

CORPORATE GOVERNANCE

Corporate governance

Phoenix Mecano's corporate governance promotes transparent and responsible management of the business and sustainable value creation. This corporate governance report generally follows the structure of the Directive on Corporate Governance (DCG) published by SIX Swiss Exchange. The remuneration report follows in a separate section starting on page 43.

GROUP STRUCTURE AND SHAREHOLDERS

Phoenix Mecano is a global technology company and has significant market shares in the international growth markets. In its three divisions, it manufactures components and system solutions in the form of technical enclosures, electronics components as well as electrical drives, fittings and control systems for adjustable comfort and healthcare furniture and hospital beds. Its important areas of application are mechanical engineering, measurement and control technology, electrical engineering, automotive and railway technology, energy technology, medical technology, aerospace technology, and home and hospital care.

The Group is split into three divisions: DewertOkin Technology Group, Industrial Components and Enclosure Systems. Within these divisions, parent companies responsible for product management operate with the help of global production sites and sales companies. In Switzerland, Phoenix Mecano is present at two locations: Kloten, from where Phoenix Mecano Management AG runs the Group's operations, and Stein am Rhein, which is home to the headquarters of the Group's holding company as well as Phoenix Mecano Solutions AG, which distributes Phoenix Mecano's various product ranges in Switzerland.

The Group's overall structure has always been very lean. Operational responsibility lies with the management. The Extended Group Leadership Committee, including the operational managers of the Group's divisions, main business units and regions, assists with the coordination of business activities. The Group's operational structure is presented on pages 41 and 42. Detailed information about the scope of consolidated financial statements. None of the shareholders is listed. For DewertOkin Technology Group Co., Ltd., preparations are being made for a partial listing in China.

Cross-ownership

There is no cross-ownership between the subsidiaries or between the subsidiaries and the parent company.

Shareholders' agreements

There are no shareholders' agreements.

CAPITAL STRUCTURE

Capital/shares and participation certificates

The bearer shares of Phoenix Mecano AG, Stein am Rhein, were converted into registered shares in 2023 and are listed on the SIX Swiss Exchange, Zurich. As at 31 December 2023, the share capital was fully paid up and consisted of 960 500 registered shares (securities no.: 126133810; ISIN: CH1261338102; Reuters: PM.S; Bloomberg: PMN.SW) with a par value of CHF 1.00. All shares, apart from those owned by the company, fully entitle the bearer to vote and receive a dividend. As at the balance sheet date, the company owned 5 453 treasury bearer shares. Based on the 2023 year-end price of CHF 434, the market capitalisation as at 31 December 2023 was CHF 417 million. There are no bearer shares and no participation or profit sharing certificates.

As at 31 December 2023, 1 189 shareholders with voting rights were entered in the Phoenix Mecano share register. Of the total shares issued, Phoenix Mecano AG held 0.6% as treasury shares. As at 31 December 2023, shares pending registration of transfer accounted for 20.4% of the total.

Significant shareholders, each holding a share of the voting rights equivalent to over 3% of the share capital as at 31 December 2023

Name	Head office	2023	2022
in %			
Planalto AG ²	Luxembourg, Luxembourg	34.6 ¹	34.6 ¹
Tweedy, Browne Company LLC, Stamford, USA ³ <i>Tweedy, Browne Global Value Fund⁴</i> <i>(A subdivision of Tweedy, Browne Fund Inc.)</i>	Stamford, USA <i>Stamford, USA</i>	8.5 ¹ 7.2 ¹	8.5 ¹ 7.2 ¹
J. Safra Sarasin Investmentfonds AG	Basel, Switzerland	8.8	5.1 ¹
FundPartner Solutions (Suisse) SA ⁵ <i>RP Fonds Institutionnel –</i> <i>Actions Suisses Small & Mid Cap</i>	Geneva, Switzerland <i>Geneva, Switzerland</i>	4.7 3.3	4.3 3.3
UBS Fund Management (Switzerland) AG	Basel, Switzerland	3.8 ¹	3.8
Retraites Populaires	Lausanne, Switzerland	3.3 ¹	3.3

¹ Shareholding not notified in the year indicated.

² The beneficial owner and person entitled to exercise voting rights is Gisela Goldkamp. The owner of the voting rights is Benedikt A. Goldkamp.

³ Tweedy, Browne Company LLC (TBC) is not a beneficial owner of the shares. TBC has been delegated voting authority pursuant to separate investment advisory agreements. Please note that included in the shares reported with this filing are 68 640 shares held by Tweedy, Browne Global Value Fund, a direct acquirer and beneficial owner.

⁴ Pursuant to an investment advisory agreement between Tweedy, Browne Global Value Fund (TBGVF) and TBC, TBGVF has delegated voting authority with respect to 68 640 bearer shares in Phoenix Mecano AG to TBC. TBC is not a beneficial owner of any of the shares. TBGVF is the sole beneficial owner of the shares.

⁵ Please note that included in the shares reported with this filing are 3.3% of shares held by RP Fonds Institutionnel, a direct acquirer and beneficial owner.

This information is based on notifications by the aforementioned shareholders. Individual notifications can be viewed at the following link: www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html?issuedBy=PHOENIX

Change in capital

Year of buy-back	Cancelled shares Number	Average repurchase price CHF	Shares outstanding Number
2007/2008	58 500	510.74	1 011 000
2008/2009	33 000	336.42	978 000
2012/2013	17 500	467.54	960 500

Contingent and authorised capital

At present the Group has no contingent or authorised capital.

Changes in capital

A share buy-back programme of up to CHF 30 million was launched in 2023. Initially, 1 073 shares were bought back in a fixed-price procedure.

Since 15 November 2023, a maximum of 84 registered shares per day have been repurchased on the second trading line on the SIX Swiss Exchange. The buy-back programme will last until 14 November 2025 at the latest.

The Board of Directors intends to propose the cancellation of the repurchased registered shares at future Shareholders' General Meetings.

The company keeps a share register in which the names/company names, addresses and email addresses of the owners and usufructuaries of the company's shares are recorded. In relation to the company, the shareholder or usufructuary of shares is the person entered in the share register. If a person entered in the share register changes any of these details, they must notify the company of this. As long as this has not happened, all communications from the company to the address or email address previously entered in the share register shall be deemed to have been sent legally to the person entered in the share register.

Upon request, acquirers of registered shares shall be entered in the share register as shareholders or usufructuaries with voting rights if they expressly declare that they have acquired these registered shares in their own name and for their own account. If the acquirer is not willing to make such a declaration, the company may refuse registration with voting rights.

Acquirers may also be rejected if they do not expressly declare that: (i) there is no agreement to take back or return the shares concerned; and (ii) they bear the economic risk associated with the shares.

The application for an entry in the share register may be submitted electronically. The Board of Directors is responsible for maintaining the share register. It has delegated this task to sharecomm ag.

Convertible bonds and options

There are no convertible bonds and no options.

BOARD OF DIRECTORS

The Board of Directors is the company's senior management body and comprises at least four members. In 2023, the Board of Directors had seven members. It usually holds meetings quarterly. Four Board of Directors meetings took place in 2023, each lasting an average of four hours.

Elections and terms of office

The members of the Board of Directors are elected individually by the Shareholders' General Meeting for a term of one year until the end of the next ordinary Shareholders' General Meeting. There are no restrictions on re-election. The Chairman is elected by the Shareholders' General Meeting from among the members of the Board of Directors for a term of office of one year, until the end of the next ordinary Shareholders' General Meeting. This term may also be renewed. The Board of Directors designates someone to take the minutes, who does not necessarily have to be a member of the Board of Directors.

Definition of areas of responsibility

The powers of the Board of Directors are set out in the Swiss Code of Obligations as well as in Phoenix Mecano AG's Articles of Incorporation, which state that the Board of Directors is entitled to transfer the management or individual branches thereof and the representation of the company to one or more of its members or to other natural persons, pursuant to its own rules of procedure governing organisational matters, except where mandatory legal provisions stipulate otherwise. To this end, it may set up committees, appoint, monitor or recall delegates or appoint a management comprising one or more of its own members or external persons. The Board of Directors determines the powers and obligations of committees, delegates, management, deputy directors and executives with a power of attorney. The Board of Directors is authorised to take decisions provided that a majority of its members is present.

Decisions are taken by a majority of votes cast by those present. In the event of a tie, the Chairman has the casting vote. If the Chairman is unable to attend or is excluded from the decision-making, the Independent Lead Director has the casting vote. By law and pursuant to the company's Articles of Incorporation, the Board of Directors has the following main duties and powers:

- Preparation of the proceedings of the Shareholders' General Meeting, especially the annual report, financial statements and proposals on the appropriation of earnings
- Determination of corporate goals and the principles underlying corporate policy and strategy
- Determination of the company's policy on risks
- Decision-making regarding the establishment or cessation of major divisions of the company and authorisation of the acquisition or disposal of shareholdings, plus authorisation of any changes to the legal structure of the Group
- Decision-making on the budget and medium-term planning (product and market strategy, financial and investment guidelines)

- Allocation of signatory powers to members of the Board of Directors and determination of the principles governing signatures below that level
- Determination of the principles of reporting to the Board of Directors, approval of the principles governing the company's finances and accounts and also internal and external audits
- Preparation of the remuneration report

The Chairman performs an executive role. In the event of potential conflicts of interest, the Chairman is represented by the Independent Lead Director. The Chairman's executive duties include in particular:

- representing the company and the Group externally and overseeing public relations, including media contacts and corporate identity, as agreed internally with the CEO
- monitoring compliance with and enforcement of Board of Directors' decisions
- setting HR and wage policy, including pensions, unless otherwise determined by law, the Articles of Incorporation or the rules of procedure governing organisational matters
- overseeing the acquisition and sale of investments and submitting proposals for approval to the Board of Directors
- monitoring subsidiaries' budgeting processes.

Number of permitted activities pursuant to Article 12(1)(1) ERCO (rules laid down in Article 25 of the Articles of Incorporation)

Members of the Board of Directors, the management and any advisory board may not carry out more than the following number of additional activities in comparable positions in other undertakings with commercial objects which do not control or are not controlled by the company:

15 paid mandates with undertakings, including no more than 5 mandates with undertakings whose equity securities are listed on a stock exchange, where multiple mandates with different companies belonging to the same group count as one mandate; and ten unpaid mandates, where the reimbursement of expenses is not considered as remuneration.

Mandates fulfilled by a member of the Board of Directors or the management at the instruction of the company are not covered by this restriction on additional mandates.

Cross-linkage

There is no cross-linkage. In other words, no member of the Phoenix Mecano AG Board of Directors serves on the supervisory board of a listed company of a fellow member of the Board of Directors.

Internal organisational structure

The Board of Directors is deliberately kept small and usually performs its duties collectively. The Audit Committee, first set up in 2003, is primarily responsible for monitoring external audits. In that task, it is supported by the Internal Auditing Department. The Audit Committee is chaired by Dr Florian Ernst in his capacity as a non-executive member of the Board of Directors. Dr Ernst is a certified auditor and has the necessary knowledge and experience of finance and accounting. Another member of the Audit Committee since 2003 is Ulrich Hocker, a non-executive member of the Board of Directors. Mr Benedikt A. Goldkamp, Chairman of the Board of Directors, has been an Audit Committee member since 28 September 2016. These members were proposed to the 2023 Shareholders' General Meeting for election individually and re-elected. The CFO also attends meetings.

The Committee met twice in 2023. Each meeting lasted an average of three hours.

The Audit Committee works in an advisory capacity and prepares draft resolutions and recommendations for the attention of all members of the Board of Directors. Decisions are taken by the whole Board of Directors.

The Compensation Committee is the remuneration committee required by the Swiss Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (ERCO). The Compensation Committee meets as often as required, but at least once a year. Two meetings took place in 2023, each lasting half an hour.

The existing members Beat Siegrist, Ulrich Hocker and Dr Martin Furrer were proposed to the 2023 Shareholders' General Meeting for election individually and re-elected. The Compensation Committee draws up proposed remuneration guidelines for the Board of Directors and management. It can call in external compensation specialists to offer neutral advice or provide studies or data as a basis for comparison in setting remuneration. It also makes recommendations for Board of Directors compensation and the fixed and variable remuneration components for management.

It prepares the Board of Directors' decision concerning the remuneration of the Board of Directors and management and submits a proposal to the Board of Directors on this matter. Based on the Compensation Committee's proposal, the whole Board of Directors decides on the remuneration of members of the Board of Directors and management and submits its decision to the Shareholders' General Meeting for approval, in accordance with the Articles of Incorporation. The Chairman of the Board of Directors attends meetings of the Compensation Committee in an advisory capacity. He leaves the meeting when his own remuneration is being discussed. The CFO also attends meetings. The management has no say in determining its remuneration.

Information and control instruments vis-à-vis the management

The Board of Directors has a number of instruments to enable it to perform its duties vis-à-vis the management to the fullest extent. For example, the company has a management information system encompassing all Phoenix Mecano Group companies. It includes detailed balance sheet and statement of income figures and enables the company to obtain a quick and reliable picture of the income and assets of the Group, divisions or individual product areas and companies at any time. Reporting takes place monthly. The Chairman of the Board of Directors discusses the earnings and financial position with the management on a monthly basis. Regular meetings with members of the management ensure that the other Board mem-

bers are fully informed and have a sound basis for decision-making.

Set up in 2002, the dedicated, full-time Internal Auditing Department is accountable to the Board of Directors and reports directly to it. Key audit issues in 2023 were accounts receivable and inventory management, the internal control system, the risk management system, transfer pricing documentation, compliance, tangible assets and IT. The review of ongoing construction expenditure at one company was also continued in 2023. A quality assessment performed by an external auditor (PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt, Germany) in early 2022 confirmed that the Phoenix Mecano Group's Internal Auditing Department complied with international standards. A quality assessment is carried out every five years.

A Group-wide risk management system was introduced in 2002 and a Group-wide internal control system in 2008. Both systems have proved invaluable and are continuously updated. Integrated software for both areas was rolled out in 2012. An in-depth review of internal control guidelines took place in 2014, covering control requirements and frequencies as well as documentation requirements. Risk management system processes were optimised in 2016.

Information on risks and how they are dealt with can be found in the risk management section on page 25 and in notes 21 and 22 to the consolidated financial statements on page 79.

An assessment of climate-related risks and opportunities can be found in the separately published sustainability report on pages 5 and 6.

Members of the Board of Directors and its committees

BOARD OF DIRECTORS

Benedikt A. Goldkamp
Chairman
Executive role
Member since 2000

Ulrich Hocker
Independent Lead Director
Non-executive role
Member since 1988

Dr Florian Ernst
Non-executive role
Member since 2003

Dr Martin Furrer
Non-executive role
Member since 2003

Beat Siegrist
Non-executive role
Member since 2003

Claudine Hatebur de Calderón
Non-executive role
Member since 2023

Dr Anna Hocker
Non-executive role
Member since 2023

AUDIT COMMITTEE

Dr Florian Ernst (Chairman)
Member since 2003

Ulrich Hocker
Member since 2003

Benedikt A. Goldkamp
Member since 2016

COMPENSATION COMMITTEE

Beat Siegrist (Chairman)
Member since 2013

Ulrich Hocker
Member since 2013

Dr Martin Furrer
Member since 2013

All members of the Board of Directors are elected for one year until the 2024 Shareholders' General Meeting.

Board of Directors

as at 31 December 2023



From left to right: Dr Martin Furrer, Beat Siegrist, Dr Anna Hocker, Benedikt A. Goldkamp, Dr Florian Ernst, Claudine Hatebur de Calderón, Ulrich Hocker

BENEDIKT A. GOLDKAMP (CH)
Executive role

Chairman of the Board of Directors since 20 May 2016, member of the Board of Directors since 2000, delegate of the Board of Directors and CEO from 1 July 2001 to 20 May 2016
Born in 1969, resident in Lufingen (Switzerland)

Gained a degree in financial consultancy, followed by a Master of Business Administration from Duke University. 1996–1997: Worked as a strategy consultant at McKinsey & Co. 1998–2000: Managed the Group's own production company in Hungary and several Group-internal restructuring projects. Has been a member of the management and Board of Directors of Phoenix Mecano AG since 2000.

ULRICH HOCKER (D)
Non-executive role

Independent Lead Director
Member of the Board of Directors since 1988, Chairman of the Board of Directors from 2003 to 20 May 2016
Born in 1950, resident in Düsseldorf (Germany)

Trained as a banker. Law degree, attorney at law. 1985–1993: Managing Director, 1994–2011:

Chief Managing Director and since 21 November 2011 President of Deutsche Schutzvereinigung für Wertpapierbesitz e.V. (DSW).

DR FLORIAN ERNST (CH)
Non-executive role

Member of the Board of Directors since 2003
Born in 1966, resident in Zollikon (Switzerland)

Graduated as Droec. HSG in 1996. Qualified as an auditor in 1999. Worked as an auditor at Deloitte & Touche AG in Zurich until 1999. Then held various positions in the banking sector, including as a mergers and acquisitions consultant and the CFO of an alternative investment company in Pfäffikon, Schwyz. 2008–2015: Occupied a number of posts at Deutsche Bank (Switzerland) Ltd, Zurich, including as Global Head Private Equity Distribution and advising clients in the Asset & Wealth Management Division. Since 2016 has performed various assignments, with a focus on private markets, as a partner at Finerco GmbH, Zollikon.

DR MARTIN FURRER (CH)
Non-executive role

Member of the Board of Directors since 2003
Born in 1965, resident in Zumikon (Switzerland)

Gained a doctorate in law (Dr iur.) from the University of Zurich, then an MBA from INSEAD in Fontainebleau, and passed the bar examination of the Canton of Zurich. Started out as a lawyer for Baker McKenzie in Sydney, then became a strategy consultant for McKinsey & Co. in Zurich. Has been back working as a lawyer for Baker McKenzie in Zurich since 1997, specialising in mergers and acquisitions, real estate transactions, private equity and employee participation models. Has been a partner at Baker McKenzie since 2002.

BEAT SIEGRIST (CH)
Non-executive role

Member of the Board of Directors since 2003
Born in 1960, resident in Herrliberg (Switzerland)

Gained the following qualifications: Dipl. Ing. ETH in 1985, MBA INSEAD, Fontainebleau and McKinsey Fellowship. 1985–1986: Development engineer for data transfer with Contraves. 1987–1993: Consultant and project manager at McKinsey & Co.

responsible for reorganisation and turnaround projects in the machine industry. 1993–1996: Founder and CEO of Outsourcing AG. 1996–2008 CEO of Schweiter Technologies, Horgen. 2008–2012: CEO of the Satisloh Group and member of the Management Committee of Essilor. Since 2008: member and from 2011–2023 Chairman of the Board of Directors of Schweiter Technologies, Horgen. Member of the Board of Directors of INFICON Holding AG, Bad Ragaz, since 2010. 2013–2018: Chairman of the Board of Directors of Garaventa Accessibility AG, Goldau.

CLAUDINE HATEBUR DE CALDERÓN (CH)
Non-executive role

Member of the Board of Directors since 2023
Born in 1973, resident in Zurich

Gained an Executive MBA from the University of St.Gallen, various training programmes in board-level leadership, sales and marketing, and strategic and business management at HSG in St. Gallen. 1996–2008: Worked for various companies – in the medical technology and automotive industries, among others – focusing on entry to the Swiss

market as well as communication and marketing. 1998–2009: Member of the Board of Directors of Cofinanz Hatebur AG. Since 2009 sole proprietor and Chairwoman of the Board of Directors of Cofinanz Hatebur AG and of Hatebur Umformmaschinen AG. Since 2017 Board member at Swissmem.

DR ANNA HOCKER (D)
Non-executive role

Member of the Board of Directors since 2023
Born in 1991, resident in Munich

Gained a BSc. in Management (WHU) and an MSc. in Management & Technology (TUM), followed by a Dr. rer. pol. in Entrepreneurship from TU Dortmund University in 2022. 2017–2023 Worked as a strategy consultant at McKinsey & Company, then as an Executive Search & Leadership Advisory Consultant at Spencer Stuart & Associates, with responsibility for the Digital Practice in Germany. Since 2023 she has been the Co-Founder and Managing Director of Craffthunt GmbH, Europe's largest job platform for the construction industry.

Other activities and vested interests See remuneration report page 47

BOARD OF DIRECTORS: EXPERTISE AND EXPERIENCE

	Industrial experience	CEO experience	International experience	Financial expertise	Legal training	M&A experience	Digitalisation experience	Listed companies experience	Gender	Country of origin	Time as Phoenix Mecano director (years)	Age
Benedikt A. Goldkamp	■	■	■			■			m	CH	24	55
Dr Florian Ernst				■		■			m	CH	21	57
Dr Martin Furrer	■				■	■			m	CH	21	58
Claudine Hatebur de Caldéron	■					■			f	CH	1	50
Ulrich Hocker	■	■	■		■			■	m	DE	36	73
Dr Anna Hocker				■				■	f	DE	1	32
Beat Siegrist	■	■						■	m	CH	21	63

Criteria

- Industrial experience** At least two years of management experience in an industrial company
- CEO experience** At least two years of experience as a CEO
- International experience** At least two years in a management position outside Switzerland
- Financial expertise** At least two years of experience as an auditor, in banking or as a CFO
- Legal training** Training in law, at least two years in a leading legal/compliance position or work in a leading audit firm
- M&A experience** M&A of at least one company
- Digitalisation experience** At least two years of experience in management of digitalisation projects
- Listed companies experience** At least two years of experience in the management of listed companies outside Phoenix Mecano

Management

as at 31 December 2023



From left to right: René Schöffeler, Ines Kljucar, Dr Rochus Kobler, Dr Lothar Schunk

DR ROCHUS KOBLER (CH)
CEO

Member of the management since 2010
Dr oec. HSG, Dipl. Ing. ETH/MSc.
Born in 1969,
resident in Unterägeri
(Switzerland)

1997–2002: Senior Engagement Manager at McKinsey in Zurich, Johannesburg and Chicago.
2002–2010: CEO and member of the Board of Directors of the international production and trading group Gutta. He was COO from 1 September 2010 to May 2016, and in June 2016 became CEO with responsibility for the operational management of the Phoenix Mecano Group.

RENÉ SCHÖFFELER (CH)
CFO

Member of the management since 2000
Certified accountant/controller
Born in 1966,
resident in Stein am Rhein
(Switzerland)

Commercial training and active for several years in the banking sector. At Phoenix Mecano since 1989. After serving as controller (until 1991), Head of the Group Accounting Department (1992–1996) and Deputy Director of Finances and Controlling (1997–2000), he has been CFO since 2000. In this post, he is re-

sponsible for finances, group accounting, controlling, taxes, legal affairs and IT.

INES KLJUCAR (CH)
CCO

Member of the management since 2023
MSc International Management/MBA INSEAD
Born in 1980,
resident in Zurich (Switzerland)

2006–2010: Senior Consultant at Roland Berger Strategy Consultants, from 2010 Strategic Marketing Manager at Bosch Building Technologies and Körber Pharma. With the Phoenix Mecano Group since 2016, first as Deputy COO, then as Head of International Sales & Marketing and since 2023 as CCO in charge of Digitalisation, Marketing, Sales and M&A as well as strategic initiatives to develop new business models.

DR LOTHAR SCHUNK (CH)
COO

Member of the management since 2023
PhD Mechanical Engineering/BSc Economics
Born in 1978,
resident in Zurich (Switzerland)

2008–2010 Project Manager Thin Film Fabs at Oerlikon Solar, 2010–2014 Strategy Consultant at Boston Consulting Group, most recently as Project Manager,

from 2014 Director Process Office at Sidel, Tetra Laval Group. With the Phoenix Mecano Group since 2016, first as Deputy COO, then as Head of Operations & Technology in the Industrial Components division. Since 2023 as COO responsible for strategic management of the global network of production, technology and competence centres.

Other activities and vested interests

See remuneration report page 47

MANAGEMENT

From financial year 2023, the management was expanded to include two new members. Alongside the CEO and CFO, Ines Kljucar was appointed as Chief Commercial Officer and Dr Lothar Schunk as Chief Operating Officer.

The management is chaired by the CEO. The CEO, CFO, CCO and COO are appointed by the Chairman of the Board of Directors. The management aids the Chairman of the Board by coordinating the Group's companies and advises on matters affecting more than one division.

Other activities and vested interests

See remuneration report page 47

Number of permitted activities pursuant to Article 12(1)(1) ERCO

The number of permitted activities for members of the management is laid down in Article 22 of the company's Articles of Incorporation. The relevant rules are cited on page 34 ff. in the Board of Directors section.

Share ownership by members of the Board of Directors and management and persons related to them

Name	Position	Number 31.12.2023	Number 31.12.2022
Benedikt A. Goldkamp	Chairman of the Board of Directors	9 326	6 664
Ulrich Hocker	Independent Lead Director	8 898	8 898
Dr Florian Ernst	Member of the Board of Directors	10	10
Dr Martin Furrer	Member of the Board of Directors	200	200
Beat Siegrist	Member of the Board of Directors	807	807
Claudine Hatebur de Calderón	Member of the Board of Directors	0	–
Dr Anna Hocker	Member of the Board of Directors	2 089	–
Shares held by the Board of Directors		21 330	16 579
Dr Rochus Kobler	Member of the management/CEO	1 600	1 361
René Schäffeler	Member of the management/CFO	1 000	1 000
Ines Kljucar	Member of the management/CCO	58	–
Dr Lothar Schunk	Member of the management/COO	1 430	–
Shares held by the management		4 088	2 361

Management contracts

There are no management contracts between the Group and companies or persons with management duties.

Compensation, shareholdings and loans

Remuneration report: page 44 ff.; financial statements: page 51 ff.

SHAREHOLDERS' PARTICIPATION RIGHTS

Voting rights and proxy voting

Each share entitles the holder to one vote at the Shareholders' General Meeting. There is no restriction on voting rights. Shareholders may be represented at the Shareholders' General Meeting by their legal representative, another third party with written authorisation or the independent proxy. All the shares held by a shareholder may be represented by one person only.

Instructions to the independent proxy

The Board of Directors ensures that shareholders can also transmit their proxies and instructions to the independent proxy by electronic means. The Board of Directors shall determine the requirements applying to proxies and instructions. In the run-up to the ordinary Shareholders' General Meeting, shareholders can transmit their proxies and instructions to the independent proxy by electronic means. The independent proxy is elected for one year by shareholders at the ordinary Shareholders' General Meeting.

Quorums required

by the Articles of Incorporation

Unless the law or the company's Articles of Incorporation stipulate that decisions be taken by a qualified majority, the Shareholders' General Meeting takes decisions by means of an absolute majority of the votes cast, irrespective of the number of shareholders present or the number of votes. In the event of a tie, the Chairman shall have the casting vote, except in elections, where the final decision will be taken by lots if need be.

The adoption and amendment of the Articles of Incorporation and any decisions entailing an amendment of the Articles of Incorporation must be approved by three quarters of the votes cast, irrespective of the number of shareholders present or the number of votes.

Convocation of the Shareholders' General Meeting / Inclusion of items on the agenda

The Shareholders' General Meeting (GM) is the company's top body. It is headed by the Chairman. Invitations to the GM are issued at least 20 days in advance of the meeting. The invitation must contain the agenda of the meeting and the proposals by the Board of Directors and shareholders who called for the convocation of a Shareholders' General Meeting or the

inclusion of an item on the agenda. Shareholders representing shares totalling 3% of the share capital may request the inclusion of an item on the agenda. The written request including the shareholder's agenda items and proposals must reach the company at least 45 days prior to the Shareholders' General Meeting.

Shareholders' rights

All shareholders are entitled to attend the Shareholders' General Meeting. To participate and make use of their rights to vote and submit proposals, they must demonstrate their share ownership.

Entries in the share register

The share register is usually closed seven days prior to the GM. The Board of Directors may approve exceptional subsequent entries on request. The effective closing date is published in the invitation to the GM and in the financial calendar on the website.

CHANGES OF CONTROL AND DEFENCE MEASURES

Duty to make an offer

The limit for the obligation to make an offer pursuant to Article 32 of the Swiss Federal Act on Stock Exchanges and Securities Trading is 45% of the voting rights (opting up). Under the Swiss Stock Exchange Act, a potential acquiring company may be exempted from the obligation to make a public purchase bid (opting out). Phoenix Mecano has not made use of this possibility.

Clauses on changes of control

There are no change-of-control clauses. Nor are there any agreements about extending contracts in the event of a hostile takeover. This applies to serving members of the Board of Directors and management as well as other executive staff.

AUDITORS

Duration of the mandate and term of office of the lead auditor

By a decision of the Shareholders' General Meeting on 17 May 2023, BDO AG, Zurich, were appointed as statutory auditors for the accounting and financial statements of Phoenix Mecano AG and as Group auditors of the consolidated financial statements of the Phoenix Mecano Group for a period of one year. BDO AG, Zurich, assumed the mandate as statutory and Group auditors in 2019. The lead auditor is Mr Christoph Tschumi. The lead auditor is replaced every seven years.

Auditing fees

In the 2023 reporting year, BDO AG received fees totalling EUR 609,000 for auditing the 2023 financial statements and consolidated financial statements.

Additional fees

BDO AG received additional fees of EUR 162,000 in the reporting year for tax and legal advice and miscellaneous services. Tax consultancy is largely provided by KPMG in the interests of independence.

Auditing fees and additional fees

	2023	2022
in 1 000 EUR		
Total auditing fees	609	612
Tax consultancy	2	2
Tax declaration	0	4
Miscellaneous ¹	160	50
Total additional fees	162	56
Total	771	592

¹ Mostly fees linked to audits for the planned partial IPO of the DOT Group.

Audit supervision and control instruments

Phoenix Mecano has a dedicated full-time Internal Auditing Department and a Board of Directors' Audit Committee. The external auditors attended both Audit Committee meetings in the reporting year. They inform the Audit Committee, both orally and in writing, of the outcome of the Group audit and the audit of the financial statements of Phoenix Mecano AG. Specific observations relating to the audit are presented to the Board of Directors in the form of a comprehensive report.

The Audit Committee assesses the auditors' performance and independence annually based on the documents, reports and presentations they produce and the relevance and objectivity of their observations. In so doing, the Committee also takes into account the opinion of the CFO. The amount of the auditors' fees is regularly reviewed and compared with the auditing fees of other industrial companies. It is negotiated by the CFO and approved by the Audit Committee. Other services provided by BDO are approved by either the CFO or the Audit Committee, depending on their scope.

All services performed outside the scope of the statutory audit mandate are compatible with the audit duties.

INFORMATION POLICY

Phoenix Mecano informs its stakeholders in an open and comprehensive way to create trust and promote understanding of the company. Its high level of transparency enables all stakeholder groups to make a full and accurate assessment of business development and prospects and the sustainability of management and corporate policy.

Relevant information about the Group's business activities is provided in its annual reports, semi-annual reports and media releases as well as at media and analysts' conferences and the Shareholders' General Meeting. Company representatives maintain regular contact with the capital market as well as media representatives, financial analysts and investors. This also includes roadshows in Switzerland and abroad and one-on-one meetings at the company's headquarters.

Phoenix Mecano held its first Capital Markets Day in December 2022. Analysts, journalists and investors were given an in-depth insight into the activities of the various divisions, and new medium-term targets up to 2026 were presented. The calendar of events and publications and the contact details of the investor relations manager can be found on page 104. Detailed information is also available online at www.phoenix-mecano.com.

The Group's annual reports, latest media information and Articles of Incorporation can be downloaded:

- Annual reports/semi-annual reports: www.phoenix-mecano.com/en/investor-relations/annual-reports/annual-reports
- Media information: www.phoenix-mecano.com/en/media
- Articles of Incorporation: www.phoenix-mecano.com/en/downloads
- Shareholders' General Meeting (invitation, results of votes): www.phoenix-mecano.com/en/investor-relations/general-meeting

Information about transactions by members of the Board of Directors and management can be found at the following link:

- www.ser-ag.com/en/resources/notifications-market-participants/management-transactions

For ad hoc disclosures, the relevant pages are:

- Pull link: www.phoenix-mecano.com/en/media/current-media-releases
- Push link: www.phoenix-mecano.com/en/media/subscribe

Print media announcements are published in the Swiss Official Gazette of Commerce (SOGC).

GENERAL BLACKOUT PERIODS

For permanent insiders (members of the Board of Directors and the management as well as employees who have regular access to insider information as part of their duties) and temporary insiders, Phoenix Mecano's insider guidelines stipulate fixed blackout periods during which they may not trade in securities (e.g. Phoenix Mecano shares). The fixed blackout periods start on the day after the end of the reporting period for the annual results (i.e. on 5 January), half-yearly results (5 July) and quarterly results (5 April, 5 October) and end at the close of the first trading day after the public announcement of the results for the relevant reporting period. The fixed blackout periods must be observed regardless of whether the person concerned believes that they have insider information.

The Head of Corporate Communications maintains a list of permanent insiders. These individuals have confirmed by signature that they have taken note of, and will adhere to, the insider guidelines. The Head of Communications informs permanent insiders by email about the start of the fixed blackout periods. In addition, the CEO may set variable blackout periods for permanent and temporary insiders. No exceptions to these rules were granted in 2023.

Group operational structure

FINANCE AND SERVICE COMPANIES

SWITZERLAND

Phoenix Mecano Management AG

CH-8302 Kloten
Managing directors:
B. A. Goldkamp, Dr R. Kobler,
R. Schäffeler

BRAZIL

Phoenix Mecano Holding Ltda.

CEP 04726-160 São Paulo – SP
Managing director:
D. Weber

GERMANY

IFINA Beteiligungsgesellschaft mbH

D-32457 Porta Westfalica
Managing directors:
M. Sochor, Dr L. Schunk,
O. Huppertz

ConnectedCare GmbH

(formerly BEWATEC
ConnectedCare GmbH)
D-48291 Telgte
Managing director:
R. Lietzow

DEWERTOKIN TECHNOLOGY GROUP

Dr J. Gross

BRAZIL

DewertOkin do Brasil Ltda.

CEP 04726-160 São Paulo – SP
Managing director:
D. Weber

GERMANY

DewertOkin GmbH

D-32278 Kirchlengern
Managing director:
D. Flören

SWEDEN

DewertOkin AB

SE-35104 Växjö
Managing director:
D. Flören

SWITZERLAND

DewertOkin AG

CH-8260 Stein am Rhein
Managing director:
M. Kleinle

HUNGARY

DewertOkin Kft.

H-6000 Kecskemét
Managing director:
Ch. Porde

URUGUAY

DewertOkin Latin America S.A.

Montevideo, 11.300
Managing director:
D. Weber

USA

OKIN America Inc.

Shannon, MS 38868
Managing directors:
Dr J. Gross, M. Barrera, S. Li

VIETNAM

Okin Vietnam Company Ltd.

Binh Duong
Managing director:
S. Li

GROUP HEADQUARTERS, SWITZERLAND

Phoenix Mecano AG, Hofwisenstrasse 6, CH-8260 Stein am Rhein

www.phoenix-mecano.com

PEOPLE'S REPUBLIC OF CHINA

DewertOkin Technology Group Co., Ltd.

314001 Jiaxing City
Managing directors:
Dr J. Gross, S. Li

Haining My Home Mechanism Co. Ltd.

Haining
Managing director:
Dr J. Gross

BEWATEC (Zhejiang) Medical Equipment Co., Ltd.

314001 Jiaxing City
Managing director:
Dr J. Gross

BEWATEC (Shanghai) Medical Device Co., Ltd.

201702 Shanghai
Managing director:
Dr J. Gross

INDUSTRIAL COMPONENTS

Dr R. Kobler

GERMANY

HPC Sekure GmbH

D-82234 Wessling
Managing director:
M. Bergler

PTR HARTMANN GmbH

D-59368 Werne
Managing director:
P. Scherer

REDUR GmbH & Co KG

D-52382 Niederzier
Managing directors:
M. Sochor, Dr L. Schunk,
O. Huppertz

RK Antriebs- und Handhabungs-Technik GmbH

D-29553 Bienenbüttel
Managing director:
A. Kebbel

RK Rose+Krieger GmbH

D-32423 Minden
Managing director:
B. Riechers

RK Schmidt Systemtechnik GmbH

D-66606 St. Wendel
Managing director:
J. U. Schmidt

RK System & Lineartechnik GmbH

D-88682 Salem-Neufrach
Managing director:
B. Riechers

Setago.io GmbH

D-91083 Baiersdorf
Managing director:
C. Kader

MEXICO

PTR Hartmann, S. De R.L. De C.V.

66467-San Nicolás de los Garza, NL
Managing director:
P. Scherer

THE NETHERLANDS

PM Special Measuring Systems B.V.

NL-7532 SN Enschede
Managing director:
R. Lachminarainsingh

SWEDEN

Phoenix Mecano AB

SE-35245 Växjö
Managing director:
P. Nilsson

CZECH REPUBLIC
Ismet transformátory s.r.o.
 CZ-67139 Běhařovice
 Managing director:
 F. Lukavsky

TUNISIA
Phoenix Mecano ELCOM S.à.r.l.
 TN-1111 Zaghouan
 Managing director:
 C. Fitouri

PEOPLE'S REPUBLIC OF CHINA
PTR HARTMANN (Shaoguan) Co., Ltd.
 Shaoguan City
 Managing directors:
 E. Lam, P. Scherer

ENCLOSURE SYSTEMS

Dr H.W. Rixen

GERMANY
Bopla Gehäuse Systeme GmbH
 D-32257 Bünde
 Managing director:
 R. Bokämper

Kundisch GmbH & Co. KG
 D-78056 Villingen-Schwenningen
 Managing director:
 R. Bokämper

Rose Systemtechnik GmbH
 D-32457 Porta Westfalica
 Managing director:
 Dr H. W. Rixen

PRODUCTION AND SALES COMPANIES

AUSTRALIA
Phoenix Mecano Australia Pty Ltd.
 Tullamarine, VIC 3043
 Managing director:
 S. J. Gleeson

BELGIUM
Phoenix Mecano NV
 B-9800 Deinze
 Managing director:
 A. Meulewaeter

DENMARK
Phoenix Mecano ApS
 DK-6400 Sønderborg
 Managing directors:
 I. Kljucar, R. Bokämper

FRANCE
Phoenix Mecano S.à.r.l.
 F-94120 Fontenay-sous-Bois,
 Cedex
 Managing director:
 L. Morlet

UNITED KINGDOM
Phoenix Mecano Ltd.
 GB-Aylesbury HP19 8RY
 Managing director:
 R. Bokämper

INDIA
Phoenix Mecano (India) Pvt. Ltd.
 Pune 412115
 Managing director:
 S. Shukla

ITALY
Phoenix Mecano S.r.l.
 IT-41123 Modena
 Managing director:
 E. Giorgione

KOREA (SOUTH KOREA)
Phoenix Mecano Korea Co., Ltd.
 Busan 614-867
 Managing director:
 S. Shukla

THE NETHERLANDS
Phoenix Mecano B.V.
 NL-7005 AG Doetinchem
 Managing director:
 M. Walvoort

AUSTRIA
Phoenix Mecano GmbH
 A-1090 Vienna
 Managing directors:
 I.Kljucar, Ch. Friedrich

ROMANIA
Phoenix Mecano Plastic S.r.l.
 RO-550018 Sibiu
 Managing director:
 C. Marinescu

RUSSIA
Phoenix Mecano OOO
 RUS-124489 Zelenograd,
 Moscow
 Managing director:
 M. Opushansky

SAUDI ARABIA
Phoenix Mecano Saudi Arabia LLC
 SA-3451, Dammam
 Managing director:
 S. Shukla

SWITZERLAND
Phoenix Mecano Solutions AG
 CH-8260 Stein am Rhein
 Managing directors:
 M. Jahn, W. Schmid

SINGAPORE
Phoenix Mecano S.E. Asia Pte Ltd.
 Singapore 408863
 Managing director:
 S. Shukla

SPAIN
Sistemas Phoenix Mecano España S.A.
 E-50197 Zaragoza
 Managing director:
 S. Hutchinson

HUNGARY
Phoenix Mecano Kecskemét Kft.
 H-6000 Kecskemét
 Managing directors:
 A. Nübler,
 Dr L. Schunk (until 31.01.2024),
 A. Komlosi (from 01.02.2024)

USA
Phoenix Mecano Inc.
 Frederick, MD 21704
 Managing director:
 P. Brown

UNITED ARAB EMIRATES
Rose Systemtechnik Middle East (FZE)
 Sharjah – U.A.E.
 Managing director:
 S. Shukla

PEOPLE'S REPUBLIC OF CHINA
Mecano Components (Shanghai) Co., Ltd.
 201802 Shanghai
 Managing director:
 K. W. Phoon

Phoenix Mecano Hong Kong Ltd.
 Hong Kong
 Managing directors:
 E. Lam, Dr R. Kobler,
 R. Schäffeler