

mobilezone holding ag

Organisational Rules

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1. FUNDAMENTALS

1.1 Purpose and contents

The Board of Directors of mobilezone holding ag hereby issues these Organisational Rules, based on Articles 716 and 716b of the Swiss Code of Obligations (OR) and the Articles of Association of mobilezone holding ag. They regulate the internal organisation, tasks, rights and obligations of the following executive bodies and persons who are entrusted with the management of mobilezone Group:

- Board of Directors (BoD)
- Chairman of the Board of Directors (CBoD)
- Group Management (GrM)
- Chief Executive Officer (CEO)
- Chief Financial Officer (CFO)

The Organisational Rules record the binding conditions for the management of mobilezone holding ag and the group companies controlled by it.

The Organisational Rules and to a certain extent Annex 3 (functional diagram) include a list of subjects and transactions in which the decision-making or information of an executive body or executive representative are prescribed. These Organisational Rules, including annexes, are coordinated with the Articles of Association of mobilezone holding ag.

The executive bodies or executive body representatives of mobilezone holding ag can delegate tasks to the representatives in the boards of directors and management of group companies with corresponding instructions and mandates within the framework of their responsibilities. Otherwise, they observe these tasks themselves. The boards of directors and management of group companies observe their reporting obligations, obtain the corresponding decisions and instructions in good time and implement these in the group companies. They observe the rules and instructions issued for strategic and financial management. The legal independence of the group companies and legal responsibility of their executive bodies remain preserved in the context of the particular, applicable mandatory law.

1.2 Organisation of mobilezone holding ag and its group companies

1.2.1 Group structure

mobilezone holding ag, as the parent company together with its group companies as subsidiaries, constitute the mobilezone Group. The executive bodies or executive body representatives of mobilezone holding ag observe the management of mobilezone holding ag and also the strategic and financial management of group companies within the context of their tasks and competences.

The mobilezone Group comprises the legally independent group companies and affiliated companies in which mobilezone holding ag has a direct or indirect capital interest.

All companies are regarded as group companies which are in part or fully consolidated in the consolidated financial statements. All other companies that are consolidated in the consolidated financial statements at the participating interest value are regarded as affiliated companies.

1.2.2 Group management

These rules control the first two management levels of the mobilezone Group.

Level 1: Board of Directors

The highest management level consists of the Board of Directors of the mobilezone holding ag with its chairman and any committees.

Level 2: Group Management

The second management level consists of the CEO, CFO and other group management levels. The CEO is responsible for management of the Group. He is supported by the other members of the Group management. He can delegate responsibilities to Group management members.

Level 3: Group companies

The locally operating Group companies are subject to the management of one or several Group management members, who officiate as members of the Board of Directors or managers of the respective group company. Management can be delegated to executive bodies (local CEOs) in compliance with the local laws and regulations.

2. Board of Directors

2.1 Composition and constitution

The Board of Directors is composed of the chairman of three to a maximum of seven members. The General Meeting elects the Board of Directors members and Board of Directors chairman annually. In addition, the Board of Directors constitutes itself.

The members of the Nomination & Compensation Committee are elected by the General Meeting. As required, the Board of Directors can form additional BoD committees, elect their chairs and assign tasks and competences to the committees.

The Board of Directors in each case designates a minutes keeper, who is normally not a member of the Board of Directors.

2.2 Term of office

The election by the General Meeting occurs for a term of office of one year. Re-election is possible. There is no limit to the term of office and no age limit restrictions pursuant to Article 17 of the Articles of Association.

2.3 Meetings

Number of meetings

The Board of Directors meets on the invitation of the Chairman of the Board of Directors (in the event of his absence on the invitation of the deputy) as often as business requires. Every member can request the reasons for the immediate convocation of a meeting from the chairman of the Board of Directors.

Invitations

Convocation normally occurs five working days in advance in writing. The agenda items must be listed. All documents must be enclosed; notification of their later delivery must be provided. A shorter period can be provided for in urgent cases or if no member lodges an objection against this. The items on the agenda are determined by the Chairman of the Board of Directors in consultation with the CEO. Every member of the Board of Directors can demand that an agenda item is included.

Meeting participants

Individual members of Group management, senior employees of the Group, members of the auditing company or other specialists can be included in the meetings of the Board of Directors and committees. The chairman of the Board of Directors and chairs of the committees of the Board of Directors can issue the invitations. In general, the CEO and CFO take part in every Board of Directors meeting unless otherwise instructed by the chairman of the Board of Directors.

Chairmanship

The chairman of the Board of Directors, in the event of his being unavailable, his deputy and if the latter is unavailable, another member of the Board of Directors takes the chair.

Quorum

The Board of Directors has a quorum if the majority of its members is present. The decisions of the Board of Directors are taken with the majority of the votes cast. A member of the Board of Directors who is unavailable cannot be represented by another member of the Board of Directors. In the event of the votes being tied, the Chairman has a casting vote.

The Board of Directors can reach its decisions in meetings, telephone or video conferences or exceptionally via circular letters (unless a member requests oral consultation). Decisions from telephone and video conferences and circular letters must be recorded in the minutes of the next Board of Directors meeting or recorded separately in minutes.

2.4 Minutes

Minutes are kept of the negotiations and decisions of the Board of Directors. The minutes must at least include the items on the agenda, applications and decisions. Every member of the Board of Directors taking part in a meeting can request that his vote and above all any opinion of his diverging from a decision or the cast vote be recorded in the minutes.

The minutes are delivered to the members of the Board of Directors and the CEO and CFO after release by the Chairman of the Board of Directors. The minutes are approved at the next meeting and signed by the Chairman and taker of the minutes.

The minutes must be treated as confidential documents.

2.5 Other Board of Directors mandates of the Board of Directors members

Board of Directors mandates in third companies (disclosure)

Every Board of Directors member provides information once a year (reference date end of the calendar year) about all mandates pursuant to Section 31 of the Articles of Association and ensures that it meets the criteria listed in Section 31 of the Articles of Association.

Board of Directors mandates in third companies (new mandates)

Before accepting a Board of Directors mandate in another company, the Board of Directors must be consulted in advance. In the event of doubt, the Board of Directors decides whether reasons exist that make acceptance of the mandate involved appear unsuitable.

Board of Directors mandates in group companies

The members of the Board of Directors normally do not accept any seats in the executive bodies of group companies

2.6 Conflicts of interest

The members of the Board of Directors are obliged to abstain from voting when business is handled that is in conflict with their own interests or the interests of natural or legal persons close to them.

2.7 Board of Directors files and duty of discretion

Preservation and return of files

The files transferred to the members of the Board of Directors, whether in paper form or digital, must be preserved in a manner that prevents any unauthorised third parties gaining access to them.

Confidentiality regarding business secrets

The members of the Board of Directors are obliged during their period of office and also after their departure to preserve silence regarding all transactions, relationships and facts of mobilezone of which they have become aware in their capacity as member of the Board of Directors.

2.8 Executive body liability insurance

The mobilezone holding ag concludes D&O liability insurance in favour of the members of the Board of Directors and Group management, which as far as possible covers the liability risks associated with their activity. The insurance premiums are borne by mobilezone holding ag.

2.9 Compensation, expenses

Compensation

The Board of Directors takes the activity and responsibility of the individual members of the Board of Directors into account in determining compensation. The Board of Directors determines the compensation within the framework of the total amount approved by the General Meeting for the compensation of the Board of Directors subject to Section 28 of the Articles of Association of mobilezone holding ag.

Expense compensation

The members of the Board of Directors are compensated for meetings, conferences or obligations on behalf of the Group incurred apart from the normal meetings, pursuant to the expense regulations of mobilezone holding ag.

2.10 Right to demand information

Every member of the Board of Directors can demand information regarding all affairs of mobilezone holding ag and the Group companies. All members of the Board of Directors and Group management are obliged to provide information on the course of business and individual transactions.

Outside of the meetings, every member of the Group management can demand information about the course of business and, with authorisation of the chairman of the Board of Directors, also on individual transactions.

Direct contact for information with other employees of the Group should occur in consultation with the chairman of the Board of Directors and CEO. This remains subject to the contacts of the chairs of the committees in their areas of responsibility.

If this is necessary for the observance of a task, every member can apply to the Chairman of the Board of Directors for submission of the books and files to him. The Chairman of the Board of Directors agrees to the request for information or submission, provided no regulations on the obligation to refrain from voting or secrecy are in conflict with this, business secrets are infringed or the request is disproportional. If the Chairman of the Board of Directors rejects a request for information, a hearing or inspection, the Board of Directors decides pursuant to Art. 715a (5) OR on application of the corresponding member of the Board of Directors.

2.11 Reporting

General reporting

The CEO submits a report on the course of business and important events of the Group and any measures taken at the meetings of the Board of Directors. The Board of Directors can demand written documents if this is necessary for observance of its tasks. In the event of extraordinary events, the CEO informs the Chairman of the Board of Directors and the latter in turn informs the members of the Board of Directors immediately.

Financial reporting

The annual and consolidated financial statements are concluded on 31 December, the half-year statements on 30 June. The consolidated financial statements are drawn up according to the regulations of the Swiss GAAP FER reporting standards and the annual financial statements of mobilezone holding ag according to the joint stock company law accounting regulations.

The CFO draws up a quarterly financial report for the CEO for the attention of the Board of Directors. The report provides information on the asset and financial situation of the Group. The CFO draws up a KPI report for the Board of Directors on a monthly basis. The financial reporting to the Board of Directors is made according to the regulations of Swiss GAAP FER.

Reporting on risk management, internal control system and compliance

The Board of Directors has reports submitted to it by the CEO or CFO or on its instructions by the responsible persons at least annually in writing and orally on risk management, the internal auditing system and compliance within the Group.

Planning

The CFO draws up for the CEO for the attention of the Board of Directors the following reports once a year in the context of the budget process: extrapolation of current year, budget (income statement, balance sheet, investments, important cash flows).

2.12 Tasks and competences

The Board of Directors is in charge of the overall management of the Group and monitors the management. Subject to observance of the legally mandatory responsibilities of the executive bodies of the Group companies, it decides on all transactions of the Group assigned to it by laws, the Articles of Association, Organisational Rules and documents issued on their basis as well as on all transactions that have not been assigned by law, the Articles of Association or Organisational Rules of the General Meeting or other executive bodies.

2.13 Non-assignable and infeasible tasks

Based on the applicable legal provisions (Article 716a (1) OR and the ordinance against excessive remuneration in listed companies limited by shares) and the Articles of Association, the Board of Directors has the following non-assignable and infeasible tasks:

1. the overall management of mobilezone holding ag and issuing of the necessary instructions;
2. determination of the organisation;
3. configuration of the accounting, financial control and financial planning;
4. designation and recall of the Group management;
5. the ultimate supervision of the Group management, namely with regard to the observance of laws, Articles of Association, rules and instructions;

6. the preparation of the annual report and the compensation report as well as the preparation of the General Meeting and the execution of its resolutions;
7. notifying the judge in case of overindebtedness;
8. capital increase resolution in the event of an improved capital increase;
9. declaratory decrees in the event of normal, approved or conditional capital increases and associated amendments of the Articles of Associations as well as the capital increase reports required.

2.14 Decision-making and approval powers

The Board of Directors is responsible for the following transactions.

A Management and organisation

1. Approval of the goals and principles of company policy (e.g. mission statement) of the Group on the proposal of the Group management;
2. Approval of strategy;
3. Determination of the financial principles and principles on the appropriation of profit of the Group;
4. Determination of the organisation of the Group (Group structure, organisation of the top management of the mobilezone holding ag);
5. Determination of the compensation policy at the highest company level;
6. Approval of the organisational rules of mobilezone holding ag and its annexes;
7. Decision-making on raising loans in the Group, approval of the conditions for the issue of shares, bonds and participation certificates in the Group;
8. Approval of increasing or decreasing the registered capital of Group companies;
9. Issue of litigation and settlement powers in the Group in the event of a dispute or settlement values of CHF 1 million or higher;
10. Decision-making on the establishment, acquisition or partial acquisition of other companies or a business unit, the merger and liquidation of Group companies, transfer of assets, debts and personnel as well as the complete or partial sale of Group companies from a transaction value of CHF 1 million, including any negative EBIT effect on the Group;
11. Approval of the establishment and dissolution of strategic alliances with an important influence on the business activity or geographic orientation of the Group;
12. Establishment and monitoring of risk management, the internal control system, compliance and internal audit and approval of the corresponding targets, organisation, processes and tasks;
13. Approval of transactions that are of great importance to the Group or could result in considerable public controversies;
14. Determination of the principles of the signing powers in the Group;
15. Court challenges regarding decisions of the General Meeting;
16. Selection of the auditor to be elected by the General Meeting of the Group companies;
17. Keeping of the share register of mobilezone holding ag;
18. Approval of the basic features of the communication policy of the Group;
19. Determination of the Group-wide brand and patent strategy;
20. Monitoring of management and observance of the statutory regulations, Articles of Association and rules. For this purpose, the Board of Directors has a report made by the CEO;

21. Monitoring of the instructions of the CEO to ensure the accounting records are properly kept and that the profit and loss statement as well as the balance sheet of mobilezone holding ag and of the Group are drawn up according to the statutory regulations and are submitted to the auditor for review;
22. Right to demand information of every member regarding all affairs of mobilezone holding ag or a Group company. If a member of the Board of Directors desires insight into the business documents outside of meetings, he must address this request to the Chairman of the Board of Directors;

If the Chairman of the Board of Directors rejects a request for information or insight into the business documents, the member involved can address the application to the full Board of Directors; normally, at the next meeting of the full Board of Directors;
23. Drawing up and approving regulations and instructions for the Board of Directors and Group management.

B Planning and control

24. Determination of the annual strategic planning process for the Group companies, consolidated for the Group (strategy, extrapolation, annual budget for income statement, balance sheet, investments and cash flow statement);
25. Control of the observance of the financial and strategic targets of the Group;
26. Guidelines for the configuration of the accounting, financial control and financial planning;
27. Guidelines on the form of reporting to the Board of Directors;
28. Conduct of an annual discussion with the auditor about the annual financial statements;
29. Review of the independence and professional qualification of the auditor;
30. Approval of the principles for meeting stock market obligations and precautions to avoid insider trading;
31. Regular inspection and cognizance of the reports of the internal control system and of risk management regarding strategic and financial risks and hazards.

C Finances

32. Approval of the annual consolidated budget (income statement, investment statement, balance sheet, cash flow statement);
33. Approval of the consolidated annual report with management report, compensation report, consolidated annual financial statements and annual financial statements of mobilezone holding ag incl. appropriation of profits;
34. Approval of projects, fixed asset investments and sale of capital assets from CHF 1 million per transaction;
35. Approval of sureties, guarantees, pledging chattels as securities for debts or assignment of assets in favour of third parties and in favour of Group companies of more than CHF 250,000;
36. Approval of letters of comfort, subordination statements, remission of claims and other financial recovery payments in favour of Group companies or third parties of more than CHF 1 million;
37. Grant of loans and credits of CHF 250,000 or more and to Group companies of CHF 20 million or more;
38. Approval of new financing of CHF 10 million or more;
39. Approval of structured financing (e.g. securitisation, sale & lease back, cross-border leasing, asset-backed deals and equity-linked deals);
40. Approval of the basic features of Group-wide cash pooling and corresponding contracts;
41. Application to the General Meeting for approval of the management report, annual financial statements, the consolidated financial statements, approval of the maximum overall amounts of compensation of the Board of Directors and appropriation of profits;

- 42. Approval of semi-annual financial statements, cognizance of the quarterly financial statements and extrapolation;
- 43. Cognizance of the reports of the external auditor relating to mobilezone holding ag and consolidated financial statements;
- 44. Approval of long-term procurement and service agreements with a value of CHF 2 million or more across the entire contractual term.

D Personnel and social matters

- 45. Determination of the compensation concept of the Board of Directors and its compensation within the framework of the overall amount approved by the General Meeting for the compensation of the Board of Directors;
- 46. Approval of the compensation concept and general appointment conditions of the Group management members;
- 47. Approval of the guidelines on variable performance component for members of the Group management;
- 48. Approval of the compensation of the members of Group management within the framework of the overall amount approved by the General Meeting for the compensation of the Group management;
- 49. Designation and dismissal of members of the Board of Directors of subsidiaries and Group management;
- 50. Application for changes in the Board of Directors of mobilezone holding ag to the General Meeting;
- 51. Approval of equity and profit-sharing programmes for members of the Board of Directors and for all employees;
- 52. Approval of the principles for pension institutions and social security payments of Group management;
- 53. Approval of major restructuring projects, especially those resulting in mass dismissals pursuant to Art. 335d OR;
- 54. Approval of the exercise of mandates outside the Group by members of the Group management, including regulation of their compensation;
- 55. Issue of the expenses regulations for the members of Group management;
- 56. Approval of the incentivization targets of Group management.

3. CHAIRMAN OF THE BOARD OF DIRECTORS

3.1 Tasks and competences

The tasks and competences of the Chairman of the Board of Directors include:

1. Preparation, convocation and conduct of the extraordinary and ordinary general meetings;
2. Ordering and monitoring execution of the decisions of the General Meeting;
3. Leadership of the members of the Board of Directors and CEO;
4. Preparation, convocation and conduct of the meetings of the Board of Directors;
5. Supervision of the implementation of the decisions of the Board of Directors and of the guidelines and regulations approved by the Board of Directors;
6. Securing the rights of the members of the Board of Directors regarding inspection of the documents and the activity of mobilezone holding ag and the Group companies;
7. Maintenance of good relationships with the most important stakeholders;
8. Representation of the Board of Directors at important external and internal events;
9. Maintenance of good relationships of the Board of Directors to the Group management and managers of the Group companies;
10. Regulation of any conflicts arising from the instructions of the Board of Directors to Group management;
11. Conduct of an annual evaluation discussion with the CEO;
12. Permanent, close and trusting exchange of information with the CEO on all important questions;
13. Prompt and complete orientation of all members of the Board of Directors regarding press releases of mobilezone holding ag and other processes affecting it with public significance;
14. Submission of applications to the Board of Directors for the election and discharge of the CEO, CFO and other Group management members.

The Chairman of the Board of Directors can delegate tasks and competences temporarily or permanently to other members of the Board of Directors or Group management.

In the event of the Chairman of the Board of Directors being unavailable, his deputy assumes his tasks and competences.

4. COMMITTEES OF THE BOARD OF DIRECTORS

Depending on the business, the Board of Directors can deploy committees in individual cases. The preparation, execution and monitoring of decisions of the Board of Directors can be assigned to these provided they do not restrict the non-transferable and infeasible tasks of the Board of Directors. The tasks, competences, reporting form and reporting rhythm as well as compensation are determined individually.

The provisions applicable to the Board of Directors regarding invitation, determination of the agenda, chairmanship, organisation of the meetings, taking of decisions and minutes also apply analogously to meetings of the committees of the Board of Directors.

4.1 Nomination & Compensation Committee

Unless otherwise defined, the Nomination & Compensation Committee (NCC) consists of at least two members of the Board of Directors. The members of the NCC are elected individually, yearly by the General Meeting. The committee meets as often as business requires, but at least three times a year.

The NCC- proposes the total amount of remuneration for the Group Executive Board and the CEO. It applies to the full Board of Directors for the remuneration of the CEO and the other members of Group Management on the basis of the CEO's proposal.

Compensation of the Group management and CEO is limited to the maximum possible overall sum that was or is approved by the General Meeting.

The NCC regularly reviews the compensation applicable to the Board of Directors and if applicable submits an application for adjustment to the General Meeting.

4.2 Audit & Risk Committee (ARC)

The ARC supports the Board of Directors in monitoring management, especially in financial respects. It is composed of at least two members of the Board of Directors, of whom one is the chairman of the Board of Directors. The CEO, CFO and, on invitation of the senior person of the external auditor or other persons as needed, take part in the meetings.

The ARC is a permanently established committee. Its functions exclusively involve providing advice, preparing decisions and monitoring. This does not affect the right of decision of the full Board of Directors. The ARC does not form any subcommittees.

The main tasks or responsibility of the ARC in relation to the overall Group consist in independent and objective:

- monitoring of the integrity of financial reporting, especially in the field of financing and accounting;
- evaluation of the processes and guidelines in the field of the risk and control field in the areas of finance, accounting and compliance and the measures based on it;
- monitoring of the independence and performance of the auditor;
- review of the financing and treasury strategy;
- ensuring efficient communication between the auditor and Group management

4.3 Sustainability Committee

The Sustainability Committee is formed by the full Board of Directors. It acts as the highest decision-making body and approves the sustainability strategy. It meets twice a year as part of the ordinary meetings of the Board of Directors on the topic of sustainability with the aim of driving forward the sustainability strategy.

The CEO of the mobilezone Group is the ultimate responsible party. Together with the Group Executive Board, he is responsible for implementing the sustainability strategy.

5. GROUP MANAGEMENT

5.1 Composition

The Group management consists of three to seven persons appointed by the Board of Directors:

- CEO
- CFO
- and up to five more members

5.2 Role

The Group management supports the CEO in managing the group.

5.3 Conduct with regard to conflicts of interest

The members of Group management are obliged to abstain from voting when business is handled that is in conflict with their own interests or the interests of natural or legal persons close to them.

5.4 Meetings

The Group management assembles regularly on the invitation of the CEO. Every member can demand the convocation of an extraordinary meeting.

5.5 Tasks

The Group management occupies itself with all important Group-relevant subjects under the leadership of the CEO. It serves the provision of mutual information between individual Group management members and actively cooperates in the corresponding opinion-forming and decision-making of the CEO, especially in:

- formulation of the Group and business unit strategy and assignment of medium- and long-term financial resources;

- evaluation of the targets, plans and important projects within the Group and business segments;
- configuration of the organisational structure of the Group and business segments;
- demarcation of the activities of business segments, realisation of joint cross-sector activities and the use of common services;
- configuration of corporate identity;
- selection and promotion of management and new recruits in the Group;
- determination of the compensation and bonus systems from the third management level;
- Implementation of the sustainability strategy
- preparation of the business to be handled by the Board of Directors and its committees;
- mutual information of the members about events within their areas of responsibility;
- designation and discharge of the heads of the subordinated business segments for the attention of the CEO;

6. CHIEF EXECUTIVE OFFICER (CEO)

6.1 Delegation

Within the framework of the mandatory legal provisions and the rules included in these provisions, the Board of Directors assigns the overall management of the Group to the Chief Executive Officer (CEO). Together with the Group management, the CEO is responsible for implementation of the decisions of the Board of Directors and its decisions, which it reaches within the bounds of its own competences. It is entitled to assign tasks and competences to qualified subordinate bodies.

6.2 Tasks and competences

Subject to the competences of the Board of Directors and committees of the Board of Directors, the CEO is competent and responsible for management and as a result for the preparation and achievement of the business targets

The CEO is supported in management duties by members of Group management.

The CEO, or on his instruction, the responsible member of the Group management, makes applications to the committees of the Board of Directors or to the Board of Directors.

The CEO informs the chairman of the Board of Directors regularly about all important business and questions which are of fundamental importance and far-reaching, as well as of controversial opinions within the Group management about important questions and problems.

In urgent cases and exceptionally, the CEO in consultation with the chairman of the Board of Directors can take decisions that fall under the competences of the Board of Directors or its committees. The executive bodies involved must be informed immediately of such decisions.

The following tasks and competences must in particular be transferred to the CEO:

1. Preparation of the meetings of the Board of Directors and its committees, preparation of business and submitting applications about the business falling under the decision-making competence of the Board of Directors and its committees;
2. Reporting to the Board of Directors about the course of business and financial and personnel situation of the Group;
3. Submission of the annual budget, annual financial statements of the Group and mobilezone holding ag to the Board of Directors;
4. Submission of the annual report drafts, compensation report and final accounts of the Group and mobilezone holding ag to the Board of Directors;
5. Execution of the decisions and instructions of the Board of Directors;
6. Representation of the Group internally and externally and determination of the information policy applicable to the Group internally and externally;
7. Formation of the corporate identity of the Group;
8. Direct management of the share register of mobilezone holding ag;
9. Leadership of the Group management members and monitoring of business activities;
10. Application for issue and withdrawal of signing powers of mobilezone holding ag for the attention of the Board of Directors;
11. Application for designation and discharge of Group management members for the attention of the Board of Directors;
12. Application for election of the external auditor for all Group companies for the attention of the Board of Directors;
13. Approval of the salary and bonus systems and concepts for pension provision in the Group from the third management level;
14. Preparation and formulation of the Group strategy to be approved by the Board of Directors and assignment of medium and long-term financial resources;
15. Formation of the organisational structure of the Group by the Board of Directors;
16. Demarcation of the activities of the business segments; ordering of joint cross-sector activities and use of common services in the Group;
17. Approval of the organisational structure of the business segments;
18. Drawing up the annual budget and annual financial statements of the business segments and country companies for the attention of the Board of Directors;
19. Determination of the principles for financing the Group companies;
20. Approval of projects, fixed asset investments and sale of capital assets up to CHF 1 million per transaction;
21. Increase and reduction of the equity of Group companies up to CHF 1 million in individual cases;
22. Issue of litigation and settlement powers in the Group in the event of a dispute or settlement values up to CHF 1 million;
23. Monitoring of the registration of changes among shareholders and the observance of registration conditions in compliance with the Articles of Association for registered shareholders and the rejection of registration requests in contravention of the Articles of Association;
24. Issue and monitoring of internal guidelines regarding the handling of insider information and to prevent insider transactions;
25. Configuration and implementation of the internal control system, risk management and compliance pursuant to the requirements of the Board of Directors and reporting to the Board of Directors;
26. Issue and monitoring of internal guidelines on the observance of all stock market-relevant reporting obligations;

27. Approval of long-term procurement and service agreements with a value over CHF 250,000 and up to a maximum of CHF 2 million across the entire contractual term;
28. Taking decisions on the establishment, acquisition of other companies, the merger and liquidation of Group companies and the full or partial sale of Group companies provided the investment or disinvestment does not exceed a transaction value of CHF 1 million, incl. any negative annual EBIT effect on the Group;
29. Definition of the personnel policy, talent management and successor and management planning of the Group.

6.3 Representation

The CEO designates a deputy in consultation with the chairman of the Board of Directors, who legally represents him in his absence. He ensures that the deputy is in a position to represent him.

7. CHIEF FINANCIAL OFFICER (CFO)

The tasks of the Group management member, the CFO, who is in charge of the finance and controlling department, include in particular:

1. Securing accounting and controlling at the Group level;
2. Application duties when determining the external auditor;
3. Technical responsibility for budgeting and for tax questions in the Group;
4. Cooperation in processing acquisitions and disinvestments;
5. Determination and implementation of guidelines to protect the Group against existential risks;
6. Securing the treasury at the Group level;
7. Supplying the Group companies with borrowed capital;
8. Handling capital market transactions;
9. Determination and implementation of investment guidelines;
10. Maintenance of the relationship to investors, financial experts and banks;
11. Monitoring of the share register;
12. Ensuring compliance with stock market-relevant reporting obligations;
13. Preparation and implementation of the internal control system and risk management pursuant to the requirements of the Board of Directors and their enforcement in the entire Group with the support of operational units;
14. Securing legal services in the Group;
15. Supervision of patents and licences at the Group level; formulation and implementation of the property rights policy of the Group;
16. Implementation of personnel policy, processes and systems, talent management and successor and management planning of the Group.

7.1 Risk management

The CFO guarantees the implementation of enterprise risk management on behalf of the Board of Directors and the Audit & Risk Committee.

Task

Apart from generally ensuring comprehensive and efficient insurance cover, enterprise risk management covers risk identification, risk evaluation and reporting.

The risks and opportunities are regularly identified, evaluated and appropriately monitored. Risk management is integrated into existing structures and it works primarily with the internal control systems.

Technical experts are brought in as required.

The strategic risks are evaluated annually by the Board of Directors. The operational and financial risks are supervised by management. The CEO is responsible for implementation of risk management.

7.2 Compliance

Task

The Board of Directors evaluates observance of statutory regulations within the Group. Controlling is available as a control instrument.

The CEO is responsible for implementation of compliance requirements. The task of implementation at the operational level is delegated to the CFO.

The tasks of the CFO primarily include:

- Measures to prevent statutory infringements and breaches of ethical principles within the Group;
- Conduct of compliance audits on behalf of the CEO;
- Drawing up of a code of conduct, ensuring its communication and observance of requirements;

8. MISCELLANEOUS

8.1 Management transactions

Persons subject to reporting

The following statements apply to members of the Board of Directors and Group management as well as to all persons who belong to the group of persons subject to reporting pursuant to the definition of the SIC directive on management transactions. The information obligation regarding these reportable persons is the responsibility of the members of the Board of Directors and Group management.

Management transactions

Pursuant to the SIX guidelines on management transactions, all transactions with shares and convertible bonds or similar instruments are regarded as transactions in the participation instruments of mobilezone holding ag. Irrespective of the amount, these must be reported within two working days in writing/by email following transaction completion to the CFO of the Group management.

8.2 Signing authority

The signing authority lays down the powers of persons at the mobilezone holding ag level and Group companies according to the following principles:

- In business transactions, the mobilezone companies are bound by the signatures of bodies and employees who are authorised to sign or whose position (e.g. staff in mobilezone shops and in central functions) gives them the authority to act in a certain way on behalf of the companies.
- All employees have signing authority (commercial power of attorney within the meaning of Article 462 OR) in their specified area of responsibility.
- Signatures are generally executed by two persons (collective signature in twos).
- As a rule, only those persons are listed in the Commercial Register for whom an entry is legally required (members of the Board of Directors and Group management); in special cases, Group management designates other persons to be listed in the Commercial Register and the nature of their signing authority.

These principles of signing authority must also be observed analogously by the Group companies.

8.3 Amendments of these Organisational Rules and the issue of other rules and regulations

However, the Board of Directors reserves the right to rescind, amend or supplement these rules at any time. Moreover, the Board of Directors can also, in addition to and outside the provisions of these rules, at any time issue instructions and regulations or take back responsibilities, tasks and competences delegated pursuant to these rules.

9. FINAL PROVISIONS

9.1 Entry into force

The Organisational Rules were confirmed by the Board of Directors on 8 March 2021.

9.2 Implementation provisions

The Board of Directors, the Committee of the Board of Directors and the CEO hereby enact the necessary implementation provisions for the execution of these rules regarding the tasks incumbent on them.

Rotkreuz, 14 December 2023

For the Board Of Directors



Olaf Swantee
Chairman of the Board of Directors

10. ANNEXES

- List of Group companies
- Organigram
- Functional diagram

Annex 1

List of Group companies

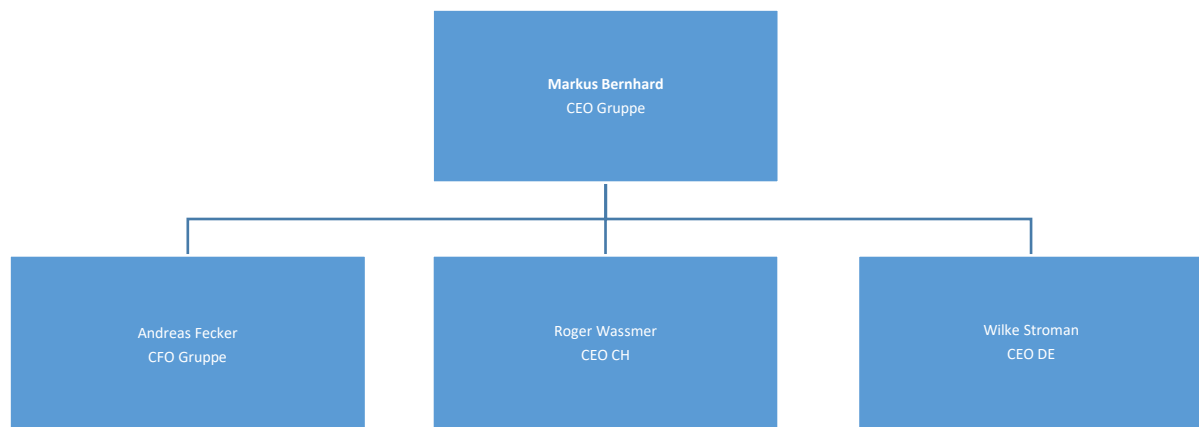
The mobilezone Group comprises the legally independent group companies and affiliated companies in which the mobilezone holding ag has a direct or indirect capital interest.

All companies are regarded as Group companies which are in part or fully consolidated in the consolidated financial statements. All other companies that are consolidated in the consolidated financial statements at the participating interest value are regarded as affiliated companies.

Company	Country/city	Nature of the company	Capital share
mobilezone holding ag	CH-Rotkreuz	Group company	n.a.
mobilezone ag	CH-Rotkreuz	Group company	100%
TalkTalk AG	CH-Rotkreuz	Group company	100%
mobilezone reload ag	CH-Rotkreuz	Group company	100%
		Group company	
IT Business Services GmbH	CH-Rotkreuz	Group company	100%
Digital Republic AG	CH-Rotkreuz	Group company	100%
mobilezone Deutschland GmbH	DE-Köln	Group company	100%
		Group company	
mobilezone Handel GmbH	D-Bochum	Group company	100%
mobilezone GmbH	DE-Köln	Group company	100%
powwow Berlin GmbH	DE-Bochum	Group company	100%
mobilezone exchange GmbH	DE-Bochum	Affiliated company	100%
Bonamic GmbH	DE-Bochum	Affiliated company	32%
einsAmobile GmbH	DE-Obertshausen	Affiliated company	25%

Annex 2

Organigram



Annex 3

Functional diagram

Abbreviations:

CBoD:	Chairman Of The Board Of Directors
BoD:	Board of Directors
CEO	Chief Executive Officer
CFO	Chief Financial Officer
E	Decision
I	Information
GM	General Meeting

A	Management and organisation	GM	CBoD	BoD	CEO	CFO
1	Approval of the goals and principles of the company policy of the Group, e.g. the mission statement			E		
2	Approval of the strategy of the Group			E		
3	Determination of the principles of the financial and profit appropriation policy of the Group			E		
4	Determination of the organisation of the Group (Group structure, organisation of the top management of the mobilezone holding ag)			E		
5	Determination of the compensation policy at the highest company level;			E		
6	Approval of the organisational rules of mobilezone holding ag and its annexes			E		
7	Decision-making on raising loans in the Group, approval of the conditions for the issue of shares, bonds and participation certificates in the Group			E		
8	Approval of increasing or decreasing the registered capital of Group companies from CHF 1 million up to CHF 1 million			E I	E	
9	Issue of litigation and settlement powers in the Group in the event of a dispute or settlement values from CHF 1 million up to CHF 1 million			E	E	
10	Decision-making on the establishment, acquisition or partial acquisition of other companies or a business unit, the merger and liquidation of Group companies, transfer of assets, debts and personnel as well as the complete or partial sale of Group companies a) up to a transaction value of CHF 1 million, incl. any negative annual EBIT b) from a transaction value of CHF 1 million, incl. any negative annual EBIT decisions and actions that must be performed by the BoD pursuant to the Merger Act.			I E E	E	
11	Approval of the establishment and dissolution of strategic alliances with an important influence on the business activity or geographic orientation of the Group			E		
12	Establishment and monitoring of the Group-wide risk management, the internal control system, internal audit, compliance and approval of the corresponding targets, organisation, processes and tasks			E		
13	Approval of transactions that are of great importance to the Group or could result in considerable public controversies			E		
14	Determination of the principles of the signing authority in the Group;			E		
15	Court challenges regarding decisions of the General Meeting			E		
16	Selection of the auditor to be elected by the General Meeting of the Group companies			E		
17	Keeping of the share register of mobilezone holding ag			E		
18	Communication of mobilezone as group			E		

	a) Approval of the basic features of the communication policy of the Group b) Determination of the Group-wide foundations for Group identity, Group design, Group branding			E		
19	Determination of the Group-wide brand and patent strategy			E		
20	Monitoring of the management activities of Group management and observance of the statutory regulations, Articles of Association and rules. For this purpose, the Board of Directors has a report provided by the CEO			E		
21	Monitoring of the instructions of the CEO to ensure the accounting records are properly kept and that the profit and loss statement as well as the balance sheet of mobilezone holding ag and of the Group are drawn up according to the statutory regulations and are submitted to the auditor for review;			E		
22	Right to demand information of every member regarding all affairs of mobilezone holding ag or a Group company. If a member of the Board of Directors desires information or insight into the business documents outside of meetings, he must address this request to the chairman of the Board of Directors. If the chairman of the Board of Directors rejects a request for information or insight into the business documents, the member involved can address the application to the full Board of Directors; normally, at the next meeting of the full Board of Directors		E	E I E		
23	Drawing up and approving regulations and instructions for the Board of Directors and Group management		E			
24	Prepare, convoke and conduct the ordinary and extraordinary general meeting		E			
25	Determination and amendment of the Articles of Association of mobilezone holding ag	E				
26	Election and recall of the BoD chairman, members of the BoD, members of the NCC, independent proxy and auditor	E		Prepares applications		
27	Issue of regulations on the management of the Group			I	E	
28	Ordering and monitoring execution of the decisions of the General Meeting		E			
29	Management of the members of the Board of Directors and CEO		E			
30	Preparation, convocation and conduct of the meetings of the Board of Directors		E			
31	Supervision of the implementation of the decisions of the Board of Directors and the guidelines and rules approved by the Board of Directors		E			
32	Maintenance of good relationships with the most important stakeholders		E		E	
33	Representation of the Board of Directors at important external and internal events		E			
34	Maintenance of the relationship of the Board of Directors to the Group management and Group companies		E			
35	Regulation of any conflicts arising from the instructions of the Board of Directors to the Group management		E	I		
36	Conduct of an annual evaluation discussion with the CEO		E	I		
37	Permanent, close and trusting exchange of information with the CEO		E			
38	Prompt and complete orientation of all members of the Board of Directors regarding press releases of mobilezone holding ag and other processes affecting it with public significance		E			
39	Demarcation of the activities of the business segments; ordering of joint cross-sector activities and use of common services in the Group				E	
40	Securing the rights of the members of the Board of Directors regarding inspection of the documents and the activity of mobilezone holding ag and the Group companies		E			
41	Approval of the organisational structure of the business segments				E	
42	Issue of internal guidelines regarding the handling of insider information				E	
43	Issue of internal guidelines on the observance of all stock market-relevant reporting obligations				E	

B	Planning and control	GM	CBod	BoD	CEO	CFO
1	Determination of the annual strategic planning process for mobilezone holding ag, Group companies and, consolidated, for the Group			E		
2	Monitoring of observance of the financial and strategic targets			E		

3	Guidelines for the structuring of accounting, financial control and financial planning			E		
4	Guidelines on the form of reporting to the Board of Directors			E		
5	Conduct of an annual discussion (closing conference) about the annual financial statements with the auditor			E		
6	Regular evaluation and cognizance: - of the internal control system - of risk management regarding strategic, financial risks - risk management regarding operational hazards			E E		E
7	Review of the independence and professional qualification of the auditor			E		
8	Approval of the principles for meeting stock market obligations and precautions to avoid insider trading			E		
9	Operational controlling				E	

C	Finances	GM	CBod	BoD	CEO	CFO
1	Approval of the annual consolidated budget (income statement, investment statement, balance sheet, cash flow statement)			E		
2	Approval of semi-annual financial statements, quarterly financial statements and extrapolation			E		
3	Cognizance of the reports of the external auditor relating to mobilezone holding ag and the consolidated financial statements;			E		
4	Application to the General Meeting for approval of the management report, annual financial statements, the consolidated financial statements, and the maximum overall amounts of compensation of the BoD and GrM			E		
5	Approval of the consolidated annual report with management report, consolidated financial statements, annual financial statements of mobilezone holding ag incl. appropriation of profit; the maximum overall amounts of compensation to the BoD	E				
6	Approval of projects, fixed asset investments and sale of capital assets per transaction a) with a volume from CHF 1 million b) with a volume up to CHF 1 million			E	E	
7	Approval of sureties, guarantees, pledging chattels as securities for debts or assignment of assets of mobilezone holding ag and Group companies a) from CHF 250,000 b) from CHF 100,000 to CHF 250,000			E I	E	
8	Approval of letters of comfort, subordination statements, remission of claims and other financial recovery payments of mobilezone holding ag or Group companies in favour of Group companies a) from CHF 1,000,000 b) up to CHF 1,000,000			E I	E	
9	Granting of loans and credits a) to third parties from CHF 250,000 b) to Group companies from CHF 20 million			E E		
10	Approval of long-term and short-term financing a) from CHF 10 million b) up to CHF 10 million			E	E	
11	Approval of structured financing (e.g. securitisation, sale & lease back, cross-border leasing, asset-backed deals and equity-linked deals)			E		
12	Approval of the basic features of Group-wide cash pooling and corresponding contracts			E		
13	Increase resolution in the event of an improved capital increase of mobilezone holding ag			E		
14	Declaratory decision in the event of normal, approved or conditional capital increases and the associated Articles of Association amendments as well as the capital increase reports to mobilezone holding ag			E		
15	Normal, approved and conditional increase of equity capital and associated Articles of Association amendments of mobilezone holding ag	E				
16	Notification of a judge in the event of overindebtedness of mobilezone holding ag			E		
17	Approval of long-term procurement and service agreements for the entire contractual terms with a value:					

	of CHF 2 million or more up to CHF 2 million			E	E	
18	Approval of the annual budget and annual financial statements of the business segments and country companies				E	

D	Personnel and social matters	GM	CBod	BoD	CEO	CFO
1	Determination of the compensation concept of the Board of Directors of mobilezone holding ag			E		
2	Determination of the maximum overall amount for the compensation of the Board of Directors of mobilezone holding ag	E				
3	Application to the Board of Directors for the designation and and discharge of members of the Group management		E			
4	Designation and dismissal of members of Group management and Board of Directors of subsidiaries			E		
5	Approval of the compensation concept and general appointment conditions of the Group management members			E		
6	Approval of the salary and bonus systems and concepts for pension provision in the Group from the third management level				E	
7	Approval of the guidelines on variable performance components for members of the Group management			E		
8	Approval of the maximum overall amount for the compensation of the members of the Group management	E				
9	Approval of the overall amount of compensation of members of Group management within the context of the overall amount approved by the GM			E		
10	Approval of the incentivization targets of Group management			E		
11	Issue of the expenses rules for the members of Group management			E		
12	Approval of equity and profit-sharing programmes for members of the Board of Administration and for all employees			E		
13	Approval of the principles for pension institutions and social security payments of the Group management			E		
14	Election of the employee representation in the pension institution				E	
15	Approval of major restructuring projects, especially those resulting in mass dismissals pursuant to Art. 335d OR			E		
16	Determination of the number of permissible external mandates of the Board of Directors and Group management in the Articles of Association	E				
17	Approval of the exercise of mandates outside the Group by members of Group management, including rules regarding their compensation;			E		