

Swisscom Ltd

Organisational Rules

Annex 3
Signature Rules

Suspended Document





1. General definition of the types of authorised signatories

Swisscom Ltd and the subsidiaries belonging to the Group (hereinafter collectively referred to as ‘Swisscom companies’) cannot ‘act for themselves’ or sign letters and contracts. They must be represented. In business transactions, Swisscom companies are bound by the signatures of governing bodies and employees who are authorised signatories, or whose position (e.g. staff in Swisscom shops) gives them the authority to act in a certain way on behalf of the companies. Signatures are generally provided **by two people (collective signature of two)**. The rules applicable to the **external representation of Swisscom companies** are set out below in table form along with examples. The ‘Organisational Rules of Swisscom Ltd’ regulate the signatory powers of the members and of the members of the Board of Directors and the Group Executive Board of Swisscom Ltd.

2. Regulation of signatory powers

Criterion	Signature without special power of attorney	Signature with power of attorney	Signatory power through HR entry
Number of signatures	One	Two (collective signature of two)	Two (collective signature of two)
Feature	Simple acts of representation	Power of attorney (without entry in the commercial register)	Entry in the commercial register
Description and scope	<p>For practical and logical reasons, there are a number of simple everyday tasks that do not need to be performed or signed collectively by persons formally authorised to do so. The power to represent in this case usually results from the circumstances of the transaction itself, whereby in these cases the acting persons have also not been formally appointed as authorised agents.</p> <ul style="list-style-type: none"> • General: Documents without binding content (cover letters sent with brochures, invitations to meetings with customers, information about products/services, etc.); • Sale/rental of goods from the standard range 	<p>According to the Swiss Code of Obligations (CO), it extends to all legal acts that a certain company or a certain line of business or division usually entails.</p> <p>According to the Organisational Rules of the Board of Directors of Swisscom Ltd, all employees of the Group are authorised to sign for the respective Swisscom company in the internally defined area of responsibility without an entry in the commercial register (i.e. on the basis of a power of attorney). The power of attorney is normally derived from the description of the duties in the employment contract/letter of employment or the job description, or from the assignment for a specific project, a specific task, etc. Only</p>	<p>Persons authorised to represent the company who are entered in the commercial register shall be entered as persons authorised to sign without any special subdivision according to specific categories (‘Further signatories’). These persons are fully authorised to represent Swisscom companies.</p> <p>The nomination must be made by the Board of Directors of the corresponding Swisscom company.</p> <p>An HR entry is mandatory for:</p> <ul style="list-style-type: none"> • making exchange transactions; • taking out loans;

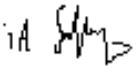




Criterion	Signature without special power of attorney	Signature with power of attorney	Signatory power through HR entry
	<p>(subscriber equipment, mobile devices, accessories, etc. in the Swisscom shop; dispatch of such products against invoice, etc.);</p> <ul style="list-style-type: none"> • In 'bulk business', offers to conclude contracts for standard products and services (dispatch of contract document with General Terms and Conditions and Service Description for Fixed Network Connection to retail customers, dispatch of such documentation for mobile subscriptions, etc.) or the signing of corresponding contract documents if these are issued/sent instead of a formal offer. • If these cannot be obtained internally: Purchase (up to the maximum amount specified in the Organisational Regulations of the relevant Swisscom company) of goods/services for its own daily needs (e.g. office supplies); • Issuing of receipts and making cancellations within the scope of the above-mentioned transactions; 	<p>in exceptional cases are powers of attorney issued in individual cases in the form of a special written document.</p> <p>Accordingly, for everyday transactions it is not necessary for people who are registered in the commercial register to take part in the collective signing of documents. In such cases, two authorised agents may also sign within the framework of their authorisation. It is also not necessary for both authorised agents to have taken part in previous negotiations.</p> <ul style="list-style-type: none"> • Individual offers concerning the sale of goods or provision of services; • Sale of individual goods or goods deviating from the standard range; • Service contracts that are individually tailored; • Conclusion of work contracts (both as purchaser and contractor); • Purchases that exceed the daily requirements in terms of scope or value; • Contracts under company law, sponsorship, consulting and distribution contracts of all kinds; • Credits (if not part of the standard range), special discount conditions. 	<ul style="list-style-type: none"> • issuing a power of attorney for conducting proceedings.
Limits	In any case, the amount limits as defined in the Organisational Regulations of the corresponding	The power of attorney (without entry in the commercial register) applies to all employees, but only within the	The amount limits of the Organisational Regulations of the corresponding



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	Swisscom company and any special instructions of its competent bodies shall apply.	<p>framework of their normal activities as well as within the amount limits specified by the Organisational Regulations of the corresponding Swisscom company and within the limits of any particular directives from their competent governing bodies.</p> <p>The authorisation only applies to written documents that give rise to obligations on the part of Swisscom companies, if at least one signature is provided by the person who has the corresponding financial powers.</p> <p>For the individual organisational units of a Swisscom company, the power of attorney is additionally limited to the respective business area (so-called branch power of attorney).</p>	Swisscom company also apply here.
Who signs where	-	The signature on the right is provided by the person responsible for the creation of the document. The signature on the left is for control purposes and is provided by the line manager or by the authority with the corresponding powers (this regulation corresponds to the guidelines of the Swiss Commercial Employees Association and is in general use).	
Deputisation	In the absence of an authorised signatory, their deputy shall sign. The deputies have the same power of attorney in the area of the deputised persons as the deputised persons themselves (therefore they sign with their name, without having to mention 'pp'). Signing a document with 'pp' above the name of another authorised agent is only permitted in exceptional cases when a document has already been prepared and the person designated by name is absent. In the case of letters with binding content, this approach should be avoided altogether.	-	
Initials	pp	-	-
Formatting	Yours sincerely		Yours sincerely



Criterion	Signature without special power of attorney	Signature with power of attorney	Signatory power through HR entry
	Swisscom Ltd  (= pp B. Solista) B. Collectivo Devices (non-binding content only)		Swisscom Ltd   F. Bosname B. Collectivo Head of Devices Devices

3. Signature form

The CEO can define general conditions for the use of digital signatures in the Group.¹

4. Initials

By writing their initials, a person confirms that they have read a document and that, as far as their area of work is concerned, they agree with it.

¹ Digital signature directive from 1 November 2017