

Explanations

of the proposals for the 61st ordinary Annual General Meeting

Explanations of the proposals from the Board of Directors:

- 1. Welcome address and course of business**
- 2. Establishment of the Annual General Meeting**
- 3. Annual Report 2023/2024**
- 3.1 Approval of the Management Report, Annual Financial Statement 2023/2024 and the Group Financial Statement 2023**

Explanation: The statutory auditors, BDO AG, Zurich, have examined the Annual Financial Statement 2023/2024 and the Group Financial Statement 2023 of EMS-CHEMIE HOLDING AG and have nothing to add to their report. The Board of Directors is required to submit the Management Report, the Annual Financial Statement 2023/2024 and the Group Financial Statement 2023 to the Annual General Meeting for approval.

- 3.2 Approval of the Sustainability Report 2023 (Report on non-financial matters)**

Explanation: The Sustainability Report reports on non-financial matters in accordance with Article 964a et seqq. of the Swiss Code of Obligations. From the 2023 reporting year, the Annual General Meeting must decide on approval of this report.

- 3.3 Approval of Remuneration 2023/2024 for the Board of Directors and Executive Management**

Explanation: Detailed information about the remuneration of the Board of Directors and the Executive Management in 2023/2024 is provided in the Remuneration Report (pages 17/18 of the Annual Report 2023/2024). The remuneration of the Board of Directors and the Executive Management for the business year 2023/2024 must be approved by the Annual General Meeting.

- 4. Resolution on appropriation of retained earnings**

Explanation: Appropriation of retained earnings, in particular determination of dividends, requires a resolution from the Annual General Meeting.

- 5. Discharge of the members of the Board of Directors and Executive Management**

Explanation: The Annual General Meeting is responsible for granting discharge to the members of the Board of Directors and the members of Executive Management.

6. Elections

6.1 Board of Directors, Chairman of the Board of Directors and Remuneration Committee

Explanation: As the term of office of the members of the Board of Directors, the Chairman of the Board of Directors and the members of the Remuneration Committee ends at the close of the Annual General Meeting, the proposed persons must be re-elected by the Annual General Meeting. Information on the professional background of these persons can be found in the Annual Report and at www.ems-group.com under the sections "About EMS", "Corporate Governance". The elections are carried out separately.

The current member of the board, Dr. Joachim Streu, has decided not to stand for re-election for a further term of office. Kaspar W. Kelterborn will be proposed for election as a non-executive member of the Board of Directors:

Kaspar W. Kelterborn is 60 years old, Swiss citizen, and has been an independent management consultant since 2023 after holding various management positions in national and international industrial companies. From 1992 to 2002, he held various senior management positions with Clariant International AG in Switzerland and abroad, including in Venezuela, Spain, Singapore and UK. From 2003 to 2005 he was CFO and member of the Group Executive Board of the Unaxis Group (now OC-Oerlikon) and from 2006 to 2021 he worked as CFO and member of the Group Executive Board for the Conzzeta Group. In 2022, Kaspar W. Kelterborn assumed the role of CFO of the Dormakaba Group on an interim basis. Kaspar W. Kelterborn has been a member of the Board of Directors of CPH Group AG since 2015, where he also chairs the Audit Committee. He is also a member of the Board of Directors of Burckhardt Compression AG, Wipf Holding AG, Karl Bubenhofer AG and Perlen Industrieholding AG.

6.2 Statutory Auditors

Explanation: The statutory auditors must be elected annually by the Annual General Meeting. BDO AG, Zürich, fulfills all legal requirements.

6.3 Independent Proxy

Explanation: The independent proxy must be elected annually by the Annual General Meeting. Dr. iur. Robert K. Däppen, Attorney-at-law, fulfills the criteria for independence and the Board of Directors proposes his re-election for reasons of continuity.