Rules of Organisation

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List of terms and abbreviations

Group	Bucher Industries AG and its subsidiaries, associates and investments
Rules	Rules of Organisation
Group guidelines	Apply to the Group and all divisions
Divisions	Kuhn Group, Bucher Municipal, Bucher Hydraulics, Bucher Emhart Glass and Bucher Specials
Corporate Centre	Group staff functions
Board	Board of directors
Chairman	Chairman of the board
CEO	Chief Executive Officer
CFO	Chief Financial Officer
GM-members	Members of group management
Division Presidents	Heads of the divisions

General

1 Background and purpose

1.1. The board of directors of Bucher Industries AG has issued the following Rules pursuant to article 716b of the Swiss Code of Obligations and article 19 of the Articles of Association of Bucher Industries AG. Mandatory provisions of law and the Articles of Association take precedence over these Rules.

1.2. These Rules supplement applicable laws and the Articles of Association and set out the roles, duties and powers of the corporate bodies and officers of Bucher Industries AG and the Bucher Group.

2 Organisation

2.1. As the ultimate holding company, Bucher Industries AG shall be responsible for the overall management of the Group. These Rules are based on the principle of decentralised responsibility for results and management and delegate the operational management of the business to the GM-members, led by the CEO. Group Management shall consist of the CEO, CFO and Division Presidents. Other persons may be appointed to Group Management by the Board of Directors. The terms of reference of the corporate bodies and officers set out below are given as examples and additionally include the duties and powers set out in the Delegation of Authority.

2.2. Bucher Industries AG shall perform strategic, financial and managerial functions for the entire Group. The Group’s operations shall be assigned to the divisions and the Corporate Centre.

Board of Directors

3 Directors

3.1. The Board shall nominate its members, the Chairman as well as the Members of the Compensation Committee individually for election by the general meeting. The majority of the directors shall be independent.

4 Composition and organisation

4.1. Article 15 of the Articles of Association prescribes the number of directors and their term of office. Except for the election of the Chairman of the Board and the Members of the Compensation Committee by the general meeting of shareholders, the Board of Directors constitutes itself. The Board elects a Deputy Chairman as well as the members of its committees and their chairmen from among its members. It also elects a Secretary, who need not be a member of the Board.

5 Duties and powers

5.1. The Board shall have the power to decide on all matters not falling within the authority of the general meeting or auditors. Under the Articles of Association and these Rules, it shall delegate certain duties and powers to the Chairman, its committees, the CEO, CFO and other GM-members.

5.2. The Board shall be responsible for the overall direction, supervision and control of the Group and its management and shall monitor compliance with the provisions of applicable legislation. On the recommendation of the CEO, it shall set the Group's strategic objectives and determine the necessary financial and human resources to meet its objectives. The Board shall also set the Group's values and standards and ensure that its obligations to shareholders and other stakeholders are met.

5.1 In particular, the Board shall have the following non-delegable duties:

5.3.1 Strategy

i. To oversee the management of the company and to determine its corporate policy and culture, in particular to approve the strategy of the Group and its individual divisions;

ii. To determine the organisation and issue regulations for the Compensation Committee and Rules of Organisation for the Group;

iii. To structure the Group's accounting system, financial controls and financial planning;

iv. To approve the strategic and financial objectives of the Group and its divisions;

v. To decide on the formation of new or discontinuation of existing divisions, segments or independent businesses. To approve significant acquisitions, mergers, disposals or individual projects;

vi. To approve all matters and decisions not delegated to the CEO or Group Management.

5.3.2. Finances

i. To approve the accounting standards to be applied, the framework for financial and risk control and any significant changes thereto;

ii. To annually review and approve the budgets and medium-term plans of the Group and its divisions;

iii. To review and approve the Group's (annual and interim) financial statements and reporting.

5.3.3. Organisation

i. To review and approve the governance principles, Group directives and Group Management structure;

ii. To supervise the persons entrusted with the management of the business, also to ensure compliance with laws, the Articles of Association, rules and regulations, and the implementation of resolutions passed by the Board and at general meetings;

iii. To approve the principles of the information and control system in respect of Group Management;

iv. To appoint and remove GM-members.

5.3.4. General meetings

i. To call annual and extraordinary general meetings;

ii. To pass resolutions on proposals to be submitted to shareholders;

iii. To implement resolutions passed by shareholders.

5.2 All directors shall be authorised to sign jointly for Bucher Industries AG.

6 Meetings

6.1. The Board shall meet as often as business requires, but not less than six times each year. The schedule of meetings shall be set before the start of the financial year.

6.2. Board meetings shall be called by the Chairman. Any director or the CEO may request the Chairman in writing to call a special meeting. If the Company does not have a Chairman, the Board will appoint a new Chairman for the remaining term of office.

6.3. The Chairman, or in his absence the Deputy Chairman, shall give notice of a meeting in writing specifying the items on the agenda, usually at least seven days prior to the date of the meeting.

6.4. Meetings shall be chaired by the Chairman or, in his absence, by the Deputy Chairman or, in his absence, by another director as Chairman for the meeting appointed by the directors present.

6.5. If the Chairman so decides, the Board may also invite GM- members and internal or external specialists to attend its meetings. The CEO and CFO shall normally attend the meetings in an advisory capacity.

6.6. Meetings may be held in person or by telephone or video conference.

6.7. The minutes shall record all Board resolutions and give a general summary of the Board's deliberations. Any dissenting opinions of and votes cast by directors shall be recorded in the minutes. The minutes shall be signed by the Chairman and the Secretary.

7 Resolutions

7.1. The Board shall constitute a quorum when more than half of its members are present. Members attending by phone, video conference or any other electronic media are deemed present. Votes by the Board shall be taken by a show of hands and be decided by an absolute majority of those present. In the event of an equality of votes, the Chairman shall have the casting vote.

7.2. In urgent cases, unless a director requests an oral discussion, resolutions proposed in writing may also be passed in writing, in which case they shall be adopted by an absolute majority of all directors.

8 Information rights

8.1. Directors shall have access to all information necessary to perform their duties.

8.2. At Board meetings, directors may request information on all matters related to the Group regardless of the agenda, and the Board or GM- members present shall provide information to the best of their knowledge and belief.

8.3. Outside Board meetings, directors may request the Chairman for access to inspect documents or obtain information from internal or external auditors or Group employees. The Chairman and the CEO shall be informed accordingly.

9 Self-assessment

9.1. The Board shall conduct an evaluation of its own performance and that of its committees at least once a year.

10 Age limit

10.1. Any director who has reached the age of 70 shall not stand for re-election at the next annual general meeting.

11 Chairman of the Board

11.1. The general meeting shall appoint the Chairman, who shall have the following duties:

11.1.1 He shall be responsible for the organisation of the Board's duties as set out in Art. 5 of these Rules.

11.1.2 He shall coordinate the Board's work, give notice of Board meetings and set the agenda. Together with the CEO, he shall make all the necessary preparations.

11.1.3 The Chairman shall preside over annual and extraordinary general meetings and Board meetings.

11.1.4 He shall coordinate the work of the committees in conjunction with the committee chairmen and may attend committee meetings.

11.1.5 He shall monitor the implementation of resolutions passed by the Board and at general meetings.

11.1.6 To meet an emergency, he may singly take a decision on behalf of the Board. He shall inform the Board immediately of any such decisions.

12 Board committees

12.1. The Compensation Committee consists of two to five members, the majority of whom shall be non-executive and independent. The members are elected yearly by the annual general meeting of shareholders. The Board appoints the Chairman of the Compensation Committee. In case of a vacancy, the Board shall appoint a substitute from among its members for the remaining term of office.

12.2. The Audit Committees consists of two to five members, the majority of whom shall be non-executive and independent. The members shall be appointed by the the Board.

12.3. The Board may appoint other committees from among its members and shall appoint members of such committees.

12.4. They shall hold office from one annual general meeting until the next annual general meeting.

12.5. The Board shall define the duties of the committees in compliance with laws and the Articles of Association. The Board my adopt regulations for the organisation, functioning and reporting of its committees. The committees shall report to the Board at least annually on their activities, results and proposals. In important cases, they shall inform the Board immediately. With the exception of Article 12.8.3 (iv) the Board shall retain overall responsibility for the duties delegated to the committees. Meetings shall be minuted.

12.6. The committees shall meet as often as business requires at the call of their chairmen. Meetings shall normally be attended by the Chairman and CEO, and Audit Committee meetings also by the CFO, in an advisory capacity. Minutes of committee meetings shall be circulated to all directors.

12.7. Audit Committee

12.7.1 The chairman should have financial and accounting experience.

12.7.2 The Audit Committee shall meet as often as business requires, but not less than three times a year, at the call of its chairman. The CEO and CFO shall normally attend the meetings in an advisory capacity. If required, the internal and external auditors shall attend the meetings in an advisory capacity.

12.7.3 The main duties of the Audit Committee shall be:

i. To review the structure of the Group's accounting system, financial controls and financial planning, including individual projects involving significant capital commitment, and to submit proposals to the Board;

ii. To review the non-financial reporting, and to submit proposals to the Board;

iii. To monitor the risk management system;

iv. To determine and monitor the effectiveness of the internal control system with focus on financial and regulatory risks;

v. To ensure a comprehensive and effective audit programme;

vi. To determine the key areas of the audit plan for the external and internal audits;

vii. To receive and review the auditors' reports;

viii. To review the independence and performance of the auditors and to determine their remuneration;

ix. To prepare the Board's proposal to the general meeting for the appointment of the auditors;

x. To appoint the head of Internal Audit, who shall report to the committee chairman.

12.8. Compensation Committee

12.8.1 The chairman should have experience in remuneration matters.

12.8.2 The Compensation Committee shall meet at least once a year. The CEO shall attend the meetings in an advisory capacity, except when his own remuneration is being determined.

12.8.3 The main duties of the Compensation Committee shall be:

i. To propose the policy on directors' and Group Management compensation as well as a respective compensation regulation to the Board;

ii. To propose the type and amount of the annual compensations of directors and GM-members as well as the annual financial targets for the variable, performance based compensation of GM-members to the Board;

iii. To prepare for the Board the compensation report as well as the Board's proposals to the annual general meeting relating to the aggregate amount for compensations of the Board and GM-members;

iv. To review requests from GM-members for external mandates in accordance with a regulation about mandates of GM-members adopted by the Board. Upon unanimous approval of such requests the Compensation Committee shall propose approval of such requests to the Board.

v. To submit a proposal to the Board for establishing the principles of the candidate selection process for appointments to the Board and GM-members and to prepare the selection of candidates for the Board.

vi. To submit a proposal to the Board for nomination of the CEO and of GM-members that have been proposed by the CEO.

vii. To prepare medium- to long-term succession planning for directors and GM-members as well as conception of talent promotion within the Group.

13 Group Management

13.1. Group Management shall consist of the following persons:

13.1.1 Chief Executive Officer (CEO)

13.1.2 Chief Financial Officer (CFO)

13.1.3 Division Presidents

13.1.4 Other persons may be appointed to Group Management by the Board upon proposal of the Compensation Committee.

13.2. Group Management shall meet as often as business requires, but not less than four times each year, at the call of the CEO. If necessary to conduct business, internal and external specialists shall attend the meetings in an advisory capacity. Meetings shall be minuted.

13.3. The main duties of Group Management shall be:

13.3.1 To assist the CEO in the implementation of the Group strategy and resolutions passed by the Board and at general meetings;

13.3.2 To assist the CEO in preparing proposals to the Board;

13.3.3 To assist the CEO in developing and implementing Group guidelines;

13.3.4 To establish Group training and development programmes for senior management;

13.3.5 To determine the content of the annual management meeting;

13.3.6 To exchange information on current market developments, major Group projects, business performance, the budget and medium-term planning, including opportunities and risks for the Group and its divisions.

13.4. A GM-member shall cease to serve as such on resigning from Group Management or, at the latest, on reaching the age of 65.

14 Chief Executive Officer (CEO)

14.1. The CEO shall be responsible for the operational management of the Group. He shall manage the Group's affairs within the framework of corporate policy, the Group strategy, medium-term plans and annual budgets, shall implement resolutions passed at general meetings and by the Board and shall oversee the implementation of any decisions taken. He shall be responsible for ensuring that GM-members fulfil their responsibilities and discharge their duties. He shall ensure that the objectives set by the Board for the Group and divisions are consistent with the objectives of the GM-members. He shall also ensure that the Group's senior management members receive appropriate training and development. The CEO shall play a leading role in the Board's deliberations and decision-making on corporate policy, strategy, risks and remuneration policies. In agreement with the Chairman, he shall represent the Group towards major investors, media, other stakeholders and the public at large.

14.2. The CEO shall ensure that the Chairman and the Board are kept informed in a timely and appropriate manner. At each Board meeting, he shall provide information about the current performance of the operations of the Group and divisions and about major projects and risks. Such information shall include:

14.2.1 Monthly performance figures and consolidated financial statements, including management comments on business performance and key performance indicators within the Group, divisions and major Group companies;

14.2.2 Variances from the budget and medium-term plan based on analyses of conditions in the Group's main markets, as well as action taken;

14.2.3 Preparation of the annual risk report;

14.2.4 Drafting of written proposals for major projects;

14.2.5 Changes in and proposals for the appointment and removal of GM-members. Appointment of the heads of Group staff functions.

14.2.6 Information on all matters of significance to the Board's oversight or control functions.

15 Chief Financial Officer (CFO)

15.1. The CFO shall be responsible for the Group's financial reporting and financial planning in compliance with accounting standards and with internal and external rules and regulations. He shall ensure proper and transparent monthly, half-yearly and annual financial statements and validate quarterly forecasts, budgets and plans. He shall be responsible for maintaining liquidity and assuring adequate funding for the Group. He shall ensure that the Group has effective internal control processes in place which are commensurate with risk. He shall assist the CEO, Group Management and operational managers in all matters of accounting, controlling and finance, in particular for strategic projects and transactions.

15.2. The CFO shall be responsible for the Group's financial functions of treasury, accounting and controlling, tax and insurance. He shall submit proposals to the Audit Committee on accounting standards to be adopted, standards for external financial reporting and disclosure. In conjunction with the CEO, he shall maintain relations with financial analysts, investors and the financial press.

15.3. Under the supervision of and on behalf of the Audit Committee, he shall coordinate the functions of the internal and external auditors.

15.4. The CFO shall report to the CEO. He shall be obliged to inform the CEO and, in his absence, the Chairman in good time of any significant problems in his area of responsibility.

16 Division Presidents

16.1. Each Division President shall be responsible for the operational management of the affairs and for the financial results of his division within the framework of the Group's guidelines, the division strategy, medium-term plans and annual budgets. He shall implement Board resolutions that concern his division and the requirements specified by the CEO and CFO. He shall ensure that his personal objectives and the objectives for his area of responsibility are implemented.

16.2. The Division President shall report to the CEO. He shall be obliged to inform the CEO and, in his absence, the Chairman and the CFO in good time of any significant problems in his division.

Internal Audit

17 Area of authority, responsibilities, powers and reporting

17.1. Internal Audit shall perform the internal audit function in the Group. The head of Internal Audit shall report to the chairman of the Audit Committee. Responsibility for coordinating the implementation of auditing activities shall be delegated to the CFO.

17.2. Internal Audit shall carry out audits within the Group in accordance with the audit programme proposed by the Audit Committee and determined by the Board.

17.3. Audits shall be conducted on a rolling basis in the following areas:

17.3.1 Effectiveness of selected operational processes at Group, division and Group company level;

17.3.2 Effectiveness of governance and risk management processes;

17.3.3 Effectiveness of internal control processes;

17.3.4 Reliability and integrity of financial and operational information;

17.3.5 Compliance with requirements of law, the Articles of Association and internal rules;

Special rules

18 Authority to sign

18.1. Any two directors and/or the CEO and CFO shall be authorised to sign jointly for and on behalf of Bucher Industries AG. Other signatories may be designated by the Board at the CEO's request.

19 Conduct of directors and Group management members

19.1. Directors and GM- members shall:

19.1.1 Discharge their duties diligently and in the Group's best interests;

19.1.2 Disclose significant business relationships and avoid or immediately disclose potential conflicts of interest;

19.1.3 Keep all information related to the Group confidential. This obligation of confidentiality shall continue even after leaving office, for as long as the information remains confidential.

20 Effective date

20.1. These Rules of Organisation were approved by the Board on 29 November 2024 and became effective on 1 February 2025. They replace all prior rules of organisation.

Issued by the Board of Directors.

Niederwenigen, 1 February 2025

Urs Kaufmann, Chairman

Anita Hauser, Deputy Chairman