United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 27, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___________to___________

Commission file number 001-41118

GARMIN LTD.
(Exact name of Company as specified in its charter)

Switzerland	**98-0229227**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer identification no.)
Mühlentalstrasse 36/38 8200 Schaffhausen Switzerland	**N/A**
(Address of principal executive offices)	(Zip Code)

Company's telephone number, including area code: **+41 52 630 1600**

Securities registered pursuant to Section 12(b) of the Act:

Registered Shares, $0.10 Per Share Par Value	**GRMN**	**New York Stock Exchange**
(Title of each class)	(Trading Symbol)	(Name of each exchange on which registered)

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES ☑ NO ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

YES ☑ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☑	Accelerated Filer	☐
Non-accelerated Filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. YES ☐ NO ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES ☐ NO ☑

Number of shares outstanding of the registrant's common shares as of July 24, 2026
Registered Shares, $0.10 par value: 192,852,536 (excluding treasury shares)

Garmin Ltd.
Form 10-Q
Quarter Ended June 27, 2026

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Part I - Financial Information
Item 1 - Condensed Consolidated Financial Statements

Garmin Ltd. and Subsidiaries
Condensed Consolidated Statements of Income (Unaudited)
(In thousands, except per share information)

	13-Weeks Ended		26-Weeks Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
Net sales	$ 2,022,092	$ 1,814,564	$ 3,775,582	$ 3,349,663
Cost of goods sold	760,070	747,552	1,471,272	1,398,106
Gross profit	1,262,022	1,067,012	2,304,310	1,951,557
Research and development expense	303,940	276,663	599,758	544,783
Selling, general and administrative expenses	342,574	318,054	657,379	601,655
Total operating expense	646,514	594,717	1,257,137	1,146,438
Operating income	615,508	472,295	1,047,173	805,119
Other income (expense):				
Interest income	38,173	31,724	74,147	62,231
Foreign currency (losses) gains	(2,492)	(23,512)	630	1,248
Other (expense) income	(128)	(256)	1,640	730
Total other income (expense)	35,553	7,956	76,417	64,209
Income before income taxes	651,061	480,251	1,123,590	869,328
Income tax provision	109,141	79,429	176,591	135,737
Net income	$ 541,920	$ 400,822	$ 946,999	$ 733,591
Net income per share:				
Basic	$ 2.81	$ 2.08	$ 4.91	$ 3.81
Diluted	$ 2.80	$ 2.07	$ 4.89	$ 3.79
Weighted average common shares outstanding:				
Basic	192,836	192,523	192,755	192,534
Diluted	193,471	193,416	193,515	193,557

See accompanying notes.

Garmin Ltd. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (Unaudited)
(In thousands)

	13-Weeks Ended		26-Weeks Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
Net income	$ 541,920	$ 400,822	$ 946,999	$ 733,591
Foreign currency translation adjustment	(7,064)	223,845	(57,150)	232,525
Change in fair value of available-for-sale marketable securities, net of deferred taxes	(492)	7,239	(14,010)	19,886
Comprehensive income	$ 534,364	$ 631,906	$ 875,839	$ 986,002

See accompanying notes.

Garmin Ltd. and Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)
(In thousands)

	June 27, 2026	December 27, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 2,334,235	$ 2,278,646
Marketable securities	331,955	459,202
Accounts receivable, net	1,153,215	1,253,015
Inventories	1,966,061	1,772,257
Deferred costs	13,673	17,538
Prepaid expenses and other current assets	509,473	467,558
Total current assets	6,308,612	6,248,216
Property and equipment, net of accumulated depreciation of $1,360,259 and $1,292,250	1,454,228	1,375,348
Operating lease right-of-use assets	212,297	196,183
Noncurrent marketable securities	1,703,680	1,396,929
Deferred income tax assets	717,795	718,094
Noncurrent deferred costs	3,930	4,373
Goodwill	748,474	760,241
Other intangible assets, net	179,054	198,362
Other noncurrent assets	95,821	95,923
Total assets	$ 11,423,891	$ 10,993,669
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 401,318	$ 347,493
Salaries and benefits payable	201,311	228,267
Accrued warranty costs	71,560	72,921
Accrued sales program costs	118,531	153,193
Other accrued expenses	249,765	257,651
Deferred revenue	106,956	105,646
Income taxes payable	326,081	381,549
Dividend payable	607,651	173,351
Total current liabilities	2,083,173	1,720,071
Deferred income tax liabilities	107,365	109,701
Noncurrent income taxes payable	3,754	3,596
Noncurrent deferred revenue	22,072	22,277
Noncurrent operating lease liabilities	177,957	164,835
Other noncurrent liabilities	557	625
Stockholders' equity:		
Common shares, $0.10 par value (194,901 and 194,901 shares authorized and issued; 192,910 and 192,620 shares outstanding)	19,490	19,490
Additional paid-in capital	2,381,041	2,368,670
Treasury shares (1,991 and 2,281 shares)	(427,840)	(406,423)
Retained earnings	7,106,837	6,970,182
Accumulated other comprehensive income (loss)	(50,515)	20,645
Total stockholders' equity	9,029,013	8,972,564
Total liabilities and stockholders' equity	$ 11,423,891	$ 10,993,669

See accompanying notes.

Garmin Ltd. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

	26-Weeks Ended	
	June 27, 2026	June 28, 2025
Operating Activities:		
Net income	$ 946,999	$ 733,591
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	81,270	75,980
Amortization	16,711	17,423
Loss on sale or disposal of property and equipment	55	350
Unrealized foreign currency losses (gains)	2,575	(16,566)
Deferred income taxes	3,418	(49,754)
Stock compensation expense	88,793	82,279
Realized loss on marketable securities	597	706
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable, net of allowance for doubtful accounts	84,187	17,902
Inventories	(209,361)	(206,276)
Other current and noncurrent assets	(44,687)	(37,092)
Accounts payable	59,547	(2,591)
Other current and noncurrent liabilities	(68,307)	2,408
Deferred revenue	1,187	(6,843)
Deferred costs	4,310	7,262
Income taxes	(27,750)	(24,820)
Net cash provided by operating activities	939,544	593,959
Investing activities:		
Purchases of property and equipment	(194,395)	(85,738)
Purchase of marketable securities	(510,525)	(465,372)
Redemption of marketable securities	311,308	306,469
Net payments for acquisitions	(2,993)	(1,973)
Other investing activities, net	(68)	503
Net cash used in investing activities	(396,673)	(246,111)
Financing activities:		
Dividends	(376,045)	(317,748)
Proceeds from issuance of treasury shares related to equity awards	31,442	29,065
Purchase of treasury shares related to equity awards	(47,063)	(33,431)
Purchase of treasury shares under share repurchase plan	(81,581)	(93,632)
Net cash used in financing activities	(473,247)	(415,746)
Effect of exchange rate changes on cash and cash equivalents	(14,014)	60,650
Net increase (decrease) in cash, cash equivalents, and restricted cash	55,610	(7,248)
Cash, cash equivalents, and restricted cash at beginning of period	2,279,360	2,080,154
Cash, cash equivalents, and restricted cash at end of period	$ 2,334,970	$ 2,072,906

See accompanying notes.

Garmin Ltd. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity (Unaudited)
For the 13-Weeks Ended June 27, 2026 and June 28, 2025
(In thousands)

	Common Shares	Additional Paid-In Capital	Treasury Shares	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at March 29, 2025	$ 19,490	$ 2,255,968	$ (301,804)	$ 6,331,735	$ (125,911)	$ 8,179,478
Net income	—	—	—	400,822	—	400,822
Translation adjustment	—	—	—	—	223,845	223,845
Adjustment related to unrealized gains (losses) on available-for-sale securities net of income tax effects of $2,324	—	—	—	—	7,239	7,239
Comprehensive income						631,906
Dividends	—	—	—	(693,045)	—	(693,045)
Issuance of treasury shares related to equity awards	—	16,819	12,246	—	—	29,065
Stock compensation	—	44,507	—	—	—	44,507
Purchase of treasury shares related to equity awards	—	—	(287)	—	—	(287)
Purchase of treasury shares under share repurchase plan, including any associated excise tax	—	—	(66,513)	—	—	(66,513)
Balance at June 28, 2025	$ 19,490	$ 2,317,294	$ (356,358)	$ 6,039,512	$ 105,173	$ 8,125,111

	Common Shares	Additional Paid-In Capital	Treasury Shares	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at March 28, 2026	$ 19,490	$ 2,335,119	$ (415,600)	$ 7,374,974	$ (42,959)	$ 9,271,024
Net income	—	—	—	541,920	—	541,920
Translation adjustment	—	—	—	—	(7,064)	(7,064)
Adjustment related to unrealized gains (losses) on available-for-sale securities net of income tax effects of $302	—	—	—	—	(492)	(492)
Comprehensive income						534,364
Dividends	—	—	—	(810,057)	—	(810,057)
Issuance of treasury shares related to equity awards	—	452	30,990	—	—	31,442
Stock compensation	—	45,470	—	—	—	45,470
Purchase of treasury shares related to equity awards	—	—	(224)	—	—	(224)
Purchase of treasury shares under share repurchase plan, including any associated excise tax	—	—	(43,006)	—	—	(43,006)
Balance at June 27, 2026	$ 19,490	$ 2,381,041	$ (427,840)	$ 7,106,837	$ (50,515)	$ 9,029,013

See accompanying notes.

Garmin Ltd. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity (Unaudited)
For the 26-Weeks Ended June 27, 2026 and June 28, 2025
(In thousands)

	Common Shares	Additional Paid-In Capital	Treasury Shares	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 28, 2024	$ 19,490	$ 2,247,484	$ (270,521)	$ 5,999,183	$ (147,238)	$ 7,848,398
Net income	—	—	—	733,591	—	733,591
Translation adjustment	—	—	—	—	232,525	232,525
Adjustment related to unrealized gains (losses) on available-for-sale securities net of income tax effects of $6,496	—	—	—	—	19,886	19,886
Comprehensive income						986,002
Dividends	—	—	—	(693,262)	—	(693,262)
Issuance of treasury shares related to equity awards	—	(12,469)	41,534	—	—	29,065
Stock compensation	—	82,279	—	—	—	82,279
Purchase of treasury shares related to equity awards	—	—	(33,431)	—	—	(33,431)
Purchase of treasury shares under share repurchase plan, including any associated excise tax	—	—	(93,940)	—	—	(93,940)
Balance at June 28, 2025	$ 19,490	$ 2,317,294	$ (356,358)	$ 6,039,512	$ 105,173	$ 8,125,111

	Common Shares	Additional Paid-In Capital	Treasury Shares	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 27, 2025	$ 19,490	$ 2,368,670	$ (406,423)	$ 6,970,182	$ 20,645	$ 8,972,564
Net income	—	—	—	946,999	—	946,999
Translation adjustment	—	—	—	—	(57,150)	(57,150)
Adjustment related to unrealized gains (losses) on available-for-sale securities net of income tax effects of $5,121	—	—	—	—	(14,010)	(14,010)
Comprehensive income						875,839
Dividends	—	—	—	(810,344)	—	(810,344)
Issuance of treasury shares related to equity awards	—	(76,422)	107,864	—	—	31,442
Stock compensation	—	88,793	—	—	—	88,793
Purchase of treasury shares related to equity awards	—	—	(47,063)	—	—	(47,063)
Purchase of treasury shares under share repurchase plan, including any associated excise tax	—	—	(82,218)	—	—	(82,218)
Balance at June 27, 2026	$ 19,490	$ 2,381,041	$ (427,840)	$ 7,106,837	$ (50,515)	$ 9,029,013

See accompanying notes.

1. Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of Garmin Ltd. and its wholly-owned subsidiaries (collectively, we, our, us, the Company or Garmin). Intercompany balances and transactions have been eliminated.

The condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the condensed consolidated financial statements reflect all adjustments, which are normal and recurring in nature, necessary for fair financial statement presentation. The condensed consolidated balance sheet at December 27, 2025 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Additionally, the condensed consolidated financial statements should be read in conjunction with Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this Form 10-Q, and the Company’s Annual Report on Form 10-K for the year ended December 27, 2025.

The Company's operating results are subject to fluctuations associated with seasonal demand for consumer products, the timing of new product introductions, and original equipment manufacturer (OEM) customer production schedules. Therefore, operating results for the 13-week and 26-week periods ended June 27, 2026 are not necessarily indicative of the results that may be expected for the year ending December 26, 2026.

The Company’s fiscal year is based on a 52-week or 53-week period ending on the last Saturday of the calendar year. Therefore, the financial results of certain 53-week fiscal years, and the associated 14-week quarters, will not be exactly comparable to the prior and subsequent 52-week fiscal years and the associated 13-week quarters. The quarters ended June 27, 2026 and June 28, 2025 both contain operating results for 13 weeks.

Significant Accounting Policies

For a description of the significant accounting policies and methods used in the preparation of the Company’s condensed consolidated financial statements, refer to Note 1 – Summary of Significant Accounting Policies in the Notes to the Consolidated Financial Statements in Part II, Item 8 of the Company’s Annual Report on Form 10-K for the fiscal year ended December 27, 2025. There were no material changes to the Company’s significant accounting policies during the 26-week period ended June 27, 2026.

Recently Adopted Accounting Standards

There are no recently adopted accounting standards that have a material impact on the Company's consolidated financial statements, accounting policies, processes, or systems.

Recently Issued Accounting Pronouncements Not Yet Adopted

Disaggregation of Income Statement Expenses

In November 2024, the Financial Accounting Standards Board issued Accounting Standards Update No. 2024-03, Income Statement–Reporting Comprehensive Income–Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses ("ASU 2024-03"), which requires additional disaggregated disclosures in the notes to financial statements for certain categories of expenses that are included in the expense captions on the face of the statements of income, on an interim and annual basis. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The amendments may be applied using either a prospective or retrospective approach. The Company is currently evaluating the impact that the updated standard will have on its financial statement disclosures.

2. Revenue

To further depict how the nature, amount, timing and uncertainty of the Company's revenue and cash flows are affected by economic factors, Garmin disaggregates revenue (or "net sales") by geographic region, major product category, and pattern of recognition.

Disaggregated revenue by geographic region (Americas, EMEA, and APAC) is presented in Note 11 – Segment Information and Geographic Data. Note 11 also contains disaggregated revenue information of the five major product categories identified by the Company (fitness, outdoor, aviation, marine, and auto OEM), which also represent the Company's operating segments.

A large majority of the Company's revenue is recognized on a point in time basis, usually once the product is shipped and title and risk of loss have transferred to the customer. Revenue recognized over time relates to performance obligations that are satisfied over the estimated life of the product or contractual service period and is primarily within the outdoor and aviation segments, and, to a lesser extent, within the auto OEM, fitness, and marine segments. Revenue disaggregated by pattern of recognition, based on the timing of transfer of the goods or services, is presented in the table below:

	13-Weeks Ended		26-Weeks Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
Point in time	$ 1,938,804	$ 1,731,996	$ 3,607,942	$ 3,185,350
Over time	83,288	82,568	167,640	164,313
Net sales	$ 2,022,092	$ 1,814,564	$ 3,775,582	$ 3,349,663

Transaction price and costs associated with the Company's unsatisfied performance obligations are reflected as deferred revenue and deferred costs, respectively, on the Company's condensed consolidated balance sheets. Such amounts are recognized ratably over the applicable estimated useful life or contractual service period. Changes in deferred revenue and costs during the 26-week period ended June 27, 2026 are presented below:

	26-Weeks Ended June 27, 2026	
	Deferred Revenue (1)	Deferred Costs (2)
Balance, beginning of period	$ 127,923	$ 21,911
Deferrals in period	168,745	28,425
Recognition of deferrals in period	(167,640)	(32,733)
Balance, end of period	$ 129,028	$ 17,603

(1) Deferred revenue is comprised of both deferred revenue and noncurrent deferred revenue per the condensed consolidated balance sheets.

(2) Deferred costs are comprised of both deferred costs and noncurrent deferred costs per the condensed consolidated balance sheets.

Of the $167,640 of deferred revenue recognized in the 26-week period ended June 27, 2026, approximately $73,000 was deferred as of the beginning of the period. Of the $129,028 of deferred revenue as of June 27, 2026, the Company expects to recognize approximately 87% ratably over a total period of three years or less.

3. Earnings Per Share

The following table sets forth the computation of basic and diluted net income per share. Stock options, stock appreciation rights, and restricted stock units are collectively referred to as “equity awards”.

	13-Weeks Ended		26-Weeks Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
Numerator:				
Numerator for basic and diluted net income per share – net income	$ 541,920	$ 400,822	$ 946,999	$ 733,591
Denominator:				
Denominator for basic net income per share – weighted-average common shares	192,836	192,523	192,755	192,534
Effect of dilutive equity awards	635	893	760	1,023
Denominator for diluted net income per share – adjusted weighted-average common shares	193,471	193,416	193,515	193,557
Basic net income per share	$ 2.81	$ 2.08	$ 4.91	$ 3.81
Diluted net income per share	$ 2.80	$ 2.07	$ 4.89	$ 3.79
Shares excluded from diluted net income per share calculation:				
Anti-dilutive equity awards	3	—	3	—

4. Marketable Securities

Accounting Standards Codification Topic 820, *Fair Value Measurements and Disclosures*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The accounting guidance classifies the inputs used to measure fair value into the following hierarchy:

Level 1 Unadjusted quoted prices in active markets for the identical asset or liability

Level 2 Observable inputs for the asset or liability, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability

Level 3 Unobservable inputs for the asset or liability

The Company endeavors to utilize the best available information in measuring fair value. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Valuation is based on prices obtained from an independent pricing vendor using both market and income approaches. The primary inputs to the valuation include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, and credit spreads.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Marketable securities classified as available-for-sale securities are summarized below:

	Available-For-Sale Securities as of June 27, 2026				
	Fair Value Level	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	Level 2	$ 11,360	$ 15	$ (138)	$ 11,237
Agency securities	Level 2	115,462	21	(1,359)	114,124
Mortgage-backed securities	Level 2	66,898	69	(894)	66,073
Corporate debt securities	Level 2	1,638,978	3,192	(12,901)	1,629,269
Municipal securities	Level 2	216,593	197	(1,858)	214,932
Other	Level 2	—	—	—	—
Total		**$ 2,049,291**	**$ 3,494**	**$ (17,150)**	**$ 2,035,635**

	Available-For-Sale Securities as of December 27, 2025				
	Fair Value Level	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	Level 2	$ 11,310	$ 54	$ (3)	$ 11,361
Agency securities	Level 2	79,794	63	(316)	79,541
Mortgage-backed securities	Level 2	86,251	567	(1,508)	85,310
Corporate debt securities	Level 2	1,454,326	12,809	(4,624)	1,462,511
Municipal securities	Level 2	217,629	675	(2,201)	216,103
Other	Level 2	1,346	—	(41)	1,305
Total		**$ 1,850,656**	**$ 14,168**	**$ (8,693)**	**$ 1,856,131**

The primary objectives of the Company's investment policy are to preserve capital, maintain an acceptable degree of liquidity, and maximize yield within the constraint of low credit risk. The fair value of securities varies from period to period due to changes in interest rates, the performance of the underlying collateral, and the credit performance of the underlying issuer, among other factors.

Accrued interest receivable, which totaled $23,736 as of June 27, 2026, is excluded from both the fair value and amortized cost basis of available-for-sale securities and is included within prepaid expenses and other current assets on the Company's condensed consolidated balance sheets. The Company writes off impaired accrued interest on a timely basis, generally within 30 days of the due date, by reversing interest income. No accrued interest was written off during the 26-week period ended June 27, 2026.

The Company recognizes impairments relating to credit losses of available-for-sale securities through an allowance for credit losses and other income (expense) on the Company's condensed consolidated statements of income. Impairment not relating to credit losses is recorded in accumulated other comprehensive income (loss) on the Company's condensed consolidated balance sheets. The cost of securities sold is based on the specific identification method. Approximately 66% of securities in the Company's portfolio were at an unrealized loss position as of June 27, 2026.

The following tables display additional information regarding gross unrealized losses and fair value by major security type for available-for-sale securities in an unrealized loss position as of June 27, 2026 and December 27, 2025.

	As of June 27, 2026					
	Less than 12 Consecutive Months		12 Consecutive Months or Longer		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	$ (138)	$ 7,848	$ —	$ —	$ (138)	$ 7,848
Agency securities	(1,351)	101,128	(8)	6,991	(1,359)	108,119
Mortgage-backed securities	(254)	47,312	(640)	8,137	(894)	55,449
Corporate debt securities	(11,366)	912,210	(1,535)	155,985	(12,901)	1,068,195
Municipal securities	(1,216)	104,621	(642)	69,275	(1,858)	173,896
Other	—	—	—	—	—	—
Total	**$ (14,325)**	**$ 1,173,119**	**$ (2,825)**	**$ 240,388**	**$ (17,150)**	**$ 1,413,507**

	As of December 27, 2025					
	Less than 12 Consecutive Months		12 Consecutive Months or Longer		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	$ (3)	$ 7,981	$ —	$ —	$ (3)	$ 7,981
Agency securities	(217)	54,089	(99)	6,900	(316)	60,989
Mortgage-backed securities	(193)	15,074	(1,315)	14,664	(1,508)	29,738
Corporate debt securities	(1,469)	222,514	(3,155)	301,363	(4,624)	523,877
Municipal securities	(193)	11,094	(2,008)	147,899	(2,201)	158,993
Other	(2)	301	(39)	1,004	(41)	1,305
Total	**$ (2,077)**	**$ 311,053**	**$ (6,616)**	**$ 471,830**	**$ (8,693)**	**$ 782,883**

As of June 27, 2026 and December 27, 2025, the Company had not recognized an allowance for credit losses on any securities in an unrealized loss position.

The Company has not recorded an allowance for credit losses and charge to other income (expense) for the unrealized losses on U.S. Treasury, agency, mortgage-backed, corporate debt, municipal, and other securities presented above because the Company does not consider the declines in fair value to have resulted from credit losses. The Company has not observed a significant deterioration in credit quality of these securities, which are highly rated with moderate to low credit risk. Declines in value are largely attributable to current global economic conditions. The securities continue to make timely principal and interest payments, and the fair values are expected to recover as they approach maturity. Management does not intend to sell the securities, nor is it more likely than not that the Company will be required to sell the securities, before the respective recoveries of their amortized cost bases, which may be maturity.

The amortized cost and fair value of marketable securities at June 27, 2026, by maturity, are shown below.

	Amortized Cost	Fair Value
Due in one year or less	$ 333,428	$ 331,955
Due after one year through five years	1,628,983	1,618,916
Due after five years through ten years	85,068	83,376
Due after ten years	1,812	1,388
Total	**$ 2,049,291**	**$ 2,035,635**

5. Income Taxes

The Company recorded income tax expense of $109,141 in the 13-week period ended June 27, 2026, compared to income tax expense of $79,429 in the 13-week period ended June 28, 2025. The effective tax rate was 16.8% in the second quarter of 2026, compared to 16.5% in the second quarter of 2025. The increase in effective tax rate between comparative periods was primarily due to changes in income mix by jurisdiction.

The Company recorded income tax expense of $176,591 in the 26-week period ended June 27, 2026, compared to income tax expense of $135,737 in the 26-week period ended June 28, 2025. The effective tax rate was 15.7% in the first half of 2026, compared to 15.6% in the first half of 2025. The increase in effective tax rate between comparative periods was primarily due to changes in income mix by jurisdiction.

6. Inventories

The details of inventories consisted of the following:

	June 27, 2026	December 27, 2025
Raw materials	$ 733,547	$ 618,228
Work-in-process	269,026	259,011
Finished goods	963,488	895,018
Inventories	$ 1,966,061	$ 1,772,257

7. Warranty Reserves

The Company accrues for estimated future warranty costs at the time products are sold. The Company provides standard warranties to its retail partners and end-users. The standard warranty generally provides for products to be free from defects in materials or workmanship, and the warranty period is generally one to two years from the date of shipment, while certain aviation, marine, and auto OEM products have a standard warranty period of two years or more from the date of installation. The Company's estimates of costs to service its warranty obligations are based on historical experience and management's expectations and judgments of future conditions, with most claims resolved within a year of the sale. The following reconciliation presents details of the changes in the Company's accrued warranty costs:

	13-Weeks Ended		26-Weeks Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
Balance - beginning of period	$ 70,932	$ 61,142	$ 72,921	$ 62,473
Accrual for products sold (1)	25,165	31,223	41,577	53,273
Expenditures	(24,537)	(21,168)	(42,938)	(44,549)
Balance - end of period	$ 71,560	$ 71,197	$ 71,560	$ 71,197

(1) Changes in cost estimates related to pre-existing warranties were not material and are aggregated with accruals for new warranty contracts in the 'accrual for products sold' line.

8. Commitments and Contingencies

Commitments

The Company is party to certain commitments that require the future purchase of goods or services ("unconditional purchase obligations"). The Company's unconditional purchase obligations primarily consist of payments for inventory, capital expenditures, and other indirect purchases in connection with conducting its business. The aggregate amount of purchase orders and other commitments open as of June 27, 2026 that may represent noncancelable unconditional purchase obligations having a remaining term in excess of one year was approximately $589,000.

Certain cash balances are held as collateral in relation to bank guarantees. This restricted cash is reported within other assets on the condensed consolidated balance sheets and totaled $735 and $714 as of June 27, 2026 and December 27, 2025, respectively. The total of the cash and cash equivalents balance and the restricted cash reported within other assets in the condensed consolidated balance sheets equals the total cash, cash equivalents, and restricted cash shown in the condensed consolidated statements of cash flows.

Contingencies

Management of the Company currently does not believe it is reasonably possible that the Company may have incurred a material loss, or a material loss in excess of recorded accruals, with respect to loss contingencies in the aggregate, for the fiscal quarter ended June 27, 2026. The results of legal proceedings, investigations and claims, however, cannot be predicted with certainty. An adverse resolution of one or more of such matters in excess of management's expectations could have a material adverse effect in the particular quarter or fiscal year in which a loss is recorded, but based on information currently known, the Company does not believe it is likely that losses from such matters would have a material adverse effect on the Company's business or its consolidated financial position, results of operations or cash flows.

The Company settled or resolved certain matters during the 13-week and 26-week periods ended June 27, 2026 that did not individually or in the aggregate have a material impact on the Company's business or its consolidated financial position, results of operations or cash flows.

On February 20, 2026, the U.S. Supreme Court ruled that the tariffs imposed under the International Emergency Economic Powers Act ("IEEPA") were unauthorized. During the 13-week period ended June 27, 2026, the Company received refunds of approximately $21 million of previously paid IEEPA tariffs. The Company recognizes the refunds as a reduction of cost of goods sold when amounts become realized or realizable. As of June 27, 2026, there were additional potential refunds related to previously paid IEEPA tariffs, which have not been recognized in the Company's consolidated financial statements.

9. Stockholders' Equity

Dividends

Under Swiss corporate law, dividends must be approved by shareholders at the annual general meeting of the Company's shareholders. Approved dividends are payable in four equal installments on dates determined by the Board of Directors. A reduction of retained earnings and a corresponding liability are recorded at the time of shareholder approval and are periodically adjusted based on the number of applicable shares outstanding.

The Company's shareholders approved the following dividends:

Approval Date	Dividend Payment Date	Record Date	Dividend Per Share
Fiscal 2026			
June 5, 2026	June 26, 2026	June 15, 2026	$ 1.05
June 5, 2026	September 25, 2026	September 11, 2026	$ 1.05
June 5, 2026	December 24, 2026	December 11, 2026	$ 1.05
June 5, 2026	March 26, 2027	March 12, 2027	$ 1.05
Total			**$ 4.20**
Fiscal 2025			
June 6, 2025	June 27, 2025	June 16, 2025	$ 0.90
June 6, 2025	September 26, 2025	September 12, 2025	$ 0.90
June 6, 2025	December 26, 2025	December 12, 2025	$ 0.90
June 6, 2025	March 27, 2026	March 13, 2026	$ 0.90
Total			**$ 3.60**
Fiscal 2024			
June 7, 2024	June 28, 2024	June 17, 2024	$ 0.75
June 7, 2024	September 27, 2024	September 13, 2024	$ 0.75
June 7, 2024	December 27, 2024	December 13, 2024	$ 0.75
June 7, 2024	March 28, 2025	March 14, 2025	$ 0.75
Total			**$ 3.00**

Share Repurchase Program

On February 16, 2024, the Board of Directors approved a share repurchase program (the "2024 Program") authorizing the Company to repurchase up to $300,000 of the common shares of Garmin Ltd., exclusive of the cost of any associated excise tax. The 2024 Program, which had an expiration date of December 26, 2026, was terminated early on February 19, 2026. Share repurchases could be made in the open market or in privately negotiated transactions, including under plans complying with the provisions of Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The timing and volume of share repurchases were subject to market conditions, business conditions and applicable laws, and were at management's discretion. The 2024 Program did not require the purchase of any minimum number of shares. As of the date of termination, the Company had repurchased 1,375 shares for $274,626 under the 2024 Program.

On February 13, 2026, the Board of Directors approved a new share repurchase program (the "2026 Program"), which was effective beginning on February 20, 2026 and authorizes the Company to repurchase up to $500,000 of the common shares of Garmin Ltd. Share repurchases may be made in the open market or in privately negotiated transactions, including under plans complying with the provisions of Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The timing and volume of share repurchases are subject to market conditions, business conditions and applicable laws, and are at management's discretion. The 2026 Program does not require the purchase of any minimum number of shares and may be suspended or discontinued at any time. The 2026 Program expires on December 30, 2028. As of June 27, 2026, the Company had repurchased 216 shares for $51,894, leaving $448,106 available to repurchase additional shares under the 2026 Program.

10. Accumulated Other Comprehensive Income (Loss)

The following table presents changes in accumulated other comprehensive income (loss) balances by component for the 13-week and 26-week periods ended June 27, 2026:

	13-Weeks Ended June 27, 2026		
	Foreign currency translation adjustment	Net gains (losses) on available-for-sale securities	Total
Balance - beginning of period	$ (30,983)	$ (11,976)	$ (42,959)
Other comprehensive income (loss) before reclassification, net of income tax benefit of $456	(7,064)	(1,253)	(8,317)
Amounts reclassified from accumulated other comprehensive income (loss) to other income (expense), net of income tax benefit of $154 included in income tax provision	—	761	761
Net current-period other comprehensive income	(7,064)	(492)	(7,556)
Balance - end of period	$ (38,047)	$ (12,468)	$ (50,515)

	26-Weeks Ended June 27, 2026		
	Foreign currency translation adjustment	Net gains (losses) on available-for-sale securities	Total
Balance - beginning of period	$ 19,103	$ 1,542	$ 20,645
Other comprehensive income (loss) before reclassification, net of income tax benefit of $5,192	(57,150)	(14,536)	(71,686)
Amounts reclassified from accumulated other comprehensive income (loss) to other income (expense), net of income tax benefit of $71 included in income tax provision	—	526	526
Net current-period other comprehensive income	(57,150)	(14,010)	(71,160)
Balance - end of period	$ (38,047)	$ (12,468)	$ (50,515)

11. Segment Information and Geographic Data

Garmin is organized in the five operating segments of fitness, outdoor, aviation, marine, and auto OEM, which represent the primary markets served by the Company. These operating segments are also the Company's reportable segments.

The Company’s Chief Executive Officer, who has been identified as the Chief Operating Decision Maker (CODM), uses operating income (loss) as the primary measure of profit or loss to assess segment performance. Operating income (loss) represents net sales less costs of goods sold and operating expenses. Net sales are directly attributed to each segment. Most costs of goods sold and the majority of operating expenses are also directly attributed to each segment, while certain other costs of goods sold and operating expenses are allocated to the segments in a reasonable manner considering the specific facts and circumstances of the costs or expenses being allocated. The accounting policies of the segments are the same as those described in Note 1 - Accounting Policies. There are no inter-segment sales or transfers.

The Company’s segments share many common resources, infrastructures and assets in the normal course of business, and certain assets are therefore not separately tracked by segment. Thus, the Company does not report accounts receivable, inventories, property and equipment, intangible assets, capital expenditures, depreciation expense, or amortization expense by segment to the CODM.

The CODM utilizes operating income (loss) to assess segment performance and make decisions about the allocation of operating and capital resources by analyzing future opportunities and recent operating income (loss) results, trends, and variances of each segment in relation to forecasts and historical performance.

Net sales, cost of goods sold, gross profit, significant segment expenses, and operating income (loss) for each of the Company’s five reportable segments are presented below.

	Fitness	Outdoor	Aviation	Marine	Auto OEM	Total
13-Weeks Ended June 27, 2026						
Net sales	$ 756,823	$ 482,740	$ 268,749	$ 341,369	$ 172,411	$ 2,022,092
Cost of goods sold	276,100	150,421	66,778	132,405	134,366	760,070
Gross profit	480,723	332,319	201,971	208,964	38,045	1,262,022
Research and development expense	64,361	74,198	91,290	51,089	23,002	303,940
Selling, general and administrative expenses	139,323	94,538	38,515	58,027	12,171	342,574
Operating income (loss)	$ 277,039	$ 163,583	$ 72,166	$ 99,848	$ 2,872	$ 615,508
13-Weeks Ended June 28, 2025						
Net sales	$ 605,425	$ 490,357	$ 249,366	$ 299,262	$ 170,154	$ 1,814,564
Cost of goods sold	240,755	165,928	63,894	134,924	142,051	747,552
Gross profit	364,670	324,429	185,472	164,338	28,103	1,067,012
Research and development expense	52,696	66,997	85,126	46,920	24,924	276,663
Selling, general and administrative expenses	114,344	99,551	36,963	54,497	12,699	318,054
Operating income (loss)	$ 197,630	$ 157,881	$ 63,383	$ 62,921	$ (9,520)	$ 472,295
26-Weeks Ended June 27, 2026						
Net sales	$ 1,303,646	$ 900,270	$ 532,590	$ 696,385	$ 342,691	$ 3,775,582
Cost of goods sold	484,400	290,009	133,311	290,045	273,507	1,471,272
Gross profit	819,246	610,261	399,279	406,340	69,184	2,304,310
Research and development expense	126,666	144,494	180,750	100,040	47,808	599,758
Selling, general and administrative expenses	257,921	183,394	75,429	115,694	24,941	657,379
Operating income (loss)	$ 434,659	$ 282,373	$ 143,100	$ 190,606	$ (3,565)	$ 1,047,173
26-Weeks Ended June 28, 2025						
Net sales	$ 990,147	$ 928,853	$ 472,481	$ 618,699	$ 339,483	$ 3,349,663
Cost of goods sold	405,334	321,889	119,107	270,428	281,348	1,398,106
Gross profit	584,813	606,964	353,374	348,271	58,135	1,951,557
Research and development expense	103,153	130,060	169,324	90,907	51,339	544,783
Selling, general and administrative expenses	206,316	190,236	72,311	107,579	25,213	601,655
Operating income (loss)	$ 275,344	$ 286,668	$ 111,739	$ 149,785	$ (18,417)	$ 805,119

Net sales to external customers by geographic region for the 13-week and 26-week periods ended June 27, 2026 and June 28, 2025 are presented below. Note that Americas includes North America and South America, EMEA includes Europe, the Middle East and Africa, and APAC includes Asia Pacific and Australian Continent.

	13-Weeks Ended		26-Weeks Ended	
	June 27, 2026	June 28, 2025	June 27, 2026	June 28, 2025
Americas [(1)]	$ 979,390	$ 878,014	$ 1,801,019	$ 1,623,747
EMEA	766,069	677,402	1,422,914	1,246,355
APAC	276,633	259,148	551,649	479,561
Net sales to external customers	$ 2,022,092	$ 1,814,564	$ 3,775,582	$ 3,349,663

[(1)] The United States is the only country which constitutes greater than 10% of net sales to external customers.

12. Subsequent Events

On July 20, 2026 the Company acquired TrainingPeaks and TrainHeroic, leading training platforms for athletes and coaches. The effect of this acquisition was not material to the Company's consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion set forth below, as well as other portions of this Quarterly Report on Form 10-Q, contain statements concerning potential future events. Such forward-looking statements are based upon assumptions by management, as of the date of this Quarterly Report on Form 10-Q, including assumptions about risks and uncertainties faced by the Company. Readers can identify these forward-looking statements by their use of such words as "future", "expects", "anticipates", "believes", "estimates", "would", "could", "can", "may," or other similar words or other comparable terms. If any of the Company's assumptions prove incorrect or should unanticipated circumstances arise, actual results could materially differ from those anticipated by such forward-looking statements. The differences could be caused by a number of factors or combination of factors including, but not limited to, those factors identified in Part II, Item 1A of this Quarterly Report on Form 10-Q and in the Company's Annual Report on Form 10-K for the year ended December 27, 2025. Readers are strongly encouraged to consider those factors when evaluating any forward-looking statement concerning the Company. These forward-looking statements are made as of the date hereof, and the Company disclaims any obligation to update any forward-looking statements in this Quarterly Report on Form 10-Q to reflect future events or developments, except as required by law.

The information contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Condensed Consolidated Financial Statements and Notes thereto included in this Quarterly Report on Form 10-Q and the audited financial statements and notes thereto in the Company's Annual Report on Form 10-K for the year ended December 27, 2025. Unless the context otherwise requires, references in this document to "we", "us", "our", the "Company" and similar terms refer to Garmin Ltd. and its subsidiaries.

Unless otherwise indicated, amounts set forth in the discussion below are in thousands.

Company Overview

The Company is a leading worldwide provider of wireless devices, many of which feature location technology such as Global Positioning System (GPS), and applications that are designed for people who live an active lifestyle. Garmin is organized in the five operating segments of fitness, outdoor, aviation, marine, and auto OEM, which represent the primary markets served by the Company. Garmin designs, develops, manufactures, markets, and distributes a diverse family of GPS-enabled products and other navigation, communications, sensor-based and information products and services for these markets, as well as products installed by original equipment manufacturers (OEMs) and for aftermarket applications. Garmin products are sold through a variety of indirect distribution channels, including a large worldwide network of independent retailers, dealers, distributors, installation and repair shops, and OEMs. Garmin also sells its products and services directly through the Garmin online webshop (garmin.com), subscriptions for connected services, and Garmin retail stores.

Business Environment Update

Global economic and geopolitical conditions impact our operations and financial results, although we believe our vertically integrated and diversified business model enables us to be resilient and flexible in a dynamic business environment. Recent global supply constraints of memory chips have increased operational complexities and costs, which may unfavorably impact our future gross margin. Foreign currency fluctuations and rapidly changing global trade policies, particularly those affecting the United States ("U.S."), increase the economic and operational uncertainties that could significantly impact our business and results of operations.

Refer to Part II, Item 1A, "Risk Factors" of this Quarterly Report for further discussion of the risks and uncertainties facing our Company.

Results of Operations

The following tables and discussion provide an analysis of our results of operations for the second quarter of 2026 compared to the second quarter of 2025 and the first half of 2026 compared to the first half of 2025.

Comparison of 13-Weeks Ended June 27, 2026 and June 28, 2025

Net Sales

Net Sales	13-Weeks Ended June 27, 2026	Year-over-Year Change	13-Weeks Ended June 28, 2025
Fitness	$ 756,823	25%	$ 605,425
Percentage of Total Net Sales	37%		33%
Outdoor	482,740	(2%)	490,357
Percentage of Total Net Sales	24%		27%
Aviation	268,749	8%	249,366
Percentage of Total Net Sales	13%		14%
Marine	341,369	14%	299,262
Percentage of Total Net Sales	17%		17%
Auto OEM	172,411	1%	170,154
Percentage of Total Net Sales	9%		9%
Total	**$ 2,022,092**	**11%**	**$ 1,814,564**

Net sales (or "revenue") increased 11% for the 13-week period ended June 27, 2026 when compared to the year-ago quarter. Total unit sales in the second quarter of 2026 increased by approximately 9% to 5,686 when compared to total unit sales of 5,203 in the second quarter of 2025, which differs from the percent increase in revenue primarily due to shifts in segment and product mix. Fitness was the largest portion of our revenue mix in the second quarter of 2026 at 37% compared to 33% in the second quarter of 2025.

The increase in fitness revenue was driven by growth across all product categories, led by strong demand for advanced wearables. The increase in aviation revenue was driven by growth in OEM and aftermarket product categories. The increase in marine revenue was driven by growth across multiple product categories. The increase in auto OEM revenue was primarily driven by growth in domain controllers. The outdoor revenue decrease was primarily due to declines in consumer auto and adventure watches.

Gross Profit

Gross Profit	13-Weeks Ended June 27, 2026	Year-over-Year Change	13-Weeks Ended June 28, 2025
Fitness	$ 480,723	32%	$ 364,670
Percentage of Segment Net Sales	64%		60%
Outdoor	332,319	2%	324,429
Percentage of Segment Net Sales	69%		66%
Aviation	201,971	9%	185,472
Percentage of Segment Net Sales	75%		74%
Marine	208,964	27%	164,338
Percentage of Segment Net Sales	61%		55%
Auto OEM	38,045	35%	28,103
Percentage of Segment Net Sales	22%		17%
Total	**$ 1,262,022**	**18%**	**$ 1,067,012**
Percentage of Total Net Sales	**62%**		**59%**

Gross profit dollars in the second quarter of 2026 increased 18% when compared to the year-ago quarter primarily due to the increase in net sales as described above. Consolidated gross margin as a percent of net sales increased 360 basis points when compared to the year-ago quarter with higher margins across all segments. The consolidated gross margin increase was primarily attributable to favorable product mix within certain segments and a favorable 100 basis point impact related to approximately $21 million in refunds of previously paid tariffs, of which approximately $14 million was attributable to marine.

The fitness and outdoor gross margin percentage increases of 330 basis points and 270 basis points, respectively, were primarily attributable to favorable product mix when compared to the year-ago quarter. The aviation gross margin percentage remained relatively flat with an 80 basis point increase when compared to the year-ago quarter. The marine gross margin percentage increase of 630 basis points when compared to the year-ago quarter was primarily attributable to refunds of previously paid tariffs and favorable product mix. The auto OEM gross margin percentage increase of 560 basis points when compared to the year-ago quarter was primarily attributable to year-to-date cost recoveries recognized as revenue during the current quarter.

Operating Expense

Operating Expense	13-Weeks Ended June 27, 2026	Year-over-Year Change	13-Weeks Ended June 28, 2025
Research and development expense	303,940	10%	276,663
Percentage of Total Net Sales	15%		15%
Selling, general and administrative expenses	342,574	8%	318,054
Percentage of Total Net Sales	17%		18%
Total	**$ 646,514**	**9%**	**$ 594,717**
Percentage of Total Net Sales	**32%**		**33%**

Total operating expense in the second quarter of 2026 increased 9% in absolute dollars and decreased 80 basis points as a percent of revenue when compared to the year-ago quarter. Operating expense, as a percent of segment net sales, decreased in the fitness, aviation, marine, and auto OEM segments by 70 basis points, 70 basis points, 190 basis points, and 170 basis points, respectively, when compared to the year-ago quarter primarily due to increased revenue and greater leverage of expenses. Operating expense, as a percent of segment net sales, increased in the outdoor segment by 100 basis points when compared to the year-ago quarter as decreased revenue and increased expenses were offset by improved gross margin percentage.

Research and development expense increased 10% in absolute dollars when compared to the year-ago quarter. The absolute dollar expense increase was primarily due to higher engineering personnel-related expenses.

Selling, general and administrative expenses increased 8% in absolute dollars when compared to the year-ago quarter. The absolute dollar expense increase was primarily due to higher personnel-related expenses.

Operating Income

Operating Income (Loss)	13-Weeks Ended June 27, 2026	Year-over-Year Change	13-Weeks Ended June 28, 2025
Fitness	$ 277,039	40%	$ 197,630
Percentage of Segment Net Sales	37%		33%
Outdoor	163,583	4%	157,881
Percentage of Segment Net Sales	34%		32%
Aviation	72,166	14%	63,383
Percentage of Segment Net Sales	27%		25%
Marine	99,848	59%	62,921
Percentage of Segment Net Sales	29%		21%
Auto OEM	2,872	NM	(9,520)
Percentage of Segment Net Sales	2%		(6%)
Total	**$ 615,508**	**30%**	**$ 472,295**
Percentage of Total Net Sales	**30%**		**26%**

NM - Represents that the percentage change is not meaningful.

Total operating income in the second quarter of 2026 increased 30% in absolute dollars and increased 440 basis points as a percent of revenue when compared to the year-ago quarter. The increase in operating income as a percent of revenue was driven by gross margin improvements and lower operating expenses as a percent of revenue, as described above. Operating performance improved across all segments when compared to the year-ago quarter.

Other Income (Expense)

Other Income (Expense)	13-Weeks Ended June 27, 2026	13-Weeks Ended June 28, 2025
Interest income	$ 38,173	$ 31,724
Foreign currency losses	(2,492)	(23,512)
Other (expense) income	(128)	(256)
Total	**$ 35,553**	**$ 7,956**

The average interest rate return on cash and investments during the second quarter of 2026 was 3.5%, compared to 3.2% during the same quarter of 2025.

Foreign currency gains and losses for the Company are driven by movements of a number of currencies in relation to the U.S. Dollar. The Taiwan Dollar is the functional currency of Garmin Corporation, the Euro is the functional currency of several subsidiaries, and the U.S. Dollar is the functional currency of Garmin (Europe) Ltd., although some transactions and balances are denominated in British Pounds. Other notable currency exposures include the Polish Zloty and Swiss Franc. The majority of the Company's consolidated foreign currency gain or loss is typically driven by the significant cash, receivables and payables held in a currency other than the functional currency at a given legal entity.

The $2.5 million currency loss recognized in the second quarter of 2026 was primarily due to the U.S. Dollar strengthening against the Euro and weakening against the Taiwan Dollar, partially offset by the U.S. Dollar strengthening against the Swiss Franc, within the 13-week period ended June 27, 2026. During this period, the U.S. Dollar strengthened 1.1% against the Euro and weakened 0.6% against the Taiwan Dollar, resulting in losses of $3.8 million and $2.7 million, respectively, while the U.S. Dollar strengthened 1.8% against the Swiss Franc, resulting in a gain of $4.6 million. The remaining net currency loss of $0.6 million was related to the impacts of other currencies, each of which was individually immaterial.

The $23.5 million currency loss recognized in the second quarter of 2025 was primarily due to the U.S. Dollar weakening against the Taiwan Dollar, partially offset by the U.S Dollar weakening against the Euro and British Pound Sterling, within the 13-week period ended June 28, 2025. During this period, the U.S. Dollar weakened 14.1% against the Taiwan Dollar, resulting in a loss of $67.7 million, while the U.S Dollar weakened 8.2% against the Euro and 6.0% against the British Pound Sterling, resulting in gains of $36.5 million and $2.9 million, respectively. The remaining net currency gain of $4.8 million was related to the impacts of other currencies, each of which was individually immaterial.

Income Tax Provision

The Company recorded income tax expense of $109.1 million in the 13-week period ended June 27, 2026, compared to income tax expense of $79.4 million in the 13-week period ended June 28, 2025. The effective tax rate was 16.8% in the second quarter of 2026, compared to 16.5% in the second quarter of 2025. The increase in effective tax rate between comparative periods was primarily due to changes in income mix by jurisdiction.

Net Income

As a result of the above, net income for the 13-week period ended June 27, 2026 was $541.9 million compared to $400.8 million for the 13-week period ended June 28, 2025, an increase of $141.1 million.

Comparison of 26-Weeks Ended June 27, 2026 and June 28, 2025

Net Sales

Net Sales	26-Weeks Ended June 27, 2026	Year-over-Year Change	26-Weeks Ended June 28, 2025
Fitness	$ 1,303,646	32%	$ 990,147
Percentage of Total Net Sales	35%		30%
Outdoor	900,270	(3%)	928,853
Percentage of Total Net Sales	24%		28%
Aviation	532,590	13%	472,481
Percentage of Total Net Sales	14%		14%
Marine	696,385	13%	618,699
Percentage of Total Net Sales	18%		18%
Auto OEM	342,691	1%	339,483
Percentage of Total Net Sales	9%		10%
Total	**$ 3,775,582**	**13%**	**$ 3,349,663**

Net sales increased 13% for the 26-week period ended June 27, 2026 when compared to the year-ago period. Total unit sales in the first half of 2026 increased by approximately 9% to 10,451 when compared to total unit sales of 9,565 in the first half of 2025, which differs from the percent increase in revenue primarily due to shifts in segment and product mix. Fitness was the largest portion of our revenue mix in the first half of 2026 at 35% compared to 30% in the first half of 2025.

The increase in fitness revenue was driven by growth across all product categories, led by strong demand for advanced wearables. The increase in aviation revenue was driven by growth in OEM and aftermarket product categories. The increase in marine revenue was driven by growth across multiple product categories. The increase in auto OEM revenue was primarily driven by growth in domain controllers. The outdoor revenue decrease was primarily due to declines in adventure watches.

Gross Profit

Gross Profit	26-Weeks Ended June 27, 2026	Year-over-Year Change	26-Weeks Ended June 28, 2025
Fitness	$ 819,246	40%	$ 584,813
Percentage of Segment Net Sales	63%		59%
Outdoor	610,261	1%	606,964
Percentage of Segment Net Sales	68%		65%
Aviation	399,279	13%	353,374
Percentage of Segment Net Sales	75%		75%
Marine	406,340	17%	348,271
Percentage of Segment Net Sales	58%		56%
Auto OEM	69,184	19%	58,135
Percentage of Segment Net Sales	20%		17%
Total	**$ 2,304,310**	**18%**	**$ 1,951,557**
Percentage of Total Net Sales	**61%**		**58%**

Gross profit dollars in the first half of 2026 increased 18% when compared to the year-ago period primarily due to the increase in net sales as described above. Consolidated gross margin as a percent of net sales increased 280 basis points when compared to the year-ago period with higher margins across all segments. The consolidated gross margin increase was primarily attributable to favorable product mix within certain segments.

The fitness and outdoor gross margin percentage increases of 380 basis points and 240 basis points, respectively, were primarily attributable to favorable product mix when compared to the year-ago period. The aviation gross margin percentage remained relatively flat with a 20 basis point increase when compared to the year-ago period. The marine gross margin percentage increase of 210 basis points when compared to the year-ago period was primarily attributable to refunds of previously paid tariffs. The auto OEM gross margin percentage increase of 310 basis points when compared to the year-ago period was primarily attributable to year-to-date cost recoveries recognized as revenue during the current period.

Operating Expense

Operating Expense	26-Weeks Ended June 27, 2026	Year-over-Year Change	26-Weeks Ended June 28, 2025
Research and development expense	$ 599,758	10%	$ 544,783
Percentage of Total Net Sales	16%		16%
Selling, general and administrative expenses	657,379	9%	601,655
Percentage of Total Net Sales	17%		18%
Total	**$ 1,257,137**	**10%**	**$ 1,146,438**
Percentage of Total Net Sales	**33%**		**34%**

Total operating expense in the first half of 2026 increased 10% in absolute dollars and decreased 90 basis points as a percent of revenue when compared to the year-ago period. Operating expense, as a percent of segment net sales, decreased in the fitness, aviation, marine, and auto OEM segments when compared to the year-ago period by 180 basis points, 300 basis points, 110 basis points, and 130 basis points, respectively, due to increased revenue and greater leverage of expenses. Operating expense, as a percent of segment net sales, increased in the outdoor segment by 190 basis points when compared to the year-ago period as decreased revenue and increased expenses were offset by improved gross margin percentage.

Research and development expense increased 10% in absolute dollars when compared to the year-ago period. The absolute dollar expense increase was primarily due to higher engineering personnel-related expenses.

Selling, general and administrative expense increased 9% in absolute dollars when compared to the year-ago period. The absolute dollar expense increase was primarily due to higher personnel-related expenses.

Operating Income

Operating Income (Loss)	26-Weeks Ended June 27, 2026	Year-over-Year Change	26-Weeks Ended June 28, 2025
Fitness	$ 434,659	58%	$ 275,344
Percentage of Segment Net Sales	33%		28%
Outdoor	282,373	(1%)	286,668
Percentage of Segment Net Sales	31%		31%
Aviation	143,100	28%	111,739
Percentage of Segment Net Sales	27%		24%
Marine	190,606	27%	149,785
Percentage of Segment Net Sales	27%		24%
Auto OEM	(3,565)	NM	(18,417)
Percentage of Segment Net Sales	(1%)		(5%)
Total	**$ 1,047,173**	**30%**	**$ 805,119**
Percentage of Total Net Sales	**28%**		**24%**

NM - Represents that the percentage change is not meaningful.

Total operating income in the first half of 2026 increased 30% in absolute dollars and increased 370 basis points as a percent of revenue when compared to the year-ago period. The increase in operating income as a percent of revenue was driven by gross margin improvements and lower operating expenses as a percent of revenue, as described above. Operating performance improvements, when compared to the year-ago period, in fitness, aviation, marine, and auto OEM were partially offset by a decline in outdoor.

Other Income (Expense)

Other Income (Expense)	26-Weeks Ended June 27, 2026	26-Weeks Ended June 28, 2025
Interest income	$ 74,147	$ 62,231
Foreign currency gains	630	1,248
Other income	1,640	730
Total	**$ 76,417**	**$ 64,209**

The average interest returns on cash and investments during the 26-week periods ended June 27, 2026 and June 28, 2025 were 3.4% and 3.2%, respectively.

Foreign currency gains and losses for the Company are driven by movements of a number of currencies in relation to the U.S. Dollar. The Taiwan Dollar is the functional currency of Garmin Corporation, the Euro is the functional currency of several subsidiaries, and the U.S. Dollar is the functional currency of Garmin (Europe) Ltd., although some transactions and balances are denominated in British Pounds. Other notable currency exposures include the Polish Zloty and Swiss Franc. The majority of the Company's consolidated foreign currency gain or loss is typically driven by the significant cash, receivables and payables held in a currency other than the functional currency at a given legal entity.

The $0.6 million currency gain recognized in the 26-week period ended June 27, 2026 was primarily due to the U.S. Dollar strengthening against the Taiwan Dollar and Swiss Franc, partially offset by the U.S. Dollar strengthening against the Euro, within the 26-week period ended June 27, 2026. During this period, the U.S. Dollar strengthened 1.5% against the Taiwan Dollar and 2.8% against the Swiss Franc, resulting in gains of $8.5 million and $8.1 million, respectively, while the U.S. Dollar strengthened 3.3% against the Euro, resulting in a loss of $14.6 million. The remaining net currency loss of $1.4 million was related to the impacts of other currencies, each of which was individually immaterial.

The $1.2 million currency gain recognized in the 26-week period ended June 28, 2025 was primarily due to the U.S. Dollar weakening against the Euro, British Pound Sterling, and Polish Zloty, offset by the U.S. Dollar weakening against the Taiwan Dollar, within the 26-week period ended June 28, 2025. During this period, the U.S. Dollar weakened 12.4% against the Euro, 9.0% against the British Pound Sterling, and 12.8% against the Polish Zloty, resulting in gains of $49.1 million, $4.4 million, and $3.6 million, respectively, while the U.S. Dollar weakened 12.8% against the Taiwan Dollar, resulting in a loss of $61.6 million. The remaining net currency gain of $5.7 million was related to the impacts of other currencies, each of which was individually immaterial.

Income Tax Provision

The Company recorded income tax expense of $176.6 million in the first half of 2026, compared to income tax expense of $135.7 million in the first half of 2025. The effective tax rate was 15.7% in the first half of 2026, compared to 15.6% in the first half of 2025. The increase in effective tax rate between comparative periods was primarily due to changes in income mix by jurisdiction.

Net Income

As a result of the above, net income for the 26-week period ended June 27, 2026 was $947.0 million compared to $733.6 million for the 26-week period ended June 28, 2025, an increase of $213.4 million.

Liquidity and Capital Resources

We primarily use, and expect to use, cash flow from operations to fund our capital expenditures, support our working capital requirements, pay dividends, fund share repurchases, and fund strategic acquisitions. We believe that our existing cash balances and cash flow from operations will be sufficient to meet our short- and long-term projected working capital needs, capital expenditures, and other cash requirements.

Cash, Cash Equivalents, and Marketable Securities

As of June 27, 2026, we had approximately $4.4 billion of cash, cash equivalents and marketable securities. Management invests idle or surplus cash in accordance with the Company's investment policy, which has been approved by the Company's Board of Directors. The investment policy's primary objectives are to preserve capital, maintain an acceptable degree of liquidity, and maximize yield within the constraint of low credit risk. Garmin's average interest rate returns on cash and investments during the first two quarters of 2026 and 2025 were 3.4% and 3.2%, respectively. The fair value of our securities varies from period to period due to changes in interest rates, in the performance of the underlying collateral, and in the credit performance of the underlying issuer, among other factors. See Note 4 – Marketable Securities in the Notes to Condensed Consolidated Financial Statements for additional information regarding marketable securities.

Cash Flows

Cash provided by operating activities totaled $939.5 million for the first half of 2026, compared to $594.0 million for the first half of 2025. The increase in cash received from customers, primarily driven by higher net sales, was partially offset by increases in cash paid for cost of goods sold and operating expenses in the first half of 2026 compared to the first half of 2025.

Cash used in investing activities totaled $396.7 million for the first half of 2026, compared to $246.1 million for the first half of 2025. This increase was primarily due to an increase in net purchases of marketable securities and an increase in purchases of property and equipment in the first half of 2026 compared to the first half of 2025.

Cash used in financing activities totaled $473.2 million for the first half of 2026, compared to $415.7 million for the first half of 2025. This increase was primarily due to higher cash dividend payments in the first half of 2026 compared to the first half of 2025.

Use of Cash

Operating Leases

The Company has lease arrangements for certain real estate properties, vehicles, and equipment. Leased properties are typically used for office space, distribution, data centers, and retail. As of June 27, 2026, the Company had fixed lease payment obligations of $258.8 million, with $48.9 million payable within 12 months.

Inventory Purchase Obligations

The Company obtains various raw materials and components for its products from a variety of third party suppliers. The Company's inventory purchase obligations are primarily noncancelable commitments. As of June 27, 2026, the Company had inventory purchase obligations of $1,533.7 million, with $1,170.1 million payable within 12 months.

Other Purchase Obligations

The Company's other purchase obligations primarily consist of noncancelable commitments for capital expenditures and other indirect purchases in connection with conducting our business. As of June 27, 2026, the Company had other purchase obligations of $540.4 million, with $277.9 million payable within 12 months.

Critical Accounting Policies and Estimates

General

Our discussion and analysis of financial condition and results of operations are based upon the Company's condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The presentation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to customer sales programs and incentives, product returns, bad debts, inventories, investments, intangible assets, income taxes, warranty obligations, and contingencies and litigation. We base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

For a description of the significant accounting policies and methods used in the preparation of the Company's condensed consolidated financial statements, refer to Note 1 – Summary of Significant Accounting Policies in the Notes to the Consolidated Financial Statements in Part II, Item 8 and "Critical Accounting Policies and Estimates" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2025. There were no significant changes to the Company's critical accounting policies and estimates in the 13-week and 26-week periods ended June 27, 2026.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There are numerous market risks that can affect our future business, financial condition and results of operations. In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K for the fiscal year ended December 27, 2025. There have been no material changes during the 13-week and 26-week periods ended June 27, 2026 in the risks described in our Annual Report on Form 10-K related to market sensitivity, inflation, foreign currency exchange rate risk and interest rate risk.

Item 4. Controls and Procedures

(a) *Evaluation of disclosure controls and procedures.* The Company maintains a system of disclosure controls and procedures that are designed to provide reasonable assurance that information, which is required to be timely disclosed, is accumulated and communicated to management in a timely fashion. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. As of June 27, 2026, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded as of June 27, 2026 that our disclosure controls and procedures were effective such that the information relating to the Company, required to be disclosed in our Securities and Exchange Commission (SEC) reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to the Company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) *Changes in internal control over financial reporting*. There has been no change in the Company's internal controls over financial reporting that occurred during the Company's fiscal quarter ended June 27, 2026 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II - Other Information

Item 1. Legal Proceedings

In the normal course of business, the Company and its subsidiaries are parties to various legal claims, actions, and complaints, including matters involving patent infringement, other intellectual property, product liability, customer claims and various other risks. It is not possible to predict with certainty whether or not the Company and its subsidiaries will ultimately be successful in any of these legal matters, or if not, what the impact might be. However, the Company's management does not expect that the results in any of these legal proceedings will have a material adverse effect on the Company's business, results of operations, financial position or cash flows. For additional information, see Note 8 – Commitments and Contingencies in the above Notes to Condensed Consolidated Financial Statements and Part I, Item 3, "Legal Proceedings" in the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 2025.

Item 1A. Risk Factors

There are many risks and uncertainties that can affect our future business, financial performance or share price. In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 27, 2025. There have been no material changes during the 26-week period ended June 27, 2026 in the risks presented in our Annual Report on Form 10-K for the fiscal year ended December 27, 2025. These risks, however, are not the only risks facing our Company. Additional risks and uncertainties, including those not currently known to us or that we currently deem to be immaterial, also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Share repurchase activity during the 13-week period ended June 27, 2026, summarized on a trade-date basis, was as follows (in thousands, except per share amounts):

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program (1)
March 29, 2026 - April 25, 2026	48	$ 254.08	48	$ 479,042
April 26, 2026 - May 23, 2026	36	$ 237.01	36	$ 470,440
May 24, 2026 - June 27, 2026	94	$ 236.43	94	$ 448,106
Total	**178**		**178**	

(1) The Board of Directors approved a share repurchase program on February 13, 2026 (the "2026 Program"), which was announced on February 18, 2026. The 2026 Program, which was effective beginning on February 20, 2026, is scheduled to expire on December 30, 2028. The 2026 Program authorizes the Company to purchase up to $500 million of its common shares. Share repurchases may be made in the open market or in privately negotiated transactions, including under plans complying with the provisions of Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, as amended. The timing and volume of share repurchases are subject to market conditions, business conditions and applicable laws, and are at management's discretion. The 2026 Program does not require the purchase of any minimum number of shares and may be suspended or discontinued at any time. See Note 9 – Stockholders' Equity of the Notes to Condensed Consolidated Financial Statements for additional information related to share repurchases.

(2) Average price paid per share includes costs associated with the repurchases.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(c) Trading Plans

During the 13-week period ended June 27, 2026, no directors or officers (as defined in Rule 16a-1(f) of the Securities Exchange Act of 1934) of the Company adopted or terminated any “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit 3.1‡	Articles of Association of Garmin Ltd., as amended and restated on June 11, 2026.*
Exhibit 3.2	Organizational Regulations of Garmin Ltd., as amended and restated on April 24, 2026 (incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q filed on April 29, 2026).
Exhibit 31.1‡	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a).
Exhibit 31.2‡	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a).
Exhibit 32.1†	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2†	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 101.INS‡	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
Exhibit 101.SCH‡	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
Exhibit 104‡	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

‡ Filed herewith.
† Furnished herewith.
* Articles of Association restated to reflect the expiration of Article 5 (Capital Band) on June 5, 2026 in accordance with the amendment approved by the shareholders of Garmin Ltd. on June 6, 2025.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GARMIN LTD.

By /s/ Douglas G. Boessen

Douglas G. Boessen
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

Dated: July 29, 2026

EXHIBIT 3.1

Statuten

der

Garmin Ltd.
(Garmin AG)

mit Sitz in Schaffhausen

I. Firma, Sitz und Zweck

Art. 1 Firma und Sitz

Unter der Firma Garmin Ltd. (Garmin AG) besteht eine Aktiengesellschaft gemäss den vorliegenden Statuten und den Vorschriften des Schweizerischen Obligationenrechtes (OR). Der Sitz der Gesellschaft ist in Schaffhausen.

Art. 2 Zweck

[1] Die Gesellschaft bezweckt den Erwerb, das Halten, die Finanzierung, die Verwaltung und den Verkauf von Beteiligungen an inländischen sowie auch an ausländischen Unternehmen jeglicher Art.

[2] Die Gesellschaft kann jede Art von finanzieller Unterstützung für und an Gruppengesellschaften gewähren, einschliesslich der Leistung von Garantien.

[3] Die Gesellschaft kann ferner im In- und Ausland Zweigniederlassungen und Tochtergesellschaften errichten, sich an anderen Unternehmen im In- und Ausland beteiligen sowie solche Unternehmen erwerben und finanzieren. Im Weiteren kann die Gesellschaft im In- und Ausland Grundstücke und gewerbliche Schutzrechte erwerben, belasten, veräussern und verwalten sowie alle Geschäfte tätigen, die geeignet sein können, den Zweck der Gesellschaft zu fördern, oder die direkt oder indirekt damit in Zusammenhang stehen.

II. Aktienkapital und Aktien

Art. 3 Aktienkapital

Das Aktienkapital der Gesellschaft (**„Aktienkapital“)** beträgt USD 19'490'096.50 und ist eingeteilt in 194'900'965 Namen□ aktien (**„Aktien“**) mit einem Nennwert von je USD 0.10. Die Aktien sind vollständig liberiert.

Art. 4 Anerkennung der Statuten

Jede Ausübung von Aktionärsrechten schliesst die Anerkennung der Gesellschaftsstatuten in der jeweils gültigen Fassung in sich ein.

Art. 5 [aufgehoben]

Articles of Association

of

Garmin Ltd.
(Garmin AG)

with registered office in Schaffhausen

I. Company Name, Registered Office and Objects

Art. 1 Company Name and Registered Office

Under the company name of Garmin Ltd. (Garmin AG) exists a corporation pursuant to the present Articles of Association and the provisions of the Swiss Code of Obligations (CO). The registered office of the Company is in Schaffhausen.

Art. 2 Objects

[1] The objects of the Company are the acquisition, holding, financing, management and sale of participations in Swiss and foreign enterprises of all kinds.

[2] The Company may provide any kind of financial assistance, including guarantees, to and for group companies.

[3] The Company may establish branches and subsidiaries in Switzerland and abroad as well as participate in, acquire and finance other enterprises in Switzerland and abroad. The company may acquire, encumber, sell and manage real estate and intellectual property rights in Switzerland and abroad. It may furthermore make all transactions which may be appropriate to promote the purpose of the company or which are directly or indirectly connected therewith.

II. Share Capital and Shares

Art. 3 Share Capital

The share capital of the Company (**“Share Capital”**) amounts to USD 19,490,096.50 and is divided into 194,900,965 registered shares (**“Shares”**) with a nominal value of USD 0.10 each. The Shares are fully paid up.

Art. 4 Recognition of Articles of Association

Any exercise of shareholders’ rights automatically comprises recognition of the version of these Articles of Association in force at the time.

Art. 5 [removed]

Art. 6 Bedingtes Aktienkapital

[1] Das Aktienkapital kann sich durch Ausgabe von höchstens 99'038'709 voll zu liberierenden Namenaktien im Nennwert von je USD 0.10 um höchstens USD 9'903'870.90 erhöhen durch:

die Ausübung von Optionsrechten, die Mitarbeitern und / oder Mitgliedern des Verwaltungsrates der Gesellschaft oder einer Gruppengesellschaft gewährt werden.

[2] Das Bezugsrecht der Aktionäre ist ausgeschlossen.

[3] Die Aktien, welche über die Ausübung von Umwandlungsrechten erworben werden, unterliegen den Eintragungsbeschränkungen in das Aktienbuch gemäss Art. 8 dieser Statuten.

Art. 7 Aktienzertifikate

[1] Anstelle von einzelnen Aktien können Aktienzertifikate über mehrere Aktien ausgestellt werden. Aktien und Zertifikate sind durch ein Mitglied des Verwaltungsrates zu unterzeichnen.

[2] Ein Aktionär hat nur dann Anspruch auf die Ausgabe eines Aktienzertifikates, wenn der Verwaltungsrat die Ausgabe von Aktienzertifikaten beschliesst. Aktienzertifikate werden in der vom Verwaltungsrat festgelegten Form ausgegeben. Ein Aktionär kann jederzeit eine Bescheinigung über die Anzahl der von ihm gehaltenen Aktien verlangen.

[3] Die Gesellschaft kann jederzeit auf die Ausgabe und Aushändigung von Zertifikaten verzichten und mit Zustimmung des Aktionärs ausgegebene Urkunden, die bei ihr eingeliefert werden, ersatzlos annullieren.

[4] Der Verwaltungsrat kann beschliessen, den Aktionären anstelle von Wertpapieren einfache Beweisurkunden über ihre Beteiligung auszustellen.

[5] Die Gesellschaft kann ihre Aktien als Wertrechte gemäss Schweizerischem Obligationenrecht und Bucheffekten gemäss Bucheffektengesetz ausgeben.

Art. 8 Aktienbuch, Eintragungsbeschränkungen, Nominees

[1] Die Gesellschaft selbst oder ein von ihr beauftragter Dritter führt ein Aktienbuch (**„Aktienbuch“**). Darin werden die Eigentümer und Nutzniesser der Namenaktien sowie Nominees mit Namen und Vornamen, Adresse und Staatsangehörigkeit (bei Rechtseinheiten mit Firma und Sitz) eingetragen. Ändert eine im Aktienbuch eingetragene Zivilrechtliche Person ihre Adresse, so hat sie dies dem Aktienbuchführer mitzuteilen. Solange dies nicht geschehen ist, gelten alle schriftlichen Mitteilungen der Gesellschaft an die im Aktienbuch eingetragenen Zivilrechtlichen Personen als rechtsgültig an die bisher im Aktienbuch eingetragene Adresse erfolgt.

Art. 6 Conditional Share Capital

[1] The Share Capital may be increased in an amount not to exceed USD 9,903,870.90 through the issuance of up to 99,038,709 fully paid-up registered Shares with a par value of USD 0.10 each through:

the exercise of option rights which are granted to employees and / or members of the board of directors of the Company or group companies.

[2] The preferential subscription rights of the shareholders are excluded.

[3] The Shares acquired through the exercise of rights shall be subject to the limitations for registration in the share register pursuant to Art. 8 of these Articles of Association.

Art. 7 Share Certificates

[1] In lieu of single shares, the Company may issue share certificates covering several shares. Shares and certificates shall be signed by a member of the Board of Directors.

[2] A shareholder shall be entitled to a share certificate only if the Board of Directors resolves that share certificates shall be issued. Share certificates, if any, shall be in such form as the Board of Directors may determine. A shareholder may at any time request an attestation of the number of registered Shares held by it.

[3] The Company may dispense with the obligation to issue and deliver certificates, and may, with the consent of the shareholder, cancel without replacement issued certificates delivered to the Company.

[4] The Board of Directors may decide to issue to the shareholders, in lieu of securities, simple documentary evidence for their participation.

[5] The Company may issue its Shares as uncertificated securities within the meaning of the Swiss Code of Obligations and as intermediated securities within the meaning of the Intermediated Securities Act.

Art. 8 Share Register, Restrictions on Registration, Nominees

[1] The Company shall maintain, itself or through a third party, a share register (**“Share Register”**) that lists the surname, first name, address and citizenship (or the name and registered office for legal entities) of the owners and usufructuaries of the registered Shares as well as the nominees. A Person recorded in the Share Register shall notify the share registrar of any change in address. Until such notification shall have occurred, all written communication from the Company to Persons of record shall be deemed to have validly been made if sent to the address recorded in the Share Register.

[2] Ein Erwerber von Namenaktien wird auf Gesuch als Aktionär mit Stimmrecht im Aktienbuch eingetragen, vorausgesetzt, dass ein solcher Erwerber auf Aufforderung durch die Gesellschaft ausdrücklich erklärt, die Namenaktien im eigenen Namen und auf eigene Rechnung erworben zu haben. Der Verwaltungsrat kann Nominees, welche Namenaktien im eigenen Namen aber auf fremde Rechnung halten, als Aktionäre mit Stimmrecht im Aktienbuch der Gesellschaft eintragen. Der Verwaltungsrat kann Kriterien für die Billigung solcher Nominees als Aktionäre mit Stimmrecht festlegen. Die an den Namenaktien wirtschaftlich Berechtigten, welche die Namenaktien über einen Nominee halten, üben Aktionärsrechte mittelbar über den Nominee aus.

[2] An acquirer of registered Shares shall be recorded upon request in the Share Register as a shareholder with voting rights; provided, however, that any such acquirer upon request of the Company expressly declares to have acquired the registered Shares in its own name and for its own account. The Board of Directors may record nominees who hold registered Shares in their own name, but for the account of third parties, as shareholders with voting rights in the Share Register of the Company. The Board of Directors may set forth the relevant requirements for the acceptance of nominees as shareholders with voting rights. Beneficial owners of registered Shares who hold registered Shares through a nominee exercise the shareholders' rights through the intermediation of such nominee.

[3] Sollte der Verwaltungsrat die Eintragung eines Aktionärs als Aktionär mit Stimmrecht ablehnen, muss dem Aktionär diese Ablehnung innerhalb von 20 Tagen nach Erhalt des Eintragungsgesuches mitgeteilt werden. Aktionäre, die nicht als Aktionäre mit Stimmrecht anerkannt wurden, sind als Aktionäre ohne Stimmrecht im Aktienbuch einzutragen.

[3] If the Board of Directors refuses to register a shareholder as a shareholder with voting rights, it shall notify the shareholder of such refusal within 20 days upon receipt of the application. Nonrecognized shareholders shall be entered in the Share Register as shareholders without voting rights.

[4] Der Verwaltungsrat kann nach Anhörung des eingetragenen Aktionärs dessen Eintragung im Aktienbuch als Aktionär mit Stimmrecht mit Rückwirkung auf das Datum der Eintragung streichen, wenn diese durch falsche oder irreführende Angaben zustande gekommen ist. Der Betroffene muss über die Streichung sofort informiert werden.

[4] After hearing the registered shareholder concerned, the Board of Directors may cancel the registration of such shareholder as a shareholder with voting rights in the Share Register with retroactive effect as of the date of registration if such registration was made based on false or misleading information. The relevant shareholder shall be informed promptly of the cancellation.

[5] Sofern die Gesellschaft an einer Börse im Ausland kotiert ist, ist es der Gesellschaft mit Bezug auf den Regelungsgegenstand dieses Art. 8 und soweit gesetzlich zulässig gestattet, die in der jeweiligen Rechtsordnung geltenden Vorschriften und Normierungen anzuwenden.

[5] In case the Company is listed on any foreign Exchange, the Company is permitted to comply with the relevant rules and regulations that are applied in that foreign jurisdiction with regard to the subject of this Art. 8 to the extent permitted by Swiss law.

Art. 9 Übertragung

[1] Die Übertragung von Namenaktien und aller damit verbundenen Rechte zu Eigentum oder zur Nutzniessung erfolgt durch Indossament (Unterschrift) auf dem Aktientitel oder Zertifikat und Besitzesübertragung. Falls keine Aktientitel oder Zertifikate bestehen, erfolgt die Übertragung der Aktien zu Eigentum oder zur Nutzniessung durch eine schriftliche Abtretungserklärung.

Art. 9 Transfer

[1] The transfer of ownership or the granting of a usufruct in registered Shares and in all the rights connected therewith shall be made by endorsement (signature) of the share title or certificate and by transfer of possession. If neither share titles nor certificates have been issued, such transfer shall be made by written declaration of assignment.

[2] Die Verfügung über die als Bucheffekten ausgegebenen Aktien erfolgt gemäss Bucheffektengesetz.

[2] The transfer of Shares issued as intermediated securities, including the granting of security interests, shall be made according to the Intermediated Securities Act.

[3] Im Rahmen des gesetzlich zulässigen und unter Vorbehalt der übrigen Bestimmungen dieses Art. 9 darf die Übertragung von unzertifizierten Aktien, die im Namen eines Aktionärs durch einen Transfer Agenten, Trust oder einer ähnlichen Einrichtung (der **„Transfer Agent“**) verwaltet werden, nur in Co-Operation mit diesem Transfer Agenten erfolgen.

[3] Subject to the provisions contained in this Art. 9 and to the extent permitted by applicable law if uncertificated securities are administered on behalf of a shareholder by a transfer agent, trust company or similar entity (**"Transfer Agent"**), such securities and the rights deriving from them may be transferred only with the cooperation of the Transfer Agent.

Art. 10 Umwandlung und Zerlegung von Aktien

[1] Durch Änderung der Statuten kann die Generalversammlung jederzeit Namenaktien in Inhaberaktien umwandeln und umgekehrt.

Art. 10 Conversion and Splitting of Shares

[1] The general meeting of the shareholders may at any time convert registered shares into bearer shares and vice versa by amending the Articles of Association.

[2] Sie ist ferner befugt, Aktien in solche von kleinerem Nennwert zu zerlegen oder mit Zustimmung der erforderlichen gesetzlichen Mehrheit der Stimmen und des Kapitals zu solchen von grösserem Nennwert zusammenzulegen, wobei für die Zusammenlegung von Aktien, soweit sie nicht an einer Börse kotiert sind, es der Zustimmung aller betroffenen Aktionäre bedarf.

[2] Furthermore, it is authorized to split shares into shares with lower nominal value or with the approval of the prerequisite statutory majority of votes and capital to consolidate shares into shares with higher nominal value, whereby for the consolidation of shares if these are not listed on a stock exchange, the consent of all shareholders concerned is required.

Art. 11 Bezugsrechte

[1] Im Falle der Erhöhung des Aktienkapitals durch Ausgabe neuer Aktien haben die bisherigen Aktionäre ein Bezugsrecht im Verhältnis ihrer bisherigen Beteiligung, sofern die Generalversammlung dieses Recht nicht aus wichtigen Gründen einschränkt oder ausschliesst (einschliesslich durch Delegation an den Verwaltungsrat im Rahmen von Art. 5 und 6 dieser Statuten). Wichtige Gründe sind insbesondere die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen sowie die Beteiligung der Arbeitnehmer.

[2] Die Generalversammlung setzt die Emissionsbedingungen fest, sofern sie nicht durch Beschluss den Verwaltungsrat dazu ermächtigt. Der Verwaltungsrat setzt die Einzahlungsbedingungen fest und gibt die Emissions- und Einzahlungsbedingungen den bezugsberechtigten Aktionären bekannt.

Art. 11 Subscription Rights

[1] In the event of an increase of the Share Capital by issuing new shares, each existing shareholder has subscription rights in proportion to his/her existing shareholding, to the extent the general meeting of shareholders does not restrict or exclude this right for important reasons (including by giving authority to the Board of Directors under to Art. 5 and Art. 6 of these Articles of Association). Important reasons are, in particular, the takeover of companies, of company parts, or of participations, as well as the participation of employees.

[2] The general meeting of the shareholders shall determine the terms of the share issue to the extent it has not, by resolution, authorized the Board of Directors to do so. The Board of Directors shall determine the payment terms and communicate the issue and payment terms to the shareholders entitled to subscription rights.

III. Organisation

A. Die Generalversammlung

Art. 12 Befugnisse

Oberstes Organ der Gesellschaft ist die Generalversammlung. Ihr stehen folgende unübertragbare Befugnisse zu:

1. Festsetzung und Änderung der Statuten; vorbehalten bleibt Art. 27;
2. Festsetzung der Zahl der Mitglieder des Verwaltungsrates sowie Wahl und Abberufung derselben;
3. Wahl und Abberufung des Verwaltungsratspräsidenten;
4. Wahl und Abberufung der Mitglieder des für Vergütungsfragen zuständigen Ausschusses (“**Vergütungsausschuss**”);
5. Wahl und Abberufung des unabhängigen Stimmrechtsvertreters;
6. Wahl und Abberufung der Revisionsstelle;
7. Genehmigung des Lageberichtes des Verwaltungsrates;
8. Genehmigung der Jahresrechnung und einer allfälligen Konzernrechnung;

III. Organization

A. The General Meeting

Art. 12 Authority

The general meeting of the shareholders is the supreme corporate body of the Company. It has the following non-transferable powers:

1. adoption and amendment of the Articles of Association; Art. 27 remains reserved;
2. determination of the number of members of the Board of Directors as well as their election and removal;
3. election and removal of the chair of the Board of Directors;
4. election and removal of the members of the committee responsible for compensation matters (“**Compensation Committee**”);
5. election and removal of the independent voting rights representative;
6. appointment and removal of the Auditors;
7. approval of the management report of the Board of Directors;
8. approval of the annual financial accounts and (if applicable) the group accounts;

9. Beschlussfassung über die Verwendung des Bilanzgewinnes, insbesondere die Festsetzung der Dividende;

10. die Festsetzung der Zwischendividende und die Genehmigung des dafür erforderlichen Zwischenabschlusses

11. die Beschlussfassung über die Rückzahlung der gesetzlichen Kapitalreserve, unter Vorbehalt des Artikels 671 Abs. 2 OR;

12. die Dekotierung der Beteiligungspapiere der Gesellschaft;

13. die Genehmigung des Berichts über nichtfinanzielle Belange nach Artikel 964c OR;

14. wird variable Vergütung von der Generalversammlung prospektiv genehmigt, legt der Verwaltungsrat der Generalversammlung den Vergütungsbericht gemäss dem Schweizerischen Obligationenrecht zur Konsultativabstimmung vor.

15. Genehmigung der Vergütung des Verwaltungsrates und der Geschäftsleitung gemäss Art. 22 a) dieser Statuten;

16. Entlastung der Mitglieder des Verwaltungsrates und der übrigen mit der Geschäftsführung betrauten Zivilrechtlichen Personen;

9. resolution on the allocation of the balance sheet profit, in particular the determination of dividends;

10. the determination of interim dividends and the approval of the interim financial statements required for this purpose;

11. the resolution on the repayment of the statutory capital reserve, subject to article 671 para. 2 CO;

12. the delisting of the Company's equity securities;

13. the approval of the report on non-financial matters pursuant to article 964c CO;

14. if variable compensation is approved by the general meeting of shareholders prospectively, the Board of Directors shall submit the compensation report established pursuant to the Swiss Code of Obligations to an advisory vote of the general meeting of shareholders.

15. approval of the compensation of the Board of Directors and Executive Management pursuant to Art. 22 a) of these Articles of Association;

16. discharge of the members of the Board of Directors and the Persons entrusted with the management;

17. Beschlussfassung über die Gegenstände, die der Generalversammlung durch das Gesetz oder die Statuten vorbehalten sind oder ihr, vorbehältlich Artikel 716a OR, durch den Verwaltungsrat vorgelegt werden;

17. resolution on matters which are reserved to the general meeting of the shareholders either by law or the Articles of Association or that are, subject to article 716a CO, submitted to the general meeting of the shareholders by the Board of Directors;

18. Die Genehmigung von Zusammenschlüssen (die Definition eines Zusammenschlusses findet sich in Art. 41 dieser Statuten), (i) soweit sich die Zuständigkeit der Generalversammlung nicht bereits aus Art. 12 Ziff. 1. bis 17. ergibt und (ii) soweit nicht zwingend ein anderes Organ der Gesellschaft zuständig ist.

18. the approval of Business Combinations (definition of this term is in Art. 41 of these Articles of Association), if and to the extent that such approval (i) is not covered by the powers of the general meeting pursuant to Art. 12 para. 1. to 17. and (ii) that it is not an inalienable power of another corporate body of the Company.

Art. 13 Recht zur Einberufung

[1] Die Generalversammlung wird vom Verwaltungsrat, nötigenfalls von der Revisionsstelle, einberufen. Das Einberufungsrecht steht auch den Liquidatoren und den Vertretern der Anleihensgläubiger zu. Sie findet am Gesellschaftssitz oder an einem anderen Ort im In- oder Ausland oder, soweit nach den gesetzlichen Bestimmungen zulässig, ausschliesslich in einer vom Verwaltungsrat von Zeit zu Zeit festgelegten virtuellen Form statt.

[2] Die ordentliche Generalversammlung findet alljährlich innerhalb von sechs Monaten nach Abschluss des Geschäftsjahres statt. Ausserordentliche Generalversammlungen finden in den vom Gesetz vorgesehenen Fällen statt, insbesondere, wenn der Verwaltungsrat es für notwendig oder angezeigt erachtet oder die Revisionsstelle dies verlangt. Ausserdem muss der Verwaltungsrat eine ausserordentliche Generalversammlung einberufen, wenn es eine Generalversammlung so beschliesst oder wenn dies von Aktionären beantragt wird, die allein oder zusammen Aktien halten, die mindestens 5 Prozent des Aktienkapitals oder der Stimmen vertreten.

Art. 13 Right to call a General Meeting

[1] The general meeting of the shareholders shall be called by the Board of Directors or, if necessary, by the Auditors. Liquidators and representatives of bond creditors are also entitled to call the general meeting of the shareholders. It shall be held at the Company's registered office or at another place in Switzerland or abroad or, to the extent permissible under applicable laws, solely in virtual form, as determined by the Board of Directors from time to time.

[2] The ordinary general meeting of the shareholders shall take place annually within six months after the end of the business year. Extraordinary general meetings of the shareholders shall be held in the circumstances provided by law, in particular when deemed necessary or appropriate by the Board of Directors or if so requested by the Auditor. An extraordinary general meeting shall further be convened by the Board of Directors upon resolution of a general meeting of shareholders or if so requested by shareholders who hold, alone or together, Shares representing at least 5 percent of the share capital or votes.

Art. 14 Form der Einberufung

[1] Die Generalversammlung wird durch einmalige Anzeige in der in Art. 39 für Mitteilungen an die Aktionäre vorgeschriebenen Art und Weise einberufen. Diese Anzeige muss mindestens 20 Tage vor der Generalversammlung ergehen.

[2] Tag, Zeit und Ort der Generalversammlung, die Verhandlungsgegenstände (Traktandenliste) sowie die Anträge des Verwaltungsrates und der Aktionäre, welche die Durchführung der Generalversammlung oder die Traktandierung eines Verhandlungsgegenstandes verlangt haben, und den Namen und die Adresse des unabhängigen Stimmrechtsvertreters sind bei der Einberufung bekannt zu geben.

[3] Über Gegenstände, die nicht in dieser Weise angekündigt worden sind, können Beschlüsse nicht gefasst werden, ausser über einen Antrag auf Einberufung einer ausserordentlichen Generalversamm□ lung, auf Durchführung einer Sonderprüfung oder auf Wahl einer Revisionsstelle infolge eines Begehrens eines Aktionärs nach Artikel 727a Abs. 4 OR.

Art. 14 Form of the calling of a General Meeting

[1] The general meeting of the shareholders shall be convened by a single notice as provided for in Art. 39 regarding the manner of communications to shareholders. Such notice must be given at least 20 days prior to the general meeting of the shareholders.

[2] The calling shall state the date, time and place of the general meeting of the shareholders as well as the agenda and motions of the Board of Directors and of the shareholders who have requested the holding of a general meeting of the shareholders or the inclusion of an item on the agenda, and the name and address of the independent voting rights representative.

[3] No resolutions may be passed on agenda items which have not been announced in this manner, except on motions for the calling of an extraordinary general meeting of the shareholders, for the conduct of a special audit or the appointment of auditors at the request of a shareholder pursuant to article 727a paragraph 4 CO.

Art. 15 Universalversammlung

Art. 15 Universal Meeting

Die Eigentümer oder Vertreter sämtlicher Aktien können, falls kein Widerspruch erhoben wird, eine Generalversammlung ohne Einhaltung der für die Einberufung vorgeschriebenen Formvorschriften abhalten.

In dieser Versammlung kann über alle in den Geschäftskreis der Generalversammlung fallenden Gegenstände gültig verhandelt und Beschluss gefasst werden, solange die Eigentümer oder Ver-treter sämtlicher Aktien anwesend sind.

Art. 16 Vorsitz und Protokoll

[1] Die Generalversammlung wird durch den Präsidenten bzw. Vizepräsidenten des Verwaltungsrates, den Chief Executive Officer, den Sekretär des Verwaltungsrates oder eine vom Verwaltungsrat ernannte Person geleitet.

[2] Der Vorsitzende ernennt den Protokollführer und den oder die Stimmenzähler. Der Protokollführer und der oder die Stimmenzähler müssen nicht Aktionäre sein. Der Vorsitzende kann zugleich auch Protokollführer und Stimmenzähler sein.

[3] Über die Beschlüsse und Wahlen der Generalversammlung ist ein Protokoll zu führen, das vom Vorsitzenden und vom Protokollführer zu unterzeichnen ist. Es hält die Angaben gemäss Art. 702 Abs. 2 OR fest.

[4] Die Beschlüsse und Wahlergebnisse sind unter Angabe der genauen Stimmenverhältnisse innerhalb von 15 Kalendertagen nach der Generalversammlung auf elektronischem Weg zugänglich zu machen; jeder Aktionär kann verlangen, dass ihm das Protokoll innerhalb von 30 Kalendertagen nach der Generalversammlung zugänglich gemacht wird.

Art. 17 Stimmrecht und Vertretung

[1] Jede Aktie berechtigt zu einer Stimme.

[2] Sofern die Statuten es vorsehen, ist jeder an einem bestimmten, durch den Verwaltungsrat vorgegebenen Stichtag, im Aktienbuch eingetragene Aktionär berechtigt, an der Generalversammlung teilzunehmen und an der Beschlussfassung mitzuwirken.

[3] Die Aktionäre wählen den unabhängigen Stimmrechtsvertreter an einer Generalversammlung für eine Amtszeit bis zum Abschluss der nächsten ordentlichen Generalversammlung. Wiederwahl ist möglich. Ist das Amt des unabhängigen Stimmrechtsvertreters aus irgendeinem Grund vakant, ernennt der Verwaltungsrat einen unabhängigen Stimmrechtsvertreter für die nächste Generalversammlung.

[4] Jeder Aktionär kann sich in der Generalversammlung durch einen anderen Aktionär, einen Dritten oder den unabhängigen Stimmrechtsvertreter vertreten lassen. Vertreter haben sich durch eine schriftliche Vollmacht auszuweisen, wobei die Vollmacht und die Weisungen an den unabhängigen Stimmrechtsvertreter auch in einer vom Verwaltungsrat von Zeit zu Zeit festgelegten elektronischen Form erteilt werden können.

The holders of all Shares or their representatives may, if no objection is raised, hold a general meeting of the shareholders without observing the formalities required for the calling of a general meeting of the shareholders.

Provided the holders of all shares or their representatives are present, all items within the powers of a general meeting of the shareholders may validly be discussed and resolved at such a meeting.

Art. 16 Chairperson and Minutes

[1] The general meeting of the shareholders shall be chaired by the Chairman, the vice-chairman of the Board of Directors, Chief Executive Officer, Corporate Secretary or any person appointed by the Board of Directors.

[2] The chairperson shall appoint the keeper of the minutes and the scrutineer(s). The keeper of the minutes and the scrutineer(s) need not be shareholders. The chairperson may also be the keeper of the minutes and the scrutineer.

[3] Minutes shall be kept of the resolutions and votes of the general meeting of the shareholders that shall be signed by the chairperson and the keeper of the minutes. They shall contain the information required by Art. 702 paragraph 2 CO.

[4] The resolutions and election results shall be made available electronically within 15 calendar days after the general meeting of the shareholders, stating the exact proportion of votes; each shareholder may request that the minutes be made available to it within 30 calendar days after the general meeting of the shareholders.

Art. 17 Voting Rights and Representation

[1] Each share carries one vote.

[2] If provided in these Articles of Association, each shareholder recorded in the Share Register on a specific qualifying day which may be designated by the Board of Directors shall be entitled to participate at the general meeting of the shareholders and in any vote taken.

[3] The shareholders shall elect the independent voting rights representative at a general meeting of the shareholders for a term of office extending until completion of the next annual general meeting. Re-election is possible. If the office of the independent voting rights representative is vacant, for any reason, the Board of Directors shall appoint an independent voting rights representative for the next general meeting of shareholders.

[4] Each shareholder may arrange representation through another shareholder, a third party or the independent voting rights representative. The representative must produce a written power of attorney; provided, however, that the proxy and the instructions to the independent voting rights representative may also be granted by electronic means as determined by the Board of Directors from time to time.

[5] Die Gesellschaft anerkennt nur einen Vertreter für jede Aktie.

[5] The Company shall acknowledge only one representative for each share.

[6] Der Verwaltungsrat kann die Einzelheiten über die Vertretung und Teilnahme an der Generalversammlung in Verfahrensvorschriften regeln, einschliesslich mittels Verfahrensvorschriften in der Einladung zur Generalversammlung oder in den Stimmrechtskarten, die den Aktionären im Zusammenhang mit einer Generalversammlung zugestellt werden.

[6] The Board of Directors may issue the particulars of the right to representation and participation at the general meeting of the shareholders in procedural rules, including in procedural rules included in the notice of the general meeting of the shareholders or the proxy cards made available to shareholders in connection with a general meeting of the shareholders.

[7] Stimmrechte und die damit verbundenen Rechte können der Gesellschaft gegenüber von einem Aktionär oder Nutzniesser der Aktien jeweils nur in dem Umfang ausgeübt werden, wie diese Person mit Stimmrecht im Aktienbuch eingetragen ist.

[7] Voting rights and rights derived from them may be exercised in relation to the Company by a shareholder or usufructuary of Shares only to the extent that such Person is recorded in the Share Register with the right to exercise his voting rights.

Art. 18 Teilnahme der Mitglieder des Verwaltungsrates

Die Mitglieder des Verwaltungsrates sind berechtigt, an der Generalversammlung teilzunehmen. Sie können Anträge stellen.

Art. 18 Participation of the Members of the Board of Directors

The members of the Board of Directors may take part in the general meeting of the shareholders. They may submit motions.

Art. 19 Beschlussfassung und Wahlen

Die Generalversammlung fasst ihre Beschlüsse und vollzieht ihre Wahlen mit der Mehrheit der abgegebenen Aktienstimmen, unter Ausschluss der leeren, ungültigen und nicht ausübbaren Stimmen, soweit Gesetz oder Statuten nichts anderes bestimmen. Bei Stimmengleichheit gilt ein Beschluss als nicht zustande gekommen; bei Wahlen entscheidet das Los.

Art. 19 Resolutions and Voting

The general meeting of the shareholders shall pass its resolutions and elections with a majority of the share votes cast, excluding unmarked, invalid and non-exercisable votes, to the extent not otherwise stated by the law or the Articles of Association. Where the votes are tied, a resolution shall be deemed not to be passed; in the case of elections, the decision shall be by lot.

Art. 20 Besonderes Stimmen-Quorum

[1] Insbesondere folgende Beschlüsse müssen von Gesetzes wegen mindestens zwei Drittel der vertretenen Stimmen und die absolute Mehrheit der vertretenen Aktiennennwerte auf sich vereinigen:

1. Änderung des Gesellschaftszweckes gemäss Art. 2 dieser Statuten;
2. Einführung und Abschaffung von Stimmrechtsaktien;
3. Zusammenlegung von Aktien (*reverse stock split*);
4. Beschränkung der Übertragbarkeit von Namenaktien und Aufhebung einer solchen Beschränkung;
5. Einführung oder Änderung eines Kapitalbands oder eines/des bedingten Kapitals;
6. Kapitalerhöhung aus Eigenkapital, gegen Sacheinlage oder durch Verrechnung mit einer Forderung und die Gewährung von besonderen Vorteilen;
7. Wechsel der Währung des Aktienkapitals;
8. Einschränkung oder Aufhebung des Bezugsrechtes;

Art. 20 Special Vote

[1] The following resolutions, among others, require by law two thirds of the votes represented and the absolute majority of the nominal value of the Shares represented in favor:

1. amendment of the Company objects as described in Art. 2 of these Articles of Association;
2. creation and cancellation of Shares with privileged voting rights;
3. combination of Shares (reverse stock split);
4. restriction on the transferability of registered Shares and cancellation of such a restriction;
5. the introduction of or the amendment to a capital band or conditional share capital;
6. capital increase through the conversion of equity surplus, against contributions in kind or by set-off against a claim and the granting of special benefits;
7. change of currency of the share capital;
8. restriction or withdrawal of subscription rights;

9. Verlegung des Sitzes der Gesellschaft;

10. Auflösung der Gesellschaft;

11. Dekotierung der Aktien;

12. Fusionsbeschluss gemäss Artikel 18 des Fusionsgesetzes (FusG), Spaltungsbeschluss gemäss Artikel 43 FusG und Umwandlungsbeschluss gemäss Artikel 64 FusG.

9. relocation of the registered office of the Company;

10. winding-up of the Company;

11. delisting of the Shares;

12. merger resolution pursuant to article 18 of the Merger Act (FusG), demerger resolution pursuant to article 43 FusG and transformation resolution pursuant to article 64 FusG.

2 Im Rahmen des gesetzlich Zulässigen und unter Vorbehalt anderslautender Vorschriften in diesem Art. 20 ist für folgende Gegenstände ein Beschluss der Generalversammlung erforderlich, der mindestens 75 % der an der Generalversammlung vertretenen Aktien auf sich vereinigt:

1. Die Genehmigung von Zusammenschlüssen (die Definition eines Zusammenschlusses findet sich in Art. 41 dieser Statuten) gemäss Art. 12 Ziff. 18 dieser Statuten. Dieses besondere Zustimmungserfordernis ist nicht erforderlich für Zusammenschlüsse, welche von der Mehrheit der Unparteiischen Mitgliedern des Verwaltungsrates (die Definition der Unparteiischen Mitglieder des Verwaltungsrates findet sich in Art. 41 der Statuten) genehmigt wurden. Für solche von der Mehrheit der Unparteiischen Mitgliedern des Verwaltungsrates genehmigte Zusammenschlüsse genügen die im Gesetz oder in den Statuten vorgesehenen Mehrheiten, je nach dem welche strenger sind. Für den Zweck dieser Bestimmung ist die Mehrheit der Unparteiischen Mitglieder des Verwaltungsrates berechtigt und verpflichtet, gestützt auf die ihnen nach angemessenem Aufwand zur Verfügung stehenden Informationen zu bestimmen, (i) ob eine Person ein Nahestehender Aktionär ist; (ii) die Anzahl Aktien, die eine Person oder eine Gesellschaft direkt oder indirekt hält; (iii) ob eine Gesellschaft eine Nahestehende Gesellschaft einer anderen ist; und ob (iv) die Aktiven, welche Gegenstand eines solchen Zusammenschlusses sind oder die von der Gesellschaft oder einer ihrer Tochtergesellschaften im Zusammenhang mit einem solchen Zusammenschluss ausgegebenen oder übertragenden Effekten einen aggregierten Marktwert von mindestens 25 % des Marktwertes der gesamten Aktiven unmittelbar vor dem Zusammenschluss haben. Die Mehrheit der Unparteiischen Mitglieder des Verwaltungsrates hat zudem das Recht, sämtliche Bestimmungen und Begriffe dieses Art. 20 auszulegen.

2. Jede Änderung von Art. 20 Abs. 2 dieser Statuten.

3 Ein Beschluss der Generalversammlung der mindestens zwei Drittel der Gesamtstimmen (die Definition von Gesamtstimmen findet sich in Art. 41 dieser Statuten) auf sich vereinigt, ist erforderlich für:

1. Die Abwahl eines amtierenden Mitglieds des Verwaltungsrates

2 Subject to the provisions of the applicable law and except as otherwise expressly provided in this Art. 20, the approval of at least 75 % of the Shares represented at a general meeting of the shareholders shall be required for:

1. The approval of Business Combinations (definition of this term is in Art. 41 of these Articles of Association) pursuant to Art. 12 para. 18 of these Articles of Association. The foregoing requiring a special resolution of the shareholders shall not be applicable to any particular Business Combination, and such Business Combination shall require only such vote as is required by the law or by these Articles of Association, whichever is greater, if the Business Combination shall have been approved by a majority of the Disinterested Directors (as hereinafter defined in Art. 41 of these Articles of Association) whereby it is understood that such majority of the Disinterested Directors shall have the power and duty to determine for the purposes of this Article, on the basis of information known to them after reasonable inquiry, (i) whether a person is an Interested Shareholder; (ii) the number of Shares of which any person is the beneficial owner; (iii) whether a Person is an Affiliate of another; and (iv) whether the assets which are the subject of any Business Combination have, or any securities to be issued or transferred by the Company or any Subsidiary in any Business Combination have, an aggregate Fair Market Value equaling or exceeding twenty-five percent (25 %) of the Fair Market Value of the combined assets immediately prior to such transfer of the Company and its subsidiaries. A majority of the Disinterested Directors shall have the further power to interpret all of the terms and provisions of this Art. 20.

2. Any change to Art. 20 para. 2 of these Articles of Association.

3 The approval of at least two thirds of the Total Voting Shares shall be required for (definition of the term Total Voting Shares is in Art. 41 of these Articles of Association):

1. A resolution with respect to the removal of a serving member of the Board of Directors.

2. Jede Änderung von Art. 20 Abs. 3 dieser Statuten.

[4] Ein Beschluss der Generalversammlung der mindestens 75 % der Gesamtstimmen (die Definition von Gesamtstimmen findet sich in Art. 41 dieser Statuten) auf sich vereinigt, ist erforderlich für:

1. Die Reduktion oder Erhöhung der Anzahl Verwaltungsräte in Art. 24 dieser Statuten.

2. Jede Änderung von Art. 20 Abs. 4 dieser Statuten.

[5] Auf Verlangen eines Aktionärs erfolgt die Wahl der Mitglieder des Verwaltungsrates in geheimer Abstimmung. Die übrigen Wahlen und Beschlussfassungen erfolgen in offener Abstimmung, falls die Generalversammlung nichts anderes beschliesst.

Art. 21 Auskunfts- und Einsichtsrecht der Aktionäre

[1] Jeder Aktionär ist berechtigt, an der Generalversammlung vom Verwaltungsrat Auskunft über die Angelegenheiten der Gesellschaft und von der Revisionsstelle über Durchführung und Ergebnis ihrer Prüfung zu verlangen.

[2] Die Auskunft ist insoweit zu erteilen, als sie für die Ausübung der Aktionärsrechte erforderlich ist. Sie kann verweigert werden, wenn durch sie Geschäftsgeheimnisse oder andere schutzwürdige Interessen der Gesellschaft gefährdet werden.

[3] Die Geschäftsbücher und Korrespondenzen können nur mit ausdrücklicher Ermächtigung der Generalversammlung oder durch Beschluss des Verwaltungsrates und unter Wahrung des Geschäftsgeheimnisses eingesehen werden.

Art. 22 Recht auf Einleitung einer Sonderuntersuchung

Jeder Aktionär, der das Recht auf Auskunft oder das Recht auf Einsicht bereits ausgeübt hat, kann der Generalversammlung beantragen, bestimmte Sachverhalte durch unabhängige Sachverständige untersuchen zu lassen, sofern dies zur Ausübung der Aktionärsrechte erforderlich ist.

Art. 22 a) Vergütung des Verwaltungsrates und der Geschäftsleitung

[1] Die Aktionäre genehmigen, unter Vorbehalt der nachstehenden Abs. 2 und 4, an jeder ordentlichen Generalversammlung die Anträge des Verwaltungsrates betreffend den Maximalgesamtbetrag (in US Dollars, Schweizer Franken oder einer anderen Währung):

a. der Vergütung des Verwaltungsrates für die Periode zwischen der ordentlichen Generalversammlung, an welcher um Genehmigung ersucht wird, und der nächsten ordentlichen Generalversammlung; und

2. Any change to Art. 20 para. 3 of these Articles of Association.

[4] The approval of at least 75 % of the Total Voting Shares shall be required for (definition of the term Total Voting Shares is in Art. 41 of these Articles of Association):

1. The increase or reduction of the number of members of the Board of Directors in Art. 24 of these Articles of Association.

2. Any change to Art. 20 para. 4 of these Articles of Association.

[5] At the request of a shareholder the election of members of the Board of Directors shall take place by secret ballot. All other voting and passing of resolutions shall occur by open ballot unless otherwise resolved by the general meeting of the shareholders.

Art. 21 Information and Inspection Rights of the Shareholders

[1] At the general meeting of the shareholders, any shareholder is entitled to request information from the Board of Directors concerning the affairs of the Company and from the Auditors concerning the conduct and the results of their review.

[2] The information shall be given to the extent necessary for the exercising of shareholders' rights. It may be denied if business secrets or other interests of the Company worth being protected are jeopardized.

[3] Company books and correspondence may only be inspected with the express authorization of the general meeting of the shareholders or by resolution of the Board of Directors and under the condition that business secrets are safeguarded.

Art. 22 Right to Initiate a Special Examination

Any shareholder who has already exercised his/her information or consultation right may propose to the general meeting of the shareholders that certain matters be examined by independent experts if this is necessary for the exercising of his/her rights.

Art. 22 a) Compensation of the Board of Directors and Executive Management

[1] The shareholders shall, subject to paras. 2 and 4 below, at each annual general meeting ratify the proposals of the Board of Directors as regards the maximum aggregate amount (expressed in U.S. dollars, Swiss francs or any other currency) of, respectively:

a. the compensation of the Board of Directors for the period between the annual general meeting at which ratification is sought and the next annual general meeting; and

b. der Vergütung der Geschäftsleitung für das Geschäftsjahr, welches nach der ordentlichen Generalversammlung, an welcher um Genehmigung ersucht wird, beginnt.

2 Der Verwaltungsrat kann die Aktionäre an einer Generalversammlung um Genehmigung eines Gesamtbetrages oder eines Maximalgesamtbetrages der Vergütung für den Verwaltungsrat beziehungsweise die Geschäftsleitung, oder von Elementen davon, oder zusätzlicher oder bedingter Beträge, in Bezug auf von Abs. 1 dieses Art. 22 a) abweichende Zeitperioden ersuchen, sei es auf retrospektiver Basis, prospektiver Basis oder einer Kombination davon.

3 Innerhalb des von den Aktionären an der jeweiligen Generalversammlung genehmigten Maximalgesamtbetrages ist ausschliesslich der Verwaltungsrat oder, soweit an ihn delegiert, der Vergütungsausschuss befugt und verantwortlich, die tatsächliche individuelle Vergütung jedes Mitglieds des Verwaltungsrates beziehungsweise der Geschäftsleitung zu bestimmen. Zu diesem Zweck wird der Wert der Vergütung gemäss allgemein anerkannten Bewertungsmethoden per Datum der Zuteilung des jeweiligen Vergütungselements bestimmt.

4 Genehmigen die Aktionäre an einer Generalversammlung einen Antrag des Verwaltungsrates gemäss Abs. 1 oder 2 hiervor nicht, so zieht der Verwaltungsrat den Antrag, der nicht genehmigt wurde, unter Berücksichtigung, soweit feststellbar, der Gründe, aus welchen die Aktionäre den Antrag nicht genehmigt haben, in Wiedererwägung, und ersucht die Aktionäre um Genehmigung eines überarbeiteten Antrags; die Genehmigung kann an der Generalversammlung, an welcher der Antrag gemäss Abs. 1 oder 2 hiervor nicht genehmigt wurde, an einer ausserordentlichen Generalversammlung oder an der nächsten ordentlichen Generalversammlung erfolgen.

5 Die Gesellschaft oder von ihr kontrollierte Gesellschaften können Vergütung vor der Genehmigung durch die Aktionäre an einer Generalversammlung auszahlen oder zuteilen. Solche Vergütung steht unter dem Vorbehalt der nachträglichen Genehmigung durch die Aktionäre.

6 Der Begriff "Vergütung", so wie er in diesen Statuten verwendet wird, umfasst jegliche Form der Entschädigung, einschliesslich, aber nicht beschränkt auf Vergütung in bar, in der Form von Aktien, gesperrten Aktien, Bonus-Aktien, ausgeschobenen Einheiten, Optionen, Wertsteigerungsrechten, gesperrten Aktieneinheiten, Leistungsprämien oder anderen Finanzinstrumenten oder Derivaten, oder irgendeiner Kombination davon, oder andere Leistungen und Vorteile, welche Mitgliedern des Verwaltungsrates und/oder der Geschäftsleitung bezahlt oder zugeteilt wird bzw. welche diese erhalten. Der Begriff "Vergütung" umfasst nicht den Ersatz von Auslagen, die ein Mitglied des Verwaltungsrates oder der Geschäftsleitung im Interesse der Gesellschaft getätigt hat.

Art. 22 b) Allgemeine Vergütungsprinzipien
1 Die Vergütung des Verwaltungsrates kann (i) Barkomponenten, (ii) Aktien, gesperrte Aktien, gesperrte Aktieneinheiten, aufgeschobene Einheiten oder ähnliche

b. the compensation of Executive Management for the fiscal year commencing after the annual general meeting is held at which the ratification is sought.

2 The Board of Directors may seek ratification by the shareholders at a general meeting of the shareholders on a retrospective basis, on a prospective basis, or a combination thereof, of the aggregate amount, or maximum aggregate amount, of compensation, respectively, of the Board of Directors and Executive Management, or any element thereof, or any additional or contingent amount, in relation to different time periods than those referred to in para. 1 of this Art. 22 a).

3 Within the maximum aggregate amount ratified by the shareholders at the relevant general meeting of the shareholders, it shall be the exclusive authority and responsibility of the Board of Directors or, where delegated to it, the Compensation Committee to determine the actual individual compensation of, respectively, each member of the Board of Directors and Executive Management. For such purposes, the value of compensation shall be determined in accordance with generally recognized valuation methods as per the grant date of the respective compensation element.

4 If at the annual general meeting the shareholders have not ratified a proposal of the Board of Directors pursuant to para. 1 above or para. 2 above, the Board of Directors shall reconsider the proposal that has not been ratified, taking into account, to the extent identifiable, the reasons for which the shareholders did not ratify the proposal, and seek shareholder ratification for a revised proposal at the annual general meeting at which the proposal pursuant to para. 1 above or para. 2 above has not been ratified, at an extraordinary general meeting or at the next annual general meeting.

5 The Company or companies under its control may pay out or grant compensation prior to shareholder ratification at a general meeting of the shareholders. Such compensation is subject to subsequent shareholder ratification.

6 The term "compensation", as used in these Articles of Association, shall include any form of remuneration, including, without limitation, cash, shares, restricted shares, bonus shares, deferred units, stock options, share appreciation rights, restricted stock units, performance awards, awards of other financial instruments or derivatives, or any combination of the foregoing, paid or granted to, and any other benefits and perquisites received by, members of the Board of Directors and/or Executive Management. The term "compensation" shall not include the reimbursement of expenses incurred by a member Board of Directors or Executive Management in the interests of the Company.

Art. 22 b) General Compensation Principles
1 The compensation of the Board of Directors may include (i) cash, (ii) shares, restricted shares, restricted share units, deferred units or similar instruments, and/or (iii) benefits and

Instrumente und/oder (iii) Leistungen oder Vorteile in der Form von Sach- oder Dienstleistungen umfassen, wie im Einzelnen vom Verwaltungsrat oder, soweit an ihn delegiert, vom Vergütungsausschuss unter Vorbehalt der anwendbaren Planbestimmungen festgelegt. Exekutive Verwaltungsräte erhalten keine Vergütung zusätzlich zur Vergütung, welche ihnen im Rahmen ihrer Funktion als Mitglied der Geschäftsleitung der Gesellschaft ausgerichtet wird.

perquisites in kind or in the form of services, as shall be determined by the Board of Directors or, where delegated to it, the Compensation Committee and subject to the terms of the applicable plans. Executive directors shall not receive any compensation in addition to the compensation paid to them in their roles as officers of the Company.

[2] Sofern vom Verwaltungsrat oder, soweit an ihn delegiert, vom Vergütungsausschuss nicht anders festgelegt, besteht die Vergütung der Geschäftsleitung in der Regel aus (i) einem Basissalär, (ii) anteilsbasierter oder anderer Leistungs- oder Erfolgsvergütung gemäss anwendbaren Plänen und (iii) weiterer Vergütung, die der Verwaltungsrat oder, soweit an ihn delegiert, der Vergütungsausschuss als angemessen erachtet, einschliesslich, aber nicht beschränkt auf Beiträge an Vorsorgeleistungspläne und Spesenpauschalen.

[2] Except as otherwise determined by the Board of Directors or, where delegated to it, the Compensation Committee, Executive Management compensation shall generally consist of (i) a base salary, (ii) equity incentive and other incentive compensation pursuant to applicable plans and (iii) any other compensation as deemed appropriate by the Board of Directors or, where delegated to it, the Compensation Committee, including, but not limited to, contributions to post-retirement benefit plans and allowances.

[3] Vergütung gemäss Beteiligungs- oder Leistungs- und Erfolgsplänen soll so ausgestaltet sein, dass die Interessen der Empfänger auf diejenigen der Aktionäre der Gesellschaft ausgerichtet werden, eine Mitarbeiteranbindung erreicht wird und die Vergütung an die Leistung infolge der Schaffung von Mehrwert für die Aktionäre geknüpft wird. Der Verwaltungsrat oder, soweit an ihn delegiert, der Vergütungsausschuss berücksichtigen die Funktion, den Umfang der Pflichten und die Verantwortungsstufe des jeweiligen Empfängers, die Mitarbeiteranbindung, das gegenwärtige Geschäftsumfeld, die persönliche Leistung, die Leistung der Gesellschaft oder von Unternehmensteilen, einschliesslich, aber nicht beschränkt auf die Aktienrendite im Verhältnis zum Markt, anderen Unternehmen oder anderen Richtgrössen.

[3] Compensation pursuant to participation or incentive plans shall be designed so as to align the interests of its recipients with those of the Company's shareholders, provide retention incentives, and tie compensation to performance through the creation of shareholder value. The Board of Directors or, where delegated to it, the Compensation Committee shall take into account the position and level of duties and responsibility of the respective recipient, retention considerations, the current business environment, individual performance, performance of the Company or parts thereof, including, without limitation, total shareholder return relative to market, other companies or other benchmarks.

[4] Vorbehältlich der Genehmigung der Bestimmungen der Beteiligungs- oder der Leistungs- und Erfolgspläne durch die Aktionäre (soweit gemäss anwendbarem Recht oder anwendbaren Börsenregularien erforderlich), legt der Verwaltungsrat oder, soweit an ihn delegiert, der Vergütungsausschuss für anteilsbasierte oder Leistungs- und Erfolgsvergütung, soweit anwendbar, die Zuteilungs-, Anfalls- (*vesting*-), Ausübungs- und Verfallsbedingungen fest; der Verwaltungsrat oder, soweit an ihn delegiert, der Vergütungsausschuss kann vorsehen, dass aufgrund des Eintritts von im Voraus bestimmten Ereignissen wie einem Kontrollwechsel oder der Beendigung eines Arbeits-, Mandats- oder anderen Vertrags Anfalls- (*vesting*-) und Ausübungsbedingungen fortbestehen oder verkürzt oder aufgehoben werden, Vergütungen unter Annahme der Erreichung der Zielwerte ausgerichtet werden oder Vergütungen verfallen.

[4] In relation to equity incentive or other incentive awards, subject to the approval of the terms of equity incentive or other incentive plans by shareholders as may be required under applicable law and stock exchange rules, the Board of Directors or, where delegated to it, the Compensation Committee shall, as applicable, determine the grant, vesting, exercise and forfeiture conditions; the Board of Directors or, where delegated to it, the Compensation Committee may provide for the continuation, acceleration or removal of vesting and exercise conditions, for the payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case with regard to pre-determined events such as a change-in-control or termination of an employment, mandate or other agreement.

[5] Die Gesellschaft kann die Aktien der Gesellschaft, die im Rahmen der anteilsbasierten Vergütung an die Begünstigten auszugeben oder zu liefern sind, jeweils soweit verfügbar aus genehmigtem oder bedingtem Aktienkapital oder unter Verwendung von auf dem Markt erworbenen eigenen Aktien bereitstellen.

[5] The Company may procure the shares of the Company to be issued or delivered to beneficiaries of equity-based awards, to the extent available, from authorized share capital, conditional share capital, or through use of treasury shares purchased in the market.

[6] Vergütung gemäss diesen Statuten kann durch die Gesellschaft oder durch von ihr kontrollierte Gesellschaften ausbezahlt oder zugeteilt werden.

Art. 22 c) Zusatzbetrag für Änderungen in der Geschäftsleitung
Reicht der von den Aktionären an einer Generalversammlung genehmigte Maximalgesamtbetrag der Vergütung der Mitglieder der Geschäftsleitung für die Vergütung eines Mitglieds der Geschäftsleitung, das nach dem Zeitpunkt der letzten Genehmigung durch die Aktionäre an einer Generalversammlung Mitglied der Geschäftsleitung wird, nicht aus, sind die Gesellschaft oder von ihr kontrollierte Gesellschaften ermächtigt, jedem solchem Mitglied der Geschäftsleitung für die Dauer der bereits durch die Aktionäre an einer Generalversammlung genehmigten Vergütungsperiode(n) eine Vergütung zu bezahlen oder auszurichten. Eine solche Vergütung darf je neu ernanntes Mitglied der Geschäftsleitung und je relevante Vergütungsperiode unter keinen Umständen den letzten von den Aktionären an einer Generalversammlung genehmigten Maximalgesamtbetrag der Vergütung übersteigen. Vergütung, die gemäss diesem Art. 22 c) ausgerichtet wird, bedarf keiner weiteren Genehmigung durch die Aktionäre.

Art. 23 Präsenzquorum
Jede Beschlussfassung oder Wahl setzt zu ihrer Gültigkeit im Zeitpunkt der Konstituierung der Generalversammlung ein Präsenzquorum von Aktionären, welche mindestens die Mehrheit aller Gesamtstimmen vertreten, voraus. Die Aktionäre können mit der Behandlung der Traktanden fortfahren, selbst wenn Aktionäre nach Bekanntgabe des Quorums durch den Vorsitzenden die Generalversammlung verlassen.

B. Der Verwaltungsrat

Art. 24 Zusammensetzung
[1] Der Verwaltungsrat besteht aus mindestens einem und höchstens zehn Mitgliedern.

[2] Solange die Namenaktien der Gesellschaft an einer in- oder ausländischen Börse kotiert sind, soll der Verwaltungsrat mindestens drei unabhängige Verwaltungsräte (Unabhängige Verwaltungsräte) ausweisen.

Art. 25 Amtsdauer
[1] Die Aktionäre wählen die Mitglieder des Verwaltungsrates und den Verwaltungsratspräsidenten einzeln an einer Generalversammlung für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalversammlung. Wiederwahl ist möglich. Ist das Amt des Verwaltungsratspräsidenten aus irgendeinem Grund vakant, ernennt der Verwaltungsrat einen Verwaltungsratspräsidenten für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalversammlung.

[2] Wenn ein Verwaltungsratsmitglied vor Ablauf seiner Amtsdauer aus irgendeinem Grund ersetzt wird, endet die

[6] Compensation pursuant to these Articles of Association may be paid or granted by the Company or companies under its control.

Art. 22 c) Supplementary Amount for Changes to the Executive Management
If the maximum aggregate amount of compensation of Executive Management members ratified by the shareholders at a general meeting of the shareholders is not sufficient to also cover the compensation of a member of Executive Management who becomes a member of Executive Management after the date of the most recent shareholder ratification at a general meeting of the shareholders, the Company or companies under its control shall be authorized to pay and/or grant compensation to such member of Executive Management in relation to the compensation period(s) already ratified by the shareholders at a general meeting of the shareholders. In no event shall any such compensation for each newly appointed member of Executive Management and for each relevant compensation period exceed the maximum aggregate amount of Executive Management compensation last ratified by shareholders at a general meeting of the shareholders. No further shareholder ratification shall be required for any compensation paid and/or granted in accordance with this Art. 22 c).

Art. 23 Presence Quorum
The adoption of any resolution or election requires the presence of at least a majority of the Total Voting Shares at the time when the general meeting of the shareholders proceeds to business. The shareholders present at a general meeting of the shareholders may continue to transact business, despite the withdrawal of shareholders from such general meeting of the shareholders following announcement of the presence quorum at that meeting.

B. The Board of Directors

Art. 24 Composition
[1] The Board of Directors shall consist of no less than one and no more than ten members.

[2] As long as the registered Shares of the Company are listed on a domestic or foreign Exchange, the Company shall maintain a minimum of three Independent Directors on its Board of Directors.

Art. 25 Term of Office
[1] The shareholders shall elect the members of the Board of Directors and the chair of the Board of Directors individually at a general meeting of shareholders for a term of office extending until completion of the next annual general meeting. Re-election is possible. If the office of the chair of the Board of Directors is vacant, for any reason, the Board of Directors shall appoint a new chair from among its members for a term of office extending until completion of the next annual general meeting.

[2] If, before the expiration of his term of office, a member of the Board of Director should be replaced for any reason, the

Amtsdauer des an seiner Stelle gewählten neuen Verwaltungsratsmitgliedes mit dem Ende der Amtsdauer seines Vorgängers.

[3] Ist an der Gesellschaft eine juristische Person oder eine Handelsgesellschaft beteiligt, so ist sie als solche nicht als Mitglied des Verwaltungsrates wählbar; dagegen können an ihrer Stelle ih re Vertreter gewählt werden.

Art. 26 Konstituierung
Vorbehältlich der Wahl des Verwaltungsratspräsidenten und der Mitglieder des Vergütungsausschusses durch die Aktionäre an einer Generalversammlung bestimmt der Verwaltungsrat seine Organisation selbst. Er kann einen oder mehrere Vize-Präsidenten wählen. Er bestellt einen Sekretär, der nicht Mitglied des Verwaltungsrates sein muss. Vorbehältlich des anwendbaren Rechts und dieser Statuten regelt der Verwaltungsrat die Einzelheiten seiner Organisation in einem Organisationsreglement.

Art. 27 Aufgaben
[1] Der Verwaltungsrat besorgt die laufenden Geschäfte und vertritt die Gesellschaft nach aussen.

[2] Der Verwaltungsrat hat die folgenden unübertragbaren und unentziehbaren Aufgaben:

1. Oberleitung der Gesellschaft und Erteilung der nötigen Weisungen;

2. Festlegung der Organisation;

3. Ausgestaltung des Rechnungswesens, der Finanzkontrolle sowie der Finanzplanung, sofern diese für die Führung der Gesellschaft notwendig ist;

4. Ernennung und Abberufung der mit der Geschäftsführung und der Vertretung betrauten Personen sowie Regelung der Zeichnungsberechtigung;

5. Oberaufsicht über die mit der Geschäftsführung betrauten Personen, namentlich im Hinblick auf die Befolgung der Gesetze, Statuten, Reglemente und Weisungen;

6. Erstellung des Geschäftsberichtes, des Vergütungsberichtes sowie Vorbereitung der Generalversammlung und Ausführung ihrer Beschlüsse;

7. Einreichung eines Gesuchs um Nachlassstundung und die Benachrichtigung des Gerichts im Falle der Überschuldung;

8. Beschlussfassung über die nachträgliche Leistung von Einlagen auf nicht voll liberierte Aktien;

9. Beschlussfassung über die Veränderung des Aktienkapitals, soweit dies in der Kompetenz des Verwaltungsrates liegt, die Feststellung von

term of office of the newly elected member of the Board of Directors shall expire at the end of the term of office of his predecessor.

[3] If a legal entity or another commercial enterprise is a shareholder of the Company, it shall not be eligible for membership on the Board of Directors; however, its representatives may be elected in lieu thereof.

Art. 26 Constitution
Except for the election of the chair of the Board of Directors and the members of the Compensation Committee by the shareholders at a General Meeting of Shareholders, the Board of Directors shall determine its own organization. It may elect one or more vice-chairs. It shall appoint a Secretary, who need not be a member of the Board of Directors. Subject to applicable law and these Articles of Association, the Board of Directors shall establish the particulars of its organization in organizational regulations.

Art. 27 Duties
[1] The Board of Directors shall manage the ongoing business and represent the Company externally.

[2] The Board of Directors has the following non-transferable and inalienable duties:

1. Supreme management of the Company and issuance of the relevant instructions;

2. Determination of the organisation;

3. Structuring of the accounting system, the financial controls and the financial planning to the extent that this is necessary for the management of the Company;

4. Appointment and removal of the persons entrusted with the management and representation of the Company as well as regulation of signatory power;

5. Overall supervision of the persons entrusted with the management of the Company, in particular with regard to their compliance with the law, the Articles of Association and other internal rules and regulations;

6. Preparation of the annual business report, the compensation report and the general meeting of the shareholders, as well as implementation of its resolutions;

7. Submission of a petition for debt-restructuring moratorium and notification of the court in case of over-indebtedness;

8. Passing of resolutions regarding retroactive payments related to partly paid-in shares;

9. The adoption of resolutions on the change of the share capital to the extent that such power is vested in the Board of Directors, the ascertainment of capital

Kapitalveränderungen, die Erstellung des Kapitalerhöhungsberichts und die Vornahme der entsprechenden Statutenänderungen (einschliesslich Streichungen).

[3] Er hat überdies die folgenden Aufgaben:

1. Führung der gemäss Organisationsreglement dem Verwaltungsrat vorbehaltenen Geschäfte (vgl. Art. 30 Abs. 2);
2. Antragstellung betreffend Verwendung des Bilanzge□ winnes;
3. Festlegung des Geschäftsjahres (vgl. Art. 36);
4. Behandlung von Eintragungsgesuchen (vgl. Art. 8).

[4] Im Übrigen kann der Verwaltungsrat in allen Angelegenheiten Beschluss fassen, die nicht nach Gesetz, Statuten oder Reglement der Generalversammlung oder ei□ nem anderen Organ der Gesellschaft vorbehalten oder übertragen sind.

[5] Die Mitglieder des Verwaltungsrates zeichnen kollektiv zu zweien. Gehört dem Verwaltungsrat nur eine Person an, so ist diese einzelzeichnungsberechtigt.

Art. 28 Schadloshaltung

[1] Im Rahmen des gesetzlich Zulässigen, hält die Gesellschaft sämtliche Personen sowie deren Erben, Konkurs- oder Nachlassmassen, welche wegen ihrer Tätigkeit als Verwaltungsrat, Mitglied der Geschäftsleitung, Officer, Angestellte, Agent oder weil sie in einer anderen Funktion für oder im Namen der Gesellschaft (einschliesslich solcher Tätigkeiten, die diese Personen für eine andere Gesellschaft, eine nicht rechtsfähige Personengesellschaft, einen Joint Ventures, einen Trusts, eine sonstige Geschäftseinheit oder fiduziarisch im Zusammenhang mit von der Gesellschaft unterhaltenen Mitarbeiterbeteiligungsplänen für oder im Namen oder auf Aufforderung der Gesellschaft ausübten oder ausüben) tätig wurden, Partei in drohenden, hängigen oder abgeschlossenen Klagen, Verfahren oder Untersuchungen zivil-, straf-, verwaltungsrechtlicher oder anderer Natur (einschliesslich allfälliger Klagen der Gesellschaft) waren oder werden, schadlos von sämtlichen Auslagen (einschliesslich Anwaltskosten), Abgaben, Verlusten und Schäden, die diese in diesem Zusammenhang zu bezahlen und damit erlitten haben. Im Rahmen des gesetzlich zulässigen soll die Gesellschaft Gerichts- und Anwaltskosten im Zusammenhang mit solchen Klagen und Verfahren (einschliesslich Rechtsmittelverfahren) bevorschussen.

[2] Der Verwaltungsrat ist unabhängig von der Interessenlage des einzelnen Mitgliedes berechtigt, namens der Gesellschaft und zugunsten der in Art. 28 Abs. 2 dieser Statuten erwähnten Personen Versicherungen für die gegen diese Personen im

changes, the preparation of the report on the capital increase, and the respective amendments of the Articles of Association (including deletions).

[3] In addition, the Board of Directors shall have the following duties:

1. Management of transactions reserved to the Board of Directors by the Organizational Regulations (cf. Art. 30 para. 2);
2. Proposals regarding the application of the balance sheet profit;
3. Defining the business year (cf. Art. 36).
4. Treatment of registration applications (cf. Art. 8).

[4] Otherwise, the Board of Directors may resolve on all matters not reserved or assigned to the general meeting of the shareholders or another corporate body of the Company by law, the Articles of Association or other internal rules and regulations.

[5] The members of the Board of Directors shall have the power of joint signatories. Where the Board of Directors consists of just one person, he shall have the power of single signatory.

Art. 28 Indemnification

[1] The Company shall indemnify, to the full extent now or hereafter permitted by law, any person (including his heirs, executors and administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the Company), by reason of his acting as, or having in the past acted as, a member of the Board of Director, member of Executive Management, officer, employee or agent of, or his acting in any other capacity for or on behalf of, the Company (including his serving for, on behalf of or at the request of the Company as a member of the Board of Director, member of Executive Management, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise, or in a fiduciary or other capacity with respect to any employee benefit plan maintained by the Company) against any expense (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person (or his heirs, executors and administrators) in respect thereof. The Company shall advance the expenses of defending any such action, suit or proceeding (including appeals) in accordance with and to the full extent now or hereafter permitted by law.

[2] The Board of Directors may, notwithstanding any interest of the member of the Board of Directors in such action, authorize the Company to purchase and maintain insurance on behalf of any person described in Art. 28 paragraph 2 of

Zusammenhang mit den oben beschriebenen Funktionen erhobenen Haftungsansprüche sowie deren Folgen abzuschliessen, unabhängig davon, ob die Gesellschaft das Recht bzw. die Macht hätte, diese Person in Anwendung von Art. 28 schadlos zu halten.

[3] Art. 28 ist auf alle Ansprüche, Klagen, Prozesse anwendbar, die nach Inkrafttreten dieser Bestimmung eingeleitet werden, unabhängig davon, ob sich diese auf Tätigkeiten oder Unterlassungen vor Inkrafttreten dieser Bestimmung stützen. Die Vorschrift in diesem Art. 28 soll als Vertrag zwischen der Gesellschaft und jedem Verwaltungsratsmitglied, Mitglied der Geschäftsleitung, Direktor, Angestellten und Agenten, der in den weiter oben beschriebenen Funktionen zu einem beliebigen Zeitpunkt während der Gültigkeit dieser Bestimmung und des anwendbaren Rechts tätig war, gelten, und die Aufhebung oder Änderung dieser Bestimmung soll die zu jenem Zeitpunkt bestehenden Rechte und Pflichten bezüglich des zu jenem Zeitpunkt bestehenden Tatbestandes oder der zu jenem oder einem späteren Zeitpunkt gestützt auf diesen Sachverhalt geltend gemachten oder angedrohten Klagen, Ansprüchen oder Prozessen nicht berühren. Sollten einzelne Bestimmungen dieses Art. 28 aus gesetzlichen oder regulatorischen Gründen ungültig sein oder in ihrer Anwendung eingeschränkt werden, soll dies die Anwendung dieser Bestimmung oder die Gültigkeit dieser Bestimmung nicht berühren. Die Rechte im Zusammenhang mit der Schadloshaltung und der Bevorschussung in diesem Artikel sind weder exklusiv noch sollen sie allfällige bestehende andere Rechte der betroffenen Verwaltungsratsmitglieder, Geschäftsleitungsmitgliedern, Direktoren, Angestellten oder Agenten limitieren, die diese gestützt auf Verträge oder gestützt auf Beschlüsse der Organe der Gesellschaft oder in ihrer Funktion haben, limitieren. Die Gesellschaft ist dem Grundsatz verpflichtet, wonach die Schadloshaltung der in diesem Artikel definierten Personen im Rahmen des gesetzlich zulässigen entsprochen werden soll.

Art. 29 Einberufung und Beschlussfassung

[1] Der Verwaltungsrat versammelt sich, so oft es die Geschäfte erfordern, jedoch mindestens einmal im Jahr. Er wird durch seinen Präsidenten oder den Vizepräsidenten einberufen. Jedes Mitglied hat jederzeit das Recht, unter schriftlicher Angabe der Gründe die unverzügliche Einberufung einer Verwaltungsratssitzung zu verlangen.

[2] Die Einberufung des Verwaltungsrates hat in der Regel mindestens fünf Werktage vor dem Sitzungstage zu erfolgen. Tag, Zeit und Ort der Sitzung und die Verhandlungsgegenstände (Traktandenliste) sind bei der Einberufung bekannt zu geben. Gleichzeitig werden die massgebenden Sitzungsunterlagen zugestellt. Über Gegenstände, die in der Traktandenliste nicht aufgeführt sind, können in dringenden Fällen Be□schlüsse gefasst werden.

[3] Der Verwaltungsrat ist beschlussfähig, wenn die absolute Mehrheit der Mitglieder anwesend ist. Kein Präsenzquorum ist erforderlich für Beschlüsse des Verwaltungsrats, die im Zusammenhang mit der Feststellung von Kapitalveränderungen oder mit einer Änderung der Währung des Aktienkapitals und

these Articles of Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Company would have the power to indemnify him against such liability under the provisions of this Art. 28.

[3] The provisions of this Art. 28 shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after its adoption. The provisions of this Art. 28 shall be deemed to be a contract between the Company and each member of the Board of Director, officer, employee or agent who serves in such capacity at any time while this Article and the relevant provisions of the law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts or any action, suit or proceeding then or theretofore existing, or any action, suit or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provision of this Art. 28 shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect any other application of such provision or the validity of the remaining provisions hereof. The rights of indemnification and advancement of expenses provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such member of the Board of Director, officer, employee or agent may otherwise be entitled or permitted by contract, vote of members or directors or otherwise, or as a matter of law, both as to actions in his official capacity and actions in any other capacity while holding such office, it being the policy of the Company that indemnification of the specified individuals shall be made to the fullest extent permitted by law.

Art. 29 Calling of Meetings and Quorum

[1] The Board of Directors shall meet as often as business demands but at least once a year. It shall be called by the Chairman of the Board of Directors or the vice-chairman. Each member may, by giving written reasons therefore, demand that a meeting of the Board of Directors be held without delay.

[2] The calling of a meeting of the Board of Directors shall, as a rule, be made at least five working days before the date of the meeting. Day, time, and place of the meeting as well as the matters for discussion (agenda) shall be notified at the time of the calling. At the same time, the related documents for the meeting shall be provided. Matters not contained in the agenda may be resolved upon in urgent cases.

[3] The Board of Directors is quorate when the absolute majority of members is present. No attendance quorum shall be required for resolutions of the Board of Directors in relation to the ascertainment of capital changes or a change in the currency of the share capital and the amendments to the Articles of Association in connection therewith.

für die damit zusammenhängenden Statutenänderungen zu treffen sind.

4 Der Verwaltungsrat fasst seine Beschlüsse und trifft seine Wahlen mit der Mehrheit der abgegebenen Stimmen. Er kann höhere Beschlussfassungsquoren einführen. Diese müssen in einem Reglement festgehalten werden. Bei Stimmengleichheit gibt der Vorsitzende den Stichentscheid, bei Wahlen entscheidet das Los.

4 The Board of Directors shall pass its resolutions and votes with a majority of the votes cast. The Board of Directors may introduce higher requirements to pass votes. Such requirements shall be contained in an internal regulation. Where votes are tied, the chairperson shall give the casting vote; in the case of elections this shall be decided by lot.

5 Beschlüsse können auch auf dem Weg der schriftlichen Zustimmung (durch Brief, Telefax, E-Mail oder jedes andere geeignete Mittel der elektronischen oder digitalen Kommunikation) zu einem Antrag gefasst werden, sofern nicht ein Mitglied mündliche Beratung verlangt. Diese Beschlüsse bedürfen der Einstimmigkeit und sind zusammen mit den anderen Verwaltungsratsprotokollen aufzubewahren.

5 Resolutions may also be passed by way of written consent (by letter, fax, email or any appropriate means of electronic or digital communication) provided no member has demanded an oral consultation. These resolutions require unanimity and shall be kept with the minutes of the meetings of the Board of Directors.

Art. 30 Ausschüsse und Delegation

1 Der Verwaltungsrat kann die Vorbereitung, die Ausführung seiner Beschlüsse und die Überwachung von Geschäften Ausschüssen oder einzelnen Mitgliedern zuweisen.

2 Der Vergütungsausschuss besteht aus mindestens drei (3) Mitgliedern des Verwaltungsrates. Die Mitglieder des Vergütungsausschusses müssen die anwendbaren Anforderungen an Unabhängigkeit, Erfahrung oder andere regulatorische Anforderungen, einschliesslich des New York Stock Exchange oder einer anderen Börse, Rule 10C-1(b)(1) des Securities Exchange Act von 1934, in seiner geänderten Version (der "Exchange Act") und Rule 16b-3 des Exchange Act, erfüllen.

3 Die Aktionäre wählen die Mitglieder des Vergütungsausschusses einzeln an einer Generalversammlung für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalversammlung. Wiederwahl ist möglich. Bei Vakanzen im Vergütungsausschuss aus irgendeinem Grund ernennt der Verwaltungsrat aus seiner Mitte Ersatzmitglieder für eine Amtsdauer bis zum Abschluss der nächsten ordentlichen Generalversammlung.

4 Der Verwaltungsrat ernennt den Vorsitzenden des Vergütungsausschusses. Vorbehältlich anwendbaren Rechts und dieser Statuten regelt der Verwaltungsrat die Einzelheiten der Organisation des Vergütungsausschusses in einem Reglement oder einer Satzung.

5 Der Vergütungsausschuss hat, unter anderem, die Aufgabe, (1) die Vergütung und die damit verbundene Offenlegung durch den Verwaltungsrat zu überprüfen und dem Verwaltungsrat Empfehlungen diesbezüglich zu unterbreiten; (2) den Verwaltungsrat in der Erfüllung seiner Pflichten bezüglich der Vergütung der Mitglieder der Geschäftsleitung und der damit verbundenen Offenlegung, einschliesslich der Erarbeitung von Richtlinien betreffend die Vergütungs- und Leistungsprogramme der Geschäftsleitung zu unterstützen; und (3) die Anträge des Verwaltungsrates an die Generalversammlung betreffend die Vergütung des

Art. 30 Committees and Delegation

1 The Board of Directors may delegate the preparation and implementation of its resolutions and the oversight of business to committees or individual members.

2 The Compensation Committee shall consist of no fewer than three (3) members of the Board of Directors. The members of the Compensation Committee shall meet any applicable independence, experience and other regulatory requirements, including of the New York Stock Exchange or any other stock exchange, Rule 10C-1(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rule 16b-3 of the Exchange Act.

3 The shareholders shall elect the members of the Compensation Committee individually at a general meeting of the shareholders for a term of office extending until completion of the next annual general meeting. Re-election is possible. If there are vacancies on the Compensation Committee, for any reason, the Board of Directors shall appoint from among its members substitutes for a term of office extending until completion of the next annual general meeting.

4 The Board of Directors shall elect the chairperson of the Compensation Committee. Subject to applicable law and these Articles of Association, the Board of Directors shall establish the particulars of the organization of the Compensation Committee in regulations or a charter.

5 The Compensation Committee shall, among other things, (1) consider and make recommendations to the Board of Directors on the compensation and related disclosure of the Board of Directors; (2) assist the Board of Directors in discharging its responsibilities relating to compensation and related disclosure of the members of Executive Management, including the development of policies relating to Executive Management compensation and benefit programs; and (3) prepare and recommend to the Board of Directors the proposals of the Board of Directors to the general meeting of

Verwaltungsrates und der Geschäftsleitung vorzubereiten und dem Verwaltungsrat Empfehlungen diesbezüglich zu unterbreiten.

6 Der Verwaltungsrat regelt die Einzelheiten der Befugnisse und Pflichten des Vergütungsausschusses in einem Reglement oder einer Satzung.

7 Unter Vorbehalt seiner unübertragbaren und unentziehbaren Aufgaben ist der Verwaltungsrat ferner befugt, die Geschäftsführung oder einzelne Zweige derselben und die Vertretung der Gesellschaft an eine oder mehrere Personen, Mitglieder des Verwaltungsrates (Delegierte) oder Dritte (Direktoren oder Geschäftsführer), zu übertragen. Die Personen, die vom Verwaltungsrat mit Geschäftsleitungsaufgaben betraut sind, und welche gemäss einer solchen Delegation die hauptsächliche Verantwortung für die Geschäftsführung der Gesellschaft haben, werden in diesen Statuten als "**Geschäftsleitung**" bezeichnet. Er legt die dazu notwendigen Einzelheiten in einem Organisationsreglement fest.

Art. 31 Protokoll
1 Über die Verhandlungen und Beschlüsse des Verwaltungsrates ist ein Protokoll zu führen. Das Protokoll ist vom Vorsitzenden und vom Sekretär zu unterzeichnen. Besteht der Verwaltungsrat aus nur einem Mitglied, muss auch dieser über seine Entscheidungen Protokoll führen.

2 Die Protokolle sind vom Verwaltungsrat jeweils in der nächsten Sitzung zu genehmigen.

Art. 32 Recht auf Auskunft und Einsicht
1 Jedes Mitglied des Verwaltungsrates kann Auskunft über alle Angelegenheiten der Gesellschaft verlangen. In den Sitzungen sind alle Mitglieder des Verwaltungsrates sowie die mit der Geschäftsführung betrauten Personen zur Auskunft verpflichtet. Ausserhalb der Sitzungen kann jedes Mitglied von den mit der Geschäftsführung betrauten Personen Auskunft über den Geschäftsgang und, mit Ermächtigung des Präsidenten, auch über einzelne Geschäfte verlangen.

2 Soweit es für die Erfüllung einer Aufgabe erforderlich ist, kann jedes Mitglied dem Präsidenten beantragen, dass ihm Bücher und Akten vorgelegt werden. Weist der Präsident ein Gesuch auf Auskunft, Anhörung oder Einsicht ab, so entscheidet der Verwaltungsrat. Regelungen oder Beschlüsse des Verwaltungsrates, die das Recht auf Auskunft und Einsichtnahme der Mitglieder des Verwaltungsrates erweitern, bleiben vorbehalten.

Art. 32 a) Verträge betreffend Vergütung mit Mitgliedern des Verwaltungsrates und der Geschäftsleitung

1 Die Gesellschaft oder von ihr kontrollierte Gesellschaften können mit Mitgliedern des Verwaltungsrates unbefristete oder befristete Mandatsverträge oder andere Verträge über deren

the shareholders regarding the compensation of the Board of Directors and Executive Management.

6 The Board of Directors shall establish the particulars of the powers and duties of the Compensation Committee in regulations or a charter.

7 Subject to its non-transferable and inalienable duties, the Board of Directors is furthermore empowered to delegate executive management of the business or individual branches of the same and the representation of the Company to one or more persons, members of the Board of Directors (delegates) or third parties (directors or managers). The persons to whom the Board of Directors delegates executive management, and who pursuant to such delegation shall have the primary responsibility for the executive management of the Company, shall be referred to in these Articles of Association as "**Executive Management**". The Board of Directors shall stipulate the necessary details in the Organizational Regulations.

Art. 31 Minutes
1 Minutes shall be recorded of the discussions and resolutions of the Board of Directors. The minutes shall be signed by the Chairperson and the Secretary. Where the Board of Directors consists of only one member, such person must also keep a record of his decisions.

2 The minutes shall be approved by the Board of Directors in the next meeting.

Art. 32 Right to Information and Inspection
1 Each member of the Board of Directors may demand information on all matters concerning the Company. At meetings, all members of the Board of Directors as well as the persons entrusted with the management of the Company are under a duty to provide information. Outside the meetings, each member can demand information from those persons entrusted with the management about the course of business and, with the authorization of the president, about individual transactions.

2 To the extent it is necessary for the performance of a task, each member may apply to the Chairman of the Board of Directors that the books and files are made available to him. Where the Chairman of the Board of Directors rejects an application for information, a hearing or inspection, the Board of Directors shall decide. Regulations or resolutions of the Board of Directors that provide the members of the Board of Directors with the right to information and inspection remain reserved.

Art. 32 a) Agreements Regarding Compensation with Members of the Board of Directors and Executive Management
1 The Company or companies under its control may enter into fixed or indefinite mandate or other agreements with the members of the Board of Directors regarding their

Vergütung als Verwaltungsräte abschliessen. Die Dauer von befristeten Verträgen darf die Amtsdauer eines Verwaltungsrates nicht überschreiten. Eine Erneuerung eines befristeten Vertrages ist zulässig. Unbefristete Verträge haben eine Kündigungsfrist von maximal einer Amtsdauer.

[2] Die Gesellschaft oder von ihr kontrollierte Gesellschaften können mit Mitgliedern der Geschäftsleitung unbefristete oder befristete Arbeitsverträge oder andere Verträge abschliessen. Befristete Verträge haben eine Höchstdauer von einem (1) Jahr. Eine Erneuerung eines befristeten Vertrages ist zulässig. Unbefristete Verträge haben eine Kündigungsfrist von maximal zwölf (12) Monaten.

[3] Mitglieder der Geschäftsleitung können während der Kündigungsfrist von ihrer Arbeitspflicht befreit werden. Des Weiteren ist es zulässig, dass die Gesellschaft oder von ihr kontrollierte Gesellschaften Aufhebungs- oder ähnliche Vereinbarungen abschliessen.

[4] Die Gesellschaft oder von ihr kontrollierte Gesellschaften können mit Mitgliedern der Geschäftsleitung Konkurrenzverbote für die Zeit nach Beendigung des Arbeitsvertrags vereinbaren. Die gesamte Abgeltung eines solchen Konkurrenzverbots darf den Durchschnitt der an das betreffende Mitglied der Geschäftsleitung bezahlten Vergütung der letzten drei Geschäftsjahre nicht übersteigen.

Art. 32 b) Mandate ausserhalb des Konzerns

[1] Kein Mitglied des Verwaltungsrates, das anderweitig eine Vollzeitbeschäftigung oder eine Teilzeitbeschäftigung von mehr als 16 Wochenstunden ausübt, und kein Mitglied der Geschäftsleitung kann mehr als sechs (6) zusätzliche Mandate wahrnehmen, wovon nicht mehr als zwei (2) in Zivilrechtlichen Personen sein dürfen, deren Aktien an einer Börse kotiert sind. Kein Mitglied des Verwaltungsrates, das ansonsten pensioniert ist oder anderweitig eine Teilzeitbeschäftigung von nicht mehr als 16 Wochenstunden ausübt, kann mehr als zehn (10) zusätzliche Mandate wahrnehmen, wovon nicht mehr als vier (4) in Zivilrechtlichen Personen sein dürfen, deren Aktien an einer Börse kotiert sind.

[2] Die folgenden Mandate fallen nicht unter die Beschränkungen gemäss Abs. 1 dieses Art. 32 b):

a. Mandate in Zivilrechtlichen Personen, welche die Gesellschaft kontrollieren, durch die Gesellschaft kontrolliert werden oder unter gemeinsamer Kontrolle mit der Gesellschaft stehen;

b. Mandate, die auf Anordnung der Gesellschaft oder von Zivilrechtlichen Personen, welche die Gesellschaft kontrollieren, durch die Gesellschaft kontrolliert werden oder unter gemeinsamer Kontrolle mit der Gesellschaft stehen, wahrgenommen werden. Kein Mitglied des Verwaltungsrates oder der Geschäftsleitung kann mehr als zehn (10) solche Mandate wahrnehmen;

[3] Eine vorübergehende Überschreitung der Beschränkungen gemäss Abs. 1 und 2 dieses Art. 32 b) ist zulässig.

compensation as directors. The duration of fixed term agreements may not exceed a director's term of office. A renewal of a fixed term agreement is permissible. Agreements for an indefinite term may have a termination notice period not exceeding a term of office.

[2] The Company or companies under its control may enter into employment or other agreements with the members of Executive Management for a fixed term or for an indefinite term. Agreements for a fixed term may have a maximum term of one (1) year. A renewal of a fixed term agreement is permissible. Agreements for an indefinite term may have a termination notice period of a maximum twelve (12) months.

[3] Members of Executive Management may be released from their obligation of work during the time of the termination notice period. Further, it shall be permissible for the Company or companies under its control to enter into termination or similar agreements.

[4] The Company or companies under its control may enter into non-competition agreements with members of Executive Management for the time after the termination of the employment agreement. The total consideration paid for a non-competition undertaking shall not exceed the average of the compensation paid to the relevant member of the Executive Management during the last three financial years.

Art. 32 b) Mandates Outside the Group

[1] No member of the Board of Directors who otherwise holds full-time employment or part-time employment of more than 16 hours per week and no member of Executive Management may hold more than six (6) additional Mandates of which not more than two (2) Mandates may be in Persons whose shares are listed on a stock exchange. No member of the Board of Directors who is otherwise retired or employed in part-time employment not exceeding 16 hours per week may hold more than ten (10) additional Mandates of which not more than four (4) Mandates may be in Persons whose shares are listed on a stock exchange.

[2] The following Mandates shall not be subject to the limitations set forth in para. 1 of this Art. 32 b):

a. Mandates in any Person which controls, is controlled by or under common control with the Company;

b. Mandates held at the instruction of the Company or any Person which controls, is controlled by or under common control with the Company; provided, however, that no member of the Board of Directors or Executive Management shall hold more than ten (10) such Mandates;

[3] A temporary exceedance of the limitations pursuant to para. 1 and para. 2 of this Art. 32 b) shall be permissible.

[4] Als "Mandate" gelten Positionen in vergleichbaren Funktionen bei anderen Unternehmen mit wirtschaftlichem Zweck. Mandate in verschiedenen Rechtseinheiten, die unter einheitlicher Kontrolle oder gleicher wirtschaftlicher Berechtigung stehen, gelten als ein (1) Mandat.

[4] "Mandates" shall mean positions in comparable functions at other enterprises with an economic purpose. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed one (1) mandate.

Art. 32 c) Vorsorgeleistungen
Die Gesellschaft kann an Mitglieder der Geschäftsleitung Vorsorgeleistungen ausserhalb der beruflichen Vorsorge ausrichten, soweit solche Vorsorgeleistungen 50% der jeweiligen Gesamtjahresvergütung nicht übersteigen.

Art. 32 c) Post-Retirement Benefits
The Company may grant members of the Executive Management postretirement benefits beyond occupational pensions, provided, however, that any such post-retirement benefit may not exceed 50% of the respective total annual compensation.

Art. 33 Zeichnungsberechtigung
Die rechtsverbindliche Vertretung der Gesellschaft durch Mitglieder des Verwaltungsrates und durch Dritte wird in einem Organisationsreglement festgelegt.

Art. 33 Signature Power
The due and valid representation of the Company by members of the Board of Directors and other persons shall be set forth in Organizational Regulations.

C. Die Revisionsstelle

C. The Auditors

Art. 34 Revision
[1] Die Generalversammlung wählt die Revisionsstelle.

[2] Sie kann auf die Wahl einer Revisionsstelle verzichten, wenn:

1. die Voraussetzungen für eine ordentliche Revision nicht gegeben sind;
2. die Zustimmung sämtlicher Aktionäre vorliegt und;
3. die Gesellschaft nicht mehr als zehn Vollzeitstellen im Jahresdurchschnitt hat.

[3] Haben die Aktionäre auf eine eingeschränkte Revision verzichtet, so gilt dieser Verzicht auch für die nachfolgenden Jahre. Jeder Aktionär hat jedoch das Recht, spätestens zehn Tage vor der Generalversammlung eine eingeschränkte Revision zu verlangen. Die Generalversammlung muss diesfalls die Revisionsstelle wählen.

Art. 34 Audit
[1] The general meeting of the shareholders shall elect the Auditor.

[2] It can waive the election of auditors where:

1. the requirements for an ordinary audit are not present;
2. the consent of all shareholders has been given; and
3. the Company does not have more than ten full-time positions on average per year.

[3] Where the shareholders have waived a limited statutory examination, this waiver applies also to the following year. Each shareholder may, however, demand a limited statutory examination at the latest ten days prior to the general meeting of the shareholders. The general meeting of the shareholders must in this case elect the Auditor.

Art. 35 Organisation der Revisionsstelle
[1] Als Revisionsstelle können eine oder mehrere natürliche oder juristische Personen oder Personengesellschaften gewählt werden.

[2] Wenigstens ein Mitglied der Revisionsstelle muss seinen Wohnsitz, seinen Sitz oder eine eingetragene Zweigniederlassung in der Schweiz haben.

[3] Muss die Gesellschaft ihre Jahresrechnung durch eine Revisionsstelle ordentlich prüfen lassen im Sinne von:

Art. 727 Abs. 1 Ziff. 2 oder Ziff. 3 OR;
Art. 727 Abs. 2 OR

wählt die Generalversammlung einen zugelassenen Revisionsexperten nach den Vorschriften des Revisionsaufsichtsgesetzes (RAG) als Revisionsstelle.

Art. 35 Organisation of the Auditor
[1] One or several individuals or legal persons or partnerships may be elected as Auditors.

[2] As a minimum one member of the Auditor shall be resident or have a registered branch in Switzerland.

[3] Where the Company is required to arrange an ordinary audit of its annual financial accounts by auditors pursuant to:

Art. 727 paragraph 1 section 2 or section 3 CO;
Art. 727 paragraph 2 CO

the general meeting of the shareholders shall elect a licensed audit expert in accordance with the provisions of the Audit Oversight Act (RAG) as auditors.

4 Ist die Gesellschaft zur eingeschränkten Revision verpflichtet, kann als Revisionsstelle auch ein zugelassener Revisor nach den Vorschriften des RAG bezeichnet werden. Vorbehalten bleibt der Verzicht auf die Wahl einer Revisionsstelle nach Art. 34.

4 Where the Company is required to arrange a limited statutory examination a licensed auditor in accordance with the provisions of the RAG may also be appointed as auditors. Waiver of the election of auditors pursuant to Art. 34 remains reserved.

5 Die Revisionsstelle muss im Sinne von Art. 728 bzw. 729 OR unabhängig sein.

5 The Auditor must be independent in accordance with Art. 728 respectively 729 CO.

6 Die Revisionsstelle wird für ein Geschäftsjahr gewählt. Ihr Amt endet mit der Abnahme der letzten Jahresrechnung. Die Wiederwahl ist möglich. Die Generalversammlung kann die Revisionsstelle jederzeit mit sofortiger Wirkung abberufen.

6 The Auditor shall be appointed for one business year. Their term of office shall end with the approval of the final annual financial accounts. Re-appointment is possible. The general meeting of the shareholders may remove the Auditor with immediate effect at any time.

D. Rechnungslegung und Verwendung des Bilanzgewinnes

Art. 36 Jahresrechnung
Die Jahresrechnung wird jährlich auf den 31. Dezember oder auf einen anderen, durch den Verwaltungsrat zu beschliessenden Termin abgeschlossen.

Art. 37 Verwendung des Jahresgewinnes
[1] Über den Bilanzgewinn verfügt die Generalversammlung im Rahmen der gesetzlichen Vorschriften. Der Verwaltungsrat unterbreitet ihr seine Anträge.

[2] Die Generalversammlung kann jederzeit die Errichtung von speziellen Reserven neben den vom Gesetz vorgeschriebenen Reserven beschliessen und über deren Verwendung bestimmen.

[3] Dividenden, welche nicht innerhalb von fünf Jahren nach ihrem Auszahlungsdatum bezogen werden, fallen an die Gesellschaft und werden in die allgemeinen gesetzlichen Reserven gebucht.

E. Schlussbestimmungen

Art. 38 Auflösung und Liquidation
[1] Die Generalversammlung kann jederzeit die Auflösung der Gesellschaft beschliessen. Die Auflösung und Liquidation sind gemäss den Vorschriften von Art. 736 ff. OR durchzuführen.

[2] Die Befugnisse der Generalversammlung bleiben auch während der Liquidation mit der Einschränkung gemäss Art. 739 OR bestehen. Insbesondere unterliegt die Liquidationsrechnung der Genehmigung durch die Generalversammlung.

[3] Der Verwaltungsrat besorgt die Liquidation, sofern diese nicht durch Beschluss der Generalversammlung Dritten übertragen wird.

[4] Die Liquidatoren sind berechtigt, die Aktiven der Gesellschaft freihändig zu veräussern.

[5] Nach erfolgter Tilgung der Schulden wird das Vermögen nach Massgabe der eingezahlten Beträge unter den Aktionären verteilt, soweit diese Statuten nichts anderes vorsehen.

Art. 39 Mitteilungen und Bekanntmachungen
[1] Publikationsorgan der Gesellschaft ist das Schweizerische Handelsamtsblatt. Der Verwaltungsrat kann weitere Publikationsorgane bestimmen.

[2] Soweit keine individuelle Benachrichtigung durch das Gesetz, börsengesetzliche Bestimmungen oder diese Statuten verlangt wird, gelten sämtliche Mitteilungen an die Aktionäre als gültig erfolgt, wenn sie im Schweizerischen Handelsamtsblatt veröffentlicht worden sind. Einladungen zu

D. Rendering of Accounts and Allocation of Balance Sheet Profit

Art. 36 Annual Financial Accounts
The annual financial accounts shall be closed annually on the 31 December or another date determined by the Board of Directors.

Art. 37 Application of the Annual Profit
[1] The general meeting of the shareholders shall resolve on the allocation of the profit as shown on the balance sheet in accordance with applicable law. The Board of Directors shall submit its proposals to the general meeting of the shareholders.

[2] The general meeting of the shareholders may at any time resolve to set up special reserves in addition to those required by law and determine their application.

[3] Dividends that have not been collected within five years after their payment date shall enure to the Company and be allocated to the general statutory reserves.

E. Final Provisions

Art. 38 Winding-up and Liquidation
[1] The general meeting of the shareholders may at any time resolve to wind-up the Company. The winding-up and liquidation of the Company shall be performed in accordance with Art. 736 et seq. CO.

[2] The powers of the general meeting of the shareholders shall also continue during the liquidation, limited in accordance with Art. 739 CO. In particular, the liquidation accounts are subject to the approval of the general meeting of the shareholders.

[3] The Board of Directors shall conduct the liquidation to the extent that this is not transferred to a third party by a resolution of the general meeting of the shareholders.

[4] The liquidators may freely dispose of the assets of the Company.

[5] Upon discharge of all liabilities, the assets of the Company shall be distributed to the shareholders pursuant to the amounts paid-up, unless these Articles of Association provide otherwise.

Art. 39 Communications and Notifications
[1] The Company shall make any announcements in the Swiss Official Gazette of Commerce. The Board of Directors may specify other means of publication.

[2] To the extent that individual notification is not required by law, stock Exchange regulations or these Articles of Association, all communications to the shareholders shall be deemed valid if published in the Swiss Official Gazette of Commerce. Invitations to general meetings of the

Generalversammlungen können stattdessen allein durch Veröffentlichung eines Proxy Statement (oder einer Änderung oder eines Zusatzes dazu) nach den Regeln der SEC erfolgen (wobei Änderungen und Zusätze zu Einladungen, für die Zwecke dieser Statuten und den Vorschriften des Aktienrechts, auch ausschliesslich durch eine Veröffentlichung im Schweizerischen Handelsblatt erfolgen dürfen). Die Mitteilungen an die Namenaktionäre erfolgen im Falle der in Art. 14 Abs. 3 erwähnten Hinweise an ihre letzte im Aktienbuch eingetragene Adresse durch Brief oder E-Mail oder in einer anderen Form, die den Nachweis durch Text ermöglicht. In allen anderen Fällen können die Mitteilungen durch Veröffentlichung im Publikationsorgan erfolgen. Bekanntmachungen an die Gläubiger erfolgen in den vom Gesetz vorgeschriebenen Fällen durch Veröffentlichung im Publikationsorgan. Finanzinstitute, welche Aktien für wirtschaftlich Berechtigte halten und entsprechend im Aktienbuch eingetragen sind, gelten als bevollmächtigte Empfänger.

shareholders may also be made solely by way of a publication of a proxy statement (or amendments or supplements thereto) pursuant to SEC Regulations (whereby amendments or supplements to invitations, for purposes of these Articles of Association and corporate law, may also be made exclusively by way of a publication in the Swiss Official Gazette of Commerce). Notices to the registered shareholders shall in the case of the notifications set forth in Art. 14 para. 3 be sent by letter or electronic mail or in another form that allows proof by text to the last address registered in the Share Register. In all other cases, they may be made by publication in the Company's official instrument for publications. Notices to creditors shall be given in the cases prescribed by law by publication in the Swiss Official Gazette of Commerce. Financial institutions holding Shares for beneficial owners and recorded in such capacity in the Share Register shall be deemed to be authorized recipients.

Art. 40 Verbindlicher Originaltext

Falls sich zwischen der deutsch- und der englischsprachigen Fassung dieser Statuten Differenzen ergeben, hat die deutschsprachige Fassung Vorrang.

Art. 40 Original Language

In the event of deviations between the German and English version of these Articles of Association, the German text shall prevail.

Art. 41 Definitionen

Aktie

Der Begriff **Aktie(n)** hat die in Art. 3 dieser Statuten aufgeführte Bedeutung.

Aktienbuch

Der Begriff **Aktienbuch** hat die in Art. 8 dieser Statuten aufgeführte Bedeutung.

Aktienkapital

Der Begriff **Aktienkapital** hat die in Art. 3 dieser Statuten aufgeführte Bedeutung.

Börse

Der Begriff **Börse** bedeutet Einrichtungen des Wertschriftenhandels oder vergleichbare Systeme, an welchen die Aktien der Gesellschaft gehandelt oder anderweitig zeitweise zum Handel zugelassen sind.

Gesamtstimmen

Der Begriff **Gesamtstimmen** bedeutet die Gesamtzahl aller an einer Generalversammlung stimmberechtigen Aktien unabhängig davon, ob die stimmberechtigten Aktien an der Generalversammlung vertreten sind oder nicht.

Art. 41 Definitions

Shares

The term **Share(s)** has the meaning assigned to it in Art. 3 of these Articles of Association.

Share Register

The term **Share Register** has the meaning assigned to it in Art. 8 of these Articles of Association.

Share Capital

The term **Share Capital** has the meaning assigned to it in Art. 3 of these Articles of Association.

Exchange

The term **Exchange** shall mean any securities exchange or other system on which the registered Shares of the Company may be listed or otherwise authorized for trading from time to time.

Total Voting Shares

Total Voting Shares means the total number of Shares entitled to vote at a general meeting of the shareholders whether or not represented at such meeting.

Gesellschaft

Der Begriff **Gesellschaft** bedeutet Garmin Ltd.

Marktwert

Der Begriff **Marktwert** bedeutet (i) im Falle von Aktien den höchsten Schlusskurs dieser Aktien während der letzten 30 Tage vor dem massgeblichen Stichtag. Dabei entspricht der Marktwert dem höchsten von der betreffenden Börse gemeldeten Schlusskurs während der letzten 30 Tage vor dem massgeblichen Stichtag und, falls eine solche Meldung nicht vorliegt, soll der Marktwert dieser Aktien vom Verwaltungsrat in guten Treuen bestimmt werden, wobei er dabei die Art der Aktien, allfällige Dividenden, Zuteilung von Aktien sowie Aufteilungen oder Zusammenlegungen von Aktien berücksichtigt, und (ii) im Fall von Vermögenswerten, die weder Aktien noch Bargeld sind, soll der Marktwert vom Verwaltungsrat in guten Treuen per Stichtag bestimmt werden.

Monat

Der Begriff **Monat** bedeutet ein Kalendermonat.

Nahestehender Aktionär

Der Begriff **Nahestehender Aktionär** bedeutet jede natürliche oder juristische Person (unter Ausschluss der Gesellschaft) sowie deren Muttergesellschaften, (i) die direkte oder indirekte Eigentümerin von mehr als 20 % der Stimmrechte der ausgegebenen Aktien ist, oder die (ii) eine Nahestehende Gesellschaft der Gesellschaft ist und irgendwann in den zwei unmittelbar vorangehenden Jahren vor dem Zeitpunkt, zu dem bestimmt werden muss, ob diese Person ein Nahestehender Aktionär ist, direkte oder indirekte Eigentümerin von 20 % oder mehr der Stimmrechte der ausgegebenen Aktien war; oder (iii) Aktien übertragen bekommen hat, die irgendwann in den zwei unmittelbar vorangehenden Jahren vor dem Zeitpunkt, zu dem bestimmt werden muss, ob eine Person ein Nahestehender Aktionär ist, direkt oder indirekt im Eigentum eines Nahestehenden Aktionärs standen, sofern die Übertragung (unabhängig davon ob in einer oder mehreren Transaktionen) ausserhalb eines öffentlichen Angebots stattgefunden hat.

Eine natürliche oder juristische Person gilt dann nicht als Nahestehender Aktionär, falls eine solche Person nur darum ein Nahestehender Aktionär wird, weil die Anzahl der ausgegebenen Aktien der Gesellschaft reduziert werden, unabhängig davon ob eine solche Reduktion auf den Rückkauf von Aktien der Gesellschaft durch die Gesellschaft zurückzuführen ist. Die Reduktion der ausgegebenen Aktien erhöht den prozentualen Anteil der ausgegebenen Aktien im direkten oder indirekten Eigentum der betreffenden Person bis diese Person direkte oder indirekte Eigentümerin zusätzlicher Aktien wird.

Company

The term **Company** shall mean Garmin Ltd.

Fair Market Value

The term **Fair Market Value** shall mean (i) in the case of shares, the highest closing sale price of a share during the 30-day period immediately preceding the date in question of such share admitted to trading on an Exchange or any other system then in use, the Fair Market Value shall be the highest closing sale price reported by the Exchange or such other system during the 30-day period preceding the date in question, or, if no such quotations are available, the Fair Market Value on the date in question of such share as determined by the Board of Directors in good faith, in each case with respect to any class of share, appropriately adjusted for any dividend or distribution in shares or any combination or reclassification of outstanding shares of such share into a smaller number of shares, and (ii) in the case of property other than cash or shares, the Fair Market Value of such property on the date in question as determined by the Board of Directors in good faith.

Month

The term **Month** shall mean a calendar month.

Interested Shareholder

The term **Interested Shareholder** shall mean any person (other than the Company) and any holding company thereof who or which (i) is the beneficial owner directly or indirectly, of more than twenty per cent (20%) of the voting power of the outstanding shares of the Company; or, (ii) is an Affiliate of the Company and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of twenty per cent (20%) or more of the voting power of the then-outstanding shares; or (iii) is an assignee of or has otherwise succeeded to any shares which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Shareholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering.

A person shall not be deemed an Interested Shareholder if such person would become an Interested Shareholder solely as a result of a reduction of the number of shares of the Company outstanding, including repurchases of outstanding shares of the Company by the Company, which reduction increases the percentage of outstanding shares of the Company of which such person is the beneficial owner, until such person shall thereafter become the beneficial owner of any additional shares.

Nahestehende Gesellschaft

Der Begriff **Nahestehende Gesellschaft** bedeutet bezüglich einer Person, jede andere Person, die direkt oder indirekt über eine oder mehrere Mittelspersonen die andere Person kontrolliert, von dieser anderen Person kontrolliert wird, oder unter gemeinsamer Kontrolle mit dieser anderen Person steht. “Kontrolle” einschliesslich der Begriffe “kontrollierend” und “kontrolliert” für die Zwecke dieser Definition und allgemein dieser Statuten bedeutet die Möglichkeit, direkt oder indirekt auf die Geschäftsführung und die Geschäftspolitik einer Person Einfluss zu nehmen, sei es aufgrund des Haltens von Stimmrechten oder auf andere Weise.

Affiliate

The term **Affiliate** shall mean with respect to any person, any other person controlling or controlled by or under common control with such specified person. For the purposes of this definition and generally these Articles of Association, “control”, “controlling” and “controlled” when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities or otherwise.

Nahestehende Person

Der Begriff **Nahestehende Person** bedeutet, wenn verwendet zur Bezeichnung einer Beziehung zu einer Zivilrechtlichen Person, (i) jede Kapitalgesellschaft, rechts- oder nicht-rechtsfähige Personengesellschaft oder ein anderer Rechtsträger, von welcher diese Zivilrechtliche Person Mitglied des Leitungs- oder Verwaltungsorgans, der Geschäftsleitung oder Gesellschafter ist oder von welcher diese Person, direkt oder indirekt, Eigentümerin von 20 % oder mehr einer Kategorie von Aktien oder anderen Anteilsrechten ist, die ein Stimmrecht vermitteln, (ii) jedes Treuhandvermögen (Trust) oder jede andere Vermögenseinheit, an der diese Zivilrechtliche Person wirtschaftlich einen Anteil von 20 % oder mehr hält oder in Bezug auf welche diese Zivilrechtliche Person als Verwalter (trustee) oder in ähnlich treuhändischer Funktion tätig ist, und (iii) jeder Verwandte, Ehe- oder Lebenspartner dieser Person, oder jede Verwandte des Ehe- oder Lebenspartners, jeweils soweit diese den gleichen Wohnsitz haben wie diese Person.

Associate

The term **Associate**, when used to indicate a relationship with any Person, means (i) any corporation, partnership, unincorporated association or other entity of which such Person is a director, officer or partner or is, directly or indirectly, the Owner of 20% or more of any class of voting shares, (ii) any trust or other estate in which such Person has at least a 20% beneficial interest or as to which such Person serves as trustee or in a similar fiduciary capacity, and (iii) any relative or spouse of such Person, or any relative of such spouse, who has the same residence as such Person.

OR

Der Begriff **OR** hat die in Art. 1 dieser Statuten aufgeführte Bedeutung.

CO

The term **CO** has the meaning assigned to it in Art. 1 of these Articles of Association.

Revisionsstelle

Der Begriff **Revisionsstelle** hat die in Abschnitt C dieser Statuten aufgeführte Bedeutung.

Auditor

The term **Auditor** has the meaning assigned to it in section C of these Articles of Association.

Sekretär

Der Begriff **Sekretär** hat die in Art. 26 dieser Statuten aufgeführte Bedeutung.

Secretary

The term **Secretary** has the meaning assigned to it in Art. 26 of these Articles of Association.

Sitz

Der Begriff **Sitz** hat die in Art. 1 dieser Statuten aufgeführte Bedeutung.

Registered Office

The term **Registered Office** has the meaning assigned to it in Art. 1 of these Articles of Association.

Statuten

Der Begriff **Statuten** bedeutet die Statuten der Garmin Ltd. jeweils in ihrer aktuellsten Fassung.

Tochtergesellschaft

Der Begriff **Tochtergesellschaft** bedeutet sämtliche juristischen Personen oder Personenvereinigung, welche von einer anderen juristischen Person beherrscht werden.

Unabhängige Verwaltungsräte

Der Begriff **unabhängige Verwaltungsräte** bedeutet Verwaltungsräte, welche im Sinne der anwendbaren Bestimmungen derjenigen Börse, an welcher die Gesellschaft kotiert ist, unabhängig sind.

Unparteiische Mitglieder des Verwaltungsrates

Der Begriff **Unparteiische Mitglieder des Verwaltungsrates** bedeutet diejenigen Mitglieder des Verwaltungsrates, welche keine Nahestehenden Personen von Nahestehenden Aktionären sind und bereits Mitglieder des Verwaltungsrates waren, bevor ein Nahestehender Aktionär ein Nahestehender Aktionär wurde und jedes Verwaltungsratsmitglied, welches erst nachträglich eine Vakanz im Verwaltungsrat schloss oder erst nachträglich gewählt wurde und in jedem Fall keine Nahestehende Person des Nahestehenden Aktionärs ist und auf Empfehlung einer Mehrheit der damaligen Unparteiischen Mitgliedern des Verwaltungsrates gewählt wurde.

USD

Der Begriff **USD** bedeutet US Dollar und ist die gültige Währung der Vereinigten Staaten von Amerika.

Verwaltungsrat

Der Begriff **Verwaltungsrat** hat die in Abschnitt B dieser Statuten aufgeführte Bedeutung.

Verwaltungsratspräsident

Der Begriff **Verwaltungsratspräsident (Präsident)** hat die in Art. 26 dieser Statuten aufgeführte Bedeutung.

Zivilrechtliche Person

Der Begriff **Zivilrechtliche Person** bedeutet jede natürliche Person, Kapitalgesellschaft, rechts- oder nichtrechtsfähige Personengesellschaft oder jeder andere Rechtsträger. Für die Zwecke von Art. 32 b) dieser Statuten sind Individuen nicht erfasst.

Articles of Association

The term **Articles of Association** shall mean the Articles of Association of Garmin Ltd. in their most recent version.

Subsidiary

The term **Subsidiary** shall mean any corporation, company, association, foundation or other incorporated legal entity, that directly, or indirectly through one or more intermediaries is under control of the person specified.

Independent Directors

The term **Independent Directors** shall mean members of the board who are recognized as such by the rules and regulations of the Exchange.

Disinterested Directors

The term **Disinterested Directors** shall mean any members of the Board of Directors who are unaffiliated with the Interested Shareholder and who were a member of the Board of Directors prior to the time that the Interested Shareholder became an Interested Shareholder, and any director who is thereafter chosen to fill any vacancy on the Board of Directors or who is elected and who, in either event, is unaffiliated with the Interested Shareholder, and in connection with his or her initial assumption of office is recommended for appointment or election by a majority of Disinterested Directors then on the Board of Directors.

USD

The term **USD** shall mean US dollars, the legal currency in the United States of America.

Board of Directors

The term **Board of Directors** has the meaning assigned to it in section B of these Articles of Association.

Chairman of the Board of Directors

The term **Chairman of the Board of Directors (Chairman)** has the meaning assigned to it in Art. 26 of these Articles of Association.

Person

The term **Person** shall mean any individual, corporation, partnership, unincorporated association or other entity. For purposes of Art. 32 b) of these Articles of Association, it shall not include individuals.

Zusammenschluss

Der Begriff **Zusammenschluss** bedeutet (i) jede Fusion oder andere Form des Zusammenschlusses der Gesellschaft oder einer ihrer Tochtergesellschaften mit (i) einem Nahestehenden Aktionär (gemäss Definition in diesem Artikel) oder mit (ii) einer anderen Gesellschaft oder Unternehmung (unabhängig davon, ob diese selber ein Nahestehender Aktionär ist), falls diese eine Nahestehende Gesellschaft eines Nahestehenden Aktionärs ist oder durch die Fusion oder Zusammenführung eine solche wird oder (ii) jeder Verkauf, Vermietung oder Verpachtung, Austausch, hypothekarische Belastung oder andere Verpfändung, Übertragung oder andere Verfügung (ob in einer oder mehreren Transaktionen) an oder für einen Nahestehenden Aktionär oder eine Nahestehenden Gesellschaft eines solchen Nahestehenden Aktionärs bezüglich Vermögenswerten der Gesellschaft oder einer ihrer Tochtergesellschaften mit einem aggregierten Marktwert (gemäss Definition in diesem Artikel) der mindestens 25 % des Marktwertes der gesamten Aktiven unmittelbar vor der Transaktion entspricht, oder (iii) die Ausgabe oder Übertragung von Anteilen der Gesellschaft oder einer ihrer Tochtergesellschaften (ob in einer oder mehreren Transaktionen) mit einem aggregierten Marktwert, der mindestens 25 % des Marktwertes der gesamten Aktiven unmittelbar vor der Transaktion entspricht, an einen Nahestehenden Aktionär oder eine Nahestehende Gesellschaft eines solchen Nahestehenden Aktionärs im Austausch gegen Bargeld, Effekten oder anderen Vermögenswerten (oder einer Kombination solcher Werte) mit Ausnahme der Ausgabe oder Übertragung von Anteilen der Gesellschaft oder einer ihrer Tochtergesellschaften im Zusammenhang mit einem Mitarbeiterbeteiligungsprogramm der Gesellschaft oder einer ihrer Tochtergesellschaften, oder (iv) der Beschluss über die Liquidation oder Auflösung der Gesellschaft auf Antrag oder im Namen eines Nahestehenden Aktionärs oder einer einem Nahestehenden Aktionär Nahestehenden Gesellschaft, oder (v) jede Änderung in der Klassifizierung der Anteile der Gesellschaft (einschliesslich das Zusammenlegen von Aktien), Rekapitalisierung der Gesellschaft, Fusion oder andere Form des Zusammenschlusses der Gesellschaft mit einer ihrer Tochtergesellschaften oder jede andere Transaktion (unabhängig davon, ob ein Nahestehender Aktionär involviert ist), die zu einer direkten oder indirekten Erhöhung des proportionalen Anteils der ausstehenden Anteile der Gesellschaft oder einer ihrer Tochtergesellschaften unabhängig von der Art der ausstehenden Anteilen (Aktien, Wandelanleihen) führen und die direkt oder indirekt einem Nahestehenden Aktionär oder einer Nahestehenden Gesellschaft eines Nahestehenden Aktionärs gehören (**„Unverhältnismässige Transaktion“**), wobei eine solche Transkation dann nicht als Unverhältnismässige Transaktion gelten soll, wenn die Erhöhung des Anteils des Nahestehenden Aktionärs bzw. der Nahestehenden Gesellschaft des Nahestehenden Aktionärs als Folge dieser Transaktion nicht grösser ist als die Erhöhung der Anteile der übrigen Aktionäre.

Zug, 11. Juni 2026

Business Combination

The term **Business Combination** shall mean (i) any merger or consolidation of the Company or any subsidiary with (i) any Interested Shareholder (as defined in this Article) or (ii) any other company or other entity (whether or not itself an Interested Shareholder) which is, or after such merger or consolidation would be, an Affiliate of an Interested Shareholder; or (ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Shareholder, or any Affiliate of any Interested Shareholder, of any assets of the Company or any subsidiary having an aggregate Fair Market Value (as defined in this Article) equaling or exceeding twenty-five percent (25%) of the Fair Market Value of the combined assets immediately prior to such transfer of the Company and its subsidiaries; or (iii) the issuance or transfer by the Company or any subsidiary (in one transaction or a series of transactions) to any Interested Shareholder or any Affiliate of any Interested Shareholder in exchange for cash, securities or other property (or a combination thereof), of any securities of the Company or any subsidiary having an aggregate Fair Market Value equaling or exceeding twenty-five percent (25%) of the Fair Market Value of the combined assets immediately prior to such transfer of the Company and its subsidiaries except pursuant to an employee benefit plan of the Company or any subsidiary thereof; or (iv) the adoption of any plan or proposal for the liquidation or dissolution of the Company proposed by or on behalf of any Interested Shareholder or any Affiliate of any Interested Shareholder; or (v) any reclassification of securities of the Company (including any reverse share split), recapitalization of the Company, merger or consolidation of the Company with any of its subsidiaries or other transaction (whether or not with or into or otherwise involving an Interested Shareholder), which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Company or any subsidiary which is directly or indirectly owned by any Interested Shareholder or any Affiliate of any Interested Shareholder (a **“Disproportionate Transaction”**); provided, however, that no such transaction shall be deemed a Disproportionate Transaction if the increase in the proportionate ownership of the Interested Shareholder or Affiliate as a result of such transaction is no greater than the increase experienced by the other stockholders generally.

Zug, 11 June 2026

EXHIBIT 31.1

CERTIFICATION

I, Clifton A. Pemble, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Garmin Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 29, 2026

By /s/ Clifton A. Pemble
Clifton A. Pemble
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Douglas G. Boessen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Garmin Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities particularly during the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 29, 2026

By /s/ Douglas G. Boessen
Douglas G. Boessen
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Garmin Ltd. (the “Company”) on Form 10-Q for the period ending June 27, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Clifton A. Pemble, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 29, 2026

By /s/ Clifton A. Pemble
Clifton A. Pemble
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of Garmin Ltd. (the “Company”) on Form 10-Q for the period ending June 27, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Douglas G. Boessen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 29, 2026

By /s/ Douglas G. Boessen
Douglas G. Boessen
Chief Financial Officer