

Swisscom Ltd

# Organisational Regulation

Valid from 1 April 2025

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The Board of Directors of Swisscom Ltd issues the present Organisational Regulation on the basis of Articles 716 and 716b of the Swiss Code of Obligations (CO) and section 7.2.2 of the Articles of Incorporation.

## **1 Basis**

### **1.1 Purpose**

The Organisational Regulation sets out the binding framework for the management of Swisscom Ltd and the participations it controls in accordance with IFRS 10 (hereinafter 'subsidiaries').

### **1.2 Object**

The Organisational Regulation contains provisions on

- the structure of Swisscom Ltd and its subsidiaries (collectively the 'Swisscom Group');
- the functioning of the Board of Directors;
- the duties and powers of the following governing bodies or their representatives:
  - Board of Directors
  - Chairperson of the Board of Directors
  - Committees of the Board of Directors
  - Group Chief Executive Officer (Group CEO)
  - Group Executive Committee (management board according to section 5(c) of the Articles of Incorporation)

### **1.3 Organisation of Swisscom Ltd and its subsidiaries**

#### **1.3.1 Group structure**

As the parent company, Swisscom Ltd is divided into Group Functions and, together with its subsidiaries, forms the Swisscom Group.

#### **1.3.2 Group management**

The governing bodies or their representatives of Swisscom Ltd not only manage Swisscom Ltd but also take on the strategic and financial management of the subsidiaries within the scope of their competencies.

The Organisational Regulation and their Annex 2 (Business and Accountability Regulation of Swisscom Ltd, BAR) contain a list of topics and business matters which are allocated to a governing body for the passing of resolutions or the provision of information. The Articles of Incorporation, Organisational Regulation and the BAR of the subsidiaries must be aligned in terms of structure and content with the Articles of Incorporation of Swisscom Ltd, as well as the Organisational Regulation and the pertinent BAR, within the scope of the legal framework applicable to them. The model Articles of Incorporation approved by the Board of Directors of Swisscom Ltd, the model Organisational Regulation and the model BAR for the subsidiaries serve as the basis for this.

Within the scope of their responsibilities, the governing bodies of Swisscom Ltd mandate and instruct the boards of directors of the subsidiaries, their chief executive officers and their management boards (governing bodies). These governing bodies of the subsidiaries that are mandated by Swisscom Ltd fulfil their duty of notification, obtain the relevant resolutions and instructions in good time and implement them in the

subsidiaries. They comply with the regulations and directives issued for strategic and financial management. The legal independence of the subsidiaries and the legal competence of their governing bodies must be safeguarded within the scope of the mandatory applicable law. Contractual agreements with partners of these subsidiaries or Swisscom Ltd must be taken into account when passing resolutions.

The details of the organisation can be found in the currently valid version of the organisational chart published on the intranet (Annex 4).

### **1.3.3 Categories of subsidiaries**

The Organisational Regulation distinguishes between four categories of subsidiaries:

- Strategic subsidiaries (Category I)
- Major subsidiaries (Category II)
- Small subsidiaries (category III)
- Supporting subsidiaries (category IV)

The Board of Directors decides on the allocation of individual subsidiaries to Category I, and the Group CEO to Categories II to IV. The Group CEO is responsible for creating and promptly updating a list of all subsidiaries, broken down by category. The list is published internally by Group Accounting and made available for viewing.

## **2 Board of Directors**

### **2.1 Composition and constitution**

The Board of Directors is composed of seven to nine members. The number of members may be increased temporarily if necessary. Their maximum term of office is generally 12 years. Details on the composition can be found in section 7 of the Articles of Incorporation.

The Chairperson of the Board of Directors and the members of the Compensation Committee are elected by the Annual General Meeting in application of sections 6.1, 7.1.5 and 7.5 of the Articles of Incorporation. Otherwise, the Board of Directors constitutes itself and elects from among its members the Vice Chairperson and the chairpersons of all standing committees of the Board of Directors, as well as the members of the Strategy & Investments and Audit Committees.

At the request of the Chairperson of the Board of Directors, the Board of Directors nominates a Secretary, who need not be a member of the Board of Directors.

### **2.2 Meetings**

#### **2.2.1 Frequency of meetings, convocation and agendas**

The Board of Directors meets at the invitation of the Chairperson of the Board of Directors or, if they are indisposed, of the Vice Chairperson, as often as business requires.

Any member may request that the Chairperson of the Board of Directors convene a meeting immediately, stating their reasons.

The meeting is usually convened and the agenda announced in writing ten days in advance. In urgent cases – or if no member objects – a shorter time period may also be provided for. All documents relevant to the meeting are generally also made available for download ten days in advance on the electronic document platform and sent by post if required. The agenda items are set by the Chairperson of the Board of Directors

after consultation with the Group CEO. Any member of the Board of Directors may request that an item be included on the agenda providing it is submitted in writing to the Chairperson of the Board of Directors at least 12 days prior to the meeting. Decisions on items not on the agenda may be taken only with the consent of the majority of all members.

A meeting may be convened in any form and without complying with the minimum notice period if its sole purpose is to vote on the determination of changes in capital and corresponding amendments to the Articles of Incorporation (incl. deletions) as well as the preparation of the capital increase report.

### **2.2.2 Chairing of meetings and participants**

Meetings are chaired by the Chairperson of the Board of Directors or, if they are unavailable, by the Vice Chairperson or, if they are also unavailable, by a member elected by the Board of Directors from among its members.

Individual members of the Group Executive Committee, senior executives of the Group, Swisscom Ltd auditors and other experts may be invited to attend the meetings. They act in an advisory capacity. The Chairperson of the Board of Directors and the chairpersons of the Board of Directors' Committees may issue such invitations. The Group CEO, the Head of Group Finance (Group CFO) and the Secretary to the Board of Directors generally attend every meeting of the Board of Directors, unless the Chairperson of the Board of Directors instructs otherwise.

### **2.2.3 Standing agenda**

As a rule, meetings follow the following standing agenda:

- Notifications from the Chairperson of the Board of Directors and reports from the Committee chairpersons
- Minutes of the last meeting and pending items
- Group CEO's report on business performance
- Individual information items and motions

### **2.2.4 Passing of resolutions**

The Board of Directors passes its resolutions at meetings held at a physical venue or at meetings involving the use of electronic means (hybrid or virtual meetings). The electronic means that are used enable the participants to be identified, votes to be transmitted immediately, motions to be submitted, participation in the discussion and an undistorted result of the vote.

The majority of members must be present at the meeting to pass a valid resolution.

The attendance quorum does not have to be observed in the case set out in section 2.2.1 paragraph 4.

A member of the Board of Directors who is unable to attend may not be represented by another member of the Board of Directors or by a third party. A written statement on the agenda is permissible and must be presented by the Chairperson. However, it does not count as a vote.

The Board of Directors passes resolutions by a majority of the votes cast. Abstentions do not count as votes cast. The Chairperson has the casting vote.

Resolutions to amend this Organisational Regulation or concerning particular regulations or directives that contradict the Organisational Regulation may only be passed if two-thirds of the members of the Board of Directors approve the amendment or particular regulations or directives.

Resolutions on the inclusion and amendment of annexes to this Organisational Regulation may be passed by a simple majority of the votes cast. Formal amendments to Annex 4 (organisational chart) of this Organisational Regulation are made periodically and are not subject to authorisation.

Following the deliberations, the Chairperson of the Board of Directors summarises all motions before making a decision.

If technical problems arise during a virtual or hybrid meeting that make it impossible to hold a proper discussion and vote, the Chairperson of the Board of Directors may suspend the meeting or cancel it entirely. Any resolutions passed before such suspension or cancellation remain valid. The Chairperson will convene a new meeting at short notice for items on the agenda that were not addressed in full. If relevant technical issues arise when conducting the meeting, this must be recorded in the minutes along with the measures taken. Technical issues when casting a vote are not relevant if they are demonstrably incapable of influencing the voting or election results. Resolutions may be passed by means of a circular in writing, on paper or electronically, unless a member requests that the matter be discussed verbally. No signatures are required for resolutions passed electronically. The majority of members must take part in the circular procedure for resolutions to be valid. Such resolutions must be included in the minutes of the next meeting of the Board of Directors.

### **2.2.5 Minutes**

Minutes are kept of the proceedings and resolutions of the Board of Directors, containing the agenda items, motions and resolutions, with an indication of the weighting of the votes and any abstentions. The minutes also summarise the deliberations by reflecting the main points of view and positions. Members of the Board of Directors may request that their vote be recorded in the minutes.

Once approved by the Chairperson of the Board of Directors, the minutes are distributed to the members of the Board of Directors and approved at the next meeting. Once approved, the minutes are signed by the Chairperson, the keeper of the minutes and the Secretary to endorse their accuracy.

The minutes are to be treated as confidential documents. They must be filed securely and may not be copied or given to recipients outside the distribution list determined by the Board of Directors. In justified exceptional cases and with the agreement of the Chairperson of the Board of Directors, the Secretary will prepare extracts and keep a record of their submission.

## **2.3 Reporting**

### **2.3.1 General Reporting**

At each meeting, the Board of Directors receives verbal and written reports from the Chairperson of the Board of Directors and the Group CEO on business performance and important events within the Group, as well as on the measures taken. The Board of Directors may demand written documents if this is necessary for the performance of its duties.

The Group CEO informs the Chairperson of the Board of Directors of any extraordinary events, who in turn informs the members of the Board of Directors without delay via the Secretary.

The Chairperson of the Board of Directors may instruct a committee or a member of the Board of Directors to report on the motions to be handled by the Board of Directors and to submit a recommendation for the attention of the plenary meeting.

The chairperson of the board of directors concerned and the chief executive officers of the strategic subsidiaries must report to the Board of Directors in writing and, on the instruction of the Chairperson of the Board of Directors, verbally on the state of their company, business performance, important events and any measures taken. The reports are usually submitted annually as part of the medium-term planning process.

### **2.3.2 Financial and sustainability reporting**

The periodic external corporate reporting includes financial reporting and sustainability reporting. Financial reporting is prepared in accordance with the International Financial Reporting Standards (IFRS) and the accounting policies set out in Swiss company law. Sustainability reporting takes nationally and/or internationally recognised regulations into account.

The Group CFO prepares a monthly management report for the Group CEO for the attention of the Board of Directors on the business performance of the Group and its segments, as well as the Group's financial position and results of operations. They also draw up a detailed management report on a quarterly basis. The report provides information on the business performance of the Group and its segments, as well as the Group's position in terms of assets, finances and results KPIs. Reporting also includes financial, non-financial and sustainability performance indicators (e.g. full-time equivalents, number of customers, carbon emissions) that are relevant for corporate governance. Quarterly reporting also includes a projection (forecast) for the current financial year. The same accounting policies as for external financial reporting (IFRS) are applied to management reporting and financial controlling.

### **2.3.3 Reporting on risk management, internal control system, compliance and internal audit**

The Board of Directors receives written and verbal reports at least annually from the Group CEO or the Group CFO and the Head of Group Security & Corporate Affairs, in accordance with their responsibilities or at their request from the responsible persons, on risk management, the internal control system and compliance within the Group. The Head of Internal Audit informs the Board of Directors periodically of the results of the audits carried out.

## **2.4 Planning**

The Board of Directors determines the annual strategic planning process for Swisscom Ltd and its subsidiaries and, on a consolidated basis, for the Group. This includes the following planning elements:

- Strategy
- Medium-term planning (business plan, including analysis of the market, competition and technology)
- Annual budget (planned figures for the income statement, investments, cash flow statement and balance sheet)

## **2.5 Right of information**

Each member of the Board of Directors may demand information on all matters concerning Swisscom Ltd and its subsidiaries.

At meetings, all members of the Board of Directors and persons entrusted with business management duties are obliged to provide information on business performance and individual transactions.

Outside the regular meeting schedule, every member may, via the Chairperson of the Board of Directors, request information from those entrusted with business management on business performance and, with the authorisation of the Chairperson, on individual businesses. Direct contact with other members of the Group Executive Committee or other employees of the Group requires the consent of the Chairperson. Contact with the chairpersons of committees in their respective areas of responsibility is exempted from this requirement.

Every member of the Board of Directors may file an application with the Chairperson for access to books or files to the extent necessary for them to fulfil a duty or task.



The Chairperson of the Board of Directors approves the request for information or provision of documents if there are no provisions to the contrary regarding abstention or confidentiality, if no business secrets are violated and if the request is not disproportionate. If the Chairperson of the Board of Directors rejects a request for information, hearing or inspection, the Board of Directors must make a decision at the request of the Board member concerned.

## **2.6 Conduct with regard to conflicts of interest**

The members of the Board of Directors manage their personal and business affairs in such a way that conflicts of interest are avoided as far as possible, and must take the necessary measures to this end. They must not enter into any participation or other transactions, or accept advantages that might jeopardise their independent safeguarding of the company's interests.

If a member of the Board of Directors has personal interests that affect the interests of the company, or is obliged to safeguard the corresponding interests of third parties (proximity of interests), they must immediately notify the Chairperson of the Board of Directors. If the Chairperson of the Board of Directors is affected, they must inform the Vice Chairperson and the Secretary of the Board of Directors. The member and the Chairperson must disclose all relevant circumstances in full so that the Chairperson or Vice Chairperson can assess the interests of the person concerned.

If the member of the Board of Directors has conflicting interests or is obliged to safeguard such interests (conflict of interest), the Board of Directors makes a decision that is commensurate with the seriousness of the conflict of interest to ensure that the interests of the company continue to be safeguarded independently. In particular, it checks whether the member of the Board of Directors concerned must abstain or whether a double resolution with and without the member affected by the conflict is sufficient. It must consult the member concerned.

In the event of an abstention, the Board of Directors decides whether this exclusion applies only to the resolution or also to the deliberations prior to passing the resolution. This depends on the severity of the conflict of interest. Instead of these measures or in addition to them, it may commission an independent third party to make a prior assessment of the business at issue or submit it to the Annual General Meeting for approval.

In the case of an ongoing conflict of interest, the Board of Directors must decide whether the member concerned should be asked to resign or should no longer be nominated for re-election.

Business between the company and the members of the Board of Directors, or between the company and its controlling shareholders or related parties are in all cases subject to the principle of third-party terms. They must also be in the interests of the company and must be disclosed to the Board of Directors. Such business is decided or approved without the participation of the parties concerned. If necessary, an independent assessment should be obtained.

## **2.7 Remuneration and insurance**

In determining its level of remuneration, the Board of Directors takes into account the duties and responsibilities of the individual members of the Board of Directors. Remuneration to the members of the Board of Directors comprises a basic emolument, social security contributions, contributions to the occupational pension plan and any fringe benefits. Attendance fees are included in the basic emolument at a flat rate. The Chairperson of the Board of Directors, the Vice Chairperson and the chairpersons and members of the standing committees of the Board of Directors receive additional remuneration as compensation for their role. The Board of Directors determines remuneration within the maximum total amount approved by the Annual General Meeting for remuneration to the Board of Directors. Expenses are reimbursed in accordance with the expenses regulations.

One-third of remuneration is paid in the form of Swisscom shares. The Board of Directors issues appropriate regulations within the framework of the basic principles of the profit and participation plans defined in the Articles of Incorporation. Cash remuneration is paid monthly and shares are allocated in two tranches.

Swisscom Ltd concludes insurance policies in favour of the members of the Board of Directors that cover as far as possible the liability risks associated with their activities as members of the Board of Directors. The insurance premiums are paid by Swisscom Ltd.

## **2.8 Duties and responsibilities**

The Board of Directors is responsible for the overall management of the Group and supervises its management. In compliance with the legally binding responsibilities of the governing bodies of the subsidiaries, it decides on all Group business matters assigned to it by law, the Articles of Incorporation, the Organisational Regulation and documents issued on the basis thereof, as well as on all business matters that are not assigned by law, the Articles of Incorporation or the Organisational Regulation of the Annual General Meeting or other governing bodies.

The Board of Directors may delegate tasks and responsibilities to committees in whole or in part.

### **2.8.1 Non-transferable and inalienable duties**

Based on the applicable legal provisions (Article 716a para. 1 CO, Art. 6 para. 3 and Art. 9 of the Telecommunications Services Organisation Act) and the Articles of Incorporation, the Board of Directors has the following non-transferable and inalienable duties:

- 1 Overall management of Swisscom Ltd and issuing the necessary directives;
- 2 Determining the company's structure;
- 3 Determining the accounting, financial controlling and financial planning systems;
- 4 Appointing and dismissing the Group Executive Committee and the persons entrusted with its representation;
- 5 Ultimate supervision of the persons entrusted with the management of the company, specifically with regard to compliance with the law, the Articles of Incorporation, Regulations and directives;
- 6 Compiling the annual report, the remuneration report and the report on non-financial matters pursuant to Article 964a et seqq. CO, as well as preparing the Annual General Meeting and implementing its resolutions;
- 7 Filing a petition for debt restructuring proceedings and notifying the court in the event of over-indebtedness;
- 8 Determining changes in capital and corresponding amendments to the Articles of Incorporation (incl. deletions) as well as preparing the capital increase report;
- 9 Reporting on the achievement of the strategic objectives of the majority shareholder.

### **2.8.2 Other responsibilities**

The Board of Directors also retains other responsibilities in accordance with the BAR (Annex 2), in particular in the following areas:

#### **A Strategy & planning**

- 1 Defining the objectives and principles of corporate policy (e.g. mission statement, communication policy) as well as the strategy and medium-term planning of the Group;

- 2 Defining the annual planning process for Swisscom Ltd and its subsidiaries, and consolidated for the Group;
- 3 Authorising actions, incl. entry into and the dissolution of relevant strategic alliances with a significant impact on the business activities, geographical orientation, capital structure or reputation of Swisscom Ltd or the Swisscom Group;
- 4 Defining and monitoring the Group's sustainability strategy.

## **B Organisation & governance**

- 1 Determining how Group is organised (Group structure, organisation of the top management of Swisscom Ltd and its strategic subsidiaries, issuing model Articles of Incorporation and a model Organisational Regulation);
- 2 Authorising changes to the company's structure or portfolio of participations with a certain volume in accordance with the BAR;
- 3 Establishing and monitoring the Group's assurance functions of risk management, the internal control system (incl. whistleblowing), compliance and internal audit;
- 4 Defining principles for signatory powers and the BAR within the Group.

## **C Reporting & controlling**

- 1 Monitoring compliance with financial, strategic and sustainability objectives by Swisscom Ltd and its subsidiaries;
- 2 Defining specifications for the organisation of accounting, reporting, financial controlling and financial planning;
- 3 Annual reporting on the achievement of the Federal Council's objectives in accordance with Art. 6 para. 3 TSOA and provision of the necessary information for the review.

## **D Finance**

- 1 Specifying the principles of financial and investment policy;
- 2 Authorising the medium-term financing planning of the Group and of individual financing instruments in accordance with the BAR;
- 3 Determining the basic principles of the Group's liquidity management and authorising the corresponding contracts;
- 4 Authorising the annual targets (budget) of Swisscom Ltd and its strategic subsidiaries, as well as consolidated for the Group, which in particular specify requirements for the income statement, investment and divestment statement, cash flow statement and balance sheet;
- 5 Authorising purchases, disposals, investments and divestments in accordance with the BAR;
- 6 Approval of the provision of financial collateral and hedging instruments as well as restructuring services by Swisscom Ltd and subsidiaries in favour of third parties in accordance with the BAR;
- 7 Granting loans and credits to third parties and subsidiaries in accordance with the BAR;
- 8 Presentation of motions to the Annual General Meeting concerning business that is the preserve of the Annual General Meeting by law or the Articles of Incorporation.

## **E People management**

- 1 Authorising the personnel and remuneration policy for the Group;
- 2 Defining the remuneration strategy for members of the Board of Directors of Swisscom Ltd and its own compensation within the total remuneration amount approved by the Annual General Meeting for the Board of Directors;
- 3 Appointing and dismissing members of the Group Executive Committee, members of the boards of directors and individual members of the Executive Committee of the strategic subsidiaries through their responsible bodies;
- 4 Authorising the remuneration strategy and general terms and conditions of employment for the members of the Group Executive Committee as well as their own compensation within the total remuneration amount approved by the Annual General Meeting for the Group Executive Committee;
- 5 Authorising collective employment agreements (CEAs), general terms and conditions of employment and share and profit-sharing schemes in accordance with the BAR;
- 6 Authorising the principles underlying retirement-benefit plans and social security payments of Swisscom Ltd and its subsidiaries;
- 7 Authorising restructuring projects within the Group in accordance with the BAR;
- 8 Issuing directives on the assumption of directorships outside the Group, including regulations on remuneration, and authorising such mandates by members of the Group Executive Committee and the CEOs of strategic subsidiaries.

## **2.9 Delegation of management**

Subject to section 2.8 of this Organisational Regulation, the BAR, the Articles of Incorporation and the mandatory legal provisions, the Board of Directors delegates the overall management of the Group to the Group CEO.

### **2.10 Independence of subsidiaries with regard to programming and media activities**

The Board of Directors will refrain from issuing any instructions to subsidiaries in the case of business matters relating to the content of broadcast programmes and other media content. This is to ensure their independence in programming and media activities.

## **3 Chairperson of the Board of Directors**

### **3.1 Duties and accountability**

The Chairperson of the Board of Directors is responsible for:

- 1 Overseeing the implementation of the decisions of the Board of Directors;
- 2 Preparing, convening and chairing the Annual General Meeting of Swisscom Ltd and the meetings of the Board of Directors of Swisscom Ltd;
- 3 Safeguarding the rights of the Board of Directors to inspect the documents and activities of Swisscom Ltd and its subsidiaries;
- 4 Passing resolutions on the use of the funds available to the Board of Directors for clarifications and consultations;

- 5 Representing the Board of Directors at important external and internal events and in contact with stakeholders;
- 6 Managing and monitoring the Secretariat to the Board of Directors of Swisscom Ltd;
- 7 Maintaining dialogue with the Group Executive Board and the management boards of subsidiaries;
- 8 Conducting an annual evaluation meeting with the Group CEO;
- 9 Settling any conflicts arising from the instructions of the Board of Directors to the representatives of Swisscom Ltd at the subsidiaries on the one hand and mandatory legal requirements or contractual agreements with partners on the other;
- 10 Ensuring an ongoing exchange of information with the Group CEO on all key issues relating to Swisscom Ltd;
- 11 Managing the personnel files of the Board of Directors;
- 12 Providing all members of the Board of Directors with timely and complete briefings on statements made by Swisscom Ltd and other events of public importance affecting them.

The Chairperson of the Board of Directors may delegate duties and responsibilities to other members of the Board of Directors or its Secretary on a temporary or permanent basis.

If the Chairperson of the Board of Directors is indisposed, the Vice Chairperson will assume their duties and responsibilities.

### **3.2 Internal audit**

The internal audit department at Swisscom Ltd reports to the Chairperson of the Board of Directors, is available to them for special clarifications, and reports to the Board of Directors' Audit Committee. It is tasked with drawing up an annual plan for its activities. This must also include internal auditing activities planned by the relevant units of the subsidiaries. As far as legally possible, the necessary requirements are to be laid down in the subsidiaries' own regulations.

The auditing activities of the internal and external audit functions are carried out in accordance with an integrated auditing approach. Planning and reports must therefore be submitted to the Board of Directors in a coordinated manner.

### **3.3 Secretariat of the Board of Directors**

The duties of the Secretary include:

- 1 Supporting the Chairperson of the Board of Directors in all tasks, in particular planning and coordinating the work of the Board of Directors, providing information about Swisscom Ltd's external communications and other matters of public importance, and preparing and conducting meetings;
- 2 Examining the business and documents submitted to the Board of Directors to ensure that they are complete and comply with the formal requirements. They may have files supplemented and may obtain information directly in agreement with the Group CEO;
- 3 Taking the minutes for the meetings of the Board of Directors and the committees. In agreement with the Chairperson of the Board of Directors, the Secretary may enlist a person to take the minutes, but they themselves remain responsible for preparing those minutes;
- 4 Coordinating and supporting collaboration between the Board of Directors and the Group CEO of Swisscom Ltd;

- 5 Board of Directors' correspondence, maintaining an electronic document filing system and archiving the relevant documents;
- 6 Monitoring the implementation of the resolutions of the Board of Directors on behalf of the Chairperson of the Board of Directors;
- 7 Coordinating media information on the activities of the Board of Directors with Group Communications & Corporate Responsibility;
- 8 Procuring special documentation as well as clarifications and research on behalf of the Chairperson and the committees of the Board of Directors;
- 9 Settling remuneration and the occupational pensions of the members of the Board of Directors;
- 10 Preparing and overseeing the budget of the Board of Directors and the Secretariat.

## 4 Committees of the Board of Directors

The Board of Directors must form a standing committee for each of the following areas of responsibility:

- Strategy & Investments
- Audit
- Compensation

The committees of the Board of Directors usually consist of three to six members.

The members of the Strategy & Investments and Audit standing committees and their chairpersons are appointed by the Board of Directors at the proposal of the Chairperson. The Chairperson of the Board of Directors is a member of both of these committees. The members of the standing Compensation Committee are elected individually by the Annual General Meeting at the proposal of the Board of Directors. The Board of Directors appoints the Chairperson. If the Chairperson of the Board of Directors is elected by the Annual General Meeting to the Compensation Committee, they have no voting rights.

The Board of Directors issues special rules for the committees of the Board of Directors. As appendices, they form an integral part of the present Organisational Regulation.

The standing committees of the Board of Directors may be assigned decision-making powers by means of special regulations (Annexes 1.1–1.3), provided that they do not restrict the non-transferable and inalienable duties of the Board of Directors. They may also be given responsibility for preparing, implementing and monitoring the decisions of the Board of Directors.

To prepare for the election of new members of the Board of Directors and the appointment of new members of the Group Executive Committee, as well as for the members of the management boards of the strategic subsidiaries designated by them, the Chairperson of the Board of Directors appoints a Nomination Committee that usually consists of themselves and other members of the Board of Directors.

Depending on the business at hand, the Board of Directors may also appoint committees on a case-by-case basis. These committees may be given responsibility for preparing, implementing and monitoring decisions of the Board of Directors. Tasks, responsibilities, reporting format and frequency, as well as remuneration, are defined individually.

## **5 Group Chief Executive Officer (Group CEO)**

### **5.1 Power and delegation**

The Board of Directors has delegated the management of the Group to the CEO in accordance with section 2.9. The Group CEO is given the associated necessary and comprehensive powers, duties and responsibilities and ensures that the decisions of the Board of Directors are implemented. They are authorised to delegate tasks and powers to qualified subordinate bodies if they instruct and supervise them accordingly.

The Group CEO is supported in the management of the Group by the members of the Group Executive Committee. The Group Executive Committee reports directly to the Group CEO. To this end, the Group CEO issues regulations (usually in the form of directives), which they submit in their current version to the Board of Directors for information. They monitor compliance with these regulations by Swisscom Ltd and its subsidiaries.

The Group CEO is responsible to the Board of Directors for the efficient and effective functioning of the Group Executive Committee.

The Group CEO or, on their instruction, the competent member of the Group Executive Committee submits motions to the committees of the Board of Directors or to the Board of Directors.

### **5.2 Representation**

In consultation with the Chairperson of the Board of Directors, the Group CEO will appoint a deputy to legally represent them during their absence. The Group CEO ensures that the deputy is capable of representing them.

## **6 Group Executive Committee**

### **6.1 Composition**

The Group Executive Committee consists of the following persons, each appointed by the Board of Directors:

- Chief Executive Officer (Group CEO)
- Head of Group Finance (Group CFO)
- Head of Group Human Resources (CPO)
- Head of Group Strategy & Business Development (CSO)

### **6.2 Functions**

The Group Executive Committee supports the Group CEO in the management of the Group in accordance with section 5.1 of this Organisational Regulation.

### **6.3 Conduct with regards to conflicts of interest**

The members of the Group Executive Committee manage their personal and business affairs in such a way that conflicts of interest are avoided as far as possible, and must take the necessary measures to this end.

If a member of the Group Executive Committee has personal interests that affect the interests of the company or must safeguard the corresponding interests of third parties (proximity of interests), they must



inform the Group CEO. If the Group CEO is affected, they must inform the Chairperson of the Board of Directors. The member or Group CEO must disclose all relevant circumstances so that the Group CEO or the Chairperson of the Board of Directors can assess the relevant interests of the person concerned.

If the member of the Group Executive Committee is subject to conflicting interests or must safeguard such interests (conflict of interest), the Group CEO or the Chairperson of the Board of Directors will make a decision that is commensurate with the seriousness of the conflict of interests to ensure the independent safeguarding of the company's interests. In particular, they check whether the member of the Group Executive Committee in question must abstain. They consult the member concerned.

Business between the company and the members of the Group Executive Committee or related parties is in all cases subject to the principle of conclusion under third-party terms, it must be in the interests of the company and it must be disclosed to the Board of Directors. Such business is decided or approved without the participation of the parties concerned. If necessary, an independent assessment should be obtained.

## **7 Group Functions**

The heads of Swisscom Ltd's Group Functions carry out the control functions defined in the BAR, in accordance with Annex 2.

The Group CEO may order a Group Function to provide services for the subsidiaries. In this case, the heads of the relevant Group Functions are responsible to the Group CEO for these services.

## **8 Miscellaneous**

### **8.1 Written form**

If written form is required, this is to be deemed to have been complied with if notifications are sent by letter, email or in any other form that allows for proof in text form.

### **8.2 Majority shareholder's right to obtain information**

The Board of Directors of Swisscom Ltd, via the federal representative appointed by the Swiss Confederation in accordance with Article 762 CO, submits an annual report to the competent federal authorities (the Secretary General of the Federal Department of the Environment, Transport, Energy and Communications (DETEC) and the Director of the Federal Finance Administration (FFA)) as a basis for assessing the extent to which, in the year just ended, Swisscom has achieved the strategic targets approved by the Federal Council.

Through the federal representative, the Board of Directors must provide the Secretary General of DETEC and the Director of the FFA, at their request, with all information necessary for the federal government to define and monitor the aforementioned strategic goals. They also receive information from the federal representative prior to the Board of Directors' meetings on the agenda items relevant to the owner, and after the Board of Directors' meetings on the discussions and decisions of the Board of Directors on personal and confidential information that are relevant to the owner.

The Board of Directors ensures that the federal representative can carry out their duties in accordance with the mandate of the federal government.



### 8.3 Signatory powers

This Organisational Regulation is supplemented by the signature policy (Annex 3). This defines the signatory powers of the persons authorised to represent Swisscom Ltd, in accordance with the following principles:

- All employees of Swisscom Ltd are authorised to sign in their defined area of responsibility (power of attorney within the meaning of Article 462 CO).
- Documents are signed collectively by two persons.
- Only those persons who are legally required to be registered are entered in the commercial register (members of the Board of Directors and the Group Executive Committee); in special cases, the Board of Directors will designate further persons to be entered in the commercial register and the nature of their signatory powers.

Subsidiaries must also observe these principles of signatory powers *mutatis mutandis*.

### 8.4 Confidentiality and returning of files

Members of the Board of Directors and all persons involved in the management of the company are obliged not to disclose to third parties any information that they learn while performing their duties.

All business files must be returned, or securely destroyed or deleted, by the time the member steps down from the Board of Directors at the latest.

### 8.5 Amendments to this Organisational Regulation and issue of further regulations

The Board of Directors reserves the right to revoke, amend or supplement this Organisational Regulation at any time. In addition, the Board of Directors may, in individual cases and at any time beyond the provisions of this Organisational Regulation, issue special directives, or regulations, or itself assume responsibilities, duties and powers delegated in accordance with this Organisational Regulation. The rules on passing resolutions in section 2.2.4, Fehler! Verweisquelle konnte nicht gefunden werden. paragraphs 6 and 7, must be observed.

## 9 Final provisions

### 9.1 Entry into force

The Organisational Regulation of Swisscom Ltd and Annexes 1.1, 1.2, 1.3, 2 and 3 were last revised by the Board of Directors on 5 December 2024 and on 26 March 2026 respectively and entered into force on 1 April 2025. This Organisational Regulation replaces that dated 17 March 2023.

### 9.2 Implementation provisions

The Board of Directors, the committees of the Board of Directors and the Group CEO will issue the necessary implementation regulations to implement this Organisational Regulation for the duties assigned to them.

Worblaufen, 5 December 2024

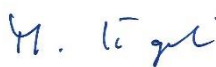
On behalf of the Board of Directors:

Chairman of the Board of Directors

Secretary



Michael Rechsteiner



Martin Vögeli

## 10 Annexes

- 1 Organisational Regulations of the committees of the Board of Directors
  - 1.1 Strategy & Investments
  - 1.2 Audit
  - 1.3 Compensation
- 2 Business & Accountability Regulation (BAR)
- 3 Signature Regulation
- 4 Organisation chart (in the currently valid version)