

2023 Invitation

to the 9th Annual General
Meeting

Tuesday, 21 April 2026, 3:00 p.m.
Door opening: 2:00 p.m.
Kursaal Bern, Kornhausstrasse 3, 3013 Bern



Marc Werner, CEO

Dr Markus R. Neuhaus,
Chair of the Board of Directors



"In 2025, we continued to execute our strategy with conviction and achieved positive developments in all segments."

Dear Shareholders,

We are delighted to invite you to the 9th Annual General Meeting of Galenica Ltd. to reflect on a successful financial year 2025.

The Galenica Group grew strongly in the 2025 financial year, with a significant increase in sales of 5.5% and reported consolidated net sales of CHF 4,135.6 million. Adjusted¹ EBIT (EBIT) rose by 11.3% to CHF 234.8 million. Adjusted¹ net profit from continuing operations also increased by 3.0% to CHF 188.7 million.

In 2025, we have sustainably strengthened our market position, successfully launched new services on the market, and consistently advanced digitalisation in all business areas. This broad-based growth demonstrates our strength as a well-established healthcare network that offers companies, partners as well as our customers and patients compelling added value.

Together, we are shaping the healthcare system of tomorrow. In 2025, we continued to implement our strategy with conviction and achieved positive developments in all segments. Thanks to our diverse positioning – from pharmacies and pharmaceutical logistics to products and services, home care and, most recently, diagnostics – we are very well positioned as a network. We will continue to strengthen consistent focus on the needs of our customers and patients.

An important milestone was the successful entry into the diagnostics business through the acquisition of the Labor Team Group in September 2025. This leading Swiss diagnostic service provider expands our offering in the physician segment and opens up additional long-term potential for innovative diagnostic services in our pharmacies.

We would like to thank everyone who is accompanying and supporting us on this journey: first and foremost, our employees, who give their best for our customers and patients every day. And we would like to thank you, our shareholders, for your trust in us. We would also like to thank our partners, who share our vision, and our customers and patients, who trust us with their health.

Bern, 24 March 2026



Dr Markus R. Neuhaus
Chair of the Board of Directors

¹ Excluding the effects of IFRS 16, IAS 19, IFRS 3 and one-offs

Agenda items

1. Reporting for the financial year 2025	5
1.1 Approval of the Management Report, the financial statements 2025 of Galenica Ltd. and the consolidated financial statements 2025 of the Galenica Group	5
1.2 Consultative vote on the Remuneration Report 2025	5
1.3 Approval of the report on non-financial matters 2025	5
2. Discharge of the members of the Board of Directors and the Executive Committee	6
3. Resolution on the appropriation of available earnings 2025 and reserves from capital contributions	6
3.1 Appropriation of available earnings 2025	6
3.2 Appropriation of reserves from capital contributions	6
4. Amendment to the Articles of Association (Introduction of a capital band)	7
5. Elections	10
5.1 Re-elections of the members of the Board of Directors and the Chair of the Board of Directors	10
5.1.1 Re-election of Dr Markus R.Neuhaus as member of the Board of Directors and as Chair of the Board of Directors	11
5.1.2 Re-election of Pascale Bruderer	11
5.1.3 Re-election of Nadine Balkanyi-Nordmann	11
5.1.4 Re-election of Bertrand Jungo	11
5.1.5 Re-election of Judith Meier	11
5.1.6 Re-election of Prof Dr med. Solange Peters	11
5.1.7 Re-election of Jörg Zulauf	11
5.2 Re-elections of the members of the Remuneration Committee	12
5.2.1 Re-election of Bertrand Jungo	12
5.2.2 Re-election of Pascale Bruderer	12
5.2.3 Re-election of Prof Dr med. Solange Peters	12
5.3 Re-election of the independent proxy	12
5.4 Re-election of the statutory auditor	12
6. Remuneration of the Board of Directors and the Executive Committee	13
6.1 Approval of the maximum total amount of the remuneration of the members of the Board of Directors for the 2027 financial year	13
6.2 Approval of the maximum total amount of the remuneration of the members of the Executive Committee for the 2027 financial year	14
Organisational information	18

1. Reporting for the financial year 2025

1.1 **Approval of the Management Report, the financial statements 2025 of Galenica Ltd. and the consolidated financial statements 2025 of the Galenica Group**

Proposal: The Board of Directors proposes the Management Report and the financial statements 2025 of Galenica Ltd. and the consolidated financial statements 2025 of the Galenica Group to be approved.

Explanatory notes: The Board of Directors is required by law to submit the Management Report, the financial statements of Galenica Ltd. and the consolidated financial statements of the Galenica Group for each financial year to the General Meeting for approval.

In its audit reports, the statutory auditor Ernst & Young AG, Bern, recommends the General Meeting to approve the financial statements 2025 of Galenica Ltd. and the consolidated financial statements 2025 of the Galenica Group.

With regard to the relevant information, please see the «Organisational information; Documentation» section below.

1.2 **Consultative vote on the Remuneration Report 2025**

Proposal: The Board of Directors proposes the Remuneration Report 2025 to be approved via consultative vote.

Explanatory notes: A consultative vote will be held with respect to the Remuneration Report in accordance with Art. 735 of the Swiss Code of Obligations. The Remuneration Report 2025 contains detailed information about the remuneration of the Board of Directors and the Executive Committee.

The relevant information can be found in the «Remuneration Report» section of the Annual Report 2025. <https://www.galenica.com/en/publikationen/>

1.3 **Approval of the report on non-financial matters 2025**

Proposal: The Board of Directors proposes the report on non-financial matters 2025, included in the 2025 Annual Report, to be approved.

Explanatory notes: The Board of Directors is legally obliged to submit the report on non-financial matters to the General Meeting for approval. In this report, Galenica sets out the responsibility it assumes regarding topics such as the environment, social issues and corporate governance. The statutory auditor, Ernst & Young Ltd, Bern, has conducted a limited, independent review of certain information contained in the report on non-financial matters (see the audit report on pages 155 et seq. of the Annual Report). The report on non-financial matters forms part of the Annual Report and is available at: <https://www.galenica.com/en/publikationen/>.

2. Discharge of the members of the Board of Directors and the Executive Committee

Proposal: The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the members of the Executive Committee for the 2025 financial year.

Explanatory notes: With the discharge of the members of the Board of Directors and the Executive Committee, the consenting shareholders declare that they will no longer hold the relevant persons accountable for events from the 2025 financial year that were brought to the attention of the General Meeting.

3. Resolution on the appropriation of available earnings 2025 and reserves from capital contributions

Proposal: The Board of Directors proposes a dividend of CHF 2.50 per registered share to be distributed for the 2025 financial year. For this, CHF 1.25 is to be paid from available earnings and CHF 1.25 from reserves from capital contributions.

Explanatory notes: The distribution of a dividend requires an General Meeting resolution.

3.1 Appropriation of available earnings 2025

Balance brought forward	CHF	868,940
Profit for the year	CHF	<u>101,620,880</u>
Available earnings at the disposal of the General Meeting	CHF	102,489,820

Proposal

Dividend per share CHF 1.25	CHF	62,500,000 ¹
Allocation to free reserves	CHF	<u>39,000,000</u>
Balance to be carried forward	CHF	989,820

¹ The proposal for the distribution of the dividend encompasses all shares issued. However, own shares held by the company at the time of the dividend payment are not entitled to dividends. Based on the number of shares owned by Galenica Ltd. as of 31 December 2025, the dividend payment would amount to CHF 62.3 million

If this proposal is approved, the dividend will be paid as of 27 April 2026 after deduction of withholding tax. The last trading day with entitlement to receive the dividend is 22 April 2026. As of 23 April 2026, the shares will be traded ex-dividend.

3.2 Appropriation of reserves from capital contributions

Reserves from capital contributions	CHF	87,659,027
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Proposal

Dividend per share CHF 1.25 paid out of reserves from capital contributions	CHF	62,500,000 ²
Balance to be carried forward	CHF	<u>25,159,027</u>

² The proposal for the distribution of the dividend from reserves from capital contributions encompasses all shares issued. However, own shares held by the company at the time of the dividend payment are not entitled to dividends. Based on the number of shares owned by Galenica Ltd. as of 31 December 2025, the dividend payment would amount to CHF 62.3 million

If this proposal is approved, the dividend will be paid out as of 27 April 2026 without deduction of withholding tax. The last trading day with entitlement to receive the dividend is 22 April 2026. As of 23 April 2026, the shares will be traded ex-dividend.

4. Amendment to the Articles of Association (Introduction of a capital band)

Proposal: The Board of Directors proposes introducing a capital band between CHF 4,750,000 and CHF 5,500,000, valid until 21 April 2031, into the Articles of Association.

Explanatory notes: The capital band (see new Art. 3a of the Articles of Association) authorises the Board of Directors to increase and/or reduce the company's share capital within the specified range (+10%/-5% of the share capital currently registered in the Commercial Register) for a maximum period of five years. This can be done by issuing or cancelling registered shares or by adjusting the par values of existing shares. Capital changes may also be made in the context of mergers, acquisitions or other strategic transactions. Even with the capital range, there will continue to be only a single class of shares with uniform capital and voting rights.

In addition to the capital band, conditional capital already exists pursuant to Art. 3b of the Articles of Association. In this respect, no changes arise. The introduction of the capital band has no effect on the existing conditional capital, as such conditional capital constitutes conditional capital outside the capital band.

In the event of a capital increase, the Board of Directors shall determine the number of shares, the issue price, the type of contributions, the date of issue and the conditions for exercising subscription rights. Unexercised subscription rights may expire or be placed at market conditions. In addition, the subscription rights of existing shareholders may be restricted or cancelled in certain cases and in relation to a maximum of 5,000,000 shares (or 10% of current shares / refers cumulatively to the capital band and conditional capital) in accordance with the new Art. 3c of the Articles of Association, for example for the purposes of acquisitions, for the rapid and flexible raising of capital or for the expansion of the shareholder base.

The introduction of the capital band complies with current legal requirements and helps to secure Galenica Ltd's competitiveness and strategic development in the long term – whether in future transactions or as part of capital repurchase programmes.

The full text of the new Articles 3a and 3c is printed on the following page.

According to the law and Article 15 of the Articles of Association, the introduction of the capital band requires at least two thirds of the votes represented and the majority of the share nominal values represented.

Art. 3a Capital band



¹ The Company has a capital band between CHF 4,750,000.00 (lower limit) and CHF 5,500,000.00 (upper limit). Within the scope of the capital band, the Board of Directors is authorised, until 21 April 2031 or until the capital band has been fully utilised, to increase or reduce the share capital once or several times and in any (partial) amounts, or to cause the Company or one of its group companies to acquire or sell shares directly or indirectly (including as part of buy-back programmes).

² The capital increase or reduction may be effected by issuing or cancelling registered shares or by increasing or reducing the nominal value of existing registered shares within the scope of the capital band. Within the scope of the capital band, shares may also be issued or cancelled in the event of a merger, consolidation, takeover, public takeover or similar transaction (a 'Strategic Transaction').

³ Any event of an issue of new shares, the subscription and acquisition of these shares, as well as any subsequent transfer of the shares, shall be subject to the registration and voting restrictions set out in articles 6 and 13 of the articles of association.

⁴ In the event of a capital increase within the scope of the capital band, the Board of Directors shall, to the extent necessary, determine the number of shares, the issue price, the type of contributions, the date of issue of the new shares, the conditions for exercising subscription rights and the commencement of dividend entitlement. In doing so, the Board of Directors may issue new shares by means of a firm underwriting, direct placement or similar transaction to a financial institution, a consortium of financial institutions or another third party and subsequently offer these shares to existing shareholders or third parties (provided that the subscription rights of existing shareholders have been waived or are not validly exercised). The Board of Directors may allow subscription rights that have not been validly exercised to lapse, or it may place these rights or shares for which subscription rights have been granted but not exercised at market conditions or use them in any other way in the interests of the Company.

⁵ Following a change in nominal value, new shares must be issued within the capital band with the same nominal value as the existing registered shares.

⁶ If the share capital increases as a result of an increase in conditional capital (outside the capital band) in accordance with article 3b of the articles of association, the upper and lower limits of the capital band shall increase in line with the amount of the increase in share capital.

⁷ In the event of a reduction in share capital within the scope of the capital band, the Board of Directors shall, where necessary, determine the use of the reduction amount. The Board of Directors may also use the reduction amount to partially or completely eliminate a balance sheet deficit in accordance with Art. 653p CO or simultaneously reduce the share capital in accordance with Art. 653q CO and increase it to at least the previous amount.

Art. 3c Restriction or withdrawal of the subscription rights

§

In the event of a share issue, the Board of Directors is authorised to issue up to 5,000,000 shares (whether from the capital band pursuant to article 3a of the articles of association or from the conditional capital pursuant to article 3b of the articles of association), with restriction or withdrawal of the subscription rights of existing shareholders, and to allocate these subscription rights to individual shareholders, third parties, the Company or one of its group companies, namely:

- a) if the issue price of the new shares is determined taking into account the market price; or
- b) for the acquisition of companies, company shares or participations, or for the financing or refinancing of such transactions (including strategic transactions) or the financing of new investment projects of the Company or one of its group companies, including the acquisition of products, intellectual property rights or licences; or
- c) for the purpose of expanding the Company's shareholder base in connection with the listing of the shares on a stock exchange, on national or international capital markets or in certain geographical financial or investor markets, or for the participation of strategic investors; or
- d) for the purpose of raising equity capital in a quick and flexible manner (e.g. accelerated bookbuilding), which would not be possible, or would only be possible with difficulty or on significantly less favourable terms, without the exclusion of the subscription rights of existing shareholders; or
- e) for other important reasons pursuant to Art. 652b para. 2 CO.

5. Elections

5.1 Re-elections of the members of the Board of Directors and the Chair of the Board of Directors

Proposal: The Board of Directors proposes the re-election of Dr Markus R. Neuhaus as member of the Board of Directors and re-election as Chair of the Board of Directors; the re-election of Pascale Bruderer, Nadine Balkanyi-Nordmann, Bertrand Jungo, Judith Meier, Prof Dr med. Solange Peters and Jörg Zulauf as members of the Board of Directors, each for a term of office until the end of the next Annual General Meeting.

Explanatory notes: As the term of office of the members of the Board of Directors (including the Chair of the Board of Directors) ends at the end of the Annual General Meeting on 21 April 2026, the members of the Board of Directors must be re-elected by the General Meeting. The Board of Directors proposes seven former members for re-election on the 2026 Annual General Meeting.

Information on the current members of the Board of Directors can be found on page 185 onwards of the Annual Report 2025 and on our website.
<https://www.galenica.com/en/publikationen/>;
<https://www.galenica.com/en/corporate-information/verwaltungsrat.php>

Re-elections of the members of the Board of Directors and the Chair of the Board of Directors

5.1.1 Re-election



Dr Markus R. Neuhaus

Born in 1958
Swiss national
Dr. iur.
Member of the Board of Directors since 2019

Re-election as member and Chair of the Board of Directors in a single vote.

5.1.2 Re-election



Pascale Bruderer

Born in 1977
Swiss national
Master's degree in political science
Member of the Board of Directors since 2020

5.1.3 Re-election



Nadine Balkanyi-Nordmann

Born in 1972
Swiss national
Attorney-at-Law, LL.M.
Member of the Board of Directors since 2025

5.1.4 Re-election



Bertrand Jungo

Born in 1965
Swiss national
Degree in Business Administration
lic. rer. pol
Member of the Board of Directors since 2018

5.1.5 Re-election



Judith Meier

Born in 1962
Swiss national
Executive Master of Health Service Administration, dipl. Physiotherapist
Member of the Board of Directors since 2022

5.1.6 Re-election



Prof Dr. med. Solange Peters

Born in 1972
Swiss national
Prof Dr. med., PhD, oncologist
Member of the Board of Directors since 2023

5.1.7 Re-election



Jörg Zulauf

Born in 1958
Swiss national
Attorney-at-Law, MBA
Member of the Board of Directors since 2023

5.2 Re-elections of the members of the Remuneration Committee

Proposal: The Board of Directors proposes the persons listed under agenda item 5.2.1–5.2.3 to be re-elected to the Remuneration Committee, each for a term of office until the end of the next Annual General Meeting.

If Bertrand Jungo is re-elected as member of the Remuneration Committee, the Board of Directors intends to reappoint him as Chair of the Remuneration Committee.

5.2.1 Re-election of Bertrand Jungo

5.2.2 Re-election of Pascale Bruderer

5.2.3 Re-election of Prof Dr med. Solange Peters

Explanatory notes: As the term of office of the members of the Remuneration Committee ends at the end of the Annual General Meeting on 21 April 2026, they must each be re-elected by the General Meeting.

5.3 Re-election of the independent proxy

Proposal: The Board of Directors proposes the law firm Walder Wyss AG, Bern, to be re-elected as independent proxy for a term of office until the end of the next Annual General Meeting.

Explanatory notes: Under the relevant legislation, the independent proxy is to be elected annually by the General Meeting. Galenica reviews the quality and independence of the independent proxy on an annual basis. Walder Wyss AG, Bern, fulfills the legal requirements and is available for re-election.

5.4 Re-election of the statutory auditor

Proposal: The Board of Directors proposes Ernst & Young AG, Bern, to be re-elected as statutory auditor for the 2026 financial year.

Explanatory notes: The statutory auditor is to be elected annually by the General Meeting. Galenica reviews the quality and independence of the statutory auditor on an annual basis. Ernst & Young AG, Bern, fulfills the legal requirements and is available for re-election.

For further information on the statutory auditor, please refer to the 2025 Annual Report, Corporate Governance section, page 181.

<https://www.galenica.com/en/publikationen/>

6. Remuneration of the Board of Directors and the Executive Committee

6.1 Approval of the maximum total amount of the remuneration of the members of the Board of Directors for the 2027 financial year

Proposal: The Board of Directors proposes a maximum total amount of CHF 1,900,000 to be approved for the remuneration of the members of the Board of Directors for the 2027 financial year.

Explanatory notes: Pursuant to Art. 698 para. 3 item 4 of the Swiss Code of Obligations, the General Meeting is responsible for approving the remuneration of the Board of Directors.

The Board of Directors consisted of seven members after the 2025 Annual General Meeting.

The proposed maximum total amount of CHF 1,900,000 for the remuneration of the members of the Board of Directors for the 2027 financial year is based on the assumption that seven non-executive members (including the Chair of the Board of Directors) will be (re-)elected to the Board of Directors and this has remained unchanged since 2019.

The members of the Board of Directors of Galenica receive solely a fixed remuneration for their work on the Board of Directors and its committees. They do not receive any variable or performance-related remuneration, stock options or additional remuneration for attending meetings.

The proposed maximum amount of remuneration of total CHF 1,900,000 includes the fixed remuneration in cash and restricted shares, as well as the mandatory contributions to state social security systems. The maximum total amount also takes into account a reserve for unexpected changes in the composition of the Board of Directors' committees and any additional activities carried out by individual members for companies within the Group.

Further information on the remuneration of the Board of Directors can be found in the Remuneration Report 2025.

<https://www.galenica.com/en/publikationen/>

Development of the maximum total remuneration for the Board of Directors for the 2025 to 2027 financial years

in thousand CHF	2025 (approved by AGM)	2026 (approved by AGM)	2027 (proposal)
Number of members	7	7	7
Maximum total remuneration for the Board of Directors	1,900	1,900	1,900
of which social security contributions (estimated) ¹	72	74	74

¹ As of 1 January 2026

6.2 Approval of the maximum total amount of the remuneration of the members of the Executive Committee for the 2027 financial year

Proposal: The Board of Directors proposes a maximum total amount of CHF 9,500,000 to be approved for the remuneration of the members of the Executive Committee for the 2027 financial year.

Explanatory notes: Pursuant to Art. 698 para. 3 item 4 of the Swiss Code of Obligations, the General Meeting is responsible for approving the remuneration of the Executive Committee.

The Executive Committee had nine members as of 31 December 2025.

The proposed maximum total amount for the remuneration for the 2027 financial year is based on remuneration for nine Executive Committee members. This includes the Chief Executive Officer (CEO).

The members of the Galenica Executive Committee receive a fixed and a variable, performance-related remuneration in cash, restricted shares and share-based entitlements.

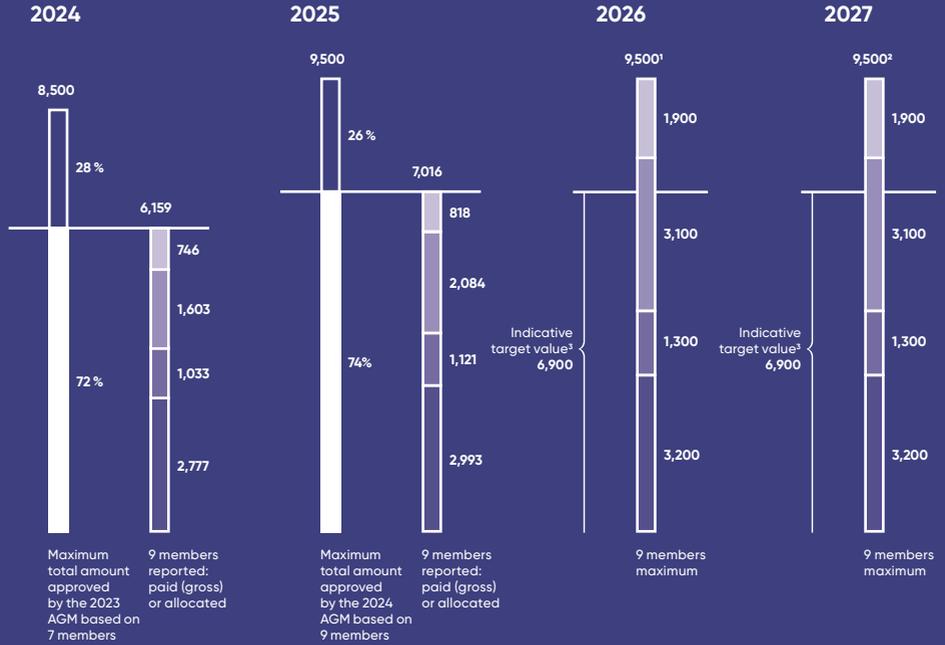
The unchanged proposed maximum total remuneration amount of CHF 9,500,000 includes the fixed remuneration in cash, the maximum possible amount of the short-term variable remuneration (STI) in cash and restricted shares, the maximum amount of the allocation of share entitlements (LTI) (excluding any share price changes during the three-year vesting period), as well as the expected employer contributions to state social security systems and occupational pension schemes. The maximum total amount also takes into account a reserve for unexpected changes within the Executive Committee and unforeseen additional activities.

Further information on the remuneration of the Executive Committee can be found in the Remuneration Report 2025.

<https://www.galenica.com/en/publikationen/>

Remuneration for all members of the Executive Committee

in thousand CHF



- LTI
- STI
- Social security contributions and other remuneration
- Annual base salary

¹ Maximum total amount approved by the Annual General Meeting on 10 April 2025 based on nine Executive Committee members

² Proposal for the 2026 Annual General Meeting based on nine Executive Committee members

³ If 100% of targets are achieved

Milestones



Roll-out of Prescription Manager

The digital assistant is now available in all Galenica pharmacies.

8th Annual General Meeting of Galenica Ltd.

All motions were approved at the AGM on 10 April 2025.



Board of Directors
Nadine Balkanyi-Nordmann is nominated to the Board of Directors as an expert in law and governance.

Annual results press conference
On 11 March 2025, we reported a strong result for the 2024 financial year.

A new news portal
Stories from the network are becoming more visible digitally, and channels are better connected.

Anniversaries
2025 was a year of two anniversaries: 20 years of Amavita and 25 years of Coop Vitality.

→
Read more about our milestones





Entering the diagnostics business

Galenica announces the acquisition of Swiss diagnostics provider Labor Team.

Internal succession of General Counsel

Cécile Matter (General Counsel) and Jürg Pauli (Secretary of the Board of Directors) are taking on new roles.



Investor Day 2025

Galenica welcomed analysts and investors to its Investor Day on 28 October 2025.

July

September

November

August

October

→ 2026
December

Inspiration & dialogue

600 managers gathered in Lausanne on 26 August 2025 for the Galenica Leadership Day.

Partner event at the Stäferhaus

Experts from the Swiss healthcare system discussed how digital innovation and empathy can work together to strengthen integrated healthcare.

We are strengthening our online presence

Galenica is expanding its online offering and acquiring 80% of Puravita as of January 2026.



Organisational information

Shareholder register

The shareholders of Galenica Ltd. registered as having voting rights in the shareholder register on 13 April 2026 are entitled to vote.

No trading restrictions for Galenica shares

The registration of shareholders for voting purposes does not affect the tradability of the shares before, during or after the General Meeting.

Documentation

The Annual Report 2025 with the Management Report, the annual financial statements of Galenica Ltd. and the Galenica Group, the Remuneration Report the report on non-financial matters and the corresponding reports of the statutory auditor is available on the Internet at <https://www.galenica.com/en/publikationen/>.

Simultaneous interpreting

The General Meeting will be held partly in German and partly in French. Simultaneous interpreting into German and into French will take place. Headsets will be available in the foyer.

Early departure from the General Meeting

To ensure that attendance can be accurately recorded, please hand in unused voting materials and electronic voting devices at the exit if you leave the General Meeting early.

How to get there

We recommend that you use public transport, as the parking available around the Kursaal in Bern is limited. From Bern main station, take tram line 9 (direction Wankdorf Bahnhof) to the "Kursaal" stop.

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Spotlight

Shaping the future –
Connecting Healthcare



Labor Team: new diagnostics service in the Galénica network

With Labor Team, Galénica has acquired one of the most innovative diagnostic service providers in Switzerland. The company operates a state-of-the-art laboratory medicine and pathology facility and performs over seven million analyses annually. Automated processes increase efficiency and enable scaling. Galénica and Labor Team can now create joint offers for existing and new customers.

Read more about the spotlight



Spotlight

Pioneers in transition –
Transformation



Pharmacy of the future: the focus is on people

Since October 2025, Amavita customers in the Glatt shopping centre have been able to experience how pharmacies can provide even more customer-centric and effective support with health concerns: with personal advice, digital support and contemporary room design. The experience gained from the Amavita pilot pharmacy will be incorporated into other pilot locations that are set to open this year.

Read more about the spotlight



A warm, close-up photograph of a woman with reddish hair adjusting a green knit beanie on a young child's head. The child is smiling and looking off to the side. The woman is also smiling and looking at the child. The scene is brightly lit, suggesting an indoor setting with large windows. The overall mood is caring and positive.

Our vision

"Health and well-being are at the heart of what we do.

They are the reason we give our best every day."

Read more about our Annual Report

