

Schindler Holding Ltd.

Invitation to the 98th Annual General Meeting of Shareholders

We are pleased to invite you to the 98th Annual General Meeting of Shareholders of Schindler Holding Ltd.

Date: Tuesday, March 24, 2026, 2.30 p.m. (doors open at 1.30 p.m.)

Place: KKL Luzern (Kultur- und Kongresszentrum Luzern), Europaplatz 1, Lucerne

Agenda

1 Financial Statements and Consolidated Group Financial Statements 2025

The Board of Directors proposes that the General Meeting approves the financial statements and the consolidated group financial statements 2025.

The financial statements and the consolidated group financial statements 2025 have been prepared in accordance with the Swiss Code of Obligations (CO). In addition, the consolidated financial statements are based on the International Financial Reporting Standards (IFRS). The auditors recommend that the financial statements and the consolidated group financial statements be approved.

2 Appropriation of profit as per balance sheet

The Board of Directors proposes that the General Meeting approves the following appropriation of the 2025 balance sheet profit:

	(in CHF 1 000)
Net profit of the reporting year 2025	1 491 200
Profit carried forward from the previous year	320 762
Available for appropriation by the General Meeting	<u>1 811 962</u>
Ordinary dividend of CHF 6.00 gross per registered share and per bearer participation certificate (previous year CHF 6.00)	646 766
Extraordinary dividend of CHF 0.80 gross per registered share and per bearer participation certificate	86 235
Allocation to free reserves	200 000
Balance carried forward to new account	878 961
Total	<u>1 811 962</u>

The proposed appropriation of available earnings complies with Swiss law and the Articles of Association, as confirmed by the auditors' report. The ordinary dividend is the same as in the previous year. In addition, due to the strong results of Schindler Holding Ltd., an extraordinary dividend of CHF 0.80 per registered share and per participation certificate is being proposed.

3 Nonfinancial Report 2025

The Board of Directors proposes that the General Meeting endorses the Nonfinancial Report 2025.

The Nonfinancial Report 2025 (available electronically in English at group.schindler.com/nonfinancial-report) contains the information required by article 964b CO. According to article 964c CO the Report is to be submitted to the General Meeting for endorsement. Deloitte Ltd. has provided limited assurance on selected indicators in the Nonfinancial Report and has confirmed that the report contains the required disclosures pursuant to Article 964b paragraphs 1 and 2 CO as well as the Swiss Ordinance on Climate Disclosures.



Schindler

4 Discharge of the members of the Board of Directors and of the Group Executive Committee

The Board of Directors proposes that the General Meeting grants discharge to all members of the Board of Directors and of the Group Executive Committee for the financial year 2025.

The members of the Board of Directors and of the Group Executive Committee have duly fulfilled their duties in the financial year 2025. By granting discharge within the meaning of Article 758 CO, the company and the consenting shareholders declare to exonerate them, i.e., not to hold them liable for disclosed facts.

5 Compensation

5.1 Variable compensation of the Board of Directors for the financial year 2025

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 5 491 000 as variable compensation of the members of the Board of Directors for the financial year 2025 (amount approved in 2025 for 2024: CHF 6 684 000).

The decrease compared to the previous year is mainly due to a change in the compensation mix of the current Chairman of the Board of Directors, reflecting a higher fixed compensation and a lower variable compensation than in the past.

5.2 Variable compensation of the Group Executive Committee for the financial year 2025

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 12 806 000 as variable compensation of the members of the Group Executive Committee for the financial year 2025 (amount approved in 2025 for 2024: CHF 8 775 000).

The increase compared to the previous year is based on the following changes:

- Inclusion of the variable compensation of three members who left the Group Executive Committee during the course of 2025*
- Increase in the variable compensation of the former COO following his appointment as CEO effective February 1, 2025. In the previous year, the variable compensation for the former CEO was entirely included under the compensation for the Board of Directors, due to his dual mandate as Chairman and CEO.*
- Increase in individual bonuses driven by Schindler's improved financial performance in 2025*

5.3 Fixed compensation of the Board of Directors for the financial year 2026

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 8 300 000 as fixed compensation of the members of the Board of Directors for the financial year 2026 (amount approved in 2025: CHF 8 300 000).

The total amount remains unchanged compared to the previous year.

5.4 Fixed compensation of the Group Executive Committee for the financial year 2026

The Board of Directors proposes that the General Meeting approves an aggregate amount of CHF 9 200 000 as fixed compensation of the members of the Group Executive Committee for the financial year 2026 (amount approved in 2025: CHF 10 500 000).

The decrease compared to the previous year is due to the fact that continuing contractual payments made to departing members of the Group Executive Committee in 2025 cease in 2026.

For additional information concerning the agenda topics 5.1 to 5.4, reference is made to the Compensation Report, page 100 et seqq. of the Financial Statements.

6 Elections

6.1 Reelection of Josef Ming as member and Chairman of the Board of Directors

The Board of Directors proposes that the General Meeting reelects Josef Ming as member and Chairman of the Board of Directors.

Josef Ming was elected to the Board of Directors in 2025 and is standing for reelection for a further term as a member and Chairman of the Board of Directors. For further information, please refer to the Corporate Governance Report, page 78 of the Financial Statements.

6.2 Reelection as member of the Board of Directors

The Board of Directors proposes that the General Meeting reelects the following eleven individuals each separately as member of the Board of Directors:

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|---|---|
| 6.2.1 Alfred N. Schindler, Chairman emeritus | 6.2.7 Günter Schäuble |
| 6.2.2 Patrice Bula, Vice Chairman | 6.2.8 Tobias B. Staehelin |
| 6.2.3 Marion Bonnard | 6.2.9 Carole Vischer |
| 6.2.4 Cyrill Bucher | 6.2.10 Petra A. Winkler |
| 6.2.5 Prof. Dr. Monika Bütler | 6.2.11 Prof. Dr. Thomas H. Zurbuchen |
| 6.2.6 Christoph Mäder | |

The aforementioned members of the Board of Directors are standing for reelection for a further term of office. For further information, reference is made to the Corporate Governance Report, page 79 et seqq. of the Financial Statements.

6.3 Reelection as member of the Compensation Committee

The Board of Directors proposes that the General Meeting reelects the following three individuals each separately as member of the Compensation Committee:

- 6.3.1 Patrice Bula**
- 6.3.2 Prof. Dr. Monika Bütler**
- 6.3.3 Christoph Mäder**

With Patrice Bula, Prof. Dr. Monika Bütler and Christoph Mäder, the Board of Directors proposes to the General Meeting the reelection of three non-executive and independent members of the Board of Directors to the Compensation Committee.

6.4 Reelection of the Independent Proxy

The Board of Directors proposes that the General Meeting reelects Dr. iur. et lic. rer. pol. Adrian von Segesser, attorney-at-law and notary public, Lucerne, as Independent Proxy.

Dr. Adrian von Segesser meets the independence criteria required for this mandate. His reelection ensures continuity.

6.5 Reelection of the statutory auditor for the financial year 2026

The Board of Directors proposes that the General Meeting reelects PricewaterhouseCoopers Ltd., Zurich, as statutory auditor for the financial year 2026.

PricewaterhouseCoopers Ltd., Zurich, was appointed in 2020 as statutory auditor and has the independence required for this mandate.

7 Capital Reduction

In view of the share buyback program launched on November 6, 2024, for an amount of up to CHF 500 000 000 and considering the registered shares and participation certificates repurchased under this program up to January 31, 2026, the Board of Directors proposes that the General Meeting resolve as follows:

7.1 Reduction of the Share Capital

- to reduce the share capital from its current amount of CHF 6 707 745.20 to CHF 6 686 696.50 by cancelling 210 487 registered shares in the amount of CHF 21 048.70, with the reduction amount being offset against the negative position relating to treasury shares (registered shares);

7.2 Reduction of the Participation Capital

- to reduce the participation capital from its current amount of CHF 4 071 683.10 to CHF 4 001 700.40 by cancelling 699 827 participation certificates in the amount of CHF 69 982.70, with the reduction amount being offset against the negative position relating to treasury shares (participation certificates).

Schindler Holding Ltd. announced on October 17, 2024, that it would carry out a share buyback program for its own registered shares and participation certificates in the amount of up to CHF 500 000 000 for the purpose of reducing the share and participation capital. Accordingly, the Board of Directors proposes to the General Meeting to cancel the registered shares and participation certificates repurchased under this program up to January 31, 2026. If the proposal is approved, the Board of Directors will execute the capital reduction and update the Articles of Association accordingly.

Documents

Invitation

The invitation to the General Meeting with the agenda and the substantiated proposals of the Board of Directors was sent to the registered shareholders on February 16, 2026, together with the registration form (including proxy and instructions form).

Admission and voting cards

As of March 18, 2026, the admission and voting cards will be sent by post to the shareholders who have registered for the General Meeting.

Annual Report 2025

The Annual Report 2025 can be accessed on the website group.schindler.com.

Representation

With regard to representation at the General Meeting of March 24, 2026, the following applies:

- The General Meeting of March 25, 2025, elected Dr. Adrian von Segesser, attorney-at-law and notary public, Kapellplatz 1, 6004 Lucerne, as Independent Proxy. Shareholders who wish to appoint Dr. von Segesser as their representative may give their proxy and instructions in writing or electronically. The details are described in the registration form.
- Shareholders who wish to designate a third person as representative have to return the registration form by March 19, 2026 (date of receipt). They will then receive the admission and voting card. To validly authorize a third person, the proxy on the admission and voting card has to be completed, signed and handed over to the representative.

Voting rights of Shareholders

Only registered shareholders whose names appear in the Schindler Share Register with voting rights **on March 17, 2026** (record date), are entitled to attend the General Meeting and exercise their voting rights.

6052 Hergiswil, February 16, 2026

Schindler Holding Ltd.

Josef Ming
Chairman of the Board of Directors

Patrice Bula
Vice Chairman of the Board of Directors