

In accordance with Article 7 (9) (e) of the Articles of Association, the Board of Trustees hereby approves the following

Organisational Regulations

Contents

1. General provisions
 2. Foundation
 3. Appointment of the Board of Trustees; termination of the Board of Trustees' mandate
 4. Duties and resolutions of the Board of Trustees
 5. Appointment of the Pension Commission
 6. Duties of the Pension Commission
 7. Auditor
 8. Actuary
 9. Implementing the pension scheme
 10. Employer
 11. Responsibilities
 12. Liability
 13. Amendments
 14. Entry into force
- Annex 1 "Rules of conduct for those in a position of responsibility"

1. General provisions

- 1.1. In order to provide supplementary occupational benefits, the employer has enrolled itself in the Collective Foundation for Supplementary Occupational Benefits of Allianz Suisse Life Insurance Company ("the Foundation") by means of an enrolment contract.
- 1.2. As a result of the said enrolment, an enrolment contract exists between the Foundation and the employer, a pension relationship between the Foundation and the insured persons employed by the employer, and an insurance relationship is formed between the Foundation and one or more insurance companies in Switzerland. These relationships are governed by the terms of the relevant contracts and by regulatory provisions adopted by the Board of Trustees. These contracts and regulations mainly comprise:
- The enrolment relationship arising from the enrolment contract
 - The pension relationship arising from the pension scheme based on the Special Rules and the General Regulations
 - The insurance relationship arising from the collective insurance contract and the General Terms and Conditions of Insurance.
- The General Regulations and General Terms and Conditions of Insurance will be made available in digital format or another medium to the employer and insured persons.
- 1.3. In addition to implementing the pension scheme under the collective insurance contract, Allianz Suisse Life Insurance Company (Allianz) will provide other services to the Foundation, as defined in a written service agreement.
- 1.4. The Organisational Regulations govern the organisation of the Foundation and the pension scheme. The Organisational Regulations define the requisite governing bodies, their duties and powers.
- 1.5. The provisions of the Organisational Regulations and associated Annexes apply to all governing bodies. All persons acting on behalf of the Foundation must comply with the provisions in all activities undertaken for the Foundation and pension scheme.
- 1.6. The Foundation's governing bodies and other individuals responsible for the occupational pension scheme and other tasks are required to maintain strict confidentiality in relation to all information obtained in the course of their duties, particularly personal and financial information pertaining to the insured persons, pensioners and their dependants. The duty of confidentiality continues to apply after the individuals have left the post. On departure from the Foundation, the said persons must return all files in their possession.
- 1.7. The Foundation keeps separate accounts for the Foundation and the individual pension schemes. The accounts are produced in accordance with the statutory requirements for commercial bookkeeping and are based on the principles of the orderly presentation of accounts and the requirements of the supervisory authority.
- 1.8. The pension scheme for the enrolled employer is managed by a Pension Commission.

2. Foundation

- 2.1. The Foundation will establish a pension scheme that constitutes a separate organisational and accounting entity and will provide the occupational pension benefits for each enrolled employer, in accordance with all legal and contractual requirements.
- 2.2. The Foundation will conclude all the necessary insurance policies in order to provide full cover for the beneficiaries in the event of longevity, disability or death in accordance with the pension scheme terms and the accounting principles governing the pension relationship.
- 2.3. The Foundation is both the policyholder and beneficiary in these insurance contracts. The beneficiaries have claims exclusively in relation to the Foundation, which acts for the account of the employer's pension scheme.
- 2.4. The Foundation has the right to be a party to a lawsuit: the Foundation may sue, appeal and be sued.

3. Appointment of the Board of Trustees; termination of the Board of Trustees' mandate

- 3.1. The Board of Trustees consists of at least four and a maximum of eight members, with an equal number of employer representatives as employee representatives.
- 3.2. To be eligible for election as employee representatives on the Board of Trustees candidates must be employees insured with the Foundation and be under a contract of employment of unlimited duration with an employer who is a Foundation member, not under cancellation notice and have their place of work in Switzerland just as the employee representative in the BVG Collective Foundation Board of Trustees of the Allianz Suisse Life Insurance Company (the BVG Foundation). Employees who occupy a position as employer representatives in the Pension Commission or who by reason of their position could be deemed to be an employer are not eligible for election.
- 3.3. To be eligible for election as employer representatives on the Board of Trustees candidates must be either self-employed members of the Foundation or else employees insured with the Foundation and under a contract of employment of unlimited duration in a management function with an employer who is a Foundation member, not under cancellation notice and have their place of work in Switzerland just as the employee representative in the Board of Trustees of the BVG Foundation. Self-employed persons or employees who are employer representatives on the Pension Commission are also eligible.
- 3.4. Good knowledge of occupational pensions is an essential prerequisite for standing as a candidate. The serving Board of Trustees may reject candidates who do not meet the requirements.
- 3.5. The members of the Board of Trustees are elected for a period of office of four years. Re-election is permitted. If a member of the Board of Trustees steps down before the end of this term of office, a by-election is held to elect a replacement for the remaining term.
- 3.6. The standard procedure for Board of Trustees elections is set out below:
- The employer representatives on the Pension Commissions nominate a maximum of one person per pension scheme for election as an employer representative on the Board of Trustees. The employee representatives on the Pension Commissions nominate a maximum of one person per pension scheme for election as an employee representative on the Board of Trustees.
 - Serving Board members may stand for re-election and do not have to be nominated by a Pension Commission. If at least half of the members of the

- Board of Trustees stand for re-election, the simplified election procedure applies.
- c) A list of all candidates standing as employer representatives and all candidates standing as employee representatives (including members standing for re-election) is published.
 - d) If the number of candidates for election matches the number of vacant employer and employee representative seats on the Board of Trustees, the candidates are deemed to have been elected.
 - e) The list of candidates is sent to all Pension Commissions for them to vote.
 - f) When the lists are sent out, the employer representatives on the Pension Commissions are invited to elect sufficient employer candidates to fill the vacant seats.
 - g) When the lists are sent out, the employee representatives on the Pension Commissions are invited to elect sufficient employee candidates to fill the vacant seats.
 - h) The candidates for the Board of Trustees with the most votes are elected. If two candidates receive an equal number of votes, then the seat goes to the candidate from the employer with the longest unbroken enrolment contract with the Foundation. Candidates who are not elected are shortlisted for any subsequent by-election.
 - i) The valid votes are counted by Allianz. A list of candidates is invalid if more candidates are listed than there are vacant seats to be filled, if names of persons are listed who are not standing for election or if the completed list of candidates does not reach Allianz by the applicable deadline. The election result is recorded in minutes and signed and announced by Allianz.
- 3.7. Simplified election procedure
- a) If at least half of the members of the Board of Trustees stand for re-election, they are deemed to have been elected.
 - b) The remaining vacant seats are filled in accordance with the by-election procedure.
 - c) If 10 percent of all Pension Commissions or 20 Pension Commissions request the termination of the mandate of a Board of Trustees elected by simplified procedure up to one year early, then the subsequent election must be carried out in accordance with the standard procedure.
- 3.8. Termination of the Board of Trustees' mandate
- a) Employee representatives are automatically removed from the Board of Trustees if they cease working for the enrolled employer.
 - b) Employer representatives are automatically removed from the Board of Trustees if the enrolment and insurance are terminated.
 - c) If the enrolment contract is terminated, all employer and employee representatives covered by the enrolment contract must resign from the Board of Trustees from the date of termination.
 - d) Members of the Board of Trustees may resign at any time by giving notice in writing, which takes effect at the end of the subsequent month. Resignations cannot be accepted at inopportune moments.
- 3.9. By-election procedure
- a) If a vacancy arises during the term of office, the Board of Trustees elects a replacement, taking the candidate who received the next-highest number of votes in the last election.
 - b) If there is a vacancy for an employee or employer representative and there are no outstanding candidates from the previous election, Allianz shall present nominations for election to the Board of Trustees.
 - c) The nominated candidates are elected in accordance with the provisions of the standard procedure. The Board of Trustees may refrain from filling the vacancies if it has at least four members and equal numbers of employer and employee representatives.
- 3.10. The Board of Trustees shall be self-constituting. It shall elect a Chairperson and a deputy Chairperson. The Chairperson shall be elected alternately from among the employee and employer representative groups. The Board of Trustees may take the decision to change attribution of the function of chairperson. Election is based on a simple majority.
- 3.11. The Board of Trustees elects one or two Secretaries for a four-year term. The Secretaries are not members of the Board of Trustees and may resign at any time. If a Secretary's employment contract is terminated, his/her term as Secretary ends on his/her last working day.
- 3.12. The Board of Trustees shall appoint two permanent observers from among those put forward by the Trustee, and who are not members of the Board of Trustees. They may resign from their position as observers at any time. If an observer's employment contract is terminated, his/her term as observer ends on his/her last working day.

4. Meetings, duties and resolutions of the Board of Trustees

- 4.1. The Board of Trustees shall meet as often as business requires, but at least once a year. The Chairman convenes Board meetings. Any member may request that a meeting be convened by submitting agenda items.
- 4.2. Agenda business shall be prepared by the permanent observers and put to the Board of Trustees for a decision. At least one of the two observers must take part in the Board meeting and must be heard before a decision is taken. They have a right to be consulted and are there to provide the Board of Trustees with advice on agenda business.
- 4.3. The Board of Trustees is quorate if the majority of the current members are present. Subject to the provisions of Sections 4.4 and 4.6, resolutions are adopted by a simple majority of the members present. In the event of a tied vote, the Chairman's vote is counted twice; in his/her absence, the Deputy Chairman's vote is counted twice.
- 4.4. Resolutions may also be adopted by circular letter, provided that no member of the Board of Trustees calls for a meeting to be convened and there are no abstentions. Resolutions adopted by circular letter must be adopted unanimously and included in the subsequent minutes. The Board's deliberations and resolutions must be recorded in the minutes.
- 4.5. Abstentions are not permitted.
- 4.6. Motions to adopt or change the Articles of Association and decisions on the merger or dissolution of the Foundation must be approved by at least two-thirds of the Board of Trustees members in office.
- 4.7. The Foundation is bound by the joint signature of the Chairman and Deputy Chairman. The same is true for other signatories appointed by the Board of Trustees.
- 4.8. The Board of Trustees shall manage the Foundation in accordance with laws and ordinances, the provisions of

- the Foundation Deed and the Regulations, and the directives of the supervisory authority.
- 4.9. The Board of Trustees takes decisions on all matters that do not fall under the authority of any other person or group of persons, such as the Pension Commission, Allianz, the auditor, or the occupational pensions actuary, as defined in law, the Articles of Association, the Organisational Regulations or any other agreement.
- 4.10. Pursuant to these Regulations or a specific resolution, the Board of Trustees may delegate tasks to committees comprising one or more Board members. The committees adopt decisions pertaining to the delegated tasks by a simple majority vote. Reports will be provided to the Board of Trustees meetings on the decisions taken and the implementation of the delegated duties.
- 4.11. In accordance with its regulatory powers, the Board of Trustees will take decisions pertaining to:
- The Articles of Association
 - The Organisational Regulations and Appendices, particularly those governing the organisation and administration of the Foundation, the election procedures, governing bodies, rights, duties and the delegation thereof
 - The principles governing the pension relationship in accordance with the options and pension schemes defined in conjunction with the insurer.
- 4.12. In addition to its legal duties, the Board of Trustees is also responsible for:
- Appointing authorised signatories for the Foundation
 - Representing the Foundation to the outside world in relation to all duties that have not been delegated to other bodies or third parties
 - Establishing the amount of flat payment for attendance at Board of Trustee meetings of an amount up to CHF 500 per meeting day,
 - Adopting resolutions on the merger or dissolution of the Foundation and applications to the competent authority in accordance with Article 7 para 7 of the Articles of Association
 - Granting the annual discharge to Allianz
 - Obtaining the requisite reports from the occupational pension actuary and the auditor.
- 4.13. The Board of Trustees monitors and reviews:
- Compliance with the object of the Foundation
 - Allianz's administration of the collective insurance contract and any additional services provided to the Foundation.

5. Appointment of the Pension Commission

- 5.1. The Pension Commission is the body responsible for matters related to the pension scheme. The number of employee and employer representatives within the Pension Committee is determined by the level of contributions made by each side to the pension scheme.
- 5.2. The employees elect their representatives from among their own ranks. The election is by secret ballot, and a simple majority of votes is sufficient.
- 5.3. The candidates gaining the most votes in the first round of voting are deemed to be elected.
- 5.4. If two candidates receive the same number of votes, the one with the longer period of service with the company is elected. Any candidate who is elected has the right to refuse the position.
- 5.5. Unless otherwise agreed by the Pension Commission, the period of office is not limited. The term of office ends upon termination of the employee representative's contract of employment with the employer or at his/her own request. In such cases, a new election must be organised for the vacant seat.
- 5.6. By-elections and elections for a vacant seat must be held within 30 days and in accordance with Articles 5.1 to 5.5.
- 5.7. The employer representatives are nominated by the employer. A self-employed person may nominate himself/herself as an employer representative.
- 5.8. The Pension Commission will notify Allianz of the election results, providing details of the Commission members. Any changes must be reported immediately. The members must be explicitly designated as either employee representatives or employer representatives.
- 5.9. The Pension Commission elects from its ranks a chairperson for a period of office of one year. The post is held alternately by a representative of the employees and the employers.

6. Duties of the Pension Commission

- 6.1. The Pension Commission convenes as required. Meetings are convened with at least ten days' notice by either the Chairman or half of the Commission members. The Chairman chairs the meetings. If the Chairman is unable to attend, another member is appointed to chair the meeting. The Pension Commission is quorate if the majority of members are present. Members who are unable to attend may appoint another member to represent them, by means of written authorisation. Resolutions are adopted by a simple majority of those present. In the event of a tied vote, the Chairman's vote counts twice. The Pension Commission meetings are minuted. Allianz receives a copy of the minutes; the Board of Trustees may consult the minutes. Resolutions may be adopted by circular letter.
- 6.2. The duties of the Pension Commission in respect of the pension scheme include the following:
- Informing the insured employees that the enrolment contract has been terminated.
 - Noting the regulatory principles governing the pension relationship and selecting a pension plan for the pension scheme from the binding and immutable range of options defined by the Foundation in conjunction with the insurer.
- Monitoring the contributions (employer and employee) paid by the employer to the Foundation. Allianz will notify the Pension Commission of any outstanding regulatory contributions that have not been transferred within three months of the contractual due date.
 - Providing regular information to the insured persons through circulars, meetings with the insured persons and other suitable communication channels.
 - Dealing with all questions, applications, proposals and suggestions received from the employer and the insured persons in relation to the pension scheme.
 - Determining whether an annual inflation adjustment should be made for pensions that are not subject to statutory inflationary adjustments, namely old-age pensions, and survivors' and disability pensions of less than three years.

- g) Deciding how to appropriate any surplus generated by the insurance relationship in cases where the terms of appropriation are not already defined in either the insurance contract or the regulatory provisions of the pension scheme. If, after pension adjustments for inflation in accordance with the insurance contract, the surplus share will not be credited to the savings of the insured persons, the Commission must adopt an explicit resolution to that effect and notify Allianz in writing.
 - h) Noting the key pension scheme figures published by the insurer.
 - i) Designating authorised signatories to act as the pension scheme's legal representatives in dealings with the Board of Trustees and the Allianz.
 - j) Determining that the pension scheme is expected to meet the conditions for partial or total liquidation and informing Allianz forthwith.
- 6.3. In the event of a voluntary or mandatory distribution of collective funds from the pension scheme owing to partial or total liquidation of that scheme, the Pension Commission is additionally responsible for the following tasks:
- a) Determining the deadline for calculating the amount of funds to be distributed and notifying Allianz accordingly.
 - b) Determining the total funds or share of the funds to be distributed and notifying Allianz accordingly, in cases where a full distribution of the pension scheme funds is not required by law.
 - c) Instructing Allianz to draw up a distribution plan if distribution is not required by law.
 - d) Instructing Allianz to draw up a distribution plan that does not comply with the provisions of Appendix 3 to the General Regulations.
 - e) Approving a non-Appendix 3 distribution plan.
 - f) Informing the insured persons and pensioners of the reason for the distribution, the beneficiaries, the criteria for distribution, their individual share in the total funds for distribution, and their right to request a review by the competent supervisory authority of compliance with the liquidation requirements, liquidation process and distribution plan in the event of liquidation.
- 6.4. In the event of full liquidation, the duties listed in Section 6.3 are delegated to Allianz.

7. Auditor

The Board of Trustees appoints the auditor for a four-year period. The auditor's organisation, staff and finances must be independent of the Foundation, the members of the Board of Trustees and Allianz. The auditor carries out an annual review of the occupational pension scheme, the organisation and accounts of the Foundation and the pension

scheme for compliance with the Articles of Association, contracts, regulations, actuary's recommendations and legislation. The auditor produces a written report setting out the findings of the review which is submitted to the Board of Trustees.

8. Actuary

The Board of Trustees appoints the occupational pension actuary for a four-year period. The actuary must be independent, and the actuarial report and recommendations

must be objective. The actuary must be visibly and effectively independent. The actuary carries out regular statutory checks, and produces an actuarial report and any other reports as requested by the Board of Trustees.

9. Implementing the pension scheme

Allianz ensures that the pension scheme is fully implemented. Allianz carries out all day-to-day insurance transactions for the Foundation and the individual enrolled pension schemes. Allianz fulfils all legal obligations, monitors and ensures compliance with regulatory requirements and other obligations, acts as the Foundation's external representative in relation to all delegated tasks, and provides other contractual services to the Foundation. All of Allianz's activities comply with the contractual and statutory requirements, and also comply with the Rules of conduct for the persons in charge (Appendix 1), actuarial recommendations and instructions from the Board of Trustees.

- 9.1. Allianz is the point of contact for all queries from the employers, Pension Commissions and insured persons.
- 9.2. Allianz is responsible for all communications with the enrolled employers, insured persons and beneficiaries.
- 9.3. All communications to and from Allianz are also considered to be communications to and from the Foundation.
- 9.4. Allianz may give instructions to the Pension Commissions as necessary in order to prevent the Pension Commissions adopting resolutions that would contravene legislation, the Articles of Association, regulatory and supervisory requirements, or the pension scheme contracts.

10. Employer

- 10.1. Each employer is required to establish a Pension Commission for its pension scheme, in accordance with the Articles of Association and the provisions of these Regulations.
- 10.2. The employer ensures that the Pension Commission is duly elected and notifies Allianz of the employer and employee representatives elected.
- 10.3. The employer has a duty to inform the insured persons of their right to information.
- 10.4. The employer transmits the personal documentation to the insured persons and holds all data relevant to the insurance relationship, which can be accessed on request.
- 10.5. The employer will report the existence of conditions justifying a partial or full liquidation of the pension scheme immediately.

11. Responsibilities

All persons entrusted with administering, monitoring and auditing the pension scheme are responsible for any losses

incurred by the Foundation and pension scheme that are caused by his/her wilful actions or negligence.

12. Liability

The following are liable:

12.1. The assets of the individual pension schemes, along with the benefits arising from the corresponding insurance contract under the insurance relationship, to the extent that the matter concerns the duties of the individual pen-

sion schemes. There is no solidarity between the pension schemes.

12.2. The Foundation's general assets, to the extent that the matter concerns the Foundation's duties.

12.3. The Foundation has no further liabilities.

13. Amendments

The Organisational Regulations and Annexes can be altered or extended at any time by the Board of Trustees. Amendments must be reported to the supervisory authority.

14. Transitional provisions

The period of office for those elected to the Board of Trustees in 2015 shall end on 31 December 2017.

15. Entry into force

The 7.2016 version of the Organisational Regulations enters into force on 1 July 2016.