



## Interroll Holding AG

### Explanations of the Board of Directors on the revision of the Articles of Incorporation

(Implementation of the Corporate Law Reform)

#### Agenda Item 6

On January 1, 2023, the revision of the Swiss Code of Obligations (**CO**) entered into force (hereinafter **Corporate Law Reform**). The main goals of the Corporate Law Reform are, among others, to modernize the corporate governance, in particular by strengthening the shareholders' rights, as well as providing more flexibility for conducting General Shareholders' Meetings. In addition, the Ordinance against Excessive Compensation in Public Corporations, which came into force on January 1 2014, has been transferred to the CO, with selective amendments to the previous provisions. Companies are granted a transitional period of two years to adapt their articles of association.

In accordance with the new provisions, the Board of Directors submits to this year's Annual General Meeting a revision of the Articles of Incorporation of Interroll Holding AG (**Interroll**) that implements the requirements of the Corporate Law Reform as well as reflects the current best practice in corporate governance.

The Board of Directors proposes to amend the Articles of Incorporation of Interroll (**Articles**) at this year's Annual General Meeting. The proposed amendments to the Articles are explained below (Part A). Subsequently, the proposed amendments are listed in detail and compared to the current provisions of the Articles (Part B). References in this overview refer to the newly numbered Articles as proposed by the Board of Directors.

#### A. Explanations

##### 1. Agenda item 6.1: Amendment of the company's purpose (Art. 2)

Acting responsibly and sustainably is at the foundation of Interroll's business activities. Interroll focuses on long-term business success while striving for an appropriate balance between ecological action, social responsibility, and economic success. Interroll also requires its business partners, suppliers, managers and employees to comply with the same principles.

The Board of Directors of Interroll aims to anchor these core values in Interroll's Articles and therefore to amend Interroll's purpose as follows:

*"In pursuing its corporate purpose, the company seeks to create long-term sustainable value."*

As an amendment to the corporate purpose, this agenda item has to be adopted by a qualified majority of two thirds of the votes and the majority of the capital represented. This amendment to the Articles is not related to the Corporate Law Reform.



## **2. Agenda item 6.2: Amendments regarding the form of the shares (Art. 4, 5)**

Interroll has not issued share certificates for its registered shares. The shares of Interroll are issued in electronic form only, i.e. in the form of intermediated securities within the meaning of the Federal Intermediated Securities Act with underlying uncertificated securities. This is in line with common practice of a Swiss listed company.

The proposed amendments to Art. 4 reflect this fact. Art. 4 will be amended to state that Interroll generally issues its shares in the form of uncertificated securities (i.e., without issuing certificates). Therefore, the right of Interroll shareholders to demand printing or delivery of share certificates is excluded. However, shareholders registered in Interroll's share register may request a confirmation stating the number of shares registered in their name in the share register. The Board of Directors is also given the flexibility to issue share certificates if needed.

The proposed amendments have no effect on the actual position of Interroll's shareholders. Interroll's registered shares will continue to be issued in the form of intermediated securities. Their transfer is not restricted by the proposed amendment to Art. 4 and may be effected by entries in the shareholders' securities accounts as before. The modalities of the transfer are specified in Art. 4 accordingly.

The current provisions of Art. 4 para. 3 and 4 do not concern the form of the shares and are therefore being moved unchanged to Art. 5.

This agenda item has to be adopted by a simple majority of the votes cast. This amendment to the Articles is not related to the Corporate Law Reform.

## **3. Agenda 6.3: Amendments regarding share transfers/transfer restrictions (Art. 6)**

Art. 6 reflects Art. 685d para. 2 CO, which expressly allows the Board of Directors to refuse the entry in the share register – in addition to the already existing grounds – if the shareholder does not declare upon request that no agreement has been entered into regarding the redemption or return of the corresponding shares or that they bear the economic risk of the shares in another way (securities lending). This provision reduces the risk of harmful voting practices that are contrary to the interests of the beneficial owners of Interroll.

Art. 6 para. 1 repeats provisions of Art. 5 and shall therefore be deleted.

This agenda item has to be adopted by a qualified majority of two thirds of the votes and the majority of the capital represented. This amendment to the Articles is not related to the Corporate Law Reform.

## **4. Agenda item 6.4: Virtual general meetings (Art. 10 para. 3)**

Art. 701d para. 1 CO newly allows Swiss companies to hold their general meetings virtually without a physical meeting place if their articles of association provide for this. At virtual general meetings, shareholders can exercise their shareholder rights (incl. the right to ask live questions or submit counterproposals and to vote) via live video streaming. Shareholders thus have full live participation and discussion rights and therefore the same participation rights as they would have for an in-person meeting.

The Board of Directors currently has no plans to hold a General Meeting of Interroll without a physical meeting place. It nevertheless proposes to create the necessary basis in art. 10 para. 3 of the Articles



to be able to hold virtual general meetings in the future in case of extraordinary circumstances. The Board will regulate the use of electronic means (art. 701e CO).

**5. Agenda item 6.5: Amendments regarding special provisions for anchor shareholders (Art. 13<sup>bis</sup> and 19)**

Art. 13<sup>bis</sup> and 19 contain an exception to the restriction on the exercise of voting rights according to Art 13<sup>bis</sup> for certain family shareholders of Interroll, and a right of theirs to appoint two representatives to the Board of Directors of Interroll, respectively. Both provisions are applicable as long as the family shareholders hold more than 10% of the share capital of Interroll, each.

Due to the current shareholdings of the family shareholders, the above provisions no longer apply. In the interest of good corporate governance, the Board of Directors therefore proposes to delete the respective provisions.

This agenda item has to be adopted by a simple majority of the votes cast. This amendment to the Articles is not related to the Corporate Law Reform.

**6. Agenda item 6.6: Amendments of the rules on compensation of the Board of Directors and the Group Management (Art. 12<sup>bis</sup>, 23<sup>bis</sup>, 24, 25)**

**a) Advisory vote on the compensation report (Art. 12<sup>bis</sup>)**

Pursuant to Art. 735 para. 3 no. 4 CO, the general meeting has to vote on the compensation report for the previous financial year in an advisory vote if it has approved the variable compensation for such financial year in a prospective vote. The revised Art. 12<sup>bis</sup> para. 2 reflects the new law.

**b) Use of the additional amount (Art. 12<sup>bis</sup>)**

As part of the Corporate Law Reform, the use of the additional amount has been limited to persons who join the Group Management. The use of the additional amount for promotions within the Group Management is no longer permitted. Art. 12<sup>bis</sup> is amended accordingly.

**c) Mandate and employment agreements (Art. 23<sup>bis</sup>, 25)**

According to Art. 735b CO, contracts with members of the Board of Directors regarding their remuneration may not exceed their term of office. Furthermore, agreements with members of the Group Management regarding their remuneration may either provide for an indefinite term with a notice period of not more than one year, or for a fixed term not exceeding one year.

These provisions are newly reflected in Art. 25; the current Art. 23<sup>bis</sup> para. 2 item 3 is deleted accordingly.

**d) Maximum number of permitted mandates (Art. 24)**

As part of the Corporate Law Reform, the rules regarding the maximum number of mandates of members of the Board of Directors and the Group Management are adjusted. In particular, mandates are redefined in the law.

The new Art. 24 reflects these changes, adapts the method to count mandates to common market practice, and amends the permissible number of mandates in light of the new definition and current governance standards. The rules regarding the maximum number of mandates in the previous Art. 19 is deleted accordingly.



**7. Agenda item 6.7: Further amendments (Art. 5, 5<sup>bis</sup>, 7, 9, 10, 11, 12, 13<sup>bis</sup>, 15, 17, 18, 19, 21, 22, 23, 25, 28, 31)**

All further amendments are summarized under agenda item 6.6. These primarily serve the implementation of new options for the use of electronic means. In addition, provisions in the Articles that are no longer required due to changes in law are removed.

This agenda item requires the approval of a simple majority of the votes cast in order to be adopted.

**a) Amendment concerning the disclosure of shareholdings and the submission of a public offer (Art. 5<sup>bis</sup>)**

Art. 5<sup>bis</sup> repeats the rules according to Art. 120 ff. and Art. 135 ff. FMIA which irrespective of a corresponding provision in the Articles. Art. 5<sup>bis</sup> can therefore be deleted. This change is *not* an opting-out according to Art. 125 para. 3 FMIA.

**b) Amendment concerning the conversion of bearer shares into registered shares and vice versa (Art. 7)**

Before, bearer shares could be converted into registered shares or vice versa only if the articles of association provided so. With the Corporate Law Reform, this requirement is abolished; Article 7 para. 1 can be deleted accordingly.

**c) Right to convene a general meeting and right to add items to the agenda (Art. 9)**

The threshold for convening a general meeting is adapted to the revised CO and reduced from 10% to 5% of the share capital or votes.

The threshold for adding an item to the agenda has also been reduced from 5% to 0.5% under the new law. Shareholders who exercise this right or the right to request the inclusion of proposals on the agenda may newly also submit a brief explanation. The proposed amendment in Art. 9 expressly reflects this right in the Articles and specifies the modalities for its exercise.

**d) Deletion of repetitions of the law (Art. 10, 11, 17, 18)**

The Articles newly refrain from repeating certain provisions already provided by law. This concerns Art. 10 (Form of convening the Shareholders' Meeting), 11 (Totalitarian Shareholders' Meeting), 17 (Right to obtain information on business affairs and consultation by the shareholders) and 18 (Right to put a specific check in place). These provisions apply irrespective of a corresponding provision in the Articles and are therefore deleted without replacement.

**e) Amendment concerning the powers and decision-making of the General Meeting (Art. 12, 15)**

The proposed amendments reflect the supplemented catalogue of non-transferable powers of the general meeting pursuant to Art. 698 para. 2 CO in Art. 12, as well as the catalogue of resolutions requiring a qualified majority pursuant to Art. 704 OR in Art. 15. Both were amended as part of the Corporate Law Reform.

In addition, Art. 15 clarifies that, subject to the required qualified majority, the General Meeting adopts its resolutions with a simple majority of the votes cast.



**f) Amendment concerning the Board of Directors (Art. 21, 22, 23, 24, 25)**

The proposed Art. 21 simplifies the rules on the organization of the Board of Directors by generally referring to Interroll's Organizational Regulations. Accordingly, and in line with market practice, the Board of Directors will set out the rules for convening its meetings and passing resolutions in the Organizational Regulations, without duplication in the Articles. The previous provisions in Art. 23 para. 1, 24 and 25 are deleted accordingly.

Art. 22 reflects the catalog of non-transferable duties of the Board of Directors pursuant to Art. 716a CO which was amended as part of the Corporate Law Reform, without granting the Board of Directors additional powers beyond mandatory law.

**g) Amendment concerning the legal reserves (Art. 28)**

The proposed Art. 28 corresponds to the provisions for accumulation of reserves which were amended as part of the Corporate Law Reform.

**h) Amendment concerning the form of notifications (Art. 31)**

Art. 31 is amended in order to make use of the option to communicate by electronic means introduced with the Corporate Law Reform.



## B. Revision of the Articles of Association in detail

In the following, the current Articles and the proposed amendments to the Articles are compared against each other.

The German version of the Articles is the only binding version. The English version of the Articles, which has also been published, is merely a non-binding translation of the binding original German version.

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### I – Company name and registered office

#### Articles in force

#### Proposed amendments to the Articles (Amendments in **bold**; comments in *italics*)

##### Art. 1

##### Art. 1

Under the following company name

*[Art. 1 unchanged]*

INTERROLL HOLDING AG  
INTERROLL HOLDING SA  
INTERROLL HOLDING LTD

there is hereby incorporated, with its registered office in S. Antonino, a joint stock company pursuant to these Articles of Incorporation and the provisions of Title Twenty-Six of the Swiss Code of Obligations.

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### II – Purpose

#### Articles in force

#### Proposed amendments to the Articles (Amendments in **bold**; comments in *italics*)

##### Art. 2

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The purpose of the company is the acquisition, sale and administration both in Switzerland and abroad of holdings in enterprises operating in the field of developing, designing and planning of technical plants for transporting and warehousing, the production of elements for the research and techniques of automation of any type, as well as the acquisition and sale of the constituting parts necessary for the aforesaid plants.

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Furthermore, the purpose of the company is conferring the relevant licenses, investing the profits and carrying out of loans and financing. It can make agreements of any type that are aimed at achieving its business purpose. It can acquire, evaluate and sell intangible fixed assets, above all patents, licenses, know-how and industrial brands and trademarks.

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The purpose of the company is also, in particular, the grouping of companies within a group and the surveillance and coordinating of the activities of the companies of the group both domestic and foreign.

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The company is authorized to open domestic and foreign branches and it is allowed to carry out all the business affairs that may arise within the context of its business activities.

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III – Share Capital / Shares

Articles in force

*Proposed amendments to the Articles  
(Amendments in **bold**; comments in *italics*)*

**Art. 3 – Share Capital / Shares**

The share capital is fixed in the amount of CHF 854,000.00 (eight hundred and fifty four thousand) and is divided into 854,000 (eight hundred and fifty four thousand) nominative shares with the nominal value of CHF 1.00 (one Swiss franc) each. The share capital is fully subscribed and paid up.

**Art. 3 – Share Capital / Shares**

*[Art. 3 unchanged]*

**Art. 4 – Shares**

In the place of individual shares the company can issue certificates without numbered coupons representing one or more shares. These same shares can be exchanged free of charge, at any time, for smaller certificates or a corresponding number of shares. A member of the Board of Directors of the company must sign the shares and certificates.

The Board of Directors of the company can decide to issue to the shareholders, in place of receivable securities, simple certificates that prove the fact that they are shareholders.

The company only recognizes one representative per share.

Only the person inscribed in the Shareholders’ Book of the company is considered to be the holder of all the rights related to nominative shares vis-à-vis the company. All the equity rights and services provided by the company in relation to a nominative share are carried out either directly to the person who is inscribed in the Shareholders’ Book of the company or, indirectly, in favour of a bank that has been indicated by the person who is inscribed in the Shareholders’ Book of the company.

The company can renounce the printing and the issuing of share certificates for the nominative shares. For his own shares the shareholder can, at any time and free of charge, request the printing and the delivery of the share certificates.

Non-printed nominative shares and the rights resulting from them can only be transferred by way of assignment. In order to be valid, the assignment must be properly notified to the company. The company can communicate the assignment to the bank upon which the shareholder has conferred the accounting administration of the shares that have been assigned.

These non-incorporated nominative shares and the rights resulting from them can be pledged only by means of a written contract of pledge and only in favour of the bank upon which the shareholder has conferred the accounting administration of the shares, without a notification to the company being necessary.

**Art. 4 – Shares**

**The shares are as a rule issued in the form of uncertificated securities (within the meaning of the Swiss Code of Obligations). The company may however issue shares in the form of individual share certificates or global certificates. The company may cause all or a part of its shares to be entered into a main register of a custodian as an underlying security for inter-mediated securities (within the meaning of the Swiss Intermediated Securities Act).**

**To the extent permitted by law, the company, at its sole discretion and without seeking a shareholder’s approval, may convert shares issued in one of these forms into another such form at any time. The costs of such transformation shall be borne by the company.**

**Shareholders are not entitled to demand printing or delivery of share certificates, or to a conversion of shares issued in one particular form into any other form. Any shareholder is, however, entitled to request at any time a written confirmation from the company stating the number of shares registered in his name in the share register.**

**A disposition of shares in the form of un-certificated securities which are not entered into the main register of a custodian shall be effected by way of a written declaration of assignment and requires, as a condition for validity, to be notified to the company. A disposition of shares which exist in the form of book entry securities based on uncertificated securities entered into the main register of a custodian shall solely be effected by entries in securities accounts in accordance with applicable law, without prerequisite to be notified to the company; a disposition of such shares by way of assignment without a corresponding entry in a securities account is excluded.**

**Art. 5 – Shareholders’ Book of the company**

The company shall keep a Shareholders’ Book that gives the name and address and, in the case of physical persons, the nationality of the owners and of the persons who have the right of usufruct of the nominative shares.

The Board of Directors of the company is responsible for the proper keeping of the Shareholders’ Book of the company.

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The inscriptions in and the cancellations from the Shareholders' Book of the company can take place at any time whatsoever, also immediately before any Shareholders' Meeting of the company.

Ten days before the General Shareholders' Meeting of the company and until the day after the General Shareholders' Meeting of the company has been held no inscriptions shall be made in the Shareholders' Book of the company, pursuant to Article 22, paragraph 1, subparagraph 14.

If the holder of nominative shares changes domicile, that same person must communicate his or her new address to the company. Until it receives the relevant communication the company shall send for the purpose of law all the written information to the address inscribed in the Shareholders' Book of the company.

share are carried out either directly to the person who is inscribed in the Shareholders' Book of the company or, indirectly, in favour of a bank that has been indicated by the person who is inscribed in the Shareholders' Book of the company. The company only recognizes one representative per share.

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**Art. 5<sup>bis</sup>**

*[deleted]*

Those persons who, either on their own or in agreement with third parties, purchase or dispose of shareholdings, either directly or indirectly, reaching with the rights that they already hold, or remaining under or surpassing the limits of 5, 10, 20, 33 ½ or 66 2/3 percent of the voting rights that can be exercised pursuant to Article 20 LBVM (Stock Exchange Law), must inform the Board of Directors of the company and the Zurich Stock Exchange.

*[Art. 5<sup>bis</sup> deleted without replacement].*

The value limit for the duty of holding that is required in order to submit a valid total offer, pursuant to Article 32, paragraph 1 of the LBVM, amounts to 33 1/3% of the voting rights.

**Art. 6 – Transfer / constraints**

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The Board of Directors of the company keeps a Shareholders' Book that gives the names and addresses of the owners and of the persons who have the right of usufruct of the nominative shares. Only a person who is inscribed in the Shareholders' Book is considered to be a shareholder or a beneficiary of a right of usufruct vis-à-vis the company. The transfer of full legal title to the shares or the holding thereof in usufruct shall in all cases require the approval of the Board of Directors of the company.

**The entry in the Shareholders' Book as shareholder or beneficiary of shares with voting rights** shall in all cases require the approval of the Board of Directors of the company.

Legal persons and those companies that are in the persons of individuals linked by means of capital investment, voting powers, management, or in any other way, as well as those physical or legal persons who by means of pacts, voting agreements or in any other way proceed in a coordinated manner for the purpose, even if only "de facto", of avoiding the restraint measures, shall be considered to be a single individual person in the context of the application of the contents of the previous paragraph.

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On the nominative shares, as on the nominative certificates, there must be reproduced the text of Article 6 of the Articles of Incorporation of the company.

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There are reserved the provisions of Article 685f of the Swiss Obligatory Code with regard to the transfer of the rights resulting from the ownership of a nominative share or from the setting up of a right of usufruct over the security.

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Those persons that ask to be inscribed in the Shareholders' Book shall specifically and explicitly declare that they do not hold the shares on their own behalf (hereinafter simply referred to as nominees), and are inscribed as shareholders with voting rights only up to a maximum that corresponds to 2% (two percent) of the share capital of the company. Over this limit the

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nominative shares of the nominees are inscribed with the right to vote only whenever the respective nominee is ready to confirm in writing the names, the addresses and the amounts of the holdings that are held by those persons on whose behalf he holds 0.5% (zero point five percent) or more of the whole of the share capital of the company. Also for the limit of 2% (two percent), the group provision referred to in paragraph 3 of this Article shall apply in the same manner. There remain reserved the provisions regarding the limitation of the voting rights according to article 13bis (thirteen bis) of the Articles of Incorporation of the company as far as the nominees are concerned.

shares of the nominees are inscribed with the right to vote only whenever the respective nominee is ready to confirm in writing the names, the addresses and the amounts of the holdings that are held by those persons on whose behalf he holds 0.5% (zero point five percent) or more of the whole of the share capital of the company. Also for the limit of 2% (two percent), the group provision referred to in paragraph 3 of this Article shall apply in the same manner. There remain reserved the provisions regarding the limitation of the voting rights according to article 13bis (thirteen bis) of the Articles of Incorporation of the company as far as the nominees are concerned.

**Art. 7 – Transformation / division**

By means of a change made to the Articles of Incorporation of the company the General Shareholders’ Meeting of the company can at any time, whatsoever, transform nominative shares into bearer shares and vice versa.

Furthermore, the Shareholders’ Meeting of the company has the right to split the shares into securities with a lower nominal value or, with the consent of the shareholder to group the shares together into securities with a higher nominal value.

**Art. 7 – Consolidation / split**

**The General Shareholders’ Meeting has the right to split the shares into securities with a lower nominal value or, to group the shares together into securities with a higher nominal value.**

**Art. 8 – Option rights**

In the case of an increase in the share capital of the company by means of the issuing of new shares, each shareholder has an option right corresponding to his holding, on the condition of his/her/its holding before the new issue on the condition that the General Shareholders’ Meeting of the company does not limit, suppress or exclude this right for serious reasons. Serious reasons are specifically considered to be the taking on of enterprises, or parts of enterprises, or shareholdings, as well as the joint participation of the workers.

The General Shareholders’ Meeting of the company lays down the issuing conditions or it authorizes, by means of a specific resolution that it passes, the Board of Directors of the company to do so. The Board of Directors establishes the payment conditions and it informs the shareholders who have the option right with regard to the conditions of issue and payment.

**Art. 8 – Option rights**

*[Art. 8 unchanged]*

**IV – Organization**

**A – The General Shareholders’ Meeting**

**Articles in force**

**Proposed amendments to the Articles**  
*(Amendments in bold; comments in italics)*

**Art. 9 – Right of convening the shareholders’ meeting**

The General Shareholders’ Meeting of the company is convened by the Board of Directors of the company and, whenever necessary, by the external auditor’s office. The right to convene a Shareholders’ Meeting of the company is also held by the liquidators and to the representatives of the bondholders.

The General Shareholders’ Meeting of the company shall take place in the company’s registered office or in another place in Switzerland or abroad.

The Ordinary General Shareholders’ Meeting of the company takes place each year, within six months from the closing of the company’s financial year.

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The General Shareholders’ Meeting of the company shall take place in the company’s registered office or in another place in Switzerland or abroad.

The Ordinary General Shareholders’ Meeting of the company takes place each year, within six months from the closing of the company’s financial year.



One or more shareholders, who represent at least ten percent of the share capital, can request in writing that a General Shareholders' Meeting of the company be convened, indicating its subject and the proposal for resolution to be made at such meeting. In these cases the Board of Directors of the company must convene the General Shareholders' Meeting of the company within four weeks.

One or more shareholders, who represent at least **over 5% (five per cent)** of the share capital **or the voting rights**, can request in writing that a General Shareholders' Meeting of the company be convened, indicating its subject and the proposal for **the resolutions** to be made at such meeting. **If the board of directors does not comply with the request within a reasonable period of time, but at the latest within 60 days, the applicants may apply to the court to order that the meeting be convened.**

**Shareholders who together represent at least 0.5% (zero point five percent) of the company's share capital or voting rights may, at least 40 (forty) days in advance of the General Shareholders' Meeting concerned, request in writing that (a) an item be placed on the agenda of a General Shareholders' Meeting, provided they submit proposals at the same time; or that (b) proposals concerning agenda items are included in the notice convening the General Shareholders' Meeting. In case that shareholders submit a reasoning together with items to be included on the agenda or the proposals, such statement shall be short, clear and concise.**

**Art. 10 – Form of convening the Shareholders' Meeting**

The convening of the General Shareholders' Meeting of the company shall take place in the form of a single announcement in the form laid down in Article 31 of the Articles of Incorporation of the company regarding publications to shareholders. Between the day of the publication and the day when the General Shareholders' Meeting of the company takes place there must pass at least twenty days.

There shall be indicated in the notice convening the meeting the day, the time and the place of the General Shareholders' Meeting of the company, the items to be dealt with, i.e. the meeting agenda, as well as the proposals put forward by the Board of Directors of the company and of the shareholders who have requested that the General Shareholders' Meeting of the company be convened or that a specific subject be included in the agenda, in addition to details of the written and electronic powers of attorney and instructions given to the independent voting right proxies.

The invitation to attend the Annual Ordinary General Shareholders' Meeting of the company must contain the information that the Annual Report including the Annual Financial Statements with the External Auditor's Report, the Remuneration Report, the Board of Directors' Annual Report on Operations, together with its proposals for the allocation of the net profit after taxes for the year and a copy of the Minutes of the last General Shareholders' Meeting of the company, are all deposited on the premises of the company's registered office and those of its branches twenty days before the date of the General Shareholders' Meeting of the company, in order that the shareholders may consult the documents in question. Each shareholder has the right to demand that a copy of these documents be sent to him or her without delay.

No resolutions can be passed regarding matters that have not been announced in the manner specified above. Exceptions from the foregoing are the proposals that an Extraordinary General Shareholders' Meeting of the company be convened or that a special check be carried out.

**Art. 11 – Totalitarian Shareholders' Meeting**

The owners or the representatives of all the shares can, as long as no one opposes this, hold a General Shareholders' Meeting of the company even without observing the formalities that are laid down for the convening of the meeting.

**Art. 10 – Form of convening the Shareholders' Meeting**

The General Shareholders' Meeting of the company **shall be formally called in the form laid down in Article 31 of the Articles of Incorporation of the company at least 20 (twenty) days in advance. The content of the invitation to the General Shareholders' Meeting shall be in accordance with the law.**

*[para. 2-3 deleted without replacement]*

No resolutions can be passed regarding matters that have not been announced in the proper manner **except on a motion to convene an Extraordinary Shareholders' Meeting or to conduct a special investigation.**

*[Part of agenda item 6.4] The Board of Directors may provide that shareholders who are not present at the place of the General Shareholders' Meeting may exercise their rights by electronic means. The Board of Directors may also order that the General Shareholders' Meeting be held by electronic means without a venue.*

**Art. 11 – (deleted)**

*[Art. 11 deleted without replacement]*



As long as the owners or the representatives of all the shares are present during the meeting in question there can be discussed and valid resolutions can be passed regarding all those subjects that fall within the competence of the General Shareholders' Meeting of the company.

**Art. 12 – Powers**

The General Shareholders' Meeting of the company is the supreme governing body of the company.

The General Shareholders' Meeting of the company has the following inalienable rights and duties:

1. The approval of and amendments to the Articles of Incorporation of the company;
2. The defining of the number of members of the Board of Directors of the company as well as the election and dismissal of the President and other members of the Board of Directors in due consideration of Article 19;
3. The election and dismissal of members of the Remuneration Committee;
4. The election and dismissal of the independent voting rights proxy;
5. The election and the revocation of the mandate of the external auditing company;
6. The approval of the Annual Report;
7. The approval of the Annual Financial Statements and the Financial Statements of the Group;
8. The passing of the resolution regarding the allocation of the net profit after taxes and, specifically, the setting of the amount of the dividends;
9. The approval of the remuneration of the Board of Directors and the management;
10. The relief from responsibility of the Directors and the management of the company;
11. The passing of the resolutions regarding those matters that according to law and the Articles of Incorporation of the company fall within the competence of the General Shareholders' Meeting of the company.

**Art. 12 – Powers**

The General Shareholders' Meeting of the company is the supreme governing body of the company.

**The General Shareholders' Meeting of the company has the following inalienable rights:**

- 1. to determine and amend the Articles of Association;**
- 2. to approve the management report, the consolidated and stand-alone financial statements and the report on non-financial matters of the company;**
- 3. to resolve on the appropriation of the profit available for distribution and to approve the dividend (including any repayment of statutory reserves as well as the approval of interim dividends and the required interim financial statements);**
- 4. to discharge the members of the Board of Directors and the Executive Management from their liability for the conduct of business;**
- 5. to elect and dismiss the chair and the other members of the Board of Directors in accordance with art. 19, the members of the Compensation Committee, the Statutory Auditors, and the Independent Proxy;**
- 6. to approve the compensation of the Board of Directors and the Executive Management according to article [12bis];**
- 7. to decide on the delisting of the shares or other equity instruments of the company;**
- 8. to decide on other matters for which it is competent by law or its Articles of Incorporation or that are, subject to art. 716a of the Swiss Code of Obligations, submitted to it by the Board of Directors.**

**Art. 12<sup>bis</sup> – Remuneration of the Board of Directors and Management**

The General Shareholders' Meeting annually and separately approves the proposals of the Board of Directors in relation to the maximum total remuneration of the Board of Directors for the period lasting until the next regular General Shareholders' Meeting and the total remuneration of the management for the period from 1 January until 31 December of the year in which the General Shareholders' Meeting takes place.

The company is authorized to pay an additional amount of a maximum of one-third of the aforementioned total amount to members of the management who are newly appointed or take on additional tasks after the General Shareholders' Meeting has

**Art. 12<sup>bis</sup> – Remuneration of the Board of Directors and Management**

The General Shareholders' Meeting annually and separately approves the proposals of the Board of Directors in relation to the maximum total remuneration of the Board of Directors for the period lasting until the next regular General Shareholders' Meeting and the total remuneration of the management for the period from 1 January until 31 December of the year in which the General Shareholders' Meeting takes place.

**The Annual General Meeting votes on the compensation report in an advisory vote each year.**



already approved the total remuneration for the management if this total remuneration is not sufficient to cover the additional responsibilities. The additional amount may be used by the company for all types of remuneration, including compensation for disadvantages suffered by newly appointed members of the Board of Directors due to their change of position. The General Shareholders' Meeting does not vote on the additional amount used.

The Board of Directors may submit requests for approval to the General Shareholders' Meeting regarding the total amount, individual remuneration elements for other periods of time, additional amounts for special remuneration elements and/or additional related proposals.

The Board of Directors calculates the amounts according to the principles applied in the Remuneration Report. Insofar as necessary and appropriate, the Board of Directors may use estimates (for example in relation to developments in exchange rates).

If the General Shareholders' Meeting does not approve the Board of Directors' requests regarding the maximum total amounts for the Board of Directors and/or the management, the Board of Directors may submit new requests to the same General Shareholders' Meeting and ask for a vote, call for a new General Shareholders' Meeting, or set a total or partial amount itself, which, however, must be submitted for approval at the next General Shareholders' Meeting.

Remunerations in the context of a total or partial amount set in this manner may be paid subject to the approval of the General Shareholders' Meeting.

The total remuneration may be paid in whole or in part by the company or its subsidiary companies.

The company is authorized to pay an additional amount of a maximum of one-third of the aforementioned total amount to members of the management who are newly appointed [*"or take on additional tasks" deleted*] after the General Shareholders' Meeting has already approved the total remuneration for the management if this total remuneration is not sufficient to cover the additional responsibilities. The additional amount may be used by the company for all types of remuneration, including compensation for disadvantages suffered by newly appointed members of the Board of Directors due to their change of position. The General Shareholders' Meeting does not vote on the additional amount used.

The Board of Directors may submit requests for approval to the General Shareholders' Meeting regarding the total amount, individual remuneration elements for other periods of time, additional amounts for special remuneration elements and/or additional related proposals.

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If the General Shareholders' Meeting does not approve the Board of Directors' requests regarding the maximum total amounts for the Board of Directors and/or the management, the Board of Directors may submit new requests to the same General Shareholders' Meeting and ask for a vote, call for a new General Shareholders' Meeting, or set a total or partial amount itself, which, however, must be submitted for approval at the next General Shareholders' Meeting.

Remunerations in the context of a total or partial amount set in this manner may be paid subject to the approval of the General Shareholders' Meeting.

The total remuneration may be paid in whole or in part by the company or its subsidiary companies.

**Art. 13 – Shareholder's voting rights / proxies / powers of attorney**

Each share gives the right to one vote.

Each shareholder can arrange to be represented in the General Shareholders' Meeting of the company by a third party whose participation is legitimated by means of a written proxy. In addition, the shareholders may grant the independent voting representative written or electronic authorizations and give directions.

The Board of Directors shall make decisions on the requirements for written or electronic authorizations and directions. As regards the leading of the General Shareholders' Meeting, however, the Chair shall decide on compliance with the requirements and/or recognition of authorizations.

For electronic authorizations and directions, the Board of Directors may refrain from requiring a qualified electronic signature.

The Board of Directors of the company lays down the rules for the ascertaining of the voting rights and, if necessary, for the issuing of the voting papers.

**Art. 13 – Shareholder's voting rights / proxies / powers of attorney**

*[Art. 13 unchanged]*



**Art. 13<sup>bis</sup> – Voting rights limitation clause**

Independently of the amount of the share capital that they actually hold by no shareholder, or financial beneficiary of shares can, for their own shares or in representation, exercise, either directly or indirectly, more than 5% (five percent) of the total votes. This limitation of voting rights is also applicable to those persons that hold by legal right, or de facto, their shares, either wholly or partially, through nominees pursuant to Article 6, paragraph 6, of these Articles of Incorporation of the company. On the other hand the individual nominees can exercise more than 5% (five percent) of the voting rights on the condition that they explicitly declare the identities of the individual financial beneficiaries of the shares that are held by them and that these latter, individually, do not represent more than 5% (five percent) of the voting rights. This voting right limitation is not applicable to the current shareholders, Dieter Specht, Hans vom Stein and Bruna Ghisalberti and to their descendants in the direct blood line of the first generation on condition that the individual families, in other words those persons appertaining to the parental and childhood generations involved only hold, on a total overall basis, a part of the share capital of the company that represents at least 10% (ten percent) of the whole of the share capital of the company.

The legal persons and those companies that are in the persons of individuals who are linked by means of capital investment, voting powers, management, or in any other way, as well as those physical or legal persons who by means of pacts, voting agreements or in any other way proceed in a coordinated manner for the purpose, even if only de facto, of avoiding the restraining measures regarding the voting rights, shall be considered to be a single individual person in the context of the application of the contents of the previous paragraph.

The clause relative to the limitation of the voting right contained within the first paragraph of this article shall not be valid in cases in which the vote is exercised by the independent voting rights representative, pursuant to Article 689a of the Swiss Code of Obligations; however, it shall be understood that these persons cannot concentrate upon themselves more than 5% (five percent) of the votes for each individual shareholder that is represented by proxy.

**Art. 13<sup>bis</sup> – Voting rights limitation clause**

Independently of the amount of the share capital that they actually hold by no shareholder, or financial beneficiary of shares can, for their own shares or in representation, exercise, either directly or indirectly, more than 5% (five percent) of the total votes. This limitation of voting rights is also applicable to those persons that hold by legal right, or de facto, their shares, either wholly or partially, through nominees pursuant to Article 6, paragraph 6, of these Articles of Incorporation of the company. On the other hand the individual nominees can exercise more than 5% (five percent) of the voting rights on the condition that they explicitly declare the identities of the individual financial beneficiaries of the shares that are held by them and that these latter, individually, do not represent more than 5% (five percent) of the voting rights.

*[Part of agenda item 6.5: para. 1, last sentence deleted without replacement].*

The legal persons and those companies that are in the persons of individuals who are linked by means of capital investment, voting powers, management, or in any other way, as well as those physical or legal persons who by means of pacts, voting agreements or in any other way proceed in a coordinated manner for the purpose, even if only de facto, of avoiding the restraining measures regarding the voting rights, shall be considered to be a single individual person in the context of the application of the contents of the previous paragraph.

The clause relative to the limitation of the voting right contained within the first paragraph of this article shall not be valid in cases in which the vote is exercised by the independent voting rights representative, pursuant to Article 689a of the Swiss Code of Obligations; however, it shall be understood that these persons cannot concentrate upon themselves more than 5% (five percent) of the votes for each individual shareholder that is represented by proxy.

**Art. 14 – Chairman / Minutes of the meeting / scrutinisers**

The General Shareholders’ Meeting of the company is chaired by the Chairman or a member of the Board of Directors.

The Chairman shall appoint the Secretary and, if necessary, one or more scrutineers, who do not need to be shareholders.

**Art. 14 – Chairman / Minutes of the meeting / scrutinisers**

*[Art. 14 unchanged]*

**Art. 15 – Ability to pass resolutions / resolutions themselves / nominations / independent voting rights representatives**

The General Shareholders’ Meeting of the company, with the reservations that may appertain regarding other statutory provisions that may be laid down in the Articles of Incorporation of the company, can pass resolutions without any reference whatsoever to the number of the shareholders that are present, or to the number of the shares that are represented at the General Shareholders’ Meeting of the company by proxies.

Except where there exist contrary measures stipulated by the related legislation, or by anything that is contained within these Articles of Incorporation of the company, the General Shareholders’ Meeting of the company passes resolutions upon or ratifies its decisions and conducts the elections that fall within its competence with a majority vote of the shares that are present

**Art. 15 – Ability to pass resolutions / resolutions themselves / nominations / independent voting rights representatives**

The General Shareholders’ Meeting of the company, with the reservations that may appertain regarding other statutory provisions that may be laid down in the Articles of Incorporation of the company, can pass resolutions without any reference whatsoever to the number of the shareholders that are present, or to the number of the shares that are represented at the General Shareholders’ Meeting of the company by proxies.

Except where there exist contrary measures stipulated by the related legislation, or by anything that is contained within these Articles of Incorporation of the company, the General Shareholders’ Meeting of the company passes resolutions upon or ratifies its decisions and conducts the elections that fall within its competence with **a simple majority of votes cast. Abstentions and**



and represented at the meeting, to the exclusion of all votes that are either void or null. In the case of tied votes the casting vote of the Chairman of the Board of Directors of the company shall be decisive.

A resolution that has been passed by the General Shareholders' Meeting of the company with the approval of at least two thirds of the votes of the shares that are present and represented at the meeting and with the absolute majority of the nominal value of the shares that are represented is necessary for the following:

1. Any change in the company's business purpose.
2. The introduction into the company of shares with the legal right of a privileged vote.
3. The limitation of the right to transfer of the nominative shares.
4. Any authorised or conditional increase of the share capital.
5. The increase of the share capital with the company's capital, by means of the conferring of assets in kind or for the acquisition of assets and the conceding of special advantages.
6. The limiting or suppression of the option right.
7. The relocation of the company's registered office.
8. The winding up of the company without any liquidation procedure.

Votes and elections are carried out openly or electronically. The Chair may require individual votes to be collected or scanned from voting cards, or the General Shareholders' Meeting may decide to do this upon the request of any shareholder by a simple majority with a show of hands.

The General Shareholders' Meeting of the company can approve the Annual Financial Statements and pass a resolution regarding the allocation of the net profit after tax resulting from them only if the same is subject to a proper audit, an audit report is produced and an auditor is actually present at the time of approval. With a resolution passed with a unanimous vote the General Shareholders' Meeting of the company can dispense with the presence of an auditor.

The General Shareholders' Meeting annually elects an independent voting rights representative. The term of office ends with the conclusion of the next regular General Shareholders' Meeting. Re-election is possible. Natural or legal persons or partnerships are eligible for election. If the company does not have an independent voting rights representative, the Board of Directors will appoint such representative for the next General Shareholders' Meeting.

**invalid votes shall not be counted as votes cast.** In the case of tied votes, the casting vote of the Chairman shall be decisive.

**A resolution submitted to the General Shareholders' Meeting on the following issues shall be approved only if at least two thirds of the shares represented and an absolute majority by nominal value of the shares represented vote in favour thereof:**

1. Any change in the company's business purpose;
2. consolidation of shares, insofar as this does not require the approval of all affected shareholders;
3. capital increases from shareholders' equity, against contributions in kind, by setting off against a receivable and the granting of special benefits;
4. limiting or suspending subscription rights;
5. introducing a conditional share capital or introducing a capital band;
6. conversion of participation certificates into shares;
7. limiting or facilitating the transferability of registered shares;
8. introducing shares with privileged voting rights;
9. change of the currency of the share capital;
10. introduction of the chair's casting vote at the General Shareholders' Meeting;
11. a provision in the Articles of Incorporation for holding the General Shareholders' Meeting abroad;
12. delisting of the company's shares or other equity instruments;
13. relocating the company's legal seat;
14. introduction of a statutory arbitration clause;
15. dissolving the company;
16. the merger, demerger or conversion of the company according to the Merger Act (subject to mandatory law);
17. as well as other resolutions which are subject to a qualified majority according to the legal provisions.

Votes and elections are carried out openly or electronically. The Chair may require individual votes to be collected or scanned from voting cards, or the General Shareholders' Meeting may decide to do this upon the request of any shareholder by a simple majority with a show of hands.

*[para. 6 deleted without replacement]*

The General Shareholders' Meeting annually elects an independent voting rights representative. The term of office ends with the conclusion of the next regular General Shareholders' Meeting. Re-election is possible. Natural or legal persons or partnerships are eligible for election. If the company does not have an independent voting rights representative, the Board of Directors will appoint such representative for the next General Shareholders' Meeting.



<p><b>Art. 16 – Minutes</b></p> <p>Regarding the resolutions that are passed and the ratifications and nominations that are carried out by the General Shareholders’ Meeting of the company a set of Minutes shall be drawn up that must be signed by the Chairman and the meeting secretary who has taken them down.</p> <p>These same Minutes shall thus be approved.</p>	<p><b>Art. 16 – Minutes</b></p> <p><i>[Art. 16 unchanged]</i></p>
<p><b>Art. 17 – Right to obtain information on business affairs and consultation by the shareholders</b></p> <p>During the General Shareholders’ Meeting of the company each individual shareholder can ask the Board Directors for information regarding all and any of the company’s business affairs and they can also ask the external auditing company any questions regarding the carrying out and the findings of its audit.</p> <p>Such information must be provided to the extent that they are actually necessary for the shareholder in order that he can exercise his legal rights. The furnishing of such information and data can be refused if the provision thereof compromises or jeopardises any business secrets, or any other interests of the company that are worthy of being protected.</p> <p>The accounting books and correspondence of the company can only be consulted and reviewed by virtue of a specific and explicit authorization that has been issued by the General Shareholders’ Meeting of the company or under the terms of a decision that has been taken by the Board of Directors of the company, always providing that the business secrets of the company are fully safeguarded.</p>	<p><b>Art. 17 – (deleted)</b></p> <p><i>[Art. 17 deleted without replacement]</i></p>
<p><b>Art. 18 – Right to put a specific check in place</b></p> <p>Any individual shareholder can propose to the General Shareholders’ Meeting of the company that there should be carried out a special check should be carried out on the company’s business activities aimed at clearing up specific facts because such a clarification is necessary for the exercising of the rights of the shareholder and that the shareholder in question has already availed himself/herself/itself of the right to obtain information on the company’s business affairs or to consult documents.</p>	<p><b>Art. 18 – (deleted)</b></p> <p><i>[Art. 18 deleted without replacement]</i></p>
<p><b>B – The Board of Directors and the Management</b></p>	
<p><i>Articles in force</i></p>	<p><i>Proposed amendments to the Articles</i> <i>(Amendments in <b>bold</b>; comments in italics)</i></p>
<p><b>Art. 19 – Number / nomination / office held</b></p> <p>The Board of Directors of the company is made up of 5 (five) to 7 (seven) members.</p> <p>Annually, the General Shareholders’ Meeting elects individually:</p> <ol style="list-style-type: none"> <li>1. the members of the Board of Directors;</li> <li>2. the President of the Board of Directors;</li> <li>3. the members of the Remuneration Committee, who must be members of the Board of Directors.</li> </ol> <p>The term of office ends with the conclusion of the next regular General Shareholders’ Meeting. Re-election is possible.</p>	<p><b>Art. 19 – Number / nomination / office held</b></p> <p>The Board of Directors of the company is made up of 5 (five) to 7 (seven) members.</p> <p>Annually, the General Shareholders’ Meeting elects individually:</p> <ol style="list-style-type: none"> <li>1. the members of the Board of Directors;</li> <li>2. the President of the Board of Directors;</li> <li>3. the members of the Remuneration Committee, who must be members of the Board of Directors.</li> </ol> <p>The term of office ends with the conclusion of the next regular General Shareholders’ Meeting. Re-election is possible.</p>





The shareholders Dieter Specht and Bruna Ghisalberty, or their descendants in the direct bloodline of the first generation, have the right to have a total of 2 (two) representatives on the Board of Directors of the company. Each family, in other words the persons belonging to the generations of both the parents and the children, can nominate 1 (one) representative to the Board of Directors of the company on the condition that the family, in other words the persons belonging to the generations of both the parents and the children, holds, on a total overall basis, at least 10% (ten percent) of the share capital. The two families shall formulate their binding proposals and present them to the General Shareholders' Meeting of the company at the time of the various nominations to company offices.

*[Part of agenda item 6.5: para. 4-5 deleted without replacement].*

*[para. 6-7 moved to Art. 24]*

The General Shareholders' Meeting of the company shall freely elect the other members of the Board of Directors of the company.

As a member of the highest managing or administrative body, the number of mandates for legal entities outside of the consolidated companies which are required to be registered in the trade registry or an equivalent foreign registry is restricted as follows:

- For the Board of Directors: 20 mandates, of which a maximum of five publicly listed companies;
- For the members of the management if approved by the Board of Directors: five mandates, of which a maximum of two publicly listed companies.

Mandates for legal entities within the same group or on behalf of this group are considered as one mandate.

**Art. 20 – Constitution of the Board of Directors**

The Board of Directors constitutes itself except for the election of the Chairman and the members of the Compensation Committee, and appoints a Secretary, who does not need be a member of the Board of Directors or a shareholder.

**Art. 20 – Constitution of the Board of Directors**

*[Art. 20 unchanged]*

**Art. 21 – Convening of the Meeting of the Board of Directors**

The Board of Directors of the company meets when it is called and convened by its Chairman or, in the event that that person is impeded from doing so, by another member of the Board, who is designated by the Board of Directors of the company, at any time, whatsoever, that the business affairs of the company require such a meeting. Each individual member of the Board of Directors of the company can demand, at any time, the calling and convening of an immediate Board Meeting, by indicating the reasons for the meeting in writing.

**Art. 21 – Meetings / Resolutions**

The Board of Directors of the company meets when it is called and convened by its Chairman or, in the event that that person is impeded from doing so, by another member of the Board, who is designated by the Board of Directors of the company, at any time, whatsoever, that the business affairs of the company require such a meeting. Each individual member of the Board of Directors of the company can demand, at any time, the calling and convening of an immediate Board Meeting, by indicating the reasons for the meeting in writing.

**For that matter, the organization of the meetings, including the presence quorum and the passing of resolutions, shall be set out in the Organizational Regulations. The use of electronic means with or without venue is permitted.**

**Art. 22 – Powers / obligations of the Board of Directors**

The Board of Directors of the company possesses the following inalienable and irrevocable powers:

1. It is invested with the top management of the company and the power to give the necessary instructions. These powers include the determining of the strategic objectives of the company and the means that are necessary to achieve these as well as the related company policies.

**Art. 22 – Powers / obligations of the Board of Directors**

The Board of Directors of the company possesses the following inalienable and irrevocable powers:

1. It is invested with the top management of the company and the power to give the necessary instructions. These powers include the determining of the strategic objectives of the company and the means that are necessary to achieve these as well as the related company policies.





2. It defines the company's organisational structure.
3. It puts in place the organisation of the company's accounting and its financial controls, as well as the financial plan or budget, insofar as these are necessary to manage the company.
4. It nominates and revokes the mandates of the members of the management and is also responsible for regulating the signatory powers regarding the company.
5. It carries out top-level surveillance of the management of the company, specifically regarding the observation of all the relevant legislation, the Articles of Incorporation of the company and all the rules, regulatory matters and instructions.
6. It is responsible for drawing up the Management Report, including the Remuneration Report, as well as preparing the General Shareholders' Meeting of the company, and ensuring that the resolutions that it passes are carried out.
7. It is responsible for warning the Judge in the case of any excess regarding the payables.
8. It is responsible for the decision regarding the request for further conferments of any shares that have not been fully subscribed and paid up.
9. It is responsible for verifying the resolutions that have been passed regarding share capital increases and the related changes to be made to the Articles of Incorporation of the company.

Furthermore, the Board of Directors has the following tasks:

10. The management of those business affairs of the company that in an inalienable manner are the responsibility of the Board of Directors, pursuant to Article 23, paragraph 2.
11. The proposal regarding the allocation of the profit after tax from the financial statements.
12. The application of the rules and regulations regarding the limitation on the shares according to Article 6.
13. The assignment of the duration and the closing date of the financial year of the company, pursuant to Article 27.
14. The carrying out of the requests for inscription in (Article 5, paragraph 3) and the cancellations from the Shareholders' Book of the company.
15. To pass resolutions regarding the increases of share capital to the extent that this competence has been delegated to the Board of Directors of the company pursuant to Article 650, paragraph 1 of the Swiss Code of Obligations and Article 651, paragraph 4, of the Swiss Code of Obligations, as well as to proceed with the resolutions regarding dealing with the increases in the share capital and the amendments to the Articles of Incorporation, in particular pursuant to Article 651a of the Swiss Code of Obligations and Article 653g of the Swiss Code of Obligations.

Furthermore, the Board of Directors can pass resolutions regarding all circumstances, with the exception of those that, according to the Articles of Incorporation or the rules and regulations, are reserved for or assigned to the General Shareholders' Meeting of the company or to other governing bodies of the company.

2. It defines the company's organisational structure.
3. It puts in place the organisation of the company's accounting and its financial controls, as well as the financial plan or budget, insofar as these are necessary to manage the company.
4. It nominates and revokes the mandates of the members of the management and is also responsible for regulating the signatory powers regarding the company.
5. It carries out top-level surveillance of the management of the company, specifically regarding the observation of all the relevant legislation, the Articles of Incorporation of the company and all the rules, regulatory matters and instructions.
6. It is responsible for drawing up the **annual report, the report on non-financial matter and other reports that are subject to mandatory approval by the Board of Directors**, as well as preparing the General Shareholders' Meeting of the company, and ensuring that the resolutions that it passes are carried out.
7. **Filing of a motion for debt-restructuring moratorium and notifying the courts in the event of over-indebtedness;**
8. It is responsible for the decision regarding the request for further conferments of any shares that have not been fully subscribed and paid up.
9. It is responsible for **all decisions relating to the ascertainment of changes in capital** and the related changes to be made to the Articles of Incorporation of the company;

**10. all other non-transferable and inalienable responsibilities attributed to the Board of Directors by law.**

Furthermore, the Board of Directors has the following tasks:

11. The management of those business affairs of the company that in an inalienable manner are the responsibility of the Board of Directors, pursuant to Article 23, paragraph 2.
12. The proposal regarding the allocation of the profit after tax from the financial statements.
13. The application of the rules and regulations regarding the limitation on the shares according to Article 6.
14. The assignment of the duration and the closing date of the financial year of the company, pursuant to Article 27.
15. The carrying out of the requests for inscription in (Article 5, paragraph 3) and the cancellations from the Shareholders' Book of the company.

*[former no. 15 newly contained in no. 9 and 10]*

Furthermore, the Board of Directors can pass resolutions regarding all circumstances, with the exception of those that, according to the Articles of Incorporation or the rules and regulations, are reserved for or assigned to the General Shareholders' Meeting of the company or to other governing bodies of the company.



**Art. 22<sup>bis</sup> – Total Remuneration of the Board of Directors and the Management**

Upon request by the Remuneration Committee, the Board of Directors determines the total remuneration of all members of the Board of Directors and the management subject to the approval of the General Shareholders' Meeting and regulates all the related procedures in remuneration regulations.

The Board of Directors sets the conditions for the variable remuneration in cash and/or shares and decides on a blackout period and other procedures.

Shares are valued under consideration of the blackout periods and risks at the time of allotment. The value of the shares, option rights or similar instruments is generally not allowed to exceed the remuneration paid in cash at the time of their allotment.

In addition, the Board of Directors can decide that the Board of Directors and the management may purchase shares at a reduced price. The Board of Directors sets the conditions upon request by the Remuneration Committee.

The regulations for the pension accounts and expense accounts (including cars, etc.) of the management result from the applicable local conditions for hiring and the respective statutory and market-typical circumstances. A fixed expense account is not considered remuneration.

For its members, the Board of Directors may set a total remuneration which, in addition to remuneration in cash, may also contain a short or long-term variable remuneration in cash and/or in Interroll shares (including options or similar instruments). All social security contributions are paid by Interroll.

The determination of the remuneration for the members of the Board of Directors is made according to the demands placed on them and their responsibilities.

For members of the management, the Board of Directors may set a total remuneration made up of a set remuneration (in cash or possibly in part in shares with a blackout period of several years) and a short or long-term variable remuneration in cash and/or the allotment of shares (including options or similar instruments) with a blackout period of several years.

The variable remuneration of members of the management is based on achieving certain targets set in advance (performance targets) during a one-year performance period. These performance targets are to be set by the Board of Directors on a proposal of the Remuneration Committee, taking the position and responsibility of the respective member of the management into consideration. Performance targets include both financial and individual targets.

The amount of the variable remuneration to the management may not regularly exceed 60% (sixty percent) of the total remuneration.

With regard to the principles contained in these Articles of Incorporation, the Board of Directors determines the applicable performance criteria for the variable remuneration and the relative weighting and achievement of the targets.

The Board of Directors may agree to grant loans to the members of the Board of Directors and the management of a maximum of CHF 200,000 at conditions in line with the market.

**Art. 22<sup>bis</sup> – Total Remuneration of the Board of Directors and the Management**

*[Art. 22<sup>bis</sup> unchanged]*



The Board of Directors may approve payments to institutions for professional pensions or pensions outside of professional pensions or similar institutions, for example in the context of early retirement, if they are approved individually or as part of a total amount by the General Shareholders' Meeting.

**Art. 23 – Delegation / Committee**

The Board of Directors' can assign the preparation and the carrying out of its decisions or the surveillance of specific affairs to committees of Directors, or to individual Directors.

With the reservation regarding its inalienable and irrevocable powers the Board of Directors is authorised to wholly or partially, delegate the management or the representation of the company to one or more natural persons, individual Directors (delegates) or to third parties (officials or managers of the company), not necessarily shareholders, in conformity with the organisational rules and regulations.

**Art. 23 – Delegation**

*[para. 1 deleted without replacement]*

With the reservation regarding its inalienable and irrevocable powers the Board of Directors is authorised to wholly or partially, delegate the management or the representation of the company to one or more natural persons, individual Directors (delegates) or to third parties (officials or managers of the company), not necessarily shareholders, in conformity with the organisational rules and regulations.

**Art. 23<sup>bis</sup> – Remuneration committee**

The Remuneration Committee is made up of two or more members.

The Remuneration Committee has the following tasks and responsibilities:

1. Development and periodic review of the remuneration principles of Interroll Group for submission to the Board of Directors.
2. Preparation of the relevant decisions of the Board of Directors related to the remuneration of the members of the Board of Directors, the CEO, and upon his request of the other members of the management.
3. Preparation of the CEO's employment/mandate contracts and upon his request those of the other members of the management, whereby temporary employment contracts or mandate contracts must be concluded for a maximum of one year and the periods of notice must be a maximum of one year.
4. Additional tasks and decision and request competences according to the Articles of Incorporation, organization regulations, and remuneration regulations for the Board of Directors and the company management of Interroll Group.

If the remuneration committee is missing members, the Board of Directors will appoint members for the remaining term of office.

**Art. 23<sup>bis</sup> – Remuneration committee**

The Remuneration Committee is made up of two or more members.

The Remuneration Committee has the following tasks and responsibilities:

1. Development and periodic review of the remuneration principles of Interroll Group for submission to the Board of Directors.
2. Preparation of the relevant decisions of the Board of Directors related to the remuneration of the members of the Board of Directors, the CEO, and upon his request of the other members of the management.
3. **Preparation of the CEO's employment/mandate contracts and upon his request those of the other members of the management.**
4. Additional tasks and decision and request competences according to the Articles of Incorporation, organization regulations, and remuneration regulations for the Board of Directors and the company management of Interroll Group.

If the remuneration committee is missing members, the Board of Directors will appoint members for the remaining term of office.

**Art. 24 – Minutes of the Board of Directors' meetings**

Regarding the discussions and the resolutions passed by the Board of Directors a set of Minutes shall be drawn up that is signed by the Chairman and the Secretary. The Minutes shall be submitted for acceptance to the Board of Directors' Meeting during the following Board Meeting.

**Art. 24 – External mandates**

**A member of the Board of Directors shall hold no more than ten mandates in other companies, of which not more than six mandates shall be in listed companies. Mandates as President of the Board of Directors of a company count double.**

**A member of the Executive Management shall hold no more than four mandates in other companies, of which not more than two mandate shall be in a listed company. Members of the Executive Management may not hold mandates as President of the Board of Directors of other companies. Each of these mandates requires the prior approval of the Board of Directors.**



The following mandates are not subject to these restrictions:

1. Mandates held on behalf of the company; and
2. Mandates in structures managing the personal or family's assets of members of the Board of Directors or the Group Management and/or their related persons.

A "mandate" shall mean any membership in the Board of Directors, the Executive Management or the advisory board, or any comparable function under foreign law, of a company with an economic purpose. Mandates held in different legal entities of the same group or at the request of the company or another company according to paragraph 1 or 2 (including in pension funds and joint ventures) shall count as one mandate.

**Art. 25 – Right to obtain information on business affairs and consultation by the Directors**

Each Director has the right to obtain information regarding all of the business affairs of the company.

During the Board Meetings each Director, just as well as each person entrusted with the management of the company, is obliged to supply information. Outside of the Board Meetings, each Director can demand from the persons that are entrusted with the management of the company information regarding the progress of the company's affairs in general and, regarding specific business affairs, with the authorization of the Chairman of the Board.

To the extent necessary for carrying out his/her functions, each Director can ask the Chairman of the Board for the books and the legal acts of the company to be produced. If the Chairman rejects a demand for information, to be heard or to be able to consult, the Board of Directors must decide upon the matter. Those ordinances and decisions of the Board of Directors that extend the right of the Directors to obtain information and consult the documents shall remain in force.

**Artikel 25 – Employment and Agency Agreements**

The duration of the agreements on which the remuneration of the members of the Board of Directors is based may not exceed the term of office.

Agreements with members of the Executive Management on which the compensation paid to such members is based, and employment agreements with the members of Executive Management may be concluded for a definite or indefinite term. The maximum term of agreements concluded for a definite term shall be one year. Renewal of such agreements is permitted. The maximum termination notice period for agreements concluded for an indefinite term shall be one year.

The company may enter into compensated non-competition agreements with members of the Executive Management after termination of the employment. The total compensation payable for the non-compete obligation may only amount to the average annual compensation of the previous three financial years.

During garden leave, the variable compensation may be paid pro rata.

**C – The Audit Office**

**Articles in force**

**Art. 26 – Nomination / independence / duration / competences**

The General Shareholders' Meeting of the company nominates one or more auditors who make up the external audit office.

A trust company or an auditing company can also be nominated to this external audit office. They can also be re-elected.

The auditors cannot be members of the Board of Directors or employees of the company.

Furthermore, they cannot perform for the company any services that are incompatible with the audit mandate. They must be independent of the Board of Directors and of the shareholder of the company who has the majority of the voting rights. The auditors must possess those requisite that are necessary for them to properly carry out their functions.

The audit office is elected for the duration of one year. The assignment lasts until the General Shareholders' Meeting at which

**Proposed amendments to the Articles**

(Amendments in **bold**; comments in *italics*)

**Art. 26 – Nomination / independence / duration / competences**

[Art. 26 unchanged]



the last audit report must be delivered. The obligations regarding the audit of the annual financial statements end with the closing of the audit of the last financial year of the company.

The audit office has the rights and obligations laid down in Article 728 and the following Articles of the Swiss Code of Obligations.

**V – Annual Financial Statements and the allocation of the profit**

**Articles in force**

**Proposed amendments to the Articles**  
(Amendments in **bold**; comments in *italics*)

**Art. 27 – Annual Financial Statements**

**Art. 27 – Annual Financial Statements**

The Annual Financial Statements are closed on 31st December or on another date that shall be decided by the Board of Directors.

*[Art. 27 unchanged]*

Die Erfolgsrechnung, die Bilanz und der Anhang sind mindestens gemäss den gesetzlichen Bestimmungen von Art. 662a – 670 und 957 – 961 OR aufzustellen.

*[Proposed translation of art. 27 para. 2, not subject to approval by the General Meeting:]* The income statement, the balance sheet and the annex must be prepared at least in accordance with the statutory provisions of Art. 662a - 670 and 957 - 961 of the Swiss Code of Obligations.

**Art. 28 – Allocation of the profit**

**Art. 28 – Legal Reserves**

Five percent of the net profit after tax from the Annual Financial Statements must be allocated to the general reserve until the said reserve has reached the amount of 20 percent of the value of the share capital.

Five percent of the net profit from the Annual Financial Statements after **offsetting any loss carried forward**, must be allocated to the **retained earnings** until the said reserve **together with the legal capital reserves** has reached the amount of 20% (**twenty** percent) of the value of the share capital.

The remainder of the profit for the year and any profits brought forward from previous years are, subject to the relevant applicable law, i.e. Article 671 and the following Articles of the Swiss Code of Obligations, freely available to be allocated by the General Shareholders' Meeting.

The remainder of the profit for the year and any profits brought forward from previous years are, subject to the relevant applicable law, i.e. Article 671 and the following Articles of the Swiss Code of Obligations, freely available to be allocated by the General Shareholders' Meeting.

The General Shareholders' Meeting can, at any time, decide to create special reserves in addition to those prescribed by law and decide how they should be used.

The General Shareholders' Meeting can, at any time, decide to create special reserves in addition to those prescribed by law and decide how they should be used.

The General Meeting of Shareholders may at any time resolve to establish special reserves in addition to the reserves required by law and determine how they are to be used.

**VI – Winding-up and liquidation**

**Articles in force**

**Proposed amendments to the Articles**  
(Amendments in **bold**; comments in *italics*)

**Art. 29 – Winding-up**

**Art. 29 – Winding-up**

The General Shareholders' Meeting can at any time, decide to wind up the company. The winding up and the liquidation of the company shall take place based on Article 736 and the following Articles of the Swiss Code of Obligations.

*[Art. 29 unchanged]*

**Art.30 – Liquidation**

**Art.30 – Liquidation**

The liquidation of the company shall take place in accordance with the relevant statutory provisions and, in particular, based on what is laid down in Article 739 and the following Articles of the Swiss Code of Obligations.

*[Art. 30 unchanged]*

The General Shareholders' Meeting of the company shall retain its powers, with the limitations laid down in Article 739 of the Swiss Code of Obligations, also during the liquidation process. Specifically,



the statement of account regarding the liquidation is submitted for approval to the General Shareholders' Meeting of the company.

The liquidation of the company shall take place on the responsibility of the Board of Directors, unless the General Shareholders' Meeting of the company designates other liquidators.

The liquidators are authorised to sell the assets of the company, also by way of private negotiations.

**VII – Publications**

***Articles in force***

***Proposed amendments to the Articles***

*(Amendments in **bold**; comments in italics)*

**Art. 31 – Publication media / publications**

**Art. 31 – Publication media / publications**

The publications of the company shall be made in the Swiss Official Gazette of Commerce. The Board of Directors can also designate other publication media.

**All communications by the company to its shareholders and all company notices shall be published in the Swiss Official Gazette of Commerce.**

The communications of the company to the nominative shareholders, who are registered in the Shareholders' Book of the company, take place by means of written communication, pursuant to Article 10, paragraph 1 and Article 696, paragraph 2 of the Swiss Code of Obligations, sent to the latest address given in the Shareholders' Book itself or by means of publication in the publication medium or by electronic means.

Notifications to the shareholders may instead, or in addition, be given by unregistered mail to their addresses registered in the share register, or by e-mail or in such other form as the Board of Directors deems fit.