

(Resolution of the Board of Directors from January 22, 2003)
(Amendments September 14, 2004)
(Amendments October 24, 2007)
(Amendments of the Board of Directors from March 27, 2015)
(Amendments of the Board of Directors from March 26, 2021)

BOSSARD HOLDING AG

Board of Directors

ORGANIZATIONAL AND BUSINESS REGULATIONS

BOSSARD HOLDING AG

Bossard Holding AG (referred to hereinafter as “**Company**”) is a holding company with its registered office in Zug. It directly or indirectly controls various companies in Switzerland and abroad (referred to hereinafter collectively as “**Subsidiaries**” and each individually as a “**Subsidiary**”) and together with them forms a group (referred to hereinafter as “**Bossard Group**”). The companies in the Bossard Group (referred to hereinafter collectively as “**Group Companies**” and each individually as a “**Group Company**”) are managed uniformly at group level. However, they are legally separate from each other. In addition, each Group Company conducts its business for itself and acts neither as an agent of nor in any other capacity for other Group Companies.

The Company's Board of Directors (referred to hereinafter as “**Board of Directors**”) hereby enacts the following organizational and business Regulations (referred to hereinafter as “**Regulations**”) based on Art. 716b of the Swiss Code of Obligations (“**CO**”), the Ordinance against Excessive Compensation with respect to Listed Stock Corporations (**OaEC**) insofar as provisions in the OaEC have not been inserted in the CO, and Art. 25 para. 2 of the articles of association of the Company.

All provisions of these Regulations pertaining to people, functions and/or titles apply to members of each gender.

1. **PURPOSE**

These Regulations lay down the organizational and management structure of the Company, particularly in relation to the uniform management of the Bossard Group.

Based on the “Swiss Code of Best Practice for Corporate Governance“ of *economiesuisse* they define the organization, tasks, competencies, methods of working and interaction of the executive bodies of the Company.

2. **EXECUTIVE BODIES**

The executive bodies of the Company are as follows:

- the Board of Directors;
- the chairman of the Board of Directors (referred to hereinafter as “**CBD**”);
- the committees of the Board of Directors (referred to hereinafter as “**Committees**”);
- the Chief Executive Officer (referred to hereinafter as “**CEO**”);
- the Chief Financial Officer (referred to hereinafter as “**CFO**”); and
- the Group Management, consisting of the Group Executive Board and the Functional Managers.

3. **THE BOARD OF DIRECTORS**

3.1 **Composition, Signatory power, Constitution and Resignation**

The Board of Directors consists of five to nine members (see Art. 20 para. 1 of the articles of association).

The members of the Board of Directors have collective signatory power with a minimum of two signatures.

While the general meeting of shareholders elects the Board of Directors, the chairman of the Board of Directors and the members of the Compensation Committee, the Board of Directors decides the following items for the term until the next annual general meeting of shareholders is concluded:

- the vice-chairman of the Board of Directors;
- the members of the Audit, Risk and Compliance Committee (referred to hereinafter as “**ARCC**”) and its chairman;
- the members of the Nomination Committee (referred to hereinafter as “**NC**”) and its chairman;
- the chairman of the Compensation Committee (referred to hereinafter as “**CC**”) from among the members of the CC elected by the general meeting of shareholders; and
- the secretary of the Board of Directors, who is not required to be a member of the Board of Directors.

If a member of the Board of Directors experiences a major change in his business activity, professional commitment or professional responsibility or in his health, he shall tender his resignation from the Board of Directors to the CBD.

As a general rule, members of the Board of Directors shall tender their resignation from the Board of Directors at the conclusion of the annual general meeting of shareholders following their 70th birthday.

3.2 Meetings of the Board of Directors

3.2.1 Manner for Conducting the Meetings

The Board of Directors can conduct its meetings as meetings with members present in person or by means of telephone, video or online conference and/or similarly by means of electronic media, provided that the members of the Board of Directors not attending in person are clearly identifiable and that a majority of the members of the

Board of Directors do not request that a meeting be attended exclusively in person. Resolutions adopted in meetings held by telephone, video or online conference or otherwise by way of electronic media shall in other respects be subject to the rules governing resolutions adopted by members attending a meeting in person.

3.2.2 Convening the Meeting and Putting Items on the Agenda

It is up to the CBD to convene meetings, determine the form in which they will be conducted and preside over them unless he is unable to do so, in which case the vice-chairman or another member of the Board of Directors shall act in his stead. Meetings take place as often as business requires, generally six to eight times per financial year. If possible, the Board of Directors sets its meeting schedule annually. The Board of Directors is prepared for consultations at short notice whenever necessary. The time for a (multi-day) session shall be set aside to analyze and evaluate the portfolio of strategic initiatives to focus and/or expand or otherwise strengthen the business operations and support innovation in the Bossard Group and to make a thorough assessment of the corporate strategy.

A member can request the CBD to convene additional meetings by submitting a well-founded request in writing or by electronic means. The CBD shall see to it that the corresponding meeting takes place 30 days after the request is received at the latest.

The meeting shall be convened in writing or by electronic means at least seven days prior to the date of the meeting and the agenda items must be indicated. In urgent cases, a meeting can be convened within a shorter period and if need be, by telephone or other means. It is the responsibility of the CBD to define urgency.

The CBD draws up the agenda in consultation with the CEO and CFO. Besides ordinary items of business, the agenda also includes agenda items requested by members of the Board of Directors. Corresponding requests must be received by the CBD in a timely manner prior to the meeting. Further, the CBD puts business items on the agenda with which the Board of Directors must deal in order to fulfill the mandate defined for it under the law and in the articles of association and to comply with all provisions of these Regulations.

If all members of the Board of Directors participate in a meeting, the meeting can be conducted without having to comply with the stipulated formal requirements for convocation if no objection is made. In this meeting, the Board of Directors can validly deal with all items of business falling within its remit and pass resolutions on same.

The CBD or – in the event of his absence – the vice-chairman or other chair decides whether to admit further participants to a meeting of the Board of Directors. These individuals do not have a right to vote.

3.2.3 Adoption of Resolutions and Minutes

The Board of Directors is quorate if the majority of its members is present at the meeting. Members are deemed present if they participate in the meeting in person, by telephone, by video conference or similarly by means of electronic media. The meeting shall be quorate irrespective of the number of members present if held exclusively to adopt a resolution to carry out a capital increase and amend the articles of association accordingly.

The Board of Directors takes decisions based on an absolute majority of the votes cast. Each member has one vote. The chairman votes with the others and casts the deciding vote in case of a tie. The members of the Group Executive Board who have been invited to attend have an advisory vote.

Members who abstain or who have a conflict of interest are not counted when determining the quorum.

The Board of Directors conducts its votes openly.

Minutes detailing the deliberations and resolutions of the Board of Directors must be taken and signed by the chairman and the taker of the minutes. The minutes must be approved by the Board of Directors.

3.3 Circular Resolutions

The Board of Directors can also adopt resolutions in writing or by electronic means based on a submitted motion, provided the motion has been delivered to all reachable

members of the Board of Directors and no member requests within five calendar days after receiving the motion that a meeting be held pursuant to Art. 3.2 of these Regulations.

A circular resolution is deemed adopted if approved by the absolute majority of the votes cast. Each member has one vote; none has the deciding vote in the event of a tie.

The circular resolutions must be recorded in the minutes of the next meeting of the Board of Directors.

3.4 Self-Evaluation and Self-Assessment

The Board of Directors evaluates and assesses its own performance annually and determines the necessary actions to be taken.

The CBD meets with each member of the Board of Directors at least once a year to discuss that member's contribution on the Board of Directors; the vice-chairman discusses with the CBD the CBD's execution of his duties as CBD.

3.5 Review of Regulations

The Board of Directors periodically reviews the regulations and directives it has adopted and amends them to respond to changed circumstances.

3.6 Right to Information and Access

Every member of the Board of Directors is entitled at each meeting to request information about the affairs of the Bossard Group and all Group Companies.

In the exercise of their duties under these Regulations, the members of the Board of Directors shall have unlimited access to the members of the Group Executive Board and to all other employees of the Group Companies. This access includes the right to information and to access to the books and files of the Company, as well as to the minutes and related documents of the meetings of the Group Executive Board. The

members of the Board of Directors shall inform the CBD when they wish to assert this right.

3.7 Responsibilities and Competencies of the Board of Directors

The Board of Directors is the supreme executive body. To the extent that it is not reserved to the general meeting of shareholders or another corporate body of the Company, the Board of Directors shall attend to all affairs of the Company and its uniform management and serve as the supreme supervisory authority within the Bossard Group.

In particular, the Board of Directors has the following responsibilities and competencies:

- 3.7.1 The overall management of the Company and, within the scope of running the Bossard Group, the overall management of the Subsidiaries. It issues all necessary directives for this purpose.
- 3.7.2 The Board of Directors deliberates and decides the following matters, usually in collaboration with the CEO:
 - a) the strategy and strategic initiatives to focus and/or expand or otherwise strengthen the business operations and support innovation in the Bossard Group and the annual targets of the CBD derived therefrom, as well as the strategic financial planning of the Company and the Bossard Group, thereby ensuring that the strategic goals are congruent with the resources available for their attainment;
 - b) the business principles of the Company and the Bossard Group, as well as on the principles applicable to the Company and the Bossard Group relating to company culture (values, guiding principles and purpose), corporate governance and compliance;
 - c) the principles of the risk policy, the risk profile and risk tolerance (e.g. in % of annual profit) of the Company and the Bossard Group) and the determination of

risk limits for key factors, the management of strategic opportunities and risks as well as associated corrective measures for the Company and the Bossard Group;

- d) determination of and changes to the organizational and management structure of the Company, particularly in relation to the uniform management of the Bossard Group;
- e) determination of and changes to the fundamental financial, legal and organizational structure of the Company and the Bossard Group; and
- f) the motions to the Company's general meeting of shareholders.

3.7.3 The Board of Directors deliberates and decides the following matters on its own:

- a) the election and dismissal of the CEO;
- b) at the request of the CC, determination of and changes to the compensation system for the Board of Directors, CBD and other members of the Group Executive Board (including in particular the fixed basic salary, short and long term variable compensation, participation programs, occupational pension scheme, fringe benefits (flat-rate payment) and holiday arrangements, provided that compensation includes a scheme of this type) and, if need be, necessary motions to the general meeting of shareholders for approval of such changes;
- c) at the request of the CC, compensation for the members of the Board of Directors and the Group Executive Board, and the corresponding motions to the general meeting of shareholders for approval of such compensation;
- d) at the request of the CC, the compensation report prepared by the CC and the corresponding motions to the general meeting of shareholders for approval of this report;
- e) at the request of the NC, the election and dismissal of members of the board of directors of the more important Subsidiaries (**Annex 1**: List of the more important

Subsidiaries as of March 26, 2021) (referred to hereinafter as “**More Important Subsidiaries**”);

- f) the further voting conduct in the general meetings of shareholders of the More Important Subsidiaries, if need be, by issuing directives;
- g) the actions proposed by the NC regarding any necessary improvement in the performance of the Group Executive Board;
- h) upon request of ARCC regarding the handling of the recognition or registration of nominees of Category A registered shareholders of the Company; and
- i) upon request of ARCC regarding the registration of changes of ownership of Category B registered shareholders of the Company.

3.7.4 It reviews and/or approves other items of business submitted to it by the CEO, namely:

- a) corporate planning regarding the Company and the Bossard Group
 - ongoing development of the strategy and progress in strategic initiatives;
 - business plan;
 - mission statement and principles of business policy;
 - medium-term plan and budget: quantitative and qualitative corporate goals; and
 - structural change in area of activity in terms of subject matter or region.
- b) management structure of the Company and the Bossard Group, organizational principles for the Subsidiaries
 - organizational structure of the Group Executive Board and the Functional Managers;
 - organizational structure of the areas/mission statements for the area managers; and
 - organizational principles (including changes of fundamental significance to articles of associations) for the More Important Subsidiaries.

- c) personnel matters / talent management / diversity
- appointment and dismissal of area managers;
 - appointment and dismissal of other members of the Group Executive Board and the Functional Managers;
 - the principles of salary policy and profit-sharing for the Bossard Group subject to the compensation system (including occupational pension scheme, provided compensation contains such a scheme) for the Board of Directors, CEO and Group Executive Board (compare with provisions in Art. 3.7.3 b) of these Regulations);
 - measures for the recruitment, support and promotion of talent (talent and leadership management);
 - measures for the improvement and support of diversity within the Bossard Group on all levels; and
 - personnel measures at the Company and/or at a Subsidiary that affect a large number of employees and/or that have external ramifications.
- d) investments / divestments / encumbrances / cases of restructuring / processes / agreements
- entry of the Bossard Group into new lines of business and/or into new markets posing substantial risk;
 - investments in newly established companies with innovative business ideas and considerable growth potential (start-up companies) both in principle (irrespective of the investment sum) as well as relating to the individual investment decisions, as soon as the total volume of the specific start-up company, calculated over a three-year period, surpasses CHF 10 million;
 - acquisition / establishment / opening and sale / liquidation / shutdown of participating interests / Subsidiaries / business locations / spin-off of business operations or parts of a business by a Group Company, provided the exposure of the corresponding Group Company or the Bossard Group exceeds CHF 10 million or involves more than 50 employees of the affected Group Company or the Bossard Group;
 - mergers, spin-offs, reorganizations, asset transfers and other merger-like

actions taken by or among Group Companies, provided the exposure of the corresponding Group Company or the Bossard Group exceeds CHF 10 million or involves more than 50 employees of the affected Group Company or the Bossard Group;

- investments in permanent equipment and plants of the affected companies or the Bossard Group requiring more than CHF 5 million per project, whereby leasing contracts are to be viewed as investments;
- acquisition / encumbrance / sale of properties / real estate for one or more Group Companies, provided the market value exceeds CHF 10 million;
- filing / defense of lawsuits as plaintiff or defendant and administrative procedures (including completion of settlements) of one or more Group Companies that exceed an economic value of CHF 1 million; and
- agreements of the Company and the More Important Subsidiaries that are unrelated to daily business and exceed an economic value of CHF 5 million.

e) finance and the like

- market transactions involving equity capital (except stock purchases or repurchases to cover obligations from employee option or stock plans);
- market transactions involving debt capital or hybrid and mezzanine financing > CHF 20 million (except simple refinancing of existing debts);
- leverage increase of Bossard Group with a gearing of 1.3 (i.e. ratio of net debt to equity capital);
- fundamental and essential changes in the finance structure and policy of the Company and the Bossard Group;
- a Group Company entering into acceptance commitments (with bills payable) or providing collateral > CHF 5 million;
- correspondence with SIX Swiss Exchange (Swiss stock exchange) of fundamental significance for the Company;
- granting of credits or loans by a Group Company to members of its board of directors or of the Group Executive Board and/or related parties; and
- correspondence with FINMA (Swiss Financial Market Supervisory Authority).

- f) additional items
 - any threat or termination of relevant key customers of the Bossard Group (global turnover: > CHF 1 million); and
 - other decisions (at the Company and the More Important Subsidiaries) of strategic significance to the Bossard Group.

- 3.7.5 It sees to the organization of the accounting, financial control and financial planning systems at Company and Bossard Group level.

- 3.7.6 It monitors financial balance (security / counter-party risks / liquidity / profitability) within the Bossard Group.

- 3.7.7 It ensures group-wide risk and compliance management and the group-wide ICS (internal control system) with support from and in response to corresponding requests from the ARCC.

- 3.7.8 It appoints persons entrusted with representing the Company and regulates authorized signatories.

- 3.7.9 It ensures (as top supervisory authority) that the Group Executive Board and other key personnel in the Company and the Subsidiaries are monitored and supervised, namely to determine whether they comply with laws, the articles of association, regulations and directives.

- 3.7.10 It receives guidance from the CEO and the Group Executive Board as to the course of business at the Bossard Group, the Company and the More Important Subsidiaries and deals with the reports from the Group Executive Board and the statutory auditors.

- 3.7.11 It prepares the transactions of the Company's general meeting of shareholders and convenes the meeting. It ensures the preparation of the annual report and the compensation report of the Company and the Bossard Group, determines the agenda items and its motions to the general meeting of shareholders – particularly regarding the use of the net profit and (upon proposal by the NC or the ARCC) regarding elections of members of the Board of Directors, its chairman and vice-chairman, the

members of the CC, the independent proxy and the statutory auditors of the Company)
– informs the shareholders of same and sees that the shareholders receive information that enables them to exercise their rights with a knowledge of the essential basis for making these decisions.

- 3.7.12 It calls on the shareholders to submit complex and multi-faceted questions in writing as early as possible so the Board of Directors can prepare the answers to them.
- 3.7.13 It ensures the implementation of resolutions of the Company's general meeting of shareholders.
- 3.7.14 In the case of (imminent) insolvency, loss of capital or overindebtedness, it takes the measures described in Article 725 et seqq. CO.
- 3.7.15 It ensures the keeping of the share register for the Company.
- 3.7.16 It decides about the subsequent rendering of capital contributions on Company shares not fully paid up and any resulting changes in the articles of association.
- 3.7.17 It decides on increases in share capital, provided this decision falls within the limits of its authority (Art. 651 para. 4 CO) and on declaration of capital increases of the Company and any resulting changes in the articles of association.
- 3.7.18 It ensures the independence of the statutory auditors and the quality of the auditors based on associated requests from the ARCC.
- 3.7.19 It ensures the adoption of directives regarding the prevention of insider trading offenses and compliance with provisions on ad hoc publicity and further legal requirements relating to the capital market. In these directives, it regulates in particular restrictions on trading in Company stock by members of the Board of Directors and the Group Executive Board as well as all other employees of the Bossard Group and the duty to report any Company stock transactions conducted by members of the Board of Directors and the Group Executive Board.

3.7.20 The Board of Directors is authorized – to the extent permissible under the law – to submit individual transactions to the Company's general meeting of shareholders to decide on even if such a submission to the general meeting is not required by law.

3.8 Delegation of Responsibilities and Competencies

Subject to the provisions in Articles 3, 4 and 5 of these Regulations and in accordance with the provisions of Articles 6 and 7 of these Regulations, the Board of Directors entrusts the CEO with the business management of the Company, the uniform management of the Bossard Group and the associated responsibilities and competencies, together with the right to delegate same to others.

The Board of Directors shall apply due care befitting the circumstances when selecting, instructing and supervising the CEO; the same holds true of the CEO and Board of Directors with regard to selecting, instructing and monitoring the other members of the Group Executive Board and the Functional Managers.

4. THE CHAIRMAN OF THE BOARD OF DIRECTORS

4.1 Election

The chairman of the Board of Directors (CBD) is elected annually by the general meeting of shareholders for a term lasting until the conclusion of the next annual general meeting of shareholders.

4.2 Responsibilities and Competencies

The CBD has the following responsibilities and competencies:

4.2.1 The CBD leads the Board of Directors in the performance of its tasks.

4.2.2 The CBD is responsible for organizing and preparing the list of agenda items for the meetings of the Board of Directors. He observes the following when performing this task:

- He prepares the agenda in such a way that the Board of Directors can meet their mandate under the law and the articles of association and do so without time pressure if possible. In collaboration with the CEO and if need be, the Group Executive Board, he must also arrange to have the information needed for objective decisions be sent in a timely manner.
- The CBD makes sure that the Committees of the Board of Directors submit the business items assigned to them to the Board of Directors in a timely manner and in such a way that they are ready to be decided upon.
- Each member of the Board of Directors retains the right to request that defined issues falling within the remit of the Board of Directors be put on the agenda.

4.2.3 The CBD prepares all transactions of the Board of Directors and arranges for the required basis for decision-making. This regularly includes the following:

- information about the current development of business at the Company and the Bossard Group as well as reports about important business incidents and extraordinary events;
- information about current strategic initiatives;
- relevant financial information;
- budgets and investment plan;
- annual and interim financial statements;
- reports from the statutory auditors; and
- reports and minutes from the Committees.

4.2.4 The CBD ensures that:

- the Board of Directors discusses the right issues (even controversial ones) on time and receives timely and objective information on them;
- the Board of Directors is informed candidly about opportunities and risks – as they change – and is clear about its own options; and
- the Board of Directors is in a position to monitor the implementation of its decisions and where necessary, to take corrective actions.

4.2.5 The CBD monitors the following items decided by the Board of Directors:

- strategy and business policy of the Company and the Bossard Group;
 - principles for the Company and the Bossard Group regarding corporate culture, corporate governance and compliance;
 - risk policy and risk profile of the Company and the Bossard Group;
 - strategic opportunities and risk management for the Company and the Bossard Group (including corrective actions);
 - organizational and management structure of the Company; and
 - basic financial, legal and organizational structure of the Company and the Bossard Group from the CEO or the Group Executive Board.
- 4.2.6 The CBD supports the CEO and the Group Executive Board in the performance of their tasks.
- 4.2.7 He ensures that the Board of Directors, its Committees and members are assessed annually pursuant to the provisions of Art. 3.4 of these Regulations.
- 4.2.8 For the attention of the NC, (i) the CBD examines the annual goals the CEO suggested for the Group Executive Board (except the CEO) and (ii) the CBD prepares the annual assessment of the CEO's performance and the corresponding feedback meetings with the CEO.
- 4.2.9 The CBD conducts the meetings of the Board of Directors and monitors the implementation of actions decided by the Board of Directors – and where applicable, its Committees.
- 4.2.10 The CBD arranges circular resolutions and, in extraordinary situations, makes – at least temporary – decisions that normally fall within the responsibility of the Board of Directors.
- 4.2.11 The CBD serves as a link between the Board of Directors on the one hand and the CEO and the Group Executive Board on the other. He represents the Board of Directors especially in relation to the CEO and the Group Executive Board.

- 4.2.12 The CBD represents the Board of Directors externally. He issues statements in the name of the Board of Directors and accepts the same for the attention of the Board of Directors.
- 4.2.13 The CBD manages relationships and communication between the Bossard Group and the most important shareholders.
- 4.2.14 In mutual consultation, the CBD supports the CEO in the management of relationships and communication within the Bossard Group, specifically with the employees, and externally, specifically with the other shareholders or investors, the capital markets, analysts, banks and the media as well as the general public.
- 4.2.15 The CBD provides newly elected members of the Board of Directors with guidance in their activity and is supported in this task by the members of the Group Executive Board.
- 4.2.16 The CBD supervises the organizational preparation of the general meeting of shareholders.

He sets the deadline for the submission of motions to be included on the agenda (including the text of the shareholder motions) for decision by the general meeting of shareholders. The CBD informs the general meeting of shareholders about any valid submissions of agenda items and takes a position on such motions.

The CBD ensures the distribution of ballots and the determination of represented votes, the accurate counting of the votes and the taking of the minutes of the meeting. The minutes of the general meeting shall be signed by the chairman (usually the CBD) and the person taking the minutes (usually the secretary of the Board of Directors). The minutes shall be approved by the Board of Directors.

- 4.2.17 The CBD presides over the general meeting of shareholders of the Company in a balanced and purposeful manner. The CBD ensures that shareholders are able to comment on the agenda items factually and concisely.
- 4.2.18 The CBD organizes the voting procedure in the general meeting of shareholders of the

Company so that the will of the majority can be determined as clearly and as efficiently as possible. If the CBD allows voting by show of hands, then the negative and withheld votes shall be determined and the results shall be announced. In the event of an unclear majority, the CBD shall order a vote by written ballot.

5. THE COMMITTEES

5.1 Basic Principle

The Board of Directors assigns certain tasks and/or decisions, including preparation of its resolutions and monitoring of the transactions and strategic initiatives, to the Committees below and other Committees if need be:

- ARCC;
- NC;
- CC; and
- ad hoc Committees or expert bodies.

With the exception of the CC, the Board of Directors may dismiss any of the Committees it has appointed at any time.

5.2 Composition, Responsibilities and Competencies

5.2.1 The Board of Directors shall determine each Committee's composition, responsibilities, competencies and compensation in corresponding regulations unless these matters are otherwise stipulated in the articles of association or these Regulations. Such regulations apply in their latest valid versions as integral parts of these Regulations.

5.2.2 The chairman of each Committee is responsible for the organization, preparation and chairmanship of the Committee meetings and agenda. In so doing, the chairman shall observe the following rules:

- The chairman shall prepare the agenda so that the Committee – if possible without time pressure – can fulfill its legal and statutory tasks. In addition, the chairman, in cooperation with the CEO/CFO, shall arrange for the Committee to receive the information it needs to make proper decisions in a timely manner.
 - The chairman ensures that tasks assigned to the Committee are submitted to the Board of Directors in a timely manner and are ready for a decision.
- 5.2.3 The chairman of the NC and the chairman of the CC shall maintain regular contact with the CEO and the chairman of the ARCC shall maintain regular contact with the CFO.
- 5.2.4. The Board of Directors allocates decision-making authority to Committees in the corresponding regulations.

5.3 Participation, Keeping of Minutes and Reporting

Every member of the Board of Directors is entitled to attend all Committee meetings as a member without a voting right except in cases where he has a conflict of interest. It is the responsibility of each Committee to decide if there are conflicts of interest. The affected member of the Board of Directors can submit the Committee's decision to the Board of Directors for a final decision.

Minutes are kept on all Committee meetings and made available to all members of the Board of Directors without delay.

The Committees shall report regularly to the meetings of the Board of Directors about their activities; they shall do so immediately when necessary.

6. THE CHIEF EXECUTIVE OFFICER (CEO)

6.1 Answerability, Responsibilities and Competencies

The CEO reports directly to the Board of Directors.

Upon request from the NC, the Board of Directors arranges for representation of the CEO and reviews this annually.

If the CEO is prevented from exercising his duties, a member of the Group Executive Board, who is chosen by the Board of Directors in consultation with the CBD, shall act in the CEO's stead.

The CEO has the following responsibilities and competencies subject to the responsibilities and competencies assigned to the Board of Directors:

6.1.1 He is responsible

- for drawing up the corporate strategy, corporate organization and business planning of the Bossard Group for the attention of the Board of Directors,
- for ensuring an operational management of the Company and Bossard Group that is market- and profit-oriented and that constantly adapts their performance to changing circumstances and challenges while promoting competitiveness and maintaining congruency between goals and available resources,
- for assuring the overall financial results of the Company and the Bossard Group,
- for implementing and maintaining the strategic direction and business policy of the Bossard Group as determined by the Board of Directors,
- for preparing, deciding and implementing the strategic initiatives to focus and/or expand or otherwise strengthen the business operations and support innovation in the Bossard Group, and monitoring the attainment of the qualitative and quantitative corporate goals of the Bossard Group,
- for recruiting, supporting and promoting talent in the Bossard Group,
- for setting conditions so that women and men, young and old, of different origins, worldwide, are enthusiastically committed to and engaged in the Bossard Group,
- for supporting innovation (digitization, artificial intelligence, etc.), and
- for executing the other decisions made by the Board of Directors.

The Group Management supports the CEO in the performance of the above responsibilities.

- 6.1.2 The CEO ensures that there is the necessary organization for this purpose (namely, for operating business) within the Bossard Group and that the organization is constantly adapted to changing circumstances and challenges.
- 6.1.3 He manages the Group Executive Board and the Functional Managers and monitors and coordinates their activities with regard to the affairs of the Bossard Group, the Company and the individual Subsidiaries. He organizes the functioning of the Group Management, the Group Executive Board's meetings, determines the agenda items and otherwise prepares these meetings and presides over them. He is responsible for ensuring that the individual members of the Group Management perform their responsibilities and duties.
- 6.1.4 In collaboration with the NC and, where indicated, the Group Executive Board, the CEO
- prepares – also with respect to appropriate *diversity* – the management and talent development plan of the Bossard Group,
 - handles succession planning for the members of the Group Executive Board and shall see to it that the members of the Group Management handle succession planning within their areas of responsibility,
 - is responsible for determining the organization and staff composition of the Group Management and representation, and
 - presents corresponding proposals and regular updates to the Board of Directors.
- He ensures the further development of the Group Management as an effective management team as well as suitable further training and education for them.
- 6.1.5 He proposes the Group Executive Board's annual goals to the CBD for the attention of the NC.
- 6.1.6 He is the contact person of the Board of Directors; the Board of Directors communicates with the Group Management via the CEO. The CEO collaborates with the chairmen of the Committees on topics within their areas of responsibility. The CFO supports the CEO, particularly relating to topics within the ARCC's area of responsibilities.

6.1.7 In consultation with the CBD, he is responsible for fostering relationships and communications within the Bossard Group, specifically with the employees, and – in consultation with the CBD – externally, specifically with the shareholders (with the exception of the most important shareholders, who in this respect are the responsibility of the CBD) or investors, the capital markets, analysts, banks and the media as well as the general public.

He can delegate the task of communication with the capital markets, analysts and banks to the CFO.

6.1.8 He ensures that the CBD is given the requisite advance notice of all facts and issues relevant to the formation of opinions within the Board of Directors. This also includes information on the Group Executive Board's implementation of resolutions passed by the Board of Directors and where applicable, by the Committees.

6.1.9 After consulting with the NC, he informs the Board of Directors via the CBD in a timely manner about planned dismissals or dismissals with the option of altered conditions of employment if more than 50 employees in a country would be affected by such actions.

6.1.10 He informs the ARCC about current or imminent cases of damage which exceed or might exceed CHF 1 million.

6.1.11 He ensures that the decisions of the Group Executive Board are assigned to its members for implementation and monitors this implementation.

6.1.12 He ensures compliance with directives regarding the prevention of insider trading offenses and compliance with provisions on ad hoc publicity and further legal requirements relating to the capital market.

He can delegate this responsibility in full or in part to the CFO.

- 6.1.13 He submits proposals to the NC about the appointment or dismissal of Functional Managers.
- 6.1.14 He decides and informs the NC periodically about the election and dismissal of members of the board of directors of less important Subsidiaries and decides about the further voting behavior in the annual general meeting of shareholders of these less important Subsidiaries, if need be by issuing directives.
- 6.1.15 He ensures the timely preparation of the draft annual report by the CFO, ensures that the Committees receive the part of the annual financial report which are relevant to their areas of responsibility in due time, and sends the entire report to the Board of Directors to be voted on.
- 6.1.16 He annually draws up a budget with an investment and liquidity plan for the Bossard Group and the Company as such in collaboration with the CFO and with support from the Group Executive Board and monitors compliance with this budget in collaboration with the CFO.
- 6.1.17 In collaboration with the Head of Information & Communication Technology (referred to hereinafter as “**CIO**”), he ensures the availability and security (according to internal service level agreements) of the ICT and EDP systems and user programs employed in the Company and by the Bossard Group and undertakes the necessary actions and preparations (business continuity planning, BCP) for dealing with ICT problems or an EDP system crash.
- 6.1.18 He is responsible for the timely and successful implementation of the new ERP system.
- 6.1.19 In cooperation with the CIO, he ensures sufficient protection of the implemented ICT and EDP systems and user programs against fraud and misuse and that the necessary measures relating to the detection of and defense against cyber risks are taken.

- 6.1.20 He ensures that employees from all Group Companies are made aware of the proper use of ICT resources (including by means of support from external service providers) and regularly monitors compliance with the respective requirements.
- 6.1.21 Unsolicited, he submits to the Board of Directors a proposal regarding the transactions listed in the provisions of Art. 3.7.4 of these Regulations and regarding the appointments and dismissals of persons authorized to represent the Company and rules for signatory powers according the provisions of Art. 3.7.8 of these Regulations.

6.2 Reporting and Communication

The CEO reports regularly to the CBD (also on behalf of the Group Management) about the course of business and informs him about his exchanges with the chairmen of the NC and the CC.

In particular, he regularly reports to the Board of Directors about observance of the budget and the investment and liquidity plan and about the current course of business, the financial situation, assessment of the situation with respect to strategic opportunities and risks, progress in planning and implementation of the strategic initiatives to focus and/or expand or otherwise strengthen the business operations and support innovation in the Bossard Group, important business transactions and future developments. Furthermore, he ensures that he has the information that is necessary and suitable for reporting so he can furnish the Board of Directors with the relevant information for it to form opinions. The CEO also informs the Board of Directors about the implementation of resolutions of the Board of Directors and the Committees.

In particular, the CEO otherwise sees to it that timely and objective information is exchanged with the Board of Directors so that the latter can optimally perform the tasks that it is given by law, the articles of association and sets of regulations.

The CEO immediately informs the CBD, for the attention of the members of the Board of Directors, about extraordinary events.

The CEO reports to the ARCC regarding legal and similar provisions substantially affecting the annual accounts, the business principles and/or the principles regarding the risk policy/risk profile of the Company and/or the Bossard Group and regarding actions taken to comply therewith. The CEO is entitled to delegate this task to the CFO.

The CEO informs the Group Management about his exchange with the CBD and the Board of Directors and ensures that necessary information from the Group Executive Board and the Functional Managers is passed on via the management structure to the employees of the Bossard Group.

If necessary or appropriate, the CEO collaborates with the Committees and Group Management regarding reporting and communication in accordance with the provisions in this Art. 6.2.

7. GROUP MANAGEMENT

The Group Management is composed of the Group Executive Board and the Functional Managers.

7.1 Group Executive Board

7.1.1 Composition and Answerability of the Group Executive Board

The Group Executive Board consists of the CEO, the CFO, the area managers, and if need be, further persons appointed by the Board of Directors at the CEO's request (**Annex 2**: list of the members of the Group Executive Board as of March 26, 2021).

The Group Executive Board reports directly to the CEO.

7.1.2 Joint Responsibility for the Group Executive Board

The Group Executive Board supports the CEO with respect to the uniform management of the Bossard Group, provided that responsibilities and competencies

are not reserved for the Board of Directors, the CBD, the Committees and/or the CEO.

Furthermore, every member of the Group Executive Board assumes individual responsibilities based on these Regulations and is responsible to the CEO that these responsibilities are met.

It is incumbent upon the members of the Group Executive Board to support each other and mutually represent each other in the management of the business areas. Questions regarding all or several business areas should be deliberated upon and decided together with the other Group Executive Board members concerned.

The Group Executive Board and each of its members are authorized to delegate their responsibilities and competencies to others in accordance with these Regulations. This delegation must thus be done appropriately in writing, e.g. in the form of job descriptions or work instructions. In the case of further delegation, the Group Executive Board or its affected member is responsible for the selection, proper instruction and monitoring of the person to whom the responsibilities are delegated. The act of delegation concurrently establishes a duty to report.

In particular, the Group Executive Board headed by the CEO is jointly responsible for the following tasks:

- 7.1.2.1 It ensures innovation throughout the entire operations of the Bossard Group, in particular in the areas relating to products, service offerings, and operations. It ensures the preparation and development of appropriate *target operating models* and ensures the implementation of such models.
- 7.1.2.2 It identifies, evaluates and monitors the opportunities in the market, in particular over the course of time. It ensures that the available sales and profit possibilities are actively used in the market.
- 7.1.2.3 It identifies and evaluates the strategic, operational and financial risks specifically associated with the opportunities mentioned above and their active use in the market, ensures suitable risk management within the scope of the risk management policy stipulated by the Board of Directors and implements the required actions and

practices.

- 7.1.2.4 It ensures that legal and similar provisions substantially affecting the annual accounts, the business principles and/or the principles regarding the risk policy/risk profile of the Company and/or the Bossard Group are detected in a timely manner throughout the group.
- 7.1.2.5 It puts in place an internal control system (ICS), ensures its proper operation and adjusts the ICS constantly to changing circumstances. In the process, it heeds any recommendations for the improvement of the ICS suggested by internal auditing or the statutory auditors.
- 7.1.2.6 It cultivates a system of *values* and *guiding principles* for the Bossard Group that takes account of the tradition of the family-based Company on the one hand, yet is open to new insights and developments on the other.
- 7.1.2.7 In consultation with the CBD, it prepares the resolutions of the Board of Directors and ensures that they are implemented and enforced.
- 7.1.2.8 It or the area managers respectively submit/s requests to the CEO to appoint and dismiss members of the boards of directors of less important Subsidiaries.
- 7.1.2.9 It ensures that all Bossard Group and Group Company managers that report to it are duly instructed and supervised.
- 7.1.2.10 With corresponding controls and processes, it ensures that the quarterly and annual financial statements are fully and correctly based on accounting, that the accounting standards are correctly applied and that the other requirements pertaining to the financial statements are observed. Analogously, it ensures that the assets on the balance sheet are existent and used within the context of business activities and that the equity and liabilities are correctly recorded in the accounts.
- 7.1.2.11 The CFO meets as a representative of the Group Executive Board with the ARCC and the statutory auditors and discusses with them the financial statements, the application of accounting principles, the discretionary decisions and the results of the audit. The

CFO reports to the CBD regularly about his exchange with the chairman of the ARCC.

7.1.2.12 It discusses major adjustments in the accounting and its application with the ARCC and/or statutory auditors, and the suitability and effectiveness of the internal control system (ICS).

7.1.2.13 In consultation with the CFO and the ARCC, it discusses the management letter from the statutory auditors and undertakes any necessary actions.

7.1.2.14 It supports the CEO, CFO and the Committees in drafting the annual report by the deadline.

7.1.2.15 It supports the CEO and the CFO in drawing up the annual budget with the investment and liquidity plan for the Bossard Group and the Company as such.

7.1.2.16 It supports the CEO and the CIO as regards the security of the ICT and EDP systems and user programs deployed in the Company and by the Bossard Group.

7.1.2.17 It supports the CEO, the NC and the Director of Global Talent Management (insofar as this function exists) in the establishment of the management and talent development plan of the Bossard Group (see also the provisions in Art. 6.1.4 of these Regulations), and ensures that the Functional Managers in their respective areas of expertise are able to ensure the motivation and training of key personnel and future-oriented promotion of upcoming key personnel, and thus the worldwide promotion of talent, in the Group Companies.

7.1.2.18 The Group Executive Board exchanges information about current market developments, important projects of the Bossard Group and of individual Group Companies, the course of business, budget and medium-term planning, including opportunities and risks, strengths and weaknesses of the Bossard Group and the Group Companies. Once a year, the Group Executive Board intensively analyzes the strategic competitive advantage of the Bossard Group, critically reviews the USP and defines strategy adjustments as well as strategic initiatives.

7.1.2.19 The Group Executive Board helps the CBD to instruct the newly elected members of the Board of Directors in relation to their new activity.

7.1.3 Individual Responsibility of the Individual Members of the Group Executive Board

Each Group Executive Board member further appointed alongside the CEO takes on individual tasks in accordance with these Regulations for his regional or subject-related area of responsibility and is responsible to the CEO for the performance of these tasks.

For its regional and subject-related area of responsibility, each of these members periodically reports to the CEO about observance of the budget and the investment and liquidity plan and about the current course of business, the financial situation, assessment of the situation with respect to strategic opportunities and risks, important business transactions and future developments.

Each member also otherwise ensures a timely and objective exchange of information with the CEO so the latter can optimally perform the tasks that he is given under these Regulations.

The individual tasks that each Group Executive Board member assumes in his regional or subject-related area of responsibility include the following in particular:

- 7.1.3.1 Take over additional positions in existing markets, adjust existing positions and structures, and develop new markets;
- 7.1.3.2 Assure the connection between the Company and the Bossard Group on the one hand and the Group Companies on the other;
- 7.1.3.3 Monitor the management of the Subsidiaries and responsibility for their successful development;
- 7.1.3.4 Supervision of holdings that Group Companies have in third parties;

- 7.1.3.5 Responsibility for the successful and economic management of the Functional Managers and offices of the Bossard Group; and
- 7.1.3.6 Take the necessary corrective actions if substantial negative deviations in budget are determined for Group Companies.
- 7.1.4 Meetings and Decision-Making of the Group Executive Board

The CEO is responsible for convening and presiding over meetings of the Group Executive Board.

The Group Executive Board can conduct its meetings as meetings with members present in person or by means of telephone, video or online conference and/or similarly by means of electronic media, provided that the members of the Group Executive Board not attending in person are clearly identifiable. The Group Executive Board passes its decisions in meetings with a simple majority of the participating members' votes.

The CEO ensures that minutes of the resolutions of the Group Executive Board are taken and preserved at the headquarters of the Company together with the agenda and presentations made at the meetings; the minutes shall be made available to the Board of Directors upon request by the Board of Directors.

The Group Executive Board can also adopt resolutions in writing or by electronic means based on a submitted motion, provided the motion has been delivered to all reachable members of the Group Executive Board. A circulatory resolution is deemed adopted if approved by the absolute majority of the votes cast. Each member has one vote.

Deliberations and decisions of the Group Executive Board are confidential.

7.2 FUNCTIONAL MANAGERS

7.2.1 Departments

The Functional Managers of the Company are the directors of specific areas of expertise (**Annex 3**: List of Functional Managers as of March 26, 2021).

7.2.2 Appointment, Dismissal and Answerability

The Board of Directors appoints and dismisses Functional Managers upon request from the CEO.

The Functional Managers report to the CEO, with the exception of any Functional Manager who reports to the CFO (see Annex 3).

7.2.3 Responsibilities and Competencies

The responsibilities and competencies of the Functional Managers are derived from their respective employment contracts and functional specifications.

8. JOINT PROVISIONS

8.1 Duty of Care and of Loyalty

Every member of one of the above executive bodies is obligated at all times to safeguard and promote the interests of the organization and its shareholders.

8.2 Conflicts of Interest

Each member of one of the above executive bodies is obligated to abstain from voting if transactions are discussed which touch on their personal interests or the interests of a natural person or legal entity associated with them.

The members of the Board of Directors and the Group Management must arrange their own affairs so that conflicts of interest with the Bossard Group are avoided to the greatest possible extent. They shall disclose possible conflicts of interest to the CBD immediately and fully.

The Board of Directors shall take actions necessary for safeguarding the Bossard Group's interests. The person involved does not vote on the resolution regarding mandatory abstention.

Transactions between the Bossard Group and/or the Company and individual members of the Board of Directors or the Group Management or related parties are subject to the principle of conclusion under third party conditions. The Board of Directors makes its decision with the affected person abstaining.

The Group Management provides for the same rule in its management area. It advises the CBD immediately about cases involving conflicts of interest and the actions taken.

8.3 Nondisclosure and Return of Documents

The members of the Board of Directors and the Group Executive Board shall maintain strict secrecy toward third parties regarding facts they become privy to while performing their function in one or more – or otherwise in their activity for one or more – Group Companies or for the Bossard Group to the extent that and as long as these facts do not otherwise become public.

These members further shall treat confidentially all documents they receive or examine in connection with these functions or this activity and to refrain from making the same accessible to third parties. This nondisclosure obligation also applies after the end of this function or activity. As regards documents on Group Companies and the Bossard Group that are given to them, they must return or destroy such documents at the end of this function or activity at the latest.

8.4 Entry into Force, Amendments

These Regulations enter into force upon their being resolved and signed by the Board

of Directors and replace the previous organizational regulations of the Company dated March 27, 2015.

8.5 Integral Parts

The list of members of the More Important Subsidiaries (**Annex 1**, March 26, 2021), the list of members of the Group Executive Board (**Annex 2**, March 26, 2021) and the list of the Functional Managers (**Annex 3**, March 26, 2021), in the current version of each annex, form an integral part of these Regulations.

These organizational and business regulations are also available in German. The German version is binding.

Zug, March 26, 2021

Bossard Holding AG

Board of Directors:

The Chairman:

The Secretary:

(Dr. Thomas Schmuckli)

(Ms. Tabea Bürgler)

Annex 1

More Important Subsidiaries (as of March 26, 2021)

- Bossard AG, Zug, Switzerland
- KVT-Fastening GmbH, Illerrieden, Germany
- Bossard Denmark A/S, Hvidovre, Denmark
- Bossard France SAS, Souffelweyersheim, France
- Bossard Inc., Cedar Falls, IA, USA
- Bossard Fastening Solutions (Shanghai) Co. Ltd, Shanghai, China
- Bossard Finance AG, Zug, Switzerland

Annex 2

Members of the Group Executive Board (as of March 26, 2021)

- Dr. Daniel Bossard (CEO Group)
- Stephan Zehnder (CFO Group)
- Dr. Frank Hilgers (CEO BNE)
- Beat Grob (CEO BCE)
- David Jones (CEO BAM)
- Robert Ang (CEO BAP)
- Rolf Ritter (Chief Strategy Officer / M&A / Business Development) (as of May 1, 2021, in accordance with the resolution of the Board of Directors dated January 29, 2021)

Annex 3

Functional Managers (as of March 26, 2021)

- Supply Chain Management & Quality – Andreas Bertaggia
- Technology – Urs Güttinger
- Products – Florian Heuter
- Marketing & Services – Tee Bin Ong
- Engineering – Peter Witzke
- Information & Communication Technology – Georg Meyer
- Legal & Compliance / Corporate Secretary / Sustainability (ESG) – Tabea Bürgler
(reporting to the CFO)