

Regulations of the Nomination & Compensation Committee (NCC)

Objectives and purpose of the Nomination & Compensation Committee (NCC)

The NCC supports the Board of Directors in the fulfilment of its duties prescribed by law and the Articles of Association in the area of remuneration and personnel policy of the mobilezone Group.

These include, in particular, the non-delegable tasks (Art. 716a of the Swiss Code of Obligations) for the appointment and dismissal of the persons entrusted with the management (Group Executive Board) and representation, the passing of resolutions on the proposals to be submitted to the General Meeting regarding the remuneration of the Board of Directors and Executive Board and the preparation of the remuneration report.

To this end, the NCC forms its own judgement on the above-mentioned topics and the functioning of internal processes.

The NCC is a permanent committee. It has an exclusively advisory, preparatory and supervisory function. The decision-making rights of the full Board of Directors remain unaffected. The NCC does not form sub-committees.

The NCC has the following main tasks and responsibilities across the entire mobilezone Group:

- Preparation and periodic revision of the remuneration policy and principles,
- the personnel policy of the mobilezone Group, the performance criteria in the area of remuneration and periodic review of their implementation as well as submitting proposals and recommendations to the Board of Directors in this regard.
- Preparation of all relevant decisions by the Board of Directors regarding the nomination and remuneration of the members of the Board of Directors and the Executive Board, as well as submitting proposals and recommendations in this regard.
- Planning and conducting regular feedback meetings with the Board of Directors and the Executive Board.
- Initialisation, implementation and "critical appraisal" of deputy and succession solutions at management level -.
- Initiating and reviewing individual development measures at management level.

The Board of Directors may assign further tasks to the NCC in the areas of nomination and remuneration and related areas. Overall responsibility for the tasks and competences assigned to the NCC remains with the Board of Directors.

The NCC fulfils the tasks assigned to it with commitment. It also represents only the interests of the company in discussions and negotiations on (individual) remuneration and nominations.

The NCC has the right to carry out any investigations or have them carried out in order to fulfil its duties. Subject to the organisational regulations, it has direct access to the relevant employees and bodies within the Group and has an unrestricted right to information and access to files.

By resolution of the full Board of Directors, the NCC may call in external experts from the field nomination or remuneration policy or independent consultants at the company's expense in order to acquire the necessary expertise or to fulfil its duties.

Composition, meetings and decision-making

The NCC consists of at least two non-executive and independent members of the Board of Directors. If the NCC is not complete, the Board of Directors appoints the missing members for the remaining term of office.

All members must expertise and commitment in the interests of the company.

The Board of Directors proposes independent members to the General Meeting for election to the Remuneration Committee. If shareholders propose members who are not independent, the Board of Directors informs the General Meeting of Shareholders of this fact. The Board of Directors does not propose to the Annual General Meeting any members for election to the Remuneration Committee who cross-involved. Members of the Board of Directors who are significant shareholders or who represent such shareholders may be members of the NCC.

The members of the NCC are for a term of office of one year, usually until the next Annual General Meeting.

The NCC meets at least three times a year and at additional meetings as required, which any member of the NCC may request. The invitation, including the agenda, must be sent in writing at least 5 days before the meeting.

The Chairman or - if he is unable to attend - another member of the NCC shall chair the meeting.

The Chairman of the NCC appoints the secretary.

Other members of the Board of Directors, individual members of the Executive Board, members of the auditors or other specialists may be invited to the meetings in advisory capacity.

The NCC performs its duties and competences as a collective body. The members have no personal powers and therefore cannot issue any directives.

The NCC is quorate if the majority of its members are present. Resolutions are passed by a majority of the votes cast. In the event of a tie, the Chairman has the casting vote.

Brief minutes of each meeting of the NCC are prepared and sent to all members of the Board of Directors.

Responsibility and tasks of the NCC

Remuneration and personnel policy

The NCC monitors and reviews the objectives and principles of the remuneration and HR policy on behalf of the Board of Directors. The aim of the remuneration and HR policy is to find, promote and retain employees for the mobilezone Group in order to ensure the company's competitiveness and long-term success.

The NCC is informed annually by the management about the implementation of these principles. This also includes concepts on leadership and cooperation, salaries and incentives, training and internal communication.

Performance appraisal, training and succession planning

Once a year, the NCC reviews the assessment of the members of the Executive Board proposed by the Delegate of the Board of Directors and the corresponding development measures. The

NCC makes this assessment for the Delegate of the Board of Directors, the Delegate of the Board of Directors for the members of the Executive Board.

The NCC receives annual reports on personnel development and the corresponding specific measures at the top two management levels.

The NCC is informed annually about personnel succession planning and the organisational development measures.

Succession and deputy regulations are discussed, reviewed and, if necessary, adjusted annually.

Contracts with members of the Board of Directors and Executive Board

The NCC approves all contracts with members of the Executive Board and any contracts with members of the Board of Directors.

Remuneration

Remuneration - General

The NCC evaluates and prepares the remuneration guidelines and programmes and the applicable performance criteria in the area of remuneration and submits corresponding proposals to the Board of Directors. In addition to the basic salary, this includes variable cash remuneration, remuneration in PSUs, shares and/or similar instruments in accordance with the applicable participation programmes, pension provision and/or additional benefits in terms of total remuneration.

The NCC reviews the impact, attractiveness and competitiveness of these programmes at least every three years.

The NCC prepares the remuneration report and submits a corresponding proposal to the Board of Directors.

Remuneration - Remuneration of the Board of Directors and Executive Board

The NCC has the following tasks in connection with the remuneration of the Board of Directors and Executive Board:

- It decides on the remuneration of the members of the Board of Directors within the framework of the total amount approved the Annual General Meeting and submits corresponding proposals to the Board of Directors.
- Within the framework of the total amount approved by the Annual General Meeting for the Executive Board, it decides annually on the individual remuneration of the members of the Executive Board proposed by the Delegate of the Board of Directors and submits proposals to the Board of Directors in this regard. The remuneration of the Delegate of the Board of Directors is proposed directly to the Board of Directors by the NCC.
- Each year, it proposes to the Board of Directors the maximum total amount of remuneration per member of the Board of Directors and Executive Board, which the Board of Directors must submit to the Annual General Meeting for approval.
If necessary, it proposes to the Board of Directors that the additional amount be used for the remuneration of new members of the Executive Board.

Nomination of members of the Board of Directors, the committees and the Executive Board

The NCC has the following tasks in connection with the nomination of members of the Board of Directors, the committees and the Executive Board:

- It defines a profile of requirements for the selection of candidates for election to the Board of Directors, election as Chairman of the Board of Directors or election to the NCC by the General Meeting, prepares the selection according to these criteria and submits proposals to the Board of Directors in this regard.
- It defines a profile of requirements for the selection of candidates for the committees whose members are appointed by the Board of Directors, prepares the selection according to these criteria and submits proposals to the Board of Directors in this regard.
- Together with the Delegate of the Board of Directors, it evaluates candidates for the appointments of members of the Executive Board to be made by the Board of Directors and submits proposals to the Board of Directors in this regard.
- It reviews the independence of the members of the Board of Directors and its committees on an annual basis and presents its assessment to the Board of Directors, which makes the final judgement.

Insurance and employee benefits

The NCC evaluates appropriate insurance policies for the members of the Board of Directors and management (Group Executive Management and Executive Board CH/DE) at least every three years and proposes adjustments to the Board of Directors.

Mandates outside the mobilezone Group and important political offices held by members of the Board of Directors or the Executive Board

The NCC examines the acceptance of mandates outside the mobilezone Group by members of the Board of Directors (only in the event of a conflict of interest) or the Executive Board - and of important political offices by members of the Board of Directors or Executive Board - and submits proposals to the Board of Directors in this regard.

Reporting

The NCC keeps the Board of Directors informed at its meetings and periodically reports to it on discussions and resolutions in accordance with the law, the Articles of Association and the relevant requirements of the General Meeting and proposes amendments where necessary.

The NCC discusses its own performance once a year.

Entry into force

These regulations were approved by the Board of Directors on 27 January 2025 and entered into force with immediate effect.

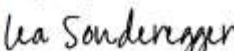
Rotkreuz, 27 January 2025

For the Board of Directors

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Olaf Swantee
Chairman of the Board of Directors

Signed by:

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Lea Sonderegger
Chairman NCC