dormakaba
Annual Report 25/26

Compensation Report

Letter by the Chairman of the Nomination and Compensation Committee

Dear Shareholders,

On behalf of the Nomination and Compensation Committee (NCC), I am pleased to present the Compensation Report of dormakaba Holding AG for the financial year 2025/26.

dormakaba delivered a solid performance in 2025/26, and is well on track to achieve its mid-term targets. The year was characterized by disciplined strategy execution, which resulted in organic top line growth in line with guidance and sustained margin expansion. Organic net sales growth was at 3.0%, driven primarily by significant pricing actions (2.6%), complemented by modest volume growth (0.4%). Profitability improved for the third consecutive financial year, with the adjusted EBITDA margin expanding by 60 basis points (bps) to 16.1%. An adjusted operating cash flow margin of 12.5%, up 80 bps from the previous year, reflects improved net working capital from inventory optimization and enhanced payment terms. These results were supported by a stabilized net debt and financial profile. dormakaba's performance across its revenue, profitability and cash flow metrics translated into a STI payout ratio for the Group of 79.60%.

Throughout the year, the NCC fulfilled its key responsibilities in overseeing succession planning for the Board of Directors (BoD) and Executive Committee (EC), and shaping compensation practices that support the company's strategic goals and performance culture.

At the AGM 2025, all ten members of the Board of Directors were re-elected, and the composition of the Board Committees remained unchanged.

Changes occurred within the EC: David Fuller joined as Chief Innovation Officer effective 1 September 2025, succeeding Magín Guardiola. Magín stepped down from the EC and continues contributing his profound industry knowledge by leading Enterprise-Wide Projects, reporting directly to the CEO. David's leadership and deep expertise in software development, robotics and AI will serve as a critical enabler to successfully implement our next strategic steps, such as strengthening our offering for the North America commercial market.

As part of its regular activities, the NCC carried out a comprehensive review of our compensation framework and concluded that it remains well aligned with our business strategy, prevailing market standards and stakeholder expectations. Consequently, no structural changes were implemented during the reporting year. To maintain this alignment with our growth strategy and considering shareholders' feedback, the NCC also reviewed the performance indicators of the variable pay programs to further strengthen the link between measurable performance and reward. Looking ahead to the financial year 2026/27, the Board will implement the following adjustments:

Short-Term Incentive (STI)

- Maintain the current combination of organic revenue, profitability and cash flow generation, while adjusting metric definitions to align with our adoption of the IFRS accounting standards.
- Introduce an individual functional scorecard, weighted 20% of the total target incentive, to enable individual payout differentiation and enhance accountability for key strategic priorities.

Long-Term Incentive (LTI)

Following a thorough review of the KPI landscape announced in last year's report, the Board will:

- Introduce a Total Revenue Growth metric to reflect our long-term ambition of gaining relative market share through both organic and inorganic growth.
- Replace Earnings Per Share (EPS) with Return On Capital Employed (ROCE) as a more appropriate proxy for capital efficiency.
- Shift to a relative performance measurement of all financial metrics against a customized peer group of 28 companies, consisting of global, direct competitors and other adjacent companies that are exposed to similar economic conditions.

These adjustments are presented in more detail in the paragraphs "Outlook for financial year 2026/27" of sections 3.1 Short-term incentive and 3.2 Long-term incentive, respectively.

At the 2025 AGM, shareholders expressed strong support for our compensation approach. We received positive feedback on our overall compensation levels, the pay-for-performance alignment and the balance between our short- and long-term incentives. High transparency and appropriate disclosure of performance indicators and outcomes contributed to these results. The maximum aggregate compensation amounts for both the BoD and EC were approved with 99% and 97% respectively (prior year: 98% in both cases) of the votes, and the consultative vote on the Compensation Report received a 98% approval rate, consistent with the previous year.

This positive outcome underscores the strength of our continuous dialogue with our shareholders' representatives and investors, and we would like to thank our shareholders for their continued trust and support.

Sincerely,

Svein Richard Brandtzaeg
Chair of the Nomination and Compensation Committee

About the Compensation Report

This report outlines the principles that guide our compensation policy and the governance around compensation decisions and provides detailed information on the compensation awarded to the Board of Directors (BoD) and Executive Committee (EC) for the financial year. It has been prepared in full compliance with Swiss Company Law, the SIX Swiss Exchange's Directive on Information relating to Corporate Governance, and in line with the recommendations of economiesuisse's Swiss Code of Best Practice for Corporate Governance.

Shareholder engagement

Feedback received from shareholders, investors and proxy advisors confirmed broad support for dormakaba's remuneration framework and its pay-for-performance philosophy. While the overall remuneration system received positive feedback, several stakeholders identified opportunities for further enhancing disclosure and transparency.

The table below summarizes the principal topics raised during the shareholder engagement process and dormakaba's response.

	Concern raised	**Our response**
Disclosure	Limited disclosure of STI performance targets	dormakaba provides detailed information on STI performance objectives, metric definitions, performance achievements and payout outcomes. Further disclosure of underlying targets is considered commercially sensitive and could place the Company at a competitive disadvantage, amongst others due to the limited disclosure provided by many industry peers.
	Limited disclosure of LTI performance outcomes	The remuneration report includes disclosure of LTI performance targets, payout calculations and vesting levels during the reporting period regarding long-term incentive outcomes.
	No disclosure of CEO-to-employee pay ratio	The Company will disclose the CEO-to-employee pay ratio in accordance with applicable legal and regulatory requirements, including the Corporate Sustainability Reporting Directive (CSRD) or equivalent legislation.
EC Compensation System	Requests for increased transparency regarding individual executive compensation disclosure	The NCC regularly reviews remuneration disclosure practices and continues to enhance transparency where appropriate while remaining aligned with Swiss market practice.

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Compensation at a glance

Summary of the current compensation system for the BoD

BoD members only receive fixed compensation paid in cash and shares restricted for three years. The amount of compensation depends on the function within the BoD.

Basic Compensation p.a. (in CHF)		
	BoD Chair	**BoD Member**
in cash	335,000	100,000
in restricted shares	300,000	90,000
Total	**635,000**	**190,000**

+

Additional Cash Compensation p.a. (in CHF)[1]		
	Committee Chair	**Committee Member**
Audit Committee	60,000	20,000
Nomination and Compensation Committee	60,000	20,000

1) No additional committee fees are due to the BoD Chair.

Shareholding ownership guideline

Members of the Board of Directors are required to hold a minimum of 5,000 dormakaba shares within three years of appointment. Following the share split approved at the Annual General Meeting held on 21 October 2025, the minimum shareholding requirement was adjusted from 500 shares to 5,000 shares to reflect the change in the number of shares outstanding, without altering the underlying value of the guideline.

Compensation of the BoD in the financial year 2025/26

The compensation awarded to the BoD in the financial year 2025/26 is within the limits approved by the shareholders at the AGM:

Compensation period	**Approved amount (CHF)**	**Effective amount (CHF)**
AGM 2024 – AGM 2025	3,200,000	2,630,036
AGM 2025 – AGM 2026	3,200,000	To be determined[1)]

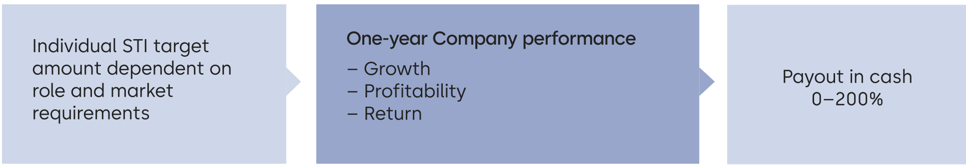
1 The compensation period is not yet completed; a definitive assessment will be provided in the 2026/27 Compensation Report.

Summary of current variable compensation system for the EC

The variable compensation system applicable to the EC is designed to engage executives to implement the company's strategy, to achieve both short- and long-term business objectives, and to create sustainable shareholder value. It consists of the following elements:

Short-term incentive mechanism

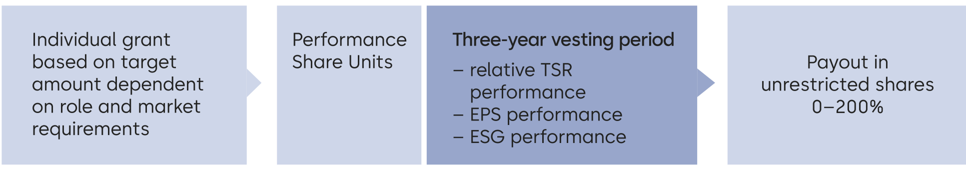
Variable annual cash payment based on the achievement of Group financial performance indicators.



Individual STI target amounts are determined based on role, market requirements and under strict consideration of our benchmark and pay mix policy as described in the section Total Target Compensation Approach.

Long-term incentive mechanism

Annual grant of Performance Share Units (PSUs), designed to support the achievement of long-term business objectives and the creation of sustainable shareholder value, subject to a three-year vesting period.



Individual LTI target amounts are determined based on role, market requirements and in consideration of our benchmark and pay mix policy, as described in the section Total Target Compensation Approach.

Shareholding ownership guideline

EC members are required to own a minimum multiple of their annual base salary in dormakaba shares within five years of tenure:

CEO	300% of annual base salary
EC member	200% of annual base salary

Compensation of the EC in financial year 2025/26

The total compensation awarded to the EC in financial year 2025/26 is in compliance with the maximum amount approved by the shareholders at the 2024 AGM:

Compensation period	Approved amount (CHF)	Effective amount (CHF)
Financial year 2025/26	15,900,000	10,358,000

Compensation governance

- The NCC supports the BoD with matters related to the compensation of the BoD and EC.
- Shareholders approve the maximum compensation amounts of the BoD and EC. Further, they also express their opinion on the compensation system through a consultative vote on the Compensation Report at the AGM.

Basic principles of compensation

The compensation system of dormakaba reflects the Company's commitment to attracting, motivating, and retaining highly qualified executives and employees. The compensation framework is market-aligned and designed to support the execution of the company's strategy by balancing fixed and performance-related compensation elements, while fostering sustainable long-term value creation for shareholders.

The compensation for BoD members consists exclusively of a fixed payment in cash and restricted shares. This ensures that the BoD remains independent in exercising its supervisory duties toward the EC.

The compensation for EC members consists of fixed compensation in cash and benefits, as well as variable compensation through an annual Short-Term Incentive (STI) plan, paid in cash, and a Long-Term Incentive (LTI) plan granted in the form of Performance Share Units (PSUs). The key principles of the EC compensation system are illustrated below.

The compensation system for EC members and its four principles

Fairness and transparency

Compensation decisions are transparent and fair. The target level of total compensation is determined based on the function. The global grading system based on Korn Ferry methodology ensures that functions are evaluated in a consistent manner across the organization.

Reward for short- and long-term performance

An important part of compensation is paid as variable incentives linked mainly to the overall performance of dormakaba. Those incentives are well-balanced between rewarding for short-term results (short-term incentive) and also the sustainable success of the company (long-term incentive).

Alignment to shareholders' interests

The share-based compensation delivered under the long-term incentive plan encourages the sustainable commitment of executives and management members, and aligns their interests to those of the shareholders.

Competitiveness

The structure and levels of compensation take into account the market practice (benchmark based on Korn Ferry [EC] and WillisTowers Watson [rest of organization]).

Managing compensation

Nomination and Compensation Committee

In accordance with the Articles of Incorporation and the Organizational Regulations of dormakaba Holding AG, the BoD is responsible for the principles underlying the compensation policy and for the compensation steering process; it is supported in this work by the NCC.

The NCC consists of at least three non-Executive members of the Board of Directors, who are elected annually and individually by the AGM for a period of a one-year term. At the AGM 2025, the shareholders elected Svein Richard Brandtzaeg (Chair), Stephanie Brecht-Bergen, Kenneth Lochiatto, and Ines Pöschel as members of the NCC. The composition of the NCC remained unchanged compared to AGM 2024.

The NCC's main compensation-related tasks are to:

- Propose and periodically review the compensation policy and regulations for the attention of the BoD;
- Propose to the BoD the specific design of the fundamental compensation elements and the determination of the compensation-related performance objectives;
- Propose to the BoD the maximum aggregate compensation amount for the BoD and EC to be submitted to the shareholders' vote at the AGM;
- Propose to the BoD the individual compensation to be paid to its members within the limits approved by the AGM;
- Decide on the terms of appointment, significant changes in existing employment contracts, and individual compensation for EC members within the limits approved by the AGM;
- Decide on the share-based compensation to be awarded to the members of the EC and Senior Management;
- Propose the Compensation Report to the BoD for approval and submission to a consultative vote of the AGM.

The compensation for the EC and Senior Management is set as part of an annual process.

Annual process and responsibilities in the compensation matters of the BoD and EC

	Aug	Oct	Dec	Feb	June
Compensation policy review and compensation principles for next financial year				NCC BoD	
Compensation planning and share award plan design				NCC BoD	NCC BoD
Compensation Report	NCC BoD	AGM			NCC
Maximum aggregate compensation amounts of the BoD and EC for next compensation period	NCC BoD	AGM			
Compensation structure and level of BoD for next compensation period	NCC BoD				NCC BoD
Individual target compensation for EC members for next financial year[1]					CEO NCC
Individual short-term incentive payments to EC members for previous financial year[1]	CEO NCC				
Individual share awards to EC members and Senior Management[1]	CEO NCC				CEO NCC
Review of external stakeholder feedback on compensation disclosure and (discussion of) changes for next disclosure		NCC	NCC	NCC	

red: recommending body
blue: reviewing body
gray: approving body
[1] Proposals related to CEO compensation are prepared by the NCC Chair and approved by the NCC.

The NCC meets as often as business requires, but at least three times a year. The number of meetings held and attendance details, including participation of members of executive management and external advisors, are provided in the Corporate Governance Report.

After each meeting, the NCC Chair reports to the BoD on the Committee's activities. The minutes of the Committee's meetings are available to BoD members.

The NCC may engage external advisors on specific compensation and governance matters. For the 2025/26 financial year, the NCC retained PricewaterhouseCoopers (PwC) as its independent compensation advisor. While PwC served as the Company's statutory auditor until the conclusion of the 2025 Annual General Meeting (AGM), strict internal safeguards were applied throughout their tenure to ensure full compliance with auditor independence requirements regarding their advisory role. Following the AGM 2025, Ernst & Young (Switzerland) Ltd. (EY) was appointed as the new statutory auditor. EY does not hold any mandate to provide consulting or advisory services to the NCC.

Shareholders' involvement

The BoD values open dialogue with our shareholders and their representatives, investors, and proxy advisors and is committed to understanding their views on executive compensation. The answers to concerns raised can be found in the section Shareholder Engagement above.

Shareholders are involved and have decision-making authority on several compensation matters. They annually approve the maximum compensation amount for the BoD and for the EC in separate votes. Further, shareholders are asked annually for their opinion and feedback on the compensation policies and systems for both the BoD and the EC via a consultative vote on the Compensation Report. In addition, the principles of compensation are governed by the Articles of Incorporation, which have been approved by the shareholders.

The Articles of Incorporation include the principles of compensation applicable to the BoD and EC. These provisions can be found online and include:

- Principles of compensation of the Board of Directors (Article 23);
- Principles of compensation of the Executive Committee (Article 24);
- Binding vote at the AGM (Article 22);
- Additional amount for new members of the Executive Committee (Article 25);
- Agreements with members of the Board of Directors and Executive Committee, notice periods for the members of the Executive Committee (Article 26);
- Credits and loans to members of the Board of Directors and Executive Committee (Article 28).

Compensation architecture for the BoD

BoD members only receive fixed compensation based on the responsibilities and time requirement of their function, without any entitlement to performance-related compensation. This ensures that the BoD remains independent while exercising its supervisory duties toward the EC. The amount of compensation for each function of the BoD is determined annually, considering market compensation trends and comparisons with other listed Swiss industrial companies that operate internationally.

The NCC regularly reviews the compensation of the BoD as well as the peer group used for compensation benchmarking studies. The most recent peer group revision was conducted in June 2022 based on the following criteria: median market capitalization, annual sales, business model, industry, and compensation practices. The peer group consisted of the following 11 companies: Bucher Industries, Clariant, Forbo, Georg Fischer, Landis+Gyr, OC Oerlikon, SFS Group, SIG Combibloc, Stadler Rail, Sulzer and Tecan. The NCC intends to conduct the next review of the peer group during financial year 2026/27.

Following the benchmark analysis conducted in 2022, the compensation of the BoD Chair was set at CHF 635,000, aligning it with the market range. Compensation for other BoD members has remained unchanged since 2020, and no adjustments are proposed for the term of office starting with the AGM 2026.

Composition of compensation

The basic compensation paid to members of the BoD comprises a cash payment and a grant of restricted shares of dormakaba Holding AG. The BoD Chair receives basic compensation of CHF 635,000, consisting of CHF 335,000 paid in cash and CHF 300,000 in restricted shares. The other members of the BoD receive basic compensation of CHF 190,000, consisting of CHF 100,000 in cash and CHF 90,000 in restricted shares. Additional fees are paid in cash for specific functions such as the chair and/or member of a BoD committee or for performing special additional tasks assigned by the BoD. No additional committee fees are due to the BoD Chair. In line with Swiss legal requirements, selected BoD members may have to be insured in the company's pension fund. In such cases, both the employee and employer portions of the annual contributions are borne by the respective BoD member, therefore no pension cost is paid by the company.

The compensation system and levels are documented in the BoD compensation directive and are summarized in the table below.

Basic Compensation p.a. (in CHF)	BoD Chair	BoD Member
in cash	335,000	100,000
in restricted shares	300,000	90,000
Total	**635,000**	**190,000**

+

Additional Cash Compensation p.a. (in CHF)[1]	Committee Chair	Committee Member
Audit Committee	60,000	20,000
Nomination and Compensation Committee	60,000	20,000

1) No additional committee fees are due to the BoD Chair.

The members of the BoD may elect to receive a portion of their cash compensation in the form of restricted company shares. The number of shares granted is determined based on the average closing share price over the last five trading days of the final month of the relevant compensation period. The shares are subject to a three-year restriction period, which continues to apply even after a member's departure from the Board. In addition, share ownership guidelines require Board members to hold at least 5,000 dormakaba shares within three years of their initial election. As of 30 June, all Board members were in compliance with these requirements.

Compensation is paid to Board members on a pro rata basis twice per year. For the term of office from the AGM 2025 to the AGM 2026, the first compensation period ended on 30 April 2026, the second will end on 31 October 2026. Actual expenses incurred are reimbursed.

Compensation architecture for the EC

dormakaba's compensation system balances market competitiveness with internal equity, while rewarding performance and long-term value creation. The total target compensation (annual base salary, short-term incentive target and long-term incentive award) for each EC member is set according to the relevant market benchmark for their role and comprises a competitive fixed salary and a variable, performance-related component that is driven by the success of the company. This allows EC members to be rewarded for their contributions to the company's success and long-term value creation. The overall compensation consists of the following elements:

- Annual base salary;
- Benefits (such as retirement benefits);
- Short-term incentive;
- Long-term incentive (share-based compensation).

	Fixed Compensation and Benefits		**Variable Compensation (target of at least 50% of total direct compensation)**	
	Annual Base Salary	**Benefits**	**Short-term incentive (STI)**	**Long-term incentive (LTI)**
Purpose	Reflects the function (scope, responsibilities and skills of the individual)	Establishes a level of risk protection for the participants and their dependents	Rewards short-term company performance	Rewards long-term company performance, aligns with shareholders' interests

To ensure consistency of relative weighting across the organization, all roles (including the EC) are evaluated using the job evaluation methodology of Mercer. The job evaluation system is the basis for compensation activities such as benchmarking and determination of compensation structure and levels. For comparative purposes, dormakaba refers to external compensation studies (from Mercer, KornFerry and WillisTowersWatson) that are conducted regularly in most countries. Overall, these studies include compensation data from a representative sample of technology and industrial companies, including listed and privately held competitors in the security sector that are comparable with dormakaba in terms of annual revenues, number of employees, and complexity in the relevant national or regional markets. Consequently, there is no predefined peer group of companies that is used globally. Rather, the benchmark companies vary from country to country based on the available databases.

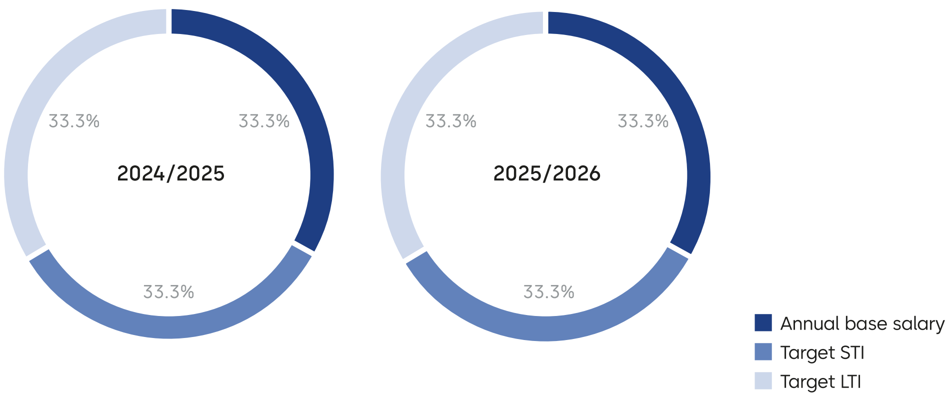
For the CEO role, the last benchmark review was done in June 2026, and was based on the same peer group as for the BoD, consisting of the following 11 Swiss listed companies: Bucher Industries, Clariant, Forbo, Georg Fischer, Landis+Gyr, OC Oerlikon, SFS Group, SIG Combibloc, Stadler Rail, Sulzer, and Tecan. The composition of the peer group is based on the following criteria: market capitalization, annual sales, business model, industry, and compensation practices. As a result of the benchmark review, the NCC decided to maintain the current level and structure of the CEO's compensation.

Total target compensation approach

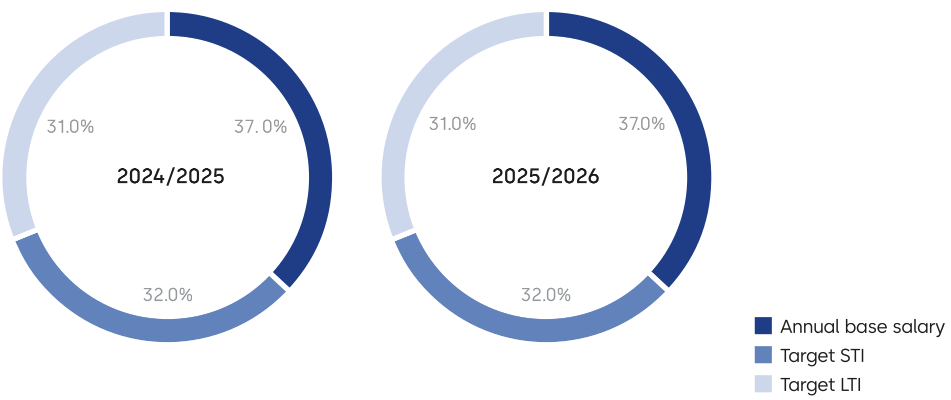
As a principle, the total target compensation (annual base salary, short-term incentive target and long-term incentive awarded) paid to EC members is based on the market median in the relevant national or regional market and must be within a range of -20% to +35% of this figure. The variable component of compensation (= short- and long-term incentives) is targeted to make up for at least 50% of the total direct compensation. Thereof, the equity-based compensation opportunity (value of long-term variable compensation) is at least 30% of the total direct compensation.

Illustration of total target compensation mix for CEO and EC members

The CEO's annual total target direct compensation as of 1 July 2025 is composed of Annual Base Salary, Short-Term Incentive target and Long-Term Incentive target (each 33.3%), resulting in a balanced mix of fixed and variable components:



The annual total target direct compensation of active EC members as of 1 July 2025 is composed as follows and remains broadly unchanged from the prior year. Minor adjustments reflect the application of our Total Target Compensation approach, as described above and reflecting the appointment of a new member to the Executive Committee.



1. Annual base salary

EC members receive an annual base salary for fulfilling their role. It is based on the following factors:

- Scope, responsibilities, and complexity of the function;
- External market value of the respective role: amount paid for comparable positions in the industrial sector in the country where the member works;
- Individual profile in terms of skill set, experience, and seniority.

2. Benefits

EC members participate in the benefits plans available in their country of employment. Benefits mainly consist of retirement, insurance, and healthcare plans that are designed to provide a reasonable level of protection for the participants and their dependents in respect to the events of retirement, disability, death, and illness/accident. The EC members with a Swiss employment contract participate in the occupational pension plans offered to all employees in Switzerland, which consist of the dormakaba pension fund and a supplementary plan for management positions. The benefits offered by the pension fund of dormakaba in Switzerland are in line with benefits provided by other Swiss multinational industrial companies.

EC members under foreign employment contracts are insured commensurately with market conditions and with their position. Each plan varies in line with the local competitive and legal environment and is, as a minimum, in accordance with the legal requirements of the respective country.

Further, EC members are also provided with certain executive perquisites, such as a company car or car allowance, representation allowance, and other benefits in kind according to competitive market practice in their country of employment.

3. Variable compensation

The variable compensation consists of a short-term incentive (STI) and a long-term incentive (LTI).

3.1 Short-term incentive

The short-term incentive is a target-based variable incentive delivered in cash in the following financial year. It is designed to reward the overall collective performance of the company over a one-year period, in line with our pay-for-performance compensation principle.

Each EC member, including the CEO, is allocated a target STI amount based on the benchmark and pay mix policy corresponding to the incentive amount to be paid if all performance objectives are met (100% target achievement). The target STI amount is reviewed annually and expressed as an absolute amount. It is determined considering the organization level and external benchmark for a similar function in the relevant market, the positioning of the individual's total target compensation compared to that benchmark and the target pay mix for the position.

As announced in the 2024/25 Compensation report, the STI framework for the 2025/26 financial year was refined to strengthen the link between measurable performance and rewards while maintaining alignment with dormakaba's growth strategy. Specifically, Return on Capital Employed (ROCE) was replaced by Net Cash from Operating Activities Margin (NCOA Margin). This adjustment introduces a more operationally focused performance measure, thereby ensuring better alignment with the Company's short-term objectives.

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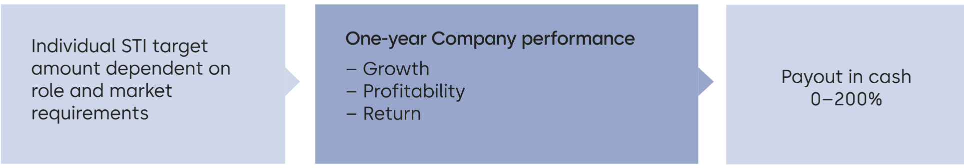
In addition, the weighting of the organic Net Sales component was increased to 50% to emphasize the importance of top-line growth. Consequently, the remaining two performance indicators, including NCOA Margin, were each assigned a weighting of 25%.

These adjustments apply to the STI framework for 2025/26, and reflect dormakaba's continued focus on top-line organic growth, profitability, and cash generation.



The table below sets out the STI payout range opportunity expressed as a percentage of the annual base salary and the STI performance metrics in terms of definition and weighting for the CEO and the other EC members.

STI payout range opportunity in % of annual base salary

	Minimum	100% Target achievement	Maximum
CEO	0% (PY: 0%)	100% (PY: 100%)	200% (PY: 200%)
Other active EC Members[1]	0%	72%–100% (PY: 71%–100%)	145%–200% (PY: 142%–200%)

1 Excludes one EC member who served on the Executive Committee for only two months during the reporting year and was therefore excluded from the calculation.

For the CEO, the STI target expressed as a percentage of the annual base salary is unchanged, and represents 100% of the annual base salary.

For other active EC members (excluding the CEO), the average STI target expressed as a percentage of the annual base salary increased to 92% (prior year: 85%). The STI target range increased marginally to 72%–100%, (prior year: 71%–100%). This reflects changes in job holders or expanded responsibilities based on which compensation packages were adjusted in line with our Total Target Compensation Approach, as well as local market practices.

The STI payout may range from 0% to a maximum of 200% of the target STI amount. There is no payout below the minimum threshold level of performance.

Overview of short-term incentive performance objectives and respective weightings for FY 2025/26

At the beginning of the performance period, the NCC approves the required minimum, target, and maximum values for the respective performance objectives. For performance below or at the minimum value, 0% is paid out, whereas on-target performance (budget) is rewarded with a 100% payout. In case of overperformance, up to 200% can be achieved. For all three performance objectives, linear interpolation applies between the minimum and the maximum as in the prior performance period.

For all STI-relevant performance objectives, the required achievement levels are derived from dormakaba's strategic business plan and aligned with an ambitious budget for the respective financial year.

For FY 2025/26, the performance objectives and weightings were revised, with organic revenue weighted at 50%, EBITDA margin at 25%, and the newly introduced Net Cash from Operating Activities Margin (NCOA margin) at 25%. These changes further strengthen alignment with dormakaba's strategic priorities by increasing the focus on top-line growth, profitability, and cash generation, while enhancing the link between performance and reward.

Performance indicators	Organic net sales growth	EBITDA margin	NCOA margin
Performance period	Financial year 2025/26		
Weighting	50%	25%	25%
Purpose	Measure growth achieved by internal initiatives	Measure Group operational profitability	Measure cash generation and drive net working capital improvements, ensuring stronger cash conversion as sales grow.
Measurement	Organic net sales compared to target, measured as deviation from budget	Earnings before interest, taxes, depreciation and amortization ("EBITDA") adjusted for Items Affecting Comparability (IAC)[1] as a percentage of net sales.	Net Cash from Operating Activities (NCOA)[2] adjusted for Items Affecting Comparability (IAC)[1] as a percentage of net sales.

[1] Content of Items Affecting Comparability is described in the note 5.2 Alternative performance measures (APM).
[2] Net Cash from Operating Activities (NCOA) is disclosed in the consolidated financial statements.

Disclosure of targets

Most of dormakaba's competitors are privately held and disclose very limited financial and performance information. Disclosing further details on targets, which may include commercially sensitive information, would place dormakaba at a competitive disadvantage and ultimately not serve the best interests of our shareholders. Therefore, no further details on the required achievement levels are disclosed at the beginning of the performance period.

However, relevant performance achievements and the resulting STI payout factor for the financial year 2025/26 are disclosed in the sections "Compensation awarded to the EC in financial years 2025/26 and 2024/25" and "Performance in financial year 2025/26". The calculation of the short-term incentive is determined based on key performance indicators as reported in the financial statements.

Outlook for financial year 2026/27

For financial year 2026/27, the NCC further refined the STI framework applicable to EC members and selected members of the extended leadership team to ensure continued alignment with dormakaba's strategic and operational priorities.

For the EC group, the STI remains predominantly based on financial performance metrics, which account for 80% of the total opportunity, and comprise organic revenue growth (40%), operating profit margin (20%), and operating cash flow margin (20%). These metrics continue to support dormakaba's focus on organic top-line growth, profitability, and cash generation.

The remaining 20% of the STI is a weighted scorecard component, consisting of a limited number of pre-defined functional and/or individual objectives, which may include financial and non-financial measures aligned with key strategic priorities and tailored to individual roles. The scorecard is assessed against clearly defined performance criteria and is primarily based on quantitative measures, with linear payout mechanics applied where appropriate. The introduction of the scorecard enhances line-of-sight accountability, enables appropriate differentiation in individual performance outcomes, and provides measured flexibility within a clearly defined framework.

The STI continues to operate within a payout range of 0% to 200% of target, with no payout below threshold performance and linear interpolation between threshold, target, and maximum achievement levels. Target incentive opportunities remain unchanged.

Overall, the updated framework maintains a strong emphasis on financial performance, while ensuring that remuneration outcomes appropriately reflect both Group performance and individual contributions.

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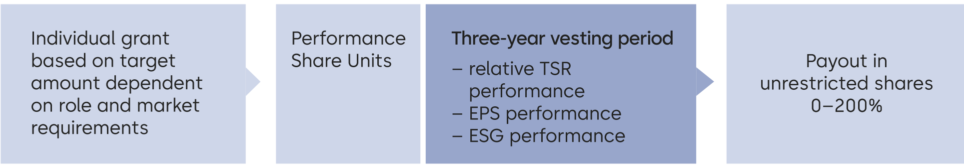
3.2 Long-term incentive

The purpose of dormakaba's long-term incentive plan is to provide the EC with an ownership interest in the company and participation in its long-term performance, and thus to align their interests to those of dormakaba shareholders.

The LTI plan is a performance share unit (PSU) plan vesting over three years. At the beginning of the vesting period, a number of PSUs is granted to each EC member.

The grant size is reviewed annually and set as a monetary amount considering the organization level and external benchmark for a similar function in the relevant market, the positioning of the individual's total target compensation compared to that benchmark, and the target pay mix for the position.

The number of PSUs granted is calculated by dividing the grant size (monetary amount) by the reference share price (volume-weighted average share price over three months preceding the grant date). Performance share units are usually awarded annually in September.



The PSUs vest after a period of three years, subject to the achievement of performance conditions, which remained unchanged compared to the prior reporting period. The LTI performance indicators include relative Total Shareholder Return (TSR), Earnings per Share (EPS), and targets related to Sustainability (ESG).

The tables below illustrate the LTI payout range opportunity expressed as a percentage of the annual base salary and the details on the LTI performance metrics in terms of definition and weighting for the CEO and the other EC members:

LTI payout range opportunity in % of annual base salary

The table below sets out the LTI payout amount opportunity expressed as a percentage of the annual base salary.

	Minimum	100% Target achievement	Maximum
CEO	0% (PY: 0%)	100% (PY: 100%)	200% (PY: 200%)
Other active EC Members[1]	0%	72%–100% (PY:63%–100%)	145%–200% (PY: 144%–200%)

[1] Excludes one EC member who served on the Executive Committee for only two months during the reporting year and was therefore excluded from the calculation.

For the CEO, the LTI grant target expressed as a percentage of the annual base salary is unchanged, and represents 100% of the annual base salary.

For the other active EC members (excluding the CEO), the average LTI grant target expressed as a percentage of the annual base salary increased to 91% (prior year: 82%). The overall LTI grant range increased to 72%–100% of the annual base salary (prior year: 63%–100%). This reflects changes in incumbents, expanded responsibilities, and corresponding adjustments to compensation packages in line with our Total Target Compensation Approach and local market practices.

The vesting level may range from 0% to a maximum of 200% of the original number of units granted (maximum two shares for each performance share unit originally granted); there is no vesting below the threshold levels of performance. The vesting rules are detailed below.

Overview of long-term incentive performance objectives and respective weightings for performance period 2025–2028

Performance indicators	TSR	EPS[2]	Sustainability		
Performance period	Financial year 2025/26 to financial year 2027/28 (three years)				
Weighting	40% of the PSU grant	40% of the PSU grant	10% of the PSU grant	5% of the PSU grant	5% of the PSU grant
Purpose	Align with dormakaba's shareholder return	Gain market shares in dormakaba's relevant markets	Contribute to climate change mitigation	Foster a proactive safety culture	Address customer needs in achieving green building standards and codes
Measurement	Share price increase + dividends over average of three percentile ranks compared to the SPI Industrial index[1]	Average EPS growth during the three-year performance period compared to the three-year average EPS growth immediately preceding the performance period. The EPS growth must outperform the GDP growth in the relevant markets.	Carbon Emission Savings (Scope 1+2 market-based) measured against baseline FY 2019/20 at the close of the three-year performance period. Based on the Science Based Targets initiative (SBTI) approved targets, dormakaba committed to saving 42% versus baseline FY 2019/20 until end of FY 2029/30.	Safety Improvement: Reduction of recordable work-related injury rate with aim for −5.5% per annum (−33% at the close of the three-year performance period vs. baseline FY 20/21). This is measured by dividing the total number of recordable work-related injuries by the total working hours multiplied by the factor 200,000.	Increased sustainability products declarations & certifications measured by a count of the total number of sustainability product declarations and certifications published on dormakaba Group website at the end of the three-year performance period.
Target level 100% vesting	Median of the peer group	200 bps above GDP growth	49,646 Scope 1+2 tCO_2 emissions (34% reduction vs. baseline FY 2019/20)	0.85 injury rate (39% improvement vs. baseline FY 2020/21)	368 sustainability product declarations or certifications
Minimum 25% vesting	25th percentile	70% of target achievement	52,001 Scope 1+2 tCO_2 emissions (30% reduction vs. baseline)	0.91 injury rate (35% improvement vs. baseline)	347 sustainability product declarations or certifications
Maximum 200% vesting	83.33th percentile	140% of target achievement	46,506 Scope 1+2 tCO_2 emissions (38% reduction vs. baseline)	0.78 injury rate (44% improvement vs. baseline)	396 sustainability product declarations or certifications

1 The SPI Industrials index was selected as the performance benchmark because of the insufficient number of direct competitors of dormakaba that are publicly listed, which does not allow for a suitable customized peer group. Therefore, the SPI Industrials as an index of companies of comparable size listed on the SIX Swiss Exchange, was the most appropriate alternative.
2 In accordance with the LTI plan rules, the EPS calculation may be adjusted for extraordinary items in accordance with Alternative Performance Measures (APM) adjusted for Items Affecting Comparability (IAC) and must be approved by the Board.

The vesting formula has been designed in line with market practice for Swiss publicly listed companies to combine pay-for-performance principles with alignment to shareholder interests. It features appropriately challenging targets and a balanced level of leverage. At target performance, the company is required to perform at or above the median of the peer group in terms of relative TSR and to exceed GDP growth by 2 percentage points under the EPS condition. Sustainability performance targets included in the LTI are aligned with the sustainability framework approved by the Board of Directors in 2021. There is no payout below threshold levels of performance, while partial vesting occurs for performance between threshold and target. Conversely, achieving the maximum payout of 200% requires exceptional performance.

Outlook for financial year 2026/27

As announced in last year's report, the NCC has undertaken a thorough review of the LTI performance indicator landscape to ensure continued alignment between the long-term strategic priorities of the company and the metrics used to determine the vesting factor of the PSU grants. This review has resulted in a decision to make some significant changes to the LTI plan design.

Key changes at a glance

- The number of metrics is reduced from five to four, including three financials and one ESG metric.
- Financial metrics, equally weighted (30% each):
  – Introduction of a Total Revenue Growth metric to reflect our long-term ambition of gaining relative market share through organic and inorganic top line growth.
  – Replacement of Earnings per Share (EPS) by Return on Capital Employed (ROCE) as a

more appropriate proxy for our long-term capital efficiency.
– Total Shareholder Return has been retained to ensure continued alignment with shareholder interests.

- All financial performance metrics are measured relative to a customized peer group of companies facing the same external factors.
- ESG focuses on Carbon Emission Reduction with a 10% weight.
- Steeper performance-sensitive payout curve to further strengthen pay-for-performance alignment.

These changes reflect dormakaba's continued focus on delivering sustainable profitable growth, disciplined capital allocation, and long-term shareholder value creation. The revised LTI framework simplifies the performance landscape, emphasizes relative performance against companies who face a similar external economic context, and further strengthens the alignment between executive remuneration and value creation for shareholders.

The following table illustrates the simplification and rebalancing of LTI metrics from FY 2025/26 to FY 2026/27:

Evolution of LTI Metrics

Previous Grant (FY 2025/26)		Next Grant (FY 2026/27)[1]	
KPI	**Weight**	**KPI**	**Weight**
Relative TSR	40%	Relative TSR	30%
EPS	40%	Relative ROCE	30%
Sustainability (ESG) metrics, consisting of:		Relative TRG[2]	30%
– Carbon Emission Reduction – Improved Safety – Increased Sustainability Product Declarations	 10% 5% 5%	Carbon Emission Reduction	10%
Number of metrics	5	Number of metrics	4

[1] Illustrates the simplification and rebalancing of LTI performance metrics effective for grants made from FY 2026/27 onwards.
[2] Relative TRG (Total Revenue Growth)

The table below summarizes the purpose, weighting, measurement methodology and payout framework of each performance measure applicable as from the FY 2026/27 grant:

Performance measure	Relative TSR	Relative ROCE	Relative TRG	Carbon Emission
Purpose	Align executive remuneration outcomes with shareholder value creation	Promote efficient capital allocation and capital efficiency	Reward sustainable organic and inorganic growth and market share expansion	Support delivery of sustainability commitments
Weighting	30%	30%	30%	10%
Performance measurement	Relative average percentile ranking against a defined peer group	Relative average percentile ranking against a defined peer group	Relative average percentile ranking against a defined peer group	Carbon emission reduction measured against established baseline
Target level	Median peer-group performance = 100% payout	Median peer-group performance = 100% payout	Median peer-group performance = 100% payout	Target carbon emission reduction achievement = 100% payout
Maximum payout level	200%	200%	200%	200%
Strategic rationale	Aligns executive remuneration outcomes with shareholder value creation and shareholder experience	Promotes capital efficiency, disciplined capital allocation and long-term value creation	Supports dormakaba's growth ambitions and encourages outperformance relative to peers	Supports dormakaba's climate strategy through continued focus on carbon emission reduction
Vesting / payout rules[1]	– Below minimum performance threshold: 0% payout. – Target performance: 100% payout. – Above maximum performance threshold: 200% payout. – Linear interpolation applies between threshold, target and maximum performance levels.			

[1] Subject to three-year performance period (2026-2029)

No changes are envisaged with respect to the general plan design framework, including eligibility, target incentive opportunities, the use of Performance Share Units (PSUs), and the vesting range of 0% to 200%.

The details of the performance measurement applicable for the FY 2026/27 LTI grant, including payout curve and peer group for relative performance, will be disclosed in the Compensation report 2026/27.

Termination provisions

In the case of voluntary termination by the participant or if a participant is terminated for cause, performance share units are forfeited without any compensation. In the case of termination without cause or retirement, performance share units are subject to a pro rata vesting at the regular vesting date. In case of disability, death, or change of control, performance share units are subject to an accelerated pro rata vesting based on a performance assessment by the BoD (see also Corporate Governance Report). The conditions for the awarding of performance share units are governed by the stock award plans of dormakaba.

Malus and claw-back provisions

The long-term incentive awards are subject to claw-back and malus provisions. In certain circumstances, such as in the case of financial restatement due to material non-compliance with financial reporting requirements, fraudulent behavior or substantial willful misconduct, the BoD may decide to suspend the vesting or forfeit any granted long-term incentive award (malus provision), or to require the reimbursement of vested shares delivered under the long-term incentive (claw-back provision).

4. Employment contracts

EC members are employed under employment contracts of unlimited duration that are subject to a notice period of up to 12 months. EC members are not contractually entitled to sign-on awards, termination payments, or any change of control provisions other than the accelerated vesting mentioned above. The employment contracts of EC members may include post-employment non-compete clauses for a duration of up to two years. In cases where the company decides to activate the post-employment non-compete provision, the compensation paid in connection with such non-compete provision may not exceed the lower of the last monthly base salary, or the average monthly total compensation over the last 3 years, for the period the non-compete obligation is enforced.

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5. Shareholding ownership guideline

EC members are required to own a minimum multiple of their annual base salary in dormakaba shares within five years of their hiring or promotion to the EC, as set out in the following table:

CEO	300% of annual base salary
EC member	200% of annual base salary

To calculate whether the minimum holding requirement is met, all vested shares are considered, regardless of whether they are restricted or not. However, unvested performance share units are excluded from the calculation. The NCC reviews compliance with the Share Ownership Guideline (SOG) on an annual basis. In the event of a substantial rise or drop in the share price, the BoD may, at its discretion, review the minimum ownership requirement. As of 30 June, all EC members comply with the SOG. In line with the SOG the respective EC members are required to hold all shares vesting from the LTI until such requirement is fulfilled.

BoD and EC compensation

The actual compensation paid to the BoD for the financial year 2025/26 is comparable to the previous year. All Board members stood for re-election at the AGM 2025 and were re-elected by the shareholders, resulting in no changes to the composition of the Board. Total Board compensation remains aligned with the Company's established framework.

Compensation awarded to the BoD in the financial years 2025/26 and 2024/25 (audited)

	BoD functions FY 25 – 26			BoD compensation FY 25/26					BoD compensation FY 24/25				
				Compensation[1]					Compensation[4]				
CHF in 000	BoD	AC	NCC	Basic compen-sation	Additional compensation (committees, special tasks)[2]	Social benefits[3]	Total	of which in shares[1]	Basic compen-sation	Additional compensation (committees, special tasks)[5]	Social benefits[6]	Total	of which in shares[4]
BoD													
Svein Richard Brandtzaeg	C		C	635	–	83	718	300	635	–	95	730	299
Thomas Aebischer	M	C		190	80	18	288	90	190	80	18	288	90
Jens Birgersson	M	M		190	20	–	210	90	190	20	–	210	90
Stephanie Brecht-Bergen	M		M	190	20	–	210	140	190	20	–	210	139
Hans Gummert	M	M		190	75	–	265	90	190	77	–	267	90
Marianne Janik	M			190	–	12	202	157	127	–	8	135	100
Ilias Laeber	M			190	–	12	202	157	127	–	8	135	100
John Y. Liu[7]	M			–	–	–	–	–	63	–	4	67	30
Kenneth Lochiatto	M		M	190	20	–	210	90	190	20	–	210	90
Ines Poeschel	M		M	190	20	14	224	152	190	20	14	224	90
Michael Regelski	M			190	–	–	190	90	190	–	–	190	90
Total BoD				**2,345**	**235**	**139**	**2,719**	**1,355**	**2,282**	**237**	**147**	**2,666**	**1,205**

1 The compensation for the reporting period is paid out in three installments (November 2025, May 2026, and November 2026). Shares are awarded based on a fixed monetary amount of CHF 300,000 for the Board Chair and CHF 90,000 for the Board members. The average of the closing share prices of the last five trading days in the month prior to the payment is used to determine the number of shares allocated (CHF 69.24 for the shares transferred in November 2025 and CHF 52.06 for the shares transferred in May 2026).

2 Compensation for the employer representative on the Swiss pension fund (Thomas Aebischer since May 2023) of CHF 20,000 p.a. and compensation for the membership of the Supervisory Board of dormakaba Holding GmbH + Co. KGaA (Hans Gummert) of CHF 55,346.47 relating to FY 2025/26 are included in the compensation as additional compensation. The compensation for Hans Gummert is paid in EUR and the amount reported in CHF is subject to exchange rate fluctuations. Business expenses are not included.

3 Social benefits comprise employer contributions to statutory social security schemes. No Board member was insured in the company's pension fund during FY 2025/26.

[4] The compensation for the reporting period is paid out in three installments (November 2024, May 2025, and November 2025). Shares are awarded based on a fixed monetary amount of CHF 300,000 for the Board Chair and CHF 90,000 for the Board members. The average of the closing share prices of the last five trading days in the month prior to the payment is used to determine the number of shares allocated (CHF 659.80 for the shares transferred in November 2024 and CHF 666.80 for the shares transferred in May 2025).

[5] Compensation for the employer representative on the Swiss pension fund (Thomas Aebischer since May 2023) of CHF 20,000 p.a. and compensation for the membership of the Supervisory Board of dormakaba Holding GmbH + Co. KGaA (Hans Gummert) of CHF 56,557 relating to FY 2024/25 are included in the compensation as additional compensation. The compensation for Hans Gummert is paid in EUR and the amount reported in CHF is subject to exchange rate fluctuations. Business expenses are not included.

[6] In line with Swiss legal requirements under the BVG, one Board member was insured in the company pension fund during FY 2024/25. The Board members financed both the employee and employer pension contributions so that participation in the pension fund was cost-neutral to the company.

[7] John Y. Liu did not stand for re-election at the 2024 AGM

At the AGM 2025, the shareholders approved a maximum aggregate amount of CHF 3,200,000 for the BoD compensation period from the AGM 2025 until the AGM 2026. The compensation effectively paid for the portion of this term of office included in this Compensation Report (October 2025–30 June 2026) is within the limit approved by the shareholders. A conclusive assessment for the entire period will be included in the Compensation Report 2026/27.

As of 30 June 2026 and in compliance with the Articles of Incorporation, no loans or credits were granted to current or former BoD members, or parties closely related to them.

Compensation awarded to the EC in the financial years 2025/26 and 2024/25 (audited)

	EC compensation FY 25/26				EC compensation FY 24/25			
	EC Members			Total CHF	EC Members			Total CHF
in CHF 000	Till Reuter, CEO	Other EC	Former EC		Till Reuter, CEO	Other EC	Former EC[5]	
Fixed compensation[4]								
Fixed basic payment	1,050	2,078	–	3,128	1,000	2,015	537	3,552
Benefits and social / pension contributions[1]	189	740	–	929	138	620	193	951
Total aggregate amount	**1,239**	**2,818**	**–**	**4,057**	**1,138**	**2,635**	**730**	**4,503**
Variable compensation								
STI[2]	836	1,508	–	2,344	1,185	1,888	757	3,830
LTI[3]	1,015	1,888	–	2,903	1,001	1,438	–	2,439
Social / pension contributions	260	794	–	1,054	250	745	259	1,254
Total aggregate amount	**2,111**	**4,190**	**–**	**6,301**	**2,436**	**4,071**	**1,016**	**7,523**
Total	**3,350**	**7,008**	**–**	**10,358**	**3,574**	**6,706**	**1,746**	**12,026**

1 Includes contributions to social security and occupational pension or retirement plans, as well as fringe benefits. Contributions to social security and occupational pension or retirement plans represent the amounts effectively paid during the reporting year and relate to the fixed and variable compensation paid during the reporting period. For the U.S.-based EC member, contributions also include employer contributions to the 401(k) retirement plan. Fringe benefits include elements such as the private use of a company car, company car allowances, housing contributions, long-service awards and compensation for unused annual leave.
2 The short-term incentive disclosed for the reporting year is paid after the end of the respective reporting period.
3 The LTI grant consists solely of PSUs. The value of the PSUs is based on their fair value at grant date and includes adjustments for foregone dividends during the vesting period as well as the TSR performance condition. The Company executed a 1-for-10 share split in October 2025, which had no impact on the reported grant values. The value of LTIP awards upon vesting may vary depending on the level of performance achieved and the Company's share price at the vesting date.
4 The fixed compensation for FY 2024/25 includes a temporary monthly allowance for an EC member assuming additional ad interim responsibility for the vacant COO position. The allowance was paid from 1 February 2024 to 31 July 2024 and relates exclusively to FY 2024/25.
5 The compensation of former EC members includes compensation paid until the end of the contractual employment period and reflects the related contractual obligations. It also includes final settlement payments made following employment termination.

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In financial year 2025/26, the EC received total remuneration of CHF 10,358,000, which is within the maximum amount approved by the shareholders. The highest paid individual was Till Reuter, CEO. In comparison to the previous year, total remuneration received by the EC decreased by 14%. There are several factors that impacted the level of actual compensation paid to the EC, which are summarized in the explanatory comments to the compensation table below.

Explanatory comments to the compensation table

Changes in EC composition: During the reporting period, David Fuller was appointed to the Executive Committee as Chief Innovation Officer under a U.S. employment contract effective 1 September 2025. Magín Guardiola, who served as Chief Innovation Officer under a Swiss employment contract, stepped down from the Executive Committee effective 31 August 2025. Accordingly, the reported compensation includes the pro-rated remuneration of Magin Guardiola as well as the pro-rated compensation of David Fuller.

Considering all changes, a total of seven EC members received compensation in the reporting year (2024/25: nine EC members in total). Of the total number of EC members in the reporting period, six were active at the end of the reporting period (end of 2024/25: six active EC members).

Compensation changes: The total target compensation for two EC members was increased in aggregate by 5.6% compared to the prior reporting period to bring compensation in line with dormakaba's compensation mix guidelines and desired market positioning. For the remaining EC members active throughout the reporting year, the total target compensation remained stable compared to the prior reporting period.

STI payout: The STI payout formula is based on the achievement of pre-determined performance objectives (as described under section 3.1). The STI payout for the CEO and EC members reflects the development of the Group's organic net sales, adjusted EBITDA margin and adjusted NCOA margin, which are the main drivers of the STI payout. The STI payout for all EC members is 79.6% of the STI target incentive amount (prior year: average of 115%).

The achievement per KPI is outlined in the STI performance section below.

LTI grant in September 2025: The grant size (nominal value) for each participant including the CEO was set as a monetary amount strictly considering the organization level and external benchmark for a similar function in the relevant market, the positioning of the individual's total direct compensation compared to that benchmark and the target pay mix for the position (as described under section 3.2).

The total grant amount reported is 10% higher compared to the amount reported for the prior reporting period for the following reasons: In the reporting period LTI grants were made to seven EC members (prior reporting period: six EC members). One EC member received a pro-rated grant to account for his eligibility for the period 1 July to 31 August 2025, while a new EC member became eligible effective 1 September 2025 and therefore received a pro-rated grant reflecting his start date. In addition, the LTI grant levels for two EC members were increased in aggregate by 7.1% to align with dormakaba's compensation mix guideline and desired market positioning. No grants were made to EC members that were not active at the time of the grant.

Performance in the financial year 2025/26 (not audited)

STI performance

The STI performance achievement and payout range for the performance objectives (as described under section 3.1) are illustrated in the table below. As explained in section 3.1, this represents commercially sensitive information; therefore, no further details on the required achievement levels are disclosed.

For all STI-relevant performance objectives, the required achievement level is derived from the company's strategic business plan and aligned with an ambitious budget for the respective financial year.

The calculation of the short-term incentive is determined based on key performance indicators as reported in the financial statements.

dormakaba's solid performance in the financial year 2025/26 is reflected in the STI overall performance factor of 79.6% (prior year: 118.5%) for the Group.

Organic net sales growth: The company achieved organic net sales growth of 3.0%, in line with guidance, amid a challenging external environment marked by trade tariffs and geopolitical tensions.

Adjusted EBITDA margin: The adjusted EBITDA margin increased from 15.5% to 16.1%. This significant margin expansion is mainly due to the execution of the strategy-related transformation program, demonstrating the results of effective and sustainable cost management, as well as reflecting efficiency improvements from complexity reduction.

Adjusted NCOA margin: The adjusted NCOA margin increased from 11.7% to 12.5%, mainly as a result of improved net working capital from inventory optimization and enhanced payment terms.

Performance Indicators	Achievement	Payout Factor	Threshold	Target	Maximum
				100%	
Organic net sales growth, measured as deviation from budget (50%)	-0.6%	80.8%			
Adj. EBITDA Margin (25%)	16.1%	69.8%			
Adj. NCOA Margin (25%)	12.5%	87.0%			
Total weighted achievement		**79.6%**			

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LTI performance

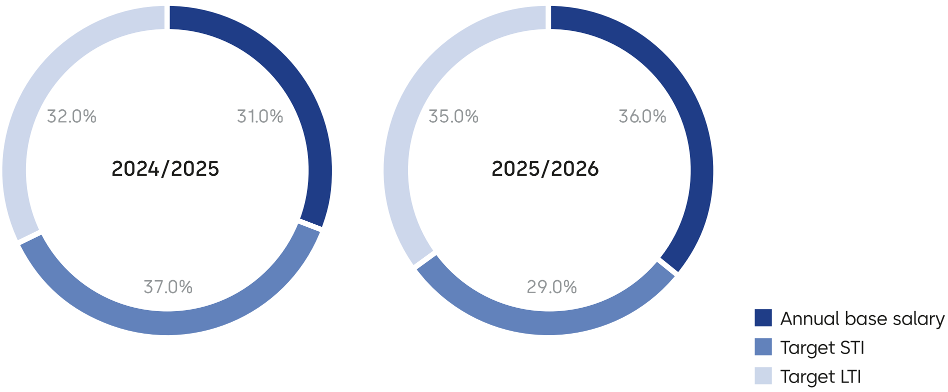
The performance share units granted under the long-term incentive in September 2022 vested in September 2025 are based on the EPS growth (50% weight) and the TSR ranking (50% weight) over the three-year vesting period at a total vesting level of 148.06% (prior year: 78.25%). The performance per KPI and the payout level at vesting are illustrated below.

Grant	Performance Objectives	Definition	Target	Achievement	Performance & Vesting Factor
	Relative TSR (50%)	Share price increase + dividends over average of three percentile ranks compared to the SPI Industrial index	Median of the peer group	Average ranking of 69.27% within the Peer Group	157.80% Performance Factor * 50% = 78.90% Vesting Factor
Sept 2022 vested Sept 2025	Relative EPS Growth (50%)	Average EPS growth during the three-year performance period compared to the three-year average EPS growth immediately preceding the performance period, compared to the GDP growth in the relevant markets. The EPS growth must outperform the GDP growth in the relevant markets.	The EPS growth must outperform the weighted GDP growth in the relevant markets by 200 bps.	The average EPS growth exceeded the GDP growth in the relevant markets. Taking into account the 2 % point additional hurdle, this results in an achievement of 115.33%.	138.31% Performance Factor * 50% = 69.16% Vesting Factor
	Total		**Overall Vesting Factor: 148.06 %**		
	Relative TSR (50%)	Share price increase + dividends over average of three percentile ranks compared to the SPI Industrial index	Median of the peer group	Average ranking of 42.67% within the Peer Group	78% Performance Factor * 50% = 39% Vesting Factor
Sept 2021 vested Sept 2024	Relative EPS Growth (50%)	Average EPS growth during the three-year performance period compared to the three-year average EPS growth immediately preceding the performance period, compared to the GDP growth in the relevant markets. The EPS growth must outperform the GDP growth in the relevant markets.	The EPS growth must outperform the weighted GDP growth in the relevant markets by 200 bps.	The average EPS growth is 95.8%. The GDP growth is 2.8%. Under consideration of the 2% additional hurdle, this results in a 91.4% achievement.	78.50% Performance Factor * 50% = 39.25% Vesting Factor
	Total		**Overall Vesting Factor: 78.25 %**		

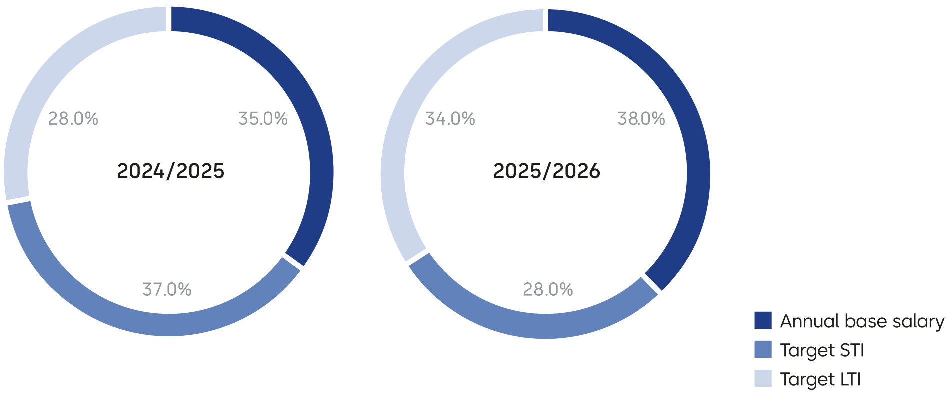
Compensation mix awarded in reporting period

The table below represents the pay mix of the CEO and active EC members for the actual Annual Base Salary (ABS) pay and STI and LTI (excluding benefits and social security), which is in line with our compensation strategy and pay-for-performance principles.

CEO



EC[1]



[1] Active members excluding CEO

Compensation paid compared to budget approved by shareholders

At the AGM 2024, the shareholders approved a maximum aggregate amount of CHF 15,900,000 for the EC for the financial year 2025/26. The total compensation effectively awarded of CHF 10,358,000 is within the limit approved by the shareholders.

Loans and credits

As of 30 June 2026, in compliance with the Articles of Incorporation, no loans or credits were granted by dormakaba to current or former EC members, or parties closely related to them.

Shares held by BoD and EC (audited)

As at the respective call date, the individual BoD and EC members (including related parties) held the following number of shares in dormakaba Holding AG.

As of 30 June 2026, all BoD and EC members comply with the respective share ownership guidelines.

Number of shares[3)]	Financial year ended 30.06.2026	Financial year ended 30.06.2025
BoD		
Brandtzaeg Svein Richard	17,997	12,950
Lochiatto Kenneth	8,923	7,410
Aebischer Thomas	9,553	8,040
Birgersson Jens	17,583	29,270
Brecht-Bergen Stephanie	2,232,995	2,230,820
Gummert Hans	18,383	16,870
Janik Marianne	4,129	1,270
Laeber Ilias	4,129	1,270
Poeschel Ines	6,152	3,370
Regelski Michael	6,023	4,510
Total BoD	**2,325,867**	**2,315,780**
EC		
Baur Christian	-	-
Bewick Stephen	17,290	9,100
Franke Carsten	-	-
David W Fuller[1]	-	-
Guardiola Magín[2]	-	13,400
Peter René	5,050	3,420
Reuter Till	10,460	460
Total EC	**32,800**	**26,380**

1) EC Member as of 1 September 2025
2) EC Member until 31 August 2025
3) The Annual General Meeting approved the 1-for-10 share split on 21 October 2025. To enable a fair comparison with the current year, prior-year disclosure was adjusted accordingly.

Functions held by members of the BoD and members of the EC in other companies (audited)

In accordance with Art. 734e of the revised Swiss Company Law, the table below lists functions exercised by members of the BoD and EC at other for-profit companies, to the extent these functions are comparable to the function they hold at dormakaba.

BoD members as of 30 June 2026

	External Interests & Mandates			
Name	**Company**	**Mandate**	**2025/26**	**2024/25**
Svein Richard Brandtzaeg	Rotork plc[1] (UK)	Member of the Board of Directors	x	
	The Norges Bank Investment Management (NO)	Chair of the Council on Ethics	x	x
	Mondi plc[1] (UK)	Member of the BoD	x	x
Kenneth Lochiatto	Nations Roofing (US)	Member of the BoD	x	
	Pave America (US)	Member of the BoD	x	
	Thermogenics (US)	Member of the BoD	x	
Thomas Aebischer	Sika AG[1] (CH)	Member of the BoD and Chair of the Audit Committee	x	x
	Solvay SA[1] (BE)	Member of the BoD and Chair of the Audit Committee	x	x
Jens Birgersson	NREP (DK)	Member of the Advisory Board		x
	Randers Reb (DK);	Chairman of the BoD	x	x
Stephanie Brecht-Bergen	The foundation “Rudolf Mankel Stiftung” (DE)	Management Board Member	x	x
Hans Gummert	Familie Mankel Industriebeteiligungs GmbH + Co. KGaA (DE)	Chairman of the Supervisory Board	x	x
	Coroplast Fritz Müller GmbH & Co. KG (DE)	Chairman of the Advisory Board	x	x
	Hoberg & Driesch Röhrenhandel GmbH & Co. KG (DE)	Vice Chairman of the Advisory Board	x	x
	Chiron-Werke SE (DE)	Vice Chairman	x	x
	WIBU Wirtschaftsbund Sozialer Einrichtungen eG (DE)	Member of the Supervisory Board		x
	Autohaus Adelbert Moll GmbH & Co KG (DE)	Chairman of the supervisory board		x
Marianne Janik	KPMG (DE)	Member of the Supervisory Board	x	x
Ilias Laeber	Cancom SE[1] (DE)	Member of the Supervisory Board		x
	Holcim Ltd.[1] (CH)	Member of the Board of Directors, the Audit Committee and the Nomination, Compensation & Governance Committee	x	x
	Quercis Pharma AG (CH)	Chairman of the Board of Directors		x
	Swiss Automotive Group (CH)	Member of the Board of Directors and Chairman of the Audit Committee		x

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	Bad Ragaz AG (CH)	Member of the Board of Directors, Member of the Audit Committee and the Nomination, Compensation & Governance Committee,	x	x
	Forbo Holding AG[1] (CH)	Member of the BoD	x	
Ines Poeschel	Belimo Holding Inc.[1] (CH)	Member of the BoD	x	x
	Alcon Inc.[1] (CH)	Member of the BoD	x	x
	Reichle Holding Inc. (CH);	Member of the BoD	x	x
	Graubündner Kantonalbank[1] (CH)	Member of the BoD		x
	Governance Boutique GmbH (CH)	Managing Director	x	
Michael Regelski	n.a.	n.a.		

[1] listed company

EC members as of 30 June 2026

	External Interests & Mandates			
Name	**Company**	**Mandate**	**2025/26**	**2024/25**
Till Reuter	Fox Robotics Inc. (USA)	Member of the Board of Directors	x	x
	Rinvest Ltd. and Rinvest Digital Ltd. (CH)	Founder and Chairman of the Board of Directors	x	x
René Peter	2b4u Beratung & Management GmbH	Company Member	x	
Christian Baur	na.	na.		
Steve Bewick	na.	na.		
Carsten Franke	na.	na.		
David Fuller	Fox Robotics Inc. (USA)	Member Board of Directors	x	x

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To the General Meeting of
dormakaba Holding AG, Rümlang

Zurich, 28 August 2026

Report of the statutory auditor on the audit of the compensation report

Opinion

We have audited the compensation report of dormakaba Holding AG (the Company) for the year ended 30 June 2026. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables marked “audited” on pages 112 to 121 of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the (pages 90 to 121) compensation report complies with Swiss law and the Company’s articles of incorporation.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the “Auditor’s responsibilities for the audit of the remuneration report” section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter

The compensation report for the year ended 30 June 2025 was audited by another statutory auditor who expressed an unmodified opinion on that compensation report on 29 August 2026.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked ”audited” in the compensation report, the consolidated financial statements, the stand-alone financial statements and our auditor’s reports thereon.

Our opinion on the compensation report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the compensation report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the compensation report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Board of Directors’ responsibilities for the compensation report
The Board of Directors is responsible for the preparation of a compensation report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a compensation report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's responsibilities for the audit of the compensation report
Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this remuneration report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the remuneration report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Ernst & Young Ltd

/s/ Marco Casal

Marco Casal
Licensed audit expert
(Auditor in charge)

/s/ Stefan Nef

Stefan Nef
Licensed audit expert