

Explanations

of the proposals for the 62nd 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 2024/2025**
- 3.1 **Approval of the Management Report, Financial Statements 2024/2025 and the Consolidated Financial Statements 2024**

Explanation: The statutory auditors, BDO AG, Zurich, have examined the Financial Statements 2024/2025 and the Consolidated Financial Statements 2024 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 Financial Statements 2024/2025 and the Consolidated Financial Statements 2024 to the Annual General Meeting for approval.

- 3.2 **Approval of the Sustainability Report 2024
(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 2024/2025 for the Board of Directors and Executive Management**

Explanation: Detailed information about the remuneration of the Board of Directors and the Executive Management in 2024/2025 is provided in the Remuneration Report (pages 17/18 of the Annual Report 2024/2025). The remuneration of the Board of Directors and the Executive Management for the business year 2024/2025 must be approved by the Annual General Meeting.

4. **Resolution on appropriation of available earnings**

Explanation: Appropriation of available 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.

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.