

Report of the Board of Directors on the Revision of the Articles of Association

A. Overview

1. Introductory Remarks

On June 19, 2020, the Swiss Parliament adopted a revision of the corporate law ("Corporate Law Reform"), which entered into force on January 1, 2023 (subject to certain transitional provisions). The Corporate Law Reform primarily aims to modernize Swiss corporate law and strengthen shareholder rights.

The new Swiss corporate law provides for a transitional period of two years during which Swiss companies have to amend their corporate documents to reflect the changes in the law. Accordingly, the Board of Directors proposes to the shareholders to revise the Articles of Association at the Annual General Meeting 2023. In addition, the Board of Directors took this opportunity to propose a few additional updates to the Articles of Association as further set out in this report.

The proposed amendments to the Articles of Association are grouped by thematic categories and submitted to the Annual General Meeting for approval under four separate agenda items. This overview explains the proposed amendments and is followed by a comparison of the revised provisions of the Articles of Association, as proposed by the Board of Directors, and the current provisions of the Articles of Association. References in this overview are to the proposed revised Articles of Association.

In case of discrepancies between the English and the German version of the Articles of Association, the German version shall prevail.

2. Purpose (Agenda Item 9.1)

The Board of Directors proposes to add an additional paragraph to Article 2 regarding the Company's purpose. The additional paragraph shall emphasize the Company's strong commitment to sustainability in the pursuit of its activities and align the Company's purpose with its sustainability efforts. The Board of Directors, therefore, proposes to explicitly state its commitment to creating long-term, sustainable value in the Articles of Association.

3. Shares and Share Register (Agenda Item 9.2)

Under agenda item 9.2, the Board of Directors proposes to amend Articles 4, 6 and 6a in order to align the aforementioned provisions with the revised wording of the new corporate law and to allow for more flexibility regarding the legal and technological basis of its shares. For this purpose, the possibility to issue tokenized shares in the form of securities based on the distributed ledger technology shall be included in the Articles of Association. Although the Board of Directors does currently not intend to issue shares in such form, it believes that it is in the interest of the Company and its shareholders to have this option for the future.

Furthermore, the Board of Directors proposes to clarify that shareholders are entitled to request a written confirmation of their shareholdings but not to have their membership certified in an actual security certificate. This provision is common in Switzerland and also reflective of the Company's efforts in recent years to introduce a modern, cost-efficient fully electronic share and share register structure (cf. Article 4).

The proposed amendments under this agenda item further aim at modernizing and simplifying communication with shareholders. Under the revised law, companies may communicate with their shareholders by electronic means. The proposed revised Article 6 reflects this and clarifies that communications shall be deemed to have been validly made if sent to the contact information entered in the share register.

The proposed amendment to Article 6 para. 3 and the corresponding change in Article 6a mirror the amended wording of the revised law.

4. Shareholder Rights, General Meeting of Shareholders, Reserves, Means of Publication and Notices (Agenda Item 9.3)

The Corporate Law Reform aims to strengthen shareholder rights by, among other things, lowering the thresholds for exercising certain shareholder rights. Pursuant to the revised law, shareholders holding 0.5% of the share capital or voting rights may request that an agenda item or a proposal relating to an agenda item be included in the invitation. Also, shareholders may grant a proxy to any third party (and no longer only to another shareholder). The proposed revised Articles 7 and 12 para. 3 reflect these changes. The remaining amendments to Article 12 para. 3 also reflect the new law.

The Corporate Law Reform not only strengthens existing shareholder rights but also expands the powers of the general meeting of shareholders. The Board of Directors proposes to update Article 17 accordingly, mirroring the new law.

The Corporate Law Reform provides for the possibility of holding the general meeting of shareholders at different locations and introduces the possibility to hold the general meeting as a hybrid event (*i.e.*, shareholders who are not present at the venue of the general meeting can participate and exercise their rights by electronic means) or virtually (*i.e.*, by electronic means without a physical venue). Although the Board of Directors does currently not plan to hold virtual or hybrid general meetings, it proposes to implement the corresponding basis in Article 12 para. 4 to provide for additional flexibility in case of changed circumstances, such as a pandemic. This seems especially critical to the Board of Directors as the Covid Ordinance, which had allowed Swiss corporations to hold general meetings during the pandemic without the in-person attendance of shareholders, expired at year-end 2022. Should a virtual meeting be held, the Board of Directors would ensure that shareholders have the same rights when participating electronically as they would have at a general meeting with in-person attendance.

Under the new law, listed companies must make available the resolutions and election results electronically within 15 days of a general meeting, stating the exact proportion of votes. In addition, any shareholder may request that the minutes be made available to them within 30 days

after the general meeting. For purposes of transparency, the Board of Directors proposes to incorporate these new statutory requirements in Article 14 para. 4 of the Articles of Association.

In the context of this revision of the Articles of Association, the Board of Directors also proposes to update certain provisions, such as Article 15 para. 2 regarding the voting procedure, to reflect 'medmix' practice in recent years.

The proposed amendments to Article 15 paras. 1 and 4 and Article 16 reflect the wording of the revised corporate law. They do not entail any change in substance. The same applies to the proposed amendment to Article 36 regarding the appropriation of profit and reserves.

The revised law allows for more flexibility with regard to communication with shareholders and publications. Whilst the Swiss Official Journal of Commerce will continue to be the official means of publication of the Company, the Board of Directors proposes to allow the Company to make use of more flexible and modern communication means, such as by e-mail, to the extent shareholders opt for this option (cf. Article 12 para. 2 and Article 38).

5. Board of Directors, Compensation, Agreements with Members of the Board of Directors and the Executive Committee, Mandates Outside the Group (Agenda Item 9.4)

The Board of Directors proposes to make use of the current revision of the Articles of Association to amend certain provisions regarding the Board of Directors. This includes an addition to Article 18 para. 1 as well as Article 22 paras. 2 and 3 regarding the composition and quorum of the Board of Directors as well as an addition to Article 19, according to which the Board of Directors shall appoint a vice chairperson, a practice it already adheres to today. The Board of Directors also proposes to align its duties, listed in Article 21, with the wording of the revised law. Furthermore, the new law expressly states that board resolutions may be taken in electronic form (e.g., by e-mail, board portal, electronic messages, etc.). To allow the Board of Directors to benefit from this flexibility, Article 22 para. 5 should be amended accordingly.

One objective of the Corporate Law Reform has been to transfer the provisions formerly contained in the Ordinance Against Excessive Compensation in Public Corporations into ordinary federal law in the Swiss Code of Obligations. The majority of the provisions, which entered into force in January 2014, remain unchanged. Some provisions have been altered. The Board of Directors proposes to amend the Articles of Association to reflect these changes. This affects Article 30, according to which a supplementary amount of compensation may be used also for promotions within the Executive Committee (e.g., CFO to CEO). With the entry into force of the new law, it is no longer permissible to use such supplementary amount for promotions within the Executive Committee. Furthermore, the revised law stipulates that compensation for non-compete undertakings may in no event exceed the average compensation of the last three financial years. Consequently, Article 32 should be amended accordingly. Finally, the Board of Directors proposes to adjust Article 33 to reflect the revised definition of "mandates" under the new law, which is broader than it used to be under the old regulation.

B. Proposed Revised Provisions of the Articles of Association Compared with the Current Version

1. Agenda Item 9.1: Purpose (Article 2)

The Board of Directors proposes to amend the Company's purpose in Article 2 as shown below:

Current Version	Version as proposed by the Board of Directors (changes in bold italics)
Art. 2	Art. 2
<i>[paras. 1 – 2 remain unchanged]</i>	<i>[paras. 1 – 2 remain unchanged]</i>
<i>[new para. 3]</i>	<i>In pursuing its purpose, the Company strives to create long-term, sustainable value.</i>

2. Agenda Item 9.2: Shares and Share Register (Articles 4, 6 and 6a)

The Board of Directors proposes to amend Articles 4, 6 and 6a as shown below:

Current Version	Version as proposed by the Board of Directors (changes in bold italics)
Art. 4	Art. 4
The Company shall issue its registered shares in the form of individual or collective certificates or securities. The Company may, insofar as is legally permissible, convert any registered shares issued in any one of the aforementioned forms at any time without the consent of the shareholders. It shall bear the related costs.	The Company shall issue its registered shares <i>as uncertificated securities pursuant to Art. 973c or 973d CO, as intermediated securities in the sense of the Federal Act on Intermediated Securities, or</i> in the form of individual or collective certificates or securities . The Company may, insofar as is legally permissible, convert any registered shares issued in any one of the aforementioned forms at any time without the consent of the shareholders. It shall bear the related costs.

The shareholder is not entitled to request that registered shares issued in a specific form be converted into another form. Each shareholder may however at any time request that the Company issue a written confirmation for the shares held by the shareholder pursuant to the entry into the share register.

[para. 3 remains unchanged]

Art. 6

For registered shares, a register is kept at the offices of the Company, in which the name, domicile and address of the shareholders and usufructuaries are to be entered.

[para. 2 remains unchanged]

The entry in the register is conditional upon proof of the proper transfer of the shares. The Company may further refuse to register an acquirer in the share register as shareholder with voting rights if such acquirer, upon demand, does not explicitly certify that he acquired and shall hold the shares in his own name and for his own account.

The shareholder is not entitled to request that registered shares issued in a specific form be converted into another form. ***The certification of the membership of a shareholder in the form of a security is excluded.*** Each shareholder may however at any time request that the Company issue a written confirmation for the shares held by the shareholder pursuant to the entry into the share register.

[para. 3 remains unchanged]

Art. 6

The Company shall maintain, itself or through a third party, a share register for the registered shares that lists the name, domicile and address of the shareholders and usufructuaries. A person registered in the share register shall notify the share registrar of any change in contact information. Communications from the Company shall be deemed to have been validly made if sent to the shareholder's or authorized delivery agent's contact information last registered in the share register.

[para. 2 remains unchanged]

The entry in the register is conditional upon proof of the proper transfer of the shares. The Company may further refuse to register an acquirer in the share register as shareholder with voting rights if such acquirer, upon demand, does not explicitly certify that he acquired and shall hold the shares in his own name and for his own account, ***that there is no agreement on the redemption of the relevant shares and that he bears the economic risk associated with the shares.***

Art. 6a

The Board of Directors shall record persons who fail to expressly declare in the registration application that they hold the shares for their own account ("Nominees") with the right to vote in the share register, provided that the Nominee is subjected to recognized banking and financial market supervision and has entered into an agreement with the Board of Directors with regard to his position, the share capital held by the Nominee does not exceed 3% of the share capital registered in the commercial register, and the Nominee discloses the names, addresses and number of shares of the persons for whose account the Nominee holds 0.5% or more of the share capital registered in the commercial register. The Board of Directors is authorized to record shares of Nominees with voting rights beyond these thresholds, to the extent all other requirements are fulfilled.

[paras. 2 – 3 remain unchanged]

Art. 6a

The Board of Directors shall record persons who fail to expressly ~~declare in the registration application that they hold the shares for their own account~~ **make the declarations pursuant to Article 6 para. 3 of these Articles of Association** ("Nominees") with the right to vote in the share register, provided that the Nominee is subjected to recognized banking and financial market supervision and has entered into an agreement with the Board of Directors with regard to his position, the share capital held by the Nominee does not exceed 3% of the share capital registered in the commercial register, and the Nominee discloses the names, addresses and number of shares of the persons for whose account the Nominee holds 0.5% or more of the share capital registered in the commercial register. The Board of Directors is authorized to record shares of Nominees with voting rights beyond these thresholds, to the extent all other requirements are fulfilled.

[paras. 2 – 3 remain unchanged]

3. Agenda Item 9.3: Shareholder Rights, General Meeting of Shareholders, Reserves, Means of Publication and Notices (Articles 7, 12, 14, 15, 16, 17, 36 and 38)

The Board of Directors proposes to amend Articles 7, 12, 14, 15, 16, 17, 36 and 38 as shown below:

Current Version

Version as proposed by the Board of Directors (changes in **bold italics**)

Art. 7

[para. 1 remains unchanged]

Art. 7

[para. 1 remains unchanged]

A shareholder may only be represented by his legal representative, another shareholder with the right to vote or the independent proxy. All shares held by one shareholder may be represented by only one representative.

[paras. 3 – 5 remain unchanged]

Art. 12

[para. 1 remains unchanged]

The convening of the Shareholders Meeting shall take place at least 20 days prior to the day of the meeting by publication in the Swiss Official Journal of Commerce.

The invitation shall state the items on the agenda and the proposals of the Board of Directors and, where applicable, the proposals of the shareholders who have requested the Shareholders Meeting or that an item be included on the agenda. Shareholders whose combined shareholdings represent an aggregate par value of at least 2% of the share capital may request that an item be included on the agenda of a Shareholders Meeting. Such inclusion must be requested in writing at least 2 months prior to the meeting and shall specify the agenda items and proposals of such shareholder(s).

A shareholder may ~~only~~ be represented **at the Shareholders Meeting** by his legal representative, ~~another shareholder with the right to vote by means of a written power of attorney to any other proxy, who does not need to be a shareholder,~~ or the independent proxy. All shares held by one shareholder may be represented by only one representative.

[paras. 3 – 5 remain unchanged]

Art. 12

[para. 1 remains unchanged]

The convening of the Shareholders Meeting shall take place at least 20 **calendar** days prior to the day of the meeting **by publication in the Swiss Official Journal of Commerce pursuant to Article 38 of these Articles of Association.**

The invitation shall state the **date, beginning, mode and venue of the Shareholders Meeting, the items on the agenda and the proposals of the Board of Directors (together with a brief statement of the reasons)** and, where applicable, the proposals of the shareholders who have requested the Shareholders Meeting or that an item be included on the agenda **(together with a brief statement of the reasons), and the name and address of the independent proxy.** Shareholders **who, alone or together, whose combined shareholdings** represent an aggregate par value of at least **20.5%** of the share capital **or the votes** may request that an item be included on the agenda **or that a proposal relating to an agenda item be included in the**

~~invitation of a Shareholders Meeting.~~ Such inclusion must be requested in writing at least 2 months prior to the meeting and shall specify the agenda items and proposals of such shareholder(s).

[new para. 4]

The Board of Directors shall determine the venue of the Shareholders Meeting. The Board of Directors can determine that the Shareholders Meeting be held simultaneously at different locations, provided that the contributions of the participants are transmitted directly in video and audio to all venues and/or that shareholders who are not present at the venue(s) of the Shareholders Meeting may exercise their rights by electronic means. Alternatively, the Board of Directors may also provide that the Shareholders Meeting be held by electronic means without a venue.

Art. 14

Art. 14

[paras. 1 – 3 remain unchanged]

[paras. 1 – 3 remain unchanged]

[new para. 4]

The resolutions and election results shall be made available electronically within 15 calendar days after the Shareholders Meeting, stating the exact proportion of votes. Each shareholder may request that the minutes be made available to him within 30 calendar days after the Shareholders Meeting.

Art. 15

Art. 15

The Shareholders Meeting shall pass its resolutions and carry out its elections upon an absolute majority of the votes represented, unless the law or the Articles of Association provide otherwise.

The Shareholders Meeting shall pass its resolutions and carry out its elections upon ~~a~~ **absolute** majority of the votes represented, unless the law or the Articles of Association provide otherwise.

Elections and votes at the Shareholders Meeting shall take place openly as a rule. Written votes and elections shall take place, if the Chairman so rules or the majority of the shareholders present so request. The chair of Shareholders Meeting may also arrange for resolutions and elections to be carried out by electronic means. Resolutions and elections carried out by electronic means are deemed to have the same effect as secret ballots.

[para. 3 remains unchanged]

In elections, if the first ballot fails to result in an election and more than one candidate is standing for election, the chair of the Shareholders Meeting shall order a second ballot in which a relative majority shall be decisive.

Art. 16

Amendments to the Articles of Association require a majority of at least two thirds of the votes represented; increases in corporate capital are carried out, however, upon an absolute majority of the votes represented. The dissolution or merger of the Company can only be decided upon if at least half the shares issued are represented at the Shareholders Meeting and two thirds thereof vote in favour of the corresponding proposal.

[para. 2 remains unchanged]

The chair of the Shareholders Meeting shall determine whether resolutions and elections are to be decided by open ballot, in writing or electronically.

[para. 3 remains unchanged]

In elections, if the first ballot fails to result in an election and more than one candidate is standing for election, the chair of the Shareholders Meeting shall order a second ballot in which a ~~relative~~ **relative** majority **of the votes cast (i.e., irrespective of any abstentions)** shall be decisive.

Art. 16

Amendments to the Articles of Association require a majority of at least two thirds of the votes represented; increases in corporate capital are carried out, however, upon ~~an absolute~~ **absolute** majority of the votes represented. The dissolution or merger of the Company can only be decided upon if at least half the shares issued are represented at the Shareholders Meeting and two thirds thereof vote in favour of the corresponding proposal.

[para. 2 remains unchanged]

Art. 17

The Shareholders Meeting is the supreme organ of the Company. It has the following non-transferable powers:

[nos. 1 – 4 remain unchanged]

5. to approve the compensation of the Board of Directors and of the executive management pursuant to Article 29 of these Articles of Association;

6. to discharge the members of the Board of Directors and of the executive management;

7. to pass resolutions regarding issues which are reserved to the Shareholders Meeting by law or by the Articles of Association.

Art. 36

5% of the annual profits are to be allocated to the general reserve fund until this reserve fund amounts to 20% of the paid-up share capital.

Art. 17

The Shareholders Meeting is the supreme organ of the Company. It has the following non-transferable powers:

[nos. 1 – 4 remain unchanged]

5. to determine interim dividends and to approve of the interim financial statements required for this purpose;

6. to resolve on the repayment of the statutory capital reserve;

57. to approve the compensation of the Board of Directors and of the executive management pursuant to Article 29 of these Articles of Association;

68. to discharge the members of the Board of Directors and of the executive management;

9. to delist the Company's equity securities;

10. to approve the report on non-financial matters pursuant to Art. 964c CO; and

711. to pass resolutions regarding issues which are reserved to the Shareholders Meeting by law or by the Articles of Association.

Art. 36

The Shareholders Meeting shall resolve on the allocation of the profit as shown on the balance sheet in accordance with applicable law. The Board of Directors shall

submit its proposals to the Shareholders Meeting.

Subject to the statutory provisions, the remaining profits as shown on the balance sheet may be allocated by the Shareholders Meeting at its discretion; it may appropriate the profits to build further reserves, in particular to create special reserve funds.

IX. Announcements and Notices

Art. 38

The announcements of the Company are published in the Swiss Official Journal of Commerce (Schweizerisches Handelsamtsblatt). The Board of Directors is at any time authorized to designate further publication organs.

Notices to registered shareholders in those cases prescribed by law shall take place in writing to the shareholder's address last known to the Company.

4. Agenda Item 9.4: Board of Directors, Compensation, Agreements with Members of the Board of Directors and the Executive Committee, Mandates Outside the Group (Articles 18, 19, 21, 22, 30, 32 and 33)

The Board of Directors proposes to amend Articles 18, 19, 21, 22, 30, 32 and 33 as shown below:

Current Version

Version as proposed by the Board of Directors (changes in **bold italics**)

In addition to the reserves required by law, and subject to applicable law, the Shareholders Meeting may create other reserves.

IX. ~~Announcements~~ ***Means of Publication*** and Notices

Art. 38

The ~~announcements~~ ***official means of publication*** of the Company ~~are published in~~ ***shall be*** the Swiss Official Journal of Commerce (Schweizerisches Handelsamtsblatt). The Board of Directors is at any time authorized to designate further publication organs.

Notices by the Company to the shareholders may, at the election of the Board of Directors, be validly given by publication in the Swiss Official Journal of Commerce or in a form that can be evidenced by text.

Art. 18

The Board of Directors consists of three members at the least and seven members at the most.

[paras. 2 – 4 remain unchanged]

Art. 19

[para. 1 remains unchanged]

It appoints a Secretary who need not be a member of the Board of Directors.

Art. 21

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

[nos. 1 – 5 remain unchanged]

6. the preparation of the business report and the compensation report as well as the Shareholders Meeting and the carrying out of the resolutions adopted by the Shareholders Meeting;

Art. 18

The Board of Directors consists of three members at the least and seven members at the most. **Shareholders that are subject to sanctions by the United States of America or the Swiss Confederation, which prevent or materially impede business activities or financial transactions of those shareholders in those countries, are only allowed to propose for election a minority of the members of the Board of Directors as long as they are subject to those sanctions. The members proposed by such shareholders shall be identified as such in the public minutes of the Shareholders Meeting.**

[paras. 2 – 4 remain unchanged]

Art. 19

[para. 1 remains unchanged]

It appoints **a Vice-Chairman as well as** a Secretary who need not be a member of the Board of Directors.

Art. 21

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

[nos. 1 – 5 remain unchanged]

6. the preparation of the business report **and**, the compensation report **and, if applicable, the report on non-financial matters pursuant to Art. 964c CO** as well as the Shareholders Meeting and the carrying out

of the resolutions adopted by the Shareholders Meeting;

7. the notification of the judge if liabilities exceed assets.

Art. 22

[para. 1 remains unchanged]

The Board of Directors represents a quorum if at least half its members are present. Resolutions are passed upon the majority of the votes cast. In case of a tie, the chairman of the meeting shall have the casting vote.

[para. 4 remains unchanged]

7. **the submission of a petition for debt-restructuring moratorium and the notification of the ~~judge~~-court** if liabilities exceed assets; **and**

8. **other powers and duties reserved to the Board of Directors by law or these Articles of Association.**

Art. 22

[para. 1 remains unchanged]

The Board of Directors represents a quorum if at least half its members are present **and if, in accordance with Article 18, the majority of the members present are not representatives of a shareholder subject to sanctions pursuant to Article 18.**

No attendance quorum shall be required for resolutions of the Board of Directors providing for the amendment and ascertainment of capital changes.

Resolutions are passed upon the majority of the votes cast. In case of a tie, the chairman of the meeting shall have the casting vote.

Resolutions may also be passed in writing by circular resolution **or electronically**, unless a member requests an oral discussion.

[new para. 6 remains unchanged]

Art. 30

The Company or companies controlled by it shall be authorized to pay to each person who becomes a member of the executive management or is being promoted within the executive management after the Shareholders Meeting has approved the compensation a supplementary amount during the compensation period(s) already approved if the compensation already approved is not sufficient to cover his compensation. The supplementary amount per compensation period shall in total not exceed 40% of the maximum aggregate amount of compensation for the executive management last approved.

Art. 30

The Company or companies controlled by it shall be authorized to pay to each person who becomes a member of the executive management ~~or is being promoted within the executive management~~ after the Shareholders Meeting has approved the compensation a supplementary amount during the compensation period(s) already approved if the compensation already approved is not sufficient to cover his compensation. The supplementary amount per compensation period shall in total not exceed 40% of the maximum aggregate amount of compensation for the executive management last approved.

Art. 32

[paras. 1 – 2 remain unchanged]

Non-compete agreements for the time after termination of an employment agreement are permissible. Their duration shall not exceed one year. Their consideration shall not exceed the last total annual target compensation such member was entitled to prior to termination.

Art. 32

[paras. 1 – 2 remain unchanged]

Non-compete agreements for the time after termination of an employment agreement are permissible. Their duration shall not exceed one year. Their consideration shall not exceed the last total annual target compensation such member was entitled to prior to termination **and shall in no event exceed the average of the compensation of the last three financial years.**

Art. 33

[paras. 1 – 2 remain unchanged]

Not subject to these limitations are:

- a) mandates in companies which are controlled by the Company or which control the Company;

Art. 33

[paras. 1 – 2 remain unchanged]

Not subject to these limitations are:

- a) mandates in companies which are controlled by the Company or which control the Company;

- b) mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or of the executive management may hold more than ten such mandates;
- c) mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations. No member of the Board of Directors or of the executive management may hold more than ten such mandates.

Mandates shall mean mandates in the supreme governing body of a legal entity which is required to be registered in the commercial register or a comparable foreign register. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed one mandate.

- b) mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or of the executive management may hold more than ten such mandates;
- c) mandates in associations, **charitable** organizations, foundations, trusts and employee welfare foundations. No member of the Board of Directors or of the executive management may hold more than ten such mandates.

Mandates shall mean mandates in **comparable functions at other enterprises with an economic purpose** ~~the supreme governing body of a legal entity which is required to be registered in the commercial register or a comparable foreign register~~. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed one mandate.

