

INVITATION TO EXTRAORDINARY GENERAL MEETING OF SIKA AG

Tuesday, January 25, 2022, 8.00 a.m.

DEAR SHAREHOLDERS,

An extraordinary general meeting of Sika AG will be held on January 25, 2022

Based on the Ordinance of the Federal Council on measures to prevent coronavirus, it will not be possible for shareholders to physically attend the Extraordinary General Meeting. Accordingly, shareholders are asked to exercise their rights exclusively through the independent proxy.

Please refer to the last page of this invitation for further information on how to authorize and instruct the independent proxy and how to ask questions on matters concerning the Company.

AGENDA AND PROPOSALS BY THE BOARD OF DIRECTORS

1. INCREASE OF CONDITIONAL CAPITAL

Proposal by the Board of Directors. The Board of Directors proposes to increase the existing conditional capital from currently CHF 155,893.20, corresponding to 15,589,320 registered shares with a par value of CHF 0.01 each, to CHF 187,893.20, corresponding to 18,789,320 registered shares with a par value of CHF 0.01 each. The Board of Directors therefore proposes to amend the first paragraph of clause 2 para. 4 of the Articles of Association as follows:

"The share capital of the Company is increased through the issuance of a maximum of 18,789,320 fully paid-up registered shares with a nominal value of CHF 0.01 each, representing a maximum nominal value of CHF CHF 187,893.20, by exercising option or conversion rights, which were granted on a stand-alone basis or in connection with bonds or other debt financing instruments by the Company or any of its subsidiaries. The pre-emptive right of shareholders is excluded."

All other paragraphs of clause 2 as well as all other clauses of the Articles of Association remain unchanged.

Notes. Sika currently has two convertible instruments outstanding:

- A mandatory convertible bond in the amount of CHF 1,300m, which was issued on January 22, 2019 for the financing of the Parex acquisition. The mandatory convertible bond will be converted into approx. 9,950,000 shares which will be issued from the conditional share capital on January 30, 2022
- A convertible bond in the amount of CHF 1,650m, which was issued on May 15, 2018 for the acquisition of the Sika shares held by Compagnie de Saint-Gobain. The convertible bond expires on June 5, 2025. Currently, only approx. 65 % of the convertible bond is covered by the conditional share capital. As of December 15, 2021 and due to the increase in Sika's share price, already 15 % of the bond holders have decided to convert the bond early. The available conditional share capital was used for this purpose.

It has to be assumed that due to the positive development of Sika's share price, additional bond holders will decide to convert the bond early. In order to be in the position to physically deliver the shares, the board of directors proposes an increase of the conditional share capital by 3,200,000 shares. If approved by the extraordinary shareholders' meeting and taking into account the complete conversion of the mandatory convertible bond as well as the shares issued to the holders of the convertible bond by December 15, 2021, the conditional share capital will, as of January 31, 2022 amount to approx. 5 % of the share capital.

FURTHER INFORMATION

Entitlement to vote at the Extraordinary General Meeting. Only shareholders entered in the share register as at January 20, 2022 are entitled to vote at the Extraordinary General Meeting. No further registrations of voting rights will be carried out in the period from January 21 to January 25, 2022. Shareholders who are registered with voting rights at January 20, 2022, but who sell their shares prior to the Extraordinary General Meeting, will lose their shareholder rights in respect of the shares sold.

Shareholders entered in the share register up to and including January 18, 2022 as shareholders with voting rights will receive, together with the invitation to the Extraordinary General Meeting, a reply card that they can use to issue a proxy to the independent proxy, Jost Windlin, attorney-at-law and notary, Bright Law AG, Zug. Further, they will receive information on E-Voting together with the individual access code to access the voting website www.gvmanager-live.ch/sika. Shareholders whose registration in the share register with voting rights is made on or after January 19, 2022, and who wish to exercise their voting rights are asked to contact the share register of Sika AG. Proxies of shareholders whose shareholding changes between December 17, 2021 and January 20, 2022 will automatically be amended.

Proxy and Instructions to the independent proxy. **Based on the Ordinance of the Federal Council on measures to prevent coronavirus, it will not be possible for shareholders to physically attend the Extraordinary General Meeting. Shareholders are asked to be represented by the independent proxy Jost Windlin, attorney-at-law and notary, Bright Law AG, Zug and to exercise all shareholder rights exclusively through the independent proxy.** Please send the reply card to the share register of Sika AG (Sika AG, c/o Devigus Shareholder Services, Birkenstrasse 47, 6343 Rotkreuz) by January 19, 2022 at the latest. Shareholders may cast their votes remotely by issuing electronic authorizations and instructions to the independent proxy at www.gvmanager-live.ch/sika. Shareholders may use the online proxy voting, or change any instructions they may have issued electronically, up to but no later than 11.59 p.m. on Sunday, January 23, 2022.

Questions of shareholders. Despite the fact that it is not possible to physically attend the Extraordinary General Meeting, it is important to us that shareholders are given the opportunity to ask questions. These questions will be answered in the minutes of the Extraordinary General Meeting, stating the name and place of residence of the respective shareholders, and/or personally. Shareholders wishing to ask questions are requested to submit the questions to the independent proxy in writing by no later than January 22, 2022.

Baar, December 22, 2021

Sincerely
Sika AG
On behalf of the Board of Directors



Dr. Paul J. Hältg, Chairman

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