



## **Invitation to the 53rd Annual General Meeting of Shareholders**

(This invitation is a non-binding translation of the official German version published on March 2, 2026 in the Swiss Official Gazette of Commerce)

The shareholders of OC Oerlikon Corporation AG, Pfäffikon (the "Corporation" or "Oerlikon") are invited to the 53rd Annual General Meeting of Shareholders on

**Tuesday, March 24, 2026, 10:30 a.m. (door opens at 9:30 a.m.)**  
**ENTRA, Obere Bahnhofstrasse 58, 8640 Rapperswil-Jona**



# Agenda

## 1. Approval of the Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon and the Consolidated Financial Statements for 2025

The Board of Directors proposes to the Annual General Meeting of Shareholders that the Group Business Review, the Annual Financial Statements of OC Oerlikon Corporation AG, Pfäffikon and the Consolidated Financial Statements for 2025 be approved.

*Explanation: Pursuant to art. 698 para. 2 no. 3 and 4 of the Swiss Code of Obligations (CO) and the Articles of Association of the Corporation, the General Meeting of Shareholders is responsible for approving the Group Business Review, the Annual Financial Statements and the Consolidated Financial Statements.*

## 2. Allocation of the 2025 available earnings and distribution of a dividend

Retained earnings brought forward from previous years	CHF	613 837 575
Loss on treasury shares	CHF	-5 458 709
Result for the year	CHF	-1 909 853
Available earnings	CHF	606 469 014

The Board of Directors proposes to the Annual General Meeting of Shareholders that the available earnings be allocated as follows:

Distribution of a dividend of CHF 0.85 (before withholding tax) on dividend bearing shares* with a nominal value of CHF 1.00 each	CHF	288 794 790
Balance to be carried forward	CHF	317 674 224

\* The Corporation will not pay dividends on treasury shares held by OC Oerlikon Corporation AG, Pfäffikon

*Provided that the proposal of the Board of Directors is approved by the Annual General Meeting of Shareholders, the dividend will be paid out as of March 30, 2026. The shares will be traded ex-dividend as of March 26, 2026.*

*Explanation: Pursuant to art. 698 para. 2 no. 4 CO and the Articles of Association of the Corporation, the General Meeting of Shareholders is responsible for approving the allocation of the available earnings, in particular the determination of a dividend.*

### **3. Approval of the Report on Non-Financial Matters 2025 (Sustainability Report)**

The Board of Directors proposes to the Annual General Meeting of Shareholders that the Report on Non-Financial Matters 2025 be approved.

*Explanation: With the introduction of art. 964a et seqq. CO, as of the 2023 financial year, Oerlikon is obliged to prepare a Report on Non-Financial Matters on an annual basis. Details on Non-Financial Matters can be found in Oerlikon's Sustainability Report 2025, which is included in Oerlikon's Annual Report 2025, available in English at [www.oerlikon.com/en/investors/reports-publications/](http://www.oerlikon.com/en/investors/reports-publications/). Pursuant to art. 964c para. 1 CO in conjunction with art. 698 para. 2 no. 9 CO, the General Meeting of Shareholders is responsible for the approval of the Report on Non-Financial Matters. The vote comprises the sections specified on page 202 of Oerlikon's Sustainability Report 2025 and will be held as a binding vote.*

*The voluntary limited assurance engagement of PricewaterhouseCoopers AG, on behalf of Oerlikon, covered Selected Indicators in Oerlikon's Sustainability Report for the year ended December 31, 2025. The independent auditor's limited assurance report can be found on pages 216 to 219 of the Sustainability Report 2025.*

### **4. Discharge of the members of the Board of Directors and the Executive Committee for the financial year 2025**

The Board of Directors proposes to the Annual General Meeting of Shareholders to grant discharge to the members of the Board of Directors and the Executive Committee for the financial year 2025.

*Explanation: Pursuant to art. 698 para. 2 no. 7 CO and the Articles of Association of the Corporation, the General Meeting of Shareholders is responsible for granting discharge to the members of the Board of Directors and the Executive Committee.*

## **5. Re-elections to the Board of Directors**

The term of office for all members of the Board of Directors expires with the completion of this year's Annual General Meeting of Shareholders on March 24, 2026. All members of the Board of Directors are standing for re-election. Accordingly, the Board of Directors proposes to the Annual General Meeting of Shareholders that the following individuals be re-elected for a one-year term of office until completion of the next Annual General Meeting of Shareholders.

*Explanation: Oerlikon strives to have a well-diversified Board of Directors, amongst others, in terms of skills, experiences, geographic reach, tenure, independence and gender (cf. the Corporate Governance Report in the Annual Report for further details, including a skills matrix). With the proposed re-elections of the individuals below, Oerlikon will continue to have a well-diversified Board of Directors along the criteria which Oerlikon considers to be key for its strategic success. In case the individuals proposed below in agenda items 5.1 to 5.8 should be re-elected, Oerlikon considers the majority of the members of its Board of Directors and all Committees (incl. their respective chairs) as independent.*

*Pursuant to art. 698 para. 2 no. 2 CO respectively art. 698 para. 3 no. 1 CO and the Articles of Association of the Corporation, the General Meeting of Shareholders is responsible for the election of the members of the Board of Directors and the Chairman of the Board of Directors, respectively.*

### **5.1. Prof. Dr. Michael Süß, as Chairman of the Board of Directors**

*Explanation: In line with the Executive Chair Model introduced in 2022, Prof. Dr. Süß will continue to assume his role as Executive Chairman of the Board of Directors (cf. Corporate Governance Report). In line with good corporate governance principles, he is not foreseen to be a member of any of the Committees of the Board of Directors.*

### **5.2 Mr. Paul Adams, as Director**

*Explanation: Paul Adams is foreseen as Chair of the Human Resources Committee (cf. agenda item 6.1 below), as a member of the Governance Committee, and as a member of the Audit & Finance Committee.*

**5.3 Mr. Stefan Brupbacher, as Director**

*Explanation: Stefan Brupbacher is foreseen as a member of the Governance Committee.*

**5.4 Mr. Jürg Fedier, as Director**

*Explanation: Jürg Fedier will turn 71 years of age during the financial year 2026. Considering the most valuable services provided by Jürg Fedier to Oerlikon as a member of the Board of Directors and his wide knowledge of Oerlikon's business and financial matters, as well as with a view to ensuring continuity within Oerlikon's Board of Directors, the Board of Directors proposes Jürg Fedier's re-election. Jürg Fedier is foreseen as a member of the Audit & Finance Committee. His three-year cooling-off period as a former member of the Executive Committee expired at the end of 2022.*

**5.5 Ms. Inka Koljonen, as Director**

*Explanation: Inka Koljonen is foreseen as Vice-Chairperson of the Board of Directors as well as Chair of the Audit & Finance Committee and as a member of the Human Resources Committee (cf. agenda item 6.2 below).*

**5.6 Mr. Alexey V. Moskov, as Director**

*Explanation: Alexey V. Moskov is a representative of the anchor shareholder Liwet Holding AG. He is foreseen as a member of the Human Resources Committee (cf. agenda item 6.3 below).*

**5.7 Mr. Marco Musetti, as Director**

*Explanation: Marco Musetti is foreseen as a member of the Audit & Finance Committee.*

### **5.8 Ms. Eveline Steinberger, as Director**

*Explanation: Eveline Steinberger is foreseen as Lead Independent Director and Chair of the Governance Committee, both corporate governance functions introduced alongside the introduction of the Executive Chair Model and the Governance Committee in 2022. Furthermore, Eveline Steinberger is foreseen as a member of the Human Resources Committee (cf. agenda item 6.4 below).*

Elections are held individually.

### **6. Re-elections to the Human Resources Committee (HRC)**

The term of office for all members of the Human Resources Committee expires with the completion of the Annual General Meeting of Shareholders on March 24, 2026. All members of the Human Resources Committee are standing for re-election. Accordingly, the Board of Directors proposes to the Annual General Meeting of Shareholders that the following individuals be re-elected as members of the Human Resources Committee for a one-year term of office until completion of the next Annual General Meeting of Shareholders.

- 6.1 Mr. Paul Adams, as a member of the HRC
- 6.2 Ms. Inka Koljonen, as a member of the HRC
- 6.3 Mr. Alexey V. Moskov, as a member of the HRC
- 6.4 Ms. Eveline Steinberger, as a member of the HRC

Elections are held individually.

*Explanation: Pursuant to art. 698 para. 3 no. 2 CO and the Articles of Association of the Corporation, the General Meeting of Shareholders is responsible for the election of the members of the Human Resources Committee. Only members of the Board of Directors may be elected.*

## 7. **Re-election of the Auditors**

The Board of Directors proposes to the Annual General Meeting of Shareholders the re-election of PricewaterhouseCoopers AG, Zurich, as the statutory auditor for a one-year term of office until completion of the next Annual General Meeting of Shareholders.

*Explanation: Pursuant to art. 698 para. 2 no. 2 CO and the Articles of Association of the Corporation, the General Meeting of Shareholders is responsible for the election of the statutory auditors.*

## 8. **Re-election of the Independent Proxy**

The Board of Directors proposes to the Annual General Meeting of Shareholders that Proxy Voting Services GmbH, Zurich, be re-elected as the Independent Proxy for a one-year term of office until completion of the next Annual General Meeting of Shareholders.

*Explanation: Pursuant to art. 698 para. 3 no. 3 CO and the Articles of Association of the Corporation, the General Meeting of Shareholders is responsible for the election of the Independent Proxy.*

## 9. **Advisory vote on the Remuneration Report 2025**

The Board of Directors proposes to the Annual General Meeting of Shareholders that the Remuneration Report 2025 be endorsed in an advisory vote.

*Explanation: The Remuneration Report to be endorsed by the General Meeting of Shareholders consists of pages 43 to 63 of the Annual Report 2025.*

## 10. **Approval of the maximum aggregate amount of total compensation of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve a maximum aggregate amount of total compensation of the Board of Directors for their term of office from the Annual General Meeting of Shareholders 2026 to the Annual General Meeting of Shareholders 2027 of CHF 4.5 million.

*Explanation: This is a binding vote required by the CO and the Articles of Association of the Corporation, allowing shareholders to vote directly on the aggregate maximum compensation of the Board of Directors for the forthcoming term of*

*office. The proposed amount allows for a maximum compensation of the Board of Directors for the term of office from the Annual General Meeting of Shareholders 2026 to the Annual General Meeting of Shareholders 2027 of CHF 4.5 million.*

*For further information and the details of how this amount is calculated, please refer to the Remuneration Report 2025 from pages 48 to 50 of the Annual Report 2025, as well as the remuneration booklet distributed along with this invitation.*

*The proposed aggregate amount does not include the legally required employer's contributions to social security paid or to be paid by the Corporation. The actual payout will be disclosed in the Remuneration Reports 2026 and 2027, respectively.*

#### **11. Approval of the maximum aggregate amount of fixed compensation of the Executive Committee**

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve a maximum aggregate amount of fixed compensation of the Executive Committee for the period starting on July 1, 2026 and ending on June 30, 2027 of CHF 3.6 million.

*Explanation: This is a binding vote required by the CO and the Articles of Association of the Corporation, allowing shareholders to vote directly on the maximum aggregate amount of fixed compensation of the Executive Committee for the period from July 1, 2026 until June 30, 2027. The proposed aggregate amount allows for a maximum fixed compensation of the Executive Committee for the period from July 1, 2026 until June 30, 2027 of CHF 3.6 million.*

*For further information and the details of how this amount is calculated, please refer to the Remuneration Report 2025 from pages 51 to 60 of the Annual Report 2025, as well as the remuneration booklet distributed along with this invitation.*

*The proposed aggregate amount does not include the legally required employer's contributions to social security paid or to be paid by the Corporation. The actual payout will be disclosed in the Remuneration Reports 2026 and 2027, respectively.*

## **12. Approval of the aggregate amount of variable compensation of the Executive Committee**

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve the aggregate amount of variable compensation of the Executive Committee for the past financial year, i.e., for the period starting on January 1, 2025 and ending on December 31, 2025 of CHF 5.1 million.

*Explanation: This is a binding vote required by the CO and the Articles of Association of the Corporation, allowing shareholders to vote directly on the aggregate variable compensation of the Executive Committee for the past financial year. By voting retrospectively, shareholders have a say on effectively granted variable pay in full awareness of the business results of the previous financial year and any changes in the business environment.*

*This amount has been derived from adding the following components: annual bonus of CHF 2.9 million and multi-year equity grants (performance share awards and restricted stock units) with a value at grant date of CHF 2.2 million. Depending on the achievement of predetermined performance criteria over a period of three years, between 0 and 1.65 shares of the Corporation will be allocated per performance share award and 1 share per restricted stock unit, in addition to the corresponding dividend equivalents. The actual number of shares allocated, if any, will be disclosed in the Remuneration Report 2028.*

*The amount does not include the legally required employer's contributions to social security paid or to be paid by the Corporation.*

*Please refer to the Remuneration Report 2025 from pages 51 to 60 of the Annual Report 2025 for further information, as well as to the remuneration booklet distributed along with this invitation.*

**13. Approval of the Management Retention Plan amount of the Executive Committee (STI 2025 portion and special grants)**

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve an amount of CHF 0.5 million for the Management Retention Plan (MRP) of the Executive Committee for the past financial year, i.e., for the period starting on January 1, 2025 and ending on December 31, 2025.

*Explanation: This is a binding vote required by the CO and the Articles of Association of the Corporation, allowing shareholders to vote directly on the compensation of the Executive Committee for the past financial year relating to the MRP, which is not covered by the amounts proposed under agenda item 12.*

*The MRP aimed at ensuring that key persons who were critical for the Corporation's divestment and transformation process would not leave the Corporation prior to completion and consists of three elements:*

- 1. Transformation Incentive – Cash-based short-term incentive (STI) upside with specific pure-play transformation targets for 2024 and 2025.*
- 2. Retention Incentive – A one-off classic retention element with time-based Restricted Stock Units (RSUs).*
- 3. Value Incentive – A one-off grant of Performance Share Awards (PSAs) aiming to incentivize significant shareholder value creation.*

*While payout of the Transformation Incentive in respect of the financial year 2024 was covered by the shareholder approval obtained at the 2025 Annual General Meeting of Shareholders, payout in respect of financial year 2025 is subject to shareholder approval at this year's Annual General Meeting of Shareholders. The achievement level of the performance targets for the Transformation Incentive 2025 was 30%, leading to a payout of CHF 0.26 million in respect of the financial year 2025.*

*The grant of RSUs and PSAs under the Retention Incentive and the Value Incentive, respectively, is fully covered by the shareholder approval obtained at the 2025 Annual General Meeting of Shareholders in respect of all members of the Executive Committee except for Dirk Linzmeier, who joined the Corporation in April 2025. Under the Retention Incentive and the Value Incentive, respectively, Dirk Linzmeier was granted RSUs (value at grant date: CHF 0.17 million) and PSAs (fair value under IFRS at grant: CHF 0.04 million) under the MRP as replacement awards for forfeited compensation from his previous employment in 2025. This ensures that Dirk Linzmeier is subject to the same challenging team value creation goals as the other Executive Committee members. Subject to the vesting conditions being met, RSUs granted to Dirk Linzmeier in 2025 will vest on May 1, 2027. This grant of RSUs and PSAs to Dirk Linzmeier under the MRP is subject to shareholder approval at this year's Annual General Meeting of Shareholders.*

*The proposed amount does not include the legally required employer's contributions to social security paid or to be paid by the Corporation.*

*Please refer to the Remuneration Report 2025 from pages 51 to 60 of the Annual Report 2025 for further information, as well as the remuneration booklet distributed along with this invitation.*

# Organizational Information

## **Annual Report/Sustainability Report**

The Annual Report including the Sustainability Report are available in electronic format at [www.oerlikon.com/en/investors/reports-publications/](http://www.oerlikon.com/en/investors/reports-publications/).

## **Admission cards**

Admission cards and voting material will only be delivered upon registration. We kindly ask you to return the completed reply form with the enclosed reply envelope as soon as possible, but no later than Wednesday, March 18, 2026, or to reply electronically (instructions regarding electronic reply can be found on the reply form enclosed with the invitation).

## **Right to vote**

The shareholders registered in the share register with the right to vote as of Friday, March 13, 2026, are entitled to vote. No entries will be made into the share register during the period from March 14, 2026 through March 24, 2026. Shareholders who have sold their shares prior to the Annual General Meeting of Shareholders will no longer have any voting rights with respect to these shares.

## **No trading restriction on shares in OC Oerlikon Corporation AG, Pfäffikon**

The registration of shareholders in the share register for voting purposes does not affect the trading of shares held by registered shareholders before, during or after the Annual General Meeting of Shareholders.

## **Leaving the Annual General Meeting of Shareholders prior to its conclusion**

In order to ensure a proper presence determination, the shareholders who leave the Annual General Meeting of Shareholders prior to its completion, either definitely or temporarily, must hand in or show, respectively, the electronic voting device as well as the unused voting material together with the admission card at the exit.

**Proxy**

Shareholders who do not wish to participate at the Annual General Meeting of Shareholders personally may choose to be represented either by another person (who does not need to be a shareholder), by the legal representative, or by the Independent Proxy, Proxy Voting Services GmbH, Grossmuensterplatz 1, CH-8001 Zurich, Switzerland.

If you want to grant proxy authority to the Independent Proxy, Proxy Voting Services GmbH, Grossmuensterplatz 1, CH-8001 Zurich, Switzerland, please return the accordingly completed and signed reply form with the enclosed reply envelope as soon as possible but no later than Wednesday, March 18, 2026, or vote electronically no later than Sunday, March 22, 2026 (instructions regarding electronic voting can be found in the reply form). If you want to grant proxy authority to another person, please return the accordingly completed reply form with the enclosed reply envelope as soon as possible but no later than Wednesday, March 18, 2026. After having received the admission card, please fill in the appropriate section on the admission card and send it to the authorized person.

**Means of transportation**

Since ENTRA is only a few minutes' walk from the railway station Rapperswil SG and parking facilities (at extra cost) are limited, it is recommended to use public transport. If you decide to come by car, the access to the ENTRA parking garage is via Neue Jonastrasse and Glärnischstrasse.

**Catering**

We are pleased to offer you a light snack after the Annual General Meeting.

Pfäffikon SZ, March 2, 2026

**OC Oerlikon Corporation AG, Pfäffikon**

Prof. Dr. Michael Süss  
Executive Chairman



