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22nd Annual General Meeting of MCH Group Ltd.

Thursday, 4 May 2023, 4:00pm CET, Congress Center Basel, room Sydney

Voting rights

Shareholders who are entered in the share register on 25 April 2023 are entitled to exercise their voting rights. From 26 April to and including 4 May 2023, the share register will be closed for registrations. Shareholders who sell their shares after 26 April 2023 are no longer entitled to vote for these shares at the upcoming Annual General Meeting.

Further notes

The rights of the shareholders are defined in the Articles of Association of MCH Group Ltd. These are available on the MCH Group website under “Investors” / “Governance”:

<https://www.mch-group.com/investoren/governance/>

The Minutes of the Annual General Meetings of 23 May 2022 and 28 September 2022 are available on the MCH Group website under “Investors” / “General Meeting”:

<https://www.mch-group.com/en/investors/general-meeting/>

Contacts

For questions regarding the registration
in the share register:

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For further questions:

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Agenda

1. Reporting on the business year 2022

Explanations: The Board of Directors is obliged to submit the Annual Report, the Group Account and the Account of the MCH Group Ltd. to the Annual General Meeting for approval. The Auditor has audited the Group Account and the Account of the MCH Group Ltd. and has nothing to append to their reports. The Board of Directors submits also the Remuneration Report 2022 to the Annual General Meeting for a non-binding advisory vote in line with best practice.

The Annual Report, the Financial Report and the Remuneration Report, as well as the Auditor's Reports, are parts of the Business Report. The Business Report 2022 is available
– on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
– directly on: <https://reports.mch-group.com/22/ar/en/>

1.1 Approval of the Annual Report and the Financial Report 2022 and acknowledgement of the Auditor's Reports 2022

The Board of Directors proposes to approve the Annual Report and the Financial Report 2022 and to take note of the Auditor's Reports 2022.

1.2 Advisory vote on the Remuneration Report 2022

The Board of Directors proposes to approve the Remuneration Report 2022 in a non-binding advisory vote.

2. Allocation of the accounting results 2022

The Board of Directors proposes to carry forward the loss of the year for CHF -10.8 million in the account of the holding company MCH Group Ltd. to the new account.

Explanations: The Board of Directors is of the opinion that, in view of the loss for the year in the consolidated group account, the payment of a dividend must be waived.

3. Discharge of the members of the Board of Directors and the Executive Board

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Executive Board for their activities in the business year 2022.

Explanations: In accordance with the Articles of Association, the Annual General Meeting must resolve on the discharge of the members of the Board of Directors and the Executive Board for the business year 2022. They are not entitled to vote on this agenda item.

4. Elections

Explanations: Christoph Brutschin (delegate of the Canton of Basel-Stadt), Dr. Balz Hösly (delegate of the Canton and City of Zurich) and Eleni Lionaki (representative of Lupa Systems) will step down from the Board of Directors as of the Annual General Meeting 2023.

The Executive Council of the Canton of Basel-Stadt has the right to appoint two members of the Board of Directors. It has appointed the Basel entrepreneur and hotelier Raphael Wyniger (1976, CH) to succeed Christoph Brutschin. Dr. Dagmar Kamber Borens, who has been a member of the Board of Directors as delegate of the Canton of Basel-Stadt since 2019, will continue to exercise this mandate.

The Board of Directors intends to reduce the number of members of the Board of Directors from nine to seven. The Canton and the City of Zurich will waive their right to appoint a delegate in the period from the Annual General Meeting 2023 to the Annual General Meeting 2024, to which they would be entitled under the Articles of Association. In addition, Lupa Systems will limit itself to the nomination of two members at the General Meeting and will waive a third election proposal.

Thus, the Annual General Meeting has to elect five members, including the Chairman. The Board of Directors proposes the re-election of five existing members: Markus Breitenmoser (1963, CH) has been a member of the Board of Directors since 2019. Marco Gadola (1963, CH) was a member of the Board of Directors from 2016 to 2019 and has been a member and Vice Chairman of the Board of Directors since 2021. James R. Murdoch (1972, US) and Jeffrey Palker (1973, US) have been members of the Board of Directors since 2020. Andrea Zappia (1963, IT) has been a member and Chairman of the Board of Directors since 2021.

As members of the Governance, Nomination and Compensation Committee (GNCC), which has to be elected by the Annual General Meeting in its function as Compensation Committee, the current GNCC members Marco Gadola, Jeffrey Palker and Andrea Zappia and newly Raphael Wyniger are proposed for election.

Information on the members of the Board of Directors can be found in the Annual Report under “Corporate Governance” / “Board of Directors”. The Annual Report is available
– on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
– directly on: <https://reports.mch-group.com/22/ar/en/>

4.1 Board of Directors

The Board of Directors proposes to individually elect

- 4.1.1 Markus Breitenmoser, as a member (present)
- 4.1.2 Marco Gadola, as a member (present)
- 4.1.3 James R. Murdoch, as a member (present)
- 4.1.4 Jeffrey Palker, as a member (present)
- 4.1.5 Andrea Zappia, as a member and Chairman (present)

for a term of office of one year until the end of the Annual General Meeting 2024.

4.2 Governance, Nomination and Compensation Committee (GNCC)

The Board of Directors proposes to individually elect

- 4.2.1 Marco Gadola (present)
- 4.2.2 Jeffrey Palker (present)
- 4.2.3 Raphael Wyniger (new)
- 4.2.4 Andrea Zappia (present)

for a term of office of one year until the end of the Annual General Meeting 2024.

4.3 Auditor

The Board of Directors proposes to elect KPMG AG, Basel as auditor for a term of office until the approval of the Business Report 2023.

Explanations: KPMG AG has been acting as the MCH Group’s statutory Auditor since the Annual General Meeting 2012.
Information on the Auditor can be found in the Annual Report under “Corporate Governance” / “Statutory Auditors”. The Annual Report is available
– on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
– directly on: <https://reports.mch-group.com/22/ar/en/>

4.4 Independent voting rights representative

The Board of Directors proposes to elect NEOVIUS AG, Advokaten und Notare, Hirschgässlein 30, 4051 Basel as independent voting rights representative for the term of one year until the end of the Annual General Meeting 2024.

Explanations: NEOVIUS AG has been acting as the MCH Group's independent voting rights representative since the Annual General Meeting 2014.

5. Remunerations of the Board of Directors and the Executive Board

Explanations: According to the Articles of Association, the Annual General Meeting must approve the aggregate remuneration of the Board of Directors for the business year beginning after the Annual General Meeting. It must also approve the aggregate short-term variable remuneration of the Executive Board for the past business year, as well as the aggregate fixed remuneration and the aggregate grant value of the long-term variable remuneration for the business year beginning after the Annual General Meeting.

The aggregate remuneration proposed for the Board of Directors for the business year 2024 is in the same amount as for the years 2022 and 2023. It is planned to permanently reduce the number of members of the Board of Directors to seven. In parallel, an adjustment of the remuneration model with the introduction of additional share-based remuneration is being considered. The aggregate amounts of fixed and long-term variable remuneration 2024 proposed for the Executive Board for the business year 2024 are significantly lower than in previous years due to the reduction of the Executive Board to two members.

Details on the remuneration system and the Remuneration of the Board of Directors and the Executive Board can be found in the Remuneration Report 2022, which is available
– on the MCH Group website: <https://www.mch-group.com/en/investors/reports/>
– directly at: <https://reports.mch-group.com/22/ar/en/>

5.1 Approval of the remuneration of the Board of Directors 2024

The Board of Directors proposes to approve the maximum aggregate amount of CHF 660,000 (gross) as remuneration for the Board of Directors for the business year 2024.

5.2 Approval of the short-term variable remuneration of the Executive Board 2022

The Board of Directors proposes to approve the amount of CHF 525,372 as short-term variable remuneration for the Executive Board for the business year 2022 (excluding social insurance contribution).

5.3 Approval of the fixed remuneration of the Executive Board 2024

The Board of Directors proposes to approve the maximum aggregate amount of CHF 1,500,000 (gross) as fixed remuneration of the Executive Board for the business year 2024.

5.4 Approval of the long-term variable remuneration of the Executive Board 2024

The Board of Directors proposes to approve the maximum aggregate amount of CHF 340,000 (gross) as grant value of the long-term variable remuneration of the Executive Board for the business year 2024.

6. Amendments to the Articles of Association of MCH Group Ltd.

Explanations: The Board of Directors proposes the amendment of the Articles of Association of MCH Group Ltd. in order to meet the requirements of the revision of the Swiss corporation law that came into force on 1 January 2023 and also to take account of the current best practice in the field of corporate governance. In addition, the Board of Directors proposes that the Articles of Association be supplemented with the implementation of conditional share capital in order to be

able to pay remuneration to members of the Board of Directors, the Executive Board and other employees in the form of shares in MCH Group Ltd. The proposed text of the revised Articles of Association and further explanations are provided in the Appendix to agenda item 6 on pages 5 - 26.

6.1 Implementation of § 3a of the Articles of Association – conditional share capital

The Board of Directors proposes the implementation of a conditional share capital through the issuance of a maximum of 1,552,657 registered shares with a nominal value of a maximum of CHF 1,552,657. For this purpose, a new § 3a shall be added to the Articles of Association as described in the appendix.

6.2 Amendment of the current Articles of Association: Share Capital, Shares, Share Register, Transferability of Shares and Subscription Rights

The Board of Directors proposes the amendment of the current § 3-6 of the Articles of Association as described in the appendix.

6.3 Amendment of the current Articles of Association: The General Meeting of Shareholders

The Board of Directors proposes the amendment of the current § 7-18 and 21 as well as the title III. 1. B) and C) of the Articles of Association as described in the appendix.


6.4 Amendment of the current of the Articles of Association: The Board of Directors and the Executive Management

The Board of Directors proposes the amendment of the current § 22–42 of the Articles of Association as described in the appendix.

6.5 Amendment of the current Articles of Association: Further adjustments

The Board of Directors proposes the amendment of the current § 43–45, 47, 49, 51 and 53 as well as the title IV. of the Articles of Association as described in the appendix.

Basel, 12 April 2023



Andrea Zappia, Chairman

Appendix to agenda item 6: Amendments to the Articles of Association

(The wording of the Articles of Association is a convenience translation of the German authoritative original)

6.1 Implementation of § 3a of the Articles of Association – conditional share capital

The Board of Directors proposes the implementation of a conditional share capital according to the following new paragraph 3a:

Current wording

II. Share Capital, Shares, Share Register, Transferability of Shares and Subscription Rights

A) Share Capital, Shares and Share Register

[...]

Proposed wording

(whole paragraph new)

II. Share Capital, Shares, Share Register, Transferability of Shares and Subscription Rights

A) Share Capital, Shares and Share Register

[...]

§ 3a

The share capital of the Company shall be increased by the issuance of a maximum of 1,552,657 registered shares to be fully paid in with a par value of CHF 1.00 each in a maximum nominal amount of CHF 1,552,657 through the exercise of option rights which may be granted to employees and/or members of the Board of Directors of the Company and its subsidiaries.

The advance subscription right and the subscription right of the shareholders are excluded.

The option rights are issued by the Company. The details are determined by the Board of Directors within the framework of regulations and participation plans (e.g. Long-Term Incentive Plans).

The form of exercise of option rights and the waiver of this right shall be in writing on paper or in electronic form.

The acquisition of registered shares by exercising option rights and the subsequent transfer of registered shares are subject to the transfer restriction of § 4 of the Articles of Association.

Explanations:

In order to be able to pay remuneration to members of the Board of Directors, the Executive Board and other employees also in the form of shares in MCH Group Ltd. (e.g. within the framework of the Long-term Incentive Plan), the Board of Directors proposes to the Annual General Meeting the creation of conditional share capital.

6.2 Amendment of the current Articles of Association: Share Capital, Shares, Share Register, Transferability of Shares and Subscription Rights

The Board of Directors proposes the approval of the amendment or inclusion or deletion of the following paragraphs and, where appropriate, of the numbering as follows:

Current wording

II. Share Capital, Shares, Share Register, Transferability of Shares and Subscription Rights

A) Share Capital, Shares and Share Register

§ 3

The share capital amounts to CHF 31,053,147 and is fully paid in. It is divided into 31,053,147 registered shares with a par value of CHF 1 each.

The registered shares may be issued in the form of individual certificates, global certificates or uncertificated securities. The Company may, at its own expense and within the limits of the legal requirements, convert the form of the issued shares into one of the other forms.

The registered shares issued as individual certificates or global certificates bear the facsimile signatures of two members of the Board of Directors.

The shareholder has no right to conversion of registered shares into another form. However, the shareholder has the right to request from the Company at any time a certificate of the registered shares held by him or her according to the share register. The Board of Directors may specify details in regulations.

Intermediated securities based on registered shares cannot be transferred by assignment. Security interests in such intermediated securities cannot be created by assignment.

[...]

§ 4

The General Meeting of Shareholders may at any time resolve to convert registered shares into bearer shares or vice versa.

B) Share Register, Registration Restrictions and Nominees

§ 5

The Company shall maintain, itself or through a third party, a share register for the registered shares that lists the surname and name (the name of the company in case of a legal entity), the address and

Proposed wording

(changes underlined or crossed out)

II. *Share Capital, Shares, Share Register, Transferability of Shares and Subscription Rights*

A) *Share Capital, Shares and Share Register*

§ 3

[unchanged]

The registered shares may be issued in the form of individual certificates, global certificates or uncertificated securities. In addition, the Company may structure its shares as intermediated securities. The Company may, at its own expense and within the limits of the legal requirements, convert the form of the issued shares into one of the other forms.

The registered shares issued as individual certificates or global certificates must bear the facsimile signature of a member of the Board of Directors.

[editorial adjustments in the German version]

[unchanged]

[...]

§ 4

[removed]

B) *Share Register, Registration Restrictions and Nominees*

§ 4

[unchanged]

nationality (the registered office in case of a legal entity) of the shareholders or usufructuaries. A person registered in the share register shall notify the share registrar of any change in address. Written communications from the Company shall be deemed to have been validly made if sent to the address recorded in the share register.

Persons acquiring registered shares shall be registered in the share register as shareholders with voting rights upon their request if they expressly declare to have acquired these registered shares in their own name and for their own account.

The Board of Directors may register individual persons who do not expressly declare in their registration application to hold the registered shares for their own account (the **Nominees**) as shareholders with voting rights if the Nominee has entered into an agreement with the Company regarding its position and is subject to a recognized bank or financial market supervision.

After hearing the registered shareholder or Nominee, the Board of Directors may cancel such person's registration in the share register with retroactive effect as of the date of registration if such registration was made based on false or misleading information. The relevant shareholder or Nominee shall be promptly informed of the cancellation.

The Board of Directors shall regulate the details and issue the instructions necessary to ensure compliance with the above provisions. The Board of Directors may grant exceptions to the nominee regulation in special cases. The Board of Directors may delegate its duties.

§ 5a

In the event and to the extent that Lupa Systems LLC, New York, USA (**Lupa**) and/or its beneficial owner – alone or together with persons controlling Lupa, under common control like Lupa or acting in concert with Lupa – (i) through subscription or acquisition of registered shares of the Company in the context of the capital increase to be carried out in 2020, and/or (ii) through acquisitions or acting in concert after the capital increase carried out in 2020, exceeds the threshold of 33 1/3% but not the threshold of 49% of the voting rights of the Company, Lupa as well as persons controlling Lupa, are under common control like Lupa or act in concert with Lupa are exempt from the obligation to make a public takeover offer pursuant to article 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of June 19, 2015 (FinfraG)

Persons acquiring registered shares shall be registered in the share register as shareholders with voting rights upon their request if they expressly declare that they have acquired these registered shares in their own name and for their own account, that there is no agreement on the redemption or return of corresponding shares and that they bear the economic risk associated with the shares.

[unchanged]

[only editorial adjustments in the German version]

[unchanged]

§ 4a

[unchanged]

C) Subscription Right

§ 6

In the event of an increase of the share capital, each shareholder shall be entitled to a portion of the newly issued shares in proportion to his or her previous shareholding.

The resolution of the General Meeting of Shareholders on the increase of the share capital may only withdraw the subscription right for important reasons. Important reasons include, in particular, the acquisition of companies, parts of companies or participations as well as the participation of employees. No one may be unobjectively favored or disadvantaged by the cancellation of subscription rights.

The resolution of the General Meeting of Shareholders withdrawing or limiting the subscription right must be passed by at least two thirds of the votes represented and an absolute majority of the par value of the shares represented.

Explanations:

The proposed adjustments are intended to adapt the Articles of Association to the change in the law of 1 November 2019 (intermediated securities) and the revised Corporation Law. The legislator has also deleted the word “absolute” from the quorums for resolutions, as it has no independent meaning. This is reflected in § 6 (new § 5) and § 14. Otherwise, only editorial adjustments have been made.

C) Subscription Right

§ 5

[unchanged]

The resolution of the General Meeting of Shareholders on the increase of the share capital may only restrict or withdraw the subscription right for important reasons. Important reasons include, in particular, the acquisition of companies, parts of companies or participations as well as the participation of employees. No one may be unobjectively favored or disadvantaged by the restriction or cancellation of subscription rights or the determination of the issue price.

The resolution of the General Meeting of Shareholders withdrawing or limiting the subscription right must be passed by at least two thirds of the votes represented and ~~an absolute~~ a majority of the par value of the shares represented.

6.3 Amendment of the current Articles of Association: The General Meeting of Shareholders

The Board of Directors proposes the approval of the amendment or inclusion or deletion of the following paragraphs and titles, as well as, where appropriate, of the numbering as follows:

Current wording

III. Corporate bodies of the Company

§ 7

The corporate bodies of the Company are:

1. the General Meeting of Shareholders
2. the Board of Directors
3. the Auditors

1. The General Meeting of Shareholders

A) Powers

§ 8

The supreme corporate body of the Company is the General Meeting of Shareholders. It shall have the following non-transferable powers:

- a) the adoption and amendment of the articles of association;
- b) the election and dismissal of the members of the Board of Directors insofar as they are not designated by the Government Council of the Canton of Basel-Stadt or by the Government Council of the Canton of Zurich and the City Council of the City of Zurich pursuant to § 22 below;
- c) the election of the Chairwoman/Chairman of the Board of Directors;
- d) the election of the members of the Compensation Committee;
- e) the election of an independent voting rights representative;
- f) the election and dismissal of the Auditors;
- g) the approval of the annual report, if applicable the consolidated financial statements, the annual financial statements as well as the passing of resolutions on the appropriation of the balance sheet profit, in particular the determination of the dividend and the royalty;

Proposed wording

(changes underlined or crossed out)

III. Corporate bodies of the Company

§ 6

[unchanged]

1. The General Meeting of Shareholders

A) Powers

§ 7

The supreme corporate body of the Company is the General Meeting of Shareholders. It shall have the following non-transferable powers:

- a) [unchanged]
- b) the election and dismissal of the members of the Board of Directors insofar as they are not designated by the Government Council of the Canton of Basel-Stadt or by the Government Council of the Canton of Zurich and the City Council of the City of Zurich pursuant to § 22 below;
- c) [unchanged]
- d) [unchanged]
- e) [editorial adjustments in the German version]
- f) [unchanged]
- g) the approval of the management report and the consolidated financial statements;
- h) the approval of the annual financial statements as well as the passing of resolutions on the appropriation of the balance sheet profit, in particular the determination of the dividend and the royalty;

- h) in accordance with § 18, the approval of the compensation of the Board of Directors and of the persons entrusted by the Board of Directors with the management of the Company in whole or in part (Executive Management);
- i) the discharge of the members of the Board of Directors;
- k) the passing of resolutions on matters which the Board of Directors submits to the General Meeting of Shareholders for its opinion;
- l) the passing of resolutions on matters reserved to it by law or by the Articles of Association.

B) Notice

§ 9

Notice of a General Meeting of Shareholders shall be given by the Board of Directors or, if necessary, by the Auditors.

The ordinary General Meeting of Shareholders shall be held annually within six months after the end of the financial year. Notice for Extraordinary General Meetings of Shareholders shall be given as required.

The notice of a General Meeting of Shareholders may also be requested by individual or several shareholders who together represent at least ten percent of the share capital. The notice shall be requested in writing, stating the item to be discussed and the motions.

§ 10

The notice of a General Meeting of Shareholders shall be given in writing at least 20 days before the

- i) the determination of the interim dividend and the approval of the interim financial statements required for this purpose;
- j) the passing of resolutions on the repayment of the statutory capital reserve;
- k) the vote on the remuneration of the Board of Directors, the Executive Board and, if applicable, the Advisory Board;

l) [unchanged]

m) the delisting of the Company's equity securities;

n) [unchanged]

o) [unchanged]

B) Notice and Execution

§ 8

Notice of a General Meeting of Shareholders shall be given by the Board of Directors or, if necessary, by the Auditors. The liquidators and the representatives of the bondholders also have the right to convene the meeting.

The ordinary General Meeting of Shareholders shall be held annually within six months after the closing of the financial year. Notice for Extraordinary General Meetings of Shareholders shall be given as required.

The notice of a General Meeting of Shareholders may also be requested by individual or several shareholders who together represent at least 5 percent of the share capital or votes. The notice shall be requested in writing, stating the item to be discussed and the motions.

Shareholders who alone or together hold at least 0.5 percent of the share capital or votes may request in writing that items be included on the agenda of the General Meeting of Shareholders no later than 45 days before the meeting, or request that motions relating to items be included in the notice convening the General Meeting of Shareholders. Shareholders may submit a brief statement of reasons together with the agenda items or motions. These must be included in the notice convening the General Meeting of Shareholders.

§ 9

The Board of Directors shall notify the shareholders of the convening of the General Meeting of

date of the meeting to those registered in the share register. If the invitation is not sent by registered mail, it shall also be published in the «Swiss Official Gazette of Commerce».

The notice shall state the items on the agenda and the motions of the Board of Directors and of the shareholders who have requested that a General Meeting of Shareholders be held.

No resolutions may be passed on motions relating to items on the agenda that have not been duly announced. Exceptions to this are motions to notice an Extraordinary General Meeting of Shareholders and to conduct a special audit.

No prior announcement is required for the submission of motions within the scope of the items on the agenda or for deliberations without the adoption of resolutions.

§ 11

The annual report, the compensation report and the Auditors report shall be made available for inspection by the shareholders at the registered office of the Company no later than 20 days before the ordinary General Meeting of Shareholders.

Each shareholder may request that a copy of these documents be sent to him or her without delay. Shareholders are to be informed of this in the same way as for the invitation to the General Meeting of Shareholders.

Any shareholder may, for a period of one year after the General Meeting of Shareholders, request from the Company the annual report and the compensation report in the form approved by the General Meeting of Shareholders, as well as the Auditors' Report.

Shareholders at least 20 days prior to the date of the meeting.

The notice shall state:

- a) the date, the beginning, the type and the place of the General Meeting of Shareholders;
- b) the items on the agenda;
- c) the proposals of the Board of Directors and a brief statement of the reasons for such proposals;
- d) if applicable, the proposals of the shareholders and a brief statement of the reasons therefor;
- e) the name and address of the independent voting rights representative.

No resolutions may be passed on motions relating to items on the agenda that have not been duly announced. Exceptions to this are motions to notice an Extraordinary General Meeting of Shareholders and to conduct a special investigation. If the General Meeting of Shareholders does not comply with the request to conduct a special investigation, shareholders may request the court to order a special investigation within three months, provided that they together hold at least 5 percent of the share capital or votes.

[unchanged]

§ 10

The Annual Report, the Remuneration Report and the Auditor's Reports must be made available to the shareholders at least 20 days before the General Meeting of Shareholders.

If the documents are not accessible electronically, any shareholder may request that they be sent to him in good time.

If the documents are not accessible electronically, any shareholder may, for a period of one year after the General Meeting of Shareholders, request that the Annual Report in the form approved by the General Meeting of Shareholders and the Auditor's Reports be sent to him or her.

§ 11

The Board of Directors may provide that shareholders who are not present at the venue of the General

§ 12

The owners or representatives of all shares may, if no objection is raised, hold a General Meeting of Shareholders without complying with the formal requirements for notice of such a meeting.

At this meeting, all matters falling within the scope of the General Meeting of Shareholders may be validly discussed and resolutions passed as long as the owners or representatives of all shares are present.

C) Voting Rights, Passing of Resolutions at the General Meeting of Shareholders Right to Information, Inspection and Special Audit

§ 13

Each share entitles the holder to one vote.

Persons who are identified by their entry in the share register under the heading «Shareholders with voting rights» on the day on which the invitations are sent out or who have a written power of attorney from a person entered under the heading «Shareholders with voting rights» are entitled to vote. Legal representatives do not require a written power of attorney.

Written proxies for the exercise of voting rights may only be issued to the independent voting rights representative or to persons who are themselves entered as shareholders in the share register under the heading «Shareholders with voting rights».

The independent voting rights representative shall inform the Company of the number, type, par value and category of the shares she or he represents. The Chairwoman/Chairman shall communicate this information to the General Meeting of Shareholders.

§ 14

The General Meeting of Shareholders shall pass its resolutions and carry out its elections by an absolute majority of the votes cast, unless the law or the Articles of Association contain provisions to the contrary. Abstentions and blank votes shall not be taken into account when calculating the majority.

If an election is not successful in the first vote, a second vote shall be held in which the relative majority shall decide.

Meeting of Shareholders may exercise their rights by electronic means.

The Board of Directors may also order that the General Meeting of Shareholders be held by electronic means without a venue.

§ 12

[unchanged]

[editorial adjustments in the German version]

C) Voting Rights, Passing of Resolutions at the General Meeting of Shareholders Right to Information, Inspection and Special Investigation

§ 13

[unchanged]

[unchanged]

Shareholders may have their participation rights, in particular their voting rights, exercised by a representative of their choice or by the independent voting rights representative.

[unchanged]

§ 14

The General Meeting of Shareholders shall pass its resolutions and carry out its elections by an absolute majority of the votes cast, unless the law or the Articles of Association contain provisions to the contrary. Abstentions and blank votes shall not be taken into account when calculating the majority.

[unchanged]

In the case of resolutions on the discharge of the Board of Directors, persons who have participated in any way in the management of the Company shall have no voting rights.

A resolution of the General Meeting of Shareholders passed by at least two-thirds of the votes represented and by an absolute majority of the par value of the shares represented is required to amend the Articles of Association and in the cases provided for by law.

§ 15

The General Meeting of Shareholders may only approve the annual financial statements and decide on the appropriation of the balance sheet profit if an audit report is available and the Auditors are present.

The General Meeting of Shareholders may waive the presence of the Auditors by unanimous resolution.

§ 16

At the General Meeting of Shareholders, each shareholder shall be entitled to request information from the Board of Directors on the affairs of the Company and from the Auditors on the conduct and results of their audit.

The information must be provided to the extent that it is necessary for the exercise of shareholders' rights. It may be refused if business secrets or other interests of the Company worthy of protection are jeopardized.

The books of records and correspondence may be inspected only with the express authorization of the General Meeting of Shareholders or by resolution of the Board of Directors and subject to the protection of business secrets.

§ 17

Any shareholder may request the General Meeting of Shareholders to have certain matters clarified by a special audit if this is necessary for the exercise of shareholders' rights and if she or he has already exercised the right to information or the right to inspection.

D) Vote on Compensation

§ 18

The resolution of the General Meeting of Shareholders on the maximum compensation of the Board of Directors and the Executive Management shall take place annually, as a general rule at the ordinary General Meeting of Shareholders.

The General Meeting of Shareholders may approve or reject the respective proposal of the Board of Directors, but may not propose amendments.

[unchanged]

A resolution of the General Meeting of Shareholders passed by at least two-thirds of the votes represented and by an absolute majority of the par value of the shares represented is required to amend the Articles of Association and in the cases provided for by law.

§ 15

[unchanged]

[removed]

§ 16

Shareholders' rights to information and examination are governed by the law.

[removed]

[removed]

§ 17

Any shareholder who has already exercised the right to information or the right to inspection may request the General Meeting of Shareholders to have certain matters investigated by independent experts, insofar as this is necessary for the exercise of shareholders' rights.

D) Vote on Compensation

§ 18

[unchanged]

[removed]

The General Meeting of Shareholders shall vote separately on the approval of the maximum total amounts resolved by the Board of Directors for:

- a) the remuneration of the Board of Directors for the financial year beginning after the Annual General Meeting of Shareholders;
- b) the fixed remuneration and the grant of the long-term variable remuneration of the Executive Management for the financial year beginning after the Annual General Meeting of Shareholders;
- c) the short-term variable remuneration of the Executive Management for the completed financial year.

[...]

E) Chair and Minutes

[...]

§ 21

The Chairwoman/Chairman shall determine who shall write the minutes and who, if necessary, shall count the votes. These persons need not be shareholders.

The minutes includes:

- a) Number, type, par value and category of shares represented by the shareholders and by the independent voting rights representative;
- b) the resolutions and the election results;
- c) the requests for information and the answers given to them;
- d) the statements made by the shareholders for the record.

The minutes shall be signed by the Chairwoman/Chairman and the keeper of the minutes.

Shareholders are entitled to inspect the minutes.

The General Meeting of Shareholders shall vote with binding effect annually and separately on the total amount of compensation received directly or indirectly by the Board of Directors, the Executive Board and, if applicable, the Advisory Board from the Company for:

a) [unchanged]

b) [unchanged]

c) [unchanged]

[...]

E) Chair and Minutes

[...]

§ 21

[unchanged]

The minutes include:

- a) date, beginning and end as well as type and place of the General Meeting of Shareholders;
- b) [unchanged]
- c) [unchanged]
- d) the requests for information made at the General Meeting of Shareholders and the answers given to them;
- e) the statements made by the shareholders for the record;
- f) relevant technical problems arising in the course of the General Meeting of Shareholders.

[unchanged]

Any shareholder may request that the minutes be made available to him or her within 30 days of the General Meeting of Shareholders. The resolutions and the election results shall be made available electronically within 15 days of the General Meeting, stating the exact voting proportions.

Explanations:

The amendments of § 8 (new § 7), 9 (new § 8), 10 (new § 8 and 9), 11 (new § 10), 12, 13, 14, 16, 17, 18 and 21 as well as the implementation of the new § 11 of the Articles of Association are related to the entry into force of the revised Swiss Corporation Law as of 1 January 2023, which, in order to strengthen shareholders' rights, grants, among other things, extended powers to the General Meeting of Shareholders and allows more flexibility in the conduct of the General Meeting of Shareholders. In particular, the possibility of virtual General Meetings of Shareholders was introduced into the Swiss Code of Obligations in order to adapt the Corporation Law to the developments of digitalization, to give companies more flexibility in holding the General Meetings of Shareholders, and also to allow shareholders for whom physical attendance is not possible to participate in the General Meeting of Shareholders. On the occasion of a virtual General Meeting of Shareholders, shareholders have the same rights as they have at a physical General Meeting of Shareholders, and the Board of Directors is not entitled to restrict or exclude these rights. In particular, the rights of participation that go beyond the right to vote, such as the right to information or the right to make motions, are fully preserved. Against this background, the Board of Directors proposes the inclusion of a provision in the Articles of Association (new § 11) that allows virtual General Meetings of Shareholders to be held. Physical General Meetings of Shareholders remain possible and, in the opinion of the Board of Directors, should continue to be the rule in the future – unless actual or legal circumstances do not permit this. In addition, the new law permits hybrid General Meetings of Shareholders.

In addition, the thresholds for the convening of the General Meeting of Shareholders by shareholders, for the inclusion of items on the agenda, and the rights of shareholders to inspect and request a special investigation have been adapted to the provisions of the revised Corporation Law.

The proposed amendments are intended to adapt provisions of the Articles of Association that reflect the wording of the old Corporation Law to the new wording of the law. Otherwise, only few editorial changes are to be made.

6.4 Amendment of the current of the Articles of Association: The Board of Directors and the Executive Management

The Board of Directors proposes the approval of the amendment or inclusion or deletion of the following paragraphs and, where appropriate, of the numbering as follows:

Current wording

2. The Board of Directors

A) Number of Members, Term of Office

§ 22

The Board of Directors shall consist of a minimum of 8 and a maximum of 11 members, and as of the ordinary General Meeting of Shareholders 2021 of a maximum of 9 members.

- 2 members are appointed by the Government Council of the Canton of Basel-Stadt.
- 1 member is appointed by the Government Council of the Canton of Zurich and the City Council of the City of Zurich.
- The other members are elected individually by the General Meeting of Shareholders.

The General Meeting of Shareholders shall elect a member of the Board of Directors as its Chairwoman/Chairman. If the office of Chairwoman/Chairman is vacant, the Board of Directors shall appoint a Chairwoman/Chairman for the remaining term of office.

The term of office is 1 year. The term of office ends with the conclusion of the next ordinary General Meeting of Shareholders. Re-election is possible.

The right of the Government Council of the Canton of Basel-Stadt to designate 2 members of the Board of Directors of the Company is a vested right and may only be amended or revoked by the General Meeting of Shareholders with its express consent. Also the right of the Canton of Zurich and the City of Zurich to designate one member of the Board of Directors may only be revoked by the General Meeting of Shareholders with their express consent.

B) Permitted Activities

§ 23

The number of permissible activities of the members of the Board of Directors in the supreme management or administrative bodies of legal entities which are obliged to be registered in the Commercial Register or in a corresponding foreign register and which are not controlled by the

Proposed wording

(changes underlined or crossed out)

2. The Board of Directors

A) Number of Members, Term of Office

§ 22

The Board of Directors shall consist of a maximum of 9 members.

[unchanged]

[unchanged]

[unchanged]

The General Meeting of Shareholders shall elect a member of the Board of Directors as its Chairwoman/Chairman. If the office of Chairwoman/Chairman is vacant, the Board of Directors shall appoint a new Chairwoman/Chairman for the remaining term of office.

The term of office is 1 year. The term of office ends at the latest with the conclusion of the next ordinary General Meeting of Shareholders. Re-election is possible.

[unchanged]

B) Permitted Activities

§ 23

The number of activities which the members of the Board of Directors may perform in comparable functions at other companies with an economic purpose which are not controlled by the Company or which do not control the Company shall be cumulatively as follows per member:

Company or do not control the Company shall be cumulative per member:

- a) in the case of corporations pursuant to Articles 620-673 of the Swiss Code of Obligations or comparable foreign legal entities whose shares are listed on a stock exchange in Switzerland or abroad: 5;
- b) in the case of other legal entities registered in the Commercial Register or in a corresponding foreign register, insofar as not included in litera c): 15 minus the activities pursuant to litera a);
- c) in the case of charitable legal entities registered in the Commercial Register or in a corresponding foreign register, which pursue public or charitable purposes: 10.

By resolution of the Board of Directors, the number of permissible activities may be reduced in individual cases or in general.

C) Principles of Remunerations to the members of the Board of Directors

§ 24

The members of the Board of Directors shall receive fixed remuneration, which may consist of a basic fee and, if applicable, fees for membership in committees as well as for particular roles within the Board of Directors. The remuneration shall be paid in cash, or in the form of restricted shares or deferred share awards (however, without any financial performance conditions for such awards to vest), or any combination thereof.

In particular the following items are not deemed remuneration and shall not be added to the amounts subject to approval according to § 18:

- (a) Reimbursement of expenses and tax-deductible lump-sum expenses;
- (b) premiums for insurance which are in the view of the Compensation Committee entered into in the interest of the Company; and
- (c) insignificant benefits in kind, general employee benefits and other similar fringe benefits.

Compensation to members of the Board of Directors for activities in companies which are directly or indirectly controlled by the Company is permissible

- a) *in the case of corporations within the sense of the Swiss Code of Obligations or comparable foreign legal entities whose shares are listed on a stock exchange in Switzerland or abroad: 5;*
- b) *in the case of other companies with an economic purpose: 15 minus the activities pursuant to litera a);*

In the case of charitable legal entities without an economic purpose, the cumulative number of activities per member is: 10.

[unchanged]

C) Principles of Remunerations to the members of the Board of Directors

§ 24

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

§ 25

The members of the Board of Directors shall receive fixed remuneration, which may consist of a basic fee and, if applicable, fees for membership in committees as well as for particular roles within the Board of Directors. The remuneration shall be paid in cash, in the form of (free or restricted) shares or conditional share awards (however, without any financial performance conditions for such awards to vest), or any combination thereof. The Company or companies controlled by it may acquire the shares required to settle its obligations on the market or, if available, provide them by using conditional capital.

In particular the following items are not deemed remuneration and shall not be added to the amounts subject to approval ~~according to § 18:~~

- a) [unchanged]*
- b) [unchanged]*
- c) [unchanged]*

Compensation to members of the Board of Directors for activities in companies which are directly or indirectly controlled by the Company is permissible

in accordance with article 21 paragraphs 1 and 3 of the Swiss Ordinance against Excessive Remuneration in Listed Companies.

D) Duties

§ 25

The Board of Directors may pass resolutions on all matters which are not allocated to the General Meeting of Shareholders by law or by the Articles of Association.

The Board of Directors shall manage the business of the Company to the extent that it has not delegated the management of the Company.

§ 26

The Board of Directors shall have the following non-transferable and inalienable duties:

- a) the ultimate management of the Company and the issuance of the necessary instructions;
- b) the determination of the organization of the Company;
- c) the determination of the accounting system, the financial controls and the financial planning, insofar as this is necessary for the management of the Company;
- d) the appointment and dismissal of persons entrusted with the management and representation of the Company;
- e) the ultimate supervision of the persons entrusted with the management of the Company, also with regard to compliance with the law, the Articles of Association, regulations and directives;
- f) the preparation of the annual report as well as the preparation of the General Meeting of Shareholders and the execution of its resolutions;
- g) the preparation of the compensation report;
- h) the submission of proposals concerning the approval of the compensation of the Board of Directors and the Executive Management to the General Meeting of Shareholders;
- i) the notification of the court if liabilities exceed assets;
- k) it shall issue regulations for the management of the Board of Directors (organizational regulations). A two-thirds majority is required for the adoption of and amendments to these regulations.

in accordance with article 735d subsections 1 and 3 of the Swiss Code of Obligations

D) Duties

§ 26

[unchanged]

[unchanged]

§ 27

[unchanged]

a) *[unchanged]*

b) *[unchanged]*

c) *[unchanged]*

d) *[editorial adjustment in the German version]*

e) *the ultimate supervision of the persons entrusted with the management of the Company, namely with regard to compliance with the law, the Articles of Association, regulations and directives;*

f) *[unchanged]*

g) *the preparation of the remuneration report;*

h) *[unchanged]*

i) *the filing of a petition for debt restructuring moratorium and the notification of the court if the Company is overindebted;*

j) *it shall issue regulations for the management of the Company (organizational regulations). A two-thirds majority is required for the adoption of and amendments to these regulations.*

The Board of Directors may assign the preparation and execution of its resolutions or the supervision of affairs to committees or individual members. It shall ensure appropriate reporting to its members.

§ 27

The Board of Directors may, in accordance with organizational regulations, delegate the management of the Company in whole or in part to individual members or to other physical persons.

§ 28

The Board of Directors represents the Company externally. Unless otherwise resolved by the Board of Directors, the members of the Board of Directors shall sign jointly by two.

The Board of Directors may delegate the representation to one or more members (delegates) or to third parties (members of the management or the Executive Management).

The Board of Directors shall determine the modalities of signatory authority for the Company.

E) Organization

§ 29

The Board of Directors shall constitute itself insofar as the constitution is not part of the powers of the General Meeting of Shareholders.

§ 30

The Chairwoman/Chairman of the Board of Directors or her or his deputy shall convene the meetings and chair the deliberations.

Any member of the Board of Directors may request the Chairwoman/Chairman to convene a meeting without delay, stating the reasons.

The Board of Directors constitutes a quorum if the majority of its members are present. No quorum is required for the approval of capital increase reports and for all resolutions requiring public certification.

Resolutions of the Board of Directors are passed by a majority of the votes cast. The Board of Directors may provide for qualified majorities for certain resolutions in the organizational regulations.

The Chairwoman/Chairman shall vote and has the casting vote.

[unchanged]

§ 28

[unchanged]

§ 29

[unchanged]

[unchanged]

[unchanged]

E) Organization

§ 30

[unchanged]

§ 31

[unchanged]

[unchanged]

The Board of Directors constitutes a quorum if the majority of its members are present. For resolutions in connection with a change in the share capital and subsequent redemptions, the presence of a single member of the Board of Directors shall suffice. The Board of Directors may regulate further provisions regarding the quorum and the passing of resolutions in the Organizational Regulations.

[unchanged]

[unchanged]

§ 31

Resolutions of the Board of Directors may also be adopted in writing, by telefax or by any other form of transmission enabling the resolution to be evidenced by text, unless otherwise stipulated by mandatory law, unless a member requests oral deliberation.

Minutes shall be kept of the deliberations and resolutions and shall be signed by the Chairwoman/Chairman and the secretary.

F) The Compensation Committee

§ 32

The General Meeting of Shareholders elects the members of the Compensation Committee individually. Only members of the Board of Directors are eligible for election. The term of office is 1 year. It ends with the conclusion of the next ordinary General Meeting of Shareholders. Reelection is possible. If the Compensation Committee is not fully composed, the Board of Directors shall appoint the missing members for the remaining term of office.

§ 33

The Compensation Committee proposes to the Board of Directors the compensation for the Board of Directors and the Executive Management. The Board of Directors is free to adopt or amend this proposal as a motion to the General Meeting of Shareholders. Furthermore, the Compensation Committee submits a draft of the compensation report to the Board of Directors.

§ 34

The Board of Directors may issue further provisions regarding the Compensation Committee in regulations. In doing so, it may also assign further advisory or preparatory tasks to the Compensation Committee (e.g., in the areas of governance, nomination).

3. The Executive Management

A) Duties

§ 35

The duties of the Executive Management shall be governed by the organizational regulations issued by the Board of Directors.

§ 32

The Board of Directors may pass its resolutions at a meeting held at a venue and/or by electronic means. Resolutions of the Board of Directors may also be passed in writing on paper, by means of an electronic platform designated by the Board of Directors or in electronic form, unless otherwise stipulated by mandatory law, unless a member requests oral deliberation.

Minutes shall be kept of the deliberations and resolutions and shall be signed by the Chairwoman/Chairman and the minute-taker.

F) The Compensation Committee

§ 33

[unchanged]

§ 34

The Compensation Committee proposes to the Board of Directors the compensation for the Board of Directors and the Executive Management. The Board of Directors is free to adopt or amend this proposal as a motion to the General Meeting of Shareholders. Furthermore, the Compensation Committee submits a draft of the remuneration report to the Board of Directors. If variable remuneration is voted on prospectively, the remuneration report must be submitted to the Annual General Meeting of Shareholders for an advisory vote.

§ 35

[unchanged]

3. The Executive Management

A) Duties

§ 36

[unchanged]

B) Permitted Activities

§ 36

The number of permissible activities of the members of the Executive Management in the supreme management or administrative bodies of legal entities which are obliged to be registered in the Commercial Register or in a corresponding foreign register and which are not controlled by the Company or do not control the Company shall be cumulative per member:

- a) in the case of stock-exchange listed legal entities registered in the Commercial Register or in a corresponding foreign register: 1;
- b) in the case of unlisted legal entities registered in the Commercial Register or in a corresponding foreign register, insofar as not included in litera c): 5;
- c) in the case of charitable legal entities registered in the Commercial Register or in a corresponding foreign register, which pursue public or charitable purposes: 5.

§ 37

The Board of Directors may, by resolution or in the organizational regulations, provide that the acceptance or exercise of activities pursuant to § 36 shall be approved by the persons or corporate bodies designated by it.

C) Duration and Termination Notice Periods of Contracts

§ 38

The maximum duration of the contracts on which the compensation of the members of the Executive Management is based is 1 year; in the case of contracts of this type for an indefinite period, the maximum termination notice period is 1 year.

D) Compensation in the Group

§ 39

Compensations to members of the Executive Management for activities in companies which are directly or indirectly controlled by the Company are permissible in accordance with article 21 paragraphs 1 and 3 of the Swiss Ordinance against Excessive Remuneration in Listed Companies.

B) Permitted Activities

§ 37

The number of activities which the members of the Executive Management may perform in comparable functions at other companies with an economic purpose and which are not controlled by the Company or do not control the Company shall be cumulative per member:

- a) in the case of corporations within the sense of the Code of Obligations or comparable foreign legal entities whose shares are listed on a stock exchange in Switzerland or abroad: 1;
- b) in the case of other companies with an economic purpose: 5.

In the case of charitable legal entities without an economic purpose, the cumulative number of activities per member is: 10.

§ 38

The Board of Directors may, by resolution or in the organizational regulations, provided that the acceptance or exercise of activities of the members of the Executive Board shall be approved by the persons or corporate bodies designated by it.

C) Duration and Termination Notice Periods of Contracts

§ 39

[unchanged]

D) Compensation in the Group

§ 40

Compensations to members of the Executive Management for activities in companies which are directly or indirectly controlled by the Company are permissible in accordance with article 735d subsections 1 and 3 of the Swiss Code of Obligations.

E) Principles of Remunerations to Members of the Executive Management, Additional Amount

§ 40

The members of the Executive Management shall receive fixed remuneration consisting of a base salary and certain other employment payments and benefits. The base salary shall be paid in cash. In addition, the members of the Executive Management may receive variable remuneration. Furthermore, employer contributions to social security and pensions shall be paid, in line with applicable rules and regulations.

The variable remuneration of the members of the Executive Management, together with the other remuneration, is intended to enable the members of the Executive Management to be compensated in line with market and industry standards.

The variable remuneration is based on the success of the business of the Company, the Group or any of its business units, and/or the individual performance. It may comprise short-term and long-term remuneration elements.

The variable remuneration may be paid or granted in cash, (free or restricted) shares or in the form of conditional share awards, performance shares, employee stock options and similar remuneration instruments.

The Board of Directors or, to the extent delegated to it, the Compensation Committee, determines the performance metrics, target levels and achievement, as well as the grant, vesting, blocking, exercise and forfeiture conditions of the variable remuneration.

In particular, the following items are not deemed remuneration and shall not be added to the amounts subject to approval of the General Meeting of Shareholders according to § 18:

- (a) Reimbursement of expenses and tax-deductible lump-sum expenses;
- (b) premiums for insurance which are in the view of the Compensation Committee entered into in the interest of the Company; and
- (c) insignificant benefits in kind, general employee benefits and other similar fringe benefits.

§ 41

The additional amount for the remunerations of members of the Executive Management appointed after the vote of the General Meeting of Shareholders on the remuneration of the Executive Management

E) Principles of Remunerations to Members of the Executive Management, Additional Amount

§ 41

[unchanged]

[unchanged]

[unchanged]

The variable remuneration may be paid or granted in cash, (free or restricted) shares or in the form of conditional share awards, performance shares, employee stock options and similar remuneration instruments. The Company or companies controlled by it may acquire the shares required to settle its obligations on the market or, if available, provide them by using conditional capital.

[unchanged]

In particular, the following items are not deemed remuneration and shall not be added to the amounts subject to approval of the General Meeting of Shareholders ~~according to § 18:~~

a) [unchanged]

b) [unchanged]

c) [unchanged]

§ 42

The additional amount for the remunerations of persons newly appointed as members of the Executive Board after the vote of the General Meeting of Shareholders on the compensation of the Executive

shall not exceed per newly appointed member a maximum of 25 %, or for a new CEO a maximum of 40 % of the total remuneration amount last approved prospectively by the General Meeting of Shareholders for the Executive Management, and for each relevant remuneration period for which approval has already been obtained.

Board shall amount per newly appointed member to a maximum of 25 %, or for a new CEO a maximum of 40 % of the total remuneration amount last approved prospectively by the General Meeting of Shareholders for the Executive Management, and for each relevant remuneration period for which approval has already been obtained, provided that this total amount is not sufficient for the compensation of the new members.

§ 42

[omitted]

Explanations:

In the future, there shall no longer be a statutory minimum number of members of the Board of Directors as part of the Articles of Association (§ 22). In addition, § 23 and 36 (new 37) concerning the number of additional mandates that a member of the Board of Directors or the Executive Board may accept, as well as § 24, 33 and 41 (new 25, 34 and 42) concerning the remuneration of members of the Board of Directors and the Executive Board, are to be adapted to the provisions introduced into the Code of Obligations with the revision of the Corporation Law. With regard to additional mandates, the focus will now be on the economic purpose instead of the entry in the Commercial Register. Furthermore, the remuneration of members of the Board of Directors shall in the future also be permissible in the form of free shares (previously only restricted shares) (§ 24).

Furthermore, the inalienable duties attributed to the Board of Directors have been adapted to the revised Corporation Law (§ 26; new 27). With the amendment of § 31 (new 32), the new possibilities of holding meetings of the Board of Directors by electronic means and without a venue, as well as the electronic passing of resolutions, are also to be listed in the Articles of Association.

Otherwise, only some editorial adjustments have been made.

6.5 Amendment of the current Articles of Association: Further adjustments

The Board of Directors proposes the approval of the amendment or inclusion or deletion of the following paragraphs and titles, as well as, where appropriate, of the numbering as follows:

Current wording

4. The Independent Voting Rights Representative

A) Election

§ 43

The General Meeting of Shareholders shall elect the independent voting rights representative. Physical persons, legal entities or business partnerships may be elected. Independence may not be impaired, either in fact or in appearance; article 728 paragraphs 2-6 of the Swiss Code of Obligations shall apply mutatis mutandis.

The term of office ends with the conclusion of the next ordinary General Meeting of Shareholders. Re-election is permitted. If the Company does not have an independent voting rights representative, the Board of Directors shall appoint one for the next General Meeting of Shareholders.

B) Issuance of Powers of Attorney and Instructions

§ 44

The Board of Directors shall ensure that the shareholders have the opportunity to issue instructions to the independent voting rights representative on any proposal relating to items on the agenda set out in the notice of the meeting.

It shall ensure that shareholders have the opportunity to issue general instructions to the independent voting rights representative on proposals for items on the agenda that have not been announced and on new items on the agenda in accordance with article 700 paragraph 3 of the Swiss Code of Obligations.

It ensures that shareholders can also issue proxies and instructions to the independent voting rights representative electronically.

Instructions that have not been received by the independent voting rights representative by 48 hours before the start of the General Meeting of Shareholders specified in the invitation do not have to be observed.

Proposed wording

(changes underlined or crossed out)

4. *The Independent Voting Rights Representative*

A) *Election*

§ 43

[editorial adjustments in the German version]

[editorial adjustments in the German version]

B) *Issuance of Powers of Attorney and Instructions*

§ 44

[editorial adjustments in the German version]

It shall ensure that shareholders have the opportunity to issue general instructions to the independent voting rights representative on proposals for items on the agenda that have not been announced and on new items on the agenda in accordance with article 704b of the Swiss Code of Obligations.

[editorial adjustments in the German version]

[editorial adjustments in the German version]

C) Duties

§ 45

The independent voting rights representative is obliged to exercise the voting rights conferred on him or her by the shareholders in accordance with the instructions.

If she or he has not received any instructions, she or he shall abstain from voting.

5. The Auditors

A) Election

[...]

B) Duties

§ 47

The Auditors shall examine whether the accounting records, the annual financial statements and the remuneration report as well as the proposal for the appropriation of retained earnings comply with statutory provisions, ordinances and the Articles of Association.

The Board of Directors shall hand over all necessary documents to the Auditors and provide them with the required information, also in writing upon request.

[...]

§ 49

The Auditors shall safeguard the Company's business secrets when reporting and providing information.

The Auditors are prohibited from disclosing to individual shareholders or third parties the information it has obtained in carrying out its mandate. The duty to provide information to a special auditor remains reserved.

IV. Accounting

[...]

§ 51

The Board of Directors shall prepare an annual report for each financial year, consisting of the annual financial statements, the yearly report and, where required by law, consolidated financial statements.

C) Duties

§ 45

[editorial adjustments in the German version]

[unchanged]

5. The Auditors

A) Election

[...]

B) Duties

§ 47

The Auditors shall examine whether ~~the accounting records,~~ the annual financial statements and the remuneration report as well as the proposal for the appropriation of retained earnings comply with statutory provisions, ordinances and the Articles of Association.

[unchanged]

[...]

§ 49

The Auditors shall safeguard the Company's business secrets when reporting, issuing notifications and providing information to the General Meeting of Shareholders.

They are prohibited from disclosing to individual shareholders or third parties the information they have obtained in the course of their duties. The obligation to provide information to an expert conducting a special investigation remains reserved.

IV. Business Year / Annual Report

[...]

§ 51

The Board of Directors shall prepare an annual report for each financial year, consisting of the annual financial statements, the management report and, where required by law, consolidated financial statements.

The financial statements consist of the income statement, the balance sheet and the notes.

The annual report presents the course of business and the economic and financial position of the Company. It mentions the capital increases that occurred in the financial year and reflects the audit certificate.

V. Dissolution and Liquidation

[...]

VI. Notices and Announcements

§ 53

Notices to shareholders shall be made in writing. The Company's announcements shall be made by publication in the «Swiss Official Gazette of Commerce» and by means of the publication media designated by the Board of Directors.

The financial statements consist of the income statement, the balance sheet and the notes, as well as the cash flow statement.

The management report presents the course of business and the economic situation of the Company and, if applicable, of the Group at the end of the financial year considering aspects not reflected in the annual financial statements.

V. Dissolution and Liquidation

[...]

VI. Notices and Announcements

§ 53

Notices to shareholders may, at the discretion of the Board of Directors, be made in a form that allows proof by text and/or by publication in the "Swiss Official Gazette of Commerce".

Announcements of the Company shall be made by publication in the "Swiss Official Gazette of Commerce". The Board of Directors may designate other publication media.

Explanations:

The amendments to the provisions concerning the independent voting rights representative (§ 43 et seq.), auditors (§ 46 et seq.) and the business year and the business report (§ 50 and 51) are editorial changes which bring the text of the Articles of Association in line with the wording of the revised Code of Obligations.

The revision of the provision on notifications and announcements (§ 53) is intended to give the Board of Directors more flexibility in choosing the form of notifications and announcements.