

Sika Business Year

2025

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BUILDING TRUST





CORPORATE GOVERNANCE

Good Corporate Governance safeguards the sustainable development and performance of the company.

New

MEMBER OF THE BOARD
ELECTED AT AGM 2025

3.75

AVERAGE TENURE OF
BOARD MEMBERS AS OF END 2025



CORPORATE GOVERNANCE

Commitment to openness and transparency.

Good Corporate Governance safeguards the sustainable development and performance of the company. Sika is committed to openness and transparency and provides information on structures and processes, areas of responsibility and decision procedures, as well as rights and obligations of various stakeholders. At Sika, reporting on Corporate Governance follows the SIX Swiss Exchange guidelines.

Group structure and shareholders

Sika AG, headquartered in Baar, is the only listed company within the Sika Group. Sika AG's shares are listed on SIX Swiss Exchange under Swiss security no. 41879292 and ISIN CH0418792922. At the end of the year under review, the market capitalization of Sika AG was CHF 26,093.93 million. In the year under review, the Sika Group encompassed subsidiaries in 102 countries with 257 companies included in the scope of consolidation. Companies of which Sika AG, as the holding company of the Sika Group, directly or indirectly, holds 50% or less of the voting rights are not consolidated. These are Condensil SARL, France, Chemical Sangyo Ltd., Japan, Seven Tech Co. Ltd., Japan, and Concria Oy, Finland. Detailed information on the Group companies can be found on p.256 et seq. of this report (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

Sika conducts its worldwide activities based on countries that have been classed into regions with area-wide managerial functions. The heads of the regions are members of Group Management. The regional and national management teams bear full profit and loss responsibility, and – based on the Group strategy – set country-specific growth and sustainability targets and allocate resources.

Furthermore, Sika has geared its internal organization towards eight Target Markets, which offer products and solutions for the construction industry and for industrial manufacturing. The Target Markets are represented by one member of Group Management. Target Market responsibility is defined in the corporate organization, the regional management teams, and the national subsidiaries. The corporate Target Market managers are responsible for the definition and launch of new products, the implementation of best demonstrated practices, and the product line policies for Group products, i.e., those products offered worldwide rather than only in one country.

The heads of the central Finance, Innovation and Sustainability, as well as Human Resources, Legal and Compliance departments are likewise members of Group Management, which consists of eight members. All Group business is consolidated within Sika AG, the holding company. The organizational structures are presented on p.175–184 of the Annual Report (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

As of the balance sheet date of December 31, 2025, Sika had received notification of three significant shareholders whose voting rights reached at least 3%: (1) BlackRock Inc., which owned 7.7% of all voting rights. (2) UBS Fund Management (Switzerland) AG, which held 5.649% of all voting rights, and (3) Norges Bank, which held 3.388% of all voting rights. The significant shareholdings reported to the Disclosure Office of SIX Swiss Exchange during the year under review can be found at <https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/>.

There are no cross-shareholdings exceeding 3%, either in terms of capital or votes.

Capital structure

According to the commercial register entry, the issued share capital of Sika AG as of December 31, 2025, totals CHF 1,604,792.93 and is divided into 160,479,293 fully paid-in registered shares, with a nominal value of CHF 0.01 each.

There were no changes in the capital of Sika AG in 2024 and 2025. In 2023, in connection with the conversion by bondholders of their convertible bonds (the Company had a convertible bond, issued in May 2018, listed on the SIX Swiss Exchange, security no.: 41.399.024, ISIN: CH0413990240, with an original nominal amount of CHF 1,650,000,000, which has been redeemed by the Company following the exercise of its early redemption option on September 25, 2023), 6,744,242 new fully paid-in registered shares with a nominal value of CHF 0.01 each were issued from the conditional share capital (outside the capital band), amounting to a issued share capital of Sika AG of CHF 1,604,792.93, divided into 160,479,293 fully paid-in registered shares with a nominal value of CHF 0.01 each.

In addition, as of December 31, 2025, there is a conditional share capital (within the capital band) of 7,686,752 fully paid in registered shares with a nominal value of CHF 0.01 each, representing a maximum nominal value of CHF 76,867.52, which was introduced at the Annual General Meeting on March 28, 2023, and, like the capital band, is limited in time until March 28, 2028. As of December 31, 2025, there is no further conditional share capital. The former conditional share capital outside the capital band was deleted on December 7, 2023, due to the expiry of conversion and option rights. There were no changes to the conditional share capital in 2024 and 2025.

Further information on the conditional share capital (within the capital band) can be found in art. 2 para. 5 and 6 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

A capital band with a range between CHF 1,460,482.99 (lower limit) and CHF 1,614,218.03 (upper limit) was implemented at the Annual General Meeting on March 28, 2023. Since the issuance of new fully paid-in registered shares in the course of a capital increase from conditional capital outside the capital band in 2023, Sika AG has, as of December 31, 2025, a capital band between CHF 1,527,925.41 (lower limit) and CHF 1,681,660.45 (upper limit). Within the capital band, the Board of Directors is authorized, until March 28, 2028, or until the

earlier expiration of the capital band, to increase or decrease the share capital once or several times and in any amounts. The capital increase or reduction, respectively, may be effected by the issuance of up to 7,686,752 fully paid in registered shares with a nominal value of CHF 0.01 each, or by cancelling up to 7,686,752 registered shares with a nominal value of CHF 0.01 each, or by increasing or reducing the nominal value of the existing registered shares within the capital band, respectively. In the event of a capital increase, the Board of Directors shall determine the number of shares, the issue price, the type of contributions, the time of issuance, the conditions for exercising subscription rights, and the start of dividend entitlement. In this context, the Board of Directors may issue new shares by means of a firm underwriting by a bank or another third party and a subsequent offer to the existing shareholders. The Board of Directors is authorized to restrict or exclude trading in subscription rights. The Board of Directors may allow subscription rights that are not exercised to lapse or place them or the shares for which subscription rights are granted but not exercised at market conditions or otherwise use them in the interest of the company.

Further information on the capital band can be found in art. 2 para. 6 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Sika has not issued any participation certificates, dividend right certificates, or stock options.

Option plans do not exist for members of the Board of Directors, Group Management, or employees.

With the exception of the treasury shares held by the company, each share registered with voting rights in the share register carries one vote at the General Meeting, and each share (whether or not it is entered in the share register) carries a dividend entitlement. The purchase of Sika registered shares is open to all legal persons and individuals. The company maintains a share register for the registered shares in which the legal owners and usufructuaries are registered with their name and address. Vis-à-vis the company, the person who is registered in the share register is deemed to be the shareholder or usufructuary. The company may deny registration in the share register if, upon the company's request, the acquirer does not explicitly declare that the shares have been acquired in their own name and for their own account, that there is no agreement to take back or return the shares concerned, and that he bears the economic risk associated with the shares. After consulting the party concerned, the company may cancel the registration in the share register if the registration is the result of false information provided by the acquirer. The acquirer must be informed of the cancellation immediately. The acquirer must provide a statement declaring that the registered shares were transferred to him in due form. According to art. 7.3 para. 4 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>), at least a two-thirds majority of the votes represented and a majority of the nominal values of shares represented are required for the adoption of resolutions of the General Meeting that limit or facilitate the transfer of registered shares.

According to art. 4 para. 2 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>), acquirers of shares who do not expressly declare in the application for registration in the share register that they hold the shares for their own account (nominees) will be entered without restriction in the share register as shareholders with voting rights up to a



maximum of 3% of the share capital. Above this registration limit, nominees will be entered in the share register as shareholders with voting rights if the relevant nominee discloses the names, addresses, nationalities, and shareholdings of those beneficial owners for whose account it holds 0.5% or more of the share capital and if the reporting requirements pursuant to the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinMIA) (as amended) are met. In 2025, no nominees with voting rights exceeding 3% were registered in the share register.

Convertible bonds/options

As of December 31, 2025, there were no convertible bonds outstanding.

As of December 31, 2025, there were no options issued to any parties, and no option plans exist for members of the Board of Directors, Group Management, or employees.

Board of Directors

The Board of Directors is Sika's highest governing body and is mainly responsible for the:

- definition of the corporate mission statement and corporate policies;
- decisions on corporate strategy and organizational structure;
- appointment and dismissal of members of Group Management;
- structuring of finances and accounting;
- assessment of risk management;
- establishment of medium-term planning as well as the annual and investment budgets.

The members of the Board of Directors are elected by the Annual General Meeting for a term of office until the conclusion of the next ordinary General Meeting following the election. They can be reelected. Detailed information on individual members of the Board of Directors as per the balance sheet date of December 31, 2025, is listed on p.178–180 of the Annual Report 2025 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). The curricula vitae of the members of the Board of Directors over the last five years can be found in the Annual Report 2024 on p.169–171, in the Annual Report 2023 on p.159 and 160, in the Annual Report 2022 on p.162 and 163, in the Annual Report 2021 on p.151, in the Annual Report 2020 on p.71 and 72 (all available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). No directorships are maintained with other listed companies on a reciprocal basis.

Further information regarding the election and the composition of the Board of Directors can be found in art. 8.1 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

The Board of Directors of Sika AG currently consists of eight members and comprises non-executive members only. None of the members of the Board of Directors was a member of Group Management or the executive management of a Sika Group company during the three preceding business years. All of them are therefore deemed to be independent according to the Swiss Code of Best Practice for Corporate Governance. Accordingly, the percentage of independent board members equals 100% in 2025. At the Annual General Meeting held on March 25, 2025, the following changes were made to the composition and leadership of the Board of Directors: Monika Ribar stepped down as a member of the Board as well as from her position as a member of the Audit Committee. The shareholders elected Kwok Wang (Frankie) Ng as a new member of the Board. Subsequently, the Board appointed Kwok Wang (Frankie) Ng as a member of the Audit Committee. All members of the Board of Directors standing for re-election were re-elected.

As of December 31, 2025, the percentage of women on the Board of Directors represents 25%. Following the election of the two candidates proposed by the Board of Directors at the Annual General Meeting on March 24, 2026, the proportion of female members on the Board will be 33%. The Board is committed to keeping the gender balance above 30%.

Neither the members of the Board of Directors nor any company nor organization represented by a member of the Board of Directors have a significant business connection with Sika AG or any of the Sika Group companies.

The duties and powers of the Chairperson of the Board of Directors are set out in the Organizational Rules of Sika AG and the Sika Group on p.6 section 4 (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>). In this role, the Chairperson is responsible for convening, preparing, and chairing meetings of the Board of Directors and for ensuring the proper follow-up and implementation of the Board's resolutions, unless such responsibilities are delegated to a Board committee. The Chairperson represents Sika vis-à-vis its shareholders and external stakeholders. Furthermore, the Chairperson oversees the conduct of the Group's business, coordinates the work of the Board committees, and is entitled to attend committee meetings, receiving all related invitations and minutes. The Chairperson also supervises the activities of the Group Executive Management and may attend its meetings. The CEO and the CFO report regularly to the Chairperson, with extraordinary events being reported without delay. At Sika AG, the Chairperson does not hold a full-time mandate; nonetheless, the role demands considerable availability and sustained dedication.

The Board of Directors convenes at the Chairperson's request as often as business demands. Meetings are generally held every one to two months. In the business year 2025, the Board of Directors met seven times. The meetings lasted between two and seven hours.

ATTENDANCE OF INDIVIDUAL BOARD MEMBERS

Board member	Member since	Number of meetings attended
Thierry F. J. Vanlancker (Chairperson of the Board since March 26, 2024)	2019	7 of 7
Viktor W. Balli	2019	7 of 7
Lucrèce Foufopoulos-De Ridder	2022	7 of 7
Justin M. Howell	2018	7 of 7
Gordana Landén	2022	7 of 7
Monika Ribar (member of the Board until March 25, 2025)	2011	2 of 7
Paul Schuler	2021	7 of 7
Thomas Aebischer	2024	7 of 7
Kwok Wang (Frankie) Ng (member of the Board since March 25, 2025)	2025	6 of 7

The Chief Executive Officer (CEO) participates in the meetings of the Board of Directors in an advisory capacity. The other members of Group Management take part as necessary, also in an advisory capacity. In 2025, the CEO and the Chief Financial Officer (CFO) participated in all seven and the other members of Group Management in two to four of the seven meetings. Company officers report regularly and comprehensively to the Chairperson of the Board of Directors concerning the implementation of decisions of the Board of Directors. The CEO, as well as the CFO, report to the Board of Directors in writing on the development of business at least once per month. Extraordinary events are reported immediately to the Chairperson of the Board of Directors or the Audit Committee, insofar as such events relate to the latter's area of responsibility. The Internal Audit staff report to the Chairperson of the Board of Directors, as well as the Audit Committee, within the scope of the review schedule. In 2025, the Internal Audit participated in all five meetings of the Audit Committee.

In 2025, the Board Members attended a five-day Board visit to Sika Germany. The trip included visits to plants and customers as well as meetings with various teams of the local organization. In addition, the Board Members attended between two and four days of the annual Sika Senior Management Meeting. Moreover, the Chair of the Board participated in all three multi-day Regional Senior Management Meetings and the two-day Global Area Manager Meeting.

Information regarding the number of permitted mandates of members of the Board of Directors outside the Sika Group can be found in art. 8.4 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Board composition

A well-balanced Board composition is essential, with an independent majority and an appropriate mix of members that ensures both continuity and renewal. The Board of Directors should collectively reflect a diverse range of skills, qualifications, and experiences required to effectively fulfil its duties. Board members with a broad range of experience are valued over those with deep specialization in a single area. Where needed, the Board engages external experts to provide training or advice on specific topics. In addition to a structured onboarding program for newly elected members, regular training as well as site and customer visits form an integral part of Board's development.

The Nomination and Compensation Committee maintains a skills and experience matrix to assess current Board members and to identify potential gaps that are considered in the Board succession planning process. The required skills and experience are aligned with the company's strategy, objectives, business model, geographic footprint, risk profile, and corporate culture. These competencies are reviewed annually by the Nomination and Compensation Committee to ensure continued relevance and alignment with the company's evolving needs.

The skills and experience matrix includes the following categories, all of which are well represented within the current composition of the Board of Directors:

Experience

Senior leadership (CEO/other Executive Management roles/chairman)	7/8
Industry experience/business model	6/8
Global organization	8/8

Skills/Expertise

Financial/audit/accounting	4/8
Strategic planning/business development/M&A	8/8
Human capital/talent development/compensation	7/8
Brand value/marketing/sales	4/8
Technology/innovation/sustainability	4/8
Digital/e-commerce/information security	4/8
Governance/legal/risk management	4/8
Operational/manufacturing/supply chain	4/8

Information on key skills and the experience of the individual Board members is available on the website in the detailed view of each Board member (<https://www.sika.com/en/about-us/organization/board-of-directors.html>).

Board committees

Sika has three committees of the Board of Directors: the Audit Committee, the Nomination and Compensation Committee, and the Sustainability Committee. The members of the Nomination and Compensation Committee are elected annually by the General Meeting. Reelection is possible. The members of the Audit Committee and the Sustainability Committee, as well as the Chairperson of each committee, are (re)elected annually by the Board of Directors. Otherwise, the committees organize themselves. Detailed information on the members of the committees can be found on p.178-180 of Annual Report 2025 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

AUDIT COMMITTEE

The Audit Committee (AC) mainly reviews the results of internal and external audits, as well as risk management. The Committee convenes at the request of its Chairperson as often as business demands. Customarily, the Chairperson of the Board of Directors and the CFO, as well as the CEO if necessary, take part in these meetings in an advisory capacity. Meetings are generally held every two to three months, lasting between three and five hours. In the year under review, the Audit Committee met five times. Viktor W. Balli and Thomas Aebischer were present at all five meetings. Monika Ribar, member of the Audit Committee until March 25, 2025, was present at one of five meetings. Kwok Wang (Frankie) Ng, member of the Audit Committee as of March 25, 2025, was present at four of the five meetings. Thierry Vanlancker, Chair of the Board, was present at five of five meetings. The CEO, CFO, and the Internal Audit participated in all five meetings. KPMG AG, the external auditor, participated in three of the five meetings.

More detailed information regarding the competences and activities of the Audit Committee can be found in the Organizational Rules of Sika AG and Sika Group on p.6, section 7 (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>) and in the Charter of the Audit Committee, which is included on p.14 to 16 of the Organizational Rules of Sika AG and Sika Group (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>).

ATTENDANCE OF INDIVIDUAL AUDIT COMMITTEE MEMBERS

Audit Committee member	Number of meetings attended
Thomas Aebischer (AC Chairperson)	5 of 5
Viktor W. Balli	5 of 5
Monika Ribar (member until March 25, 2025)	1 of 5
Kwok Wang (Frankie) Ng (member since March 25, 2025)	4 of 5

NOMINATION AND COMPENSATION COMMITTEE

The Nomination and Compensation Committee (NCC) prepares personnel planning at the level of the Board of Directors and Group Management and handles matters relating to compensation. One of the central tasks of the Nomination and Compensation Committee is succession planning for the Board of Directors and Group Management. The Committee convenes at the request of its Chairperson as often as business demands. Usually, the Chairperson of the Board of Directors and the CEO participate in these meetings in an advisory capacity, insofar as they are not themselves affected by the items on the agenda. Meetings are generally held on a bimonthly or trimonthly basis, lasting between one and three hours. In the year under review, the Nomination and Compensation Committee held five meetings. The Chairperson of the Board of Directors and the CEO, as well as all other members of the Committee participated in all five meetings. They did not attend when their own compensation and/or performance were being discussed. The external advisor retained to provide services related to executive compensation matters participated in all five meetings of the Nomination and Compensation Committee to attend the discussions on compensation. For more information on the external advisor, reference is made to the Compensation Report on p.199 of this report (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

More detailed information regarding the competences and activities of the Nomination and Compensation Committee can be found in art. 9 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>), in the Organizational Rules of Sika AG and Sika Group on p.6, section 6 and in the Nomination and Compensation Committee Charter, which is included on p.12 and 13 of the Organizational Rules of Sika AG and Sika Group (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>), as well as on p.198-200 of the Annual Report 2025 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

ATTENDANCE OF INDIVIDUAL NOMINATION AND COMPENSATION COMMITTEE MEMBERS

Nomination and Compensation Committee member	Number of meetings attended
Justin M. Howell (NCC Chairperson)	5 of 5
Gordana Landén	5 of 5
Paul Schuler	5 of 5



SUSTAINABILITY COMMITTEE

The Sustainability Committee (SC) consists of three Board Members, each of whom brings expertise in a specific ESG area. The Sustainability Committee prepares sustainability-related topics for discussion and decision-making on the Board of Directors. The SC focuses on the following areas: validating a formal ESG impact, risk, and opportunity assessment via the Double Materiality Assessment (DMA); monitoring regulatory developments and their impacts on Sika; setting measurable goals that are aligned with the company's strategy; and the approval of the annual Sustainability Report. After each meeting, a report was issued to the full Board of Directors. As a general rule, the Chairperson of the Board of Directors, the CEO, the CFO, and the Chief Innovation & Sustainability Officer attend the meetings of the Sustainability Committee in an advisory capacity. Meetings are generally held every two to three months, lasting between one and a half and two hours. In the year under review, the Sustainability Committee met five times. Lucrèce Foufopoulos-De Ridder, Viktor W. Balli, and Paul Schuler attended all five meetings. Thierry Vanlancker, Chairperson of the Board, was present at five of the five meetings. The CEO, the CFO, and the Chief Sustainability & Innovation Officer attended all five meetings. Through one of the committee members and the CFO, there is a valuable link between non-financial and financial aspects in the areas of reporting, auditing, and risk management.

ATTENDANCE OF INDIVIDUAL SUSTAINABILITY COMMITTEE MEMBERS

Sustainability Committee	Number of meetings attended
Lucrèce Foufopoulos-De Ridder (SC Chairperson)	5 of 5
Paul Schuler	5 of 5
Viktor W. Balli	5 of 5

Information and control instruments vis-à-vis Group Management

Within the framework of its non-transferable and inalienable duties, the Board of Directors of Sika supervises Group Management. The CEO and the CFO report to the Board of Directors in writing on the development of business at least once per month. Extraordinary events are reported immediately to the Chairperson of the Board of Directors or the Audit Committee, insofar as such events relate to the latter's area of responsibility. In every meeting, the Chairperson of the Board of Directors, or, at the Chairperson's instruction, the CEO, informs the Board of Directors about the ongoing business. More detailed information regarding the information and reporting rights can be found in the Organizational Rules of Sika AG and Sika Group on p.5, section 3.4 (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>).

Sika has comprehensive risk management as well as an Internal Audit team. Details can be found in the Risk Management Report 2025 beginning on p.24 of the Annual Report 2025 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). As part of its audit plan, Internal Audit reports to the Chairperson of the Board of Directors as well as to the Audit Committee.

Group Management

Within the framework of the resolutions of the Board of Directors, Sika's operative leadership is incumbent on Group Management. The structure of Group Management is outlined at the beginning of the Corporate Governance section on p.186 of the Annual Report 2025 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). The members of Group Management and their functions as per the balance sheet date of December 31, 2025, are listed on p.181 of the Annual Report 2025 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). Detailed information on their backgrounds and activities can be found on p.182-184 of the Annual Report 2025 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>). The curricula vitae of the members of Group Management over the last five years can be found in the Annual Report 2024 on p.173-175, in the Annual Report 2023 on p.162, in the Annual Report 2022 on p.165, in the Annual Report 2021 on p.153, in the Annual Report 2020 on p.69 and 70 (all available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>).

Information regarding the number of permitted mandates of members of Group Management outside the Sika Group can be found in art. 10 para. 3 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Sika has not entered into any management contracts with companies (or natural persons) outside the Sika Group.

Regulation of responsibilities

The powers, tasks, and responsibilities of the Board of Directors and Group Management are set out in detail in the Organizational Rules of Sika AG and Sika Group on p.3 to 11 (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>). Furthermore, for the tasks and duties of the Board of Directors and Group Management, reference is made to art. 8.2 and art. 10 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Governance structures in connection with climate-related risks and opportunities

The Board of Directors (BoD) is Sika's highest governing body and is responsible for the assessment of its risk management. Its duties include the annual reassessment of the risk profile at Group level, and it is also the highest governing body for climate-related risks and opportunities. For more information on Sika's Task Force on Climate-related Financial Disclosures (TCFD), please see the "Climate" section on p.56 of the Sustainability Report 2025. The BoD, through the Sustainability Committee, is responsible for reviewing and endorsing the implementation of sustainability policies, while the Chair of the Board oversees climate-related topics by receiving regular updates from Group Management. The Chair of the Board is a standing guest in the Sustainability Committee and is permanently invited to add climate-related topics to the agenda of the Chief Executive Officer (CEO) and the BoD. The Board of Directors is committed to the Science Based Targets initiative (SBTi) to achieve net zero greenhouse gas emissions by 2050.

Compensation, shareholdings, and loans

With regard to the information on the compensation of the members of the Board of Directors and Group Management, reference is made to the Compensation Report beginning on p.194 of this Annual Report 2025 (available at <https://www.sika.com/en/investors/reports-publications/financial-reports.html>) and to art. 11 and art. 12 para. 1 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>). According to art. 12 para. 2 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>), the company does not extend any loans, credits, guarantees, or other securities to any member of the Board of Directors or Group Management.

Shareholder participation rights

Each shareholder can have their shares represented at the General Meeting by a third party. The Board of Directors shall decide on the recognition of the proxy. In addition, shareholders can be represented by the independent proxy to whom any shareholder may give, whether in writing or electronically, power of attorney and instructions. Within the discretion provided by law, the Board of Directors may determine requirements for powers of attorney and instructions. The Annual General Meeting elects the independent proxy annually for a one-year term until the conclusion of the next Annual General Meeting. Reelection is possible. For more detailed information on the participation, representation, and instruction rights of shareholders, reference is made to art. 3, art. 4, and art. 7.3 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>).

Information on the legal quora can be found in art. 703 et seq. of the Swiss Code of Obligations (CO); information on what constitutes a quorum under the Sika Articles of Association can be found in art. 7.3 para. 4 of the Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>). The Sika Articles of Association also define the resolutions for which a qualified majority (at least two thirds of the votes represented, and an absolute majority of the nominal value of shares represented) is required. The invitation modalities and deadlines for the Annual General Meetings comply with the legal requirements (art. 699 et seq. CO).

Furthermore, during a period published by the company in the Swiss Official Gazette of Commerce, shareholders representing together at least 0.5% of the share capital or voting rights may demand that an item be put on the agenda to be discussed or request that proposals concerning agenda items be included in the invitation to the Annual General Meeting. Shareholders may submit a brief explanatory statement together with the agenda items or the proposals. This must be included in the invitation to the Annual General Meeting. The publication of the invitation to the Annual General Meeting is made in the Swiss Official Gazette of Commerce. The invitation also contains the agenda items and the proposals of the Board of Directors. In addition, the invitation to the Annual General Meeting is sent by mail to the shareholders. Shareholders will not be registered by the company two business days prior to an Annual General Meeting. Therefore, registered shares acquired or sold between such deadline and the respective Annual General Meeting are not entitled to be voted.

Change in corporate control and defense measures

The Sika Articles of Association (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>) do not provide for an opting out or opting up in the meaning of art. 125 and art. 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinMIA). There are no change of control clauses provided in the Articles of Association.

Auditor

The auditor of Sika AG is KPMG AG and was re-elected at the General Meeting of March 25, 2025. KPMG AG has been registered as auditor of Sika in the commercial register since August 19, 2022. The auditor participates regularly in the meetings of the Audit Committee, providing oral and written reports on the results of its reviews. In 2025, the auditor participated in three of the five meetings of the Audit Committee. The Audit Committee checks and evaluates the auditor and makes recommendations to the Board of Directors. For further information regarding reporting and control of the auditor, reference is made to the Charter of the Audit Committee, which is included on p.14 to 16 of the Organizational Rules of Sika AG and Sika Group (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>).

The independence of the auditor is ensured by various measures. The Audit Committee has defined a percentage threshold for non-audit services in relation to the audit services. Additional services received from the auditor must not exceed 70% of the audit fees in any given year and must be below 50% of the three-year average. In addition, services outside the audit that individually exceed CHF 100,000 are subject to prior approval by the Chairperson of the Audit Committee. As part of its reporting for the consolidated and statutory financial statements, the auditor confirms its independence vis-à-vis Sika AG. In accordance with legal requirements, the lead auditor is replaced after a maximum period of seven years. The current lead auditor has been responsible for the audit mandate since the General Meeting of April 12, 2022. As set out in section 2.4 of the Charter of the Audit Committee, which is included on p.14 to 16 of the Organizational Rules of Sika AG and Sika Group (available at <https://www.sika.com/en/investors/corporate-governance-risk-management/organizational-rules.html>), the Audit Committee reviews any potential conflicts between the audit and non-audit services of the auditor.

The performance of the auditor is evaluated by the Audit Committee as well as by employees of Sika who are in regular contact with the auditor. The assessment is based on criteria such as professional expertise and know-how, understanding of the corporate structure and company-specific risks, comprehensibility of the audit strategy proposed by the auditor, and diligence in the implementation of the proposed audit strategy, as well as the coordination of the auditor with the Audit Committee and the Finance department of the Sika Group.

In addition, the Audit Committee reviews the results of the audit, particularly the audit report for the consolidated annual financial statements and the interim financial statements.

The budget for the audit fees is proposed by the CFO and approved by the Audit Committee. During the year under review, KPMG AG invoiced CHF 8.8 million in total for its services. Thereof CHF 8.0 million related to audit services, which included the audit of the statutory financial statements of Sika AG and of practically all subsidiaries, as well as the audit of the consolidated financial statements. KPMG AG received additional fees totaling CHF 0.7 million for tax consultancy services as well as CHF 0.1 million for consultancy services related to transfer pricing and the issuance of comfort letters for bonds issued by Sika during the year under review.

Information policy

Sika provides extensive information on the development of business in its annual, half-year, and quarterly reports, at the annual media and financial analyst conference, as well as at the Annual General Meeting. The continually updated website at www.sika.com as well as media releases regarding important developments (<https://www.sika.com/en/media/media-releases.html>) are also integral components in Sika's communication activities. As a company listed on SIX Swiss Exchange, Sika is also obligated to comply in particular with the requirements of ad hoc disclosure, i.e., the publication of price-sensitive facts. Anyone who would like to receive ad hoc publications of Sika can register for the push service on Sika's website at: <https://www.sika.com/en/investors/contact/stay-informed.html>. In addition, Sika maintains a dialogue with investors and the media through special events and roadshows. Official publications of the company are made in the Swiss Official Gazette of Commerce. The contact details of the company are: Sika AG, Zugerstrasse 50, 6340 Baar, Switzerland (phone +41 58 436 68 00, sikagroup@ch.sika.com, www.sika.com).

FINANCIAL CALENDAR

58 th Annual General Meeting	Tuesday, March 24, 2026
Dividend payment	Monday, March 30, 2026
Net sales first quarter 2026	Tuesday, April 14, 2026
Half-Year Report 2026	Tuesday, July 28, 2026
Results first nine months 2026	Friday, October 23, 2026
Full-year results 2026	Friday, February 19, 2027

Quiet periods

Sika AG has defined general quiet periods related to the publication of Group results during which insiders may not trade in Sika securities. An insider is anyone who has access to confidential information that can be used for insider trading. The quiet periods for the full-year results and the half-year results begin 60 and 45 days before publication, respectively. The quiet period for the first quarter and nine-month results begins 30 days before publication. If the results are available in the operational reporting system before these dates, the respective quiet period commences on that date. The general quiet periods last until one day after publication of the results. In addition, special quiet periods apply for all events that may have a material positive or negative impact on the share price, beginning on the date of receipt of the information, or as ordered by the Board of Directors or Group Management, until one day after publication. In the year under review, the general quiet periods lasted from December 20, 2024, to February 25, 2025; March 14, 2025, to April 17, 2025; June 13, 2025, to July 31, 2025; September 24, 2025, to October 28, 2025; and December 19, 2025, to February 24, 2026.

In 2025, no exceptions from quiet periods were granted.