

# Articles of Association of Swiss Prime Site AG

The original of this articles of association are written in German.  
The original German text is the effective official version.

## Section 1 Company, registered office, duration and purpose

### Article 1

Company,  
registered office  
and duration

- 1 Under the company name «Swiss Prime Site AG», there exists, for an indefinite period, a company limited by shares as defined in these Articles of Association and the provisions of Art. 620 et seqq. of the Swiss Code of Obligations (CO).
- 2 The Company's registered office is in Zug/ZG.

### Article 2

Purpose

- 1 The purpose of the Company is the direct or indirect holding of investments in companies of any sort, in particular of companies with their registered office in Switzerland. The purpose of the Company also includes the direct or indirect holding of investments in companies with their registered office abroad. The Company may establish undertakings in Switzerland and abroad, have majority or minority holdings in existing companies, and finance these companies.
- 2 Furthermore, the Company may carry out all commercial transactions and legal acts that are intended or suitable to develop the Company or to promote or facilitate the Company's purpose. To achieve its purpose, the Company may use third party financing.
- 3 The Company may establish branches in Switzerland and abroad.
- 4 In the pursuit of its purpose, the Company shall strive to generate long-term, sustainable value.

## Section 2 Share capital and shares

### Article 3

Share capital

The share capital of the Company is CHF 153 437 208.00, divided into 76 718 604 registered shares with a nominal value of CHF 2.00 each. All shares are fully paid up.

### Article 3a

Capital band

- 1 The Company has a capital band of between CHF 145 765 348.00 (floor) and CHF 168 780 928.00 (ceiling). The Board of Directors has the authority, within the scope of the capital band, to increase or reduce the share capital once or several times and in any amounts or to acquire or sell shares directly or indirectly until 21 March 2028 or until the earlier expiry of the capital band. The capital increase or reduction may be effected by issuing up to 7 671 860 fully paid-up registered shares with a nominal value of CHF 2.00 each, or by cancelling up to 3 835 930 registered shares with a nominal value of CHF 2.00 each, or by increasing or reducing the nominal values of the existing registered shares within the scope of the capital band.
- 2 Where shares are issued, subscriptions, acquisitions and subsequent transfers of the shares shall be subject to the restrictions of Art. 5 of these Articles of Association.
- 3 If the share capital is increased within the scope of the capital band, the Board of Directors shall determine, to the extent necessary, the timing of the issue of the new shares, their issue price, the type of contributions (including cash contributions, contributions in kind, offsetting and conversion of reserves, or profit carried forward to the share capital), the conditions for exercise of the subscription rights and when entitlement to a dividend begins. In doing so, the Board of Directors may issue new shares through underwriting by a bank, banking syndicate or another third party and a subsequent offer to the existing shareholders or third parties

(provided that the subscription rights of the existing shareholders are cancelled or not validly exercised). The Board of Directors may permit, restrict or exclude trading in subscription rights. Subscription rights not validly exercised can be utilised by the Board of Directors in the interests of the Company.

- 4 If shares are issued, the Board of Directors may restrict or cancel the shareholders' subscription rights and allocate them to third parties, to the Company or to one of its group companies where the shares are used:
  - 1) to acquire companies, portions of companies, equity interests or real estate or to finance or refinance such transactions; or
  - 2) to raise equity capital in a quick and flexible manner that would not be possible or would only be possible with difficulty or at significantly worse conditions without excluding the subscription rights of the existing shareholders; or
  - 3) to expand the Company's shareholder base in certain financial or investor markets, for the participation of strategic partners including financial investors or in connection with the listing of new shares on domestic or foreign stock exchanges.
- 5 After a change in nominal value, new shares within the scope of the capital band are to be issued with the same nominal value as the existing registered shares.
- 6 If the share capital increases due to an increase from conditional share capital pursuant to Art. 3b of these Articles of Association, the ceiling and the floor of the capital band shall increase in accordance with the size of the increase in the share capital.
- 7 If the share capital is reduced within the scope of the capital band, the Board of Directors shall, to the extent necessary, determine the use of the reduction amount.

#### **Article 3b**

##### Conditional capital

- 1 The share capital of the Company will be increased by up to CHF 12 455 490.00 by issuing a maximum of 6 227 745 fully paid-up registered shares, each with a nominal value of CHF 2.00, by exercising options and/or conversion rights granted in connection with bonds or similar issues of the Company or group companies.
- 2 The shareholders' subscription rights are excluded. The acquisition of registered shares through the exercise of option or conversion rights and the further transfer of registered shares are subject to the transfer restrictions pursuant to Art. 5 of the Articles of Association.
- 3 The Board of Directors may decide to restrict or exclude the shareholders' advance subscription rights in order to:
  - 1) finance or refinance the acquisition of companies, divisions thereof, or shares, or new investment projects of the Company; or
  - 2) issue options or convertible bonds on international capital markets.
- 4 To the extent that advance subscription rights are excluded
  - 1) bonds shall be offered to the public at market conditions;
  - 2) the exercise period of the option rights shall be no more than five years and the exercise period for conversion rights shall not exceed ten years from the date the bonds are issued; and
  - 3) the strike price in respect of the new shares shall be determined at minimum in accordance with the market price at the time the bonds are issued.

#### **Article 3c**

##### Exclusion of subscription rights or advance subscription rights

Until 21 March 2028 or the earlier expiry of the capital band, the total number of newly issued shares issued (i) from the capital band pursuant to Art. 3a of these Articles of Association with restrictions on or cancellation of subscription rights and (ii) from the conditional share capital pursuant to Art. 3b of these Articles of Association with restrictions on or cancellation of subscription or advance subscription rights may not exceed 7 671 860 new shares.

Share title

**Article 4**

- 1 Subject to paragraph 2, the Company's registered shares are issued as uncertificated securities (in the sense of the Swiss Code of Obligations) and intermediated securities (in the sense of the Federal Intermediated Securities Act).
- 2 Following registration in the share register, shareholders may at any time request that the Company issue a certificate in respect of their shares. However, a shareholder is not entitled to request printing and delivery of share certificates. The Company may, however, at any time print and deliver certificates (individual share certificates, certificates or global certificates) for registered shares and may, subject to the shareholder's approval, annul previously issued certificates that have been returned to the Company without replacing them. The Company may withdraw registered shares structured as intermediated securities from the relevant depository.
- 3 Intermediated securities based on registered shares of the Company may not be transferred by assignment. No collateral may be provided for these intermediated securities by way of assignment.

Share register  
and registration  
restrictions

**Article 5**

- 1 A share register is kept for the registered shares, in which the owners and usufructuaries are entered with their surname, given name, place of residence, address and nationality (in the case of legal entities: the registered office). In the event of a change of place of residence, the Company must be notified in writing of the new place of residence, failing which the former place of residence continues to be relevant for the purpose of the relationship with the Company. The Company only acknowledges as shareholders or usufructuaries those persons/entities entered in the share register. The Company only acknowledges one beneficiary per share.
- 2 Upon request, those acquiring registered shares are entered into the share register as shareholders with voting rights 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 the corresponding shares and that they bear the economic risk associated with the shares. Art. 685d para. 3 CO remains reserved.
- 3 Following consultation with the registered shareholder, the Board of Directors may delete, with retroactive effect as of the date of the entry, an entry from the share register that was based on false information. The respective shareholder must be informed immediately about the deletion.
- 4 The Board of Directors takes the necessary steps and makes the necessary arrangements in order to comply with the above provisions.
- 5 The Board of Directors is entitled to refuse the admission of foreign purchasers of registered shares as shareholders with voting rights to the extent that and as long as their recognition could prevent the Company from filing the evidence regarding the composition of the shareholders required under federal laws.

## **Section 3 Debt**

### **Article 6**

Debt

By resolution of the Board of Directors, the Company may issue secured and unsecured bonds, including in particular convertible bonds and bonds with warrants, and issue guarantees or provide security for bonds issued by subsidiaries.

## **Section 4 Organisation of the Company**

Organs

### **Article 7**

The Company's organs are:

- a) the general meeting;
- b) the Board of Directors;
- c) the statutory auditor;
- d) other organs, if any, designated by the Board of Directors in accordance with the organisational regulations.

## **A. General meeting**

### **Article 8**

Powers

The general meeting is the supreme governing body of the Company. It has the following non-transferable powers:

- 1) stipulation and amendment of the Articles of Association;
- 2) election and removal of the members of the Board of Directors, its Chairman, the members of the Compensation Committee and the statutory auditor;
- 3) election of the independent proxy;
- 4) approval of the Annual Report and annual financial statements and of the consolidated financial statements, the Compensation Report and report on non-financial issues;
- 5) approval of the annual financial statements and resolution on the appropriation of the balance sheet profit, in particular with regard to determining the dividend;
- 6) determination of the interim dividend and approval of the interim accounts required for this purpose;
- 7) adoption of the resolution on the repayment of the statutory capital reserve;
- 8) approval of the fixed and variable compensation of the Board of Directors and the Executive Board according to section 5 of the Articles of Association;
- 9) discharge of the members of the Board of Directors and the Executive Board;
- 10) delisting of the Company's shares;
- 11) adoption of resolutions concerning any matter reserved by law or by the Articles of Association for the general meeting or submitted to it, subject to Article 716a CO, by the Board of Directors.

Deadline

**Article 9**

- 1 The Annual General Meeting shall take place each year within six months of the end of the financial year.
- 2 Extraordinary general meetings are convened as often as necessary, in particular in the cases prescribed by law.
- 3 Extraordinary general meetings shall be convened by the Board of Directors within six weeks if shareholders who together hold at least five percent of the share capital or votes request in writing that such a meeting be convened, stating the agenda items and the motions, and in the case of elections, the names of the proposed candidates. In particular, such shareholders are entitled to request that the Board of Directors calculates and presents the Company's or group's net asset value (NAV) during the general meeting.
- 4 Shareholders who together hold at least 0.25% of the share capital or votes may request that an item be put on the agenda or a motion on an agenda item be included in the notice of a meeting. Such a request must be made in writing at least 40 days before the meeting, stating the agenda item and the motion or motions.

Convening

**Article 10**

- 1 The general meeting shall be convened by the Board of Directors or, if necessary, by the statutory auditor.
- 2 The general meeting shall be convened no less than 20 days before the date of the meeting in the manner provided for in Art. 37 of these Articles of Association. The notice of a general meeting shall state the following:
  - 1) date, start, nature and location of the general meeting;
  - 2) agenda items;
  - 3) motions of the Board of Directors, including brief reasons;
  - 4) any shareholder motions, including brief reasons;
  - 5) name and address of the independent proxy.
- 3 Subject to the provisions regarding universal meetings of shareholders, no resolutions can be passed on matters not thus announced, other than regarding a motion to convene an extraordinary general meeting or to conduct a special investigation. Motions proposed after convening or during the general meeting may be allowed for discussion if the general meeting so decides. However, resolutions in relation to such motions may not be made until the next general meeting.
- 4 However, no prior notification is required for submitting motions in the context of agenda items and discussing matters without passing a resolution.
- 5 The Annual Report, the Compensation Report and the corresponding audit report, the report on non-financial issues, the auditor's report and the group audit report must be made available no less than 20 days before the Annual General Meeting.

Venue

**Article 10a**

- 1 The Board of Directors determines the venue of the general meeting.
- 2 The Board of Directors may determine that the general meeting shall be held at different venues simultaneously, provided that the votes of the participants are transmitted directly (as both picture and sound) to all meeting venues and provided that shareholders who are not present at the venue or venues of the general meeting may exercise their rights electronically.
- 3 Alternatively, the Board of Directors may provide for the general meeting to be held electronically without a meeting venue.

Chair and  
minutes

**Article 11**

- 1 The Chairman of the Board of Directors or, in the absence of the Chairman, the Vice-chairman or another member of the Board of Directors or another chair elected for the meeting by the general meeting shall chair the general meeting.
- 2 The Chair designates the minute-taker and the tellers, who need not be shareholders.
- 3 The Board of Directors is responsible for the minutes, which must be signed by the Chair and the minute-taker.
- 4 The resolutions and election results shall be made available electronically within 15 days of the general meeting stating the exact proportions of votes; any shareholder may request that the minutes be made available to them within 30 days of the general meeting.

Voting rights  
and adoption  
of resolutions

**Article 12**

- 1 Each share entitles its holder to one vote.
- 2 Representation by proxy at the general meeting is only permissible with a written proxy. The Chair of the general meeting decides on the recognition of proxies. The Board of Directors may specify procedural requirements relating to participation, representation and issuing instructions. The Board of Directors ensures that shareholders can also issue proxies and instructions to the independent proxy electronically.
- 3 The general meeting passes its resolutions and carries out its elections with a majority of the votes represented, unless law or the Articles of Association specify otherwise. In the event of a tie, the Chair has the casting vote.
- 4 Elections and resolutions are effected in an open ballot or electronically, unless the general meeting decides on a written ballot or election or the Chair orders such a ballot or election. The Chair may always have an open or electronic election or ballot repeated as a written election or ballot if, in the Chair's opinion, there are doubts as to the result of the vote. In such a case, the previous open or electronic election or vote is considered not to have occurred.
- 5 If the minimum number of members of the Board of Directors is not reached after the first ballot, the Chair shall order a second ballot in which the relative majority of the votes cast shall decide.

Independent proxy

**Article 13**

- 1 The Company elects the independent proxy for a term of one year until the end of the following Annual General Meeting. Re-election is permitted.
- 2 The general meeting can remove the independent proxy with effect from the end of the general meeting.
- 3 If the independent proxy ceases to be available, the Board of Directors shall appoint a new independent proxy for the next general meeting. Voting instructions already given remain valid, unless a shareholder expressly instructs otherwise.
- 4 The independent proxy may be represented by a deputy at the general meeting. The proxy remains fully responsible for the fulfilment of their duties.
- 5 The independent proxy is obliged to exercise the voting rights they represent according to the instructions. If the independent proxy has not received any instructions, they shall abstain from voting.

- Special quorum**
- Article 14**
- A resolution of the general meeting with at least two-thirds of the votes represented and a majority of the nominal share value represented is required for:
- a) amendment of the Company's purpose;
  - b) consolidation of shares;
  - c) creation of voting stock;
  - d) the restriction of the transferability of registered shares and the removal of such restriction;
  - e) capital increases by way of conversion of equity, against contribution in kind or by offsetting against a receivable, as well as the granting of special benefits;
  - f) the introduction of conditional capital or a capital band;
  - g) the conversion of participation certificates into shares;
  - h) the restriction or cancellation of subscription rights;
  - i) a change to the currency of the share capital;
  - j) a provision in the Articles of Association for holding the general meeting abroad;
  - k) the delisting of the Company's shares;
  - l) the introduction of an arbitration clause in the Articles of Association;
  - m) change of the Company's registered office;
  - n) dissolution of the Company without liquidation;
  - o) dissolution of the Company with liquidation;
  - p) conversion of bearer shares into registered shares;
  - q) conversion of registered shares into bearer shares;
  - r) the removal of restrictions in the Articles of Association regarding the adoption of resolutions at the general meeting pursuant to items o, p and q above.

## B. Board of Directors

- Election and term of office**
- Article 15**
- 1 The Board of Directors consists of at least three members.
  - 2 The Chairman of the Board of Directors, the other members of the Board of Directors and the members of the Compensation Committee are elected individually by the general meeting for a term of office of one year until the end of the next Annual General Meeting. Re-election is permitted.

- Composition**
- Article 16**
- 1 The Board of Directors constitutes itself subject to the provisions of the law and the Articles of Association. The Board of Directors elects the Vice-chairman from among its members and can appoint a secretary, who does not need to be a member of the Board of Directors.
  - 2 If the Chairman is unable to complete his term of office, the Board of Directors shall elect one of its members chairman ad interim for the remainder of the term.

Duties and powers

**Article 17**

- 1 The Board of Directors is responsible for the ultimate management of the Company and for the supervision of the Executive Board. It represents the Company externally and handles all matters not reserved for another organ of the Company by law, the Articles of Association or regulations.
- 2 The Board of Directors may delegate the management of the Company, in whole or in part, to one or several of its members or to third parties (Executive Board). In such cases, the Board of Directors issues organisational regulations and makes the respective contractual relationships.
- 3 The Board of Directors controls the details of the investment policy in the Company's investment regulations.
- 4 The Board of Directors has the following non-transferable and irrevocable duties:
  - 1) overall management of the Company and issuing the necessary directives;
  - 2) establishment of the organisational framework;
  - 3) frameworks for accounting, financial controls and financial planning;
  - 4) appointment and dismissal of the persons entrusted with the management and representation of the Company; regulation of signatory powers;
  - 5) supervision of the persons entrusted with the management of the Company, in particular with regard to compliance with applicable laws, the Articles of Association, regulations and directives;
  - 6) preparation of the Annual Report and Compensation Report and, if applicable, the report on non-financial issues; preparation of the general meeting and the execution of its resolutions;
  - 7) passing of resolutions on changes to the share capital, insofar as this is within the competences of the Board of Directors, the determination of changes in capital, the preparation of the capital increase report and making the corresponding amendments to the Articles of Association (including deletions);
  - 8) the duties and powers of the Board of Directors that are non-transferable and irrevocable pursuant to the Merger Act;
  - 9) filing of a petition for a debt-restructuring moratorium and notification of the court in the event of over-indebtedness;
  - 10) all other non-transferable and irrevocable duties assigned to the Board of Directors by law or by the Articles of Association.
- 5 The Board of Directors may delegate the preparation and execution of its resolutions and the supervision of business activities to committees or individual members.
- 6 The Board of Directors may, at the expense of the Company, bring in advisers for individual meetings or transactions or assign them as experts to its committees.

Convening, minutes

**Article 18**

The Board of Directors shall meet at the invitation of the Chairman or the request of a member. Minutes of the proceedings and resolutions shall be kept and shall be signed by the Chairman and the minute-taker.

Adoption of resolutions

**Article 19**

- 1 The Board of Directors is quorate if the majority of its members is present. No quorum is required for the Board of Directors to make amending or declaratory resolutions relating to changes in capital.
- 2 The Board of Directors adopts its resolutions by a majority of the votes cast. In the event of a tie, the Chair has the casting vote.
- 3 Resolutions may also be passed in writing or electronically, unless a member requests verbal deliberations. They shall be recorded in the minutes of the Board of Directors.



Additional  
activities

**Article 20**

- 1 The members of the Board of Directors may hold no more than ten additional mandates outside the group, and no more than four of these may be in listed entities.
- 2 The members of the Executive Board may hold no more than five additional mandates outside the group, and no more than one of these may be in a listed entity.
- 3 Several mandates within the same group of companies and mandates associated with membership of the Board of Directors or the Executive Board or of a supreme management or supervisory organ (including in pension funds, joint ventures and legal entities in which a significant interest is held) are considered to be a single mandate. Work for non-profit associations, organisations and foundations is not subject to any restrictions.
- 4 Mandates are deemed to be mandates in comparable roles at other companies with a commercial purpose.

Compensation  
Committee

**Article 21**

- 1 The Compensation Committee consists of at least three members of the Board of Directors. The members of the Compensation Committee are elected individually by the general meeting for a term of office of one year until the end of the next Annual General Meeting. Re-election is permitted. Should one or more members withdraw, or should the Compensation Committee not be completely filled, the Board of Directors may appoint members from among its own members until the end of the next Annual General Meeting.
- 2 The Board of Directors appoints the Chair of the Compensation Committee from among the Compensation Committee's members and issues regulations defining the Compensation Committee's tasks, taking into account Swiss law and the Articles of Association.
- 3 Subject to the powers of the general meeting, the Compensation Committee has the following duties:
  - 1) submitting proposals to the Board of Directors with regard to establishing guidelines, performance targets and assessment criteria for the fixed and variable compensation, subject to Swiss law and the Articles of Association;
  - 2) evaluating the achievement of targets for calculating the variable compensation;
  - 3) submitting proposals to the Board of Directors with regard to setting the maximum amounts to be proposed to the general meeting for the fixed compensation for the members of the Board of Directors and the fixed and variable compensation for the members of the Executive Board;
  - 4) verifying compliance with the guidelines for compensation pursuant to Swiss law, the Articles of Association, regulations and the resolutions of the general meeting relating to compensation;
  - 5) proposal of the Compensation Report;
  - 6) carrying out all other activities assigned to it by Swiss law, the Articles of Association or regulations.

Contracts

**Article 22**

- 1 The agreements determining the compensation for the members of the Board of Directors and the Executive Board may be of fixed or unlimited term. The maximum duration of fixed-term contracts is one year. Renewal is permitted. The notice period for unlimited agreements may not exceed one year.
- 2 The agreements referred to in para. 1 may stipulate post-contractual non-competition clauses with a duration of up to twelve months. The compensation may not exceed the amount of the last fixed annual compensation paid in proportion to the duration of the non-competition clause, but in any case must not exceed the average of the compensation of the last three financial years.

Right to sign

**Article 23**

The signatory powers of the members of the Board of Directors and of other persons authorised to represent the Company are determined by the entry in the commercial register.

## **C. Statutory auditor**

Election and  
term of office

### **Article 24**

The general meeting annually elects an auditor who fulfils the relevant qualified legal requirements.

Duties

### **Article 25**

The duties, rights and obligations of the statutory auditor are defined by the provisions of Swiss law.

Special statutory  
auditor

### **Article 26**

For a term of office of not more than three years, the general meeting may elect a special statutory auditor who provides the audit confirmations required for capital increases.

## **Section 5**

### **Compensation**

#### **A. Compensation of the Board of Directors**

Compensation  
components

### **Article 27**

- 1 The members of the Board of Directors receive fixed compensation for their work.
- 2 Additional compensation may be paid for committee memberships and special tasks or assignments.
- 3 For work in legal entities controlled directly or indirectly by the Company, and for mandates that are part of the functions of a member of the Board of Directors (Art. 20 para. 3), the respective legal entities may pay compensation to the members of the Board of Directors if such compensation comes within the maximum amount approved by the general meeting.
- 4 The compensation may be paid entirely in cash or in restricted or unrestricted shares of the Company.
- 5 To the extent permitted by law, the Company may provide advances to, insure, or indemnify members of the Board of Directors for any losses suffered in connection with lawsuits, trials or settlements relating to their work for the Company.

Approval

**Article 28**

- 1 The general meeting approves the maximum amount of compensation for the members of the Board of Directors for the respective current financial year with binding effect each year at the Annual General Meeting.
- 2 If the general meeting refuses approval, the Board of Directors may submit new motions for approval at the same general meeting. If the Board of Directors does not submit new motions or if the general meeting also rejects the new proposals, the Board of Directors may convene a new general meeting.
- 3 The actual amounts of compensation paid shall be reported in the Compensation Report. The compensation report shall be presented to the general meeting for a consultative vote.

**B. Compensation of the executive management**

Compensation components

**Article 29**

- 1 Members of the Executive Board receive fixed annual compensation for their work, plus performance-based variable compensation.
- 2 In the case of work in legal entities controlled directly or indirectly by the Company and for work that is part of the functions of a member of the Executive Board (Art. 20 para. 3), these legal entities may pay compensation to the members of the Executive Board, provided that such compensation comes within the maximum amount approved by the general meeting or within the additional amount pursuant to Art. 31 para 3.
- 3 To the extent permitted by law, the Company may indemnify members of the Executive Board for any losses suffered in connection with lawsuits, trials or settlements relating to their work for the Company and may advance corresponding amounts and take out insurance.

Variable compensation

**Article 30**

- 1 The performance-based variable compensation for members of the Executive Board is based on quantitative and individual targets that are in the Company's and the shareholders' long-term interest, defined annually by the Board of Directors.
- 2 The performance-based variable compensation for members of the Executive Board may be paid in cash or partly in restricted or unrestricted shares in the Company.

#### **Article 31**

- 1 The general meeting approves the maximum amount of compensation, comprising both fixed and variable compensation, for the members of the Executive Board for the respective current financial year with binding effect each year at the Annual General Meeting.
- 2 If the general meeting refuses approval, the Board of Directors may submit new motions for approval at the same general meeting. If the Board of Directors does not submit new proposals or if the general meeting also rejects the new motions, the Board of Directors may convene a new general meeting.
- 3 In the case of the appointment of new members of the Executive Board after approval by the general meeting, the additional amount per new member is 150% of the highest compensation paid to a member of the Executive Board in the financial year preceding the last Annual General Meeting. No approval by the general meeting is required for such additional compensation.
- 4 The actual amounts of compensation paid shall be reported in the Compensation Report. The Compensation Report shall be presented to the general meeting for a consultative vote.

### **Section 6 Accounting**

#### **Article 32**

Financial year The Board of Directors determines the financial year.

#### **Article 33**

Annual Report For each financial year, the Board of Directors produces an Annual Report that comprises the annual financial statements (consisting of the income statement, the balance sheet and the notes), the yearly report or management report, the consolidated financial statements, the Compensation Report and the report on non-financial issues.

#### **Article 34**

Appropriation of the net profit 1 The annual profits reported in the annual balance sheet are to be appropriated pursuant to the provisions of Art. 671 et seqq. CO.  
2 Subject to statutory provisions, the remaining balance of the annual profits and any profits carried forward from earlier financial years are at the disposal of the general meeting.

## **Section 7**

### **Final provisions**

#### **Dissolution of the Company**

#### **Article 35**

The general meeting may at any time resolve the dissolution of the Company in accordance with the provisions of the law and the Articles of Association.

#### **Liquidation**

#### **Article 36**

- 1 Liquidation shall be carried out in accordance with Swiss law, in particular Art. 739 et seqq. CO.
- 2 The powers of the general meeting shall continue to apply during liquidation, subject to the restriction specified in Art. 739 CO. In particular, the liquidation account is subject to approval by the general meeting.
- 3 The liquidation is executed by the Board of Directors, unless the general meeting appoints third parties as liquidators.

#### **Announcements and notices to shareholders**

#### **Article 37**

- 1 The Company's organ of publication is the Swiss Official Gazette of Commerce.
- 2 Communications to registered shareholders may, at the option of the Board of Directors, be made in the Swiss Official Gazette of Commerce or made by any means which allows proof by text.

Zug, 21 March 2023