Organisational Regulations of

Investis Holding SA

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I. Basis. Purpose. Scope

Article 1

Basis

These organisational regulations (the "**Organisational Regulations**") are based upon article 716 of the Swiss Code of obligations ("**CO**"), article 716*b* CO and article 16 of the Articles of Association of Investis Holding SA (the "**Company**").

Article 2

Purpose

The purpose hereof is to regulate the governance of the Company and its subsidiaries (each a "**Group Company**", together the "**Group**"). These Organisational Regulations (i) define the governance functions, (ii) describe the duties and competences of the corporate bodies in the context of the governance of the Company and the other Group Companies, and (iii) set out the principles regarding the manner in which the various corporate bodies carry out their tasks and cooperate for the governance of the Group.

Article 3

Scope

These Organisational Regulations apply to the organisation, duties and competences of the following corporate bodies of the Company:

(a) Board of Directors;

(b) Chairman of the Board of Directors;

(c) Committees of the Board of Directors;

(d) Chief Executive Officer;

(e) Chief Financial Officer.

II. Board of Directors

Article 4

Organisation

[1] Subject to article 17 of the Articles of Association, the Board of Directors organises itself.

[2] It may designate one Vice-Chairman among its members.

[3]It appoints a secretary, who shall not necessarily be a member of the Board of Directors

Article 5

Meetings

[1] The Board of Directors meets upon calling by the Chairman of the Board of Directors, as often as required by the business of the Company, but at least four times a year.

[2] Meetings may be held by way of a telephone or audio-visual conference.

[3] Every member of the Board of Directors is entitled to request that a meeting of the Board of the Directors be called by the Chairman of the Board of Directors. Such request shall be presented in writing and shall indicate the reasons for the calling of the meeting. If the Chairman of the Board of Directors does not proceed with the calling of the meeting within three business days from the request, the requesting member of the Board of Directors is entitled to call the meeting.

[4] Every member of the Board of Directors is entitled to request that a determined object of discussion be included in the order of business of the next ordinary meeting of the Board of Directors.

Article 6

Calling

[1] Calling of a meeting of the Board of Directors:

(a) shall be made by letter, facsimile or email, at least ten days in advance; in case of emergency or with the consent of all members of the Board of Directors, the deadline may be shorter and/or may be made by other convenient means of communication;

(b) shall indicate the date, time and place of the meeting, as well as the order of business;

(c) shall, as the case may be, comprise the attachments necessary for the members of the Board of Directors to adequately prepare for the meeting.

[2] If all members of the Board of Directors attend the meeting and unanimously agree, exceptions to the above formalities may be made. In particular, matters may be decided even if they have not been included in the order of business.

[3] If the order of business exclusively consists in the implementation of a capital increase (including the decision regarding the capital increase report) and the amendment of the Articles of Association associated therewith, the calling of the meeting can be made without the formalities and deadline set out in para. 1 above.

Article 7

Chairman

[1] The Chairman of the Board of Directors chairs the meetings of the Board of Directors.

[2] In the absence of the Chairman of the Board of Directors (or in case he or she abstains from participating in the discussion on a specific item on the order of business), meetings (or, as the case may be, the discussion regarding a specific item

on the order of business) are chaired by the first of the following persons attending and not abstaining from participating in the discussion:

(a) the Vice-Chairman;

(b) another member of the Board of Directors, designated by the Board of Directors for the occasion.

Article 8

Non-voting participants

[1] The Chief Executive Officer and the Chief Financial Officer are usually invited to attend the meetings of the Board of Directors in an advisory capacity.

[2] The Chairman of the Board of Directors decides whether other persons should attend all or part of any meeting of the Board of Directors, and, as the case may be, who shall be invited. These persons do not vote.

Article 9

Documentation

Prior to the meetings of the Board of Directors, the members shall timely receive any and all appropriate documents and reports needed for the decision-making process.

Article 10

Quorum

[1] The Board of Directors may validly pass resolutions when at least three members are attending the meeting in person or by means of communication that allow direct discussion (e. g. telephone or audio-visual conference).

[2] If the order of business exclusively consists in the implementation of a capital increase (including the decision regarding the capital increase report) and the amendment of the Articles of Association associated therewith, resolutions may be passed irrespective of the number of attending members of the Board of Directors.

Article 11

Majorities required

The Board of Directors passes its resolutions at the majority of votes cast, each Director having one vote. Abstentions are not counted as votes cast. In case of equal votes, the Chairman of the meeting has the casting vote.

Article 12

Circular resolutions

[1] Decisions of the Board of Directors can also be made by way of approval of a written resolution circulated to the members of the Board of Directors, provided that:

(a) no member of the Board of Directors has requested, within three days from the receipt of the proposed resolution, that a meeting be held;

(b) at least three of the members of the Board of Directors have answered the consultation;

(c) the majority required under article 11 is reached.

[2] Approval may be given by signature of the resolution (in original or pdf document) or by email.

Article 13

Minutes

[1] Every meeting of the Board of Directors must be recorded in minutes, which shall contain:

(a) all decisions;

(b) a summary of the discussions;

(c) all declarations, which a member of the Board of Directors requests to be transcribed in the minutes.

[2] The minutes must be signed by the Chairman of the Board of Directors and by the Secretary of the Board of Directors. If a meeting has not been chaired (entirely) by the Chairman of the Board of Directors, the minutes must be signed, in addition, by the member of the Board of Directors who has chaired (part of) the meeting. If the minutes are not taken (entirely) by the Secretary of the Board of Directors, the minutes must be signed, in addition, by the person who has taken (part of) the minutes.

[3] Circular resolutions must be reflected in the minutes of the next meeting of the Board of Directors.

[4] The minutes of each meeting of the Board of Directors must be approved at the next meeting of the Board of Directors.

Article 14

Group governance

The Board of Directors of the Company has a double role:

(a) On the one hand, it is a corporate body of the Company pursuant to the Swiss Code of Obligations. Its functions and duties, as well as the principles leading its action in that capacity are governed by the applicable legal provisions, by the Articles of Association of the Company and by the Organisational Regulations.

(b) On the other hand, it is in charge of the highest governance of the Group. Its functions and duties in that capacity are governed by the Organisational Regulations. To the extent permitted by statute, it has powers of initiative, supervision and strategic decision towards the Group Companies (other than the Company).

Article 15

General missions of the Board of Directors. Delegation

[1] The Board of Directors is responsible for the overall and high-level management of the Company (which cannot be delegated) and the supervision of the Chief Executive Officer, the Chief Financial Officer and other members (if any) of the Executive Board of the Company. The Board of Directors is in charge of all matters not reserved to another corporate body by statute, by the Articles of Association or by the Organisational Regulations.

[2] The Board of Directors makes sure it is regularly informed about the business of the Company and the other Group Companies, and about any developments that may be relevant thereto. It deals with the reports and proposals submitted by the

committees of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer.

[3] To the extent not set out otherwise in mandatory statutory provisions, the Articles of Association and the Organisational Regulations, the Board of Directors delegates the management of the Group (i.e. the coordinated management of the Company and all other Group Companies) to the Chief Executive Officer.

Article 16

Missions and competences in matters regarding the Company

Without limitation, the following are missions and competences of the Board of Directors in matters regarding the Company, and may not be delegated:

(a) High-level management of the Company and issuance of all necessary directives in this respect;

(b) Determining the organisation, in particular adopting and amending the present Organisational Regulations as well as deciding on the setting up and dissolution of branches and offices;

(c) Organising the accounting, financial planning and financial control, supervising and assessing the risks;

(d) Organising the risk control and the risk assessment;

(e) Appointing and removing the persons entrusted with the management and the representation of the Company and regulating the signature powers;

(f) Ultimately supervising the persons entrusted with the management of the Company, especially with regard to their compliance with the law, the Articles of Association, the regulations and instructions;

(g) Processing the Chief Executive Officer's, the Chief Financial Officer's and the external auditors' reports;

(h) Issuing the business reports as well as preparing the general meetings of the shareholders and implementing the resolutions of the general meetings of the shareholders;

(i) Notifying the court in the event of overindebtedness and filing an application for a debt-restructuring moratorium;

(j) Adopting the remuneration report and deciding on the proposals to be submitted to the general meeting of shareholders as regards the remuneration of the members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and other members (if any) of the Executive Board of the Company;

(k) Passing resolutions on subsequent payment of capital in relation with non-fully paid-in shares;

(l) Passing resolutions on the increase of the share capital, to the extent it lies within the competence of the Board of Directors, as well as ascertaining the capital increases and the corresponding amendments of the Articles of Association;

(m) Examining the independence of the external auditors and the qualifications of the compliance officer based on the preliminary work made in this respect by the Audit Committee;

(n) Passing resolutions on contracts regarding mergers, spin-offs, conversions or transfers of assets according to the Swiss Mergers Act;

(o) Granting and taking out loans and credits to fund the Company's activities, taking on exchange liabilities as well as providing collaterals, as long as CHF 10,000,000 in a particular case or CHF 50,000,000 in the financial year are exceeded;

(p) Deciding on the setting up, acquisition or disposal of Group Companies (other than the Company), as well as the purchase or sale of shares in other companies;

(q) Deciding on the acquisition, mortgage and disposal of land or real estate property, provided that the value of the concerned transaction exceeds the amount of CHF 25,000,000;

(r) Passing resolutions on the initiation and renunciation of legal actions and administrative proceedings and on the conclusion of settlements, except in respect of proceedings arising from the normal course of business and involving amounts not exceeding CHF 500,000;

(s) Appointing and removing as well as regulating the conditions of employment of the compliance officer; and

(t) Assessing the performance of the Board of Directors, its Committees and members.

Article 17

Missions and competences in matters regarding the Group

In addition to the missions and competences set out in article 16 above, and in the context of a coordinated Group management, the Board of Directors of the Company is responsible, at Group level, in particular (without limitation) for the following:

Strategy and Business Orientation

(a) Setting the strategy and business policy of the Group;

(b) Approving the Group's business plans as proposed by the Chief Executive Officer;

(c) Approving the model and defining the individual principles of business policy of the Group;

(d) Approving the measures and transactions of article 16 taken at subsidiary level, to the extent they are of significant importance to the Group.

Organisation and Supervision

(a) Approving the essential features of the Group's organisation, management, corporate-governance principles and Code of Conduct;

(b) Approving the organisational principles of the main subsidiaries including the approval of amendments to the Articles of Association with fundamental importance to the Company or the Group;

(c) Issuing important regulations, instructions and guidelines at the level of the Group, as long as the competence thereto is not assigned to the Executive Board;

(d) Passing resolutions on the financial, legal and organisational basic structure of the Group;

(e) Ensuring an internal control system and an appropriate risk- and compliance-management at the level of the Group, which impact the Group as a whole or the main subsidiaries;

(f) Processing the management's reporting with respect to the Group;

(g) Passing resolutions on contracts made by the main Group Companies, which do not concern their daily business, on initiating and withdrawing legal actions and administrative proceedings, and on the conclusion of settlements by Group companies, if the amount at stake exceeds CHF 500,000 or if the dispute has a strategic importance.

Accounting, Financial Controlling and Planning

(a) Approving the annual budget of the Group and of the main Group Companies;

(b) Approving the medium-term revenue plan and the investment budget of the Group;

(c) Supervising the financial stability (security, liquidity, profitability) of the Group;

(d) Receiving orientations on the business development of the Group and each of the main Group Companies, their monthly/quarterly interim accounts as well as on significant business transactions and extraordinary events within the Group.

Human Resources

(a) Giving advance notices regarding the appointment and dismissal of members of the Board of Directors and of the management of the main subsidiaries;

(b) Approving the general policy with respect to the staff.

Other Business of Group Companies (other than the Company)

Irrespective of the above enumeration, the Board of Directors is competent to approve all decisions of the Group Companies that are of strategic relevance for the Group.

Article 18

Information

[1] Every member of the Board of Directors can, on the occasion of every meeting, request information regarding all business of the Group as a whole, the Company or of other Group Companies.

[2] On the occasion of every meeting, the Board of Directors must receive information from the Chief Executive Officer regarding the business of the Group, the Company and the most important other Group Companies.

[3] In case of a specific occurrence (in the course of business or of an extraordinary nature) with significant business or financial relevance, all members of the Board of Directors must be informed immediately and directly, as the case may be, by telephone or email.

[4] Between meetings of the Board of Directors, every member of the Board of Directors may, to the extent needed for the fulfilment of his or her duties, request information or access to corporate documents and records. Such requests must be made in writing or by email and directed to the Chairman of the Board of Directors. In case the request is denied or left unanswered, the Board of Directors shall decide on the matter.

[5] Members of the Board of Directors may directly contact the Chief Executive Officer, the Chief Financial Officer, other members (if any) of the Executive Board or employees of any Group Company only with the prior consent of the Chairman of the Board of Directors. Contacts by chairmen of committees, in their area of competence, are reserved.

Article 19

Compensation

Compensation of the members of the Board of Directors is governed by statute, the Articles of Association and by the Compensation Regulations, which the Board of Directors shall issue for the Company and the Group.

III. Chairman of the Board of Directors

Article 20

[1] The Chairman of the Board of Directors is responsible for the preparation, calling, organisation and chairing of the meetings of the Board of Directors. He or she makes sure that the meetings of the Board of Directors are efficient and productive.

[2] The Chairman of the Board of Directors chairs the general meetings of shareholders of the Company. Article 7 para. 2 hereof applies by analogy in this context.

[3] The Chairman of the Board of Directors is entitled to request the presence of third parties, in an advisory capacity, at meetings of the Board of Directors.

[4] In cooperation with the Chief Executive Officer, the Chairman of the Board of Directors makes sure that the members of the Board of Directors (and of committees thereof) receive all information necessary for the optimal performance of their duties in a timely and appropriate manner. He or she is in charge of the immediate information referred to in article 18 para. 3 hereof.

[5] The Chairman of the Board of Directors is the person connecting the Board of Directors with the Chief Executive Officer, the Chief Financial Officer, as well as with the broader management of the Group.

[6] In cooperation with the Chief Executive Officer, the Chairman of the Board of Directors is in charge of the outside representation of the Company and the Group as a whole.

[7] The Chairman of the Board of Directors further has all duties and competences bestowed upon him or her by statute, the Articles of Association and the Organisational Regulations.

IV. Committees of the Board of Directors

Article 21

A. In general

[1] The Board of Directors may entrust committees with the preparation and implementation of all or some of its decisions, as well as with the supervision of certain matters.

[2] The committees are entitled to conduct investigations (or have investigations conducted on their behalf) in all matters of their competence. They may request the services of independent advisors and experts.

Article 22

Composition

[1] The committees of the Board of Directors consist of a chairman and of at least one other member.

[2] Committee members are designated by the Board of Directors within the latter's own members. Article 22 para. 1 of the Articles of Association is reserved.

[3] Members of committees are designated for a period of up to one year ending at the end of the next ordinary general meeting of the shareholders following their designation.

Article 23

Meetings and their calling

[1] The committees of the Board of Directors meet as often as required for the fulfilment of their duties, upon calling by their respective chairmen.

[2] Article 6 para. 1 and 2 hereof apply by analogy.

[3] Persons other than committee members may attend the meetings of a committee upon invitation from the chairman of such committee (who shall however previously discuss the principle of such invitation with the Chairman of the Board of Directors).

Article 24

Quorum. Resolutions

[1] The committees may validly pass resolutions and vote proposals to the Board of Directors when at least half of their respective members are attending the meeting in person or by means of communication that allow direct discussion (e. g. telephone or audio-visual conference).

[2] The committees pass their resolutions and vote proposals to the Board of Directors at the majority of votes cast. Abstentions are not counted as votes cast. In case of equal votes, the chairmen of the committees do not have a casting vote and the matter must be submitted to the Board of Directors.

[3] Decisions of the committees and proposals to the Board of Directors can also be made by way of approval of a written resolution circulated to the members of the Board of Directors. Article 12 applies by analogy.

Article 25

Minutes. Information

[1] The discussions of the committees must be summarized and their decisions recorded in minutes signed by the chairman (or chairing member) thereof and by the person taking such minutes. Article 13 shall apply by analogy. Every member of the Board of Directors shall receive a copy of the minutes of every meeting of each committee.

[2] On the occasion of every meeting of the Board of Directors, the committees shall inform the Board of Directors of their activities.

[3] Circular resolutions must be reflected in the minutes of the next meeting of the Board of Directors. In case of emergency, information shall be given immediately to the members of the Board of Directors, through the Chairman of the Board of Directors.

Article 26

B. Audit Committee

[1] The members of the Audit Committee shall be non-executive members of the Board of Directors.

[2] The Audit Committee supports the Board of Directors in its supervisory function, in particular with respect to the completeness of the annual closing of accounts and financial statements, the compliance with statutory provisions, the analysis of the qualification of the external auditors, as well as the performance of the external auditors.

[3] The Audit Committee assesses the usefulness and suitability of the financial reporting, the internal control system and the general supervision of business risks. It makes sure that a continued, efficient and productive communication exists between the Group Companies and the external auditors regarding financial matters and course of business of the Group.

Article 27

Competences

[1] The Audit Committee is in particular in charge of (without limitation):

(a) Assisting the Board in fulfilling its duties of supervision of management in organising the accounting, the financial control and the financial planning;

(b) Reviewing the outcome of the annual accounts and audit with the external auditor as well as issuing the necessary applications or recommendations to the Board;

(c) Examining and submitting proposals to the Board regarding the approval of the annual and interim accounts of the Company (including significant off balance sheet positions);

(d) Clearing of any differences of opinion between the executive management and the auditors which may evolve in connection with the preparation of the annual financial statements;

(e) Evaluating the external auditors, with regard to the fulfilment of the necessary qualifications and independence according to the applicable legal provisions, and making proposals for the attention of the Board concerning the choice of the external auditors at the general meeting of shareholders;

(f) Assessing the work done by the external auditors in office and approving the budget submitted by the external auditors for the audit work;

(g) Approving the necessary non audit-specific services provided by the external auditors;

(h) Examining, reviewing and approving the accounting policies and the external auditing plan;

(i) Reviewing the Company's compliance with financial laws, regulations, and reporting requirements;

(j) Setting the guidelines for the Company's risk management system and internal control system and assessing the effectiveness of the risk management system and the internal control system;

(k) Questioning the Executive Board members and the external auditor as to the significant risks, contingent liabilities and other fundamental obligations of the Company as well as assessing the measures taken by the Company to handle them;

(l) Making a summary assessment of the annual business expenses incurred by the members of the Board, the Chief Executive Officer and any other members (if any) of the executive management of the Company.

[2] Details about the organisation, functions, the operation and the modalities of the resolutions passed by the Audit Committee are governed in separate regulations adopted by the Board of Directors.

Article 28

C. Compensation Committee

[1] The members of the Compensation Committee shall be non-executive members of the Board of Directors.

[2] The duties and responsibilities of the Compensation Committee are set out in article 23 of the Articles of Association.

[3] The Compensation Committee is in particular in charge of (without limitation):

(a) Presenting motions to the Board of Directors in view of the next ordinary general meeting of shareholders with respect to the remuneration of the

directors, the Chief Executive Officer, the Chief Financial Officer and any other member (if any) of the Executive Board of the Company;

(b) Assisting the Board of Directors in the preparation of the remuneration report;

(c) Implementing the resolutions passed by the general meeting of shareholders with respect to the remuneration of the members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and any other member (if any) of the Executive Board of the Company;

(d) Assessing the principles of remuneration of the Group and presenting corresponding motions to the Board of Directors (in view of the next ordinary general meeting of shareholders);

(e) Presenting motions to the Board of Directors regarding the issuance of compensation rules to be submitted to the general meeting of shareholders for approval.

[4] Details about the organisation, functions, the operation and the modalities of the resolutions passed by the Compensation Committee are governed in separate regulations adopted by the Board of Directors.

Article 29

F. Ad hoc Committees

The Board of Directors may designate *ad hoc* Committees for specific matters and entrust them with preparation, supervision and/or decision powers in a determined area of competence.

V. Chief Executive Officer

Article 30

Constitution

The Board of Directors delegates the management of the Company to the Chief Executive Officer (CEO), subject to, and within the framework of, the mandatory legal provisions and the provisions contained in these Organisational Regulations.

Article 31

Structure and duties

[1] The CEO has a double role in the context of the management of the Group:

(a) On the one hand, he is in charge of the management of the business of the Company (subject to the attributions of the Board of Directors).

(b) On the other hand, he is in charge of the operational management of the Group, to the extent this function is not reserved by statute or by these Organisational Regulations to the Board of Directors of the Company or to the Board of Directors of the relevant Group Companies. Unless otherwise resolved by the Board of Directors, the Group Companies (other than the Company) do not have independent management. Subject to compliance with applicable mandatory statutory provisions, the Board of Directors of such companies delegate the management to the CEO (of the Company and the Group).

Article 32

Competences

[1] The CEO, to whom the management of the Company is delegated pursuant to article 15 para. 3 hereof, has in particular (without limitation) the following non-transferable competences and duties:

(a) The operational management of the Company and of the Group, the implementation of the Company's strategy, the implementation of the present regulations in accordance with the guidelines provided by the Board of Directors;

(b) Setting the Company's targets, short-, medium- and long-term plans, strategy and budgets for the attention of the Board of Directors;

(c) Representing the Company externally in cooperation with the Chairman of the Board of Directors;

(d) Preparing and supervising the compliance with the principles of the general business policy, the Company's targets, the annual targets and the budget as well as the general policies regarding the staff and the salaries;

(e) Setting guidelines regarding risk monitoring;

(f) Creating an efficient and structured procedural organisation and an efficient internal control system;

(g) Supervising the compliance with the internal guidelines;

(h) Preparing and implementing organigrams;

(i) Preparing and implementing organisational guidelines;

(j) Preparing the Group's business plan for the attention of the Board of Directors;

(k) Preparing and implementing the general policy regarding the staff as well as general employment matters and the staff appointment scheme;

(l) Supervising the employees, in particular regarding their compliance with the law, Articles of Association, regulations and instructions;

(m) Passing resolutions on (i) important contracts, which do not fall within the daily business of the Company, subject however to the non-delegable competences of the Board of Directors, (ii) the initiation of legal proceedings and (iii) pending legal disputes, provided, in any event, that the amount at stake is not in excess of CHF 500,000 and that the said legal proceedings have arisen in the normal course of business, (iv) the granting and taking out of loans and credits to fund the Company's activities, taking on exchange liabilities as well as the providing of collaterals, as long as CHF 10,000,000 in a particular case or CHF 50,000,000 in the financial year are not exceeded, (v) the acquisition and disposal of land or real estate property, provided that the value of the concerned transaction does not exceed the amount of CHF 25,000,000;

(n) Reporting periodically to the Board of Directors, and immediately by telephone or in writing in the event of increased risks in the course of business as well as in case of extraordinary events;

(o) Reporting immediately to the Chairman of the Board of Directors of the Company as well as of its subsidiaries in the event of capital loss and overindebtedness (article 725 CO) or other existential danger for any entity of the Group; and

(p) Supporting the Chairman in preparing the meetings of the Board of Directors and ensuring the implementation of the Board of Directors' resolutions.

[2] The CEO is competent to pass resolutions on any matter which does not fall within the competence of, nor has been assigned to, the Board of Directors or any other body of the Company by virtue of the law, the Articles of Association or these Organisational Regulations.

Article 33

Sub-delegation

[1] Upon proposal of the CEO, the Board of Directors may appoint other individuals to serve as members of the Executive Board of the Company. Such executive managers shall be entrusted with specific attributions and perform their activities under the direction and supervision of the CEO, to whom they will report directly.

[2] The CEO may only sub-delegate his duties to such other executive managers with the consent of the Board of Directors. He is however entitled to delegate the preparation and implementation of his decisions.

[3] In the event of such a sub-delegation, the CEO shall remain, for the avoidance of doubt, solely competent to pass resolution on any and all matters falling within his competence in accordance with Article 32 hereof. The CEO may however, if he deems necessary or useful, consult with such executive managers to form his opinion on any such matters.

VI. Chief Financial Officer

Article 34

The Board of Directors delegates the following competences and duties to the Chief Financial Officer (CFO):

(a) Ensuring the financing of the Company's business activities (including possible extraordinary needs, for instance in the event of an acquisition) as well as its liquidities, and investing the currently not required liquid assets;

(b) Preparing and implementing the accountancy, the financial control and the financial planning;

(c) Setting the financial planning and financial control processes;

(d) Establishing the financial results and financial reporting;

(e) Preparing the annual financial statements (including the cash flow statements), the quarterly interim results, the annual accounts for the attention of the Board of Directors;

(f) Being in charge of all tax matters regarding the Company; and

(g) Acting as the respondent with respect to investor relations and the stock exchange authorities.

VII. Executive Corporate Bodies of Group Companies (other than the Company)

Article 35

In general

[1] The business of all Group Companies in each division, to the extent permitted by law, is run in a coordinated manner by the respective member of the Executive Board, that leads the division.

[2] The competences of the corporate bodies of the Group Companies (other than the Company) is limited to the duties that, by statute, they may not transfer. Such non-transferable duties, to the extent permissible by statute, must be carried out in the interest of the Group.

Article 36

Board of Directors of Group Companies

[1] The organisation of the Board of Directors of Group Companies (other than the Company) and the manner in which they carry out their tasks are governed *mutatis mutandis* by articles 4 to 13 hereof.

[2] The Board of Directors of Group Companies (other than the Company) delegate the management of their business to the fullest extent permissible by statute. They only carry out the duties that, by statute, they may not transfer, and they do so, to the fullest extent permissible by statute, in the interest of, and pursuant to the instructions received from, the Group.

Article 37

Management of Group Companies

[1] If a Group Company (other than the Company) has its own management, the internal organisational regulations of the former must be submitted to the Board of Directors of the Company for approval.

[2] The management of Group Companies (other than the Company) reports to the member of the Executive Board, that heads the respective division (of the Company).

VIII. Miscellaneous

Article 38

Signatory powers

[1] All members of the Board of Directors and the Chief Financial Officer have dual signatory powers and the Chief Executive Officer shall have single signing authority, which are registered in the commercial registry.

[2] Other powers to act on behalf of the Company are attributed by the Board of Directors. Power to act on behalf of the Group Companies (other than the Company) are attributed by the Board of Directors of the respective Group Company.

Article 39

Duty to abstain

[1] The members of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer avoid all actions that would be or would appear to be contrary to the interests of the Company. These members and officers promptly and comprehensively inform the Board of Directors on any conflict of interest. The Board of Directors takes those steps that are necessary to preserve the interests of the Company over and above the rules set out in para. 2 and para. 3 below.

[2] The members of the Board of Directors shall abstain from exercising their voting rights in matters involving a conflict of interest (including with respect to interests of persons or legal entities with whom they are closely related). In such circumstances, any such member being in a position of conflict of interest (as previously defined) is not allowed to take part in the deliberations on these matters, except to provide an opinion.

[3] In the event the Chief Executive Officer is conflicted with regards to a matter which falls within his competence, he will abstain from passing any resolution or taking any material action in respect thereto. He will moreover refer the concerned matter as soon as possible to the Board of Directors. The same applies *mutatis mutandis* to the Chief Financial Officer.

Article 40

Confidentiality

The members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and other members (if any) of the Executive Board of the Company shall keep confidential all information and documents obtained in connection with the exercise of their functions for the Company, including, but not limited to, all transactions or other business activities or facts that concern the Company, its subsidiaries, sister or parent companies and shareholders, which they have learnt in the exercise of their business activities and are not known to the public. The obligation to maintain secrecy remains in effect even after the concerned individuals have left the Company or the Group.

Article 41

Age limits

[1] The age limit for the Chief Executive Officer and the Chief Financial Officer is in general the end of the month in which the age of 65 is reached. The Board of Directors may decide differently in individual cases.

[2] The members of the Board of Directors who have turned 70 may not be reappointed, if their term of office has expired. The Board of Directors may however decide to make an exception and propose to the general meeting of shareholders the reappointment of a member after the age of 70 has been reached. In any event, members who turn 75 in the course of their ordinary term of office must resign at the next ordinary general meeting of shareholders following their 75th birthday and may not run for another term of office.

IX. Financial Year

Article 42

The financial year of the Company starts on 1 January and ends on 31 December.

X. Final Provisions

Article 43

Entry into force

These Organisational Regulations were adopted by the Board of Directors on 11 December 2025 and enter into force on the same day.

Zurich, 11 December 2025

The Chairman of the Board of Directors

Dr. Thomas Vettiger