

SIKA  
BUSINESS YEAR

2021

# COMPENSATION REPORT

# COMPENSATION REPORT

The Compensation Report describes the compensation principles and programs, as well as the governance framework related to the compensation of the Board of Directors and the members of Sika's Group Management. The report also provides details regarding the compensation programs and the payments made to members of the Board of Directors and of Group Management in the 2021 business year.

The Compensation Report is written in accordance with the Ordinance against Excessive Compensation in Listed Stock Corporations, the standard relating to information on Corporate Governance of the SIX Swiss Exchange, and the principles of the Swiss Code of Best Practice for Corporate Governance by *economiesuisse*. It has the following structure:

Introduction by the Chair of the Nomination and Compensation Committee	167
Compensation governance	168
Architecture of compensation of the members of the Board of Directors	172
Architecture of compensation of the members of Group Management	173
Compensation awarded to the Board of Directors in 2021 (audited)	179
Compensation awarded to the CEO and to Group Management in 2021 (audited)	180
Shareholdings of the members of the Board of Directors and Group Management in 2021	184
Report of the statutory auditor	185

## Introduction by the Chair of the Nomination and Compensation Committee

---

Dear Shareholders,

In the name of the Board of Directors and the Nomination and Compensation Committee, I am pleased to introduce the 2021 Compensation Report.

The 2021 fiscal year was marked by the continuation of the Covid-19 pandemic in combination with supply chain disruptions due to shortages of raw materials. Despite the volatile market environment, Sika was again able to achieve impressive result, thanks to a very motivated and committed workforce. The Compensation Report outlines how the business results impacted the variable incentive payments made to the members of Group Management under the different compensation plans.

In the reporting year, the Nomination and Compensation Committee continued to focus on the succession planning for positions on the Board of Directors and Group Management. On May 1, 2021, Thomas Hasler was appointed Chief Executive Officer, succeeding Paul Schuler. Paul Schuler was elected as member of the Board of Directors at the 2021 Annual General Meeting on April 20, 2021. Further, on November 1, 2021, Patricia Heidtman was appointed to Group Management in the newly created position of Chief Innovation and Sustainability Officer. The decision was made to separate Innovation and Sustainability from Operational Efficiency, Quality, and EHS, thus reinforcing each of those strategic pillars. Simultaneously, Frank Hoefflin took over the newly created position of Head Operations, Quality, and EHS. The position reports directly to the CEO but is not part of Group Management.

The Nomination and Compensation Committee performed its regular activities on compensation matters throughout the year, such as the annual review of the compensation programs, the performance goal-setting of Group Management at the beginning of the year and the performance assessment at year-end, the determination of the compensation of the members of the Board of Directors and Group Management, as well as the preparation of the Compensation Report and of the say-on-pay votes at the Annual General Meeting. In particular, the Nomination and Compensation Committee revised the peer group of companies for compensation benchmarking in order to reflect the size and complexity of the company and conducted a review of the compensation of the Board of Directors and of Group Management. The Nomination and Compensation Committee established that the compensation design is well aligned with the business strategy and the shareholders' interests and decided not to implement any further changes for 2022, with the exception of the committee fees of the Board of Directors. From the 2022 Annual General Meeting onwards, committee fees will mirror the annual board retainer and will be paid half in cash and half in restricted share units (currently paid fully in cash).

At the 2021 Annual General Meeting, a binding vote on the aggregate maximum compensation amounts for the Board of Directors and for Group Management was conducted, as well as a consultative vote on the Compensation Report, so that shareholders could express their opinion on our compensation policies and principles. The shareholders approved the compensation amounts for the Board of Directors and for Group Management and the consultative vote on the Compensation Report with a very high approval rate. These positive voting outcomes demonstrate that the company's active dialogue with investors is fruitful and that shareholders endorse the company's compensation system. We would like to thank investors for their continued trust and support.

Looking ahead, we will continue to assess and review our compensation programs to ensure that they are still fulfilling their purpose in the evolving context in which the company operates and are aligned with the interests of our shareholders. We will also continue to maintain an open dialogue with our shareholders and their representatives. We would like to thank you for sharing your perspectives on executive compensation with us, and trust that you will find this report informative.

Sincerely,



Justin M. Howell

Chair of the Nomination and Compensation Committee

## Compensation governance

### NOMINATION AND COMPENSATION COMMITTEE

In accordance with the Articles of Association and the Organizational Rules of Sika AG, the Nomination and Compensation Committee is composed of three members of the Board of Directors who are elected individually by the Annual General Meeting for a period of one year. At the Annual General Meeting 2021, Mr. Justin M. Howell (Chair), Mr. Daniel J. Sauter, and Mr. Thierry F. J. Vanlancker were elected members of the Nomination and Compensation Committee.

It is the responsibility of the Nomination and Compensation Committee to:

- review and determine the compensation policy, including the principles for variable compensation and shareholding programs according to the provisions specified in the Articles of Association;
- propose to the Board of Directors the maximum aggregate amounts of compensation of the Board of Directors and of Group Management to be submitted to the shareholders' vote at the Annual General Meeting;
- propose to the Board of Directors the compensation level for the members of the Board of Directors, the CEO, and the other members of Group Management, within the maximum aggregate compensation amounts approved by the Annual General Meeting;
- provide the Board of Directors with a performance assessment of the CEO and of the other members of Group Management, together with a recommendation for the short-term and long-term incentives to be awarded to each of them based on their individual performance and the performance of the company;
- propose to the Board of Directors the Compensation Report;
- prepare the succession planning of the CEO and other members of Group Management, and propose to the Board of Directors the appointment of new members of Group Management;
- prepare the succession planning of the Board of Directors and propose to the Board of Directors new candidates to the Board of Directors.

### LEVELS OF AUTHORITY

	CEO	BoD Chair	NCC	BoD	AGM
Compensation policy and principles			Proposes	Approves	
Maximum aggregate compensation amounts of BoD and GM			Proposes	Reviews	Approves (binding votes)
Compensation of BoD Chair			Proposes	Approves	
Individual compensation of BoD members			Proposes	Approves	
Compensation of CEO		Proposes	Reviews	Approves	
Individual compensation of members of GM	Proposes		Reviews	Approves	
Compensation Report			Proposes	Approves	Consultative vote

CEO = Chief Executive Officer, BoD = Board of Directors, NCC = Nomination and Compensation Committee, AGM = Annual General Meeting, GM = Group Management

In 2021, the Nomination and Compensation Committee held five meetings according to the following predetermined annual agenda.

	Feb	Apr	May	Oct	Dec
<b>Review of overall compensation policy and compensation governance</b>					
Review of external stakeholder feedback on compensation policy and disclosure			■		
Review of overall compensation policy (including benchmarking peer group)			■		
Preparation (December) and approval of Compensation Report (February of following year)	■				■
Review of shareholdings of member of Group Management (shareholding ownership guideline)	■				
Preparation of say-on-pay vote for next Annual General Meeting	■				
Review of committee duties, accountabilities, and responsibilities	■				
Approval of meeting schedule of the Nomination and Compensation Committee	■				
Self-assessment by the Nomination and Compensation Committee	■				
<b>Compensation of Board of Directors</b>					
Determination of compensation for following compensation period (AGM to AGM)		■			
Benchmark of compensation of the Board of Directors (every 3–4 years)				■	
<b>Compensation of Group Management</b>					
Preliminary performance evaluation (previous year)	■				
Final performance evaluation (previous year)		■			
Determination of short-term incentive payout for previous year		■			
Determination of long-term incentive vesting (previous performance period)	■				
Preliminary compensation review for following year (including benchmarking analysis)				■	
Determination of compensation (at target) for following year					■
Determination of performance objectives for following year					■
<b>Nomination items</b>					
Review of Board of Directors constitution			■		
Appraisal and management development plan for members of Group Management			■	■	
Succession planning for Group Management positions				■	

For details on attendance at meetings, please refer to the Corporate Governance Report on pages 159 and 160.

The Chair of the Nomination and Compensation Committee reports to the Board of Directors after each meeting on the activities of the committee. The minutes of the committee meetings are made available to the members of the Board of Directors. As a general rule, the Chair of the Board of Directors and the CEO attend the meetings in an advisory capacity. They do not attend the meeting when their own compensation and/or performance are being discussed.

The Nomination and Compensation Committee may decide to consult an external advisor from time to time for specific compensation matters. In 2021, Agnès Blust Consulting continued to provide services related to executive compensation matters. This company does not have other mandates with Sika. In addition, support and expertise are provided by internal compensation experts, such as the Head of Human Resources and the Head of Compensation & Benefits.

## SHAREHOLDER INVOLVEMENT

The role of the shareholders on compensation matters has gained importance in recent years. First of all, shareholders annually approve the maximum aggregate compensation amounts of the Board of Directors and Group Management. 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 (please refer to <https://www.sika.com/en/investors/corporate-governance-risk-management/articles-of-association.html>):

- **Principles of compensation applicable to the Board of Directors** (Articles 11.1, 11.3, and 11.8): The Board of Directors receives fixed compensation in cash and/or in shares.
- **Principles of compensation applicable to Group Management** (Articles 11.1, 11.4 to 11.6, and 11.8): Group Management receives fixed and variable compensation. The variable compensation consists of a Performance Bonus paid in cash and of a long-term incentive in the form of equity compensation. For the CEO, the variable compensation (value of paid-out Performance Bonus and grant value of the long-term incentive) may not exceed 300% of the fixed compensation. For the other members of Group Management on average, the variable compensation may not exceed 200% of the fixed compensation.
- **Binding vote by the Annual General Meeting** (Article 11.2): The Annual General Meeting annually approves the total fixed compensation amount for the Board of Directors for the period until the next ordinary Annual General Meeting and the maximum total fixed and variable compensation amount for Group Management for the next business year.
- **Additional amount for new members of Group Management** (Article 11.7). The total additional compensation for each new member of Group Management may not exceed the average total compensation of Group Management in the previous business year by more than 200%, or 400% for a new CEO. Proven disadvantages from a change of position may be compensated within this additional amount.
- **Credit Facilities, loans, and post-employment benefits** (Article 12): The company does not offer any loans, credit facilities, guarantees, or other securities to members of the Board of Directors and Group Management. Pension benefits are offered only in accordance with the occupational pension plans, which are specified in the respective regulations.

In addition, the Compensation Report is submitted to a consultative shareholders' vote, so that shareholders can express their opinion on the compensation policy and programs.

## METHOD FOR DETERMINING COMPENSATION

### PERIODIC BENCHMARKING

The compensation of the Board of Directors is reviewed against prevalent market practice of other multinational industrial companies regularly (every three to four years). In 2021, a thorough review was conducted to determine the competitiveness of the Board compensation in terms of structure and quantum. For this purpose, a peer group of Swiss multinational companies of the industry sector listed on the SIX Swiss Exchange was selected for the benchmarking analysis. The peer group consists of ABB, Alcon, Barry Callebaut, Geberit, Givaudan, Kühne+Nagel, Holcim, Lindt, Lonza, Novartis, Richemont, Roche, Schindler, SGS, and Sonova. This group is well-balanced in terms of market capitalization, revenue size, and headcount. The analysis showed that the compensation structure and levels are broadly in line with prevalent market practice. On the basis of this analysis, the NCC decided that the committee fees will be paid 50% in cash and 50% in RSU, similar to the annual board retainer, starting at the 2022 Annual General Meeting.

Regarding the compensation of Group Management, a benchmarking analysis is conducted at least every two years with the support of an independent consultant. This analysis was performed in 2021 by Agnès Blust Consulting based on the same peer group of companies as for the compensation review of the Board of Directors. Agnès Blust Consulting compiled the relevant benchmarking data in a report that served as a basis for the Nomination and Compensation Committee to analyze the compensation of the CEO and Group Management, and to set their target compensation levels for 2022. Sika's policy is to pay market median compensation for solid performance (target compensation) and to provide for compensation above the market median in case of a strong performance. For newly promoted members of Group Management, Sika's policy is to set target compensation below the market median and to subsequently increase it to market level over a period of two to five years, conditionally upon solid performance.

### PEER GROUP FOR BENCHMARKING PURPOSES

In CHF thousands	Market capitalization (12/31/2021)	Revenue (12/31/2020)	Headcount (12/31/2020)
Sika	54,181	7,878	24,848
upper quartile	63,050	21,752	81,860
median	35,427	7,208	34,760
lower quartile	26,365	5,056	15,180

## PERFORMANCE MANAGEMENT

The actual compensation paid to the individual members of Group Management in a given year depends on the company, unit, and individual performance. Individual performance is assessed through the annual performance management process, which aims to align individual and collective objectives, to stretch performance, and to support personal development. The objectives for the CEO and members of Group Management are approved by the Nomination and Compensation Committee at the beginning of the business year, and achievement against those objectives is assessed at year-end. The performance assessment of the members of Group Management is conducted by the CEO, while that of the CEO is conducted by the Chair of the Board of Directors. The Nomination and Compensation Committee reviews the performance assessment of the CEO and the other members of Group Management before submitting them to the Board of Directors for approval. In discussing performance, the Nomination and Compensation Committee reflects on the achievement of the individual objectives of each member of Group Management. The Nomination and Compensation Committee also considers the extent to which individuals have carried out their duties in line with company values and expected leadership behaviors. The individual performance assessments, together with the company's performance, form the basis for the determination of incentive payout levels.

## COMPENSATION PRINCIPLES

### COMPENSATION OF THE BOARD OF DIRECTORS

In order to guarantee the independence of the members of the Board of Directors in exercising their supervisory duties, their compensation consists of a fixed remuneration only. The compensation is delivered partially in cash and partially in blocked shares, to strengthen the alignment with shareholders' interests.

### COMPENSATION OF GROUP MANAGEMENT

Sika's compensation programs reflect a commitment to attract, develop, and retain qualified, talented, and engaged executives. They are designed to motivate executives to achieve the overall business objectives and to create sustainable shareholder value. The compensation programs are based on the following principles:

#### **Pay for performance and sustainable success**

The compensation of Group Management is linked to Sika's performance (Group and regions) and to individual performance. Through a well-balanced combination of incentive programs, both annual performance and long-term success are rewarded. Furthermore, performance is measured both in absolute terms (year-on-year improvements) and in relative terms (compared to other companies subject to similar market cycles).

#### **Alignment with shareholder interests**

A significant portion of compensation is delivered in the form of shares to align the interests of executives with those of the shareholders.

#### **Market competitiveness**

Compensation is regularly benchmarked and is in line with competitive market practice.

#### **Transparency**

Compensation programs are straightforward and transparent.

The compensation programs include key features that align the interests of executives with those of shareholders and are in line with good practice in corporate governance.

#### **WHAT WE DO**

- ⊕ Conduct an annual review of the compensation policy and programs
- ⊕ Maintain compensation plans with a strong link between pay and performance
- ⊕ Conduct a rigorous performance management process
- ⊕ Maintain compensation plans designed to align executive compensation with long-term shareholder interests
- ⊕ Require that the CEO and the other members of Group Management own a minimum number of Sika shares in percentage of their annual base salary
- ⊕ Include clawback and malus provisions in the incentives
- ⊕ Offer employment contracts with a notice period of a maximum of twelve months

#### **WHAT WE DON'T DO**

- ⊗ Provide discretionary compensation payments
- ⊗ Reward inappropriate or excessive risk taking or short-term profit maximization at the expense of the long-term health of the company
- ⊗ Pay dividend equivalents on performance-contingent-deferred units that have not been earned yet based on the company's performance
- ⊗ Guarantee future base salary increases or non-performance-based incentive payments
- ⊗ Have prearranged individual severance agreements or special change of control compensation agreements



## Architecture of compensation of the members of the Board of Directors

In order to ensure their independence in their supervisory duties, the members of the Board of Directors receive fixed compensation only, consisting of a retainer for services to the Board and an additional fee for assignments to committees of the Board, as well as a representation allowance for the Board Chair. The retainer is paid half in cash and half in restricted share units, while the committee fees and the representation allowance are paid in cash. For the term of office starting at the 2022 Annual General Meeting, the committee fees will be paid half in cash and half in restricted share units as well. The restricted share units are granted at the beginning of the term of office and are converted into blocked shares at the end of the term of office. The shares are blocked from trading for a period of three years. The blocking period on the shares may lapse in case of a change of control or liquidation. The shares remain blocked in all other instances.

The cash compensation is paid shortly after the Annual General Meeting for the previous term of office, being defined as the period between Annual General Meetings, except for the Board Chair who receives his cash compensation in monthly installments. The members of the Board of Directors receive no additional reimbursements of business expenses beyond actual expenditures for business travel. The members of the Board do not participate in Sika's employee benefit plans.

### STRUCTURE OF BOARD COMPENSATION

in CHF	in cash	in restricted share units
<b>Retainer (gross p.a.)</b>		
Board Chair	450,000 + 30,000 allowance	450,000 <sup>1</sup>
Board members	125,000	125,000 <sup>1</sup>
<b>Committee fees (gross p.a.)<sup>2</sup></b>		
Committee Chair	60,000 <sup>3</sup>	
Committee members	40,000 <sup>3</sup>	

<sup>1</sup> Converted into restricted share units based on the average closing share price in the five first trading days of April before the beginning of the year of office.

The restricted share units are settled in shares that are allocated to the members of the Board of Directors shortly after the end of the year of office.

<sup>2</sup> The Board Chair is not eligible for committee fees.

<sup>3</sup> The committee fees will be paid 50% in cash and 50% in RSU, starting at the Annual General Meeting 2022.

## Architecture of compensation of the members of Group Management

### COMPENSATION MODEL AND COMPENSATION ELEMENTS

The compensation for members of Group Management includes the following elements:

- fixed base salary;
- variable compensation: short-term and long-term incentives;
- benefits and perquisites.

### STRUCTURE OF COMPENSATION OF GROUP MANAGEMENT

	Vehicle	Purpose	Drivers	Performance measures
<b>Annual base salary</b>	Monthly cash salary	Attract and retain	Position, market practice, skills, and experience	
<b>Performance bonus (STI)</b>	Annual bonus in cash	Pay for performance	Annual performance	Group EBIT, Group net sales, sustainability (CO <sub>2</sub> eq emissions), region/individual goals
<b>Long-term incentive (LTI)</b>	PSU with a 3-year performance vesting	Reward long-term performance Align to shareholders	Business performance over 3 years	Return on capital employed (ROCE), relative total shareholder return (TSR)
<b>Benefits</b>	Pension and insurances Perquisites	Protect against risks Attract and retain	Market practice and position	

### FIXED ANNUAL BASE SALARY

Annual base salaries are established based on the following factors:

- scope, size, and responsibilities of the role, skills required to perform the role;
- external market value of the role;
- skills, experience, and performance of the individual in the role.

To ensure market competitiveness, base salaries of the members of Group Management are reviewed every year, taking into consideration the company's capacity to pay, benchmark information, market movement, economic environment, and individual performance.

### PERFORMANCE BONUS (SHORT-TERM INCENTIVE)

The Performance Bonus is a short-term variable incentive, designed to reward the collective performance of the company and the individual performance over a time horizon of one year. This variable compensation allows executives to participate in the company's success, while being rewarded for their individual performance.

The Performance Bonus target (i.e. bonus at 100% target achievement) is reviewed annually and is expressed as a percentage of base salary. It amounts to 100% for the new CEO and ranges from 43% to 75% for the other members of Group Management. For the CEO and the four members of Group Management with a global role, Group performance accounts for 90% of the performance bonus, while the achievement of individual objectives accounts for 10%. For the other three members of Group Management responsible for a region, Group performance accounts for 70% of the performance bonus, while the achievement of regional objectives accounts for 20% and that of individual objectives for 10% of the performance bonus.

### GROUP PERFORMANCE

The performance measures for the Group are proposed by the Nomination and Compensation Committee and approved by the Board of Directors. The Group performance is measured in two ways:

- The relative performance of the Group compared to a peer group of companies, accounting to 60% of the performance bonus for all members of Group Management. The relative performance includes the EBIT (earnings before interest and tax) improvement during the year with 40% weight and net sales growth during the year with 20% weight;
- The absolute performance of the Group against an own-set target. The absolute performance consists of the reduction of CO<sub>2</sub>eq emissions per ton sold, with a weight of 10% for all members of Group Management and of an absolute EBIT target at Group level, with a weight of 20%, for all members of Group Management with a global role (functional roles).

### Relative Group performance

Relative EBIT and net sales performance are measured based on an evaluation provided by an independent consulting firm, Obermatt. This benchmark compares and ranks Sika against the performance of a selected peer group of 22 companies, all industrial firms which were chosen because they have a comparable base of products, technology, customers, suppliers, or investors, and are thus exposed to similar market cycles.

#### PEER GROUP (OBERMATT BENCHMARK)

- 3M - Industrial & Transportations
- Armstrong World Industries Inc.
- Ashland
- Beacon Roofing Supply, Inc.
- Beiersdorf - Tesa
- Carlisle - Construction Materials
- Cemedine Co., Ltd.
- EMS-Chemie Holding AG
- Forbo - Flooring Systems
- Fuller HB Company
- Geberit
- GCP Applied Technologies
- Henkel - Adhesive Technologies
- Hilti Corporation<sup>1</sup>
- Huntsman - Performance Products
- Owens Corning
- Pidilite Industries Limited
- RPM
- Saint-Gobain
- SK Kaken Co., Ltd.
- Sto AG
- Uzin Utz AG

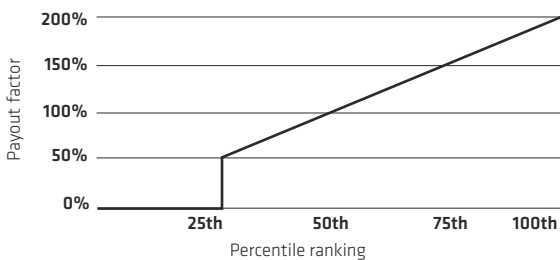
The peer group remained unchanged compared to the previous year.

<sup>1</sup> Hilti is not listed on the stock market and is therefore not included for the relative TSR in the LTI plan.

The intention is to reward Group Management based on the relative performance of the company because absolute performance may be strongly impacted by market factors that are outside the control of management.

For both EBIT and net sales, the objective is to reach the median performance of the peer group, which corresponds to a 100% payout factor. There is no payout for any performance below the lowest quartile of the peer group. Performance at the lowest quartile of the peer group corresponds to a payout factor of 50%. Performance at the uppermost quartile leads to a 150% payout factor, and being the best in the peer group, leads to a 200% payout factor. Any payout factor between those levels is interpolated linearly.

#### PAYOUT CURVE FOR THE OBERMATT BENCHMARK



### Absolute Group performance

The sustainability objective recognizes the importance of mitigating the company's impact on the environment and to encompass sustainability in the measurement of the performance of Group Management. It is an objective to reduce CO<sub>2</sub>eq emissions. For 2021, the objective was an 6% reduction of CO<sub>2</sub>eq emissions compared to 2020.

The Group EBIT objective is measured as a year-on-year improvement. For 2021, the objective was to improve Group EBIT by 10% compared to 2020.

## REGION AND INDIVIDUAL PERFORMANCE

The region and individual performance includes additional objectives that are set as part of the annual performance management process. For the CEO and for the other members of Group Management, they are reviewed and approved by the Nomination and Compensation Committee. These additional objectives are mainly financial in nature, are clearly measurable, and are split into two different categories:

- Region performance (20% of the overall performance bonus): includes performance objectives linked to the region under responsibility. These objectives either contribute to the top-line growth, bottom-line profitability, or the efficient management of the company's capital. In 2021, the Nomination and Compensation Committee decided to focus on EBIT (expressed as an improvement versus previous year);
- People and projects management (10% of the overall performance bonus): includes strategic and sustainability objectives, such as for example entry into new markets, introduction of new products, improvement of processes and operational efficiency, health and safety, and leadership objectives. In 2021, the people & projects objective for the CEO was the implementation of the Strategy 2023, which focuses on operational efficiency, market penetration, and the targeted orientation on environmentally-friendly products and sustainability. The people & project objectives for other members of Group management included goals around digitalization, efficiency initiatives, pricing, and health and safety.

At the end of the financial year, the actual achievement is compared with the objectives that were set at the beginning of the year. The level of achievement for each objective corresponds to a payout percentage for that objective, which is always between 0% and 200%.

## OVERVIEW OF PERFORMANCE OBJECTIVES AND RESPECTIVE WEIGHTING

				CEO, Corporate functions	Regional heads
Performance Bonus	← Group performance	← Relative to peer group	← EBIT improvement	40%	40%
			← Net sales growth	20%	20%
		← Absolute	← Sustainability: CO <sub>2</sub> eq EBIT Group	10% 20%	10%
	← Region performance	← Absolute	← EBIT Region		20%
	← Individual performance	← Absolute	← People & projects	10%	10%

The overall bonus payout is capped and cannot exceed 150% of the Performance Bonus target. The Performance Bonus is paid out in April of the following year.

## LONG-TERM INCENTIVE

Sika's compensation policy is designed to also align a significant portion of compensation of Group Management to the company's long-term performance and to strengthen Group Management's alignment with shareholders' interests. The long-term incentive target is reviewed annually and amounts to 100% of the annual base salary for the new CEO, and ranges from 43% to 75% for the other members of Group Management.

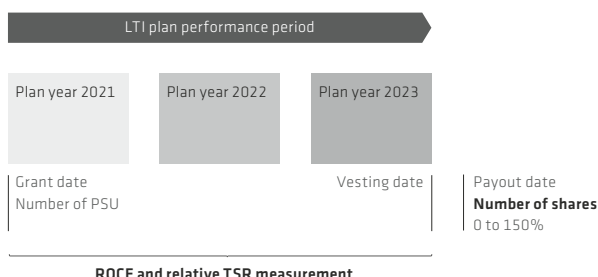
The long-term incentive plan is a performance share unit (PSU) plan. At the beginning of the vesting period, a number of PSUs are granted to each member of Group Management. The PSUs vest after a period of three years, conditionally upon fulfilling two equally weighted performance conditions, the return on capital employed (ROCE), and relative total shareholder return (relative TSR). The ROCE objective is determined at the beginning of the vesting period by the Board of Directors and is measured at the end of the vesting period as the average ROCE of the first year, the second year, and the third year of the vesting period. Acquisitions are excluded from the ROCE calculation in the year of acquisition and for two additional calendar years. The relative TSR is measured in relation to a peer group as a percentile rank and the objective is to reach the median of the peer group. The peer group consists of all listed companies of the peer group used for the Performance Bonus as disclosed on page 174.

For both performance conditions, the maximum achievement level is capped at 200%, however the overall vesting level for the LTI is capped at 150%. This is in line with the compensation philosophy of the company to align pay with performance and to keep the incentive plan leverage at a reasonable level. The final share allocation is determined after the three-year performance period, based on the following vesting rules:

Performance measures	ROCE (2021-2023)	Relative TSR (2021-2023)
<b>Purpose</b>	Rewards the efficient management of the company's capital	Aligns executive compensation with shareholders' returns
<b>Weighting</b>	50% of the PSU grant	50% of the PSU grant
<b>Target level</b>	ROCE of 24% 100% payout	Relative TSR at the median of the peer group 100% payout
<b>Maximum achievement level</b>	200%	200%
	Combined maximum payout capped at 150%	
<b>Vesting rules</b>	<ul style="list-style-type: none"> <li>• Threshold: ROCE of 21% = 50% payout</li> <li>• Target: ROCE of 24% = 100% payout</li> <li>• Maximum: ROCE of 27% = 200% payout</li> <li>• Linear interpolation between threshold, target, and maximum</li> </ul>	<ul style="list-style-type: none"> <li>• Threshold: 25th percentile = 50% payout</li> <li>• Target: median = 100% payout</li> <li>• Maximum: best of all peers = 200% payout</li> <li>• Linear interpolation between threshold, target, and maximum</li> </ul>
<b>Changes in target setting</b>	The ROCE target has been reduced in the last two years due to the impact of large acquisitions. According to IFRS rules, accounting for goodwill from acquisitions has to be capitalized and remains on the balance sheet as part of the capital employed. On the other side, goodwill that was generated organically is not recognized on the balance sheet. As a result of this different accounting treatment, acquisitions tend to lead to a higher capital employed with a corresponding negative impact on ROCE regardless of the effective performance. Recent acquisitions, in particular that of the Parex Group, contributed significantly to the capital employed of the company, mostly in the form of intangible assets, having an adverse effect on ROCE. This has been taken into consideration in setting the ROCE target for the LTI grants awarded after the acquisition.	None

The shares are allocated at their market value (closing price at grant date on the SIX Swiss Exchange), in the month of April following the three-year vesting period. In some countries where the allocation of shares may be illegal or impractical, the award may be settled in cash after the performance period.

## LONG-TERM INCENTIVE PLAN PERIOD



In case of termination of employment due to retirement, death, disability, or in the case of liquidation or a change of control, the unvested PSUs are subject to early vesting, prorated for the number of months that have expired from the grant date until the termination date and based on an achievement payout of 100%. In the event of termination for any other cause, such as resignation or involuntary termination, the unvested PSUs are forfeited. The termination rules will be amended for 2022: the pro-rata vesting in case of retirement and disability will no longer be accelerated and the vesting percentage will depend on the effective performance.

### CLAWBACK AND MALUS PROVISIONS

Clawback and malus provisions apply to both the Performance Bonus and the long-term incentive plans. In case of financial restatement due to non-compliance with accounting standards or fraud, and/or in the case of violation of law or of internal rules by a member of Group Management, the Board of Directors may deem any Performance Bonus payment and/or unvested PSUs to be forfeited (malus provision) or may seek reimbursement of any paid Performance Bonus and/or allocated shares under the long-term incentive (clawback provision) within a period of three years after the year of restatement or of the fraudulent/non-compliant behavior.

### SHAREHOLDING OWNERSHIP GUIDELINE

The members of Group Management are required to own at least a minimum multiple of their annual base salary in Sika shares within four years of their appointment to Group Management, as set out in the table below.

CEO	300% of annual base salary
Members of Group Management	200% of annual base salary

In the event of a substantial rise or drop in the share price, the Board of Directors may, at its discretion, amend that time period accordingly.

To calculate whether the minimum holding requirement is met, all vested shares are considered, regardless of whether they are blocked or not. However, unvested PSUs are excluded. The Nomination and Compensation Committee reviews compliance with the share ownership guideline on an annual basis.

## **BENEFITS: PENSIONS**

As Group Management is international in its nature, the members participate in the benefits plans available in the country of their employment contract. Benefits consist mainly of retirement, insurance, and healthcare plans that are designed to provide a reasonable level of protection for the employees and their dependents in respect to the risk of retirement, disability, death, and illness. The members of Group Management with a Swiss employment contract participate in Sika's pension plans offered to all employees in Switzerland. These consist of the pension fund of Sika ("Pensionskasse Sika"), in which base salaries up to an amount of CHF 136,230 per annum are insured, as well as a supplementary plan, in which base salaries in excess of this limit are insured up to the maximum amount permitted by law. Sika's pension funds exceed the legal requirements of the Swiss Federal Law on Occupational Retirement, Survivors, and Disability Pension Plans (BVG). Members of Group Management under foreign employment contracts are insured commensurately with market conditions and with their position. Each plan varies in line with the local competitive and legal environment and at a minimum, in accordance with the legal requirements of the respective country.

Moreover, an early retirement plan is in place for members of the top management of Sika. The plan, entirely financed by the employer, is administered by a Swiss foundation. Beneficiaries may opt for early retirement from the age of 60, provided that they have been in a top management position for at least five years. Benefits under the plan are twofold:

- Fixed pension payment until the age of legal retirement. The amount of pension depends on the last fixed salary and the actual age at early retirement.
- Partial financing of the reduction in the regular pension due to early retirement. The amount, which may be received as life-long pension payment or as a capital contribution, depends on the actual age at early retirement and benefits already accrued in existing pension plans. This portion of the plan is only applicable to beneficiaries insured under a Swiss pension plan.

## **BENEFITS: PERQUISITES**

Members of Group Management are also provided with certain executive perquisites, such as a company car allowance and other benefits in kind, according to competitive market practice in their country of employment. 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 members of Group Management are employed under employment contracts of unlimited duration and are all subject to a notice period of one year. Members of Group Management are not contractually entitled to termination payments, or any change of control provisions, other than the early vesting of PSU mentioned above. Their contract may foresee non-competition provisions that are limited in time to a maximum of two years and which allow compensation up to a maximum of six months.

## Compensation awarded to the Board of Directors in 2021

This section is audited according to Article 17 of the Ordinance against Excessive Compensation in Listed Stock Corporations.

In 2021, members of the Board of Directors received a total compensation of CHF 3.0 million (2020: CHF 3.0 million) in the form of a retainer of CHF 1.3 million (2020: CHF 1.3 million), committee fees of CHF 0.3 million (2020: CHF 0.3 million), social security contributions of CHF 0.1 million (2020: CHF 0.1 million), and shares of CHF 1.3 million (2020: CHF 1.3 million). The compensation remained stable compared to the previous year.

in CHF	Retainer (cash)	Commit-tee fees (cash)	Value of RSU <sup>1</sup>	Social security <sup>2</sup>	Total 2021	Retainer (cash)	Commit-tee fees (cash)	Value of RSU <sup>1</sup>	Social security <sup>2</sup>	Total 2020
Paul Hälgi, Board Chair	480,000	0	450,206	11,893	<b>942,099</b>	480,000	0	450,085	11,893	<b>941,978</b>
Viktor W. Balli, AC Member	125,000	40,000	125,130	11,893	<b>302,023</b>	125,000	40,000	125,081	11,893	<b>301,974</b>
Justin M. Howell <sup>3</sup> , NCC Chair	125,000	60,000	125,130	0	<b>310,130</b>	125,000	53,333	125,081	0	<b>303,414</b>
Monika Ribar, AC Chair	125,000	60,000	125,130	11,893	<b>322,023</b>	125,000	60,000	125,081	11,893	<b>321,974</b>
Daniel J. Sauter, NCC Member	125,000	40,000	125,130	11,893	<b>302,023</b>	125,000	40,000	125,081	11,893	<b>301,974</b>
Paul Schuler <sup>4</sup>	83,333	0	83,442	10,945	<b>177,720</b>	0	0	0	0	0
Christoph Tobler, AC Member	125,000	40,000	125,130	11,893	<b>302,023</b>	125,000	40,000	125,081	11,893	<b>301,974</b>
Thierry F.J. Vanlancker, NCC Member	125,000	40,000	125,130	0	<b>290,130</b>	125,000	26,667	125,081	0	<b>276,748</b>
Frits van Dijk <sup>5</sup>	41,667	0	41,688	5,470	<b>88,824</b>	125,000	20,000	125,081	11,893	<b>281,974</b>
<b>TOTAL</b>	<b>1,355,000</b>	<b>280,000</b>	<b>1,326,116</b>	<b>75,880</b>	<b>3,036,996</b>	<b>1,355,000</b>	<b>280,000</b>	<b>1,325,652</b>	<b>71,358</b>	<b>3,032,010</b>

<sup>1</sup> Fair market value is defined as the average closing price of the first five trading days in April before the beginning of the year of office.

<sup>2</sup> Includes social security contributions to the extent that they result in a benefit entitlement. Additional contributions that do not result in an increase of the benefit entitlement are excluded (additional contributions in the amount of CHF 87,924 in 2021 and CHF 94,066 in 2020 are excluded from the amount disclosed above).

<sup>3</sup> Since AGM of April 21, 2020.

<sup>4</sup> Since AGM of April 20, 2021.

<sup>5</sup> Until AGM of April 21, 2020.

The compensation disclosed in the Compensation Report always includes the respective calendar year (January to December). However, shareholders approve the compensation to be paid for the period between Annual General Meetings (May to April). The compensation paid for the periods between Annual General Meetings is disclosed below, including a comparison with the compensation amount approved by the shareholders.

At the Annual General Meeting on April 20, 2021, shareholders approved an aggregate maximum compensation amount of CHF 3,300,000 for the Board of Directors for the term of office from the 2021 Annual General Meeting until the 2022 Annual General Meeting. The compensation effectively paid for the portion of this term of office included in this Compensation Report (May 1, 2021, until December 31, 2021) is within the limit approved by the shareholders. A conclusive assessment for the entire period will be included in the Compensation Report 2022.



At the Annual General Meeting on April 21, 2020, shareholders approved an aggregate maximum compensation amount of CHF 3,300,000 for the Board of Directors for the term of office from the 2020 Annual General Meeting until the 2021 Annual General Meeting. The compensation paid to the Board of Directors for this term was CHF 3,031,896 and is therefore within the approved limits.

In the year under review, no compensation was paid to former members of the Board of Directors. No compensation was paid to parties closely related to members of the Board of Directors.

In accordance with the Articles of Association, loans to members of the Board of Directors are not permitted. Hence, no member of the Board of Directors was granted a loan during the reporting year. No loans were outstanding at the end of the year under review.

## Compensation awarded to the CEO and to Group Management in 2021

This section is audited according to Article 17 of the Ordinance against Excessive Compensation in Listed Stock Corporations.

For 2021, the members of Group Management received a total compensation of CHF 15.8 million (2020: CHF 16.3 million). This amount comprises fixed salaries of CHF 5.0 million (2020: CHF 5.0 million), short-term bonus of CHF 4.3 million (2020: CHF 5.6 million), long-term incentives of CHF 4.3 million (2020: CHF 3.6 million), other expenses of CHF 0.6 million (2020: 0.6 million), contributions to social security of CHF 0.2 million (2020: CHF 0.2 million), and post-employment contributions of CHF 1.4 million (2020: CHF 1.3 million).

The highest-paid individual in 2021 was Thomas Hasler, Head Global Business and Industry until April 30, 2021 and Group CEO as of May 1, 2021.

In CHF thousands (gross) <sup>1</sup>	CEO 2021 <sup>2</sup>	CEO 2020 <sup>3</sup>	Total 2021 <sup>4</sup>	Total 2020 <sup>5</sup>
Fixed base salary <sup>6</sup>	800	1,050	4,996	5,042
Performance Bonus (STI) cash <sup>7</sup>	950	1,875	4,337	5,626
Long-term incentive (LTI) <sup>8</sup>	677	1,245	4,353	3,576
Other payments <sup>9</sup>	44	46	609	609
Social security <sup>10</sup>	15	16	163	147
Pension contributions <sup>11</sup>	227	217	1,361	1,271
<b>TOTAL</b>	<b>2,713</b>	<b>4,449</b>	<b>15,819</b>	<b>16,271</b>

1 All compensation amounts are stated gross.

2 Includes the full year compensation of Thomas Hasler, appointed Group CEO as of May 1, 2021.

3 Includes the full year compensation of Paul Schuler, Group CEO in 2020.

4 On the basis of ten members, seven of whom served during the full year in 2021. Includes the full year compensation of Thomas Hasler, appointed Group CEO as of May 1, 2021 and the compensation of Paul Schuler until May 31, 2021.

5 On the basis of nine members, eight of whom served during the full year in 2020.

6 Includes annual base salary and children/family allowances.

7 Estimated Performance Bonus (STI) for the reporting year that will be paid in April of the following year.

8 Grant value of the LTI in the reporting year. The grant value is based on the Monte Carlo evaluation of the PSU (due to the interdependency of the TSR and ROCE component).

9 Includes all other benefits in kind, and perquisites at fair value such as service anniversary payments, including cost allowances (tax equalization, housing, schooling, home leave) for the international assignees and international transfers.

10 Includes social security contributions to the extent that they result in a pension entitlement. Additional contributions that do not result in an increase of the pension entitlement are excluded (additional contributions excluded from the amount above in 2021: CHF 1,056,375, of which CHF 165,996 relate to the CEO; in 2020: CHF 854,492, of which CHF 291,428 relate to the CEO).

11 Includes contributions to company provided pension plans, including the service cost to the pre-retirement plan.

Explanatory comments to the compensation table:

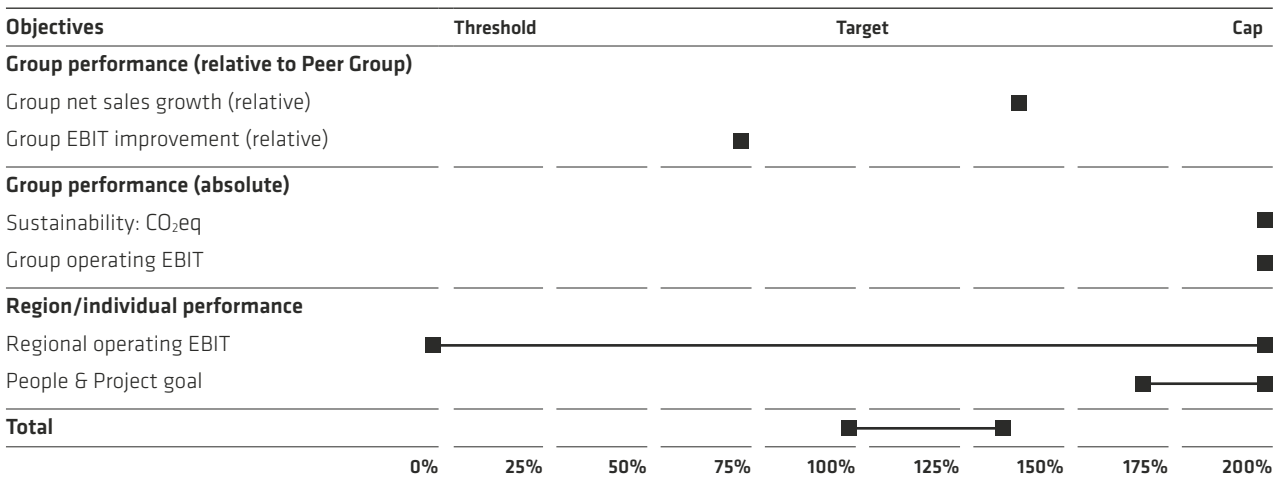
- There were ten members in Group Management in 2021, of which seven served on a full-year basis. This compares to nine members in 2020, of which eight served on a full-year basis.
- The fixed compensation remained stable overall compared to the previous year. The compensation of the new CEO was set below the compensation of the previous CEO, in line with the company's policy to set target compensation of newly promoted members below the market median at time of promotion and subsequently increase it to market level over a reasonable period of time. Members of Group Management who have been promoted in recent years received a salary increase in line with this policy.
- The "other" payments remained unchanged compared to previous year.
- The performance achievement under the Performance Bonus was lower in 2021 than in 2020. Further details are provided below.
- The grant value of the long-term incentive has increased by 22% compared to the previous year. This is because the full grant value of the LTI of the former CEO is included in the table (despite the fact that 31/36th of this grant forfeited upon his retirement on 31 May 2021, according to the plan rules). Furthermore, also the grant value of the LTI of the new CEO is included.
- The social security contributions increased by 10% compared to previous year, considering that they include ten members versus nine in the previous year.
- The pension contributions increased by 7%, which is solely due to changes in the composition of Group Management. The contribution rates in the pension plan have not changed significantly for several years.
- The variable compensation amounted to 203% of the annual base salary or 150% of the fixed compensation (annual base salary plus contributions to social security and pension plus other payments) for the CEO and to 168% of the annual base salary, or 117% of the fixed compensation for the other members of Group Management on average.

The total amount of compensation of CHF 15.8 million awarded to Group Management in 2021 is below the maximum aggregate amount of compensation of CHF 19.5 million approved by the shareholders at the 2020 Annual General Meeting for business year 2021.

**PERFORMANCE IN 2021 (NOT AUDITED)**

For the business year 2021, Sika achieved revenue growth in local currencies of 17.1% and 23.1% profitability increase (earnings before interest and tax). In the Performance Bonus, while Sika outperformed the peer companies in terms of net sales growth (ranked 8th, payout of 141.1%), it ranked 15th on EBIT improvement year on year (payout of 73.7%). CO<sub>2</sub>eq emissions per ton sold in 2021 were reduced by over 10% compared to the previous year, which corresponds to a payout of 200%. The overall Group performance achievement is estimated at 111% (best estimate at the time of publication; the relative performance factor will be calculated by Obermatt based on the annual report publications of the peer companies before the payout date in April 2022). This compares to a very strong year 2020, where Sika outperformed its peers on net sales growth (ranked best with a 200% payout), outperformed the industry average in terms of EBIT improvement year on year (ranked 5th with a payout of 167.8%), and CO<sub>2</sub>eq emissions per ton sold were reduced by 15.2% (maximum target achievement with a payout of 200%).

Region/individual performance, which is mainly measured by EBIT and people & project objectives, ranges from 100% to 200% for members of Group Management and amounts to 156% for the CEO (including the CEO role for eight months and the Head of Global Business role for four months). Consequently, the overall bonus payout percentage ranges from 100% to 137.7% for members of Group Management and amounts to 124% for the CEO. This compares to a payout range of 147.1% to 150% for Group Management and to a payout of 150% for the CEO in 2020.



In accordance with the long-term incentive 2021–2023, 12,981 performance share units were granted to the members of Group Management. Those PSUs had an overall grant value of CHF 3 million and will vest on December 31, 2023, based on the average ROCE performance during 2021–2023, on relative TSR performance during 2021–2023 and upon the continuous employment of the participant.

In the long-term incentive that vested in 2021 (LTI 2019–2021), the performance condition of 30% average ROCE over the vesting period was achieved: the average three-year ROCE, excluding acquisitions, amounts to 30%, leading to a payout of 100%. Regarding the second performance condition, relative TSR, Sika outperformed 90% of the peer companies, leading to a payout of 180.1%. Therefore, the combined vesting level amounts to 140.05% and the 14,850 units granted to the current members of Group Management (including the new CEO) have vested into 20,797 shares (14,850 PSUs granted multiplied by the vesting level of 140.05%) with a vesting value of CHF 7.9 million. The value at vesting is higher than the value at grant due to the vesting level above 100% and the positive development in the share price during the vesting period (2019–2021).

#### OVERVIEW OF THE OUTSTANDING PSU GRANTS (INCLUDES MEMBERS OF GROUP MANAGEMENT AS OF DECEMBER 31, 2021)

Plan		Grant date (PSU)	Performance period	Vesting date (PSU)	Number of PSU granted	Total value at grant (CHF)	Vesting level in % of grant	Number of shares (vesting)	Total value at vesting (CHF)
LTI 2019	Group Mgt (incl. CEO)	01/01/2019	2019–2021	12/31/2021	14,850	1,702,173	140%	20,797	7,907,181
LTI 2020	Group Mgt (incl. CEO)	01/01/2020	2020–2022	12/31/2022	13,559	2,331,307	To be determined	To be determined	To be determined
LTI 2021	Group Mgt (incl. CEO)	01/01/2021	2021–2023	12/31/2023	12,981	3,060,478	To be determined	To be determined	To be determined
	CEO <sup>1</sup>	01/01/2021	2021–2023	12/31/2023	2,778	676,649	To be determined	To be determined	To be determined

<sup>1</sup> The CEO received a regular grant on 1 January 2021 (in his function as Head Global Business) and an additional grant on May 1, 2021 (in his function as CEO). Both grants are included above.

In the year under review, no compensation was paid to former members of Group Management. No compensation was paid to parties closely related to members of Group Management.

In accordance with the Articles of Association, loans to members of the Group Management are not permitted. Hence, no member of Group Management was granted a loan during the reporting year. No loans were outstanding at the end of the year under review.

## Shareholdings of the members of the Board of Directors and Group Management in 2021

---

At the end of 2021, members of the Board of Directors held a total of 237,079 shares of Sika AG (2020: 129,596). At the end of 2021, members of Group Management held a total of 105,841 shares of Sika AG (2020: 193,755). This figure includes both privately acquired shares and those allocated under the Group's compensation schemes.

At the end of 2021, members of the Board of Directors and of Group Management did not hold any options.

Information regarding participations of the Board of Directors and Group Management in Sika AG can be found in the Sika AG Financial Statements (on page 259 of the download version of this report).

### **EQUITY OVERHANG AND DILUTION AS OF DECEMBER 31, 2021**

In total as of December 31, 2021, the equity overhang, defined as the total number of share units and blocked shares outstanding divided by the total number of outstanding shares (143,044,967 registered shares) amounts to 247,999 units, 0.17%.

The company's "burn rate", defined as the number of equities (shares and share units) granted in 2021 (92,368 units) divided by the total number of outstanding shares, is 0.04%.

## Report of the statutory auditor to the Annual General Meeting of Sika AG, Baar

---

### REPORT OF THE STATUTORY AUDITOR ON THE COMPENSATION REPORT

We have audited pages 179 to 181 of the Compensation Report of Sika AG for the year ended December 31, 2021.

#### BOARD OF DIRECTORS' RESPONSIBILITY

The Board of Directors is responsible for the preparation and overall fair presentation of the Compensation Report in accordance with Swiss law and the 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 accompanying Compensation 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 Compensation 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 Compensation 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 Compensation 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 Compensation 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 Compensation Report for the year ended December 31, 2021, of Sika AG complies with Swiss law and articles 14-16 of the Ordinance.

Zurich, February 15, 2022

ERNST & YOUNG LTD

Christoph Michel  
Licensed audit expert  
(Auditor in charge)

Stefan Pieren  
Licensed audit expert

# IMPRINT

## **PUBLISHED BY**

Sika AG  
Zugerstrasse 50  
6340 Baar  
Switzerland

Tel +41 58 436 68 00  
Fax +41 58 436 68 50  
sikagroup@ch.sika.com  
www.sika.com

## **PROJECT TEAM**

Corporate Communications & Investor Relations and Corporate Finance,  
Sika AG, Baar, Switzerland

## **CONCEPT, DESIGN, REALIZATION**

Sika AG, Baar, Switzerland  
Linkgroup AG, Zurich, Switzerland

## **COPY**

Sika AG, Baar, Switzerland

## **EDITORIAL WORK**

Sika AG, Baar, Switzerland  
Linkgroup AG, Zurich, Switzerland

## **PRINT**

Kalt Medien AG, Zug, Switzerland

## **PHOTOGRAPHY**

Jos Schmid, Zurich, Switzerland

All Sika Annual Report content is available in German and English,  
and can also be accessed on our website [www.sika.com/annualreport](http://www.sika.com/annualreport).  
The German download version of this report is legally binding.

**Sika AG**  
Zugerstrasse 50  
6340 Baar  
Switzerland

**Contact**  
Tel +41 58 436 68 00  
Fax +41 58 436 68 50  
[www.sika.com](http://www.sika.com)

