

Invitation to the Annual General Meeting 2026 of Aebi Schmidt Holding AG

Thursday, May 21, 2026, 10:00 a.m. Central European Summer Time
at Boulevard Lilienthal 8 (Entrance Auditorium), 8152 Glattpark, Switzerland

Agenda Items

Item 1 Approval of the audited consolidated financial statements and statutory standalone financial statements for the fiscal year ended December 31, 2025

Proposal:

Our Board of Directors proposes and recommends that the shareholders approve our consolidated financial statements and statutory standalone financial statements for the fiscal year ended December 31, 2025. Our consolidated financial statements and statutory standalone financial statements for the fiscal year ended December 31, 2025, are available electronically in the “Annual General Meeting 2026” section of www.aebi-schmidt.com/investors.

Item 2 Approval of allocation of profit available for distribution and approval of distribution of a dividend

Item 2.1 Approval of allocation of profit available for distribution

Proposal:

Our Board of Directors proposes and recommends that the shareholders approve that Aebi Schmidt’s profit be carried forward. The following table shows the appropriation of available earnings as proposed by the Board of Directors for the fiscal year ended December 31, 2025:

Retained earnings carried forward from previous year	USD	129,566,494
Net profit / (loss) for the year	USD	(20,256,000)
Total Retained Earnings	USD	109,310,494
Retained earnings to be carried forward	USD	109,310,494

Item 2.2 Approval of distribution of dividend (as a repayment of statutory reserves, by way of allocation to a dividend reserve)

Proposal:

Our Board of Directors proposes:

- (a) that an aggregate amount equal to USD \$10,000,000 be released from the capital contribution reserves account, a sub-account of legal reserves, and allocated to a segregated dividend reserve account from capital contribution reserves (Dividend Reserve); and
- (b) to distribute a dividend to the shareholders up to an aggregate amount totaling USD \$0.10 per share from, and limited at a maximum to the amount of, the Dividend Reserve in one or more installments, in such amounts and on such record and payment dates as determined by the Board of Directors in its discretion.

If the Board of Directors deems it advisable for Aebi Schmidt, the Board of Directors shall be authorized to abstain (in whole or in part) from distributing a dividend in its discretion. The authorization of the Board of Directors to distribute the installments from the Dividend Reserve will expire on the date of the 2027 annual general meeting, on which date any balance remaining in the Dividend Reserve will be automatically reallocated to the capital contribution reserves account of legal reserves.

Item 3 Discharge of liability for the Board of Directors and Executive Management for the fiscal year ended December 31, 2025

Proposal:

Our Board of Directors proposes and recommends that the shareholders discharge the liability of the Board of Directors and executive management for the fiscal year ended December 31, 2025.

Item 4 Approval of an Amendment to the Articles of Association to (i) reduce the minimum number of directors to five and the maximum number of directors to nine and (ii) amend the nomination rights of PCS Holding AG

Proposal:

Our Board of Directors proposes and recommends that the shareholders approve an amendment to the Articles of Association to reduce the minimum number of directors to five and the maximum number of directors to nine as well as a consequential amendment of certain nomination rights held by PCS Holding AG and Peter Spuhler. The following table shows the proposed amendments of the Articles of Association of Aebi Schmidt.

Current Articles / Proposed changes	New Articles
<p style="text-align: center;">B. Board of Directors</p> <p style="text-align: center;">Article 15</p> <p style="text-align: center;">Composition</p> <p>(1) The Board of Directors shall consist of at least nine five and not more than eleven nine members. If the number of members of the Board of Directors should fall below nine five, such vacancy or vacancies shall be filled at the latest at the next Annual General Meeting. The Chairperson and the other members of the Board of Directors shall be elected by the General Meeting on an individual basis for a term of one year, ending with the conclusion of the next Annual General Meeting. Re-election is permitted.</p> <p>(2) The Board of Directors shall constitute itself, subject to the applicable provisions of law and of these Articles of Association. It shall elect from among its members one or more Vice Chairpersons and designate a secretary who need not be a member of the Board of Directors.</p> <p>(3) If the Chairperson is not able to continue to hold office or if the Company does not have a Chairperson capable of acting and of holding office for other reasons, then the Board of Directors shall appoint one of its members as Chairperson until the next Annual General Meeting; the calling of a General Meeting in accordance with art. 726 para. 2 CO is reserved.</p>	<p style="text-align: center;">B. Board of Directors</p> <p style="text-align: center;">Article 15</p> <p style="text-align: center;">Composition</p> <p>(1) The Board of Directors shall consist of at least five and not more than nine members. If the number of members of the Board of Directors should fall below five, such vacancy or vacancies shall be filled at the latest at the next Annual General Meeting. The Chairperson and the other members of the Board of Directors shall be elected by the General Meeting on an individual basis for a term of one year, ending with the conclusion of the next Annual General Meeting. Re-election is permitted.</p> <p>(2) The Board of Directors shall constitute itself, subject to the applicable provisions of law and of these Articles of Association. It shall elect from among its members one or more Vice Chairpersons and designate a secretary who need not be a member of the Board of Directors.</p> <p>(3) If the Chairperson is not able to continue to hold office or if the Company does not have a Chairperson capable of acting and of holding office for other reasons, then the Board of Directors shall appoint one of its members as Chairperson until the next Annual General Meeting; the calling of a General Meeting in accordance with art. 726 para. 2 CO is reserved.</p>
<p style="text-align: center;">Article 16</p> <p style="text-align: center;">Board Member Nomination Rights</p> <p>(1) (a) PCS Holding AG and Peter Spuhler (together, including any successors, "PCS") shall, if they hold, directly or indirectly through one or several controlled entities, at least 35% of the Company's Outstanding Shares, have the right to jointly nominate four members of the Board of Directors; provided, however, that the number of such nominees shall be reduced to three if the Board of Directors consists of less than nine members. (b) PCS shall, if they hold, directly or indirectly through one or several controlled entities, at least</p>	<p style="text-align: center;">Article 16</p> <p style="text-align: center;">Board Member Nomination Rights</p> <p>(1) (a) PCS Holding AG and Peter Spuhler (together, including any successors, "PCS") shall, if they hold, directly or indirectly through one or several controlled entities, at least 35% of the Company's Outstanding Shares, have the right to jointly nominate four members of the Board of Directors; provided, however, that the number of such nominees shall be reduced to three if the Board of Directors consists of less than nine members. (b) PCS shall, if they hold, directly or indirectly through one or several controlled entities, at least</p>

25% but less than 35% of the Company's Outstanding Shares, have the right to jointly nominate three members of the Board of Directors; **provided, however, that the number of such nominees shall be reduced to two if the Board of Directors consists of less than nine members.** (c) PCS shall, if they hold, directly or indirectly through one or several controlled entities, at least 15% but less than 25% of the Company's Outstanding Shares, have the right to jointly nominate two members of the Board of Directors. (d) PCS shall, if they hold, directly or indirectly through one or several controlled entities, at least 12.5% but less than 15% of the Company's Outstanding Shares, have the right to jointly nominate one member of the Board of Directors. In each case, it is required that the Board of Directors is composed in accordance with Art. 15 para. 1 and that only such persons shall be nominated who satisfy the qualification criteria set forth in the charter of the Governance and Sustainability Committee; **provided in each of (a), (b), (c) and (d), however, that in case PCS makes use of its right to nominate members of the Board of Directors, the Board of Directors shall consist of at least eight members.**

25% but less than 35% of the Company's Outstanding Shares, have the right to jointly nominate three members of the Board of Directors; provided, however, that the number of such nominees shall be reduced to two if the Board of Directors consists of less than nine members. (c) PCS shall, if they hold, directly or indirectly through one or several controlled entities, at least 15% but less than 25% of the Company's Outstanding Shares, have the right to jointly nominate two members of the Board of Directors. (d) PCS shall, if they hold, directly or indirectly through one or several controlled entities, at least 12.5% but less than 15% of the Company's Outstanding Shares, have the right to jointly nominate one member of the Board of Directors. In each case, it is required that the Board of Directors is composed in accordance with Art. 15 para. 1 and that only such persons shall be nominated who satisfy the qualification criteria set forth in the charter of the Governance and Sustainability Committee; provided in each of (a), (b), (c) and (d), however, that in case PCS makes use of its right to nominate members of the Board of Directors, the Board of Directors shall consist of at least eight members.

Item 5 Election of the Board of Directors and the Chair of the Board of Directors

Item 5.1 Election of the Board of Directors

Proposal:

Our Board of Directors proposes and recommends that the shareholders elect each of the director nominees listed below, individually, to the Board of Directors until the 2027 annual general meeting:

- Election of Barend Fruithof
- Election of Andreas Rickenbacher
- Election of Angela Freeman
- Election of Daniela Spuhler
- Election of Martin Ritter
- Election of Michael Dinkins
- Election of Patrick Schaub
- Election of Terri A. Pizzuto

Item 5.2 Election of the Chair of the Board of Directors

Proposal:

Our Board of Directors proposes and recommends that the shareholders elect Barend Fruithof as the Chair of the Board of Directors until the 2027 annual general meeting.

Item 6 Election of the Human Resources and Compensation Committee of the Board of Directors

Proposal:

Our Board of Directors proposes and recommends that the shareholders elect each of the director nominees, Andreas Rickenbacher, Patrick Schaub and Angela Freeman, individually, as members of the Human Resources and Compensation Committee until the 2027 annual general meeting.

- Election of Andreas Rickenbacher
- Election of Patrick Schaub
- Election of Angela Freeman

Item 7 Election of PricewaterhouseCoopers AG (Zurich) as statutory auditor

Proposal:

Our Board of Directors proposes and recommends that the shareholders elect PricewaterhouseCoopers AG (Zurich) as Aebi Schmidt's statutory auditor.

Item 8 Election of Anwaltskanzlei Keller AG as independent proxy

Proposal:

Our Board of Directors proposes and recommends that the shareholders elect Anwaltskanzlei Keller AG as Aebi Schmidt's independent proxy until the conclusion of the 2027 annual general meeting.

Item 9 Approval of compensation of the Board of Directors and Executive Management

Item 9.1 Approval, on a non-binding advisory basis, of the compensation of named executive officers under U.S. securities law requirements

Proposal:

Our Board of Directors proposes and recommends that shareholders approve, on a non-binding advisory basis, the compensation of our named executive officers, as disclosed in the Proxy Statement. Our Proxy Statement 2026 is available electronically in the "Annual General Meeting 2026" section of www.aebi-schmidt.com/investors.

Item 9.2 Approval, on a non-binding advisory basis, of the frequency of future non-binding advisory votes to approve the compensation of named executive officers

Proposal:

Our Board of Directors proposes and recommends that shareholders approve, on an advisory basis, every year (annually) as the frequency of future non-binding advisory votes to approve the compensation of our named executive officers.

Item 9.3 Approval, on an advisory basis, of the Swiss Statutory Compensation Report for the fiscal year ended December 31, 2025

Proposal:

Our Board of Directors proposes and recommends that shareholders approve the Swiss Statutory Compensation Report for the fiscal year ended December 31, 2025. Our Swiss compensation report for the fiscal year ended December 31, 2025, is available electronically in the "Annual General Meeting 2026" section of www.aebi-schmidt.com/investors.

Item 9.4 Approval of the maximum compensation of the Board of Directors until the 2027 annual general meeting

Proposal:

Our Board of Directors proposes and recommends that shareholders approve a maximum total of \$2,300,000 in aggregate compensation for the members of the Board of Directors until the 2027 annual general meeting.

Item 9.5 Approval of the maximum compensation of Executive Management for the fiscal year ending December 31, 2027

Proposal:

Our Board of Directors proposes and recommends that shareholders approve a maximum total of \$12,500,000 in aggregate compensation for executive management for the next fiscal year, ending December 31, 2027.

Item 10 Approval of the Aebi Schmidt Equity Incentive PlanProposal:

Our Board of Directors proposes and recommends that shareholders approve the Aebi Schmidt Equity Incentive Plan. Our Equity Incentive Plan is available as Appendix B to the Proxy Statement and electronically in the “Annual General Meeting 2026” section of www.aebi-schmidt.com/investors.

Item 11 Approval of the Swiss Statutory Non-Financial Matters ReportProposal:

Our Board of Directors proposes and recommends that shareholders approve the Swiss Statutory Non-Financial Matters Report for the fiscal year ended December 31, 2025. Our Swiss Statutory Non-Financial Matters Report (also referred to as the “Sustainability Report”) is available electronically in the “Annual General Meeting 2026” section of www.aebi-schmidt.com/investors.

Organizational Matters

Voting and Quorum

Each share carries one vote. The exercise of the voting right is subject to the voting restrictions set out in Aebi Schmidt’s Articles of Association. For business to be conducted at the Annual Meeting, a quorum must be present. The presence at the Annual Meeting, in person or by proxy, of the holders of one-third of the shares issued and outstanding and entitled to vote on the Record Date will constitute a quorum for all purposes. Broker non-votes and proxies marked with abstentions or instructions to withhold votes will be counted as present in determining whether there is a quorum.

How do I attend and participate during the Annual Meeting?

Shareholders of record on the Record Date will receive an individualized Notice of Internet Availability of Proxy Materials (the “Notice”) from Broadridge. Beneficial owners of shares will receive the Notice or proxy materials, as well as a voting instruction form, from their broker, bank, nominee or custodian acting as shareholder of record to indicate how they wish their shares to be voted. If you do not receive the Notice or proxy materials by April 24, 2026, please reach out to your broker, bank, nominee or custodian acting as shareholder of record or Aebi Schmidt’s Investor Relations team.

In order to attend the Annual Meeting in person, shareholders of record must bring their admission ticket (which may be obtained as described below) and government-issued identification such as a driver’s license or passport. A shareholder may also appoint another person to represent him or her at the Annual Meeting through a written, signed proxy giving such person the right to vote the shares. Such person must bring that proxy, his or her government-issued identification, and an admission ticket to the Annual Meeting.

Beneficial owners who wish to vote in person at the Annual Meeting must obtain a signed proxy from their broker, bank, nominee or other custodian that authorizes you to vote the shares held by them on your behalf. In addition, you must bring to the Annual Meeting an admission ticket and government-issued identification.

Beneficial owners who have not obtained a proxy from their broker or custodian are not entitled to vote in person at, or participate in, the Annual Meeting.

To request an admission ticket to the Annual Meeting, please reach out to Aebi Schmidt’s Investor Relations team at investor.relations@aebi-schmidt.com or +41 44 308 58 77 and send proof of your stock ownership. For shareholders of record, proof of stock ownership is a copy of your Notice. For beneficial owners, proof of stock ownership is a proxy certificate. To allow time for processing, please submit requests for admission tickets by May 18, 2026. Admission tickets are not transferrable. You may contact Investor Relations with any questions about the admission ticket process.

Beneficial owners of shares held in “street name” and shareholders of record with voting rights at the close of business on the Record Date are entitled to vote at the Annual Meeting, except that shareholders who, upon application, become registered as shareholders with respect to their shares after the Record Date but on or before May 11, 2026 and wish to vote those shares at the Annual Meeting will need to obtain proxy materials by contacting Investor Relations at investor.relations@aebi-schmidt.com or +41 44 308 58 77. Shareholders of record who have sold their shares prior to May 11, 2026, are not entitled to vote these shares at the Annual Meeting.

Independent Proxy

As a shareholder, you have the right to grant your voting proxy to the independent proxy, Anwaltskanzlei Keller AG, P.O. Box 1889, 8027 Zurich, Switzerland, in the sense of Article 689c of the Swiss Code of Obligations by completing, signing and submitting the corresponding proxy card (including electronically).

Requests can be sent to attention: Anwaltskanzlei Keller AG, P.O. Box 1889, 8027 Zurich, Switzerland or proxyvoting@anwaltskanzlei-keller.com. All requests must be accompanied by proof of stock ownership, which is described in more detail above in “How do I attend and participate during the Annual Meeting?” Proxies granted to the independent proxy must be received no later than 5:00 p.m. Central European Summer Time on May 18, 2026, to allow for appropriate processing time.

Shareholders who have appointed the independent proxy as a proxy may not vote in person at the meeting or send a proxy of their choice to the meeting, unless they revoke or change their proxies. By signing the proxy card (including electronically) and if no other instructions are given, the shareholder instructs the independent proxy to vote in accordance with the position of the Board as to each proposal. If a new proposal or a new suggestion for an existing proposal is put before the Annual Meeting and no other instructions are given, the shareholder instructs the independent proxy to vote in accordance with the position of the Board. In case a shareholder invalidates these general instructions and does not provide any other instructions, the independent proxy must abstain from voting on the shareholder’s behalf.

2026 Proxy Statement and 2025 Annual Report of Aebi Schmidt Holding AG

Aebi Schmidt Holding AG’s 2026 Proxy Statement relating to the Annual Meeting, which includes explanations of the proposals described above, Aebi Schmidt Holding AG’s 2025 Annual Report containing Aebi Schmidt’s consolidated financial statements, Aebi Schmidt’s statutory standalone financial statements, Aebi Schmidt’s Swiss Statutory Compensation Report and Aebi Schmidt’s Swiss Statutory Non-Financial Matters Report (also referred to as the “Sustainability Report”) are available on the Company’s website in the “Annual General Meeting 2026” section of www.aebi-schmidt.com/investors. Copies of these documents may be obtained without charge by contacting Aebi Schmidt Investor Relations by telephone at +41 44 308 58 77 or via e-mail at investor.relations@aebi-schmidt.com.

Frauenfeld, April 10, 2026

By Order of the Board of Directors,

Thomas Schenkirsch

Chief Group Services and Deputy CEO