Media release

Ad hoc announcement pursuant to Art. 53 LR

dormakaba to simplify its ownership structure

Rümlang, 1 September 2026 – dormakaba today announced that it will propose steps to simplify the group's ownership structure at the upcoming Annual General Meeting on 20 October 2026. By aligning ownership and economic interests at the level of the listed holding company, the new structure will enhance transparency and comparability and strengthen dormakaba's capital markets profile over time, to the benefit of shareholders.

Under the current ownership structure, the Mankel family, the former owners of Dorma, holds a stake of 10.8% in SIX-listed dormakaba Holding AG. In addition, the Mankel family holds 47.5% of dormakaba's operating business through an intermediate holding company in Germany, in which dormakaba Holding AG holds the remaining 52.5%. Combined, this gives the Mankel family an economic majority in the group. This structure dates back to the merger of Dorma and Kaba in 2015 and has since been the basis of disclosure to the market.

Proposed transaction to consolidate economic ownership at dormakaba Holding AG level

The Board of Directors and the Mankel family have now agreed to simplify the current ownership structure: dormakaba Holding AG will purchase the Mankel family's 47.5% interest in the operating business for a price of CHF 2.13 billion. The stake will be transferred to dormakaba Holding AG through a contribution in kind. In return, the Mankel family will receive 36'161'560 newly issued shares in dormakaba Holding AG at an issue price of CHF 58.0989 per share, based on the 30-day volume-weighted average price, together with a cash component of CHF 29.9 million. An independent fairness opinion confirms the financial fairness of the transaction.

The simplification of dormakaba's ownership structure, which maintains continuity in its anchor shareholder framework, is expected to provide a number of important benefits:

- Ownership and economic interests aligned at the level of dormakaba Holding AG
- Simpler and more transparent ownership structure for investors, analysts and proxy advisors
- Reduced tax leakage and improved flexibility in cash management and profit distribution
- Increased strategic and financing flexibility and debt capacity
- Enhanced capital markets profile and increased trading liquidity expected over time

In addition, the proposed transaction will create around CHF 2 billion in capital contribution reserves from foreign sources, which may be distributed to shareholders in the future without deduction of Swiss withholding tax.

[1] dormakaba Holding GmbH + Co. KGaA

Svein Richard Brandtzæg, Chairman of dormakaba, stated: "By consolidating the full economic interest in our operating business at the level of the listed holding company, we will make the group easier to understand and compare, and enable the market to assess dormakaba on a clearer basis. At the same time, the proposed new setup will remove inefficiencies and give the company greater financial flexibility. This will strengthen dormakaba's capital markets profile and eliminate any valuation discount associated with the current structure over time. The simplification also aligns with our strategic objective to reduce complexity across the group."

Next steps to completion of the transaction and minority protection

The transaction is subject to shareholder approval of the capital increase, a formally selective opting-out and other amendments to the articles of incorporation at the Annual General Meeting on 20 October 2026. Furthermore, the transaction is subject to regulatory approvals and other customary conditions. Completion of the transaction is expected on or around 7 January 2027.

The new opting-out (replacing the existing one) exempts the Mankel family from the obligation to make a mandatory public tender offer under the new ownership structure. At the same time, under a relationship agreement concluded with dormakaba Holding AG on 31 August 2026 and effective upon completion of the transaction, the Mankel family commits not to exceed 57% of dormakaba Holding AG shares and voting rights for a period of 15 years. The relationship agreement also provides for the Chair of the Board of Directors to be independent and have the casting vote, and the Mankel family will be entitled to nominate no more than 50% of the members of the Board. As a result of the relationship agreement, the Mankel family and dormakaba Holding AG will be considered a group for purposes of Swiss disclosure law.

The current pool agreement and other agreements between the Mankel family, the Kaba family and/or dormakaba Holding AG, which were concluded in connection with the merger of Dorma and Kaba, will be terminated upon completion of the transaction. Following termination of the pool agreement, neither the Mankel and Kaba families collectively nor the Kaba family independently will continue to constitute a group for purposes of Swiss disclosure law. As a result, the Kaba family shares will form part of the free float upon completion of the transaction.

In addition, upon completion of the transaction, the transfer agreement, which contains certain provisions applicable in the event of a change of control of the company in favor of the Mankel family, will be rescinded. This is expected to further support the long-term attractiveness and valuation of the dormakaba share.

Future shareholder structure and strengthened free float

Upon completion of the transaction, the Mankel family is expected to hold 40,711,762 registered shares in dormakaba Holding AG with a nominal value of CHF 0.01 each, corresponding to 52.09% of the shares and voting rights. The 411,732 treasury shares held by dormakaba Holding AG (representing 0.53% of the shares and voting rights upon completion of the transaction) will be disclosed as part of the same group for purposes of Swiss disclosure law.

The remaining dormakaba Holding AG shares will constitute the free float, including the 7,076,550 shares expected to be held by the Kaba family, corresponding to 9.05% of the shares and voting rights upon completion of the transaction. At the same time, each dormakaba

Holding AG share will represent the full economic interest in the group, compared to 52.5% today.

Details can be found via the search function on SIX Exchange Regulation's website at Significant Shareholders.

Both the Mankel and the Kaba families reaffirmed their continued commitment as long-term shareholders of dormakaba.

Board of Directors to be reduced from 10 to 8

The company today also announced that it intends to reduce the number of Board of Directors members from 10 to 8. Both Ilias Läber and Michael Regelski will not be standing for re-election at the upcoming Annual General Meeting on 20 October 2026. All other members will stand for re-election for another term of office.

Further details will be made available with the invitation to the upcoming Annual General Meeting.

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About dormakaba Group

dormakaba is a leading global provider in the access solutions market. The company reimagines access by setting industry standards for smart systems and sustainable solutions across the lifecycle of a building. More than 15,000 employees worldwide provide their expertise together with distribution partners to a growing customer base in more than 130 countries. dormakaba supports its customers with a broad, innovative portfolio of integrated access products, solutions and services that easily fit into building ecosystems to create safe, secure and sustainable places where people can move around seamlessly.

dormakaba is listed on the SIX Swiss Exchange and is headquartered in Rümlang, Zurich (Switzerland). It generated Net Sales of CHF 2.8 billion in financial year 2025/26.
SIX Swiss Exchange: DOKA

Further information about dormakaba Group at **www.dormakabagroup.com/en**

For insights and megatrends shaping our industry visit: **blog.dormakaba.com**

Find the latest news about our company, products and innovation at **www.dormakabagroup.com/en/newsroom**

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