

04

Corporate governance report

↖ Back to main menu	
Group structure and shareholders	79
Capital structure	80
Board of Directors	81
Executive Committee	86
Compensation, shareholdings, and loans	89
Shareholder participation rights	90
Takeover and defense measures	91
Auditors	91
Information policy	92
Quiet periods	92

Group structure and shareholders

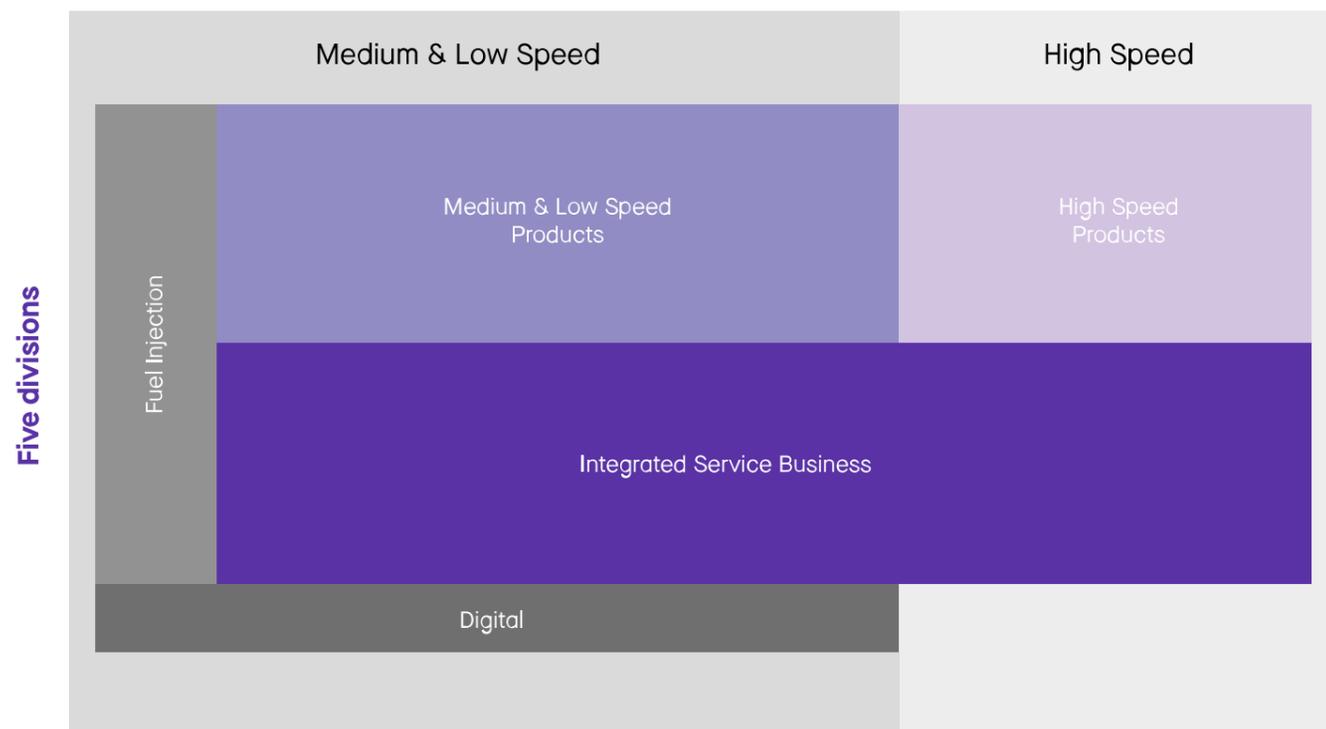
Group structure

Information on Accelleron’s corporate structure can be found in note 25 of the Consolidated Financial Statements of Accelleron.

Accelleron Industries AG, the parent company of the Accelleron Group, Aargau (CH), is the only listed Group company. Accelleron’s shares are traded on the SIX Swiss Exchange under the symbol ACLN (security number 116936091; ISIN Code CH1169360919). Since September 22, 2025, Accelleron is admitted into the SMIM index basket of SIX. The market capitalization as of December 31, 2025, amounted to CHF 5,779,621,384 (excluding treasury shares). The Group has subsidiaries and branches in more than 50 countries. The Group’s consolidated subsidiaries are listed under note 25 to the Consolidated Financial Statements, stating the company name and equity interest held by the Group.

The Accelleron Group’s operating business is organized as follows:

Two reporting segments



Significant shareholders

According to the disclosure notifications made to the SIX Swiss Exchange, the shareholders listed in the below table reported shareholdings of at least 3% of the voting rights (based on disclosure notifications published on the website of SIX Swiss Exchange as of December 31, 2025):

Name	Voting rights in %
UBS Fund Management (Switzerland) AG	5.06
BlackRock Inc.	5.06
Swisscanto Fondsleitung AG	4.99
Norges Bank (the Central Bank of Norway), Oslo, Norway	3.46

Disclosure notifications reported to Accelleron Industries AG and SIX Swiss Exchange during 2025 can be viewed at:

www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/.

Cross-shareholdings

There are no cross-shareholdings between Accelleron Industries AG and other companies.

Capital structure

Share capital

As of December 31, 2025, the issued ordinary share capital amounts to CHF 945,000, divided into 94,500,000 registered shares with a nominal value of CHF 0.01 each.

Capital band and conditional capital

As of December 31, 2025, Accelleron had a capital band between CHF 897,750 (lower limit) and CHF 1,039,500 (upper limit). Within the capital band, the Board of Directors is authorized to increase or decrease the share capital once or several times and in any amounts until May 6, 2030 or until the capital band expires earlier. The capital increase or reduction may be effected by issuing fully paid-in registered shares with a par value of CHF 0.01 each and cancelling registered shares with a par value of CHF 0.01 each, as applicable, or by increasing or reducing the par value of the existing shares within the limits of the capital band.

In case of a capital increase within the capital band, the Board of Directors shall determine the date of issue, the issue price, the type of contribution, the beginning date for dividend entitlement, the conditions for the exercise of preemptive rights, and the allocation of preemptive rights that have not been exercised. The Board of Directors may permit the expiration of preemptive rights that have not been exercised, or it may place such rights or shares as to which preemptive rights have been granted, but not exercised, at market conditions or may use them otherwise in the interest of the Company.

Under specific circumstances and subject to certain conditions, the Board of Directors is authorized to withdraw or restrict preemptive rights of existing shareholders with regard to shares to be issued under the capital band and to allocate such rights to single shareholders, third parties, the Company, or group companies. For further details, see Art. 6 (3) of the [Articles of Association](#).

Subscription and acquisition of new shares as well as any further transfer of shares are subject to the transfer restrictions set forth in Art. 8 of the [Articles of Association](#). In the event of a reduction of the share capital within the scope of the capital band, the Board of Directors shall determine the use of the reduction amount.

As of December 31, 2025, Accelleron no longer had a conditional capital.

Changes in capital

There were no changes in capital in the reporting period 2025 or in the previous three years.

The 2025 Annual General Meeting approved the abolishment of the conditional share capital for equity-linked instruments and for employees in Art. 4 and 5 of the former [Articles of Association](#), as well as the replacement of the provisions on authorized share capital by a provision on the capital band in Art. 6 of the [Articles of Association](#).

For a description of the former conditional capital for equity-linked instruments and for employees in Art. 4 and 5 of the former [Articles of Association](#) as well as the former authorized share capital in Art. 6 of the former [Articles of Association](#), please refer to the [corporate governance](#) chapter of the 2024 Annual Report.

Shares and voting rights

The share capital of Accelleron Industries AG is fully paid in and amounts to CHF 945,000. It is divided into 94,500,000 registered shares with a par value of CHF 0.01 each. All shares of Accelleron Industries AG are listed on the SIX Swiss Exchange.

With the exception of the treasury shares held by the Company, each share registered with voting rights in the share register of the Company carries one vote at the General Meeting. Each share carries a dividend entitlement. As of December 31, 2025, the Company has neither participation certificates nor profit sharing certificates outstanding.

Restrictions on transferability and nominee registrations

Acquirers of shares are, upon request, registered as shareholders with voting rights in the share register if they explicitly declare that they hold the shares in their own name and for their own account; they are recognized accordingly in relation to the Company only once registered (Art. 8 of the [Articles of Association](#)). Persons who do not expressly declare in the registration application that they hold the shares for their own account (Nominees) are registered as shareholders with voting rights in the share register up to a maximum of 3% of the share capital. For any shares in excess of this registration threshold, Nominees are registered as shareholders with voting rights in the share register if the Nominee concerned declares the names, addresses, nationalities, and shareholdings of such beneficial owners for whose account it holds 0.5% or more of the share capital. The Board of Directors may enter into agreements with Nominees about their duties of notification and grant exemptions from this Nominee regulation in individual cases. No such agreements were entered into and no exceptions were granted in 2025.

Entries in the share register may be cancelled retroactively if the registration has been made based on false or misleading information (Art. 8 (6) of the [Articles of Association](#)). Furthermore, the [Articles of Association](#) do not contain any restrictions in terms of registration or voting rights.

The Board of Directors did not have to delete any entries in the share register retroactively as of the date of entry in the 2025 reporting year.

Amendments to the provisions regarding the restriction of the transferability of registered shares require a resolution of the General Meeting passed by at least two-thirds of the votes represented (Art. 15 of the [Articles of Association](#)).

Convertible bonds and options

Accelleron has no outstanding convertible bonds and no outstanding share options.

Board of Directors



Oliver Riemenschneider

Chair of the Board of Directors, elected in July 2022, is a Swiss and German citizen born in 1962.

Binding interests: see compensation report, page 106.

Oliver Riemenschneider was previously a senior vice president at ABB, where he led ABB's Turbocharging division for 11 years, including the transition to an independent entity, Accelleron Industries AG.

After working as consultant at Zoller AG and being self-employed, he joined ABB Turbo Systems AG in Switzerland in 1991 and since then has held several different management positions within ABB, predominantly in its Turbocharging division. He holds a master's degree in Mechanical Engineering from ETH Zurich and a Master of Business Administration degree from the City University, Bellevue, Washington, USA.

The **Articles of Association** provide that the Company's Board of Directors be composed of at least three members including the Chair of the Board of Directors. As of December 31, 2025, the Board of Directors consists of the following six non-executive members¹:

	Oliver Riemenschneider	Monika Krüsi	Gabriele Sons	Bo Cerup-Simonsen	Detlef Trefzger	Stefano Pampalone
Role	Chair	Vice-Chair	Member	Member	Member	Member
Committees	none	Chair of AC – Member of NCC	Chair of NCC	Member of NCC	Member of AC	Member of AC
Citizenship	Switzerland & Germany	Switzerland & Italy	Germany	Denmark	Switzerland & Germany	Italy
Gender	M	F	F	M	M	M
Year of birth	1962	1962	1960	1968	1962	1967
Year of appointment	2022	2022	2022	2022	2022	2022
Independence	Yes	Yes	Yes	Yes	Yes	Yes



Monika Krüsi

Vice-Chair of the Board of Directors, Chair of the Audit Committee, member of the Nomination and Compensation Committee, elected in July 2022, is a Swiss and Italian citizen born in 1962.

Binding interests: see compensation report, page 106.

Before joining McKinsey & Co, where Monika Krüsi worked for nine years before becoming a partner at Venture Incubator Partners in 2001, she started her career as an auditor and tax consultant.

Since 2003, she is a partner at MKP Consulting which serves mostly industrial and network clients in strategic and supply chain questions. Monika Krüsi holds a PhD in Business Informatics and an MBA degree from the University of Zurich, Switzerland.

¹ Oliver Riemenschneider and Gabriele Sons do not stand for re-election at the Annual General Meeting of April 28, 2026.



Gabriele Sons

Member of the Board of Directors, Chair of the Nomination and Compensation Committee, elected in July 2022, is a German citizen born in 1960.

Binding interests:

see compensation report, page 106.

Gabriele Sons started her career in 1991 as a lawyer at Deutsche Lufthansa. Since then, she has served as senior executive or executive board

member of several global businesses including Lufthansa, Compass Group, Schindler Elevator, the German Employers' Association Gesamtmetall, and Thyssenkrupp with a focus on human resources, legal, and compliance. Gabriele Sons studied law in Munich and Heidelberg and has been working as an independent lawyer and consultant since 2018.



Stefano Pampalone

Member of the Board of Directors, member of the Audit Committee, elected in July 2022, is an Italian citizen born in 1967.

Binding interests:

see compensation report, page 106.

Stefano Pampalone is Agriculture Chief Commercial Officer at CNHI. He has global responsibility for the agriculture segment's commercial strategy, brand, and aftermarket activities. He also serves ad interim as President, EMEA.

He joined CNHI in 1999 and has covered strategic leadership roles globally and regionally, including country manager of India from 2011 to 2013, before becoming COO of Asia Pacific Region and subsequently President of the Construction Equipment segment. He holds a Master of Business Administration from Profingest Management School (now Bologna Business School) and a bachelor's degree in Engineering from University of Trieste.



Bo Cerup-Simonsen

Member of the Board of Directors, member of the Nomination and Compensation Committee, elected in July 2022, is a Danish citizen born in 1968.

Binding interests: see compensation report, page 106.

Bo Cerup-Simonsen has previously held a number of positions within shipping technology and innovation including Vice President, Head of Newbuilding Strategy and Portfolio at Royal Caribbean Cruises (RCL), Director of the

Danish Hydrocarbon Research and Technology Centre at the Technical University of Denmark, and Vice President and Head of Maersk Maritime Technology (MMT), where he was responsible for a large number of engineering and newbuild projects including the world's largest and most energy efficient containership series at the time, the Triple-E. Bo Cerup-Simonsen holds a PhD in Mechanical Engineering from the Technical University of Denmark and an Executive MBA degree from Copenhagen Business School.



Detlef Trefzger

Member of the Board of Directors, member of the Audit Committee, elected in July 2022, is a Swiss and German citizen born in 1962.

Binding interests:

see compensation report, page 106.

Detlef Trefzger was the CEO of Kuehne + Nagel International AG from August 2013 to July 2022. He previously spent 15 years at Schenker AG in various senior management positions, including as Executive Vice President of Global Contract Logistics and Supply Chain Management.

Detlef Trefzger began his career as a senior project manager at Siemens AG in the Industrial and Building Systems division followed by a five-year term at Roland Berger & Partner as principal in the competence center transportation & logistics. Detlef Trefzger holds a PhD from Vienna University of Business Administration & Economics.

Elections and term of office

Members of the Board of Directors, the Chair, and the members of the Nomination and Compensation Committee (NCC) are elected individually by the General Meeting for a one-year term ending upon completion of the next Annual General Meeting. Reelection is possible, and there is no limitation on the number of terms a member can serve. According to Art. 2.3 of Accelleron's [Board Governance Rules](#) (Governance Rules), after the year in which an individual reaches the age of 70, he or she will not be proposed for election to the Board of Directors.

Skills

The skills of Board of Directors are aligned with the strategy and the worldwide culture of the Company. The Board members were asked to identify their most relevant skills based on their educational background, professional experience, and personal achievements (see table below). Particular emphasis on a systematic approach to skills, competencies, and experience is applied in the context of the Board self-assessment and succession planning framework mentioned below.

Independence and conflicts of interest

The Board of Directors conducts an annual review of each member's independence as provided in the Swiss Code of Best Practice for Corporate Governance, where each member confirms any third parties over which they exercise significant influence in order to identify potential significant business relationships with Accelleron. Members consult with the Board Chair before accepting new board positions or employment to ensure that they remain in a position to devote sufficient time to Accelleron, and that the number of mandates does not exceed the limits set in Art. 32 of the [Articles of Association](#). Additionally, members of the Board of Directors are restricted from joining the board, or acting in any other capacity, for or on behalf of a competitor. The Board may waive certain limitations unless required by law or the articles of association.

Under Art. 2.4 of the [Board Governance Rules](#), Board members are required to disclose any potential conflicts of interest to the Board Chair and refrain from voting on matters in which they have a personal or financial interest. Additionally, the Board of Directors decides if a conflicted member must also not participate in the discussion.

None of the members of the Board of Directors have any significant business relations with the Accelleron Group.

Skills

	Oliver Riemenschneider	Monika Krüsi	Gabriele Sons	Bo Cerup-Simonsen	Detlef Trefzger	Stefano Pampalone
International executive experience	x	x	x	x	x	x
Board experience	x	x	x	x	x	x
Strategy, M&A	x	x	x	x	x	x
ESG & sustainability				x	x	x
Market knowledge	x	x			x	x
Technology, digitalization	x	x			x	x
Finance, audit, risk management			x			x
HR, compensation			x	x		

¹ One Board member left one meeting early.

All members of the Board of Directors are independent, including the Chair Oliver Riemenschneider (Art. 15 of the Swiss Code of Best Practice for Corporate Governance).

Definition of areas of responsibility

The Board of Directors is responsible for the ultimate direction – including the oversight over ethical business conduct – of the Company. Such direction and responsibility include the duty to select carefully, to instruct properly, and to supervise diligently the CEO and the other members of the Executive Committee.

The Board of Directors has the non-transferable and inalienable duties as provided for by Swiss corporate law and the [Articles of Association](#). In particular and in accordance with Art. 21 of the [Articles of Association](#) in conjunction with Art. 3.1 of the [Board Governance Rules](#), the Board of Directors has delegated the operational management of the Company, within the limits permitted by and subject to the powers and duties remaining with the Board of Directors, to the CEO. The Board of Directors remains entitled to resolve any matters that are not delegated to or reserved for the General Meeting of Shareholders or another executive body of the Company by law, the [Articles of Association](#) or the [Board Governance Rules](#).

The regulation and distribution of authority between the Board of Directors and the Executive Committee are set forth in the [Board Governance Rules](#), in particular in Art. 2.1 and Art. 3.1.

Additional mandates

All members of the Board of Directors comply with the requirements regarding additional mandates as laid down in Art. 32 of the [Articles of Association](#), and no exceptions were granted in the reporting year. All members devote considerable amounts of time to their work and responsibilities in the Board of Directors and its committees.

Internal organizational structure

The Board of Directors constitutes itself, except for the Chair and the members of the NCC, who are elected by the General Meeting. The Board of Directors appoints from among its members its Vice-Chair, the Chair of the NCC and the Chair and members of the Audit Committee (AC). In addition, the Board of Directors appoints a secretary, who does not need to be a member of the Board. Art. 17 to 19 of the [Articles of Association](#) and Art. 2.5 of the [Board Governance Rules](#) describe the Board procedures.

The Board of Directors meets whenever the need arises. During 2025, ten meetings and calls took place. All Board members participated in all meetings; resulting in an overall participation rate of 99.7%.¹

The meetings, which included strategy workshops, had an average duration of 4 hours and 59 minutes. The General Counsel, who holds a degree in law, attends the Board meetings in his capacity as Company Secretary. Except for closed sessions of the Board of Directors, the CEO and the CFO attended the Board meetings or parts thereof. The meetings were conducted either physically, remotely by online conference, or in hybrid mode (i.e., participation is in person or remote).

Neither internal nor external auditors took part in any meetings of the Board of Directors; one meeting was attended by two external consultants.

In addition to the above meetings, members of the Board of Directors participated in working groups, workshops, and discussion panels on various topics with senior and other management of the Group.

Committees

The Board of Directors has two permanent committees: the Nomination and Compensation Committee and the Audit Committee. The Board Chair has the right to attend the committee meetings. The meetings of the committees were conducted either physically, remotely by online conference, or in hybrid mode (i.e., participation is in person or remote).

Audit Committee

The Audit Committee (AC) is composed of at least two members of the Board of Directors appointed annually by the Board of Directors. The Board of Directors shall appoint non-executive and independent (within the meaning of Art. 2.4 of the [Board Governance Rules](#)) members of the Board of Directors who have a thorough understanding of finance, accounting, and auditing, including the ability to read and understand corporate accounts and financial and non-financial statements. The term of office of the AC members ends at the closing of the next Annual General Meeting. Re-appointment is possible.

The Audit Committee (AC) meets at least three times each year or more frequently if deemed necessary or appropriate. During 2025, six meetings took place, with participation of all AC members at all meetings. The meetings had an average duration of 3 hours and 5 minutes. The CEO and the CFO participated in all the meetings. The Board Chair participated in four meetings. The internal auditor participated partially in three meetings, and the external auditor KPMG participated partially in three meetings of the AC.

The AC supports the Board of Directors in discharging its accountabilities with respect to accounting as well as financial and non-financial reporting practices, the internal and external audit processes, as well as its overview of the Group's risk management and integrity framework.

Nomination and Compensation Committee

The Nomination and Compensation Committee (NCC) is composed of at least two non-executive members of the Board of Directors, who are each elected annually and individually by the General Meeting of the Shareholders (Art. 23 and Art. 24 of the [Articles of Association](#) and Art. 2.7 of the [Board Governance Rules](#)). Their term of office ends at the close of the next Annual General Meeting; reelection is possible.

The Nomination and Compensation Committee (NCC) meets at least twice each year, or more frequently if deemed necessary or appropriate. During 2025, five meetings took place, with participation of all NCC members at all meetings (participation rate of 100%). The meetings had an average duration of 4 hours and

3 minutes. The CEO and the CHRO participated in all meetings, the internal auditor participated partially in one meeting, and the Chair in all but one.

The NCC has the powers and duties of a compensation committee as provided for by Swiss law and the powers and duties as provided for in Art. 26 of the [Articles of Association](#) and in the [Board Governance Rules](#) and the NCC Charter appended thereto, in particular in Art. 2 and Art. 5 of the NCC Charter. These include assisting the Board of Directors in discharging its accountabilities with respect to nomination, compensation, and succession planning of the members of the Board of Directors, the CEO, the EC and the GC, the sustainability strategy and targets, and corporate governance.

Information and control instruments vis-à-vis the Executive Committee

The [Board Governance Rules](#) in Art. 2.6 describe information rights of the members of the Board of Directors concerning the Company's business and affairs, briefing of the Board members at each meeting, and further information rights of the Chair, the Vice-Chair, and committee chairs.

The CEO's responsibilities – as laid down in Art. 3.1 of the [Board Governance Rules](#) – include ensuring that the Chair and the members of the Board of Directors are informed in a timely and appropriate manner, including information about the current operational performance and major projects and risks. As laid down in Art. 3.4 of the [Board Governance Rules](#), the CEO regularly, and whenever extraordinary circumstances so require, reports to the Board of Directors about the Company's overall business and affairs and about any important extraordinary events that may arise.

Each year, the Board of Directors conducts an evaluation of the CEO's performance during the prior year.

The AC and the NCC Charters appended to the [Board Governance Rules](#) provide that the AC and the NCC regularly invite the CEO and may invite other members of management to their meetings, and that the AC and the NCC regularly report to the Board on their activities and submit their recommendations for decisions by the Board.

The responsibilities of the AC include reviewing and deciding or recommending to the Board of Directors on various aspects of capital and finance, financial statements, processes and reporting (including Internal Controls over Financial Reporting), risk management, internal auditors, external auditors, and integrity and regulatory issues, as well as supporting the NCC in the collection, verification, and assurance of sustainability-related data and related reporting (Art. 5 of the AC Charter appended to the [Board Governance Rules](#)).

The responsibilities of the NCC include reviewing and deciding or recommending to the Board of Directors on various matters of nomination, dismissal, and compensation of the members of the Board of Directors, the CEO, members of the Executive Committee and the General Counsel, sustainability strategy, ambitions, targets and reporting, and corporate governance (Art. 5 of the NCC Charter appended to the [Board Governance Rules](#)).

Board self-assessment and update of Board Governance Rules

The Board of Directors assesses its own performance on a regular basis. Following annual self-assessments with the assistance of the NCC and the support of an external consultant in 2023 and 2024, the Board of Directors in 2025 continued to focus on effective collaboration within the committees and the Board and concluded that the allocation of roles and responsibilities between the committees was appropriate and that no additional committee was needed. Additionally, the Board of Directors placed focus on its interface with the Executive Committee.

The Board of Directors, with the assistance of the NCC, also reviewed the self-assessment process, timing and use of external consultants. It was decided to incorporate the process into the succession planning framework, which the Board of Directors initiated to prepare with the assistance of the NCC. This succession planning framework is a standardized process that incorporates general considerations on board effectiveness, diversity, a systematic approach to map current and future competencies, skills and experiences (including for example geopolitics and artificial intelligence), as well as recruiting. All current members started their Board tenure simultaneously with stock-listing in October 2022. The succession planning therefore includes a staggered approach to ensure continuity and knowledge transfer as well as systematically enhancing competencies, skills, and experiences towards mapped future requirements. Feedback from stakeholder dialogues was incorporated into the planning.

As part of this succession and renewal planning, Oliver Riemenschneider and Gabriele Sons have decided not to stand for re-election. The Board of Directors will propose to the Annual General Meeting in April 2026 the election of Monika Krüsi as Chair, Mieke Van de Capelle as a new member of the Board of Directors and the NCC, and Reto Suter as a new member of the Board of Directors who will lead its AC.



Executive Committee

Operational management of the Group

The Board of Directors has delegated the operational management of the Company and the Group entirely to the CEO within the limits permitted by law and the [Articles of Association](#), and subject to the powers and duties remaining with the Board of Directors pursuant to the [Board Governance Rules](#).

The CEO is responsible for the Company's and the Group's overall business operations and affairs within the framework of the Company strategy, medium- and long-term plans, and annual budgets. The CEO represents the Company and the Group in these matters in line with the strategies, policies, and guidelines set by the Board of Directors. The CEO is responsible for the implementation of resolutions of the Board of Directors and the supervision of all management levels at the Company. The CEO is leading the other members of the Executive Committee, who are individually responsible towards the CEO for the business divisions and/or functions assigned to them.

The CEO is the primary contact person for the Chair and the other members of the Board of Directors. The CEO regularly, and whenever extraordinary circumstances so require, reports to the Board of Directors about the Company's overall business and affairs and about any important extraordinary events.

The Board of Directors appoints and dismisses the CEO, taking into consideration the recommendations of the Nomination and Compensation Committee (NCC). With respect to the other members of the Executive Committee and the General Counsel, the CEO discusses appointments and dismissals with the NCC, and the NCC ensures a proper process in collaboration with the CEO. The NCC issues recommendations for the Board of Directors' approval of all appointments or dismissals of members of the Executive Committee and the General Counsel.

Composition of the Group Executive Committee

As of end of 2025, the Group Executive Committee was composed of six members.¹

¹ In 2025, the Executive Committee was reduced from seven to six members. The reason was that research and development functions are specific to the business areas, making a dedicated CTO role within the Executive Committee unnecessary.



Daniel Bischofberger

Chief Executive Officer, is a Swiss citizen born in 1966.

Binding interests: none.¹

Daniel Bischofberger has been with Accelleron since its stock listing in 2022. Prior to joining the Company as Division President of Accelleron on March 1, 2022, he served as Member of Sulzer's Executive Committee and Division President for Rotating Equipment Services for close to six years.

He previously spent a combined period of over 14 years in various managerial roles at ABB, most recently as Head of High Voltage Products for Central and Southern Europe. He has also held senior positions at Alstom and Datwyler. Daniel Bischofberger holds a master's degree in Industrial Engineering and a BA in Mechanical Engineering from the Swiss Federal Institute of Technology (ETH) Zurich and an MBA from INSEAD.



Adrian Grossenbacher

Chief Financial Officer, is a Swiss citizen born in 1980.

Binding interests: none.

Adrian Grossenbacher has been with Accelleron since its stock listing in 2022. Prior to that, he was CFO and Global Division Controller of ABB Turbocharging from 2017. Adrian Grossenbacher was previously Global Product Group Controller and Commercial Manager for products in Medium Speed & Low Speed. Earlier in his career, he held various

various leadership positions at Alstom and SQS. Adrian Grossenbacher holds a master's degree in Finance & Management from the University of Bern.



Annika Parkkonen

Chief Human Resources and Sustainability Officer, is a Finnish citizen born in 1971.

Binding interests: none.

Annika Parkkonen has been with Accelleron since its stock listing in 2022. Prior to joining the Company in 2022, Annika Parkkonen worked for Dynatos Oy, where she was an executive coach and managing director. From 2017 to 2022, Annika Parkkonen worked as Vice President HR and

Internal Communication of the Marine Power business of the publicly listed Wärtsilä Corporation. In addition, from 2017 to 2019, Annika Parkkonen was a member of the board of directors of Suomen Lauttaliikenne Oy (Finnferries), a mid-sized ferry company. Annika Parkkonen holds a master's degree in Political Science from the Åbo Akademi University in Turku.

¹ Daniel Bischofberger has been nominated for election to the Board of Directors of Bystronic AG at its Annual General Meeting in April 2026.



Christoph Rofka

President of the Medium, Low Speed & Rail Division, is a German citizen born in 1967.

Binding interest: Vice President Communication of CIMAC.

Christoph Rofka has been with Accelleron since its stock listing in 2022. Prior to that, he was appointed Head of the Medium & Low Speed product group of ABB Turbocharging in 2020.

Christoph Rofka held a number of positions within ABB's Turbocharging Division from 1995 onward, including as Technology Manager and manager of various product lines. Christoph Rofka holds a master's degree in Mechanical Engineering from Leibniz University Hannover.



Herbert Müller

President of the High Speed Division, is a Swiss citizen born in 1968.

Binding interests: Member of Swissmem Council.

Herbert Müller has been with Accelleron since its stock listing in 2022. Prior to that, he was appointed Head of the High Speed product group of ABB Turbocharging in 2019. Herbert Müller held a number of positions within ABB's

Turbocharging Division from 1996 onward, including as Head of Turbocharging Service, as well as other roles in Business Development, Operations, and Sales. Herbert Müller holds a master's degree in Integrating Management and Technology from the Swiss Federal Institute of Technology (ETH) Zurich.



Roland Schwarz

President of the Service Division, is a Swiss citizen born in 1969.

Binding interests: none.

Roland Schwarz has been with Accelleron since its stock listing in 2022. Prior to that, he was appointed Head of Turbocharging Service in 2019. Roland Schwarz held a number of positions within ABB's Turbocharging Division from 1997 onward across managerial roles in

Switzerland, China, and Japan. Previously, Roland Schwarz worked at ABB Enertech as a project controller. Roland Schwarz is a Swiss Certified Specialist for Finance and Accounting.

Additional mandates of members of the Executive Committee outside the Accelleron Group

All members of the Executive Committee comply with the requirements regarding additional mandates as laid down in Art. 32 of the **Articles of Association**, and no exceptions were granted in the reporting year.

Management contracts

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

Compensation, shareholdings, and loans

All details regarding compensation, roles in other companies with commercial purpose, shareholdings, and loans are set forth in the [Compensation Report](#). Art. 27 of the [Articles of Association](#) contains the principles of performance-based remuneration as well as remunerations in the form of shares, option rights, and similar instruments. Art. 28 f. of the [Articles of Association](#) includes provisions regarding approval at the General Meeting of the maximum aggregate remunerations for the members of the Board of Directors and the Group Executive Committee and also regarding the additional amount for changes in the Group Executive Committee. According to Art. 31 of the [Articles of Association](#) no credits shall be granted to members of the Board of Directors or the Group Executive Committee.



Shareholder participation rights

Voting rights may be exercised only if the shareholder is recorded as a voting shareholder in the share register.

Restrictions and representation of voting rights

Treasury shares held by the Company do not entitle the holder to vote. The restrictions on nominee registrations are set forth above in the corporate governance report under Restrictions on transferability and nominee registration.

According to Art. 13 of the [Articles of Association](#), a shareholder may be represented at a General Meeting by its legal representative, by the independent proxy, or, by means of a written proxy, by a third party, who does not need to be a shareholder. Only one person may represent all shares held by a shareholder. At the Annual General Meeting 2025, Zehnder Bolliger & Partner, Baden, was re-elected as the independent proxy of Accelleron Industries AG for a term of office extending until completion of the Annual General Meeting in May 2026. The [Articles of Association](#) do not contain rules on the granting of instructions to the independent proxy that deviate from the default Swiss law.

Statutory quorum

The Company's [Articles of Association](#) do not stipulate any resolutions of the General Meeting that can be passed only by a larger majority than that envisaged by law.

Convocation of General Meetings and submission of agenda items

Pursuant to Art. 11 of the [Articles of Association](#), the notice of the shareholders' meetings shall be given by publication in the Swiss Official Gazette of Commerce (SOGC) at least 20 calendar days before the date of the meeting. The notice may also be sent by letter or electronic data transmission (including email) to the shareholders, usufructuaries, and nominees registered in the share register. The notice shall be made by the Board of Directors or, if necessary, by the auditors.

Art. 11 (3) and (4) of the [Articles of Association](#) describe the conditions and thresholds pursuant to which shareholders may request to convene a General Meeting, items to be put on the agenda and motions relating to items on the agenda to be included in the notice convening the meeting. The [Articles of Association](#) do not prescribe a particular quorum of shareholders for a General Meeting to be valid.

No resolutions may be passed on motions concerning agenda items that have not been duly announced, except for motions to convene an extraordinary General Meeting, to initiate a special audit, or to elect auditors upon a shareholder's request. No prior notice is required to submit motions relating to items already on the agenda or to discuss matters on which no resolution is to be taken.

Entry in the share register

In the invitation to the shareholders' meeting, the Board of Directors announces the cut-off date for registration in the share register that is authoritative with respect to the right to participate and vote.

Takeover and defense measures

Duty to make an offer

There are no provisions in the [Articles of Association](#) with respect to opting-up or opting-out.

Clauses on change of control

No specific clauses covering change of control are included in the respective agreements with the members of the Board of Directors, the CEO, or the members of the Executive Committee. The LTI Rules applicable to the CEO and the members of the Executive Committee provide that in case of a change of control event, the terms and conditions of the conditional LTI grant remain unchanged, subject to the authority of the Board of Directors to overrule and decide otherwise.

Auditors

Duration of the mandate and term of office of the lead auditor

The statutory auditor is elected at the Annual General Meeting for a one-year term of office. KPMG AG, Zurich (CH), has been the auditor of Accelleron Industries AG since its incorporation on May 26, 2021. Since 2018, KPMG had conducted the audit of the Accelleron business in its capacity as the auditor of ABB.

Lead auditor Simon Studer has been in charge of the auditing mandate for the Company since its incorporation on May 26, 2021. The external auditor-in-charge is replaced latest every seven years.

Auditing fees

The total audit fee for the Group audit of Accelleron and for the statutory audits of the Company's subsidiaries for the financial year 2025 amounted to USD 1.6 million.

Additional fees

No additional fees were paid by the Accelleron Group to KPMG in 2025 for services other than the above auditing fees.

Information instruments pertaining to the external audit

The AC meets separately and on a regular basis with the CFO, the General Counsel, Internal Audit, and the external auditors. In the reporting year, the external auditors participated in three of the meetings of the AC.

The AC reviews the performance, fees, and independence of the auditors. It annually reviews the auditor's engagement letter, key audit areas, and the audit plan. It determines the compensation payable to the auditors. The AC has full access to the external auditors.

Information policy

Announcements of Accelleron Industries AG are published in the Swiss Official Gazette of Commerce (Art. 36 (1) of the [Articles of Association](#)).

The Company releases its annual financial results in the form of an annual report. Its annual report is published in electronic form within four months of the December 31 balance sheet date. In addition, results for the first half of each financial year are released in electronic form within three months of the June 30 balance sheet date. The Company's annual report and half-year results are announced via press releases and media and investor conferences in person or via telephone.

Accelleron discloses price-sensitive information in accordance with the ad hoc disclosure requirements of SIX Swiss Exchange, in particular the SIX Directive on Ad hoc Publicity. All press releases, electronic copies of information, and documents pertaining to media conferences, investor updates, and presentations at analyst and investor conferences can be downloaded from the Company's website at accelleron-industries.com or obtained from the Company upon request at its headquarters.

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Accelleron Industries AG's corporate calendar is available at accelleron-industries.com/investors/corporate-calendar. You can subscribe to media releases sent (via email) on accelleron-industries.com/investors/subscribe. Further information is available on accelleron-industries.com/investors/investor-relations or by contacting Investor Relations at investors@accelleron-industries.com.

Quiet periods

The Company maintains a list of individuals who are subject to the following blackout periods for trading in Accelleron shares and other related financial instruments:

- December 15 to the trading day after the publication of the annual financial statements
- June 15 to the trading day after the publication of the half-year financial statements

In addition to members of the Board of Directors and Executive Committee, the list contains employees who, based on their responsibilities, have access to inside information on a regular basis, in particular regarding preparation of financial statements and M&A projects.

During 2025, no exceptions to these black-out periods have been granted.