Directors and the Audit Committee. Stephanie Bregy and Christian Holzgang will be proposed at the Annual General Meeting for election to the Board of Directors. Stephanie Bregy has been Group General Counsel of SBB since 2019. Prior to this, she held various international roles at Novartis so that she brings extensive experience in building and leading legal and compliance teams. Christian Holzgang has been CEO of the Amsonic-KKS Group since 2024 and brings many years of leadership experience in the manufacturing industry. He is also actively involved as a member of the executive committees of the Swiss Employers' Association and Swissmem.

The Board of Directors has also nominated Jens Breu to succeed Paul Hälg as Chairman of the Board of Directors. As former Datwyler CEO, Paul Hälg will continue to oversee the ForwardNow transformation program until the ordinary Annual General Meeting in 2027, at which point he will retire from his position due to age. As long-standing CEO of the listed SFS Group, Jens Breu knows Datwyler's target markets and is very familiar with the strategic issues of a global component supplier. The 53-year-old mechanical engineer has been a member of Datwyler's Board of Directors and a member of the Nomination and Compensation Committee since 2019.

Thank you to our employees, customers and shareholders

Our special thanks go to our employees. They have accepted ForwardNow with openness and are committed to supporting it. Their willingness to change is a key driver of Datwyler's successful further development. We would like to thank our customers for their appreciation of our core expertise and for their constructive cooperation during a period of change. We would also like to thank our shareholders for their confidence in our company's sharpened strategy.

On behalf of the Board of Directors and the Executive Committee

signed: Dr. Paul Hälg
Chairman

signed: Volker Cwielong
CEO

AGENDA

1. Reporting on the financial year 2025

1.1 Approval of the Management Report and the Company and Consolidated Financial Statements for 2025

Proposal

The Board of Directors proposes that shareholders approve the Management Report, the Company Financial Statement and the Group Consolidated Financial Statement for 2025, taking note of the auditors' reports.

Notes

The full Annual Report is available on the Datwyler website (www.datwyler.com > Investors) or at the company's registered offices since 12 February 2026. It is also available by scanning the QR code on page 18 of this brochure. Dätwyler Holding Inc. has appointed KPMG AG, Zurich, as the statutory auditor. Notes regarding the performance can be found in the letter to the shareholders on pages 2 to 5 of this document.

1.2 Approval of the Sustainability Report 2025

Proposal

The Board of Directors proposes that shareholders approve the Sustainability Report 2025, taking note of the auditor's report.

Notes

The Sustainability Report forms part of the Annual Report and is available on the Datwyler website (www.datwyler.com > Sustainability) or at the company's registered offices since 12 February 2026. It is also available by scanning the QR code on page 18 of this brochure. The Sustainability Report is in accordance with the GRI Standards and TCFD as external reporting frameworks as well as Articles 964a-c of the Swiss Code of Obligations. KPMG AG, Zurich, as an independent auditor, has undertaken a limited assurance engagement on selected sustainability information and confirmed this in a report.

1.3 Advisory Vote on the Remuneration Report 2025

Proposal

The Board of Directors proposes that shareholders endorse by an advisory (non-binding) vote the Remuneration Report 2025 taking note of the auditor's report.

Notes

The remuneration report forms part of the Annual Report and is available on the Datwyler website (www.datwyler.com > Investors) or at the company's registered offices since 12 February 2026. It is also available by scanning the QR code on page 18 of this brochure. According to the report by the statutory auditor KPMG AG, Zurich, the remuneration report for the 2025 fiscal year complies with Swiss law, in particular Articles 734a-734f of the Swiss Code of Obligations. The remuneration report describes in detail the remuneration structures associated with the Board of Directors and the Executive Committee.

Remuneration for members of the Board of Directors comprises a fixed fee, a grant of Datwyler bearer shares and company social security contributions. The grant of bearer shares as of 2 June 2025 was based on a fixed amount and the average share price of CHF 118.31 in the time frame from 15 April to 15 May 2025. The granted shares are blocked for a period of five years. For the 2025 fiscal year, total remuneration for the members of the Board of Directors amounted to CHF 2'258'806 (previous year CHF 2'051'238). Of this amount, CHF 550'000 are related to the fixed base salary, CHF 1'580'266 to the market value of the share grant and CHF 128'540 to social insurance contributions.

Remuneration for the Executive Committee consists of a fixed base salary, a variable bonus, a long term incentive plan with performance share units and social insurance contributions and perquisites. For the 2025 fiscal year, total remuneration for the members of the Executive Committee was CHF 5'407'304 (previous year CHF 4'893'639). Of this amount, CHF 2'188'585 related to the fixed base salary, CHF 1'078'214 to the variable incentive, CHF 927'820 to the grant value of the performance share units and CHF 1'212'685 to social insurance contributions and perquisites. To calculate the variable bonus, Datwyler considered four performance indicators with different weightings: net revenue growth and EBIT improvement compared to the previous year relative to a peer group of companies (30% each), improvement in operating cash flow relative to an internal budget figure (20%), and sustainability measurement parameters (20%). As of 31 December 2025, the Executive Board comprised five members. For four months, there were six members.

The total remuneration figures are below the maximum total remuneration which the shareholders approved. The Datwyler Group's remuneration policy is benchmarked against common standards for similar positions at comparable companies.

2. Appropriation of retained earnings 2025

Proposal

Proposal by the Board of Directors:

Dividend of CHF 0.64 per registered share of CHF 0.01 each	CHF	14'080'000
Dividend of CHF 3.20 per bearer share of CHF 0.05 each	CHF	40'320'000
Balance forward	CHF	451'742'460
Total	CHF	<u>506'142'460</u>

Notes

Net result rose to CHF 80.8 million in 2025 (previous year adjusted CHF 69.0 million). Due to the higher free cash flow of CHF 129.4 million and the expected positive business development for 2026, the Board of Directors proposes to the Annual General Meeting an unchanged cash dividend of CHF 3.20 per bearer share and CHF 0.64 per registered share. In their report, the auditors confirm that the proposed appropriation of available earnings complies with the law and the Articles of Association. If the proposal for the appropriation of retained earnings is approved, the dividend will be paid free of charges as of 23 March 2026, after deduction of 35% withholding tax. The ex-dividend date is 19 March 2026.

3. Discharge of the members of the Board of Directors and of the Executive Committee

Proposal

Proposal by the Board of Directors: Discharge of the members of the Board of Directors and of the Executive Committee for their activities during the 2025 fiscal year.

Notes

The voting rights of members of the Board of Directors and the Executive Committee and the voting rights represented by legal entities controlled by these persons are not recognised for the purpose of this vote.

4. Elections Members and Chairman of the Board of Directors

4.1 Special meeting of holders of bearer shares to nominate their candidates to represent them on the Board of Directors

Notes

For each share category, there is a right to submit proposals regarding election of at least one representative on the Board of Directors. For this reason, a separate meeting of bearer shareholders is held – prior to any elections and pursuant to art. 709 para. 1 of the Swiss Code of Obligations – during which they can nominate the candidates to represent them on the Board of Directors. Only bearer shares carry voting rights for this nomination; registered shares carry no such rights.

4.1.1 Special meeting of holders of bearer shares: nomination of a candidate to represent them on the Board of Directors

Proposal

The Board of Directors proposes to the special meeting of holders of bearer shares to re-nominate Martin Hirzel as candidate to represent them in the Board.

Notes

Martin Hirzel (1970, Swiss), proposed for election by the Board of Directors, was appointed to the Board of Dätwyler Holding Inc. in 2021 as a representative of the public shareholders. He's a member of the Audit Committee. As the former CEO of automotive supplier Autoneum, Martin Hirzel has in-depth knowledge of the global automotive industry, an important sales market for Datwyler. He also contributes his many years of experience in China and South America amongst other skills to the Datwyler Board. He has been President of Swissmem, the association of the Swiss mechanical, electrical and metalworking industries, since 2021. He is also Vice-Chairman of Economiesuisse and President of the Economic Advisory Board of the Swiss National Bank. Furthermore, Martin Hirzel is a Director of the listed Bucher Industries AG and four privately held companies. From 2011 to 2019, he was CEO of the listed Autoneum Holding AG. Prior to that, he was a member of the Executive Committee of Rieter Automotive Systems with responsibility for the South America, Middle East and Africa region. From 2000 to 2007 he built up the Chinese business of Rieter Holding AG from Shanghai. Martin Hirzel holds a degree in management and business administration from the Zurich University of Applied Sciences and is a GMP graduate of Harvard Business School.

4.1.2 Special meeting of holders of bearer shares: nomination of a candidate to represent them on the Board of Directors

Proposal

The Board of Directors proposes to the special meeting of holders of bearer shares to re-nominate Dirk Lambrecht as candidate to represent them in the Board.

Notes

Dirk Lambrecht (1960, German/Swiss), proposed for election by the Board of Directors, was appointed to the Board of Dätwyler Holding Inc. in 2024 as a representative of the public shareholders. As the former CEO of Datwyler (2017 to the end of March 2024), he knows the company's markets and potential and is very familiar with strategic issues. From 2005 to 2017, he led the Sealing Solutions and Sealing Technologies divisions at Datwyler. Before joining Datwyler, Dirk Lambrecht held various international management positions at Phoenix AG in Hamburg from 1987 to 2005. He is Chairman of Adval Tech Holding AG and of Dätwyler IT Infra AG, a sister company of the listed Dätwyler Holding Inc. He is also a board member of Swissmem, the association of the Swiss mechanical, electrical and metalworking industries. Dirk Lambrecht holds a degree in mechanical engineering specializing in apparatus engineering from Hamburg University of Applied Sciences and completed additional studies, including programmes at the Management School of St. Gallen.

4.1.3 Special meeting of holders of bearer shares: nomination of a candidate to represent them on the Board of Directors

Proposal

The Board of Directors proposes to the special meeting of holders of bearer shares to re-nominate Britt Hendriksen as candidate to represent them in the Board.

Notes

Britt Hendriksen (1973, DK), proposed for election by the Board of Directors, was appointed to the Board of Directors of Dätwyler Holding AG in 2025 as a representative of the public shareholders. She is a member of the Audit Committee. She has extensive experience in the global healthcare industry, an important market for Datwyler. Since June 2025, she has been CFO at Syngenta Crop Protection. Previously she served as Group CFO at Unilabs, a leading provider of diagnostic services. From 2001 to 2023, the Dane held various global management roles at Novartis, including as CFO Global Drug Development and as Regional CFO & Head of Strategy for China, Asia Pacific, Middle East & African Countries. In these roles, she has successfully led various business units and teams in emerging and developed countries through phases of transformation and growth. Britt Hendriksen holds a Bachelor's degree in Economics from Copenhagen Business School and an Executive MBA from HEC Paris. She has also completed further training in finance and management at Harvard Business School.

4.2 Reelection of Dr. Paul Hälg as Member and Chairman of the Board of Directors

Proposal

Reelection of Dr. Paul Hälg as Member and Chairman of the Board of Directors until the adjournment of the next ordinary Annual General Meeting..

Notes

Paul Hälg (1954, Swiss) was appointed to the Board and Chairman of Dätwyler Holding Inc. at the 2017 Annual General Meeting. He is a member of the Board of Directors of Dätwyler IT Infra AG, an affiliate of the listed Dätwyler Holding Inc. As former Datwyler CEO (2004 to 2016), he knows the company's markets and potential. Having been CEO and Chairman of listed companies for many years, he is very familiar with strategic issues. Furthermore, as a PhD chemist, he has a link to elastomer technology which is relevant for Datwyler. Prior to joining Datwyler, he was a member of the Forbo Group Executive Board as Head of the Adhesives division. From 1986 to 2001 Paul Hälg held various senior positions within Gurit-Essex (Gurit-Heberlein Group), most recently as its CEO. Prior to that, he worked at the Swiss Aluminum Group for five years. Paul Hälg is Director of Sonceboz Group S.A. He is also a member of the Board of Trustees of the ETH Foundation and the Swiss Air Rescue Service (Rega). He graduated from ETH Zurich (Swiss polytechnical university) with a Ph.D in chemistry (Dr. sc. techn.).

4.3 Reelection of Dr. Hanspeter Fässler as Member of the Board of Directors

Proposal

Reelection of Dr. Hanspeter Fässler as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Hanspeter Fässler (1956, Swiss) has been a Director of Dätwyler Holding Inc. since 2004 and Vice Chairman since 2017. He is Chairman of the Nomination and Compensation Committee and a member of the Board of Directors of Dätwyler IT Infra AG, an affiliate of the listed Dätwyler Holding Inc. As co-founder and Director of the robotics startups ANYbotics AG and Gravis Robotics AG and thanks to his ETH PhD in mechatronics/robotics, he contributes expertise in automation, digitalization, technology and innovation amongst other skills to the Dätwyler Board. Hanspeter Fässler worked for the ABB Group in various management positions at home and abroad, including as CEO of ABB Switzerland and from 2006 to 2010 as the Head of ABB Mediterranean Region and Chairman of the Executive Board of ABB Italy. From 2010 to 2011 he was CEO of the Implenia construction services group. He received his doctorate in the specialty area Mechatronics/Robotics (Dr. sc. techn.) at ETH Zurich. He also holds an Engineer's Degree from Stanford University, USA. In 2025, Hanspeter Fässler was appointed Honorary Councillors of ETH Zurich.

4.4 Reelection of Jens Breu as member of the Board of Directors

Proposal

Reelection of Jens Breu as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Jens Breu (1972, Swiss) was appointed to the Board of Dätwyler Holding Inc. in 2019. He's a member of the Nomination and Compensation Committee. As CEO of the listed SFS Group (since 2016), Jens Breu knows Dätwyler's target markets and is very familiar with the strategic issues of a global component supplier. He has worked for SFS since 1995 and has acquired broad entrepreneurial experience in various functions. Among other things, Jens Breu contributed to shaping the SFS presence in the USA for eight years as Head of Production. In 2012 he was promoted to Head of the Industrial Division and in 2014 to Chief Operating Officer. Jens Breu has a mechanical engineering degree from St. Gallen University of Applied Sciences and an MBA from Cleveland State University in the USA.

4.5 Reelection of Claude R. Cornaz as member of the Board of Directors

Proposal

Reelection of Claude R. Cornaz as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Claude R. Cornaz (1961, Swiss) was appointed to the Board of Dätwyler Holding Inc. at the 2018 General Meeting. He is a member of the Nomination and Compensation Committee. As a member of the majority shareholder family, Claude R. Cornaz has been steering the strategic course of the listed Vetropack Group since 2000 as former CEO and current Chairman. He enriches the Dätwyler Board with his entrepreneurial experience, among other skills. From 2000 to 2017, Claude R. Cornaz led the Vetropack Group as a delegate of the Board of Directors and CEO. He has been Chairman of the Board of Directors of Vetropack Holding Ltd. since 2018. Furthermore, he is Vice-Chairman of H. Goessler AG and Cornaz AG-Holding. Claude R. Cornaz is a certified mechanical engineer ETH/BWL.

4.6 Election of Stephanie Bregy as Member of the Board of Directors

Proposal

Election of Stephanie Bregy as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Stephanie Bregy (born 1982, Swiss national) is newly proposed for election to the Board of Directors of Dätwyler Holding Inc. She has served as Group General Counsel of SBB, Swiss Federal Railways, since 2019 and is responsible for all legal, compliance, and governance matters across the entire Group, which generates revenues of over CHF 10 billion and employs approximately 35,000 people. Prior to this, she spent eight years in various international legal and compliance roles at Novartis, including as Head of Legal and Compliance for Central and Southern Europe as well as Russia/CIS. She has extensive experience in building and leading legal and compliance teams in regulated industries such as transport, infrastructure, and healthcare. Stephanie Bregy holds a Master of Arts in Law and Economics from the University of St. Gallen, is admitted to the Swiss Bar, and has completed the IMD Board Program.

4.7 Election of Christian Holzgang as Member of the Board of Directors

Proposal

Election of Christian Holzgang as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting.

Notes

Christian Holzgang (born 1974, Swiss national) is newly proposed for election to the Board of Directors of Dätwyler Holding Inc. Since 2024 he has served as CEO of the Amsonic-KKS Group, which specialises in surface treatment for components. From 2015 to 2024, Christian Holzgang served as CEO of Schurter AG, a leading provider of passive and electromechanical components for a wide range of industries, including the automotive and medical technology sectors. Prior to this, he held various international senior management positions with the Maxon Group and with Bosch Power Tools. Christian Holzgang is a member of the board committees of the Swiss Employers' Association and of Swissmem, the association for the Swiss mechanical, electrical and metal industries. He holds a degree in Mechanical Engineering from ETH Zurich, an Executive MBA in General Management from the University of St. Gallen, and has completed the Executive Program at Stanford University.

4.8 Election of the candidates nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors

Notes

For each share category, there is a right to submit proposals regarding election of at least one representative on the Board of Directors. At the separate meeting of bearer shareholders, they duly nominate their candidate to represent them on the Board of Directors. Both share categories enjoy voting rights for the purpose of electing this candidate to the Board of Directors.

4.8.1 Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors

Proposal

Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting (Proposal Board of Directors: re-election of Martin Hirzel).

Notes

See 4.1.1 for a profile of Martin Hirzel.

4.8.2 Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors

Proposal

Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting (Proposal Board of Directors: re-election of Dirk Lambrecht).

Notes

See 4.1.2 for a profile of Dirk Lambrecht.

4.8.3 Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors

Proposal

Election of the candidate nominated by the special meeting of the holders of bearer shares as Member of the Board of Directors until the adjournment of the next ordinary Annual General Meeting (Proposal Board of Directors: re-election of Britt Hendriksen).

Notes

See 4.1.3 for a profile of Britt Hendriksen.

5. Election Members and Chairman of the Nomination and Compensation Committee

5.1 Reelection of Dr. Hanspeter Fässler as Member and Chairman of the Nomination and Compensation Committee

Proposal

Reelection of Dr. Hanspeter Fässler as Member and Chairman of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes

See 4.3 for a profile of Hanspeter Fässler.

5.2 Reelection of Claude R. Cornaz as Member of the Nomination and Compensation Committee

Proposal

Reelection of Claude R. Cornaz as Member of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes

See 4.5 for a profile of Claude R. Cornaz.

5.3 Reelection of Jens Breu as Member of the Nomination and Compensation Committee

Proposal

Reelection of Jens Breu as Member of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes

See 4.4 for a profile of Jens Breu.

5.4 Election of Dirk Lambrecht as Member of the Nomination and Compensation Committee

Proposal

Election of Dirk Lambrecht as Member of the Nomination and Compensation Committee until the adjournment of the next ordinary Annual General Meeting.

Notes

See 4.1.2 for a profile of Dirk Lambrecht.

6. Election Auditors

Proposal

Relection of KPMG, Zurich, as auditors for the financial year 2026.

Notes

KPMG has been mandated to audit the consolidated and separate financial statements of Dätwyler Holding Inc. since the Annual General Meeting in 2018. KPMG has the requisite skills and experience to satisfy the requirements of a global industrial business. KPMG has confirmed to the attention of the Board of Directors that it has the necessary independence to perform its mandate and that its independence is not impaired by services rendered to the Dätwyler Group in addition to its audit mandate.

7. Election Independent Proxy

Proposal

Relection of Remo Baumann, lic. iur., lawyer, as Independent Proxy until the adjournment of the next ordinary Annual General Meeting following conclusion of the 2026 financial year.

Notes

Remo Baumann has confirmed to the Board of Directors that he meets the independence criteria to exercise the mandate..

8. Total remuneration to be paid to the Board of Directors and the Executive Committee

8.1 Approval of the total remuneration to be paid to the Board of Directors

Proposal

The Board of Directors proposes that a total amount of CHF 2.4 million be approved for the remuneration of the members of the Board of Directors for the term of office from the 2026 Annual General Meeting to the 2027 Annual General Meeting.

Notes

According to art. 21b of the Articles of Association, the Annual General Meeting approves each year, for the period until the next Annual General Meeting, the Board of Directors' proposals regarding the maximum remuneration amount for the Board of Directors. The remuneration system for the Board of Directors envisages all members receiving the same basic amount. Supplementary amounts are then considered for chairmanship and for chairman and members of the Audit Committee and the Nomination and Compensation Committee. In addition to the fixed fee, each member of the Board of Directors is awarded a fixed number of Datwyler bearer shares, which are blocked for five years. The grant of bearer shares is based on a fixed amount and the average share price of 20 trading days in April and May prior to the grant date. The remuneration structure for the Board of Directors is described in detail in the remuneration report, which is available on the Datwyler website as part of the Annual Report since 12 February 2026: www.datwyler.com > Investors or by scanning the QR code on page 18 of this brochure.

8.2 Approval of the total remuneration to be paid to the Executive Committee

Proposal

The Board of Directors proposes that a maximum amount of CHF 7.7 million be approved for the remuneration of the five members of the Executive Committee for the 2027 financial year.

Notes

According to art. 21c of the Articles of Association, the Annual General Meeting approves each year, for the next financial year, the Board of Directors' proposals regarding the maximum remuneration amount for the Executive Committee. The remuneration system for members of the Executive Committee includes a fixed base salary in cash, a variable bonus, a long-term incentive plan in the form of performance share units and pension and fringe benefits. Since the 2025 financial year, the variable bonus is calculated as follows: Net revenue growth (weighting 30%) and EBIT improvement (weighting 30%) compared to a group of similar companies as well as improvement in operating cash flow (20%) and sustainability metrics (weighting 20%) compared to internal target figures. There is an upper limit for all variable remuneration components. In order to achieve the target of a 100% payment, the median value for the peer group must be achieved for revenue growth and EBIT improvement. If all peer companies are beaten, the maximum payout is 200%. If all peer companies perform better, no payment will be made. It is highly unlikely that Datwyler will outperform all peer companies for both the variable bonus and the long-term incentive plan. The Board of Directors would, however, have to request the total remuneration amount for this theoretically possible scenario. The structures for the variable bonus and for the long-term incentive plan are described in detail in the remuneration report, which is available on the Datwyler website as part of the Annual Report since 12 February 2026: www.datwyler.com > Investors or by scanning the QR code on page 18 of this brochure.

ORGANIZATIONAL INFORMATION

Documents

Since 12 February 2026 the Annual Report 2025, containing the State of the Company Report, the Company Financial Statement, the Group Consolidated Financial Statement, Sustainability Report, Remuneration Report and the auditors' reports, is available on the company's website (www.datwyler.com > Investors) and at the company's registered office.

Annual Report



Sustainability Report



Remuneration Report



Scan the QR codes with your mobile phone's camera and go directly to the full Annual Report, Sustainability Report or the Remuneration Report of Datwyler.

Admission tickets

Bearer shareholders who wish to attend the General Meeting or to appoint a proxy must provide their name and place of residence in accordance with the Swiss Stock Corporation Act (Art. 689a, para. 2). The admission tickets can be ordered until 12 March 2026 via the respective depository bank or by submitting a written blocking instruction from their depository bank to the appointed company Segetis AG, Platz 4, 6039 Root D4 (T +41 41 541 91 00 / netvote@segetis.ch). The bearer shares will remain deposited until the day after the Annual General Meeting. Depository banks may also order the instruction forms for their customers via Segetis AG. After receiving the relevant materials, shareholders may choose to attend the General Meeting personally, to be represented or to grant proxy authorization and give instructions electronically or by mail to the Independent Proxy. Admission tickets will be delivered by 16 March 2026. No admission tickets will be issued on the day of the General Meeting.

Proxy Appointment

Shareholders may be represented by their legal representative or may appoint a proxy in writing. The Independent Proxy Mr. Remo Baumann, Baumann Rechtsanwälte und Notare, Rathausplatz 5, Postfach, 6460 Altdorf, may also be appointed to vote on their behalf in accordance with Article 689c of the Swiss Code of Obligations. Please note that the written instruction must be received by no later than 16 March 2026, 6 p.m. Unless you give specific voting instructions, your signature instructs the independent proxy to vote your shares in favor of the proposals of the Board of Directors, both for the agenda items listed and for new agenda items or proposals made during the Annual General Meeting.

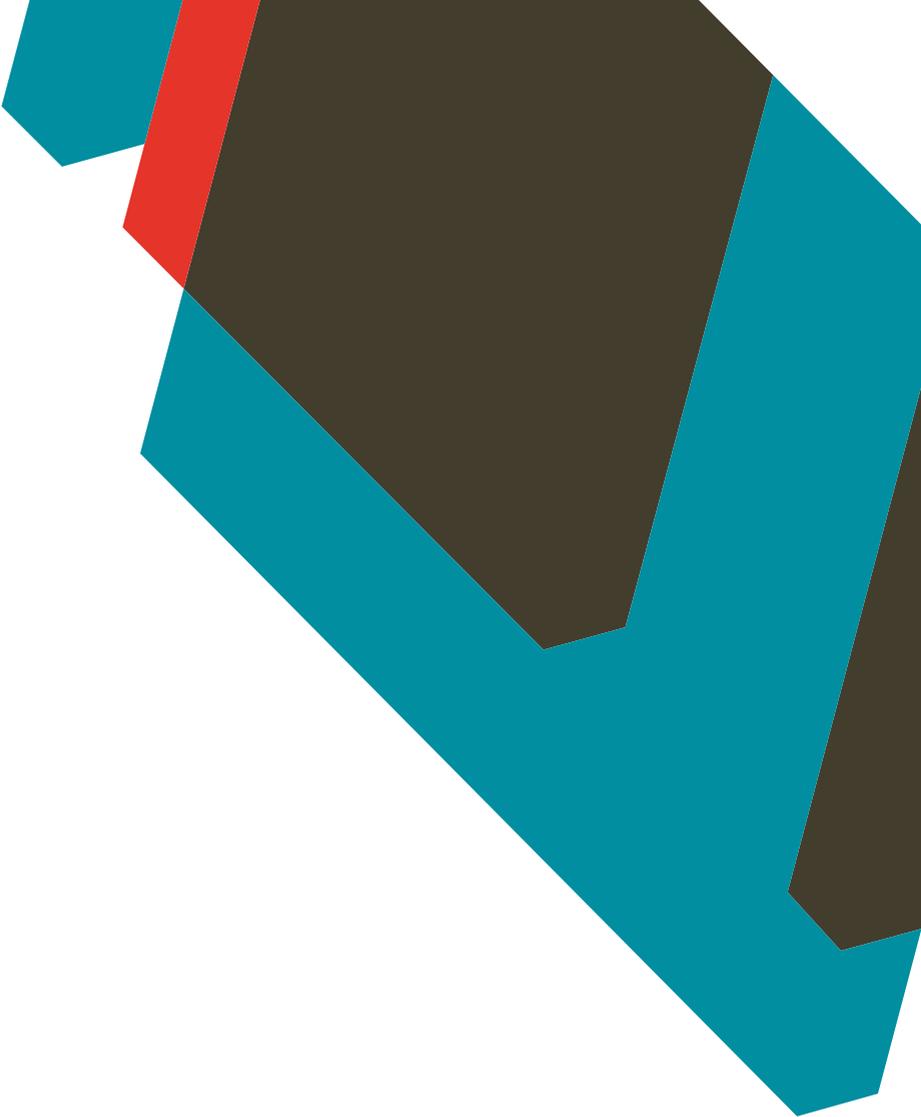
Electronic authorization and instructions for the Independent Proxy

Authorization and instructions for the Independent Proxy may also be submitted electronically at <https://datwyler.netvote.ch>. Shareholders will receive the necessary login information with the instruction form. Any electronic instructions or changes must be submitted by 6 p.m. at the latest on the day before the General Meeting.

Altdorf, 20 February 2026

Dätwyler Holding Inc.

On behalf of the Board of Directors
Chairman: Dr. Paul Hälg



Dätwyler Holding Inc.

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