



**swisscom**

## **Regulations on the registration of trustees and nominees in the share register of Swisscom Ltd**

Pursuant to clauses 3.5 and 3.6 of the Articles of Incorporation of Swisscom Ltd<sup>1</sup>, the Board of Directors hereby issues the following regulations:

### **1. Conditions precedent for the registration as a trustee/nominee with voting rights**

If, due to the trading practices, usages of custody administration or for other reasons, it is impossible, cumbersome or undesirable to register the name of the beneficial owner in the share register, such shareholders (beneficial owners) may have their shareholdings recorded in the share register in the name of a trustee or nominee.

#### **1.1. Eligibility as a trustee/nominee**

Trustees or nominees may be Swiss banks, foreign banks or securities dealers who hold Swisscom shares for the account of the beneficial owners, ancillary companies of Swiss and foreign banks that act as custodians, or securities clearing organisations. Professional asset managers who have deposited shares of Swisscom Ltd as trustees in their own name but for the account of the respective beneficial owners with Swiss and foreign banks or securities dealers may also be recorded as trustees or nominees in the share register. A trustee or nominee must be subject to banking or financial market supervision or otherwise guarantee the proper conduct of its business activities.

#### **1.2. Application and agreement for the registration of trustees/nominees in the share register**

Trustees or nominees are recorded as shareholders with voting rights in the share register after having lodged an application for that purpose and entered into an agreement. By submitting the application for authorisation as a trustee or nominee and signing the agreement, the trustee or nominee accepts and expressly undertakes to comply with the terms stipulated in these Regulations.

As a rule, an institution specified in section 1.1 above may be registered as a trustee or nominee with voting rights in the share register for up to 5% of Swisscom's share capital as recorded in the commercial register. Trustees or nominees who are linked together by capital, or by voting power, management, agreement, syndicate, or any other means, shall be considered as a single shareholder (trustee or nominee).

A trustee or nominee who represents more than 5% of voting rights may also be registered as a shareholder with voting rights with the Board of Director's approval if a separate agreement has

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<sup>1</sup> Art. 3.5 and 3.6, see Annex



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been entered into. Should a trustee or nominee exceed the limit according to paragraph 2 or the higher, contractually agreed limit according to paragraph 3, said trustee or nominee will be recorded as a shareholder without voting rights for the portion of its holding that exceeds the limit.

## **2. Obligations of trustees/nominees recorded in the share register with voting rights**

### **2.1. Purpose of the investment**

The trustee or nominee undertakes to submit an application for registration with voting rights only for shares that it has acquired in its professional capacity and for purposes of investment on behalf of its customers. Trustees or nominees registered with voting rights must not use their registrations to circumvent the registration restrictions set out in the Articles of Incorporation of Swisscom Ltd.

### **2.2. Disclosure requirements**

The trustee or nominee undertakes to provide to Swisscom Ltd with the following information on request: the name, date of birth or legal form, nationality, domicile of each beneficial owner that it represents, as well as the number of shares held by each of them.

Individuals and legal entities or partnerships, syndicates and joint owners who are linked together by capital or by voting power, management, agreement, syndicate, or any other means, or for whom the trustee or nominee must assume such association or link, shall be considered a single beneficial owner.

### **2.3. Exercise of shareholder rights**

The trustee or nominee registered with voting rights in the share register undertakes to exercise the voting rights granted to it and to represent or arrange for representation of the Swisscom Ltd shares registered in its name at the Shareholders' Meeting.

The beneficial owners of shares registered in the trustee or nominee's name may only exercise their voting rights in person if they are registered in the share register as shareholders with voting rights beforehand and in good time.

All communications by Swisscom Ltd, such as invitations to the Shareholders' Meeting, annual reports, information on dividend payments and so on shall be sent to the trustee or nominee. It is the trustee or nominee's sole responsibility to inform the beneficial owners.



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## 2.4. **Deletion of voting rights**

Swisscom Ltd may delete the registration of a trustee or nominee recorded with voting rights and register such nominee or trustee as shareholder without voting rights in the share register and declare votes cast by a trustee or nominee at a Shareholders' Meeting void if the trustee or nominee fails to comply with the terms and conditions of these Regulations or any amendment or supplement thereto. The same shall apply if the total number of shares recorded in the share register with voting rights in the name of a trustee, nominee or nominee group exceeds the limit of 5% stipulated in section 1.2.(2) above or any higher limit stipulated in a separate agreement.

In particular, Swisscom may also delete a registration with voting rights if the information provided by the trustee or nominee in the nominee agreement or in the application form was in whole or in part incorrect at the time of application or if it became incorrect subsequently. Registrations with voting rights based on false information may be struck off with retroactive effect as of the date of registration. In such cases, the corresponding shares represented by the trustee or nominee shall be recorded in the register as shares without voting rights.

## 2.5. **Termination of the nominee agreement**

Swisscom Ltd and the trustee or nominee may terminate the agreement entered into based on these Regulations within ten working days after giving notice in writing. In such a case, Swisscom Ltd shall record the trustee or nominee as a shareholder without voting rights in the share register.

Section 2.4. concerning the deletion or revocation of voting rights applies in addition to the above.

## 3. **Registration as a trustee or nominee without voting rights**

In the absence of a contractual agreement with the trustee or nominee, trustees or nominees will be registered without voting rights.

Swiss banks that are SIX SIS participants may request the registration of their holdings – as SIX SIS nominee without voting rights – for any Swisscom shares they hold on behalf of third parties for which they are unable to produce a request for registration by the beneficial owner, subject to providing – on request – the statistical information in accordance with the general terms and conditions of SIX SIS.

## 4. **Amendment of these Regulations**

Swisscom reserves the right to amend these Regulations. For shares held by trustees or nominees who have already been registered in the share register, any such amendment shall take effect 180 days after having been made.



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## **5. Entry into force**

These Regulations were most recently revised by the Board of Directors on 12 December 2017 and replace the Regulations of 5 February 2015. They enter into force on 13 December 2017.

Worblaufen, 12 December 2017

For Swisscom Ltd.:

The Board of Directors:

Signed by

Hansueli Loosli  
Chairman of the Board of Directors

Theophil Schlatter  
Vice Chairman of the Board of Directors



## **Extract from the Articles of Incorporation of Swisscom Ltd of 7 April 2014**

### ***3.5 Transfer restrictions***

3.5.1 The Board of Directors may refuse the approval of an acquirer of shares as a shareholder or usufructuary with voting rights if the holding of this shareholder, together with his shares already registered with voting rights in the Share Register, exceeds the limit of 5% of all registered shares recorded in the Commercial Register. As to the excess shares, the acquirer will be registered in the Share Register as a shareholder or usufructuary without voting rights.

The Board of Directors may approve an acquirer of shares with more than 5% of all registered shares as a shareholder or usufructuary with voting rights in particular in the following exceptional cases:

- a. in case of the acquisition of shares due to a merger or combination of businesses;
- b. in case of the acquisition of shares due to a contribution in kind or a share exchange;
- c. for the foundation of a long-term co-operation or a strategic alliance by equity interest.

Legal entities and business associations that are linked together by capital, voting power, management or in another manner, as well as all persons, entities and partnerships that are acting in concert by agreement, syndicate or in another manner with a view to circumvent the percentage limit, shall be deemed as one person.

3.5.2 The restriction of clause 3.5.1 also applies, subject to Art. 652b para. 3 and 653c para. 3 CO, in the case of acquisition of registered shares by exercise of subscription, option and conversion rights. The restriction shall not apply in an acquisition as a result of inheritance, the apportionment of an estate or matrimonial law.

3.5.3 The Board of Directors may refuse the recognition and registration as a shareholder or usufructuary with voting rights if an acquirer of shares does not expressly state on request that he has acquired the shares or the usufruct of the shares in his own name and for his own account.

3.5.4 The Board of Directors may delete the entry of a shareholder with voting rights in the Share Register after hearing the concerned party if the acquirer has obtained said entry by giving false information, in which case he shall be recorded as a shareholder without voting rights. The acquirer must be immediately informed of the deletion of the entry.

### ***3.6 Facilitation of exchange trading of shares***

In order to facilitate the trading of the shares on the exchange, the Board of Directors may, by means of regulations or by way of agreements, allow the fiduciary registration of registered shares with voting rights exceeding the limit mentioned in section 3.5 by fiduciaries who declare their status as fiduciary (nominees, ADR Depositary Banks). These parties must be subject to supervision by a banking or financial market supervisory authority or otherwise offer assurance of proper business conduct, must act for the account of one or several parties unrelated to each other, and must be able to disclose to the Corporation the names, addresses and the number of shareholdings of the beneficial owners of the shares.