



# Repurchase of own shares for the purpose of a capital reduction Trading on a second trading line on SIX Swiss Exchange

## ABB Ltd, Zurich

On 21 March 2024, the Board of Directors of ABB Ltd, Affolternstrasse 44, 8050 Zurich, Switzerland ("ABB") decided to launch a new share buyback program for an amount of up to USD 1 billion for the purpose of a capital reduction.

The Board of Directors of ABB intends to use the capital band, which was approved at the General Meeting on 23 March 2023, to cancel the registered shares repurchased under this share buyback program.

By way of illustration only, the repurchase volume of up to USD 1 billion, based on the closing price of ABB's registered shares at SIX Swiss Exchange on 26 March 2024 of CHF 42.22 and a USD/CHF exchange rate of 0.90, corresponds to ca. 21.3 million registered shares or ca. 1.13 % of the current share capital and voting rights of ABB.

The share buyback program is exempted from the ordinary takeover rules on the basis of section 6.1 of the Circular no. 1 of the Swiss Takeover Board dated 27 June 2013 (status as of 1 January 2016) and refers to a maximum of 186,061,488 registered shares, equivalent to a maximum of 9.89 % of the share capital currently registered in the commercial register (the share capital currently registered in the commercial register amounts to CHF 225,840,309.00, divided into 1,882,002,575 registered shares, each with a nominal value of CHF 0.12).

The registered shares of ABB are listed under the International Reporting Standard of SIX Swiss Exchange. The share buyback program does not cover the registered shares listed on NASDAQ OMX Stockholm.

## Trading on a second trading line on SIX Swiss Exchange

In order to repurchase registered shares for cancellation purposes, a second trading line for ABB registered shares has been established on SIX Swiss Exchange. Only ABB may purchase registered shares on this second trading line via the bank mandated to execute the share buyback program, thereby acquiring its own registered shares for the purpose of a subsequent capital reduction.

Ordinary trading in ABB registered shares under securities number 1.222.171 will not be affected by this second trading line and will continue as usual on the ordinary trading line. An ABB shareholder intending to sell registered shares therefore has the choice to either sell ABB registered shares on the ordinary trading line or to sell them to ABB on the second trading line for the purpose of a subsequent capital reduction.

ABB is at no time obliged to buy its registered shares offered on the second trading line and will act as a buyer depending on market conditions and strategic opportunities. ABB reserves the right to terminate the share buyback program early.

Sales of registered shares on the second trading line will be subject to Swiss federal withholding tax at a rate of 35 % on the difference between the repurchase price of the ABB registered shares and their nominal value. This withholding tax will be deducted from the repurchase price ("net price").

## Repurchase price

The repurchase prices, or the prices on the second trading line are based on the prices of ABB registered shares traded on the ordinary trading line.

## Payment of the net price and delivery of the securities

Transactions on the second trading line constitute regular stock exchange transactions. Hence, the payment of the net price (repurchase price less Swiss federal withholding tax) and the delivery of the registered shares occur, as customary, on the second trading day after the transaction date.

## Duration of the share buyback program

The share buyback program on the second trading line on SIX Swiss Exchange will start on 2 April 2024 and end on 31 January 2025 at the latest.

## Duty to trade on the exchange

In accordance with the rules of SIX Swiss Exchange, off-exchange transactions are not permitted for share repurchases on a second trading line.

## Maximum buyback volume per day

The maximum daily repurchase volume in accordance with applicable regulations will be shown on ABB's website at: <https://global.abb/group/en/investors/investor-and-shareholder-resources/share-buybacks>

## Disclosure of repurchase transactions

ABB will provide regular updates on the status of the share buyback program on its website: <https://global.abb/group/en/investors/investor-and-shareholder-resources/share-buybacks>

## Non-public information

ABB confirms that currently it does not have any non-public information that is of relevance to the share price pursuant to the ad-hoc publicity rules of SIX Swiss Exchange and that must be published.

## Own shares

On 26 March 2024, ABB directly and indirectly held 30'267'049 registered shares corresponding to 1.61 % of the share capital and the voting rights currently registered in the commercial register. Of these, 21,387,687 registered shares were repurchased under the share buyback program 2023-2024, and the Board of Directors of ABB decided on 21 March 2024 to cancel these registered shares using the capital band.

## Shareholders holding more than 3 % of the voting rights

According to reports published by 26 March 2024, the following shareholders hold 3 % or more of voting rights of ABB (calculation basis: share capital currently registered in the commercial register):

- Investor AB, Sweden	14.1 %	reported on 31 December 2023
- BlackRock, Inc., USA	4.36 %	reported on 1 June 2023
- UBS Fund Management (Switzerland) AG, Basle	3.001 %	reported on 23 February 2024

Source: SIX Exchange Regulation and ABB's website

ABB has no information on the abovementioned shareholders' intentions with respect to the sale of registered shares under this share buyback program.

## Taxes and duties

With respect to federal withholding tax as well as direct taxes, the repurchase of own registered shares for the purpose of capital reduction is treated as a partial liquidation of the company engaged in the repurchase. The implications for shareholders selling their registered shares on the second trading line are outlined below:

### 1. Federal withholding tax

The federal withholding tax is levied at a rate of 35 % on the difference between the repurchase price and the nominal value of the registered shares. The company or its mandated bank shall deduct the tax from the repurchase price for the payment to the Swiss Federal Tax Administration.

Persons domiciled in Switzerland are entitled to a refund of the withholding tax provided they were beneficial owners of the registered shares at the time of redemption, have properly declared/recognized the income from the repurchase and no tax evasion has been committed (Art. 21 of the Swiss Withholding Tax Act). Persons domiciled outside Switzerland may reclaim part of the withholding tax subject to the provisions of any relevant double taxation agreement.

### 2. Direct taxes

The following explanations relate to the levying of direct federal taxes. As a rule, the same principles apply to cantonal and municipal taxes as to direct federal taxes.

#### a) *Privately held as private assets:*

For shares repurchased by the company, the difference between the repurchase price and the nominal value of the registered share constitutes taxable income (nominal value principle).

b) *Registered shares held as business assets:*

For shares repurchased by the company, the difference between the repurchase price and the profit/income tax value of the registered shares constitutes taxable income.

Persons domiciled outside Switzerland will be taxed in accordance with the laws applicable in their country of domicile.

### 3. Fees and duties

The repurchase of own registered shares for the purpose of a capital reduction is exempt from stamp duty. However, the SIX Swiss Exchange fees will apply.

#### Mandated bank

UBS AG will, on behalf of ABB, be the sole stock exchange member to offer bid prices for ABB registered shares on the second trading line.

#### Delegation agreement

ABB and UBS AG have entered into a delegation agreement in accordance with article 124 (2) (a) and (3) of the Swiss Financial Market Infrastructure Ordinance (FMIO), under which UBS AG will independently carry out repurchases according to pre-defined parameters. However, ABB may terminate this delegation agreement at any time without cause or modify the parameters in accordance with article 124 (3) FMIO and in accordance with other applicable rules.

#### Applicable law / place of jurisdiction

Swiss law / Zurich is the exclusive place of jurisdiction.

#### Security number, ISIN and ticker symbol

Registered share of ABB Ltd (ordinary trading line) of CHF 0.12 nominal value	1.222.171	CH0012221716	ABBN
Registered share of ABB Ltd (second trading line) of CHF 0.12 nominal value	35.767.961	CH0357679619	ABBNE

#### Place and date

Zurich, 28 March 2024

**This notice does not constitute a prospectus as defined in the Swiss Financial Services Act (FinSA).**

**This offer is not made in the United States of America and/or to U.S. persons and may be accepted only by Non-U.S. persons and outside the United States of America. Offering materials with respect to this offer must not be distributed in or sent to the United States of America and must not be used for the purpose of solicitation of an offer to purchase or sell any securities in the United States of America.**

