

Annual General Shareholders' Meeting 2023

Sonova Holding AG

Proposed amendments of the Articles of Association

("2023 Amendments")

As referred to in the invitation to the 2023 Annual General Shareholders' Meeting and its Appendix to Agenda Item 8, which lines out a detailed explanation on the proposed amendments of the Articles of Association, the **2023 Amendments** are providing (i) a comparison of the current wording with the proposed amendments as well as (ii) a clear version of the proposed amendments to the Articles of Association.

The proposed Articles of Association as a whole are also available on www.sonova.com/en/agm.

The below mirrors Agenda Item 8 of the invitation which groups the proposed amendments in several votes by topic under five different agenda items (Agenda Item 8.1 to 8.5).

Proposed Amendments are [highlighted in blue and underlined](#)

Proposed Deletions are ~~highlighted in red and struck through~~

Comparison
current wording / proposed amendments

Clear version

Comparison relating to Agenda Item 8.1

Creation of long-term and sustainable value

Art. 2 Purpose

The purpose of the Company shall be the acquisition, financing and administration of equity holdings, in particular with companies in the group.

The Company may also set up branch establishments and subsidiary companies in Switzerland and abroad and purchase and sell equity holdings in other companies in Switzerland and abroad.

The Company may acquire, encumber, sell and manage real property in Switzerland and abroad.

The Company may also engage in financing for their own account or for the account of another party, manage assets and provide guarantees and surety for subsidiary companies and third parties.

The Company may engage in all other transactions that support their purpose.

[In pursuing its purpose, the Company strives to create long-term, sustainable value.](#)

Art. 2 Purpose

The purpose of the Company shall be the acquisition, financing and administration of equity holdings, in particular with companies in the group.

The Company may also set up branch establishments and subsidiary companies in Switzerland and abroad and purchase and sell equity holdings in other companies in Switzerland and abroad.

The Company may acquire, encumber, sell and manage real property in Switzerland and abroad.

The Company may also engage in financing for their own account or for the account of another party, manage assets and provide guarantees and surety for subsidiary companies and third parties.

The Company may engage in all other transactions that support their purpose.

In pursuing its purpose, the Company strives to create long-term, sustainable value.

Art. 5 ~~Authorized share capital~~ **Capital Range**

The Company has a capital range from CHF 2,683,206.45 (lower limit) to CHF 3,279,474.45 (upper limit). The Board of Directors shall be authorized within the capital range to increase or reduce the share capital ~~at any time~~ once or several times in amounts or to acquire or dispose of shares directly or indirectly, until ~~15th~~ 12th June ~~2024~~ 2028 ~~by a maximum amount of CHF 305,798.59~~ or until an earlier expiry of the capital range. The capital increase or reduction may be effected by issuing ~~a maximum of 6,115,971 up to 5,962,680~~ registered shares that are to be fully paid up, each with a nominal value of CHF 0.05. ~~Increases in partial amounts shall be permissible, and cancelling up to 5,962,680 registered shares, each with a nominal value of CHF 0.05, as applicable, or by increasing or reducing the nominal value of the existing registered shares.~~

~~The~~ In the event of an issue of shares, the subscription and acquisition of the new shares as well as any subsequent transfer of the shares shall be subject to the restrictions in accordance with these Articles of Association.

~~The~~ In the event of a capital increase within the capital range, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution, (including cash contributions, contributions in kind, set-off and conversion of reserves or of profit carried forward into share capital), the date of issue, the conditions for the exercise of subscription rights and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a financial institution, a syndicate of financial institutions or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the subscription rights of the existing shareholders have been excluded or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trade with subscription rights. It may permit the expiration of subscription rights that have not been duly exercised, or it may place such rights or shares as to which subscription rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the Company.

~~The~~ In the event of an issue of shares, the Board of Directors is ~~further~~ authorized to exclude or restrict subscription rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies:

- a) for raising equity capital in a fast and flexible manner if the issue price of the new shares is determined by reference to the market price; or

Art. 5 **Capital Range**

The Company has a capital range from CHF 2,683,206.45 (lower limit) to CHF 3,279,474.45 (upper limit). The Board of Directors shall be authorized within the capital range to increase or reduce the share capital once or several times in amounts or to acquire or dispose of shares directly or indirectly, until 12th June 2028 or until an earlier expiry of the capital range. The capital increase or reduction may be effected by issuing up to 5,962,680 registered shares that are to be fully paid up, each with a nominal value of CHF 0.05, and cancelling up to 5,962,680 registered shares, each with a nominal value of CHF 0.05, as applicable, or by increasing or reducing the nominal value of the existing registered shares.

In the event of an issue of shares, the subscription and acquisition of the new shares as well as any subsequent transfer of the shares shall be subject to the restrictions in accordance with these Articles of Association.

In the event of a capital increase within the capital range, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution (including cash contributions, contributions in kind, set-off and conversion of reserves or of profit carried forward into share capital), the date of issue, the conditions for the exercise of subscription rights and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a financial institution, a syndicate of financial institutions or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the subscription rights of the existing shareholders have been excluded or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trade with subscription rights. It may permit the expiration of subscription rights that have not been duly exercised, or it may place such rights or shares as to which subscription rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the Company.

In the event of an issue of shares, the Board of Directors is authorized to exclude or restrict subscription rights of existing shareholders and allocate such rights to third parties, the Company or any of its group companies:

- a) for raising equity capital in a fast and flexible manner if the issue price of the new shares is determined by reference to the market price; or
- b) for the acquisition of companies, part(s) of companies or participations or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions; or
- c) for purposes of broadening the shareholder constituency of the Company in certain financial or

- b) for the acquisition of companies, part(s) of companies or participations or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions; or
- c) for purposes of broadening the shareholder constituency of the Company in certain financial or investor markets, for purposes of the participation of strategic partners, or in connection with the listing of new shares on domestic or foreign stock exchanges.

After a change of the nominal value, new shares shall be issued within the capital range with the same nominal value as the existing registered shares.

In the event of a reduction of the share capital within the capital range, the Board of Directors shall, to the extent necessary, determine the use of the reduction amount.

Art. 6 Exclusion of subscription or advance subscription rights

Until ~~15th~~12th June ~~2024~~2028, the total of new registered shares issued from (i) conditional share capital according to Art. 4 where the subscription or advance subscription rights were excluded, and (ii) ~~authorized share~~the capital range according to Art. 5 where the subscription rights were excluded or restricted, may not exceed 5,962,680 ~~6,115,971~~ new shares.

Art. 25 Election, term of office, duties

The General Shareholders' Meeting shall elect for a term of one year a state-regulated audit company as defined by Art. 727 of the OR (Swiss Code of Obligations) as auditors with the responsibilities, rights and duties defined by the law. The auditors must comply with the statutory requirements concerning qualification and independence.

The General Shareholders' Meeting may elect for a maximum term of three years special auditors who shall issue the audit confirmations prescribed in connection with capital ~~increases (art. 652f, 653f and 653i OR)~~ changes.

investor markets, for purposes of the participation of strategic partners, or in connection with the listing of new shares on domestic or foreign stock exchanges.

After a change of the nominal value, new shares shall be issued within the capital range with the same nominal value as the existing registered shares.

In the event of a reduction of the share capital within the capital range, the Board of Directors shall, to the extent necessary, determine the use of the reduction amount.

Art. 6 Exclusion of subscription or advance subscription rights

Until 12th June 2028, the total of new registered shares issued from (i) conditional share capital according to Art. 4 where the subscription or advance subscription rights were excluded, and (ii) the capital range according to Art. 5 where the subscription rights were excluded or restricted, may not exceed 5,962,680 new shares.

Art. 25 Election, term of office, duties

The General Shareholders' Meeting shall elect for a term of one year a state-regulated audit company as defined by Art. 727 of the OR (Swiss Code of Obligations) as auditors with the responsibilities, rights and duties defined by the law. The auditors must comply with the statutory requirements concerning qualification and independence.

The General Shareholders' Meeting may elect for a maximum term of three years special auditors who shall issue the audit confirmations prescribed in connection with capital changes.

Art. 18 Resolutions

At least half of the members of the Board of Directors must be present in order to constitute a quorum. There shall be no requirement for a quorum to adopt resolutions on amendments and declarations of the Board of Directors in connection with capital ~~increases~~changes.

The Board of Directors shall adopt resolutions and hold elections with the majority of the votes present in the meeting. In the event of an equal number of votes, the Chair shall have the casting vote.

Resolutions on a motion may also be adopted by written consent ~~(letter, fax or other written form)~~ or electronically unless a member of the Board of Directors asks for verbal discussion. Resolutions taken by means of circular vote shall be included in the minutes of the next meeting

Art. 18 Resolutions

At least half of the members of the Board of Directors must be present in order to constitute a quorum. There shall be no requirement for a quorum to adopt resolutions on amendments and declarations of the Board of Directors in connection with capital changes.

The Board of Directors shall adopt resolutions and hold elections with the majority of the votes present in the meeting. In the event of an equal number of votes, the Chair shall have the casting vote.

Resolutions on a motion may also be adopted by written consent or electronically unless a member of the Board of Directors asks for verbal discussion. Resolutions taken by means of circular vote shall be included in the minutes of the next meeting.

Art. 20 Non-transferable duties

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

1. Overall management of the Company and issuing of necessary directives;
2. Approval of company policy and strategy;
3. Establishment of the organisation and the enactment of organisational regulations;
4. Structuring of accounting and financial controlling as well as financial planning;
5. Appointment and removal of persons entrusted with management and representation of the Company;
6. Overall supervision of the persons entrusted with management, including the matter of compliance with laws, Articles of Association, regulations and directives;
7. Creation of the business report, the compensation report ~~as well as the preparation for the Shareholders' Meeting and implementation of its resolutions;~~and, if applicable, the report on non-financial matters pursuant to Art. 964c OR;
8. Preparation for the General Shareholders' Meeting and implementation of its resolutions;
9. The non-transferable and inalienable duties and powers of the Board of Directors pursuant to the Swiss Merger Act;

Art. 20 Non-transferable duties

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

1. Overall management of the Company and issuing of necessary directives;
2. Approval of company policy and strategy;
3. Establishment of the organisation and the enactment of organisational regulations;
4. Structuring of accounting and financial controlling as well as financial planning;
5. Appointment and removal of persons entrusted with management and representation of the Company;
6. Overall supervision of the persons entrusted with management, including the matter of compliance with laws, Articles of Association, regulations and directives;
7. Creation of the business report, the compensation report and, if applicable, the report on non-financial matters pursuant to Art. 964c OR;
8. Preparation for the General Shareholders' Meeting and implementation of its resolutions;
9. The non-transferable and inalienable duties and powers of the Board of Directors pursuant to the Swiss Merger Act;

[810. The submission of a petition for debt-restructuring moratorium and the notification of the court](#)~~Informing the judge~~ in the event of excessive indebtedness.

10. The submission of a petition for debt-restructuring moratorium and the notification of the court in the event of excessive indebtedness.

Art. 21 Delegation of representation, management

The Board of Directors shall be entitled to delegate representation of the Company and, on the basis of the organisational regulations [or a resolution](#), the management or parts of it to individual members of the Board of Directors or third parties.

These regulations shall govern management, determine the positions necessary for it, define their responsibilities and regulate in particular the reporting.

Art. 21 Delegation of representation, management

The Board of Directors shall be entitled to delegate representation of the Company and, on the basis of the organisational regulations or a resolution, the management or parts of it to individual members of the Board of Directors or third parties.

These regulations shall govern management, determine the positions necessary for it, define their responsibilities and regulate in particular the reporting.

Art. 26 Approval of compensation by the General Shareholders' Meeting

The General Shareholders' Meeting shall approve annually the proposals of the Board of Directors in relation to the maximum aggregate amount of

1. compensation of the Board of Directors for the period until the next ordinary General Shareholders' Meeting;
2. compensation of the Management Board for the following financial year.

The Board of Directors may submit for approval by the General Shareholders' Meeting additional or deviating proposals in relation to the same or different periods.

In the event a proposal of the Board of Directors has not been approved, the Board of Directors shall determine, taking into account all relevant factors, the respective maximum aggregate amount of compensation or maximum partial amounts for specific compensation elements, and submit the amount(s) so determined for approval by the same or a subsequent General Shareholders' Meeting.

The Company or companies controlled by it may pay or grant compensation prior to approval by a General Shareholders' Meeting subject to subsequent approval.

[If variable compensation is approved prospectively, the Board of Directors shall submit the compensation report to the General Shareholders' Meeting for a consultative vote.](#)

Art. 26 Approval of compensation by the General Shareholders' Meeting

The General Shareholders' Meeting shall approve annually the proposals of the Board of Directors in relation to the maximum aggregate amount of

1. compensation of the Board of Directors for the period until the next ordinary General Shareholders' Meeting;
2. compensation of the Management Board for the following financial year.

The Board of Directors may submit for approval by the General Shareholders' Meeting additional or deviating proposals in relation to the same or different periods.

In the event a proposal of the Board of Directors has not been approved, the Board of Directors shall determine, taking into account all relevant factors, the respective maximum aggregate amount of compensation or maximum partial amounts for specific compensation elements, and submit the amount(s) so determined for approval by the same or a subsequent General Shareholders' Meeting.

The Company or companies controlled by it may pay or grant compensation prior to approval by a General Shareholders' Meeting subject to subsequent approval.

If variable compensation is approved prospectively, the Board of Directors shall submit the compensation report to the General Shareholders' Meeting for a consultative vote.

Art. 27 Additional reserve amount for changes in the Management Board

The Company or companies controlled by it shall be authorized to pay or grant to each person who becomes a member ~~or is being promoted within~~ of the Management Board after the General Shareholders' Meeting has approved the compensation a supplementary amount during the compensation period(s) already approved. The supplementary amount shall not exceed 30% of the aggregate amount of compensation last approved by the General Shareholders' Meeting per compensation period and per each such member.

Art. 30 Mandates outside the Company

No member of the Board of Directors may hold more than four ~~additional~~ mandates in listed companies and ~~in total~~ no more than ~~six additional~~ five mandates in other companies and organizations.

No member of the Management Board may hold more than one ~~additional~~ mandate in a listed company and ~~in total~~ no more than ~~five additional mandates~~ three mandates in other companies and organizations. Each of these mandates shall be subject to approval by the Board of Directors.

Mandates shall mean mandates in comparable functions at other enterprises as well as in (trading)associations, organizations, foundations and similar legal entities with an economic purpose.

The following mandates are not subject to these limitations:

1. mandates in companies which are controlled by the Company or which control the Company;
2. mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or of the Management Board may hold more than ten such mandates; ~~and~~

~~3. mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations. No member of the Board of Directors or of the Management Board may hold more than six 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 corresponding foreign register.~~ Mandates in different legal entities which are under joint control are deemed one mandate.

Art. 27 Additional reserve amount for changes in the Management Board

The Company or companies controlled by it shall be authorized to pay or grant to each person who becomes a member of the Management Board after the General Shareholders' Meeting has approved the compensation a supplementary amount during the compensation period(s) already approved. The supplementary amount shall not exceed 30% of the aggregate amount of compensation last approved by the General Shareholders' Meeting per compensation period and per each such member

Art. 30 Mandates outside the Company

No member of the Board of Directors may hold more than four mandates in listed companies and no more than five mandates in other companies and organizations.

No member of the Management Board may hold more than one mandate in a listed company and no more than three mandates in other companies and organizations. Each of these mandates shall be subject to approval by the Board of Directors.

Mandates shall mean mandates in comparable functions at other enterprises as well as in (trading)associations, organizations, foundations and similar legal entities with an economic purpose.

The following mandates are not subject to these limitations:

1. mandates in companies which are controlled by the Company or which control the Company;
2. mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or of the Management Board may hold more than ten such mandates.

Mandates in different legal entities which are under joint control are deemed one mandate.

Art. 7 Certificates

The Company ~~shall~~may issue its registered shares as uncertificated securities pursuant to Art. 973c or 973d OR (Swiss Code of Obligations), as intermediated securities in the sense of the Federal Act on Intermediated Securities, or in the form of ~~individual certificates, single or~~ global certificates ~~or book-entry securities.~~

The Company shall be at liberty within the framework of the statutory regulations to convert their registered shares that are issued in one of these forms into another form at any time without the consent of the shareholders. The Company shall pay the costs for this.

The shareholder shall have no entitlement to conversion of registered shares issued in a particular form into another form. In particular, the shareholder has no claim to the certification of the membership in a security. The shareholder may, however, demand from the Company at any time the issue of a written confirmation of his registered shares that are recorded in the share register.

Stock rights that are based on registered shares of the Company cannot be transferred by assignment. Furthermore, no collateral can be created by assignment with any of these stock rights.

Art. 10 Authority

The General Shareholders' Meeting shall have the following non-transferrable authority:

1. Establishing and amending the Articles of Association;
2. Election of the members of the Board of Directors, the Chair of the Board of Directors, the members of the Compensation Committee, the auditors and the independent proxy;
3. Approval of the management report and of the consolidated financial statements;
4. Approval of the annual financial statements and the resolution on the allocation of profit shown on the balance sheet, in particular the determination of any dividends;
5. Resolution on the repayment of the statutory capital reserve;
- ~~5~~6. Approval of the compensation of the Board of Directors and of the Management Board pursuant to Art. 26 of the Articles of Association;

Art. 7 Certificates

The Company may issue its registered shares as uncertificated securities pursuant to Art. 973c or 973d OR (Swiss Code of Obligations), as intermediated securities in the sense of the Federal Act on Intermediated Securities, or in the form of single or global certificates.

The Company shall be at liberty within the framework of the statutory regulations to convert their registered shares that are issued in one of these forms into another form at any time without the consent of the shareholders. The Company shall pay the costs for this.

The shareholder shall have no entitlement to conversion of registered shares issued in a particular form into another form. In particular, the shareholder has no claim to the certification of the membership in a security. The shareholder may, however, demand from the Company at any time the issue of a written confirmation of his registered shares that are recorded in the share register.

Stock rights that are based on registered shares of the Company cannot be transferred by assignment. Furthermore, no collateral can be created by assignment with any of these stock rights.

Art. 10 Authority

The General Shareholders' Meeting shall have the following non-transferrable authority:

1. Establishing and amending the Articles of Association;
2. Election of the members of the Board of Directors, the Chair of the Board of Directors, the members of the Compensation Committee, the auditors and the independent proxy;
3. Approval of the management report and of the consolidated financial statements;
4. Approval of the annual financial statements and the resolution on the allocation of profit shown on the balance sheet, in particular the determination of any dividends;
5. Resolution on the repayment of the statutory capital reserve;
6. Approval of the compensation of the Board of Directors and of the Management Board pursuant to Art. 26 of the Articles of Association;

- ~~6~~7. Discharge from liability of the members of the Board of Directors and the persons entrusted with management;
- 8. Delisting of the Company's equity securities;
- 9. Approval of the report on non-financial matters pursuant to Art. 964c OR, if applicable;
- ~~7~~10. Adoption of resolutions on matters that are reserved for the General Shareholders' Meeting by law or by the Articles of Association.

- 7. Discharge from liability of the members of the Board of Directors and the persons entrusted with management;
- 8. Delisting of the Company's equity securities;
- 9. Approval of the report on non-financial matters pursuant to Art. 964c OR, if applicable;
- 10. Adoption of resolutions on matters that are reserved for the General Shareholders' Meeting by law or by the Articles of Association.

Art. 11 Implementation, convening

The ordinary General Shareholders' Meeting shall take place every year within six months following the close of the business year.

Extraordinary General Shareholders' Meetings may be called when needed.

The General Shareholders' Meeting shall be called by the Board of Directors, if necessary by the auditors, and in the other cases prescribed by law.

Shareholders who have the right to vote, who represent together at least ~~one-tenth~~5% of the share capital or votes may issue a written demand to the Board of Directors that a General Shareholders' Meeting be called, ~~stating the reasons~~indicating the matters to be discussed and the corresponding proposals and, in case of elections, the names of the nominated candidates.

Art. 11 Implementation, convening

The ordinary General Shareholders' Meeting shall take place every year within six months following the close of the business year.

Extraordinary General Shareholders' Meetings may be called when needed.

The General Shareholders' Meeting shall be called by the Board of Directors, if necessary by the auditors, and in the other cases prescribed by law.

Shareholders who have the right to vote, who represent together at least 5% of the share capital or votes may issue a written demand to the Board of Directors that a General Shareholders' Meeting be called, indicating the matters to be discussed and the corresponding proposals and, in case of elections, the names of the nominated candidates.

Art. 12 Form of convening, right to table agenda items

The ordinary or extraordinary General Shareholders' Meeting shall be called at least 20 days prior to the day of the meeting ~~by a notice in the Company's official publication media, stating the agenda items and the motions of the Board of Directors and, if applicable, the shareholders who demanded that a General Shareholders' Meeting be held or that an item be included in the agenda, pursuant to Art. 35 of the Articles of Association. The invitation shall include:~~

- 1. date, beginning, mode and venue of the General Shareholders' Meeting;
- 2. the agenda items;
- 3. the motions of the Board of Directors together with a brief statement of the reasons;
- 4. if applicable, motions of the shareholders together with a brief statement of the reasons; and

Art. 12 Form of convening, right to table agenda items

The ordinary or extraordinary General Shareholders' Meeting shall be called at least 20 days prior to the day of the meeting pursuant to Art. 35 of the Articles of Association. The invitation shall include:

- 1. date, beginning, mode and venue of the General Shareholders' Meeting;
- 2. the agenda items;
- 3. the motions of the Board of Directors together with a brief statement of the reasons;
- 4. if applicable, motions of the shareholders together with a brief statement of the reasons; and

5. name and address of the independent proxy.

The business report, the compensation report and the auditors' reports as well as the report on non-financial matters pursuant to Art. 964c OR, if applicable, shall be made available ~~for inspection at the Company and that~~ to the shareholders ~~may demand provision of a copy of these reports~~ at least 20 days prior to the ordinary General Shareholders' Meeting.

Shareholders entitled to vote who represent at least ~~1~~ 0.5% of the share capital or the votes may demand that an item be included in the agenda with a statement of the motions ~~or that a motion relating to an agenda item be included in the invitation convening the General Shareholders' Meeting.~~

Such requests must be addressed in writing to the Chair at the latest 60 days before the meeting.

Art. 13 Chair, minutes

The General Shareholders' Meeting shall be presided over by the Chair of the Board of Directors or, in his absence, by the Vice-Chair, or if he too is unable to attend, by another Member of the Board of Directors. The Chair of the General Shareholders' Meeting shall have all powers and authority necessary and appropriate to ensure the orderly conduct of the General Shareholders' Meeting.

The Chair of the General Shareholders' Meeting shall appoint the vote ~~counters~~ counter(s) as well as the minute-taker who need not be shareholders.

The General Shareholders' Meeting shall be minuted pursuant to Art 702 OR (Swiss Code of Obligations), and the minutes shall be signed by the Chair and the minute-taker.

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

Art. 15 Resolutions, elections

The General Shareholders' Meeting shall adopt resolutions and hold elections with the relative majority of the votes cast insofar as nothing different is stipulated by law or by the Articles of Association.

5. name and address of the independent proxy.

The business report, the compensation report and the auditors' reports as well as the report on non-financial matters pursuant to Art. 964c OR, if applicable, shall be made available to the shareholders at least 20 days prior to the ordinary General Shareholders' Meeting.

Shareholders entitled to vote who represent at least 0.5% of the share capital or the votes may demand that an item be included in the agenda with a statement of the motions or that a motion relating to an agenda item be included in the invitation convening the General Shareholders' Meeting. Such requests must be addressed in writing to the Chair at the latest 60 days before the meeting.

Art. 13 Chair, minutes

The General Shareholders' Meeting shall be presided over by the Chair of the Board of Directors or, in his absence, by the Vice-Chair, or if he too is unable to attend, by another Member of the Board of Directors. The Chair of the General Shareholders' Meeting shall have all powers and authority necessary and appropriate to ensure the orderly conduct of the General Shareholders' Meeting.

The Chair of the General Shareholders' Meeting shall appoint the vote-counter(s) as well as the minute-taker who need not be shareholders.

The General Shareholders' Meeting shall be minuted pursuant to Art 702 OR (Swiss Code of Obligations), and the minutes shall be signed by the Chair and the minute-taker.

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

Art. 15 Resolutions, elections

The General Shareholders' Meeting shall adopt resolutions and hold elections with the relative majority of the votes cast insofar as nothing different is stipulated by law or by the Articles of Association.

Resolutions shall be made and elections held openly unless the General Shareholders' Meeting decides on a written or electronic vote or the Chair gives an instruction to this effect. The Chair may have an election or resolution repeated in the same or another form insofar as doubts exist relating to the result of the vote. In such a case, the previous election or resolution shall be void.

In the case of written votes or elections, the Chair may accelerate the vote-counting by instructing that only the voting slips of those shareholders are to be collected who have abstained or cast a no-vote and that all other shares represented in the General Shareholders' Meeting at the time of voting shall be counted as yes-votes.

A resolution by the General Shareholders' Meeting that is approved by at least two thirds of the votes represented and the absolute majority of the nominal value of the shares represented shall be required for:

1. A change in the purpose of the Company;
2. Introduction or cancellation of voting shares;
3. A restriction ~~in~~of the transferability of registered shares;
- ~~4. An authorised or conditional capital increase;~~
4. The introduction of conditional share capital or the introduction of a capital range;
5. A capital increase ~~out of from~~ equity ~~capital~~, against ~~non-cash contribution~~contributions in kind or ~~for the purpose of acquisition of assets~~by set-off against a claim and the granting of ~~particular~~special privileges;
6. A restriction or cancellation of subscription rights;
7. A change of currency of the share capital;
8. A delisting of the Company's equity securities;
- ~~7~~9. A transfer of the registered office of the Company;
810. Dissolution of the Company with or without liquidation.

The relative majority of the votes cast shall be sufficient for cancellation or relaxation of the provisions for restricting transferability of shares.

Resolutions shall be made and elections held openly unless the General Shareholders' Meeting decides on a written or electronic vote or the Chair gives an instruction to this effect. The Chair may have an election or resolution repeated in the same or another form insofar as doubts exist relating to the result of the vote. In such a case, the previous election or resolution shall be void.

In the case of written votes or elections, the Chair may accelerate the vote-counting by instructing that only the voting slips of those shareholders are to be collected who have abstained or cast a no-vote and that all other shares represented in the General Shareholders' Meeting at the time of voting shall be counted as yes-votes.

A resolution by the General Shareholders' Meeting that is approved by at least two thirds of the votes represented and the absolute majority of the nominal value of the shares represented shall be required for:

1. A change in the purpose of the Company;
2. Introduction or cancellation of voting shares;
3. A restriction of the transferability of registered shares;
4. The introduction of conditional share capital or the introduction of a capital range;
5. A capital increase from equity, against contributions in kind or by set-off against a claim and the granting of special privileges;
6. A restriction or cancellation of subscription rights;
7. A change of currency of the share capital;
8. A delisting of the Company's equity securities;
9. A transfer of the registered office of the Company;
10. Dissolution of the Company with or without liquidation.

The relative majority of the votes cast shall be sufficient for cancellation or relaxation of the provisions for restricting transferability of shares.

Art. 33 Reserves, appropriation of profit

~~After deduction of all costs, interest, losses and other expenses and after required write-downs as well as provisions and reserves, 5% of the remaining annual net profit shall be allocated to the general reserve fund until the latter amounts to 20% of the paid-up share capital.~~

The profit reported in the balance sheet shall be at the free disposal of the General Shareholders' Meeting, subject to the legal provisions ~~on further allocations to the reserve and subject to article 671 OR.~~

In addition to the ~~statutory reserve~~ reserves required by law, the General Shareholders' Meeting may decide to create ~~special~~ other reserves which shall remain at the free disposal of the General Shareholders' Meeting.

Art. 35 Publication medium

The official means of publication of the Company shall be the Swiss Official Gazette of Commerce.

The Board of Directors shall be entitled to determine other publication media at any time.

Notices by the Company to the shareholders ~~in the cases required by law shall~~ may, at the election of the Board of Directors, be made validly given by mail publication in the Swiss Official Gazette of Commerce or, in a form that allows proof by text, to the address shown most recent contact information of the shareholder or authorized recipient recorded in the share register.

Art. 33 Reserves, appropriation of profit

The profit reported in the balance sheet shall be at the free disposal of the General Shareholders' Meeting, subject to the legal provisions.

In addition to the reserves required by law, the General Shareholders' Meeting may decide to create other reserves which shall remain at the free disposal of the General Shareholders' Meeting.

Art. 35 Publication medium

The official means of publication of the Company shall be the Swiss Official Gazette of Commerce.

The Board of Directors shall be entitled to determine other publication media at any time.

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 Gazette of Commerce or, in a form that allows proof by text, to the most recent contact information of the shareholder or authorized recipient recorded in the share register.

Art. 12a **Venue**

The Board of Directors shall determine the venue of the General Shareholders' Meeting.

The Board of Directors can determine that the General Shareholders' Meeting be held simultaneously at different locations, provided that the contribution of the participants are transmitted directly in video and audio to all venues and/or that shareholders, who are not present at the venue or venues of the General Shareholders' Meeting may exercise their rights by electronic means.

Alternatively, the Board of Directors may also provide that the General Shareholders' Meeting will be held by electronic means without a venue.

Art. 12a **Venue**

The Board of Directors shall determine the venue of the General Shareholders' Meeting.

The Board of Directors can determine that the General Shareholders' Meeting be held simultaneously at different locations, provided that the contribution of the participants are transmitted directly in video and audio to all venues and/or that shareholders, who are not present at the venue or venues of the General Shareholders' Meeting may exercise their rights by electronic means.

Alternatively, the Board of Directors may also provide that the General Shareholders' Meeting will be held by electronic means without a venue.