

Bucher Industries Ltd, Niederweningen

Buyback of own registered shares for the purpose of capital reduction on a second trading line at SIX Swiss Exchange Ltd.

Legal basis

The Board of Directors of Bucher Industries Ltd, Murzlenstrasse 80, 8166 Niederweningen, (“Bucher” or the “company”) has decided on 27 February 2025 to buy back own registered shares with a par value of CHF 0.20 each (the “registered shares”) up to a maximum of 410,000 registered shares until 4 May 2027 at the latest (the “share buyback program”).

The company's share capital, which currently amounts to CHF 2,050,000.00 and is divided into 10,250,000 registered shares with a par value of CHF 0.20 each.

The Board of Directors intends to propose to future Annual General Meetings that the registered shares of the company repurchased under the share buyback program should be cancelled to reduce the capital.

Trading on the second trading line of SIX Swiss Exchange Ltd.

For the share buyback program, a second trading line will be established for the shares on SIX Swiss Exchange Ltd. in accordance with the Swiss Reporting Standard. Only Bucher is permitted to assume the role of buyer on this second trading line (via Zürcher Kantonalbank as the bank mandated to conduct the share buyback program) and to purchase own registered shares for the purpose of a capital reduction at a later date. Ordinary trading in the registered shares of Bucher under the current security no. 243 217 shall not be affected by this measure and shall continue as usual. Shareholders of Bucher wishing to sell their registered shares therefore have the choice of either selling registered shares on the ordinary trading line or tendering them to the company on the second trading line for the purpose of the subsequent capital reduction. The conditions contained in TOB Circular No. 1 regarding buyback programs will be complied with.

Buyback price

The buyback prices and the prices on the second trading line shall be determined in relation to the prices of the shares of Bucher traded on the ordinary trading line.

Payment of the net price and delivery of the shares

Transactions on the second trading line constitute regular stock market transactions. Payment of the net price (buyback price less federal withholding tax, see section 1.(Federal withholding tax) below) as well as the delivery of the repurchased registered shares of Bucher will therefore, as a matter of course, take place within two trading days following the trade date.

Mandated bank

Bucher has mandated Zürcher Kantonalbank to carry out the share buyback program. Zürcher Kantonalbank shall be the sole stock exchange member setting bid prices for registered shares of Bucher on the second trading line.

Delegation agreement

Bucher and Zürcher Kantonalbank have concluded a delegation agreement pursuant to Art. 124 (2) (a) and (3) FMIO. Under the agreement, Zürcher Kantonalbank may repurchase registered shares independently, subject to certain predefined parameters. Bucher is, however, entitled to terminate the delegation agreement at any time without stating its reasons, or to modify the parameters in accordance with Art. 124 (3) FMIO.

Duration of the share buyback program

Trading in the registered shares of Bucher shall take place on the second trading line from 5 May 2025 and shall continue until 4 May 2027 at the latest. Bucher reserves the right to suspend or terminate the share buyback program at any time and shall be under no obligation to repurchase its own registered shares on the second trading line as part of this share buyback program.

On-market obligation

According to the regulations of SIX Swiss Exchange Ltd., off-exchange transactions on the second trading line are prohibited during share buyback programs.

Publication of transaction details

Bucher shall regularly provide updated information on the development of the share buyback program on its website:
<https://www.bucherindustries.com/en/investors/share>

Maximum daily buyback

In accordance with Article 123 (1) (c) of FMIO, the maximum daily buyback amount is published on the company’s website at:
<https://www.bucherindustries.com/en/investors/share>

Taxes

The repurchase of own registered shares for the purpose of a capital reduction is treated as a partial liquidation of the repurchasing company for both federal withholding tax and direct tax purposes. In detail, this results in the following tax consequences for the selling shareholders:

1. Federal withholding tax

The federal withholding tax amounts to 35 % on the difference between the repurchase price of the registered shares and their nominal value. The tax is deducted from the repurchase price by the repurchasing company or its mandated bank for the attention of the Swiss Federal Tax Administration.

Persons domiciled in Switzerland are generally entitled to a refund of the federal withholding tax if they had the right to use the registered shares at the time of redemption and there is no tax avoidance (Art. 21 of the Swiss Withholding Tax Act). Persons domiciled abroad are generally allowed to claim reimbursement of the federal withholding tax in accordance with any double taxation treaties.

2. Direct taxes

The following explanations relate to the taxation of direct federal tax. As a rule, the same practice applies to cantonal and municipal taxes as to direct federal taxes.

- a) Privately held shares:
If the registered shares are returned to the company, the difference between the repurchase price of the registered shares and their nominal value constitutes taxable income (nominal value principle).

- b) Shares forming part of a company’s assets:
If the registered shares are returned to the company, the difference between the repurchase price and the book value of the registered shares constitutes taxable profit (book value principle).

Shareholders domiciled abroad are taxed in accordance with the applicable law of the country concerned.

This information does not constitute a comprehensive description of possible tax consequences or tax advice. Shareholders are advised to consult their own tax advisor regarding the tax consequences of participating in the share buyback program.

Duties and charges

The buyback of own registered shares for the purpose of a capital reduction is not subject to transfer stamp tax. The fees of the SIX Swiss Exchange Ltd. are nevertheless payable.

Non-public information

The company confirms that it does not currently have any non-public information that could significantly influence a decision by shareholders.

Own shares

As of 25 April 2025, Bucher held 20,389 own registered shares in treasury. This corresponds to 0.20 % of the voting rights and the share capital registered in the commercial register.

Shareholders with more than 3 % of voting rights

In accordance with the annual report and the announcements published up to 25 April 2025, the following beneficial owners held more than 3 % of the capital and voting rights of Bucher:

Hauser Rudolf, Zurich; Hauser Thomas, Neerach; Hauser Urs, Schneisingen; Hauser Martin, Seewen SO; Hauser Sibylle, Niederweningen; Hauser Barbara, Lucerne; Hauser Verena, Zurich; Hauser Anita, Zurich; Hauser Michael, Neerach; Hauser Christina, Neerach¹; 35.20 % of the capital and voting rights²

UBS Fund Management (Switzerland) AG, Basel, Switzerland³; 5.029 % of the capital and voting rights

Bucher has no knowledge of the intentions of these shareholders regarding the sale of registered shares under this share buyback program.

¹Position as of 10 May 2005

²Annual report 2024

³Position as of 10 August 2024

Applicable law and place of jurisdiction

Swiss law. The exclusive place of jurisdiction is Zurich.

Swiss security no. / ISIN / ticker symbol

Registered shares of Bucher Industries Ltd
243 217 / CH0002432174 / BUCN

Registered shares of Bucher Industries Ltd (share buyback second trading line)
143 544 694 / CH1435446948 / BUCNE

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