

Remuneration Report 2022

Landis+Gyr

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Letter from the Chair of the Remuneration Committee



Dear Shareholders,
On behalf of the Board of Directors and the Remuneration Committee, I am pleased to introduce Landis+Gyr's Remuneration Report for the financial year ended March 31, 2023.

The Remuneration Report explains our remuneration system and its governance, as well as how the performance results impacted the variable incentive payments to the Group Executive Management in their remuneration plans.

At the last Annual General Meeting ("AGM") in 2022, binding votes were conducted on the maximum aggregate remuneration amounts for the Board of Directors and the Group Executive Management, with approval rates of 93% and 98%, respectively. Further, the consultative vote on the Remuneration Report achieved an approval rate of 95%. The Board and I wish to thank you for your support, which reinforced our ongoing reviews and enhancements of our remuneration framework to attract, motivate and retain the right talent which will enable us to drive Landis+Gyr's sustainable strategic and performance-oriented development in the interest of our shareholders.

During the financial year, the Remuneration Committee continued to evaluate the remuneration systems and programs with the aim of keeping our incentive plans in line with Landis+Gyr's business strategy and shareholders' interests.

The outcome of the Short-Term Incentive Plan reflects both the solid financial performance achieved, as well as the excellent progress made in driving our ESG targets. In financial year 2022, Landis+Gyr achieved net revenue growth of over 20% in constant currency, with the second half of the financial year representing the strongest half-year in the company's history. Since first introducing ESG measures in our Short-Term Incentive Plan three years ago, we have been evaluating and reviewing the nature of the ESG targets each year, to ensure alignment with our overall ESG strategy and continued progress in delivering on our ESG commitments. In financial year 2022 we measured ESG performance against targets covering a broad range of topics, such as the improvement of our own environmental footprint, the measurement of the CO₂ savings enabled through our range of products and services, driving sustainability in our supply chain, improving cybersecurity maturity and promoting employee engagement and diversity topics.

In our share-based Long-term Incentive Plan, which was implemented in 2018, we continue to measure performance against relative Total Shareholder Return and Earnings per Share. As previously reported, while there was no vesting for the first two grants made in 2018 and 2019 based on the performance outcome, the first vesting under the plan will occur for the grant made in 2020, with the performance period covering the three financial years from 2020 to 2022. Shares will be allocated upon the vesting date in the first quarter of financial year 2023.

We also implemented our new global Employee Share Purchase Plan during the year, which allows our employees at all levels of the organization to purchase Landis+Gyr shares at a discounted price, thereby enabling them to become shareholders and participate in the success of the Company. The program was well received, with employees based in 19 different countries joining the plan.

Further, the Remuneration Committee conducted its regular activities during the past year, including the preparation of the Remuneration Report and the say-on-pay votes for the AGM. At the upcoming AGM in June 2023, we will ask for your approval of the maximum aggregate remuneration amount to be awarded to the Board of Directors for the period to the next AGM in 2024 and to the Group Executive Management for the financial year 2024 ending on March 31, 2025. In addition, you will again have the opportunity to express your opinion on our remuneration principles and systems through a consultative vote on this Remuneration Report 2022.

We encourage and pursue open and regular dialogue with our shareholders and their representatives, as we continue to evolve our remuneration system, with the goal of ensuring continued alignment with the strategy and performance of Landis+Gyr and the interests of our shareholders. On behalf of the Board of Directors and the Remuneration Committee, I would like to thank you again for your feedback and ongoing support.

A handwritten signature in black ink that reads "Eric Elzvik". The signature is fluid and cursive.

Eric Elzvik
Chair of the Remuneration Committee
and Lead Independent Director
Cham, May 2023

Remuneration Report 2022

The Remuneration Report provides a comprehensive overview of Landis+Gyr's (Landis+Gyr Group AG defined as the "Company", and its subsidiaries, together the "Group") remuneration governance and principles, structure and elements. The Remuneration Report also includes information on the remuneration awarded to members of the Board of Directors ("Board") and Group Executive Management ("GEM") for the financial year ("FY") ended March 31, 2023 ("FY 2022").

The Remuneration Report is written in accordance with the Ordinance Against Excessive Compensation with respect to Listed Stock Corporations ("Ordinance"), which has been carried over to the Federal Act on the Amendment of the Swiss Civil Code as of January 1, 2023 (Swiss Code of Obligations; Art. 734–734f), as well as 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 of economiesuisse.

Remuneration Governance and Principles

Shareholder Engagement

Under the Ordinance, shareholders of Swiss listed companies have significant influence on the remuneration of governing bodies and annually approve the maximum aggregate remuneration for the members of such governing bodies. In addition, the principles governing remuneration must be defined in a company's articles of association, which are also subject to shareholder approval.

Landis+Gyr's Articles of Association include the principles governing remuneration (specifically Articles 12, 25, 26, 28 and 29) and can be viewed online at: www.landisgyr.com/about/executive-management-and-board/ → Corporate Governance Documents → Articles of Association. The key provisions are summarized below:

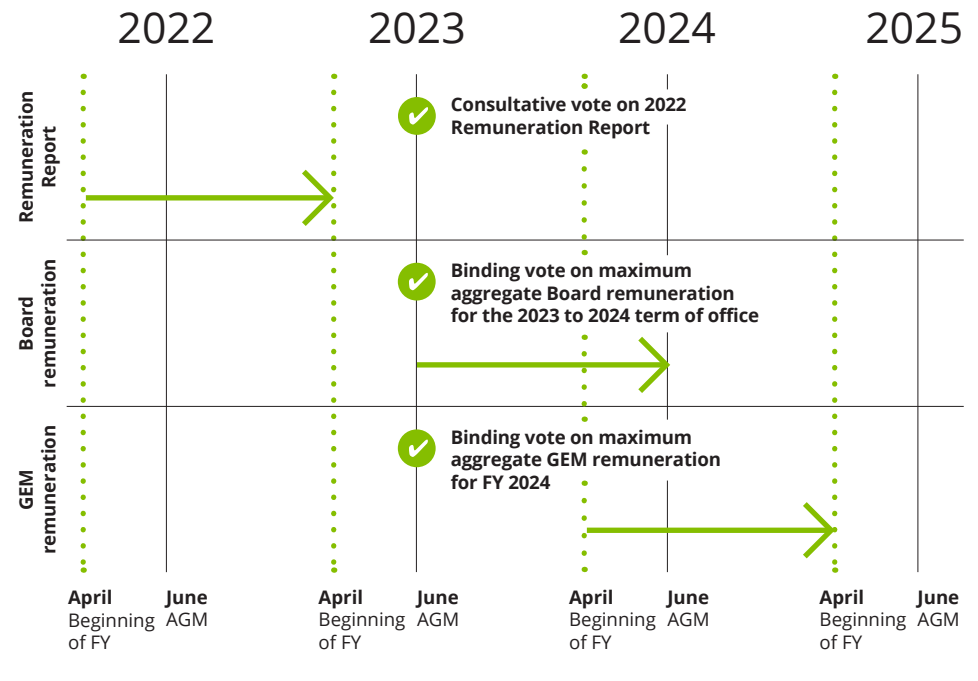
- **Votes on remuneration (Article 12):** Every year, the AGM votes separately and bindingly on the maximum aggregate remuneration of the Board for the term of office until the next AGM and on the maximum aggregate remuneration of the GEM (fixed and variable components) for the subsequent financial year.
- **Principles relating to the remuneration of the Board (Article 25) and the members of the GEM (Article 26):** The remuneration of the Board consists of a fixed base fee, fixed committee fees and a lump sum for expenses. The fees are awarded in cash and shares. The remuneration of the GEM consists of a fixed annual base salary and variable remuneration, which includes an annual short-term incentive paid in cash as well as a long-term incentive settled in shares, and other benefits.

- **Loans and credits (Article 28):** The Company may not grant any loans or credits to members of the Board or the GEM.
- **Additional amount for new members of the GEM (Article 29):** If the maximum aggregate remuneration already approved by the AGM is not sufficient to cover the remuneration for incoming GEM members in the respective financial year, the Company may pay an additional amount in each case up to 30% of the maximum aggregate remuneration amount approved.

In line with the Company's Articles of Association, the Board will submit three separate remuneration-related resolutions for shareholder approval at the 2023 AGM as illustrated in Exhibit 1:

- This Remuneration Report (consultative vote)
- The maximum aggregate remuneration amount for the Board for the term of office from 2023 AGM to 2024 AGM (binding vote)
- The maximum aggregate remuneration amount for the GEM for the financial year 2024, starting April 1, 2024 and ending March 31, 2025 (binding vote).

EXHIBIT 1: SAY ON PAY – REMUNERATION-RELATED SHAREHOLDER APPROVALS



At the 2022 AGM held on June 24, 2022, shareholders approved a maximum aggregate remuneration amount for the Board for the term of office until the 2023 AGM of CHF 1.7 million, as well as the maximum aggregate amount of fixed and variable remuneration for members of the GEM for FY 2023 in the amount of CHF 8.5 million. In addition, shareholders approved the Remuneration Report 2021 in a consultative vote.

The estimated remuneration granted to the Board for the term of office from the 2022 AGM to the 2023 AGM is CHF 1.4 million compared to the approved amount of CHF 1.7 million. An amount of CHF 5.6 million was granted to the GEM in FY 2022 compared to the approved amount of CHF 8.5 million. For a reconciliation of approved versus awarded amounts please refer to page 18.

Governance on Remuneration Matters

As outlined in Exhibit 2, the Remuneration Committee acts in an advisory capacity while the Board retains the decision authority on remuneration matters relating to the Board and the GEM, except for the remuneration-related shareholder approvals for the Board and the GEM. Members of the Remuneration Committee are elected annually and individually by the shareholders at the respective Annual General Meeting. The Chair of the Remuneration Committee reports to the full Board after each meeting. The minutes of the meetings are made available to the members of the Board. The Remuneration Committee may invite the Chair of the Board to attend the meetings as a non-voting guest; however, he is not present during meetings or parts thereof during which his own remuneration is discussed. The CEO and the Head of HR may attend the Remuneration Committee meetings in an advisory function, but are excluded from certain discussions. The Chair of the Remuneration Committee may decide to invite other executives to attend the meetings as appropriate. No member of management attends the meetings or the part of the meetings in which their own performance or remuneration is discussed.

The Remuneration Committee may decide to consult an external advisor on specific remuneration matters. In FY 2022, HCM International AG (“HCM”) was mandated as an independent advisor on Board and GEM remuneration matters. HCM does not have any other mandates with Landis+Gyr.

EXHIBIT 2: GOVERNANCE ON REMUNERATION MATTERS

	CEO	Remuneration Committee	Board	AGM
Remuneration principles (Articles of Association)		Proposes	Reviews	Approves (binding vote)
Remuneration principles and system for the Board and GEM		Proposes	Approves	
Remuneration report		Proposes	Approves	Consultative vote
Maximum aggregate amount of remuneration for the Board		Proposes	Reviews	Approves (binding vote)
Individual remuneration of Board members		Proposes	Approves	
Maximum aggregate amount of remuneration for GEM		Proposes	Reviews	Approves (binding vote)
Remuneration of the Chief Executive Officer (“CEO”)		Proposes	Approves	
Individual remuneration of other GEM members	Proposes	Reviews	Approves	

Activities of the Remuneration Committee

The Remuneration Committee meets as often as business requires but at least four times a year. In the 2022/2023 compensation cycle, the Remuneration Committee held five¹ meetings and covered the topics described in Exhibit 3. Details on Remuneration Committee members and their meeting attendance are provided in the Corporate Governance Report on page 8 et seq.

EXHIBIT 3: OVERVIEW OF THE MAIN TOPICS DISCUSSED BY THE REMUNERATION COMMITTEE DURING 2022/2023 COMPENSATION CYCLE

	03.05.22	27.05.22	13.06.22	25.10.22	14.03.23
Remuneration governance and policy					
Preparation of AGM related reward items including maximum aggregate remuneration amounts for the Board and GEM to be submitted to AGM vote	X				X
Remuneration Report	X	X			X
Review of remuneration principles, strategy and systems				X	
Review of stakeholder feedback on remuneration disclosure				X	
Remuneration Committee governance, meeting schedule and agenda setting				X	
Review of incentive plan design and structure				X	
Board remuneration					
Review of Board Remuneration Policy	X				
GEM remuneration					
Review and recommendation of individual GEM remuneration levels	X				X
Review of short-term incentive performance for previous financial year	X	X			X
Review of short-term incentive performance target setting for new financial year	X	X			X
Review of long-term incentive performance for previous performance period	X	X			X
Review of long-term incentive performance target setting and eligibility for new performance period	X		X		

¹ In addition, there were various ad hoc conference calls each of approximately one hour's duration to deal with matters as they arose.

Remuneration Principles

Landis+Gyr's remuneration programs are designed to recognize and reward performance, enabling the organization to attract, motivate and retain talented employees who drive performance and the achievement of business strategy and objectives as well as the creation of shareholder value.

The remuneration programs within Landis+Gyr are periodically reviewed to ensure continued alignment with the Group's strategy and market practice. They are built around the following principles:

Principle	Description
Performance	Anchor Landis+Gyr's business strategy, drive results and sharpen the focus on long-term performance and incentivize and reward performance in a sustainable manner, also in alignment with the Company's ESG strategy.
Shareholder value	Align with shareholders' interests, drive creation of shareholder value and foster entrepreneurial thinking.
Talent management	Attract, motivate and retain talented employees who can drive world-class performance, and who are incentivized based on such performance.
Market orientation	Ensure a best practice remuneration system with competitive levels and structures, reflecting a sustainable balance between short-term and long-term performance focus.

Determination of Board and GEM Remuneration

The remuneration for the Board and the target remuneration for the GEM take into account the roles and responsibilities, the respective experience required as well as current market pay practices. In addition, for the GEM, internal compensation structures as well as affordability are considered. To support remuneration recommendations to the Board, the Remuneration Committee periodically (every two to three years) benchmarks remuneration of the members of the Board and GEM against remuneration of comparable companies. For these purposes, the Remuneration Committee regards Swiss listed industrial companies as the most relevant reference group. For the Board benchmarking, this core reference group is expanded with a selection of cross-industry Swiss listed companies to create a sufficiently broad and representative comparison. For the GEM, an extension of the reference group to include international peers may be applied, to reflect global pay practices and talent markets.

The last benchmarking for the Board was conducted in FY 2021 using a reference group of 34 Swiss listed companies¹.

¹ The companies included in the reference group in FY 2021 for the purpose of Board benchmarking are: Arbonia, Arysza, Belimo, BKW, Bossard, Bucher, Burckhardt, Bystronic, Daetwyler, Dormakaba, Dufry, EMS-Chemie, Flughafen Zürich, Forbo, Galenica, Geberit, Georg Fischer, Huber+Suhner, OC Oerlikon, Schweiter, SFS, Siegfried, SIG, Sonova, Stadler Rail, Straumann, Sulzer, Swiss Prime Site, Tecan, Temenos, Valora, VAT, Vifor Pharma, Zur Rose.

The remuneration of the GEM was last benchmarked in FY 2020, based on a reference group of 15 companies¹. As both the Board and GEM benchmarking analysis showed that Landis+Gyr remuneration levels and structures are aligned with the market, the Board and the Remuneration Committee decided not to undertake any benchmarking in FY 2022, but will conduct the next analysis for both Board and GEM in FY 2023.

EXHIBIT 4: REFERENCE GROUPS USED FOR GEM AND BOARD BENCHMARKING

GEM	Board
Geography: Switzerland + International (periodically)	Geography: Switzerland
Industry: Industrials + technology	Industry: Industrials + diverse (excl. financials)
Size: Comparable (Revenue)	Size: Comparable (Revenue)

Remuneration System

Remuneration System of the Board

To ensure its independence in fulfilling its supervisory duties, the remuneration of the Board is fixed and does not contain any variable component.

The Chair of the Board receives a fixed annual base fee of CHF 400,000 and a lump sum for expenses. The Chair is not entitled to being compensated for assuming additional committee responsibilities. Due to his previous long-standing employment relationship with Landis+Gyr, during which he was continuously covered under the collective pension scheme offered by Landis+Gyr in Switzerland, and in accordance with the requirements of Swiss pension regulations, the pension cover was subsequently continued under the terms of his directorship with the Company, under the provision that all contributions, including the employer portion, are to be funded by the Chair himself. This ensures that the Company does not incur costs for pension fund contributions in addition to the Chair's fixed base fee of CHF 400,000. The actual base fee payment to the Chair is therefore reduced by the amount remitted by the Company into the pension scheme representing the employer pension contributions. If the level of these contributions changes, based on the regulations of the pension scheme, the actual base fee payment is adjusted accordingly. In FY 2022 the Company paid CHF 36,170 (FY 2021: CHF 37,858) in employer pension contributions for the Chair, which were deducted accordingly from the Chair's base fee payment.

¹ The Swiss listed industrial companies included in the reference group in FY 2020 for the purpose of GEM benchmarking were: Arbonia, Bobst Group, Bucher, Conzeta, Daetwyler, Dormakaba, Flughafen Zürich, Geberit, Georg Fischer, OC Oerlikon, Schweiter Technologies, SFS Group, SIG, Stadler Rail, Sulzer.

Other members of the Board receive a fixed annual base fee and fixed fees for membership in Board committees, as well as a lump sum for expenses. Participation in the Swiss pension scheme may apply, to the extent legally required, with the corresponding employer contributions included in the base and committee fees paid as per Exhibit 5 below. In FY 2022 no other members of the Board participated in the Swiss pension scheme.

The amounts of the base fee and committee membership fees, as illustrated in Exhibit 5, reflect the responsibility and time requirement inherent to the respective function and remained the same in FY 2022 compared to FY 2021. The base fee and committee membership fee are paid 65% in cash and 35% in Company shares, which are blocked for sale for a period of three years from the date of grant. The cash portion of the base fee and committee membership fee is paid monthly; the share portion is granted in four quarterly instalments, with each instalment blocked for three years from the date of its grant. Should a Board member resign before completion of the respective term of office, such member is entitled to the respective pro-rata remuneration and any shares already received that are in excess of the pro-rata entitlement are to be re-transferred to the Company. All granted shares remain blocked until the end of the respective blocking period. Should a Board member not stand for re-election, or not be re-elected following completion of the previous term of office, already granted shares also remain blocked until the end of the respective blocking period. In the event of a change of control, the blocking period on the shares is lifted.

EXHIBIT 5: REMUNERATION SYSTEM OF THE BOARD, IN CHF

Fixed remuneration

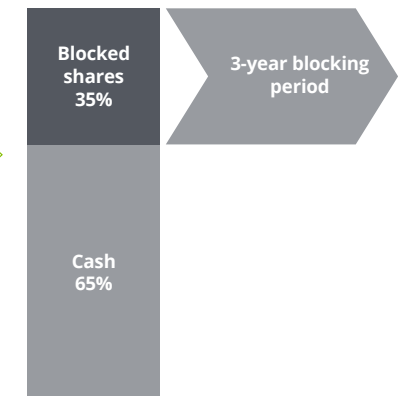
Base fee

Chair ¹	400,000
Lead Independent Director	230,000
Member	120,000

Committee fee

	Chair	Member
Audit, Finance and Risk Committee	30,000	15,000
Remuneration Committee	30,000	15,000
Nomination, Governance and Sustainability Committee	30,000 ²	15,000

Pay Mix



¹ The base fee for the Chair is CHF 400,000 (no change compared to FY 2021); CHF 36,170 of the base fee were deducted in FY 2022 (FY 2021: CHF 37,858) as the Chair is financing the entire cost of the pension cover himself, including the Company contribution, by way of a reduction to the base fee. The split of the base fee into 65% cash and 35% shares is applied to the base fee after the deduction of the Company pension contributions.

² As the Chair of the Board is also the Chair of the Nomination, Governance and Sustainability Committee, no Chair fee was paid in FY 2022 for this committee.

Remuneration System of the Group Executive Management

The remuneration elements of the GEM are summarized in Exhibit 6.

EXHIBIT 6: REMUNERATION SYSTEM OF THE GEM

	FIXED REMUNERATION		VARIABLE REMUNERATION	
	Base salary	Pension and Other Benefits	Short-Term Incentive Plan	Long-Term Incentive Plan
Purpose	Attraction and retention of talent	Risk protection, market competitiveness	Promotion of Landis+Gyr's operational, financial and ESG performance	Sharing in the long-term success of Landis+Gyr and alignment with shareholders' interests
Performance period	–	–	1 year	3 years
Key drivers	Role, experience and individual performance	Market practice, legal requirements	Group and (if relevant) regional financial as well as non-financial performance considerations	Group long-term stock market and operational performance measures
Instrument/settlement	Cash	Pension and insurance plans, other benefits including ESPP	Cash	Performance Stock Units settled in shares
Performance KPIs	–	–	Financial: Net Sales, adjusted EBITDA ¹ , operating Cash Flow less taxes paid Non-financial: ESG-related	Equally weighted relative Total Shareholder Return and Earnings Per Share
Target incentive amount	–	–	Individually defined, based on respective role and in alignment with market; cannot exceed 80% of base salary	Individually defined, based on respective role and in alignment with market; cannot exceed 80% of base salary; converted into number of Performance Stock Units at grant
Payout range	–	–	0% to 200% of target incentive amount; in addition, payout respective to each KPI is capped at 200%	0% to 200% of number of granted Performance Stock Units; in addition, the vesting multiple respective to each KPI is capped at 200%
Impact of share-price on payout value	–	–	NO	YES
Forfeiture provisions	–	–	YES	YES
Clawback provisions	–	–	YES	YES

¹ Consolidated global Landis+Gyr Group EBITDA derived from its US GAAP financial statements as adjusted for restructuring expenses, warranty normalization, and timing difference on FX derivatives, all as shown in the full year financial reporting as Adjusted EBITDA with the exception of the warranty normalization items.

Base Salary

Base salary is the fixed remuneration paid to employees for carrying out their role and is established considering the following factors:

- scope and responsibilities of the role, as well as qualifications and experience required to perform the role,
- market value of the role in the location in which Landis+Gyr competes for talent,
- skills and expertise of the individual in the role, and
- individual performance.

The base salary is paid out to GEM members in twelve equal monthly cash instalments.

Pension Benefits

The purpose of pension benefits is to provide security for employees and their dependents in the event of retirement, sickness, inability to work and death. The GEM members participate in the social insurance and pension plans in the countries where their employment contracts were entered into. The plans vary according to local market practice and legislation; at a minimum they reflect the statutory requirements of the respective countries. In line with local employment practice for Swiss employees, GEM members under Swiss employment contracts are covered by a supplementary non-compulsory occupational welfare plan in addition to the Company's compulsory occupational pension scheme.

Other Benefits

In addition, Landis+Gyr aims to provide competitive employee benefits. Benefits are considered from a global perspective, while appropriately reflecting differing local market practice and employment conditions.

For the GEM members, benefits include local market benefits such as company car or car allowance, health cover, etc. and, where relevant, international benefits such as tax advisory services. Further, to the extent applicable, replacement awards to incoming GEM members awarded to compensate, generally on a "like-for-like" basis, for remuneration forfeited at the previous employer as a result of joining Landis+Gyr are reported as "other benefits". The monetary value of these remuneration elements is evaluated at fair value and are disclosed in the remuneration table.

Employee Share Purchase Plan ("ESPP")

Landis+Gyr's benefits structure also includes the ESPP, which was introduced in FY 2022. Under the ESPP, employees at all levels of the organization may purchase Landis+Gyr shares at a price below the market price prevailing at the time of purchase. Minimum and maximum purchase levels apply and the purchased shares are subject to a blocking period, during which the shares may not be sold. To the extent that members of the GEM participate in the ESPP, the value of the discount granted is included as remuneration in the remuneration table under "Other benefits".

Short-Term Incentive Plan (“STIP”)

The STIP is an annual cash incentive plan, containing both financial as well as non-financial performance considerations. The purpose of the STIP is to motivate eligible participants to deliver outstanding performance and increased contribution towards Landis+Gyr’s success.

Plan participants are incentivized based on the achievement of global and (if relevant) regional financial performance targets, as well as quantitative ESG targets related to Landis+Gyr’s ESG strategy. The financial performance targets correlate with the mid-term plan and long-term strategy and are aligned with business priorities, with the aim of achieving sustainable profitability and growth in alignment with shareholders’ interests. The financial performance targets account for 80% of the individual target incentive amount and the ESG performance targets for 20%. ESG performance targets are defined based on the material topics resulting directly from Landis+Gyr’s ESG strategy and roadmap. The targets for FY 2022 were set based on the seven equally weighted Key Performance Indicators (“KPIs”) as detailed in Exhibit 7 and focus on the reduction of the Company’s and its product portfolio’s carbon footprint as well as enabling a positive environmental impact through our products and solutions, promoting ESG-driven supplier management, driving employee learning initiatives, promoting gender balance and improving cybersecurity maturity.

Both the financial as well as the ESG performance targets are determined by the Board at the beginning of each financial year. These targets represent commercially sensitive information and are therefore not disclosed, whereas additional information on the ESG KPIs is provided in Exhibit 7. Information on realized payout for FY 2022 is provided on page 14.

Payouts under the STIP are calculated based on the achievement level of the respective performance targets, with 100% achievement resulting in 100% payout. For each financial performance target, minimum threshold performance levels, below which there is no payout, as well as maximum performance levels, at which payout is capped at 200%, apply. Linear interpolation is used to calculate the payout between threshold and target, and target and maximum. Similarly, for each ESG performance target respective threshold, target and stretch performance levels are defined, with final payout for the ESG component determined based on the overall achievement of the seven equally weighted targets. Total payout under the STIP can range from 0% to 200% of the target incentive amount. For FY 2022, the individual target incentive amount for the CEO corresponds to 75% (FY 2021: 75%) of base salary and for the other members of the GEM on average to 67% (FY 2021: 66%) of base salary. The maximum payout amount for the CEO is hence equivalent to 150% of base salary (FY 2021: 150%) and for other members of the GEM on average to 133% of base salary (FY 2021: 132%).

In case of termination of employment during the performance period, the STIP payout may be reduced or forfeited depending on the conditions of such termination and subject to applicable law. In addition, clawback provisions apply as detailed on page 11.

For FY 2022, the STIP scorecard for the GEM comprised both financial and non-financial performance targets, measured using the KPIs as detailed in Exhibit 7.

EXHIBIT 7: STIP PERFORMANCE SCORECARD FOR THE GEM FOR FY 2022

% of target incentive amount	Topic	KPI	Weight FY 2022	KPI Measurement
80%	Sales	Net Sales	30%	CEO, CFO: 100% Group results Regional EVPs: 50% Group results, 50% Regional results
	Profit	Adjusted EBITDA	40%	
	Cash Flow	Operating Cash Flow less taxes paid	30%	
20%	ESG ¹	1) % of electricity sourced from renewable energy sources	100% Group results	
		2) Million tons of CO ₂ savings enabled through Landis+Gyr products & solutions		
		3) % of shipped units that are part of the Landis+Gyr Eco-Portfolio ²		
		4) % of direct material spend covered by ESG supplier audits		
		5) Number of employee learning hours		
		6) % share of females in the workforce		
		7) Average % BSIMM ³ score		

¹ All seven ESG KPIs are equally weighted.

² For a definition of the Eco-Portfolio see the Sustainability Report page 28.

³ Building Security in Maturity Model.

With respect to the financial KPIs, for the CEO and CFO 100% Group results are considered when determining the level of performance. For the GEM members with regional responsibility, 50% Group and 50% respective regional results are evaluated, with the financial KPIs correspondingly assessed at both global and regional level. As already announced in Remuneration Report 2021, the Group weighting for GEM members with regional responsibility was increased from 30% to 50% as of the beginning of FY 2022, with a corresponding decrease in the weight of the respective regional component, to further align the accountabilities of all GEM members with the Group’s overall performance. The ESG KPIs are assessed at the global level for all participants.

Long-Term Incentive Plan (“LTIP”)

The current LTIP, under which the first grant was made in FY 2018, is a share-based incentive plan measured over a three-year performance period, representing three financial years. Its purpose is to foster long-term value creation for the Group by providing the members of the GEM and other eligible key managers with the possibility:

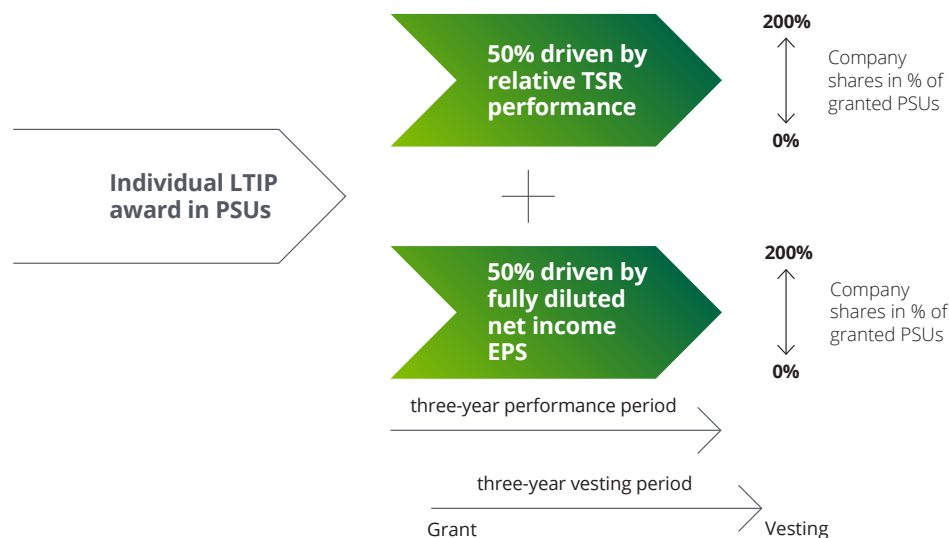
- to become shareholders or to increase their shareholding in the Company,
- to participate in the future long-term success of Landis+Gyr, and
- to further align the long-term interests of the plan participants with those of the shareholders.

The individual target incentive amounts under the LTIP are determined based on the role and responsibilities, taking into account external market levels, and do not exceed 80% of base salary. For the grants made in FY 2022, the individual target incentive amount for the CEO corresponds to 75% (FY 2021: 75%) of base salary and for other members of the GEM represents on average 46% (FY 2021: 45%) of base salary. Awards under the LTIP are a contingent entitlement, granted in the form of Performance Stock Units (“PSUs”), to receive Landis+Gyr shares, provided certain performance targets are achieved during the three-year performance period (see Exhibit 8) and subject to continuous employment. In case the performance does not reach certain pre-determined thresholds after three years, no PSUs will vest under the LTIP.

For the purpose of the LTIP, the measurement of Landis+Gyr’s long-term performance comprises two equally weighted KPIs:

- 50% of the award is linked to the Total Shareholder Return (“TSR”) measured over three years relative to a peer group of Swiss and international companies¹ and
- 50% of the award is linked to the fully diluted net income Earnings per Share (“EPS”).

EXHIBIT 8: VESTING UNDER THE LTIP



The vesting curves for each KPI under the LTIP are defined to support the symmetrical performance and payout situations below and above the target and allow for a realistic performance-related chance to realize vesting.

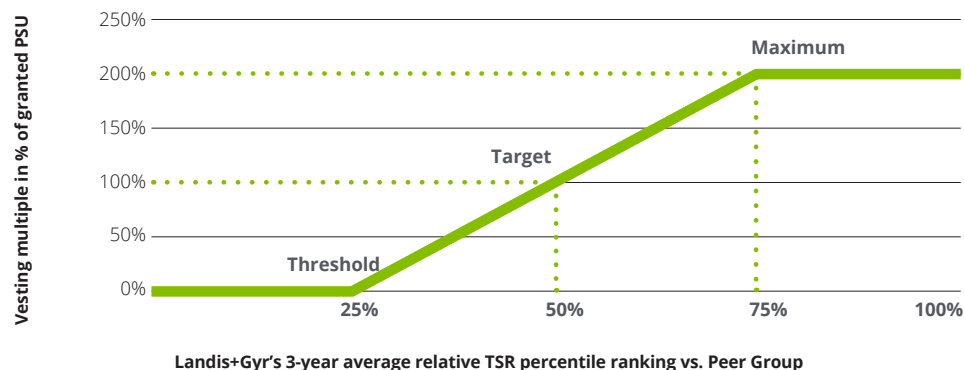
Relative TSR performance is measured against a custom peer group of 24 Swiss and international organizations¹ operating in comparable industries to Landis+Gyr and representing the markets that are relevant for Landis+Gyr. There was no change to the peer group in FY 2022 as compared to FY 2021.

Landis+Gyr’s TSR performance will be assessed as a three-year average percentile rank compared to the peer group. For each company in the peer group, the relative TSR is calculated considering not only the variation of the closing prices over the three-year performance period, but also the dividends distributed in the same period, assuming that at the time of distribution those dividends are reinvested in the shares of the respective company. All calculations related to TSR performance are done by an independent third-party company.

For the FY 2022 grant, 100% of the PSUs linked to the relative TSR performance will vest after the three-year performance period if Landis+Gyr is ranked at the median of the peer group. The maximum vesting multiple of 200% applies if the Landis+Gyr TSR is at or above the 75th percentile of the peer group. The vesting multiple of 0% applies should Landis+Gyr’s TSR performance relative to the peers be at or below the 25th percentile of the peer group. Linear interpolation applies between the threshold, target and maximum performance levels. In addition, to allow for further performance alignment, if Landis+Gyr’s absolute TSR attributable to the relevant three-year performance period is negative, the relative TSR vesting multiple will be capped at 100% regardless of whether Landis+Gyr outperforms the median of the peer group.

Exhibit 9 represents an illustration of the relative TSR vesting curve for the FY 2022 grant.

EXHIBIT 9: VESTING CURVE 3-YEAR RELATIVE TSR FOR FY 2022 GRANT

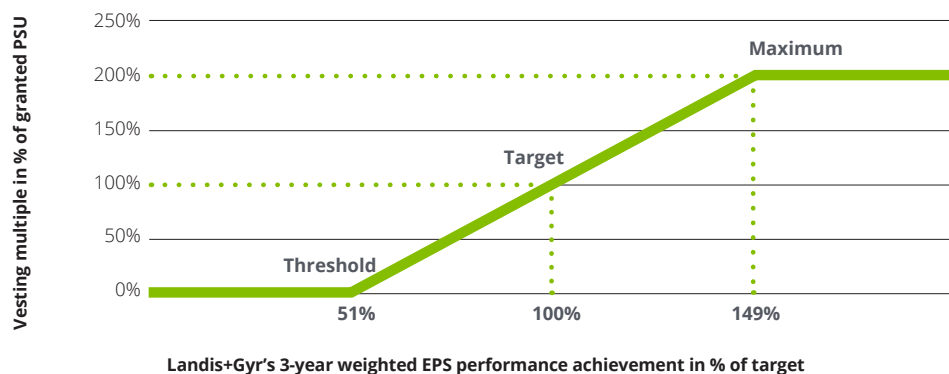


¹ The peer companies used to measure the 3-year relative TSR performance for the FY 2022 grant are: ABB, Aichi Tokei Denki, Apator, Arbonia, Badger Meter, Burckhardt Compression, Daetwyler, Genus Power Infrastructures, Hexing Electrical, Hubbell, Inficon, Itron, Legrand, LEM, Mueller Water Products, OC Oerlikon, Osaki Electric, Rexel, SIT, Smart Metering Systems, SPIE, Sulzer, Takaoka Toko, Xylem.

The three-year fully diluted net income EPS is calculated as the cumulative weighted sum of the reported net income fully diluted EPS attributable to shareholders for the financial years covered by the respective 3-year performance period. In order to give more weight to the EPS achieved in the later years of the performance period, the EPS of each year is weighted as follows: The first financial year is weighted at 1/6, the second financial year at 2/6 and the third financial year at 3/6.

If the weighted EPS target is reached, 100% of the respective PSUs granted under the EPS KPI will vest. If the weighted EPS performance is at or above the maximum performance level, 200% of respective granted PSUs will vest. If the weighted EPS performance is at or below the threshold performance level, 0% of PSUs granted under the EPS KPI will vest. Linear interpolation applies between the threshold, target and maximum performance levels. Exhibit 10 represents an illustration of the weighted EPS vesting curve for the FY 2022 grant.

EXHIBIT 10: VESTING CURVE 3-YEAR WEIGHTED EPS FOR FY 2022 GRANT



Actual EPS targets are considered commercially sensitive information and communicating such targets would allow insight into the strategy of Landis+Gyr and may create a competitive disadvantage for the Company. Consequently, the decision was made not to disclose the specifics of those targets at the time of their setting, but to explain in more detail the process applied in setting EPS targets, and to subsequently disclose the target achievement at the end of the respective performance period, i.e., for the FY 2022 grant with the reporting for FY 2024.

EPS targets for each grant are set by the Board following a thorough outside-in approach conducted by the Remuneration Committee's independent external advisor. Investors' return expectations on market value, stock risk profile, investment projections and current profitability levels were taken as a starting point and translated into EPS targets, using multifactor valuation models and statistical analyses in order to establish an appropriate link between LTIP payouts and the value created for investors.

No changes with regard to the methodology were made when determining EPS targets for the 2022 grant. The consistent application of this robust target setting approach helps achieve Landis+Gyr's goal of designing compensation elements with a realistic performance-based chance to realize vesting and to balance perceived riskiness and value of the plan for participants. The results of the outside-in approach were assessed against historical company performance, as well as equity analysts' expectations and strategic plan as suggested by management, to reinforce the Remuneration Committee's and Board's confidence in the overall quality and robustness of the EPS targets.

At the end of the vesting period, based on actual performance achieved, the resulting multiple of PSUs will be settled in ordinary shares of Landis+Gyr. Forfeiture rules in case of termination of employment before the end of the respective vesting period apply as summarized in Exhibit 11 and clawback provisions exist as detailed below.

EXHIBIT 11: SUMMARY OF LTIP FORFEITURE PROVISIONS

Termination reason	Vesting Provisions	Early vesting	Vesting level
Death and disability	Pro-rata vesting	Yes	At target
Retirement	Pro-rata vesting	No	Based on actual performance
Termination without cause	Pro-rata vesting	No	Based on actual performance
Other termination reasons	Full forfeiture	n/a	n/a

In addition, in the event of a change of control, early vesting on a pro-rata basis at target, i.e., without consideration of performance, applies.

Clawback of Variable Remuneration

Landis+Gyr's clawback provisions allow for partial or full recovery of performance-based cash or equity paid or vested to members of the GEM during the previous three financial years. These provisions apply in cases where the Company is required to make a material restatement to its accounts (due to fraud or error) as well as in the event of fraud, gross negligence or willful misconduct, any serious breach of Landis+Gyr's code of business ethics and conduct or in the event of actions that caused serious reputational harm to the Company.

Employment Conditions

The members of the GEM are employed under contracts of unlimited duration with notice periods up to a maximum of twelve months. They are not contractually entitled to termination payments or any change of control provisions other than the early vesting of LTIP awards as mentioned above, which are applicable to all plan participants. Correspondingly, members of the GEM are not disproportionately advantaged by change of control provisions in comparison to any other employees. The employment contracts for the GEM may include non-competition agreements following end of employment not exceeding a period of 12 months.

Remuneration awarded to Members of Governing Bodies

The section below is in line with Swiss law and specifically with Articles 14 to 16 of the Ordinance which requires disclosure of remuneration granted to members of the Board and GEM. Remuneration paid to members of the Board and to the highest paid member of the GEM is shown separately.

Remuneration awarded to the Board for FY 2022

Explanatory Comments

Exhibit 12 summarizes remuneration paid to the Board for the full FY 2022. David Geary did not stand for re-election at the 2022 AGM; Exhibit 12 therefore includes the remuneration paid to him for the period from April 1, 2022 to June 30, 2022. The other seven Board members were re-elected at the 2022 AGM. As in the previous year, Søren Thorup Sørensen, as the representative of Kirkbi Invest A/S, Landis+Gyr's largest shareholder, waived all remuneration for his Board duties for the term of office from 2022 AGM to 2023 AGM.

Exhibit 13 summarizes remuneration paid for the full FY 2021, including the pro-rated remuneration of Pierre-Alain Graf, who did not stand for re-election at the 2021 AGM, as well as pro-rated remuneration of Laureen Tolson who was newly elected at the 2021 AGM. Søren Thorup Sørensen waived all remuneration for his Board duties for the term of office from 2021 AGM to 2022 AGM.

In FY 2022 the Board received total remuneration of CHF 1,432,277 (FY 2021: CHF 1,521,960). There was no change to the Board fee levels in FY 2022 as compared to FY 2021. The difference in total remuneration in FY 2022 as compared to FY 2021 is due to the reasons as explained above.

Remuneration of the Board

EXHIBIT 12: REMUNERATION OF MEMBERS OF THE BOARD FOR FY 2022¹ (AUDITED), IN CHF

Non-executive Board members	Role in the Board	Base fees paid in cash	Committee fees paid in cash	Base and committee fees delivered in shares ²	Total fees (cash and shares)	Expense lump sum	Employer Social Security Contributions	Total remuneration
Andreas Umbach	Chair	272,425 ³		127,575	400,000	20,000	26,128	446,128
Eric Elzvik	Lead Independent Director	149,500	39,000	101,500	290,000	10,000	21,044	321,044
David Geary ⁴	Independent Member	19,500	2,437	11,813	33,750	2,500		36,250
Andreas Spreiter	Independent Member	78,000	19,500	52,500	150,000	10,000	11,355	171,355
Christina Stercken	Independent Member	78,000	17,062	51,188	146,250	10,000		156,250
Peter Mainz	Independent Member	78,000	19,500	52,500	150,000	10,000		160,000
Søren Thorup Sørensen ⁵	Not independent; representative of largest shareholder							
Laureen Tolson	Independent Member	78,000	7,313	45,938	131,250	10,000		141,250
Total Board of Directors		753,425	104,812	443,013	1,301,250	72,500	58,527	1,432,277

1 Represents gross amounts, prior to deductions for social security, withholding tax, etc. for services rendered from April 1, 2022 until March 31, 2023 (with exception of one Board member who did not stand for re-election at the 2022 AGM as per footnote 4 below).

2 Granted in quarterly instalments; fair value is defined using the volume weighted average share price for the last 20 trading days of the month preceding the month of the respective quarterly grant.

3 Includes employer pension contribution in the amount of CHF 36,170 funded by the Chair through a reduction to base fees paid.

4 Amounts reflect the period in office from April 1, 2022 until June 30, 2022. David Geary did not stand for re-election at the 2022 AGM.

5 Waived all remuneration for the term of office 2022/2023.

EXHIBIT 13: REMUNERATION OF MEMBERS OF THE BOARD FOR FY 2021¹ (AUDITED), IN CHF

Non-executive Board members	Role in the Board	Base fees paid in cash	Committee fees paid in cash	Base and committee fees delivered in shares ²	Total fees (cash and shares)	Expense lump sum	Employer Social Security Contributions	Total remuneration
Andreas Umbach	Chair	272,950 ³		127,050	400,000	20,000	26,506	446,506
Eric Elzvik	Lead Independent Director	149,500	39,000	101,500	290,000	10,000	21,406	321,406
David Geary	Independent Member	78,000	9,750	47,250	135,000	10,000		145,000
Pierre-Alain Graf ⁴	Independent Member	19,500	2,437	11,813	33,750	2,500	2,587	38,837
Andreas Spreiter	Independent Member	78,000	19,500	52,500	150,000	10,000	11,461	171,461
Christina Stercken	Independent Member	78,000	9,750	47,250	135,000	10,000		145,000
Peter Mainz	Independent Member	78,000	17,062	51,188	146,250	10,000		156,250
Søren Thorup Sørensen ⁵	Not independent; representative of largest shareholder							
Laureen Tolson ⁶	Independent Member	58,500		31,500	90,000	7,500		97,500
Total Board of Directors		812,450	97,499	470,051	1,380,000	80,000	61,960	1,521,960

1 Represents gross amounts, prior to deductions for social security, withholding tax, etc. for services rendered from April 1, 2021 until March 31, 2022 (with exception of one Board member who did not stand for re-election at the 2021 AGM as per footnote 4 below and one Board member newly elected at the 2021 AGM as per footnote 6 below).

2 Granted in quarterly instalments; fair value is defined using the volume weighted average share price for the last 20 trading days of the month preceding the month of the respective quarterly grant.

3 Includes employer pension contribution in the amount of CHF 37,858 funded by the Chair through a reduction to base fees paid.

4 Amounts reflect the period in office from April 1, 2021 until June 30, 2021. Pierre-Alain Graf did not stand for re-election at the 2021 AGM.

5 Waived all remuneration for the term of office 2021/2022.

6 Newly elected at the 2021 AGM. Amounts reflect the period in office from July 1, 2021 until March 31, 2022.

Remuneration awarded to the GEM for FY 2022

Performance Assessment and Explanatory Comments

For FY 2022, the members of the GEM received base salary, variable remuneration and pension and other benefits, in line with the remuneration system, as detailed in Exhibit 6.

For the Group as a whole, as illustrated in Exhibit 14 below, FY 2022 results related to the financial KPIs represent a solid performance in both Net Sales and Adjusted EBITDA; Operating Cash Flow performance was below threshold as a result of strategic investments in inventory to convert record level order backlog.

EXHIBIT 14: PERFORMANCE AT GROUP LEVEL FY 2022

KPI	Threshold	Target	Maximum
Net Sales	●	●	●
Adjusted EBITDA	●	●	●
Operating Cash Flow less taxes paid	●	●	●
ESG	●	●	●
Overall Performance	●	●	●

● Actual performance achievement

At a regional level, overall achievement for the Americas and Asia Pacific was above target, and for EMEA above threshold but below target.

For all of the seven ESG targets, the defined action plans resulted in significant continuous improvement. This resulted in above-target performance achievement for the ESG component of the STIP in FY 2022 as illustrated in Exhibit 14. In particular, excellent progress was made in tracking and advancing our cybersecurity maturity, continuously driving ESG values in our supply chain and in further promoting a learning culture throughout the organization.

At Group level, the resulting weighted payout factor related to the financial performance targets, which account for 80% of the target incentive amount, amounts to 75.1%. The resulting weighted payout factor related to the ESG performance targets, accounting for 20% of the target incentive amount, amounts to 37%.

The financial and non-financial performance targets for FY 2022 were not adjusted, nor did the Board apply any discretion to the outcome of the STIP for FY 2022.

The overall payout for both financial and non-financial performance targets is 112.1% of the STIP target incentive amount for the CEO (FY 2021: 112.1%) and between 101.6% and 119.4% of the STIP target incentive amounts for the other members of the GEM (FY 2021: 89.9%–114.2%).

In FY 2022, GEM members received total remuneration of CHF 5,580,984 (FY 2021: CHF 6,346,478). This is an overall decrease of 12.1% compared to previous year, with the main changes explained in the following sections below.

Remuneration of the GEM

EXHIBIT 15: REMUNERATION OF GROUP EXECUTIVE MANAGEMENT MEMBERS FOR FY 2022¹ (AUDITED), IN CHF

Remuneration elements	Members of the GEM ²	Highest remuneration Werner Lieberherr, CEO
Base salary	2,145,942	800,000
Short-term incentive in cash ³	1,667,811	672,720
Fair value at grant under the LTIP ⁴	1,112,315	546,709
Other benefits ⁵	171,593	42,000
Pension costs ⁶	201,173	97,118
Employer Social Security Contributions ⁷	282,150	162,436
Total remuneration	5,580,984	2,320,983

1 Represents gross amounts paid, prior to deductions for social security, withholding tax, etc. for services rendered from April 1, 2022 until March 31, 2023.

2 Reflects remuneration of four members of the GEM for FY 2022.

3 Payable in FY 2023 for FY 2022.

4 Disclosure reflects awards for the reporting year, that is, fair value at grant for FY 2022. The LTIP value at vesting may vary based on performance outcomes and respective share price at the time of vesting.

5 Includes car benefits, allowances, tax advisory services, etc., as well as ESPP discount, if applicable. GEM members did not participate in the FY 2022 ESPP offering.

6 Representing employer contributions for retirement savings, death and disability towards the statutory Swiss pension scheme as well as the supplementary welfare plan for the two GEM members under Swiss employment contracts; and representing employer 401k contributions for one GEM member on a US employment contract, as well as statutory employer pension contributions for one GEM member on a German employment contract. The provider for the statutory Swiss pension plan for employees in Switzerland, including the two GEM members under Swiss employment contracts, was changed as of July 1, 2022; however, the retirement savings contributions and the level of cover for death and disability were maintained at the same level as with the previous provider.

7 Includes estimates of social security contributions related to the LTIP grant made in FY 2022. There was no vesting of the 2019 LTIP in FY 2022 due to the performance outcome, therefore no actual social security contributions were paid in FY 2022 related to the LTIP.

EXHIBIT 16: REMUNERATION OF GROUP EXECUTIVE MANAGEMENT MEMBERS FOR FY 2021¹ (AUDITED), IN CHF

Remuneration elements	Members of the GEM ²	Highest remuneration Werner Lieberherr, CEO
Base salary	2,394,550	800,000
Short-term incentive in cash ³	1,773,046	672,720
Fair value at grant under the LTIP ⁴	1,198,156	555,338
Other benefits ⁵	283,792	90,657
Pension costs ⁶	330,205	144,816
Employer Social Security Contributions ⁷	366,729	168,538
Total remuneration	6,346,478	2,432,069

- 1 Represents gross amounts paid, prior to deductions for social security, withholding tax, etc. for services rendered from April 1, 2021 until March 31, 2022.
- 2 Reflects remuneration of six members of the GEM for FY 2021, including the pro-rated remuneration paid to two GEM members who stepped down during FY 2021, for the periods from April 1, 2021 to February 28, 2022 and from April 1, 2021 to December 31, 2021, respectively. Also includes the pro-rated remuneration for the two newly appointed GEM members for the periods from September 1, 2021 to March 31, 2022 and from January 1, 2022 to March 31, 2022, respectively.
- 3 Payable in FY 2022 for FY 2021.
- 4 Disclosure reflects awards for the reporting year, that is, fair value at grant for FY 2021. The LTIP value at vesting may vary based on performance outcomes and respective share price at the time of vesting.
- 5 Includes car benefits, allowances, tax advisory services, etc. as well as the replacement award for compensation forfeited from previous employer as mentioned below in the explanatory comments.
- 6 Representing employer contributions for retirement savings, death and disability towards the statutory Swiss pension scheme as well as the supplementary welfare plan for the three GEM members under Swiss employment contracts; and representing employer 401k contributions for the two GEM members on US employment contracts, as well as statutory employer pension contributions for one GEM member on a German employment contract. The provider for the Swiss supplementary welfare plan for employees in Switzerland, including the three GEM members under Swiss employment contracts, was changed as of January 1, 2022; however, the retirement savings contributions and the level of cover for death and disability were maintained at the same level as with the previous provider.
- 7 Includes estimates of social security contributions related to the LTIP grant made in FY 2021. There was no vesting of the 2018 LTIP in FY 2021 due to the performance outcome, therefore no actual social security contributions were paid in FY 2021 related to the LTIP.

The following explanatory comments can be given with regard to the changes compared to prior year:

Composition of the GEM: Exhibit 15 includes full-year remuneration paid in FY 2022 to four members of the GEM. There were no changes to the composition of the GEM during FY 2022. Remuneration for FY 2021 as shown in Exhibit 16 reflects remuneration paid to six members of the GEM, including the full-year remuneration paid to the CEO and CFO, and the pro-rata remuneration paid to the new Heads of EMEA and Americas, appointed as members of the GEM on September 1, 2021 and January 1, 2022, respectively. Also included in the remuneration for FY 2021 was the pro-rata remuneration of the previous Head of EMEA, who stepped down as a member of the GEM on August 31, 2021 and whose notice period ended on February 28, 2022, as well as the pro-rata remuneration of the previous Head of Americas, who stepped down as a member of the GEM on December 31, 2021 and who assumed a new role within the organization as of January 1, 2022.

Base Salary: The variance in base salary between FY 2022 as compared to FY 2021 is due to the different composition of the GEM as described above. Base salaries were not increased in FY 2022.

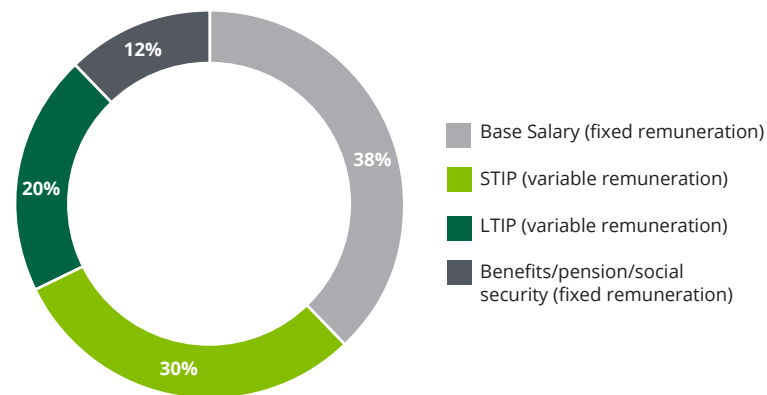
STIP: The difference in payouts under the STIP between FY 2022 and FY 2021 reflect the achieved performance levels as described above, as well as the changes to the composition of the GEM during FY 2021. No members of the GEM received an increase to their STIP target incentive amount in FY 2022.

LTIP: No changes were made to the individual target incentive amounts in FY 2022. The differences in the LTIP grant values as compared to prior year result from the different composition of the GEM at the time of the respective grants, but reflect grants to four members of the GEM in both years. The 20-day volume-weighted average share price prior to grant date used to convert the target incentive amounts into PSUs was CHF 53.87 for the grant made in FY 2022, compared to a price of CHF 68.00 used for the grant in FY 2021.

Other Benefits: There were no replacement awards payable in FY 2022; whereas remuneration for FY 2021 as shown in Exhibit 16 includes the second installment of the replacement award payable to one member of the GEM, who joined Landis+Gyr during FY 2020. As already disclosed, this replacement award was payable in two installments in FY 2020 and FY 2021 to compensate for remuneration forfeited at the previous employer as a result of joining Landis+Gyr.

As illustrated in Exhibit 17, for FY 2022 the total variable remuneration, i.e., STIP and LTIP, for the GEM represents 50% of total remuneration received. For the CEO, the total variable remuneration represents 53% of his total remuneration and 111% of his total fixed remuneration, i.e., base salary, benefits, pension and social security. For the other members of the GEM, the total variable remuneration represents on average 48% of total remuneration and ranges from 79% to 103% of total fixed remuneration, reflecting the variation in achieved performance levels. As described in previous sections of the report, the target mix between variable STIP and LTIP in relation to fixed remuneration for the GEM balances short- and long-term performance in alignment with Landis+Gyr's remuneration strategy and shareholders' interests.

EXHIBIT 17: GEM PAY COMPOSITION FY 2022



Performance of LTIP Grant FY 2020

For the LTIP grant made in FY 2020, with the performance period covering the three financial years 2020 to 2022, the overall vesting multiple is 0.58. While shareholder value was generated with a positive TSR over the three years, the performance relative to the SPI Industrials index lies just above the respective threshold for the FY 2020 grant. EPS performance was negatively impacted by the significant global supply chain challenges, as well as the FY 2020 legacy goodwill impairment, and the Board took the decision to normalize the impact of these one-off items. Before normalizing for the supply chain impact, the overall vesting multiple was 0.31. Out of the 64,632 PSUs originally granted to plan participants in FY 2020, approximately 26,500 shares will be allocated upon vesting in July 2023.

Further, as already mentioned in the FY 2021 Remuneration Report, there was no vesting for the 2019 LTIP in FY 2022, as the threshold performance levels for both relative TSR and EPS were not met.

Holding of Shares by Members of the Board and the GEM (Audited)

The members of the Board and GEM, including related parties, hold a total participation of 0.38% of the outstanding registered shares as of March 31, 2023 (0.36% as of March 31, 2022). This participation includes registered shares purchased as well as fully vested shares allocated in connection with the remuneration schemes and, for members of the Board, shares allocated in payment of part of their fees. However, unvested PSUs are not included.

EXHIBIT 18: SHARES HELD BY MEMBERS OF THE BOARD (AUDITED)

	Role	Shares held as at March 31, 2023	Shares held as at March 31, 2022
Andreas Umbach	Chair	75,751	73,553
Eric Elzvik	Lead Independent Director	9,636	7,886
David Geary ¹	Independent Member	n/a	2,626
Andreas Spreiter	Independent Member	10,236	9,330
Christina Stercken	Independent Member	4,160	3,276
Peter Mainz	Independent Member	3,405	2,499
Søren Thorup Sørensen ²	Not independent; representative of largest shareholder	0	0
Laureen Tolson	Independent Member	1,289	496

¹ Did not stand for re-election at the 2022 AGM.

² Representative of Landis+Gyr's largest shareholder KIRKBI Invest A/S, holding 4,445,265 shares which amounts to 15.38% of outstanding share capital.

EXHIBIT 19: SHARES HELD BY MEMBERS OF THE GEM (AUDITED)

	Role	Shares held as at March 31, 2023	Shares held as at March 31, 2022
Werner Lieberherr	Chief Executive Officer	3,300	3,300
Elodie Cingari	Chief Financial Officer	1,000	1,000
Bodo Zeug	Head of EMEA	0	0
Sean Cromie	Head of Americas	0	0

In addition, as at March 31, 2023 members of the GEM held a total of 54,023 PSUs with respect to grants made under the LTIP. As at March 31, 2022 members of the GEM held a total of 33,433 PSUs.

Shareholding Guidelines for the GEM Members

Shareholding guidelines were introduced for GEM members in FY 2018, which are designed to increase the alignment of the interests of GEM members and shareholders. The target ownership levels are defined based on the role and correspond to:

- 300% of base salary for the position of CEO
- 200% of base salary for other GEM members

GEM members are expected to build up their shareholding to the targeted ownership levels within five years, from the introduction of the guidelines or appointment to the GEM, respectively. Based on appointment dates, the first validation of compliance with the shareholding guidelines is required at the end of FY 2024.

External Mandates held by Members of Governing Bodies

For details on the external mandates held by members of the Board and GEM refer to page 11 et seq. and page 18 et seq., respectively, in the Corporate Governance Report.

Equity Overhang and Dilution as of March 31, 2023

In total as of March 31, 2023, the equity overhang, defined as the total number of outstanding unvested PSUs divided by the total number of shares issued, amounts to 0.59% (as at March 31, 2022: 0.52%).

The company's gross burn rate defined as the total number of equities (shares and PSUs) granted in FY 2022 divided by the total number of shares issued amounts to 0.36% (FY 2021: 0.24%).

It is the Company's policy to settle all shares under the equity plans for the Board remuneration, the LTIP and the ESPP through existing treasury shares as well as additional shares purchased in the market, thereby not creating any dilution effect to shareholders.

Loans granted to Members of the Board or the GEM

As referenced on page 4, in accordance with Article 28 of the Articles of Association, Landis+Gyr Group AG may not grant loans to members of the Board or the GEM and hence did not do so during FY 2022. Correspondingly, no loans to members of the Board, the GEM or to closely related parties were outstanding at the end of FY 2022.

Related-Party Transactions

Disclosure on remuneration for FY 2022 covers members of the Board and the GEM as indicated, and for both includes related parties to the extent applicable. Such related parties cover spouses, partners, children and other dependents or closely linked persons. In FY 2022 no remuneration was paid to any related party.

Remuneration to Former Members of Governing Bodies

During FY 2022 no remuneration was paid to former members of the Board or the GEM for their time as a member of such governing bodies, nor to any related parties.

Reconciliation of AGM Remuneration Resolutions

For the term to the 2023 AGM, the 2022 AGM approved a maximum aggregate remuneration amount for the Board of CHF 1.7 million (including social security costs). Exhibit 20 below shows the reconciliation between the remuneration that has been/will be paid/granted for the respective term of office and the maximum aggregate amount approved by the shareholders.

The maximum aggregate amount, comprising fixed and variable remuneration, of the existing members of the GEM for FY 2022 approved by the 2021 AGM, is CHF 8.5 million (including social security costs, benefits, etc.). Exhibit 21 below shows the reconciliation between the remuneration paid to the GEM for FY 2022 and the maximum aggregate amount approved by the shareholders.

EXHIBIT 20: REMUNERATION APPROVED AND PAID/GRANTED FOR THE MEMBERS OF THE BOARD

	Total remuneration granted (paid/payable)	Maximum aggregate amount available	Status
2021 AGM to 2022 AGM	CHF 1.5 million ¹	CHF 1.8 million	Approved (2021 AGM)
2022 AGM to 2023 AGM	CHF 1.4 million ²	CHF 1.7 million	Approved (2022 AGM)
2023 AGM to 2024 AGM		CHF 1.8 million ³	Proposed (2023 AGM)

- 1 For 8 members of the Board, of which one member waived his remuneration for the term of office.
- 2 For 7 members of the Board of which one member waived his remuneration for the term of office; represents an estimate for the term of office from 2022 AGM to 2023 AGM; the final amount will be disclosed in the Remuneration Report 2023.
- 3 For 8 members of the Board.

EXHIBIT 21: REMUNERATION APPROVED AND PAID/GRANTED FOR THE MEMBERS OF THE GEM

	Total remuneration granted	Maximum aggregate amount available	Status
FY 2021	CHF 6.3 million ¹	CHF 8.5 million	Approved (2020 AGM)
FY 2022	CHF 5.6 million ²	CHF 8.5 million	Approved (2021 AGM)
FY 2023		CHF 8.5 million	Approved (2022 AGM)
FY 2024		CHF 8.5 million ³	Proposed (2023 AGM)

- 1 For 6 members of the GEM as per the explanations given on pages 14 to 15.
- 2 For 4 members of the GEM as per the explanations given on pages 14 to 15.
- 3 The amount requested for FY 2024 is for 4 members of the GEM, consistent with the amount requested for FY 2023.

Report of the statutory auditor

to the General Meeting of Landis+Gyr Group AG

Cham

Report on the audit of the remuneration report

Opinion

We have audited the remuneration report of Landis+Gyr Group AG (the Company) for the year ended March 31, 2023. The audit was limited to the information on remuneration, loans and advances pursuant to Art. 14 to 16 of the Ordinance against Excessive Remuneration in Listed Companies Limited by Shares (Ordinance) in the tables marked 'audited' on pages 13 to 16 of the remuneration report.

In our opinion, the information on remuneration, loans and advances in the accompanying remuneration report complies with Swiss law and article 14 to 16 of the Ordinance.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the 'Auditor's responsibilities for the audit of the remuneration report' section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked 'audited' in the remuneration report, the consolidated financial statements, the financial statements and our auditor's reports thereon.

Our opinion on the remuneration report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the remuneration report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the remuneration report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' responsibilities for the remuneration report

The Board of Directors is responsible for the preparation of a remuneration report in accordance with the provisions of Swiss law and the company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's responsibilities for the audit of the remuneration report

Our objectives are to obtain reasonable assurance about whether the information on remuneration, loans and advances pursuant to article 14 to 16 of the Ordinance is free from material misstatement, whether due to fraud or error, and to

issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this remuneration report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the remuneration report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

PricewaterhouseCoopers AG



Rolf Johner
Licensed audit expert
Auditor in charge



Rahel Sopi
Licensed audit expert

Zug, May 25, 2023

PricewaterhouseCoopers AG, Dammstrasse 21, Postfach, 6302 Zug, Switzerland
Telefon: +41 58 792 68 00, www.pwc.ch

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Landis+Gyr Group AG
Alte Steinhäuserstrasse 18
6330 Cham
Switzerland
www.landisgyr.com

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