Dec Decision *(see the separate rules for external signature powers, e.g. for contracts)* **Rec** Recommendation **Contr** Controlling	**BoD**	**Chairman**	**AFRQCC**	**NCC**
1. GENERAL DUTIES				
A. GENERAL				
1.1 Constitution of the Board:				
- Election of the Chairman	Dec			
- Election of the Vice Chairman	Dec			
- Appointment of the Secretary	Dec			
- Election of NCC and AFRQCC Members and Chairmen	Dec	Rec		
1.2 Authorization of signature power	Dec[2]			
1.3 Preparation and organization of the General Meetings of the Shareholders, including invitation and agenda		Dec		
1.4 Approval of the Annual and Interim Reports for submission to the Shareholders	Dec[2]		Rec	
1.5 Invitation to the General Meetings of the Shareholders and determination of relating agenda	Dec	Rec		
1.6 Execution of Decisions taken by the General Assembly		Contr		
B. LEGAL				
1.7 Conditions for issue of shares, participation certificates, bonds, etc.	Dec[2]		Rec	
1.8 Application for commercial register		Dec		
1.9 Litigation				
To the extent not covered by the policy authority to institute and terminate law suits/tax disputes:				
- Above CHF 10 mio up to 30 mio of amount in dispute		Dec[1]		
- Above CHF 30 mio of amount in dispute	Dec			
C. STRATEGY AND STRATEGIC TRANSACTIONS				
1.10 Decision on company's strategy and objectives	Dec	Rec		
1.11 Decision on the company's overall group structure (to the extent not covered by section 2)	Dec	Rec		
1.12 Entering into Joint Ventures, Acquisition, Dispositions, Divestments and Asset Disposals, investment (unless budgeted) above CHF 10 mio transaction value	Dec			
D. OTHERS				
1.14 Real estate policy				
- Real estate policy	Dec		Rec	

[1] Jointly with CEO
[2] Preparation by CFO

Dec Decision *(see the separate rules for external signature powers, e.g. for contracts)* **Rec** Recommendation **Contr** Controlling		**BoD**	**Chairman**	**AFRQCC**	**NCC**
	To the extent not covered by the policy with respect to sale, purchase of real estate, construction work, leasehold improvements or lease payments of transaction value or total amount of net payments until first termination possibility:				
	- Above CHF 10 mio up to 50 mio		Dec[1]		
	- Above CHF 50 mio	Dec			
1.16	Commercial contracts in the ordinary course of business (outside the commodity trading framework):				
	Contract duration <= 1 year:				
	- Above CHF 30 mio up to 50 mio of revenues		Dec[1]		
	- Above CHF 50 mio of revenues	Dec	Rec[1]		
	Contract duration > 1 year:				
	- Above CHF 100 mio up to 150 mio of revenues		Dec[1]		
	- Above CHF 150 mio of revenues	Dec	Rec[1]		
1.17	Contracts outside ordinary course of business (amount over the total period, i.e. until first termination, unless budgeted):				
	- Above CHF 10 mio up to 20 mio of revenues		Dec[1]		
	- Above CHF 20 mio of revenues	Dec			
1.18	Financial disclosure and investor relations policy	Dec	Contr		
2.	**ORGANIZATION**				
2.1	Authorization of business policy of business units	Dec	Rec		
2.2	Decision on management structure of Group	Dec	Rec		Rec
2.3	Decision on the reporting system (MIS)	Dec		Rec	
3.	**FINANCE AND ADMINISTRATION**				
3.1	Decision on the Company's and Group's finance policy	Dec[2]		Rec	
3.2	Determination of accounting standards and internal audit charter	Dec[2]		Rec	
3.3	Approval of Budget	Dec[2]			
3.4	Organization of finance controlling	Dec[2]		Rec	
3.5	Treasury Policy	Dec[2]		Rec	
	Treasury execution			Dec	
3.6	Integration of acquisition (including tax planning aspects, intra-group loans, inter-company guarantees, local third party financing and similar exposures) involving company in case exposure exceeds 30 mio CHF	Dec[2]			
3.7	Inter-company restructuring, financing or re-organization in case	Dec[2]			

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Dec Decision *(see the separate rules for external signature powers, e.g. for contracts)* **Rec** Recommendation **Contr** Controlling		**BoD**	**Chairman**	**AFRQCC**	**NCC**
	transactional value exceeds CHF 100 m (with no relevance to the Group P/L and cash flow)				
3.8	Decision on signature power policy for bank accounts	Dec			
3.9	Expense authority regarding cost items, contracts, capital expenditures, asset write offs or other items, unless budgeted, if exposure is: - Above CHF 10 mio up to 20 mio - Above CHF 20 mio	 Dec	 Dec[1]		
3.10	Insurance policy	Dec[2]		Rec	
3.11	Risk management system and policy	Dec[2]		Rec	
3.12	Principles and objectives of the internal control system	Dec[2]		Rec	
4.	**PERSONNEL**				
4.1	Remuneration of the members of the Board	Dec			Rec
4.2	Remuneration of members of Board Committees	Dec			Rec
4.3	Hiring and dismissal: - Of the members of the Executive Committee (ExCo) - Of the members of the Management Team (direct reports to the CEO) - Of the Head of Internal Audit	 Dec Dec		 Rec	 Rec (Dec: CEO)
4.4	Compensation policy	Dec			Rec
4.5	Remuneration of the members of Executive Committee and Management Team	Dec			Rec
4.6	Share based remuneration at all levels	Dec			Rec
4.7	Personnel policy according to company objectives	Dec			Rec
4.8	General succession planning and development policy				Dec[1]
5.	**QUALITY ASSURANCE**				
5.1	General QA policy	Dec		Rec	
5.2	QA program			Dec	
5.3	Quality control			Contr	
6.	**SALES AND MARKETING**				
6.1	Corporate identity policy	Dec			
6.2	Budget	Dec[2]			
7.	**ENVIROMENT / CORPORATE SOCIAL RESPONSIBILITY**	Dec			

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[2] Preparation by CFO

Dec Decision *(see the separate rules for external signature powers, e.g. for contracts)* **Rec** Recommendation **Contr** Controlling		**BoD**	**Chairman**	**AFRQCC**	**NCC**
7.1	Environment policy	Dec			
7.2	General corporate social responsibility policy	Dec			
8.	**EXTERNAL AUDITORS**	Dec		Rec	
	(Submittal to General Assembly)				
9.	**MISCELLANEOUS**				
9.1	Rules on duties, responsibilities and authority of members of the Executive Committee and Guidelines and policy statements with respect to transactions and decisions taking place at subsidiary level, including Management Authorization Guidelines	Dec			
9.2	Items voluntarily brought to the BoD, which are of strategic importance, by the CEO	Dec			

Chairman
of the Board of Directors

Corporate Secretary

_____
Andreas Jacobs

_____
Roland Maurhofer

[1] Jointly with CEO
[2] Preparation by CFO