

SULZER

Strategy and Sustainability Committee Regulations

Sulzer Ltd, Winterthur

February 16, 2023

STRATEGY AND SUSTAINABILITY 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 Strategy and Sustainability Committee ("the **Committee**") composed of three to four of its members and elects the Committee chair. A majority of its members shall be independent. Independent 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 term of office shall extend until completion of the following ordinary General Meeting; the members are re-electable.
- 1.3 Committee meetings are held as often as required, but at least twice annually. The chair of the Committee is entitled to call a meeting whenever he or she thinks there is a need.
- 1.4 The Committee may ask the CEO or others to attend the meeting.
- 1.5 The Committee chair, or on his behalf the Secretary General, is responsible for administrative matters (distribution of Committee meeting invitations, including agenda and respective documentation). 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 reports verbally to the next Board meeting on all matters debated, and as far as necessary submits the respective proposals.
- 1.6 Resolutions of the Committee must be carried by at least two members. If only two members are present at the respective meeting, the 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. In order to avoid the risks of conflict of interests a Committee member should not vote on any matter in which he or she is conflicted.

- 1.7 No management decisions are taken by the Committee. Committee resolutions are submitted as proposals to the Board for final decision.

2 Mandate

The Committee supports the Board in fulfilling its duties by providing independent and objective review and advice to the Board and CEO with respect to the further development and implementation of the business strategy and the sustainability initiatives of the Company.

3 Tasks

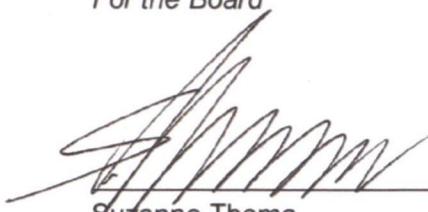
The tasks of the Committee are in particular to review and advise the Board

- (i) on major strategic issues, including acquisitions, divestitures and significant (at corporate level) alliance and joint venture opportunities;
- (ii) on the strategic planning and development priorities;
- (iii) on the Company's sustainability initiatives and objectives as well as on other public policy matters which may affect the Company's business strategy, operations or reputation.

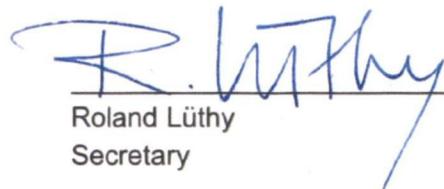
All confidential documents must be returned no later than per end of term of office.

*These regulations were approved by the Board and enter into force on February 16, 2023.
They replace the regulations introduced on April 15, 2020.
They can be revised at any time by the Board.*

For the Board



Suzanne Thoma
Chairwoman



Roland Lüthy
Secretary