

**ESGTI AG**

Hünenberg

Report of the statutory auditor to the  
General Meeting

on the remuneration report 2021



# Report of the statutory auditor

to the General Meeting of ESGTI AG

Hünenberg

We have audited the remuneration report of ESGTI AG for the year ended 31 December 2021. The audit was limited to the information according to articles 14 – 16 of the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance) contained in the tables labelled 'audited' on pages 52 to 53 of the remuneration report.

## Board of Directors' responsibility

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

## Auditor's responsibility

Our responsibility is to express an opinion on the remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

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

## Opinion

In our opinion, the remuneration report of ESGTI AG for the year ended 31 December 2021 complies with Swiss law and articles 14–16 of the Ordinance.

PricewaterhouseCoopers AG

Thomas Ebinger  
Audit expert  
Auditor in charge

Jack Armstrong  
Audit expert

Zurich, 30 June 2022

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## Remuneration Report

The objective of the remuneration report is to be clear and transparent on the pay and benefits of the Board of Directors and to comply with the legal requirements (Art 336b bis SCO), exchange regulations, the Swiss Code of Best Practice for Corporate Governance and the Ordinance against Excessive Compensation (OaEC).

This report therefore states the remunerations agreed to be paid to the Board of Directors of the Company in financial year 2021, covering the period from 1 January 2021 to 31 December 2021.

### Governance

The shareholders of ESGTI appointed for financial year 2021 a remuneration committee comprising of the following board members of ESGTI:

- Mr. Andreas R. Bihrer (Chairman)
- Mr. Wolfgang Werlé (Member)
- Mr. Hermann Wirz (Member)

The compensation committee develops and periodically reviews the compensation policy of the Company and its subsidiaries (if any) and submits proposals and recommendations to the Board of Directors on any such issue.

### Basic fee structure

The Chairman receives an annual compensation of kCHF 60, members of the Board of Directors receive an annual compensation of kCHF 40. The compensation is subject to social security and tax at source (if applicable). Remuneration is calculated pro rata from the time a member enters / exits the board.

### Board remuneration (1 January 2021 to 31 December 2021) (audited)

(all amounts in kCHF)

|                               | Base compensation | Other benefits | Total      |
|-------------------------------|-------------------|----------------|------------|
| <b>Board of Directors</b>     |                   |                |            |
| Mr. Andreas Bihrer - Chariman | 60                | 4              | 64         |
| Mr. Dimitri Dimitriou         | 40                | 3              | 43         |
| Ms. Brunella Pavesi           | 20                | 2              | 22         |
| Mr. Wolfgang Werlé            | 40                | 2              | 42         |
| Mr. Hermann Wirz              | 40                | 2              | 42         |
| Ms. Kimberly Marty            | 20                | 2              | 22         |
| <b>Total</b>                  | <b>220</b>        | <b>15</b>      | <b>235</b> |

Base compensation comprise exclusively on the agreed board member fees.

Other benefits comprise exclusively on contributions to social security.

The Board of Directors did not receive any variable compensation in financial year 2021.

No part of the remuneration for financial year 2021 was paid until 31 December 2021 and issuance date of this remuneration report.

**Board compensation in the prior period (audited)**

|                               | Base compensation | Other benefits | Total      |
|-------------------------------|-------------------|----------------|------------|
| <b>Board of Directors</b>     |                   |                |            |
| Mr. Andreas Bihrer - Chariman | 60                | 4              | 64         |
| Mr. Dimitri Dimitriou         | 40                | 3              | 43         |
| Ms. Brunella Pavesi           | 28                | 2              | 30         |
| Mr. Wolfgang Werlé            | 28                | 2              | 30         |
| Mr. Hermann Wirz              | 28                | 2              | 30         |
| <b>Total</b>                  | <b>185</b>        | <b>12</b>      | <b>197</b> |

Base compensation comprise exclusively on the agreed board member fees.

Other benefits comprise exclusively on contributions to social security.

The Board of Directors did not receive any variable compensation in financial year 2020.

No part of the remuneration for financial year 2020 was paid until 31 December 2020 and issuance date of prior years remuneration report.

**Management compensation (audited)**

The company did not pay any compensation for the management of the Company in financial year 2021 or 2020.

**Loans and credits to board members and the management (audited)**

No loans or credits by the company or its subsidiaries for their activities have been granted to members of the Board of Directors or the management in the financial year 2021 or 2020.

**Compensations, loans and credits to related parties**

No compensation, loans or credits by the company or its subsidiaries for their activities have been granted to any related party in the financial year 2021 or 2020.

Andreas R. Bihrer

Wolfgang Werlé

Hermann Wirz

Hünenberg, 30 June 2022