

Articles of Association of mobilezone holding Ltd

mobilezone holding ag
mobilezone holding sa

with registered office in Risch (ZG)

All function designations, whether masculine, feminine or factual, are gender-neutral and refer to all genders.

The German version will remain the only official version.

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1 Company name, registered office and duration

The company

mobilezone holding ltd
mobilezone holding ag
mobilezone holding sa

is a public limited company that is subject to these Articles of Association and Title XXVI of the Swiss Code of Obligations (CO). The Company has its registered office in Risch (ZG).

The Company is established for an indefinite period.

2 Purpose

The purpose of the Company is to acquire, manage, hold and dispose of investments in companies of all kinds in Germany and abroad, in particular with activities in the fields of trade, industry and services.

The Company may acquire, encumber, exploit and sell real property and intellectual property rights in Switzerland and abroad and finance other companies.

3 Sustainability

The Company strives to create sustainable value through its activities.

4 Share capital and shares

4.1 Share Capital

4.1.1 The share capital of the Company amounts to CHF 432,291.35 and is fully paid up.

4.1.2 It is divided into 43,229,135 registered shares with a par value of CHF 0.01 each.

4.2 Capital range

4.2.1 The Board of Directors is authorised to increase/reduce the share capital until 3 April 2029 within a range from CHF 392,291.35 (lower limit) to CHF 472,291.35 (upper limit) (capital range). Multiple capital increases/reductions and increases/reductions in partial amounts are permitted.

4.2.2 In the event of a capital increase:

- a) The Board of Directors shall determine the number of shares, the issue amount, the type of contributions (including contributions in kind, debt-equity swaps or conversion of non-restricted equity), the date of issue, the conditions for exercising subscription rights and the start of dividend entitlement. The Board of Directors is authorised to restrict or exclude trading in subscription rights. The Board of Directors is entitled to allow unexercised subscription rights to lapse, or to place them or the shares for which subscription rights have been granted but not exercised, or otherwise use them in the interest of the Company.

- b) Provided that the capital increase does not exceed 10 per cent of the share capital entered in the commercial register at the time, the Board of Directors is authorised to withdraw or limit the subscription rights of the shareholders and to allocate subscription rights to individual shareholders, third parties, the Company or one of its group companies for the purpose of (i) acquisition of companies or parts thereof or interests therein (ii) investment projects of the Company or one of its group companies, or (iii) financing or refinancing of such transactions through a share placement or (iv) placement of shares with a new strategic investor.

If the share capital is reduced within the capital range, the Board of Directors, will, where necessary, determine the use of the reduction amount.

4.3 Type of shares

- 4.3.1 The shares are registered shares.
- 4.3.2 The Company issues its registered shares in the form of individual certificates, global certificates, uncertificated securities, or intermediated securities. Within the framework of the statutory provisions, the Company is free to convert the shares issued in one of these forms into another form at any time and without the consent of the shareholders.
- 4.3.3 A shareholder is not entitled to titles in the form of securities or to the conversion of registered shares issued in a particular form into another form. However, the shareholder may at any time request the Company to issue a certificate of the registered shares held by the shareholder in accordance with the share register.
- 4.3.4 Book-entry securities based on shares of the Company cannot be transferred by assignment. No securities can be provided by assignment on these book-entry securities.
- 4.3.5 Registered shares of the Company not held as book-entry securities in the form of uncertificated securities are transferred by assignment.
- 4.3.6 Where registered shares are issued in the form of individual certificates or global certificates, they must bear the original or facsimile signatures of two members of the Board of Directors.

4.4 Share register and registration restrictions

- 4.4.1 The Board of Directors shall keep a share register for all registered shares, listing the names and addresses or company names and registered office addresses of owners and beneficiaries. A person recorded in the share register shall notify the share registrar of any change in contact details. Postal and electronic communications from the Company will be deemed to have been sent with legal effect if sent to the contact details listed in the share register.
- 4.4.2 In relation to the Company, only persons entered in the share register will be deemed to be shareholders or beneficiaries. The Board of Directors determines the requirements and responsibilities for recognition of persons as shareholders or as beneficiaries with or without voting rights and their entry in the share register.
- 4.4.3 The Board of Directors determines the responsibilities for keeping the share register.
- 4.4.4 In the invitation to the General Meeting, the Board of Directors announces the key date for entry in the share register for entitlement to attend and vote.

- 4.4.5 The Board of Directors is entitled to cancel entries in the share register with retroactive effect to the date of registration if the entry was made on the basis of false information. It must first hear the shareholder concerned. The shareholder concerned must be informed immediately of the cancellation.
- 4.4.6 The Board of Directors may refuse to recognize and register a person as a shareholder or beneficiary with voting rights if, upon request, they do not explicitly state that they have acquired the shares or the usufruct of the shares in their own name and for their own account, that there is no agreement on the redemption or return of the relevant shares and that they bear the economic risk associated with the shares. The Board of Directors cannot refuse to register a person on the grounds that the application was made by their bank.

5 Company Organs

The Company has the following organs:

- a) General Meeting
- b) Board of Directors
- c) Executive Board
- d) Auditors

6 General Meeting

6.1 Powers

- 6.1.1 The supreme body of the public limited Company is the General Meeting. It has the following non-transferable powers:
- a) the adoption and amendment of the Articles of Association;
 - b) the election of the Chair and the other members of the Board of Directors as well as the members of the Nomination & Compensation Committee;
 - c) the election of the auditors;
 - d) the election of the independent voting proxy;
 - e) the approval of the management report, the consolidated financial statements and the report on non-financial matters pursuant to Article 964a et seq. CO and, where applicable, other reports required by law;
 - f) the approval of the annual financial statements and the resolution on the appropriation of retained earnings, in particular the determination of dividends;
 - g) the determination of the interim dividend and the approval of the interim financial statements required for this purpose;
 - h) the resolution on the repayment of the statutory capital reserve;
 - i) the approval of the remuneration of the Board of Directors and the Executive Board in accordance with Article 7 of the Articles of Association;

- j) the consultative vote on the remuneration report;
- k) the discharge of the members of the Board of Directors;
- l) the delisting of the Company's shares;
- m) the passing of resolutions on matters that are reserved for the General Meeting by law or the Articles of Association or which are submitted to it by the Board of Directors.

6.1.2 In the event of a delisting resolution, the Board of Directors shall determine the terms of the delisting.

6.2 Regulations for holding general meetings

6.2.1 The ordinary General Meeting shall take place once a year, within six months of the end of the financial year. Extraordinary general meetings are convened as required, particularly in cases provided for by law.

6.2.2 The General Meeting shall meet at the place designated by the Board of Directors. The General Meeting can be held as a virtual general meeting using electronic means without a physical location. The Board of Directors determines the electronic means to be used.

6.2.3 The Board of Directors specifies in the invitation to the General Meeting the record date for participation and voting rights registration in the share register, as well as details of the written and electronic proxies and instructions.

6.2.4 The Board of Directors may provide that shareholders who are not present at the meeting location can exercise their rights by electronic means.

6.2.5 The General Meeting is presided over by the Chair, and in his absence, by another member of the Executive Board or another person appointed by the General Meeting to chair the meeting for the day.

6.2.6 The Chair appoints the minutes-taker and the vote counters, who do not need to be shareholders; these roles can be assigned to the same person. The minutes shall be signed by the Chair and the minutes-taker.

6.2.7 The Chair has all the management powers necessary and appropriate for the proper conduct of the General Meeting without interruptions.

6.3 Convocation and circulation of reports

6.3.1 The ordinary General Meeting is convened by the Board of Directors, if necessary, by the auditors.

6.3.2 The convening of an Extraordinary General Meeting may also be requested in writing by one or more shareholders who together represent at least 5% of the share capital or votes, stating the item to be discussed and the corresponding proposal to the Board of Directors.

6.3.3 The convocation must specify:

- a) the date, start, type and location of the General Meeting
- b) the items on the agenda;
- c) the proposals of the Board of Directors and a brief explanation of these proposals;
- d) if applicable, the proposals of the shareholders along with a brief explanation;

e) the name and address of the independent proxy.

The Board of Directors shall ensure that the agenda items maintain thematic unity and the General Meeting is provided with all the information necessary to make decisions.

6.3.4 The Board of Directors can summarise the agenda items in the convocation, provided that it makes further information available to the shareholders in another way.

6.3.5 The annual report (management report, annual and consolidated financial statements, report on non-financial matters in accordance with Article 964a et seq. CO and remuneration report) and the audit reports must be made available to shareholders at least 20 days before the ordinary General Meeting. If the documents are not available electronically, every shareholder is entitled to ask for them to be delivered in a timely manner.

6.4 Inclusion of items on the agenda and right to propose motions

6.4.1 No resolutions may be passed on motions relating to items not duly announced, with the exception of motions to convene an extraordinary General Meeting or to conduct a special audit.

6.4.2 No prior notice is required for motions within the scope of the items on the agenda and for negotiations without resolutions.

Shareholders representing shares of at least 0.5 per cent of the share capital or votes may request to have a subject for discussion placed on the agenda for the General Meeting. The relevant request for items to be placed on the agenda must be received by the Company in writing at least 45 days prior to the meeting, stating the items to be discussed and the motions. Shareholders can submit a brief statement of reasons with the agenda or motion proposals. This must be included in the convocation of the General Meeting.

6.4.3 At the General Meeting, every shareholder can submit motions regarding the agenda items.

6.5 Resolutions

6.5.1 Each registered share entitles the holder to one vote at the General Meeting.

6.5.2 Every shareholder may be represented at the General Meeting by:

- a) his legal representative;
- b) a representative of their own choice; or
- c) an independent proxy.

6.5.3 To authorise proxies and give instructions, shareholders must use the forms provided by the Board of Directors or the specified electronic means.

6.5.4 If the independent proxy does not receive any instructions, they shall abstain from voting. Powers of attorney and instructions for the independent proxy can only be issued for the forthcoming General Meeting.

6.5.5 Every year, the General Meeting selects either an individual, a legal entity, or a partnership to serve as the independent voting proxy. Their term ends with the conclusion of the next ordinary General Meeting. Re-election is possible. If the position of independent proxy is vacant, the Board of Directors shall appoint such a representative for the next General Meeting.

- 6.5.6 Unless otherwise stipulated in the Articles of Association, the proper constitution of the General Meeting is not dependent on the number of shares represented.
- 6.5.7 Unless the law or the Articles of Association provide otherwise, the General Meeting shall pass its resolutions and carry out its elections by majority of the votes cast, excluding abstentions, empty and invalid votes. In the event of a tied vote, a motion is deemed to have been rejected. The Chair does not have a casting vote.
- 6.5.8 If none of the candidates standing for election is able to obtain a majority of the votes in the first ballot, a second ballot shall be held. In the second ballot, the relative majority of votes is decisive.

6.6 Special resolution quorums

- 6.6.1 In addition to the matters listed under Article 704 CO, a resolution of the General Meeting passed by at least two-thirds of the votes represented and the majority of the par value of the shares represented is required for:
 - a) The introduction of voting right restrictions;
 - b) Changes to this Article
- 6.6.2 Provisions in the Articles of Association which require major majorities for the adoption of certain resolutions than those prescribed by law may only be introduced with the required majority.

6.7 Minutes

- 6.7.1 The Board of Directors shall ensure that minutes of the General Meeting are kept. These minutes shall record
 - a) the date, start and end as well as the type and location of the General Meeting;
 - b) the number, type, par value and category of shares, stating the shares, represented by the independent proxy;
 - c) the resolutions and election results;
 - d) the request for information and the answers given to it;
 - e) the statements put on record by the shareholders;
 - f) relevant technical problems that arise during the General Meeting.
- 6.7.2 The minutes must be signed by the Chair of the General Meeting and the minutes-taker.
- 6.7.3 The resolutions and election results, with exact voting ratios, must be made accessible electronically within 15 days following the General Meeting; any shareholder may request that the minutes be made available to them within 30 days after the General Meeting.

7 Board of Directors

7.1 Composition

The Board of Directors of the Company consists of three to seven members to be elected by the General Meeting.

7.2 Term of office and constitution

7.2.1 Every year, the General Meeting elects individually the members of the Board of Directors, the Chair of the Board of Directors and the members of the Nomination & Compensation Committee, who must be members of the Board of Directors. The term of office ends with the conclusion of the next ordinary General Meeting. Re-election is possible. If the office of Chair is vacant, the Board of Directors shall appoint a person from among its members to fulfil this role until the conclusion of the next General Meeting.

7.2.2 The Board of Directors is self-constituting. This does not affect the right of the General Meeting to elect the Chair of the Board of Directors and the members of the Nomination & Compensation Committee.

7.3 Resolution and minutes

7.3.1 The procedures, quorum and resolutions of the Board of Directors are governed by the Organisational Rules of the Board of Directors.

The Chair has the casting vote.

7.3.2 Minutes must be kept of the deliberations and resolutions of the Board of Directors and must be signed by the Chair and the minutes-taker.

7.4 Responsibility

7.4.1 The Board of Directors may pass resolutions on all matters that are not assigned to the General Meeting by law or the Articles of Association.

7.4.2 The Board of Directors may delegate the management and representation of the Company to one or more of its members or other natural persons who do not need to be shareholders, in accordance with the Organisational Rules.

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

- a) the overall management of the Company and the issuing of the necessary instructions;
- b) determination of the organisation;
- c) the structuring of accounting, financial control and financial planning, insofar as these are necessary for the management of the Company;
- d) the appointment and dismissal of the persons entrusted with the management and representation of the Company;
- e) the ultimate supervision of the persons entrusted with the management of the Company, in particular with regard to compliance with the law, the Articles of Association, regulations and directives;

- f) preparation of the annual report (management report, annual and consolidated financial statements, report on non-financial matters in accordance with Article 964a et seq. CO and remuneration report) as well as the preparation of the General Meeting and the implementation of its resolutions;
- g) submission of an application for a debt-restructuring moratorium and notification of the judge in the event of overindebtedness.

7.5 Standing committees and organisation

7.5.1 The Board of Directors can delegate the preparation and implementation of its resolutions or the monitoring of business transactions to committees or individual members. It must ensure appropriate reporting to its members. The foregoing applies without prejudice to Article 7.6 of the Articles of Association.

7.5.2 The Board of Directors determines the details in the Organisational Rules.

7.6 Nomination & Compensation Committee; principles regarding duties and responsibilities

7.6.1 The Nomination & Compensation Committee consists of members of the Board of Directors. Every year, the General Meeting elects the members of the Nomination & Compensation Committee individually. The term of office ends with the conclusion of the next ordinary General Meeting. Re-election is possible. If the number of members in the Nomination & Compensation Committee falls below the minimum number of two members, the Board of Directors shall appoint the missing members from among its members by the end of the next General Meeting.

7.6.2 The Board of Directors shall appoint a Chair. In all other respects, the Nomination & Compensation Committee is self-constituting.

7.6.3 The Nomination & Compensation Committee assists the Board of Directors in determining and reviewing the remuneration policy and guidelines and the performance targets as well as in preparing motions to the General Meeting regarding the remuneration of the Board of Directors and the Executive Board and may submit motions to the Board of Directors regarding other remuneration issues.

7.6.4 In a set of regulations, the Board of Directors shall determine for which Board of Directors and Executive Board positions the Nomination & Compensation Committee, alone or together with other functionaries, shall submit motions with regard to performance targets, target values and remuneration and for which positions it shall set these performance targets, target values and remuneration itself within the framework of the Articles of Association and the guidelines issued by the Board of Directors.

7.6.5 The Board of Directors may assign further duties to the Nomination & Compensation Committee.

8 Auditors

8.1 The General Meeting shall elect a state-supervised auditing company as auditor. The auditor's term of office is one financial year and ends with the approval of the relevant annual financial statements. Re-election is possible.

8.2 The duties of the auditors are determined by the statutory provisions.

9 Remuneration provisions

9.1 Approval of remuneration for the Board of Directors and the Executive Board

9.1.1 The General Meeting votes separately each year on the approval of the total amounts proposed by the Board of Directors:

- a) the maximum permissible remuneration of the Board of Directors for the period up to the next ordinary General Meeting,
- b) the maximum permissible remuneration of the Executive Board for the coming financial year.

9.1.2 The Board of Directors may divide the respective maximum total amount for the Executive Board into a maximum total amount for fixed and a maximum total amount for variable remuneration and submit the corresponding motions separately to the General Meeting for approval. It may also divide the corresponding motions into other individual remuneration elements and/or submit them to the General Meeting for approval with reference to other time periods.

9.1.3 The Board of Directors may pay or cause to be paid remuneration that has either already been approved by the General Meeting or is subject to approval by the General Meeting.

9.1.4 The Board of Directors shall submit the remuneration report to the General Meeting for a consultative vote.

9.1.5 The Company or companies controlled by it are authorised to pay to each person who joins the Executive Board after the General Meeting has approved the maximum total amount of remuneration for the Executive Board an additional amount for the duration of the already approved remuneration period, if the already approved maximum total amount of remuneration is not sufficient for their remuneration. The additional amount for each remuneration period for the Executive Board may not exceed 25% of the last approved total amount of the maximum remuneration for the Executive Board.

In addition, the Company or companies controlled by it are authorised to compensate new members of the Executive Board for any forfeited remuneration that arose in connection with the assumption of this new role.

9.2 Remuneration policies

9.2.1 The remuneration of the members of the Board of Directors consists of a function-dependent, fixed, non-performance-related director's fee. An additional fixed fee is paid for chairing and being a member of a committee. The remuneration of the members of the Board of Directors takes into account the responsibility and activities of the members of the Board of Directors. The amount of the remuneration elements is determined by the Board of Directors as part of the total remuneration for the Board of Directors approved by the General Meeting.

If the Board of Directors appoints a delegate from the Board of Directors, their remuneration can consist of the elements of remuneration of the members of the Executive Board (Articles 9.2.2 to 9.3.3).

9.2.2 The remuneration of the members of the Executive Board comprises fixed and variable components. The fixed remuneration consists of a base salary paid in cash and other remuneration elements and benefits. The variable remuneration comprises short-term and/or long-term variable remuneration elements. The variable awarded remuneration can amount to a maximum of 130 per cent of the fixed remuneration.

9.2.3 Short-term variable remuneration elements ("short-term incentive") are based on performance values that take into account the performance of the Company, the Group or parts thereof, targets calculated in relation to the market, other companies or comparable benchmarks and/or individual targets, and the achievement of which is generally measured over a one-year period. Unless otherwise determined by the Board of Directors or, if delegated to do so, the Nomination & Compensation Committee, short-term variable remuneration elements are paid in the form of shares of the Company or in cash, which may be blocked for a certain period of time.

Long-term variable remuneration elements ("long-term incentive") take into account the sustainable, long-term success of the Company and/or the Group and may also include retention incentives due to service conditions. Unless otherwise determined by the Board of Directors or, if delegated to do so, the Nomination & Compensation Committee, long-term variable remuneration elements shall be paid in whole or in part in the form of shares or similar instruments of the Company, which may be blocked for a certain period.

9.2.4 The Board of Directors or, if delegated to do so, the Nomination & Compensation Committee shall determine performance conditions for the variable remuneration, as well as their objectives and weighting and any lock-up periods and expiration conditions.

9.2.5 These may stipulate that, due to events determined in advance, such as a change of control or the termination of an employment or mandate contract, performance conditions and/or lock-up periods are continued, shortened or cancelled, and remuneration is paid assuming that the target values are achieved or remuneration lapses. The Company may acquire the required shares on the market or make them available using the capital range or conditional share capital.

9.2.6 The remuneration may be paid by the Company or by companies controlled by it.

9.3 Performance-related and participation schemes

- 9.3.1 The remuneration of members of the Executive Board consists of fixed remuneration elements, a variable performance component and a stock option plan (performance share units, PSU; or similar instruments). The variable performance component is intended to create an incentive to improve the Company's results and thus continuously increase the Company's value. It is measured by the achievement of financial targets and performance targets, which are determined by the Board of Directors at the beginning of the relevant performance period. The performance targets can include personal targets, company and division-specific targets of a financial and non-financial nature, taking into account the role of the member of the Executive Board. The variable performance component foreseen for the achievement of the financial targets has an entry barrier and can reach up to a maximum of 200% of the target amount if the targets are exceeded. The variable performance component, which depends on the achievement of financial targets, is partly paid out in shares, comparable instruments, cash and/or units determined by the Company to ensure direct participation in the long-term performance of the Company. The variable performance component, which depends on the achievement of performance targets, is limited to a maximum of 100% of the target amount if the targets are exceeded and is paid in cash. To further align with shareholder interests, the Board of Directors may decide on guidelines for the Executive Board members regarding the accumulation and retention of a minimum shareholding in the Company.
- 9.3.2 The performance share unit scheme issued by the Board of Directors aims to incentivise the Executive Board to contribute to the long-term, positive development of the Company and to support the recruitment and retention of key personnel. Performance share units entitle the holder to purchase shares in the Company after a period of typically three years, provided they are in a non-terminated employment relationship.
- 9.3.3 The Board of Directors shall determine the details for granting the performance share units such as performance conditions, including targets and weighting, any expiry conditions, lock-up periods as well as the time of allocation and valuation; it may provide that performance conditions and periods, as well as lock-up periods, can be shortened or cancelled based on the occurrence of predetermined events, such as the termination of an employment or mandate relationship, compensation being aligned assuming the achievement of target values, or compensation lapsing. The Board of Directors shall take into account the long-term interests of the Company.

9.4 Contracts with members of the Board of Directors and the Executive Board

The Company may enter into remuneration agreements with the members of the Board of Directors and the Executive Board, either itself or through companies controlled by it. Such contracts are concluded for a maximum fixed term of one year or with a period of notice of no more than twelve months.

9.5 Mandates of members of the Board of Directors and the Executive Board outside the mobilezone Group

- 9.5.1 A member of the Board of Directors may hold up to five additional mandates in listed companies and up to ten additional mandates in unlisted companies, but not exceeding ten additional mandates in total.

- 9.5.2 A member of the Executive Board may hold one additional mandate in a listed company and four additional mandates in un-listed companies, but not exceeding four additional mandates in total.
- 9.5.3 Mandates are defined as activities with a commercial purpose performed by members of the Board of Directors and the Executive Board in comparable roles at other companies. Mandates in different legal entities that are under uniform control or have the same economic justification are considered as one mandate. The restriction of Article 9.5 does not apply to:
- a) mandates in companies controlled by the Company or controlling the Company;
 - b) mandates performed by order of the Company or companies controlled by it. No member of the Board of Directors or the Executive Board may hold more than ten such mandates; and
 - c) mandates in associations and federations, non-profit organisations, foundations, trusts and personnel welfare foundations. No member of the Board of Directors or the Executive Board may hold more than six such mandates.
- 9.5.4 The acceptance of mandates by members of the Executive Board in legal entities outside the mobilezone Group must be approved in advance by the Board of Directors or, if delegated to do so, by the Nomination & Compensation Committee.
- 9.5.5 By resolution of the Board of Directors, in justified exceptional cases, the restrictions set out in Articles 9.5.1 and 9.5.2 may be exceeded by a maximum of six months. This must be disclosed in the remuneration report, naming the member concerned.
- 9.6 **Loans and credits to members of the Board of Directors and the Executive Board**
- No loans or credits shall be granted to members of the Board of Directors and the Executive Board.

10 Financial year, annual report and profit distribution

- 10.1 The Board of Directors determines the financial year.
- 10.2 The General Meeting decides on the appropriation of available earnings taking into account the statutory requirements (Article 671 et seq. CO).
- 10.3 The dividend shall be paid on the date specified by the Board of Directors. Dividends that are not claimed within five years of their due date are payable to the Company.

11 Company's publications and announcements

- 11.1 The Company's announcements shall be published in the Swiss Official Gazette of Commerce. The Board of Directors can determine additional publication outlets.
- 11.2 Communications and notifications to share-holders may instead, or in addition, be sent by regular mail, email or another form deemed appropriate by the Board of Directors to the addresses entered into the share register.

Rotkreuz, 3 April 2024

Olaf Meijer Swantee

Bernhard Mächler