



Swisscom Ltd

Regulation of the Strategy & Investments Committee of the Board of Directors

Annex 1.1
of the Organisational Regulation

1 Duties of the Committee

The Strategy & Investments Committee handles the Board of Directors' business in the areas of strategy, transactions and investments (incl. Swisscom Ventures) and addresses specific current Group issues in depth. It comments on business matters that lie within the decision-making authority of the Board of Directors and has the final say on those business matters for which it holds the corresponding authority.

2 Powers of the Committee

2.1 Motions for the attention of the Board of Directors

The Committee handles the following matters unless they are handled exclusively by the Board of Directors, and submits the necessary motions to the Board of Directors with regard to:

- 1 Objectives and principles of the Group's corporate policy (e.g. mission statement);
- 2 Group strategy and strategy of Category I subsidiaries;
- 3 Swisscom's growth strategy;
- 4 Authorising changes to the company structure and the participations portfolio with a volume in excess of CHF 20 million, in particular
 - Founding, merging and liquidating subsidiaries
 - Acquiring or selling participations and changing the shareholding ratio or ownership structure
 - Acquiring or selling a business or company or parts thereof by means of a takeover or transfer of assets, debt and staff by Swisscom Ltd or a subsidiary
 - Other comparable actions;
- 5 Entering into and dissolving strategic alliances with a significant impact on the business activities, geographical orientation of the Group or the capital structure of Swisscom Ltd;
- 6 Authorising the procurement or sale of non-investment goods and investments and divestments¹ that lead to a cumulated peak exposure of more than CHF 75 million;
- 7 Authorisation of network and IT investment programmes with recurring individual investments that lead to a cumulated peak exposure of more than CHF 150 million in three years or CHF 75 million in a single year.

2.2 Decision-making powers of the Committee

The following business – as well as any other business not listed under section 2.2 that has been transferred to the Committee by resolution of the Board of Directors – is handled and decided by the Committee with final authority. The Board of Directors is informed of the resolutions.

- Issuing regulations and directives for the Mergers & Acquisitions and Corporate Venturing divisions.

¹ incl. internal performance and advance payments from other subsidiaries.

2.3 Execution and monitoring of decisions

The Committee supervises the implementation of the decisions referred to in sections 2.1 and 2.2. Outside the regular meeting schedule, it may also request information on these business matters from those entrusted with business management.

The Committee informs the Board of Directors of any deviations from decisions made.

2.4 Chairperson of the Committee

The Chairperson chairs the meetings of the Committee. They are also responsible in particular for:

- Organising the Committee's work;
- Convening meetings;
- Reporting to the Board of Directors;
- Ensuring liaison with the Audit Committee and Compensation Committee.

The Chairperson liaises closely with the Head of Strategy & Business Development (GSD).

3 Functioning of the Committee

3.1 Convocation and agenda

The Committee meets at the invitation of the Chairperson, or of another Committee member to be determined if the Chairperson is indisposed, or at the request of a Committee member as often as business requires.

The Chairperson draws up the agenda for the meeting. Each Committee member submits proposals and suggestions to be included on the agenda (at least eight days in advance).

The definitive invitation is issued in writing and in consultation with the Committee members (at least five days in advance).

3.2 Leadership and participants

The Chairperson or, if the Chairperson is indisposed, another Committee member to be determined chairs the meetings of the Committee.

Other members of the Board of Directors, individual members of the Group Executive Committee, auditors or other experts may be invited to attend the meetings in an advisory capacity. The Group CEO, the Group CFO, the Head of Group Security & Corporate Affairs and the Head of GSD generally attend every meeting.

3.3 Passing of resolutions

The Committee 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.

A member of the Committee may not be represented by another member of the Committee or by a third party. In the case of known decision papers, it is permissible for the Chairperson to give a written statement. However, it does not count as a vote.

Resolutions are passed by the majority of votes cast. The Chairperson has the casting vote.

In the case of motions submitted to the Board of Directors, the opinion of the defeated minority must also be presented, unless the decision is taken unanimously.

In all other respects, the provisions of the Organisational Regulation apply mutatis mutandis.

3.4 Reporting, minutes and secretariat

The Chairperson reports to the Board of Directors on the activities of the Committee after each meeting.

Minutes are kept of the Committee's meetings. In addition to the items on the agenda, these document at minimum the motions and resolutions passed. The minutes are confidential and distributed only to the group of persons defined by the Committee.

Secretarial work and minute-taking are generally carried out by the Secretariat of the Board of Directors in the same way as for the Board of Directors.

4 Final provisions

This Regulation was last revised by the Board of Directors at its meeting on 5 December 2024 and entered into force on 1 April 2025. It replaces the Rules dated 17 March 2023 (valid since 1 April 2023).