Minutes
of the 21st Ordinary Shareholders’ Meeting

Tuesday, 2 April 2019
St. Jakobs-Strasse 390, 4052 Basel

These minutes are a translation of the German original. In the event of any inconsistencies, the German version of the minutes shall prevail over the English translation.
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A. **Opening**

Mr Hansueli Loosli, Chairman of the Board of Directors, opened the 21st Ordinary Shareholders’ Meeting of Swisscom Ltd at 1.35 p.m. following an introductory video and welcomes the shareholders on behalf of the Board of Directors, the Group Executive Board and all employees. He introduced the persons on the stage and advises that the other members of the Board of Directors and the Group Executive Board are also in attendance. Furthermore, he welcomed the independent voting proxy, the law firm Reber Rechtsanwälte, represented by Mrs Gschwend and Mr Hayer and the representatives from KPMG, Mr Stocker and Mr Wattenhofer.

Along with the Chairman of the Board of Directors – Hansueli Loosli – present on the stage were Urs Schaeppi, CEO, Mario Rossi, CFO, Martin Vögeli, Head of Group Strategy & Board Services and Secretary of the Board of Directors, and Frank Esser, Vice-Chairman of the Board of Directors.

B. **Chairman’s address**

Mr Loosli then opened his Chairman’s address and stated that Swisscom achieved its financial targets for 2018 and that its market performance had been impressive. Fastweb also performed well again, increasing both revenue and customer numbers. However, he also added that increasing market saturation, price and cost pressure as well as fierce cut-throat competition in the core business are impacting business and activities. Swisscom has laid the foundation for its success with a high-performance network and IT infrastructure. Swisscom invested around CHF 1.65 billion in 2018. No other company in the industry is investing more in Switzerland. The inOne bundle has developed successfully with an increase from almost one million to 2.33 million customers. Despite market saturation, the number of fixed-line broadband connections also rose to 2.03 million. Swisscom TV remains by far the most popular TV offering in Switzerland. In the business customers segment, Swisscom commands a strong position as a full-range provider. Fastweb’s good performance enabled it to achieve growth in all customer segments in an extremely competitive market. With the acquisition of the fixed wireless access business and the 3.5 GHz frequency spectrum, Fastweb has taken an important step in the development of 5G in Italy. The Chairman pointed out that the good result would not have been possible without appropriate efficiency improvement measures.

Technological relevance will be determined by the next 5G mobile generation. This is an important factor for the industrial development and digitisation of society and will generate a wide range of new business ideas. As with previous technologies, there is a risk of overestimating the short-term impact of 5G and underestimating its long-term impact. Waiting until the corresponding business models have been developed would be fatal. The development of 5G must be driven forward now. Digitisation is leading to new business models with highly integrated value chains, shaping and improving customer experiences, making business processes more efficient and enabling new forms of work. At the same time, market pressure continues to rise. As Switzerland’s leading ICT company, Swisscom is ideally positioned to meet the requirements of a networked world.
The Chairman emphasised that Swisscom wants to develop its core business with networks, infrastructure, TV and impressive products from a position of strength. Swisscom is focusing on business models with substantial growth and is making greater use of partnerships. Further growth opportunities are arising in adjacent markets such as healthcare, banking and ICT consulting. Fastweb plays an important role in this. At the same time, Swisscom continues to drive operational excellence while focusing on delivering the best customer experience. Relationships with customers are the key to the company’s success and are the constant focus of Swisscom’s activities.

Swisscom is committed to the environment, society and the economy because it feels deeply connected to Switzerland and sees its commitment to sustainability as a long-term investment in the future. The Chairman highlighted Swisscom’s successful efforts using the topics of media courses, vocational training and CO₂ emissions.

Throughout the 20 years the company has spent listed on the stock exchange, the Swisscom share has achieved an average total shareholder return of 5% and CHF 31 billion has been distributed to shareholders. In 2018, the SMI share index fell by 10.2%, while the price of Swisscom shares fell by only 9.4% to CHF 469.70. In comparison with the other European telecommunications service providers, the Swisscom share has performed significantly better.

The Chairman further announced that Heinz Herren had handed over management of the IT, Network & Infrastructure division to Christoph Aeschlimann, previously CEO of the international software engineering company ERNI, from 1 February 2019. With effect on 31 December 2018, employee representative Valérie Berset Bircher stepped down from the Board of Directors for professional reasons. Catherine Mühlemann is leaving the Board of Directors today. The Chairman thanked the two colleagues warmly for their extremely valuable, long-standing and tireless commitment to Swisscom.

In conclusion, the Chairman described the outlook for the current year. Swisscom is increasingly in competition with low-cost global online companies. In Switzerland, Swisscom will face an even stronger competitor with the planned acquisition of UPC by Sunrise. The transformation announced in 2016 will be systematically pursued in order to safeguard profitability and ensure new business models. For 2019, Swisscom expects net revenue of around CHF 11.4 billion francs and an EBITDA of over CHF 4.3 billion. For Swisscom without Fastweb, Swisscom expects lower revenue due to competition and price pressure; in contrast, the revenue from Fastweb should be slightly higher than in 2018. EBITDA development will be positively impacted by the new IFRS 16 standard on lease accounting and increase by around CHF 200 million. Capital expenditure in Switzerland and Fastweb should be slightly lower. If Swisscom achieves its objectives as planned, it aims to propose an unchanged dividend of CHF 22 per share for the 2019 fiscal year to the 2020 Shareholders’ Meeting. The Chairman concluded his address by thanking the employees, and all the shareholders in particular, and then opened the formalities part of Shareholders’ Meeting.

(The manuscript (in German) can be found in Annex 1 to the minutes).
C. **Formalities**

With regard to the formal statements and the inception of the Ordinary Shareholders’ Meeting, the **Chairman**, presiding in accordance with the articles of incorporation, stated the following:

**Convening the Ordinary Shareholders’ Meeting**

The Ordinary Shareholders’ Meeting had been convened in proper form and is quorate. The invitation was published in the Schweizerische Handelsamtsblatt on 22 February 2019. The shareholders listed in the share register received written invitations by post or, if requested, electronically. No agenda item submissions were received.

The annual report has been available at company headquarters since 7 February 2019. It was also sent to shareholders by post upon request.

The statutory auditor, KPMG AG, which audited the annual financial statements and consolidated financial statements for the 2018 financial year, was represented at the Ordinary Shareholders’ Meeting by Mr Hanspeter Stocker and Mr Toni Wattenhofer.

**Keeper of the minutes**

The Chairman nominated Martin Vögeli as keeper of the minutes for today’s Ordinary Shareholders’ Meeting.

**Recording the Ordinary Shareholders’ Meeting**

The Chairman stated that audio and video recordings will be made of the meeting and the votes of the speakers. The recording will be used for preparing the minutes and will be offered as an online webcast following the Ordinary Shareholders’ Meeting.

**Vote counters**

The secretary listed the vote counters appointed by the Chairman. They were: Urs Thüring, Head of vote counters, Daniel Bühler, Sylvia Langenegger Widmer and Heinz Zürcher.

**List of speakers**

There is a list of speakers. The Chairman advised that a speaker who does not wish for their name or vote to be published on the Internet must explicitly declare this at the “request to speak” desk – or at the speaker’s lectern before starting the speech, at the latest.

**Resolutions and quorum of the Ordinary Shareholders’ Meeting**

The Ordinary Shareholders’ Meeting will pass its resolutions with the absolute majority of the valid votes. Abstentions do not count as votes’. The Ordinary Shareholders’ Meeting forms a quorum regardless of the number of shareholders and shares represented by proxy in attendance.

The **Chairman** determined that today’s meeting constitutes a quorum for the agenda items to be covered.
Votes
The Chairman advised that the votes and ballots will be carried out electronically.

Agenda items
The Chairman advised that the agenda items for today’s Ordinary Shareholders’ Meeting will be projected onto the screen and can also be found in the written invitation.

D. Attendance verification
A count of the entry cards submitted showed the following level of attendance at 1.39 p.m.:

Shareholders in attendance: 1,256 shareholders
Independent voting proxy: 1

Shareholders represented: 26,479,886 shares/votes
Independent voting proxy: 11,343,242 shares/votes
Total shares represented: 37,823,128 shares/votes

Each share with a voting right listed in the share register entitles the holder to a vote. A total of 37,823,128 registered shares with a nominal value of CHF 1 each, or 37,823,128 voting shares, were therefore represented. This is equivalent to 73.01% of the voting share entitlement. Swisscom-held shares were not represented.
E. Agenda items and proposals to be settled

1. Agenda item 1: Report on the financial year 2018

1.1 Agenda item 1.1: Approval of the Management Commentary, financial statements of Swisscom Ltd and the consolidated financial statements for the financial year 2018

The Board of Directors proposed that the Management Commentary, the financial statements of Swisscom Ltd and the consolidated financial statements for the financial year 2018 be approved.

The Chairman advised that comprehensive reports by the Board of Directors and the Group Executive Board can be found in the Annual Report 2018, which will be sent to shareholders upon request and which can be retrieved from the Swisscom website.

The Chairman gave the floor to Urs Schaeppi, CEO. Urs Schaeppi provided an introduction to the financial figures. In 2018, Swisscom achieved good, stable revenue of CHF 11.7 billion and – excluding special effects – stable EBITDA of CHF 4.2 billion. Net income amounted to around CHF 1.52 billion. Capital expenditure of around CHF 2.4 billion correspond to 20% of revenue. This shows how intensively Swisscom is investing in the future.

Urs Schaeppi also discussed three highlights from 2018. He is particularly pleased that the Xing study named Swisscom yet again as the number one employer of choice. This is very important because Swisscom needs good and committed employees in a constantly changing market. As a further highlight, he mentioned capital expenditure in the network and excellent network service, both of which have been confirmed by network tests and foreign technology suppliers. This shows that capital expenditure is paying off. The last highlight he mentioned was the inOne bundle. No other product has ever allowed Swisscom to grow this fast.

Urs Schaeppi continued to address individual topics relating to operational business. He noted that Swisscom has changed the television experience substantially with its TV product as an innovation driver. Last year, Swisscom was able to increase its TV market share by 2% to 35%. The TV product is being further developed on an ongoing basis to ensure that Swisscom remains a leader and competitive player, especially in the face of growing international competition from the internet.

The inOne mobile go mobile telephony offering launched in March, which includes roaming charges, was very well received on the market. 250,000 customers have already opted for this product.

One pillar of the strategy is the customer experience, which is the result of a combination of network, product and customer service. Based on the new “House of Swisscom” pilot shop in Basel, Urs Schaeppi showed how Swisscom invests in customer service. Swisscom is the customer service leader but aims to become even better all the time.

As a full-service provider, Swisscom has a broad and very sustainable position in the business customer market. In addition to conventional telecommunications products, Swisscom is the leading cloud provider in Switzerland. Swisscom is also one of the major providers of outsourcing services.
for Swiss banks and a well-known provider in the area of security. Swisscom could grow in the business customer market, although it has experienced substantial price erosion here as well.

**Urs Schaeppi** went on to discuss the capital expenditure strategy and stated that the fixed network of each municipality will have been modernised by 2021. 90% of Swiss households would then reach a speed of more than 80 Mbps, with even more than 200 Mbps possible for around 75% of households. Swisscom already has the best mobile network in Switzerland. Swisscom’s goal is to also operate the leading network with respect to 5G technology. Swisscom achieved good results in the 5G auction. Now, we are waiting for the allocation of frequencies. The goal is to have a well-developed 5G network by the end of 2019. 5G is the technology of the future that is driving innovation in areas such as industrial automation, virtual reality and augmented reality. Expanding 5G technology presents two or three challenges. The Swiss radiation limits are ten times more stringent than in all its neighbouring countries. These limits make it difficult to rapidly expand 5G networks. Mobile radiation is also a frequent topic of discussion. 5G technology will initially be operated at frequencies similar to 3G and 4G. There are thousands of studies that look at the effect of signals at these frequencies and not a single one shows that mobile communications are harmful. Swisscom therefore believes that 5G should be expanded more swiftly.

Fastweb has performed well in a highly competitive market. Its good market performance was reflected in an 8% increase in revenue. Operating income rose by 6% to EUR 700 million.

**Urs Schaeppi** concluded by saying that the market will continue to be characterised by price erosion and competitive pressure in 2019. Competitors are expected to join together. Swisscom’s strategy is the right strategy to enable Swisscom to secure its leading position in this new environment as well. What is important, however, is that Swisscom continues to develop. The topics of innovation and transformation are therefore of great importance to Swisscom. **Urs Schaeppi** is convinced that Swisscom will be able to maintain its position as the market leader in 2019 as well.

Finally, he thanked all those present for their confidence in Swisscom.

(The manuscript (in German) can be found in Annex 2 to the minutes).
The Chairman then stated that KPMG AG, as the statutory auditor for Swisscom Ltd, recommended that the annual and consolidated financial statements be approved. The corresponding reports did not contain any reservations. In addition, the statutory auditors confirmed that the consolidated and annual financial statements of Swisscom Ltd for the 2018 fiscal year comply with Swiss law and present the company’s net asset, financial, income and liquidity positions in a manner that reflects the actual situation. The auditors also confirmed that the financial statements of Swisscom Ltd for the 2018 financial year comply with Swiss law and the company’s articles of incorporation and that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position, profit or loss and liquidity of the company. The Chairman avails himself of the opportunity to thank the auditors for their diligent work. The Chairman thanked the auditors for the careful execution of their mandate and for their excellent and solution-oriented cooperation over the past 15 years. The Chairman opens the discussion.

The Chairman stated that four shareholders who wished to speak have entered their names in the list for the discussion. He called forward Mr M. M., from M., as the first speaker.

The speaker discussed the training of multimedia technicians and then talked about his company’s difficulties in reaching customers using IP telephony. He believes that managing everything via the internet is not good and criticised low transmission speeds in Meggen. The Chairman expressed his thanks and handed over to the CEO. He replied that Swisscom invests CHF 1.7-1.8 billion per year in networks and security, including in remote areas. In the future, over 90% of households should reach transmission speeds of over 80 Mbps. Nowadays, IP telephony is a very stable product. He could not understand the claim about difficulties at Swisscom.

Mr G. P., from B., representative of syndicom, started out by saying that the employees had made a significant contribution to getting Swisscom to where it is today. syndicom has followed Swisscom’s strategies over the past 20 years and tried to help shape them. It also largely supported the strategy of technological conversion, because only a company that address technological advances head-on would be in a position to create and maintain jobs. This is precisely what the Board of Directors and the Executive Board have been doing until now. That is a great achievement, also thanks to the employees. syndicom is concerned, however, that the federal government is sticking to strategic financial goals that will lead to staff reductions. The reduction is being carried out cautiously and with foresight and syndicom worked together with Swisscom to define the strategic human resources planning. However, the reduction would not be as major if the Federal Council were to adjust its financial targets. syndicom has submitted a petition to the Federal Council against the downsizing as a result. The Federal Council would have to change the owner strategy. He hopes that the Board of Directors hears syndicom’s plea and supports syndicom’s position. The Chairman expressed his thanks for the vote of confidence in Swisscom and agreed with the speaker that technology and the market are the measure of all things. Swisscom has to develop new business areas due to declining prices. Swisscom has succeeded in creating jobs as a result. It is true, however, that Swisscom had to cut jobs overall. A large proportion of the dismissed employees, however, were able to be placed in the market. Swisscom has to face the market. Only a healthy company is capable of securing jobs in the long term and offers a future.
Like all other shareholders, Swisscom is only able to take note of the Federal Council’s objectives. The Chairman will make a note of all issues directed to the Federal Council.

Mr A. P., from R., pointed out that Swisscom’s network coverage in Basel’s border region is insufficient. He is annoyed that his mobile phone keeps connecting to the network of a French or German mobile provider. The Chairman expressed his thanks for the opinion. The CEO explained that it is a challenge for Swisscom to offer a good mobile broadband network in the border regions. The network operators of neighbouring countries are allowed to operate their antennas with higher legally stipulated radiation limits and radiate across the border into Switzerland. In addition, Swisscom’s antenna density in the region in question is not optimal because finding antenna locations is difficult. The new inOne mobile go offer, which includes roaming, offers help in this situation.

Mr W. G., from B., asked the independent voting proxy how this year’s postal and electronic powers of attorney and instructions had reached him, where they were counted and how they were processed. The Speaker also pointed out that, in his opinion, the Swisscom Shops in Berne do not employ enough staff. This causes long waiting times. Finally, he wanted to know the status of House of Switzerland. The independent proxy, represented by Mr Roberto Hayer, assures the Speaker that Reber Rechtsanwälte complies with the independence provisions of the Swiss Code of Obligations and the Ordinance against Excessive Remuneration in Listed Companies for the 2019 Shareholders’ Meeting. The same also applies to Computershare Schweiz AG, which supports the independent proxies in the further processing of powers of attorney and instructions. Reber Rechtsanwälte had been in regular contact with Computershare Schweiz AG. Shareholders have two ways to grant powers of attorney, either to Reber Rechtsanwälte or with a reply envelope sent to Computershare Schweiz AG. The powers of attorney and instructions were processed accordingly by Reber Rechtsanwälte or Computershare Schweiz AG. From the time the invitations to shareholders were sent out until the Shareholders’ Meeting, no information on powers of attorney or instructions issued had been exchanged with Swisscom. Regarding the question of high customer frequency in the shops in Berne, the CEO stated that one of the shops in Berne has high peaks in customer traffic. The number of visitors does not follow any pattern. It is therefore difficult to react to them. From a nationwide perspective, figures from Swisscom Shops indicate that customers only have to wait a short time. The Chairman explained that the House of Swisscom in Basel is located at Marketplace 11.

Speaker U. D., from W., was interested in whether or not Swisscom is aware of the reasons for the 10% increase in employee turnover and the 4% drop in value added per employee, and if measures have been taken. He wanted to know if Swisscom employees have the opportunity to acquire Swisscom shares at a reduced price with a three-year blocking period. The speaker also wanted to know if Swisscom is considering cooperation with other telecom companies in Europe in order to be competitive on the European market. Finally, the speaker asked if Swisscom could serve customers nationwide with the acquired 5G frequencies. The Chairman explained that the “Pulse” internal employee survey, conducted twice a year, showed that Swisscom employees were more satisfied than competitors’ employees – as measured against a benchmark. The fluctuation
can be explained by normal market behaviour. Good employees are poached and are not leaving Swisscom because they are dissatisfied. The declining value added per employee is attributable to falling prices. The CEO explained that Swisscom does not hold any employee shares. When asked about cooperation in Europe, the CEO replied that Swisscom was not interested in a European merger. Swisscom has sufficient economies of scale to remain competitive in Switzerland. Partnerships would cause the company to grow more complex and lose agility. Swisscom is well positioned for the future. With regard to 5G coverage, the CEO can guarantee that Swisscom was able to acquire the right frequencies at auction in order to provide customers in Switzerland with high-speed, nationwide coverage. The key challenges involve obtaining the licences needed to install the antennas as well as the legal limits.

There was no request for further discussion. The Chairman therefore proceeded to the vote on the proposal by the Board of Directors for agenda item 1.1. The secretary explained the functions of the voting devices and how to use them before the vote was taken. The Chairman then advised that, during the waiting period before announcement of the results of the vote, short film excerpts on the topic “Useful tips for navigating a networked world” would be played.

The Shareholders’ Meeting approved the management report, the financial statements of Swisscom Ltd and the consolidated financial statements for the financial year 2018 with the following result:

Valid votes cast 37,487,613
Absolute majority 18,743,807
Yes votes 37,478,665 99.97%
No votes 8,948 0.03%
Abstentions 336,690

1.2 Agenda item 1.2: Consultative vote on the Remuneration Report 2018

The Board of Directors proposed that affirmative notice of the Remuneration Report 2018 be taken by means of a consultative vote.

The Chairman advised that the result of the vote is not legally binding. The result of the vote provides an indicator for the Board of Directors as to whether the shareholders agree with the remuneration for the 2018 financial year and the remuneration system. The annual report sets out Swisscom’s remuneration policy and the payments to the members of the Board of Directors and the Group Executive Board in 2018 in a detailed and transparent manner.

The Chairman presented the remuneration system for the Board of Directors and informed those present that it was unchanged from previous years. With this system, the interests of the Board of Directors are aligned with shareholders’ interests in the long term. In 2018, the payments to the Board of Directors, including social security contributions, amounted to CHF 2,291 million, which
was approximately 1.8% higher than in the previous year. The increase was due to a higher number of meetings and telephone conferences as well as higher employer contributions to social security. The maximum total amount authorised by the Shareholders’ Meeting for 2018 – CHF 2.5 million – was therefore observed.

The Chairman also presented the performance-based remuneration system of the Swisscom Group Executive Board, which is used to motivate the management to increase the enterprise value in a sustainable manner and to align its actions with the shareholders’ interests in the long term. The performance-related salary component is dependent on achieving corporate goals. One part is paid in the form of Swisscom shares that are blocked from being sold for three years. In addition, the members of the Group Executive Board are obliged to retain a minimum share stock permanently. For 2018, payments totalling CHF 8.621 million were paid out to the Group Executive Board, i.e. CHF 117,000 or 1.5% less than in the previous year. In practical terms, the CEO’s total remuneration decreased by CHF 39,000 or 2.1%. The decrease in total remuneration was mainly due to lower variable remuneration. The total remuneration in 2018 therefore lies within the framework of the total amount (CHF 9.7 million) approved by the Shareholders’ Meeting for 2018.

In conclusion, the Chairman pointed out that the Board of Directors ensures transparency with the remuneration report and proves that appropriate salaries are being paid and a policy based on sound judgment is being pursued.

Speaker W. G., from B., rejoined the discussion and addressed speaker U. D.’s request regarding employee shares. The speaker spoke in favour of employees being able to acquire Swisscom shares at a reduced rate as an employee retention measure.

The Chairman thanked the speaker and took note of the opinion.

In accordance with the proposal, the Ordinary Shareholders’ Meeting took affirmative notice of the Remuneration Report 2018 with the following result:

<table>
<thead>
<tr>
<th>Category</th>
<th>Votes</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Valid votes cast</td>
<td>37,438,077</td>
<td></td>
</tr>
<tr>
<td>Absolute majority</td>
<td>18,719,039</td>
<td></td>
</tr>
<tr>
<td>Yes votes</td>
<td>36,283,492</td>
<td>96.91%</td>
</tr>
<tr>
<td>No votes</td>
<td>1,154,585</td>
<td>3.09%</td>
</tr>
<tr>
<td>Abstentions</td>
<td>386,170</td>
<td></td>
</tr>
</tbody>
</table>
2. **Agenda item 2: Appropriation of the 2018 retained earnings and declaration of dividend**

Composition of retained earnings:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Balance carried forward from prior year</td>
<td>CHF 4,100 million</td>
</tr>
<tr>
<td>Net income 2018</td>
<td>CHF 2,324 million</td>
</tr>
<tr>
<td>Total retained earnings 2018</td>
<td>CHF 6,424 million</td>
</tr>
</tbody>
</table>

The Board of Directors proposed that the retained earnings be appropriated as follows:

The Board of Directors proposed that the retained earnings from financial year 2018 of CHF 6,424 million be appropriated as follows:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dividend of CHF 22 per share for 51,801,600 shares(^1)</td>
<td>CHF 1,140 million</td>
</tr>
<tr>
<td>Balance to be carried forward</td>
<td>CHF 5,284 million</td>
</tr>
</tbody>
</table>

No dividends will be paid out on shares held by Swisscom Ltd.

The Chairman determined that the shareholders will be paid out a gross dividend of CHF 22 per share, or after deducting of federal withholding tax of 35\%, a net dividend of CHF 14.30, subject to approval of the proposal.

There was no request for further discussion.

The Shareholders’ Meeting approves the proposal by the Board of Directors with the following result:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Valid votes cast</td>
<td>37,495,617</td>
</tr>
<tr>
<td>Absolute majority</td>
<td>18,747,809</td>
</tr>
<tr>
<td>Yes votes</td>
<td>37,474,129</td>
</tr>
<tr>
<td>No votes</td>
<td>21,488</td>
</tr>
<tr>
<td>Abstentions</td>
<td>328,540</td>
</tr>
</tbody>
</table>

3. **Agenda item 3: Discharge of the members of the Board of Directors and the Group Executive Board**

The Board of Directors proposed that discharge be granted to the members of the Board of Directors and the Group Executive Board for the financial year 2018.

The members of the Board of Directors and all persons who were members of management during financial year 2018 are not entitled to votes for their own shares or shares represented by proxy. These persons were asked to abstain from voting. This rule also applies to any representatives of such persons.

\(^1\) As of: 31 December 2018
There was no request for discussion.

The Shareholders’ Meeting discharged the members of the Board of Directors and the Group Executive Board for the 2018 financial year with the following result:

- Valid votes cast: 37,458,215
- Absolute majority: 18,729,108
- Yes votes: 37,382,750 (99.79%)
- No votes: 75,465 (0.21%)
- Abstentions: 345

4. **Agenda item 4: Elections and Re-elections to the Board of Directors**

The Chairman announced that Valérie Berset Bircher stepped down from the Board of Directors on 31 December 2018 and that Catherine Mühlemann will step down at today’s Shareholders’ Meeting. That means two new elections are due: that of Ms Lathion-Zweifel as employee representative and Michael Rechsteiner. All other members of the Board of Directors were standing for re-election to the positions on which the Shareholders’ Meeting is voting. The representative of the Confederation is not elected by the Shareholders’ Meeting but is delegated by the Federal Council. The Federal Council appointed him for a further term of office up to the conclusion of the Shareholders’ Meeting 2020.

The Chairman thanked the employee representative Valérie Berset Bircher and Catherine Mühlemann for their valuable contributions to the Board.

4.1 **Agenda item 4.1: Re-election of Roland Abt**

The Board of Directors proposed that Roland Abt be re-elected as a Member of the Swisscom Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

The Chairman briefly introduced Roland Abt: Roland Abt is a Swiss citizen, has a PhD in Business Administration and is a recognised financial expert. He was elected to the Board of Directors in April 2016 and has been sitting on the Audit Committee. Since April 2018, he has been chair of the Audit Committee and a member of the Remuneration Committee. Roland Abt was employed by the Georg Fischer Group from 1996 to 2016, most recently as CFO of Georg Fischer Ltd. and a member of the Group Executive Board from 2004. Roland Abt has four other Board of Directors mandates, one of which is in a listed company.

There was no request for further discussion.
In accordance with the proposal, the Shareholders’ Meeting elected Roland Abt as a member of the Board of Directors for a term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

- Valid votes cast: 37,487,690
- Absolute majority: 18,743,846
- Yes votes: 37,424,204 (99.83%)
- No votes: 63,486 (0.17%)
- Abstentions: 336,038

Roland Abt accepted his election.

4.2 Agenda item 4.3: Re-election of Alain Carrupt

The Board of Directors proposed that Alain Carrupt be re-elected as member of the Swisscom Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

The Chairman briefly introduced Alain Carrupt: Alain Carrupt is a Swiss citizen, has a Federal high school diploma in commerce and has completed numerous further education courses. Since April 2016, he has been an employee representative on the Board of Directors and a member of the Finance Committee. Alain Carrupt worked for staff associations from 1994, and most recently as Chairman of the Syndicom trade union, until February 2016.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Alain Carrupt as a member of the Board of Directors for a term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

- Valid votes cast: 37,480,977
- Absolute majority: 18,740,489
- Yes votes: 37,442,269 (99.89%)
- No votes: 38,708 (0.11%)
- Abstentions: 342,751

Alain Carrupt accepted his election.
4.3 **Agenda item 4.4: Re-election of Frank Esser**

The Board of Directors proposed that Frank Esser be re-elected as member of the Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

The Chairman briefly introduced Frank Esser: Frank Esser is a German citizen, holds a degree in business administration and has a Doctorate in Political Science. He has been a member of the Board of Directors and the Finance Committee since 2014. He has chaired the Finance Committee and been a member of the Remuneration Committee since 2016. He has been Vice Chairman of the Board of Directors since 2018. Frank Esser was CEO of the Société française du radiotéléphone (SFR) and a member of the Vivendi Group Executive Board until 2012. Today, he has one other mandate in listed companies.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Frank Esser as a member of the Board of Directors for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

<table>
<thead>
<tr>
<th>Category</th>
<th>Votes</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Valid votes</td>
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<td></td>
</tr>
<tr>
<td>Absolute majority</td>
<td>18,743,354</td>
<td></td>
</tr>
<tr>
<td>Yes votes</td>
<td>37,423,885</td>
<td>99.83%</td>
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<tr>
<td>No votes</td>
<td>62,822</td>
<td>0.17%</td>
</tr>
<tr>
<td>Abstentions</td>
<td>337,021</td>
<td></td>
</tr>
</tbody>
</table>

Frank Esser accepted his election.

4.4 **Agenda item 4.4: Re-election of Barbara Frei**

The Board of Directors proposed that Barbara Frei be re-elected as member of the Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

The Chairman briefly introduced Barbara Frei: Barbara Frei is a Swiss citizen, has a doctorate in engineering, and holds a Master of Business Administration from IMD Lausanne. She has been a member of the Swisscom Board of Directors since 2012 and was a member of the Finance Committee until the end of 2013. Since 2014, Barbara Frei has been a member of the Remuneration Committee and currently holds the chair. Since December 2016, Barbara Frei has worked for the Schneider Electric Group in Paris, where she is currently Executive Vice President Europe Operations. Barbara Frei holds several mandates in conjunction with this position. Today, she has one other mandate in a listed company.

There was no request for discussion.
In accordance with the proposal, the Shareholders’ Meeting elected Barbara Frei as a member of the Board of Directors for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

- Valid votes cast: 37,482,440
- Absolute majority: 18,741,221
- Yes votes: 37,424,692 (99.84%)
- No votes: 57,748 (0.16%)
- Abstentions: 341,288

Barbara Frei accepts her election.

4.5 **Agenda item 4.5: Election of Sandra Lathion-Zweifel**

The Board of Directors proposed that Sandra Lathion-Zweifel be elected as a member of the Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

The Chairman briefly introduced Sandra Lathion-Zweifel: Sandra Lathion-Zweifel is a Swiss citizen. She is a lawyer holding a licentiate degree in law, a Master of Laws from Columbia University, New York, and a trader’s licence from the SIX Swiss Exchange. From 2015 to 2018, she attended further education courses at INSEAD (Paris), IMD (Lausanne) and the SGMI Institute of Management St. Gallen.

Sandra Lathion-Zweifel started her professional career in 2005 at the law firm of Lenz & Staehelin in Zurich as a lawyer for mergers and acquisitions. From 2010 to 2014, she headed up the Financial Products area of Legal & Compliance at Credit Suisse AG in Zurich. She then headed up the Institutes and Products section of the Asset Management division of the Swiss Financial Market Supervisory Authority FINMA until 2018 and was responsible for approving Swiss and foreign investment funds and for Swiss institutions operating in the field of investment funds. Since September 2018, Sandra Lathion-Zweifel has been counsel for the Lenz & Staehelin law firm in Geneva.

Sandra Lathion-Zweifel is a member of the Board of Directors and the Audit Committee of the exchange-listed Banque Cantonale du Valais in Sion, Switzerland.

The Chairman stated that he is convinced that her many years of experience as an executive in the financial industry and as a lawyer will make Sandra Lathion-Zweifel an ideal addition to the Swisscom Board of Directors.

There was no request for discussion.
In accordance with the proposal, the Shareholders’ Meeting elected Catherine Mühlemann as a member of the Board of Directors for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

Valid votes cast: 37,483,884
Absolute majority: 18,741,943
Yes votes: 37,447,045 (99.90%)
No votes: 36,839 (0.10%)
Abstentions: 339,844

Sandra Lathion-Zweifel accepts her election.

4.6 **Agenda item 4.6: Re-election of Anna Mossberg**

The Board of Directors proposed that Anna Mossberg be re-elected as a member of the Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

The Chairman briefly introduced Anna Mossberg: Anna Mossberg is a Swedish citizen. She has a Master of Science in Industrial Engineering & Management.

She has been on the Swisscom Board of Directors and served as a member of the Finance Committee since April 2018. As a member of the Management Team of Google Sweden and in the role of Industry Leader, Anna Mossberg was most recently responsible for digitisation in a number of sectors from August 2015 to early March 2018. Anna Mossberg currently holds another Board of Directors mandate in a listed company.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Anna Mossberg as a member of the Board of Directors for the term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

Valid votes cast: 37,481,476
Absolute majority: 18,740,739
Yes votes: 37,436,130 (99.87%)
No votes: 45,346 (0.13%)
Abstentions: 342,252

Anna Mossberg accepted her election.
4.7 **Agenda item 4.7: Election of Michael Rechsteiner**

The Board of Directors proposed that Michael Rechsteiner be elected as a member of the Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

The Chairman briefly introduced Michael Rechsteiner: Michael Rechsteiner is a Swiss citizen and holds a Master of Science in Mechanical Engineering from ETH Zurich and a Master of Business Administration from the University of St. Gallen.

Michael Rechsteiner began his career at ABB Kraftwerke AG, where he held various positions from 1990 to 2000; most recently as General Manager for ABB Power Generation in Malaysia for four years. From 2000 to 2002, Michael Rechsteiner initially worked as the Managing Director of Alstom Power’s Power Plants division and then as Vice President of Project Execution for the global handling of power plant projects. From 2003 to 2007, Michael Rechsteiner held the post of Chief Operations Officer at former textile machinery manufacturer Sultex. In this function, he was responsible for the company’s business operations and headed acquisition projects and the programme for the sustainable restructuring of the company. From 2007 to 2015, Michael Rechsteiner held various positions at Alstom Power. In his role as Vice President, he initially headed the global service network set up under his leadership and subsequently assumed responsibility for all Thermal Services product lines. He then served as the CEO and Senior Vice President, assuming overall responsibility for Alstom Power’s global services business. Michael Rechsteiner has worked for General Electric Power since 2015. Following General Electric’s acquisition of Alstom Power in 2015, he was appointed GE Office and Vice President of Global Product Lines at GE Power Services. Since April 2017, he has been responsible for the regional business of GE Power Services Europe and was recently made CEO of GE Gas Power Europe. He is also the President of GE (Switzerland) GmbH.

Michael Rechsteiner has been a member of the Swissmem Council since 2017 and was a member of the Board of Directors of Sultex Ltd from 2005 to 2009.

He has many years of operational management experience in industry in Switzerland and abroad as well as experience as a member of the Board of Directors. He is thus a perfect addition to the Swisscom Board of Directors.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Michael Rechsteiner as a member of the Board of Directors for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:
Valid votes cast 37,476,281
Absolute majority 18,738,141
Yes votes 37,435,339 99.89%
No votes 40,492 0.11%
Abstentions 347,447

Michael Rechsteiner accepted his election.

4.8 Agenda item 4.8: Re-election of Hansueli Loosli

The Board of Directors proposed that Hansueli Loosli be re-elected as member of the Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

Frank Esser briefly introduced Hansueli Loosli: Hansueli Loosli is a Swiss citizen and has been a member of the Board of Directors since 2009 and has been Chairman since 2011. He chairs the ad hoc Nomination Committee and is a member of the Audit Committee, Finance Committee and Remuneration Committees respectively. He has an advisory function in the Remuneration Committee without voting rights. Hansueli Loosli is a Swiss certified expert for accounting and controlling. Hansueli Loosli was Chairman of the Executive Board of the Coop Association, Basel, until the end of August 2011. At the time, he assumed the chair of the Board of Directors of the current Coop Group Association and of other companies of the Coop Group (of which one is a listed company). Alongside his Coop Group mandates, he has one other mandate.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Hansueli Loosli as a member of the Board of Directors for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

Valid votes cast 37,486,088
Absolute majority 18,743,045
Yes votes 37,356,508 99.65%
No votes 129,580 0.35%
Abstentions 337,640

Hansueli Loosli accepted his election.
4.9  **Agenda item 4.9: Re-election of Hansueli Loosli as Chairman**

The Board of Directors proposed that Hansueli Loosli be re-elected as Chairman of the Board of Directors for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Hansueli Loosli as a Chairman of the Board of Directors for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

- Valid votes cast: 37,477,362
- Absolute majority: 18,738,682
- Yes votes: 37,346,586 (99.65%)
- No votes: 130,776 (0.35%)
- Abstentions: 346,341

Hansueli Loosli accepted his election.

The Chairman thanked the shareholders on his own behalf, and on behalf of all members of the Board of Directors, for the election and the trust that they have therefore placed in the Board of Directors.

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5.  **Agenda item 5: Re-elections to the Remuneration Committee**

The Chairman opened the floor for the elections to the Remuneration Committee and introduces Renzo Simoni: Renzo Simoni, Dr. sc. techn., civil engineer ETH, is a Swiss citizen and has been a representative of the Swiss Confederation in the Board of Directors, delegated by the Swiss Federal Council and a member of the Finance Committee and a member of the Remuneration Committee since 2017. From 2007 to 2017, he was Chairman of the Management Board at Alp-Transit Gotthard AG. He holds two additional mandates.

The Board of Directors intends to re-appoint Barbara Frei as Chairwoman of the Remuneration Committee if she is re-elected by the shareholders.

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5.1  **Agenda item 5.1: Re-election of Roland Abt**

The Board of Directors proposed that Roland Abt be re-elected to the Remuneration Committee for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

There was no request for discussion.
In accordance with the proposal, the Shareholders’ Meeting elected Roland Abt as a member of the Remuneration Committee for a term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

- Valid votes cast: 37,474,090
- Absolute majority: 18,737,046
- Yes votes: 37,334,138 (99.62%)
- No votes: 139,952 (0.38%)
- Abstentions: 349,603

Roland Abt accepted his election.

5.2 **Agenda item 5.2: Re-election of Frank Esser**

The Board of Directors proposed that Frank Esser be re-elected to the Remuneration Committee for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

In accordance with the proposal, the Shareholders’ Meeting elected Frank Esser as a member of the Remuneration Committee for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

- Valid votes cast: 37,469,822
- Absolute majority: 18,734,912
- Yes votes: 37,272,967 (99.47%)
- No votes: 196,855 (0.53%)
- Abstentions: 353,871

Frank Esser accepted his election.

5.3 **Agenda item 5.3: Re-election of Barbara Frei**

The Board of Directors proposed that Barbara Frei be re-elected to the Remuneration Committee for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Barbara Frei as a member of the Remuneration Committee for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:
Valid votes cast 37,477,370
Absolute majority 18,738,686
Yes votes 37,260,017 99.42%
No votes 217,353 0.58%
Abstentions 346,323

Barbara Frei accepted her election.

5.4 Agenda item 5.4: Re-election of Hansueli Loosli
The Board of Directors proposed that Hansueli Loosli be re-elected to the Remuneration Committee as a member without voting rights for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Hansueli Loosli as a member without voting rights of the Remuneration Committee for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:

Valid votes cast 37,473,704
Absolute majority 18,736,853
Yes votes 37,261,904 99.43%
No votes 211,800 0.57%
Abstentions 349,989

Hansueli Loosli accepted his election.

5.5 Agenda item 5.5: Re-election of Renzo Simoni
The Board of Directors proposed that Renzo Simoni be elected to the Remuneration Committee for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting elected Renzo Simoni as a member of the Remuneration Committee for another term of office ending with the conclusion of the next Ordinary Shareholders’ Meeting with the following result:
Valid votes cast 37,465,728
Absolute majority 18,732,865
Yes votes 37,167,751 99.20%
No votes 297,977 0.80%
Abstentions 357,965

Renzo Simoni accepted his election.

6. Agenda item 6: Remuneration of the members of the Board of Directors and the Group Executive Board

The Chairman explained that the maximum total remuneration amount for 2020 for the Board of Directors and the Group Executive Board will be submitted to the Shareholders’ Meeting for approval. The total effective remuneration of the Board of Directors and the Group Executive Board will be disclosed in full detail in the Remuneration Report for the 2020 financial year. A consultative vote on the Remuneration Report will be carried out on the occasion of the Ordinary Shareholders’ Meeting in 2021.

6.1 Agenda item 6.1: Approval of the total remuneration of the members of the Board of Directors for 2020

The Board of Directors proposed that the maximum total amount of CHF 2.5 million for the remuneration of the members of the Board of Directors in the 2020 financial year be approved.

The Chairman advised that this amount is intended for remuneration of nine members of the Board of Directors and is corresponding to the amount approved by the Shareholders’ Meeting for remuneration in 2019.

It is composed of the following:

- CHF 2.0 million for fixed director’s fees, a third of which will be paid out as shares, as previously the case
- CHF 0.3 million meeting attendance fees and
- CHF 0.2 million employer contributions to social security.

A small reserve amount for any additional meetings that might be required due to specific situations was factored into the total amount.
A diagram showing a comparison between remuneration levels from 2017 to 2020 was displayed. The remuneration paid in 2017 and 2018 amounted to CHF 2.3 million. The total amount approved by the Shareholders’ Meeting for 2019 is CHF 2.5 million, and the total amount submitted for 2020 is CHF 2.5 million.

There was no request for discussion.

In accordance with the proposal, the Shareholders’ Meeting approved the remuneration of the members of the Board of Directors for the 2020 financial year amounting to a maximum total amount of CHF 2.5 million with the following result:

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<tr>
<th>Description</th>
<th>Votes Cast</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Valid votes cast</td>
<td>37,459,356</td>
<td></td>
</tr>
<tr>
<td>Absolute majority</td>
<td>18,729,679</td>
<td></td>
</tr>
<tr>
<td>Yes votes</td>
<td>37,089,544</td>
<td>99.01%</td>
</tr>
<tr>
<td>No votes</td>
<td>369,812</td>
<td>0.99%</td>
</tr>
<tr>
<td>Abstentions</td>
<td>364,291</td>
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</tr>
</tbody>
</table>

6.2 Agenda Item 6.2: Approval of the total remuneration of the members of the Group Executive Board for 2020

The Board of Directors proposed that the maximum total amount of CHF 9.7 million for the remuneration of the Group Executive Board in the 2020 financial year be approved.

The Chairman advised that this amount is based on the remuneration of seven members of the Group Executive Board. It comprises the following:

- CHF 3.9 million for base salaries
- CHF 3.9 million for variable, performance-related remuneration and
- CHF 1.9 million for pension contributions and fringe benefits, as well as employer contributions to social insurance.

He also stated that the submitted maximum total amount of CHF 9.7 million is the same as the amount approved at the Shareholders’ Meeting for 2019. From the perspective of the Board of Directors, the total approved amount for 2019 includes enough margin to account for a potential increase to basic salaries. No further increases were submitted for 2020. The Board of Directors will confirm the basic salaries for 2020 at the end of 2019.

Furthermore, the Chairman advised that the total amount applied for is considerably more than the remuneration that was paid for the members of the Group Executive Board in 2018. This can, in particular, be attributed to the fact that the maximum variable remuneration has been factored into the total amount applied for. The vote was therefore based on the remuneration that would be due if every member of the Group Executive Board far surpassed their individual objectives.
The Board of Directors will define the objectives of the 2020 financial year at the end of 2019. Once the annual result has been submitted in February 2021, the achievement of objectives will then be defined. This could total anything from 0% to 130%. The Board of Directors deems a 100% achievement of objectives as realistic from today’s perspective. If targets are 100% achieved in 2020, the total remuneration is expected to amount to CHF 8.4 million.

The diagram shown illustrated that the remuneration paid in 2017 to 2020 remained significantly below the respective maximum total amount, and the Board of Directors expects this situation to continue in 2019 and 2020 as well.

There was no request for discussion.

In accordance with the proposal by the Board of Directors, the Shareholders’ Meeting approved the maximum total amount of CHF 9.7 million for remuneration of the members of the Group Executive Board for 2020 with the following result:

<table>
<thead>
<tr>
<th>Description</th>
<th>Votes</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Valid votes cast</td>
<td>37,456,543</td>
<td></td>
</tr>
<tr>
<td>Absolute majority</td>
<td>18,728,272</td>
<td></td>
</tr>
<tr>
<td>Yes votes</td>
<td>37,180,598</td>
<td>99.26%</td>
</tr>
<tr>
<td>No votes</td>
<td>275,945</td>
<td>0.74%</td>
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<tr>
<td>Abstentions</td>
<td>366,792</td>
<td></td>
</tr>
</tbody>
</table>

7. **Agenda item 7: Re-election of the independent proxy**

The Board of Directors proposed that the law firm Reber Rechtsanwälte KIG, Zurich, be re-elected as independent proxy for a period of time until the conclusion of the next Ordinary Shareholders’ Meeting.

The Chairman explained that the partners in the law firm Reber Rechtsanwälte and the persons involved in performing the function of independent proxy meet the statutory requirements for independence. Swisscom maintains the normal customer relationships for telecommunications services with the persons involved. These are transacted on the same conditions as with third parties. There are no contractual or other relationships that could compromise the independence of the persons involved. Reber Rechtsanwälte has confirmed that their firm meets the independence requirements to perform this mandate.

There was no request for discussion.

In accordance with the proposal by the Board of Directors, the Shareholders’ Meeting re-elected the law firm Reber Rechtsanwälte KIG, Zurich, for another term of office as an independent proxy until the conclusion of the next Ordinary Shareholders’ Meeting with the following result:
The Chairman expressed his thanks for acceptance of the mandate and congratulates on the election. The law firm Reber Rechtsanwälte, Zurich, accepted its election.

8. **Agenda item 8: Election of the statutory auditors**

The Board of Directors proposed that PricewaterhouseCoopers AG, Zurich, be elected as the statutory auditor for the 2019 financial year.

By way of introduction, the Chairman informed the meeting that the Board of Directors put out a new call for tender for the mandate of the Statutory Auditors in 2018. The tender was conducted under the scope of a policy defined by the Board of Directors on the principles governing the mandate of the auditors. The Audit Committee managed the tender process and defined transparent selection criteria. The four major audit firms were invited to submit an offer. The Audit Committee evaluated the bids in accordance with the defined selection criteria and, based on this evaluation, submitted two audit firms to the Board of Directors with a recommendation. The Board of Directors chose the audit firm recommended by the Audit Committee and proposed to the Shareholders’ Meeting that PricewaterhouseCoopers AG, or PwC for short, be elected. The Board of Directors thus proposed a change in the auditor. PwC is a state-supervised audit firm registered with the Federal Audit Supervisory Authority and has confirmed to Swisscom that it fulfills the legal requirements concerning independence.

There was no request for discussion.

In accordance with the proposal by the Board of Directors, the Ordinary Shareholders’ Meeting elected PricewaterhouseCoopers AG, Zurich, as the statutory auditor for the 2019 financial year with the following result:

<table>
<thead>
<tr>
<th>Category</th>
<th>Votes Cast</th>
<th>Percentage</th>
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</thead>
<tbody>
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<td>Valid votes</td>
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</tr>
<tr>
<td>Absolute majority</td>
<td>18,744,466</td>
<td></td>
</tr>
<tr>
<td>Yes votes</td>
<td>37,424,726</td>
<td>99.82%</td>
</tr>
<tr>
<td>No votes</td>
<td>64,204</td>
<td>0.18%</td>
</tr>
<tr>
<td>Abstentions</td>
<td>334,189</td>
<td></td>
</tr>
</tbody>
</table>
The Chairman congratulated PricewaterhouseCoopers AG on its election and expressed his thanks for acceptance of the mandate. PricewaterhouseCoopers AG accepted its election.

F. Closure

The Chairman thanked all shareholders for their loyalty and solidarity with the company and for the trust that they expressed by accepting the proposals made by the Board of Directors of Swisscom.

The 22nd Ordinary Shareholders’ Meeting for the 2019 financial year will be held in Zurich on Monday, 6 April 2020.

The Chairman closed the 21st Ordinary Shareholders’ Meeting of Swisscom Ltd at 3.55 p.m.

***

For the minutes:

The Chairman: The keeper of the minutes:

signed H. Loosli signed M. Vögeli
Chairman of the Board of Directors Secretary of the Board of Directors

Annex 1: Speech Chairman of the Board of Directors
Annex 2: Speech CEO
Annex 1:
Shareholders’ Meeting, 2 April 2019
Speech Hansueli Loosli, Chairman Swisscom Ltd

(Es gilt das gesprochene Wort)

Sehr geehrte Aktionärinnen, sehr geehrte Aktionäre


auch gleich berät, wie sie diesen am besten umfahren? Wirklich spannend wird es, wenn 5G voll-
unermäßig zur Verfügung stehen wird. Jedoch so lange zu warten, um entsprechende Geschäfts-
modelle aufzubauen, wäre fatal. Deshalb müssen wir den Aufbau von 5G jetzt vorantreiben. Dies
ist für unser Land und für unsere Gesellschaft von grösster Wichtigkeit. Wie Swisscom dies konk-
ret tut, wird Ihnen im Anschluss Urs Schaeppi erläutern.

Wie bereits erwähnt, geht der Wandel in unserer Branche rasant voran. Und wir halten damit
Schritt. Swisscom vernetzt längst nicht mehr nur Menschen, sondern auch Maschinen, Industrien
und ganze Ökosysteme. Wir surfen längst nicht mehr nur durch Daten, sondern nutzen diese, um
unsere Städte besser zu gestalten, um neue Bedürfnisse zu erkennen, oder um Energien und Res-
sourcen effizienter zu nutzen. Die Digitalisierung dringt in all unsere Lebensbereiche und lässt die
Welt zusammenwachsen. Sie führt zu neuen Geschäftsmodellen mit hochintegrierten Wert-
öpfungsketten, sie gestaltet und verbessert Kundenerlebnisse, macht Geschäftsprozesse effi-
zienter und ermöglicht neue Arbeitsformen. Parallel steigt der Marktdruck immer weiter.
Swisscom richtet ihr Geschäft konsequent auf die Anforderungen dieser vernetzten Welt und die
damit verbundenen Bedürfnisse von Privatpersonen, KMU und Grossunternehmen aus. Als füh-
rerdes ICT-Unternehmen der Schweiz sind wir optimal positioniert, um Menschen für die Mög-
lichkeiten in der vernetzten Welt zu begeistern. Denn ohne unsere Netze und IT wäre die Digitali-
sierung gar nicht möglich. Wer, wenn nicht wir, sind die Richtigten, um die Zukunft und den digita-
len Wandel aktiv mitzugestalten? Wir sind die Nummer 1. Und diese Nummer 1 wollen wir auch
bleiben, indem wir unseren Kunden ermöglichen, die Chancen der vernetzten Welt einfach zu nut-
zen.

Um unsere Ziele zu erreichen, hilft uns unsere starke Strategie. Die Basis von Swisscom ist und
bleibt das heutige Kerngeschäft mit Netz, Infrastruktur, TV und überzeugenden Produkten. Dieses
wollen wir nicht nur verwalten, sondern aus einer Position der Stärke weiterentwickeln. Wir wol-
len wachsen. Im Kerngeschäft aber auch in neuen Geschäftsfeldern. Swisscom setzt dabei auf Ge-
schäftsmodelle mit substantiellem Wachstum und nutzt vermehrt Partnerschaften. Weitere
Wachstumschancen bieten sich in angrenzenden Märkten, zum Beispiel mit Angeboten im Ge-
sundheitswesen, Banking oder ICT-Consulting Diensten. Auch internetbasierte Geschäftsmodelle
auf Basis von Blockchain oder im FinTech-Bereich versprechen Wachstum. Unsere italienische
Tochtergesellschaft Fastweb spielt eine wichtige Rolle. Denn Fastweb wächst in Italien durch den
Ausbau des Mobilfunkgeschäfts und die Erweiterung des Geschäftskundenportfolios. Parallel trei-
ben wir unsere Operational Excellence weiter voran. Über alldem aber steht das beste Kundener-
lebnis. Denn die Beziehung zu unseren Kunden ist der Kern unseres Erfolgs. Nur zufriedene Kun-
den sind auch gute Kunden. Darauf richten wir unser Handeln konsequent aus.


Wir vermitteln aber nicht nur Kenntnisse im Umgang mit in neuen Medien, sondern bilden auch sehr erfolgreich unsere eignen Berufsleute aus. 2018 arbeiteten bei Swisscom und cablex rund 1’000 Lernende in acht respektive drei Berufsbildern. Darauf sind wir sehr stolz, denn unsere Lernenden sind unsere Zukunft.


Werfen wir einen Blick auf die Swisscom Aktie. Diese ist nun seit 20 Jahren an der Börse kotiert. Innerhalb dieser Zeit verzeichnete die Swisscom Aktie eine durchschnittliche Gesamtrendite von jährlich 5%. Seit dem Börsengang hat Swisscom mittels Dividenden, Nennwertreduktionen und Aktienrückkaufprogrammen eine Gesamtsumme von 32 Milliarden Franken an ihre Aktionäre ausgeschüttet. 2018 ist der Schweizer Aktienindex SMI gegenüber dem Vorjahr um 10,2% gesunken, der Kurs der Swisscom Aktie reduzierte sich um 9,4% auf CHF 469.70. Im Vergleich mit den anderen europäischen Telekommunikationsunternehmen hat sich die Swisscom Aktie deutlich besser entwickelt.


Annex 2:

Shareholders’ Meeting, 2 April 2019

Speech Urs Schaeppi, CEO Swisscom Ltd, agenda item 1.1:
Approval of the Management Commentary, financial statements of Swisscom Ltd and the consolidated financial statements for the financial year 2018

(Es gilt das gesprochene Wort)

Sehr geehrte Aktionärinnen und Aktionäre
Sehr geehrte Damen und Herren
Mesdames et Messieurs les actionnaires, c’est un grand plaisir de pouvoir vous accueillir aujourd’hui en cette assemblée générale à Bâle.


In Italien ist der Betriebsgewinn gestiegen. Der Reingewinn der Swisscom beträgt CHF 1,52 Mrd. Die Investitionen betrugen CHF 2,4 Mrd., was rund 20% des Umsatzes entspricht. Das zeigt, wie intensiv Swisscom in die Zukunft investiert. Die grössten Investitionen gehen in unsere Netze in
der Schweiz. Über alles gesehen hat Swisscom ein gutes Ergebnis mit einer stabilen Marktposition erzielt.


Zum Kundenerlebnis: Ein Pfeiler unserer Strategie ist es, unseren Kunden ein überlegenes, begeistertes Kundenerlebnis zu liefern. Das Kundenerlebnis ergibt sich aus einer Kombination von Netz, Produkt und Kundenservice. Deshalb investieren wir nicht nur in das Netz und die Produkte,


Ich danke Ihnen ganz herzlich für das Vertrauen in Swisscom.