

# Corporate Governance Report 2022

Landis+Gyr

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# Corporate Governance Report 2022

## Purpose of this Report

This Corporate Governance Report contains the information required by the Directive on Information relating to Corporate Governance issued by the SIX Swiss Exchange, as in force on March 31, 2023 (the “DCG”) and is structured in accordance with the DCG. In addition, Landis+Gyr follows the recommendations of the Swiss Code of Best Practice for Corporate Governance.<sup>1</sup> The Company continues to develop its corporate governance by reference to leading international standards. Good corporate governance is an essential and core element of the vision and values of the Landis+Gyr Group.

## 1 Group Structure and Shareholders

### 1.1 Group Structure

#### 1.1.1 The Group’s Operational Structure

Landis+Gyr is a global provider of integrated energy management solutions for the utility sector. Its solutions help utilities solve their challenges in Smart Metering, Grid Edge Intelligence and Smart Infrastructure by improving their operations, protect their assets, lower their operating costs, and provide better customer service with a focus on quality, reliability and innovation. Landis+Gyr employs around 7,800 people in over 30 countries across five continents.

Landis+Gyr is organized as a group of companies. The ultimate parent company of the group is Landis+Gyr Group AG (the “Company”), a holding company governed by the laws of Switzerland.<sup>2</sup> The Company is headquartered in Cham in the Canton of Zug, Switzerland, with its registered address at Alte Steinhäuserstrasse 18, 6330 Cham. As of March 31, 2023, the Company’s share capital amounted to CHF 289,089,440.00, divided into 28,908,944 registered shares at a par value of CHF 10.00 each.

The general meeting of shareholders of the Company (the “General Meeting”) is the supreme corporate body and, amongst other competences, elects the Company’s board of directors (the “Board of Directors” or the “Board”, each member of the Board a “Director”). The Board of Directors, while entrusted with the ultimate direction of the Company as well as the supervision and control of management in accordance

with art. 716b of the Swiss Code of Obligations (the “CO”) and art. 16 of the Company’s articles of association (the “Articles”)<sup>3</sup>, has, via the Company’s organizational regulations (the “Organization Regulations”)<sup>4</sup>, delegated certain aspects of the day-to-day management of the Group to the Chief Executive Officer (the “CEO”), who is in turn supported by the group executive management (the “Group Executive Management”) and the extended executive management.<sup>5</sup>

The Group is organized in three regional reporting segments: the Americas, Europe, Middle East and Africa (“EMEA”), and Asia Pacific.

#### Americas

Landis+Gyr’s operations in the Americas are headquartered in Alpharetta, Georgia, USA and serve customers in North America, South America, Japan, and certain other countries that have adopted the United States’ ANSI metering standard. The Americas segment primarily focuses on smart metering communications networks and solutions, connected intelligent devices, software, and services.

#### EMEA

Landis+Gyr’s operations in EMEA are headquartered in Cham, Canton of Zug, Switzerland. The EMEA segment comprises its operations in Europe, the Middle East and Africa. In this region, the product offerings primarily focus on connected intelligent as well as stand-alone metering devices, electric vehicle charging solutions, software, and services.

#### Asia Pacific

Landis+Gyr’s operations in the Asia Pacific region are headquartered in Sydney, Australia and serve customers in Australia, New Zealand, China, India, Southeast Asia and elsewhere in Asia (but excluding Japan and certain other countries that have adopted the United States’ ANSI metering standard). This segment primarily focuses on connected intelligent and standalone metering devices, software, and services.

#### 1.1.2 Listing and Capitalization

The only listed company of the Group is the Company itself.<sup>6</sup> The shares of the Company are listed on SIX Swiss Exchange (ISIN: CH0371153492, ticker symbol: LAND, valor number: 37115349). On March 31, 2023, the market capitalization (excluding treasury shares) of the Company’s shares amounted to CHF 2,021,235,309. There are no other listed companies belonging to the Group.

Except for the Company’s treasury shares (see below, Section 1.2), which are held by Landis+Gyr AG, the Company’s only subsidiary (see below, Section 1.1.3), no shares of the Company are owned by any of the Group companies.

<sup>1</sup> As in force on March 31, 2023.

<sup>2</sup> As used in this report, references to the “Company” or to “L+G” are to Landis+Gyr Group AG, and references to “we”, “us”, “our” or the “Group” are to Landis+Gyr Group AG and its consolidated subsidiaries, unless context requires otherwise.

<sup>3</sup> The Company’s Articles are available on [www.landisgyr.com/about/executive-management-and-board/](http://www.landisgyr.com/about/executive-management-and-board/).

<sup>4</sup> The Company’s Organization Regulations are available on [www.landisgyr.com/about/executive-management-and-board/](http://www.landisgyr.com/about/executive-management-and-board/).

<sup>5</sup> See Section 3.6.1 below for further descriptions regarding the duties of the Board.

<sup>6</sup> See Section 1.1.1 above for information regarding the Company’s full company name, seat, and registered address.

### 1.1.3 Non-listed Companies Belonging to the Landis+Gyr Group

The Company's only shareholding is in Landis+Gyr AG, which in turn directly or indirectly owns the other companies in the Group. The table below sets forth, as of March 31, 2023, the name, place of incorporation, ownership interest and share capital of all direct and indirect subsidiaries which belong to the Company's consolidation scope.

#### Non-listed Direct and Indirect Subsidiaries of Landis+Gyr Group AG

Company name	Registered office	Country	Interest %	Share capital in thousands	Currency
Landis & Gyr Pty Ltd	Mascot, NSW	Australia	100	50,587	AUD
Landis & Gyr Holdings Pty Ltd	Mascot, NSW	Australia	100	45,587	AUD
Bayard Metering Pty Ltd	Mascot, NSW	Australia	100	45,587	AUD
Landis+Gyr GmbH	Vienna	Austria	100	300	EUR
Landis+Gyr N.V.	Huizingen	Belgium	100	116.6	EUR
Landis+Gyr E.d.M. Ltd.	Curitiba	Brazil	100	31,543	BRL
Landis+Gyr Canada, Inc.	Quebec	Canada	100	n/a	CAD
Landis+Gyr Meters & Systems Co. Ltd.	Zhuhai	China	100	65,000	HKD
Landis & Gyr Ltd.	Hong Kong	China	100	32,000	HKD
Landis+Gyr s.r.o.	Prague	Czech Republic	100	5,000	CZK
True Energy A/S	Hørsholm	Denmark	100	493	DKK
Landis+Gyr OY	Jyväskylä	Finland	100	16,819	EUR
Landis+Gyr S.A.S.	Montluçon	France	100	2,460	EUR
Landis+Gyr GmbH	Nuremberg	Germany	100	1,023	EUR
Rhebo GmbH	Leipzig	Germany	100	279	EUR
Landis+Gyr S.A.	Corinth	Greece	100	7,950	EUR
Landis Gyr Ltd.	Kolkata	India	100	457,400	INR
Landis+Gyr S.p.A.	Milan	Italy	100	1,500	EUR
Landis+Gyr Japan KK	Tokyo	Japan	100	20,000	YEN
Landis+Gyr S.A. de C.V.	Reynosa	Mexico	100	50	MXN
Landis+Gyr Mexico S.A. de C.V.	Reynosa	Mexico	100	10	MXN
Landis+Gyr B.V.	Gouda	Netherlands	100	90	EUR
Landis & Gyr Ltd.	Auckland	New Zealand	100	300	NZD
Landis+Gyr Sp. z o.o.	Warsaw	Poland	100	5,000	PLZ
Landis+Gyr Pte. Ltd.	Singapore	Singapore	100	7,023	SGD
Etrel d.o.o.	Grosuplje	Slovenia	75	8	EUR
Landis+Gyr d.o.o.	Sencur	Slovenia	100	200	EUR
Landis and Gyr (Pty) Ltd	Kosmosdal	South Africa	69	2,000	ZAR
Landis & Gyr SA	Seville	Spain	100	3,000	EUR
Landis+Gyr AG	Cham	Switzerland	100	29,700	CHF
Caligyr AG	Cham	Switzerland	100	100	CHF

Company name	Registered office	Country	Interest %	Share capital in thousands	Currency
Ampy Holdings Ltd, UK	Manchester	United Kingdom	100	42,306	USD
Bayard Metering (UK) Ltd	Manchester	United Kingdom	100	6,986	GBP
Generis Technology Ltd.	Manchester	United Kingdom	100	0.747	GBP
Landis+Gyr Ltd.	Manchester	United Kingdom	100	2,800	GBP
Landis+Gyr (Stockport) Ltd.	Manchester	United Kingdom	100	n/a	GBP
Luna Elektrik Elektronik Sanayi ve Ticaret A.Ş.	Çiğli/Izmir	Turkey	100	250	TRY
Landis+Gyr Investments, LLC	Lafayette	USA	100	0.1	USD
Landis+Gyr Technologies Canada, Inc.	Pequot Lakes	USA	100	0.03	USD
Landis+Gyr Technology, Inc.	Alpharetta	USA	100	0.01	USD
Landis+Gyr Midwest, Inc.	Alpharetta	USA	100	0.01	USD

### 1.2 Significant Shareholders

The number of registered shareholders registered in the Company's share ledger as of March 31, 2023, amounted to 8,926, holding a total of 18.6 million shares, which equals approximately 64.3% of the Company's total shares. A total of 10.3 million shares, equaling approximately 35.7% of the Company's total shares, were held by unregistered shareholders. As of March 31, 2023, the Company held 54,764 treasury shares (which are registered), which represents 0.19% of the Company's share capital. The sources of the Company's treasury shares are explained in more detail in Section 2.3.1 below.

To the best of Landis+Gyr's knowledge, the following shareholders had holdings reaching or exceeding 3% or more of the voting rights in the Company as of March 31, 2023, as notified in accordance with art. 120 of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (the "FMIA"):<sup>7</sup>

Shareholder (Beneficial owner / legal shareholder)	Number of shares	% of voting rights
Kjeld Kirk Kristiansen, Thomas Kirk Kristiansen, Sofie Kirk Kristiansen, Agnete Kirk Thinggaard / KIRKBI Invest A/S	4,445,265	15.38%
Rudolf Maag	3,000,000	10.38%
PGGM Vermögensbeheer B.V.	890,700	3.08%

<sup>7</sup> The number of shares shown in this Corporate Governance Report and the holding percentages are based on the last disclosure of shareholding communicated by the respective shareholder to the Company and the Disclosure Office of SIX Swiss Exchange. The number of shares held by the relevant shareholder may have changed since the date of such shareholder's notification. Also, due to changes in the share capital of the Company in the last three financial years (see below, Section 2.3), it may be that the percentage of voting rights listed herein differs from the percentage of voting rights listed on the website of the SIX Exchange Regulation (SER), which also includes the individual reports of the significant shareholders: [www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/](http://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/).

Notifications made in accordance with art. 120 FMIA during the 12 months preceding March 31, 2023, can be viewed at: [www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/](http://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/).

### 1.3 Cross-shareholdings

The Company does not have any cross-shareholdings exceeding 5% of the capital or voting rights with any other company.

## 2 Capital Structure

### 2.1 Capital

On March 31, 2023, the Company's ordinary share capital as registered with the Commercial Register of the Canton of Zug amounted to CHF 289,089,440.00, divided into 28,908,944 fully paid-in registered shares with a nominal value of CHF 10.00 per share. The shares are limited in transferability and non-assessable.

On March 31, 2023, the Articles provided for two types of conditional capital (arts. 3a and 3b of the Articles) as well as an authorized capital (art. 3c of the Articles). According to art. 3a of the Articles, the Company's share capital may be increased by up to CHF 4,500,000 through the issuance of up to 450,000 fully paid-in registered shares with a nominal value of CHF 10.00 each (the "Conditional Capital for Employees"). According to art. 3b of the Articles, the Company's share capital may be increased by up to CHF 28,908,940 through the issuance of up to 2,890,894 fully paid-in registered shares with a nominal value of CHF 10.00 each (the "Conditional Capital for Financing and Acquisitions"). According to art. 3c of the Articles, the Board may increase the Company's share capital by up to CHF 28,908,940 by issuing a maximum of 2,890,894 fully paid-in registered shares with a nominal value of CHF 10.00 each (the "Authorized Capital").

### 2.2 Conditional Capital and Authorized Capital of the Company

#### 2.2.1 Conditional Capital

##### 2.2.1.1 Conditional Capital for Employees

According to art. 3a of the Articles, the Company may increase its share capital by up to CHF 4,500,000 by issuing up to 450,000 fully paid-in registered shares with a nominal value of CHF 10.00 each, upon the exercise of option rights or in connection with similar rights regarding shares (including performance stock units (the "PSUs") and/or restricted stock units (the "RSUs")) granted to officers and employees at all levels of the Group. Pre-emptive rights and advance subscription rights of shareholders do not apply, and the shares may be issued at a price below the market price. If fully utilized, the maximum amount of this conditional capital (CHF 4,500,000) would equal approximately 1.6% of the existing share capital. The time period for an increase of the Company's share capital pursuant to art. 3a of the Articles is unlimited.<sup>8</sup>

##### 2.2.1.2 Conditional Capital for Financing and Acquisitions

According to art. 3b of the Articles, the Company may increase its share capital by up to CHF 28,908,940 by issuing up to 2,890,894 fully paid-in registered shares with a nominal value of CHF 10.00 each, through the exercise or mandatory exercise of conversion, exchange, option, warrant or similar rights for the subscription of shares granted to shareholders or third parties alone or in connection with bonds, notes, loans, options, warrants or other securities or contractual obligations of the Company or any of its Group companies (the "Financial Instruments"). The pre-emptive rights of shareholders are excluded in connection with the issuance of registered shares upon the exercise of any Financial Instruments. The then current owners of such Financial Instruments are entitled to acquire the new registered shares issued upon conversion, exchange or exercise of any Financial Instruments. The Board of Directors is authorized to restrict or withdraw advance subscription rights of shareholders in connection with the issuance of Financial Instruments by the Company or one of its Group companies under certain terms and conditions. Certain further terms and conditions apply in case advance subscription rights are neither granted directly nor indirectly by the Board of Directors. If fully utilized, the maximum amount of this conditional capital (CHF 28,908,940) would equal approximately 10.0% of the existing share capital. The time period for an increase of the Company's share capital pursuant to art. 3b of the Articles is unlimited, provided that certain terms and conditions as described in art. 3b of the Articles may impose time limitations on the conversion, exchange or exercise of the Financial Instruments.<sup>9</sup>

<sup>8</sup> For a more comprehensive description of the terms and conditions of the issuance of such conditional capital, refer to art. 3a of the Articles.

<sup>9</sup> For a more comprehensive description of the terms and conditions of the issuance of such conditional capital, refer to art. 3b of the Articles.

### 2.2.2 Authorized Capital

According to art. 3c of the Articles, the Board of Directors may increase the Company's share capital by up to CHF 28,908,940 by issuing up to 2,890,894 fully paid-in registered shares with a nominal value of CHF 10.00 each, whereas increases in partial amounts are permissible. The Board of Directors determines the issue price, the type of contribution, the date of issuance, the conditions for the exercise of pre-emptive rights and the beginning date for dividend entitlement. If fully utilized, the maximum amount of the authorized capital (CHF 28,908,940) would equal 10.0% of the existing share capital. The authority of the Board of Directors to increase the Company's share capital by issuing shares out of the Company's authorized capital according to art. 3c of the Articles lasts until June 24, 2024.<sup>10</sup>

### 2.2.3 Common Limitations to Conditional and Authorized Capital Pursuant to the Articles

Pursuant to art. 3b of the Articles, the aggregate number of registered shares issued until June 24, 2024 (1) out of the Authorized Capital with the limitation or exclusion of pre-emptive rights of existing shareholders, and/or (2) out of the Conditional Capital for Employees, and the Conditional Capital for Financial Instruments with the limitation or exclusion of advance subscription rights of existing shareholders, may not exceed 2,890,894 registered shares of the Company.

### 2.3 Changes in Share Capital

In the last five financial years, the Company has undergone the following changes in its share capital:

Date (Change of Articles / entry in Commercial Register)	Change in Company's share capital (if any)	Further description
June 25, 2019 / September 17, 2019	Share capital decrease from CHF 295,100,000.00 to CHF 292,515,490.00	Capital decrease through cancellation of a total of 258,751 treasury shares at a nominal value of CHF 10.00 each (see Section 2.3.1 for further information)
June 30, 2020 / October 1, 2020	Share capital decrease from CHF 292,515,490.00 to CHF 289,089,440.00	Capital decrease through cancellation of a total of 342,305 treasury shares at a nominal value of CHF 10.00 each (see 2.3.1 for further information)

<sup>10</sup> For a more comprehensive description of the terms and conditions of the issuance of such conditional capital, refer to art. 3c of the Articles.

### 2.3.1 The Company's Share Buy-Back Programs and Capital Decreases

On January 29, 2019, the Company announced that its Board of Directors had approved a share buy-back program in the total amount of up to CHF 100 million or a maximum of 8% of the Company's outstanding shares (the "Share Buy-Back Program"). The Share Buy-Back Program opened on January 30, 2019, was suspended on March 27, 2020, and expired on January 28, 2022 (while still suspended). A total of 601,056 shares (2.04% of shares outstanding when the Share Buy-Back Program was announced) had been repurchased under the program. The shares were repurchased for the purposes of cancellation subject to approval of the corresponding capital decrease by the Company's shareholders in accordance with Swiss corporate law.<sup>11</sup>

As a consequence of the Share Buy-Back Program, the Company's shareholders, at the ordinary General Meeting ("AGM") in 2019, resolved to reduce the Company's share capital by CHF 2,587,510 through the cancellation of 258,751 of the Company's treasury shares, and at the AGM in 2020, resolved to reduce the Company's share capital by CHF 3,423,050 through the cancellation of 342,305 of the Company's treasury shares.

### 2.3.2 Treasury Shares

Besides treasury shares stemming from the Share Buy-Back Program (see Section 2.3.1 above), which, as of March 31, 2023, have all been canceled, the Company regularly purchases additional shares for the purposes of compensation of the Board of Directors, and to serve the Company's Long-Term Incentive Plan. As of March 31, 2023, the Company held 54,764 treasury shares, which represents 0.19% of the Company's share capital.

### 2.4 Shares and Participation Certificates

As of March 31, 2023, the Company's share capital amounted to CHF 289,908,944.00, divided into 28,908,944 registered shares with a nominal value of CHF 10.00 each, all fully paid in. Pursuant to art. 11 of the Articles, each share carries one vote at a shareholders' meeting. The shares rank pari passu in all respects with each other, including, in respect of entitlements to dividends, to a share in the liquidation proceeds in the case of a liquidation of the Company. The Company issues its registered shares as uncertified securities (Wertrechte) and registers them as book-entry securities within the meaning of the Swiss Federal Act on Intermediated Securities (the "FISA"). In accordance with art. 973c of the CO, the Company maintains a register of uncertificated securities (Wertrechtbuch).

The Company has not issued any participation certificates.

<sup>11</sup> Please refer to [www.landisgyr.com/investors/share-buyback-program](http://www.landisgyr.com/investors/share-buyback-program) for further information.

## 2.5 Dividend-right Certificates

The Company has not issued any dividend-right certificates (Genussscheine).

## 2.6 Limitations on Transferability and Nominee Registrations<sup>12</sup>

Art. 5 of the Articles contains restrictions on a shareholders' possibility to be entered in the Company's share register as a shareholder with voting rights and on the registration of nominees (the "Nominee").<sup>13</sup>

### 2.6.1 Limitations on Transferability

Pursuant to art. 5 of the Articles, persons acquiring registered shares are, on application, entered in the share register without limitation as shareholders with voting power, provided they comply with the disclosure requirements stipulated by the FMIA and expressly declare that they have acquired the shares in their own name and for their own account. The entry as shareholder with voting rights in the share register of the Company is subject to approval by the Company.

The Company may refuse the entry as a shareholder with voting rights in case the applicant is non-compliant with any of the requirements set forth above or is non-compliant with the rules (and the requirements) set forth in the Articles for Nominee registrations. The limits for registration set forth for Nominees also apply, subject to art. 652b para. 3 CO, to the subscription for or acquisition of registered shares by exercising pre-emptive, option or convertible rights arising from shares, or any other securities issued by the Company or third parties. For purposes of the limitations on transferability of shares, legal entities or partnerships or other associations or joint ownership arrangements, which are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships (especially syndicates), which act in concert with the intent to circumvent the entry restriction, are considered as one shareholder or Nominee. The Company may in special cases approve exceptions to the restrictions described in this paragraph (i.e., in art. 5 paras. 3, 4 and 5 of the Articles).

If the Company does not refuse to register the acquirer as shareholder with voting rights within 20 calendar days upon receipt of the application, the acquirer is deemed to be a shareholder with voting rights. Non-recognized acquirers shall be entered in the share register as shareholders without voting rights. The corresponding shares shall be considered as not represented in the General Meeting of Shareholders.

### 2.6.2 Exceptions Granted in the Period Under Review

As of March 31, 2023, no exceptions under art. 5 of the Articles had been granted during the period under review.

## 2.6.3 Admissibility of Nominee Registrations

Persons not expressly declaring themselves to be holding shares for their own account in their application for entry in the share register or upon request by the Company, the Nominees, are entered in the share register with voting rights without further inquiry up to a maximum of 3.0% of the share capital outstanding at the time. Above this limit, shares held by Nominees are entered in the share register with voting rights only after the Nominee discloses the names, addresses and shareholdings of the persons for whose account the Nominee is holding 0.5% or more of the share capital at that time, and provided that the disclosure requirements stipulated by the FMIA are complied with.

The Company may refuse the entry as a Nominee in case the applicant is non-compliant with the rules (and the requirements) set forth in the Articles for Nominee registrations; the limits for registration set forth for Nominees also apply, subject to art. 652b para. 3 CO, to the subscription for or acquisition of registered shares by exercising pre-emptive, option or convertible rights arising from shares, or any other securities issued by the Company or third parties. For purposes of the limitations set forth with regard to Nominee registrations, legal entities or partnerships or other associations or joint ownership arrangements, which are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships (especially syndicates), which act in concert with the intent to circumvent the entry restriction, are considered as one shareholder or Nominee. The Company may in special cases approve exceptions to the restrictions described in this paragraph.

The Board of Directors has the right to conclude agreements with Nominees concerning their disclosure requirements.

## 2.6.4 Procedure and Conditions for Canceling Transferability Privileges

After due consultation with the persons concerned, the Company is further authorized to delete entries in the share register as shareholder with voting rights with retroactive effect if they were affected on the basis of false information or if the respective person does not provide the information required by and for the registration of Nominees. The concerned person must be immediately informed about the deletion.

## 2.7 Convertible Bonds and Options

The Company has not issued any bonds or options regarding its shares outstanding as of March 31, 2023.

<sup>12</sup> This Section 2.6 works as a summary of the limitations on transferability of the Company's shares and nominee registrations. See art. 5 of the Articles for more information.

<sup>13</sup> Legal entities or partnerships or other associations which are linked through capital ownership or voting rights, through common management or in a similar manner, as well as individuals, legal entities or partnerships which act in concert with the intent to circumvent the entry restriction, are considered as one shareholder or Nominee.

## 3 Board of Directors

### 3.1 Members of the Board of Directors

#### 3.1.1 Overview and Selection

The Board of Directors is entrusted with the ultimate strategic direction of the Company as well as the supervision of the management. Accordingly, candidates for the Board of Directors are carefully selected to ensure qualified, committed members who are skilled and will devote the effort and time necessary to effectively carry out their governance responsibilities. In selecting members, the Board of Directors looks for a diversity in gender, competences, age, origins, backgrounds (current members represent six nationalities), and experience, as well as for expertise relevant for the specific role they will play on the Board of Directors, including their memberships on the three committees, as applicable, i.e., the Audit, Finance and Risk Committee (the “AFC”), the Remuneration Committee (the “RemCo”) and the Nomination, Governance and Sustainability Committee (the “NGSC”). The NGSC currently works with the Board on identifying individuals who are qualified to become members of the Board and of the Committees with the target to reach at least 30% female directorship.

Pursuant to Swiss corporate law and the Articles, all Directors are elected annually. The Board of Directors consists of currently seven non-executive members (five of which are independent) and no executive members. As the current Chair of the Board (the “Chair”) formerly served as the Company’s CEO, the Board of Directors has a Lead Independent Director whose role is further described in Section 3.5.2.1 below. As of March 31, 2023, the Directors of the Company were:

Name	Role	First Election	Expires	Committees
Andreas Umbach	Chair, not independent <sup>14</sup>	2017	2023 AGM	NGSC (Chair)
Eric Elzvik	Lead Independent Director	2017	2023 AGM	RemCo (Chair); AFC; NGSC
Peter Mainz	Independent	2018	2023 AGM	RemCo; NGSC
Søren Thorup Sørensen	Not independent; representative of largest shareholder	2019	2023 AGM	None
Andreas Spreiter	Independent	2017	2023 AGM	AFC (Chair)
Christina Stercken	Independent	2017	2023 AGM	AFC; NGSC
Laureen Tolson	Independent	2021	2023 AGM	RemCo

Dave Geary did not stand for re-election at the 2022 AGM and is therefore not listed above as an active Director of the Company.

Further information on each of the Directors is available in Section 3.1.4 below.

#### 3.1.2 Selection and Skills

Landis+Gyr aims to have a well-balanced Board of Directors with individuals who bring a variety of perspectives, backgrounds and skills and who apply them to permit the Board of Directors to offer informed stewardship. When identifying members for the new Board of Directors at the time of the Company’s initial public offering, a collective set of important skills/traits was defined with the support of an external consultant. This set of skills/traits was reviewed and expanded over the past years, and most recently in 2021, where M&A expertise was added during the annual review to reflect the Company’s recent acquisitions and current strategy. Again, the skills matrix was reviewed in 2022, but not amended. The Board Skill Matrix below summarizes the current set of skills/traits grouped into six categories. The actual skillset/traits of the current Board of Directors were then reviewed and mapped against the matrix, and it was confirmed that the existing Board of Directors collectively possesses all the identified skills/traits.

<sup>14</sup> Andreas Umbach qualifies as an independent Director according to the DCG and the Swiss Code of Best Practice for Corporate Governance. For purposes of consistency of this Corporate Governance Report with previous versions, he continues to be assessed as not independent. See also Sections 3.1.2 and 3.1.4 below



# Board Skills Matrix

Board Member	General					Governance					Technical / Functional					Industry Experience				
	Independence	Financial Proficiency	Global / International / Emerging Markets Experience	ESG Leadership Mindset and Track Record	Leadership, General Management and P&L Experience	Understanding Fiduciary, Legal and Ethical Duties	Board Experience	Governance Experience	Risk Management and Oversight	Environmental / Anti-Corruption / Health and Safety	Strategy Development and Execution	Growth and Innovation	Operational Excellence	Financial Expertise	Digitalization incl. Cybersecurity	Transformation and Restructuring	Utility Markets and Regulation	Utility Operations	Solutions, Software & Services in Energy Management	M&A Expertise
Andreas Umbach		■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■
Eric Elzvik	◆	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■
Laureen Tolson	◆	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■
Peter Mainz	◆	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■
Søren Thorup Sørensen		■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■
Andreas Spreiter	◆	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■
Christina Stercken	◆	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■	■

- Very experienced / expert
- Relevant experience / proficient
- ◆ Independent

The Board of Directors conducts an annual self-assessment based on a comprehensive and anonymous questionnaire which is reviewed and adjusted on an annual basis, dependent on the current focus area, i.e., in financial year 2022 (April 1, 2022, to March 31, 2023), among others, regarding the Board composition and an individual assessment of the respective members. The Chair conducts individual feedback and performance reviews with each director. The Lead Independent Director conducts the Chair's performance review with the Board of Directors and in absence of the Chair. Finally, the full Board of Directors jointly reviews the results of the self-assessment and defines any relevant changes or improvement actions.

### 3.1.3 Independence

The Board of Directors has applied its own independence criteria which go beyond the requirements of the DCG, the FINMA Circular on Corporate Governance and the Swiss Code of Best Practice for Corporate Governance. The Company's non-executive members of the Board of Directors are deemed independent if they:

- are not currently, and have not in the previous three years, been employed in some other function within the Company;
- have not been employed in the previous three years by the Company's audit firm as a lead auditor for the statutory audit;
- have no commercial links with the Company which, in view of their nature and scope, would lead to a conflict of interests (including directorships on the board of a commercial partner); and
- are not significant shareholders of the Company (shareholdings of 10% or more) and are not representatives of individual shareholders (private or institutional) or a specific group of shareholders.

Exceptions to the above, for purposes of this Corporate Governance Report, apply to the Chair of the Company for reasons of consistency (i.e., the Chair is deemed not independent although he fulfils all of the above criteria). See also Sections 3.1.1 above and 3.1.4 below.

### 3.1.4 Information regarding Directors

## Andreas Umbach

Chair, not independent<sup>15</sup>

Since July 19, 2017

Born: 1963



**Nationality:** Swiss/German

**Prior positions at Landis+Gyr:**

Executive Chairman of the Board of Directors of Landis+Gyr AG (April 2017 to July 2017); Group CEO/COO (2002 to 2017)

**Current positions at publicly traded companies other than Landis+Gyr:**

Chairman of the Board of Directors of SIG Group AG (SIX: SIGN) (2018 to present)

**Current positions at not publicly traded companies other than Landis+Gyr:**

Chairman of the Board of Directors of Rovensa SA (2020 to present); Chairman of the Supervisory Board of Techem Energy Services GmbH (2018 to present)

**Current outside mandates at non-profit-oriented organizations:**

Zug Chamber of Commerce and Industry (President)

**Prior other positions:**

CEO of the Group until March 31, 2017, thereafter, elected as executive Chairman of Landis+Gyr AG and served in that role until the IPO. Board member of Ascom Holding AG (2010 to 2020); Chairman (2017 to 2019); Board member of WWZ AG (2013 to 2020); Board member at LichtBlick SE (2012 to 2016); President of the Siemens Metering Division within the Power Transmission and Distribution Group and other positions within Siemens (2002 and prior)

**Education:**

Master of Business Administration, University of Texas at Austin, USA; Diplom-Ingenieur in Mechanical Engineering, Technical University of Berlin, Germany

## Eric Elzvik

Lead Independent Director

Since July 19, 2017

Born: 1960



**Nationality:** Swiss/Swedish

**Prior positions at Landis+Gyr:**

None

**Current positions at publicly traded companies other than Landis+Gyr:**

Board member and Chairman of the audit committee at AB Volvo (STO: VOLV) (2018 to present); Board member and Chairman of the audit and compliance committee of LM Ericsson Telephone Company (STO: ERIC) (2017 to present)

**Current positions at not publicly traded companies other than Landis+Gyr:**

Chairman of GlobalConnect group (2019 to present); Senior Industrial Advisor to EQT Group (2017 to present)

**Current outside mandates at non-profit-oriented organizations:**

None

**Prior other positions:**

Chief Financial Officer and Group Executive Committee Member, ABB Ltd (2013 to 2017); various other positions at ABB including Division CFO ABB Discrete Automation & Motion (2010 to 2013); Division CFO Automation Products Division (2006 to 2010) and prior to that various senior positions within finance, mergers & acquisitions and new ventures; Board member of the Swiss Swedish Chamber of Commerce (2016 to 2017); Board member of Fenix Marine Services (2017 to 2020); Board member of VFS Global AG (2018 to 2022)

**Education:**

Master of Business Administration (Civilekonom), Stockholm School of Economics, Sweden

## Peter Mainz

independent

Since June 28, 2018

Born: 1964



**Nationality:** Austrian, USA permanent resident

**Prior Positions at Landis+Gyr:**

None

**Current positions at publicly traded companies other than Landis+Gyr:**

None

**Current positions at not publicly traded companies other than Landis+Gyr:**

Chairman of the Board at MetaspHERE Ltd. (2019 to present); Member of the Board at Metron Farnier (2019 to present)

**Current outside mandates at non-profit-oriented organizations:**

None

**Prior other positions:**

Board Member of Itron, Inc. (2016 to 2018); Non-Executive Director of Cyan Connode Holdings (2014 to 2015); President and Chief Executive Officer of Sensus (2008 to 2014); other positions at Sensus including Executive Vice President of Operations and Chief Financial Officer (2003 to 2008); various Positions at Invensys including VP Finance Metering Systems Division (1999 to 2003); and previously Controller at Schlumberger

**Education:**

Master of Business Administration, Texas A&M University, USA; Bachelor of Business Administration and Computer Science, Johannes Kepler University, Linz, Austria

<sup>15</sup> Andreas Umbach, as of March 31, 2023, qualifies as an independent Director according to the DCG and the Swiss Code of Best Practice for Corporate Governance. For purposes of consistency of this Corporate Governance Report with previous versions, he continues to be assessed as not independent.

## Søren Thorup Sørensen

Not independent; representative of largest shareholder  
Since June 25, 2019  
Born: 1965



Nationality: Danish

**Prior Positions at Landis+Gyr:**  
None

**Current positions at publicly traded companies other than Landis+Gyr:**

Board member at ISS A/S (CO: ISS) (2020 to present)

**Current positions at not publicly traded companies other than Landis+Gyr:**

Chief Executive Officer of KIRKBI A/S (2010 to present); Board member at KIRKBI Invest A/S, including Board membership for subsidiary companies (2010 to present); Deputy Chairman and Chairman of audit committee at LEGO A/S (2010 to present); Board member at Koldingvej 2, Billund A/S (2010 to present); Board member and Chairman of Audit Committee at Merlin Entertainments Ltd. (2013 to present)

**Current outside mandates at non-profit-oriented organizations:**  
Ole Kirk's Foundation, Board member; ATTA Fonden, Board member; K2 Fonden af 2023, Board member

**Prior other positions:**

Group Chief Financial Officer at A. P. Møller-Mærsk Group (2006 to 2009); Partner at KPMG (1987 to 2006)

**Education:**

State Authorized Public Accountant; M. Sc. (Aud.) from the Copenhagen Business School, Denmark; Advanced Management Program at Harvard Business School, USA

## Andreas Spreiter

independent  
Since July 19, 2017  
Born: 1968



**Nationality:** Swiss/British

**Prior Positions at Landis+Gyr:**

Group CFO (2002 to 2012); prior positions at Landis+Gyr and its predecessors including Business Unit Head Digital Meters/Head of Center of Competence Electronic Meters and Business Unit Controller/Head of Finance & Controlling

**Current positions at publicly traded companies other than Landis+Gyr:**

None

**Current positions at not publicly traded companies other than Landis+Gyr:**

Member of the supervisory board and Chairman of the audit and risk committee at Alpha ABMD Holdco B.V. (Ammega Group) (2019 to present); co-owner and managing director at Spreiter Consulting GmbH (2019 to present)

**Current outside mandates at non-profit-oriented organizations:**  
None

**Prior other positions:**

Group CFO of Forbo International AG (2013 to 2017)

**Education:**

Master in Industrial Engineering, Swiss Federal Institute of Technology (ETH), Switzerland

## Christina Stercken

independent  
Since July 19, 2017  
Born: 1958



**Nationality:** German

**Prior Positions at Landis+Gyr:**  
None

**Current positions at publicly traded companies other than Landis+Gyr:**

Board member of Ansell Ltd. (ASX: ANN) (2017 to present)

**Current positions at not publicly traded companies other than Landis+Gyr:**

China Strategy Advisory Board Member of Hoerbiger Holding AG (2019 to present)

**Current outside mandates at non-profit-oriented organizations:**  
Vice Chairwoman of Myanmar Foundation, Munich (2001 to present)

**Prior other positions:**

Board member of Ascom Holding AG (2014 to 2020); Partner at Euro Asia Consulting PartG (EAC) (2006 to 2017); earlier positions include Siemens AG, Managing Director Corporate Finance M&A, Head of the Siemens Task Force China and Head of Public Sector Business Unit, Siemens Business Services; and BMW Pvt. Ltd., South Africa

**Education:**

Executive Master of Business Administration, Duke University, N.C., USA; Diploma, Economics and Business Administration, University of Bonn and Technical University of Berlin, Germany

## Laureen Tolson

independent

Since June 24, 2021

Born: 1960



**Nationality:** USA

**Prior Positions at Landis+Gyr:**  
None

**Current positions at publicly traded companies other than Landis+Gyr:**  
Board member of Delek US Holdings (NYSE: DK) (2021 to present)

**Current positions at not publicly traded companies other than Landis+Gyr:**  
CEO of Tolson Consulting Company

**Current outside mandates at non-profit-oriented organizations:**  
None

**Prior other positions:**  
Board member of Fenix Marine Services (2020 to 2021); chief digital officer of Wabtec / GE Transportation (2017–2020); CEO/ Global Product Head, Enterprise Software (2016–2017) and EVP Product Strategy, ABB Enterprise Software of ABB Inc (2012–16); Vice President Systems Management Software of Dell, Inc. (2008–2012); Vice President, Java Software Group (2005–2008)

**Education:**  
Graduate of the International Institute for Management Development (IMD) (Lausanne, Switzerland); Master of Business Administration at National University (San Diego, USA) and B.A. in Business Administration and Economics, Minor Computer Science from Pt. Loma Nazarene University (San Diego, USA)

### 3.2 Other Activities and Vested Interests

Please see the above descriptions in Section 3.1 for information on other activities and vested interests of the current Directors.

### 3.3 Mandates Permitted Outside of Landis+Gyr

Pursuant to art. 12 of the Ordinance Against Excessive Compensation with respect to Listed Stock Corporations (the “Ordinance”), the articles of association of listed companies are required to contain regulations stating the number of permissible activities of the members of the board of directors, the executive board and the advisory board in the supreme management or administrative bodies of legal entities which are obliged to be registered in the Commercial Register or in a corresponding foreign register and which are not controlled by the Company or do not control the Company.

Art. 23 of the Articles limits the number of outside mandates by the members of the Board as follows:

- a) up to 4 (in the case of the Chair of the Board of Directors up to 3) mandates as member of the board of directors or any other superior management or administrative body of publicly traded companies pursuant to art. 727 para. 1 number 1 CO; and, in addition,
- b) up to 10 mandates as member of the board of directors or any other superior management or administrative body of legal entities that do not meet the above-mentioned criteria; and, in addition,
- c) up to 10 mandates in associations, charity foundations and employee assistance foundations.

With respect to the additional activities of both the members of the Board of Directors and the executive management, mandates in companies that are under uniform control or the same beneficial ownership are deemed one mandate.

Please see the above descriptions in Section 3.1 for information on mandates of the current members of the Board of Directors.

### 3.4 Elections and Terms of Office

Please refer to Section 3.1 above for information relating to the time of first election to office of the Company’s current Directors.

As prescribed by Swiss law and the Ordinance in particular, members of the Board of Directors, including the Chair, are elected individually by the General Meeting for a one-year term. In accordance with art. 15 of the Articles, re-election is possible for all Directors provided that at the time of election or re-election, the relevant Director has not reached the age of 70.<sup>16</sup> The members of the Remuneration Committee as well as the independent proxy (the “Independent Proxy”) are also elected by the General Meeting for a one-year term.

<sup>16</sup> For more information on the terms of office of Board members, see art. 4 of the Organization Regulations, available at [www.landisgyr.com/webfoo/wp-content/uploads/2022/06/LandisGyr-Articles-of-Association-June-2022.pdf](http://www.landisgyr.com/webfoo/wp-content/uploads/2022/06/LandisGyr-Articles-of-Association-June-2022.pdf)

### 3.5 Internal Organizational Structure

#### 3.5.1 Allocation of Tasks Within the Board of Directors

##### 3.5.1.1 General

The Organization Regulations define the essential roles and responsibilities of the Board of Directors, the Chair, the Lead Independent Director and the Committees as well as the CEO, the Group Executive Management and the extended executive management.

In general, the Chair of the Board of Directors or, in his/her absence, conflict of interest, unavailability, or failure to act, the Lead Independent Director (or, in his/her absence, conflict of interest, unavailability, or failure to act, any other designated member of the Board of Directors), convenes the meetings of the Board of Directors, sets the agenda, prepares the meetings, and chairs them. He/she supervises the drafting and signing of the respective minutes, the implementation of resolutions taken by the Board of Directors, conducts strategic relations with shareholders, investors, media and the general public in coordination with the CEO, and assumes any other duty as further set out in the Company's Organization Regulations.

The tasks and areas of responsibility of the Lead Independent Director are further described in Section 3.5.1.2 below.

The Board of Directors has established an Audit, Finance and Risk Committee, a Remuneration Committee and a Nomination, Governance and Sustainability Committee. The members of the Committees are shown in the table under Section 3.1.1 above. The Board of Directors may, in accordance with art. 7.1 of the Organization Regulations, define other temporary committees or define temporary delegation of certain matters to a group of members of the Board of Directors. Please see Sections 3.5.2.1 et seqq. for the specific tasks and areas of responsibility of the Committees.

##### 3.5.1.2 Tasks and Area of Responsibility of the Lead Independent Director

Appointed by the Board of Directors, the role of the Lead Independent Director is to provide leadership to the independent directors. Besides creating a governance means to address any potential issue where the Chair – due to his previous role as CEO of the Group – may be conflicted, the Lead Independent Director function enhances the opportunity for each Board member's point of view to be heard. Further, if the Chair is indisposed or conflicted, the Lead Independent Director chairs the Board meetings. This includes any deliberations or decision-taking involving the assessment of the Chair's work.

#### 3.5.2 Tasks and Areas of Responsibility of the Committees

The committees and their members are shown in the table under Section 3.1.1 above.

##### 3.5.2.1 Tasks and Area of Responsibility of the Audit, Finance and Risk Committee (AFC)

The AFC supports the Board in fulfilling its responsibilities with respect to matters involving the financial and risk management aspects of governance of the Company and the Group. In particular, the AFC supports the Board in fulfilling its oversight responsibility to the shareholders, potential shareholders, the investment community and other relating to the integrity of the Company's financial statements, the effectiveness of the Company's internal control over financial reporting, the Company's compliance with legal and regulatory requirements, the independent auditor's qualification and independence, the performance of the Company's internal audit function and external auditors, and the effectiveness of the Company's risk management processes. The AFC's responsibilities also include the financial and risk management aspects of sustainability and environmental, social and governance ("ESG") matters.

Comprising three independent Board members (whereas the minimum number of members amounts to two per the Organization Regulations), the AFC in particular evaluates the work of the internal control functions (e.g., Internal Audit and Compliance) and of the external auditor, making proposals to the Board on the choice of the external auditor and, on request of the Chief Financial Officer (the "CFO"), approving the budget for auditing and other fees from the external auditors.<sup>17</sup> The AFC also assesses the yearly business expenses of the members of the Group Executive Management. The organization, detailed responsibilities and reporting duties of the AFC are stipulated in art. 7.2 of the Organization Regulations.

##### 3.5.2.2 Tasks and Area of Responsibility of the Remuneration Committee (RemCo)

The RemCo supports the Board of Directors in ensuring that executives and employees are paid in accordance with Landis+Gyr's remuneration principles, which incentivize and reward performance in alignment with shareholder interests, and which help the Company to attract and retain the talent it needs to achieve its business goals.

Comprising three independent Board members<sup>18</sup> which is the minimum number of members as set forth by the Articles, the RemCo establishes and reviews the remuneration strategy and prepares the annual proposals to the shareholders' meeting regarding the maximum aggregate remuneration of the Board of Directors and the Group Executive Management, as well as the Remuneration Report. Further, the RemCo regularly reviews the remuneration system, the remuneration-related targets for the Group Executive Management and other members of senior management, and proposes the individual remuneration of the CEO, as well as reviews the individual remuneration of other members of the Group Executive Management. The RemCo also reviews and proposes the individual remuneration of the Chair of the Board and other members of the Board. The organization, detailed responsibilities and reporting duties of the RemCo are stipulated in art. 7.3 of the Organization Regulations.

<sup>17</sup> The external auditor is PwC (auditor of Landis+Gyr Group AG and of the Consolidated Financial Statements of the Landis+Gyr Group). It conducts its audit in compliance with Swiss law and in accordance with Swiss auditing standards and auditing standards generally accepted in the United States of America (US GAAS).

<sup>18</sup> In accordance with Swiss law, these members are elected each year by the shareholders' meeting. They serve for one year and may be re-elected for further terms.

### 3.5.2.3 Tasks and Area of Responsibility of the Nomination, Governance and Sustainability Committee (NGSC)

Comprising four members of the Board of Directors (three is the minimum number of members as set forth in the Organization Regulations), of which the majority is independent, the NGSC supports the Board of Directors with respect to matters involving (i) the nomination of the members of the Board and the Group Executive Management, (ii) the corporate governance of the Company and the Group and (iii) sustainability matters (incl. ESG matters) of the Company and the Group. More particularly, the NGSC supports the Board in assessing the members of the Board, the CEO and the other members of the Group Executive Management with regard to (i) the nomination process, (ii) the succession planning, (iii) the performance review as well as (iv) the self-assessment of the Board and the Board Committees. The NGSC is further responsible for corporate governance matters, including, but not limited to the review of the effectiveness of the Board, its Committees and individual members, the review of the size and composition of the Board and the review of the Corporate Governance report. In addition, the NGSC is responsible for sustainability matters practices and procedures including review of the Sustainability Report, setting of and monitoring compliance with the Company's ESG targets and sustainability goals. The organization, detailed responsibilities and reporting duties of the NGSC are stipulated in art. 7.4 of the Organization Regulations.

### 3.5.3 Working Methods of the Board of Directors and the Committees

#### 3.5.3.1 Meetings of the Board of Directors and the Committees

The Board of Directors meets as often as necessary to fulfill its duties and responsibilities, usually monthly or bi-monthly in person or via conference call. The Organization Regulations stipulate that meetings take place at the request of the Chair or Lead Independent Director, or of any other member if done in writing and justifying the reason for such request.

The AFC typically meets once every two to three months. Comprising independent Directors, the AFC regularly reports to the Board on its findings and recommendations and the minutes of the meetings are made available to the members of the Board. The overall responsibility, including for approving recommendations, remains with the Board of Directors. The Head of Global Internal Audit reports to the AFC. The Chief Compliance Officer and the Group Data Privacy Officer provide regular, independent reports to the CEO and to the AFC and ad hoc reports whenever appropriate or requested by the AFC. The reports cover the compliance and data privacy programs and relevant issues and risks. In addition, the Chief Compliance Officer and the Data Privacy Officer provide independent, ad hoc reports to the Board/AFC regarding any significant Group compliance or data privacy issues or risks.

The RemCo typically meets once every two to three months. The Chair of the RemCo reports to the Board on the RemCo's findings and recommendations after each meeting, and the minutes of the meetings are made available to the members of the Board. The overall responsibility, including for approval of recommendations, remains with the Board of Directors.

The NGSC typically meets once every two to three months. The Chair of the NGSC regularly reports to the Board on its activities, resolutions and contemplations and the minutes of the meetings are made available to the members of the Board. The overall responsibility, including for approval of recommendations, remains with the Board of Directors.

In the 12 months preceding this Corporate Governance Report, the Board of Directors held eight meetings. Five out of those eight meetings were in-person meetings, whereas the remaining three meetings were either hybrid meetings with some Directors attending in person and others via video conference, or full video conferences. The in-person meetings lasted for approximately eight hours on average, whereas the strategy session was conducted over two days in October and which involved all Directors and some management members, including the Group Executive Management and the Extended Executive Management attending in person and other management members attending certain sessions via video-conference. The meetings of the Board held via conference calls had an average duration of approximately four hours.

As of April 1, 2022 through March 31, 2023	Number of meetings (attendance)	Average duration (hours)
Board of Directors	8 (100%)	7
AFC	7 (100%)	4 <sup>19</sup>
RemCo	5 (100%)	3.5 <sup>19</sup>
NGSC	4 (100%)	2

#### 3.5.3.2 Meeting Attendance

All meetings by the Board of Directors, the AFC, the RemCo and the NGSC enjoyed a 100% attendance of all members of the Board of Directors or the Committees, respectively (see table below). The Board meetings were, except for certain Directors-only sessions, attended by the CEO and members of the Group Executive Management, the Company Secretary/Group General Counsel and other senior managers. In general, the Chair, the CEO, the CFO, the Group General Counsel and other senior managers attended the AFC meetings, except for certain Directors-only discussions. Meetings of the RemCo were all attended by an external advisor to the RemCo (in person or via conference call) and the Head of Human Resources; the CEO, the CFO and Group General Counsel attended parts of meetings of the RemCo in an advisory function but were excluded from certain discussions. No member of the management attended the part of the meetings in which their own performance or remuneration were discussed. Except for some Director-only sessions, the meetings of the NGSC were attended by the Group General Counsel and some meetings were also attended by the CEO, who was however excluded from certain discussions.

<sup>19</sup> In addition, there were various ad hoc conference calls each of approximately one hour's duration to deal with matters as they arose.

### Meetings of the Board of Directors as of April 1, 2022 through March 31, 2023:

Dates	04.05.22	27.05.22	23/24.6.22	3/4.10.22	26.10.22	21.12.22	18.01.23	15.03.23
Andreas Umbach	✓	✓	✓	✓	✓	✓	✓	✓
Eric Elzvik	✓	✓	✓	✓	✓	✓	✓	✓
Dave Geary <sup>20</sup>	✓	✓	✓	n/a	n/a	n/a	n/a	n/a
Peter Mainz	✓	✓	✓	✓	✓	✓	✓	✓
Søren Thorup Sørensen	✓	✓	✓	✓	✓	✓	✓	✓
Andreas Spreiter	✓	✓	✓	✓	✓	✓	✓	✓
Christina Stercken	✓	✓	✓	✓	✓	✓	✓	✓
Laureen Tolson	✓	✓	✓	✓	✓	✓	✓	✓

### 3.6 Definition of Areas of Responsibility between the Board and the Group Executive Management

According to Swiss law, the Board of Directors is responsible for the ultimate direction and supervision of the Group. Art. 716a of the CO lists certain non-transferable and inalienable duties of the Board of Directors. In addition, the Board of Directors may pass resolutions on all matters that are not defined by Swiss law or the Articles as lying in the responsibility of the General Meeting.

In accordance with Swiss Law, the Articles and the Organization Regulations, the Company's two main governing bodies allocate their tasks and responsibilities as set forth below.

#### 3.6.1 Board of Directors

The Board of Directors is entrusted with the ultimate strategic direction of the Company as well as with the oversight of the management. This includes determining the strategy of the Group upon recommendation of the CEO and appointing the CEO and the other members of the Group Executive Management, as well as the Head of Global Internal Audit.

Although pursuant to the Articles and the Organization Regulations, the Board may, to the extent permitted by law, delegate various responsibilities to the CEO and the Group Executive Management, in line with arts. 16 and 17 of the Articles and the Organization Regulations, it retains certain duties, such as the determination of the risk profile of the Group, monitoring risks and ensuring that fundamental policies and controls are in place for compliance with applicable law and regulations.<sup>21</sup> Resolutions of the Board of Directors require the affirmative simple majority of the votes cast. Resolutions may also be taken by circular resolutions provided no Director requests an actual Board meeting. In the case of a tie on any issue, the Chair has the casting vote.

<sup>20</sup> Board member up to the 2022 AGM.

<sup>21</sup> The detailed description of these retained responsibilities and duties are stipulated in arts. 16 and 17 of the Articles.

### 3.6.2 Group Executive Management (*Konzernleitung*)

The Group Executive Management consists of the CEO, the CFO, the executive vice president America, and the executive vice president EMEA as well as any other member (if any) appointed to the Group Executive Management by the Board of Directors.<sup>22</sup> The CEO, in his/her duties,<sup>23</sup> is assisted by the Group Executive Management and the Extended Executive Management. He is appointed and removed by the Board of Directors. The other Group Executive Management members are appointed and removed by the Board of Directors upon recommendation of the CEO. The Extended Executive Management is a larger group comprising key functional leaders and direct reports to the CEO. The Group Executive Management and the Extended Executive Management generally meet on a weekly basis.

### 3.7 Information and Control Instruments vis-à-vis the Group Executive Management

At the invitation of the Board of the Directors, members of the Group Executive Management and Extended Executive Management may attend Board meetings and report on significant projects and events. However, the Board may limit their participation to relevant meetings or parts of meetings. In addition, the Board may meet in private sessions, i.e., without management presence.

To ensure the Board of Directors receives timely information on material matters involving the Group's business, the members of the Group Executive Management and Extended Executive Management report to the Board and its committees before or at every meeting, including information regarding strategic, financial, risk and compliance matters. The Head of Global Internal Audit and the Chief Compliance Officer and the Data Privacy Officer also make regular reports to the Board or its committees. In addition, the Chair acts as liaison between the Board and management and in this capacity has regular interactions with the CEO, other members of the Group Executive Management and the Group General Counsel. The Lead Independent Director has regular interactions with the CEO and the Senior Vice President of Global Human Resources, and the chair of the AFC has regular interactions with the CFO and the Head of Global Internal Audit.

In addition to reviewing and approving the Group's comprehensive annual risk assessment process, the Board and its committees are updated regularly by members of the Group Executive Management and Extended Executive Management on all key risks facing the Group, such as quality issues, the progress of major customer projects, the progress of research and development projects and other risk areas as they are identified, i.e., cyber security risks.

<sup>22</sup> See art. 10.1 of the Organization Regulations.

<sup>23</sup> The CEO exercises those duties which the Board of Directors has delegated to management in accordance with the Company's Organization Regulations and Swiss law.



Other reports to the Board include, among others, but not limited to information and updates about regional market performances and portfolios, technology, strategic projects and options, i.e., M&A projects and market developments, investor relations, legal and compliance, HR, ESG activities of the Group and financial information, such as the balance sheet, the income and cash flow statements, and key figures for the Company and its segments. The reports incorporate comments on the respective business results and a forecast of the key figures. The CEO and CFO report at every Board meeting on business developments and all matters relevant to the Company, including competitor activities and emerging opportunities and threats. Furthermore, the Board reviews and approves major customer contracts that exceed a certain value or have particular risk characteristics. During the Board Meetings, the chairs of the AFC, the RemCo and of the NGSC also report on all matters discussed by their committees and on the key findings and assessments, and they submit proposals accordingly. Each year, the Board of Directors discusses and approves the budget for the following year and the five-year midterm plan.

The Board's responsibility includes defining the fundamentals of and monitoring the effectiveness of an Internal Control System (the "ICS") relevant to the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error. The ICS ensures the implementation of appropriate procedures and measures to identify and monitor the main financial risks to which the Company is exposed. In particular, the aim of the ICS is to ensure the integrity and completeness of accounting, to provide timely and reliable financial reporting, and to prevent, minimize and identify errors and irregularities in the financial statements.

In order to achieve these objectives, Group companies in scope for external audit are determined annually. Hence, it is ensured that approximately 68% of revenue and 80% of total assets of the Group are covered. The external audit confirms the existence of the ICS in connection with the year-end audit. Additionally, the external auditor submits improvement suggestions on a yearly basis, which are implemented in the following year.

The internal audits are conducted by the internal audit function in accordance with an annual plan approved by the AFC. A distinction is made between regular and special engagement audits. The latter consist of limited reviews, compliance audits and other special engagements that are incident-specific and upon request of senior management, the AFC or the Board. In all cases, internal audit engagements are approved by the AFC. Regular audits, defined as part of the risk-based annual internal audit plan, focus on the larger entities and higher risk areas. Detailed reports of identified deficiencies are prepared (with deficiencies classified as either high, medium or low risk) and remedial action plans are agreed with management. The risks and deficiencies identified in these audits are minimized or mitigated by measures adopted by management and are regularly monitored. In the financial year 2022, fourteen internal audits were conducted. The internal audits were restricted to selected business processes. In its review of audited Group companies and organizations, risks and control deficiencies in connection with the above-mentioned business processes were analyzed. Internal audit reports are submitted to the AFC and reviewed by the AFC with the Head of Global Internal Audit, at least four times per year. The implementation and reliability of the controls introduced with the ICS were examined by the Group and regional management to ensure that deviations were identified and that appropriate corrective measures were implemented.

The NGSC supports the Board in all matters that relate to nominations, governance and sustainability. In this capacity, the NGSC reviews current corporate governance matters but also the CEO and GEM performance review and succession plan. The NGSC further determines the group's ESG targets and regularly reviews and discusses the progress. Within the context of the annual Board Self-Assessment process run by the NGSC, the Board also reviews its own performance and the performance of the Committees, as well as the cooperation with the CEO and the Group Executive Management and identifies improvement opportunities. The NGSC also identifies training and education options for the Board and also for the Group Executive Management and ensures adequate training sessions.

## 4 Group Executive Management

### 4.1 Members of the Group Executive Management

As of March 31, 2023, the members of the Group Executive Management were:

Name	Position	Year of Appointment
Werner Lieberherr	Chief Executive Officer (CEO)	2020
Elodie Cingari	Chief Financial Officer (CFO)	2020
Sean Cromie	Executive Vice President and Head of Americas	2022
Bodo Zeug	Executive Vice President and Head of EMEA	2021

## Werner Lieberherr

CEO

Since April 1, 2020

Born: 1960



**Nationality:** Swiss/USA

**Prior positions at Landis+Gyr:**

None

**Current positions outside of Landis+Gyr:**

None

**Prior other positions:**

President & Chief Executive Officer of MANN+HUMMEL Group (2018 to 2019); Executive Vice President & Chief Operating Officer of Rockwell Collins (NASDAQ: COL) (2017 to 2018); President & Chief Executive Officer of B/E Aerospace (NASDAQ: BEAV) (2010 to 2017) and Senior Vice President & General Manager Commercial Aircraft Segment (2006 to 2010); various executive roles at the utility businesses of ABB (1991 to 2003) and Alstom (2004 to 2006)

**Outside mandates at non-profit-oriented organizations:**

None

**Education:**

Master of Business Administration from the Kellogg School of Management, Northwestern University, USA; Master of Science in Operations Research & Industrial Engineering, ETH Zürich

## Elodie Cingari

EVP and CFO

Since November 16, 2020

Born: 1974



**Nationality:** French

**Prior positions at Landis+Gyr:**

None

**Current positions outside of Landis+Gyr:**

None

**Prior other positions:**

CFO and Member of the Executive Board of Hoerbiger Group (2019 to 2020); CFO Power Services Europe and later CFO Steam Power at General Electric (2015 to 2018); CFO Alstom Grid, and prior to that Vice-President Controlling and Accounting in Alstom Power (2008 to 2015); Various financial leadership roles in Hewlett-Packard, including Finance Director Consumer Business EMEA (1998 to 2008)

**Outside mandates at non-profit-oriented organizations:**

None

**Education:**

Master of Business Administration from Bocconi University in Milan, Italy

## Sean Cromie

EVP and Head of Americas

Since January 1, 2022

Born: 1966



**Nationality:** Irish / USA

**Prior positions at Landis+Gyr:**

Executive Vice President Operations and Supply Chain Management (2020 to 2021)

**Current positions outside of Landis+Gyr:**

None

**Prior other positions:**

President and General Manager Life Sciences & Environment with MANN+HUMMEL (2018 to 2019); various senior management positions at B/E Aerospace (2003 to 2018) including General Manager Commercial Aircraft Segment (2011 to 2018); Managing Director (2007 to 2010) and Business Director (2003 to 2007); Business Unit Manager with San Mina SCI (2000 to 2003)

**Outside mandates at non-profit-oriented organizations:**

None

**Education:**

Bachelor of Combined Sciences (Hons) from Ulster University, Northern Ireland

## Bodo Zeug

EVP and Head of EMEA

Since September 1, 2021

Born: 1969



**Nationality:** German

**Prior positions at Landis+Gyr:**

Executive Vice President Strategy (2020–2021); Executive Vice President Supply Chain Management and Operations (2017 to 2020)

**Current positions outside of Landis+Gyr:**

Supervisory Board of ROI Management Consulting AG (2017 to present)

**Prior other positions:**

Partner at ROI-EFESO (2015 to 2017); Principal with Barkawi Management Consultants (2011 to 2015); Head of Operations for CommScope (2010 to 2011); General Manager & Vice President at Flextronics (2005 to 2009); Product Manager at Siemens China (1999 to 2005); Engineer at Ericsson (1996 to 1999)

**Outside mandates at non-profit-oriented organizations:**

None

**Education:**

Master of Electronic Engineering from the FAU Erlangen-Nuremberg, Germany; MBA from the University of Hagen, Germany

### 4.2 Other Activities and Vested Interests

Please see the above descriptions in Section 4.1 for information on other activities and vested interests of the current members of the Group Executive Management.

### 4.3 Mandates Permitted Outside of Landis+Gyr

Art. 23 of the Articles states that, with the approval of the RemCo, the members of the Executive Management may have the following other functions in the superior management or administrative bodies of legal entities obliged to register in a Swiss commercial register or a foreign equivalent thereof and which are not controlled by the Company, do not control the Company or do not constitute pension funds insuring employees of the Group:

- a) up to 1 mandate as member of a board of directors or any other superior management or administrative body of a publicly traded company pursuant to art. 727 para. 1 number 1 CO; and, in addition
- b) up to 5 mandates as member of the board of directors or any other superior management or administrative body of other legal entities that do not meet the above-mentioned criteria.

All members of the Group Executive Management combined currently have only one outside mandate at other companies (see Section 4.1 above for further information). To ensure compliance, the Group Executive Management must secure approval from the Board of Directors/RemCo before accepting any new mandate. With respect to the additional activities of both the members of the Board of Directors and the Executive Management, mandates in companies that are under uniform control or the same beneficial ownership are deemed one mandate.

### 4.4 Management Contracts

There are no management contracts in place between the Company and any third parties.

## 5 Compensation, Shareholdings and Loans

The remuneration programs within Landis+Gyr are periodically reviewed to ensure continued alignment with the Group's strategy and market practice.

Rules regarding the principles of compensation, participation plans, loans, credits and pension benefits are set in arts. 24, 25, 26, 28 and 29 of the Articles. The rules regarding the approval of the remuneration by the AGM are set forth in art. 12 of the Articles. Further details with respect to all matters regarding compensation, the shareholdings and loans can be found in the Company's Remuneration Report.

## 6 Shareholders' Participation Rights

### 6.1 Restrictions on Voting Rights and Representation

#### 6.1.1 General Rules on Restrictions to Voting Rights

Shareholders' rights of participation in the General Meeting are defined by law and the Articles. Each share, provided it is recorded in the share register as a share with voting rights, entitles the holder to one vote. Subject to the registration of shares, the Articles do not impose any restrictions on the voting rights of shareholders. Votes may be exercised only after a shareholder has been registered in the Company's share register as a shareholder with voting rights up to a specific qualifying day (the "Record Date") designated by the Board of Directors before the General Meeting. The potential restrictions on the voting rights carried by the shares of the Company are described in detail in Section 2.6 above. In accordance with art. 5 of the Articles (as described in Section 2.6), the Company may in special cases approve exceptions to the restrictions described in Section 2.6 above. No such exceptions were granted in the period under review herein.

#### 6.1.2 Reasons for Granting Exceptions in the Year Under Review

No exceptions from the voting rights restrictions set forth in the Articles were granted in the period under review herein.

#### 6.1.3 Procedure and Conditions for Abolishing Voting Rights Restrictions

The abolishing of voting rights restrictions as set forth in the Articles requires a resolution of the General Meeting passed by at least two-thirds of the represented share votes and absolute majority of the par value of represented shares (see art. 13 of the Articles).

#### 6.1.4 Rules on Participation in the General Meeting

Pursuant to the Articles, shareholders may be represented at shareholders' meetings by an independent proxy or any other person who need not be a shareholder. The Board of Directors determines the requirements regarding proxies and voting instructions.

#### 6.1.5 Rules on Instructions to the Independent Proxy and Electronic Participation in the General Meeting

Shareholders may also be represented by the independent proxy at the General Meeting. The requirements that apply to powers of attorney and instructions are determined by the Board of Directors (art. 11 of the Articles). The independent proxy has a duty to exercise the voting rights assigned to him/her by shareholders in accordance with their instructions. The independent proxy is elected annually by the General Meeting. The term of office begins on the day of election and ends at the close of the next Ordinary General Meeting. Re-election is permitted. Swiss law allows for proxy instructions both in written as well as electronic form. Since the Company's IPO in 2017, instructions by shareholders to the independent proxy for participation in the General Meeting have been permissible both in written and electronic form.

The Articles do not contain any rules on the electronic participation of shareholders in the General Meeting.

### 6.2 Quorums Required by the Articles of Association

Art. 13 of the Articles requires a resolution of the General Meeting passed by at least two-thirds of the represented shares and an absolute majority of the par value of represented shares for the following items:

- a) All agenda items which require such qualified majority by law (art. 704 of the CO and certain resolutions in connection with the Swiss Federal Merger Act);
- b) the facilitation or abolishment of the limitations on the transferability of shares as set forth in the Articles; or
- c) an amendment of art. 13 of the Articles.

### 6.3 Convocation of the General Meeting

The Company's Articles do not differ from applicable Swiss statutory provisions under Swiss law, other than that the Board of Directors is required to convene an extraordinary General Meeting within two months if requested by one or more shareholder(s) representing in aggregate at least 5% of the Company's nominal share capital registered in the commercial register. Shareholders' meetings may also be convened by the Board of Directors or, if necessary, by the Company's statutory auditors or liquidators under Swiss law.

The General Meeting is convened by publication of a notice of such meeting in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt) at least 20 days before the date of the meeting. If the post or e-mail addresses of the shareholders are known, a notice is sent simultaneously by mail or e-mail. The notice states the day, time and place of the meeting, the agenda, the proposals of the Board of Directors and the proposals of the shareholders who have requested the shareholders' meeting or that an item be included on the agenda.

### 6.4 Inclusion of Items on the Agenda

Registered shareholders with voting rights individually or jointly representing at least CHF 1 million of the nominal share capital of the Company may demand that items be put on the agenda. Such demands must be submitted to the Chair at least 45 days before the date of the shareholders' meeting and must be in writing specifying the items and the proposals.

### 6.5 Entries in the Share Register

The Record Date (see above, Section 6.1.1) is set by the Board of Directors and included in the invitation to the General Meeting.

## 7 Change of Control and Defense Measures

### 7.1 Duty to Make an Offer

The Articles do not contain any provisions on opting-out or opting-in in the sense of art. 125 para. 3 and 4 of the FMIA or art. 135 para. 1 of the FMIA, respectively.

### 7.2 Clauses on Change of Control

There are no agreements in place containing change of control clauses benefiting members of the Board of Directors and/or the Group Executive Management as well as other members of the Company's management.

## 8 Auditor

### 8.1 Duration of the Mandate and Term of Office of the Lead Auditor

The independent group auditor of the Company is PricewaterhouseCoopers AG (PwC), Dammstrasse 21, 6302 Zug, Switzerland, who has been the auditor of the Company since financial year 2016 (April 1, 2016 to March 31, 2017). The lead audit partner is rotated every seven years in accordance with Swiss law. The responsible lead audit partner within PwC is Rolf Johnner, who has been in charge of the Landis+Gyr mandate since PwC became the Company's statutory auditors.

### 8.2 Auditing Fees

PwC was paid compensation of CHF 1.6 million for services in connection with auditing the annual financial statements of the Company and the consolidated statements of the Group for financial year 2022.

### 8.3 Additional Fees

PwC charged CHF 0.1 million for non-audit services performed during the year-ended March 31, 2023. The non-audit services primarily included tax advisory services.

### 8.4 Information Instruments Pertaining to the External Audit

PwC presents to the AFC, on an annual basis, a detailed report on the results of the audit of the consolidated and stand-alone financial statements, the findings on significant accounting and reporting matters, and findings on the internal control system. The results and findings of this report are discussed in detail with the CFO.

The AFC reviews annually the appropriateness of retaining PwC as the auditor of the Landis+Gyr Group AG and its subsidiaries, before proposing to the Board and to the AGM of Landis+Gyr Group AG the election of PwC as auditors. The AFC assesses the effectiveness of the work of the auditor in accordance with Swiss law, based on its understanding of the Group's business, control, accounting and reporting issues, and the manner in which significant matters are identified and resolved at the Group level or in the statutory accounts. It also makes a recommendation to the Board of Directors concerning the choice of the external auditor.

The AFC is also informed on the work of PwC through briefings from its Chair, who is in turn briefed as required by PwC. Audit fees are ultimately approved by the AFC.

In the period under review, PwC attended three meetings of the AFC at which PwC presented its report on the audit of the Group's accounts for the financial year 2021 and the audit plan for the audit of the Group's accounts for the financial year 2022.

The Group and PwC have agreed on clear guidelines and firewalls for non-audit services that are appropriate for PwC to provide. These services include due diligence on mergers, acquisitions and disposals and certain tax and business risk assurance and IS/IT advisory support. These guidelines are aimed at ensuring PwC's independence in their capacity as auditors to the Group. PwC monitors its independence throughout the year and confirms its independence to the AFC annually.<sup>24</sup>

## 9 Information Policy

Landis+Gyr is committed to communicating in a timely and transparent way to shareholders, potential investors, financial analysts and customers. Toward this end, the Board of Directors takes an active interest in fostering good relations and engagement with shareholders and other stakeholders. In addition, the Company complies with the requirements of SIX Swiss Exchange on the dissemination of material and price-sensitive information. Matters affecting the share price are published immediately in accordance with the ad hoc publicity rules of the SIX Swiss Exchange. Ad hoc announcements can be accessed at the same time as they are communicated to the SIX Swiss Exchange at the links indicated at the end of this Section 9.

It is also possible to receive potentially price-relevant information directly, promptly and free of charge from Landis+Gyr by e-mail. This service is offered under the links indicated at the end of this Section 9.

The Company releases its financial results in an annual report that is published within four months after the March 31 balance sheet date. In addition, the Company releases results for the first half of each fiscal year within three months of the September 30 balance sheet date. The Company's annual report and half year results are announced via press releases and media and investor conferences in person and via telephone. The Company also publishes press releases at the time of any potentially price-sensitive event. The annual report can also be accessed in electronic form under the links below at the end of this Section 9.

Notices to shareholders are made by publication in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt). The Board of Directors may designate further means for official publications. The following web links provide further information:

<sup>24</sup> For more information on the AFC in respect of the external auditor, see Section 3.5.2.1 above.

**The Company's website:**

[www.landisgyr.com](http://www.landisgyr.com)

**Ad hoc messages (pull system):**

[www.landisgyr.com/investors](http://www.landisgyr.com/investors)

**Subscription for ad hoc messages (push system):**

[www.landisgyr.com/investors/ad-hoc-announcements/](http://www.landisgyr.com/investors/ad-hoc-announcements/)

**Financial reports and annual reports:**

[www.landisgyr.com/investors/results-center](http://www.landisgyr.com/investors/results-center)

**Corporate calendar:**

[www.landisgyr.com/investors/corporate-calendar](http://www.landisgyr.com/investors/corporate-calendar)

The Landis+Gyr Group Investor Relations Department can be contacted, either through the website, or by telephone, e-mail or letter.

**Contact addresses**

Corporate Communications & Investor Relations  
Eva Borowski  
Eva.Borowski@landisgyr.com  
+41 41 935 6396

Investor Relations  
Christian Waelti  
Christian.Waelti@landisgyr.com  
+41 41 935 6331

## 10 Quiet Periods

The Company's "Insider Dealing and Market Manipulation Policy" (the "Trading Policy") generally allows Landis+Gyr personnel to deal in Landis+Gyr securities at all times (i.e., without any sort of limitation to deal in Landis+Gyr securities). There are four groups excepted from such general rule: "Insiders"; "Persons Confined to Trading Windows"; "Restricted Persons"; "LTIP Participants" (all as defined in the Insider Policy).

Insiders are restricted from dealing in Landis+Gyr securities at all times as long as they qualify as Insiders. Persons Confined to Trading Windows, Restricted Persons and LTIP Participants are (besides further specific restrictions to their liberty to deal in Landis+Gyr securities and provided they are not an Insider) only allowed to deal in Landis+Gyr securities provided there is an open "Trading Window".

A "Trading Window" is defined as the period of time during which a Person Confined to Trading Windows, a Restricted Person or an LTIP Participant, subject to other potential restrictions as set out in Landis+Gyr policies, may deal in Landis+Gyr securities or "Restricted Securities" (specific non-Landis+Gyr securities determined by the Landis+Gyr ad hoc committee). While subject to potential changes which are communicated "ad hoc", the two Trading Windows commence upon (1) the second trading day following the public release of Landis+Gyr's annual results and end on the start of September 1 (at 00:00.00 local time), and (2) upon the second trading day following the public release of Landis+Gyr's semi-annual results and end on the start of March 1 (at 00:00.00 local time). For financial year 2022, Landis+Gyr's Trading Windows, therefore, were the following:

- May 9, 2022, 8:00 CET to August 31, 2022, 24:00 CET; and
- October 31, 2022, 8:00 CET to February 28, 2023, 24:00 CET.

The Board of Directors thanks the Company's shareholders, customers and other stakeholders for their interest in and support of the Company.

Landis+Gyr Group AG  
Alte Steinhauserstrasse 18  
6330 Cham  
Switzerland  
+41 41 935 6000  
ir@landisgyr.com  
[www.landisgyr.com/investors](http://www.landisgyr.com/investors)

**Landis+Gyr Group AG**  
Alte Steinhäuserstrasse 18  
6330 Cham  
Switzerland  
[www.landisgyr.com](http://www.landisgyr.com)

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