



# Organisational regulations

# Organisational regulations Swiss Prime Site AG

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3.0	VR	07.11.2024	07.11.2024	Adjustment to new company law and statutes
4.0	VR	11.12.2024	11.12.2024	Number of BoD members, limitation of term of office

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# 1 Purpose

The Organisational Regulations define the duties and responsibilities of the governing bodies of Swiss Prime Site AG and the Swiss Prime Site Group and govern their cooperation.

# 2 Basic Principles

Based on Art. 17 para. 2 of the Articles of Association, the Board of Directors of Swiss Prime Site AG issues these Organisational Regulations.

# 3 Organs

In addition to the General Meeting of Shareholders and the auditors, the company has the following governing bodies and representatives:

- A. Board of Directors
- B. Chairman of the Board of Directors (Chairman)
- C. Executive Board

# A Board of Directors

## 4 Constitution, elections and committees

The Annual General Meeting elects the Chairman of the Board of Directors. If the office of Chairman is vacant, the Board of Directors appoints a Chairman from among its members until the end of the next ordinary General Meeting.

The Board of Directors consists of at least three members and should not exceed nine members.

The Board of Directors elects the Vice Chairman and the Secretary, who need not be a member of the Board of Directors, from among its members each year.

The Board of Directors submits election proposals to the General Meeting of Shareholders that ensure a competent composition of the Board of Directors and an appropriate diversity of its members and that the majority consists of members who have never been a member of the Board of Directors or were a member of the Board of Directors more than three years ago and who have no or only relatively minor business relationships with the company. It also takes into account the fact that the Board of Directors includes both female and male members.

The Annual General Meeting elects the members of the Nomination and Compensation Committee (NCC) on an annual basis; the Board of Directors appoints a chairperson from this committee. If one or more members resign or if the Nomination and Compensation Committee is not complete, the Board of

Directors may appoint members from among its members until the end of the next Annual General Meeting.

The Board of Directors may assign the preparation and implementation of its resolutions and the monitoring of transactions to other standing or ad hoc committees. In addition to the Nomination and Compensation Committee (NCC), the Board of Directors appoints the Investment Committee (AC), the Audit Committee (AC) and the Sustainability Committee (SC) as standing committees. The committees have the right to submit proposals to the Board of Directors in an advisory capacity. The Board of Directors decides on the proposals of its committees.

The regulations for the committees include provisions on their composition, tasks and competences and are issued by the Board of Directors.

## 5 Tasks

The Board of Directors is responsible for all matters that are not delegated to another body by law, the Articles of Association, the organisational regulations or the regulations for the committees. In performing its duties, the Board of Directors is guided by the objective of sustainable corporate development. In application of Art. 17 para. 2 of the Articles of Association, the Board of Directors delegates the management of the company to the Executive Board in accordance with the organisational regulations. The Board of Directors regulates the details of the investment policy in the company's investment regulations.

In particular, the Board of Directors has the following non-transferable and irrevocable duties and competences:

- a. the overall management of the company and the issuing of the necessary directives;
- b. the determination of the organisation;
- c. the organisation of the accounting system, financial control and financial planning;
- d. appointing and dismissing the persons entrusted with the management and representation of the company and regulating signatory powers;
- e. the ultimate supervision of the persons entrusted with the management of the company, in particular with regard to compliance with the law, articles of association, regulations and directives;
- f. the preparation of the annual report and the remuneration report and, if applicable, the report on non-financial matters as well as the preparation of the General Meeting and the implementation of its resolutions;
- g. passing resolutions on changes to the share capital, insofar as this is within the competence of the Board of Directors, determining changes to capital, preparing the capital increase report and making the corresponding amendments to the Articles of Association (including cancellations);
- h. non-transferable and irrevocable duties and powers of the Board of Directors in accordance with the Merger Act;
- i. the submission of an application for a debt-restructuring moratorium and the notification of the court in the event of over-indebtedness;
- j. all other non-transferable and irrevocable duties of the Board of Directors provided for by law or the Articles of Association.

## 6 Further decision-making authorisations

- a. The Board of Directors decides on the basis of a proposal by the Executive Board on:
  1. the business policy, strategy and long-term objectives as well as the financial and risk policy (approval of the risk report);
  2. the issuance and early cancellation of bonds as well as other fundraising and debt financing if they are outside the approved financial and risk policy as well as the financing of major projects in accordance with the authority regulations;
  3. the legal challenge of General Meeting resolutions that violate the law or the Articles of Association;
  4. the election and dismissal of members of the Executive Board;
  5. the annual objectives, the annual budgets and the investment budgets, the annual financial statements including the consolidated financial statements and the principles for valuations, depreciation and amortisation and provisions;
  6. the Executive Board Regulations;
  7. the establishment and dissolution of employee pension schemes.
- b. The following transactions of Swiss Prime Site AG and group companies (i.e. subsidiaries and associated companies controlled by capital or voting rights) are subject to the approval of the Board of Directors:
  1. investments in investments, properties, participations and securities as well as the corresponding divestments in accordance with the authorisation regulations;
  2. the conclusion and cancellation of contracts in accordance with the rules of competence;
  3. the active initiation of legal proceedings (ordinary proceedings or arbitration) and the conclusion of settlements in accordance with the authorisation regulations.

## 7 Main tasks of the standing committees

The Nomination and Remuneration Committee deals with all Board of Directors' business relating to the nomination of the highest executive body (members of the Executive Board of the Group companies) and proposals for members of the Board of Directors and remuneration.

The Audit Committee deals with all Board of Directors' business relating to financial management (such as accounting, financial control and financial planning), assurance (risk management, internal control system, compliance and internal audit), external auditing and other Board of Directors' business requiring specific financial expertise (e.g. relating to taxes and distribution policy).

The Investment Committee deals with all Board of Directors' business relating to real estate and real estate investments as well as other Board of Directors' business requiring specific real estate expertise.

The Sustainability Committee deals with all Board of Directors' business relating to sustainable management and other Board of Directors' business requiring specific sustainability expertise.

## 8 Reporting

The Executive Board informs the Board of Directors at each meeting about the current course of business, deviations from the budget, important business transactions and important development projects.

After the end of the respective reporting period, the Executive Board must submit interim reports to the members of the Board of Directors without delay on at least a quarterly basis, containing statements on the course of business and the risk situation. Extraordinary events must be reported immediately.

For all transactions to be submitted to the Board of Directors, Executive Board generally prepares a written report containing a proposal for the Board of Directors' decision. It provides verbal information on the progress of these transactions and prepares a written final report on important projects.

The Executive Board may delegate all or part of the reporting to the Chief Executive Officer (CEO) or members of the Executive Board for their area.

The CEO and, if he is unable to do so, another member of the Executive Board inform the Chairman of the Board of Directors and, in his absence, the Vice-Chairman immediately of important business transactions that are significant either financially, in terms of reputation or for other reasons, even outside the regular reporting process. The Chairman of the Board of Directors or the Vice Chairman decides immediately when and how the entire Board of Directors is to be informed.

## 9 Right to information and inspection

Each member of the Board of Directors may request information on all matters relating to Swiss Prime Site AG and the Swiss Prime Site Group.

At meetings, all members of the Board of Directors and the persons entrusted with the management of the company are obliged to provide information.

Outside of meetings, any member may, with the authorisation of the Chairman, request information from the Executive Board about the course of business and also about individual transactions.

Insofar as it is necessary for the fulfilment of a task, each member may request the Chairman to be presented with books and files.

If the Chairman rejects a request for information, consultation or inspection, the Board of Directors shall decide.

## 10 Convening/meeting

The Board of Directors meets at the invitation of the Chairman, or in his absence by the Vice Chairman, or in his absence by another member of the Board of Directors, as often as business requires, but at least once a quarter.

Meetings are convened by the Chairman at least 10 days in advance in writing (letter or e-mail) and include the date, time, place and agenda items. The relevant documents should be enclosed with the invitation whenever possible.

Each member of the Board of Directors is entitled to request the Chairman to convene a meeting immediately, stating the reason.

Deviations from the aforementioned formal requirements are permitted with the consent of three quarters of all members of the Board of Directors.

## 11 Agenda

The Chairman determines the agenda after consulting the Executive Board.

Each member of the Board of Directors may request that an item be placed on the agenda, provided that this is requested in writing at least 14 days before the meeting.

As a rule, valid resolutions can only be passed on items on the agenda unless all members of the Board of Directors are present and vote in favour of a resolution.

## 12 Ordinary resolution

The Board of Directors is quorate if the majority of its members are present. No quorum is required for the adjustment and declaratory resolutions of the Board of Directors in connection with capital changes.

The Board of Directors passes its resolutions by a majority of the votes cast. In the event of a tie, the Chairman has the casting vote.

Resolutions may also be passed in writing or by electronic means, provided that no member requests an oral debate. They are to be included in the minutes of the Board of Directors.

## 13 Protocol

Minutes are kept in German of the discussions and resolutions of the Board of Directors. The minutes are sent to the members of the Board of Directors and approved at the following meeting. After approval, the minutes must be signed by the Chairman and the Secretary.

## 14 Participation of the Executive Board

As a rule, the members of Executive Board attend the meetings of the Board of Directors in an advisory capacity. They withdraw from meetings if the Chairman so orders.

## 15 Compensation

The Board of Directors decides on the proposals regarding the remuneration of the Board of Directors, which are submitted to the General Meeting for approval.



In doing so, it takes into account the fixed remuneration to be determined according to the workload and responsibility as well as the expected extraordinary work of the members of the Board of Directors.

## 16 Limitation of term of office

The members of the Board of Directors stand down after a maximum of 15 years in office.

# B Chairman of the Board of Directors

## 17 Function

The Chairman convenes the meetings of the Board of Directors. He chairs the meetings and, together with the Vice Chairman or another member of the Board of Directors, performs legal acts that correspond to the competences of the Board of Directors by law, the Articles of Association or these regulations.

He liaises with the CEO on other representations in the interests of the company.

If the office of Chairman is vacant, the Vice Chairman assumes the function and duties of the Chairman until a Chairman is appointed by the Board of Directors in accordance with Art. 4.

In principle, the Chairman cannot simultaneously fulfil the function of CEO. The right is reserved for the same person to fulfil these two functions on an interim basis in extraordinary situations.

## 18 Tasks

The Chairman prepares the resolutions of the General Meeting of Shareholders and the Board of Directors and ensures that they are implemented.

He supervises the persons entrusted with the management of the company, in particular with regard to compliance with the law, the Articles of Association, regulations and directives.

It supports the CEO in representing the company. The associated public relations work is generally carried out by the CEO and, in important cases, agreed in advance with the Chairman.

# C Executive Board

## 19 Organisation

In accordance with the law, the Articles of Association and the organisational regulations, the Board of Directors delegates the management of the Company to the Executive Board.

The Executive Board consists of the CEO and the CFO as well as the CEOs of the group companies of Swiss Prime Site Immobilien AG and Swiss Prime Site Solutions AG. The CFO is the deputy of the CEO in his absence.

## 20 Executive Board Regulations

In accordance with the Executive Board Regulations, the Executive Board may delegate all or part of the management duties assigned to it to individual members of the Executive Board or to third parties.

The Board of Directors issues the group management regulations at the request of the Executive Board.

## 21 Tasks of the Executive Board

The Executive Board makes management decisions that are important for the existence and development of Swiss Prime Site AG and the Swiss Prime Site Group, unless they fall within the remit of another body of the company.

The Executive Board is responsible in particular for

- a. the management of Swiss Prime Site AG and the Swiss Prime Site Group;
- b. operational corporate planning and the promotion of the overall interests of Swiss Prime Site AG and the Swiss Prime Site Group;
- c. developing the corporate strategy for the attention of the Board of Directors and implementing the strategy approved by the Board of Directors.

## 22 Tasks of the CEO

The CEO is responsible in particular for

- a. the management of the Executive Board;
- b. coordinating and managing the members of the Executive Board and the functional unit heads who report to him;
- c. keeping the Board of Directors and the Chairman of the Board of Directors informed in a timely and appropriate manner in accordance with Art. 8;
- d. representing the company in important matters in consultation with the Chairman;
- e. issuing directives within the framework of the general guidelines issued by the Board of Directors;
- f. the appointment and dismissal of employees, insofar as this does not fall within the remit of the Board of Directors;
- g. determining the salaries and fringe benefits of employees in consultation with the Nomination and Compensation Committee.

## 23 Urgent business

In the event of particular urgency in terms of time and circumstances, the CEO may, with the approval of the Chairman, take legal action that goes beyond his powers and cannot be delayed; in this case, he shall request the subsequent approval of the Board of Directors by circular letter or at the next meeting without delay.

## 24 Public relations

The CEO is responsible for informing the authorities, the media and third parties about Swiss Prime Site AG and the Swiss Prime Site Group.

He is authorised to commission experts to provide information on a case-by-case basis.

# D General information

## 25 Group companies

Transactions within subsidiaries and associated companies that are of significance for the course of business of Swiss Prime Site AG and the Swiss Prime Site Group are submitted to the relevant bodies of Swiss Prime Site AG for orientation, preliminary consultation or preliminary decisions, subject in all cases to Art. 6 of these Organisational Regulations.

The representatives of Swiss Prime Site AG must comply with the instructions of the responsible bodies of Swiss Prime Site AG when exercising their functions in the subsidiaries and associated companies.

## 26 Authorisation to sign

Swiss Prime Site AG and the group companies should only be able to be bound by the joint signature of two persons.

## 27 Confidentiality / Conflicts of interest

The deliberations of the Board of Directors, the committees and the Executive Board are confidential.

Facts and information relating to Swiss Prime Site AG or the Swiss Prime Site Group of which the members of the Board of Directors and the Executive Board become aware in the course of their duties are considered confidential and may not be utilised outside the governing bodies of Swiss Prime Site AG and the Swiss Prime Site Group.

Confidentiality also applies to the preliminary discussion of business outside the company's governing bodies.

The members of the Board of Directors and the Executive Board must organise their personal and business relationships in such a way that conflicts of interest with the company are avoided. If a conflict of interest nevertheless arises, the member of the Board of Directors or Group Management concerned must inform the Chairman of the Board of Directors and step aside. In cases of doubt, the Board of Directors decides whether a conflict of interest exists. The person concerned abstains from voting. Anyone with interests that conflict with those of the company or who has to represent such interests on behalf of third parties must abstain from voting.

Transactions between the company and members of governing bodies or parties related to them are subject to the principle of conclusion on third-party terms; they are approved with the parties concerned abstaining from voting. If necessary, a neutral expert opinion is ordered.

## 28 File return

Upon leaving the company, all company files must be returned and electronic and physical access, access and subscription rights revoked; for members of the Board of Directors, with the exception of those files that are necessary for a member to be able to retrace their personal actions at any time.

## 29 Enactment

The revised organisational regulations enter into force on 7 November 2024.

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