



In Hohenstein-Ernstthal all the machines – some of which weigh several tons – are built, and will later produce solar cells or modules in Meyer Burger’s new production facilities. It’s all teamwork here: Timon Vallmark from the Thun site is on a working visit with his colleagues in Saxony. They are all responsible for the perfect interaction of electronics, mechanics, compressed air and control software in the plants. Timon says, “I’m at Meyer Burger, because of the people I work with.”

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## Remuneration Report

## Letter to shareholders

### Dear Shareholders

In the name of the Board of Directors and the Nomination and Compensation Committee (NCC), I am pleased to present to you the 2022 Remuneration Report. In 2022, Meyer Burger successfully expanded its production capacities. Meyer Burger secured the anticipated financing to continue the accelerated ramp-up of the German production facilities and to implement its plans to open the US production site. This report outlines how the performance in 2022 impacted the incentive payouts to the members of the Board of Directors and Executive Board.

At the Annual General Meeting (AGM) in 2022, the voting results on the compensation motions were significantly better than in the previous year. The maximum compensation amount for the Executive Board for the financial year 2023 received an approval rate of 91.1% (previous year: 91.5%); the maximum compensation amount for the Board of Directors was accepted with an approval rate of 93.0% (previous year: 68.6%); and the consultative vote on the compensation report 2021 passed with an approval rate of 87.5% (previous year: 60.1%). This demonstrates that Meyer Burger successfully addressed shareholder concerns and further developed compensation models in a sensible and appropriate way, taking into account shareholder interests, market expectations and company needs and possibilities. During the reporting year, compensation models broadly remained unchanged, with only a few minor adjustments.

Firstly, stock options granted to Executive Board members under the long-term incentive plan now also feature an additional performance condition that needs to be met for the options to vest and become exercisable. This amendment will further strengthen the alignment of interests between shareholders and the Executive Board with respect to the strategic priorities of the Company. It is planned that this additional feature will apply by default to further grants of stock options to Executive Board members in the future.

Secondly, Meyer Burger held an extraordinary general assembly of shareholders on 28 October 2022, where a capital increase was approved by shareholders. While existing shareholders had a chance to neutralize the dilutive effects by exercising their legal purchasing rights, holders of long-term incentive instruments such as stock options, PSUs and RSUs did not have the same possibility. The Board of Directors, therefore, decided to amend all outstanding instruments in order to protect the holders against the dilutive effects of the capital increase. This was a specific amendment in connection with the capital increase and does not otherwise change the existing remuneration models.

Further details about these amendments are provided in the following pages and you, as a valued Shareholder, will have the opportunity to express your opinion on these compensation decisions in a consultative vote on this Remuneration Report at the upcoming AGM. In addition, you will be asked to vote on the maximum compensation amounts to be awarded to the Board of Directors and the Executive Board for the next compensation periods.

The NCC and the Board of Directors are confident that their compensation decisions are correctly aligned with the interests of our shareholders, the business strategy and the current circumstances faced by the Company. Going forward, we will continue to regularly review and assess the compensation system to ensure that it is appropriate and suitable in the evolving operative context. We would like to thank you in advance for your support at the upcoming AGM and your trust over the past year.

Yours sincerely,

Prof. Dr. Urs Schenker  
Chair of the NCC

This Remuneration Report describes the compensation principles and programs, as well as the governance framework as related to the compensation of the Board of Directors and of the members of the Executive Board of Meyer Burger Technology AG (Meyer Burger). The report also provides information on the compensation programs and the compensation awarded to members of the Board of Directors and of the Executive Board for the 2022 business year.

The Remuneration Report is based on sections 3.5 and 5 of the annex to the Corporate Governance

Directive issued by the SIX Swiss Exchange and Articles 13 to 16 of the Ordinance against Excessive Compensation in Listed Stock Companies (OaEC), which have been carried over to the Federal Act on the Amendment of the Swiss Civil Code (Swiss Code of Obligations; Art. 734-734f) as of 1 January 2023.

## Compensation at a glance

### Compensation policy and principles

Our compensation system supports our business strategy and our values ("passion", "determination", "responsibility" and "holism") and is built around the following principles:

Market competitiveness	Alignment with market practices and trends, external equity
Performance-related pay	Connection between compensation and the company's success
Long-term orientation	Alignment with the long-term interests of shareholders and company values
Transparency and fairness	Transparency, fairness and internal equity

### Summary of the compensation system for the Board of Directors

The compensation system for the Board of Directors in effect at the end of the reporting period consists of fixed compensation in the form of an annual retainer paid 50% in cash and 50% in restricted shares.

The restricted shares are subject to a three-year blocking period. This model fosters the independence of Board members as they carry out their supervisory duties and strengthens the alignment with the long-term interests of shareholders.

in TCHF (gross) – for the term from 2021 AGM to 2022 AGM	Cash	Restricted shares
Board of Directors, Chair	107.5	107.5
Board of Directors, Vice Chair	92.5	92.5
Board of Directors, Member	92.5	92.5

### Reconciliation between approved compensation and compensation awarded for 2022

At the 2021 AGM, compensation amounts for the Board of Directors are approved for the annual term of office between AGMs. As a result, the amount of compensation that is disclosed in this Remuneration Report reflects two compensation periods.

For the first compensation period, from 1 January 2022 to the 2022 AGM, the compensation awarded to the Board of Directors amounts to CHF 264 thousand (including social security contributions). The pro-rated approved amount for the same periods is CHF 272 thousand (total amount of CHF 800 thousand approved at the 2021 AGM for the total 21/22 term). Thus, the compensation awarded is within the pre-approved amounts.

For the second compensation period, from the 2022 AGM to the 2023 AGM, a maximum compensation amount of CHF 955 thousand was approved (in consideration of an additional member joining the Board of Directors). Adjusted for the period from AGM 2022 to 31 December 2022, this amounts to CHF 628 thousand. The compensation for the portion of this term of office included in this Remuneration Report (up to 31 December 2022) is within this approved limit. A definitive assessment for the remainder of the entire compensation period will be provided in the next Remuneration Report.

### Summary of the compensation system for the Executive Board

The compensation for members of the Executive Board consists of fixed and variable elements:

Component	Purpose	Payment delivery
Base Salary	Attract and retain	Cash
Performance bonus (STI)	Performance-related pay	Annual bonus in cash
Long-term incentive (LTI)	Align with shareholders	Annual grant in equity
Benefits	Protect against risks, attract and retain	

## Reconciliation between approved compensation and compensation awarded for 2022

The compensation awarded to the Executive Board for the fiscal year 2022 in the amount of CHF 2,648 thousand is within the amount of CHF 2,900 thousand approved by the shareholders.

### Compensation governance

The role of the shareholders on compensation matters has become increasingly important in recent years. First, shareholders approve the maximum aggregate compensation amounts of the Board of Directors and the Executive Board annually. In addition, the principles of compensation are governed by the Articles of Association, which are also

approved by the shareholders. The provisions of the Articles of Association on compensation are summarized below and details of these rules are available on our website, on the "Meyer Burger – Investors" webpage:

[www.meyerburger.com/en/annual-general-meeting](http://www.meyerburger.com/en/annual-general-meeting)

Principles of compensation applicable to the Board of Directors and the Executive Board	Art. 30
Participation plans	Art. 31
Additional amounts for payments to members of the Executive Board appointed after the vote on compensation at the AGM	Art. 32
Binding vote on compensation at the AGM	Art. 17
Loans, credits and pension benefits	Art. 34

### Determination of compensation

In accordance with the Articles of Association, the NCC consists of at least two members of the Board of Directors who are elected individually by the shareholders for a term of one year until the next AGM. Since the 2021 AGM, Prof. Dr. Urs Schenker (chair) and Andreas R. Herzog have been members of the NCC.

The NCC supports the Board of Directors in all matters relating to the compensation systems. In particular, it:

- Proposes the compensation of the Board of Directors and its committees
- Reviews, negotiates and proposes the compensation and employment terms of the CEO
- Reviews and proposes (together with the CEO) the compensation and employment terms of the members of the Executive Board
- Reviews and decides on the performance targets, and their achievement, for members of the Executive Board
- Reviews, proposes and monitors the implementation of participation programs
- Reviews and determines the granting of shares and/or other securities under the share participation program approved by the Board of Directors
- Reviews the performance targets and total compensation of important Group companies
- Prepares and proposes the Remuneration Report

- Selects and proposes the selection criteria and candidates for positions on the Board of Directors and the Executive Board
- Examines, reviews and monitors the implementation of the structure and organization of the highest level of operating management, at the proposal of the CEO
- Reviews and monitors succession planning for positions at the highest level of operating management, at the proposal of the CEO
- Conducts an annual self-assessment of the Board of Directors and of the NCC

The NCC usually meets in accordance with the annual schedule below. In the year under review, the NCC held three meetings and passed 2 circular resolutions. The NCC members participated in all NCC meetings as noted in the Corporate Governance Report on page 65. Usually, the activities of the NCC are reported to the Board of Directors following each committee meeting. The NCC minutes are shared with all Board members and form the basis for the approval of NCC proposals by the Board of Directors.

The Chair of the Board of Directors is present at the meeting when decisions are approved by the Board of Directors, including regarding his own compensation, but abstains from voting on his own compensation. The CEO is involved in determining the compensation of members of the Executive Board and is present when this is approved by the Board of Directors, except when his own compensation is discussed.

## Annual meeting schedule

November/December	January/February	March/April	August/September
<ul style="list-style-type: none"> <li>• Review and determination of the target compensation of members of the Board of Directors and the Executive Board for the following year</li> <li>• Preliminary review of the Remuneration Report for the reporting year</li> </ul>	<ul style="list-style-type: none"> <li>• Performance assessment and determination of variable compensation of members of the Executive Board for the previous year</li> <li>• Review and approval of the Remuneration Report for the reporting year</li> <li>• Preparation of the maximum aggregate compensation amounts of the Board of Directors and the Executive Board to be submitted to shareholders' vote at the upcoming AGM</li> </ul>	<ul style="list-style-type: none"> <li>• Preparation of equity grants for the Board of Directors, the Executive Board, and participants in equity programs</li> <li>• Review of external stakeholders' feedback on the Remuneration Report and on the compensation policies</li> <li>• Benchmarking of the compensation of the Board of Directors and the Executive Board</li> </ul>	<ul style="list-style-type: none"> <li>• Nomination matters relating to the Board of Directors, the Executive Board and other key management positions</li> <li>• Succession Planning for positions on the Board of Directors and Executive Board</li> <li>• Review of compensation policies for the Board of Directors and the Executive Board</li> </ul>

In compliance with the OaEC and the CO, the maximum aggregate compensation amounts of the Board of Directors and the Executive Board are subject to shareholders' approval at the AGM.

Within these confines, the internal approval and decision-making processes on compensation-related matters are as follows:

## Approval process

Decision on	Prepared by	Proposed by	Approved by
Maximum aggregate compensation amount of the Board of Directors	NCC	BoD	AGM
Compensation of Board of Directors members		NCC	BoD
Grant of equity to members of the Board of Directors		NCC	BoD
Maximum aggregate compensation amount of the Executive Board	NCC	BoD	AGM
Compensation of the CEO, including fixed and variable compensation		NCC	BoD
Compensation of Executive Board members other than the CEO, including fixed and variable compensation	CEO	NCC	BoD
Grant of equity to the Executive Board members		NCC	BoD
Selection and proposal of new members of the Board of Directors		NCC	BoD
Selection and proposal of new members of the Executive Board and other key management positions		NCC	BoD
Succession planning for the Executive Board		NCC	BoD

BoD = Board of Directors

The NCC may decide to consult external advisors for specific compensation matters. In 2022, long-term incentive plan specialists [dialog]unlocked and valuation experts of algofin AG provided services relating to executive compensation matters. These companies have no other mandate with Meyer Burger.

## Compensation policy and principles

Meyer Burger is a globally renowned technology company that went through a fundamental transformation from a machine supplier to a cell and module manufacturer in order to convert its technological leadership into a sustainable and scalable business. The transformative process was supported by a compensation system that is motivating and fair, while driving sustainable performance. The compensation system provides for competitive base salaries and attractive incentive schemes that reward company success and long-term value creation, promote an entrepreneurial attitude and strengthen the alignment with shareholders' interests.

## Board of Directors

The compensation for the Board of Directors consists of a fixed compensation that is paid 50% in cash and 50% in the form of restricted shares subject to a three-year blocking period. This model strengthens the independence of the Board of Directors in exercising its supervisory duties towards the executive management and the alignment with shareholders' interests. Board fees are paid in two semi-annual instalments.

## Executive Board

The compensation programs for the Executive Board of Meyer Burger consists of several components, including fixed and variable compensation

elements which are described in detail in this report and are built around the following principles:

Market competitiveness	Alignment with market practices and trends, external equity
Performance-related pay	Connection between compensation and the company's success
Long-term orientation	Alignment with the long-term interests of shareholders and company values
Transparency and fairness	Transparency, fairness and internal equity

## Board of Directors

### Compensation system

The members of the Board of Directors are compensated for their services from the date of their election and for the duration of their term of office. The structure and the levels of compensation of the Board of Directors are reviewed by the NCC annually and, if necessary, adjusted by the Board of Directors based on a proposal by the NCC. The level of compensation is set by the NCC, taking into account the work required by Board and Committee members, and is approved by the Board of Directors.

In 2022, the mix of cash and equity compensation as well as the type of equity instrument used in the compensation system remained unchanged.

The members of the Board of Directors continue to receive an annual retainer settled 50% in cash and 50% in the form of restricted shares (RS), subject to a three-year blocking period.

This compensation structure will strengthen both the independence of the Board of Directors in exercising its supervisory duties, and the alignment with shareholders' interests.

The amount of compensation per member of the Board of Directors remains unchanged from the previous term, consisting of the following amounts:

in TCHF	Cash	RS
Board of Directors, Chair	107.5	107.5
Board of Directors, Vice Chair	92.5	92.5
Board of Directors, Member	92.5	92.5

The number of restricted shares to be allocated is determined by dividing the monetary amount by the closing share price on the day prior to the grant date. Shares are blocked for a period of three years. The blocking period lapses in case of death and remains in all other instances.

The shares are subject to claw-back conditions. In the event of a financial restatement due to material non-compliance, or an individual's fraud or misconduct, the Board of Directors may determine that all or part of the shares allocated (or an equivalent cash amount) must be transferred / paid back to the company.

The members of the Board of Directors receive no additional reimbursements of business expenses beyond actual expenses for business travel outside Switzerland. The members of the Board of Directors do not participate in Meyer Burger's employee benefits plan.

### Compensation of the Board of Directors in 2022

#### Compensation of members of the Board of Directors (audited)

This section is audited according to Article 728a of the CO.

in TCHF	Year	Board of Directors	R&A Committee	N&C Committee	Cash	PSUs/RSUs <sup>1</sup>	RS <sup>2</sup>	Total compensation
								2022/2021
Dr. Franz Richter	2022	C	–	–	107	–	108	<b>215</b>
	2021	C	–	–	76	50	71	<b>197</b>
Mark Kerekes	2022	V	M	–	92	–	93	<b>185</b>
	2021	V	M	–	66	50	61	<b>177</b>
Urs Fähndrich	2022	–	–	–	–	–	–	
	2021	M <sup>3</sup>	–	C <sup>3</sup>	5	50	–	<b>55</b>
Andreas Herzog	2022	M	C	M	92	–	93	<b>185</b>
	2021	M	C	M	66	50	61	<b>177</b>
Prof. Dr. Urs Schenker	2022	M	–	C	92	–	93	<b>185</b>
	2021	M <sup>4</sup>	–	C <sup>4</sup>	61	–	61	<b>122</b>
Katrin Wehr-Seiter <sup>5</sup>	2022	M <sup>5</sup>	M	–	61	–	61	<b>122</b>
	2021	–	–	–	–	–	–	<b>–</b>
<b>Total before mandatory employer contributions</b>	<b>2022</b>				<b>444</b>		<b>448</b>	<b>892</b>
	2021				274	200	254	728
Mandatory employer contributions	2022							<b>53</b>
	2021							43
<b>Total<sup>6</sup></b>	<b>2022</b>							<b>945</b>
	2021							771

C: Board Chair, V: Board Vice Chair, M: Member, BoD: Board of Directors; IC: Innovation Committee; RAC: Risk and Audit Committee, NCC: Nomination and Compensation Committee, EC: Executive Committee

<sup>1</sup> The PSU program was introduced at the 2020 AGM and discontinued as of the 2021 AGM. The fair value of the PSUs at grant date amounts to CHF 0.299 in 2021 (Monte Carlo valuation on 24 May 2021). In addition, this column of the compensation table also includes the incremental value increase in outstanding PSUs and RSUs from previous years due to the adjustments in 2022 for anti-dilution purposes (see details in explanatory comments below).

<sup>2</sup> Restricted shares, semi-annual instalments. 30 December 2021 grant: value of CHF 0.407 per RS. 24 June 2022 grant: value of CHF 0.4436 per RS. 15 December 2022 grant: value of CHF 0.5410 per RS.

<sup>3</sup> Up to 4 May 2021.

<sup>4</sup> From 4 May 2021.

<sup>5</sup> From 5 May 2022.

<sup>6</sup> A temporary "Strategy and Approval Committee" was established in 2021, but no additional compensation was paid for participation in that committee.

## Explanatory comments to the compensation table

No member of the Board of Directors served in an executive role in 2021 or 2022. The number of members of the Board of Directors increased from four to five as at the 2022 AGM on 5 May 2022. Therefore, the total compensation amount in the reported year increased by 22.6%.

At the 2021 AGM, a maximum aggregate amount of compensation of CHF 800 thousand (excluding mandatory employer contributions) was approved for the Board of Directors for the compensation period from the 2021 AGM to the 2022 AGM. Adjusted for the period from 1 January 2022 to the 2022 AGM, the approved amount corresponds to CHF 272 thousand. The total value of the compensation awarded to the Board of Directors for this period was CHF 264 thousand (including mandatory employer contributions of CHF 53 thousand) and is therefore exactly within the approved limits.

At the 2022 AGM, a maximum aggregate amount of compensation of CHF 955 thousand (excluding mandatory employer contributions) was approved for the Board of Directors for the compensation period from the 2022 AGM up to the 2023 AGM. Adjusted for the period from the AGM 2022 to 31 December 2022, this amounts to CHF 628 thousand.

The compensation for the portion included in this Remuneration Report (up to 31 December 2022) is within this approved limit. A definitive assessment for the entire period will be provided in the next Remuneration Report.

## Other remuneration (audited)

Members of the Board of Directors did not receive any fees or other compensation for additional services to Meyer Burger or its subsidiaries in the 2022 fiscal year (2021: no additional fees).

Neither Meyer Burger nor its subsidiaries granted any guarantees, loans, advances or credit facilities to members of the Board of Directors or related parties in 2022 or 2021.

No material compensation was paid to any former members of the Board of Directors of Meyer Burger, or a Group company, or related parties in 2022 or 2021.

## Adjustments to outstanding PSUs/RSUs in October 2022

Meyer Burger held an extraordinary general assembly of shareholders on 28 October 2022, where a capital increase was approved by shareholders. While existing shareholders had a chance to neutralize the dilutive effects by means of exercising

their legal share purchasing rights, holders of long-term incentive instruments such as PSUs and RSUs, did not have the same possibility. The Board of Directors therefore decided to amend all outstanding instruments granted as of July 2020, in order to protect the holders against the dilutive effects of the capital increase (see also corresponding details and comments in the below section on compensation to the Executive Board). This was a specific amendment in connection with the capital increase and does not otherwise change the existing remuneration models. The dilution protection was only applied to the programs that were launched after the initiation of the transformation. The dilutional effect of the capital increase was calculated by an external independent valuation expert to be 11.5%. The following adjustments were, on that basis, approved by the Board, leading to the incremental values per instruments (again as per valuations performed by an external independent valuation expert) shown below:

- (i) Outstanding PSUs: Increase number of PSUs by 11.5% (effectively by up-scaling the future payout factor by x1.15) and adjust relevant floor and target point for TSR (total shareholder return; one of the performance metrics for PSU's to vest) measurement accordingly (all other factors remaining unchanged).

Original grant date	23 December 2020	24 May 2021
Incremental value increase per outstanding PSU [CHF]	0.0637	0.0594

- (ii) Outstanding RSUs: Number of outstanding RSUs increased by 11.5%.

## Executive Board Compensation system

The compensation system for the Executive Board consists of fixed and variable components. The fixed component entails a base salary commensurate with the role and local market levels and, depending on local market practice, perquisites and benefits.

The variable component entails a performance-related annual cash bonus (short-term incentive, STI) and a three-year performance-related equity program (long-term incentive, LTI).

The compensation structure and level of the Executive Board is reviewed regularly against prevalent market practice for an appropriate peer group. The last review was conducted in 2019 based on a benchmark study provided by HCM International Ltd. The study included 19 industrial and technology companies listed at SIX Swiss Exchange that are of comparable size in terms of revenue and market capitalization, with some further consideration given to the workforce. These companies included AMS Arbonia, Ascom, Belimo, Bossard, Burkhalter, Comet, Feintool, Gurit, Huber+Suhner, Huegli, Interroll, Kardex, Komax, Phoenix Mecano, U Blox, VAT, Vetropack and Zehnder.

The compensation system, its components and the mix between the components was reviewed and adjusted in the context of the fundamental business transformation of Meyer Burger to ensure that the Executive Board stays focused on driving the transformation, which is critical for the Company's long-term success, and to mitigate the impact of the compensation systems on the liquidity of the Company. In 2022, the compensation system, the components and the pay mix remained unchanged, except for specific adjustments to the stock options as set out further below.

### Compensation system of the Executive Board

	Vehicle	Purpose	Drivers
Base salary	Monthly cash salary	Attract and retain	Position, market practice, skills and experience
Performance bonus (STI)	Annual bonus in cash	Performance-related pay	Annual performance
Long-term incentive (LTI)	Stock options	Align to shareholders	Share price over three years
Benefits	Pension, insurance and perquisites	Protect against risks Attract and retain	Market practice and position

#### Base salary

The base salary is determined primarily by the executive's tasks, responsibilities, skills and managerial experience, as well as market conditions. The base salary is paid in cash.

To ensure market competitiveness, base salaries of the Executive Board are reviewed every year, taking into account the Company's capacity to pay, benchmark information and internal consistency, economic environment and individual performance. They were last benchmarked in 2019 as mentioned



above. No adjustments were made to base salaries of the Executive Board in 2022.

### Short-Term Incentive (STI) program

The STI program is an annual cash bonus aimed at motivating executives to focus their efforts on achieving specific financial, strategic and individual objectives. It helps them to align their efforts, promotes initiative and boosts both individual and company performance.

The STI target is expressed as a percentage of base salary. In 2022, it amounts to 55% (previous year: 55%) of base salary for the CEO and 25% (previous year: 25%) of base salary for the other members of the Executive Board.

The STI performance is measured on the basis of specific financial and strategic objectives, which are proposed annually by the NCC (at the CEO's recommendation for the members of the Executive Board) and approved by the Board of Directors. The level of achievement for each objective corresponds to a payout percentage for that objective, which is always between 0% and 150%. The payout is 100% for achieving the target level of performance, 0% for achievement below the lower threshold and 150% for achievement above the upper threshold. These mechanisms and payout levels remained unchanged in 2022.

	Achievement level	
	Target (% of base salary)	Maximum (% of target)
Chief Executive Officer	55%	150%
Other Executive Board members	25%	150%

Financial objectives in 2022 focused on growth, profitability and the generation of cash which was measured using production volume, gross margin, functional costs and CAPEX. These KPIs are key to the business success of Meyer Burger. The four KPIs are weighted as follows: production volume and functional costs 20% each and gross margin and CAPEX 30% each. Financial targets are based on the annual budget and the payout on the actual financial results.

Strategic objectives are clearly measurable and, for fiscal year 2022, focus on delivering new technologies and implementing business processes.

### Objectives, performance measures and their weighting

Objectives	Performance Measures	Weighting
Financial (70%)	Production volume	14%
	Gross margin	21%
	Functional cost	14%
	CAPEX	21%
Strategic (30%)	Strategic initiatives	30%

The STI is paid out in cash in April following the respective business year.

### Long-term incentive (LTI) program

The long-term incentive program is a share option plan.

The LTI target amount is expressed as a percentage of base salary. In 2022, it amounts to 55% (previous year: 55%) of the base salary for the CEO and 83% (previous year: 83%) of base salary for the other members of the Executive Board. The number of share options is determined by dividing the target amount by the fair grant value of the share option.

EB member	2022 target amount (% of base salary)
Chief Executive Officer	55%
Other Executive Board members	83%

The share options are subject to a three-year cliff vesting. Upon vesting, the share options are immediately and automatically exercised, and the proceeds of the exercise (difference between the relevant share price at vesting and the exercise price) are settled in shares. The relevant share price used at vesting is the volume-weighted average share price (VWAP) measured over the 30 trading days preceding the vesting date.

The strike price of the share options granted in 2022 was set at CHF 0.503 (before later adjustment in October 2022 because of the anti-dilution measures determined by the board, see detailed explanations on page 89), while the share price at grant amounted to CHF 0.45. The vesting of the share options is subject to continued employment.

In addition, and in response to shareholder feedback in this respect, the Board of Directors decided to make the vesting of share options for members of the Executive Board subject to the achievement of a business-crucial financial KPI: if the 12-month trailing free cash flow at group level immediately prior to the vesting date is negative, the share options lapse without any compensation on the vesting date.

This additional performance condition applies to share options granted to members of the Executive

Board in 2022, and it is planned that a similar performance condition (to be determined by the Board of Directors for each grant) shall also apply to all future grants of share options to Executive Board members.

Unvested share options forfeit in case of termination by the employer for cause or for individual performance reasons, and in the case of an individual's voluntary resignation. If the employment relationship ends for any other reason (such as death, disability, retirement, or termination by the employer without cause and not for performance reasons):

- unvested share options granted to members of the Executive Board in 2022 are prorated (in proportion to the part of the total vesting period expired up to the termination date), but the vesting date of such prorated number of share options remains unchanged, and the free cash flow condition continues to apply on the vesting date.
- unvested share options granted to members of the Executive Board before 2022 are automatically exercised at the termination date, provided that the share price is above the exercise price of the option (otherwise they forfeit).

The shares acquired through option exercise are subject to claw back provisions. In the event of a financial restatement due to material non-compliance, or an individual's fraud or misconduct, the Board of Directors may determine that all or part of the shares allocated (or an equivalent cash amount) have to be transferred / paid back to the Company.

### Outstanding long-term incentives awarded prior to 2021

Under the previous share option model, share options could be exercised at the earliest after 1 year from the grant date (further details in the 2020 compensation report), vesting not being subject to any further specific financial performance conditions. Such share options granted prior to 2021

continue to be exercisable in 2021 and subsequent years. However, that program was discontinued, and no further share options under that previous model were granted to members of the Executive Board for their services in 2021 and 2022.

In addition, in 2019 and 2020, the long-term incentive was awarded in the form of PSUs subject to a three-year vesting period conditionally upon the relative Total Shareholder Return (TSR). The TSR is a standard indicator used for measuring stock performance. It is defined as the net change in share price plus any dividend distributions over the vesting period of three years. The TSR is measured by comparing a start value of the volume-weighted average share price (VWAP) over the first 60 trading days of the first year, to an end value of the VWAP over the last 60 trading days of the third year.

Relative TSR is measured against the MAC Solar Index ([www.macsolarindex.com](http://www.macsolarindex.com)). A TSR of at least 25 points above the index corresponds to a 150% payout, a TSR at the same level to a 100% payout, a TSR of no more than 50 points below the index to a 50% payout; and a TSR that is more than 50 points below the index yields no payout.

In the case of resignation or dismissal for cause, PSUs are forfeited. In case of death, disability or change of control, they vest at 100% at the termination date. In case of dismissal without cause, PSUs granted during the year of termination are subject to a pro-rata vesting at the regular vesting date and PSUs granted in years before the year of termination continue to vest normally.

The shares transferred under the PSU plan are subject to claw-back provisions. In the case of criminal acts, fraud or misconduct, a claw-back provision allows the Board of Directors to reclaim all or part of any shares released to the participant concerned, for a period of five years after their allocation.

### Target, performance and payout estimate as at 31 December 2022 for the outstanding PSUs

LTI program	Measure	MBTN Start	MBTN 31.12.2022	MBT Total Shareholder Return 31.12.2022	Index Total Shareholder Return 31.12.2022	Performance 31.12.2022	Estimated payout as at 31.12.2022
LTI 2020–2023	rTSR <sup>1</sup>	0.24	0.46	92%	125%	-33%	0%

<sup>1</sup> rTSR is measured by comparing the volume-weighted average share prices (VWAPs) of 60-day periods at the beginning of the first year and the relevant year-end.

### Benefits: pension and insurance

Members of the Executive Board participate in the benefits plans available in their country of employment. The primary purpose of pension and insur-

ance plans is to establish a level of security for employees and their dependents with respect to old age, disability and death. The level and scope of

pension and insurance benefits provided are country-specific and are influenced by local market practices and regulations.

### Benefits: perquisites

Meyer Burger may provide certain executive perquisites according to competitive market practice in their country, such as a company car or a car allowance and other benefits in kind. The monetary value of these other elements of compensation is evaluated at fair value and is included in the compensation tables below.

### Employment contracts

The employment contracts of members of the Executive Board are of unlimited duration. They provide for a notice period of 6 or 12 months. Contracts of members of the Executive Board do not include severance compensation or change of control clauses except the vesting provisions of the LTI

awards as described above. The contract may contain a non-competition clause for a duration of 12 months following termination of employment.

### Compensation 2022

#### Realized compensation

The following section shows the total annual pay components realized in 2022, including salary and bonus payments, contributions to pension plans, perquisites as well as the actual value of equity plans that vested in 2022. This perspective reflects the income received by members of the Executive Board in 2022, which amounted to a total annual compensation of CHF 1,349 thousand (2021: CHF 1,118 thousand). The highest compensation received by an individual member of the Executive Board in 2022 was CHF 350 thousand for the CEO (2021: CFO with CHF 563 thousand).

### Compensation realized by members of the Executive Board

2022 in TCHF	Fixed compensation				Variable compensation		Total realized compensation
	Year	Base salary	Pension	Other <sup>1</sup>	STI <sup>4</sup>	LTI effective value at vesting date) <sup>2</sup>	
Total compensation of members of the Executive Board <sup>3</sup>	2022	1 112	40	106	65	26	<b>1 349</b>
	2021	776	40	66	134	102	<b>1 118</b>
Thereof highest paid:							
Dr. Gunter Erfurt CEO	2022	256	25	17	52	–	<b>350</b>
Jürgen Schiffer (former CFO)	2021	345	1	52	63	102	<b>563</b>

<sup>1</sup> Other compensation includes perquisites such as a car allowance or value of company car as well as social security costs.

<sup>2</sup> The 2019 LTI program was based on PSUs and vested in 2022 without an actual payout.

<sup>3</sup> During 2022, the Executive Board was increased to five members (previously three).

<sup>4</sup> The realised value for the STI is lower than the value granted in 2021, since a higher target achievement was expected as a precaution. The decision on the final achievement for 2021 was made on 8 June 2022.

### Granted compensation

This section is audited according to Article 728a of the CO. It shows the pay components granted for 2022, which in total amounted to CHF 2,648 thousand (2021: CHF 1,894 thousand) and reflects the compensation awarded to the members of the Executive Board in the year under review. This amount comprises a base salary amount of CHF 1,112 thousand (2021: CHF 776 thousand), contributions to

pension plans of CHF 40 thousand (2021: CHF 40 thousand), other perquisites of CHF 37 thousand (2021: CHF 57 thousand), bonus payments of CHF 265 thousand (2021: CHF 134 thousand), as well as the fair value of the LTI award at grant date of CHF 1,125 thousand (2021: CHF 877 thousand). The highest compensation granted to an individual member of the Executive Board in 2022 was CHF 833 thousand (2021: CHF 815 thousand).

## Compensation granted to members of the Executive Board (audited)

in TCHF	Year	Fixed compensation			Variable compensation			Total granted compensation
		Base salary	Pension	Other <sup>1</sup>	STI	LTI <sup>2</sup>	PSUs (target value at grant date)	
Total compensation of members of the Executive Board before mandatory employer contributions <sup>3</sup>	2022	1 112	40	37	265	1 125	-	2 579
	2021	776	40	57	134	877	-	1 884
Thereof highest granted to one individual:								
Dr. Gunter Erfurt (CEO)	2022	256	24	4	99	450	-	833
Dr. Gunter Erfurt (CEO)	2021	278	35	8	56	438	-	815
Estimated mandatory employer contributions	2022							69
	2021							10
Total compensation of members of the Executive Board <sup>4</sup>	2022							2 648
	2021							1 894

<sup>1</sup> Other compensation includes perquisites such as a car allowance or a company car.

<sup>2</sup> LTI compensation includes the following:

- The fair value of the share option at grant date: In 2021 CHF 0.1775 and in 2022 CHF 0.206 per option (valuation per Enhanced American Model). The grant date in 2022 was 8 June 2022.
- In addition, for 2022: incremental value increase of outstanding LTI instruments due to the adjustments for anti-dilution in October 2022 (see details in explanatory comments below).

<sup>3</sup> 2022 includes compensation awarded to Nathalie Benedikt in her capacity as a CFO in office from 1 January to 31 March 2022, and to Markus Nikles as new CFO from 1 September 2022. Between 1 April and 1 September 2022, the CFO tasks were shared between the other EB members, thus no additional CFO compensation was awarded for that period.

<sup>4</sup> In 2022, the Executive Board was increased to five members (previously three, thereof for Katja Tavernaro as Chief Sustainability Officer as of her start in that capacity in June 2021).

### Explanatory comments to the compensation table

The overall compensation awarded to the Executive Board was higher in 2022 than in 2021. This change can be explained by the following:

- Number of individuals: the number of Executive Board members was increased from three to five as of 1 January 2022.
- STI: in 2021, while the net sales objective was partially met, the threshold performance level for the other financial KPIs was not achieved, leading to an overall payout of 41% of target on average (see details in 2021 report). In 2022, while functional cost reduction goals were strongly achieved, production volume was below expectation, thus leading to an overall payout of 76% of target on average.
- LTI: the total value of share options granted in 2022 increased by 28.28% compared to the previous year. The 2021 allocation reflected the business plan transformation that occurred in 2020 and therefore had a higher bonus. In 2022, the regular allocation level was applied again. In addition, the Board of Directors decided to adjust all outstanding LTI instruments in order to protect them against the dilutive effects of the capital increase approved in the extraordinary general assembly of shareholders on 28 October 2022. This led to an incremental value increase as at the date of the adjustment (30 October 2022 pursuant to the relevant Board resolution), which is included in the LTI compen-

sation amount for 2022. Details on how the incremental value increase was determined can be found in the separate section hereunder.

- The variable compensation amounted to 214.45% of the annual base salary for the CEO (2021: 177%) and to 98.25% of the annual base salary for the other members of the Executive Board on average (2021: 103.8%).
- LTI vesting: the performance assessment of the LTI plan vesting in 2022 resulted in a vesting level of 0% because the TSR threshold was not met. The performance assessment of the LTI plan vesting in 2021 resulted in a vesting level of 0%.

In 2022, the ordinary AGM approved an increased maximum aggregate amount of compensation for the Executive Board of CHF 3,500 thousand (excluding mandatory employer contributions) for 2022, and therefore the overall compensation granted of CHF 2,648 thousand is within the limits approved by the shareholders.

During 2022, no compensation was paid to former members of the Executive Board or related parties, either by Meyer Burger or by any other company in the Meyer Burger Group.

Current or former members of the Executive Board did not receive any fees or other compensation for additional services to Meyer Burger or its subsidiaries in the 2022 or 2021 fiscal years.

Neither Meyer Burger nor its subsidiaries granted any guarantees, loans, advances or credit facilities to members of the Executive Board or related parties in 2022 or 2021.

During 2022, no compensation was paid to related parties, either by Meyer Burger or by any other company in the Meyer Burger Group.

### Adjustments to outstanding LTI instruments in October 2022

Meyer Burger held an extraordinary general assembly of shareholders on 28 October 2022, where a capital increase was approved by shareholders. While existing shareholders had a chance to neutralize the dilutive effects by means of exercising their legal share purchasing rights, holders of long-term incentive instruments such as stock options, PSUs and RSUs, did not have the same possibility. The Board of Directors therefore decided to amend all outstanding instruments in order to protect the holders against the dilutive effects of the capital increase. This was a specific amendment in connection with the capital increase and does not otherwise change the existing remuneration models. The

dilution effect of the capital increase was calculated by an external independent valuation expert to be 11.5%. The following adjustments were, on that basis, approved by the Board, leading to the incremental values per instruments (again as per valuations performed by an external independent valuation expert) as shown below:

- (i) Outstanding share options: Reduce strike price by 11.5%.

Original grant date	18 Dec 2020	24 May 2021	3 June 2021	8 June 2022
Incremental value increase per option [CHF]	0.0260	0.0253	0.0175	0.0151

### Share ownership and related instruments Board of Directors

As at 31 December 2022, members of the Board of Directors held a total of 23,647,785 registered shares, 1,495,702 RSUs and 2,027,097 PSUs. This number comprises privately acquired shares and those allocated under Meyer Burger's compensation system.

### Share Ownership as at 31 December 2022

Name	Year	No of shares	No of RSUs	No of PSUs <sup>1</sup>
<b>Members of the Board of Directors</b>				
Dr. Franz Richter	2022	4 133 754	494 613	675 699
	2021	3 031 597	202 056	675 699
Mark Kerekes	2022	7 925 812	305 200	675 699
	2021	5 814 003	115 451	675 699
Prof. Dr. Urs Schenker	2022	11 069 763	305 200	-
	2021	8 142 859	115 451	-
Andreas Herzog	2022	518 456	305 200	675 699
	2021	340 451	143 445	675 699
Katrin Wehr-Seiter (from 2022 AGM)	2022	-	85 489	-
	2021	-	-	-
<b>Total</b>	<b>2022</b>	<b>23 647 785</b>	<b>1 495 702</b>	<b>2 027 097</b>
	2021	17 328 910	576 403	2 027 097

<sup>1</sup> The fair value of PSUs at grant was CHF 0.299 in 2021.

## Executive Board

As at 31 December 2022 the members of the Executive Board held a total of 842,647 registered shares, no performance share units and 26,633,418 employee stock options.

Name	Year	No of shares	No of PSUs <sup>1</sup>	No of RSUs	No of stock options <sup>2</sup>
<b>Members of the Executive Board</b>					
Dr. Gunter Erfurt	2022	505 734	-	-	11 006 202
	2021	374 617	105 373	-	8 970 085
Katja Tavernaro (from June 2021)	2022	86 913	-	-	5 753 100
	2021	-	-	64 380	4 735 042
Markus Nikles (from September 2022)	2022	250 000	-	-	-
	2021	-	-	-	-
Dr. Moritz Borgmann (from 1 January 2022)	2022	-	-	-	5 556 058
	2021	-	-	-	-
Daniel Menzel (from 1 January 2022)	2022	-	-	-	4 318 058
	2021	-	-	-	-
<b>Total</b>	<b>2022</b>	<b>842 647</b>	<b>-</b>	<b>-</b>	<b>26 633 418</b>
	2021	374 617	105 373	64 380	13 705 127

<sup>1</sup> The fair value of PSUs at grant was CHF 0.299 in 2021.

<sup>2</sup> The fair value of stock options at grant was CHF 0.206 in 2022 and CHF 0.1775 in 2021.

For the disclosure required under Art. 663c Para. 3 of the Swiss Code of Obligations, please see page 53.

### Equity overhang and dilution as at 31 December 2022

As at 31 December 2022, the equity overhang, defined as the total number of unvested share units and options divided by the total number of outstanding shares (3,597,218,551 dividend-bearing shares) amounts to 1.5%.

The Company's gross "burn rate", defined as the total number of equities (shares, share units and options) granted in 2022 divided by the total number of outstanding shares (3,597,218,551 dividend-bearing shares) amounts to 0.5%.

### External mandates of Board and EB members

This section is prepared according to Article 728a of the CO. Pursuant to Article 28 of Meyer Burger Technology's Articles of Association, "the members of the Board of Directors and the Executive Board may not hold or exercise more than the following number of additional activities in the highest management or administrative bodies of other legal entities which are obliged to be registered in the Commercial Register or in a comparable foreign register and which are not controlled by the Company or do not control the Company:

- 10 mandates (for members of the Board of Directors) or 3 mandates (for members of the Executive Board) in the highest management or administrative bodies of other legal entities,
- of which 5 mandates (for members of the Board of Directors) and 1 mandate (for members of the Executive Board) for public companies, and
- 10 (for members of the Board of Directors) or 2 (for members of the Executive Board) non-remunerated mandates with non-profit, charitable or other not-for-profit legal entities, whereby reimbursement of expenses does not count as remuneration.

Several mandates with different companies belonging to the same group count as one mandate. The above limitation does not apply to mandates held by a member of the Board of Directors or the Executive Board on behalf of the Company (e.g. joint ventures or pension funds of these legal entities or in companies in which this legal entity holds a significant (non-consolidated) interest)."

As at 31 December 2022, members of the Board of Directors and of the Executive Board held the following external mandates outside the Meyer Burger Group, all mandates being compliant with the above stated rule of the Company's Articles of Association:

Name	External mandates
<b>Members of the Board of Directors</b>	
Dr. Franz Richter	Fraunhofer Institute IZM, Berlin: Chairman of the Board of Trustees. Scint-X Technologies AB, Kista: Chairman of the Board of Directors.
Mark Kerekes	Elbogross SA, Zug: Member of the Board of Directors. Aerius Holding AG, Zug: Member of the Board of Directors. Sentis Capital PCC, Cell 1, Cell 2, Cell 4, Balzers: Member of the Board of Directors.
Prof. Dr. Urs Schenker	Bellevue Goup AG, Zurich: Member of the Board of Directors. Capital Dynamics Holding AG, Zurich: Member of the Board of Directors. Geschäftshaus City AG, Zurich: Chairman of the Board of Directors. Ufenau Capital Partners AG, Zurich: Member of the Board of Directors. Ornak AG, Zurich: Member of the Board of Directors. SWISA Holding AG, Baar: Chairman of the Board of Directors. Indicum Technologies AG, Hünenberg: Member of the Board of Directors. EBV Immobilien AG, Urdorf: Chairman of the Board of Directors. Invicio Asset Management AG, Zurich: Chairman of the Board of Directors. Personalvorsorgestiftung der Pfizer AG, Zurich: Chairman of the Foundation Board. Stiftung für Herz- und Kreislaufforschung, Zurich: Member of the Foundation Board. Stiftung Zuversicht für Kinder, Zug: Chairman of the Foundation Board.
Andreas Herzog	Kleiderberg AG, Rüschlikon: Member of the Board of Directors. Planetary SA, Cologny: Member of the Advisory Board. SBB CFF, FFS, Bern: Member of the Board of Directors. HOCHDORF Swiss Nutrition AG, Hochdorf: Member of the Board of Directors. Systemcredit AG, Schlieren: Chairman of the Board of Directors. Seed Capital Invest AG, Luzern: Member of the Board of Directors. Swiss-Chinese Chamber of Commerce, Zurich: Vice Chairman of the Board of Directors.
Katrin Wehr-Seiter	SES S.A., Betzdorf: Member of the Board of Directors. Unite Holding SE, Leipzig, and its subsidiaries Unite Network SE, Leipzig and Mercateo Deutschland AG, Munich: Member of the Board of Directors. The Simpleshow Company S.A., Luxembourg: Member of the Board of Directors. Bellevue Group AG, Küsnacht, and its subsidiary Bellevue Private Markets AG, Küsnacht: Member of the Board of Directors. BIP (GP) S.à r.l., Luxembourg: Member of the Board of Directors. BIP Interim (GP) S.à r.l., Luxembourg: Member of the Board of Managers.
<b>Members of the Executive Board</b>	
Dr. Gunter Erfurt	Oxford Photovoltaics Limited, London: Member of the Board of Directors. Fraunhofer Institute for Solar Energy Systems, Freiburg: Member of the Board of Trustees. SolarPower Europe: Member of the Board of Directors. Federal Association Solarwirtschaft e.V., Berlin: Member of the Board of Directors. Institute for Solar Energy Research (ISFH) Hamelin: Member of the Scientific Advisory Board.
Markus Nikles	None.
Katja Tavernaro	Saxony Bar Association, Dresden: Member. AOK Plus, Dresden: Deputy member of the Board of Directors.
Dr. Moritz Borgmann	None.
Daniel Menzel	None.

# Report of the statutory auditor to the General Meeting of Meyer Burger Technology AG

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## Report on the audit of the remuneration report

### Opinion

We have audited the remuneration report of Meyer Burger Technology AG (the Company) for the year ended 31 December 2022. The audit was limited to the information on remuneration, loans and advances pursuant to Art. 14 to 16 of the Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (Ordinance) in the tables marked 'audited' on pages 82,83,87 and 88 of the remuneration report.

In our opinion, the information on remuneration, loans and advances in the remuneration report (pages 77 to 91) complies with Swiss law and article 14 to 16 of the Ordinance.

### Basis for opinion

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

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

### Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked 'audited' in the remuneration report, the financial statements and our auditor's reports thereon.

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

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

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

### Board of Directors' responsibilities for the remuneration report

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

### Auditor's responsibilities for the audit of the remuneration report

Our objectives are to obtain reasonable assurance about whether the information on remuneration, loans and advances pursuant to article 14 to 16 of the Ordinance is free from material misstatement, whether due to fraud or error, and to

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issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this remuneration report.


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

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

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

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

PricewaterhouseCoopers AG



René Rausenberger  
Licensed audit expert  
Auditor in charge



Rahel Sopi  
Licensed audit expert

Bern, 22 March 2023