

INVITATION TO THE 2025 SHAREHOLDERS' GENERAL MEETING

Dear shareholders

2024 was a very demanding year for the Phoenix Mecano Group, with industrial activity in the key European markets failing to recover as hoped. Nevertheless, we were able to generate a solid result thanks to the well-balanced portfolio of our business activities. We also made good progress towards our long-term development goals. The DewertOkin Technology Group division performed excellently, with double-digit sales growth and a further improvement in profitability. This enabled us to largely offset declines in industrial activity due to the difficult market conditions. In emerging economic regions such as India and the Middle East, the industrial business areas also developed favourably. Our strategy of developing solutions in line with the megatrends of automation, decarbonisation and demographic change proved to be robust even under difficult economic conditions and enabled us to generate a pleasing return on our invested capital.



Dr Rochus Kobler, CEO (left), Benedikt A. Goldkamp, Executive Chairman of the Board of Directors

**SALES
IN EUR MILLION**

779.5

**SALES DEVELOPMENT
IN %**

-0.5

The worldwide distribution of our operations is proving to be a decisive advantage in offering our globally active customers attractive solutions for resilient supply chains. Increasingly, our critical size and strong balance sheet are proving a considerable competitive advantage in the battle for market share among industrial customers worldwide as they plan for the long term. We report in detail on the progress made towards our CO₂ emission reduction targets in our sustainability report. In a voluntary move, we are having our Scope 1 and 2 emissions data – on which the sustainability report is based – externally audited for the first time this year.

THANK YOU TO OUR EMPLOYEES

The rapid pace of technological progress is making itself felt in many ways in our employees' work environment. New digital sales channels, changing customer behaviour, AI-supported work tools and processes and a flood of new laws and regulations require a high degree of flexibility and adaptability. The productivity gains are considerable and enable us to deliver steadily more added value for customers and ultimately also for our shareholders, despite intense global competition. These developments demand a great deal from our teams. The excellent interaction between experienced team

Our critical size and strong balance sheet are proving a considerable competitive advantage.

members and young, digital-savvy talent at Phoenix Mecano is deeply satisfying and gives us hope that, as a Group, we will also be able to successfully negotiate the future challenges posed by technological change. In view of this, the management and Board of Directors would like to extend their special thanks to all employees.

OUTLOOK AND DIVIDEND

2025 has started under unique circumstances. The newly elected US government is making long-term production capacity planning more difficult for many industrial companies, with initiatives to relocate value chains, new tariff regimes and export controls on critical technologies. We have prepared thoroughly for these new conditions with extensive scenario planning and a flexible location policy and will consistently leverage the strengths of our global positioning to grow and generate value in this new world.

The Group's robust balance sheet and good cash flow enable us to continue our long-term, shareholder-friendly dividend policy. The Board of Directors therefore proposes to increase the ordinary dividend to CHF 19.00 (previous year: CHF 18.00). This will give the Group sufficient scope to continue the necessary investments in innovation, production capacity and the digitalisation of our business model. The share buy-back programme that has been running since November 2023 with the aim of cancelling repurchased shares will be continued within the scope permitted by SIX Swiss Exchange.

The relevant economic research institutes are currently cautious about the prospects for the global, and in particular European, industrial economy. However, positive momentum could emerge in the coming months if hopes of a resolution to the armed conflicts in Ukraine and the Middle East are realised. The election of a new government in Germany could also kick-start a positive trend. The Phoenix Mecano Group's Board of Directors and management therefore see opportunities for additional growth and a favourable trend in our Group's profitability. The start of the year is likely to be subdued, but there is every reason to hope for an improvement in market demand in the second half of 2025. The Group is optimally positioned for the various growth scenarios and we believe that it will perform disproportionately well if and when the economy picks up.

Benedikt A. Goldkamp
Executive Chairman of the Board of Directors

Dr Rochus Kobler
CEO

**OPERATING RESULT PER SHARE
IN EUR**

55.0

**PROPOSED DIVIDEND
IN CHF**

19.00

KEY FIGURES OF THE PHOENIX MECANO GROUP

		2024	2023	2022	2021	2020
Units						
KEY FINANCIAL FIGURES						
Gross sales	EUR million	779.5	783.1	792.9	816.9	687.4
Change	%	-0.5	-1.2	-2.9	18.8	1.1
Operating cash flow (EBITDA)	EUR million	75.3	85.3	78.0	66.6	48.2
Change	%	-11.8	9.5	17.1	38.1	-1.3
in % of sales	%	9.7	10.9	9.8	8.2	7.0
Operating result	EUR million	51.5	62.1	53.6	44.3	22.4
Change	%	-17.1	15.8	21.0	97.5	-3.9
in % of sales	%	6.6	7.9	6.8	5.4	3.3
in % of net operating assets	%	17.1	21.9	15.6	14.4	7.6
Result of the period	EUR million	36.6	45.5	39.0	30.3	8.9
Change	%	-19.5	16.5	28.6	241.6	-36.2
in % of sales	%	4.7	5.8	4.9	3.7	1.3
in % of equity	%	12.6	16.0	14.9	12.6	4.7
Total assets/capital	EUR million	623.8	601.4	587.5	610.6	545.0
Equity	EUR million	289.7	284.7	261.3	240.0	188.2
in % of total assets	%	46.4	47.3	44.5	39.3	34.5
Net indebtedness/(Net liquidity)	million	11.1	-3.3	84.0	80.6	115.4
in % of equity	%	3.8	-	32.1	33.6	61.3
Cash flow from operating activities	EUR million	56.0	90.0	55.9	54.8	27.8
Free cash flow	EUR million	20.0	57.6	11.9	26.9	10.4
Purchases of tangible and intangible assets	EUR million	36.7	40.4	47.2	29.6	27.8
SHARE INDICATORS						
Share capital (registered shares with a par value of CHF 1.00)	CHF	960 500	960 500	960 500	960 500	960 500
Shares entitled to dividend ¹	Number	935 883	955 047	960 414	960 311	960 009
Operating result per share ²	EUR	55.0	65.0	55.8	46.1	23.4
Result of the period per share ²	EUR	39.1	47.6	40.6	31.6	9.2
Equity per share ²	EUR	309.6	298.1	272.1	249.9	196.1
Free cash flow per share ²	EUR	21.3	60.3	12.4	28.0	10.8
Dividend	CHF	19.00 ³	30.00 ⁴	16.50	15.00	8.00
Market price						
High	CHF	536	441	421.50	502	494.50
Low	CHF	414	328	294	396	312
Year-end price	CHF	425	434	329	405.50	464.50

¹ As at the balance sheet date, the company owned 24 617 treasury shares, which are not entitled to dividend.

² Based on shares entitled to dividend as at 31 December 2024.

³ Proposal to the Shareholders' General Meeting on 22 May 2025.

⁴ Dividend of CHF 18.00 plus special dividend of CHF 12.00.

THURSDAY, 22 MAY 2025,
3.00 P.M., VIENNA HOUSE
ZUR BLEICHE, BLEICHEPLATZ 1,
8200 SCHAFFHAUSEN,
SWITZERLAND

Invitation to the ordinary Shareholders’ General Meeting

AGENDA ITEMS, PROPOSALS AND
EXPLANATIONS BY
THE BOARD OF DIRECTORS:

1. **Approval of the 2024 management
report, financial statements and
consolidated financial statements
and acceptance of the auditors’
reports**

The Board of Directors proposes that the management report, financial statements and consolidated financial statements for financial year 2024 be approved.

Explanation The Board of Directors is of the opinion that the management report, the financial statements and the consolidated financial statements have been prepared in accordance with the applicable accounting standards and the Swiss Code of Obligations. The financial statements and the consolidated financial statements were examined by the auditors and the audit reports were issued without qualification. The Board of Directors is also of the opinion that neither the management report nor the financial statements or consolidated financial statements contain any individual elements that require special emphasis or in-depth discussion with a view to the vote.

2. **Advisory vote on the 2024
sustainability report**

The Board of Directors proposes that the 2024 sustainability report be approved in a non-binding advisory vote.

Explanation In view of the increased importance of sustainability for investors, customers and employees, and taking into account the legal requirements regarding transparency and due diligence, the Phoenix Mecano Group has published an annual sustainability report since 2022. This year’s sustainability report, which is based on the 2024 financial year, includes reporting in accordance with the provisions of the revised Swiss Code of Obligations regarding transparency on non-financial matters. The disclosures on non-financial matters required under Article 964b of the Swiss Code of Obligations are included and reported in the sustainability report. In addition, reporting is conducted with reference to the guidelines of the Global Reporting Initiative (GRI) and, in the area of climate reporting, based on the guidelines of the Task Force on Climate-related Financial Disclosures (TCFD). The data and calculations for Scope 1 and 2 greenhouse gas emissions were externally audited for the first time.

The Board of Directors is of the opinion that the sustainability report has been prepared in accordance with the applicable provisions of the Swiss Code of Obligations and the guidelines and directives set out in the report. The Board of Directors is also of the opinion that the sustainability report does not contain any individual elements that require special emphasis or in-depth discussion with a view to the vote.

3. **Discharge of the members
of the Board of Directors and
management**

The Board of Directors proposes that the members of the Board of Directors and management be discharged.

Explanation The Board of Directors has given a comprehensive account of the past financial year in the 2024 annual report and the auditors issued unqualified opinions on the 2024 financial statements, consolidated financial statements and remuneration report. Furthermore, the Board of Directors is not aware of any facts that would suggest that discharge should not be granted.

4. **Appropriation of retained earnings
and determination of the ordinary
dividend**

The Board of Directors proposes that an ordinary dividend of CHF 19.00 per share be paid out and that Phoenix Mecano AG’s retained earnings for 2024 be appropriated as follows:

	in EUR	in CHF
Net income for the year 2024	26 422 084	25 166 286
Retained earnings brought forward 2023	224 649 248	191 311 557
. /. Dividend 2023	-28 975 902	-28 447 350
Currency translation differences		5 646 530
Retained earnings	222 095 430	193 677 023

The Board of Directors proposes to the Shareholders’ General Meeting that retained earnings should be distributed as follows:

	in EUR	in CHF
Dividend of CHF 19.00 per share*	19 390 094	18 249 500
Carried forward to new account	202 705 336	175 427 523
Total	222 095 430	193 677 023

* Total dividends are calculated based on the total stock of 960 500 shares.
Dividends will not be paid on treasury shares held by the company at the time of the payout.

Explanation In view of the company’s economic development in the past financial year as well as the currently anticipated medium- to long-term financial needs of the company, the Board of Directors considers it appropriate and expedient to use the retained earnings to pay an ordinary dividend of CHF 19.00 per share. The retained earnings remaining after deduction of the total amount of the approved payout is to be carried forward to the new account.

5. Elections

5.1 Election of the members and Chairman of the Board of Directors

The Board of Directors proposes that the following be re-elected as members of the Board of Directors and that Mr Benedikt A. Goldkamp be elected as member and Chairman of the Board of Directors (as hitherto) for a term of one year until the end of the next ordinary Shareholders' General Meeting (each individually):

5.1.1 Re-election of Benedikt

A. Goldkamp as member and Chairman

5.1.2 Re-election of Dr Florian Ernst as member

5.1.3 Re-election of Dr Martin Furrer as member

5.1.4 Re-election of Claudine Hatebur de Calderón as member

5.1.5 Re-election of Dr Anna Hocker as member

5.1.6 Re-election of Beat Siegrist as member

Explanation The current members of the Board of Directors have declared themselves available for re-election as members or as member and Chairman of the Board of Directors. The Board of Directors considers that the members standing for re-election have worked efficiently and well together and that continuity in the composition of the Board is in the best interests of the company. The Board of Directors is satisfied that the Board in the composition proposed for election has an appropriate balance of expertise, experience and diversity to fulfil its duties and responsibilities effectively. In addition, the Board of Directors is of the opinion that the current Chairman of the Board of Directors is ideally suited to lead the Board and represent the Group externally.

5.2 Election of the members of the Compensation Committee

The Board of Directors proposes that the following be elected as members of the Compensation Committee for a term of one year until the end of the next ordinary Shareholders' General Meeting (each individually):

5.2.1 Re-election of Dr Martin Furrer as member

5.2.2 Re-election of Claudine Hatebur de Calderón as member

5.2.3 Re-election of Beat Siegrist as member

Explanation The current members of the Compensation Committee have declared themselves available for re-election to the Compensation Committee. The Board of Directors is of the opinion that the Compensation Committee, in its current composition, has worked efficiently and effectively and has supported the Board of Directors as required. The Board of Directors is satisfied that the composition of the committee in its proposed form is balanced in terms of the expertise and experience of its members and other aspects relevant to the Compensation Committee. In view of the above, the Board of Directors submits the aforementioned proposals.

5.3 Election of the independent proxy

The Board of Directors proposes that the lawyer Mr Hans Rudi Alder, Peyer Alder Keiser Lämmlí Rechtsanwälte, Pestalozzistrasse 2, CH-8200 Schaffhausen, be re-elected as the company's independent proxy for a term of one year until the end of the next ordinary Shareholders' General Meeting.

Explanation The Board of Directors is of the opinion that the independent proxy has the necessary independence and is well acquainted with the duties of this office, thus ensuring the smooth running of the process. The Board of Directors has no reason to believe that the performance of the independent proxy's duties in the past year has been anything other than exemplary. It therefore proposes that the independent proxy be re-elected.

5.4 Election of the auditors

The Board of Directors proposes that BDO AG, Zurich, be re-elected as the company's auditors for financial year 2025 until the end of the next ordinary Shareholders' General Meeting.

Explanation The Board of Directors is of the opinion that the auditors are well acquainted with the tasks of an auditor as well as with the company's internal procedures, thus ensuring a smooth audit process. The Board of Directors has no reason to believe that the performance

of the auditors' duties in the past year has been anything other than exemplary. It therefore proposes that the auditors be re-elected.

6. Remuneration

6.1 Advisory vote on the 2024 remuneration report

The Board of Directors proposes that the 2024 remuneration report be approved in a non-binding advisory vote.

Explanation The Board of Directors is of the opinion that the remuneration report has been prepared in accordance with the applicable provisions. The remuneration report was examined by the auditors and the audit report was issued without qualification. The Board of Directors is also of the opinion that the remuneration report does not contain any individual elements that require special emphasis or in-depth discussion with a view to the vote.

6.2 Approval of the maximum total amount for Board of Directors remuneration for financial year 2026

The Board of Directors proposes that the maximum total amount of CHF 3 000 000 be approved for the remuneration of all members of the Board of Directors for the coming financial year 2026.

Explanation By virtue of the law and the Articles of Incorporation, shareholders are entitled to approve the maximum total amount of remuneration for the members of the Board of Directors for the coming term of office annually by means of a binding resolution. The non-executive members of the Board of Directors receive a fixed cash remuneration for their work, including ordinary and any extraordinary meetings, committee activities and other extraordinary activities. The remuneration of the Executive Chairman of the Board of Directors is based on the same model as the remuneration of the CEO and CFO and consists of a fixed cash remuneration and a variable remuneration component (bonus). The Executive Chairman of the Board of Directors also participates in a share-based, long-term incentive (LTI) programme (see details in the remuneration report). The total remuneration of the members of the Board of Directors includes, in addition to the aforementioned remuneration, expenses as well as any contributions to social insurance and occupa-

tional pension schemes. The Board of Directors is of the opinion that the remuneration of the members of the Board of Directors is appropriate in view of their duties and responsibilities and is in line with the remuneration principles set out in the company's Articles of Incorporation.

6.3 Approval of the maximum total amount for management remuneration for financial year 2026

The Board of Directors proposes that the maximum total amount of CHF 6 000 000 be approved for the remuneration of all members of the management for the coming financial year 2026.

Explanation By virtue of the law and the Articles of Incorporation, shareholders are entitled to approve the maximum total amount of remuneration for the members of the management for the coming financial year annually by means of a binding resolution. The CEO and CFO hold responsible positions with an overall management role, while the CCO and COO perform management functions for the Industrial Components and Enclosure Systems divisions. Remuneration for management members therefore follows two different models, based in each case on a simple but effective formula. The remuneration of each member of the management consists of a fixed cash remuneration, determined according to prevailing market conditions, taking into account their qualifications, experience and area of responsibility, as well as a variable remuneration component (bonus). The members of the management also participate in a share-based, long-term incentive (LTI) programme (see details in the remuneration report). The total remuneration of the members of the management includes, in addition to the aforementioned remuneration, expenses as well as any contributions to social insurance and occupational pension schemes. The Board of Directors is of the opinion that the remuneration of the members of the management is appropriate in view of their duties and responsibilities and is in line with the remuneration principles set out in the company's Articles of Incorporation.

ORGANISATIONAL MATTERS

Documents

The 2024 annual report, including the management report, financial statements and consolidated financial statements, the 2024 remuneration report and the auditors' reports are available in electronic form on the company's website. The 2024 sustainability report, which contains the report on non-financial matters, is also available in electronic form on the company's website:

- www.phoenix-mecano.com/en/annual-reports/2024
- www.phoenix-mecano.com/en/sustainability

Attendance in person and admission tickets

Shareholders who are entered in the share register on 23 April 2025 will receive a registration form for the Shareholders' General Meeting or for granting a proxy with their personal invitation.

If you would like to attend the Shareholders' General Meeting in person, you can request an admission ticket using the enclosed registration form or electronically at www.sisvote.ch/phoenix-mecano.

Please send the completed and signed registration form to sharecomm ag by Monday, 19 May 2025 at the latest, using the enclosed stamped reply envelope.

Shareholders who sell all or some of their shares after the admission ticket has been issued but before the Shareholders' General Meeting are no longer entitled to vote for the shares concerned. In the event of a partial sale, the admission ticket provided must be exchanged at the entrance checkpoint on the day of the General Meeting.

Guest tickets

No guest tickets will be issued. Only persons who are registered as shareholders will be admitted to the Shareholders' General Meeting.

Appointing proxies

Shareholders who are unable to attend the Shareholders' General Meeting in person may be represented:

- by a person of their choice, who does not have to be a shareholder, by means of a written and signed proxy on the admission ticket or electronically at www.sisvote.ch/phoenix-mecano;
or

- by the independent proxy of Phoenix Mecano AG, the lawyer Mr Hans Rudi Alder, Peyer Alder Keiser Lämmlli Rechtsanwälte, Pestalozzistrasse 2, CH-8200 Schaffhausen. To authorise the independent proxy to act on their behalf, shareholders should simply complete and sign the instruction form and return it in the enclosed, stamped reply envelope to sharecomm ag by Monday, 19 May 2025. If the independent proxy is unable to attend, the Board of Directors will appoint a new independent proxy. The proxies and instructions issued to the independent proxy will be transferred to this new independent proxy appointed by the Board of Directors.
- Phoenix Mecano AG shareholders can also issue proxies and instructions to the independent proxy electronically. Shareholders will be sent the required login details by sharecomm ag, together with the personal invitation to the Shareholders' General Meeting. The deadline for issuing proxies and instructions electronically and making any changes to electronically issued instructions is 11.59 p.m. on Monday, 19 May 2025.

Any shareholder who issues a proxy and instruction is no longer entitled to attend the Shareholders' General Meeting in person or be otherwise represented.

Closure of share register

Shareholders who are entered in the company's share register at 11.59 a.m. on 15 May 2025 (record date) are entitled to vote at the Shareholders' General Meeting. No changes will be made to the share register in the period from 12 noon on 15 May 2025 to 22 May 2025.

Contact

Phoenix Mecano AG share register
sharecomm ag
Militärstrasse 3
CH-6467 Schattdorf
info@sharecomm.ch
Tel +41 (0)44 809 58 58

CH-8260 Stein am Rhein, 23 April 2025
Phoenix Mecano AG

Benedikt A. Goldkamp
Chairman of the Board of Directors

50 years of Phoenix Mecano

STORIES BECOME HISTORY

DEAR SHAREHOLDERS

"Success Is Always Yesterday's News." Admittedly, this is a somewhat unconventional title for an anniversary book, but it is actually a quote from my late father. Blowing his own horn, or even resting on his laurels, was anathema to him, and that modesty has left its mark on me and also on the Phoenix Mecano Group. We are a little different from the rest: more down-to-earth, not particularly glitzy or glamorous, but honest, smart, and always on the ball.

My father founded the Phoenix Mecano Group 50 years ago. Since then, it has developed, rejected, and adapted strategies; entered and exited new markets; launched successful products and others for which the demand was not there; and experienced years when the economy boomed and times when it hit rock bottom. In the process, it has grown into a truly global enterprise.

Packing all these events and people into a single book is a challenge. The standard approach would be for the company management to take the lead in publishing an "official" corporate history. But that would not be right for Phoenix Mecano. In our organization, senior management goes to the subsidiaries and not the other way around. Employees take responsibility and act largely independently. We are diverse and heterogeneous.

That is why we decided to tell not one story, but many – personal reminiscences of those who have been with and shaped our company over a short or long period. We are a decentralized company with a decentralized history.

Historian Christoph Kohler visited and interviewed key players for us, and then pieced together the most interesting excerpts to form a mosaic that he calls "oral history." Rather than a glossy brochure, what you are now holding is a book in which the subjective experiences of the people involved have been woven together to chronicle the history of Phoenix Mecano.

I would like to thank all the contributors for their openness and time, and for sharing the journey with us.

We would like to give each of our shareholders a copy of this book as a gift. You can order yours from the Phoenix Mecano anniversary web page at the following link: phoenix-mecano.com/anniversary

I hope you find it an interesting read.

Benedikt A. Goldkamp
Chairman of the Board of Directors
Phoenix Mecano AG





PHOENIX MECANO

**Success Is Always
Yesterday's News**

The Story of
the Phoenix Mecano Group
as Told by Those Who Were There
1975-2025

Christoph Kohler