



**swisscom**

**Annex 1.1**

# Swisscom Ltd

# Organisational Rules

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**Rules for the Board of Directors'  
Strategy & Investments Committee**



**swisscom**



### 1 Duties of the Committee

The Strategy & Investments Committee deals with the Board of Directors' business matters relating to strategy, transactions and investments, and addresses specific current Group issues in depth. It comments on business matters which lie within the decision-making power of the Board of Directors and has the final say on those business matters for which it has the corresponding power.

### 2 Powers of the Committee

#### 2.1 Motions for the attention of the Board of Directors

The Committee deals with the following matters – provided they are not dealt with 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 corporate policy (e.g. mission statement) of the Group;
2. Group strategy and strategy of the category I and II subsidiaries;
3. Swisscom's growth strategy;
4. Authorisation of changes to the company structure and the participations portfolio with a volume exceeding CHF 20 million, in particular:
  - Foundations, mergers and liquidations of subsidiaries;
  - Entering or sale of participations and amendments of the stake or shareholding;
  - Purchase or sale of a business or a company or parts thereof by means of a takeover of assets, debts and personnel by Swisscom Ltd or a subsidiary;
  - Other comparable actions;
5. Entering into and liquidation of strategic alliances with a significant impact on the business activities, geographical focus of the Group or capital structure of Swisscom Ltd;
6. Authorisation of individual investments and divestments with a cumulative peak exposure in excess of CHF 50 million;
7. Authorisation of investment programmes with recurring individual investments, whose cumulative peak exposure exceeds CHF 100 million over three years or CHF 50 million within one single year;
8. Authorisation of procurement or sale of non-investment goods and other contracts, which lead to a cumulative peak exposure of over CHF 50 million.

#### 2.2 Decision-making powers of the Committee

The following matters – as well as, by resolution of the Board of Directors, any other matters not listed in section 2.2 – are dealt with and decided upon by the Committee with final authority. The Board of Directors is informed about the resolutions.

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



### 2.3 Execution and monitoring of decisions

The Committee supervises the execution of the decisions listed in sections 2.1 and 2.2. It may also request information on these matters from the persons entrusted with management outside of the meetings.

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

### 2.4 The Chairperson of the Committee

The Chairperson chairs the Committee meetings. In addition, the Chairperson is responsible in particular for:

- organising the work of the Committee;
- convening meetings;
- reporting to the Board of Directors;
- ensuring the liaison with the Audit & ESG Reporting and Compensation Committees.

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

## 3 Functioning of the Committee

### 3.1 Convocation and agendas

The Committee meets upon invitation by the Chairperson – or, if this person is unable to issue the invitation, by another Committee member to be determined – or at the request of a Committee member, as often as business requires.

The Chairperson compiles the list of agenda items for the meeting. Each Committee member submits proposals and suggestions to be included in the list of agenda items (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 Management and participants

The Chairperson or – if this person is unable to do so – another Committee member to be determined chairs the Committee meetings.

Other members of the Board of Directors, individual members of the Group Executive Board, auditors or other experts may be called upon to attend the meetings in an advisory capacity. The CEO, CFO and Head of GSA generally attend every meeting.

### 3.3 Passing of resolutions

The Committee takes its decisions or passes its resolutions at meetings with a venue or at meetings that involve the use of electronic means (hybrid or virtual meetings). The electronic means used allow the establishment of the identity of the participants, the immediate transmission of votes, the submission of motions, participation in the discussion and an undistorted voting result.

Resolutions may only be passed if the majority of the members are present at the meeting.



A member of the Committee may neither be represented by another member of the Committee nor by a third party. In the case of known decision papers, a written statement, which is presented by the Chairperson, is permissible. However, it does not count as a vote.

Resolutions are adopted with the majority of votes cast. The Chairperson shall have the casting vote.

In the case of motions submitted to the Board of Directors, the opinion of the defeated minority is also presented – unless the decision was unanimous.

The provisions of the Organisational Rules also 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 meetings which, in addition to the items on the agenda, document as a minimum the motions and the resolutions adopted. The minutes are confidential and are given only to the group of persons defined by the Committee.

In all other respects, secretarial work and minute taking are generally provided by the Secretariat to the Board of Directors in the same way as for the Board of Directors.

## **4 Final provisions**

These rules were last revised by the Board of Directors at its meeting on 17 March 2023 and entered into force on 1 April 2023. They replace the rules of 18 March 2021 (in force since 19 March 2021).