

**Summarized minutes
Annual General Meeting of mobilezone holding ag
Thursday, April 4th, 2019, 10.30 a.m.**

Attendance / quorum

Of the 40,781,213 shares issued, 100,000 are treasury shares whose voting rights have been suspended. The total number of non-registered shares, i.e. shares not entered in the share register, is 10,701,738. That means 29,979,475 shares are entitled to participate in the General Meeting. 19,665,823 shares, or 48.22 percent of total shares issued or 65.60 percent of total voting shares, are in attendance at today's General Meeting. Today's General Meeting has been duly constituted and has a quorum for the scheduled agenda items. To attain an absolute majority, a proposal has to win 9,832,912 votes (agenda item 2: 9,472,335 votes). To attain the qualified majority required by agenda item 4, the proposal has to win 13,110,549 votes.

1. 2018 annual report, 2018 consolidated financial statements, 2018 annual financial statements for mobilezone holding ag, appropriation of retained earnings and distribution out of capital contribution reserves

1.1 Explanatory notes to the 2018 annual report and to the 2018 consolidated financial statements

The 2018 annual report was explained by Chairman of the Board of Directors Urs T. Fischer and CEO Markus Bernhard while the consolidated financial statements and annual financial statements for mobilezone holding ag were explained by CFO Andreas Fecker.

1.2 Approval of the 2018 annual report and of the 2018 consolidated financial statements

The Board of Directors proposes that the Annual General Meeting approve the 2018 annual report and the 2018 consolidated financial statements.

The motion of the Board of Directors is approved (with 19,622,515 votes in favour, 9,280 votes against and 34,028 abstentions).

1.3 Approval of the 2018 annual financial statements for mobilezone holding ag

The Board of Directors proposes that the Annual General Meeting approve the 2018 annual financial statements for mobilezone holding ag.

The motion of the Board of Directors is approved (with 19,623,275 votes in favour, 8,520 votes against and 34,028 abstentions).

1.4 Appropriation of 2018 retained earnings of mobilezone holding ag

Net profit carried forward from the prior year	CHF	23 494 619
Net profit 2018	CHF	28 517 229
Distributable profit at disposal of Annual General Meeting	CHF	52 011 848

The Board of Directors proposes that the Annual General Meeting carry forward the retained earnings for 2018 to a new account.

The motion of the Board of Directors is approved (with 19,626,546 votes in favour, 10,562 votes against and 28,715 abstentions).

1.5 Dividend distribution out of capital contribution reserves of mobilezone holding ag

Carry forward of capital contribution reserves from the previous year	CHF	240
Allocation of capital contribution reserves from capital increase of 26 March 2018	CHF	78 950 702
Withholding tax-exempt distribution of CHF 0.60 per dividend-bearing share	CHF	-24 468 728
Carry forward of capital contribution reserves	CHF	54 482 214

The dividend of CHF 0.60 per share will be distributed from the capital contribution reserves free of withholding tax on April 11, 2019 (ex-date April 9, 2019).

The motion of the Board of Directors is approved (with 19,629,006 votes in favour, 28,394 votes against and 8,423 abstentions).

2. Discharge of the members of the Board of Directors and of the Group Management

The Board of Directors proposes that the Annual General Meeting discharge all members of the Board of Directors and of the Group Management for fiscal year 2018.

The motion of the Board of Directors is approved (with 18,892,486 votes in favour, 24,297 votes against and 27,886 abstentions).

3. Elections

3.1 Members of the Board of Directors

The Board of Directors proposes that the Annual General Meeting elect the following four persons individually as members of the Board of Directors for a term of one year:

3.1.a Re-election of Urs T. Fischer

3.1.b Re-election of Christian Petit

3.1.c Re-election of Gabriela Theus

3.1.d New appointment of Peter K. Neuenschwander

Board of Directors	Type	Votes in favour	Votes against	Abstentions
Urs T. Fischer	Re-election	19,549,297	62,543	38,983
Christian Petit	Re-election	18,823,610	772,734	54,479
Gabriela Theus	Re-election	19,565,634	43,068	42,121
Peter K. Neuenschwander	New appointment	19,528,324	64,454	58,045

The members of the Board of Directors are thereby elected.

3.2 Chairman of the Board of Directors

The Board of Directors proposes that the Annual General Meeting elect Urs T. Fischer as Chairman of the Board of Directors for a term of one year.

The motion of the Board of Directors is approved (with 19,554,437 votes in favour, 55,007 votes against and 41,379 abstentions).

3.3 Members of the Compensation Committee

The Board of Directors proposes that the Annual General Meeting elect the following three persons individually as members of the Compensation Committee for a term of one year:

3.3.a Re-election of Urs T. Fischer

3.3.b Re-election of Christian Petit

3.3.c New appointment of Peter K. Neuenschwander

Board of Directors	Type	Votes in favour	Votes against	Abstentions
Urs T. Fischer	Re-election	19,363,939	228,303	58,581
Christian Petit	Re-election	18,672,143	924,638	54,042
Peter K. Neuenschwander	New appointment	19,380,707	209,788	60,328

The members of the Compensation Committee are thereby elected.

The Chairman announces that the Board of Directors intends to appoint him to Chairman of the Compensation Committee.

3.4 Independent Proxy

The Board of Directors proposes that the Annual General Meeting appoint Hodgskin Rechtsanwälte, Zurich, as independent proxy until the conclusion of the next Annual General Meeting.

The motion of the Board of Directors is approved (with 19,639,489 votes in favour, 889 votes against and 10,445 abstentions).

3.5 Auditor

The Board of Directors proposes that the Annual General Meeting appoint PricewaterhouseCoopers AG, Zurich as auditor for fiscal year 2019.

The motion of the Board of Directors is approved (with 19,381,114 votes in favour, 250,748 votes against and 16,061 abstentions).

4. Amendments to the Articles of Association

4.1 Creation of authorised capital

The Board of Directors proposes that the Annual General Meeting create authorised capital of a maximum CHF 40,000, thus authorising the Board of Directors to increase the share capital at any time until 5 April 2021 by issuing a maximum of 4,000,000 fully paid registered shares with a par value of CHF 0.01 each.

The motion of the Board of Directors is approved (with 19,454,071 votes in favour, 154,667 votes against and 35,185 abstentions).

4.2 Amendments to the compensation regulations under the Ordinance against Excessive Compensation of Listed Companies (VegüV)

The Board of Directors proposes that the Annual General Meeting approve the amendments to Articles 28, 29 and 31 described in the annex "Revision of the Articles of Association of mobilezone holding ag" and the introduction of the new Article 32 as described in the annex "Revision of the Articles of Association of mobilezone holding ag".

The motion of the Board of Directors is approved (with 18,549,553 votes in favour, 926,730 votes against and 167,640 abstentions).

4.3 General audit of the Articles of Association for the purpose of improving Corporate Governance and strengthening shareholders' rights

The Board of Director proposes that the Annual General Meeting approve all of the amendments to the Articles of Association described in the annex "Revision of the Articles of Association of mobilezone holding ag" with the exception of the amendments to the Articles of Association already recorded by the proposals relating to agenda items 4.1 and 4.2.

The motion of the Board of Directors is approved (with 19,546,751 votes in favour, 64,266 votes against and 32,906 abstentions).

5. Compensation of the members of the Board of Directors and of the Group Management

5.1 Approval of the maximum total permissible compensation of the Board of Directors for the term up to the next Annual General Meeting

The Board of Directors proposes that the Annual General Meeting approve the maximum total permissible compensation of the Board of Directors for the term up to the next Annual General Meeting at CHF 0.47 million.

The motion of the Board of Directors is approved (with 19,174,918 votes in favour, 329,091 votes against and 139,914 abstentions).

5.2 Approval of the aggregate amount of variable compensation and other benefits of the Group Management for the previous fiscal year 2018

The Board of Directors proposes that the Annual General Meeting approve the aggregate amount of variable compensation and other benefits of the Group Management for the previous fiscal year 2018 at CHF 1.2 million.

The motion of the Board of Directors is approved (with 14,920,998 votes in favour, 1,376,629 votes against and 3,346,168 abstentions).

5.3 Approval of the maximum total permissible fixed compensation of the Group Management for current fiscal year 2019

The Board of Director proposes that the Annual General Meeting approve the maximum total permissible fixed compensation of the Group Management for current fiscal year 2019 at CHF 2.3 million.

The motion of the Board of Directors is approved (with 15,316,838 votes in favour, 4,180,336 votes against and 146,621 abstentions).

5.4 Approval of the maximum total permissible variable compensation of the Group Management for current fiscal year 2019

The Board of Directors proposes that the Annual General Meeting approve the maximum total permissible variable compensation of the Group Management for current fiscal year 2019 at CHF 2.3 million.

The motion of the Board of Directors is approved (with 15,283,579 votes in favour, 4,210,791 votes against and 149,425 abstentions).

5.5 Approval of the maximum total permissible compensation of the Group Management for fiscal year 2020

The Board of Directors proposes that the Annual General Meeting approve the maximum total permissible compensation of the Group Management for fiscal year 2020 at CHF 4.8 million.

The motion of the Board of Directors is approved (with 17,496,025 votes in favour, 1,982,131 votes against and 165,639 abstentions).

This concludes the General Meeting. The Chairman thanks the shareholders for their attention and participation.

End of the General Meeting: 12:30 p.m.

April 4th, 2019

The Chairman:

The Secretary:

Urs T. Fischer

Andreas Fecker

Enclosure:

- Revision of the Articles of Association of mobilezone holding ag

Revision of the Articles of Association of mobilezone holding ag

Old version	Requested version with changes marked	
SECTION I: NAME, REGISTERED OFFICE, PURPOSE AND DURATION	SECTION I: NAME, REGISTERED OFFICE, PURPOSE AND DURATION	
Article 1 Under the name mobilezone holding ag (mobilezone holding sa) (mobilezone holding ltd) there exists a public limited company which is subject to these Articles of Association and Chapter XXVI of the Swiss Code of Obligations (Obligationenrecht). The Company shall be domiciled in Risch (ZG). The Company has been incorporated for an indefinite period.	Company name and registered office	Article 1 [No change]
Article 2 The purpose of the Company is to acquire, manage, hold and sell equity interests in companies of all types in Switzerland and abroad, especially those involved in trade, industry and services. The Company may acquire, encumber, dispose of and sell properties and intellectual property rights in Switzerland and abroad as well as finance other companies.	Purpose	Article 2 [No change]
SECTION II: SHARE CAPITAL AND SHARES	SECTION II: SHARE CAPITAL AND SHARES	
Article 3 The share capital of the Company is CHF 407,812.13 and is fully paid up. It is split into 40,781,213 shares with a par value of CHF 0.01 each.	Share capital	Article 3 The share capital of the Company is CHF 407,812.13 and is fully paid up. It is split into 40,781,213 shares registered shares with a par value of CHF 0.01 each.
	Authorised capital	Article 3a <u>The Board of Directors is authorised to increase the share capital at any time until 5 April 2021 by a maximum of CHF 40,000 by issuing up to 4,000,000 fully paid registered shares with a par value of CHF 0.01 each. An increase in partial amounts is permitted.</u> <u>The Board of Directors shall determine the date of issue of new shares, their issue price, the method of payment, the terms for exercising subscription rights and the start of dividend entitlement.</u> <u>The Board of Directors may also issue new shares in some other way, such as by means of a firm underwriting by one or more banks with a subsequent offer to shareholders or third parties. The Board of Directors may allow subscription rights that have not been exercised to expire, or it may place these and/or shares for which subscription rights have been granted but not exercised at market conditions or otherwise use them in the interests of the Company.</u> <u>The Board of Directors is entitled to restrict or withdraw the subscription rights of shareholders and to allocate them to third parties or to selected shareholders if the shares are to be used for taking over companies, parts of companies or equity interests or for placing shares with one or more investors for the purpose of financing or refinancing such transactions.</u>

Old version

Article 4

The shares are registered.

The General Meeting may resolve to convert bearer shares into registered shares and registered shares into bearer shares by amending the Articles of Association.

The Company issues its registered shares in the form of individual certificates, global certificates and/or book-entry securities. To the extent permitted by law, 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.

Shareholders have no right to titles in the form of securities or to conversion of registered shares issued in a given form into another form. However, shareholders may ask the Company at any time to provide written confirmation of the registered shares in their possession as recorded in the share register.

Intermediated securities which are based on the Company's shares must not be transferred by way of assignment. In addition, these intermediated securities may not be provided as collateral by way of assignment.

Registered shares of the Company that have not been issued as intermediated securities, which are in the form of book-entry securities, are transferred by way of assignment.

If registered shares are issued in the form of individual certificates or global certificates, they bear the original or facsimile signatures of two members of the Board of Directors.

Article 5

The Company maintains a share register in which the surname, first names, place of residence, address and nationality (and registered office for legal entities) of the holders and usufructuaries are entered for all the registered shares. Any shareholders who/which change their place of residence or registered office must provide the Company with the new address. For as long as this is not done, all correspondence shall be duly sent to the address entered in the share register. The persons/entities on the share register are considered the shareholders or usufructuaries in relation to the company.

Requested version with changes marked

Shares

Article 4

The shares are registered.

~~The General Meeting may resolve to convert bearer shares into registered shares and registered shares into bearer shares by amending the Articles of Association.~~

The Company issues its registered shares in the form of individual certificates, global certificates and/or book-entry securities. To the extent permitted by law, 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.

Shareholders have no right to titles in the form of securities or to conversion of registered shares issued in a given form into another form. However, shareholders may ask the Company at any time to provide written confirmation of the registered shares in their possession as recorded in the share register.

Intermediated securities which are based on the Company's shares must not be transferred by way of assignment. In addition, these intermediated securities may not be provided as collateral by way of assignment.

Registered shares of the Company that have not been issued as intermediated securities, which are in the form of book-entry securities, are transferred by way of assignment.

If registered shares are issued in the form of individual certificates or global certificates, they bear the original or facsimile signatures of two members of the Board of Directors.

Article 5

The Company maintains a share register in which the surname, first names, place of residence, address and nationality (and registered office for legal entities) of the holders and usufructuaries are entered for all the registered shares. Any shareholders who/which change their place of residence or registered office must provide the Company with the new address. For as long as this is not done, all correspondence shall be duly sent to the address entered in the share register. The persons/entities on the share register are considered the shareholders or usufructuaries in relation to the company.

The Company recognises only one representative per share.

The Board of Directors is entitled to delete entries in the share register with retroactive effect from the date of entry if the entry was based on false information. The Board must seek an explanation from the shareholder concerned beforehand. The shareholder concerned must be informed of the deletion immediately.

The Board of Directors makes the arrangements necessary for maintaining the share register and can issue corresponding regulations or guidelines. The Board can delegate its duties.

In the invitation to the General Meeting, the Board of Directors indicates the cut-off date by which shareholders must be entered in the share register in order to be eligible to participate and vote.

Old version		Requested version with changes marked
SECTION III: ORGANISATION OF THE COMPANY		
A. GENERAL MEETING		
<p>Article 6 The shareholders' General Meeting is the public limited company's supreme corporate body.</p> <p>It has the following non-delegable powers:</p> <ol style="list-style-type: none"> draw up and amend the Articles of Association; elect the Chairman and other members of the Board of Directors as well as the members of the Remuneration Committee; elect the Auditor; elect the independent proxy; approve the management report and the consolidated financial statements; approve the annual financial statements and pass resolutions on the appropriation of net income, in particular determine the amount of the dividend and directors' fees; approve the remuneration of the Board of Directors and the Group Management in accordance with Article 28 of the Articles of Association; discharge the members of the Board of Directors; pass resolutions on matters falling under the authority of the General Meeting in accordance with the law or the Articles of Association or submitted to it by the Board of Directors. 	Powers	<p>Article 6 The shareholders' General Meeting is the public limited company's supreme corporate body.</p> <p>It has the following non-delegable powers:</p> <ol style="list-style-type: none"> draw up and amend the Articles of Association; elect the Chairman and other members of the Board of Directors as well as the members of the Remuneration Committee; elect the Auditor; elect the independent proxy; approve the management report and the consolidated financial statements; approve the annual financial statements and pass resolutions on the appropriation of net income, in particular determine the amount of the dividend and directors' fees; approve the remuneration of the Board of Directors and the Group Management in accordance with Article 28 of the Articles of Association; discharge the members of the Board of Directors; delist the Company's shares from the SIX Swiss Exchange or its successor; pass resolutions on matters falling under the authority of the General Meeting in accordance with the law or the Articles of Association or submitted to it by the Board of Directors. <p><i>In the event of a resolution to delist the shares within the meaning of paragraph 1(9), the Board of Directors shall determine the time and further terms of the delisting in accordance with the applicable regulations and provisions of the SIX Swiss Exchange or its successor.</i></p>
<p>Article 7 The Ordinary General Meeting is held annually within six months of the end of the financial year; Extraordinary General Meetings are convened as and when required, especially in cases prescribed by law.</p> <p>The General Meeting is held at the venue designated by the Board of Directors.</p>	Time and place	<p>Article 7 [No change]</p>
<p>Article 8 The General Meeting is convened by the Board of Directors or, if necessary, by the Auditor. Liquidators are also entitled to convene General Meetings.</p> <p>A General Meeting may also be requested by one or more shareholders who together represent a minimum of 10% of the share capital. Shareholders who represent shares amounting to at least 3% of the share capital may submit items for inclusion on the agenda. Notice of the meeting with the agenda is given in writing, specifying items to be discussed and motions.</p>	Responsibility for convening; agenda	<p>Article 8 The General Meeting is convened by the Board of Directors or, if necessary, by the Auditor. Liquidators are also entitled to convene General Meetings.</p> <p>A General Meeting may also be requested by one or more shareholders who together represent a minimum of 10% of the share capital <i>in writing to the Board of Directors, specifying items to be put on the agenda and the corresponding motions.</i> Shareholders who represent shares amounting to at least 32% of the share capital may submit items for inclusion on the agenda. <i>The corresponding request for items to be included on the agenda must be received by the Company in writing, specifying items to be discussed and motions, at least 45 days prior to the meeting.</i> Notice of the meeting with the agenda is given in writing, specifying items to be discussed and motions.</p>

Old version	Requested version with changes marked	
<p>Article 9</p> <p>Notices convening General Meetings are published in the Swiss Official Gazette of Commerce (Handelsamtsblatt) no later than 20 days before the date on which such meetings are to be held. An invitation can also be sent by letter to all the shareholders entered in the share register.</p> <p>The annual report and the auditors' report as well as the remuneration report must be made available to the shareholders for inspection at the Company's registered office no later than 20 days prior to the Ordinary General Meeting.</p> <p>The notice must contain the agenda as well as motions proposed by the Board of Directors and by any shareholders who requested the General Meeting or exercised their right to add an item to the agenda. The notice convening an Ordinary General Meeting must also contain a reference to the right of every shareholder to request that the Company send to him/her/it a copy of the annual report and the auditors' report as well as the remuneration report without delay.</p>	<p><u>Time and content of the notice</u></p>	<p>Article 9</p> <p>[No change]</p>
<p>Article 10</p> <p>No resolutions may be passed on motions relating to matters for discussion that have not been duly announced with the exception of motions to convene an Extraordinary General Meeting or to carry out a special audit.</p> <p>No prior announcement is required for the submission of motions within the scope of the matters for discussion or for discussions for which no resolution is required.</p>	<p><u>Motions</u></p>	<p>Article 10</p> <p>[No change]</p>
<p>Article 11</p> <p>Each share gives entitlement to one vote at the General Meeting.</p>	<p><u>Voting rights</u></p>	<p>Article 11</p> <p>[No change]</p>
<p>Article 12</p> <p>Every shareholder can be represented by a third person authorised in writing, who does not need to be a shareholder, or by the independent proxy. Shareholders can also issue powers of attorney and instructions to the independent proxy electronically under terms specified by the Board of Directors. The members of the Board of Directors in attendance decide whether to recognise or reject the power of attorney.</p>	<p><u>Representation</u></p>	<p>Article 12</p> <p>[No change]</p>

Old version

Article 13

Proper constitution of the General Meeting is not dependent on the number of shares represented, unless specified otherwise in the Articles of Association.

Unless otherwise provided by law or in the Articles of Association, the General Meeting passes its resolutions and carries out its elections on the basis of an absolute majority of the votes represented.

If none of the candidates for election is able to secure an absolute majority of votes in the first ballot, a second is carried out. In the second ballot, the election is decided by a relative majority of votes.

A resolution of the General Meeting that is adopted by at least two-thirds of the votes represented and the absolute majority of the represented nominal share capital is required in order to:

1. alter the Company's purpose;
2. issue shares with voting rights;
3. restrict the transferability of registered shares;
4. carry out any authorised or conditional capital increase;
5. carry out a capital increase from equity in consideration of a non-cash capital contribution or for the purpose of acquiring assets and granting special rights;
6. restrict or revoke subscription rights;
7. relocate the registered office of the Company;
8. dissolve the Company without liquidating it.

Any provision in the Articles of Association requiring a majority greater than provided for under the law for the passing of particular resolutions may only be adopted with the majority proposed by the same.

Article 14

The Chairman or another member of the Board of Directors appointed by the Board of Directors chairs the General Meeting. In the absence of all members of the Board of Directors, the chair is nominated by the General Meeting.

The chair appoints the secretary of the General Meeting and the vote counters. These persons do not necessarily have to be shareholders.

Requested version with changes marked

Resolutions

Article 13

Proper constitution of the General Meeting is not dependent on the number of shares represented, unless specified otherwise in the Articles of Association.

Unless otherwise provided by law or in the Articles of Association, the General Meeting passes its resolutions and carries out its elections on the basis of an absolute majority of the votes represented votes cast, excluding abstentions and blank or invalid votes.

If none of the candidates for election is able to secure an absolute majority of votes in the first ballot, a second is carried out. In the second ballot, the election is decided by a relative majority of votes.

A resolution of the General Meeting that is adopted by at least two-thirds of the votes represented and the absolute majority of the represented nominal share capital is required in order to:

1. alter the Company's purpose;
2. issue shares with voting rights;
3. restrict the transferability of registered shares;
4. carry out any authorised or conditional capital increase;
5. carry out a capital increase from equity in consideration of a non-cash capital contribution or for the purpose of acquiring assets and granting special rights;
6. restrict or revoke subscription rights;
7. relocate the registered office of the Company;

8. delist the Company's shares from the SIX Swiss Exchange or its successor;

8- 9. dissolve the Company without liquidating it.

Any provision in the Articles of Association requiring a majority greater than provided for under the law for the passing of particular resolutions may only be adopted with the majority proposed by the same.

Ballots and elections take place openly unless a written ballot or election is decided on by the General Meeting or ordered by the chair. The ballot or election can also be carried out by electronic means on the orders of the chair. Electronic ballots and elections are equivalent to written ballots and elections.

The chair can arrange for an open ballot or election to be repeated at any time by means of a written or electronic ballot or election if the chair has any doubts about the result. In this case, the preceding open ballot or election is deemed not to have taken place.

Chair

Article 14

[No change]

Old version	Requested version with changes marked	
<p>Article 15 The Board of Directors is responsible for keeping the minutes of the General Meeting. These minutes cover:</p> <ol style="list-style-type: none">1. the number, type, par value and category of the shares represented by the shareholders and by the independent proxy;2. any resolutions adopted and the results of elections;3. any requests for information and the information provided in response;4. any statements issued by shareholders to be recorded in the minutes. <p>The minutes are signed by the chair and the secretary of the General Meeting.</p> <p>The shareholders have the right to view the minutes.</p>	<p><u>Minutes</u></p>	<p>Article 15 [No change]</p>
<p>B. THE BOARD OF DIRECTORS</p>		<p>B. THE BOARD OF DIRECTORS</p>
<p>Article 16 The Company's Board of Directors consists of one or more members to be elected by the General Meeting.</p>	<p><u>Composition</u></p>	<p>Article 16 The Company's Board of Directors consists of <u>one three to seven or more</u> members to be elected by the General Meeting.</p>
<p>Article 17 The members of the Board of Directors are elected for a term of office of one year. The term of office ends at the conclusion of the next Ordinary General Meeting.</p> <p>They may be re-elected without any restrictions.</p> <p>The Board of Directors constitutes itself subject to Article 6(2) (2) of the Articles of Association.</p>	<p><u>Term of office; constitution</u></p>	<p>Article 17 The members of the Board of Directors are elected for a term of office of one year. The term of office ends at the conclusion of the next Ordinary General Meeting.</p> <p>They may be re-elected <u>without any restrictions</u>.</p> <p>The Board of Directors constitutes itself subject to Article 6(2)(2) of the Articles of Association.</p>
<p>Article 18 The Board of Directors is convened by the Chairman as often as the business of the Company requires. Any member of the Board of Directors can ask the Chairman to convene a meeting immediately by submitting a request with the reasons.</p> <p>Any member of the Board of Directors may request information on all matters concerning the Company.</p> <p>All members of the Board of Directors and the persons entrusted with the management of the Company are under obligation to disclose information during its meetings.</p>	<p><u>Convening; information</u></p>	<p>Article 18 [No change]</p>
<p>Article 19 The Board of Directors constitutes a quorum provided that the majority of its members are present. The resolutions of the Board of Directors are passed by the majority of votes cast.</p> <p>Resolutions of the Board of Directors may also be passed by written consent to a proposed motion by the majority of all members of the Board of Directors, provided that the motion has been presented to all members of the Board of Directors and no member requests a verbal consultation.</p> <p>The organisational guidelines of the Board of Directors may provide exceptions to the provisions relating to quorum and resolutions pursuant to paragraphs 1 and 2.</p> <p>Minutes are kept of the discussions and resolutions of the Board of Directors. These minutes must be signed by the chair and the secretary.</p>	<p><u>Resolutions; minutes</u></p>	<p>Article 19 [No change]</p>

Old version	Requested version with changes marked	
<p>Article 20</p> <p>The Board of Directors may pass resolutions on all matters that are not reserved for the General Meeting by law or the Articles of Association.</p> <p>The Board of Directors has the following non-delegable and inalienable duties:</p> <ol style="list-style-type: none">1. the overall management of the Company and the issuing of all necessary directives;2. the determination of the Company's organisation;3. the organisation of the accounting, financial control and financial planning systems as required for management of the Company;4. the appointment and dismissal of persons entrusted with managing and representing the Company;5. the supervision of the persons responsible for the management of the Company, having regard to compliance with legislation, the Articles of Association, rules and regulations;6. the preparation of the annual report and the remuneration report, preparation for the General Meeting and implementation of its resolutions;7. the notification of the court in the event of overindebtedness.	<p><u>Responsibility</u></p>	<p>Article 20</p> <p>[No change]</p>
<p>Article 21</p> <p>The Board of Directors may transfer the management and representation of the Company, in accordance with any organisational rules, to one or more of its members or to other natural persons who do not need to be shareholders.</p> <p>At least one member of the Board of Directors authorised to represent the Company must be resident in Switzerland. The Board of Directors determines the signatory powers and grants the authority to sign.</p>	<p><u>Transfer of management;</u> <u>residence;</u> <u>authority to sign</u></p>	<p>Article 21</p> <p>[No change]</p>
<p>Article 22</p> <p>The Board of Directors may elect standing committees from among its members. This is subject to Article 23 of the Articles of Association.</p> <p>The Board of Directors specifies the details in the organisational rules.</p>	<p><u>Standing committees</u></p>	<p>Article 22</p> <p>[No change]</p>

Old version		Requested version with changes marked
Article 23 The Remuneration Committee consists of members of the Board of Directors. The members of the Remuneration Committee are elected annually by the General Meeting. The term of office ends at the conclusion of the next Ordinary General Meeting. Re-election is permitted without any restrictions. The Remuneration Committee assists the Board of Directors with defining and reviewing the remuneration policy and guidelines and the performance targets as well as with preparing the motions for the attention of the General Meeting concerning the remuneration of the Board of Directors and the Group Management, and may submit proposals relating to further remuneration issues to the Board of Directors. The Board of Directors stipulates, in a set of rules, for which functions of the Board of Directors and the Group Management the Remuneration Committee, individually or together with other functionaries, shall submit proposals in terms of performance targets, target figures and remuneration and for which functions the Board of Directors itself shall, if need be, specify these performance targets, target figures and remuneration within the framework of the Articles of Association and the guidelines issued by the Board of Directors. The Board of Directors may assign further duties to the Remuneration Committee.	Remuneration Committee; principles concerning duties and responsibilities	Article 23 The Remuneration Committee consists of members of the Board of Directors. The members of the Remuneration Committee are elected annually by the General Meeting. The term of office ends at the conclusion of the next Ordinary General Meeting. Re-election is permitted without any restrictions . The Remuneration Committee assists the Board of Directors with defining and reviewing the remuneration policy and guidelines and the performance targets as well as with preparing the motions for the attention of the General Meeting concerning the remuneration of the Board of Directors and the Group Management, and may submit proposals relating to further remuneration issues to the Board of Directors. The Board of Directors stipulates, in a set of rules, for which functions of the Board of Directors and the Group Management the Remuneration Committee, individually or together with other functionaries, shall submit proposals in terms of performance targets, target figures and remuneration and for which functions the Board of Directors itself shall, if need be, specify these performance targets, target figures and remuneration within the framework of the Articles of Association and the guidelines issued by the Board of Directors. The Board of Directors may assign further duties to the Remuneration Committee.
C. THE AUDITOR		C. THE AUDITOR
Article 24 The General Meeting elects an audit company that is subject to government supervision as the Auditor. The Auditor must be independent within the meaning of statutory provisions. The independence of the Auditor must not be impaired, either in fact or in appearance.	Requirements	Article 24 [No change]
Article 25 The Auditor is elected for a period of one year. This term of office ends at the General Meeting at which the auditors' report must be submitted. Re-election is permitted without any restrictions.	Term of office	Article 25 The Auditor is elected for a period of one year. This term of office ends at the General Meeting at which the auditors' report must be submitted. Re-election is permitted without any restrictions .
Article 26 The Auditor is the audit body of the Company. Its duties are prescribed by law.	Duties	Article 26 [No change]
Article 27 The General Meeting may only accept the annual financial statements and pass a resolution on the appropriation of the net income if an auditors' report has been presented and an auditor is in attendance. The General Meeting may unanimously resolve to waive the attendance of an auditor.	Acceptance of financial statements and appropriation of profit	Article 27 [No change]

Old version	Requested version with changes marked
SECTION IV: REMUNERATION PROVISIONS	SECTION IV: REMUNERATION PROVISIONS
<p>Article 28</p>	<p>Article 28</p>
<p>The General Meeting votes separately once a year on the approval of the total amounts requested by the Board of Directors for:</p>	<p>The General Meeting votes separately once a year on the approval of the total amounts requested by the Board of Directors for:</p>
<ol style="list-style-type: none"> 1. the maximum permissible remuneration of the Board of Directors for the period up until the next Ordinary General Meeting, 2. the maximum permissible fixed remuneration of the Group Management for the current financial year, 3. the variable remuneration of the Group Management for the past financial year. 	<ol style="list-style-type: none"> 1. the maximum permissible remuneration of the Board of Directors for the period up until the next Ordinary General Meeting, 2. the maximum permissible fixed remuneration of the Group Management for the current <u>coming</u> financial year, 3. the variable remuneration of the Group Management for the past financial year.
<p>The Board of Directors may submit different or additional motions relating to the same or different periods of time to the General Meeting for approval.</p>	<p><u>The Board of Directors may divide the respective maximum total amount into one maximum total amount for fixed remuneration and one for variable remuneration and present the corresponding motions separately to the General Meeting for approval. It may also divide the corresponding motions into different individual remuneration elements and/or submit them with reference to The Board of Directors may submit different or additional motions relating to the same or different periods of time to the General Meeting for approval.</u></p>
<p>The Board of Directors may pay or arrange payment of remuneration which has already been approved by the General Meeting or which is subject to approval by the General Meeting.</p>	<p>The Board of Directors may pay or arrange payment of remuneration which has already been approved by the General Meeting or which is subject to approval by the General Meeting.</p>
<p>The Company or companies controlled by it are authorised to pay an additional amount to any person who joins the Group Management, or is promoted on the Group Management, after the date of approval of the maximum total amount of the fixed remuneration of the Group Management by the General Meeting for the duration of the already approved remuneration period if the already approved maximum total amount of the fixed remuneration is not enough to cover his/her remuneration. The additional amount in any remuneration period for the Group Management must not exceed 25% of the last approved total amount of the maximum fixed remuneration of the Group Management.</p>	<p><u>The Board of Directors submits the remuneration report to the General Meeting for the advisory vote.</u></p> <p>The Company or companies controlled by it are authorised to pay an additional amount to any person who joins the Group Management, or is promoted on the Group Management, after the date of approval of the maximum total amount of the fixed remuneration of the Group Management by the General Meeting for the duration of the already approved remuneration period if the already approved maximum total amount of the fixed remuneration is not enough to cover his/her remuneration. The additional amount in any remuneration period for the Group Management must not exceed 25% of the last approved total amount of the maximum fixed remuneration of the Group Management.</p>

Old version

Article 29

The remuneration of the members of the Board of Directors includes only fixed remuneration elements.

The members of the Group Management may be paid a variable remuneration in addition to the fixed remuneration.

The variable remuneration is based on the achievement of certain performance targets. These performance targets may include individual targets, corporate and departmental targets and targets calculated in comparison with the market, with other companies or with comparable benchmarks, taking into account the role and responsibility of the recipient of the variable remuneration. The Board of Directors or, if delegated to it, the Remuneration Committee determines the weighting of the performance targets and the respective target figures.

The remuneration may be paid in the form of money, shares, goods or services. The remuneration of the members of the Group Management may also be granted in the form of options, comparable instruments or units. The Board of Directors or, if delegated to it, the Remuneration Committee determines the conditions for allocation and forfeiture.

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

Requested version with changes marked

Remuneration principles

Article 29

The remuneration of the members of the Board of Directors includes only fixed remuneration elements. Unless otherwise stipulated by the Board of Directors, this is paid in cash.

The remuneration of the members of the Group Management includes fixed and variable remuneration elements. The fixed remuneration consists of a basic salary paid in cash and further remuneration elements and benefits. The variable remuneration includes short-term and/or long-term variable remuneration elements. The variable remuneration may amount to no more than 130% of the fixed remuneration.

The members of the Group Management may be paid a variable remuneration in addition to the fixed remuneration:

Short-term variable remuneration elements are based on performance figures which take into account the results of the Company, Group or parts thereof, targets calculated in comparison with the market, other companies or comparable benchmarks and/or individual targets, and their attainment is usually measured over a one-year period. Unless otherwise stipulated by the Board of Directors or, if delegated to it, by the Remuneration Committee, short-term variable remuneration elements are paid in the form of shares in the Company or in cash, and such shares may be blocked for a certain period of time. The variable remuneration is based on the achievement of certain performance targets. These performance targets may include individual targets, corporate and departmental targets and targets calculated in comparison with the market, with other companies or with comparable benchmarks, taking into account the role and responsibility of the recipient of the variable remuneration. The Board of Directors or, if delegated to it, the Remuneration Committee determines the weighting of the performance targets and the respective target figures.

Long-term variable remuneration elements take into account the sustainable, long-term success of the Company and/or the Group and may also include loyalty incentives. Unless otherwise stipulated by the Board of Directors or, if delegated to it, by the Remuneration Committee, long-term variable remuneration elements are to be received, in full or in part, in the form of shares in the Company, and such shares may be blocked for a certain period of time.

The remuneration may be paid in cash or in the form of ~~money~~; shares; ~~goods or services~~. The remuneration of the members of the Group Management may also be granted in the form of options; ~~comparable instruments or units~~. The Board of Directors or, if delegated to it, the Remuneration Committee determines the conditions for vesting and exercising allocation and any lock-up periods and conditions for forfeiture.

These may provide that, due to events determined in advance, such as a change of control or the termination of an employment contract or mandate agreement, conditions for vesting and/or exercising and/or lock-up periods shall continue to apply or be reduced or be revoked, and remuneration shall be paid subject to achievement of the target figures or remuneration shall be forfeited. The Company may acquire the necessary shares on the market or provide new shares using conditional share capital.

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

Old version	Requested version with changes marked
<p>Article 30</p> <p>The Company may itself, or through companies controlled by it, conclude remuneration contracts with the members of the Board of Directors and the Group Management. Such contracts are concluded for, at most, a fixed period of one year or with a notice period of up to twelve months.</p>	<p>Article 30 [No change]</p>
<p>Article 31</p> <p>No member of the Board of Directors may exercise more than fifteen additional mandates, of which no more than five may be for exchange-listed companies.</p> <p>No member of the Group Management may exercise more than six mandates, of which no more than one may be for an exchange-listed company.</p> <p>Mandates as referred to here are mandates in the top-most management body of a legal entity required to be entered in the Swiss commercial register or an equivalent foreign register. Mandates in different legal entities under unified control or with the same beneficial ownership are treated as one mandate. The restriction set out in this Article 31 does not apply to mandates for companies that are controlled by the Company or which control the Company.</p>	<p>Article 31</p> <p>No member of the Board of Directors may exercise more than <u>five fifteen</u> additional mandates <u>for exchange-listed companies and more than ten mandates for non-listed companies</u>, of which no more than five may be for exchange-listed companies.</p> <p>No member of the Group Management may exercise more than <u>two mandates for exchange-listed companies and more than four mandates for non-listed companies</u>, six mandates, of which no more than one may be for an exchange-listed company.</p> <p>Mandates as referred to here are mandates in the top-most management body of a legal entity required to be entered in the Swiss commercial register or an equivalent foreign register. Mandates in different legal entities under unified control or with the same beneficial ownership are treated as one mandate. The restriction set out in this Article 31 does not apply to mandates for companies that are controlled by the Company or which control the Company.</p> <p><u>1. mandates for companies that are controlled by the Company or which control the Company;</u></p> <p><u>2. mandates which are performed pursuant to an instruction from the Company or from companies controlled by it. No member of the Board of Directors or the Group Management may perform more than ten such mandates; and</u></p> <p><u>3. mandates for associations and federations, charitable organisations, foundations, trusts and pension schemes. No member of the Board of Directors or the Group Management may perform more than six such mandates.</u></p> <p><u>The acceptance of mandates by members of the Group Management for legal entities outside the mobilezone Group must be approved by the Board of Directors or, if delegated to it, by the Remuneration Committee beforehand.</u></p> <p><u>Members of the Board of Directors or Group Management who, at the time of their election or appointment at the Company or who through the acceptance of a mandate at a legal entity outside the mobilezone Group, do not or cease to meet the requirements of this provision of the Articles of Association have until the date of an ordinary withdrawal from a surplus mandate, but certainly within twelve months of this election or appointment or acceptance, to reduce the number of their mandates to the number allowed. During this period they are a member of the Board of Directors or Group Management with all rights and obligations.</u></p>

Old version	Requested version with changes marked	
	<u>Loans and credits for members of the Board of Directors and Group Management</u>	<p><u>Artikel 32</u> No loans or credits are granted to members of the Board of Directors.</p> <p>The Board of Directors may grant loans or credits to members of the Group Management. Such loans or credits must not exceed CHF 500,000 in total and may only be granted on market terms.</p>
SECTION V: FINANCIAL YEAR, ANNUAL REPORT AND DISTRIBUTION OF PROFITS		SECTION V: FINANCIAL YEAR, ANNUAL REPORT AND DISTRIBUTION OF PROFITS
<p>Article 32 The Board of Directors determines the financial year.</p>	<u>Financial year</u>	<p>Article 332 [No change to text]</p>
<p>Article 33 For every financial year, the Board of Directors draws up an annual report which comprises the annual financial statements, the management report and consolidated financial statements if the latter are required by law.</p> <p>The annual financial statements comprise the income statement, cash flow statement, balance sheet and notes. They are drawn up in accordance with the statutory provisions.</p> <p>The management report presents the development of the business and the economic situation of the Company as well as the corporate group, if applicable, at the end of the financial year, using perspectives not covered in the annual financial statements.</p> <p>If consolidated financial statements are drawn up according to a recognised reporting standard, the cash flow statement and management report can be waived.</p>	<u>Annual report</u>	<p>Article 343 [No change to text]</p>
<p>Article 34 5% of the net profit is to be allocated to the general reserves until they reach 20% of the paid-in share capital. If the general reserves subsequently fall short of the legally prescribed amount of 20% of the paid-in share capital, further allocations must be made until this threshold is reached again.</p> <p>The General Meeting, at the request of the Board of Directors, passes a resolution on the distribution of the remaining net income, with due regard for the mandatory statutory provisions relating to the statutory reserves.</p>	<u>Reserves; appropriation of profit</u>	<p>Article 354 [No change to text]</p>
<p>Article 35 The dividend is paid at the time designated by the Board of Directors. Dividends which are not claimed within five years of falling due shall revert to the Company.</p>	<u>Dividend</u>	<p>Article 365 [No change to text]</p>
SECTION VI: LIQUIDATION		SECTION VI: LIQUIDATION
<p>Article 36 The Board of Directors shall see to the liquidation of the Company unless the General Meeting appoints other persons to carry out this task.</p> <p>At least one of the liquidators must be resident in Switzerland and entitled to represent the Company.</p>	<u>Responsibility</u>	<p>Article 376 [No change to text]</p>

Old version	Requested version with changes marked	
<p>Article 37</p> <p>On commencement of the liquidation of the Company, the powers of its corporate bodies shall be restricted to actions that are required to carry out such liquidation but which cannot be performed by the liquidators due to their nature.</p> <p>The General Meeting reserves the right to approve the liquidation statement and to grant discharge to the liquidators.</p> <p>Once its debts have been repaid, the assets of the liquidated Company shall be distributed among the shareholders in proportion to the amounts they paid in.</p> <p>However, such distribution must not take place until at least one year after the date of the third notice to creditors.</p> <p>Distribution may take place as early as three months afterwards if an audit company that is subject to government supervision confirms that the debts have been repaid and it can be assumed in the circumstances that no third-party interests are in jeopardy.</p>	<p><u>Procedure</u></p>	<p>Article 387</p> <p>[No change to text]</p>
<p>SECTION VII: ANNOUNCEMENTS</p>		<p>SECTION VII: ANNOUNCEMENTS</p>
<p>Article 38</p> <p>The Company's announcements are published in the Swiss Official Gazette of Commerce (Handelsamtsblatt) unless a written communication is prescribed by law.</p>	<p><u>Publication medium of the Company</u></p>	<p>Article 398</p> <p>[No change to text]</p>