INVITATION TO ANNUAL GENERAL MEETING

Date:
21 August 2025, 12.00 noon
(doors open at 11.30 a.m.)

Place:
KLINGELNBERG AG hall
at Binzmühlestrasse 171, 8050 Zürich, Switzerland

KLINGELNBERG AG

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To the Shareholders of KLINGELNBERG AG

Invitation to the Annual General Meeting

Date: 21 August 2025, 12.00 noon (doors open 11.30 a.m.)
Place: KLINGELNBERG AG hall at Binzmühlestrasse 171, 8050 Zurich, Switzerland

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Dear Shareholders,

The Board of Directors of KLINGELNBERG AG is pleased to invite you to the Annual General Meeting with the following agenda items and motions.

Agenda Items and Motions of the Board of Directors:

1 Management Report, Annual Financial Statements and Consolidated Financial Statements for 2024/25, Auditors' Reports

Motion by the Board of Directors: The Board of Directors proposes that the Management Report, the Annual Financial Statements of KLINGELNBERG AG as well as the Consolidated Financial Statements of the KLINGELNBERG Group for the 2024/25 financial year are approved and the Auditors' Reports are acknowledged.

Reasons: The Annual General Meeting is responsible for approving the Management Report, the Annual Financial Statements and the Consolidated Financial Statements. In their Auditors' Reports to the Annual General Meeting, the Auditors PricewaterhouseCoopers AG confirmed the Annual Financial Statements and the Consolidated Financial Statements without qualification.

2 Approval of the Sustainability Report for the 2024/25 financial year

Motion by the Board of Directors: The Board of Directors proposes the approval of the Sustainability Report for the 2024/25 financial year.

Reasons: The Sustainability Report of KLINGELNBERG AG provides a description of the environmental, social and human rights impacts of the company's business activities. It includes the information required by Swiss law, as well as voluntary disclosures in accordance with the standards of the Global Reporting Initiative (GRI). The Sustainability Report is submitted to the General Meeting and is included as a separate chapter in the Annual Report for the 2024/25 financial year, which is available online at https://klingelnberg.com/en/investors/financial-reports.

3 Resolution on the appropriation of retained earnings for 2024/25, distribution of an ordinary dividend and withholding tax-free distribution from capital contribution reserves

The Board of Directors proposes a total gross distribution to shareholders of CHF 0.50 per registered share entitled to dividend. This consists of an ordinary dividend from retained earnings of gross CHF 0.25 per registered share (CHF 0.1625 net after deduction of 35% withholding tax) and a withholding tax-free distribution from capital contribution reserves of CHF 0.25 per registered share. Therefore, a total distribution of CHF 0.50 per registered share, corresponding to a total amount of CHF 4,420,000 is planned.

3.1 Appropriation of retained earnings

Motion by the Board of Directors: The Board of Directors proposes a pro rata distribution from retained earnings of CHF 0.25 per registered share. Furthermore, the Board of Directors proposes to carry forward the remaining retained earnings in the amount of CHF 35,204,751.79 to new account.

3.2 Payment of a dividend from capital contribution reserves

Motion by the Board of Directors: The Board of Directors proposes a pro rata distribution from the capital contribution reserves in the amount of CHF 0.25 per registered share.

Reasons: Pursuant to Article 698 para. 2 item 4 of the Swiss Code of Obligations and the Articles of Association of KLINGELNBERG AG, the Annual General Meeting is responsible for passing resolutions on the appropriation of retained earnings, in particular the determination of the dividend. The proposal is based on the Annual Financial Statements audited by the Auditors and proposed for approval under agenda item 1.

4 Granting discharge to the members of the Board of Directors and the Executive Management

Motion by the Board of Directors: The Board of Directors proposes that discharge be granted to all members of the Board of Directors and the Executive Management for their activities in the 2024/25 financial year.

Reasons: By law, the discharge of the responsible bodies is a non-transferable power of the Annual General Meeting.

5 Approval of the maximum total amount of the compensation of the Board of Directors until the 2026 Annual General Meeting

Motion by the Board of Directors: The Board of Directors proposes the approval of the maximum total amount of CHF 850,000 for the compensation of the Board of Directors for the period from the Annual General Meeting 2025 to the Annual General Meeting 2026.

Reasons: The principles governing the compensation of the Board of Directors are set out in Article 25 of the Articles of Association. Details on the compensation of the Board of Directors can be found in the Compensation Report, which is a separate chapter of the Annual Report for the 2024/25 financial year and is available online at https://klingelnberg.com/en/investors/financial-reports. The proposed maximum total compensation for the term of office from the Annual General Meeting 2025 to the Annual General Meeting 2026 is CHF 850,000.

6 Approval of the maximum total amount of the compensation of the Executive Management for the 2026/27 financial year

Motion by the Board of Directors: The Board of Directors proposes the approval of the maximum total amount of EUR 3,500,000 for the compensation of the members of the Executive Management, which can be paid out or allocated in the 2026/27 financial year.

Reasons: The principles governing the compensation of the Executive Management are set out in Article 26 of the Articles of Association. Details on the compensation of the Executive Management can be found in the Compensation Report, which is a separate chapter of the Annual Report for the 2024/25 financial year and is available online at https://klingelnberg.com/en/investors/financial-reports. For the 2026/27 financial year, the Board of Directors proposes a maximum possible total compensation of EUR 3,500,000 for the members of the Executive Management.

7 Consultative vote on the 2024/25 Compensation Report

Motion by the Board of Directors: The Board of Directors proposes that the Compensation Report for the 2024/25 financial year is approved by the shareholders by way of a consultative vote.

Reasons: The consultative vote on the Compensation Report is legally required under law because the Annual General Meeting approves the variable compensation of the Executive Management on a prospective basis. The result of the consultative vote has no binding effect. The Compensation Report can be found as a separate chapter in the Annual Report for the 2024/25 financial year, which is available online at https://klingelnberg.com/en/investors/financial-reports.

8 Election of the members of the Board of Directors

Motion by the Board of Directors: The Board of Directors proposes the re-election of the following persons as members of the Board of Directors, in each case by individual vote, for a term of office until the conclusion of the next Annual General Meeting:

- Dr. Jörg Wolle
- Jan Klingelnberg
- Philipp Buhofer
- Prof. Dr. Michael Hilb
- Dr. Hans-Martin Schneeberger
- Kalina Alexieva Scott

Reasons: As the term of office of the members of the Board of Directors expires at the conclusion of the Annual General Meeting on 21 August 2025, they must each be re-elected by the Annual General Meeting. All current members of the Board of Directors are available for a further term of office. A curriculum vitae of all members of the Board of Directors is included in the "Corporate Governance" section of the Annual Report for the 2024/25 financial year and is available online at https://klingelnberg.com/en/investors/financial-reports.

9 Election of the Chairman of the Board of Directors

Motion by the Board of Directors: Subject to his election as a member of the Board of Directors, the Board of Directors proposes the re-election of

- Dr. Jörg Wolle

as Chairman of the Board of Directors until the conclusion of the next Annual General Meeting.

Reasons: Dr. Jörg Wolle is available for a further term of office as Chairman of the Board of Directors.

10 Election of the members of the Nomination and Compensation Committee

Motion by the Board of Directors: The Board of Directors proposes the re-election of the following persons as members of the Nomination and Compensation Committee by individual vote for a term of office until the conclusion of the next Annual General Meeting and subject to their election as members of the Board of Directors:

- Dr. Jörg Wolle
- Philipp Buhofer
- Dr. Hans-Martin Schneeberger

Reasons: All current members of the Nomination and Compensation Committee are available for a further term of office. The Board of Directors intends to appoint Dr. Jörg Wolle as Chairman of the Nomination and Compensation Committee, subject to his election as a member of the Nomination and Compensation Committee.

11 Election of the Auditors

Motion by the Board of Directors: The Board of Directors proposes the re-election of

- PricewaterhouseCoopers AG, Zurich

as Auditors until the conclusion of the next Annual General Meeting.

Reasons: The Annual General Meeting is responsible for the election of the Auditors. PricewaterhouseCoopers AG has confirmed that, if elected, it will exercise the mandate until the conclusion of the next Annual General Meeting.

12 Election of the Independent Proxy

Motion by the Board of Directors: The Board of Directors proposes the re-election of

- Attorney Ernst A. Widmer (EAW Legal, 8002 Zurich)

as the Independent Proxy with the right of substitution until the conclusion of the next Annual General Meeting.

Reasons: Attorney Ernst A. Widmer (EAW Legal, 8002 Zurich) has confirmed to exercise the mandate for a further term of office if elected.

Annual Report and Auditors' Reports

The complete Annual Report for the 2024/25 financial year contains the Management Report (p. 22), the Compensation Report with the Report of the Statutory Auditor (p. 58), the Sustainability Report (p. 76), the Consolidated Financial Statements with the Report of the Statutory Auditor (p. 126), and the Annual Financial Statements (separate financial statements) with the Report of the Statutory Auditor (p. 162). The Annual Report was published on 25 June 2025. The Annual Report and the Auditors' Reports are available for inspection at the registered office of KLINGELNBERG AG at Binzmühlestrasse 171, 8050 Zurich, Switzerland, and can be accessed on the website of the KLINGELNBERG Group (https://klingelnberg.com/en/investors/financial-reports). Shareholders who wish to receive the documents by post can order them from KLINGELNBERG AG, Investor Relations, Binzmühlestrasse 171, 8050 Zurich, Switzerland.

Organizational matters

Annual Report

The Annual Report is not sent out automatically, but only at your explicit request. It can also be viewed and downloaded from the following Internet address: https://klingelnberg.com/en/investors/financial-reports

Attendance in person

Shareholders who wish to attend the Annual General Meeting in person are kindly requested to request an admission card with voting material using the enclosed reply form. Shareholders entered in the share register with voting rights on 08 August 2025 5:00 p.m. (record date / closing of the share register) are entitled to attend and vote.

Proxies and issuing instructions

In accordance with Article 11 of the Articles of Association, shareholders who are entitled to vote but do not attend the Annual General Meeting in person may be represented by **another person, who is not required to be a shareholder**, or by the **Independent Proxy** (Attorney Ernst A. Widmer, EAW Legal, 8002 Zurich). For this purpose, the enclosed proxy and instruction form must be used; alternatively, you can use the electronic instruction system available at www.klingelnberg.netvote.ch.

The enclosed reply form includes additional information on granting proxy and issuing instructions. The reply form also provides your log-in details for granting proxy and issuing instructions online.

An **envelope** addressed to KLINGELNBERG AG's share register (c/o areg.ch ag, Fabrikstrasse 10, CH-4614 Hägendorf) is enclosed for your written **reply**. You can use this envelope both to return the reply form for ordering admission cards and to return the reply form with a proxy and instructions to the Independent Proxy.

Please note that the completed and signed reply form must be received by the share register of KLINGELNBERG AG no later than 19 August 2025. Electronic proxies and instructions or changes to instructions must be issued by no later than 12:00 noon (CEST) on 19 August 2025.

Admission cards will be mailed from 11 August 2025.

Directions

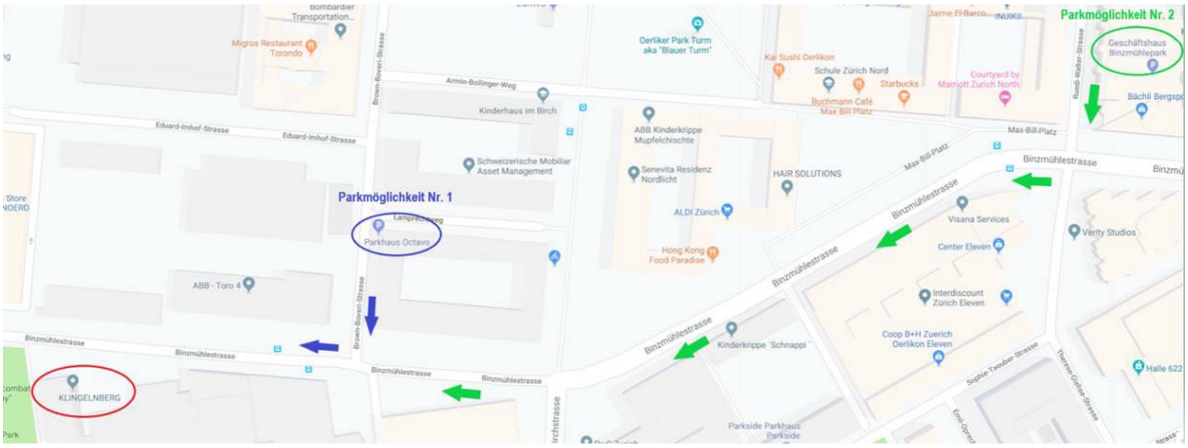
There are no parking spaces available on KLINGELNBERG AG premises, so we kindly ask you to use public transport. The building is located about 10 minutes' walk from Oerlikon train station. Bus line 80 from Oerlikon train station stops in the immediate vicinity ("Birchstrasse" bus stop).

Parking spaces

If you choose to arrive by car, we recommend the following parking options:

<u>Parking option 1:</u>
"Octavo" parking garage
Brown-Boveri-Strasse 2
Zurich

<u>Parking option 2:</u>
"Geschäftshaus Binzmühlepark" parking garage
Ruedi-Walter-Strasse 2A
Zurich



Language

The Annual General Meeting will be held in German. The German version of the invitation to the Annual General Meeting shall prevail in case of discrepancies.

We are pleased to welcome you in person and cordially invite you to our traditional “Apéro” following the Annual General Meeting.

Yours sincerely,

for the Board of Directors:

The Chairman

Zurich, 28 July 2025

Dr. Jörg Wolle

<u>Enclosures:</u>

- Reply forms
- Reply envelope