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Publizierende Stelle
Amrize AG, (Amrize Ltd) (Amrize SA), Grafenauweg 8, 6300 Zug

Einladung zur ordentlichen Generalversammlung Amrize AG

Betroffene Organisation:
Amrize AG
CHE-238.689.758
Grafenauweg 8
6300 Zug

Angaben zur Generalversammlung:
21.04.2026, 09:00 Uhr, Theater Casino Zug, Artherstrasse 4, 6300 Zug, Switzerland

Einladungstext/Traktanden:
The text of the invitation to the 2026 Annual General Meeting of Amrize Ltd is available in the annex to this publication.

Dear Amrize Shareholders,

On June 23, 2025, we launched Amrize as an independent, publicly traded company to be the partner of choice for the professional builders of North America. We have set a strong foundation and are well positioned for long term, profitable growth.

In 2025, we increased Revenues to \$11.8 billion and delivered \$1.2 billion of Net income and \$3.0 billion of Adjusted EBITDA¹. We generated strong Operating Cash Flow of \$2.2 billion and Free Cash Flow¹ of \$1.5 billion, and we finished the year with a Net Leverage Ratio¹ of 1.1x.

As we closed 2025, we saw growing customer demand in cement and aggregates, as well as continued positive pricing. Our Building Envelope business was affected by the soft residential roofing market, while commercial repair and refurbishment remained resilient.

Strong Long-Term Market Demand

We serve a \$200 billion addressable market across commercial, infrastructure and residential construction.

In the commercial sector, we saw improving demand as 2025 progressed. Data center construction continues to be a bright spot as hyperscalers rapidly build out the infrastructure that will power the AI economy.

In the commercial market we expect growth in 2026 as customers accelerate investments in manufacturing, warehousing and logistics.

Within infrastructure, demand continues to be steady. We see increasingly domestic-focused agendas both in the U.S. and Canada. Each country is prioritizing national investments and domestic materials to build strong futures, which positions Amrize well as the local partner with national scale.

The residential market remained soft in 2025 with interest rate and affordability concerns limiting construction activity.

As interest rates continue to decline, we expect pent up demand to unwind and construction activity to accelerate across all sectors.

Long term, North America is the world's most attractive construction market driven by mega trends from infrastructure modernization and onshoring of advanced manufacturing to data center expansion and the need to bridge the housing gap.

We have a strong pipeline of projects and are proud to be serving our customers' most demanding builds across these growth trends.

¹Adjusted EBITDA and Free Cash Flow represent Non-GAAP measures and are defined on page 61 and reconciled on pages 61-62 in the Annual Report on Form 10-K. Net Leverage Ratio is defined as the sum of short-term borrowings, long-term debt (\$4.9 billion) and current portion of long-term (\$0.3 billion) debt minus Cash and cash equivalents (\$1.9 billion), divided by trailing 12 months Adjusted EBITDA (\$3.0 billion).

Investing for Growth

We are increasing growth investments to expand production, improve efficiencies and best serve our customers.

In 2025, we invested \$788 million in CapEx, a 23% increase from 2024. In 2026, we plan to increase CapEx to \$900 million.

In December 2025, we completed the production expansion of our cement plant in Ste. Genevieve, Missouri, North America's largest and market-leading cement plant, adding 660,000 tons of capacity, increasing the plant's total capacity to 5.5 million tons annually.

To serve growing demand in the Dallas Fort-Worth region, we are expanding production capacity at our Midlothian Cement Plant by 100,000 tons, modernizing plant logistics and increasing operational efficiency.

In Oklahoma, we are investing in a greenfield aggregates quarry, adding 200 million tons of reserves for the region.

In Western Canada, we are adding 50,000 tons of production capacity at our Exshaw Cement Plant to support the growing Calgary market.

In Québec, we are investing to expand our St. Constant Cement Plant by 300,000 tons of production capacity and increase operational efficiency.

In Franklin, Indiana, we are building a state-of-the-art Malarkey shingles plant to expand our market share to the attractive Midwest and Eastern markets.

In addition to CapEx, we are executing on our M&A strategy and have a strong pipeline of value-accretive opportunities ahead.



Ste Genevieve cement plant, MO, USA

In 2025, we completed three bolt-on acquisitions and early this year we completed the acquisition of PB Materials, the aggregates leader in high-growth West Texas.

Part of our profitable growth strategy, this acquisition strengthens our aggregates business, adding over 50 years of aggregates reserves in West Texas to serve long term demand. PB Materials adds 26 operational sites into our network, extending operations throughout Texas and the Southern region as infrastructure, energy projects, data centers and commercial investments drive construction growth.

Driving Synergies with ASPIRE

We launched our ASPIRE program in 2025 to accelerate synergies. Leveraging our scale across 1,000 sites and two business segments, we are optimizing third party spending and driving efficiencies in our operational footprint and logistics network.

We realized initial savings in the fourth quarter of 2025 and are targeting 70 basis points of margin expansion through ASPIRE in 2026. We are on track to achieve \$250 million in synergies through 2028.

Delivering Shareholder Value

Our strong cash conversion and balance sheet provide the flexibility and firepower to fuel our growth and return cash to our shareholders.

The Amrize Board of Directors has approved a \$1.0 billion share repurchase program and is proposing a special one-time dividend of \$0.44 per share payable following the Annual General Meeting.

The Board is also proposing an annual ordinary dividend of \$0.44 per share, to be paid in quarterly installments.

These dividends, to be voted on by our Shareholders, will be paid out of capital contribution reserves and are not subject to Swiss withholding tax.

I thank my fellow Board Members for their leadership in the first year of Amrize. Together, we are providing strong governance to support the company's priorities of market leadership and superior value creation.

As I engage with our teammates and customers, I am truly excited about the future. We have established a strong foundation and are well positioned to deliver long term, profitable growth.

I sincerely thank our customers for their trust, our teammates for their commitment and our Shareholders for their confidence in Amrize.



Jan Jenisch
Chairman and CEO



To our shareholders:

You are cordially invited to attend Amrize's 2026 Annual General Meeting.

The 2026 Annual General Meeting will be held on April 21, 2026 at the Theater Casino Zug, in Zug, Switzerland. Doors will open at 08:00 am CEST and the 2026 Annual General Meeting will begin at 09:00 am CEST.

Enclosed is the Invitation for the 2026 Annual General Meeting, which includes an agenda and discussion of the items to be voted on at the 2026 Annual General Meeting, instructions on how you can exercise your voting rights, and all relevant information.

Whether or not you plan to attend the 2026 Annual General Meeting, your vote is important, and you should take the steps provided so that your shares are represented at the 2026 Annual General Meeting.

Thank you for your continued support,

A handwritten signature in black ink, appearing to read 'J. Jenisch', with a stylized flourish at the end.

Jan Jenisch
Chairman and CEO

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AMRIZE LTD (“AMRIZE”) - AGENDA ITEMS

1. Approval of the Annual Report, including the Consolidated Financial Statements and the Statutory Financial Statements of Amrize for fiscal year 2025
2. Advisory vote to approve the compensation of the Named Executive Officers for fiscal year 2025 (“Say on Pay Vote”)
3. Advisory vote on the frequency of “Say on Pay Vote”
4. Advisory vote on the Swiss Statutory Remuneration Report for fiscal year 2025
5. Advisory vote on the Non-Financial Matters Report for fiscal year 2025
6. Offsetting of accumulated losses for fiscal year 2025
7. Approval of a special distribution of legal reserves from capital contribution in the amount of USD 0.44 per outstanding share
8. Approval of the regular distribution of legal reserves from capital contribution in the amount of up to USD 0.44 per outstanding share in up to four (4) installments
9. Discharge of the members of the Board and the Executive Management from liability for activities during fiscal year 2025
10. Re-election and Election of the Board
 - 10.A. Re-election of Jan Jenisch
 - 10.B. Re-election of Nick Gangestad
 - 10.C. Re-election of Dwight Gibson
 - 10.D. Re-election of Holli Ladhani
 - 10.E. Re-election of Michael E. McKelvy
 - 10.F. Re-election of Jürg Oleas
 - 10.G. Re-election of Robert Rivkin
 - 10.H. Re-election of Katja Roth Pellanda
 - 10.I. Re-election of Maria Cristina A. Wilbur
 - 10.J. Election of Don P. Newman
 - 10.K. Election of Jacques Wolf Sanche
11. Re-election of Jan Jenisch as Chairman
12. Re-election of the Compensation Committee
 - 12.A. Re-election of Nick Gangestad
 - 12.B. Re-election of Katja Roth Pellanda
 - 12.C. Re-election of Maria Cristina A. Wilbur
13. Approval of the maximum aggregate compensation for the Board for the period from the 2026 Annual General Meeting to the 2027 Annual General Meeting
14. Approval of the maximum aggregate compensation for the Executive Management for fiscal year 2027
15. Re-election of Ernst & Young AG as Amrize’s statutory auditors and ratification of the appointment of Ernst & Young LLP as Amrize’s independent registered public accounting firm for U.S. securities law reporting for fiscal year 2026
16. Re-election of Advoro Zurich Ltd as Independent Voting Representative

March 12, 2026

The Board of Directors of Amrize Ltd

Proposal 1: Approval of the Annual Report, including the Consolidated Financial Statements and the Statutory Financial Statements of Amrize for fiscal year 2025

Explanation

The annual report according to Art. 958 s. 2 of the Swiss Code of Obligations (SR 220) (“SCO”), available at <https://investors.amrize.com/> (“Annual Report”), contains

- Amrize’s consolidated financial statements according to Art. 963 SCO (“Consolidated Financial Statements”);
- Amrize’s standalone statutory (i.e., nonconsolidated) financial statements (“Statutory Financial Statements”);
- the reports of Amrize’s auditors on the Consolidated Financial Statements and on the Statutory Financial Statements;
- information relating to corporate governance as required by the SIX Swiss Exchange Directive on Information relating to Corporate Governance.

Pursuant to Art. 698 para. 2 item 4 SCO, the management report (except where the company establishes consolidated financial statements pursuant to a recognized international accounting standards such as the “accounting principles generally accepted in the United States of America” (“U.S. GAAP”)), the standalone statutory financial statements and, if applicable, the consolidated financial statements of a company with regard to the preceding financial year must be submitted to shareholders for approval at each annual general meeting of shareholders. Amrize’s consolidated financial statements are prepared in accordance with U.S. GAAP and therefore, Amrize is not required to submit the management report to a shareholder vote. In the event of a negative vote on this proposal by shareholders, the board of directors or Amrize (“Board”) may call an extraordinary general meeting of shareholders for reconsideration of this proposal by the shareholder of Amrize (“Shareholders”), but is not required to do so.

Ernst & Young AG, as Amrize’s statutory auditor, issued an unqualified recommendation to Amrize's 2026 annual general meeting of shareholders (“Annual General Meeting”) that the Consolidated Financial Statements and Statutory Financial Statements of Amrize for fiscal year 2025 be approved. Ernst & Young AG expressed their opinion that the Consolidated Financial Statements present fairly, in all material respects, the financial position, the results of operations and the cash flows in accordance with U.S. GAAP and comply with Swiss law. They further expressed their opinion and confirmed that the Statutory Financial Statements and the proposed appropriation of available earnings comply with Swiss law and the Articles of Association and that the remuneration report according to Art. 734 et seq. SCO (“Swiss Statutory Remuneration Report”) contained under the section “Swiss Compensation Report Tables” in the Compensation Report included in Amrize's proxy statement available at <https://investors.amrize.com/> (“Proxy Statement”) complies with Swiss law and Amrize’s articles of association (“Articles of Association”).

Proposal

The Board proposes that the Annual Report, including the Consolidated Financial Statements and the Statutory Financial Statements of Amrize for the fiscal year 2025, be approved.

Voting requirement to approve proposal

The affirmative “FOR” vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” this proposal.

Recommendation

The Board recommends a vote “FOR” approval of the Annual Report, including the Consolidated Financial Statements and the Statutory Financial Statements of Amrize for the fiscal year 2025.

Proposal 2: Advisory vote to approve the compensation of the Named Executive Officers for fiscal year 2025 (“Say on Pay Vote”)

Explanation

The Board is asking the Shareholders to approve, on an advisory basis, the compensation of Jan Jenisch (Chairman of the Board and Chief Executive Officer), Ian Johnston (Chief Financial Officer), Denise Singleton (Chief Legal Officer), Jaime Hill (President, Building Materials) and Jake Gosa (President, Building Envelope) (collectively, the “Named Executive Officers) disclosed in the compensation report (including the compensation disclosure & analysis, compensation tables, report of the compensation committee and the Swiss Statutory Remuneration Report) included in the Proxy Statement (“Compensation Report”), including the compensation discussion and analysis and the compensation tables, beginning on page 48 of the Proxy Statement. The vote under this Proposal 2 is not intended to address any specific items of compensation or any specific Named Executive Officer, but rather the overall compensation of Amrize’s Named Executive Officers and the philosophy, policies and practices described in the compensation discussion and analysis.

This say-on-pay vote is advisory and therefore not binding. It is carried out as a best practice and to comply with applicable U.S. proxy statement rules, and is consequently independent from, and comes in addition to,

- the binding vote on the approval of the maximum aggregate compensation for the Board for the period from the 2026 Annual General Meeting to 2027 Annual General Meeting pursuant to Proposal 13 below;
- the binding vote on the approval of the maximum aggregate compensation for the executive management of Amrize as defined in Amrize’s organizational regulations dated 23 June 2025 (“Executive Management”) for fiscal year 2027 pursuant to Proposal 14 below; and
- advisory vote on the Swiss Statutory Remuneration Report for fiscal year 2025 pursuant to Proposal 4.

However, the say-on-pay vote will provide information to Amrize regarding the Shareholder’s views about our executive compensation philosophy, policies and practices, which the compensation committee of Amrize (“Compensation Committee”) will be able to consider when determining future executive compensation.

The Compensation Committee has developed a compensation program that is described more fully in the compensation discussion and analysis for fiscal year 2025 included in the Proxy Statement.

Proposal

The Board proposes that the Shareholders approve, on an advisory basis, the Named Executive Officers compensation disclosed in the Compensation Report for fiscal year 2025.

Voting requirement to approve proposal

The affirmative “FOR” vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” this proposal.

Recommendation

The Board recommends a vote “FOR” approval of the following advisory resolution:

“Resolved, that the compensation paid to Amrize’s named executive officers as disclosed in the Compensation Report for fiscal year 2025 is hereby approved.”

Proposal 3: Advisory Vote on the frequency of “Say on Pay Vote”

Explanation

Section 14A of the Securities Exchange Act of 1934 requires that shareholders be provided every six years with an advisory vote as to whether the advisory vote on the compensation of Amrize’s named executive officers should occur every one, two or three years.

As this is the first year in which Amrize is required to file a proxy statement and giving the Shareholders the opportunity to vote on an advisory basis on the compensation of Amrize’s Named Executive Officers, the Board proposes that the Shareholders be provided with an advisory vote on whether the advisory vote on the compensation of Amrize’s named executive officers should occur every one, two or three years. Shareholders may also, if they wish, abstain from voting on this Proposal 3. Amrize is presenting this proposal to give the Shareholders the opportunity to inform us as to how often you wish Amrize to hold an advisory vote on executive compensation. As an advisory vote, the Shareholders’ vote on this proposal is not binding on Amrize. However, the Board will review voting results and will give consideration to such voting.

The Board recommends that an advisory vote on executive compensation be held every year. Since the compensation of the named executive officers of Amrize is evaluated, adjusted and approved by the Compensation Committee on an annual basis, the Board believes that holding such vote every year will provide a communication channel for the Shareholders to provide input on Amrize’s compensation philosophy, policies and practices as disclosed in the proxy statement every year. In the future, we may determine that a less frequent advisory vote is appropriate, either in response to the vote of the Shareholders on this Proposal 3 or for other reasons. The proxy card provides the Shareholders with the opportunity to choose among four options (holding the vote every one, two or three years, or abstaining) and therefore the Shareholders will not be voting to approve or disapprove the recommendation of the Board.

Proposal

The Board proposes that the Shareholders vote “FOR” the option of every one year for future advisory votes on the compensation of Amrize’s named executive officers.

Voting Requirement to Approve Proposal

The affirmative “FOR” vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” this proposal.

Recommendation

The Board proposes that the Shareholders vote “FOR” the option of every one year for future advisory votes on the compensation of Amrize’s named executive officers.

Proposal 4: Advisory vote on the Swiss Statutory Remuneration Report for fiscal year 2025

Explanation

In accordance with Art. 734 para. 1 SCO, Amrize is required to prepare a separate remuneration report and to submit it annually to the Shareholders for an advisory vote. The Swiss Statutory Remuneration Report for fiscal year 2025 sets forth, for the fiscal year ended December 31, 2025, the aggregate compensation of the members of the Board and the members of the Executive Management.

For the Swiss Statutory Remuneration Report for fiscal year 2025, together with the report of Amrize's statutory auditor thereon as included in the Proxy Statement, please refer to the section "Swiss Compensation Report Tables" in the Compensation Report on page 84 of the Proxy Statement.

Proposal

The Board proposes that the Shareholders approve, on an advisory basis, the Swiss Statutory Remuneration Report for fiscal year 2025.

Voting requirement to approve proposal

The affirmative "FOR" vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote "AGAINST" this proposal.

Recommendation

The Board recommends a vote "FOR" approval, on an advisory basis, of the Swiss Statutory Remuneration Report for the fiscal year 2025.

Proposal 5: Advisory vote on the Non-Financial Matters Report for fiscal year 2025

Explanation

The report on non-financial matters according to Art. 964a et seq. SCO (“Non-Financial Matters Report”) is enclosed as Annex B to the Proxy Statement. It is also available at <https://investors.amrize.com/>.

Under Swiss corporate law, qualified Swiss companies are required to prepare a non-financial matters report and to submit it annually to their shareholders for an advisory vote at the annual general meeting of shareholders.

Amrize’s Non-Financial Matters Report covers environmental matters (including CO₂), social matters, employee-related matters, respect for human rights and combating corruption. Please refer to the section “2025 Non-Financial Matters Report” hereafter.

SCV Consulting Ltd. provided a limited assurance in accordance with ISO 14064-3: 2019 on selected key performance indicators included in the Non-Financial Matters Report.

Proposal

The Board proposes that the Shareholders approve, on an advisory basis, the Non-Financial Matters Report for fiscal year 2025.

Voting requirement to approve proposal

The affirmative “FOR” vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” this proposal.

Recommendation

The Board recommends a vote “FOR” approval, on an advisory basis, of the Non-Financial Matters Report for fiscal year 2025.

Proposal 6: Offsetting of accumulated losses for fiscal year 2025

Explanation

Under Swiss law, the appropriation of available earnings or accumulated loss, as the case may be, as set forth in a company's standalone statutory (i.e., non-consolidated) financial statements must be submitted to its shareholders for approval at each annual general meeting of shareholders (Art. 698 para. 2 item 4 SCO).

Proposal

The Board proposes the following offsetting of accumulated losses:

| | | |
|---|------------|----------------------|
| Results carried forward | USD | (354,954) |
| Net loss of the year | USD | (101,901,952) |
| Total | USD | (102,256,906) |
| Offset with legal retained earnings | USD | 561 |
| Offset with legal capital reserves (other capital reserves) | USD | 102,256,345 |
| Balance to be carried forward | USD | — |

Voting requirement to approve proposal

The affirmative "FOR" vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote "AGAINST" this proposal.

Recommendation

The Board recommends a vote "FOR" approval of the proposed offsetting of accumulated losses for fiscal year 2025.

Proposal 7: Approval of a special distribution of legal reserves from capital contribution in the amount of USD 0.44 per outstanding share

Explanation

Under Swiss law, the distribution of legal reserves from capital contributions must be approved by the company's general meeting of shareholders. This year, the Board proposes both the approval of a special one-time dividend in the form of a special distribution out of legal reserves from capital contribution reserves and the approval of the annual ordinary dividend, also in the form of a distribution out of the legal reserves from capital contribution (see Proposal 8).

Proposal

The Board proposes the following appropriation of reserves:

| | | |
|---|------------|----------------------|
| Legal reserves from capital contribution (foreign and unconfirmed) | USD | 2,163,578,445 |
| Special distribution of legal reserves from capital contribution ¹ | USD | (249,425,226) |
| Regular distribution of legal reserves from capital contribution (see Proposal 8) | USD | up to (250,657,000) |
| Balance to be carried forward | USD | 1,663,496,219 |

The Board proposes the approval of a special one-time dividend in the form of a special distribution out of the legal reserves from capital contributions (foreign and unconfirmed) in the amount of up to USD 0.44 per outstanding share.

No distribution shall be made on shares held by Amrize or any of its direct or indirect subsidiaries.

If the proposal of the Board is approved, the last trading day with entitlement to receive the distribution is expected to be 23 April 2026. The shares will be traded ex-dividend on or around 24 April 2026. The distribution is expected to occur on 4 May 2026.

Our statutory auditor, Ernst & Young AG, has confirmed that the proposal for the special distribution of legal reserves from capital contributions conforms with the requirements of the SCO and our Articles of Association.

Voting requirement to approve proposal

The affirmative "FOR" vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote "AGAINST" this proposal.

Recommendation

The Board recommends a vote "FOR" the approval of the special distribution of legal reserves from capital contribution in the amount of USD 0.44 per outstanding share.

¹ The actual amount of the distribution will be determined based on the number of outstanding shares as of the last trading day with entitlement to receive the dividend.

Proposal 8: Approval of the regular distribution of legal reserves from capital contribution in the amount of up to USD 0.44 per outstanding share in up to four (4) installments

Explanation

Under Swiss law, the distribution of legal reserves from capital contributions must be approved by the company's general meeting of shareholders.

Proposal

The Board proposes the following appropriation of reserves:

| | | |
|--|------------|----------------------|
| Legal reserves from capital contribution (foreign and unconfirmed) | USD | 2,163,578,445 |
| Special distribution of legal reserves from capital contribution ² (see Proposal 7) | USD | (249,425,226) |
| Regular distribution of legal reserves from capital contribution | USD | up to (250,657,000) |
| Balance to be carried forward | USD | 1,663,496,219 |

The Board proposes the approval of the annual ordinary dividend in the form of a regular distribution out of the legal reserves from capital contributions (foreign and unconfirmed) in the amount of up to USD 0.44 per outstanding share. The regular distribution of the legal reserves from capital contributions (foreign and unconfirmed) will be made in up to four (4) distribution installments until the date of the next Annual General Meeting, in the amount and at payment dates to be determined by the Board in its discretion, and the sum of such distribution installments shall not exceed USD 0.44 per outstanding share. The record date and payment date for each such distribution installment shall be announced in a press release at least ten (10) calendar days prior to the respective record date. Payments of distribution installments will be made with respect to Amrize's outstanding share capital on the respective record date for the applicable payment of the distribution installment, which will exclude any shares of Amrize held by Amrize or any of its direct or indirect subsidiaries. The reduction to our reserve from capital contributions in our Statutory Financial Statements will be determined based on the aggregate amount of the distribution paid through all distribution installments.

If the proposal is approved, the aggregate USD amount of the regular distribution of legal reserves from capital contributions will be capped at an amount such that the aggregate reduction to our legal reserve from capital contributions will not exceed USD 250,657,000. This includes a 3% margin (compared to the aggregate dividend amount calculated by reference to the 553,082,525 shares outstanding as of December 31, 2025 and assuming a regular distribution of legal reserves from capital contribution in the amount of USD 0.44 per outstanding share) to accommodate new share issuances that may occur between the 2026 Annual General Meeting and the record date for the payment of the fourth (4th) dividend installment.

The number of shares eligible for payments of distribution installments may change due to the repurchase of shares, the sale of treasury shares, or the issuance of new shares, including based on Amrize's capital band and conditional share capital. Shares issued out of treasury or our capital band will be entitled to payments of distribution installments if issued and outstanding as of the relevant record date for the payment of a distribution installment.

If the aggregate distribution is lower than the cap of USD 250,657,000, any unused amount will be allocated back to Amrize's legal reserves from capital contributions. To the extent that the payment of a distribution installment would cause the cap of USD 250,657,000 to be exceeded, the USD amount of the current or future distribution will be reduced so that the aggregate amount of all payments of distribution installments does not exceed the cap of USD 250,657,000. If the cap of USD 250,657,000 were reached, no further distribution of legal reserves from capital contributions can be made.

Our statutory auditor, Ernst & Young AG, has confirmed that the proposal for the regular distribution of legal reserves from capital contributions conforms with the requirements of the SCO and our Articles of Association.

Voting requirement to approve proposal

The affirmative "FOR" vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote "AGAINST" this proposal.

Recommendation

The Board recommends a vote "FOR" the approval of the regular distribution of legal reserves from capital contribution in the amount of up to USD 0.44 per outstanding share in up to four (4) installments.

² The actual amount of the distribution will be determined based on the number of outstanding shares as of the last trading day with entitlement to receive the dividend.

Proposal 9: Discharge of the members of the Board and the Executive Management from liability for activities during fiscal year 2025

Explanation

As is customary for Swiss corporations, the shareholders are requested to discharge the members of the Board and the Executive Management from liability for their activities during the fiscal year 2025. This discharge from liability exempts members of the Board and the Executive Management from liability claims brought by Amrize or the Shareholders on behalf of Amrize against any of them for activities carried out during the fiscal year 2025 relating to facts that have been disclosed to the Shareholders. Shareholders that do not vote in favor of this proposal or acquire their shares after the vote on this proposal without knowledge of the approval of this proposal, are not bound by the result of the vote on this proposal for a period ending twelve (12) months thereafter.

Proposal

The Board proposes that Shareholders discharge the members of the Board and Executive Management from liability for activities during the fiscal year 2025.

Voting requirement to approve proposal

The affirmative “FOR” vote of a majority of the votes cast at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” this proposal. Members of the Board and the Executive Management are not entitled to vote on this Proposal 9.

Recommendation

The Board recommends a vote “FOR” the proposal to release the members of the Board and the Executive Management from liability for activities during fiscal year 2025.

Proposal 10: Re-election and election of the Board

Explanation

The Board is presently composed of nine (9) members of the Board (each a “Director”). Each Director was elected for a term from June 23, 2025 (the date the spin-off of Amrize from the Holcim group took effect) to the 2026 Annual General Meeting.

At the recommendation of the nomination & governance committee of Amrize as defined in Amrize’s organizational regulations (“Nomination & Governance Committee”), the Board has nominated all current Directors to continue to serve as directors for another one-year term, beginning at the completion of the 2026 Annual General Meeting and ending at the completion of the 2027 Annual General Meeting and has nominated two (2) additional directors, Don P. Newman and Jacques Wolf Sanche, to serve as directors for a one-year term, beginning at the completion of the 2026 Annual General Meeting and ending at the completion of the 2027 Annual General Meeting. There will be a separate vote on each nominated Director.

The Board has no reason to believe that any of the nominated Directors will be unwilling or unable to serve, if re-elected or elected as a Director.

For further information on the Board, including the current members of the Board, Board Committees, the means by which the Board exercises supervision of the Executive Management, and other information, please see section “Corporate Governance and Board Matters – Members of the Board of Directors and Board Committees” in the Proxy Statement.

Proposals

10.A. Re-election of Jan Jenisch

Proposal: The Board proposes that Jan Jenisch be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Jan Jenisch, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.B. Re-election of Nick Gangestad

Proposal: The Board proposes that Nick Gangestad be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Nick Gangestad, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.C. Re-election of Dwight Gibson

Proposal: The Board proposes that Dwight Gibson be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Dwight Gibson, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.D. Re-election of Holli Ladhani

Proposal: The Board proposes that Holli Ladhani be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Holli Ladhani, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.E. Re-election of Michael E. McKelvy

Proposal: The Board proposes that Michael E. McKelvy be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Michael E. McKelvy, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.F. Re-election of Jürg Oleas

Proposal: The Board proposes that Jürg Oleas be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Jürg Oleas, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” in the Proxy Statement.

10.G. Re-election of Robert Rivkin

Proposal: The Board proposes that Robert Rivkin be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Robert Rivkin, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.H. Re-election of Katja Roth Pellanda

Proposal: The Board proposes that Katja Roth Pellanda be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Katja Roth Pellanda, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.I. Re-election of Maria Cristina A. Wilbur

Proposal: The Board proposes that Maria Cristina A. Wilbur be re-elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Maria Cristina A. Wilbur, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.J. Election of Don P. Newman

Proposal: The Board proposes that Don P. Newman be elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Don P. Newman, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

10.K. Election of Jacques Wolf Sanche

Proposal: The Board proposes that Jacques Wolf Sanche be elected to the Board for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Jacques Wolf Sanche, please refer to the section “Corporate Governance and Board Matters – Members of the Board of Directors” hereafter.

Voting requirement to approve proposals 10.A. to 10.K.

For each election proposal, the affirmative “FOR” vote of a majority of the votes validly represented at the 2026 Annual General Meeting will be required. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” an election proposal.

Recommendation

The Board recommends a vote “FOR” the re-election or election to the Board of each of the nominated Directors above.

Proposal 11: Re-election of Jan Jenisch as Chairman

Explanation

Pursuant to Art. 698 para. 3 item 1 SCO and the Articles of Association, the chairman of the Board (“Chairman”) is to be elected individually by the Annual General Meeting. Jan Jenisch has served as Chairman and Chief Executive Officer since the spin-off of Amrize from Holcim, which took effect on June 23, 2025. The Board recommends his re-election based on his extensive experience and leadership as Chairman and Chief Executive Officer of Amrize, Chairman and Chief Executive Officer of Holcim AG as well as Chief Executive Officer of Sika AG.

Proposal

The Board unanimously proposes the re-election of Jan Jenisch as Chairman for a one-year term ending at the closing of the 2027 Annual General Meeting.

Voting requirement to approve proposal

The affirmative “FOR” vote of a majority of the votes cast at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” this proposal.

Recommendation

The Board recommends a vote “FOR” the election of Jan Jenisch as Chairman for a one-year term ending at the closing of the 2027 Annual General Meeting.

Proposal 12: Re-election of the Compensation Committee

Explanation

Pursuant to Art. 698 para. 3 item 2 of the SCO and the Articles of Association, the Annual General Meeting is responsible for the individual and annual election of the members of the Compensation Committee. Only members of the Board can be elected as members of the Compensation Committee.

At the recommendation of the Nomination & Governance Committee, the Board has nominated all three current members of the Compensation Committee for another term of one year, ending at the closing of the 2027 Annual General Meeting. As required by the Compensation Committee charter, all of the nominees are independent in accordance with the requirements of the listing standards of the NYSE, the outside director definition of Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended, the definition of a “non-employee director” for purposes of Rule 16b-3 promulgated by the U.S. Securities and Exchange Commission, and Rule 10C-1(b)(1) of the U.S. Securities Exchange Act of 1934, as amended.

There will be a separate vote on each nominee.

Proposals

12.A. Re-election of Nick Gangestad

Proposal: The Board proposes that Nick Gangestad be re-elected to the Compensation Committee for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Nick Gangestad, please refer to the section “Corporate Governance and Board Matters – Members of the Board” in the Proxy Statement.

12.B. Re-election of Katja Roth Pellanda

Proposal: The Board proposes that Katja Roth Pellanda be re-elected to the Compensation Committee for a one-year term ending at the closing of the 2027 Annual General Meeting.

For biographical information and qualifications of Katja Roth Pellanda, please refer to the section “Corporate Governance and Board Matters – Members of the Board” in the Proxy Statement.

12.C. Re-election of Maria Cristina A. Wilbur

Proposal: The Board proposes that Maria Cristina A. Wilbur be re-elected to the Compensation Committee for a one-year term ending at the closing of the 2027 Annual General Meeting.

The Board has appointed Maria Cristina A. Wilbur as Chair of the Compensation Committee, subject to her re-election as Chair to the Compensation Committee.

For biographical information and qualifications of Maria Cristina A. Wilbur, please refer to the section “Corporate Governance and Board Matters – Members of the Board” in the Proxy Statement.

Voting requirement to approve proposals 12.A. to 12.C.

The affirmative “FOR” vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” this proposal.

Recommendation

The Board recommends a vote “FOR” the election to the Compensation Committee of each of the above nominees for a one-year term ending at the closing of the 2027 Annual General Meeting.

Proposal 13: Approval of the maximum aggregate compensation for the Board for the period from the 2026 Annual General Meeting to the 2027 Annual General Meeting

Explanation

Pursuant to Art. 735 para. 1 of the SCO and the Articles of Association, the maximum aggregate amount of compensation of the Board for the period from the 2026 Annual General Meeting up to the 2027 Annual General Meeting must be approved by the Shareholders in a binding vote.

The proposal is based on the Board consisting of eleven (11) Directors, of whom ten (10) are non-employee Directors. Only the non-employee Directors are included in this proposal. Amrize's Chief Executive Officer, who is also the Chairman, does not receive any compensation for his role as a Director. His compensation is included in the vote on the maximum aggregate compensation for the Executive Management (see Proposal 14). The proposed maximum aggregate amount includes all forms of cash, stock and other compensation of the Board and represents the maximum possible amount that Amrize could pay or grant to the Board for the period from the 2026 Annual General Meeting up to the next Annual General Meeting and not necessarily the actual amount that will be paid. The impact of future currency variations cannot be fully anticipated and is therefore not taken into account in the proposed maximum aggregate amount for those Directors who are paid in foreign currencies. A detailed description of Amrize's compensation program currently in effect for the Board can be found under the "Director Compensation Disclosure" section of the Compensation Report for fiscal year 2025. Actual compensation paid to the Directors in the fiscal year 2026 will be disclosed in the proxy statement for Amrize's 2027 Annual General Meeting and the Swiss Statutory Remuneration Report for fiscal year 2026. The general principles of the compensation for the Board are described in Article 25 of the Articles of Association. We use a combination of cash and equity compensation to attract and retain qualified candidates to serve on our Board.

Proposal

The Board proposes that the Shareholders approve a maximum aggregate amount of compensation of the Board of USD 3,600,000 for the period from the 2026 Annual General Meeting to the 2027 Annual General Meeting.

Voting requirement to approve proposal

The affirmative "FOR" vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote "AGAINST" this proposal.

Recommendation

The Board recommends a vote "FOR" the approval of the maximum aggregate amount of the compensation of the Directors of the Board of USD 3,600,000 for the period from the 2026 Annual General Meeting to the 2027 Annual General Meeting.

Proposal 14: Approval of the maximum aggregate compensation for the Executive Management for fiscal year 2027

Explanation

Pursuant to Art. 735 para. 1 of the SCO, the maximum aggregate amount of compensation of the Executive Management for the next fiscal year must be approved by the Shareholders in a binding vote. The applicable next fiscal year is fiscal year 2027. This vote is independent from, and comes in addition to, the non-binding, advisory say-on-pay vote contemplated in Proposal 2.

Amrize's Executive Management currently consists of Jan Jenisch (Chief Executive Officer), Ian Johnston (Chief Financial Officer), Roald Brouwer (Chief Technology Officer), Stephen Clark (Chief People Officer), Nollaig Forrest (Chief Marketing and Corporate Affairs Officer), Jake Gosa (President of Amrize Building Envelope), Mario Gross (Chief Supply Chain Officer), Jaime Hill (President of Amrize Building Materials), Samuel Poletti (Chief Strategy and M&A Officer), and Denise Singleton (Chief Legal Officer and Corporate Secretary).

The proposed maximum aggregate amount includes all forms of cash, PSUs and other compensation and is based on the expected fiscal year 2027 compensation of the Executive Management. This amount represents the maximum possible amount that Amrize could pay or grant to the members of Executive Management in the 2027 fiscal year, subject to the authority to grant or pay a "supplementary amount" pursuant to Article 24 of our Articles of Association without additional Shareholder ratification to persons who newly assume an Executive Management position after the vote at the 2026 Annual General Meeting, and not necessarily the actual amount that will be paid. Actual compensation paid to the Executive Management in 2026 will be disclosed in the proxy statement for our 2027 Annual General Meeting and the Swiss Statutory Remuneration Report for fiscal year 2026. For a detailed description of our compensation principles currently in effect for the Executive Management, please refer to the Compensation Report. We recommend that our shareholders read our Articles of Association, in particular Article 25 regarding the general principles of compensation, and the Compensation Report, to understand our Executive Management compensation principles and process when considering this proposal. The actual amounts paid to each member of the Executive Management for fiscal year 2025 are disclosed in the Compensation Report.

Proposal

The Board proposes that the Shareholders approve a maximum aggregate amount of compensation of the Executive Management of USD 59,000,000 for fiscal year 2027.

Voting requirement to approve proposal

The affirmative "FOR" vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote "AGAINST" this proposal.

Recommendation

The Board recommends a vote "FOR" the approval of the maximum aggregate amount of the compensation of the Executive Management of USD 59,000,000 for fiscal year 2027

Proposal 15: Re-election of Ernst & Young AG as Amrize’s statutory auditors and ratification of the appointment of Ernst & Young LLP as Amrize’s independent registered public accounting firm for U.S. securities law reporting for fiscal year 2026

Explanation

In accordance with Art. 698 para. 2 item 2 of the SCO and the Articles of Association, the Annual General Meeting elects the statutory auditors on an annual basis. Ernst & Young AG, who assumed its first audit mandate for Amrize during fiscal year 2025, has confirmed that they meet the independence requirements as set forth by the Swiss Federal Act on the Licensing and Oversight of Auditors. The Board recommends their re-election based on their performance and continued independence for the fiscal year 2026.

The Audit Committee has also appointed Ernst & Young LLP as Amrize’s independent registered public accounting firm for the fiscal year 2026 for purposes of U.S. securities law reporting. The Articles of Association do not require that Shareholders ratify the appointment of Ernst & Young LLP as Amrize’s independent registered public accounting firm. However, Amrize is submitting the appointment of Ernst & Young LLP to the Shareholders for ratification as a matter of good corporate governance. If the Shareholders do not ratify the appointment, the Audit Committee will reconsider whether to retain Ernst & Young LLP. Even if the appointment is ratified, the Audit Committee may, in its discretion, change the appointment during the year if the Audit Committee determines that such a change would be in the best interests of Amrize and its Shareholders.

Information on the fees paid by Amrize to Ernst & Young AG and Ernst & Young LLP as well as further information regarding Ernst & Young AG and Ernst & Young LLP, is set out below under the section “Independent Auditor,” “Report of the Audit Committee,” “Principal Accountant Fees and Services” and “Principal Accountant for 2026.”

One or more representatives of Ernst & Young AG will be present at the 2026 Annual General Meeting. They will have an opportunity to make a statement at the 2026 Annual General Meeting if they wish and are expected to be available to respond to questions from Shareholders.

Proposal

The Board proposes that Ernst & Young AG be re-elected as Amrize’s statutory auditors for the fiscal year 2026 and that the appointment of Ernst & Young LLP as Amrize’s independent registered public accounting firm for fiscal year 2026 be ratified.

Voting requirement to approve proposal

The affirmative “FOR” vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote “AGAINST” this proposal.

Recommendation

The Board recommends a vote “FOR” the re-election of Ernst & Young AG as Amrize’s statutory auditors and the ratification of the appointment of Ernst & Young LLP as Amrize’s independent registered public accounting firm, each for the fiscal year ending December 31, 2026.

Proposal 16: Re-election of Advoro Zurich Ltd as Independent Voting Representative

Explanation

Pursuant to Art. 698 para. 3 item 3 of the SCO and the Articles of Association, the Annual General Meeting is responsible for the annual election of Amrize's independent voting representative according to Art. 689c SCO (the "Independent Voting Representative").

The law firm Advoro Zurich Ltd has confirmed to the Board that it possesses the necessary independence to perform this mandate.

Proposal

The Board proposes that the law firm Advoro Zurich Ltd be elected as Independent Voting Representative for a one-year term ending at the closing of the 2027 Annual General Meeting.

Voting requirement to approve proposal

The affirmative "FOR" vote of a majority of the votes validly represented at the 2026 Annual General Meeting. An abstention, blank or invalid ballot will have the effect of a vote "AGAINST" this proposal.

Recommendation

The Board recommends a vote "FOR" the election of the law firm Advoro Zurich Ltd as Independent Voting Representative for a one-year term ending at the closing of the 2027 Annual General Meeting.

ORGANIZATIONAL INFORMATION FOR SHAREHOLDERS

A. General information

1. Location, date and time of the 2026 Annual General Meeting

The 2026 Annual General Meeting of Amrize will be held physically at the Theater Casino Zug, Artherstrasse 4, 6300 Zug, Switzerland, on April 21, 2026, at 09:00 AM CEST. Doors will open at 8:00 AM CEST.

2. Eligibility to vote

If you are a Shareholder, whose shares are registered directly in Amrize's share register maintained by Computershare ("Share Register") in their own name ("Recorded Shareholder") as of April 6, 2026, 11:59 PM EDT (April 7, 2026, 5:59 AM CEST) ("Second Record Date"), you may (i) attend the 2026 Annual General Meeting and vote your shares in person at the 2026 Annual General Meeting (subject to the limitations set out below) or (ii) appoint a proxy and provide your voting instructions to such proxy to vote your shares at the 2026 Annual General Meeting. However, if you sell your shares after the Second Record Date and Computershare Trust Company N.A. ("Computershare") is notified of the sale, your votes for those shares will not be counted in the 2026 Annual General Meeting. Any person who purchases shares after the Share Register closes on the Second Record Date will not be able to register them until the day after the 2026 Annual General Meeting and so will not be able to vote the shares at the 2026 Annual General Meeting. No Shareholder will be entered in the Share Register as a Shareholder with voting rights between the close of business on the Second Record Date and the opening of business on the day following the 2026 Annual General Meeting. Computershare, which maintains our Share Register, will, however, continue to register transfers of shares in the Share Register in its capacity as transfer agent during this period.

If you are a Shareholder, who holds shares through a bank, broker, or other organization, and who is considered to be the "beneficial owner" of those shares ("Beneficial Shareholder") as of the Second Record Date, you may (i) attend the 2026 Annual General Meeting and vote your shares in person at the 2026 Annual General Meeting *under the condition* that you first obtain a "legal proxy" from the brokerage firm, bank, or other nominee that holds your shares, giving you the right to vote the shares at the 2026 Annual General Meeting, and you bring that "legal proxy" with you to the 2026 Annual General Meeting, together with appropriate identification, or (ii) appoint the Independent Voting Representative or another proxy and provide your voting instructions to such proxy to vote your shares in person at the 2026 Annual General Meeting in accordance with the instructions provided by the bank, broker or other organization who holds our registered shares on your behalf.

B. Voting at the 2026 Annual General Meeting

1. Recorded Shareholders

Important notice: *As set out in the shareholder information on the proposed spin-off for Holcim's annual general meeting 2025, if you were a Holcim shareholder at the time of the effectiveness of the spin-off from Holcim on June 23, 2025, and therefore received shares, your shares were not automatically registered in your own name in the Share Register and therefore you did not automatically become a Recorded Shareholder. You are only a Recorded Shareholder if you actively contacted Computershare and submitted the required documentation to be registered in the Share Register.*

If you are a Recorded Shareholder you have received a proxy card, you can appoint the Independent Voting Representative as your proxy and provide your voting instructions either by

- (i) completing, signing and returning your proxy card by mail (using the postage-paid envelope Broadridge Financial Solutions, Inc. ("Broadridge") provided or by sending it to "Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, United States of America"); or
- (ii) using the website www.proxyvote.com by logging in with your 16-digit control number found on the proxy card; or
- (iii) giving your voting instructions by telephone by dialing the telephone number found on the proxy card.

If you want to appoint the Independent Voting Representative as your proxy and provide your voting instructions by way of the proxy card, the proxy card must be received by Broadridge by mail no later than April 16, 2026. If you want to appoint your proxy and provide your voting instructions by way of using the "www.proxyvote.com" platform or by telephone, your voting instructions must be received by Broadridge no later than 23:59 PM Eastern Time Zone on April 16, 2026.

If you have received a notice of internet availability of proxy materials, you can appoint the Independent Voting Representative as your proxy and provide your voting instructions by going to the website www.proxyvote.com and logging in with your 16-digit control number found on the notice of internet availability of proxy materials. If you provide your voting or using the website “www.proxyvote.com”, your voting instructions must be received no later than 23:59 PM Eastern Time Zone on April 16, 2026.

Under our Articles of Association, Recorded Shareholders may also grant proxies to any third-party to exercise their voting rights on their behalf. Any such third-party proxy need not be a Shareholder. You can appoint your third-party proxy by issuing a written power of attorney to the third-party proxy, authorizing such third-party proxy to vote your share at the 2026 Annual General Meeting. Please note that such power of attorney will have to bear your name (in block letters), your signature and the name of the third-party proxy (in block letters). On the day of the 2026 Annual General Meeting, the third-party proxy will have to present (i) the third-party proxy and (ii) proper identification documentation in order to be admitted to the 2026 Annual General Meeting.

If you wish to attend the 2026 Annual General Meeting in person, you may register in advance by marking the respective field on the proxy card or by using the website “www.proxyvote.com” and logging in with the 16-digit control number found on your proxy card or notice of internet availability of proxy materials. Registration must be made no later than April 14, 2026. On the date of the 2026 Annual General Meeting, you (or, if you have properly appointed a third-party proxy, such third-party proxy) will need to provide proper identification documentation to be admitted to the 2026 Annual General Meeting.

2. Beneficial Shareholders

If you are a Beneficial Shareholder holding its shares through a brokerage firm, bank, or other nominee through the DTC settlement system (“DTC Beneficial Shareholder”), in order to be able to vote, you should follow the instructions provided by your brokerage firm, bank, or other nominee, either by submitting voting instructions to the Independent Voting Representative or by attending the 2026 Annual General Meeting in person (or, through a properly appointed third-party proxy).

Please note that if you would like to attend the 2026 Annual General Meeting in person, you will need to obtain a “legal proxy” from your brokerage firm, bank, or other nominee that holds your shares, giving you the right to vote the shares at the 2026 Annual General Meeting. *Please ensure that such “legal proxy” states that (i) it is issued as of the Second Record Date, and (ii) bears your name as the holder of the proxy as well as the number of shares voted under such “legal proxy”, or you will not be able to attend the 2026 Annual General Meeting in person.* You will have to present the original copy of your legal proxy and valid identification documentation at the entrance to the venue of the 2026 Annual General Meeting.

You may also grant power of attorney to any third-party to exercise your voting rights on your behalf. Any such third-party proxy need not be a Shareholder. To appoint your third-party proxy, you must first obtain a “legal proxy” from your brokerage firm, bank, or other nominee that holds your shares. Then, you must issue a written power of attorney authorizing such third-party proxy to vote your share at the 2026 Annual General Meeting. Please note that such power of attorney will have to bear your name (in block letters), the number of shares you wish such third-party proxy to vote on your behalf, your signature and the name of the third-party proxy (in block letters). On the day of the 2026 Annual General Meeting, the third-party proxy will have to present (i) the “legal proxy” from the brokerage firm, bank, or other nominee that holds your shares, (ii) the third-party proxy and (iii) proper identification documentation in order to be admitted to the 2026 Annual General Meeting.

Important notice: ***Please note that you must ensure that you initiate the process to obtain a “legal proxy” well in advance of the date of the 2026 Annual General Meeting as such process may take significant time.***

If you are a Beneficial Shareholder holding its shares through a brokerage firm, bank, or other nominee through the SIX SIS settlement system (“SIX Beneficial Shareholder”), submitting voting instructions to the Independent Voting Representative, a third-party proxy or ordering a document to attend the 2026 Annual General Meeting in person (or, through a properly appointed a third-party proxy) may be possible through the assistance of your brokerage firm, bank, or other nominee. Some brokerage firms, banks, or other nominees may proactively approach you and seek voting or attendance instructions from you. Other brokerage firms, banks, or other nominees, however, may do so only upon your express request or may not provide such services at all. To the extent brokerage firms, banks, or other nominees provide these services, you should follow their instructions to be able to participate in the 2026 Annual General Meeting.

If you are a SIX Beneficial Shareholder and if your brokerage firm, bank, or other nominee, does not provide any services to enable you to participate in the 2026 Annual General Meeting and if you want to ensure that you are able to participate in the 2026 Annual General Meeting, we urge you to (i) either become a Recorded Shareholder by no later than April 6, 2026 or (ii) instruct your brokerage firm, bank, or other nominee to move the shares to a DTC-eligible account, in each case by proceeding as set out below.

(a) Becoming a Recorded Shareholder

Instruct your brokerage firm, bank, or other nominee, through which you hold your shares, to transfer and register your shares directly in your name in our Share Register as soon as possible. Once you are a Recorded Shareholder, you can proceed as set out under section B.1. (Recorded Shareholders) above.

(b) Moving your shares to a DTC-eligible account

Instruct your brokerage firm, bank, or other nominee, through which you hold your shares, to move the shares to a DTC-eligible account. Note that if your brokerage firm, bank, or other nominee does not have any DTC-eligible account, you will have to transfer your shares to a brokerage firm, bank, or other nominee with a DTC-eligible account. If you become a DTC Beneficial Shareholder before April 6, 2026, you may receive instructions from your brokerage firm, bank, or other nominee in order to be able to participate in the 2026 Annual General Meeting and you can proceed as set out under section B.2. first paragraph above.

Important notice: ***Please note that you must ensure that you initiate the process to register your shares with our Share Register or to become a DTC Beneficial Shareholder well in advance of the Second Record Date as such process may take significant time.***

3. Independent voting representative (Art. 689b SCO)

Advoro Zurich Ltd, Zollikerstrasse 226, 8008 Zurich, Switzerland, will vote all shares, for which it is designated as proxy, as specified by the respective Shareholder. For shares owned by Shareholders who have either (i) timely submitted a properly executed proxy card or (ii) voted electronically, but have not indicated specific voting instructions for some or all agenda items, the Independent Voting Representative will vote the shares: (a) “FOR” the election of the Director nominees, (b) in accordance with the recommendations of the Board on the other agenda items, and (c) in accordance with the recommendations of the Board upon such other matters as may properly come before the Annual General Meeting.