



Inventing success together

**Invitation to the Annual General
Meeting of the SFS Group AG**

Wednesday, April 22, 2026

Contact

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Dear Shareholders,

The 33rd Annual General Meeting of SFS Group AG will be held on Wednesday, April 22, 2026, at 5.30 p.m. at Sportzentrum Aegeten in Widnau. We look forward to welcoming you personally to the event.

With this invitation, you will also receive the letter to shareholders containing the most important information about the 2025 financial year. The complete Annual Report is available online at reports.sfs.com → and printed copies can be obtained from the company's headquarters.

Please use the enclosed form to make a firm commitment to attend, to designate a proxy or to issue instructions to the independent proxy. Alternatively, you can register online at gvote.ch →. All shareholders entered in the share register with voting rights on April 8, 2026, at 1 p.m. (CET) are eligible to attend. Please register by April 13, 2026, at the latest.

A coach will depart from the Heerbrugg train station at 4:25 and 4:55 p.m. for the journey to the venue. Return transportation has also been arranged, starting at 7:00 p.m. Further details on the shuttle service are available at go.sfs.com/agm →.

Thank you for your ongoing trust and support, and we look forward to your participation in the Annual General Meeting.

Best regards,



Thomas Oetterli
Chair of the Board of Directors

33rd Annual General Meeting of SFS Group AG

Wednesday, April 22, 2026, 5.30 p.m.
(Doors open at 4.30 p.m.)

Sportzentrum Aegeten
Aegetenstrasse 60
9443 Widnau, Switzerland

Agenda and proposals

1 Approval of the Management Report of SFS Group AG, the consolidated financial statements and the financial statements 2025 of SFS Group AG

The Board of Directors proposes that the Management Report, the consolidated financial statements and the financial statements 2025 be approved.

Explanation

The Board of Directors is legally required to submit the operational and financial Management

Report, the consolidated financial statements and the financial statements for each financial year to the Annual General Meeting for approval. The external auditor PricewaterhouseCoopers AG in St. Gallen has audited the consolidated financial statements of the SFS Group and the financial statements of SFS Group AG and had nothing to add to its Audit Reports.

2

Approval of the Sustainability Report 2025 of SFS Group AG

The Board of Directors proposes that the Sustainability Report 2025 be approved.

Explanation

The Board of Directors is legally required to submit the Sustainability Report for each reporting year to the Annual General Meeting for approval. The Sustainability Report essentially covers the following topics: environment, employees, society, value chain and responsible corporate governance. The report is available online: reports.sfs.com →.



3

Approval of the compensation of the members of the Board of Directors and the Group Executive Board

Explanation

The Annual General Meeting is responsible for approving the compensation paid to the Board of Directors and the Group Executive Board on an annual basis.

3.1

Approval of the compensation of the Board of Directors for the 2026/2027 term of office

The Board of Directors proposes the approval of a maximum total compensation for the eight members of the Board of Directors of CHF 1,200,000 (including social security contributions). In addition, CHF 750,000 (including social security contributions) is proposed for the allocation of 5,000 company shares for the period until the conclusion of the 2027 Annual General Meeting. The allocation of the shares is measured at the fair value of CHF 124.60 per share on February 12, 2026. Since the stock exchange price is subject to fluctuations, the value of the 5,000 shares could be higher or lower than CHF 750,000 at the time the shares are paid out following the Annual General Meeting.

Explanation

In accordance with Art. 6 num. 6 and Art. 12 para. 1 num. 1 of the Articles of Association of SFS Group AG, the Annual General Meeting approves the maximum total amount of compensation of the Board of Directors up to the next Annual General Meeting. In accordance with Art. 25 of the Articles of Association of SFS Group AG, the members of the Board of Directors receive a fixed basic fee, a fixed compensation for membership in the Board's committees and a fixed number of SFS shares. This compensation is to be set by the full Board of Directors at the request of the Nomination and Compensation Committee within the limits of the aggregate amounts approved by the Annual General Meeting. Compensation is paid in cash and in the form of a fixed number of shares.

3.2

Approval of the maximum total amount of fixed compensation for the Group Executive Board for the period from January 1 to December 31, 2027

The Board of Directors proposes the approval of a maximum total amount of CHF 4,600,000 (including social security contributions) for the fixed compensation of the seven members of the Group Executive Board in the 2027 financial year.

Explanation

In accordance with Art. 6 num. 6 and Art. 12 para. 1 num. 4 of the Articles of Association of SFS Group AG, the Annual General Meeting approves the fixed compensation for the Group Executive Board to be paid in the coming financial year.

3.3

Approval of the maximum total amount of variable compensation for the Group Executive Board for the past financial year 2025

The Board of Directors proposes the approval of a maximum total amount for the eight members of the Group Executive Board of CHF 2,200,000 (including social security contributions) for the variable cash compensation component, as well as CHF 1,200,000 (including social security contributions) for the allocation of 7,600 company shares, which will be paid out on the basis of the results achieved in the 2025 financial year. The allocation of shares is measured at the fair value of CHF 124.60 per share on February 12, 2026. Since the stock exchange price is subject to fluctuations, the value of the 7,600 shares could be higher or lower than CHF 1,200,000 at the time the shares are paid out following the Annual General Meeting.

Explanation

In accordance with Art. 6 num. 6 and Art. 12 para. 1 num. 3 of the Articles of Association of SFS Group AG, the Annual General Meeting approves the variable compensation of the Group Executive Board, which is paid out on the basis of the results achieved in the preceding financial year.

3.4

Advisory vote on the Compensation Report 2025

The Board of Directors proposes that the Compensation Report 2025 be approved by way of a non-binding advisory vote. The Compensation Report is available online as a separate chapter of the Annual Report at reports.sfs.com →.

Explanation

The Compensation Report contains the basis for the compensation of the Board of Directors and the Group Executive Board, as well as the basis for the compensation paid to the members of both bodies for the 2025 financial year. The Board of Directors presents the Compensation Report to the shareholders for an advisory vote.

4

Discharge of the Board of Directors and the Group Executive Board

The Board of Directors proposes discharging all members of the Board of Directors and the Group Executive Board for the 2025 financial year.

Explanation

By discharging the members of the Board of Directors and the Group Executive Board, the company and the shareholders who are in agreement declare that they will no longer hold accountable those responsible for events in the preceding financial year that were brought to the attention of the Annual General Meeting. The company is not aware of any facts that would prevent the members of the Board of Directors and Group Executive Board from being granted full discharge.

5

Appropriation of retained earnings and the statutory capital reserve

The Board of Directors proposes a distribution from retained earnings of CHF 2.00 per registered share ranking for dividend with a nominal value of CHF 0.10.

Retained earnings brought forward	CHF million	777.2
Net income	CHF million	235.4
Retained earnings available to the Annual General Meeting	CHF million	1,012.6
Distribution from retained earnings*	CHF million	-77.8
Balance to be carried forward	CHF million	934.8

The Board of Directors proposes a distribution from the statutory capital reserve of CHF 0.50 per registered share ranking for dividend with a nominal value of CHF 0.10.

Carryforward of statutory capital reserve	CHF million	34.9
Distribution from the statutory capital reserve*	CHF million	-19.5
Balance to be carried forward	CHF million	15.4

*The dividend is based on the total issued share capital as at December 31, 2025. No dividends will be distributed to treasury shares held by SFS Group AG.

Explanation

A resolution of the Annual General Meeting is required for a dividend to be distributed. The proposed appropriation of retained earnings and capital reserves is consistent with the SFS Group's dividend policy. Based on current statutory requirements, the distribution from the statutory capital reserves may not exceed 50% of the total dividend distribution. The share of this distribution is not subject to withholding tax and is exempt from income tax for natural persons residing in Switzerland. The appropriation of retained earnings and the distribution of an ordinary dividend are based on the annual financial statements, which have been audited externally and are to be approved under agenda item 1.

6

Re-election of the current members and the Chair of the Board of Directors

The Board of Directors proposes the re-election of the current Board members (incl. the Chair of the Board of Directors) for the term of office up to the conclusion of the next Annual General Meeting.

Explanation

As the terms of office of the members and the Chair of the Board of Directors end with the conclusion of the Annual General Meeting on April 22, 2026, they must be re-elected by the Annual General Meeting.

Nick Huber and Fabian Tschan represent significant shareholders of SFS Group AG on the Board of Directors. All other members of the Board of Directors are independent within the meaning of the Swiss Code of Best Practice for Corporate Governance of *economiesuisse*. No member of the Board of Directors was a member of the Group Executive Board of SFS Group AG or one

of its subsidiaries in the last three years. No member of the Board of Directors has any significant business relationship with SFS Group AG. All members of the Board of Directors are non-executive.

Information about the professional backgrounds of the current members of the Board of Directors and the members of the committees of the Board of Directors is provided in the Annual Report, from page 99 onward, available at go.sfs.com/ar25dl →.

- a) Re-election of Peter Bauschatz
- b) Re-election of Tanja Birner
- c) Re-election of Nick Huber
- d) Re-election of Urs Kaufmann
- e) Re-election of Thomas Oetterli as a member and Chair of the Board of Directors (in the same vote)
- f) Re-election of Manuela Suter
- g) Re-election of Fabian Tschan
- h) Re-election of Jörg Walther



The Board of Directors (from left to right): Thomas Oetterli, Nick Huber, Manuela Suter, Jörg Walther, Fabian Tschan, Tanja Birner, Urs Kaufmann, Peter Bauschatz

7

Re-election of the current members of the Nomination and Compensation Committee

The members of the Nomination and Compensation Committee are to be elected for a term of office that extends until the conclusion of the next Annual General Meeting.

Explanation

As the term of office of the members of the Nomination and Compensation Committee ends with the conclusion of the Annual General Meeting on April 22, 2026, they must be re-elected by the Annual General Meeting. Nick Huber has been a member of the Nomination and Compensation Committee since 2017, while Tanja Birner has been a member since 2025. Urs Kaufmann has been the Chair of the Nomination and Compensation Committee since 2014. Urs Kaufmann and Tanja Birner are independent within the meaning of the Swiss Code of Best Practice for Corporate Governance of *economiesuisse*. It is intended that Urs Kaufmann will be confirmed as Chair of the Nomination and Compensation Committee by the Board of Directors following his re-election as a member.

- a) Re-election of Tanja Birner
- b) Re-election of Nick Huber
- c) Re-election of Urs Kaufmann (Committee Chair)

8

Re-election of the independent proxy

The Board of Directors proposes the re-election of the law firm *bürki bolt rechtsanwälte*, Auerstrasse 2, CH-9435 Heerbrugg, as independent proxy until the conclusion of the next Annual General Meeting.

Explanation

The law requires the independent proxy to be elected annually by the Annual General Meeting. The law firm *bürki bolt rechtsanwälte* meets the independence criteria and the Board of Directors proposes that the firm be re-elected for reasons of continuity.

9

Re-election of the statutory auditor

The Board of Directors proposes the re-election of PricewaterhouseCoopers AG in St. Gallen as the statutory auditor for the 2025 financial year.

Explanation

The Articles of Association require the statutory auditor to be elected by the Annual General Meeting each year. PricewaterhouseCoopers AG has been the statutory auditor of SFS Group AG since 1993. PricewaterhouseCoopers has confirmed to the Board of Directors that it possesses the independence required to exercise the mandate.