

Organisational Regulations

Table of Contents

General	2
1. Basis and purpose	2
2. Organisation	2
Board of Directors	3
3. Composition and constitution of the BoD	3
4. Tasks and powers of the BoD	3
5. Meetings of the BoD	4
6. Resolutions of the BoD	5
7. Rights to information of the BoD	5
8. Self-assessment of the BoD	5
9. Chairman of the Board of Directors.....	6
10. Committees of the Board of Directors	6
Group Executive Committee.....	9
11. Group Executive Committee	9
12. Group Chief Executive Officer (CEO)	10
13. Group Chief Financial Officer (CFO).....	11
14. Heads of Business Units.....	11
Internal Auditors	12
15. Area of competence, responsibilities, authority, and reporting of the Internal Auditors	12
Special provisions	12
16. Signature authority	12
17. Conduct of members of the BoD and the Group Executive Committee.....	13
18. Entry into force	13

Index of abbreviations

Group	Conzzeta AG and its subsidiary companies and holdings, which are also referred to in these Regulations as Group Companies
Regulations	Organisational Regulations
Group Directives	General directives of the CEO for the Group and all business units
Business Units	Bystronic, Mammut Sports Group, FoamPartner, Schmid Rhyner
BoD	Board of Directors
BoD Chairman	Chairman of the Board of Directors
CEO	Group Chief Executive Officer
CFO	Group Chief Financial Officer
BU Heads	Heads of Business Units

General

1. Basis and purpose

- 1.1. The Board of Directors of Conzzeta AG issues the following Regulations pursuant to Article 716b of the Swiss Code of Obligations and Article 20 of the Articles of Association of Conzzeta AG. Mandatory legal provisions and the Articles of Association shall prevail over these Regulations.
- 1.2. These Regulations supplement the applicable laws and the Articles of Association and define the functions, tasks, and powers of the governing bodies of Conzzeta AG and of the Group, insofar as permitted by law.
- 1.3. All governing bodies and persons shall bear responsibility for the tasks allocated to them in accordance with these Regulations. By responsibility we mean not only the duty of accountability, but also the need to adopt preventive measures in order to achieve agreed targets on time without excessive undesired side-effects.

2. Organisation

- 2.1. These Regulations set out the principal duties and authority of the following governing bodies and persons:
 - the Board of Directors
 - the Chairman of the Board of Directors
 - the Audit Committee
 - the Human Resources Committee

 - the Internal Auditors

 - the Group Executive Committee
 - the Group Chief Executive Officer
 - the Group Chief Financial Officer
 - the Heads of Business Units
- 2.2. As holding company, Conzzeta AG is responsible for the overall management of the Group. These Regulations follow the principle of decentralised responsibility for results and for management and delegate the operational business management to members of the Group Executive Committee, under the leadership of the CEO. The Group Executive Committee includes the CEO, CFO and the BU Heads in addition to further persons appointed by the BoD. The duties described below are provided by way of example and are supplemented by the duties and authority specified in the Regulations on Powers and Responsibilities, appended to these Regulations as Annex 2.
- 2.3. The Group structure established by the Board of Directors and the arrangement of Business Units are specified in Annex 1 to these Regulations. The Group Companies are listed in the annual report.

Board of Directors

3. Composition and constitution of the BoD

Pursuant to Article 14 of the Articles of Association, the BoD is composed of between five and eight members. The BoD shall elect the members and respective chairmen of its committees from its own members, unless such powers are vested in the General Meeting. It shall also appoint a deputy of the BoD Chairman in order to attend to urgent official business if the latter is unable to do so and shall elect a Secretary, who need not be a member of the BoD.

4. Tasks and powers of the BoD

- 4.1. The BoD is empowered to decide on all matters that do not fall within the remit of the General Meeting or the External Auditors. Within the context of these Regulations and the Regulations on Powers and Responsibilities appended as Annex 2, it may delegate certain tasks and powers to the BoD Chairman, its committees, the CEO, the CFO, and other members of the Group Executive Committee pursuant to Article 20 of the Articles of Association.
- 4.2. The BoD shall bear responsibility for the overall management, supervision, and control of the Group and its management and shall monitor compliance with provisions of applicable legislation. Acting on a proposal by the CEO, it shall decide on the strategic targets of the Group and on the financial and human resources necessary in order to achieve the targets. In addition, the BoD shall determine the values and standards of the Group and ensure that duties towards shareholders and other stakeholders are complied with.
- 4.3. The BoD shall have in particular the following non-transferable duties:
 - 4.3.1. Strategy
 - a) Overall management of the Company and the setting of targets relating to corporate policy and culture, approval of Group strategy and the strategic priorities of individual Business Units;
 - b) Approval of the strategic and financial targets of the Group and the Business Units;
 - c) Risk assessment for the Group;
 - d) Decisions on the creation of new Business Units or the closure of existing Business Units. Approval of significant acquisitions, mergers, divestments, or individual projects;
 - e) Adoption of resolutions relating to contracts under which Conzzeta AG acts as a party to mergers, demergers, transformations, or transfers of assets under the Swiss Mergers Act;
 - f) Approval of all matters and decisions that have not been delegated to the CEO or the Group Executive Committee.

4.3.2. Finances

- a) The organisation of the accounting system, financial control, and financial planning for the Group and the organisation of a comprehensive reporting system in line with strategy;
- b) Approval of the applicable accounting standards, the framework conditions for financial control, and the internal control system along with any significant changes to the same;
- c) Annual assessment and approval of the budget and medium-term planning for the Group and Business Units;
- d) Examination and approval of the (annual and half-year) financial statements and Group reporting;
- e) Compilation of the Annual Report and the Remuneration Report;
- f) Notification of the court in the event that the Company is over-indebted;
- g) Assessment of liquidity in the course of setting Group goals.

4.3.3. Organisation

- a) Determination of the Company's organisation and the issuance of organisational regulations for the Group;
- b) Examination and approval of leadership principles, Group guidelines, and the Group management structure;
- c) Overall supervision of the persons entrusted with managing the Company, including with regard to compliance with laws, the Articles of Association, regulations, and the implementation of the resolutions of the BoD and of the General Meeting;
- d) Appointment and removal of members of the Group Executive Committee.

4.3.4. General Meetings

- a) Calling of annual and extraordinary General Meetings;
- b) Adoption of resolutions on motions presented to shareholders;
- c) Implementation of resolutions adopted by shareholders.

5. Meetings of the BoD

- 5.1. The BoD shall meet as often as required by business activities, on no less than five occasions each year. The schedule of meetings shall be established before the start of the financial year.
- 5.2. BoD meetings shall be called by the BoD Chairman. Any BoD member or the CEO may make a request to the BoD Chairman to call an extraordinary meeting and to include specific items on the agenda.

- 5.3. The BoD Chairman, or in his absence the deputy, shall as a rule issue written invitations at least seven days prior to the date of the meeting, stating the items on the agenda.
- 5.4. Meetings shall be led by the BoD Chairman, in his absence by the deputy, or in the absence of the latter, by another BoD member designated by the members present.
- 5.5. If so decided by the Chairman, the BoD may hold meetings that are attended by members of the Group Executive Committee and internal or external specialists. As a rule, meetings shall be attended in an advisory capacity by the CEO, CFO, and General Counsel and, at regular intervals or in order to discuss motions presented by them, by BU Heads. Upon a member's request, the BoD may resolve by majority to discuss individual issues without these persons.
- 5.6. At the end of the BoD meeting, the BoD shall as a rule hold a closed discussion.
- 5.7. Meetings may be attended in person, by telephone, or by video-conference.
- 5.8. The minutes shall record all BoD resolutions and provide a general summary of the considerations of the BoD. Any diverging opinions or votes of BoD members shall be recorded in the minutes. The minutes shall be signed by the BoD Chairman and the Secretary.

6. Resolutions of the BoD

- 6.1. The BoD shall be quorate if a majority of its members is present. Votes in the BoD shall be cast openly. Resolutions shall be adopted by an absolute majority of those present. In the event of a tie, the Chairman shall have the casting vote.
- 6.2. Unless a member requests oral deliberations, resolutions may also be adopted by approval stated in writing on the basis of a written submission; in such cases, resolutions shall be adopted by an absolute majority of all members of the BoD.

7. Rights to information of the BoD

- 7.1. BoD members shall have access to all information necessary to fulfil their duties.
- 7.2. During BoD meetings, irrespective of the agenda, BoD members may request information regarding all Group affairs and the BoD Chairman or any members of the Group Executive Committee present must respond to the best of their knowledge and ability.
- 7.3. Outside of BoD meetings, BoD members may petition the BoD Chairman to obtain access to documents or to receive information from Internal or External Auditors or Corporate Staff members. The CEO must be informed accordingly.

8. Self-assessment of the BoD

The BoD shall review its own performance and the performance of its committees at least once per year.

9. Chairman of the Board of Directors

The BoD Chairman shall be vested with the following tasks:

- 9.1 He shall coordinate the work of the BoD, issue invitations to BoD meetings, and draw up the agenda. He shall make the necessary preparations together with the CEO.
- 9.2 He shall ensure that the BoD receives the Board-level information and documentation that is necessary for decision-making, for deliberation, and in order to adopt resolutions in good time before its meetings.
- 9.3 He shall lead General Meetings and BoD meetings.
- 9.4 He shall coordinate the work of the committees along with the committee chairmen and may participate in committee meetings.
- 9.5 He shall monitor the implementation of resolutions of the BoD and the General Meeting.
- 9.6 If a BoD decision is urgently necessary, he may order the necessary precautionary measures in the interest of the undertaking. He shall thereupon immediately call a BoD meeting or a telephone conference of the BoD in order to bring about a decision of the BoD.

10. Committees of the Board of Directors

- 10.1. The BoD may establish committees composed of its members, unless such a right is vested by law in the General Meeting. It shall establish an Audit Committee with tasks relating to finances and auditing and a Human Resources Committee with tasks relating to personnel and remuneration. The Human Resources Committee shall be composed of the members of the Remuneration Committee elected by the General Meeting. Additional tasks shall be allocated to it alongside its tasks as Remuneration Committee. The following terms shall apply subject to legal provisions.
- 10.2. The BoD shall appoint the chairmen of its committees and shall also appoint the members of the Audit Committee.
- 10.3. The committees shall be composed of at least two members of the BoD.
- 10.4. The period in office shall commence at the annual General Meeting and shall last until the conclusion of the following annual General Meeting.
- 10.5. The BoD shall determine the tasks of the committees. The committees shall respectively report on their activities, results, and proposals at the next BoD meeting. The BoD shall be informed immediately of important events. Overall responsibility for the tasks transferred to the committees shall remain with the BoD. However, if the BoD has granted a committee decision-making powers in matters that lie outside the non-transferable powers of the BoD (Article 716a Swiss Code of Obligations), the committee concerned shall bear sole responsibility for such decisions. Ordinarily, no specific responsibility for decisions shall be transferred to the committees. They shall thus bear responsibility for the preparation of decisions and the detailed examination of the affairs to be examined by them and shall submit proposals to the BoD or inform the BoD of their conclusions. Abbreviated minutes shall be kept of meetings, which shall include decisions.

10.6. The committees shall meet upon invitation by the chairman as often as business requires. As a rule, meetings shall be attended in an advisory capacity by the BoD Chairman and the CEO and, for the Audit Committee, by the CFO as well. Every member of a committee may request that a meeting be held or that individual issues be discussed outside the presence of members of the Group Executive Committee. The minutes of committees shall be forwarded to the BoD.

10.7. Audit Committee

10.7.1. The chairman and at least one further member shall be experienced in financial and accountancy matters.

10.7.2. The Audit Committee shall meet upon invitation by the chairman as often as business requires, on no less than three occasions each year. As a rule, meetings shall be attended in an advisory capacity by the CEO and the CFO. Upon invitation by the chairman, the External or Internal Auditors of the Company may also attend meetings or participate in deliberations on individual items on the agenda. Any member of the Audit Committee may request that such persons be consulted by the Committee regarding individual issues.

10.7.3. The essential tasks of the Audit Committee are:

- a) Examination of and the presentation of proposals to the BoD concerning the organisation of the accounting, financial control, and financial planning systems;
- b) Critical analysis of individual Company and Group financial statements (annual and half-year financial statements). Discussion of these financial statements with the CFO, the Internal Auditors and the External Auditors. The presentation of proposals to the BoD concerning these financial statements;
- c) Assessment of the efficacy and performance of the External Auditors and their fee, as well as their independence. Decision regarding the issue of additional mandates to the External Auditors other than the auditing mandate. Preparation of the motion of the BoD to the General Meeting regarding the election of the External Auditors. The presentation of proposals to the BoD concerning the organisation of the auditing mandate. The assessment of the reports of the External Auditors (including in particular the Audit Report and the comprehensive report pursuant to Article 728b Swiss Code of Obligations) and the discussion of these reports with the External Auditors;
- d) Assessment of the functional capability of the internal control system, under inclusion of Risk Management, Compliance, and the Internal Auditors. Discussion and establishment of the audit programme for the Internal Auditors. Acceptance of reports from the Internal Auditors and discussion of these reports with the Internal Auditors. Reporting to the BoD;
- e) Approval of the methods used within the Group for assessing acquisitions and individual assessments of major acquisitions for the attention of the BoD;
- f) Assessment of pension plans and the associated risks;
- g) Assessment of further Group solutions in the financial area such as treasury, tax, dividend payments by the direct subsidiaries of Conzzeta AG, etc.;

- h) Assessment of initiatives by the BoD in the area of finance and accounting, such as, for example, the achievement of specific financial targets and key performance indicators (KPI); reporting to the BoD on fulfilment of targets.

10.8. Human Resources Committee

- 10.8.1. The chairman and at least one further member shall be experienced in matters of remuneration.
- 10.8.2. The Human Resources Committee shall meet at least twice each year. The BoD Chairman and the CEO shall attend meetings in an advisory capacity, except those relating to the setting of their own remuneration.
- 10.8.3. The essential tasks of the Human Resources Committee are:
 - a) Presentation of proposals to the BoD concerning rules on the remuneration of the BoD and the Group Executive Committee;
 - b) Examination of all remuneration as to its permissibility;
 - c) Recommendation to the BoD concerning proposals to the General Meeting on remuneration;
 - d) Proposal to the BoD concerning the annual remuneration of the BoD members, the CEO, and the other members of the Group Executive Committee;
 - e) Preparation of the Remuneration Report and discussion of the report with the External Auditors; presentation of proposals to the BoD;
 - f) Assessment of share and option plans in addition to bonus plans and other performance-related remuneration with regard to compliance with the provisions of the Articles of Association applicable to such matters, and the payment of variable remuneration in cash or as options and shares to members of the Group Executive Committee; presentation of proposals to the BoD;
 - g) Proposal to the BoD concerning the setting of the principles applicable to the selection procedure for candidates for election to the BoD or the Group Executive Committee and preparation of the short-list of candidates;
 - h) Preparation of medium- to long-term succession planning for BoD members and members of the Group Executive Committee;
 - i) Recommendation concerning appointments for the attention of the BoD to the CEO, CFO, and the members of the Group Executive Committee;
 - j) Monitoring of training and staff advancement measures;
 - k) Assessment of managers and internal talent;
 - l) Assessment of staff pension benefits;
 - m) Any recommendations and monitoring of compliance with Group targets in relation to personnel;

- n) The issuance of guidelines on the acceptance by members of the Group Executive Committee of appointments outside the Group and the presentation of proposals to the BoD in individual cases.

Group Executive Committee

11. Group Executive Committee

- 11.1. The Group Executive Committee shall serve the CEO as a coordination body for reaching decisions in relation to cross-unit proposals to the BoD and for reaching decisions on the implementation of the strategies and resolutions of the BoD and the CEO.
- 11.2. The Group Executive Committee shall be composed of the following persons:
 - 11.2.1. the CEO
 - 11.2.2. the CFO
 - 11.2.3. BU Heads
 - 11.2.4. Further persons appointed by the BoD.
- 11.3. All members of the Group Executive Committee (with the exception of the CEO) shall be recommended by the CEO and appointed by the BoD following a proposal by the Human Resources Committee.
- 11.4. The Group Executive Committee shall meet upon invitation by the CEO as often as required by business activities, but on no less than three occasions each year. If required by business, meetings may be attended in an advisory capacity by internal and external specialists. Minutes shall be taken of meetings.
- 11.5. The essential tasks of the Group Executive Committee are:
 - 11.5.1. Provision of support to the CEO concerning proposals and the implementation of Group strategy and the implementation of the resolutions of the BoD and the General Meeting;
 - 11.5.2. Provision of support to the CEO concerning the preparation of cross-unit proposals to the BoD;
 - 11.5.3. Provision of support to the CEO concerning the implementation of Group directives;
 - 11.5.4. Specifying the initial and further training of senior management by the Group;
 - 11.5.5. Specifying the content and targets of joint management meetings;
 - 11.5.6. The exchange of information concerning current market developments, important Group projects, the course of business, budgets, and strategic financial planning, including opportunities and risks for the Group and Business Units;
 - 11.5.7. The creation and implementation of a corporate identity suited to the decentralised structure.

- 11.6. If it is not possible to give effect in sufficient time to a necessary resolution of the BoD concerning an urgent matter, the Group Executive Committee or its members shall be empowered and obliged, acting in consultation with the direct superior or his deputy, to carry out the requisite measures, in which case the BoD must be informed immediately.
- 11.7. The mandate of a member of the Group Executive Committee shall expire upon termination of his employment relationship, his removal, or his resignation from the Group Executive Committee, and at the latest at the time he reaches pensionable age.

12. Group Chief Executive Officer (CEO)

- 12.1. The CEO shall bear overall responsibility for the operational leadership of the Group. Even where powers are vested in the BoD, he must act on conceptual initiatives together with the Group Executive Committee and prepare for business possibilities that may arise, through to the final decision-making stage. He shall conduct Group business in line with business policy, Group strategy, strategic financial planning, and the annual budget, execute the resolutions of the General Meeting and of the BoD, and monitor the implementation of decisions taken. He shall ensure that the aims of the BoD for the Group and the Business Units coincide with the targets set for the members of the Group Executive Committee. He shall be responsible for ensuring that the Group as a whole achieves its targets and that the Business Units develop in line with these objectives. In addition, he shall attend to succession planning and appropriate further training of the Group's senior management. He shall be in charge of personnel planning and personnel development, including its human and social aspects. The CEO shall take on a leading role in advising and assisting in the decision-making process of the BoD regarding business policy, strategy, opportunities, and risks. He shall devise a risk-management system commensurate with the risk profile of the Group and the Business Units and monitor compliance with the Code of Conduct of the Conzzeta Group. In consultation with the BoD Chairman, he shall represent the Group vis-à-vis important investors, the media, and other stakeholders, as well as with the public at large.
- 12.2. The CEO shall ensure that the BoD Chairman and the BoD are informed promptly – or immediately in emergencies – and in an appropriate manner. He shall inform the BoD at every meeting of the current development of the business activities of the Group and the Business Units along with important developments, projects, and risks. This information shall encompass:
 - 12.2.1. Business development and key figures for the Group and the Business Units;
 - 12.2.2. Deviations from the budget and strategic financial planning based on analyses of development in the Group's principal markets as well as measures to ensure that targets are achieved;
 - 12.2.3. The issue of the annual Risk Report;
 - 12.2.4. The preparation of written proposals for larger projects;
 - 12.2.5. Changes to and proposals on the appointment or removal of members of the Group Executive Committee. Designation of the heads of Group staff functions;
 - 12.2.6. The provision of information concerning all matters significant to the oversight and control tasks of the BoD;
 - 12.2.7. Proposal on the appointment of a member of the Group Executive Committee as deputy.

12.3. The CEO shall ensure that monthly reports are presented to the BoD (key figures, financial statements, commentary). The BoD shall determine the scope and depth of reporting requirements.

13. Group Chief Financial Officer (CFO)

13.1. The CFO shall be responsible for financial reporting and financial planning for the Group in accordance with accounting standards and with internal and external requirements. He shall ensure that quarterly, half-year, and annual statements are drawn up in a transparent manner according to requirements and that quarterly forecasts, budgeting, and planning are plausible. He shall be responsible for maintaining liquidity and sufficient financing for the Group. He shall support the CEO, the Group Executive Committee, and the operations managers in achieving their targets and in all controlling and financial issues, specifically in relation to strategic projects and transactions.

13.2. The CFO shall be responsible for the financial functions of treasury, controlling, accounting & reporting, and tax for the Group as a whole and on a technical level in all Business Units. In the context of treasury management, he shall be empowered to determine the financing structure of Group Companies and the principles and framework conditions applicable to payment terms and debtor and creditor management in transactions with third parties and inter-company transactions. He shall submit proposals to the Audit Committee concerning the accounting standards that are to be applied, standards relating to external financial communication, and disclosures and principles of the ICS and shall report on compliance with the same within Group Companies. In consultation with the CEO, he shall manage relations with financial analysts, investors, and the financial press.

13.3. Under the supervision and acting on the instructions of the Audit Committee, he shall coordinate the tasks of the External and Internal Auditors.

13.4. The CFO shall report to the CEO. He shall be obliged to promptly inform the CEO, or in his absence the BoD Chairman, of significant problems within the area under his responsibility.

14. Heads of Business Units

14.1. Each BU Head shall be responsible for the comprehensive operational management of business affairs, as well as for the financial results of his Business Unit with respect to the Group targets of the BoD-approved Business-Unit strategy, to strategic financial planning, and to the annual budget. Each BU Head shall be familiar with the markets and future global market potential and shall prepare proposals for the CEO as to how they may be unlocked timeously in line with applicable requirements, including in particular those relating to financial targets and on the basis of a realistic assessment of risks and opportunities. He shall implement the resolutions of the BoD and the instructions of the CEO and CFO relating to his Business Unit. He shall ensure that his personal targets and those within his area of responsibility are met.

14.2. The BU Head shall report to the CEO. He shall be obliged to promptly inform the CEO, or in his absence the BoD Chairman and the CFO, of significant problems within his Business Unit.

Internal Auditors

15. Area of competence, responsibilities, authority, and reporting of the Internal Auditors

- 15.1. The Internal Auditors shall exercise internal operational auditing functions within the Group. They shall report to the chairman of the Audit Committee. Coordination and implementation of auditing tasks are delegated to the CFO.
- 15.2. The Internal Auditors shall carry out audits according to the requirements of the auditing plan as proposed by the Audit Committee and established by the BoD.
- 15.3. Audits shall be carried out on a rolling basis in the following areas:
 - 15.3.1. Effectiveness of selected operational processes at the level of the Group, the Business Units, and selected Group Companies, specifically with respect to the requirements of the Group and the Business Unit concerned;
 - 15.3.2. Effectiveness of Governance and Risk-Management requirements and processes;
 - 15.3.3. Effectiveness of internal control processes, although controls must not significantly limit the entrepreneurial conduct of managers;
 - 15.3.4. Reliability and completeness of financial and operational information;
 - 15.3.5. Compliance with provisions of law, of the Articles of Association, and of internal regulations.
- 15.4. The Internal Auditors shall issue reports containing recommendations for the attention of local management and the Audit Committee. Local management shall state its position concerning the recommendations and, if it accepts the recommendations, shall adopt corrective measures promptly. If local management rejects a recommendation but the Internal Auditors and the CEO insist on it, it shall be implemented at the direction of the Audit Committee.

Special provisions

16. Signature authority

- 16.1. The members of the BoD are empowered to sign for Conzzeta AG jointly along with a second signatory. Any further authorised signatories, who shall be likewise empowered to sign jointly along with a second signatory, may be appointed by the BoD upon request by the CEO.
- 16.2. The principle that signatories are empowered to sign jointly along with a second signatory shall apply throughout the Group. Authorised signatories shall be designated by the governing body competent under law.

17. Conduct of members of the BoD and the Group Executive Committee

The members of the BoD and the Group Executive Committee shall be obliged:

- 17.1 To perform their duties with care and in the interest of the Group and to comply with the Code of Conduct of the Conzzeta Group;
- 17.2 To disclose significant business relations and to avoid or immediately declare any potential conflicts of interest;
- 17.3 To treat in confidence all information relating to the Group. This non-disclosure duty shall continue to apply even following departure from office for as long as the information remains confidential.

18. Entry into force

These Organisational Regulations were updated on request of the BoD of 5 November 2018 and become effective on 1 April 2019. They replace those of 19 March 2015.

Zurich, 1 April 2019

Annexes

Annex 1: Organisational Chart

Annex 2: Regulations on Powers and Responsibilities