



ORGANISATIONAL REGULATIONS OF VZ HOLDING LTD

Effective 1 January 2023

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1 PRINCIPLES AND PURPOSE

Based on Article 15 (2) of the articles of association and Article 716b of the Swiss Code of Obligations (“CO”), the Board of Directors of VZ Holding Ltd (“Board of Directors”) issues the Organisational Regulations. These regulations govern the organisation of VZ Holding Ltd and its subsidiaries (collectively “VZ Group”) and the duties and powers of the Board of Directors, the Chairman of the Board of Directors (“Chairman”), the Risk, Sustainability & Audit Committees, the Compensation Committee, the Executive Board of VZ Group (“Executive Board”),

the Chairman of the Executive Board of VZ Group (“CEO”), the Internal Audit and the independent control bodies. VZ Holding Ltd is the parent company of VZ Group. As such, it shall carry out strategy-, financing- and management-related duties not only for itself, but also for all companies controlled by it, and shall specify principles and organisational structures to ensure the efficient and coordinated management and oversight of VZ Group and the subsidiaries (“VZ Group Companies”).

2 BOARD OF DIRECTORS

2.1 Organisation

The Board of Directors in its entirety shall possess adequate management expertise and the necessary specialist knowledge and experience in the field of finance and particularly knowledge in banking and insurance.

It shall be diversified to the extent that all key aspects of the business, including finance,

accounting and risk management, are adequately represented.

The Board of Directors shall consist of at least five members, the majority of whom must be independent.

2.2 Duties and powers

The Board of Directors is responsible for the overall management, supervision and control of the management of VZ Holding Ltd and VZ Group and is authorised to decide on all matters that are not reserved to the General Meeting (“GM”) or delegated to other corporate bodies by law, articles of association or regulations.

The Board of Directors is responsible for, in addition to the non-transferable and irrevocable duties specified by law (Article 716a CO) and the articles of association, the following in particular:

a) Determining and preparing agenda items for the GM of VZ Holding Ltd;

- b) Adopting resolutions concerning the subsequent payment of contributions in respect of shares that are not fully paid-up;
- c) Adopting resolutions confirming capital increases and making the resulting amendments to the articles of association;
- d) Examining the technical prerequisites of licensed audit experts or state-supervised audit firms where the law provides for the use of such auditors or audit firms;
- e) Designating the audit company (external auditor) under supervisory law and proposing the audit firm under the law on limited companies to the GM and assessing their reports;
- f) Determining and monitoring the Internal Audit; appointing and dismissing the Head of Internal Audit;

- g) Deciding on the formation, liquidation or acquisition of VZ Group Companies, branches and facilities in new national markets, investing in third-party companies, entering into joint ventures and establishing foundations;
 - h) Acquiring and selling real estate;
 - i) Issuing and amending the Organisational Regulations;
 - j) Appointing and dismissing the CEO, his deputy and the other members of the Executive Board, the Chief Risk Officer and the Head of Legal & Compliance;
 - k) Appointing and dismissing persons entrusted with representing VZ Holding Ltd in VZ Group Companies or holdings;
 - l) Adopting resolutions on proposals from committees;
 - m) Approving the framework developed by the Executive Board for institution-wide risk management, which must include the risk policy, risk tolerance and the risk limits based on them in all significant risk categories, the responsibility for the regulation, set-up and monitoring of an effective risk-management system and the management of overall risks;
 - n) Assessing its own performance (achievement of targets and working methods) in writing annually;
 - o) Defining and approving the job profiles of its members, including a periodic assessment;
 - p) Defining, approving and periodically assessing the job profiles of the members of the Executive Board, Chief Risk Officer and the Head of Internal Audit;
 - q) Ensuring an effective internal control system (“ICS”) is in place with at least two controlling bodies (income-oriented business units and independent control bodies) and ultimate oversight thereof.
- The details are set out in Annexe 1 hereto, titled “Annexe to the Organisational Regulations”.

2.3 Creating committees

The Board of Directors shall constitute the following standing committees:

- Risk, Sustainability & Audit Committee
- Remuneration Committee

In addition to these standing committees, the Board of Directors may delegate part of its duties to other committees as necessary.

The Board of Directors shall appoint the respective members.

For each of these committees, the Board of Directors shall issue regulations that govern their composition, duties and working methods, including reporting.

2.4 Meetings

The Board of Directors shall meet as often as is required by business but at least once each quarter.

Convocation shall be made by the Chairman or the Vice-Chairman of the Board of Directors or, in their absence, by another member of the Board of Directors. Every member of the Board of Directors is entitled to request that a meeting be called without undue delay, but must include the purpose of the meeting in the request.

The convocation shall take place in writing at least 10 days in advance and shall indicate the meeting agenda.

With the consent of all members of the Board of Directors, compliance with the aforementioned convocation period shall be waived. In urgent cases, this period may be shortened.

The meeting shall be chaired by the Chairman or, in his absence, by the Vice-Chairman of the Board of Directors.

Members of the Executive Board and other specialists may participate in meetings in an

advisory capacity if a member of the Board of Directors so requests.

2.5 Right to information

Every member of the Board of Directors may request information concerning all affairs of VZ Holding Ltd and VZ Group.

At every meeting, the Chairman shall inform the Board of Directors regarding the present course of business and the major business transactions. However, the Chairman may also call in the CEO and additional members of the Executive Board or area managers for this purpose. Extraordinary incidents must be notified to the members of the Board of Directors without undue delay via circular letter or, in cases of special urgency, by other means of communication.

Outside of meetings, every member of the Board of Directors may request the CEO to

provide information regarding the course of business of VZ Group and, with the authorisation of the Chairman, regarding individual transactions as well.

To the extent required for performance of their task, any member may submit a request to the Chairman to have books and records made available to them. If the Chairman rejects a request for information, a hearing or an inspection, the Board of Directors shall decide the matter.

The Board of Directors is nevertheless entitled to issue rules or adopt resolutions that extend the right of its members to information or inspection.

3 CHAIRMAN OF THE BOARD OF DIRECTORS

3.1 Duties

In particular, the Chairman shall have the following duties:

- a) Chairing the Board as a whole;
- b) Determining and preparing agenda items for meetings of the Board of Directors;
- c) Convening meetings of the Board of Directors;
- d) Directing the GM of VZ Holding Ltd and meetings of the Board of Directors;
- e) Monitoring of compliance with and implementation of the decisions of the Board of Directors;
- f) Keeping the share register, although the administration of the share register may

be delegated to a suitable external service provider;

- g) Safekeeping of company documents and meeting minutes;
- h) Representing the Board of Directors internally and externally;
- i) Playing a significant role in influencing the strategy, communication and culture of VZ Group.

The details are set out in Annexe 1 hereto, titled "Annexe to the Organisational Regulations".

3.2 Reporting

The Chairman shall report to the entire Board of Directors regarding the completion of his duties.

3.3 Alternates

If the Chairman is unable to exercise his function, his duties and responsibilities as per sections 3.1 and 3.2 shall be assumed by the Vice-Chairman of the Board of Directors

or, if he is also prevented from doing so, then by another member of the Board of Directors, who shall be appointed by the Board of Directors.

4 RISK, SUSTAINABILITY & AUDIT COMMITTEE

The Board of Directors shall appoint a Risk, Sustainability and Audit Committee as a standing committee.

The Board of Directors shall appoint from among its members at least two independent members of the Board of Directors to the Risk, Sustainability & Audit Committee for a term of office of one year. If more than two

members are appointed, the majority must be independent.

The Risk, Sustainability & Audit Committee shall propose regulations to the Board of Directors that govern its composition, duties and working methods, including reporting, for adoption. It shall organise itself as per these regulations.

5 REMUNERATION COMMITTEE

VZ Holding Ltd shall have a Remuneration Committee as a standing committee.

The Remuneration Committee shall consist of at least two independent members of the Board of Directors appointed by the GM through individual election for a term of office of one year. The term of office shall end in each case at the conclusion of the next ordinary GM. If the Remuneration Com-

mittee is not fully appointed, the Board of Directors shall appoint the missing members for the remaining term of office.

The Remuneration Committee shall propose regulations to the Board of Directors that govern its composition, duties and working methods, including reporting, for adoption. It shall organise itself as per these regulations.

6 EXECUTIVE BOARD

6.1 Organisation

The Executive Board is the managing body of VZ Holding Ltd and VZ Group that reports to the Board of Directors. The Executive Board consists of at least three members, who must include the CEO and the Chief Financial Officer.

The members of the Executive Board, both individually and as an overall body, must

have adequate management expertise and the necessary expertise and experience in the field of finance, and particularly knowledge in banking and insurance, to ensure compliance with licensing requirements for the operational activities of VZ Holding Ltd and VZ Group.

6.2 Duties and powers

The Board of Directors shall delegate the management as defined by Article 716b CO to the Executive Board, insofar as the individual duties of management are not reserved to other corporate bodies by law, the articles of association or regulations. On its own authority, the Executive Board shall take decisions regarding the business allocated to it. It shall determine its own working methods.

The Executive Board is responsible for implementing the overall strategy of VZ Holding Ltd and VZ Group, taking account of the framework conditions specified by the Board of Directors. The Executive Board is responsible for duties including but not limited to the following:

- a) Organising, managing and supervising the business activities of VZ Holding Ltd and VZ Group at the operational level, deciding on the establishment or liquidation of branches and facilities in existing national markets;
- b) Submitting proposals to the Board of Directors for the appointment of directors, authorised signatories and submitting proposals to the Chairman of the Board of Directors for appointing authorised agents to represent VZ Holding Ltd;
- c) Organising, managing and supervising the activities of the persons referred to in clause b) above, including regulating their reporting on the operational level;
- d) Organising, managing and supervising the accounting, financial control and financial planning, as well as the bal-

ance-sheet structure and liquidity management;

- e) Preparing the decision of the Board of Directors regarding the further business specified in section 2.2 a) to q) above;
- f) Regular reporting to the Board of Directors as per section 6.5;
- g) Submitting proposals to the Board of Directors for appointing and dismissing the Chief Risk Officer and the Head of Legal & Compliance in accordance with the applicable legal and regulatory requirements, the articles of association and these Organisational Regulations;
- h) Developing and maintaining effective internal processes, an appropriate management information system (MIS), an ICS and the necessary technological infrastructure;
- i) Developing a framework for institution-wide risk management for approval by the Board of Directors as per current requirements.

The details are set out in Annexe 1 hereto, titled “Annexe to the Organisational Regulations”.

The following transactions and, in particular, the cases addressed in Annexe 1 to these Organisational Regulations shall require the prior approval of the Board of Directors:

- a) Determining the budget;
- b) Business planning and medium-term planning;
- c) Capital and liquidity planning

The risk-appropriate, profit- and customer-oriented management and governance of VZ Group Companies in terms of materials and personnel in accordance with the appli-

cable statutory and regulatory requirements, articles of association, regulations and directives is the responsibility of their governing bodies.

6.3 Creating committees

The Executive Board may form management and other committees for the execution of or assistance with duties in its area of responsibility. The Executive Board shall determine the composition and duties of each relevant

committee. The composition of the committees set up by the Executive Board may include members of the Executive Board and other specialists.

6.4 Meetings

The Executive Board shall meet as often as business requires but generally once a month.

Board is entitled to request that a meeting be called without undue delay, but must include the purpose of the meeting in the request.

Meetings shall be convened and directed by the CEO. Every member of the Executive

6.5 Reporting

The Executive Board shall normally report to the Board of Directors via the CEO periodically (during the regular meetings of the Board of Directors) and on its own initiative regarding the course of business of VZ Holding Ltd and VZ Group and the performance of the Executive Board's duties. Reports may be sent in writing to all members of the Board of Directors or presented orally at a meeting of the Board of Directors. The report shall be supplemented by submission of written documents, where appropriate.

During meetings, the members of the Executive Board shall also report on the development of their responsibilities concerning the Group strategy, key figures/KPI and cross-business projects. The members of the Executive Board shall participate actively within the scope of their responsibilities under section 6.2.

The Executive Board shall provide the Board of Directors with quarterly documents regarding – the financial situation of VZ Holding Ltd (particularly balance sheets and profit and loss statements, as well as a budget comparison) and shall notify the Board of Directors of unforeseen financial risks on its own initiative.

Independently of the above-mentioned regular reporting, the Executive Board shall notify the Board of Directors in writing concerning transactions having a significant impact on business operations.

In particular, the following events must be reported immediately:

- a) Planned changes to the Executive Board;
- b) Transactions that can materially affect the financial situation of VZ Holding Ltd, VZ Group or individual VZ Group companies, including but not limited to impending lawsuits or the existence of an adverse balance or over-indebtedness;

7 CHAIRMAN OF THE EXECUTIVE BOARD

7.1 Duties

The CEO shall manage the Executive Board and shall report to the Board of Directors on the overall activities of the Executive Board.

In particular, the CEO has the following duties:

- a) Ensuring uniform management and development of VZ Holding Ltd and VZ Group in accordance with their established business policies and strategies;
- b) Monitoring compliance by the management;
- c) Determining the organisation of the Executive Board in accordance with the articles of association and the provisions of these Regulations;
- d) Informing the Executive Board regarding the meetings and resolutions of the

Board of Directors; and implementation of these resolutions;

- e) Ensuring that the Executive Board fulfils its duty to provide information to the Board of Directors;
- f) Submitting proposals to the Board of Directors for appointing and dismissing the members of the Executive Board;
- g) Submitting proposals to the Remuneration Committee for determining the remuneration of the members of the Executive Board in accordance with the articles of association and the relevant legal requirements.

The details are set out in Annexe 1 hereto, titled “Annexe to the Organisational Regulations”.

7.2 Alternates

The Deputy CEO shall be a member of the Executive Board and shall be appointed by the Board of Directors.

8 INTERNAL AUDIT

Internal Audit shall be selected by the Board of Directors and shall report directly to the Risk, Sustainability & Audit Committee.

It shall perform independently the auditing and monitoring duties assigned to it by the Risk, Sustainability & Audit Committee.

Internal Audit shall have an unrestricted right of inspection, information and audit within

VZ Holding Ltd, VZ Group and the VZ Group Companies subject to consolidation.

The Board of Directors shall issue the internal regulations for Internal Audit that govern its composition, duties and working methods, including reporting.

9 INDEPENDENT CONTROL BODIES

9.1 Duties	The independent control bodies are part of the ICS and shall monitor risks and compliance with statutory, regulatory and internal rules. The supervisory bodies shall include risk control and the compliance function.	The tasks, duties and reporting of the independent control bodies are defined in the regulations “Consolidated supervision” and “Risk Policy” and in the Group Directive “Legal & Compliance”.
9.2 Powers	In performing their duties, the independent control bodies shall have unlimited rights to	information, access and inspection. They shall have direct access to the Board of Directors.
9.3 Organisational integration	The CEO shall designate the person(s) from the Executive Board who shall be in charge of the independent control bodies.	

10 GENERAL PROVISIONS

10.1 Signing authority	As a rule, all persons authorised to represent VZ Holding Ltd or VZ Group or any VZ	Group Company shall sign with a joint signature by two.
10.2 Adoption of resolutions, taking of minutes	<p>The Board of Directors and the Executive Board shall be quorate if the majority of their members are present. Members may, in exceptional cases, participate in a meeting by telephone or videoconferencing.</p> <p>No attendance quorum need be complied with if only the implementation of a capital increase is to be determined and the subsequent amendment of the articles of association is to be adopted by the Board of Directors.</p> <p>For resolutions to be passed, a majority of votes of the members present is required. In the event of a tie, the Chairman of the relevant body shall have the casting vote. In addition, the CEO shall have the right of veto on any resolution. If the CEO exercises his veto right, he must inform the entire Board of Directors without undue delay. In this regard, Chairman shall have the role of mediator. If mediation fails to result in an agreement, the transaction shall be submitted to the Board of Directors for approval.</p>	<p>The veto shall have suspensive effect until such time as a decision, if any, is reached.</p> <p>Resolutions may be adopted in urgent cases or, in the case of routine matters, to by way of written consent to a motion submitted (circular resolution) adopted, provided that the majority of the members can be reached and no member requests oral consultation. Circular resolutions shall be adopted by the majority of votes cast.</p> <p>All resolutions and discussions shall be recorded in the form of minutes. The minutes shall be distributed to the Chairman and by the Secretary or another member of the relevant body. Minutes of the meetings of the Board of Directors must be signed by the Chairman.</p> <p>Minutes and circular resolutions shall be approved by the entire body at the next meeting. Minutes of meetings of the Executive Board shall also be sent to the Chairman.</p>

10.3 Conflicts of interest, recusal

The members of the Board of Directors, the respective committees of the Board of Directors and the Executive Board shall manage their personal and business matters so as to prevent conflicts of interest with VZ Holding Ltd and VZ Group companies as far as possible.

This also applies particularly to matters that relate to other offices and activities and are likely to result in a conflict of interest for the person concerned.

The members of the Board of Directors, its respective committees and the Executive Board are required to recuse themselves if transactions are being dealt with or decisions are being made that affect their own interests or the interests of natural persons or legal entities related to them. All current and previous conflicting interests must be disclosed.

10.4 Confidentiality, return of documents

The members of the Board of Directors, its respective committees and the Executive Board shall treat confidentially all information and documents that come to their attention in the course of their duties.

Upon leaving their positions, the members of the Board of Directors, the respective com-

mittees of the Board of Directors and of the Executive Board shall remain bound by these confidentiality obligations and must return all files relating to their position and handed over to them, prepared by them or otherwise in their possession or under their control.

11 FINAL PROVISIONS

These Regulations may be amended at any time by resolution of the Board of Directors.

These Organisational Regulations were approved and recorded by the Board of Directors at its meeting of 24 November 2022

by resolution. These Regulations replace the Organisational Regulations of 1 July 2017 and shall come into force on 1 January 2023 (approved by the Swiss Financial Market Supervisory Authority, FINMA) on 15 November 2022).

