



COMPENSATION REPORT 2024



ENGINEERED
TO OUTFIT

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Letter from the Chairman of the Compensation Committee

Dear Shareholders,

On behalf of the Board of Directors (Board) and the Compensation Committee, I am pleased to present the ABB Compensation Report for 2024 (Report).

Our focus at the Compensation Committee is to ensure that the compensation structure at ABB drives value creation for our shareholders, represents a motivating package for our executives, and ensures alignment with market best-practices and with ABB's Sustainability Agenda.

As we continuously work to perfect our compensation reports, the section "At a glance" contains the key information of the Board and the Executive Committee (EC) compensation. These can also be found in ABB's [Integrated Report 2024](#) under the "Performance-based compensation" chapter.

SUMMARY OF PLANNED CHANGES IN POLICIES AND DISCLOSURES

In the spirit of continuous improvement and considering stakeholder feedback, we plan to make a couple of enhancements to our Annual Incentive Plan (AIP), applicable from 2025.

Currently, the total weighting associated with Group and business area financial measures represents 80 percent of EC members' target AIP award, with the remaining 20 percent attributed to the individual measure, which contains a combination of sustainability, operational and strategic goals. From 2025, we will increase the weighting of the financial measures from 80 percent to 90 percent and replace the individual measure with two mandatory sustainability goals, with a combined weighting of 10 percent.

We believe the increased focus on the financial business measures will help reinforce our continued drive to achieve our ambitious financial targets.

Furthermore, we think that having two clearly measurable sustainability goals in the AIP will strengthen and support ABB's commitment to sustainability and complement the sustainability measure in our Long-Term Incentive Plan (LTIP), which has a material weighting of 20 percent of the target award. Details related to the sustainability target for the 2025 LTIP are disclosed in this Report.

2024 RESULTS AND COMPENSATION POLICY OUTCOMES

2024 was a year of strong operational and financial performance. Overall, most key financial, sustainability and operational targets were met or exceeded. ABB (the Company) delivered new highs for operational EBITA margin and revenues in 2024. The Company also progressed on orders and continued to make significant progress in reducing its environmental footprint and contributing to a more sustainable environment. For more information on ABB's 2024 sustainability achievements please refer to ABB's [Integrated Report 2024](#).

Board of Directors: the total Board compensation for the 2024–2025 term (CHF 4.25 million) is within the maximum amount (CHF 4.4 million) approved at the Annual General Meeting (AGM) 2024. There has been no change to the individual Board member fees since 2015.

Executive Committee: No EC members in place at the time of ABB's annual salary review received a salary adjustment in March 2024. The average award for EC members under the AIP for 2024 in their year-end roles was 119 percent (out of a maximum of 150 percent), compared to 143.3 percent in 2023. The achievement level of the 2021 LTIP, which vested in 2024, was 200.0 percent (out of a maximum of 200 percent), driven by strong evolution of ABB's Earnings Per Share (EPS) during the period and ABB's vigorous relative Total Shareholder Return (TSR).

The total EC compensation was CHF 44.5 million in 2024, driven by the strong performance-related variable pay awards and the appointment of new members of the Executive Committee during the 2024 financial year, including the provision of a replacement share grant for an external hire, as summarized in Exhibit 22, and presented in detail in Exhibit 42.

This amount was slightly higher than the CHF 43.9 million approved at the Annual General Meeting 2023 for the financial year 2024, due to the impact of the appointment of new members of the Executive Committee during 2024. To cover this additional compensation, the Company used the supplementary amount provided for this purpose, in accordance with Art. 35 of the Articles of Incorporation (equivalent to 30 percent of the amount approved at the AGM 2023), whereby the compensation granted was significantly below the maximum amount of CHF 57.1 million.

GOVERNANCE

At the AGM on March 27, 2025, you will be asked to vote on the maximum aggregate compensation for the Board for its 2025–2026 term and on the maximum aggregate compensation for the EC in 2026. The former is again unchanged compared to the prior year, while the latter shows a decrease from the level requested for the prior year, primarily influenced by the change in composition of the EC.

This Report will also be submitted for a non-binding, consultative vote by shareholders.

We have pursued an open and regular dialogue with our stakeholders, as we continue to improve our compensation system. On behalf of the Compensation Committee, I thank you for your continued trust in ABB and for your consistently supportive feedback.

Frederico Fleury Curado

Chairman of the Compensation Committee

Zurich, February 26, 2025

AT A GLANCE

BOARD COMPENSATION

Compensation for the 2024–2025 term of office

The total Board compensation for the 2024–2025 term of office (CHF 4,250,000) was within the maximum amount (CHF 4,400,000) approved at the Annual General Meeting (AGM) 2024.

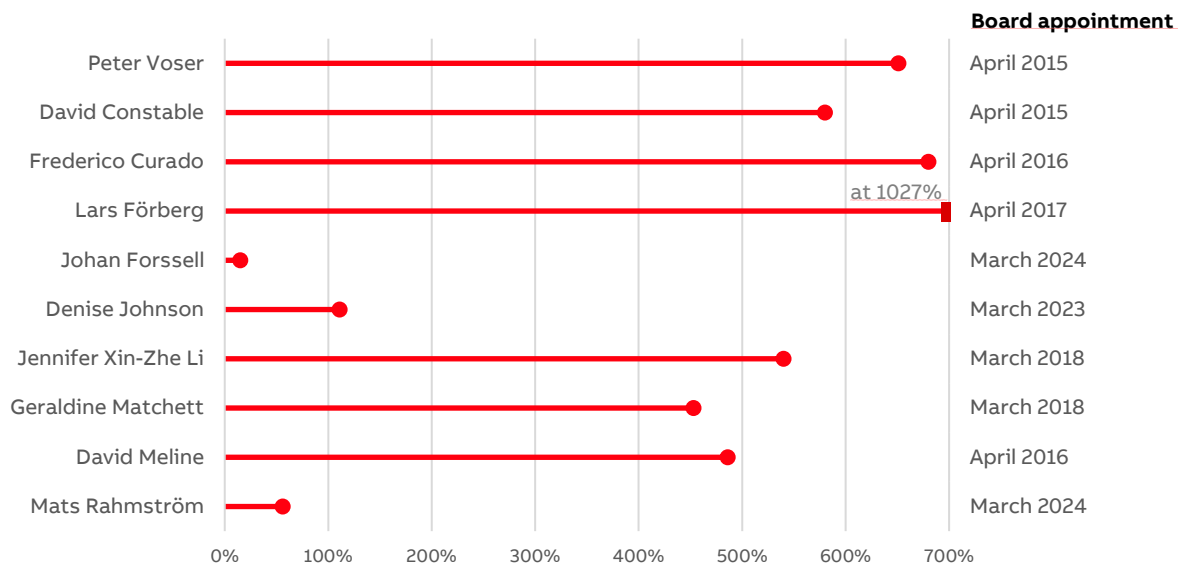
Exhibit 1: Board compensation (in CHF) for the 2024–2025 term of office

Total compensation	4,250,000
Approved compensation amount	4,400,000

Share ownership of Board members

We require our Board members to be ABB shareholders by receiving at least half of their Board compensation in ABB shares. Except for one member who joined the Board in 2023 and two members who joined the Board in 2024, all other Board members held ABB shares at December 31, 2024, worth at least 450 percent of their 2024 Board compensation.

Exhibit 2: Board members shareholding (at December 31, 2024) in % of 2024 total compensation*



* Based on share price of CHF 37.81, the 2024 Long-Term Incentive Plan (LTIP) reference price, and shares held at December 31, 2024.

EXECUTIVE COMMITTEE (EC) COMPENSATION

Compensation structure during 2024

Exhibit 3: EC compensation structure during 2024

	Fixed compensation – base salary and benefits	Variable compensation – short-term incentive (AIP)	Variable compensation – long-term incentive (LTIP)	Wealth at risk/ Share ownership
Purpose and link to strategy	Facilitates attraction and retention of talented EC members; base salary compensates for the role and relevant experience; benefits protect against risk	Rewards annual Company, business area, functional and individual performance. Aligned with the Company's Annual Performance Plan	Rewards Company performance over a three-year period and encourages creation of long-term, sustainable value for shareholders. Aligned with the Company's Long-Term Performance Plan	Aligns individual's personal wealth at risk directly to the ABB share price, and EC members' interests with those of shareholders to maintain focus on ABB's long-term success
Operation	Salary in cash, benefits in kind, and pension contributions	Annual awards, payable in cash after a one-year performance period; malus and clawback provisions in place	Annual grants in shares which may vest after three years, and are subject to performance conditions; malus and clawback provisions in place	Individuals are required to hold ABB shares
Opportunity level (as % of base salary)	Based on scope of responsibilities, personal experience, and skillset		<p>CEO</p> <p>Other EC members*</p>	<p>CEO 500% of annual salary (net of taxes)</p> <p>Other EC members 400% of annual salary (net of taxes)</p>
Performance indicators	Changes to base salary consider individual performance, future potential, broadening of responsibilities, and external benchmarking	<p>CEO and corporate officers</p> <ul style="list-style-type: none"> 80% Group financial results 20% Individual results 	<p>All EC members</p> <ul style="list-style-type: none"> 50% Average EPS 30% Relative TSR 20% Sustainability 	Exposure to ABB share price
		<p>Business area presidents</p> <ul style="list-style-type: none"> 20% Group financial results 60% Business area financial results 20% Individual results 		

* EC members with legacy employment contracts have a Target LTIP grant of 100 percent and Maximum LTIP opportunity of 200 percent. The higher LTIP opportunity for the newer EC members is largely offset by lower pension and other benefit costs.

Total EC compensation for 2024

The total EC compensation was CHF 44.5 million in 2024, driven by the strong performance-related variable pay awards and the change in composition of the EC, including the provision of a replacement share grant for an external hire.

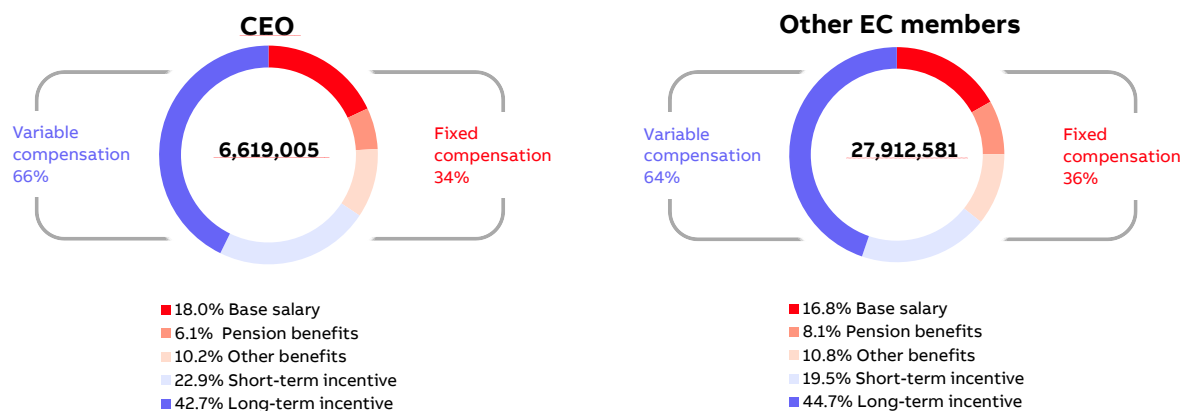
This amount was slightly higher than the CHF 43.9 million approved at the AGM 2023 for the financial year 2024, due to the impact of the appointment of new members of the EC during 2024. To cover this additional compensation, the Company used the supplementary amount provided for this purpose, in accordance with Art. 35 of the Articles of Incorporation (30 percent of the amount approved at the AGM 2023), whereby the compensation granted was significantly below the maximum amount of CHF 57.1 million (see section “Compensation governance” of this Report).

Exhibit 4: EC compensation (in CHF) for 2024	
Total compensation	44,514,914
Maximum aggregate compensation approved at the AGM 2023	43,900,000
Maximum aggregate compensation plus 30 percent of such amount in accordance with Article 35 of ABB Ltd’s Article of Incorporation	57,070,000

Compensation of EC members located outside of Switzerland was converted into Swiss Francs, applying average foreign exchange rates for the period the EC member served in their EC role.

Exhibit 5 shows the composition of the 2024 total compensation for the EC members at December 31, 2024. The largest portion of the CEO’s 2024 total compensation was delivered via performance driven variable compensation (66 percent), represented by short-term and long-term incentives. The compensation for Morten Wierod in his former role as business area president Electrification (until July 31, 2024) is included under the CEO compensation. For the other EC members, on an aggregate level, variable compensation represented 64 percent of their 2024 total compensation. Note that compensation paid in 2024 for former EC members is not included in Exhibit 5. This can be found in Exhibit 42 in the section “Compensation tables and share ownership tables”.

Exhibit 5: 2024 total compensation mix (in CHF) for the CEO and other EC members on aggregate level*



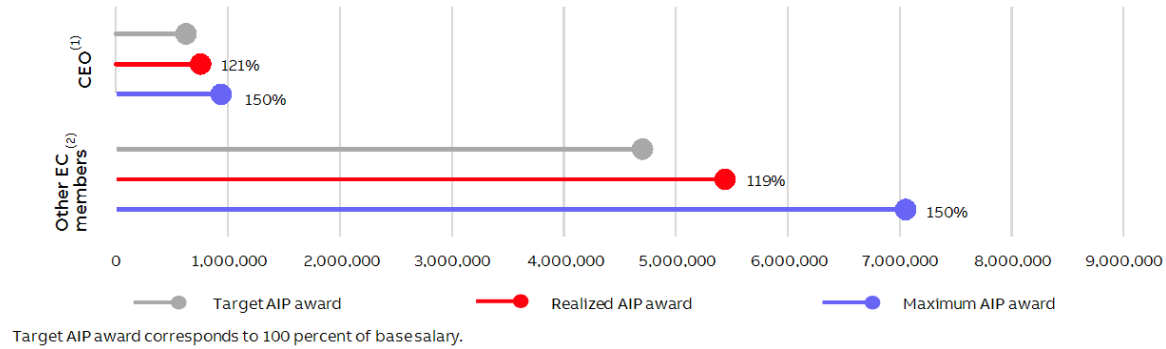
* Composed of 2024 base salary, 2024 AIP, 2024 LTIP grant, pension benefits, and other benefits. A replacement share grant for the General Counsel and Company Secretary is included in the category Long-term incentive. 2024 AIP represents accrued short-term incentive for the year 2024, which will be paid in 2025, after the publication of ABB’s financial results. The sum of percentage figures may differ from 100 percent due to rounding with one decimal.

Realized variable compensation in 2024

In addition to the 2024 total compensation, we disclose the realized total compensation for our EC. Realized variable compensation relates to the AIP award and the LTIP award at the end of their respective performance cycles, reflecting actual AIP award and LTIP vesting, based on achievement of the respective plan performance measures. This additional level of transparency is designed to aid stakeholder’s understanding of the link between pay and performance we seek to ensure at ABB.

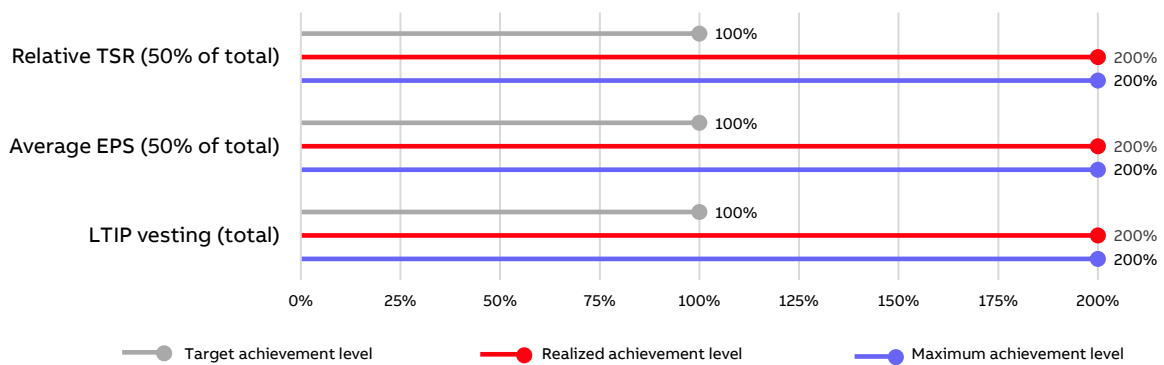
The outcome of the 2024 AIP (Exhibit 6) was above the target for EC members in their year-end roles (119 percent on average), and the LTIP that vested in 2024 (2021 LTIP) exceeded the target level, with a final vesting level at the maximum of 200.0 percent of target (Exhibit 7).

Exhibit 6: 2024 AIP outcome compared to target



- (1) The AIP outcome for Morten Wierod relates solely to his role as CEO (from August 1, 2024).
- (2) On aggregate level, while individual outcomes range from 57 to 135 percent

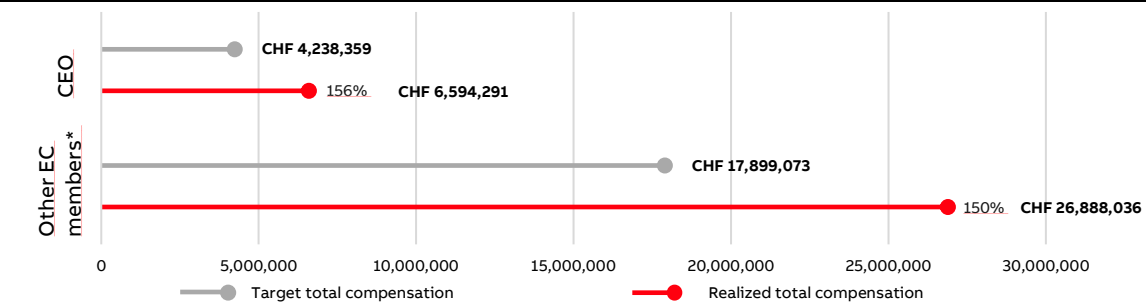
Exhibit 7: 2021 LTIP outcome compared to target



Realized total compensation in 2024

Considering the variable components stated above, the realized total compensation in 2024 was above the target for all EC members, driven by strong performance and the high level of achievement against the targets for the 2021 LTIP, which vested in 2024. The compensation for Morten Wierod in his former role as business area president Electrification (until July 31, 2024) is included under the CEO compensation.

Exhibit 8: Realized total compensation in 2024 compared to target total compensation



* On an aggregate level, while individual outcomes range from 109 to 163 percent.

Further details related to the realized compensation of each EC member and each compensation component are specified in Exhibit 49.

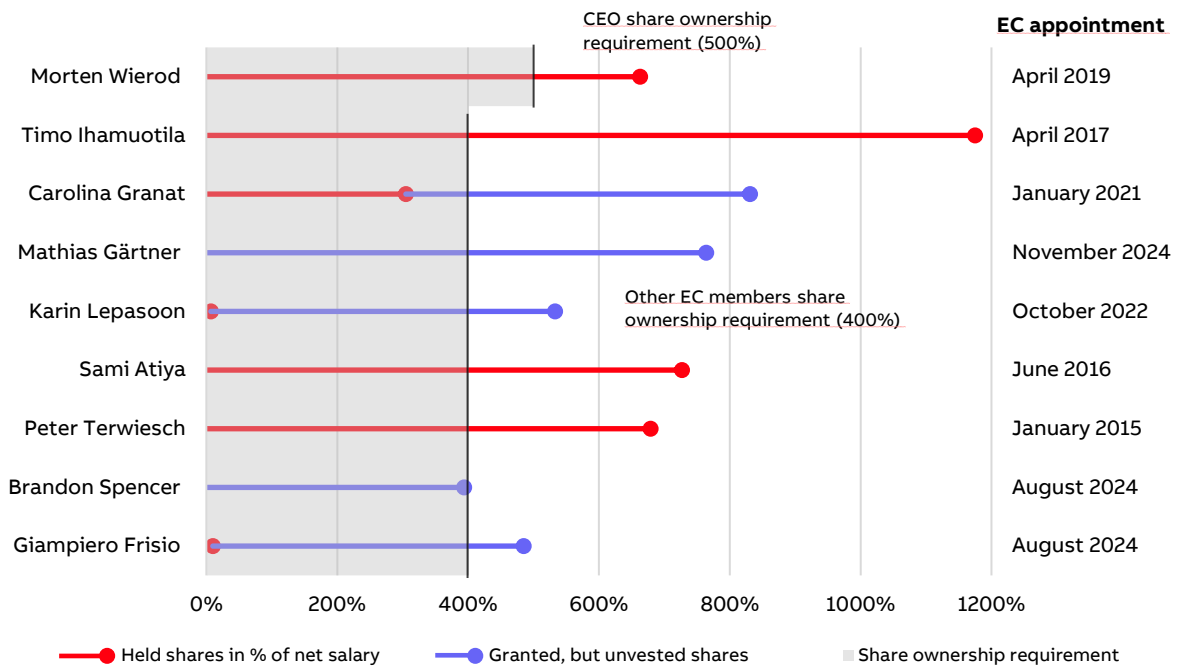
Share ownership of EC members

An alignment of our EC members' personal wealth at risk to the ABB share price and their interests with those of shareholders is important to us. Therefore, EC members may not sell their shares (except to meet tax and social security costs related to share vesting) until they achieve the required share ownership level.

Four out of nine EC members exceeded their share ownership requirements. The other five members have been appointed to the EC in the last three years.

When considering the number of granted, but unvested, ABB shares of EC members at December 31, 2024, it is expected that four recently appointed EC members who do not currently meet their share ownership requirement are projected to do so by 2027, after vesting of their respective LTIP share grants or replacement share grants.

Exhibit 9: EC shareholding compared to share ownership guideline*



* Based on share price of CHF 37.81, the 2024 LTIP reference price, and shares held at December 31, 2024. Future allocation of granted, but unvested, shares is based on target achievement level and relevant plan specific settlement: default settlement of the final 2022 LTIP, 2023 LTIP and 2024 LTIP, and replacement share awards is 100 percent in shares. The value of shares is compared against the annual base salary net of taxes, at December 31, 2024.

COMPENSATION GOVERNANCE

We prepared this Report in accordance with the Swiss Code of Obligations, the Directive on Information relating to Corporate Governance of the SIX Exchange Regulation, and the rules of the stock market of Sweden, where ABB shares are also listed. In addition, we consider the principles of the Swiss Code of Best Practice for Corporate Governance of economiesuisse.

ABB'S ARTICLES OF INCORPORATION

ABB's Articles of Incorporation, approved by its shareholders, contain provisions on compensation which govern and outline the principles of compensation relating to our Board of Directors and Executive Committee. They are published on ABB's Corporate Governance website new.abb.com/about/corporate-governance and summarized below:

- **Compensation Committee** (Articles 28 to 31): The Compensation Committee (CC) is composed of a minimum of three members of the Board and are elected individually by the shareholders at the Annual General Meeting for a period of one year. It supports the Board in establishing and reviewing the compensation strategy and policy, determining the compensation of the Board and the EC, and in preparing the proposals to the AGM on compensation matters. The responsibilities of the CC are defined in more detail in the Board Regulations and Corporate Governance guidelines, which are published on ABB's Corporate Governance website.
- **Compensation principles** (Article 33): Compensation of the members of the Board consists of fixed compensation only, which is delivered in cash and shares (with an option to elect for shares only). Compensation of the members of the EC consists of fixed and variable compensation. Variable compensation may comprise short-term and long-term elements. Compensation may be paid in cash, shares, or other benefits.
- **"Say-on-pay" vote** (Article 34): Shareholders approve the maximum aggregate amount of compensation of the Board for the following Board term and of the EC for the following financial year.
- **Supplementary amount for new EC members** (Article 35): If the maximum approved aggregate compensation amount is not sufficient to also cover the compensation of newly appointed EC members, up to 30 percent of the last maximum approved aggregate amount shall be available as a supplementary amount to cover the compensation of such new EC members.
- **Loans** (Article 37): Loans may not be granted to members of the Board or of the EC.

AUTHORITY LEVELS IN COMPENSATION MATTERS

The authority levels of the different bodies on compensation matters are detailed in Exhibit 10.

Exhibit 10: Authority levels in compensation matters				
	CEO	CC	Board	AGM
Maximum aggregate compensation amount for the EC		●	●	●
CEO compensation		●	●	
Individual compensation of other EC members	●	●		
Maximum aggregate compensation amount for the Board		●	●	●
Individual compensation of Board members		●	●	
Compensation Policy		●	●	
Compensation Report		●	●	Consultative vote

● Recommendation ● Proposal ● Approval

ACTIVITIES OF THE CC IN 2024

The CC meets as often as business requires but at least four times a year. In 2024, the CC held seven meetings and performed the activities described in Exhibit 11. The CEO, the Chief Human Resources Officer (CHRO) and the Head of Performance and Reward also attend all or part of the CC meetings in an advisory capacity. The Chairman of the CC may decide to invite other executives upon consultation with the CEO, as appropriate. Executives do not attend the meetings or the parts of the meetings in which their own compensation and/or performance are being discussed. We provide further details in the section “Board of Directors – Meetings and attendance” of our [Corporate Governance Report 2024](#).

Exhibit 11: CC activities during 2024

Strategy

- Review of AIP design and structure
- Continued monitoring of link between sustainability and compensation

EC compensation

- Review of compensation benchmarking for EC members (biennial activity)
- Review of individual compensation for EC members
- Review of the share ownership of EC members
- Review of compensation for new and departing EC members

Performance – relating to past performance cycle

- Setting of AIP design, measures and targets for 2024
- Assessment of AIP awards for 2024
- Assessment of achievement of performance targets for LTIP awards vesting in 2024

Performance – relating to forthcoming performance cycle

- Consideration of preliminary AIP measures and targets for 2025
- Setting of performance targets for LTIP grants in 2024 (vesting in 2027)
- Consideration of forecast achievement against performance targets for unvested LTIP grants

Compliance

- Review of CC annual plan
 - Review of feedback from Stakeholder Engagement meetings
 - Regulatory and market updates
 - Review of the Compensation Report for publication
 - Preparation of maximum aggregate compensation for the Board to be submitted for AGM vote
 - Preparation of maximum aggregate compensation for the EC to be submitted for AGM vote
-

The Chairman of the CC reports to the full Board regularly, usually after each CC meeting. The minutes of the CC meetings are available to the members of the Board.

The CC retains independent, external advisors for compensation matters. In 2024, the CC mandated PricewaterhouseCoopers (PwC) to provide these services. In addition to its CC advisory role, PwC also provided human resources, tax, and advisory services to ABB in 2024. Other external advisors were employed in 2024 by the CC and management.

SUSTAINABILITY-RELATED CONSIDERATIONS IN ABB'S COMPENSATION

There are a range of sustainability-related considerations which play an important role in our compensation philosophy, including the desire to foster a strong link between ABB's Sustainability Agenda and the variable compensation for the EC and other executives, as well as the general ambition to reinforce the Company's social contract with its employees.

IMPACT OF SUSTAINABILITY PERFORMANCE ON VARIABLE COMPENSATION

Given sustainability is an integral part of ABB's strategy and plans, we incorporate a strong, direct link between our Sustainability Agenda and executive incentives through our key variable compensation programs such as AIP and LTIP.

Regarding the AIP for 2024, all EC members had three sustainability goals (out of a maximum of three) in the individual component of their respective plans.

In 2024, all EC members had an environmental goal (scope 1 and 2 greenhouse gas (GHG) emissions). Most of the EC members had a social goal, which for the CEO and business area presidents was safety, and for most corporate officers was an increase in the proportion of women in senior management roles (female leaders), while the CFO had a governance goal related to internal controls.

In addition, all EC members had a governance goal designed to help deliver ABB's obligations under the Deferred Prosecution Agreement (DPA) in line with our commitments to the US Department of Justice.

From 2025, we will replace the individual measure under the AIP with two mandatory sustainability goals, with a combined weighting of 10 percent.

Regarding the LTIP granted to ABB's executives in 2024, including the EC, we continued to carry a Company-wide sustainability performance measure in the LTIP with a weighting of 20 percent.

- For the 2024 LTIP, our sustainability performance measure was the Company's scope 1 and 2 GHG emissions reduction at the end of the three-year performance period (2024–2026), compared to the 2019 baseline.
- The sustainability measure applied to the 2025 LTIP is the same as that applied to the 2023 and 2024 LTIP, namely scope 1 and 2 GHG emissions reduction at the end of a three-year performance period. The 2025 LTIP targets will be based on scope 1 and 2 GHG emissions reduction over the three-year performance period from 2025–2027, compared to a baseline of the 2024 total scope 1 and 2 GHG emissions. We disclose the detailed target and award points for the sustainability measure of the 2025 LTIP on page 31 of this Report and publish other details of the long-term GHG emissions reduction in our [Sustainability Statement 2024](#).
- We will consider the appropriateness of the sustainability measure for future LTIPs, given the fact that, by the end of the 2025 LTIP cycle (i.e., end of 2027) ABB will have broadly achieved its scope 1 and 2 emissions reduction goals. This activity will be part of an LTIP design review which the CC will undertake during 2025 and will inform LTIP grants from 2026.

PROGRAMS FOR ABB EMPLOYEES

In addition to the offer of fair and competitive compensation to our employees, we also strive to offer additional programs to reinforce the social contract with our employees. We summarize selected supporting key programs and their links to our Sustainability Agenda in Exhibit 12.

Exhibit 12: Selected programs for employees		
Program	Operation and purpose	Link to ABB's Sustainability Agenda
Employee Share Acquisition Plan (ESAP)	Offered to approx. 104,000 employees in over 60 countries, providing the opportunity to become ABB shareholders and purchase shares in ABB one year after the start of a plan, at a price which gets fixed and confirmed at the beginning of each annual plan cycle. In all ABB locations where ESAP is offered the opportunity for share ownership is the same for permanent full-time and permanent part-time employees at ABB.	Supports social goal by allowing employees to share into the Company's long-term success and aligns employees' interests with the interests of shareholders.
Parental Leave	A global and gender-neutral program, offered to all employees, which sets out a minimum standard on paid parental leave that supports all family types. The primary caregivers receive 12 weeks of paid leave and the secondary caregivers four weeks following the birth of a child or when becoming a new parent by adoption or surrogacy.	Supports social goals, promotes wellbeing and the ABB value of "Care".
Employee Assistance	A global program, offered to all employees. The program supports the employee's wellbeing by offering paid counseling on emotional health, family concerns and workplace concerns.	Supports social goals, promotes wellbeing and the ABB value of "Care".
Mobility Allowance	Offered to selected employees based on business need or market practice, with any car provision being progressively migrated to e-vehicles or transportation allowances which can be used to contribute to public transport, cycle, or other transport needs.	Supports environmental goals by addressing changed needs related to mobility and providing greater flexibility to opt for more environmentally friendly solutions.

BOARD COMPENSATION POLICY

We design our compensation policy for the members of the Board of Directors to attract and retain experienced people to the Board. Board compensation levels take into account the responsibilities, time and effort required to fulfill the respective roles on the Board and its committees.

COMPETITIVE POSITIONING OF BOARD COMPENSATION

The levels and the mix of Board members' compensation are regularly compared against the compensation of non-executive Board members from a cross-selection of publicly traded companies in Switzerland, excluding financial services, including Alcon, Geberit, Givaudan, Holcim, Kuehne + Nagel, Logitech, Lonza, Nestle, Novartis, Richemont, Roche, Sika, Sonova and Swisscom. Such a review was last undertaken in 2023. There has been no change to the individual Board fees since 2015.

BOARD COMPENSATION STRUCTURE

A fixed fee is payable to the Chairman, Vice-Chairman (if appointed) and members of the Board, and additional fees are payable for chairing or membership of a Board committee, except for the Chairman and Vice-Chairman (if appointed). Board members are paid for their service over an annual Board term that starts with their election at the AGM. Payment of fees is made in semi-annual installments in arrears.

We require our Board members to take 50 percent of their compensation in shares, while they may elect to receive all their fees in shares. The number of shares delivered is calculated prior to each semi-annual fee payment by dividing the monetary amount to which the Board members are entitled by the average closing price of the ABB share over a predefined 30-day period. The delivered shares are subject to a three-year restriction period during which they cannot be sold, transferred, or pledged. Any restricted shares are unblocked when a Board member leaves the Board.

BOARD FEES BY ROLE

For the term of office from the AGM 2024 to the AGM 2025, there was no adjustment made to Board fees, as set out in Exhibit 13. No Vice-Chairman was appointed for that term of office.

Exhibit 13: Board fees (in CHF) by role	
Chairman of the Board ⁽¹⁾	1,200,000
Member of the Board	290,000
Additional committee fees:	
Chairman of FACC ⁽²⁾	110,000
Chairman of CC or GNC ⁽²⁾	60,000
Member of FACC ⁽²⁾	40,000
Member of CC or GNC ⁽²⁾	30,000

(1) The Chairman does not receive any additional committee fees.

(2) CC: Compensation Committee,
FACC: Finance, Audit and Compliance Committee,
GNC: Governance and Nomination Committee.

IMPLEMENTATION OF BOARD COMPENSATION POLICY

TOTAL BOARD COMPENSATION

The compensation paid to the Board members for the calendar year 2024 and for the term of office from the AGM 2024 to the AGM 2025 are disclosed in Exhibit 14 below.

At the AGM 2024, the shareholders approved a maximum aggregate compensation amount of CHF 4.40 million for the 2024–2025 Board term. This amount equals the approved amount for the previous Board term, as both the compensation per Board member and the number of Board members remained unchanged. The Board compensation to be paid for the 2024–2025 Board term is CHF 4.25 million and is therefore within the amount approved by the shareholders.

Exhibit 14: Board compensation (in CHF)		
Board of Directors	Board term	
	2024–2025	2023–2024
Number of members	10	10
Total compensation	4,250,000	4,380,000
Maximum aggregate compensation amount approved at previous AGM	4,400,000	4,400,000

We disclose amounts by individual Board member in Exhibit 15 below, and in Exhibits 38 and 39, respectively, in the section “Compensation tables and share ownership tables”.

BOARD FEES BY MEMBER

The following Exhibit 15 sets out the fees by member for the 2024–2025 Board term.

Exhibit 15: Board fees for the current term of office (in CHF) by member						
Name	Board	Compensation Committee	Finance, Audit and Compliance Committee	Governance and Nomination Committee	Total Compensation	
Peter Voser ⁽¹⁾	1,200,000	-	-	-	1,200,000	
David Constable ⁽²⁾	290,000	30,000	-	-	320,000	
Frederico Curado ⁽³⁾	290,000	60,000	-	-	350,000	
Lars Förberg ⁽²⁾	290,000	-	-	30,000	320,000	
Johan Forssell ⁽²⁾	290,000	-	-	30,000	320,000	
Denise Johnson ⁽²⁾	290,000	-	40,000	-	330,000	
Jennifer Xin-Zhe Li ⁽²⁾	290,000	30,000	-	30,000	350,000	
Geraldine Matchett ⁽²⁾	290,000	-	40,000	-	330,000	
David Meline ⁽³⁾	290,000	-	110,000	-	400,000	
Mats Rahmström ⁽²⁾	290,000	-	40,000	-	330,000	
Total					4,250,000	

(1) Chairman of the Board, who does not receive any additional committee fee as Chairman of the Governance and Nomination Committee.

(2) Member of a Committee.

(3) Chairman of a Committee.

COMPENSATION OF FORMER BOARD MEMBERS

In 2024, we did not make any payment to former Board members other than those disclosed in this Report.

COMPENSATION FOR SERVICES RENDERED

In 2024, we did not pay any fees or compensation to Board members for services rendered to ABB other than those disclosed in this Report.

SHARE OWNERSHIP OF BOARD MEMBERS

The members of the Board collectively owned less than one percent of ABB's total shares outstanding at December 31, 2024.

Exhibit 2 in the section "At a glance" shows the wealth at risk for each Board member, comparing the value of shares held at December 31, 2024, with the total compensation for the 2024–2025 term of office. Except for one member who joined the Board in 2023 and two members who joined the Board in 2024, all other Board members held ABB shares at December 31, 2024, worth at least 450 percent of their 2024 Board compensation.

Exhibit 40 in the section "Compensation tables and share ownership tables" shows the number of ABB shares held by each Board member at December 31, 2024 and 2023. Except as described in Exhibit 40, no member of the Board and no person closely linked to a member of the Board held any shares of ABB.

EXTERNAL MANDATES HELD BY BOARD MEMBERS

Each ABB Board member held at least one external mandate in other companies. We disclose relevant detailed information in Exhibit 41 in the section "Compensation tables and share ownership tables".

EXECUTIVE COMMITTEE COMPENSATION POLICY

Our EC compensation policy reflects ABB's commitment to attract, motivate and retain people with the skills and experience necessary to strengthen its position as a leading global technology company.

EC COMPENSATION STRUCTURE

Our EC compensation structure is designed to be competitive, based on performance, and to encourage executives to deliver outstanding results and create sustainable shareholder value without taking excessive risks. Our EC compensation framework therefore balances fixed and variable compensation. Variable compensation is provided through short-term and long-term incentives based on strategic, financial and sustainability related targets, recognizing Group, business area and corporate function performance, as well as individual performance.

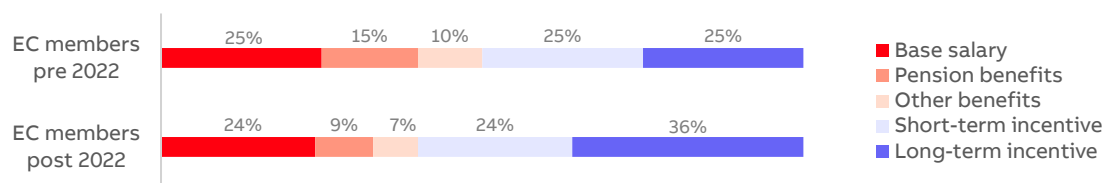
This structure is linked to our strategy and is illustrated in Exhibit 3 in the section "At a glance".

A significant portion of total compensation depends on variable pay components, which require the achievement of challenging performance targets, in alignment with ABB's Annual Performance Plans and Long-Term Performance Plans.

- The target AIP award is defined as a percentage of base salary, currently 100 percent for all EC members. If performance is below threshold on all financial and individual performance measures, there is no award under the AIP. When performance exceeds targets, the maximum award is capped at 150 percent of the targeted award.
- The target LTIP grant size is defined as a percentage of base salary, currently 150 percent for the CEO and 100 to 150 percent for other EC members. If performance is below threshold for all applicable measures, there is no award under the LTIP. When performance exceeds targets, the maximum award is capped at 200 percent of the conditional grant.

The Exhibit below shows the impact of the application of the new compensation policy introduced in 2022, which provides a greater emphasis on variable pay, especially reflected in the long-term component.

Exhibit 16: Policy for target compensation mix of EC members (excluding CEO) appointed prior to and after 2022*



* Policy change for new EC entrants (excluding the CEO), applying an entry level salary of CHF 700,000 and an incumbent age of 50 years to reflect the pension benefits. Note that, by exception, the new mix of target compensation was not applied to the newly appointed Chief Communications and Sustainability Officer, where a target LTIP of 100 percent of base salary was applied.

COMPETITIVE POSITIONING OF EC COMPENSATION

The Board and the CC consider competitive market data when setting the compensation policy for the EC. It is also one of several factors in positioning the target compensation for individual EC members which include:

- individual profile of the EC member in terms of experience and skills;
- individual performance and potential;
- market value of the role (compensation benchmarking).

Comprehensive EC compensation benchmark reviews are performed every other year. The CC conducted such a review in 2024, considering three distinct peer groups.

While each of these peer groups used in the benchmarking exercise, matched the size, scope or complexity of ABB, and excluded companies from the financial services sector, the application of a specific peer group depends on the nature of the role and the source of relevance. For example, our Board places a stronger emphasis on the Global Industry Group for operational roles and in compensation design, and on the Pan-European Market peer group for functional roles. In all cases, the other two peer groups are used to stress test the findings of the primary peer group (see the summary in Exhibit 17 below).

Exhibit 17: Peer groups for EC compensation benchmarking			
Peer group	Composition	Companies	Rationale
Global Industry Group	A tailored group of 15 global industry peer companies, matching the scale and complexity of ABB	AB SKF, Alstom, Airbus, Atlas Copco, Denso, Eaton, Emerson Electric, Honeywell, Mitsubishi Electric, Mitsubishi Heavy Industries, Schneider Electric, Schindler, Siemens, Thermo Fisher Scientific, Traton	Focus for CEO role and business area roles and for benchmarking compensation design
Pan-European Market	A panel of 54 cross-industry European companies, matching the scale and complexity of ABB	See footnote (1)	Focus for corporate officer roles; continuity and stability of data points
Swiss Market	A panel of 16 Swiss headquartered companies, matching the scale and complexity of ABB	Adecco, Geberit, Givaudan, Glencore, Holcim, Kuehne & Nagel, Nestle, Novartis, Richemont, Roche, Schindler, SGS, Sika, STMicroelectronics, Swatch, Swisscom	Swiss location of headquarters

(1) AB InBev, Adidas, Air Liquide, Airbus, Associated British Foods, AstraZeneca, Atlas Copco, BAE Systems, Bayer, Bouygues, British American Tobacco, Compass Group, Continental, CRH, Danone, Endesa, Ericsson, EssilorLuxottica, Fresenius, Fresenius Medical Care, GlaxoSmithKline, Heidelberg Materials, Heineken, Henkel, Hennes & Mauritz, Holcim, Iberdrola, Imperial Brands, Industria de Diseno Textil, Jeronimo Martins, Kuehne + Nagel, Linde, L'Oreal, Michelin, National Grid, Naturgy Energy Group, Nokia, Novartis, Novo Nordisk, OMV, Philips, Rio Tinto, Safran, Saint Gobain, Sanofi, SAP, Schneider Electric, Siemens, Thales, Umicore, Unilever, Veolia Environment, Vinci and Vodafone.

It is the intention to position target compensation for individual EC members between the median and upper quartile of the relevant peer group(s) considering the other factors referenced above (e.g., the EC member's skills, experience, performance and potential).

The comparison of ABB to its compensation benchmarking peer groups is shown in Exhibit 18. This data shows that ABB is typically positioned around the median of key comparator indicators (market capitalization, revenues, and number of employees) against the Global Industry Group and Pan-European Market peer group, and around the upper quartile of the Swiss Market peer group. The next EC compensation benchmarking review is planned to take place in 2026.

Exhibit 18: Comparison of ABB to compensation benchmarking peer groups			
	Market capitalization⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	Revenues⁽¹⁾⁽²⁾⁽⁴⁾⁽⁵⁾	Number of employees⁽¹⁾⁽⁵⁾⁽⁶⁾
ABB	90.5	27.1	107,900
Global Industry Group			
Upper Quartile	112.8	39.3	148,514
Median	54.5	30.9	95,000
Lower Quartile	27.4	15.8	74,052
Pan-European Market			
Upper Quartile	94.3	38.5	134,156
Median	44.3	28.7	89,288
Lower Quartile	20.3	22.0	63,390
Swiss Market			
Upper Quartile	63.0	30.1	77,899
Median	35.4	17.3	57,386
Lower Quartile	23.2	10.3	33,588

(1) Data are sourced from Thomson Reuters and London Stock Exchange Group.

(2) Market capitalization and revenues are in CHF billions.

(3) Market capitalization is averaged over a period of three months (June 9, 2024, to September 9, 2024).

(4) All currencies have been converted to CHF, where needed, applying full-year average currency exchange rates based on the period from July 1, 2023, to June 30, 2024.

(5) Revenues and number of employees as per last financial year prior to October 2024.

(6) Number of employees in full-time equivalent (FTE) unless FTE information was not available, then in total number of employees.

COMPENSATION ELEMENTS

For each element we set out the purpose and link to strategy, the operation, the opportunity level and the performance measures in Exhibit 3 of the section “At a glance”. This section provides further details for each compensation element.

Fixed compensation – base salary and benefits

Purpose and link to strategy

Facilitate the attraction and retention of skilled and experienced EC members; base salary compensates for the role and relevant experience; benefits protect against risks.

Base salary is paid in cash. Benefits consist primarily of retirement, insurance and healthcare plans that are designed to provide a reasonable level of support for the employees and their dependents in case of retirement, disability or death.

Opportunity levels

Base salary is set with reference to the scope of responsibilities, personal experience and skills, and competitive market data.

Benefit plans are set in line with the local competitive and legal environment and are, at a minimum, in accordance with the legal requirements of the respective country.

Performance measures and weighting

Base salary is adjusted considering the factors set out under opportunity levels above, the executive’s performance as well as their future potential.

Variable compensation – Annual Incentive Plan (AIP)

Purpose and link to strategy

We designed our AIP to reward EC members for the Group’s results, the results of their business area or corporate function and their individual performance over a time horizon of one year, in alignment with our Annual Performance Plan approved by the Board.

Opportunity levels

The AIP opportunity levels for the EC are 100 percent of base salary at target with a maximum opportunity of 150 percent.

Performance measures and weighting

We structured the AIP to incentivize operational delivery and underpin our performance culture. As such, it is focused on our annual key priorities, with a maximum of six measures.

- A collaborative Group financial measure with a 20 to 40 percent weighting.
- Up to four Group or business area financial measures, with a 40 to 60 percent weighting.
- An individual measure with a 20 percent weighting. This individual component is informed by up to three goals which may include a combination of quantitative and qualitative goals.
 - From 2022, at least two of these goals relate to sustainability.
 - The outcome against this individual measure is a discretionary judgment by the CC based on the combined performance against all individual goals.

A summary of the composition and total weighting of the measures for all EC members is set out in Exhibit 19.

Exhibit 19: Composition and weighting of AIP measures for EC members		
	CEO and corporate officers⁽¹⁾	Business area presidents
Collaborative Group financial measure	40%	20%
Other Group financial measures	Up to three measures 40%	n.a.
Business area financial measures	n.a.	Up to four measures 60%
Individual measure	Includes up to three goals (minimum two must relate to sustainability) 20%	Includes up to three goals (minimum two must relate to sustainability) 20%
Total	100%	100%

(1) Corporate officers include Chief Financial Officer, Chief Human Resources Officer, General Counsel and Company Secretary, and Chief Communications and Sustainability Officer.

Other design features

For each measure a target level, corresponding to the expected level of performance that will generate a target (100 percent) award, will be set. For each measure a minimum level of performance, below which there is no award (threshold) and a maximum level of performance, above which the award is capped at 150 percent of the target (maximum) award, will also be set.

The payment conditions for financial AIP measures are summarized in Exhibit 20. For Group and business area financial measures, the award percentage-achievements between threshold and target level, as well as between target and maximum level are determined by linear interpolations between these award points.

Exhibit 20: Payment conditions for the AIP of EC members				
Level of performance	Below threshold	Threshold	Target	Maximum
Award achievement per measure	0%	>0%	100%	150%

The outcomes of the financial AIP measures are subject to appropriate discretionary upward or downward adjustments by the CC for non-operational items and other adjustment principles agreed with the Board, if and to the extent the CC considers this appropriate.

In addition, the CC/Board have discretionary authority to adjust the results and/or the AIP award. This specifically includes a downwards adjustment based on safety performance, including fatalities.

As of 2024, our AIP offering for EC members is subject to malus and clawback provisions, which include illegal activities, any financial misstatement and reputational damage that have a material impact on ABB Ltd or one of our subsidiaries. This means that the Board may decide not to award any unpaid AIP award (malus) to EC members or may seek to recover AIP compensation that has been settled in the past (clawback) to EC members. The clawback provision applies for a period of up to three years following the date that any AIP award was paid.

From 2025, we intend to increase the weighting of the financial measures under the AIP from 80 percent to 90 percent and replace the individual measure with two mandatory sustainability targets, with a combined weighting of 10 percent.

Variable compensation – Long-Term Incentive Plan (LTIP)

Purpose and link to strategy

Rewards the achievement of predefined performance targets over a three-year period. Encourages the creation of long-term, sustainable shareholder value creation and is aligned with our Long-Term Performance Plan approved by the Board.

Opportunity levels

We offer the LTIP in the form of Performance Share Unit (PSU) grants to approximately 100 executives. The LTIP described in this Report represents the PSU plan and as such is applicable to EC members. In addition, we offer another LTIP in the form of Restricted Share Unit (RSU) grants to approximately 850 senior leaders and selected key employees below the executive level.

For the CEO, the annual LTIP opportunity level is 150 percent of base salary at target, with a maximum opportunity of 300 percent of base salary.

As a result of the policy change announced in our Compensation Report 2021, the annual target and maximum opportunity levels for EC members range from 100 to 200 percent of annual base salary (old policy application) and from 150 to 300 percent of annual base salary (new policy), respectively.

Our Board has the discretionary option not to make any grants in certain circumstances.

The relative opportunity level under our LTIP offering is the same for permanent full-time and permanent part-time employees.

Performance measures and weighting

The LTIP has, since 2022, three performance measures with the following relative weighting:

Earnings Per Share (EPS) – 50 percent weighting

- Achievement against this measure is determined by ABB's average EPS over a three-year period. The average EPS result is calculated from the sum of the EPS for each of the three relevant years, divided by three.
- EPS is defined as diluted earnings per share attributable to ABB shareholders, calculated using Income from continuing operations, net of tax, unless the Board elects to calculate using Net income for a particular year.
- Appropriate threshold (zero), target (100 percent) and maximum (200 percent) award points are reviewed by the CC on an annual basis.
- Performance target and award points are set using our Long-Term Performance Plan and are calibrated with an independent "outside-in" view, considering the growth expectations, risk profile, investment levels and profitability levels that are typical for the industry.
- Adjustments to the outcome of the EPS achievement level may be considered for items which are not part of, or the result of, the normal course of business operations and/or which were not considered, either by way of inclusion or exclusion, for the target-setting of a specific LTIP launch. Only the net impact of such adjustments over the vesting period of the respective LTIP grant will be considered. The impact of share buybacks will not be considered as an adjustment. The same number of outstanding shares applicable at the time of the EPS target-setting will also be applied at the time of vesting.

Total Shareholder Return (TSR) – 30 percent weighting

- The TSR calculations are made for the reference period beginning in the year of the conditional grant of the shares and ending three years later. The evaluation is performed by an independent third party.
- Achievement against this measure is determined by ABB's relative TSR performance over the three-year vesting period against a defined peer group, which currently includes 3M, Danaher, Eaton, Emerson Electric, General Electric, Holcim, Honeywell Intl., Legrand, Mitsubishi Electric, Raytheon Technologies, Rockwell, Rolls-Royce, Schneider Electric, Siemens, and Yokogawa.

- The threshold point for awards, above which vesting starts, corresponds to the 50th percentile (P50) of the TSR peer group, i.e., there is no vesting for performance below P50.
- Vesting for P50 achievement equals to 100 percent of target and vesting for a 75th percentile (P75) achievement level remains at 200 percent of target (maximum). There is a linear vesting for an achievement between P50 and P75 (100 to 200 percent of target).
- The constituents of the peer group and the appropriate threshold, target and maximum award points are reviewed by the CC on an annual basis.

Sustainability – 20 percent weighting

- The Board determines, on an annual basis, the LTIP specific sustainability measure(s), as well as related target(s) and award points, to incentivize material progress towards our Sustainability Agenda commitments.
- Appropriate threshold (zero), target (100 percent) and maximum (200 percent) award points are reviewed and approved by the CC on an annual basis.
- Adjustments to the outcome of the sustainability achievement may be considered for items which are not part of, or the result of the normal course of business operations and/or which were not considered, either by way of inclusion or exclusion, for the target-setting of a specific LTIP launch. Only the net impact of such adjustments over the vesting period of the respective LTIP grant will be considered.

Other design features

The number of shares to be granted is determined by dividing the relevant grant value in Swiss Francs by the average ABB share price on the SIX Swiss Exchange over the period of 20 trading days prior, and 20 trading days after, the date of publication of ABB's full year financial results. Settlement of the LTIP shares is three years after grant, subject to achievement of performance conditions, defined prior to grant.

The vesting schedule for the LTIP is shown in the following Exhibit 21. The award percentage achievements between threshold and target, as well as between target and maximum, are determined by linear interpolations between these award points.

Exhibit 21: Vesting schedule for the LTIP of EC members				
Level of performance	Below threshold	Threshold*	Target	Maximum
Award achievement per measure	0%	>0%	100%	200%

* For the TSR measure, the threshold point equals the target point.

As from the 2023 LTIP offering, the CC has the discretion to adjust the formulaic LTIP vesting outcome to reflect the overall performance of ABB, over the performance period.

Default settlement of the final LTIP award is 100 percent in shares with an automatic sell-to-cover in place for employees who are subject to withholding taxes.

Our LTIP share grants are subject to malus and clawback provisions, which include illegal activities, any financial misstatement and reputational damage that have a material impact on ABB Ltd or one of its subsidiaries. This means that the Board may decide not to award any unsettled or unvested LTIP grants (malus) or may seek to recover LTIP awards that have been settled in the past (clawback). Clawback applies for a period of up to five years following the originally scheduled plan specific vesting date.

The CC also has the ability to suspend the delivery of awards if it is likely that the Board will determine that the malus or clawback provisions may potentially apply (e.g., if the employee is subject to an external investigation).

In the event of a change of control, there is no automatic accelerated vesting of LTIP awards.

For LTIP grants from 2022, participants are entitled to receive a cash amount (a "dividend equivalent payment") on each vested award share that is equal to the total dividends per share paid by the Company on the ABB Ltd share between the grant date and the delivery date of the vested award.

The CC plans to conduct a review of ABB's long-term incentive arrangements during 2025 to ensure they remain aligned with our business requirements and market best practices.

Wealth at risk / Share ownership

Purpose and link to strategy

Aligns EC members' personal wealth directly with the interests of shareholders to maintain focus on the long-term success of the Company.

Share ownership program

EC members are normally required to retain all vested shares from their LTIP grants and from any other share-based compensation until they meet their share ownership requirement. In circumstances where there is a withholding tax obligation, the number of shares received will be considered to be the number of shares vested minus the shares sold under the default sell-to-cover facility.

The share ownership requirement is equivalent to a multiple of the EC member's annual base salary, net of taxes (see Exhibit 3 in the section "At a glance"). These share ownership requirements are aligned with market practice and result in a wealth at risk for each EC member which is aligned with shareholder interests.

Only vested shares owned by an EC member and their spouse count for the comparison of the actual share ownership against the share ownership requirement.

The CC reviews the status of EC share ownership on an annual basis.

Notice period, severance provisions and non-competition clauses

Employment contracts for EC members include a notice period of 12 months, during which they are entitled to their annual base salary, short-term incentive, and benefits. In accordance with Swiss law and ABB's Articles of Incorporation, the contracts for the EC members do not allow for any severance payment.

Non-compete agreements may be entered into with the CEO and all other EC members for a period of 12 months after their employment. Compensation for such agreements, if any, may not exceed the EC member's last total annual cash remuneration (comprising of base salary, short-term incentive and benefits).

IMPLEMENTATION OF EC COMPENSATION POLICY

OVERVIEW

The total EC compensation was CHF 44.5 million in 2024, driven by the strong performance-related variable pay awards and the change in composition of the EC, including the provision of a replacement share grant for an external hire, as summarized in Exhibit 22, and presented in detail in Exhibits 42 and 43.

The actual compensation of CHF 44.5 million paid to EC members in 2024 was slightly higher than the amount of CHF 43.9 million approved at the AGM 2023 for the financial year 2024. This was due to the appointment of new members of the EC during the financial year 2024. To cover this additional compensation, the Company used the supplementary amount provided for this purpose in accordance with Art. 35 of the Articles of Incorporation, whereby the compensation granted was significantly below the maximum amount (including the supplementary amount of a maximum of 30 percent of the approved total amount) of CHF 57.1 million.

	Calendar year	
	2024	2023
Base salaries	8,650,473	8,430,879
Pension benefits	3,895,706	4,341,781
Other benefits ⁽²⁾	6,345,842	6,041,342
Total fixed compensation	18,892,021	18,814,002
Short-term incentives ⁽³⁾	10,306,621	12,088,564
Long-term incentives (fair value at grant)	11,742,706	9,739,902
Replacement share grants	3,573,566	n.a.
Total variable compensation	25,622,893	21,828,466
Total compensation	44,514,914	40,642,468
Maximum aggregate compensation approved at the AGM 2023	43,900,000	45,900,000
Maximum aggregate compensation plus 30 percent of such amount in accordance with Art. 35 of ABB Ltd's Articles of Incorporation	57,070,000	n.a.

(1) Compensation of Brandon Spencer was converted from USD to CHF applying an average foreign exchange rate of 0.8677, and compensation of Giampiero Frisio was converted from EUR to CHF applying an average foreign exchange rate of 0.9390. For an overview of compensation by individual and component, please refer to Exhibits 42 and 43 in the section "Compensation tables and share ownership tables". An overview of 2024 realized compensation by individual is provided in Exhibit 49 in the same section.

(2) Other benefits mainly comprise payments related to social security, health insurance, transportation, tax advice and certain other items.

(3) Represents accrued short-term variable compensation for the year 2024, which will be paid in 2025, after the publication of ABB's financial results. Short-term variable compensation is linked to the targets and goals defined in each EC member's Annual Incentive Plan.

COMPENSATION MIX

The ratio of fixed to variable compensation in any given year depends on the performance of the Company and individual EC members against predefined performance targets.

In Exhibit 5 in the section "At a glance" we show the composition of the total annual compensation in 2024 for the CEO and for the other current EC members on an aggregate level, specifying the split of its five compensation components.

In 2024, the variable compensation of the CEO was 66 percent of his total annual compensation (previous year: 55 percent). The compensation for Morten Wierod in his former role as business area president Electrification (until July 31, 2024) is included under the CEO compensation. For the other EC members, the variable compensation was 64 percent on average (previous year: 52 percent). The increase of the variable portion of the total compensation of the CEO, compared to the prior year, is driven by the lower total fixed compensation, representing a mix of the compensation paid related to the BA President position and the CEO position. The increase of the variable portion of the total compensation of the other EC members reflects the impact of the replacement share grant, which can be considered as an exception. Therefore, the proportion between fix and variable compensation for future years is expected to be at similar levels as in previous years.

Note that compensation paid in 2024 for former EC members is not included in Exhibit 5. This can be found in Exhibit 42 in the section "Compensation tables and share ownership tables".

COMPENSATION ELEMENTS – 2024 HIGHLIGHTS

Base salary

As a result of the regular compensation review for the EC, the Board and the CC decided that the salaries of all nine EC members in place in March 2024 remain unchanged.

Annual Incentive Plan (AIP) – design

Under the 2024 AIP, all EC members had one collaborative Group measure, Group Operational EBITA margin, with a 20 percent weighting for the business area presidents and a 40 percent weighting for the CEO and the corporate officers.

In addition to this collaborative Group measure, the CEO and the corporate officers shared other Group measures, including Free Cash Flow conversion to Net Income, Revenues and Return on Capital employed (ROCE), with a total weighting of 40 percent.

All business area presidents had, in addition to the collaborative Group measure, three or four measures which were tailored to business imperatives, with a total weighting of 60 percent, including Operational EBITA margin, Net working capital (13 months % avg), Operational revenue gross profit productivity growth and Revenues.

In Exhibit 23 we show the composition and weighting of the financial measures applied in 2024 for all EC members under their AIP, specified by their roles. Definitions of the financial measures applied for all EC members are set out in Exhibit 24.

Exhibit 23: Composition and weighting of 2024 AIP measures for EC members						
	Performance measure	CEO and corporate officers⁽¹⁾	President Electrification	President Motion	President Process Automation	President Robotics & Discrete Automation
Collaborative Group financial measure	Op EBITA margin	40%	20%	20%	20%	20%
Other Group financial measures	Free Cash Flow conversion to Net Income	20%				
	ROCE	10%				
	Revenues	10%				
Business area financial measures	Op EBITA margin		20%	25%	25%	30%
	Net working capital (13 months % avg)		15%	25%	15%	20%
	Operational revenues gross profit productivity growth		10%	10%	10%	10%
	Revenues		15%		10%	
Individual measure	GHG emissions, Governance, Female leaders, Safety, Internal controls	20%				
	GHG emissions, Safety, Governance		20%	20%	20%	20%
Total		100%	100%	100%	100%	100%

(1) Corporate officers include Chief Financial Officer, Chief Human Resources Officer, General Counsel and Company Secretary, and Chief Communications and Sustainability Officer.

Exhibit 24: Definition of financial measures applied under the 2024 AIP for EC members

Measure	Description
Operational EBITA margin (%) ⁽¹⁾	Operational EBITA, which is Operational earnings before interest, tax, and acquisition-related amortization, as a percentage of Operational revenues, which is total revenues adjusted for foreign exchange/commodity timing differences in total revenues.
ROCE (%) ⁽¹⁾	Return on Capital employed (ROCE) is calculated as Operational EBITA after tax, divided by the average of the period's opening and closing Capital employed, adjusted to reflect impacts from the timing of significant acquisitions/divestments occurring during the period.
Revenues	Amount of consolidated revenues recognized during the year in accordance with USGAAP.
Free Cash Flow conversion to Net Income ⁽¹⁾	Free cash flow conversion to net income is calculated as free cash flow divided by net income attributable to ABB adjusted for gains or losses arising on sale of certain businesses and certain other significant items within net income which are also excluded / adjusted for when calculating operating cashflows.
Operational revenue gross profit productivity growth (%)	Operational revenue gross profit productivity is calculated as the 12-month rolling operational revenue gross profit divided by the average number of total workforce in the last three months. Where operational revenue gross profit is calculated as gross profit (as defined under USGAAP) adjusted for the following non-operational items to the extent that they are included within the USGAAP gross profit amount: (i) foreign exchange/commodity timing differences, (ii) acquisition-related amortization, (iii) restructuring, related and implementation costs, (iv) changes in obligations related to divested businesses, (v) changes in pre-acquisition estimates, (vi) acquisition- and divestment-related expenses and integration costs, (vii) other income/expense relating to the Power Grids joint venture and (viii) certain other non-operational items. Growth is the change in productivity over the same period a year earlier, represented as a percentage change.
Net working capital (13 months % avg)	Average Net working capital ⁽¹⁾ over 13 consecutive month-ends (December 2023 through December 2024), expressed as a percentage of Operational revenues ⁽¹⁾ . Calculated using constant exchange rates.

(1) Full definition can be found in the section "Alternative performance measures" in our [Integrated Report 2024](#).

Exhibit 26: Overview of targeted and realized 2024 AIP values

	Collaborative Group measure			Other Group measures			Business area measures			Individual measure			Total AIP outcome percentage (in % of target)	Target AIP award (in CHF)	Actual AIP award (in CHF) ⁽¹⁾
	Achievement	Weighting	Outcome	Achievement	Weighting	Outcome	Achievement	Weighting	Outcome	Achievement	Weighting	Outcome			
Morten Wierod ⁽²⁾	150.0%	40%	60.0%	101.7%	40%	40.7%	n.a.	n.a.	n.a.	100.0%	20%	20.0%	120.7%	625,000	754,375
Morten Wierod ⁽³⁾	150.0%	20%	30.0%	n.a.	n.a.	n.a.	140.7%	60%	84.4%	100.0%	20%	20.0%	134.4%	568,750	764,400
Timo Ihamuotila	150.0%	40%	60.0%	101.7%	40%	40.7%	n.a.	n.a.	n.a.	120.0%	20%	24.0%	124.7%	990,000	1,234,530
Carolina Granat	150.0%	40%	60.0%	101.7%	40%	40.7%	n.a.	n.a.	n.a.	112.0%	20%	22.4%	123.1%	725,000	892,475
Mathias Gärtner	150.0%	40%	60.0%	101.7%	40%	40.7%	n.a.	n.a.	n.a.	112.0%	20%	22.4%	123.1%	133,334	164,134
Karin Lepasoon	150.0%	40%	60.0%	101.7%	40%	40.7%	n.a.	n.a.	n.a.	112.0%	20%	22.4%	123.1%	600,000	738,600
Sami Atiya	150.0%	20%	30.0%	n.a.	n.a.	n.a.	5.0%	60%	3.0%	122.0%	20%	24.4%	57.4%	800,000	459,200
Peter Terwiesch	150.0%	20%	30.0%	n.a.	n.a.	n.a.	141.3%	60%	84.8%	100.0%	20%	20.0%	134.8%	860,000	1,159,280
Brandon Spencer ⁽⁴⁾	150.0%	20%	30.0%	n.a.	n.a.	n.a.	136.8%	60%	82.1%	100.0%	20%	20.0%	132.1%	278,387	367,750
Giampiero Friso ⁽⁴⁾	150.0%	20%	30.0%	n.a.	n.a.	n.a.	140.7%	60%	84.4%	100.0%	20%	20.0%	134.4%	314,956	423,302
Total														5,895,427	6,958,046

(1) Represents accrued AIP award for the year 2024, which will be paid in 2025, after the publication of ABB's financial results.

(2) CEO as of August 1, 2024.

(3) Business area president Electrification until July 31, 2024.

(4) Compensation of Brandon Spencer was converted from USD to CHF applying an average foreign exchange rate of 0.8677, and compensation of Giampiero Friso was converted from EUR to CHF applying an average foreign exchange rate of 0.9390.

CEO retrospective AIP target disclosure

In 2023, we introduced two new exhibits in response to shareholder feedback and provide an additional level of transparency on the alignment between pay and performance. The following Exhibit 27 sets out target and award points for each measure under the CEO's 2024 AIP and the related composition of the final award level.

Exhibit 27: 2024 AIP outcomes for the CEO (rounded)⁽¹⁾

Category	Performance measure	Weight	Target (100% award)	Actual	Award (% of target)	Weighted award
Collaborative Group financial measure	Op EBITA margin (%)	40%	17.0	18.1	150.0%	60.0%
Other Group financial measures	Free Cash Flow conversion to Net Income (%)	20%	100.0	100.4%	101.2%	20.2%
	ROCE margin (%)	10%	21.5	22.4	140.4%	14.0%
	Revenues (\$ in millions)	10%	33,465.8	32,873.2	64.6%	6.5%
Individual measure	Scope 1 and 2 GHG emissions, Governance, Safety	20%	See ⁽²⁾	See ⁽²⁾	100.0%	20.0%
					Total	120.7%

(1) The computation of targets as well as the measurement of actual performance against those targets are based on foreign exchange rates set prior to the start of the performance period. Therefore, targets and actuals under the AIP do not agree with the equivalent measure calculated based on the actual results as presented in ABB's Consolidated Financial Statements.

(2) The achievement of the individual measure is discretionarily assessed by the Compensation Committee and approved by the Board, based on an overall outcome of all three performance goals under the individual measure. For 2024, these performance goals included a target for the scope 1 and 2 GHG emissions, a reduction of the Lost Time Injury Frequency Rate (LTIFR) compared to the 2019 baseline, and the delivery of the Deferred Prosecution Agreement in line with our commitments to the US Department of Justice. See Exhibit 28 for the achievement of goals against the individual measure.

Exhibit 28 sets out the target, actual and assessed outcome of the individual goals, which inform the individual measure for the CEO. The overall outcome of the individual measure is a discretionary judgement based on performance against all three goals.

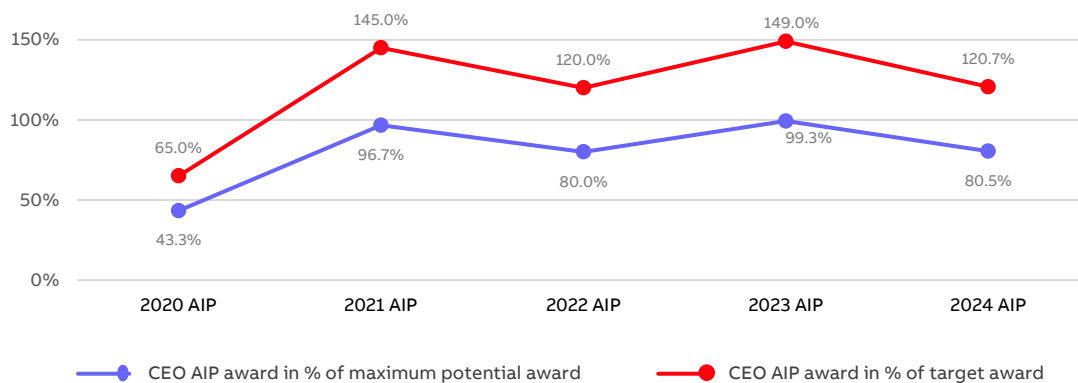
Exhibit 28: Achievement against the 2024 performance goals under the individual measure for the CEO				
Goal	Performance measure	Target	Actual	Assessment
Scope 1 and 2 GHG emissions	2024 emissions (kt) ⁽¹⁾	142.0	137.5	Better than target
Safety	2024 Lost Time Incident Frequency Rate ⁽²⁾	0.124	0.149	Below target
Governance	Deliver DPA in line with our commitments to the DOJ ⁽³⁾	Discretionary assessment by the Board	Discretionary assessment by the Board	Exceeded goal
			Total	100.0%

- (1) ABB's GHG emissions include direct emissions (scope 1) from burning of fuels (oil, diesel, gas) at our sites, SF₆ emissions in own operations, fleet emissions and indirect emissions (scope 2) from our use of electricity and district heating/cooling.
- (2) Lost Time Incident Frequency Rate (LTIFR) covers workplace incidents (ABB facility, project site, customer site) to ABB employees and contractors; LTIFR formula = number of lost time incidents and serious injury incidents with time lost * 200,000 / work hours (employees + contractors). Rate per 200,000 work hours (equivalent to 100 persons working one calendar year). Eligible managers with direct reports are required to complete a minimum of two Safety Observation Tours (SOT) before an award is made under LTIFR. The baseline is represented by the 2019 LTIFR.
- (3) Contribution to the delivery of our commitments under the Deferred Prosecution Agreement with the US Department of Justice related to the Kusile project.

CEO AIP outcomes in the last five years

In Exhibit 29, we show the historical AIP award outcomes for our CEO over the last 5 years. Over this time, the payout averaged 119.9 percent of target and 80.0 percent of the maximum award.

Exhibit 29: CEO AIP historical award percentages⁽¹⁾



(1) These refer to Björn Rosengren for the period from 2020 to 2023. For 2024 this represents the AIP award percentage for Morten Wierod.

Long-Term Incentive (LTIP)

2024 LTIP grants

The estimated value at grant of the share-based grants to EC members at December 31, 2024 under the 2024 LTIP was CHF 11.7 million, compared with CHF 8.7 million in 2023 granted to EC members at December 31, 2023 under the 2023 LTIP.

The reference price for the 2024 LTIP grant used to determine the number of shares granted to participants was CHF 37.81.

The 2024 LTIP is based on three performance measures: our EPS, our TSR and a sustainability measure.

We consider targets and award points under the EPS measure as commercially sensitive information and will only disclose these retrospectively after the end of the relevant LTIP performance period.

As in the previous year, we kept the achievement of the EPS threshold point challenging for the 2024 LTIP by applying a range between the EPS target and award points of plus/minus 11.5 percent of target, to reflect the perceived EPS volatility during the performance period.

The peer companies approved by the Board to determine our relative TSR performance for the 2024 LTIP are as set out in the previous section "Executive Committee compensation policy" on page 22.

The sustainability measure applied to the 2023 LTIP was also applied in the 2024 LTIP, namely the scope 1 and 2 GHG emissions reduction at the end of the three-year performance period (2024–2026), compared to the 2019 baseline, which was defined without the divested Power Grids business. The targets and award points under the 2024 LTIP have been structured to reflect our progress to date, its long-term ambitions, and that as the targets get higher, the overall stretch to achieve them is even more challenging. Details of the long-term GHG emissions reduction targets can be found in our [Sustainability Statement 2024](#).

The approved target and award points for all three performance measures under the 2024 LTIP are illustrated in Exhibit 30 below.

Exhibit 30: 2024 LTIP target and award points				
Measure	Weighting	Threshold	Target	Maximum
Average EPS	50%	Target point -11.5%	Disclosed after performance period ⁽¹⁾	Target point +11.5%
Relative TSR	30%	50 th percentile		75 th percentile
Reduction of scope 1 and 2 CO ₂ equivalent emissions compared to 2019 baseline	20%	77.0%	81.0%	85.0%

Below threshold point: no award;

At target point: 100 percent award;

At or above maximum point: capped at 200 percent award;

Linear interpolations between award points;

(1) The average EPS target is not prospectively disclosed for reasons of commercial sensitivity.

2025 LTIP grants

The sustainability measure applied to the 2025 LTIP is the same as that applied to the 2023 and 2024 LTIP, namely scope 1 and 2 GHG emissions reduction at the end of a three-year performance period. For the 2025 LTIP, the target will represent a further scope 1 and 2 GHG emissions reduction over the three-year performance period (2025-2027), compared to a baseline of the 2024 total scope 1 and 2, which already considers the significant cumulative improvements of the last several years.

Exhibit 31 details the target and award points for the 2025 LTIP. We provide further context behind our long-term GHG emissions reduction targets in our [Sustainability Statement 2024](#).

Exhibit 31: Sustainability target and award points for the 2025 LTIP				
Measure	Weighting	Threshold	Target	Maximum
Reduction of scope 1 and 2 CO ₂ equivalent emissions ⁽¹⁾	20%	6.1%	14.5%	22.9%

Below threshold point: no award;

At target point: 100 percent award;

At or above maximum point: capped at 200 percent award;

Linear interpolations between award points.

(1) Compared to the 2024 total scope 1 and scope 2 GHG emissions.

2021 LTIP – achievements

The final number of shares vesting under the 2021 LTIP grant in 2024 was determined based on the achievement level against the predefined TSR and EPS targets.

The relative ranking of ABB's TSR measure against the predefined peer group of companies for the 2021 LTIP sat in the 77th percentile, which led to a vesting level of 200.0 percent (previous year: 200.0 percent) out of a potential of 200 percent.

The three-year average EPS amounted to \$1.57, which led to a vesting level of 200.0 percent (previous year: 179.0 percent) out of a potential 200 percent, net of adjustments for items considered outside the normal course of business operation and/or which were not considered in the target-setting of the 2021 LTIP. Adjustments were made to the EPS for each of the relevant financial years to reflect significant unplanned developments after the LTIP grant, both positive and negative, mainly including for the impact of divestments, M&A-related integration and restructuring costs.

In line with our commitment to retrospectively disclose the EPS performance targets for vested LTIP awards, we disclose the three target and award points (threshold, target and maximum) and the actual achievement for the adjusted 2021 EPS performance measure in Exhibit 32 below.

The average weighted achievement level of the two performance measures under the 2021 LTIP was 200.0 percent (out of a maximum 200 percent), as specified in Exhibit 32.

Exhibit 32: Target point, award points (rounded) and achievement levels of 2021 LTIP performance measures					
Measure	Weighting	Threshold	Target	Maximum	Actual
Relative TSR	50%	25 th percentile	50 th percentile	75 th percentile	77 th percentile
Achievement level		0%	100%	200%	200.0%
Average EPS (\$)	50%	1.02	1.19	1.36	1.57
Achievement level		0%	100%	200%	200.0%
Award as percentage of target (maximum at 200%)					200.0%

Overview of disclosed and realized 2021 LTIP value

In the following Exhibit 33 we compare the previously disclosed “fair value” of each EC member’s 2021 LTIP grant and the actual value of their respective award at the time of vesting in 2024. This indicates the average realized 2021 LTIP value was 353.2 percent of the grant fair value. The values presented are gross and before payment of any applicable taxes owed by the recipient.

Exhibit 33: Realized value of 2021 LTIP grant for current EC members									
	Grant date	Number of shares granted related to the TSR measure⁽¹⁾	Shares granted related to the EPS measure⁽²⁾	Total number of shares granted	Disclosed grant fair value (CHF)⁽³⁾	Vesting date	Vesting percentage	Number of vested shares⁽⁴⁾	Realized value (CHF)⁽⁵⁾
Morten Wierod ⁽⁶⁾	April 26, 2021	15,044	15,043	30,087	793,997	April 26, 2024	200.0%	62,402	2,804,346
Timo Ihamuotila	April 26, 2021	18,240	18,240	36,480	962,708	April 26, 2024	200.0%	75,660	3,400,161
Carolina Granat	April 26, 2021	13,163	13,163	26,326	694,744	April 26, 2024	200.0%	54,602	2,453,814
Mathias Gärtner	n.a.					n.a.			
Karin Lepasoon	n.a.					n.a.			
Sami Atiya	April 26, 2021	15,044	15,043	30,087	793,997	April 26, 2024	200.0%	62,402	2,804,346
Peter Terwiesch	April 26, 2021	15,044	15,043	30,087	793,997	April 26, 2024	200.0%	62,402	2,804,346
Brandon Spencer ⁽⁷⁾	n.a.					n.a.			
Giampiero Frisio ⁽⁷⁾	n.a.					n.a.			
Total					4,039,443				14,267,013

(1) Actual achievement level of the TSR measure was 200.0 percent.

(2) Actual achievement level of the EPS measure was 200.0 percent.

(3) Valued at CHF 26.39, the grant fair value of the ABB share on the grant date adjusted for expected foregone dividends during the vesting period.

(4) The initial granted number of shares has been increased by 3.7 percent to reflect the impact of the Accelleron spin-off in 2022.

(5) Valued at CHF 44.94, the closing price of the ABB share on the day of vesting.

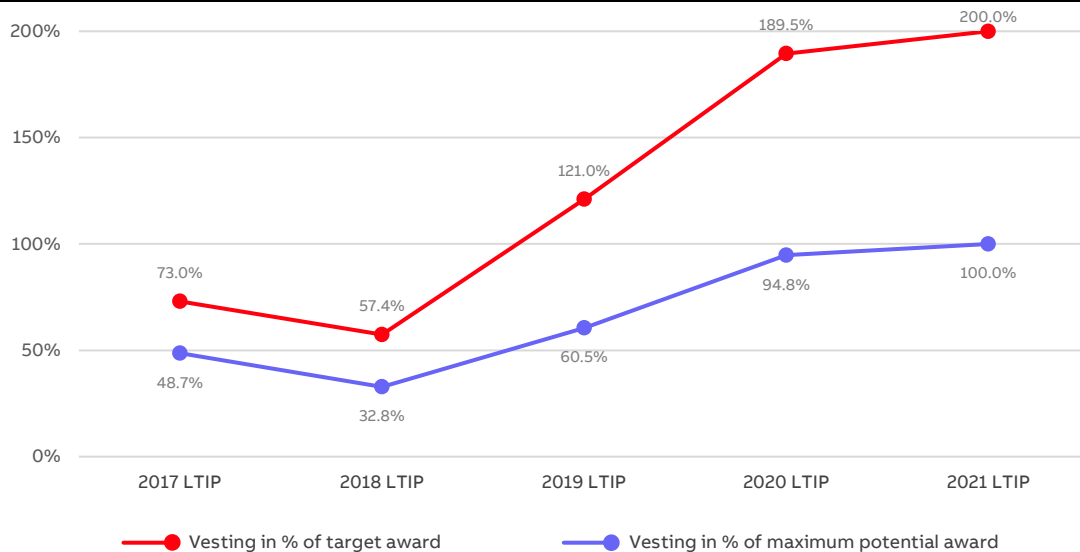
(6) Morten Wierod's 2021 LTIP grant related to his role as business area president Motion.

(7) At the time of 2021 LTIP grant, Brandon Spencer and Giampiero Frisio were not members of the EC.

LTIP vesting outcomes in the last five years

The historical LTIP vesting outcomes for the prior five years are shown in Exhibit 34 below. Over the last five years vesting averaged 128.2 percent of target and 67.3 percent of the maximum award.

Exhibit 34: LTIP historical actual vesting percentages⁽¹⁾

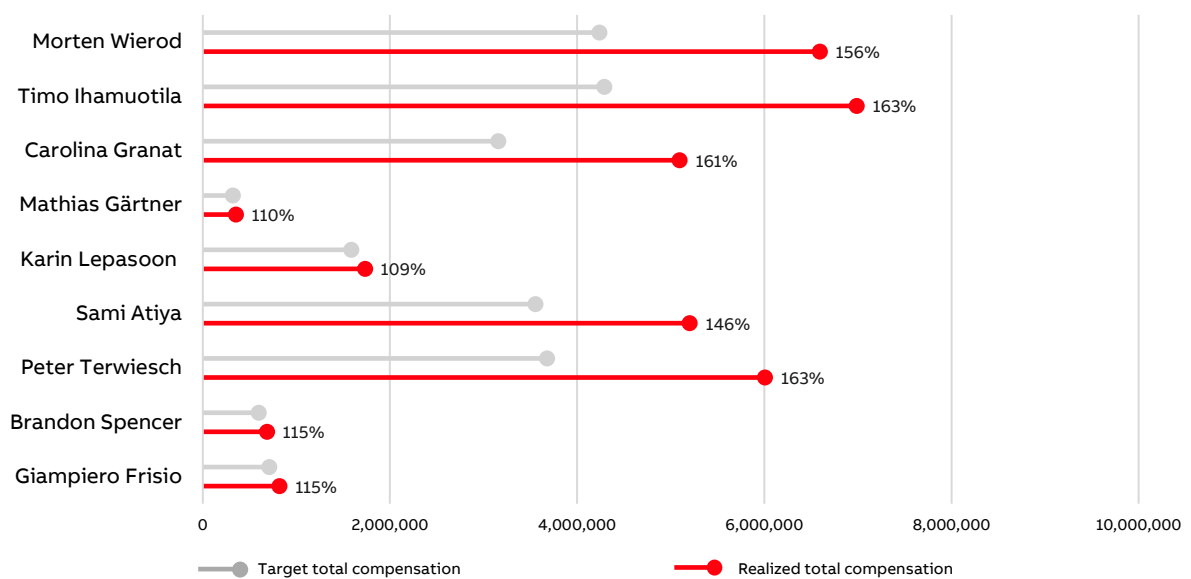


(1) According to plan-specific relative weighting of relevant performance measures.

REALIZED TOTAL COMPENSATION - 2024

We disclose the realized total compensation for each EC member. Such transparency on realized compensation is designed to aid stakeholders’ understanding of ABB’s link between pay and performance. Realized compensation relates to the AIP award and the LTIP award at the end of their respective performance cycles, reflecting the actual payment and settlement, based on achievements of the plan specific performance measures. Exhibit 35 sets out a high-level comparison of realized and target total compensation for each EC member. The compensation for Morten Wierod includes his former role as business area president Electrification (until July 31, 2024). We provide further details in Exhibit 49 in the section “Compensation tables and share ownership tables” of this Report.

Exhibit 35: Realized 2024 total compensation (in CHF) compared to target total compensation



ANNUAL TOTAL COMPENSATION RATIO

As in our Compensation Report 2023, we continue to provide our shareholders an additional level of pay transparency with the disclosure of the ratio of the annual total compensation for the organization's highest-paid individual (our CEO) to the median annual total compensation of our employees in Switzerland (excluding the highest-paid individual).

We consider Switzerland to be the most relevant location for analyzing the annual total compensation ratio since our CEO is also located and paid in Switzerland. This mitigates employee footprint and currency volatility.

At the time of publication of this Report, the allocation of annual short-term incentive awards to eligible employees in Switzerland for 2024 has not been concluded. We therefore report the ratio for the year 2023, for which the relevant short-term incentive awards are known. At December 31, 2023, our CEO was Björn Rosengren.

Our analysis includes full-time and part-time employees if they were employed at December 31, 2023. We extrapolate values of compensation elements of part-time employees and new hires during the year 2023 to represent full-time equivalent and full-year equivalent values.

In accordance with the national practice in Switzerland related to equal pay analysis, our compensation ratio calculation includes trainees, but excludes other temporary employment types such as interns, apprentices and international assignees (expats, inpats, short-term assignees), as well as contingent workers.

The calculated ratio comprises paid base salary, paid short-term incentive, granted long-term incentive, paid pension benefits and other paid benefits as compensation elements. The short-term incentive represents the bonus for the year 2023 (paid in March 2024). The long-term incentive represents the grant fair value, in line with the disclosure for the 2023 CEO compensation (see Exhibit 43 in this Report). Our CEO's total compensation for 2023 was CHF 9,693,219.

Values of long-term incentive, pension benefits and other benefits are considered for the employee with the median total cash compensation, comprising base salary and short-term incentive.*

The median 2023 total compensation for employees in Switzerland (excluding the CEO) was CHF 151,538. The resulting ratio is 64.0 (2022: 50.1). The ratio slightly widened due to the higher level of the CEO's total compensation (2023: 20% more than 2022) and the lower level of the median employee total compensation (2023: 6% less than 2022).

If the CEO's annual total compensation was instead compared to the average annual total compensation of employees in Switzerland (excluding the CEO) the resulting ratio would be 51.8 (2022: 45.5).

* Our analysis initially considers the sum of total cash compensation for all employees in scope. After we identified the employee with the median total cash compensation, the values of long-term incentive (if applicable), pension benefits and other benefits are added for the identified employee.

OTHER COMPENSATION – 2024

Members of the EC are eligible to participate in the Employee Share Acquisition Plan (ESAP), a savings plan based on stock options, which is open to our employees around the world. Three members of the EC participated in the 21st annual ESAP launch of the plan in 2024. EC members who participated will, upon vesting, each be entitled to acquire up to 210 ABB shares at CHF 48.41 per share, the market share price at the start of the 2024 plan.

For a more detailed description of the ESAP, please refer to "Note 18 – Share-based payment arrangements" in our [Financial Report 2024](#).

In 2024, ABB did not pay any fees or compensation to the members of the EC for services rendered to ABB other than those disclosed in this Report. Except as disclosed in the section "Executive Committee – Business relationships between ABB and its EC members" in our [Corporate Governance Report 2024](#), the Company did not pay any additional fees or compensation in 2024 to persons closely linked to a member of the EC for services rendered to ABB.

SHARE OWNERSHIP OF EC MEMBERS

Four out of nine EC members have met and exceeded their share ownership requirement. The other five members have been appointed to the EC in the last three years. The individual shareholding in comparison to the relevant share ownership requirement is shown in Exhibit 9 in the section "At a glance".

The EC members collectively owned less than one percent of ABB's total shares outstanding at December 31, 2024.

At December 31, 2024, EC members held ABB shares and conditional rights to receive shares, as shown in Exhibit 47 in the section "Compensation tables and share ownership tables". Their holdings at December 31, 2023, are shown in Exhibit 48 in the same section.

Except as described in Exhibits 47 and 48, no member of the EC and no person closely linked to a member of the EC held any shares of ABB or options on ABB shares at December 31, 2024 and 2023.

EXTERNAL BOARD MANDATES HELD BY EC MEMBERS

Three out of nine EC members held at least one external mandate in other companies. We disclose detailed information in Exhibit 44 in the section "Compensation tables and share ownership tables".

CHANGES APPLICABLE TO EC MEMBERS

TERMS OF APPOINTMENT FOR EC MEMBERS

As a result of his promotion to the Chief Executive Officer effective from August 1, 2024, Morten Wierod's annual base salary was increased from CHF 990,000 to CHF 1,500,000 and his target short-term and long-term incentive were adjusted in accordance with his new position, with a target short-term and target long-term incentive of 100 and 150 percent of annual base salary, respectively. Morten Wierod is eligible for standard EC benefits applicable to Switzerland.

The new business area president Motion, Brandon Spencer, was appointed to the EC effective from August 1, 2024, with an annual base salary of USD 770,000, and a target short-term and target long-term incentive of 100 and 150 percent of annual base salary, respectively. Brandon Spencer is eligible for standard EC benefits and, where relevant, local US benefits.

The new business area president Electrification, Giampiero Frisio, was appointed to the EC effective from August 1, 2024, with an annual base salary of EUR 805,000, and a target short-term and target long-term incentive of 100 and 150 percent of annual base salary, respectively. Giampiero Frisio is eligible for standard EC benefits and, where relevant, local Italian benefits.

The new General Counsel and Company Secretary, Mathias Gärtner, was appointed to the EC effective from November 1, 2024, with an annual base salary of CHF 800,000, and a target short-term incentive and target long-term incentive of 100 and 150 percent of annual base salary, respectively. Mathias Gärtner is eligible for standard EC benefits applicable to Switzerland. He received a replacement share grant to compensate for his forgone equity grants with his previous employer. The value of forfeited performance share units and options grants was replaced with an ABB performance share unit grant and the value of forfeited restricted share unit grants was replaced with an ABB restricted share unit grant.

TERMS OF DEPARTURE FOR EC MEMBERS

The former Chief Executive Officer, Björn Rosengren, stepped down from the EC as per July 31, 2024, and retired as of December 31, 2024. He received compensation and benefits up to the point of his departure, including eligibility to a short-term incentive payment for 2024. His unvested shares granted under our LTIP will be treated according to contractual terms.

The former business area president Motion, Tarak Metha, stepped down from the EC as per July 31, 2024, and departed from ABB on August 31, 2024. He received compensation and benefits up to the point of his departure. This included a contractually agreed pro-rata short-term incentive payment of CHF 910,780 for the period January 1 to August 31, 2024. His unvested shares granted under our LTIP will be treated according to contractual terms.

The former General Counsel and Company Secretary, Andrea Antonelli, stepped down from the EC as per May 31, 2023, and departed from ABB on June 30, 2024, reflecting his contractual notice period of 12 months plus extension of such period by one month due to illness. He received compensation and benefits up to the point of his departure. This included a contractually agreed pro-rata short-term incentive payment of CHF 283,300 for the period January 1 to June 30, 2024. His unvested shares granted under our LTIP will be treated according to contractual terms.

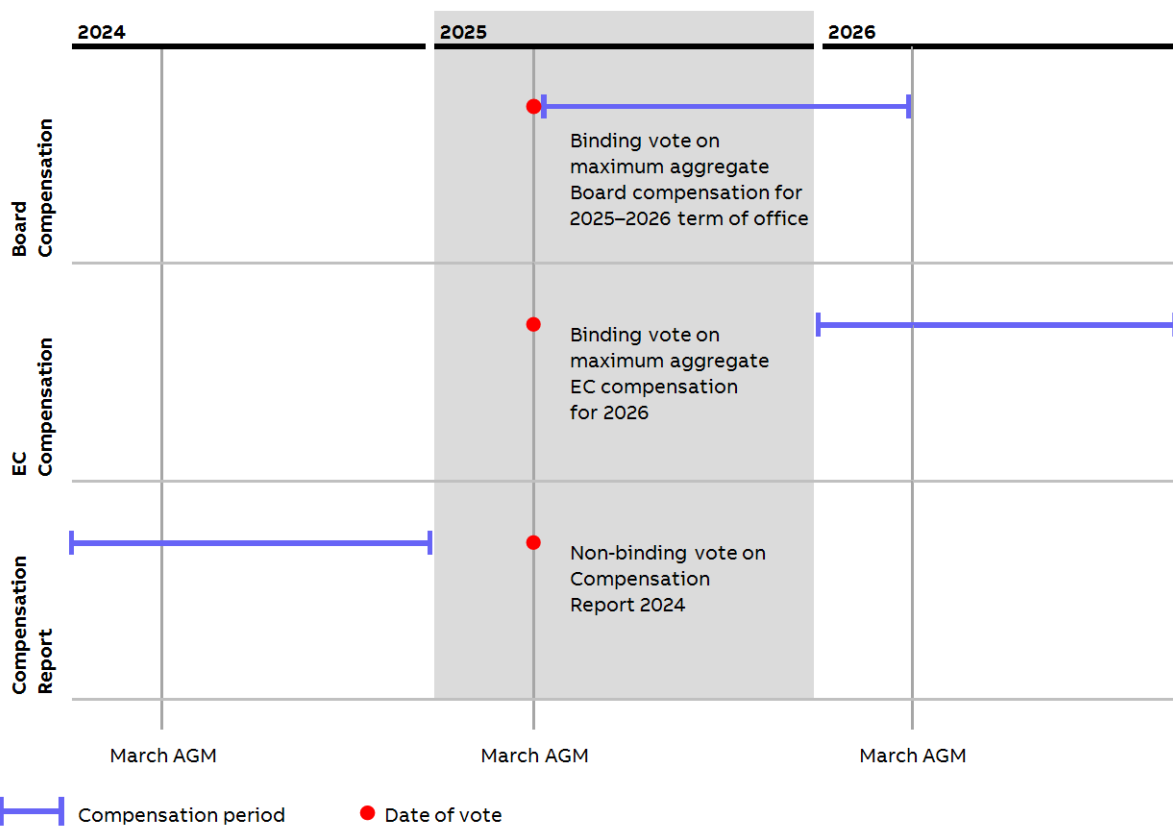
COMPENSATION OF FORMER EC MEMBERS

In 2024, we did not make any payment to former EC members other than those disclosed in this Report.

VOTES ON COMPENSATION AT THE AGM 2025

As illustrated in Exhibit 36, the Board's proposals to shareholders at the AGM 2025 will relate to Board compensation for the 2025–2026 term of office and EC compensation for the calendar year 2026. There will also be a non-binding consultative vote on the Compensation Report 2024, i.e., this Report.

Exhibit 36: Shareholders will have three separate votes on compensation at the AGM 2025



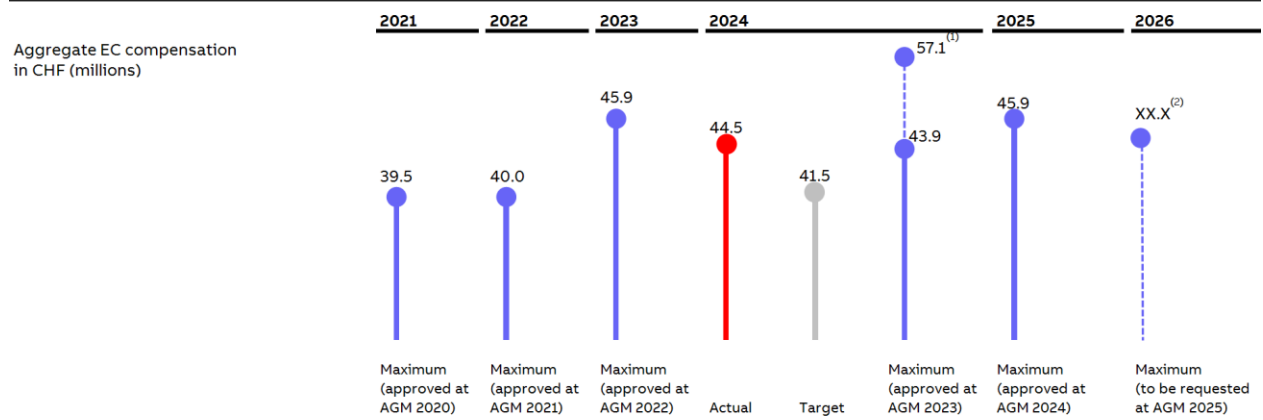
The voting results at ABB's AGM in 2024 were as follows:

- Maximum aggregate Board compensation for the 2024–2025 term of office – 98.60 percent approved
- Maximum aggregate EC compensation for 2025 – 93.58 percent approved
- Consultative vote on the Compensation Report 2023 – 90.48 percent voted for

In determining the proposed maximum aggregate EC compensation for 2026, the Board intends to take into consideration the criteria set forth in Exhibit 37. Given the variable nature of a major portion of the compensation components, the proposed maximum aggregate EC compensation will accordingly be higher than the actual compensation paid or awarded, as it must cover the potential maximum value of each component of compensation.

The decrease in maximum aggregate EC compensation for 2026 compared to 2025 is mainly influenced by the application of the adjusted, more performance-oriented compensation mix for EC entrants and the anticipated costs related to the vesting of 2023 LTIP awards.

Exhibit 37: Overview of key factors affecting the determination of maximum aggregate EC compensation



Assumptions

	2021	2022	2023	2024	2025	2026
AIP award percentage	150%	150%	150%	119% ⁽³⁾	100%	150%
Adjustment of LTIP grant size	12.5%	12.5%	n.a.	n.a.	n.a.	n.a.
Number of LTIP shares potentially vesting in year ⁽⁴⁾	147,979	220,561	354,869	n.a.	n.a.	301,476
Number of EC members	9	9	9	9	9	9

(1) The amount of CHF 57.07 million (rounded to CHF 57.1 million) represents the CHF 43.9 million approved by shareholders at the AGM 2023 and the additional 30 percent of compensation, permitted by Art. 35 of the ABB Ltd's Articles of Incorporation which may be utilized due to the change in EC composition.

(2) Figure will be provided in the AGM 2025 invitation.

(3) Average outcome without the allocation of former EC members, but including former CEO, former business area President Motion and former General Counsel & Company Secretary. For a full description, see previous section "Compensation elements – 2024 highlights".

(4) For example, 195,716 LTIP shares were granted to the EC in 2023, that potentially vest in 2026 subject to performance conditions. While 195,716 shares represent the LTIP target vesting award, the actual number of awarded shares can be zero to 200 percent of target.

COMPENSATION TABLES AND SHARE OWNERSHIP TABLES

Exhibit 38: Board compensation in 2024 and 2023 (audited)

Name	Paid in 2024				Paid in 2023					
	November Board term 2024–2025		May Board term 2023–2024		November Board term 2023–2024		May Board term 2022–2023			
	Settled in cash ⁽¹⁾	Settled in shares – number of shares received ⁽²⁾	Settled in cash ⁽¹⁾	Settled in shares – number of shares received ⁽²⁾	Settled in cash ⁽¹⁾	Settled in shares – number of shares received ⁽²⁾	Settled in cash ⁽¹⁾	Settled in shares – number of shares received ⁽²⁾		
	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF		
Peter Voser, Chairman ⁽⁴⁾	—	12,022	—	13,754	1,200,000	—	17,462	—	18,607	1,200,000
Jacob Wallenberg ⁽⁵⁾	—	—	112,500	1,859	225,000	112,500	2,624	112,500	2,796	450,000
Gunnar Brock ⁽⁶⁾	—	—	165,000	—	165,000	82,500	1,924	82,500	2,048	330,000
David Constable ⁽⁷⁾	80,000	1,283	80,000	1,468	320,000	80,000	1,866	80,000	1,988	320,000
Frederico Curado ⁽⁸⁾	—	2,666	—	3,058	350,000	—	3,876	—	4,130	350,000
Lars Förberg ⁽⁹⁾	—	3,183	—	3,649	320,000	—	4,628	—	4,945	320,000
Johan Forssell ⁽¹⁰⁾	80,000	1,283	—	—	160,000	—	—	—	—	—
Denise Johnson ⁽¹¹⁾	—	2,702	—	3,092	330,000	—	3,929	—	—	165,000
Jennifer Xin-Zhe Li ⁽¹²⁾	—	2,666	87,500	1,490	350,000	87,500	1,890	87,500	2,018	350,000
Geraldine Matchett ⁽¹³⁾	82,500	1,634	82,500	1,873	330,000	82,500	2,376	82,500	2,683	330,000
David Meline ⁽¹⁴⁾	100,000	1,604	100,000	1,835	400,000	100,000	2,332	100,000	2,485	400,000
Satish Pai ⁽¹⁵⁾	—	—	—	—	—	—	—	—	3,341	165,000
Mats Rahmström ⁽¹⁶⁾	82,500	1,323	—	—	165,000	—	—	—	—	—
Total	425,000	30,366	627,500	32,078	4,315,000	545,000	42,907	545,000	45,041	4,380,000

(1) Represents gross amount paid, prior to deductions for social security, withholding tax, etc.

(2) Number of shares per Board member is calculated based on net amount due after deductions for social security, withholding tax, etc.

(3) In addition to the Board remuneration stated in the above table, in 2024 and 2023 the Company paid CHF 282,230 and CHF 235,498, respectively, in related mandatory social security payments.

(4) Chairman of the ABB Ltd Board and of the Governance and Nomination Committee for the 2022–2023, 2023–2024 and 2024–2025 Board terms; is receiving 100 percent of his compensation in the form of ABB shares.

(5) Vice-Chairman of the ABB Ltd Board and member of the Governance and Nomination Committee for the 2022–2023 and 2023–2024 Board terms; received 50 percent of his compensation in the form of ABB shares. Did not stand for re-election in 2024.

(6) Member of the Finance, Audit and Compliance Committee for the 2022–2023 and 2023–2024 Board terms; received 50 percent of his compensation in the form of ABB shares, except for his final compensation payment which was delivered after he stepped down from the Board and which he received 100 percent in cash. Did not stand for re-election in 2024.

(7) Member of the Compensation Committee for the 2022–2023, 2023–2024 and 2024–2025 Board terms; is receiving 50 percent of his compensation in the form of ABB shares.

(8) Chairman of the Compensation Committee for the 2022–2023, 2023–2024 and 2024–2025 Board terms; is receiving 100 percent of his compensation in the form of ABB shares.

(9) Member of the Governance and Nomination Committee for the 2022–2023, 2023–2024 and 2024–2025 Board terms; is receiving 100 percent of his compensation in the form of ABB shares.

(10) Member of the Governance and Nomination Committee for the 2024–2025 Board term; is receiving 50 percent of his compensation in the form of ABB shares.

(11) Member of the Finance, Audit and Compliance Committee for the 2023–2024 and 2024–2025 Board terms; is receiving 100 percent of her compensation in the form of ABB shares.

(12) Member of the Compensation Committee and of the Governance and Nomination Committee for the 2022–2023, 2023–2024 and 2024–2025 Board terms; received 50 percent of her compensation in the form of ABB shares for the 2022–2023 and 2023–2024 Board terms and is receiving 100 percent of her compensation in the form of ABB shares for the 2024–2025 Board term.

(13) Member of the Finance, Audit and Compliance Committee for the 2022–2023, 2023–2024 and 2024–2025 Board terms; is receiving 50 percent of her compensation in the form of ABB shares.

(14) Chairman of the Finance, Audit and Compliance Committee for the 2022–2023, 2023–2024 and 2024–2025 Board terms; is receiving 50 percent of his compensation in the form of ABB shares.

(15) Member of the Finance, Audit and Compliance Committee for the 2022–2023 Board term; received 100 percent of his compensation in the form of ABB shares. Did not stand for re-election in 2023.

(16) Member of the Finance, Audit and Compliance Committee for the 2024–2025 Board term; is receiving 50 percent of his compensation in the form of ABB shares.

Exhibit 39: Board compensation for the Board terms 2024–2025 and 2023–2024 (audited)

Name	Specific Board roles	Board term 2024–2025	Board term 2023–2024
		CHF	CHF
Peter Voser	Chairman of the Board and Chairman GNC for 2024–2025 and 2023–2024 terms	1,200,000	1,200,000
Jacob Wallenberg	Vice-Chairman of the Board and Member GNC for 2023–2024 term	—	450,000
Gunnar Brock	Member FACC for 2023–2024 term	—	330,000
David Constable	Member CC for 2024–2025 and 2023–2024 terms	320,000	320,000
Frederico Curado	Chairman CC for 2024–2025 and 2023–2024 terms	350,000	350,000
Lars Förberg	Member GNC for 2024–2025 and 2023–2024 terms	320,000	320,000
Johan Forssell	Member GNC for 2024–2025 term	320,000	—
Denise Johnson	Member FACC for 2024–2025 and 2023–2024 terms	330,000	330,000
Jennifer Xin-Zhe Li	Member CC and Member GNC for 2024–2025 and 2023–2024 terms	350,000	350,000
Geraldine Matchett	Member FACC for 2024–2025 and 2023–2024 terms	330,000	330,000
David Meline	Chairman FACC for 2024–2025 and 2023–2024 terms	400,000	400,000
Mats Rahmström	Member FACC for 2024–2025 term	330,000	—
Total		4,250,000	4,380,000

Key:

CC: Compensation Committee

FACC: Finance, Audit and Compliance Committee

GNC: Governance and Nomination Committee

Exhibit 40: Board ownership of ABB shares (audited)

Name	Total number of shares held	
	December 31, 2024	December 31, 2023
Peter Voser	206,652	215,876
Jacob Wallenberg	—	251,318
Gunnar Brock	—	41,785
David Constable	49,070	46,319
Frederico Curado	62,905	57,181
Lars Förberg	86,927	80,095
Johan Forssell	1,283	—
Denise Johnson	9,723	3,929
Jennifer Xin-Zhe Li	49,968	45,812
Geraldine Matchett	39,530	36,023
David Meline ⁽¹⁾	51,387	47,948
Mats Rahmström ⁽²⁾	4,858	—
Total	562,303	826,286

(1) Includes 3,150 shares held by spouse.

(2) Includes 735 shares held by family members.

Exhibit 41: Board members with external mandates at December 31, 2024 (audited)

Name	Company	Listed company	2024 new mandate vs 2023	Mandate
Peter Voser	IBM Corporation, Armonk, United States	•		Member of the Board of Directors Chairman of the Audit Committee Member of the Board's Executive Committee
	Temasek Holdings (Private) Limited, Singapore, Singapore		•	Member of the Board of Directors Chairman of the Risk & Sustainability Committee Member of the Leadership & Compensation Committee
	PSA International Pte Ltd, Singapore, Singapore			Group Chairman of the Board
David Constable	Fluor Corporation, Irving, United States	•		Chief Executive Officer Chairman of the Board of Directors Chairman of the Board's Executive Committee
	Transocean Ltd., Zug, Switzerland	•		Member of the Board of Directors Chairman of the Governance, Safety and Environment Committee
Frederico Curado	LATAM Airlines Group, Santiago, Chile	•		Member of the Board of Directors Chairman of the Audit Committee Chairman of the Strategy Committee Member of the Compensation Committee
	Cevian Capital AB, Stockholm, Sweden			Co-founder and Managing Partner
Lars Förberg	Atlas Copco AB, Nacka, Sweden	•		Member of the Board of Directors Member of the Audit Committee
	Wärtsilä Oyj Abp, Helsinki, Finland	•		Member of the Board of Directors
	Epiroc AB, Stockholm, Sweden	•		Member of the Board of Directors Member of the Remuneration Committee
Denise Johnson	Caterpillar Inc., Deerfield, United States	•		Group President, Resource Industries
Jennifer Xin-Zhe Li	Changcheng Investment Partners, Beijing, China			Founder and General Partner
	SAP SE, Walldorf, Germany	•		Member of the Board of Directors Chairwoman of the Audit and Compliance Committee Member of the Finance and Investment Committee
	Full Truck Alliance Co. Ltd., Guizhou / Nanjing, China	•		Member of the Board of Directors Chairwoman of the Audit Committee
Geraldine Matchett	Nestlé Ltd., Vevey, Switzerland	•	•	Member of the Board of Directors Member of the Governance, Nomination and Sustainability Committee Member of the Risk Committee
	Swiss Re Ltd, Zurich, Switzerland	•	•	Member of the Board of Directors Member of the Audit Committee
David Meline	HP Inc., Palo Alto, United States	•		Member of the Board of Directors Member of the Audit Committee Member of the Finance, Investment and Technology Committee
	Pacific Biosciences of California Inc., Menlo Park, United States	•		Member of the Board of Directors Member of the Audit Committee
Mats Rahmström	Piab Group AB, Danderyd, Sweden			Chairman of the Board of Directors
	Investor AB, Stockholm, Sweden	•		Member of the Board of Directors
	Wärtsilä Oyj Abp, Helsinki, Finland	•		Member of the Board of Directors
	Quantum Industries AB, Astorp, Sweden			Member of the Board of Directors
	SMD Logistics AB, Stockholm, Sweden			Member of the Board of Directors

Exhibit 42: EC compensation in 2024 (audited)

Name	Cash Compensation					Estimated value of share-based grants under the LTIP in 2024 ⁽⁴⁾	Estimated value of replacement share-based grant in 2024 ⁽⁵⁾	2024 Total compensation (incl. conditional share-based grants)
	Base salary	Short-term incentive ⁽¹⁾	Pension benefits	Other benefits ⁽²⁾	2024 Total cash-based compensation ⁽³⁾			
	CHF	CHF	CHF	CHF	CHF			
Morten Wierod (CEO as of August 1, 2024)	1,193,754	1,518,775	404,221	673,195	3,789,945	2,829,060	—	6,619,005
Timo Ihamuotila	990,004	1,234,530	531,616	831,765	3,587,915	1,154,192	—	4,742,107
Carolina Granat	725,012	892,475	434,077	589,626	2,641,190	845,235	—	3,486,425
Mathias Gärtner (EC member as of November 1, 2024)	133,335	164,134	28,714	27,952	354,135	1,586,900	3,573,566	5,514,601
Karin Lepasoon	600,000	738,600	255,540	140,638	1,734,778	699,506	—	2,434,284
Sami Atiya	800,009	459,200	491,512	647,603	2,398,324	932,690	—	3,331,014
Peter Terwiesch	860,004	1,159,280	498,421	685,234	3,202,939	1,002,644	—	4,205,583
Brandon Spencer (EC member as of August 1, 2024) ⁽⁶⁾⁽⁷⁾	278,387	367,750	—	40,780	686,917	1,261,951	—	1,948,868
Giampiero Frisio (EC member as of August 1, 2024) ⁽⁷⁾	314,956	423,302	32,343	48,570	819,171	1,430,528	—	2,249,699
Total Executive Committee members at December 31, 2024	5,895,461	6,958,046	2,676,444	3,685,363	19,215,314	11,742,706	3,573,566	34,531,586
Björn Rosengren (EC member until July 31, 2024) ⁽⁸⁾	1,785,006	2,154,495	753,339	1,759,261	6,452,101	—	—	6,452,101
Andrea Antonelli (EC member until May 31, 2023) ⁽⁸⁾	350,000	283,300	121,566	155,889	910,755	—	—	910,755
Tarak Mehta (EC member until July 31, 2024) ⁽⁸⁾	620,006	910,780	344,357	745,329	2,620,472	—	—	2,620,472
Total departing Executive Committee members	2,755,012	3,348,575	1,219,262	2,660,479	9,983,328	—	—	9,983,328
Total	8,650,473	10,306,621	3,895,706	6,345,842	29,198,642	11,742,706	3,573,566	44,514,914

(1) Represents accrued short-term variable compensation for the year 2024, which will be paid in 2025, after the publication of ABB's financial results. Short-term variable compensation is linked to the targets and goals defined in each EC member's Annual Incentive Plan. Upon full achievement of these targets and goals, the short-term variable compensation of the EC members represents 100 percent of their respective base salary. Andrea Antonelli and Tarak Mehta received a short-term variable compensation payment in 2024 at the time of their departure related to their termination period, in accordance with the contractual obligations of ABB.

(2) Other benefits mainly comprise payments related to social security, health insurance, transportation, tax advice and certain other items.

(3) Prepared on an accrual basis.

(4) The estimated value of the share-based LTIP grants is based on the price of ABB shares on the grant date. On the day of vesting (April 24, 2027), the value of the share-based awards granted under the LTIP may vary from the above amounts due to changes in ABB's share price and the outcome of the performance factors.

(5) The estimated value of the share-based replacement grant is based on the closing price of ABB shares on the grant date. On the vesting dates (November 1, 2025, 2026 and 2027), the value of the share-based awards granted under the replacement share grant may vary from the above amounts due to changes in ABB's share price and the outcome of the performance factors.

(6) For Brandon Spencer the maximum pension contributions for the year 2024 were already reached prior to his promotion to the EC. Therefore no additional pension contributions were provided in 2024.

(7) Compensation of Brandon Spencer was converted from USD to CHF applying an average foreign exchange rate of 0.8677, and compensation of Giampiero Frisio was converted from EUR to CHF applying an average foreign exchange rate of 0.9390.

(8) EC members who stepped down from the EC during 2024 continued to receive compensation and benefits up to the point of their departure, according to contractual terms, which are included in their total compensation.

Exhibit 43: EC compensation in 2023 (audited)

Name	Cash Compensation					Estimated value of share-based grants under the LTIP in 2022 ⁽⁴⁾	2023 Total compensation (incl. conditional share-based grants) ⁽⁵⁾
	Base salary	Short-term incentive ⁽¹⁾	Pension benefits	Other benefits ⁽²⁾	2023 Total cash-based compensation ⁽³⁾		
	CHF	CHF	CHF	CHF	CHF		
Björn Rosengren	1,785,006	2,659,650	775,090	1,759,098	6,978,844	2,714,375	9,693,219
Timo Ihamuotila	990,004	1,386,000	541,130	786,869	3,704,003	1,003,656	4,707,659
Carolina Granat	725,012	1,087,500	440,166	369,285	2,621,963	734,999	3,356,962
Karin Lepasoon	600,000	900,000	254,677	162,089	1,916,766	608,288	2,525,054
Sami Atiya	800,009	960,000	499,122	654,700	2,913,831	811,038	3,724,869
Tarak Mehta	930,009	1,395,000	526,130	746,993	3,598,132	942,817	4,540,949
Peter Terwiesch	855,003	1,179,060	505,595	657,565	3,197,223	871,844	4,069,067
Morten Wierod	962,502	1,462,500	505,842	685,145	3,615,989	988,423	4,604,412
Total Executive Committee members at December 31, 2023	7,647,545	11,029,710	4,047,752	5,821,744	28,546,751	8,675,440	37,222,191
Andrea Antonelli (EC member until May 31, 2023)	700,000	980,000	248,685	140,430	2,069,115	1,064,462	3,133,577
Theodor Swedjemark (EC member until September 30, 2022)	83,334	78,854	45,344	79,168	286,700	—	286,700
Total departing Executive Committee members	783,334	1,058,854	294,029	219,598	2,355,815	1,064,462	3,420,277
Total	8,430,879	12,088,564	4,341,781	6,041,342	30,902,566	9,739,902	40,642,468

- (1) Represents accrued short-term variable compensation for the year 2023, which was paid in 2024, after the publication of ABB's financial results. Short-term variable compensation is linked to the targets and goals defined in each EC member's Annual Incentive Plan. Upon full achievement of these targets and goals, the short-term variable compensation of the EC member represents 100 percent of their respective base salary. Theodor Swedjemark received a short-term variable compensation payment in February 2023 related to his termination period, in accordance with the contractual obligations of ABB.
- (2) Other benefits mainly comprise payments related to social security, health insurance, children's education, transportation, tax advice, compensation for foregone dividends on replacement share grants and certain other items.
- (3) Prepared on an accrual basis.
- (4) The estimated value of the share-based LTIP grants is based on the price of ABB shares on the grant date. On the day of vesting (April 24, 2026), the value of the share-based awards granted under the LTIP may vary from the above amounts due to changes in ABB's share price and the outcome of the performance factors.
- (5) Payments totaling CHF 308,592 were made in 2023 on behalf of certain other former EC members, representing social security premium payments due on the 2020 LTIP vesting and tax advisory services for the period when they have been active EC members.

Exhibit 44: EC members with external mandates at December 31, 2024 (audited)

Name	Company	Listed company	2024 new mandate vs 2023	Mandate
Timo Ihamuotila	Kone Oy, Espoo, Finland	•		Member of the Board of Directors
	Oras Invest Oy, Helsinki, Finland			Member of the Audit Committee
Sami Atiya	SGS SA, Geneva, Switzerland	•		Member of the Board of Directors
				Chairman of the Remuneration Committee
Peter Terwiesch	Hilti AG, Schaan, Liechtenstein			Member of the Nomination Committee
				Member of the Board of Directors

Exhibit 45: LTIP grants in 2024 (audited)

Name	Reference number of shares under the EPS performance factor of the 2024 launch of the LTIP ⁽¹⁾		Total estimated value of share-based grants under the EPS performance factor of the 2024 launch of the LTIP ⁽²⁾⁽³⁾		Reference number of shares under the TSR performance factor of the 2024 launch of the LTIP ⁽¹⁾		Total estimated value of share-based grants under the TSR performance factor of the 2024 launch of the LTIP ⁽²⁾⁽³⁾		Reference number of shares under the sustainability performance factor of the 2024 launch of the LTIP ⁽¹⁾		Total estimated value of share-based grants under the sustainability performance factor of the 2024 launch of the LTIP ⁽²⁾⁽³⁾		Total number of reference shares granted under the 2024 launch of the LTIP ⁽¹⁾⁽²⁾		Total estimated value of share-based grants under the LTIP in 2024 ⁽²⁾⁽³⁾	
	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	
Morten Wierod ⁽⁴⁾	29,754	1,414,506	17,852	848,685	11,903	565,869	59,509	2,829,060								
Timo Ihamuotila	13,092	577,096	7,855	346,249	5,237	230,847	26,184	1,154,192								
Carolina Granat	9,587	422,595	5,752	253,549	3,836	169,091	19,175	845,235								
Mathias Gärtner (EC member as of November 1, 2024)	15,869	793,450	9,521	476,050	6,348	317,400	31,738	1,586,900								
Karin Lepasoon ⁽⁴⁾	7,934	349,731	4,760	209,821	3,175	139,954	15,869	699,506								
Sami Atiya	10,579	466,323	6,347	279,776	4,233	186,591	21,159	932,690								
Peter Terwiesch ⁽⁴⁾	11,373	501,322	6,823	300,758	4,550	200,564	22,746	1,002,644								
Brandon Spencer (EC member as of August 1, 2024)	13,272	630,951	7,963	378,562	5,310	252,438	26,545	1,261,951								
Giampiero Frisio (EC member as of August 1, 2024)	15,045	715,240	9,027	429,144	6,019	286,144	30,091	1,430,528								
Total Executive Committee members at December 31, 2024	126,505	5,871,214	75,900	3,522,594	50,611	2,348,898	253,016	11,742,706								

(1) Vesting date April 22, 2027.

(2) The reference number of shares of the EPS, TSR and sustainability performance factors are valued using the fair value of the ABB shares on the grant date.

(3) Default settlement of the final LTIP award is 100 percent in shares, with an automatic sell-to-cover in place for employees who are subject to withholding taxes. The plan foresees a maximum award of 200 percent of the number of reference shares granted based on the achievement against the predefined average EPS, relative TSR and sustainability performance targets. Participants are also entitled to receive a dividend equivalent payment at the time of vesting for each awarded share.

(4) In addition to the above awards, three members of the EC participated in the 21st launch of the ESAP in 2024, which will allow them to save over a 12-month period and, in November 2025, use their savings to acquire ABB shares under the ESAP. Each EC member who participated in ESAP will, upon vesting, be entitled to acquire up to 210 ABB shares at an exercise price of CHF 48.41 per share.

Exhibit 46: LTIP grants in 2023 (audited)

Name	Reference number of shares under the EPS performance factor of the 2023 launch of the LTIP ⁽¹⁾		Total estimated value of share-based grants under the EPS performance factor of the 2023 launch of the LTIP ⁽²⁾⁽³⁾		Reference number of shares under the TSR performance factor of the 2023 launch of the LTIP ⁽¹⁾		Total estimated value of share-based grants under the TSR performance factor of the 2023 launch of the LTIP ⁽²⁾⁽³⁾		Reference number of shares under the sustainability performance factor of the 2023 launch of the LTIP ⁽¹⁾		Total estimated value of share-based grants under the sustainability performance factor of the 2023 launch of the LTIP ⁽²⁾⁽³⁾		Total number of reference shares granted under the 2023 launch of the LTIP ⁽¹⁾⁽²⁾		Total estimated value of share-based grants under the LTIP in 2023 ⁽²⁾⁽³⁾	
	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	CHF	
Björn Rosengren ⁽⁴⁾	42,854	1,357,187	25,712	814,300	17,142	542,888	85,708	2,714,375								
Timo Ihamuotila	15,845	501,812	9,507	301,087	6,339	200,757	31,691	1,003,656								
Carolina Granat	11,604	367,499	6,962	220,487	4,642	147,013	23,208	734,999								
Karin Lepasoon ⁽⁴⁾	9,603	304,128	5,762	182,483	3,842	121,677	19,207	608,288								
Sami Atiya	12,804	405,503	7,682	243,289	5,123	162,246	25,609	811,038								
Tarak Mehta ⁽⁴⁾	14,885	471,408	8,931	282,845	5,954	188,564	29,770	942,817								
Peter Terwiesch ⁽⁴⁾	13,764	435,906	8,258	261,531	5,507	174,407	27,529	871,844								
Morten Wierod ⁽⁴⁾	15,605	494,211	9,363	296,527	6,242	197,685	31,210	988,423								
Total Executive Committee members at December 31, 2023	136,964	4,337,654	82,177	2,602,549	54,791	1,735,237	273,932	8,675,440								

(1) Vesting date April 24, 2026.

(2) The reference number of shares of the EPS, TSR and sustainability performance factors are valued using the fair value of the ABB shares on the grant date.

(3) Default settlement of the final LTIP award is 100 percent in shares, with an automatic sell-to-cover in place for employees who are subject to withholding taxes. The plan foresees a maximum award of 200 percent of the number of reference shares granted based on the achievement against the predefined average EPS, relative TSR and sustainability performance targets. Participants are also entitled to receive a dividend equivalent payment at the time of vesting for each awarded share.

(4) In addition to the above awards, five members of the EC participated in the 20th launch of the ESAP in 2023, which allowed them to save over a 12-month period and, in November 2024, use their savings to acquire ABB shares under the ESAP. Each EC member who participated in ESAP was, upon vesting, entitled to acquire up to 330 ABB shares at an exercise price of CHF 30.49 per share.

Exhibit 47: EC shareholding overview at December 31, 2024 (audited)

Name	Total number of shares held at December 31, 2024	Unvested at December 31, 2024					
		Reference number of shares under the 2022 performance factors (EPS, TSR and sustainability) of the LTIP ⁽¹⁾	Reference number of shares under the 2023 performance factors (EPS, TSR and sustainability) of the LTIP ⁽¹⁾	Reference number of shares under the 2024 performance factors (EPS, TSR and sustainability) of the LTIP ⁽¹⁾	Replacement share grant for foregone benefits from former employer ⁽²⁾	Replacement share grant for foregone benefits from former employer ⁽²⁾	Replacement share grant for foregone benefits from former employer ⁽²⁾
		(vesting 2025)	(vesting 2026)	(vesting 2027)	(vesting 2025)	(vesting 2026)	(vesting 2027)
Morten Wierod (CEO as of August 1, 2024)	170,999	28,736	31,210	59,509	—	—	—
Timo Ihamuotila	200,000	31,609	31,691	26,184	—	—	—
Carolina Granat ⁽³⁾	38,018	23,148	23,208	19,175	—	—	—
Mathias Gärtner (EC member as of November 1, 2024)	—	—	—	31,738	6,275	33,057	34,002
Karin Lepasoon	690	19,157	19,207	15,869	—	—	—
Sami Atiya	100,000	25,543	25,609	21,159	—	—	—
Peter Terwiesch	100,330	26,501	27,529	22,746	—	—	—
Brandon Spencer (EC member as of August 1, 2024)	—	9,541	16,013	26,545	—	—	—
Giampiero Frisio (EC member as of August 1, 2024)	1,381	14,404	21,249	30,091	—	—	—
Total Executive Committee members at December 31, 2024	611,418	178,639	195,716	253,016	6,275	33,057	34,002

(1) The final 2022 LTIP, 2023 LTIP and 2024 LTIP awards will be settled 100 percent in shares, with an automatic sell-to-cover in place for employees who are subject to withholding taxes.

(2) The first tranche of the replacement share grant consists of Restricted Share Units and will vest one year after the grant. The second and the third tranche of the replacement share grant consist of Performance Share Units and will vest two respectively three years after the grant. The vesting level of the Performance Share Units depends on the achievement of the applicable performance targets. The final replacement awards will be settled 100 percent in shares. Shares are entitled to receive dividend equivalent payment on the final number of vested shares.

(3) This includes 1,200 shares held by spouse.

Exhibit 48: EC shareholding overview at December 31, 2023 (audited)

Name	Total number of shares held at December 31, 2023	Unvested at December 31, 2023		
		Reference number of shares under the 2021 performance factors (EPS and TSR) of the LTIP ⁽¹⁾ (vesting 2024)	Reference number of shares under the 2022 performance factors (EPS, TSR and sustainability) of the LTIP ⁽¹⁾ (vesting 2025)	Reference number of shares under the 2023 performance factors (EPS, TSR and sustainability) of the LTIP ⁽¹⁾ (vesting 2026)
Björn Rosengren	262,334	99,450	85,487	85,708
Timo Ihamuotila	202,000	37,830	31,609	31,691
Carolina Granat ⁽²⁾	5,200	27,301	23,148	23,208
Karin Lepasoon	360	—	19,157	19,207
Sami Atiya	100,000	31,201	25,543	25,609
Tarak Mehta	134,710	36,271	29,694	29,770
Peter Terwiesch	100,000	31,201	26,501	27,529
Morten Wierod	141,267	31,201	28,736	31,210
Total Executive Committee members at December 31, 2023	945,871	294,455	269,875	273,932

(1) The final 2021 LTIP, 2022 LTIP and 2023 LTIP awards will be settled 100 percent in shares, with an automatic sell-to-cover in place for employees who are subject to withholding taxes.

(2) This includes 1,200 shares held by spouse.

Exhibit 49: Targeted and realized EC total compensation in 2024

Target compensation (in CHF)	Target 2024				Grant fair value of 2021 LTIP ⁽³⁾	Target total variable compensation	Target total compensation
	Base salary	Pension benefits	Other benefits ⁽¹⁾	short-term incentive ⁽²⁾			
Morten Wierod ⁽⁴⁾	1,193,754	404,221	652,637	1,193,750	793,997	1,987,747	4,238,359
Timo Ihamuotila	990,004	531,616	816,298	990,000	962,708	1,952,708	4,290,626
Carolina Granat	725,012	434,077	579,033	725,000	694,744	1,419,744	3,157,866
Mathias Gärtner	133,335	28,714	26,004	133,334	n.a.	133,334	321,387
Karin Lepasoon	600,000	255,540	131,872	600,000	n.a.	600,000	1,587,412
Sami Atiya	800,009	491,512	669,159	800,000	793,997	1,593,997	3,554,677
Peter Terwiesch	860,004	498,421	666,305	860,000	793,997	1,653,997	3,678,727
Brandon Spencer ⁽⁵⁾	278,387	—	40,780	278,387	n.a.	278,387	597,554
Giampiero Frisio	314,956	32,343	48,570	314,956	n.a.	314,956	710,825
Total	5,895,461	2,676,444	3,630,658	5,895,427	4,039,443	9,934,870	22,137,433

Realized compensation (in CHF)	Actual 2024				Realized value of 2021 LTIP ⁽⁸⁾	Total variable compensation	Total compensation
	Base salary	Pension benefits	Other benefits ⁽¹⁾⁽⁶⁾	short-term incentive ⁽⁷⁾			
Morten Wierod ⁽⁴⁾	1,193,754	404,221	673,195	1,518,775	2,804,346	4,323,121	6,594,291
Timo Ihamuotila	990,004	531,616	831,765	1,234,530	3,400,161	4,634,691	6,988,076
Carolina Granat	725,012	434,077	589,626	892,475	2,453,814	3,346,289	5,095,004
Mathias Gärtner	133,335	28,714	27,952	164,134	n.a.	164,134	354,135
Karin Lepasoon	600,000	255,540	140,638	738,600	n.a.	738,600	1,734,778
Sami Atiya	800,009	491,512	647,603	459,200	2,804,346	3,263,546	5,202,670
Peter Terwiesch	860,004	498,421	685,234	1,159,280	2,804,346	3,963,626	6,007,285
Brandon Spencer ⁽⁵⁾	278,387	—	40,780	367,750	n.a.	367,750	686,917
Giampiero Frisio	314,956	32,343	48,570	423,302	n.a.	423,302	819,171
Total	5,895,461	2,676,444	3,685,363	6,958,046	14,267,013	21,225,059	33,482,327

Achievement levels (in %) ⁽⁹⁾	2024					Total variable compensation	Total compensation
	Base salary	Pension benefits	Other benefits ⁽¹⁾	short-term incentive ⁽⁷⁾	2021 LTIP ⁽⁸⁾		
Morten Wierod ⁽⁴⁾	100.0%	100.0%	103.1%	127.2%	353.2%	217.5%	155.6%
Timo Ihamuotila	100.0%	100.0%	101.9%	124.7%	353.2%	237.3%	162.9%
Carolina Granat	100.0%	100.0%	101.8%	123.1%	353.2%	235.7%	161.3%
Mathias Gärtner	100.0%	100.0%	107.5%	123.1%	n.a.	123.1%	110.2%
Karin Lepasoon	100.0%	100.0%	106.6%	123.1%	n.a.	123.1%	109.3%
Sami Atiya	100.0%	100.0%	96.8%	57.4%	353.2%	204.7%	146.4%
Peter Terwiesch	100.0%	100.0%	102.8%	134.8%	353.2%	239.6%	163.3%
Brandon Spencer ⁽⁵⁾	100.0%	n.a.	100.0%	132.1%	n.a.	132.1%	115.0%
Giampiero Frisio	100.0%	100.0%	100.0%	134.4%	n.a.	134.4%	115.2%
Average	100.0%	100.0%	102.3%	120.0%	353.2%	183.1%	137.7%

- (1) Other benefits comprise payments related to social security, health insurance, children's education, transportation, tax advice and certain other items.
- (2) Target short-term incentive corresponds to 100 percent of the latest applicable annual base salary.
- (3) Represents the 2021 LTIP grant date fair value as per April 26, 2021, as disclosed in our Annual Report 2021.
- (4) Information for Morten Wierod is based on his compensation related to his CEO role and his former role as business area president Electrification (until July 31, 2024), e.g., the achievement level of 127.2 percent represents his combined 2024 short-term incentive outcome related to the two roles held in 2024 (120.7 percent for his CEO role and 134.4 percent for his business area president role 134.4, as detailed in Exhibit 26) compared to his combined 2024 target short-term incentive.
- (5) For Brandon Spencer the maximum pension contributions for the year 2024 were already reached prior to his promotion to the EC. Therefore no additional pension contributions were provided in 2024.
- (6) Differences between realized and target values due to higher social security payments related to AIP awards above target values.
- (7) Represents accrued short-term incentive for the year 2024, which will be paid in 2025, after the publication of ABB's financial results. STI is linked to the targets and goals defined in each EC member's Annual Incentive Plan.
- (8) Valued at CHF 44.94, the closing price of the ABB share on the day of vesting.
- (9) Ratio of realized compensation compared to target compensation.



Report of the statutory auditor

To the General Meeting of ABB Ltd, Zurich

Report on the Audit of the Compensation Report

Opinion

We have audited the Compensation Report of ABB Ltd (the Company) for the year ended December 31, 2024. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables marked "audited" in the Compensation Report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying Compensation Report complies with Swiss law and the Company's articles of incorporation.

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 Compensation 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 ABB Annual Reporting Suite (consisting of the Integrated Report, the Financial Report, the Corporate Governance Report, the Compensation Report and the Sustainability Statement), but does not include the audited content of the Compensation Report, the consolidated financial statements, the statutory financial statements of ABB Ltd and our auditor's reports thereon.

Our opinion on the Compensation 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 Compensation 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 Compensation 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 Compensation Report

The Board of Directors is responsible for the preparation of a Compensation 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 Compensation Report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the compensation system and defining individual compensation packages.

Auditor's Responsibilities for the Audit of the Compensation Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO 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 Compensation Report.

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

- Identify and assess the risks of material misstatement in the Compensation 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 to 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.

KPMG AG

A handwritten signature in black ink, appearing to read 'Achim Wolper'.

Achim Wolper
Licensed Audit Expert
Auditor in Charge

A handwritten signature in black ink, appearing to read 'Mohamad Midani'.

Mohamad Midani

Zurich, Switzerland
February 26, 2025

Caution concerning forward-looking statements

The Compensation Report 2024 includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We have based these forward-looking statements largely on current expectations, estimates and projections about the factors that may affect our future performance, including global economic conditions as well as the economic conditions of the regions and the industries that are major markets for ABB. The words “believe,” “may,” “will,” “estimate,” “continue,” “target,” “anticipate,” “intend,” “expect,” “plan” and similar words and the express or implied discussion of strategy, plans or intentions are intended to identify forward-looking statements. These forward-looking statements are subject to risks, uncertainties and assumptions, including among other things, the following: (i) business risks related to the global volatile economic environment; (ii) costs associated with compliance activities; (iii) difficulties encountered in operating in emerging markets; (iv) risks inherent in large, long term projects served by parts of our business; (v) the timely development of new products, technologies, and services that are useful for our customers; (vi) our ability to anticipate and react to technological change and evolving industry standards in the markets in which we operate; (vii) changes in interest rates and fluctuations in currency exchange rates; (viii) changes in raw materials prices or limitations of supplies of raw materials; (ix) the weakening or unavailability of our intellectual property rights; (x) industry consolidation resulting in more powerful competitors and fewer customers; (xi) effects of competition and changes in economic and market conditions in the product markets and geographic areas in which we operate; (xii) effects of, and changes in, laws, regulations, governmental policies, taxation, or accounting standards and practices and (xiii) other factors described in documents that we may furnish from time to time with the US Securities and Exchange Commission, including our Annual Reports on Form 20-F. Although we believe that the expectations reflected in any such forward-looking statements are based on reasonable assumptions, we can give no assurance that they will be achieved. We undertake no obligation to update publicly or revise any forward-looking statements because of new information, future events or otherwise. In light of these risks and uncertainties, the forward-looking information, events and circumstances might not occur. Our actual results and performance could differ substantially from those anticipated in our forward-looking statements.



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