

ZURICH, SWITZERLAND, FEBRUARY 19, 2026

# Notice of ABB's Annual General Meeting on March 19, 2026

ABB today published the invitation to its Annual General Meeting (AGM), which will be held on Thursday, March 19, 2026, at 10:00 a.m. CET. The invitation can be found attached and via this [link](#). The Annual General Meeting 2026 will be held at Halle 550, Birchstrasse 150, 8050 Zurich, Switzerland, and will also be broadcast: [link](#).

## Registration and admission cards

Shareholders entered in the share register with the right to vote on March 11, 2026, 3:00 p.m. (CET), are entitled to participate in the Annual General Meeting. These shareholders will receive their admission cards (by mail) on request, either using the reply form enclosed to the invitation or electronically (e-voting). The reply form or a corresponding notification must reach the Company not later than March 13, 2026 (by mail or e-voting). Reply forms or notifications arriving after that date will not be taken into consideration.

## Proxy/voting

If you cannot attend our Annual General Meeting in person, you may be represented by proxy.

## Electronic authorizations/voting and instructions to the independent proxy (e-voting)

Shareholders may use the shareholder platform to either request an admission card or issue voting instructions to the independent proxy.

Shareholders may vote electronically, or change any instructions they may have communicated electronically, up to but no later than 11:59 p.m. (CET) on March 13, 2026. Further information as well as instructions on how to register and vote electronically can be found under this [link](#).

## Agenda

1. Approval of the management report, the consolidated financial statements and the annual financial statements for 2025
2. Consultative vote on the Compensation Report 2025
3. Consultative vote on the Sustainability Statement 2025
4. Discharge of the Board of Directors and the persons entrusted with management
5. Appropriation of earnings
6. Approval of the compensation of the Board of Directors and the Executive Committee

- 6.1 Approval of the maximum aggregate amount of compensation of the Board of Directors for the next term of office, i. e., from the Annual General Meeting 2026 to the Annual General Meeting 2027
- 6.2 Approval of the maximum aggregate amount of compensation of the Executive Committee for the following financial year, i. e., 2027
7. Elections to the Board of Directors and election of the Chairman of the Board of Directors
8. Elections to the Compensation Committee
9. Election of the independent proxy
10. Election of the auditors

**ABB** is a global technology leader in electrification and automation, enabling a more sustainable and resource-efficient future. By connecting its engineering and digitalization expertise, ABB helps industries run at high performance, while becoming more efficient, productive and sustainable so they outperform. At ABB, we call this 'Engineered to Outrun'. The company has over 140 years of history and around 110,000 employees worldwide. ABB's shares are listed on the SIX Swiss Exchange (ABBN) and Nasdaq Stockholm (ABB). [www.abb.com](http://www.abb.com)

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**ABB Ltd**

Affolternstrasse 44

8050 Zurich

Switzerland



# INVITATION TO THE ANNUAL GENERAL MEETING OF ABB LTD, ZURICH

THURSDAY, MARCH 19, 2026,  
AT 10:00 A.M.

HALLE 550, BIRCHSTRASSE 150,  
8050 ZURICH, SWITZERLAND

ENGINEERED  
TO OUTFIT

# INVITATION

## Dear Shareholders,

On behalf of the Board of Directors, I am very pleased to invite you to ABB's Annual General Meeting 2026.

In 2025, ABB was able to deliver another year of record results, thanks to strong demand for our industry leading solutions in electrification and automation as well as our ABB Way operating model, which has made our company more agile and efficient.

We look forward to presenting our performance and future plans to you at our AGM, and to an open and constructive dialogue.

Our AGM will be held at Halle 550, Birchstrasse 150, 8050 Zurich, Switzerland, on March 19, 2026, at 10 a.m. Before the meeting, we will be serving our traditional breakfast, starting at 08:30 a.m.

We look forward to seeing you then.

Yours sincerely,



**Peter Voser**

Chairman of the Board of Directors

# AGENDA AND PROPOSALS OF THE BOARD OF DIRECTORS

## 1 Approval of the management report, the consolidated financial statements and the annual financial statements for 2025

### Proposal

The Board of Directors proposes that the management report, the consolidated financial statements and the annual financial statements for 2025 be approved.

### Explanation

Pursuant to Article 698 para. 2 item 3 and 4 CO and Article 18 c) and d) of the Articles of Incorporation, the General Meeting of Shareholders is competent to approve the management report, the consolidated financial statements and the annual financial statements. The management report, the consolidated financial statements and the annual financial statements for 2025 are available at [go.abb/reports](https://go.abb/reports).

## 2 Consultative vote on the Compensation Report 2025

### Proposal

The Board of Directors proposes that the Compensation Report 2025 be accepted (non-binding consultative vote).

### Explanation

The Compensation Report contains the principles governing the compensation paid to the Board of Directors and the Executive Committee and reports

on the amounts paid to the members of both bodies for 2025. The Compensation Report 2025 is available at [go.abb/reports](https://go.abb/reports).

## 3 Consultative vote on the Sustainability Statement 2025

### Proposal

The Board of Directors proposes that the Sustainability Statement 2025 be accepted (non-binding consultative vote).

### Explanation

The Sustainability Statement contains detailed information about ABB's Sustainability Agenda, its targets and progress achieved. It also provides information about non-financial matters as required by Article 964b CO. Pursuant to Article 964c para. 1 CO and Article 18 j) of the Articles of Incorporation, the report on non-financial matters shall be submitted to the General Meeting of Shareholders. The Sustainability Statement 2025 is available at [go.abb/reports](https://go.abb/reports).

## 4 Discharge of the Board of Directors and the persons entrusted with management

### Proposal

The Board of Directors proposes that the members of the Board of Directors and the persons entrusted with management be granted discharge for the financial year 2025.

### Explanation

Pursuant to Article 698 para. 2 item 7 CO and Article 18 h) of the Articles of Incorporation, the General Meeting of Shareholders is competent to grant discharge to the members of the Board of Directors and the persons entrusted with management.

## 5 Appropriation of earnings

### Proposal

Net income for 2025	CHF	3,048,561,561
Carried forward from previous year	CHF	2,730,147,014
Cancellation of repurchased shares	CHF	(804,109,280)
<b>Earnings available to the Annual General Meeting</b>	<b>CHF</b>	<b>4,974,599,295</b>

The Board of Directors proposes that out of the earnings available to the Annual General Meeting, a dividend of CHF 0.94 gross per registered share be distributed. Calculated on the total number of issued shares of 1,843,899,204, this corresponds to a maximum total amount of CHF 1,733,265,251.76.

The first trading day ex-dividend is expected to be March 23, 2026. The payout date in Switzerland is expected to be March 25, 2026. The Swiss withholding tax of 35 % will be deducted from the gross dividend amount.

The remaining amount of the available earnings is proposed to be carried forward to the new account.

In deciding on the appropriation of dividends, the Annual General Meeting shall take into account that ABB Ltd will not pay dividends on shares that participate in the dividend access facility as per Article 8 of the Articles of Incorporation and on own shares held by the Company and its subsidiaries.

Shareholders who are resident in Sweden and participate in the established dividend access facility will receive for each registered share of ABB Ltd an amount in Swedish Kronor from ABB Norden Holding AB that corresponds to the dividend resolved on a registered share of ABB Ltd without deduction of the Swiss withholding tax. This amount, however, is subject to taxation according to Swedish law.

### Explanation

Pursuant to Article 698 para. 2 item 4 CO and Article 18 d) of the Articles of Incorporation, the General Meeting of Shareholders is competent to resolve on the appropriation of earnings, in particular with regard to dividends.

## **6 Approval of the compensation of the Board of Directors and the Executive Committee**

### **6.1 Approval of the maximum aggregate amount of compensation of the Board of Directors for the next term of office, i. e., from the Annual General Meeting 2026 to the Annual General Meeting 2027**

#### **Proposal**

The Board of Directors proposes that the maximum aggregate amount of compensation of the Board of Directors covering the period from the Annual General Meeting 2026 to the Annual General Meeting 2027 in the amount of CHF 5,100,000 be approved.

#### **Explanation**

Pursuant to Article 698 para. 3 item 4 CO and Article 34 of the Articles of Incorporation, the General Meeting of Shareholders shall approve the maximum aggregate amount of compensation of the Board of Directors for the next term of office. Further information on the proposed compensation is provided in the annex to this invitation.

### **6.2 Approval of the maximum aggregate amount of compensation of the Executive Committee for the following financial year, i. e., 2027**

#### **Proposal**

The Board of Directors proposes that the maximum aggregate amount of compensation of the Executive Committee for the financial year 2027 in the amount of CHF 40,000,000 be approved.

#### **Explanation**

Pursuant to Article 698 para. 3 item 4 CO and Article 34 of the Articles of Incorporation, the General Meeting of Shareholders shall approve the maximum aggregate amount of compensation of the Executive Committee for the following financial year. Further information on the proposed compensation is provided in the annex to this invitation.

## 7 Elections to the Board of Directors and election of the Chairman of the Board of Directors

The term of office for all members of the Board of Directors expires at the completion of the Annual General Meeting on March 19, 2026.

### Proposal

The Board of Directors proposes that the persons presented below be elected to the Board of Directors for a term of office extending until completion of the Annual General Meeting 2027:



#### David Constable (as Director)

David Constable has been a member of ABB's Board of Directors since April 2015. He is the chairman of the board of directors of Fluor Corporation (US). Through April 2025, he was also the chief executive officer of Fluor. Mr. Constable was formerly president and chief executive officer as well as a member of the board of directors of Sasol Limited (South Africa). He joined Sasol after more than 29 years with Fluor Corporation (US). Mr. Constable was born in 1961 and is a Canadian and US citizen.



#### Frederico Fleury Curado (as Director)

Frederico Fleury Curado has been a member of ABB's Board of Directors since April 2016. He is a member of the boards of directors of Transocean Ltd. (Switzerland) and LATAM Airlines Group S.A. (Chile). He was formerly the chief executive officer of Ultrapar S.A. and Embraer S.A. (both Brazil). Mr. Curado was born in 1961 and is a Brazilian and Portuguese citizen.



#### Johan Forssell (as Director)

Johan Forssell has been a member of ABB's Board of Directors since March 2024. He is a member of the boards of directors of Atlas Copco AB, Epiroc AB (both Sweden) and Wärtsilä Oyj (Finland). He was previously the chief executive officer of Investor AB (Sweden). Mr. Forssell was born in 1971 and is a Swedish citizen.



### **Denise Johnson (as Director)**

Denise C. Johnson has been a member of ABB's Board of Directors since March 2023. She is a member of the boards of directors of the US National Mining Association, the National Association of Manufacturers and the US Chamber of Commerce (all US). Ms. Johnson is a group president of Caterpillar Inc. (US), responsible for Resource Industries. Before joining Caterpillar in 2011, she worked for General Motors (GM) in different managerial roles in the US and as President and Managing Director of GM in Brazil. Ms. Johnson was born in 1966 and is a US citizen.



### **Jennifer Xin-Zhe Li (as Director)**

Jennifer Xin-Zhe Li has been a member of ABB's Board of Directors since March 2018. She is a member of the boards of directors of SAP SE (Germany) and Full Truck Alliance Co. Ltd. (Cayman Islands/P.R.C.). Ms. Li is a founder and general partner of Changcheng Investment Partners (P.R.C.), a private investment fund. From 2008 to 2018, she served as chief financial officer of Baidu Inc. (P.R.C.) and chief executive officer of Baidu Capital (P.R.C.). Prior to that,

Ms. Li spent 14 years with General Motors, holding various senior finance positions, including chief financial officer of GM China and corporate controller for GMAC North American Operations. Ms. Li was born in 1967 and is a Canadian citizen.



### **Geraldine Matchett (as Director)**

Geraldine Matchett has been a member of ABB's Board of Directors since March 2018. She is a member of the boards of directors of Nestlé Ltd. and Swiss Re Ltd (both Switzerland). She is the chairperson of the Greenhouse Gas Protocol (GHGP) steering committee. Ms. Matchett was formerly the co-chief executive officer and the chief financial officer of DSM-Firmenich (Switzerland) and, prior to the DSM-Firmenich merger, of DSM (The Netherlands). She was previously the chief financial officer of SGS Ltd (Switzerland). Prior to joining SGS she worked as an auditor at Deloitte Ltd (Switzerland) and KPMG LLP (UK). Ms. Matchett was born in 1972 and is a Swiss, British and French citizen.



### **David Meline (as Director)**

David Meline has been a member of ABB's Board of Directors since April 2016. He is a member of the boards of directors of HP Inc. (US), Lonza Group Ltd (Switzerland) and Eikon Therapeutics, Inc. (US). Through January 2025, he was also a member of the board of directors of Pacific Biosciences of California, Inc. (US). From 2011 through 2022, he held chief financial officer roles at Moderna Inc., Amgen Inc. and the 3M Company (all US). From 2008 through 2011 he was the corporate controller and chief accounting officer of the 3M Company (US). Prior to joining 3M, Mr. Meline worked for more than 20 years for the General Motors Company (US). Mr. Meline was born in 1957 and is a US and Swiss citizen.



### **Claudia Nemat (as Director)**

Claudia Nemat has been a member of ABB's Board of Directors since March 2025. Until April 2025, she was a member of the board of directors of Airbus SE (The Netherlands). From 2011 until September 2025, Ms. Nemat was a member of the

management board of Deutsche Telekom (Germany). She led the European business until the end of 2016 and thereafter was responsible for Technology and Innovation, which included networks, IT and products, as well as information- and cyber-security. Ms. Nemat started her career at McKinsey, where she worked for more than 17 years and became a Senior Partner. Ms. Nemat was born in 1968 and is a German citizen.



### **Mats Rahmström (as Director)**

Mats Rahmström has been a member of ABB's Board of Directors since March 2024. He is the chairman of the board of directors of Piab AB (Sweden) and a member of the boards of directors of Investor AB, Qvantum Industries AB, SKF AB and SMD Logistics AB (all Sweden). Through April 2025, he was a member of the board of directors of Wärtsilä Oyj (Finland). Mr. Rahmström was president and chief executive officer of Atlas Copco AB (Sweden) until 2024, a position which he had held since 2017 after many years in management roles at this company. Mr. Rahmström was born in 1965 and is a Swedish citizen.



### **Peter Voser (as Director and Chairman)**

Peter R. Voser has been a member and Chairman of ABB's Board of Directors since April 2015. He was ABB's Chief Executive Officer from April 2019 through February 2020. He is a member of the board of directors of IBM Corporation (US). He is also a member of the board of directors of Temasek Holdings (Private) Limited (Singapore) as well as chairman of the board of PSA International Pte Ltd (Singapore), one of its subsidiaries. In addition, he is the chairman of the board of trustees of the St. Gallen Foundation for International Studies. He was previously the chief executive officer of Royal Dutch Shell plc (The Netherlands). Mr. Voser was born in 1958 and is a Swiss citizen.

#### **Explanation**

Pursuant to Article 698 para. 2 item 2/para. 3 item 1 CO and Article 21 of the Articles of Incorporation, the General Meeting of Shareholders elects individually each member of the Board of Directors and the Chairman of the Board of Directors. Following a detailed review process, the Board of Directors determined that it currently has the right combination of CEO, CFO, industry, sustainability and technology as well as geographic/regional experience. Therefore, the Board of Directors is nominating all current members for re-election.

## **8 Elections to the Compensation Committee**

### **Proposal**

The Board of Directors proposes the election of:

- David Constable
- Frederico Fleury Curado
- Jennifer Xin-Zhe Li
- Mats Rahmström

to the Compensation Committee for a term of office extending until completion of the Annual General Meeting 2027.

### **Explanation**

Pursuant to Article 698 para. 3 item 2 CO and Article 29 of the Articles of Incorporation, the General Meeting of Shareholders elects individually each member of the Compensation Committee.

## 9 Election of the independent proxy

### Proposal

The Board of Directors proposes the election of

- Zehnder Bolliger & Partner, attorneys-at-law and notary office, Bahnhofplatz 1, 5400 Baden, Switzerland

as independent proxy for a term of office extending until completion of the Annual General Meeting 2027.

### Explanation

Pursuant to Article 698 para. 3 item 3 CO and Article 15 of the Articles of Incorporation, the General Meeting of Shareholders elects the independent proxy.

## 10 Election of the auditors

### Proposal

The Board of Directors proposes that KPMG Ltd, Zurich, be elected as auditors for the financial year 2026.

### Explanation

Pursuant to Article 698 para. 2 item 2 CO and Article 18 b) of the Articles of Incorporation, the General Meeting of Shareholders elects the auditors.

Zurich, February 18, 2026

ABB Ltd

Board of Directors

# ORGANIZATIONAL TOPICS

## Integrated Report

The Integrated Report is available at [go.abb/reports](https://go.abb/reports).

## Registration and admission cards

Shareholders entered in the share register with the right to vote on March 11, 2026, 3:00 p.m. (CET), are entitled to participate in the Annual General Meeting. These shareholders will receive their admission cards (by mail) on request, either using the reply form enclosed or electronically (e-voting). The reply form or a corresponding notification must reach the Company not later than March 13, 2026 (by mail or e-voting). Reply forms or notifications arriving after that date will not be taken into consideration.

## Proxy/Voting

If you cannot attend our Annual General Meeting in person, you may:

- a) authorize Zehnder Bolliger & Partner, attorneys-at-law and notary office, Bahnhofplatz 1, 5400 Baden, Switzerland, to act as your independent proxy; or
- b) be represented by your legal representative or, by means of a written proxy, any other proxy.

## Electronic authorizations/ voting and instructions to the independent proxy (e-voting)

Shareholders may use the shareholder platform at [www.gvote.ch](http://www.gvote.ch) to either request an admission card or issue voting instructions to the independent proxy.

The requisite login details are enclosed in the reply form. Shareholders may vote electronically, or change any instructions they may have communicated electronically, up to but no later than 11:59 p.m. (CET) on March 13, 2026.

For further information as well as instructions on how to register and vote electronically, please refer to [go.abb/agm](http://go.abb/agm).

## No trading restrictions on shares for registered share- holders

The entry of shareholders with the right to vote in ABB's share register does not affect the trading of shares held by such shareholders before, during or after the Annual General Meeting.

## Shares and votes

As of December 31, 2025, the total number of shares and votes in ABB Ltd was 1,843,899,204. As of the same date, the Company held 25,757,777 treasury shares, corresponding to 25,757,777 votes. The voting rights in treasury shares cannot be exercised at the Annual General Meeting.

## Translation

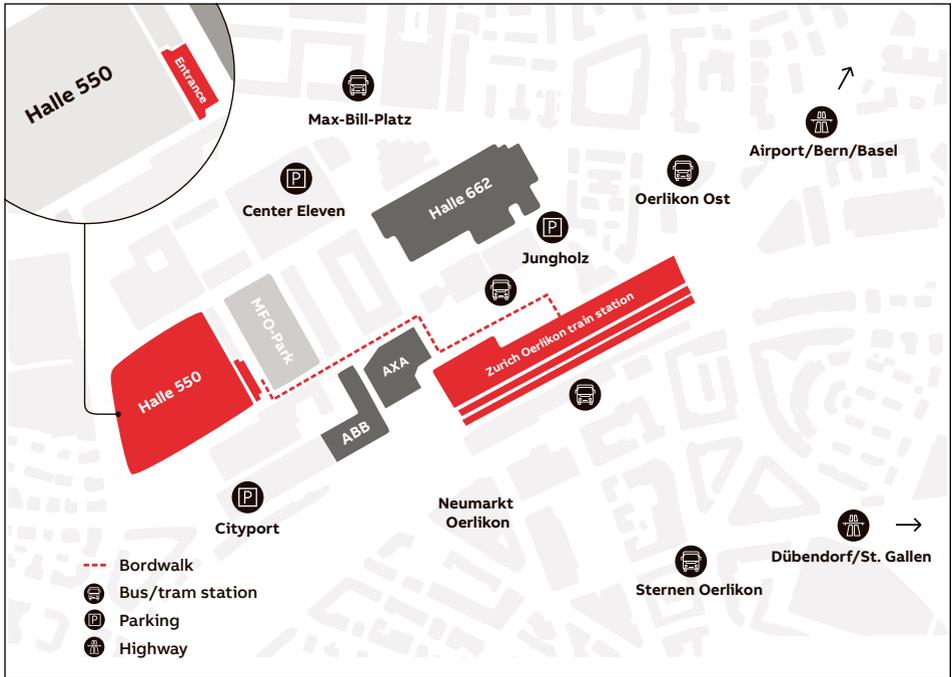
The Annual General Meeting will be conducted primarily in German. Translation into English will be available.

## Live webcast

The Annual General Meeting will be broadcast at [go.abb/agm](http://go.abb/agm).

## Record of decisions

A record of the decisions taken by the Annual General Meeting will be published shortly after the event at [go.abb/agm](http://go.abb/agm).



## Notes for participants

Shareholders are asked to use public transport as there will be limited parking facilities at the meeting location.

## Public transport

From Zurich central station to Zurich Oerlikon train station use train number S2, S6, S7, S8, S9, S14, S15, S16, S19 or S24.

On foot: about 5 minutes' walk from Zurich Oerlikon station to Halle 550.

## ANNEX (AGENDA ITEM 6)

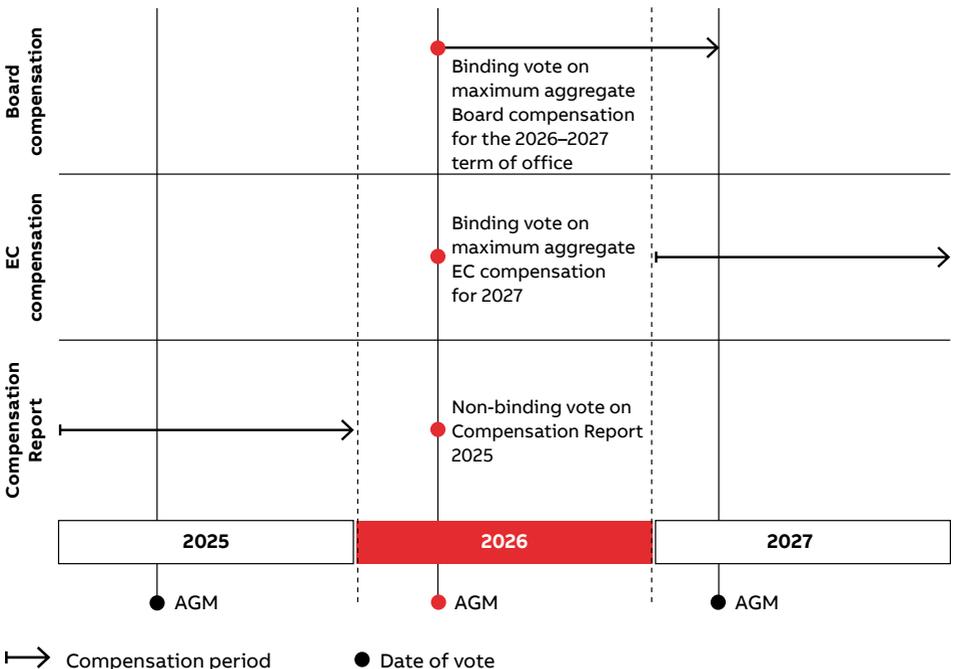
### Approval of the compensation of the Board of Directors and the Executive Committee

#### Introduction

At the Annual General Meeting 2026 of ABB Ltd, shareholders can approve the maximum aggregate compensation of the Board of Directors (Board) for its 2026–2027 term of office and the

maximum aggregate compensation of the Executive Committee (EC) for 2027. There will also be a non-binding vote on the Compensation Report 2025.

#### Overview of compensation votes at the Annual General Meeting 2026



## **6.1 Approval of the maximum aggregate amount of compensation of the Board of Directors for the next term of office, i. e., from the Annual General Meeting 2026 to the Annual General Meeting 2027**

Following a Board compensation review conducted in 2025, ABB proposes an adjustment to the maximum aggregate compensation of the Board, resulting from the need to correct the fee for the Chairman of the Board, which has remained unchanged for 19 years and is significantly below market reference. The number of Board members shall remain unchanged for the upcoming term of office.

The Board therefore proposes that shareholders approve a maximum aggregate compensation of the Board of CHF 5,100,000.

The compensation of the members of the Board consists only of fixed compensation and the Board members are required to take at least half of their compensation in the form of ABB Ltd shares.

The compensation principles for the members of the Board are described in Article 33 of the Articles of Incorporation. Based on the proposals of the Compensation Committee, the Board determines the compensation of its members taking into account each member's position and responsibilities.

Additional information regarding compensation of the Board is available in the Compensation Report 2025.

## **6.2 Approval of the maximum aggregate amount of compensation of the Executive Committee for the following financial year, i. e., 2027**

ABB has progressively increased the performance orientation of its compensation system while better aligning it to the Company's strategy, taking into consideration inputs from shareholders and other key stakeholders. Further information regarding Executive Committee (EC) compensation, including the proposed changes for 2026, is available in the Compensation Report 2025.

The main factors impacting changes in aggregate compensation from year to year are the number of EC members, each member's target compensation as well as Company, Business Area and individual performance during the relevant performance cycles.

Target compensation is reached if EC members meet the performance criteria for a 100 percent award under the Annual Incentive Plan (AIP) and for a target allocation of 100 percent of the reference grant size under the long-term incentive plan (LTIP).

The proposed maximum aggregate EC compensation for 2027 of CHF 40,000,000 would only be reached if EC members meet the performance criteria for a 150 percent award under the AIP and a maximum vesting of the 2024 LTIP award. This combined level of AIP award and LTIP vesting for all EC members, on an aggregate basis, has not occurred at ABB to date.

The total EC compensation in 2025 of CHF 33.7 million was a reduction compared to the CHF 44.5 million in 2024, and below the amount of CHF 45.9 million approved at the AGM 2024.

The chart below shows the development of aggregate EC compensation from 2022 to 2026 as well as the proposal for 2027.

#### Overview of considerations in calculation of maximum aggregate EC compensation<sup>1</sup>

	2022	2023	2024	2025			2026	2027
<b>Aggregate EC compensation in CHF (millions)</b>	40.0	45.9	43.9	33.7	31.1	45.9	44.5	40.0
<b>Assumptions</b>	Maximum (approved at AGM 2021)	Maximum (approved at AGM 2022)	Maximum (approved at AGM 2023)	Actual	Target	Maximum (approved at AGM 2024)	Maximum (approved at AGM 2025)	Maximum (proposed at AGM 2026)
STI award percentage	150 %	150 %	150 %	115 % <sup>2</sup>	100 %	150 %	150 %	150 %
Adjustment of LTIP grant size	+12.5 %	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Number of LTIP shares potentially vesting in year <sup>3</sup>	220,561	354,869	301,476	n.a.	n.a.	270,833	195,716	253,016
Number of EC members	9	9	9	9	9	9	9	8

<sup>1</sup> For full description, see Compensation Report 2025.

<sup>2</sup> Average outcome without allocation of former EC members. For full description, see Compensation Report 2025.

<sup>3</sup> For example, 253,016 LTIP shares were granted to the EC in 2024, that potentially vest in 2027 subject to performance conditions. While 253,016 shares represent the LTIP target vesting award, the actual number of awarded shares can be 0–200 percent of target.

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