**MINUTES OF THE ANNUAL GENERAL MEETING**
**held on 26 March 2026**
**by SGS SA, Baar**

## A) Welcome

Chaired by Mr. Calvin GRIEDER, the shareholders gathered on March 26, 2026, at the Circle Convention Center, The Circle 41, 8058 Zurich, for the Annual General Meeting.

The Annual General Meeting opened at 2:00 p.m. and closed at 3:20 p.m.

The Chairman opened the Annual General Meeting and then gave the floor to Ms. Géraldine PICAUD, who also addressed the meeting.

The Chairman appointed Mr. Martin OESCH as Secretary of the General Meeting.

The Secretary confirmed that the General Meeting had been duly convened in accordance with Article 12 of the Articles of Association. The invitation to the shareholders listed in the share register was sent on February 27, 2026, and published in the Swiss Official Gazette of Commerce (SHAB) on March 4, 2026.

The auditors, PricewaterhouseCoopers SA, were represented by Mr. Guillaume Nayet.

The Secretary informed the meeting that Ms. Stephanie Lerch, a notary, was present and had been appointed to certify the resolutions of the General Meeting regarding agenda items 3.2 and 6, which concern an amendment to the Articles of Association, in a public deed.

## B) Attendance list

The secretary then read out the attendance list:

A total of 126,873,414 shares, each with a par value of 0.04 Swiss francs, were represented at the Annual General Meeting as follows:

| | |
|---|---|
| Shareholders and proxies present | 214 |
| Shares represented by shareholders or proxies | 86’480 |
| Shares represented by the independent proxy, Mr. Antoine Anken | 126’786’934 |

This represents 65.14 % of the share capital.

The General Meeting thus had a quorum and was able to discuss and vote on all items on the agenda with legally binding effect.

**C) Resolutions**

The Annual General Meeting passes the following resolutions:

**1 Annual Report 2025**
**1.1 Annual Report, financial statements of SGS SA and consolidated financial statements of the SGS Group for 2025**

A shareholder commented on this agenda item.

The Annual General Meeting approved the management report, the financial statements of SGS AG, and the consolidated financial statements of the SGS Group for the 2025 fiscal year by the following vote counts:

| | | |
|---|---|---|
| YES | 125'594’205 | 99.94% |
| NO | 69’792 | 0.06% |
| ABSTAINED | 1'210’052 | |

Shares represented at this vote: 125’663’997

**1.2 Annual Report on non-financial matters for 2025**

The General Meeting approved the report on non-financial matters for the 2025 fiscal year by the following vote:

| | | |
|---|---|---|
| YES | 126'085’752 | 99.97% |
| NO | 38’908 | 0.03% |
| ABSTAINED | 749’389 | |

Shares represented at this vote: 126’124’660

**1.3 2025 Remuneration Report** (advisory vote)

The Annual General Meeting approved the 2025 remuneration Report by the following vote:

| | | |
|---|---|---|
| YES | 105'865’325 | 84.41% |
| NO | 19'546’470 | 15.59% |
| ABSTAINED | 1'462’254 | |

Shares represented at this vote: 125’411’795

## 2 Release of the members of the Board of Directors and the Executive Committee

The Annual General Meeting approved the Board of Directors' motion to grant discharge to the members of the Board of Directors and the Executive Committee for the 2025 fiscal year by the following vote:

| | | |
|---|---|---|
| YES | 124'439'625 | 99.26% |
| NO | 923'177 | 0.74% |
| ABSTAINED | 1'496'025 | |

Shares represented at this vote: 125'362'802 (after deduction of shares excluded from this vote)

## 3 Appropriation of profit

## 3.1 Appropriation of profit resulting from the balance sheet and distribution of a share or cash dividend

The Annual General Meeting approved the Board of Directors' proposal to allocate the retained earnings of CHF 893, 848,175 and the distribution of a cash dividend of CHF 3.20 per share or a stock dividend, as well as the carryover of the remaining balance of the available retained earnings according to the 2025 financial statements to new account, with the following vote counts:

| | | |
|---|---|---|
| YES | 126'472'158 | 99.77% |
| NO | 285'707 | 0.23% |
| vABSTAINED | 116'184 | |

Shares represented at this vote: 126'757'865

## 3.2 Share Capital Increase

The points 3.2. of the agenda will be drawn up by Ms. Stephanie Lerch, notary , which will be attached to these minutes.

## 4. Elections
## 4.1. Elections to the Board of Directors

The Board of Directors were informed that Mr. Calvin Grieder will not be standing for reelection.

The Board of Directors proposed the reelection of the following individuals to the Board of Directors

- Mr. Sami Atiya

- Ms. Phyllis Cheung
- Mr. Ian Gallienne
- Mr. Tobias Hartmann
- Mr. Patrick Kron
- Ms. Géraldine Picaud
- Ms. Kory Sorenson
- rs. Janet Vergis

as well as the election of

- Mr. Gilbert Ghostine

each for a term of one year until the conclusion of the next annual general meeting.

One shareholder commented on this agenda item.

The general meeting approved the re-election and election of the members of the Board of Directors with the following vote counts:

***4.1.1 re-election of Mr. Sami ATYIA***

This resolution was approved by

| | |
|---|---|
| YES | 98.19% |
| NO | 1.81% |
| ABSTAINED | |

***4.1.2 re-election Ms. Phyllis CHEUNG***

This resolution was approved by

| | |
|---|---|
| YES | 99.92% |
| NO | 0.08% |
| ABSTAINED | |

***4.1.3 re-election Mr. Ian GALLIENNE***

This resolution was approved by

| | |
|---|---|
| YES | 93.57% |
| NO | 6.43% |
| ABSTAINED | |

***4.1.4 re-election Mr. Tobias HARTMANN***

This resolution was approved by

| | |
|---|---|
| YES | 99.79% |
| NO | 0.21% |
| ABSTAINED | |

***4.1.5 re-election Mr. Patrick KRON***

This resolution was approved by

| | |
|---|---|
| YES | 96.69% |
| NO | 3.31% |
| ABSTAINED | |

***4.1.6 re-election Mrs. Géraldine PICAUD***

This resolution was approved by

| | |
|---|---|
| YES | 88.65% |
| NO | 11.35% |
| ABSTAINED | |

***4.1.7 re-election Mrs. Kory SORENSON***

This resolution was approved by

| | |
|---|---|
| YES | 98.26% |
| NO | 1.74% |
| ABSTAINED | |

***4.1.8 re-election Mrs. Janet S. VERGIS***

This resolution was approved by

| | |
|---|---|
| YES | 99.35% |
| NO | 0.65% |
| ABSTAINED | |

***4.1.9 election Mr. Gilbert GHOSTINE***

This resolution was approved by

| | |
|---|---|
| YES | 91.85% |
| NO | 8.15% |
| ABSTAINED | |

The chairman noted that all candidates had previously declared their acceptance of a possible reelection or election.

## 4.2 Election of the Chairman of the Board of Directors

The Board of Directors proposed the election of Mr. Gilbert Ghostine as Chairman of the Board of Directors for a one-year term ending at the close of the next Annual General Meeting.

The Annual General Meeting elected Mr. Gilbert Ghostine as Chairman of the Board of Directors by the following vote:

| | | |
|---|---|---|
| YES | 115'260’765 | 91.85% |
| NO | 10'230’112 | 8.15% |
| ABSTAINED | 1'383’272 | |

Shares represented at this vote: 125’490’877

The chairman noted that the candidate had previously stated that he would accept the position should he be elected.

The newly elected chairman of the board addressed the shareholders.

## 4.3 Re-election of the members of the Remuneration Committee

The Board of Directors proposed the reelection of the following individuals as members of the Compensation Committee:

- Mr. Sami Atiya
- Mr. Patrick Kron
- Ms. Kory Sorenson

each for a term of one year, to serve until the conclusion of the next Annual General Meeting.

The Annual General Meeting approved the reelection of the members of the Compensation Committee by the following vote counts:

### *4.3.1 re-election Mr. Sami ATYIA*

| | |
|---|---|
| YES | 98.24% |
| NO | 1.76% |
| ABSTAINED | |

### *4.3.2 re-election Mr. Patrick KRON*

| | |
|---|---|
| YES | 97.88% |
| NO | 2.12% |
| ABSTAINED | |

#### *4.3.3 re-election s. Kory SORENSON*

This resolution was approved by

| | |
|---|---|
| YES | 98.28% |
| NO | 1.72% |
| ABSTAINED | |

The chairman noted that all candidates had previously declared their acceptance of a possible reelection.

## 4.4 Reelection of the statutory auditors

The Annual General Meeting approved the Board of Directors' proposal to re-elect PricewaterhouseCoopers SA, Geneva, as the independent auditors for the 2026 fiscal year by the following vote:

| | | |
|---|---|---|
| YES | 126'625'375 | 99.91% |
| NO | 116'760 | 0.09% |
| ABSTAINED | 132'014 | |

Shares represented at this vote: 126'742'135

## 4.5 Election of the Independent Proxy

The General Meeting approved the Board of Directors' proposal to appoint the law firm Keller AG as an independent proxy with the following vote counts:

| | | |
|---|---|---|
| YES | 126'730'186 | 99.98% |
| NO | 31'206 | 0.02% |
| ABSTAINED | 112'757 | |

Shares represented at this vote: 126'761'392

The chairman noted that the law firm Keller AG had previously declared its acceptance of a potential election.

## 5 Remuneration Matters

### 5.1 Remuneration of the Board of Directors until the 2027 Annual General Meeting

The Annual General Meeting approved the Board of Directors' proposal to authorize a total amount of CHF 2,700,000 as compensation for the members of the Board of Directors for the period up to the 2027 Annual General Meeting, with the following vote counts:

| | | |
|---|---|---|
| YES | 124'378'002 | 98.37% |
| NO | 2'066'381 | 1.63% |
| ABSTAINED | 429'766 | |

Shares represented at this vote: 126'444'383

### 5.2 Fixed remuneration of the Executive Committee for the financial year 2027

The Annual General Meeting approved the Board of Directors' proposal to authorize a maximum total amount of CHF 10,500,000 as fixed compensation for members of the Executive Board for the 2027 fiscal year, with the following vote counts:

| | | |
|---|---|---|
| Votes cast | | |
| YES | 124'553'735 | 98.49% |
| NO | 1'906'545 | 1.51% |
| ABSTAINED | 413'869 | |

Shares represented at this vote: 126'460'280

### 5.3 Annual variable remuneration of the Executive Committee for the financial year 2025

The Annual General Meeting approved the Board of Directors' proposal to authorize a total amount of CHF 7,983,000 for the variable compensation of the members of the Executive Board for the 2025 fiscal year, with the following vote counts:

| | | |
|---|---|---|
| Votes cast | | |
| YES | 112'358'424 | 88.86% |
| NO | 14'092'579 | 11.14% |
| ABSTAINED | 423'146 | |

Shares represented at this vote: 126'451'003

## 5.4 Long Term Incentive Plan to be issued in 2027

The Annual General Meeting approved the Board of Directors' proposal to adopt a long-term compensation plan for the Executive Board for the 2027 fiscal year, with a maximum value of CHF 13,000,000, by the following vote:

| | | |
|---|---|---|
| YES | 113'954'177 | 90.15% |
| NO | 12'455'666 | 9.85% |
| ABSTAINED | 464'306 | |

Shares represented at this vote: 126'409'843

## 6 Amendment to the Articles of Association

Agenda item 6 was prepared by Notary Stephanie Lerch and is attached to these minutes.

The Chairman closed this year's Annual General Meeting at 3:20 p.m. and thanked those present for attending today.

The next Annual General Meeting will take place on March 24, 2027.

Calvin GRIEDER
Chairman

Martin OESCH
Secretary of the Meeting

*Annexes to the minutes:*

*- Notarized minutes regarding agenda items 3.2 and 6*