

Nomination and Sustainability Committee Charter



Board Directive V009

Edited by Yves Serra, Chairman of the Board

Date 11 December 2023
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Version 2.1 (replaces version 2 of 22 June 2020)
Valid as of 1 January 2024

Nomination and Sustainability Committee Charter

This charter describes and defines the rules, competencies and duties of the Nomination and Sustainability Committee (NSC).

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1. General Information

The Nomination and Sustainability Committee (hereinafter referred to as "NSC") is a standing board committee of Georg Fischer Ltd.

The appointment of the Nomination and Sustainability Committee by the Board is based on the Organization and Business Rules in accordance with paragraph 4, in particular paragraph 4.3.

2. Responsibilities

The NSC deals with two major topics:

- a) It assists the Board in planning successors to the Board and the Executive Committee as well as in selecting eligible candidates for the appointment to the Board and for the Executive Committee positions.
- b) It assists the Board in advising on the sustainability strategy, targets, initiatives and legislation regarding ESG topics, assessing the completeness and accuracy of the Sustainability Report and supporting the management in responding to stakeholders on request of the management.

3. Appointment, Dismissal and Term of Office

The NSC shall consist of a minimum of three non-executive Board members, the majority of whom are independent.

The Board appoints the members of the NSC and designates the Chairman.

The committee is elected by the Board for one year and can be dismissed by the Board at any time. An unlimited number of re-elections is possible.

4. Duties and Responsibilities

4.1. Nomination topics

4.1.1. Selection of candidates // The NSC lays down the principles for the selection of candidates for election or re-election to the Board and the Executive Committee and prepares the selection of candidates in accordance with these criteria.

It prepares the long- and the short-list for the Board and provides recommendations.

If possible, members of the NSC have the opportunity to interview candidates before they are proposed to the Board.

4.1.2. Management Development and appraisals // Annually, the NSC evaluates and comments the report of the CEO about

- management development and respective activities,
- status of succession candidates and talents, especially regarding Senior Management,

- the appraisal report about each member of the Executive Committee and
- the succession planning (short- and mid-term) for the Executive Committee.

4.1.3. Appraisal of the CEO // Annually, the NSC shall review the CEO appraisal, which is discussed by the Chairman of the Board in a one-to-one meeting with the CEO.

4.1.4. Self-assessment of the Board of Directors // The NSC leads the self-assessment process of the Board every second year and defines the criteria and its execution.

4.2. ESG topics // The primary responsibilities of the NSC include:

- 1) Advise on the sustainability strategy, targets, initiatives and legislation;
- 2) Approve the activity report and review environmental, social, and governance (ESG) performance;
- 3) Appraise sustainability frameworks, e.g. Global Reporting Initiative (GRI) and business partnerships, e.g. UN Global Compact or the World Business Council for Sustainable Development (WBCSD);
- 4) Assess the completeness and accuracy of the Sustainability Report and appraise the external verification of the Sustainability Report;
- 5) Appraise the scope and its integration into the Sustainability Report of the Non-Financial Reporting and propose it to the Board of Directors;
- 6) Appraise findings from benchmark with industry peers and leading sustainability companies.

5. Meetings and Organization

5.1. Principles // The NSC convenes as often as deemed necessary, at least twice per annum. Meetings are convened by the Chairman of the NSC or upon request of a NSC member or, in special cases, as a result of a Board decision.

A minimum of two members must be present in order for a resolution to be passed. The NSC Chairman is entitled to cast the deciding vote. Members of the NSC may participate in meetings by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation will constitute presence in person at such meeting.

The NSC generally carries out a self-assessment of its performance once a year.

5.2. Minutes // Minutes of the committee meetings are recorded and signed by the NSC Chairman and the Secretary, represented by the Head of Corporate HR.

Minutes related to sustainability will be written by the Head of Corporate Sustainability and kept separate from the nomination topics.

6. Meeting Participation

6.1. Nomination topics // In an advisory and non-voting capacity, the NSC meetings regarding nomination topics are generally attended by:

- a) the Chairman of the Board;
- b) the President and Chief Executive Officer (CEO);
- c) the Head of Corporate HR;
- d) and upon invitation, internal and external experts.

6.2. ESG topics // In an advisory and non-voting capacity, the NSC meetings regarding ESG topics are generally attended by:

- a) the Chairman of the Board;
- b) the President and Chief Executive Officer (CEO);
- c) the Chief Financial Officer (CFO);
- d) the Head of Corporate Sustainability
- e) and upon invitation, internal and external experts.

7. Reporting to the NSC

7.1. Nomination topics // The CEO and the Head of Corporate HR as well as the executives designated by the committee, update the NSC at the next NSC meeting on all relevant matters pursuant to the duties and responsibilities listed in paragraph 4.1 of these rules.

Annually, the CEO delivers an appraisal report about all members of the Executive Committee including the succession planning for short- and long-term replacements and the management development.

The Chairman of the NSC has the right to request information independently and directly from the CEO and the Head of Corporate HR.

7.2. ESG topics // The CEO and the Head of Corporate Sustainability as well as the executives designated by the committee, update the NSC at the next NSC meeting on all relevant matters pursuant to the duties and responsibilities listed in paragraph 4.2 of these rules.

The Chairman of the NSC has the right to request information independently and directly from the CEO, CFO and the Head of Corporate Sustainability.

8. Reporting to the Board of Directors

8.1. Nomination topics // The Chairman of the NSC updates the Board at its meetings on the activities of the committee and submits the NSC's opinion and recommendation on crucial personnel matters.

Every member of the Board receives the minutes of the NSC meetings.

8.2. Sustainability topics // The Chairman of the NSC updates the Board at its meetings on the activities of the committee and submits the NSC's opinion and recommendation on crucial sustainability matters. At least once per year, ESG topics will be part of the board agenda.

Every member of the Board receives the minutes of the NSC meetings.

9. Responsibility

In principle, to the extent this rule does not provide otherwise, the committee has an advisory and supervisory function in its area of expertise. Its activities do not discharge the Board from its legal obligations and responsibilities, particularly with regard to personnel matters and succession planning.

10. Corporate Regulations

10.1. Abstention // Should there be any danger of a conflict of interest in the decision-making process involving business and subject matters, the executive body concerned is excluded from deliberation and adoption of resolutions and abstains from voting.

11. Concluding Provision

11.1. Entry into force // This regulation takes effect on 1 January 2024. It was approved by the Board on 18 December 2023. It replaces all previous rules, in particular the V009 of 22 June 2023.

11.2. Revisions, amendments and adaptations // This regulation is reviewed generally every year and adapted if necessary.

12. Disclaimer

This directive is subject to change and does not constitute the base for any claims by any employees or third parties with regard to Georg Fischer Ltd or any of its corporate subsidiaries.

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