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SGS SA  
**Share or Cash Dividend 2025**  
Shareholder information brochure

**SGS**

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The information provided in this document should not be regarded as a recommendation to Eligible Shareholders (as defined below) to choose the Share Dividend (as defined below).

Eligible Shareholders should read the whole of this document, including in particular the risk factors set out in the section of this document titled "Risk Factors".

Before making a decision on whether to exercise their Election Rights, Eligible Shareholders should carefully read this document as well as additional information relating to the Share Dividend which can be found at [SGS 2025 Annual General Meeting of Shareholders | SGS](#). Eligible Shareholders should also consult their financial, legal and tax advisors before making any decision.

# Table of contents

<b>Disclaimer</b>	<b>2</b>
<b>Overview of the Proposed Share or Cash Dividend</b>	<b>4</b>
The Share or Cash Dividend	4
Eligible Shareholders	4
Eligible Shareholders located in the United States	5
Election Rights	5
Number of Dividend Shares Eligible Shareholders May Receive	5
Election Period and Exercise of the Election Right	6
Share Capital Increase and Shareholder Approval	6
Further Information Regarding the Share Dividend	6
<b>Terms of the Share Dividend</b>	<b>6</b>
Proposed Share Dividend	6
Reference Share Price	6
Discount and Distribution Value	6
Conversion Ratio	7
Number of Dividend Shares Required	7
Rounding and Fractions	7
Default Option	7
Irrevocability of Election	7
Payment and Delivery of Dividend Shares	7
Entitlement of Dividend Shares for Dividends and other Distributions	7
Issuance of Dividend Shares Subject to the Approval of the AGM	7
<b>Key Dates</b>	<b>8</b>
<b>Taxation</b>	<b>8</b>
<b>Source and Listing of Dividend Shares</b>	<b>8</b>
<b>Illustrative Calculations of the Share or Cash Dividend</b>	<b>9</b>
<b>Frequently Asked Questions</b>	<b>10</b>
<b>Risk Factors</b>	<b>12</b>
<b>Tax Analysis</b>	<b>13</b>
<b>Contact Information</b>	<b>15</b>



## Overview of the Proposed Share or Cash Dividend

**Building on the successful offer of a share dividend in 2024 (when 64.87% of the dividend was elected to be paid in the form of new SGS shares), SGS again offers Eligible Shareholders (as defined below) the option of receiving a Share Dividend (as defined below) in the form of shares of SGS instead of receiving the dividend in cash. The Dividend Shares (as defined below) transferred as Share Dividend will be valued at a discount of 5% compared to the Reference Share Price (as defined below) of the Existing Shares (as defined below).**

**Opting for the Share Dividend will allow Eligible Shareholders to increase their investment in SGS without incurring trading costs<sup>1</sup> and without deduction of a withholding tax and the levy of stamp duty.**

### The Share or Cash Dividend

The Board of Directors of SGS proposes to the AGM (under agenda item 3.1) the payment of a share or cash dividend (the **"Share or Cash Dividend"**) for the financial year 2024, giving each shareholder the right to receive per existing share of SGS (each an **"Existing Share"**, together the **"Existing Shares"**) held by such shareholder:

- either a cash dividend of CHF 3.20 (the **"Cash Dividend"**) payable fully out of the disposable profit and from reserves formed for this purpose as per art. 675 para. 2 of the Swiss Code of Obligations (the **"CO"**); or
- at the election of each Eligible Shareholder (as defined below), a dividend in the form of shares of SGS (the **"Share Dividend"**).

If Eligible Shareholders wish to receive the Cash Dividend, they do not need to take any further action.

Eligible Shareholders who wish to receive the Share Dividend in the form of a certain number of shares of SGS (the **"Dividend Shares"** and, together with the Existing Shares, the **"Shares"**) must exercise their Election Rights (as further set out below).

The Dividend Shares will be transferred free of charge (but shareholders should note that their custodian banks or brokers may charge certain banking or other fees) and the Dividend Shares will be valued at a discount of 5% to the trading prices obtained during the Reference Share Price period (as described below – see also the sections *"Reference Share Price"*, *"Discount and Distribution Value"* and *"Conversion Ratio"* below).

The Board of Directors of SGS believes that the proposed option to receive the Share Dividend constitutes an attractive opportunity for the SGS shareholders to increase their investment in SGS and to participate in the group's future growth. The attractiveness is increased because of the aforementioned discount and tax advantages.

If shareholders do not approve the proposed capital increase under agenda item 3.2 (see also further below), no dividend will be paid and the entire amount of retained earnings available for appropriation will be carried forward.

### Eligible Shareholders

Only shareholders of SGS that are Eligible Shareholders may view this document and exercise the Election Rights. **"Eligible Shareholders"** are all shareholders of SGS who are not located in:

- Canada, Japan, South Africa or Australia;
- the United States, except for QIBs (in accordance with Section 4(a)(2) of the Securities Act or another applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act); or
- any other jurisdiction where it is unlawful for the share election option to be made available by means of this document and in which any consents, licenses, approvals or authorizations of government, judicial or public bodies or authorities in that jurisdiction are required in connection with the Election Rights or the Shares.

Any such shareholder is not an Eligible Shareholder, may not exercise the Election Rights and will receive the Cash Dividend by default.

It is the responsibility of any person resident outside of Switzerland or the European Economic Area wishing to exercise Election Rights and to elect to receive the Share Dividend to be satisfied that such an election can validly be made without any further obligation on the part of SGS, and to be satisfied as to full observance of the laws of the relevant territory, including obtaining any governmental, regulatory or other consents which may be required and observing any other formalities in such territories and any resale restrictions which may apply to the Dividend Shares. Unless this condition is satisfied, such shareholders may not exercise Election Rights.

In addition, based on applicable sanctions laws, the distribution of Dividend Shares to certain shareholders may be restricted and necessary measures may be determined.

Holders of physical share certificates who wish to elect the Share Dividend are asked to deposit their physical share certificates in a securities deposit account with a bank ahead of the AGM to be able to elect the Share Dividend, otherwise they will receive the Cash Dividend through the share register.

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1. Subject to fees charged by their custodian banks or brokers.

### Eligible Shareholders located in the United States

Each Eligible Shareholder located in the United States who elects to receive the Share Dividend will be deemed to have acknowledged, undertaken, represented, warranted, confirmed and agreed (as the case may be) as follows:

1. It is electing the Share Dividend for investment purposes and not with a view to distribution or resale of the Election Rights or the Dividend Shares (the “**Securities**”), directly or indirectly, in the United States or otherwise in violation of the U.S. securities laws, and the Share Dividend does not constitute the purchase or sale of a security listed on a U.S. securities exchange.
2. It understands that (i) SGS’s corporate disclosure may differ from the disclosure made available by similar companies in the United States and (ii) regulations governing SIX Swiss Exchange Ltd may not be as extensive as those governing the U.S. securities markets.
3. In making any decision on the Share Dividend, it confirms it is experienced in investing in securities of this nature, is familiar with the markets in which SGS operates and it is aware that it may be required to bear, and are able to bear, the economic risk of, and are able to sustain a complete loss in connection with the Share Dividend and it has: (i) conducted its own investigation with respect to SGS and the Securities; (ii) received and reviewed all information that it believes is necessary or appropriate in connection with the Share Dividend; (iii) made its own assessment and have satisfied itself concerning the relevant tax, legal, currency and other economic considerations relevant to the Share Dividend; and (iv) sufficient knowledge and experience in financial and business matters and expertise in assessing credit, market and all other relevant risk and are capable of evaluating, and have evaluated, independently the merits, risks and suitability of the Share Dividend.
4. It is a QIB within the meaning of Rule 144A under the Securities Act and is acquiring the Dividend Shares for its own account or for the account of one or more QIBs, with respect to whom it has the authority to make, and does make, the foregoing representations, warranties and agreements on behalf of each such account.
5. (i) The Securities have not been, and will not be, registered under the Securities Act or with any state or other jurisdiction of the United States and (ii) that it is aware, and each beneficial owner of the Securities has been advised, that the Securities are being offered in accordance with the exemption from registration under the Securities Act for transactions not involving a public offering of securities in the United States; (iii) that the Securities may not and will not be reoffered, resold, pledged or otherwise transferred by it except pursuant to an available exemption, if any, from registration under the Securities Act and outside the United States in an offshore transaction pursuant to Rule 903 or

Rule 904 of Regulation S promulgated under the Securities Act; and (iv) that, in each case, such offer, sale, pledge or transfer must be made in accordance with all applicable securities laws of each state of the United States and the securities laws of any other relevant jurisdiction, as then in effect.

6. It is entitled to the Share Dividend under the laws of all relevant jurisdictions which apply to it, including any state securities laws in the United States. Its election of the Share Dividend will be in compliance with applicable laws and regulations in the jurisdiction of its residence, the residence of SGS and otherwise.
7. It understands that there may be certain consequences under U.S. and other tax laws resulting from the Share Dividend and will make such investigation and consult such tax and other advisors with respect thereto, as deemed appropriate. It will satisfy itself concerning, without limitation, the effects of U.S. federal, state and local income tax laws and foreign tax laws on its election of the Share Dividend.

### Election Rights

The Dividend Shares will be sourced from new Shares created by way of an ordinary capital increase as proposed to the AGM under agenda item 3.2.

Subject to the approval of the Share or Cash Dividend as well as the required ordinary capital increase by the AGM, each existing Eligible Shareholder of SGS will receive one election right (the “**Election Right**”) for each Existing Share held as of close of business on 1 April 2025 (the last date at which Existing Shares trade with rights to receive the Share or Cash Dividend; the “**Cum Date**”). The Election Rights will not be listed or tradeable. The first date at which the Existing Shares trade without rights to the Share or Cash Dividend will be on 2 April 2025 (the “**Ex Date**”).

### Number of Dividend Shares eligible Shareholders may receive

The number of Dividend Shares Eligible Shareholders may receive if they properly exercise their Election Rights depends on the number of Existing Shares held by them as of close of business on the Cum Date (and thus the number of Election Rights allocated to them). The distribution value of the Dividend Shares (the “**Distribution Value**”) and the conversion ratio which defines how many Election Rights are required to receive one Dividend Share (the “**Conversion Ratio**”) will be determined by the Board of Directors of SGS as follows:

- The Distribution Value will be equal to the volume weighted average (VWAP volume) of the daily volume weighted average prices (VWAP) of the Existing Shares traded on the SIX Swiss Exchange during the period of 10 trading days from 3 April 2025 to 16 April 2025 (the “**Reference Share Price**”) less a discount of 5% (the “**Discount**”).
- The Conversion Ratio will be determined by dividing the Distribution Value by the amount of the Cash Dividend of CHF 3.20 as outlined under agenda item 3.1 of the AGM.

The Reference Share Price, the Distribution Value and the Conversion Ratio will be announced at around 7:00 am CEST on 17 April 2025.

*Example for number of Dividend Shares Eligible Shareholders may receive:*

*Assuming you hold 500 Existing Shares, you will receive 500 Election Rights.*

*Assuming the Reference Share Price is CHF 97.00, the Distribution Value is, applying the Discount, CHF 92.15. The Conversion Ratio will then be 1:28.797, i.e., each Eligible Shareholder having elected the Share Dividend (in a timely manner in accordance with the communicated procedure by the respective custodian bank or broker) receives one Dividend Share for 28.797 Existing Shares.*

*This means that you receive 17 Dividend Shares for your 500 Existing Shares, plus compensation for fractions of indicatively CHF 33.45 (0.363 fraction of a Dividend Share multiplied with CHF 92.15<sup>2</sup>).*

### Election Period and Exercise of the Election Right

The election period during which Eligible Shareholders can make their election if they want to receive the Share Dividend will take place from 2 April 2025 through 14 April 2025, 12:00 pm CEST (the “**Election Period**”). For Eligible Shareholders holding their Existing Shares in a securities deposit account with a custodian bank or a broker, the Election Rights will be allotted through their custodian bank or broker. To make the election, Eligible Shareholders shall follow the instructions provided by their respective custodian bank or broker on or around 2 April 2025.

The exercise of the Election Right must be made the latest by 14 April 2025, 12:00 pm CEST or by the deadline provided by the respective custodian bank or broker.

### Share Capital Increase and Shareholder Approval

In order to issue the required number of Dividend Shares, shareholders will be asked to approve an ordinary capital increase at the AGM. The Dividend Shares will be issued at the nominal amount of CHF 0.04 per Share, subscribed for and paid up in cash by a subsidiary of SGS, and immediately after entry of the new Shares in the commercial register purchased

by SGS at the nominal value. The newly issued Shares will be used solely for delivery of the Share Dividend to Eligible Shareholders who have elected to receive the Dividend Shares.

### Further Information Regarding the Share Dividend

This document as well as additional information relating to the proposed Share Dividend at the election of the Eligible Shareholder can be found at [SGS 2025 Annual General Meeting of Shareholders | SGS](#), including the final terms of the Share Dividend (available as from 17 April 2025, at around 7:00 am CEST).

In addition, to facilitate the Eligible Shareholders’ election, SGS provides a Share Dividend calculator which can also be accessed at [SGS 2025 Annual General Meeting of Shareholders | SGS](#).

## Terms of the Share Dividend

### Proposed Share Dividend

The Board of Directors of SGS proposes that Eligible Shareholders may elect to receive the Share Dividend instead of the Cash Dividend.

The necessary number of Dividend Shares will be created by way of an ordinary capital increase as proposed to the AGM (for further information on the capital increase see the invitation to the AGM accessible here: [SGS 2025 Annual General Meeting of Shareholders | SGS](#)).

### Reference Share Price

The Reference Share Price will be fixed based on the volume weighted average (VWAP volume) of the daily volume weighted average prices (VWAP) of the Existing Shares traded on the SIX Swiss Exchange during the period of 10 trading days from 3 April 2025 to 16 April 2025 as published by Bloomberg Page HP (or any successor page or setting) in respect of such Share (such page being currently SGSN SW Equity HP). The Reference Share Price will be rounded to two decimal places and announced at around 7:00 am CEST on 17 April 2025.

### Discount and Distribution Value

The Board of Directors of SGS will set the Distribution Value of the Dividend Shares at a Discount of 5% to the Reference Share Price. The Distribution Value of the Dividend Shares (rounded to two decimal places) will be announced at around 7:00 am CEST on 17 April 2025.

2. Each custodian bank or broker will sell fractional Shares in the market at its own discretion on behalf of its clients. The proceeds of such sale will then be used to settle the respective fractions in cash.

### Conversion Ratio

The Conversion Ratio defines how many Election Rights are required in order to receive one Dividend Share. The Conversion Ratio will be calculated by dividing the Distribution Value by the amount of the Cash Dividend of CHF 3.20, rounded to three decimal places. The Conversion Ratio will be announced at around 7:00 am CEST on 17 April 2025.

Each Existing Share held as of close of business on 1 April 2025 is entitled to receive one Election Right (Swiss securities number 141849087 / ISIN CH1418490871). The Election Rights will not be listed or tradeable.

### Number of Dividend Shares Required

The total number of required Dividend Shares follows from the number of Election Rights exercised to receive Dividend Shares divided by the Conversion Ratio (rounded down to the nearest integer number of Shares, with the fractions treated as described under section "*Rounding and Fractions*" below). The total number of Dividend Shares to be issued will be announced at around 7:00 am CEST on 17 April 2025.

### Rounding and Fractions

In the event that elections for the Share Dividend result in rounding or fractions, the number of Dividend Shares will be rounded down so that Eligible Shareholders will receive an integer number of Dividend Shares. Compensations for fractions will be rounded to the nearest 5 centime and paid out in cash. The fractional Dividend Shares will be sold by the respective depositary bank at its own discretion on behalf of its clients. The payment of cash in lieu of fractions is expected to be effected within value date as from 24 April 2025, but no later than 30 April 2025.

### Default Option

Should an Eligible Shareholder not submit any election during the Election Period or should a shareholder of SGS not qualify as an Eligible Shareholder, such shareholder will receive the Cash Dividend by default.

### Irrevocability of Election

Once the election has been submitted by the Eligible Shareholder to SGS, its custodian bank or broker, it cannot be reversed or cancelled.

### Payment and Delivery of Dividend Shares

For Eligible Shareholders who exercise the Election Right to receive the Share Dividend, the Dividend Shares are expected to be delivered on 24 April 2025. In the absence or impossibility of any such exercise of the Election Right, the Cash Dividend is expected to be paid with value date 24 April 2025.

### Entitlement of Dividend Shares for Dividends and other Distributions

The holders of Dividend Shares will be entitled to any dividends and other distributions paid after the delivery date of such Dividend Shares.

### Issuance of Dividend Shares Subject to the Approval of the AGM

In the event that the AGM does not approve the proposed Share or Cash Dividend as per agenda item 3.1, or the ordinary capital increase to cover the issuance of Dividend Shares required for the Share Dividend as per agenda item 3.2, no dividend will be paid. For further information on these agenda items please consult the AGM invitation available at [SGS 2025 Annual General Meeting of Shareholders | SGS](#).

## Key Dates

### Indicative Timeline

Expected Date	Event
<b>26 March 2025</b>	<b>AGM of SGS</b>
1 April 2025, close of business	Cum-dividend date (last day of trading of Existing Shares including the right to receive the Share Dividend)
<b>2 April 2025</b>	Ex-dividend date (first day of trading of the Existing Shares excluding the right to receive the Share or Cash Dividend)
2 April 2025 to 14 April 2025, 12:00 pm CEST	Election Period for Eligible Shareholders
3 April 2025 to 16 April 2025	Period for determination of the Reference Share Price
17 April 2025, at around 7:00 am CEST	Publication of Reference Share Price, Distribution Value, Conversion Ratio and the number of Dividend Shares to be issued
23 April 2025	Capital increase
<b>24 April 2025</b>	<ul style="list-style-type: none"><li>• Delivery of Dividend Shares</li><li>• Payment of Cash Dividend</li><li>• <b>First trading day of the Dividend Shares at SIX Swiss Exchange</b></li></ul>
From 24 April 2025 but no later than 30 April 2025	Payment of the compensations for fractions in cash

All dates referred to in the above table or elsewhere in this document are expected dates.

## Taxation

The Dividend Shares will be issued at the nominal amount of CHF 0.04 per Share, subscribed for and paid up in cash by a subsidiary of SGS, and immediately after entry of the new Shares in the commercial register purchased by SGS at the nominal value. The withholding tax and stamp duty on the nominal amount of the Dividend Shares will be fully borne by SGS.

Individual shareholders who are ordinary tax residents in Switzerland and hold their Existing Shares as part of their private assets should only be subject to income tax on the nominal amount of the Share Dividend.

Corporate shareholders in Switzerland may be subject to income tax on the Share Dividend, whereby the general rules for the taxation of dividend distributions received should apply.

For non-Swiss resident shareholders, both the Cash Dividend and the Share Dividend should in most cases result in taxable income in the hands of the individual or corporate shareholders, whereby the general rules for the taxation of dividend distributions received should apply.

Please refer to the section “*Tax Analysis*” below for more information.

## Source and Listing of Dividend Shares

The required number of Dividend Shares as a result of the election by Eligible Shareholders of the Share Dividend will be sourced from Shares created by way of an ordinary capital increase as proposed to the AGM under agenda item 3.2. The new Shares will be issued at the nominal amount of CHF 0.04 per Share, subscribed for and paid up in cash by a subsidiary of SGS, and immediately after entry of the new Shares in the commercial register purchased by SGS at the nominal value.

Should the shareholders not approve the proposed ordinary capital increase or should the resolution regarding the ordinary capital increase not be registered in the commercial register, no dividend will be paid and the entire amount of retained earnings will be carried forward.

Application will be made for the Dividend Shares to be listed and admitted to trading on the SIX Swiss Exchange. Trading in the newly issued Shares is expected to commence on 24 April 2025.



## Illustrative Calculations of the Share or Cash Dividend

Purely illustrative calculations based on theoretical values only.

	Illustrative Figures	Comments
<b>General Illustrative Calculations</b>		
Number of Shares held after close of business on the last trading day prior to the ex-dividend day	500	Number of Shares held post close of business on 1 April 2025
Number of Election Rights received	500	Eligible Shareholders receive one Election Right per Existing Share
Proposed dividend per Existing Share	CHF 3.20	
Illustrative Reference Share Price	CHF 97.00	To be determined during the period lasting from 3 April 2025 to 16 April 2025 as defined above (rounded to two decimal places)
Discount	5%	Reference Share Price of CHF 97.00 (illustrative) minus Discount of 5% (rounded to two decimal places)
Illustrative Distribution Value of new Share	CHF 92.15	
Illustrative Conversion Ratio	One Dividend Share for 28.797 Election Rights	Distribution Value of CHF 92.15 (illustrative) divided by the dividend of CHF 3.20 per Existing Share (rounded to three decimal places)
<b>Option: Election of Share Dividend</b>		
Number of Dividend Shares received as Share Dividend	17	500 Election Rights entitle each Eligible Shareholder to receive 17.363 Dividend Shares (i.e., number of Election Rights divided by Conversion Ratio = $500 / 28.797$ ); Rounded down to 17 Dividend Shares; fraction of 0.363 Share
Cash compensation for fractions (indicative)	CHF 33.45	Fraction of 0.363 Share $\times$ CHF 92.15 <sup>3</sup> = CHF 33.45 (rounded to the nearest 5 centime)
<b>Default: Cash Dividend</b>		
Number of Dividend Shares received as Share Dividend	0	
Cash Dividend	CHF 1,600.00	$500 \times \text{CHF } 3.20 = \text{CHF } 1,600.00$

3. Each custodian bank or broker will sell fractional shares in the market at its own discretion on behalf of its clients. The proceeds of such sale will then be used to settle the respective fractions in cash.

## Frequently Asked Questions

### What is the Share Dividend?

Similar to the share dividend offered in 2024, the Share Dividend offers Eligible Shareholders the opportunity to elect to receive the dividend in the form of Shares (issued at a 5% Discount to the Reference Share Price) in an efficient way, without trading costs that might be incurred if a cash dividend was used to purchase new Shares on the market and without withholding tax or levied stamp duty (subject to fees charged by custodian banks or brokers).

### What are the reasons for SGS proposing again such Share Dividend?

SGS successfully offered a share dividend in 2024 (when 64.87% of the dividend was elected to be paid in the form of new SGS shares). The Share Dividend is relatively common amongst large companies in Europe. It offers Eligible Shareholders the flexibility to choose between Shares or cash. Granting such an option allows Eligible Shareholders the opportunity to reinvest their dividend entitlements into Shares without transaction costs<sup>4</sup> by enabling the Eligible Shareholder to receive the dividend in the form of Dividend Shares. This offers Eligible Shareholders an attractive opportunity to participate in the future growth potential of SGS. In addition, the Share Dividend is consistent with SGS's plan to retain balance sheet strength.

### Will Groupe Bruxelles Lambert, the main shareholder of SGS, elect the Share Dividend or the Cash Dividend?

Groupe Bruxelles Lambert, the main shareholder of SGS holding 19.13% of the voting rights, announced that it plans to elect the Share Dividend.

### Is the share dividend going to be provided in future years?

The dividend policy and mechanics of SGS are reviewed on a yearly basis and proposed to shareholders for approval at the annual general meetings.

### Why are the Shares underlying the Share Dividend offered at the 5% Discount?

The discount mechanism is a commonly adopted feature of such distributions in Europe. The Discount provides an incentive to Eligible Shareholders who elect to receive Dividend Shares in order to participate in the future growth of SGS.

### What are the main benefits for Eligible Shareholders?

The option to receive a Share Dividend is a cost efficient option for Eligible Shareholders to participate in SGS group's future growth and to potentially increase their relative shareholdings.

The investment terms are attractive and provide an opportunity to receive Shares at the Discount of 5% with no trading costs and no withholding tax or levied stamp duties (subject to fees charged by custodian banks or brokers).

In addition, opting for the Share Dividend may offer tax advantages for Eligible Shareholders. In particular, for individual Swiss tax residents, the Share Dividend should solely be subject to income tax on the nominal amount of the Share Dividend. Please refer to the question *"Is there any difference in the tax treatment whether I choose to receive the Share Dividend or the Cash Dividend?"* and the section *"Tax Analysis"* below for more information.

### How can the election be made?

Each Eligible Shareholder can make the election by 14 April 2025, 12:00 pm CEST or by the deadline provided by the respective custodian bank or broker.

For Eligible Shareholders holding their Shares in a securities deposit account with a custodian bank or a broker, the Election Rights will be allotted through their custodian bank or broker. Please follow the instructions provided by your custodian bank or broker (which may include also an earlier election date). You should receive the instructions on or around 2 April 2025. If you have not received any instructions from your custodian bank or broker by then, please contact them.

### How many Election Rights are required to receive one Dividend Share?

The Conversion Ratio is not yet fixed. The number of Dividend Shares you may elect to receive depends on the Distribution Value. The Conversion Ratio will be calculated by dividing the Distribution Value (which is equal to the Reference Share Price less the Discount) by the amount of the Cash Dividend of CHF 3.20.

### Can I change my election and if so, how?

No, once your election has been submitted to SGS, your custodian bank or broker, you will not be able to change your decision.

### What happens if I do not exercise my Election Rights?

In case you do not make an election as to whether you would like to receive Dividend Shares or cash, your dividend will be paid out in cash by default.

### What happens if I am not entitled to an integer number of Dividend Shares?

In case of election for the Share Dividend, Dividend Shares delivered are rounded down to the nearest integer number with the non-exercised Election Rights and fractions being paid out in cash. Please refer to the illustrative calculation examples on p. 15 et seq. of this document for further information.

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4. Subject to fees charged by their custodian banks or brokers.

**What happens if I do not hold enough Existing Shares to acquire one Dividend Share?**

If you do not hold the required number of Existing Shares (and therefore of Election Rights) needed to receive one Dividend Share, you will receive the Cash Dividend. You can only elect to receive Dividend Shares if you hold at least the next integer number of Existing Shares immediately above the number indicated by the divisor of the Conversion Ratio as of close of business on the Cum Date (i.e., if the Conversion Ratio was 1:28.797 (1 Dividend Share for 28.797 Election Rights), you would have to hold at least 29 Existing Shares to elect to receive a Share Dividend – please see also the illustrative calculations on p. 15 et seq. of this document).

**Which factors determine the number of Dividend Shares that I may receive as the Share Dividend?**

The number of Dividend Shares you can receive as the Share Dividend (if you make use of your Election Right) will be influenced by:

- the number of Existing Shares you hold as of close of business on 1 April 2025. Each Existing Share will be allocated one Election Right; and
- the Distribution Value and thus the Conversion Ratio which defines how many Election Rights are required in order to receive one Dividend Share as part of the Share Dividend.

**What happens if I sell my Shares during the Election Period?**

On or after the Ex Date (being 2 April 2025), the Election Rights will be booked into your securities deposit account separately from your Existing Shares. Therefore, a sale of Shares on or after the Ex Date does not influence your right to elect the Share Dividend.

**In order to obtain the Share Dividend, what is the deadline for holding Shares?**

The deadline is close of business on the Cum Date (being 1 April 2025). To be eligible to receive the Share Dividend, it is necessary to own Shares as of close of business on 1 April 2025.

**When will the final terms of the Share Dividend be determined and where can I find them?**

The final terms of the Share Dividend will be announced on 17 April 2025 (at around 7:00 am CEST) and will be published on the website of SGS under [SGS 2025 Annual General Meeting of Shareholders | SGS](#).

**Do the newly issued Dividend Shares under the Share Dividend have a different security number?**

No, the newly issued Dividend Shares will have the same security number as the Existing Shares (security number: 125674092 / ISIN: CH1256740924).

**Do the Dividend Shares have the same rights as the Existing Shares?**

Yes, the Dividend Shares issued will rank *pari passu* with the Existing Shares, have the same voting and economic rights and will be tradeable on SIX Swiss Exchange as are the Existing Shares.

**From where will the Dividend Shares be sourced?**

The Board of Directors of SGS plans to source Dividend Shares from new Shares created by way of an ordinary capital increase as proposed under agenda item 3.2 to the AGM on 26 March 2025 (see the AGM invitation available on [SGS 2025 Annual General Meeting of Shareholders | SGS](#) for more information).

**What happens if the AGM does not approve the ordinary capital increase?**

If the AGM does not approve the ordinary capital increase required for the issuance of the Dividend Shares, no dividend will be paid and the entire amount of retained earnings will be carried forward in accordance with the proposal under agenda item 3.1.

**Can I sell my Election Rights during the Election Period?**

No, the Election Rights will not be tradeable.

**Can I select both Shares and cash?**

No, a combination of both options is not possible.

**How do I know if I am an Eligible Shareholder?**

Please refer to the definition of “Eligible Shareholder” on page 6 of this document. If you have any doubt on whether you fall within this definition, please consult with your legal advisor, custodian bank or broker in order to determine whether you qualify as an “Eligible Shareholder” for the purposes of the Share Dividend.

**Where can I find further information?**

All relevant information relating to the Share Dividend can be found at SGS 2025 [Annual General Meeting of Shareholders | SGS](#), including additional information such as the final terms of the Share Dividend (available on 17 April 2025, at around 7:00 am CEST).

In addition, to facilitate the Eligible Shareholders’ election, SGS makes available a Share Dividend calculator which can also be accessed at [SGS 2025 Annual General Meeting of Shareholders | SGS](#).

### **Is there any difference in the tax treatment whether I choose to receive the Share Dividend or the Cash Dividend?**

Opting for the Share Dividend will allow Eligible Shareholders to increase their investment in SGS without deduction of a withholding tax and the levy of stamp duty.

In addition, for individual Swiss tax residents, the Share Dividend should solely be subject to income tax on the nominal amount of the Share Dividend; for the Cash Dividend, the ordinary rules for income tax as well as withholding tax purposes should apply.

If you are a resident in other jurisdictions, in most cases both the Cash Dividend and the Share Dividend should result in taxable income subject to the general rules for the taxation of dividend distributions.

For more details, please refer to the summary in the section “*Tax Analysis*” on p. 23 et seqq. below, but in all cases Eligible Shareholders are strongly recommended to consult their own professional advisers before they opt to receive the Share Dividend.

### **Is there any market risk for Eligible Shareholders electing to receive Dividend Shares?**

Yes, there is a certain market risk for Eligible Shareholders electing to receive Dividend Shares as a result of the volatility in the Share’s price during and after the Election Period. The Share’s price is, in addition to being influenced by company specific news and events, dependent on a number of factors that SGS cannot control, including general economic conditions and market volatility. The value of the Shares you receive may decrease between the time you make your election and the time you receive the Dividend Shares. Also, on the Ex Date (which corresponds to the first day of the Election Period), the Share’s price movement is likely to reflect the impact of the Share Dividend.

## **Risk Factors**

Before making an election for the Share Dividend, Eligible Shareholders should carefully review and consider the risk factor sections in the SGS 2024 Integrated Report, in particular sections “Risk management”, “Impacts, risks and opportunities” and “Management of impacts, risks and opportunities”, the risk factors below and the other information contained in this document. The realization of one or more of the events described in the risk factors could have a material adverse effect on SGS’s business, cash flows, results of operations, financial condition, growth prospects or the trading price of the Shares. Shareholders should note that the risks discussed below and in the SGS 2024 Integrated Report are not the only risks to which SGS is exposed. Additional risks and uncertainties not presently known to SGS or that

it currently deems immaterial may also have or develop a material adverse effect on its business, operations, financial condition or performance, or other interests. Similarly, the mitigating actions mentioned are not exhaustive, may be ineffective and may be adjusted from time to time, and their inclusion in this section does not create any legal obligation for SGS. The sequence in which these risks and mitigating actions are presented in no way reflects any order of importance, chance or materiality.

### **Risks Relating to the Share Dividend in the Form of Dividend Shares**

#### **Price Movements of Shares**

The price of the Shares is, in addition to being influenced by company specific news and events, dependent on a number of factors that SGS cannot control, including general economic conditions and market volatility. Accordingly, there is a risk that the price of the Shares could decline after the announcement of the final terms of the Share Dividend, therefore lowering the monetary value of the Shares received. The price of the Shares will also be influenced on or after the Ex Date due to the dilutive impact of the Share Dividend.

#### **Eligible Shareholders who do not elect to receive the Share Dividend will experience dilution in their shareholding**

Election Rights that are not exercised prior to the end of the Election Period will expire. To the extent that an Eligible Shareholder does not elect to receive the Share Dividend prior to the end of the Election Period, such shareholder’s proportionate ownership and voting interests in SGS’s outstanding share capital after the completion of the capital increase will be diluted.

#### **SGS shareholders outside Switzerland may not be able to exercise preemptive rights with respect to the Shares**

Under Swiss law, SGS shareholders have preemptive rights to subscribe on a pro rata basis for issuances of new shares or other securities that entitle holders to acquire new shares. Due to laws and regulations in their respective jurisdictions, however, non-Swiss SGS shareholders may not be able to exercise their preemptive rights should SGS further increase its capital in the future. SGS does not intend to take any action to register or otherwise qualify the offering of preemptive rights or shares under the law of any jurisdiction where the offering of such rights is or will be restricted. If SGS shareholders in such jurisdictions were unable to exercise their preemptive rights, their ownership interest in SGS would be diluted.



### **The shareholders' resolutions regarding the Share Dividend or the ordinary capital increase may be challenged**

The Board of Directors of SGS proposes that the Share or Cash Dividend and the ordinary capital increase be approved by the AGM to be held on 26 March 2025. As with all shareholders' resolutions of Swiss corporations, such resolutions are subject to challenge pursuant to art. 706 and 706a CO. In connection with such a challenge, the registration of the capital increase in the commercial register may be blocked and, therefore, prevent or delay completion of the capital increase and the Share Dividend.

### **SGS's ability to pay dividends or make other distributions to its shareholders in the future may be restricted**

SGS may decide not to, or be unable to, pay any dividends or make other distributions to its shareholders. SGS's ability to pay dividends to its shareholders depends on the existence or availability to SGS of sufficient distributable profits or reserves. Even if there are sufficient distributable profits or reserves available at the level of SGS or its subsidiaries, SGS may not pay a dividend or make other distributions for a variety of reasons.

### **Responsibility of Eligible Shareholders to consult with their financial, legal and tax advisors**

Apart from carefully reviewing and considering the risk factor sections in the SGS 2024 Integrated Report, the risk factors and the other information contained in this document, it is the responsibility of each Eligible Shareholder to consult with their financial, legal and tax advisors before making an election for the Share Dividend.

### **Irrevocability of election**

Once the election has been submitted by the Eligible Shareholder to SGS, its custodian bank or broker, it cannot be reversed or cancelled.

### **There may be stricter requirements imposed on Eligible Shareholders by custodians or brokers**

The Election Period during which an Eligible Shareholder may choose to receive the Share Dividend runs from 2 April 2025 to 14 April 2025, 12:00 pm CEST. However, the custodian bank or broker of an Eligible Shareholder may set a deadline for the election which might end before 14 April 2025, 12:00 pm CEST.

### **Eligible Shareholders are required to hold the minimum number of Existing Shares as determined by applying the Conversion Ratio as of close of business on the Cum Date in order to be entitled to one new Share**

Eligible Shareholders who do not hold the required number of Existing Shares (and therefore of Election Rights) to receive one new Share will receive the Cash Dividend. Eligible Shareholders may only elect to receive the Share Dividend if they hold at least the next integer number of Existing Shares immediately above the number indicated by the divisor of the Conversion Ratio (i.e., if the Conversion Ratio was 1:28.797 (1 new Share for 28.797 Election Rights), an Eligible Shareholder would have to hold at least 29 Existing Shares to elect to receive the Share Dividend – please see the illustrative calculations on p. 15 et seq.).

## **Tax Analysis**

SGS will be required to withhold Swiss withholding tax from the Cash Dividend and Share Dividend, irrespective of the residence or particular circumstances of the Eligible Shareholder receiving such Share Dividend or shareholder receiving a Cash Dividend, as both will be distributed from SGS's retained earnings account. However, in relation to the delivery of Dividend Shares, the withholding tax will only be levied on the nominal amount of the Dividend Share and will be borne by SGS.

Any issuance stamp tax due in connection with the Share Dividend will be borne by SGS.

The tax consequences of electing to receive the Cash Dividend or the Share Dividend will depend on Eligible Shareholders' individual circumstances. Eligible Shareholders should consult their tax advisor, accountant or other professional adviser before taking any action.

The following is a summary of the income tax consequences for Eligible Shareholders that elect to receive the Share Dividend instead of the Cash Dividend in the below jurisdictions. The following information is current as of 14 February 2025. SGS assumes no obligation to update this document to reflect any changes to applicable tax legislation and regulatory practice which take effect after this date.

The following statements relate only to Eligible Shareholders who are ordinary resident and, in the case of individuals, domiciled for tax purposes in (and only in) the respective below jurisdictions. This summary of the taxation treatment is not exhaustive. The tax position of certain categories of Eligible Shareholders who are subject to special rules or exemptions (such as persons acquiring their Shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) is not considered. The below statements are intended as general guidance only and do not constitute legal or tax advice. Eligible Shareholders who are in any doubt as to their tax position, whether subject to tax in Switzerland, France, Germany, Luxembourg, the United Kingdom or the United States or not, are strongly recommended to consult their own professional advisers.

## **Switzerland**

Individual shareholders who are ordinary tax residents in Switzerland and hold their Existing Shares as part of their private assets should only be subject to income tax on the nominal amount of the Dividend Shares received if the Share Dividend is elected.

Corporate shareholders in Switzerland may be subject to income tax on the Share Dividend received, whereby the general rules for taxation of dividend distributions received should apply.

For the Cash Dividend, the ordinary rules for income tax and withholding tax purposes should apply.

## **France**

The general rules for the taxation of dividend distributions received by individual or corporate investors tax resident in France should be similar whether a Cash Dividend or Share Dividend is elected. However, it should be noted that uncertainties may exist in relation to the way the discount granted on the Share Dividend is treated for tax purposes.

## **Germany**

The general rules for the taxation of dividend distributions received by individual or corporate investors tax resident in Germany should also be applicable for the Share Dividend. Exceptions may apply for certain types of German institutional shareholders and/or if the German Investment Tax Act is applicable.

## **Luxembourg**

The general rules for the taxation of dividend distributions received by individual or corporate investors tax resident in Luxembourg should also be applicable for the Share Dividend. Certain types of Luxembourg institutional shareholders may not be taxed on the receipt of the Share Dividend depending on their legal form and applicable framework.

## **United Kingdom**

The general rules for the taxation of a cash dividend distribution received by individual or corporate investors tax resident in the United Kingdom should also be applicable for the Share Dividend. Further, UK institutional shareholders should also be subject to the same general rules for the taxation of dividend distributions.

## **United States**

The general rules for the taxation of dividend distributions received by individual or corporate investors tax resident in the United States should also be applicable for the Share Dividend, given that Eligible Shareholders are able to choose between the Cash Dividend and the Share Dividend. Further, U.S. institutional shareholders receiving the Share Dividend should also be subject to the same general rules for the taxation of dividend distributions. However, the U.S. tax position on the level of the recipient of the Share Dividend shall be reviewed by each shareholder individually since taxation may vary depending on election or U.S. specific tax positions.

Contact Information

For further information about the Share Dividend or SGS please refer to:

Websites

General information on SGS for investors	<a href="#">Investor Relations   SGS</a>
Information about the Share Dividend in particular	<a href="#">SGS 2025 Annual General Meeting of Shareholders   SGS</a>
SGS e-mail distribution list	<a href="#">Subscription Center   SGS</a>
SGS reports	<a href="#">Reports   SGS</a>
SGS financial calendar	<a href="#">Financial Calendar   SGS</a>
SGS contact	<a href="#">Contact Us   SGS</a>

Alternatively, contact your bank or broker for further information.

Copies of this brochure, any amendments thereto, the articles of association of SGS and of the invitation to the AGM are available free of charge from SGS ([Contact Us | SGS](#)). This brochure and any amendments thereto are made available on the website of SGS.

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