

SIKA BUSINESS YEAR

2024

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BUILDING TRUST





CORPORATE GOVERNANCE

Good Corporate Governance safeguards the sustainable development and performance of the company.

New

**CHAIR OF THE BOARD
ELECTED AT AGM 2024**

New

**CHAIR OF AUDIT COMMITTEE
ELECTED AT AGM 2024**



CORPORATE GOVERNANCE

Commitment to openness and transparency.

Good Corporate Governance safeguards the sustainable development and performance of the company. Sika is committed to openness and transparency and provides information on structures and processes, areas of responsibility and decision procedures, as well as rights and obligations of various stakeholders. At Sika, reporting on Corporate Governance follows the SIX Swiss Exchange guidelines.

Group structure and shareholders

Sika AG, headquartered in Baar, is the only listed company within the Sika Group. Sika AG's shares are listed on SIX Swiss Exchange under Swiss security no. 41879292 and ISIN CH0418792922. At the end of the year under review, the market capitalization of Sika AG was CHF 34,631.43 million. In the year under review, the Sika Group encompassed subsidiaries in 102 countries. In total, 261 companies are included in the scope of consolidation. Companies of which Sika AG as holding company of the Sika Group, directly or indirectly, holds 50% or less of the voting rights are not consolidated. These are namely HPS North America, LLC, USA, Condensil SARL, France, as well as Chemical Sangyo Ltd., and Seven Tech Co. Ltd., Japan, and Concria Oy, Finland. Detailed information on the Group companies can be found on p.248 et seq. of this report (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

Sika conducts its worldwide activities based on countries that have been classed into regions with area-wide managerial functions. The heads of the regions are members of Group Management. The regional and national management teams bear full profit and loss responsibility, and – based on the Group strategy – set country-specific growth and sustainability targets and allocate resources.

Furthermore, Sika has geared its internal organization towards eight Target Markets, which offer products and solutions for the construction industry and for industrial manufacturing. Each Target Market is represented by one member of Group Management. Target Market responsibility is defined in the corporate organization, the regional management teams, and the national subsidiaries. The corporate Target Market managers are responsible in the respective Target Markets for the definition and launch of new products, the implementation of best demonstrated practices, and the product line policies for Group products, i.e., those products offered worldwide, rather than only in one country.

The heads of the central Finance, Innovation and Sustainability, as well as Human Resources, Legal and Compliance departments are likewise members of Group Management, which therewith consists of eight members. All Group business is consolidated in Sika AG, the holding company. The organizational structures are presented on p.167–175 of the Annual Report (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).



As of the balance sheet date of December 31, 2024, Sika had received notification of three significant shareholders whose voting rights reached at least 3%: (1) BlackRock Inc., which owned 7.7% of all voting rights, (2) UBS Fund Management (Switzerland AG), which held 5.649% of all voting rights, and (3) The Capital Group Companies Inc., which held 4.976% of all voting rights via Capital Research and Management Company, Capital Bank and Trust Company, Capital International Limited, Capital International, Inc., and Capital International Sarl. The significant shareholdings reported to the Disclosure Office of SIX Swiss Exchange during the year under review can be found at <https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/>.

There are no cross-shareholdings exceeding 3%, either in terms of capital or votes.

Capital structure

According to the commercial register entry, the issued share capital of Sika AG as of December 31, 2024, totals CHF 1,604,792.93 and is divided into 160,479,293 fully paid-in registered shares, with a nominal value of CHF 0.01 each.

In addition, as of December 31, 2024, there is a conditional share capital (within the capital band) of 7,686,752 fully paid-up registered shares with a nominal value of CHF 0.01 each, representing a maximum nominal value of CHF 76,867.52, which was introduced at the Annual General Meeting on March 28, 2023, and, like the capital band, is limited in time until March 28, 2028. As of December 31, 2024, there is no further conditional share capital. The former conditional share capital outside the capital band was deleted on December 7, 2023, due to the expiry of conversion and option rights.

There have been no changes to the conditional share capital in 2024.

Further information on the conditional share capital (within the capital band) can be found in art. 2 para. 5 and 6 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

A capital band with a range between CHF 1,460,482.99 (lower limit) and CHF 1,614,218.03 (upper limit) was implemented at the Annual General Meeting on March 28, 2023. Since the issuance of new fully paid-in registered shares in the course of a capital increase from conditional capital outside the capital band in 2023, Sika AG has, as of December 31, 2024, a capital band between CHF 1,527,925.41 (lower limit) and CHF 1,681,660.45 (upper limit). Within the capital band, the Board of Directors is authorized, until March 28, 2028, or until the earlier expiration of the capital band, to increase or decrease the share capital once or several times and in any amounts. The capital increase or reduction, respectively, may be effected by the issuance of up to 7,686,752 fully paid-up registered shares with a nominal value of CHF 0.01 each, or by cancelling up to 7,686,752 registered shares with a nominal value of CHF 0.01 each, or by increasing or reducing the nominal value of the existing registered shares within the capital band, respectively. In the event of a capital increase, the Board of Directors shall determine the number of shares, the issue price, the type of contributions, the time of issuance, the

conditions for exercising subscription rights and the start of dividend entitlement. In this context, the Board of Directors may issue new shares by means of a firm underwriting by a bank or another third party and a subsequent offer to the existing shareholders. The Board of Directors is authorized to restrict or exclude trading in subscription rights. The Board of Directors may allow subscription rights that are not exercised to lapse or place them or the shares for which subscription rights are granted but not exercised at market conditions or otherwise use them in the interest of the company.

Further information on the capital band can be found in art. 2 para. 6 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Sika has not issued any participation certificates, dividend right certificates, or stock options.

Option plans do not exist for members of the Board of Directors, Group Management, or employees.

In 2022, at the extraordinary General Meeting of January 25, 2022, the then existing conditional capital was increased by CHF 32,000.00, corresponding to 3,200,000 registered shares with a nominal value of CHF 0.01 each. The mandatory convertible bond of Sika AG issued in January 2019 (security no.: 41879292, ISIN: CH0418792922) was fully converted into 9,940,645 new shares as of January 30, 2022, using the available conditional share capital. In addition, in January 2022, part of the convertible bond issued in May 2018 was converted early from conditional capital into 141,618 new shares. Therefore, the share capital issued as of January 31, 2022, amounted to CHF 1,531,272.30, divided into 153,127,230 fully paid-in registered shares with a nominal value of CHF 0.01 each. Due to further partial conversions of the convertible bond issued in May 2018 (security no.: 41399024, ISIN: CH0413990240) during the business year 2022, additional 607,821 new shares with a nominal value of CHF 0.01 each were issued, leading to a share capital issued as of December 31, 2022, of CHF 1,537,350.51, divided into 153,735,051 fully paid-in registered shares with a nominal value of CHF 0.01 each.

In 2023, in connection with the conversion by bondholders of their convertible bonds (security no.: 41399024, ISIN: CH0413990240), 6,744,242 of new fully paid-in registered shares with a nominal value of CHF 0.01 each were issued from the conditional share capital (outside the capital band), amounting to an issued share capital of Sika AG of CHF 1,604,792.93, divided into 160,479,293 fully paid-in registered shares with a nominal value of CHF 0.01 each.

There have been no changes in the capital of Sika AG in 2024.

With the exception of the treasury shares held by the company, each share registered with voting rights in the share register carries one vote at the General Meeting, and each share (whether or not it is entered in the share register) carries a dividend entitlement. The purchase of Sika registered shares is open to all legal persons and individuals. The company maintains a share register for the registered shares in which the legal owners and usufructuaries are registered with their name and address. Vis-à-vis the company, the person who is registered in the share register is deemed to be the shareholder or usufructuary. The company may deny registration in the share register if, upon the company's request, the acquirer does not explicitly declare



that the shares have been acquired in their own name and for their own account, that there is no agreement to take back or return the shares concerned, and that he bears the economic risk associated with the shares. After consulting the party concerned, the company may cancel the registration in the share register if the registration is the result of false information provided by the acquirer. The acquirer must be informed of the cancellation immediately. The acquirer must provide a statement declaring that the registered shares were transferred to him in due form. According to art. 7.3 para. 4 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>), at least a two-thirds majority of the votes represented, and a majority of the nominal values of the shares represented, are required for the adoption of resolutions of the General Meeting limiting or facilitating the transfer of registered shares.

According to art. 4 para. 2 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>), acquirers of shares who do not expressly declare in the application for registration in the share register that they hold the shares for their own account (nominees) will be entered without restriction in the share register as shareholders with voting rights up to a maximum of 3% of the share capital. Above this registration limit, nominees will be entered in the share register as shareholders with voting rights if the relevant nominee discloses the names, addresses, nationalities, and shareholdings of those beneficial owners for whose account it holds 0.5% or more of the share capital and if the reporting requirements pursuant to the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinMIA) (as amended) are met. In 2024, the Board of Directors has not registered any nominees with voting rights exceeding 3%.

Convertible bonds

As of December 31, 2024, there were no convertible bonds outstanding. Sika AG had a convertible bond (issued in May 2018) listed on the SIX Swiss Exchange (security no.: 41399024, ISIN: CH0413990240) with an original nominal amount of CHF 1,650,000,000. This convertible bond has been redeemed by Sika AG following the exercise of its early redemption option on September 25, 2023. The mandatory convertible bond of Sika AG issued in January 2019 and listed on the SIX Swiss Exchange (security no.: 44929742, ISIN: CH0459297427) was fully converted into 9,940,645 new shares as of January 30, 2022.

No options were issued to any parties and no option plans exist for members of the Board of Directors, Group Management, or employees.

Board of Directors

The Board of Directors is Sika's highest governing body and is mainly responsible for the:

- definition of the corporate mission statement and corporate policies;
- decisions on corporate strategy and organizational structure;
- appointment and dismissal of members of Group Management;
- structuring of finances and accounting;
- assessment of risk management;
- establishment of medium-term planning as well as the annual and investment budgets.

The members of the Board of Directors are elected by the Annual General Meeting for a term of office until the conclusion of the next ordinary General Meeting following the election. They can be re-elected. Detailed information on individual members of the Board of Directors as per the balance sheet date of December 31, 2024, is listed on p.169–171 of the Annual Report 2024 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). The curricula vitae of the members of the Board of Directors over the last five years can be found in the Annual Report 2023 on p.159 and 160, in the Annual Report 2022 on p.162 and 163, in the Annual Report 2021 on p.151, in the Annual Report 2020 on p.71 and 72, and in the Annual Report 2019 on p.63 and 64 (all available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). No directorships are maintained with other listed companies on a reciprocal basis.

Further information regarding the election and the composition of the Board of Directors can be found in art. 8.1 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

The Board of Directors of Sika AG currently consists of eight members and comprises non-executive members only. One of the directors, Paul Schuler, was a member of Group Management and held the position as CEO of Sika until April 2021; therefore he is not deemed to be independent according to the Swiss Code of Best Practice for Corporate Governance. None of the other seven members of the Board of Directors was a member of Group Management or the executive management of a Sika Group company during the three preceding business years. Therefore, in 2024, the percentage of independent board members equals 87.5%. At the Annual General Meeting held on March 26, 2024, the following changes were made to the composition and leadership of the Board of Directors: Paul Hälgi stepped down as Chair of the Board as well as from his position as a member of the Board. The shareholders elected Thierry F. J. Vanlancker as the new Chair of the Board. Additionally, the Annual General Meeting elected Thomas Aebischer as a new member of the Board.

Neither the members of the Board of Directors nor any company nor organization represented by a member of the Board of Directors has a significant business connection with Sika AG or any of the Sika Group companies.

The Board of Directors convenes at the Chairperson's request as often as business demands. Meetings are generally held every one to two months. In the business year 2024, the Board of Directors met 10 times. The meetings lasted between one and seven hours.

ATTENDANCE OF INDIVIDUAL BOARD MEMBERS

Board member	Member since	Number of meetings attended
Thierry F. J. Vanlancker (Chair of the Board as of March 26, 2024)	2019	10 of 10
Paul Hälgi (member and Chair of the Board until March 26, 2024)	2009	2 of 10
Viktor W. Balli	2019	9 of 10
Lucrèce Foufopoulos-De Ridder	2022	10 of 10
Justin M. Howell	2018	10 of 10
Gordana Landén	2022	10 of 10
Monika Ribar	2011	9 of 10
Paul Schuler	2021	10 of 10
Thomas Aebischer (member as of March 26, 2024)	2024	8 of 10

The Chief Executive Officer (CEO) participates in the meetings of the Board of Directors in an advisory capacity. The other members of Group Management take part as necessary, also in an advisory capacity. In 2024, the CEO and the Chief Financial Officer (CFO) participated in all 10 and the other members of Group Management in two to five of the ten meetings. Company officers report regularly and comprehensively to the Chair of the Board of Directors concerning the implementation of decisions of the Board of Directors. The CEO, as well as the CFO, report to the Board of Directors in writing on the development of business at least once per month. Extraordinary events are reported immediately to the Chair of the Board of Directors or the Audit Committee, insofar as such events relate to the latter's area of responsibility. The Internal Audit staff report to the Chair of the Board of Directors, as well as the Audit Committee, within the scope of the review schedule. In 2024, the Internal Audit participated in all five meetings of the Audit Committee.

Information regarding the number of permitted mandates of members of the Board of Directors outside the Sika Group can be found in art. 8.4 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Board committees

Sika has three committees of the Board of Directors: the Audit Committee, the Nomination and Compensation Committee, and the Sustainability Committee. The members of the Nomination and Compensation Committee are elected annually by the General Meeting. Re-election is possible. The members of the Audit Committee and the Sustainability Committee, as well as the Chair of each committee, are (re-)elected annually by the Board of Directors. Otherwise, the committees organize themselves. Detailed information on the members of the committees can be found on p.169-171 of Annual Report 2024 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

AUDIT COMMITTEE

The Audit Committee mainly reviews the results of internal and external audits, as well as risk management. The committee convenes at the request of its Chair as often as business demands. Customarily, the Chair of the Board of Directors and the CFO, as well as the CEO if necessary, take part in these meetings in an advisory capacity. Meetings are generally held every two to three months, lasting between three and six hours. In the year under review, the Audit Committee met five times. Monika Ribar and Viktor Balli were present at all five meetings. Lucrèce Foufopoulos-De Ridder, member of the Audit Committee until March 26, 2024, was present at one of five meetings. Thomas Aebischer, member of the Audit Committee as of March 26, 2024, was present at four of the five meetings. Paul Hälgi, Chair of the Board until March 26, 2024, was present at one of five meetings. Thierry F. J. Vanlancker, Chairperson of the Board as of March 26, 2024, was present at four of the five meetings. The CEO, CFO, and the Internal Audit participated in all five meetings. KPMG AG, the external auditor, participated in three of the five meetings.

More detailed information regarding the competences and activities of the Audit Committee can be found in the Organizational Rules of Sika AG and Sika Group on p.6, section 7 (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>) and in the Charter of the Audit Committee, which is included on p.14 to 16 of the Organizational Rules of Sika AG and Sika Group (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>).

ATTENDANCE OF INDIVIDUAL AUDIT COMMITTEE MEMBERS

Audit Committee member	Number of meetings attended
Thomas Aebischer (member and AC Chair as of March 26, 2024)	4 of 5
Monika Ribar (AC Chair until March 26, 2024)	5 of 5
Viktor W. Balli	5 of 5
Lucrèce Foufopoulos-De Ridder (member until March 26, 2024)	1 of 5

**NOMINATION AND COMPENSATION COMMITTEE**

The Nomination and Compensation Committee prepares personnel planning at the level of the Board of Directors and Group Management and handles matters relating to compensation. One of the central tasks of the Nomination and Compensation Committee is succession planning for the Board of Directors and Group Management. The committee convenes at the request of its Chairperson as often as business demands. Usually, the Chair of the Board of Directors and the CEO participate in these meetings in an advisory capacity, insofar as they are not themselves affected by the items on the agenda. Meetings are generally held on a bimonthly or trimonthly basis, lasting between one and a half and three hours. In the year under review, the Nomination and Compensation Committee held six meetings. The Chair of the Board of Directors and the CEO, as well as all other members of the Committee participated in all six meetings. They did not attend when their own compensation and/or performance were being discussed. The external advisor retained to provide services related to executive compensation matters participated in all six meetings of the Nomination and Compensation Committee to attend the discussions on compensation. For more information on the external advisor, reference is made to the Compensation Report on p.189 of this report (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

More detailed information regarding the competences and activities of the Nomination and Compensation Committee can be found in art. 9 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>), in the Organizational Rules of Sika AG and Sika Group on p.6, section 6, and in the Nomination and Compensation Committee Charter, which is included on p.12 and 13 of the Organizational Rules of Sika AG and Sika Group (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>), as well as on p.189 and 190 of the Annual Report 2024 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

ATTENDANCE OF INDIVIDUAL NOMINATION AND COMPENSATION COMMITTEE MEMBERS

Nomination and Compensation Committee member	Number of meetings attended
Justin M. Howell, NCC Chair	5 of 5
Thierry F. J. Vanlancker (member until March 26, 2024)	5 of 5
Gordana Landén	5 of 5
Paul Schuler (member as of March 26, 2024)	3 of 5

SUSTAINABILITY COMMITTEE

The Sustainability Committee consists of three members of the Board of Directors with expertise in different areas of ESG. The Sustainability Committee prepares sustainability-related topics for discussion and decision-making in the Board of Directors. The Sustainability Committee focuses on the following areas: completing a formal ESG risk and opportunity assessment via the Materiality Analysis; setting measurable goals that are aligned with the company's overall strategy. After each meeting, a report was issued to the full Board of Directors. As a general rule, the Chair of the Board of Directors, the CEO, the CFO, and the Chief Innovation & Sustainability Officer attend the meetings of the Sustainability Committee in an advisory capacity. Meetings are generally held every two to three months, lasting between one and a half and two hours. In the year under review, the Sustainability Committee met five times. Viktor W. Balli and Lucrèce Foufopoulos-De Ridder attended all five meetings. Paul Schuler, member of the Sustainability Committee as of March 26, 2024, was present at four of the five meetings. Paul Hälgl, Chair of the Board of Directors until March 26, 2024, was present at one of five meetings. Thierry F. J. Vanlancker, member and Chair of the Sustainability Committee until March 26, 2024, and Chair of the Board as of March 26, 2024, was present at four of the five meetings. The CEO, the CFO, and the Chief Sustainability & Innovation Officer all attended all five meetings. Through one of the committee members and the CFO, there is a valuable interlink between non-financial and financial aspects in the areas of reporting, auditing, and risk management.

ATTENDANCE OF INDIVIDUAL SUSTAINABILITY COMMITTEE MEMBERS

Sustainability Committee	Number of meetings attended
Lucrèce Foufopoulos-De Ridder (SC Chair as of March 26, 2024)	5 of 5
Paul Schuler (member as of March 26, 2024)	4 of 5
Viktor W. Balli	5 of 5
Thierry F. J. Vanlancker (member and SC Chair until March 26, 2024)	5 of 5



Information and control instruments vis-à-vis Group Management

Within the framework of its non-transferable and inalienable duties, the Board of Directors of Sika supervises Group Management. The CEO, as well as the CFO, report to the Board of Directors in writing on the development of business at least once per month. Extraordinary events are reported immediately to the Chair of the Board of Directors or the Audit Committee, insofar as such events relate to the latter's area of responsibility. In every meeting, the Chair of the Board of Directors, or, at the Chair's instruction, the CEO, informs the Board of Directors about the ongoing business. More detailed information regarding the information and reporting rights can be found in the Organizational Rules of Sika AG and Sika Group on p.5, section 3.4 (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>).

Sika has a comprehensive risk management framework, as well as an Internal Audit. Details can be found in the chapter "Risk Management and TCFD Recommendations" beginning on p.24 of this report (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). As part of its audit plan, the Internal Audit reports to the Chair of the Board of Directors as well as to the Audit Committee.

Group Management

Within the framework of the resolutions of the Board of Directors, Sika's operative leadership is incumbent on Group Management. The structure of Group Management is outlined at the beginning of the Corporate Governance section, on p.177 of the Annual Report 2024 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). The members of Group Management and their functions as per the balance sheet date of December 31, 2024, are listed on p.172 of the Annual Report 2024 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). Detailed information on their backgrounds and activities can be found on p.173 to 175 of the Annual Report 2024 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). The curricula vitae of the members of Group Management over the last five years can be found in the Annual Report 2023 on p.162, in the Annual Report 2022 on p.165, in the Annual Report 2021 on p.153, in the Annual Report 2020 on p.69 and 70, and in the Annual Report 2019 on p.61 and 62 (all available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

Information regarding the number of permitted mandates of members of Group Management outside the Sika Group can be found in art. 10 para. 3 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Sika has not entered into any management contracts with companies (or natural persons) outside the Sika Group.

Regulation of responsibilities

The powers, tasks, and responsibilities of the Board of Directors and Group Management are set out in detail in the Organizational Rules of Sika AG and Sika Group on p.3 to 11 (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>). Furthermore, for the tasks and duties of the Board of Directors and Group Management, reference is made to art. 8.2 and art. 10 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Governance structures in connection with climate-related risks and opportunities

The Board of Directors is also the highest governance level relating to climate-related risks and opportunities. It is responsible for reviewing and endorsing the implementation of sustainability policies, while the Chair of the Board of Directors oversees climate-related topics by receiving regular updates from Group Management. The Chair of the Board of Directors is permanently invited to add climate-related topics to the agenda of the CEO and the Board of Directors. The Board of Director's target is to achieve net-zero greenhouse gas emissions by 2050, validated by the Science Based Target Initiative (SBTi) for Sika's net-zero targets on May 30, 2024.

The Sika Sustainability Report 2024 complies with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), which are described in more detail in the "TCFD Recommendations" section on p.51 et seq. of the Sustainability Report 2024 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). A detailed TCFD report is available on the corporate website (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/risk-management.html>).

Compensation, shareholdings, and loans

With regard to the information on the compensation of the members of the Board of Directors and Group Management, reference is made to the Compensation Report beginning on p.185 of the Annual Report 2024 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). According to art. 12 para. 2 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>), the company does not extend any loans, credits, guarantees, or other securities to any member of the Board of Directors or Group Management.

Shareholder participation rights

Each shareholder can have their/its shares represented at the General Meeting by a third party. The Board of Directors shall decide on the recognition of the proxy. In addition, shareholders can be represented by the independent proxy to whom any shareholder may give in writing or electronically power of attorney and instructions. Within the discretion provided by law, the Board of Directors may determine requirements for powers of attorney and instructions. The Annual General Meeting elects the independent proxy annually for a one-year term until the conclusion of the next Annual General Meeting. Re-election is possible. For more detailed information on the participation, representation, and instruction rights of shareholders, reference is made to art. 3, art. 4, and art. 7.3 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Information on the legal quora can be found in art. 703 et seq. of the Swiss Code of Obligations (CO); information on what constitutes a quorum under the Sika Articles of Association can be found in art. 7.3 para. 4 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>). The Sika Articles of Association also define the resolutions for which a qualified majority (at least two thirds of the votes represented, and an absolute majority of the nominal value of shares represented) is required. The invitation modalities and deadlines for the General Meetings comply with the legal requirements (art. 699 et seq. CO).

Furthermore, during a period published by the company in the Swiss Official Gazette of Commerce, shareholders representing together at least 0.5% of the share capital or voting rights may demand that an item be put on the agenda to be discussed or request that proposals concerning agenda items be included in the invitation to the General Meeting. Shareholders may submit a brief explanatory statement together with the agenda items or the proposals. This must be included in the invitation to the General Meeting. The publication of the invitation to the General Meeting is made in the Swiss Official Gazette of Commerce. The invitation also contains the agenda items and the proposals of the Board of Directors. In addition, the invitation to the General Meeting is sent by mail to the shareholders. Shareholders will not be registered by the company two business days prior to a General Meeting. Therefore, registered shares acquired or sold between the deadline and the respective General Meeting are not entitled to be voted.

Change in corporate control and defense measures

The Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>) do not provide for an opting out or opting up in the meaning of art. 125 and art. 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinMIA). There are no change of control clauses provided in the Articles of Association.

Auditor

The auditor of Sika AG is KPMG AG and was re-elected at the General Meeting of March 26, 2024. KPMG AG has been registered as the auditor of Sika in the commercial register since August 19, 2022.

The auditor participates regularly in the meetings of the Audit Committee, providing oral and written reports on the results of its reviews. In 2024, the auditor participated in three of the five meetings of the Audit Committee. The Audit Committee checks and evaluates the auditor and makes recommendations to the Board of Directors. For further information regarding reporting and control of the auditor, reference is made to the Charter of the Audit Committee, which is included on p.14 to 16 of the Organizational Rules of Sika AG and Sika Group (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>).

The independence of the auditor is ensured by various measures. The Audit Committee has defined a percentage threshold for non-audit services in relation to the audit services. Additional services received from the auditor must not exceed 70% of audit fees in any given year and must be below 50% of the three-year average. In addition, services outside the audit which individually exceed CHF 100,000 are subject to prior approval by the Chairperson of the Audit Committee. As part of its reporting for the consolidated and statutory financial statements, the auditor confirms its independence vis-à-vis Sika AG. In accordance with legal requirements, the lead auditor is replaced after a maximum period of seven years. The current lead auditor has been responsible for the audit mandate since the General Meeting of April 12, 2022. As set out in section 2.4 of the Charter of the Audit Committee, which is included on p.14 to 16 of the Organizational Rules of Sika AG and Sika Group (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>), the Audit Committee reviews any potential conflicts between the audit and non-audit services of the auditor.

The performance of the auditor is evaluated by the Audit Committee as well as by employees of Sika who are in regular contact with the auditor. The assessment is based on criteria such as professional expertise and know-how, the understanding of the corporate structure and company-specific risks, comprehensibility of the audit strategy proposed by the auditor, and diligence in the implementation of the proposed audit strategy, as well as the coordination of the auditor with the Audit Committee and the finance department of the Sika Group.

In addition, the Audit Committee reviews the results of the audit, particularly the audit report for the consolidated annual financial statements and the interim financial statements.

The budget for the audit fees is proposed by the CFO and approved by the Audit Committee. During the year under review, KPMG AG invoiced in total CHF 8.9 million for its services. Thereof, CHF 8.0 million related audit and assurance services, which included the audit of the statutory financial statements of Sika AG and its subsidiaries, as well as the audit of the consolidated financial statements. Some of the subsidiaries are audited by other audit firms. KPMG AG received additional fees totaling CHF 0.8 million for tax consultancy services, as well as CHF 0.1 million for other consultancy services.



Information policy

Sika provides extensive information on the development of business in its annual, half-year and quarterly reports, at the annual media and financial analyst conference, as well as at the Annual General Meeting. The continually updated website at www.sika.com as well as media releases regarding important developments (<https://www.sika.com/en/media/media-releases.html>) are also integral components in Sika's communication activities. As a company listed on SIX Swiss Exchange, Sika is also obligated to comply in particular with the requirements of ad hoc disclosure, i.e. the publication of price-sensitive facts. Anyone who would like to receive ad hoc publications of Sika can register for the push service on Sika's website under: <https://www.sika.com/en/investors/contact/stay-informed.html>. In addition, Sika maintains a dialogue with investors and the media through special events and roadshows. Official publications of the company are made in the Swiss Official Gazette of Commerce. The contact details of the company are: Sika AG, Zugerstrasse 50, 6340 Baar, Switzerland (phone +41 58 436 68 00, sikagroup@ch.sika.com, www.sika.com).

FINANCIAL CALENDAR

57 th Annual General Meeting	Tuesday, March 25, 2025
Dividend payment	Monday, March 31, 2025
Net sales first quarter 2025	Tuesday, April 15, 2025
Half-Year Report 2025	Tuesday, July 29, 2025
Results first nine months 2025	Friday, October 24, 2025
Net sales 2025	Tuesday, January 13, 2026
Full-year results 2025	Friday, February 20, 2026

Quiet periods

Sika AG has defined general quiet periods related to the publication of Group results during which insiders may not trade in Sika securities. An insider is anyone who has access to confidential information that can be used for insider trading. The quiet periods for the full-year results and the half-year results begin 60 and 45 days before publication, respectively. The quiet period for the first quarter and nine-month results begins 30 days before publication. If the results are available in the operational reporting system before these dates, the respective quiet period commences on that date. The general quiet periods last until one day after publication of the results. In addition, special quiet periods apply for all material events that may have a material positive or negative impact on the share price, beginning on the date of receipt of the information, or as ordered by the Board of Directors or Group Management, until one day after publication. In the year under review, the general quiet periods lasted from December 15, 2023, to February 20, 2024; March 15, 2024, to April 18, 2024; June 14, 2024, to August 2, 2024; September 20, 2024, to October 29, 2024; and December 20, 2024, to February 25, 2025. In 2024, there were no exceptions from quiet periods granted.