

**SULZER**

# **Nomination Committee Regulations**

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Sulzer Ltd, Winterthur

February 16, 2023

# NOMINATION COMMITTEE REGULATIONS

## SULZER LTD, WINTERTHUR

(hereinafter the "**Company**")

In accordance with § 23 of the Articles of Association, the Board of Directors (the "**Board**") hereby issues the following regulations:

### 1 Organization

- 1.1 The Board designates a Nomination Committee (the "**Committee**") and elects the Committee chair. The Committee comprises at least three members. The majority of Committee members shall be independent. An independent member shall mean a non-executive member of the Board who (i) has never been a member of the Executive Committee, or at least not in the previous three years, (ii) who has no or comparatively minor business relations with the Company and (iii) who has never served as lead auditor of the external auditor of the Company or had a decision-making function in the relevant audit firm, or at least not in the two previous years. Each member who may be exposed to a potential conflict of interest shall not only immediately inform the other members but also refrain from participating in the respective deliberations and taking of resolutions (i.e., recommendations).
- 1.2 The Board elects the members of the Committee annually, and nominates one of them as Committee chair.
- 1.3 The term of office shall extend until completion of the following ordinary General Meeting; the members are re-electable.
- 1.4 Committee meetings are held as often as required for business purposes, but at least twice annually.
- 1.5 The Committee chair is responsible for administrative matters (distribution of Committee meeting invitations, including agenda and respective documentation).
- 1.6 Committee meetings are generally attended by the CEO and the Head of Corporate HR, unless such meeting is concerned with the assessment of their performance. The Committee can also invite to its meetings further representatives of the Company management and any other persons whose presence is regarded by the Committee as necessary for fulfilling its responsibilities.
- 1.7 Resolutions of the Committee must be carried by at least two members. If only two members are present at the respective meeting, the Committee chair's vote counts double. Resolutions can also be passed within the framework of video or telephone conferences, by ballot or in electronic form, unless direct debate is requested by any member.
- 1.8 No management decisions are taken by the Committee. Committee resolutions are submitted as proposals to the Board for final decision.

- 1.9 The Committee chair designates for each meeting a keeper of the minutes, in which all resolutions passed shall be recorded. Copies of the minutes shall be distributed to all persons attending the meeting as well as to all members of the Board. The minutes are to be treated confidentially. The Committee chair furthermore reports verbally to the next Board meeting on all matters debated, and as far as necessary submits the respective proposals.

## 2 Mandate

The Committee supports the Board in nominating and assessing candidates for membership of the Board and Executive Committee. It may submit proposals to the Board which are in connection with nomination matters or relating to questions regarding the composition of the Board and the Executive Committee.

## 3 Tasks

The tasks of the Committee are in particular as follows:

- a) Periodic assessment of the Board membership structure;
- b) Definition of selection principles and nomination of candidates for election and re-election to the Board;
- c) Assessment and nomination of suitable candidates for membership of the Executive Committee;
- d) Succession planning for the CEO and members of the Executive Committee;
- e) Assurance of adequate reporting to the Board;
- f) Any other matter the Board refers to the Committee for follow-up.

All confidential documents must be returned no later than per end of term of office.

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*These regulations were approved by the Board and enter into force on February 16, 2023.*

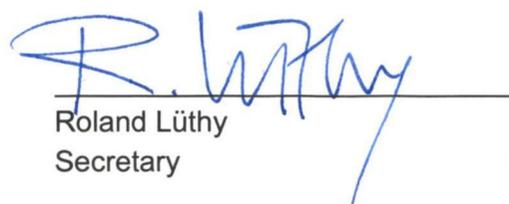
*They replace the regulations introduced on April 6, 2022.*

*They can be revised at any time by the Board according to need.*

*For the Board*



Suzanne Thoma  
Chairwoman



Roland Lüthy  
Secretary