

+GF+



16 April
2025



129th Annual Shareholders' Meeting of Georg Fischer AG



Motions and voting
documents for the shareholders
of Georg Fischer AG

Motions and voting documents for the shareholders of Georg Fischer AG

The 129th ordinary Annual Shareholders' Meeting of Georg Fischer AG will take place on Wednesday, 16 April 2025 at the IWC Arena in Schaffhausen.

Start: 15:00

Door opening: 14:15

IWC Arena, Breitenaustrasse 117, Schaffhausen

Following the Annual Shareholders' Meeting at around 16:30, we invite you to a cocktail. Theater seating in the arena.

Requests or applications

Shareholders of Georg Fischer AG may submit their voting rights in writing or electronically to the independent proxy, the law firm DGS Attorneys at Law Zurich.

You can also attend our Annual Shareholders' Meeting in person and cast your votes on the individual motions on site.

Would you like to submit questions or motions to the company before the Annual Shareholders' Meeting? Please use the following e-mail address (gv2025@georgfischer.com). General questions and motions on the individual agenda items can be submitted to this address in accordance with the voting documents. Questions and motions can be submitted until Monday, 14 April 2025, 23:59.

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Foreword by the Chairman of the Board of Directors

Dear Shareholders

In this document you will find the proposals and explanations of the Board of Directors so that you can exercise your voting rights by proxy or in person. We are very pleased to invite you to our Annual Shareholders' Meeting. It will begin on Wednesday, 16 April 2025, at 15:00 in the IWC Arena in Schaffhausen, doors opening at 14:15.

Most significant transformation in the company's history

In 2024, GF announced the most significant transformation in its corporate history to become the global leader in Flow Solutions. Following the acquisition of the Finnish company Uponor at the end of 2023, Uponor's infrastructure business was integrated into GF Piping Systems at the beginning of 2024. At the same time, GF Piping Systems' in-house business was merged with Uponor and the new division thus created was renamed GF Building Flow Solutions. Thanks to joint purchasing and complementary product offerings, considerable synergies were already achieved in 2024.

In line with announced new strategic direction, the Board of Directors has decided to examine strategic options for GF Machining Solutions and GF Casting Solutions. For GF Machining Solutions, an agreement was reached with the United Grinding Group, a leading global Swiss supplier of grinding technology, on the sale of the company. The transaction is expected to be completed in the first half of 2025. Additionally, an evaluation of strategic options for GF Casting Solutions is underway. GF will thus focus on Flow Solutions in the future – because these sectors grow faster, are less cyclical and have significantly higher profitability and cash flow generation.

Resilient amid challenging markets

Over the course of the year, GF once again demonstrated its resilience amid persistently challenging markets, adversely affected by ongoing geopolitical tensions, the strong Swiss franc and sluggish construction and automotive sectors in Europe. In response to soft markets, GF additionally announced in mid-2024 the launch of a company-wide performance improvement program to lower the 2024 cost base by CHF 50 million. The program progressed according to plan and the target amount was reached. GF's strong market position, combined with its innovation capability and cost improvement program, played a key role in partially offsetting the challenging market conditions.

Sustainability and economic success intertwined

With GF's focus on flow solutions, the key contribution to sustainability for our customers is the prevention of leakages and contamination as well as the reduction of energy consumption. Our profitable growth is significantly influenced by sustainable solutions, as the demand for such products is high. Sustainability and economic success are therefore closely intertwined.

We also attach great importance to being exemplary in terms of sustainability in our plants and buildings, whether in terms of water consumption, reducing emissions or other sustainability topics.

Board of Directors

At the upcoming Annual Shareholders' Meeting on 16 April 2025, seven of the eight current members of the Board of Directors will be standing for re-election. I would like to extend my sincere gratitude to Monica de Virgiliis, who has decided, for personal reasons, not to stand for re-election at the Annual Shareholders' Meeting 2025. She has been a valued member of the Board of Directors since 2023. The Board of Directors expresses its appreciation for her dedicated service to GF and her contributions to its success. We wish her all the best in her future endeavors. While her position on the Board of Directors will not be filled, all three standing committees of the Board of Directors will continue to consist of three members each.

In the year under review, the Board of Directors dealt at five ordinary meetings and several extraordinary meetings intensively with the strategic issues of GF. It also travelled to Finland to visit customers, production facilities and the headquarters of what is now the GF Flow Solutions Division. The trip also provided a welcome opportunity to meet numerous managers of the new division.

Rotation of external auditors

PwC Zurich has served as GF's external auditor since 2013. In alignment with good corporate governance practices, GF has initiated a tender process and recommends the appointment of a new external auditor for the financial year 2025, subject to the approval at the Annual Shareholders' meeting. The previous auditors was not invited to apply for the new mandate.

Active engagement with our stakeholders

In 2024, we pursued an active engagement with our shareholders and proxy advisors. During our annual Governance Roadshows, the main topics discussed were the Board composition and Board member skills, the remuneration of the executive management team, sustainability reporting and external assurance. We will continue to proactively seek and engage in such a dialogue in the future, as it provides an all-important outside perspective.

On behalf of the Board of Directors, I would like to take this opportunity to thank our valued shareholders for the trust they have continued to place in our management and the Board of Directors over the past year. Our thanks also go to all our employees for their unwavering engagement and support last year in helping build the new GF. We would also like to thank our customers, investors, partners, suppliers and other stakeholders for their commitment and trust as we strive to become better every day and to contribute to a more sustainable, prosperous society. We look forward to continuing this journey with you in 2025 and beyond.

We look forward to a lively attendance at the Annual Shareholders' Meeting on 16 April 2025 at the IWC Arena in Schaffhausen. In addition to these voting documents, I recommend you read the enclosed Letter to Shareholders 2024 for further information. You can find much more information on the annual financial statements and the complete Annual Report 2024 at www.georgfischer.com.

Kind regards

Georg Fischer AG

A handwritten signature in blue ink, appearing to read 'YS', is written over a light blue horizontal line.

Yves Serra

Chairman of the Board of Directors

Agenda items and motions of the Board of Directors

The Board of Directors of Georg Fischer AG submits the following agenda items and motions to the shareholders for resolution:

1. Reporting on the financial year 2024

1.1 Annual Financial Statements and Consolidated Financial Statements 2024

Motion: The Board of Directors proposes that the Annual Financial Statements and the Consolidated Financial Statements for 2024 be approved.

Explanation: The Annual Report 2024 includes the Letter to the Shareholders, the Management Review, the Sustainability Statement including the Non-financial Reporting, the Corporate Governance Report, the Compensation Report, the Financial Report with the consolidated financial statements of the GF Corporation and Georg Fischer AG, as well as the reports of the statutory auditor on the consolidated financial statements, the financial statements of Georg Fischer AG and the Compensation Report.

The Annual Report 2024 is available online at www.georgfischer.com. The Letter to the Shareholders will be sent to registered shareholders together with their personal voting documents.

A separate vote will be held on the Non-financial Reporting (see agenda item 1.2) and the Compensation Report (see agenda item 1.3).

1.2 Non-financial Reporting 2024 ("Sustainability Statement")

Motion: The Board of Directors proposes that the Non-financial Reporting 2024 be approved.

Explanation: The report on non-financial matters pursuant to Art. 964a-c of the Swiss Code of Obligations contains the information on environmental (in particular CO₂ targets), social and employee matters, respect for human rights and fight against corruption that is necessary for an understanding of the company's business performance, results, position and the impact of its business activities on these non-financial matters. Details on compliance with this obligation can be found in GF's Sustainability Statement, which is part of the GF Annual Report and available on the Internet at www.georgfischer.com. The overview table on pages 132 and 133 forms the basis for the topics within the Sustainability Statement in the Annual Report that must be voted on in accordance with Art. 964b of the Swiss Code of Obligations.

1.3 Advisory vote on the Compensation Report 2024

Motion: The Board of Directors proposes that the Compensation Report 2024 be approved (advisory vote).

Explanation: The Compensation Report 2024 explains the principles and elements of compensation at GF for the members of the Board of Directors and the Executive Committee. It also contains all compensation paid by GF to the members of the Board of Directors and the Executive Committee in the financial year 2024. The Compensation Report is part of the Annual Report 2024. The auditors have prepared a separate report to the shareholders on the Compensation Report. The vote is advisory in nature.

2. Appropriation of retained earnings 2024 and profit distribution

Motion: The Board of Directors proposes that the retained earnings for 2024 be appropriated as follows:

Net profit for the year 2024	CHF	187'087'000
Earnings carried forward from the previous year	CHF	1'388'436'000
Results from treasury shares	CHF	-142'000
Retained earnings	CHF	1'575'381'000
Payment of a dividend of CHF 1.35 per registered share	CHF	-110'724'000
To be carried forward	CHF	1'464'657'000

Explanation: The Board of Directors proposes to the Annual Shareholders' Meeting to approve the appropriation of retained earnings 2024 and to distribute a dividend in the amount of CHF 1.35 per registered share as profit to the shareholders.

Subject to approval by the Annual Shareholders' Meeting, the dividend will be paid on 24 April 2025 to all shareholders holding shares of Georg Fischer AG at the close of trading on 17 April 2025. As of 22 April 2025, the registered shares of Georg Fischer AG will be traded «ex-dividend», i.e. without dividend entitlement for the financial year 2024. The dividend from retained earnings is subject to a withholding tax of 35%.

3. Discharge of the Board of Directors and the Executive Committee

Motion: The Board of Directors proposes that discharge be granted to the responsible corporate bodies for their activities in the financial year 2024.

4. Elections to the Board of Directors Re-election

Motion: The Board of Directors proposes – individually – the re-election of:

- 4.1 Peter Hackel
- 4.2 Annika Paasikivi
- 4.3 Stefan Räbsamen
- 4.4 Eveline Saupper
- 4.5 Ayano Senaha
- 4.6 Yves Serra
- 4.7 Michelle Wen

Explanation: In accordance with § 16.2 of the Articles of Association of Georg Fischer AG, the term of office of a member of the Board of Directors lasts until the end of the next Annual Shareholders' Meeting. Re-election is possible. Monica de Virgiliis has decided for personal reasons not to stand for re-election at the 2025 Annual Shareholders' Meeting. She was a member of the Board of Directors since 2023. The Board of Directors would like to thank Monica de Virgiliis for her years of successful service to GF and wishes her all the best in her future endeavors. While her position on the Board of Directors will not be filled, all three standing committees of the Board of Directors will continue to consist of three members each.

Explanations of the requirements profile, the composition of the Board of Directors and specific aspects relating to corporate governance as well as brief biographies of the proposed candidates can be found on pages 9 to 11 of the voting documents.

5. Election of the Chairman and the Compensation Committee

5.1 Election of the Chairman

Motion: Subject to his re-election as a member of the Board of Directors, the Board of Directors proposes the re-election of:

- 5.1 Yves Serra as Chairman of the Board of Directors until the conclusion of the next Annual Shareholders' Meeting.

Explanation: Yves Serra has chaired the Board of Directors since 2020. He was President and CEO of GF from 2008 to 2019. Following his resignation as CEO in 2019, he was elected to the Board of Directors and appointed Vice Chairman. If re-elected, Yves Serra will not be a member of the Audit or Compensation Committee.

Subject to her re-election, Eveline Saupper will be confirmed by the Board of Directors as Vice Chairwoman and Independent Lead Director.

5.2 Election of the Compensation Committee

Motion: Subject to their re-election as members of the Board of Directors, the Board of Directors proposes – individually – the re-election of:

- 5.2.1 Annika Paasikivi
- 5.2.2 Eveline Saupper
- 5.2.3 Michelle Wen

as members of the Compensation Committee until the conclusion of the next Annual Shareholders' Meeting.

Explanation: Eveline Saupper has been a member of the Compensation Committee since 2015, Michelle Wen since 2023 and Annika Paasikivi since 2024.

The Board of Directors proposes independent members of the Board of Directors for election to the Compensation Committee. Based on their personal and professional qualifications and activities, they have the expertise and commitment to realize the requirements made of the Compensation Committee by the law, the Articles of Association, and the Annual Shareholders' Meeting on behalf of the Corporation.

Subject to her re-election to the Compensation Committee, the Board of Directors will re-elect Eveline Saupper as Chairwoman of the Compensation Committee.

6. Compensation of the Board of Directors

Motion: The Board of Directors proposes a maximum total amount of CHF 3'400'000 for the compensation of the Board of Directors for the period from the Annual Shareholders' Meeting 2025 to the Annual Shareholders' Meeting 2026.

Explanation: More detailed explanations on this application can be found on page 12.

7. Compensation of the Executive Committee

Motion: The Board of Directors proposes a maximum total amount of CHF 12'385'000 for the compensation of the Executive Committee for the financial year 2026.

Explanation: More detailed explanations on this application can be found on pages 12 and 13.

8. Election of the statutory auditor

Motion: The Board of Directors proposes the election of KPMG AG as auditors for the financial year 2025.

Explanation: In the interests of good corporate governance, GF has retendered the mandate of the statutory auditor for the 2025 financial year, as the previous statutory auditor has held the mandate since 2012, i.e. for 13 years. The previous statutory auditor was not invited to tender for the new mandate.

Following a carefully conducted evaluation process, the Board of Directors decided to propose to the Annual Shareholders' Meeting 2025 that the auditing mandate be awarded to KPMG AG.

KPMG AG, Zurich, is an internationally active and recognized independent auditor.

9. Election of the independent proxy for the Annual Shareholders' Meeting 2026

Motion: The Board of Directors proposes that the law firm DGS Rechtsanwälte, Zurich, represented by Christoph J. Vaucher, lic. iur., be elected as independent proxy until after the end of the Annual Shareholders' Meeting 2026.

Explanation: The law firm DGS Rechtsanwälte, Zurich, represented by lic. iur. Christoph J. Vaucher, ensures the independence from the company required for this mandate in accordance with CO Art. 728. The mandate runs until the conclusion of the Annual Shareholders' Meeting 2026. The mandate therefore also applies to any Extraordinary Shareholders' Meeting prior to the Annual Shareholders' Meeting 2026.

We cordially invite you to exercise your right to vote.

Following the Annual Shareholders' Meeting at around 16:30, we invite you to a cocktail. Theater seating in the arena.

Kind regards

Georg Fischer AG
For the Board of Directors
The Chairman



Yves Serra

Schaffhausen, 18 March 2025

Notes on the Board of Directors (agenda items 4 and 5)

Composition of the Board of Directors

According to the Articles of Association, the Board of Directors is composed of six to nine members. After the Annual Shareholders' Meeting 2025, the Board of Directors will consist of seven members. As a rule, each member belongs to one of the three standing committees. The composition of the three standing committees is published on the website www.georgfischer.com/investors. The constitution of the Board of Directors after the Annual Shareholders' Meeting 2025 will be announced shortly.

The Board of Directors is composed with members who have a balanced mix of experience, skills and knowledge from relevant management and executive functions, taking into account the strategic focus of GF and its international orientation.

To the extent possible and without compromising on the requirements as mentioned above, the Board of Directors shall represent diversity in particular in gender, geographic and ethnic background. The required competencies and knowledge are broadly covered by the Board of Directors.

According to the criteria of the Swiss Code of Best Practice for Corporate Governance, all members of the Board of Directors are non-executive and independent. According to these guidelines of the Swiss Code of Best Practice for Corporate Governance, at least half of the members of the Board of Directors should meet the criterion of independence. GF thus fulfills this criterion very clearly.

Brief portrait of the members of the Board of Directors

A detailed portrait of the members of the Board of Directors can be found at www.georgfischer.com/en/about-gf/management-structure/board-of-directors.html



Yves Serra

Chairman of the Board of Directors
1953 (France and Switzerland)

Engineering degree from École Centrale de Paris (France); MSc in Civil Engineering from the University of Wisconsin-Madison (USA)

Board member since 2019, Vice Chairman 2019–2020, Chairman since 2020



Eveline Saupper

Vice Chairwoman and Independent Lead Director
1958 (Switzerland)

Dr. iur, attorney and certified Tax Expert, graduated in Law at the University of St. Gallen (Switzerland)

Board member since 2015, Vice Chairwoman since 2024



Peter Hackel

Member of the Board of Directors
1969 (Switzerland)

Dr. sc. nat. ETH; Master and PhD in Biochemistry and Molecular Biology from the Swiss Federal Institute of Technology (ETH) in Zurich (Switzerland); degree in Business Administration at the Open University of Hagen (Germany)

Board member since 2020



Annika Paasikivi

Member of the Board of Directors
1975 (Finland)

Bachelor's degree from the European Business School London and a Master's degree from the University of Southampton (both in England)

Board member since 2024



Stefan Räbsamen

Member of the Board of Directors
1965 (Switzerland)

Master's degree in Economics and Administration from the University of Bern (Switzerland); Swiss certified public accountant

Board member since 2024



Ayano Senaha

Member of the Board of Directors
1982 (Japan)

B.A. in Economics from the Waseda University Tokyo (Japan)

Board member since 2022



Michelle Wen

Member of the Board of Directors
1965 (France)

B.A. in International Business from American Christ's College in Taipei (Taiwan); Economics & Accounting at the London School of Economics (UK); MBA from ESCP-EAP in Paris (France); Executive Management at INSEAD (France) and The Wharton School, University of Pennsylvania (USA)

Board member since 2023

Explanations on compensation (agenda items 6 and 7)

In accordance with the Articles of Association of Georg Fischer AG, the Annual Shareholders' Meeting decides on the prospective approval of the maximum possible amount of total compensation for the Board of Directors and the Executive Committee.

Compensation of the Board of Directors

A maximum amount of CHF 3'600'000 for the total compensation of the Board of Directors was approved at the Annual Shareholders' Meeting 2024. In the reporting year, the members of the Board of Directors received total compensation of CHF 3'078'000 (previous year: CHF 2'914'000).

The calculation of the compensation component paid in shares is based on the closing price on the last trading day of the reporting year. For the new compensation period, a share price of CHF 80 is again assumed for the calculation of the maximum total compensation.¹

Compensation of the Executive Committee

For the financial year 2024, a maximum amount of CHF 11'686'000 was approved at the Annual Shareholders' Meeting 2023 for the total compensation of the Executive Committee. With the acquisition of Uponor and its integration into the GF Corporation, Michael Rauterkus was appointed by the Board of Directors as the sixth member of the Executive Committee with effect from 1 January 2024. On 09 October 2024, Joost Geginat resigned from the Executive Committee of GF. His duties were taken over ad interim by Andreas Müller, CEO, who does not receive any additional compensation for this added task.

¹ The assumption of a share price that is higher than the current share price does not constitute a forecast based on expected business results. This calculation provides no guarantee whatsoever regarding the future performance of the company.

The members of the Executive Committee received total compensation of CHF 10'911'000 for the financial year 2024 (previous year: CHF 9'067'000).

For the financial year 2025, a maximum amount of CHF 14'476'000 was approved at the Annual Shareholders' Meeting 2024 for the total compensation of the members (including the CEO) of the Executive Committee.

For the financial year 2026, the new proposal provides for a maximum amount of CHF 12'385'000 for the total compensation of five members (including the CEO) of the Executive Committee. The calculation of the maximum amount is as follows:

■ Fixed base salary in cash

The calculation of the individual fixed base salary includes a reserve for moderate salary increases in line with market practice. The fixed base salaries could amount to approximately 30% of total compensation.

■ Performance-related individual compensation in cash (short-term incentive)

The calculation for the short-term incentive is based on the maximum achievable amounts. The short-term incentive could amount to approximately 30% of total compensation.

■ Share-based compensation (long-term incentive)

The share-based compensation is based on a grant value, which is related to the individual fixed base salary. The grant value is converted into performance shares on the grant date based on a defined and recognized method using a reference share price. As with the short-term incentive, this compensation component is calculated with the achievement of the maximum grant value.

The long-term incentive is fully performance-related and depends equally on two performance indicators: EPS (earnings per share) growth and rTSR (relative total shareholder return).

The long-term incentive could amount to approximately 30% of total compensation.

■ **Benefits such as pension and social security expenses**

The employer's social security and pension contributions will amount to approximately 10% of the total compensation.²

In accordance with the Articles of Association of Georg Fischer AG, the total amount of short-term and

long-term variable compensation is limited to 250% of the fixed annual compensation for each member of the Executive Committee.

- 2 A significant proportion of contributions to the Swiss social security system represent a solidarity payment, as individuals do not receive higher benefits for higher contributions once the maximum benefit amount has been reached.

Important notes

Date of the Annual Shareholders' Meeting

Wednesday, 16 April 2025

Start: 15:00

Door opening: 14:15

Venue of the Annual Shareholders' Meeting

IWC Arena

Breitenaustrasse 117, Schaffhausen

Following the Annual Shareholders' Meeting at around 16:30, we invite you to a cocktail. Theater seating in the arena.

Arrival and parking

The IWC Arena is located in the Breitequartier district, close to the city center. Extra buses run from Schaffhausen train station to the Arena (journey time approx. five minutes).

The stop is located on the side of the station building, by the ticket office, near edge A and is signaled accordingly. First departure at 13:56, then every ten minutes. Last departure 14:56.

A limited number of parking spaces are available in the Breitequartier. Please note the signalization on site.

Return trip

Extra buses will run to Schaffhausen railroad station after the Annual Shareholders' Meeting. The bus stop is located directly by the exit and is signposted.

First departure 16:38, then every ten minutes. Last departure 18:38.

Language

The Shareholders' Meeting is held in German.

Deadlines and dispatch of documents (overview)

18 March 2025

Publication of the voting documents at www.georgfischer.com.

25 March 2025

The personal voting documents together with the Shareholders' Letter 2024 will be mailed to registered shareholders.

The personal voting documents include:

- The **access code** for electronic registration and electronic voting at www.georgfischer.com/gv as well as
- The **proxy statement** with which you can register to attend the Annual Shareholders' Meeting or give your voting instructions in writing.
- The **admission card** for you or your proxy.

Please complete these tasks as soon as possible. This will make it easier for the share register to prepare for the Annual Shareholders' Meeting. Thank you very much.

8 April 2025

Shareholders entered in the share register with voting rights on 8 April 2025 are **entitled to vote**. In the event of a sale, the shareholder is no longer entitled to vote for these shares.

14 April 2025

You can submit your **instructions** for the motions online until Monday, 14 April 2025, 23:59.

If you vote **by post**, we must receive the instructions by Tuesday, 15 April 2025 (the date of postal delivery is decisive).

Annual Report and Reports of the Statutory Auditors

The Annual Report 2024 with the Report to the Shareholders, the Management Review including the Sustainability Report and the Non-financial Reporting, the Corporate Governance Report, the Compensation Report, the Financial Report with the financial statements of the GF Corporation and Georg Fischer AG, as well as the reports of the statutory auditor on the consolidated financial statements, the financial statements of Georg Fischer AG and the Compensation Report were published on 26 February 2025. They are available on the GF website (www.georgfischer.com).

Voting rights and proxy voting

Shareholders may be represented by the law firm DGS Rechtsanwälte, lic. iur. Christoph J. Vaucher, P.O. Box 22, 8024 Zurich, in accordance with § 9.2 of the Articles of Association.

In the period from 09 to 16 April 2025, no registrations of registered shares will be made in the company's share register which entitle the holder to exercise voting rights at the Annual Shareholders' Meeting on 16 April 2025.

Restriction of voting rights and representation

Pursuant to Paragraph 4.10 of the Articles of Association, when exercising voting rights, no person may combine more than five percent of the votes attributable to the total share capital for their own shares and for the shares they represent. Persons bound by capital or voting rights, by consolidated management or otherwise acting in concert for the purpose of circumventing this provision are deemed to be one person.

Requests or applications

Shareholders' questions and motions on the individual agenda items can be submitted at gv2025@georgfischer.com in accordance with the voting documents. Questions and motions can be submitted until Monday, 14 April 2025, 23:59.

Minutes of resolutions and constitution of the Board of Directors

The minutes of the Annual Shareholders' Meeting will be uploaded to the website www.georgfischer.com on the evening of 16 April 2025, together with the media release and the constitution of the Board of Directors after the Shareholders' Meeting.

Contact

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Find out more about key financial figures, strategic topics or GF's business areas at www.georgfischer.com -> Investors

