

DKSH Holding Ltd. Invitation to the 93rd Annual General Meeting



Delivering Growth – in Asia and Beyond.

Zurich, March 5, 2026

To the shareholders of DKSH Holding Ltd.

Dear Shareholders,

The Board of Directors is pleased to invite you to the 93rd Annual General Meeting of DKSH Holding Ltd.:

Date

Friday, March 27, 2026 at 10:00 a.m. CET
Admission from 9:00 a.m. CET

Venue

Lake Side
Bellerivestrasse 170
8008 Zurich
Switzerland

Agenda and Motions

1. Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the financial year 2025

Motion of the Board of Directors:
Approval of the Financial Statements of DKSH Holding Ltd. and the Group Consolidated Financial Statements of the DKSH Group for the financial year 2025.

Explanation of the Board of Directors:
According to Art. 698 para. 2 items 3 and 4 of the Swiss Code of Obligations (CO) and § 8 lit. c and d of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the Financial Statements and the Group Consolidated Financial Statements. The approval of the Financial Statements is a prerequisite for the resolution on the appropriation of available earnings, in particular the determination of the dividend.

2. Approval of the report on non-financial matters (“Sustainability Report”) for the financial year 2025

Motion of the Board of Directors:
Approval of the Sustainability Report for the financial year 2025.

Explanation of the Board of Directors:
According to Art. 964c para. 1 of the CO and § 8 lit. j of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the Sustainability Report.

3. Appropriation of available earnings as per balance sheet 2025 and declaration of dividend

Retained earnings brought forward	CHF	582,268,425
Profit after tax	CHF	27,267,935
Total available earnings 2025	CHF	609,536,360

Motion of the Board of Directors:
The Board of Directors proposes the following distribution of dividends from the available earnings 2025¹:

Ordinary dividend	CHF	162,607,408
Balance to be carried forward	CHF	446,928,952

If this proposal is approved by the General Meeting, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 2.50 per share. Subject to the approval of the General Meeting, the distribution is expected to be made as of April 2, 2026,

¹No dividend will be declared on own shares held by DKSH Holding Ltd.

onwards. The record date is April 1, 2026. The shares will be traded ex-dividend as of March 31, 2026. The last trading day with entitlement to receive the dividend is March 30, 2026.

Explanation of the Board of Directors:

According to Art. 698 para. 2 item 4 of the CO and § 8 lit. d of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the appropriation of available earnings, in particular the determination of the dividend.

4. Discharge from liability of the members of the Board of Directors and the Executive Committee for the financial year 2025

Motion of the Board of Directors:

Granting of discharge from liability to each member of the Board of Directors and the Executive Committee for the financial year 2025.

Explanation of the Board of Directors:

According to Art. 698 para. 2 item 7 of the CO and § 8 lit. h of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for the granting of discharge to the members of the Board of Directors and the Executive Committee.

5. Approval of the compensation of the members of the Board of Directors and the Executive Committee as well as consultative vote on the Compensation Report

5.1. Compensation of the Board of Directors

Motion of the Board of Directors:

Approval of the maximum aggregate amount of the compensation of the Board of Directors for the term of office until the next Annual General Meeting in the amount of CHF 2,800,000.

Explanation of the Board of Directors:

According to Art. 698 para. 3 item 4 and Art. 735 para. 1 of the CO as well as § 8 lit. g of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the aggregate amount of compensation of the Board of Directors.

The present motion corresponds to the motion of the Board of Directors at the last Annual General Meeting. The maximum aggregate amount of the compensation of the members of the Board of Directors for the term of office until the next Annual General Meeting consists of a fixed base com-

compensation, applicable committee fees, allowances, and social security contributions. The Board of Directors determines the compensation effectively payable to the individual members of the Board of Directors. The latter is published in the annual Compensation Report of the respective financial year. In the financial year 2025, the total amount effectively paid to the members of the Board of Directors was CHF 2,373,000. For further details regarding the compensation of the Board of Directors, please refer to the Compensation Report 2025.

5.2. Compensation of the Executive Committee

Motion of the Board of Directors:
Approval of the maximum aggregate amount of the compensation of the Executive Committee for the financial year 2027 in the amount of CHF 19,500,000.

Explanation of the Board of Directors:
According to Art. 698 para. 3 item 4 and Art. 735 para. 1 of the CO as well as § 8 lit. g of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for approving the total amount of the compensation of the Executive Committee.

The maximum aggregate amount of the compensation encompasses the compensation of the members of the Executive Committee, i.e., currently ten persons. The maximum aggregate amount of the compensation of the members of the Executive Committee for the financial year 2027 consists of a fixed compensation (including allowances), a short-term performance-based compensation, and two long-term performance-based compensation instruments, as further outlined in the **Compensation Report** (all compensation elements include applicable social security and pension contributions provided for by law and regulations).

Therefore, the maximum aggregate amount of the compensation of the Executive Committee submitted to the shareholders' vote is normally higher than the amount of compensation that will be effectively paid out to the members of the Executive Committee based on the performance achieved. The amount effectively paid out or granted will be disclosed in the Compensation Report of the respective financial year. In 2025, the total amount of compensation paid out or granted to the Executive Committee was CHF 14,223,000, well within the maximum aggregate amount of compensation approved for the Executive Commit-

tee by the 2024 Annual General Meeting of CHF 19,500,000. Further details on the compensation of the Executive Committee for the financial year 2025 can be found in the Compensation Report 2025.

5.3. Consultative vote on the Compensation Report for the financial year 2025

Motion of the Board of Directors:
Acceptance of the Compensation Report for the financial year 2025 (consultative vote).

Explanation of the Board of Directors:

In accordance with Art. 735 para. 3 item 4 of the CO and § 28 para. 2 of the Articles of Association of DKSH Holding Ltd., the Board of Directors submits the Compensation Report, which is part of the Annual Report, to the General Meeting for a vote.

6. Election of the members of the Board of Directors, reelection of the Chairman of the Board of Directors and the members of the Nomination and Compensation Committee

6.1. Reelection of the current members and the Chairman of the Board of Directors as well as election of three new members of the Board of Directors

Motion of the Board of Directors:
Separate reelection of each of the following current members of the Board of Directors (including the Chairman) for a term of office until completion of the next Annual General Meeting:

- Mr. Gabriel Baertschi
- Mr. Jack Clemons
- Mr. Adrian T. Keller
- Prof. Dr. Annette G. Köhler
- Ms. Eunice Zehnder-Lai
- Mr. Marco Gadola
(as member and Chairman)

Election of each of the following new members of the Board of Directors for a term of office until completion of the next Annual General Meeting:

- Ms. Valerie Diele-Braun
- Ms. Corine Tap
- Ms. Julie von Wedel-Keller

Explanation of the Board of Directors:

Andreas W. Keller, a member of the Board of Directors since DKSH's founding in 2002, will not stand for reelection. Andreas W. Keller joined Diethelm & Co. Ltd. in 1976. He initiated and led the merger of the two Swiss trading companies Diethelm & Co. Ltd. and Edward Keller Ltd. in 2000, and in 2002 supervised the creation of DKSH, which

combined Diethelm Keller's Asian operations with the Siber Hegner Group. The Board of Directors expresses its heartfelt gratitude to Andreas W. Keller for his longstanding and invaluable contributions, both as a member of the Board and as a representative of DKSH's anchor shareholder, Diethelm Keller Holding Ltd. His strategic insight and commitment have been greatly valued throughout his longstanding tenure. The Board wishes him continued success in his future endeavors and is delighted that, as Chairman of the Board of Directors of Diethelm Keller Holding Ltd., he will continue to be connected to DKSH.

Dr. Wolfgang Baier, who joined the Board of Directors of DKSH Holding Ltd. in 2019, and Suwannee Ratthayabandith, who joined the Board in 2025, will also not stand for reelection. The Board of Directors thanks Dr. Wolfgang Baier and Suwannee Ratthayabandith warmly for their valuable contributions and wishes them all the best in their future endeavors.

Valerie Diele-Braun is CEO of Nexture. Prior to taking the position at Nexture, she served as the CEO of IMCD (2023-2025), a leading global specialty chemicals distributor located in Rotterdam,

which she joined in 2023 after serving three years on the Supervisory Board of IMCD. Previously, she was the CEO of CABB (2018-2023), a leading global fine chemicals player with locations in Germany, Switzerland, the US, and China. During this time, she was also a member of the Science Industries Board, the key life science and pharmaceutical business association in Switzerland, and on the Board of the family-owned Lehmann & Voss Group. Prior to that, she was Business President at Archroma (2014-2018) and has previously held various executive roles within DSM as well as at Givaudan, Quest. She has lived in the US, the UK, Germany, Italy, the Netherlands, and now Switzerland. Valerie Diele-Braun holds a Bachelor of Science summa cum laude from the State University of New York, completed the St. Gallen Board Academy and INSEAD's Powering Growth program, and was a member of the management trainee program at Unilever USA and then ICI. Valerie Diele-Braun has no significant business relationship with DKSH Holding Ltd. or any other Group company and is therefore considered independent.

Corine Tap has been President, Asia and member of the Executive Team at FrieslandCampina since 2022. She leads the Asia region for its Consumer Dairy and Professional businesses and sits as a board member on several of its subsidiaries. She has more than 20 years of leadership experience in Asia, Oceania, Africa, and the Middle East. Previously, she held commercial and senior executive roles at Unilever and Danone. At Danone, she was CEO, Specialised Nutrition Danone Australia and New Zealand (2013-2017), President Director of Danone Aqua (2017-2021), and later President AMEA and a member of its Executive Committee. Corine Tap serves on the EU-ASEAN Business Council and Food Industry Asia, and has chaired the South East Asia Recycling Coalition since 2024. She is also an advisor to Circulate Capital. Corine Tap holds a Master's degree in Econometrics and Operations Research from the University of Amsterdam. Corine Tap has no significant business relationship with DKSH Holding Ltd. or any other Group company and is therefore considered independent.

As a direct descendant of the Keller family, the election of Julie von Wedel-Keller as the fifth-generation representative would ensure continuity and

stability, underlining the family's long-term commitment to DKSH. Julie von Wedel-Keller worked for Angela Bruderer Ltd. in marketing and purchasing and later founded a start-up, launching a vegan canine dietary supplement brand. She has extensive experience across marketing, purchasing, entrepreneurship, and sustainability-driven consumer brands. She currently serves as a Member of the Board of Directors at Angela Bruderer Ltd. (since 2019), DK Premium Brands Holding Ltd. (since 2025), and Gloster Furniture Holding Ltd. (since 2025). She has also been a Member of the Advisory Board of Diethelm Keller Holding Ltd. since 2023. Julie von Wedel-Keller holds a Master of Law degree from the University of Fribourg, Switzerland.

According to Art. 698 para. 2 item 2 of the CO and § 8 lit. b of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for the election of the members of the Board of Directors. The term of office of the members of the Board of Directors is limited by law to one year. The members of the Board of Directors are each (re)elected individually. According to Art. 698 para. 3 item 1 and Art. 712 para. 1 of the CO as well as § 8 lit. b of the Articles of Association of DKSH

Holding Ltd., the General Meeting is also responsible for the election of the Chairman of the Board of Directors. His term of office is also limited by law to one year.

Further information on the current members of the Board of Directors proposed for reelection can be found in the Corporate Governance Report 2025.

6.2. Reelection of the members of the Nomination and Compensation Committee

Motion of the Board of Directors:
Separate reelection of each of the following members of the Board of Directors as members of the Nomination and Compensation Committee for a term of office until completion of the next Annual General Meeting:

- Mr. Gabriel Baertschi
- Mr. Adrian T. Keller
- Ms. Eunice Zehnder-Lai

Explanation of the Board of Directors:
According to Art. 698 para. 3 item 2 and Art. 733 para. 1 of the CO as well as § 8 lit. b of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for the election of the members of the Nomination and Compensation Committee. Their term

of office is limited by law to one year. Only members of the Board of Directors may be elected.

7. Reelection of the Statutory Auditors

Motion of the Board of Directors:
Reelection of Ernst & Young Ltd., Zurich, as Statutory Auditors of DKSH Holding Ltd. for the financial year 2026.

Explanation of the Board of Directors:
According to Art. 698 para. 2 item 2 of the CO and § 8 lit. b of the Articles of Association of DKSH Holding Ltd., the General Meeting is responsible for the election of the Statutory Auditors. Ernst & Young Ltd., Zurich, has confirmed that it has the necessary independence to carry out the mandate.

8. Reelection of the Independent Proxy

Motion of the Board of Directors:
Reelection of Mr. Ernst A. Widmer, Zurich, as Independent Proxy for a term of office until completion of the next Annual General Meeting.

Explanation of the Board of Directors:
According to Art. 689c para. 1 and 698 para. 3 item 3 of the CO as well as § 8 lit. b of the Articles of Association of DKSH

Holding Ltd., the General Meeting is responsible for the election of the Independent Proxy. His term of office is limited by law to one year. Mr. Ernst A. Widmer has confirmed that he has the necessary independence to exercise the mandate.

Sincerely yours,

DKSH Holding Ltd.

On behalf of the Board of Directors



Marco Gadola

Chairman of the Board of Directors

Enclosures:

- Reply form (with envelope) and instruction form for the Independent Proxy
- Letter to shareholders

Organizational Notes

Documents

Registered shareholders will find enclosed the reply form (with envelope) including the instruction form for granting power of attorney and instructions to the Independent Proxy.

The Annual Report 2025 (including the Financial Statements, the Group Consolidated Financial Statements, and the Compensation Report), the Sustainability Report as well as the reports of the Statutory Auditors have been available to shareholders for inspection at the Company's registered offices since February 17, 2026. The Annual Report and the Sustainability Report are also accessible on DKSH's website at <https://www.dksh.com/global-en/home/investors/results-and-publications> and <https://www.dksh.com/global-en/home/about-us/sustainability> respectively and may be downloaded.

Submission of Agenda Items and Motions

On January 6, 2026, DKSH Holding Ltd. published a notice in the Swiss Official Gazette of Commerce ("*Schweizerisches Handelsamtsblatt*") inviting qualifying shareholders to submit their requests for the inclusion of individual items on

the agenda or motions by no later than February 10, 2026. No requests for inclusion of items on the agenda or motions were submitted.

Admission Cards and Voting Rights

Shareholders who wish to attend the Annual General Meeting in-person shall return the attached reply form in the enclosed envelope **by Tuesday, March 24, 2026** at the latest to: DKSH Holding Ltd., c/o areg.ch AG, Fabrikstrasse 10, 4614 Haegendorf, Switzerland. You will receive your admission and voting cards once you have registered. In order to determine the attendance correctly, any shareholder leaving the Annual General Meeting early or temporarily is requested to present the unused voting papers and admission card at the exit.

Shareholders registered in the share register of DKSH Holding Ltd. on March 19, 2026, at 5 p.m. (CET) are entitled to vote at the Annual General Meeting. The share register will be blocked for entries from March 20, 2026, until (and including) March 27, 2026. Shareholders who divest their shares during this period are no longer entitled to vote at the Annual General Meeting. In the

event of a sale of part of the shares, the admission and voting cards sent must be exchanged at the entrance control before the Annual General Meeting.

Representation and Proxy

Shareholders registered in the share register with voting rights may be represented by their legal representative, the Independent Proxy (Mr. Ernst A. Widmer, EAW Legal, Rotes Schloss, Beethovenstrasse 5, 8002 Zurich, Switzerland) or, by way of written proxy, by a third party who does not have to be a shareholder. For the appointment of a proxy, shareholders shall use the enclosed reply form or the admission card. Any appointment of a proxy that is not duly signed will not be taken into account at the Annual General Meeting. Proxies used for the Annual General Meeting of March 27, 2026, may not be used for further Annual General Meetings.

Electronic granting of power of attorney to the Independent Proxy and transmission of instructions:

Shareholders may give the Independent Proxy power of attorney and instructions electronically at <https://dksh.netvote.ch> and make changes to

such instructions by March 24, 2026, 12:00 noon (CET). The respective login data (username and password) can be found on the attached reply form.

Speakers' Desk

Shareholders who wish to speak are requested to contact the speakers' desk ("*Wortmeldeschalter*") before the Annual General Meeting.

Mobile Phones

Please switch off your mobile phones during the Annual General Meeting.

Directions

The Lake Side is located at the Zürichhorn in Zurich.

By car: From Bellevue, follow the Bellevuestrasse in the direction of Utoquai and Rapperswil, Forch, Rüti.

By public transport: Take tram 11 or 15 to "Fröhlichstrasse", bus 912 or 916 (only in the direction of Bellevue) to "Fröhlichstrasse", or boat to "Casino Zürichhorn".

Find out about DKSH in this short video:



Learn about our business model:



DKSH Holding Ltd.

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