



Organizational Regulations of SoftwareOne Holding AG and the SoftwareOne Group

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1 General

These regulations (the "**Organizational Regulations**") establish the internal organization of SoftwareOne Holding AG (the "**Company**") and the SoftwareOne group (the "**Group**") with all its local subsidiaries (the "**Subsidiaries**").

The Company's business shall be conducted in line with all applicable laws, the Company's articles of incorporation (the "**Articles of Incorporation**") and the Organizational Regulations.

The Organizational Regulations have been adopted by the Board of Directors of the Company based on Art. 716b of the Swiss Code of Obligations, Art. 13 and 16 of the Articles of Incorporation. The Board may adopt further regulations, guidelines and policies for specific areas.

The Company is the ultimate parent holding organization of the Group. In this function it performs tasks of management, organization and financing not only for itself but also for all its Subsidiaries. To ensure proper functioning of the Group in the interests of the Company and its shareholders and to comply with applicable laws and regulations, the Board shall supervise and, where necessary and appropriate and always subject to applicable local laws and regulations and the articles of incorporation and by-laws of the local entities of the Group, coordinate the Company and its Subsidiaries by providing overall guidance and support.

The Organizational Regulations are directly applicable to the Company and indirectly, subject to mandatory law and to the extent legally permissible, to each direct and indirect subsidiary. Each subsidiary may establish additional separate regulations to regulate business specific to such entity. However, the following provisions supersede any such separate regulations and shall prevail in any conflict, to the extent legally permissible.

2 Organization of the Company

The corporate organization of the Company consists of the following corporate bodies:

- a) the board of directors of the Company (the "**Board**");
- b) the chair of the Board (the "**Chair**");
- c) the vice-chair of the Board (the "**Vice-Chair**");
- d) the lead independent director (the "**Lead Independent Director**"), if and when elected;
- e) the secretary of the Board (the "**Secretary**");
- f) the Committees of the Board, being the Audit Committee ("**AC**"), the Nomination and Compensation Committee (the "**NCC**") and the Innovation Committee ("**IC**");
- g) the Chief Executive Officer (the "**CEO**");
- h) the Chief Financial Officer (the "**CFO**"); and
- i) the executive board of the Company (the "**Executive Board**").

3 The Board

3.1 Powers and Duties

The Board is the highest executive authority of the Company and is entrusted with the ultimate direction of the Company and the Subsidiaries and shall have the ultimate responsibility for the business and affairs of the Company and the Group. The Board shall exercise powers and duties as required by law, the Articles of Incorporation and the Organizational Regulations.

The Board shall be responsible for the overall direction of the Company's and the Group's business as well as the supervision of the operational management. It shall adopt guidelines and policies for the business and ensure that it is regularly informed on the course of business.

The Board shall be empowered to pass resolutions on all matters that are not expressly reserved to the general meeting of Shareholders of the Company (the "**General Meeting**") or another of the Company's bodies by law, the Articles of Incorporation or the Organizational Regulations.

Board Members, the Secretary as well as all other persons participating in meetings of the Board, must treat all information obtained during and in preparation to such meetings or in the performance of their functions as confidential unless this information is already public knowledge. This obligation extends to all documentation, including all documents made available to the Board, including by electronic means.

3.2 Delegation of Power

The Board herewith delegates the operational management of the Company and the Group entirely to the CEO within the limits permitted by law and subject to the powers and duties remaining with the Board of Directors pursuant to these Organizational Regulations.

The CEO's powers and obligations are as defined by the Organizational Regulations or as further regulated by law or the Articles of Incorporation. The Board may give, from time to time, further guidelines to the CEO as to specific elements of the operations.

3.3 Internal Control and Risk Management Systems and Dealing with Compliance

The Board shall maintain appropriate and for the Company and the Group suitable internal control and risk management systems (financial, operational, regulatory and reputational risks), compliance functions and codes of conduct, in line with accepted industry standards and best practice rules.

3.4 Annual Evaluation and Review of Compliance

The Board, with the assistance of the NCC, shall carry out an annual evaluation of its performance and of the performance of the Committees.

3.5 Composition and Constitution of the Board

The Board shall be diverse as to experience and knowledge and shall consist of at least three, but not more than eleven members of the Board (the "**Board Members**"). The Board shall constitute itself.

The term of office for each Board Member is one year until the end of the following annual general meeting of shareholders (the "**AGM**"). Re-election is possible.

The Chair is elected by the AGM. In case the position as Chair becomes vacant, the Board appoints a Chair from amongst its members for the remaining term of office.

The Board elects the Vice-Chair and the members of the AC and IC from amongst its members.

The Board may elect a Lead Independent Director from amongst its members; the functions of the Vice-Chair and the Lead Independent Director can be combined and be performed by the same Board Member.

The Board may remove Board Members from their functions as Vice-Chair, Lead Independent Director or member of the AC or IC at any time.

The members of the NCC are elected by the AGM. In case a seat in the NCC becomes vacant, the Board may appoint from amongst its members another member to the NCC for the remaining term of office.

The Board may appoint a Secretary, who does not need to be a member of the Board.

The exercise of the mandate as a Board Member shall be explicitly restricted to the elected members and no deputies or proxies shall be permitted.

3.6 Irrevocable Powers of the Board

In specification of article 14 of the Articles of Incorporation and Art. 716a CO, the Board shall have the following non-transferable and inalienable powers and duties:

- a) Ultimate direction, including the overall strategic orientation, of the Company and the Group as well as issuing the necessary instructions;
- b) Establishment of the organization and management structure of the Company and the Group;
- c) Appointing and dismissing the persons entrusted with the management and representation, in particular the CEO and, upon motion by the CEO, the Executive Board;
- d) Structuring the Company's and the Group's accounting system, financial planning, reporting and controlling systems;
- e) Supervising the persons entrusted with the management, in particular with respect to compliance with the law, the Articles of Incorporation, the Organizational Regulations or any directives, policies or guidelines;
- f) Preparing the Annual Report, the Compensation Report as well as convening and preparing the AGM and implementing its resolutions; and

g) Informing the courts in the event of over-indebtedness (articles 725ff. CO).

3.7 Further Powers of the Board

In addition to the powers and duties set forth in Section 3.6, the Board has the powers and duties set forth in the table in Section 13.

Further, the Board may, at any time on a case-by-case basis or according to a general reservation of powers provided in the Organizational Regulations, intervene in the tasks and powers of an executive body subordinated to it and resolve on the relevant matter itself.

The Board may obtain independent advice from external experts on important business matters at the Company's expense.

3.8 Chair

The Chair chairs the General Meeting and the Board.

The Chair is entrusted with leading and managing the Board and is responsible for establishing an appropriate structure and governance system of the Board enabling the Board to render its duties efficiently and in the best interest of the Company and the Group.

The Chair shall see to it that the information flow, meeting preparation, deliberations, the passing of resolutions and implementation of decisions of the Board are carried out properly and timely.

The Chair shall ensure, in cooperation with the CEO, that information on all aspects of the Company and the Group relevant for the decision-making and supervision is made available to all Board Members in good time.

In addition, the Chair has the following powers and duties:

- a) Convening meetings of the Board and setting the agenda;
- b) Supervision of compliance with and implementation of the resolutions of the Board;
- c) Immediate information of all Board Members in case of extraordinary events;
- d) Handling of information requests from other Board Members in accordance with Art. 715a CO;
- e) All other matters reserved to the Chair by law, the Articles of Incorporation or the Organizational Regulations;
- f) Interacting with the CEO and the other members of the Executive Board outside of Board meetings;
- g) Monitoring the implementation of the measures decided by the Board; and
- h) Representing the Board internally and externally.

In case of emergency, when immediate action is required to safeguard the interests of the Company and the Group, and where a regular Board resolution cannot be reasonably passed in due time, the Chair, or in his/her absence, the Vice-Chair has the power to take, together with the CEO or any other appropriate member of the Board or the Executive Board, all decisions and actions which otherwise

would be reserved to the Board. The Chair shall promptly inform all members of the Board of such decisions and actions and they shall be confirmed and properly recorded in the minutes at the next meeting of the Board.

3.9 Vice-Chair

If the Chair is temporarily unable or unavailable to exercise his/her functions, the Vice-Chair assumes his/her functions.

3.10 Lead Independent Director

The Board shall assign such powers and duties to the Lead Independent Director (if and when elected) as it deems necessary.

3.11 Meetings of the Board

The Chair shall convene meetings of the Board as often as business requires. The Board shall meet at least six times a year. In the event that the Chair is unable to do so, the Vice-Chair shall convene and chair the meeting.

Every member of the Board shall have the right to demand that a meeting be convened promptly setting forth the reasons for the request.

Board meetings may be held in person, via telephone or video-conference or by means of other electronic media.

The Chair shall set the agenda for each meeting taking into account any requests of other Board Members. Board Members must submit such requests at least five working days before the date of the meeting (or in case a shorter notice period for a Board meeting is given, within two days after receipt of such notice). Invitations including supporting materials shall be sent in writing or by e-mail at the latest four working days before a meeting. The Chair may shorten this period in extraordinary situations.

3.12 Resolutions by the Board

The Board may pass resolutions if the majority of all Board Members are present (in person or by phone or video conference or other electronic media). No such quorum is required for resolutions concerning the implementation of capital increases and corresponding amendments to the Articles of Incorporation.

A Board Member who is not able to attend a Board meeting may not be represented by another Board Member or any other person.

Resolutions may also be passed in form of circular resolutions (including by e-mail or facsimile), unless a Board Member demands by letter, or email that the matter be discussed at a meeting. Any Board Member who wishes to object against taking a circular resolution shall request deliberations in a meeting as soon as possible and no later than three days after becoming aware of the proposed resolution. All circular resolutions shall be recorded in the minutes of the next meeting.

In all of the above forms of meetings decisions shall be taken with the majority of votes cast. The Chair or the person chairing has the casting vote in the event of a tie.

3.13 Meeting Minutes

Meeting minutes shall reflect the deliberations and resolutions of the Board, including, if requested, dissenting opinions of and votes cast by Board Members. They shall be signed by the Chair or the person chairing and the Secretary and shall be approved by the Board at its next meeting.

The Secretary shall make available to the Board Members a copy of the minutes once the minutes have been signed. Board Members may examine the Board minutes of any meeting at any time.

3.14 Attendance at Board Meetings

The Chair shall decide as to the participation of the CEO, other members of the Executive Board or other persons at Board meetings. The other Board Members may request that those responsible for the business attend. Further, third parties may be invited to participate in meetings of the Board on a consultative basis.

3.15 Right to Information

Any Board Member may request information on any affair of the Company, the Group or its Subsidiaries.

At each Board meeting, the CEO or other members of the Executive Board inform the Board Members about the Company's and the Group's business performance and about material events affecting the Company or the Group. During Board meetings, each Board Member may request and receive from other Board Members, the CEO, the Executive Board and other persons present, information on any and all affairs relating to the Company and the Group.

In case information or, to the extent necessary to perform his/her duties, examination of the business records is requested by a Board Member outside of a Board Meeting, such request has to be addressed to the Chair.

If the Chair denies a request for information on specific business matters, the Board decides whether or not to grant access to such information.

3.16 Introduction of New Board Members and Regular Training

Newly elected Board members shall receive an introduction appropriate to their functions. Existing Board Members shall receive regular training with respect to their responsibilities as Board and Committee member.

4 External Mandates

Any acceptance of mandates in legal entities outside the Group shall be governed by the Articles of Incorporation.

Any acceptance of mandates outside the Group by members of the Board shall be subject to prior approval by the Board if such mandate could result in a conflict of interest. Members of the Executive Board have to obtain approval by the Board.

A Board Member who is also a member of the Executive Board or a member of the Executive Board shall in principle not serve as chair of the board, audit committee or compensation committee of a publicly listed company, or as chair of a larger foundation.

5 Insider Trading and Disclosure of Management Transactions

The Company's internal regulations on insider trading and disclosure of management transactions are also applicable to the members of the Board and the Executive Board. The Secretary will inform the members of the Board and the Executive Board of the forthcoming "General Black-out Periods" and any "Special Black-out Periods".

6 Duty to provide Information

Each member of the Board and the Executive Board shall provide annually and at any time upon request by the Board information on (i) his/her participation in the Company (registered shares, participation certificates, options, etc.), (ii) any transactions with the Company or any of its Subsidiaries and (iii) all other matters that the Company has to request from the Board Member / Executive Board Member in order to comply with its disclosure obligations.

7 Contact with Media and Shareholders

The Chair and the CEO are jointly responsible for the communication with the shareholders and other stakeholders as well as for the coordination of the public, investors and media relations. They shall make appropriate arrangements, and issue guidelines to ensure that all members of the Company and the Group exercise discipline in communication matters, speak with one voice and are aware of the internal regulations on insider trading and the risks of communication arbitrage.

In the day-to-day operations, the CEO shall be responsible for the direct communication with the public, media and investors but shall adhere to the communication strategy defined by the Board and regularly update the Chair on the communication with the public, media and investors.

The CEO shall coordinate with the Chair all material investor relations activities as well as the major statements to the shareholders, the public, NGOs or government authorities. The Board has to be informed immediately in case shareholders or group of shareholders, NGOs or government authorities make special proposals as to the business or the future of the company including but not limited to corporate governance issues, ethical matters, strategy proposals or advancements of corporate finance transactions of any kind relating to the Group.

The Chair may, at any time, decide to personally take charge of major communication matters if this is in the best interest of the Company and the Group.

8 Reporting

The Chair, the CEO and any member of the Executive Board will meet whenever need arises and shall confer in appropriate ways on the key issues and the preparation of upcoming Board meetings.

Further, the CEO and CFO shall keep the Board up to date in a "Monthly Reporting Package" on the current state and financial condition of business as well as on important events. The Board shall take from time to time decisions as to the content of these reports.

In addition, the CEO and the CFO shall provide the Board timely with quarterly financial reports (P&L, Balance Sheet and cash flow statements).

Significant changes in the shareholder structure of the Company, changes in key members of management and the Company's or the Group's organization as well as all extraordinary events must be brought to the immediate attention of the Board.

9 Conflicts of Interest/Exclusion

Each member of the Board or the Executive Board and any other executive body must conduct his/her personal and business/financial affairs in such a manner that conflicts with the interest of the Company or the Group are avoided.

If there is the possibility of a conflict of interest, the person in question shall inform the Chair (or in case the conflict of interest is with the Chair, the Vice-Chair) in writing. The Chair (or in case the conflict of interest is with the Chair, the Vice-Chair) shall call for a decision by the Board depending on the severity of the conflict. The Board shall deliberate and decide in the absence of the person concerned.

Members of the Board or the Executive Board shall abstain from voting and participating in the deliberations on matters or transactions which affect their own interests or the interests of individuals or entities connected or close to them. Such members shall not count towards the basis for determining the presence quorum of Art. 3.12 para. 1 of these Organizational Regulations. No person who has a permanent conflict of interests may be a member of the Board or the Executive Board.

Transactions between the Company and the members of the Board, the Executive Board or persons close to them shall be subject to the arm's length principle; they shall be approved by the Board in the absence of the person concerned.

10 Committees

10.1 General

The Board may appoint committees (the "**Committees**") from among its members and may assign powers and duties to them in accordance with the law, the Articles of Incorporation, the Organizational Regulations and other regulations, directives, policies and guidelines. The Committees shall regularly report to the Board.

The overall responsibility for any powers and duties assigned to the Committees shall remain with the Board.

The Board may combine the functions of several Committees provided their members fulfill the respective qualifications.

For the time being, there are three standing Committees:

- a) Nomination and Compensation Committee (NCC)
- b) Audit Committee (AC)
- c) Innovation Committee (IC)

The Board may appoint other Committees for specific areas and/or on an interim basis.

Each Committee shall appoint a secretary who needs not to be a member of the Board. Unless otherwise determined by a Committee, the secretary shall be the Secretary of the Board.

10.2 Audit Committee (AC)

The Board appoints a minimum three of its members to compose the AC. Their term of office is one year until the end of the following AGM.

The Board aims for appointing non-executive and independent members within the meaning of the provisions of the Swiss Code of Best Practice for Corporate Governance. The majority of the members, including the AC Chair should be experienced in financial and accounting matters.

The Board shall appoint the chair of the AC who shall be a Board Member other than the Chair.

The AC shall sit at least four times per year, and whenever the business requires so. The minutes of such meeting shall be recorded separately and distributed to all Board Members.

The AC has the powers and duties set forth in the Audit Committee Charter, which is regularly reviewed and approved by the Board.

10.3 Nomination and Compensation Committee (NCC)

The NCC shall be composed of at least three members of the Board. The members of the NCC are elected by the AGM. The Board appoints the chair of the NCC.

The Board aims for proposing non-executive and independent members within the meaning of the provisions of the Swiss Code of Best Practice for Corporate Governance to be elected by the General Meeting as members of the NCC. The Board may propose members to be elected as member of the NCC who are significant shareholders or represent significant shareholders of the Company.

The NCC shall sit at least three times per year, and whenever the situation so requires.

The NCC has the powers and duties set forth in the Nomination and Compensation Committee Charter, which is regularly reviewed and approved by the Board.

10.4 Innovation Committee (IC)

The Board appoints a minimum three of its members to compose the IC. Their term of office is one year until the end of the following AGM.

The Board aims for appointing non-executive and independent members within the meaning of the provisions of the Swiss Code of Best Practice for Corporate Governance.

The IC shall sit at least four times per year, and whenever the business requires so. The minutes of such meeting shall be recorded separately and distributed to all Board Members.

The IC has the powers and duties set forth in the Innovation Committee Charter, which is regularly reviewed and approved by the Board.

11 CEO and Executive Board

11.1 Appointment and Dismissal

The CEO and the members of the Executive Board shall be appointed and dismissed by the Board.

11.2 Delegation of Power

The Board delegates the operational management (*Geschäftsführung*) of the Company and the Group to the CEO within the limits permitted by law and subject to the powers and duties remaining with the Board pursuant to these Organizational Regulations.

The CEO's powers and obligations are as defined by the Organizational Regulations or as further required by law or the Articles of Incorporation. The CEO is empowered to further sub-delegate parts of the executive management of the Company delegated to him/her pursuant to the Organizational Regulations, as deemed necessary or appropriate, to the other members of the Executive Board. The

Board may give, from time to time, further guidelines to the CEO as to specific elements of the operations.

11.3 Powers and Duties of the CEO

The CEO is responsible for the operational management of the Group. The CEO is further responsible for the implementation of all resolutions of the Board and the supervision of all management levels in the Company.

The CEO is the head of the other members of the Executive Board. Within the Executive Board, the CEO is the primary contact person for the Chair and the other Board members. The CEO represents and coordinates the Executive Board vis-à-vis the Board. In case of matters requiring approval by the Board as a matter of law, the Articles of Incorporation or the Organizational Regulations, the CEO submits corresponding proposals to the Board.

The CEO provides information to the other members of the Executive Board concerning the resolutions and suggestions of the Board. He ensures that resolutions are implemented and that suggestions are taken into account.

The CEO represents the Group internally and externally.

The CEO has further the powers and duties as set out in the table in Section 13.

The CEO shall make appropriate arrangements for an acting deputy in case of absence or incapacity for work. The CEO shall inform the Board on these arrangements.

11.4 Duties and Powers of the CFO

The CFO is responsible for organizing and overseeing the Company's and the Group's financial affairs. The CFO has the powers and duties as set out in the table in Section 13.

11.5 Duties and Powers of the Executive Board

The Executive Board consists of the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), the Chief Operations Officer (COO), the President of Sales, and the President of Services and such other functions of senior management as the CEO shall decide from time to time in consultation with the Board.

The Executive Board shall conduct the business affairs of the Group under the leadership of the CEO. The Executive Board decides on any matter in the interests of the Group, which is not reserved to the Board, the CEO or any other body as defined by law, Articles of Incorporation or these Organizational Regulations.

The CEO issues appropriate directives with respect to the powers and duties of each member of the Executive Board and the reporting. The members of the Executive Board report to the CEO.

12 Signing Powers

All Board Members, and all other persons to whom the Board has granted signatory power shall have the right to sign on behalf of the Company with joint signatory power by two.

13 Allocation of Powers and Duties between the Board, the Committees, the CEO and the CFO

The following table lists the allocation of powers and duties between the Board, the Committees, the CEO and the CFO. The powers and duties reserved to the Board under this Section 13 shall be in addition to the non-transferrable and inalienable powers and duties set out in Section 3.6.

		Board	Committees	CEO	CFO
1.	General management and Group organization				
1.1	Conducting the daily business operations of the Company and the Group, and representing the Company and the Group in these matters, all in line with the law, the Articles of Incorporation, the Organizational Regulations as well as the strategies, policies and guidelines set by the Board			D	
1.2	Any action which will change the strategic direction of the Company and the Group	D		A	
1.3	Entry in new business areas and countries as well as exit from existing countries and business areas	D		A	
1.4	All material policies, guidelines and directives in relation to the organization of the Group, risk management and control	D	A	A	A (Treasury Policy)

		Board	Committees	CEO	CFO
1.5	Issuing, regularly reviewing and amending the Organizational Regulations	D		A	
2.	General Meetings (GM) and meetings of the Board				
2.1	Resolutions of the GM required by the law or the Articles of Incorporation	A to GM	A (as far as concerned)	A	
2.2	Passing resolutions on the financials of the business, especially deciding on capital increases and floatation of the Company's stock as well as submitting the relevant motions to the GM	A to GM	A (as far as concerned)	A	A
2.3	Issuing of bonds, other securities or options on shares or other securities as well as the use of equity securities	D		A	A
2.4	Passing resolutions on participations of major/strategic significance	D			
2.5	Preparation of business to be deliberated in the Board meetings	D (Chair)		A	
2.6	Implementation of the Board's resolutions			P	
2.7	Guidelines for the registration of shares with the share register	D			
2.8	Monitoring of share register and registration of shares	D		A	

		Board	Committees	CEO	CFO
2.9	Investor relations strategy	D (Chair)		A / P	A / P
3.	Corporate planning and financial policy				
3.1	Strategic objectives and overall strategy of the Group	D		A / P	
3.2	Fundamental long-term projects (investment planning)	D		A	C
3.3	Budget	D		A	C
3.4	Quarterly, half-year and annual financial statements and half-year and annual report	D	A (AC)	A	C / P
3.5	Review of opinions and reviews issued by the external auditors	D	A / C (AC)		C
3.6	Monthly reports	I		P	P
3.7	Dividend policy	D	A (AC)		A
3.8	Ensuring an appropriate accounting throughout the Group in line with all applicable law and standards, including determination of accounting standards and issuing guidelines for the financial policy	D	A (AC)	C	A / P
3.9	Preparing and maintaining an appropriate financial planning (including budgets for P&L, balance sheet and cash flow)	D	A (AC)		C / P

		Board	Committees	CEO	CFO
3.10	The financial reporting of the Group and the Company in line with all applicable law and standards	D	A (AC)		C / P
3.11	Maintaining a state of the art treasury operation including the management and hedging of currency risks (in line with the relevant guidelines defined by the board).	I	I	C	D
3.12	(i) The adequate financing of the Group (ii) The adequate financing of all its member companies (in line with the relevant guidelines defined by the board)	D		C	A D
3.13	Setting up and managing state of the art control mechanisms including a fully documented internal control system	I	D (AC)	C	A
3.14	The guidelines for issuing financial guarantees, sureties, financial indemnities and similar indentures to or for the benefit of subsidiaries, related parties or third parties as set out in the Treasury Policy	D	A (AC)	A	A / C
3.15	Regular reporting to the Board regarding the course of business, market developments, the financial situation of the Company and the Group, strategic risk, legal and compliance risk, operational risk	D	A (AC)	P	C

		Board	Committees	CEO	CFO
3.16	Reporting on overdue receivables to the Board on a monthly basis	I		I	P
3.17	Prompt communication to the Board of extraordinary events, material financial deterioration of the Company's or the Group's financial health or impending material risks	I		P	
4.	Business activities				
4.1	Any material agreements or transactions with shareholders or other related parties	D		A	
4.2	One-time expenses, investments and recurring expenses (the total of a series of such commitments over the same financial year for the same objective are considered as one single commitment):				
	<ul style="list-style-type: none"> Totaling more than CHF 5,000,000 or which are otherwise material in the context of the Group's operations and have not already been approved in the annual budgets and, in the case of additional salary expenses, will lead to a material change in the EBITDA ratio 	D		A	C
	<ul style="list-style-type: none"> Totaling from CHF 1,000,000 up to and including CHF 5,000,000, whether or not already approved in the annual 	I		D	C

		Board	Committees	CEO	CFO
	<p>budgets, or have already been approved in the annual budgets</p> <ul style="list-style-type: none"> Totaling less than CHF 1,000,000, whether or not already approved in the annual budgets 			D	C
4.3	All expense or investments which have been provided for in the annual budgets for which the Board had reserved a specific additional approval	D		A	C
4.4	<p>Taking out of new loans, or changing the financing structure or terms of loan facilities:</p> <ul style="list-style-type: none"> to the extent they are material in the context of the business Totaling up to and including 15% of the total financing 	D I		C C	A D
4.5	Advising the CEO and the Board on the financial aspects of strategic projects and transactions	I		I	P
4.6	The management and supervision of the Group's and Company's tax matters		C (AC)		P
4.7	<p>Decisions on entering into or refraining from litigation as well as the conclusion of settlement agreements with an amount in controversy:</p> <ul style="list-style-type: none"> Totaling more than CHF 1,000,000 or which are material in the context 	D		A	

		Board	Committees	CEO	CFO
	<p>of the business (from a global or local perspective), involve reputational risk for the Group or are law enforcement cases</p> <ul style="list-style-type: none"> Totaling from CHF 150,000 up to and including CHF 1,000,000 Totaling less than CHF 150,000 <p>As a rule, the legal department must be consulted concerning all litigation against the Company or by the Company against third parties, except for collection cases in the ordinary course of business.</p>	I		D D	
4.8	<p>Release/approval of supplementary budgets (cumulative per year):</p> <ul style="list-style-type: none"> Totaling more than CHF 5,000,000 in opex or investment each Totaling up to and including CHF 5,000,000 in opex or investment each 	D I		A D	C C
4.9	<p>Changes in the stock of subsidiaries and investments that are not wholly owned by the Company:</p> <ul style="list-style-type: none"> Totaling more than CHF 5,000,000 or otherwise material in the context of the Group's operations 	D		A	C

		Board	Committees	CEO	CFO
	<ul style="list-style-type: none"> Totaling from CHF 1,000,000 up to and including CHF 5,000,000 Totaling less than CHF 1,000,000 	I		D	C
	<ul style="list-style-type: none"> Totaling less than CHF 1,000,000 			D	C
4.10	<p>Acquisitions of, joint ventures or other forms of participations in new enterprises and divestitures, including in the form of asset deals (values refer to aggregate purchase price including any earn-outs (based on maximum case) or similar deferred or conditional elements):</p> <ul style="list-style-type: none"> Totaling more than CHF 5,000,000 Totaling from CHF 1,000,000 up to and including CHF 5,000,000 Totaling less than CHF 1,000,000 	D		A	C
	<ul style="list-style-type: none"> Totaling from CHF 1,000,000 up to and including CHF 5,000,000 	I		D	C
	<ul style="list-style-type: none"> Totaling less than CHF 1,000,000 			D	C
4.11	<p>New or increase of guarantees, indemnities, parent company guarantees which is financial debt:</p> <ul style="list-style-type: none"> Totaling more than CHF 5,000,000 up to and including CHF 5,000,000 	D		C	A
	<ul style="list-style-type: none"> up to and including CHF 5,000,000 			C	D
4.12	<p>Entering into any other agreement (other than a commercial sales and purchase agreement) with a total contract value:</p> <ul style="list-style-type: none"> of more than CHF 5,000,000 	D		A	C

		Board	Committees	CEO	CFO
	<ul style="list-style-type: none"> from CHF 1,000,000 up to and including CHF 5,000,000 Totaling less than CHF 1,000,000 	I		D	C
				D	C
5.	Internal control and risk management systems / internal and external audit				
5.1	Establishment of an adequate internal organization, risk management (for strategic risk, financial risk, legal and compliance risk, operational risk) and administration	D	A (AC)	C	C / P
5.2	Overriding supervision of internal and external auditing	D	A (AC)	C	C / P
5.3	Approval of the guidelines for the work of the departments managing internal and external audit		D (AC)	C	C / P
5.4	Receipt and approval of reports by the <ul style="list-style-type: none"> internal auditors external auditors 	D	D (AC) A (AC)	C C	C / P C / P
5.5	Approval of the audit program, the fee arrangements with the external auditors and the effectiveness of the external auditors		D (AC)	C	C / P
5.6	Reviewing the requirements for specially authorized auditors	D	A (AC)	C	C / P

		Board	Committees	CEO	CFO
5.7	Nomination of the statutory auditors (<i>Revisionsstelle</i>) for approval by the GM	D	A (AC)	C	C / A
5.8	Controlling and reviewing the strategic, financial, operational, cyber and information security, legal and compliance risks of the Company and the Board	D	A (AC)	C	C / P
6.	Personnel				
6.1	Deciding on the persons entitled to sign on behalf of the Company	D		A	
6.2	Issuing guidelines for granting of bank signature authorizations to people which have not been given corporate signatory powers			D (Executive Board)	A / P
6.3	Deciding on long term incentive plans for Leadership	D	A (NCC)	C	A / P (HR)
6.4	Annual review of the performance of the Board, the Board Members, the CEO and the Executive Board	I	D (NCC)		
6.5	Appointment, dismissal of Board Members	A to the GM	A (NCC)		
6.6	Appointment, dismissal of Chair of the Board	A to the GM	A (NCC)		
6.7	Appointment, dismissal of Vice-Chair of the Board and Lead Independent Director	D (after consultation of the Chair)	A (NCC)		

		Board	Committees	CEO	CFO
6.8	Appointment, dismissal of chair of committees and members of committees (without NCC)	D	A (NCC)		
6.9	Appointment, dismissal of members of NCC	A to the GM	A (NCC)		
6.10	Appointment, dismissal of CEO	D	A (NCC)		
6.11	Appointment, dismissal of members of the Executive Board	D	A (NCC)	C	
6.12	Appointment, dismissal of Secretary	D	A (NCC)	C	
6.13	Terms of employment of the members of the Executive Board	D	A (NCC)	C	
6.14	Annual assessment of the structure, size, composition and results of the Executive Board and recommendations of changes to the Board	D	A / P (NCC)	C	
6.15	Compensation policy, including the short-term and long-term incentive plans for the members of the Executive Board	D	A (NCC)	C	
6.16	Targets and evaluation criteria for the members of the Executive Board	D	A (NCC)	C	

6.17	<p>Compensation of the Board and the Executive Board</p> <ul style="list-style-type: none"> • Compensation report • Maximum amount of compensation of the Board • Maximum amount of compensation of the Executive Board (including CEO) • Use of the additional amount (<i>Zusatzbetrag</i>) for new members of the Executive Board (including CEO) • Decision on individual compensations of the Board Members (subject to approval of total compensation amount by GM) • Decision on individual compensations of the members of the Executive Board (subject to approval of total compensation amount by GM) 	D A to GM A to GM D D D	A (NCC) A (NCC) A (NCC) A (NCC) A (NCC) A (NCC)	C C	
6.18	Mandates outside the Group by members of the Board (in case of potential conflict of interest only) or of the Executive Board	D	A (NCC)	A	
6.19	Nomination of members of boards of directors of subsidiaries (in line with the relevant guidelines defined by the board).			D	
6.20	Pension plan (principles)	D	A (NCC)	C	A (HR)

6.21	Supervising the Group's pension funds and schemes in line with the applicable legal and statutory requirements	I		I	P (HR)
7.	Innovation and Technology				
7.1	Deciding on long term technology integration, digital transformation and innovation plans	D	A / C (IC)	P	
7.2	Deciding on resource allocation and investments to further the development and integration of technology and innovation	D	A / C (IC)	P	I
7.3	Entering into strategic partnerships relating to technology innovation	D	A / C (IC)	P	

D = Decision

A = Applicant

I = Information (prior to any legally binding action)

C = Consultation

P = Implementation / Processing

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14 Miscellaneous

14.1 Effective Date

The new Regulations shall come into force on 15 March 2024 and shall replace any earlier regulations.

14.2 Confidentiality

The members of the Board, the Executive Board, the Secretary as well as all members of other executive bodies and all officers addressed in the Organizational Obligations shall keep confidential all non-public information relating to the Company and the Group, which the member has obtained in the performance of their duties. Such confidentiality obligation shall continue after their term of office has expired. The Company may from time to time verify compliance with such confidentiality duty in an appropriate manner.

14.3 Returning of Files, Documents and Records

Upon termination of the Board or Executive Board membership, or other relationship with the Company, all business related files, documents and records relating to the Company or the Group must be returned to the Secretary.

14.4 Business Year

The Company's business year commences on 1 January and ends on 31 December.

14.5 Execution

The Board and the executive bodies shall swiftly take all actions which are necessary for a timely and efficient implementation of these Regulations.

14.6 Review

These Organizational Regulations were approved by the Board on 15 March 2024. They shall be reviewed by the Board annually.