

NOTES ON THE AMENDMENTS OF THE ARTICLES OF ASSOCIATION

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On 19 June 2020, Switzerland's Parliament approved the revision of the legislation on companies limited by shares as set forth in the Swiss Code of Obligations (hereinafter, "the revision of the Code of Obligations"). This includes improving the protection of minority shareholders and modernizing the provisions on how General Meetings can be held. There are also new options for the creation and use of share capital. In addition, the Ordinance against excessive remuneration in listed companies limited by shares, which came into force on 1 January 2014, has now been transposed into the revised Code of Obligations, with some amendments being made to the previous provisions. The Federal Council enacted the majority of the new provisions with effect from 1 January 2023. Companies are being granted a transitional period of two years in which to adapt their articles of association.

In compliance with the new provisions, the Board of Directors is submitting to the General Meeting a revised version of the Articles of Association, which implements the requirements of the revision of the Code of Obligations and takes account of current best practice in corporate governance. The Board of Directors would also like to use the opportunity to make a number of linguistic modifications to the Articles of Association.

The proposed amendments to the Articles of Association are explained below. The changes to the text of the Articles of Association are highlighted, with deletions shown in blue strike-through and additions in blue.

The invitation to the Annual General Meeting on 12 April 2023 with all agenda items is available on the Komax Group website (www.komaxgroup.com/agm).

1. Agenda item 6.1 – capital band (Section 3a)

The revision of the Swiss Code of Obligations introduces the new instrument of the capital band. The capital band allows for greater flexibility in adjusting capital and in the procedures for capital increases and capital reductions. The Board of Directors thus has broader competence when it comes to financing investment projects, as it can access both shareholders' equity and debt capital. The Board of Directors has taken a conscious decision not to make use of the full scope of the new options available and is thus limiting the capital band to a timeframe of three years and the extent of capital increases to a maximum of 10% of share capital. The Board of Directors excludes capital reductions.

2. Agenda item 6.2 – Board of Directors, Executive Committee: external mandates, remuneration, and compensation for non-competition clauses

a. External mandates of members of the Board of Directors (Section 21)

The revision of the Code of Obligations has redefined external mandates. The change to this provision takes account of this element. It is now made clearer that the number of additional mandates at listed companies and non-listed companies is limited to a total of nine mandates for the Board of Directors. As has been the case previously, the number of additional mandates at listed companies is limited to four mandates for the Board of Directors. This means that should there be fewer than four additional mandates at listed companies, additional mandates may be exercised at non-listed companies instead.

b. Coverage and instruments for compensating the Board of Directors and the Executive Committee (Section 25)

These amendments standardize the Articles of Association within the framework of the amendments. In addition, the specific instruments used for the employee participation program, i.e. performance share units, are now set out in due form.

c. External mandates, contracts, and compensation for non-competition clauses for the Executive Committee (Section 26)

Following the revision of the Code of Obligations, the statutory provisions relating to external mandates are being extended to members of the Executive Committee. Furthermore, mandates have been legally redefined in this connection. The amendment of this provision reflects these changes. It is now also made clear that the number of additional mandates for listed and non-listed companies is limited to a total of four mandates for the members of the Executive Committee. As has been the case previously, the number of additional mandates for listed companies is limited to two mandates for the members of the Executive Committee. This means that should there be fewer than two additional mandates in listed companies, additional mandates may be exercised in non-listed companies instead. Paragraph 3 has also been added to this Section of the Articles of Association, introducing a rule on compensation for non-competition clauses. Any compensation for non-competition clauses must be calculated on the basis of the average annual compensation for the last three years and must be commercially justified. In addition, linguistic modifications have been made in order to align the Articles of Association with the wording of the legislation.

3. Agenda item 6.3 – sustainability (Section 2a)

The introduction of this provision into the Articles of Association aims to underscore the Komax Group's already declared strategic principle of sustainability.

4. Agenda item 6.4 – place of jurisdiction (Section 31)

The introduction of this provision seeks to state more clearly that the place of jurisdiction at the company's registered office is the sole place of jurisdiction. This point is made clearer against the backdrop of the introduction by the new revised law on companies limited by shares of the possibility for disputes to be settled by arbitration. This possibility is, however, not recommended for listed companies.

5. Agenda item 6.5 – amendments in line with the revised legislation, streamlining, electronic means, and wording

Agenda item 6.5 summarizes all other amendments. These changes bring the Articles of Association into line with the revised legislation and allow them to be streamlined at the same time. They also cover the implementation of new, modernized options for the use of electronic means. Linguistic modifications have also been made.

a. Elimination of the acquisition of assets (Section 4)

This paragraph can be deleted following the change in the law, and thus facilitates the streamlining of the Articles of Association.

b. Entry in the share register (Section 6)

The Articles of Association now provide for the shareholder's email address to be recorded in the share register and to be considered the legally valid address for correspondence, in addition to the last reported address of the shareholder. Further additions to the Articles of Association reflect the amendments to the legislation.

c. Powers of the General Meeting, thresholds, and requests for items to be placed on the agenda (Section 8)

The purpose of these additions is to bring the Articles of Association into line with amendments to the legislation. These include improvements to the protection of minority shareholders.

d. Convening the General Meeting (Section 9)

New options for communicating via electronic means have been introduced in the revision of the Code of Obligations, so the Articles of Association are being amended to enable these options to be utilized. The rules on the content of the notice convening the meeting are also being adapted to comply with the revised legislation.

e. Venue and hybrid General Meeting (Section 9a)

The revision of the Code of Obligations has brought the law on companies limited by shares into line with developments in digitalization and accordingly provides companies with more flexibility in how they hold their General Meetings. The law now provides the option for shareholders who cannot physically attend General Meetings to exercise their rights electronically ("hybrid General Meeting"). If the hybrid option is chosen, the Board of Directors must ensure that all shareholders have the same rights, irrespective of the form in which the meeting is attended. The introduction of this provision brings the Articles of Association into line with the revised legislation. The aim of this provision is to make it clearer that the law now makes meetings held in this form possible.

f. Voting rights and representation of shareholders (Section 10)

Up until now, the ways in which shareholders could be represented at the General Meeting were limited. The amendment of this provision enables shareholders to be represented by a representative of their choice.

g. Passing of resolutions by the General Meeting (Section 11)

The purpose of these additions is to adapt the Articles of Association to reflect amendments to the legislation.

h. Additional amount for later appointments to the Executive Committee and majority required to pass resolutions (Section 13)

The purpose of these additions is to adapt the Articles of Association to reflect amendments to the legislation more precisely.

i. Composition of the Board of Directors (Section 15)

The purpose of these additions is to adapt the Articles of Association to reflect amendments to the legislation.

j. Meetings and minutes of the Board of Directors (Section 17)

The purpose of these additions is to adapt the Articles of Association to reflect amendments to the legislation.

k. Passing of resolutions by the Board of Directors (Section 18)

The purpose of these additions is to adapt the Articles of Association to reflect amendments to the legislation. Furthermore, the Board of Directors can now also utilize the new options for the use of electronic means that were introduced in the revision of the Code of Obligations.

l. Duties of the Board of Directors (Section 19)

The purpose of these additions is to adapt the Articles of Association to reflect amendments to the legislation.

m. Notices to shareholders (Section 29)

New options for communicating via electronic means have been introduced in the revision of the Code of Obligations, so the Articles of Association are being amended to enable these options to be utilized.

n. Linguistic modifications (Sections 5, 12, 16, 20, 23, and 28)

The changes to this provision consist of amendments to the wording and the use of gender-neutral language.

Linguistic modifications have also been made to the aforementioned Sections 6, 8, 9, 10, 11, 15, 17, 18, 21, and 25.

The sections referred to regarding linguistic modifications correspond to the German version of the Articles of Association.

WORDING OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF KOMAX HOLDING AG

1. Corporate name, registered office, and duration of the company

The company Komax Holding AG (Komax Holding SA) (Komax Holding Ltd.), headquartered in Dierikon, Switzerland, is a share corporation („Aktiengesellschaft“) with unlimited duration in accordance with Article 620 et seq. CO.

2. Purpose of the company

¹ The company's purpose is the acquisition, administration, ongoing management and divestment of corporate holdings, particularly in the machinery and electronics sector, as well as the exercising of all functions associated with a holding company, such as central management tasks, controlling and financing, as well as the management of licences, patents and other trademark rights.

² The company may enter into all transactions and conclude all agreements that serve the purpose of the company, or which are directly or indirectly connected with it, establish branches either in Switzerland or abroad, acquire stakes in other companies, or merge with such companies. In particular, it may also acquire and divest real estate.

2a. Sustainability

In carrying out its activities, the company strives to achieve long-term, sustainable value creation.

3. Share capital

The share capital of the company amounts to CHF 513333.30 (in words: five hundred and thirteen thousand, three hundred and thirty-three Swiss francs and thirty Swiss cents) and is divided into 5 133333 registered shares each with a nominal value of CHF 0.10. The shares are fully paid in.

3.a — Authorized share capital

~~Rescinded:~~

3a. Capital band

¹ The company has a capital band ranging from CHF 513333.30 (lower limit) to CHF 564666.60 (upper limit). Within the limits of the capital band, the Board of Directors is empowered to increase the share capital until 12 April 2026, or until the capital band has been fully used, at any time or from time to time and in any (partial) amounts. A capital increase may take place by the issue of up to 513333 fully paid-up registered shares with a nominal value of CHF 0.10 each.

² Within the limits of the capital band, shares may also be issued in the event of a merger, consolidation, takeover, public takeover, or similar transaction.

³ In the event of an issue of new shares, the subscription or acquisition of these shares and any subsequent transfer of shares are subject to Sections 5 and 6 of these Articles of Association.

⁴ If the share capital is increased within the limits of the capital band, the Board of Directors shall, when necessary, determine the issue amount, type of contributions (including payment in cash, contributions in kind, appropriation and conversion of reserves or of a profit carried forward to share capital), the timing of the issue, the conditions for exercising subscription rights, the date on which entitlement to dividends arises, and all other relevant conditions of issue. The Board of Directors may arrange for the company to issue new shares by means of firm underwriting, direct placement, or a similar transaction to financial institutions, a consortium of financial institutions, or another third party with a subsequent offer of these shares to the current shareholders or to third parties (provided that the subscription rights of the current shareholders are excluded or are not being validly exercised). The Board of Directors may approve, allow, restrict, or exclude the trading of subscription rights. The Board of Directors may allow subscription rights that are not validly exercised to expire, or it may place these subscription rights, or shares for which subscription rights have been granted but not validly exercised, at market conditions or otherwise utilize them in the interests of the company.

⁵ In the event of a share issue, moreover, the Board of Directors is empowered, in respect of a maximum of 513 333 shares, to restrict or revoke the subscription right of the current shareholders and allocate it to third parties, individual shareholders, the company, or one of its Group companies:

- a) provided that the shares are used for the acquisition of companies, parts of companies, or participating interests, for financing or refinancing such transactions, or financing new investment projects of the company or of one of its Group companies;
- b) provided that the shares are used for the purpose of expanding the circle of shareholders in connection with listing the shares on a stock exchange or for the participation of strategic partners;
- c) for granting an over-allotment provision (greenshoe) of up to 20% of the shares to be placed or sold to the respective first purchaser or underwriter as part of a share placement or share sale; or
- d) in the case of a national or international (including private) placement of shares on at least market conditions for the purpose of raising equity capital rapidly and flexibly if this would be difficult or on worse conditions were it not for the restriction or exclusion of the subscription right.

⁶ Following a change in the nominal value of the shares, shares must then be issued at the same nominal value as the shares then in existence, within the limits of the capital band.

⁷ The total number of registered shares newly issued from the capital band in accordance with Section 3a of the Articles of Association excluding the shareholders' subscription rights may not exceed 513 333 registered shares up to 12 April, 2026.

4. Contributions in kind ~~and acquisition of assets~~

In the context of the authorized capital increase of 30 August 2022, in accordance with the agreement on contributions in kind and acquisition of assets dated 30 August 2022, the company is taking over from Metall Zug AG, Zug (CHE-101.865.948) 250 000 registered shares of Schleuniger AG, Thun (CHE-100.009.533) and a loan to Schleuniger AG, Thun (CHE-100.009.533) in the amount of CHF 70 367 000, for a total value of CHF 206 367 000. In return, Metall Zug AG is being issued with 1 283 333 new registered shares with a par value of CHF 0.10 each.

~~²In the context of the authorized capital increase of 30 August 2022, in accordance with the agreement on contributions in kind and acquisition of assets dated 30 August 2022, the company is taking over from Metall Zug AG, Zug (CHE-101.865.948) a loan to Schleuniger AG, Thun (CHE-100.009.533) in the amount of CHF 30 633 000 at a price of CHF 30 633 000.~~

5. Form of shares

¹ The registered shares of the company are issued as uncertificated securities subject to Paragraphs 3 and 5 of this Section (in accordance with the Swiss Code of Obligations) and held as book-entry securities (in accordance with the Swiss Federal Act on Securities Held with an Intermediary, BEG).

² Rights of disposal over book-entry securities, including the ordering of collateral, is subject to the Swiss Federal Act on Securities Held with an Intermediary (BEG). If uncertificated shares are transferred by assignment, such transfer requires notification to be provided to the company if it is to be valid.

³ The company may withdraw shares held in book-entry form from the custody system.

⁴ Shareholders may, insofar as they are entered in the share register, request that the company issue a certificate for their registered shares at any time.

⁵ Shareholders have no claim to the printing and delivery of documents. By contrast, the company may elect to issue documents (individual documents, certificates, or global certificates) at any time. Subject to the shareholder's approval, the company may annul issued documents that have been deposited with it.

6. Share register

¹ The Board of Directors maintains a share register in which the names, [e-mail addresses](#) and addresses of owners and beneficiaries of shares are registered. Every shareholder must report to the company any change of domicile for purposes of entry in the share register. The last reported address [or e-mail address](#) of the shareholder shall be considered the legally valid address for correspondence.

² The share register contains the following two headings: „Shareholders without voting rights“ and „Shareholders with voting rights“. Only persons with a valid entry under one of these two headings shall be deemed to be shareholders or beneficial owners vis-à-vis the company. Only these persons may exercise the rights pertaining to their shares vis-à-vis the company, subject to the restrictions set out in ~~Article 6 of~~ the Articles of Association. Non-voting shareholders (shareholders without voting rights) may exercise all property rights, but not the right to vote or rights associated with that of voting. Voting shareholders (shareholders with voting rights) may exercise all rights associated with the share.

³ Following the acquisition of shares, and based on an application for recognition as a shareholder, the acquirer of the shares is viewed as a non-voting shareholder until the company acknowledges them to be a voting shareholder. If the company does not reject the acquirer's application for recognition within 20 days, the acquirer shall be recognized as a voting shareholder.

⁴ The Board of Directors may refuse an acquirer entry in the share register as a shareholder with voting rights if the acquirer does not expressly declare, at the request of the Board, that the shares were acquired in their own name and for their own account. This registration restriction also applies in the case of the acquisition of registered shares through the exercising of subscription rights, option rights or conversion rights.

⁵ After hearing the affected party, the company may delete entries in the share register if such entries occurred in consequence of false statements by the acquirer. The acquirer must be informed of the deletion immediately.

⁶ The thresholds for the mandatory reporting of shareholdings and obligations to submit an offer under stock exchange regulations are determined on the basis of the applicable legislation.

7. Corporate bodies

The corporate bodies of the company are as follows:

- A. the General Meeting
- B. the Board of Directors
- C. the statutory auditors

A. The General Meeting

8. Powers / meetings

¹ The authority of the General Meeting includes the treatment of all matters assigned to it by legislation or by the Articles of Association which do not have to be dealt with by other bodies of the company according to statutory requirements. This includes in particular:

- a) to determine and amend the Articles of Association;
- b) to elect and dismiss:

- ~~the Chairman~~ Chair of the Board of Directors,
 - the individual members of the Board of Directors,
 - the individual members of the Remuneration Committee,
 - an independent voting representative and
 - the statutory auditors;
- c) to approve the management report and the consolidated accounts;
- d) to approve the annual accounts and pass resolution on the allocation of the disposable profit, and in particular to set the dividend and the shares of profits paid to board members;
- ~~e)~~ **e)** to determine the interim dividend and approve the interim account required therefore;
- f) **f)** deciding on the repayment of the statutory capital reserves;
- ~~e)g)~~ **e)g)** the separate approval of the overall amounts of compensation payable to the Board of Directors and the Executive Committee;
- ~~f)h)~~ **f)h)** to discharge the members of the Board of Directors ~~and the external auditors~~;
- i) **i)** to delist the company's equity securities;
- j) **j)** to approve the report on non-financial matters in accordance with Art. 964c CO; and
- ~~g)k)~~ **g)k)** to pass resolutions on matters which are reserved for the General Meeting by law or the Articles of Association, or which have been presented to it by the Board of Directors.

² The ordinary General Meeting shall take place once a year within ~~six~~ **six** months of the close of the financial year.

³ Extraordinary General Meetings are held in the cases prescribed by law, following a resolution by the Board of Directors, or if necessary when convened by the statutory auditors, or if shareholders who ~~individually or collectively represent~~ **individually or collectively have** at least ~~10~~ **5** % of the share capital or **of the votes at their disposal** demand that the Board of Directors call an Extraordinary General Meeting.

⁴ Shareholders who ~~individually or collectively have represent~~ **individually or collectively have** at least ~~1 percent~~ **0.5** % of the share capital **or of the votes at their disposal** can request that items be placed on the agenda for discussion by submitting the proposed motions in writing within the deadline published by the company **or that a proposal regarding an agenda item be included in the notice to attend the General Meeting.**

9. Convocation

¹ The General Meeting is convened by the Board of Directors or via the bodies and persons designated under legislation.

² It must be convened no later than 20 days prior to the chosen date by written letter **or electronically in text form** to the shareholders entered in the share register and by announcement in the official publications designated by the company for notices.

³ The letter of convocation must contain **the date, the time, the nature and location of the General Meeting and, where applicable, the name and address of the independent voting representative. Furthermore, in compliance with the single subject rule and accompanied by**

a short explanation, it must announce the items for discussion and the proposals of the Board of Directors and, where applicable, the proposals of the shareholders ~~who have demanded the meeting or the inclusion on the agenda of a particular topic.~~

⁴ ~~The invitation to the~~No later than 20 days before the day of the meeting, ~~ordinary General Meeting must make reference to the fact that~~ the Annual Report and the Auditors' Report, ~~the minutes of the last General Meeting~~ and the proposals of the Board of Directors for the appropriation of retained earnings are ~~available for the inspection of shareholders at the headquarters of the company and at any branches~~ made electronically accessible to the shareholders.

⁵ The Board of Directors shall make the necessary arrangements for determining voting rights, and stipulate in the invitation to the General Meeting the dates by which shareholders must be entered in the share register in order to be able to exercise their voting rights.

9a. Venue

¹ The Board of Directors determines the venue of the General Meeting.

² The Board of Directors may determine that the General Meeting shall take place simultaneously at different locations, provided that the votes of the participants are instantly transmitted, in audio and video, to all the venues and/or that the shareholders who are not present at the venue or venues of the General Meeting can exercise their rights electronically ("hybrid general meeting").

10. Voting rights and representation

¹ All shareholders entered in the share register are entitled to vote at the General Meeting. Each share entitles the holder to one vote.

² ~~Shareholders~~A shareholder may be represented at the General Meeting on the basis of an electronic or written power of attorney granted to the independent voting representative, by their own legal representative or on the basis of a written power of attorney granted to another authorized person ~~by another shareholder with voting rights or by the independent voting representative on the basis of electronic or written power of attorney.~~ All the shares held by one shareholder must be represented by one person only. The ~~Chairman~~person chairing of the General Meeting shall decide on the permissibility of representation.

11. Passing of resolutions

¹ The General Meeting votes and passes its resolutions with the ~~absolute~~ majority of votes represented, unless prevailing legislation or the Articles of Association contain mandatory provisions under which resolutions have to be passed in a different way.

² A resolution of the General Meeting based on at least two thirds of the voting rights represented and ~~the an absolute~~ majority of the share capital represented is required for:

1. any amendment of the purpose of the company;
2. ~~the creation of voting shares~~
3. ~~restrictions on the transfer of registered shares~~

- ~~4.~~ ~~an authorized or conditional increase in share capital~~
2. the consolidation of shares, unless the consent of all the shareholders concerned is required;
- ~~5-3.~~ a capital increase from equity capital, in return for contributions in kind or by offset with a claim, and the granting of special privileges;~~against contributions in kind, or for the purpose of an acquisition of assets~~
- ~~6-4.~~ the restriction or cancellation of the subscription right;
5. the introduction of contingent capital, the introduction of a capital band or the creation of reserve capital;
6. the conversion of participation certificates into shares;
7. any restriction on the transferability of registered shares;
8. the introduction of shares with preferential right to vote;
9. any change in the currency of the share capital;
10. the introduction of a casting vote for the person chairing the General Meeting;
11. a provision of the Articles of Association on holding the General Meeting abroad;
12. the delisting of the equity securities of the company;
- ~~7-13.~~ the relocation of the seat of the company
14. ~~the introduction of an arbitration clause to the Articles of Association;~~
- ~~8-15.~~ the dissolution of the company;
- ~~9-16.~~ the dismissal of members of the Board of Directors.

³ Elections and the passing of resolutions are typically conducted by electronic ballot. In individual cases, the [Chairman-person chairing the general meeting](#) may order voting to take place by open ballot or in writing.

12. Implementation

¹ The General Meeting shall be chaired by the [Chairman-Chair](#) of the Board of Directors. The General Meeting may elect another chairperson for the day if necessary.

² The Board of Directors shall ensure the orderly keeping of minutes, which are signed by the [Chairman-person chairing the General Meeting](#) and the minute-taker.

³ The [Chairman-Chair](#) shall appoint from those present the minute-taker and tellers, who need not be shareholders in the company.

13. Voting on remuneration

¹ The General Meeting holds a separate vote each year to decide on the overall amount of compensation payable to the Board of Directors and the Executive Committee. This vote is binding.

² The vote in question relates to the coming financial year. In the event of compensation proposals being rejected by the General Meeting, the Board of Directors may put forward new proposals for compensation at the same General Meeting, whereby this resolution must be adopted subject to ~~an absolute~~^a majority of votes cast. Abstentions do not count as votes cast. Alternatively, the Board of Directors may convene an Extraordinary General Meeting for

the purposes of approving previously rejected and newly revised compensation for the Board of Directors and/or the Executive Committee.

³ The additional amount for the compensation of persons who are newly appointed as members of the Executive Committee after the General Meeting has voted on the issue of compensation may not exceed 30% of the total amount of compensation payable to the Executive Committee in accordance with Paragraph 1.

B. The Board of Directors

14. Composition, term of office

¹ The Board of Directors shall consist of three to seven members.

² The members' term of office ends with the conclusion of the next Annual General Meeting. Re-election is permissible.

15. Constitution

¹ With the exception of the ~~Chairman-Chair~~, who is elected by the General Meeting subject to the regulation contained under Paragraph 2, the Board of Directors organizes itself. ~~In particular, it elects a Secretary. The Secretary does not need to be a member of the Board of Directors.~~

² If the office of ~~Chairman-Chair~~ becomes vacant during the term of office (as a result of retirement, death, etc.), the Board of Directors will nominate a new Chairman for the remaining period of office, whereby this person must be an existing member of the Board of Directors.

16. Representation

The authority of the ~~members of the~~ Board of Directors to represent the company externally shall be governed by the entry in the Commercial Register.

17. Meetings, minutes

¹ The Board of Directors shall meet at the ~~Chairman's-Chair's~~ invitation as often as business requires or at the request of an individual member.

² If a member demands the convocation of the meeting, they must submit to the ~~Chairman Chair~~ a proposal giving reasons why the meeting should take place. ~~In this case~~, the ~~Chairman Chair~~ convenes the meeting within 14 days of receiving the request.

³ Minutes shall be taken of the ~~meeting discussions and resolutions passed~~, which must be signed by the ~~Chairman-Chair~~ and the ~~Secretary~~ minute-taker.

18. Passing of resolutions

¹ The ~~presence participation of an absolute~~ a majority of all members of the Board of Directors shall be required to form a quorum. This ~~attendance~~ quorum is not to be observed for resolutions ~~requiring the presence of only one member on the implementation of capital increases.~~

² The resolutions of the Board of Directors are adopted by a majority of votes present. In the event of a tie, the ~~Chairman~~ Chair casts the deciding vote.

³ The Board of Directors can pass its resolutions:

1. at a meeting at a physical venue;
2. by using electronic means; or
3. in writing on paper or electronically, unless a member requests that it be debated orally.

~~by circular letter or telephone conference (subject to written confirmation) if the Chairman deems them to be urgent and no member calls for verbal discussion.~~

19. Duties

¹ The Board of Directors is ultimately responsible for the overall management of the company and exercises oversight and control over executive management. It determines the organizational structure and issues directives for the business policy.

² The authority of the Board of Directors includes all matters not otherwise reserved by legislation, the Articles of Association, other regulations, or another body. In particular, the Board of Directors is responsible for the following tasks:

- a) organizing the accounting, financial control, and financial planning systems as required for management of the company;
- b) appointing and dismissing persons entrusted with managing and representing the company and the nature of their signatures;
- c) overall supervision of the persons entrusted with managing the company, in particular with regard to compliance with the law, articles of association, operational regulations, and directive;
- d) compiling the Annual Report, preparing for the General Meeting, and implementing its resolutions;
- e) preparing the compensation report;
- f) ~~filing an application for a debt restructuring moratorium and~~ notifying the ~~judge~~ court in the event that the company is overindebted;
- g) passing resolutions on supplementary contributions for shares not fully paid in;
- h) resolutions for the approval of capital increases and the resulting amendments to the Articles of Association.

20. Delegation of business management

The Board of Directors may delegate management in whole or part to a committee, to individual members (delegates) or to other natural persons who need not be shareholders (Executive Committee), reserving such duties as may not be delegated or withdrawn (Section 19). In this case, it shall issue organizational regulations which cover the delegated tasks, the bodies responsible and the required reporting.

21. Rights and obligations of Board Directors members of the Board of Directors

¹ Every member of the Board of Directors has the right to request information on the affairs of the company in accordance with Article 715a of the Swiss Code of Obligations.

² The Board of Directors must manage the company with the necessary due diligence and protect the company's interests in good faith.

³ The number of permissible mandates of members of the Board of Directors ~~in the highest management or administrative bodies of legal entities which are obliged to have themselves entered in the Commercial Register or in a corresponding foreign register in comparable roles at other companies with a commercial purpose~~ and which are not controlled by the company or do not control the company ~~shall be 4 additional mandates for listed companies, and 5 additional mandates for non-listed companies, and 5 additional mandates for charitable organizations,~~ is limited to total of nine additional mandates at listed companies and non-listed companies, with the number of additional mandates at listed companies limited to four, as long as this does not involve any breach of statutory provisions and in particular the due diligence obligations of the Board of Directors. Mandates ~~with different companies that belong to the same corporate group in different legal entities that are under common control or under the same beneficial ownership~~ count as a single mandate. Mandates undertaken by a member of the Board of Directors at the behest of a Group company or to exercise an office under public law are not covered by the additional mandate restrictions of this Section. The assumption of mandates other than those stipulated above is permissible without numerical restriction, as long as these mandates are unremunerated and do not interfere with the fulfilment of the obligations of the member of the Board of Directors vis-à-vis the company. The reimbursement of expenses does not count as compensation.

⁴ Members of the Board of Directors do not have any employment agreements with the company.

22. The Remuneration Committee

¹ The Remuneration Committee consists of a maximum of three non-executive members. Only members of the Board of Directors are eligible for election.

² The members' term of office ends with the conclusion of the next Annual General Meeting. Re-election is permissible.

³ If a member leaves the company prior to completing their term of office, the Board of Directors will appoint a replacement from among its number for the remaining period of office.

⁴ The Remuneration Committee draws up its proposal for the compensation of the Board of Directors and Executive Committee with a view to ensuring the sustainable management of the company and in keeping with statutory principles. It subjects this proposal to the Board of Directors for approval.

⁵ The Remuneration Committee is responsible for preparing the annual written compensation report.

⁶ The Board of Directors may assign the Remuneration Committee special tasks in keeping with Paragraph 4 of this Section. It sets out the organization, working methods and reporting duties of the Remuneration Committee in a set of regulations.

C. The statutory auditors

23. Composition, term of office

¹ The General Meeting shall appoint a state-supervised auditing firm to act as statutory auditor in accordance with the provisions of the Auditor Oversight Act (AOA). The independence of the auditor will be ascertained in compliance with Article 728 CO.

² The term of office shall be ~~four~~ **one** year. Re-election is permissible.

24. Duties

The auditors shall be responsible for the duties assigned to them by law. The General Meeting may extend the tasks and powers of the statutory auditors at any time.

25. Compensation

A. Board of Directors

Members of the Board of Directors receive fixed compensation in cash as well as shares and/or options under the company's employee participation programme. When allocating shares and/or options, the following principles are applied:

- The number of allocated shares and/or options is determined by the Board of the Directors following the proposal of the Remuneration Committee.
- The calculated value of the shares and/or options at the time of allocation may not exceed the amount of compensation paid in cash.
- The basis for determining the value of shares and/or options is the corresponding fair market value.
- The Board of Directors sets the relevant lock-up periods (at least three years), whereby these may lapse in the event of a change in control or liquidation of the company, as well as in the event of the invalidity or death of the beneficiary.
- Shares entitle the holder to vote and to receive dividends from the time of allocation.
- Share and option plans may be covered by conditional capital or treasury shares.

B. Executive Committee

¹ Members of the Executive Committee receive fixed compensation in cash and performance-related cash compensation as well as shares and/or options under the company's employee participation programme.

² The Board of Directors sets the performance-related compensation of Executive Committee members according to the following principles:

- The performance bonus is dependent on the Group's performance and the attainment of personal performance targets.
- The Board of Directors sets the figures for determining the Group's performance.
- The Board of Directors agrees personal performance targets with the Executive Committee on an annual basis. These may include strategic, financial, operating and individual objectives. The Board of Directors approves the attainment of targets following the end of the financial year.
- The Board of Directors stipulates the target amount for the performance-related compensation contractually. The target amount may not exceed 50% of the annual fixed compensation. If targets are not attained, the performance-related compensation may fall to zero. If all targets are significantly exceeded, it may go up to a maximum of 100% of the annual fixed compensation.

³ The Board of Directors determines the number of allocated shares, [performance share units](#), and/or options under the employee participation programme according to the following principles:

- The calculated value of the shares, [performance share units](#), and/or options at the time of allocation may not exceed 100% of the annual fixed compensation.
- The basis for determining the value of shares, [performance share units](#), and options is the corresponding fair market value.
- The Board of Directors sets the relevant lock-up periods (at least three years), whereby these may lapse in the event of a change in control or liquidation of the company, as well as in the event of the invalidity or death of the beneficiary.
- Shares entitle the holder to vote and to receive dividends from the time of allocation.
- Share and option plans [as well as performance share units](#) may be covered by conditional capital or treasury shares.
- The Board of Directors may decide to adopt another instrument in the place of the issuance of shares, [performance share units](#), and/or options, specifically if the allocation of shares and/or options is prohibited or complicated by applicable statutory provisions.

C. Pension benefits

The pension benefits of members of the Executive Committee are only paid within occupational domestic and foreign pension plans provided by the company or its Group companies. The benefits for the insured and the employer contributions are solely drawn from the above-mentioned plans and/or corresponding regulations.

26. Executive Committee

¹ The number of permissible mandates of members of the Executive Committee in ~~comparable roles at other companies with a commercial purpose~~ ~~the highest management or administrative bodies of legal entities which are obliged to have themselves entered 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 2 additional mandates for listed companies, and 2 additional mandates for non-listed companies, and 5 additional mandates for charitable organizations;~~ is limited to a total of four additional mandates at listed and non-listed companies, with the number of additional mandates at listed companies limited to two, as long as this does not involve any breach of statutory provisions and in particular the applicable due diligence obligations and the duty of loyalty. ~~Mandates in different legal entities that are under common control or under the same beneficial ownership with different companies that belong to the same corporate group~~ count as a single mandate. Mandates undertaken by a member of the Executive Committee at the behest of a Group company are not covered by the additional mandate restrictions of this Section. Executive Committee members must not accept any of the above-mentioned mandates without the prior written approval of the Board of Directors. The assumption of mandates other than those stipulated above is permissible without numerical restriction, as long as these mandates are unremunerated and do not interfere with the Executive Committee member's fulfilment of ~~his~~their obligations vis-à-vis the company. The reimbursement of expenses does not count as compensation.

² ~~The duration of contracts~~ notice period for open-ended contracts that form the basis for compensation for members of the Executive Committee shall amount to ~~for open-ended contracts~~ a maximum of ~~12~~twelve months. There are no contracts of fixed duration.

³ ~~Post-contractual non-competition clauses must be commercially justified and may not exceed the maximum duration of three years. The total compensation paid for a post-contractual non-competition clause may not exceed the latest annual compensation payments made to this member before their departure and may in no circumstances exceed the average compensation for the last three financial years.~~

27. Annual accounting

¹ The financial statements of the company shall be closed on a date set by the Board of Directors.

² The annual financial statements, consisting of the income statement, balance sheet and notes, shall be drawn up in accordance with the provisions of the Swiss Code of Obligations, in particular, Article 662a et seq. and Article 958 et. seq., and in accordance with the generally accepted commercial principles and customary practice of the industry.

28. Distribution of profits

¹ Subject to the statutory provisions regarding the distribution of profits, in particular Article 671 et seq. CO, the balance sheet profit may be appropriated by the General Meeting at its discretion.

² The dividend may be determined only after the appropriate allocations to statutory reserves have been made in accordance with applicable legislation. Any dividends that have not been collected within ~~5~~**five** years of their allocation shall be forfeited to the company.

29. Official publications

¹ The official publication for company notices is the Swiss Official Gazette of Commerce. The Board of Directors may also designate additional forms of publication.

² Company notices to shareholders may be validly made in compliance with the statutory defaults, by publication in the Swiss Official Gazette of Commerce or sent by letter or in electronic text form to the contact details of the shareholder or of their authorized representative as shown in the most recent entry in the share register. ~~In the cases prescribed by law, notices may also be sent by letter to shareholders whose addresses are registered in the share register.~~

30. Dissolution and liquidation

In the event of the company being dissolved, the provisions of the Swiss Code of Obligations shall apply to the liquidation process.

31. Place of jurisdiction

The sole place of jurisdiction for any disputes arising out of and in connection with the corporate relationship is the place of the company's registered office.

The notes on the amendment of the Articles of Association are also available in German.
The original German-language version is the only binding version.

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