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## Invitation to the Ordinary Shareholders' Meeting

Monday 6 April 2020 at 1.30 p.m.  
Doors open: 12.30 p.m.

Hallenstadion,  
Wallisellenstrasse 45, Zurich Oerlikon

**swisscom**



## Annual Report publications

The Annual Report, Sustainability Report and “2019 at a glance” together make up Swisscom’s reporting for 2019. The three publications are available online at: [swisscom.ch/report2019](http://swisscom.ch/report2019)

### Concept of “Simply using opportunities”

In the city and in the country, at home and on the road – people everywhere in Switzerland can take advantage of the countless opportunities offered by the networked world. Swisscom wants to connect Switzerland and enable the Swiss public to benefit from the opportunities offered by digitisation.

The pictures in the 2019 Annual Report show the diversity of digital needs and how easy it is for people to make use of the opportunities available to them.

A big thank you to all who took time to pose for these photographs: Nina and Louis, 5th grade, Hagen primary school in Altdorf, Dominique Bausback, Malik Hashim, Claudia Lenzi, Nils Kessler, Patric and Tatjana Fischli with Anais, Laurence Brun from the Clinique de Genolier (Swiss Medical Network private clinic group) and Gérard Fornerod from Confiserie Fornerod.

# Dear Shareholders

We are pleased to invite you to the 22nd Ordinary Shareholders' Meeting of Swisscom Ltd to take a look back at the 2019 financial year.

In 2019, Swisscom made impressive use of the opportunities that are opening up for all of us thanks to digitisation. Our response to the ongoing challenging environment was, and will remain, new offerings and the expansion of our networks. Swisscom impressed the market with innovations in the TV and mobile communications segments and in subscriptions. Swisscom achieved a solid financial result. Group sales declined in line with expectations, while consolidated operating income before depreciation and amortisation (EBITDA) remained at the previous year's level. Our Italian subsidiary, Fastweb, continued to grow, making gains among both residential and business customers.

## **Financial targets met**

Swisscom generated net revenue of CHF 11,453 million in 2019. Consolidated operating income before depreciation and amortisation (EBITDA) was CHF 4,358 million and thus above the previous year; on an adjusted basis, EBITDA remained stable. Net income was CHF 1,669 million.

## **Swisscom is investing today in the networks of tomorrow**

The Swiss market is saturated in the mobile communications and TV segments, while the number of broadband connections is remaining constant due to high market penetration. At the same time, data growth continues unabated. In mobile communications alone, the use of mobile data services has increased 40-fold in the last seven years. What is more, security requirements are constantly growing. We are meeting these challenges by consistently expanding and continuously developing our networks.

Swisscom makes over two thirds of the investments in the Swiss telecommunications infrastructure. In 2019, it invested around CHF 2.4 billion in network expansion, of which around CHF 1.8 billion in Switzerland.

As at the end of 2019, Swisscom had established 3.9 million ultra-fast broadband service connections with speeds in excess of 80 Mbps. Swisscom will continue to invest massively in its infrastructure in the coming years, to ensure the best experiences for its customers.

Investing in Swiss infrastructure is paying off. This is demonstrated by Swisscom's top ranking in all relevant network tests. For example, in 2019, Swisscom won connect magazine's mobile network test for the tenth time, achieving the rating of "outstanding". Swisscom prevailed in the CHIP test for the fourth time in a row. Swisscom also took first place in Ookla's Speedtest for the fastest mobile network and the best coverage.

### **The future of mobile communications**

In February 2019, Swisscom successfully took part in the 5G frequencies auction. In April, Swisscom was the first provider in Europe to commercially launch the new mobile communication standard. At the end of 2019, Swisscom reached the next milestone: basic 5G coverage has since been extended to 90% of the Swiss population. However, in order for data to be transmitted up to 1,000 times more efficiently, and thus in a more energy-saving manner, the full version of 5G is needed. To draw an analogy: expansion of the 5G network is like adding more lanes on the data highway. To ensure that data traffic flows unhindered and to avoid data tailbacks and jams happening in future, it is essential to have new antenna locations or to convert the existing installations. However, some segments of the population have concerns about 5G. Swisscom is all the more aware of its responsibility in this regard and is actively engaging in the social debate on mobile communications and the environment. Naturally, all mobile communications installations operated by Swisscom comply at all times with Switzerland's rigorous limits, which are exemplary in their strictness.

### **Swisscom TV – more than just television**

The new Swisscom Box not only offers the best TV experience, but also networks smart home objects such as lamps. Just like the television, these items can be controlled with the integrated voice assistant. A total of 1.56 million customers use Swisscom TV, which corresponds to a market share of 36%. This means that Swisscom TV is still Switzerland's most popular TV offering. Swisscom subsidiary Teleclub has reached an important milestone by securing the rights to the UEFA Champions League from the 2021/2022 season. Teleclub will continue to show all the football matches on an exclusive basis.

### **New addition to the inOne family**

The inOne combined package, introduced in 2017, continues to be extremely successful. inOne flexibly combines mobile, broadband, TV and fixed-line telephony products. Launched in April 2019, the new inOne mobile package allows unlimited phone calls, surfing and texting in 39 countries within Europe. By the end of 2019, around 1.15 million customers had opted for this new subscription. In total, Swisscom has 2.75 million inOne customers.

## **Tough competition in corporate business**

The corporate customer market is fiercely contested, and the pressure on pricing remains high. Compared to the previous year, revenue from telecommunications services fell by 10.9% or CHF 112 million, to CHF 919 million. Swisscom holds a strong position as full-service provider. Its offerings meet customers' needs, and customer satisfaction is consistently high. Demand for cloud, security and IoT solutions has continued to grow. In addition, Swisscom again succeeded in renewing contracts with many existing customers in 2019. Revenue in the solutions business remained virtually stable at CHF 1,021 million (–0.6%).

For SMEs, Swisscom has had Managed Security and Managed Backup in its portfolio since spring. These two new product modules are designed to protect companies from attacks in the network and data loss and to relieve them of their workload for security tasks. In order to provide all business customers with a customer experience tailored to their needs, Swisscom merged the SME segment and the corporate customer segment.

## **Fastweb continues successful path in Italy**

Fastweb grew again in 2019 and made gains among both residential and business customers. In the fixed-network business, the number of customers rose to 2.64 million broadband customers. In mobile communications, Fastweb posted an increase in customers of 26.1% to 1.81 million in total. Fastweb also entered into a strategic partnership with Wind Tre for the construction of a nationwide 5G network. The two operators are keen to work together to accelerate the development of a nationwide ultramodern 5G network. For this reason, Fastweb is placing a stronger focus on convergence: 34% of subscribers already use a bundled offering combining fixed network and mobile services. The business customer segment also continued to develop positively, with revenue growth of EUR 82 million (+10.5%). Overall, Fastweb increased its revenues to EUR 2,218 million (+5.4%). Operating income before depreciation and amortisation (EBITDA) rose to EUR 750 million (+5.2% on an adjusted basis).

## **A simple way to make use of opportunities**

Our environment is changing rapidly. So, standing still is not an option for Swisscom. Instead, we are sticking to our promise of enabling our customers to make simple use of the opportunities of a networked future. What's more, our employees and the company itself continue to develop steadily in line with our values of being committed, trustworthy and inquisitive. That is why we have pooled our efforts in Customer Field Service. Around

1,000 employees began working at the subsidiary cablex in January 2020. Thanks to this merger, customers are now served on site for installations, maintenance and trouble-shooting, for example, by just one party. Also, as of 2020, we amalgamated Sales & Services with Products & Marketing to form the new Residential Customers unit. Together, we will focus on our three strategic ambitions on which we are working hard with our colleagues.

### **Offering the best experiences**

We want to inspire our customers by providing them with the best service at all times, wherever they are, for example in our shops. For this reason, we have been testing a new shop concept since the end of 2019. In Uster and Thun, we advise residential and business customers in a cosy living room atmosphere, inspire them with technological innovations and address their issues at the service bar.

### **Operational excellence**

Our industry is being transformed dramatically by digitisation. At the same time, Swisscom faces tough competition from global, Internet-based companies that benefit from low costs. We are responding to this development with rigorous cost management. In 2019, we exceeded the goal we announced in 2016 of reducing our cost base by CHF 100 million annually. For the years 2020 to 2022, we are planning further cost reductions of CHF 100 million annually.

### **New growth**

Swisscom is keen to grow in its core business and related areas, such as entertainment, cloud services, the Internet of Things, wholesale and digital security. In selected areas, Swisscom is launching new digital services, which in part are based on novel web-based business models. Here the focus is on digital services for SMEs, digital marketing services as well as Swisscom Blockchain Ltd and the fintech segment.

Fastweb plays a key role. Therefore, Swisscom wants to maintain its growth course in Italy and further develop the company profitably.

### **Shareholder return**

Swisscom pursues a payout policy with a stable dividend. In 2019, Swisscom paid an ordinary dividend of CHF 22 per share. The Swiss Market Index (SMI) rose by 26% compared with the previous year; the Swisscom share price increased by 9.1% to CHF 512.60.

## **Outlook**

For 2020, Swisscom expects net revenue of around CHF 11.1 billion, EBITDA of around CHF 4.3 billion and capital expenditure of around CHF 2.3 billion. Subject to achieving its targets, Swisscom will propose payment of an unchanged, attractive dividend of CHF 22 per share for the 2020 financial year at the 2021 Shareholders' Meeting.

## **Sincerest thanks**

Shaping the future as the market leader means constantly developing and taking advantage of the opportunities that present themselves. Together with our colleagues, we have had a successful year and have achieved a lot. For this, we would like to thank our employees. It is thanks to their commitment, knowledge and motivation that Swisscom has become what it is today: a reliable partner for our customers, a sound investment for our shareholders and a pioneer in the networking of a modern Switzerland. We would also like to thank you, our valued shareholders, for the trust and confidence you have in our company.

We are looking forward to welcoming you in Zurich on 6 April.

Worblaufen, 23 February 2020

Yours sincerely

Swisscom Ltd  
Board of Directors



Hansueli Loosli, Chairman

This invitation is a translation of the German original. In the event of any inconsistencies, the German version of the invitation shall prevail over the French, Italian and English translations.

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# Proposals and explanatory notes

## 1 Report on the financial year 2019

### 1.1 Approval of the Management Report, the financial statements of Swisscom Ltd and the consolidated financial statements for the financial year 2019

#### Proposal

The Board of Directors proposes that the Management Report, the financial statements of Swisscom Ltd and the consolidated financial statements for the financial year 2019 be approved.

### 1.2 Consultative vote on the Remuneration Report 2019

#### Proposal

The Board of Directors proposes that affirmative notice of the Remuneration Report 2019 be taken by means of a consultative vote.

#### Explanatory notes

The Remuneration Report (pages 96 to 106 of the Annual Report 2019) states the decision-making competencies and presents principles and elements of the remuneration of the Board of Directors and the Group Executive Board. It lists the remuneration paid in the reporting year to the members of the Board of Directors and the Group Executive Board and indicates their shareholdings in Swisscom Ltd. A non-binding consultative vote will be held in relation to the report.

## 2 Appropriation of the retained earnings 2019 and declaration of dividend

> Balance to be carried forward	CHF	5,284 million
> Net income 2019	CHF	1,401 million
> Total retained earnings 2019	CHF	6,685 million

#### Proposal

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

> Dividend of CHF 22 per share for 51,801,941 shares	CHF	1,140 million
> Balance to be carried forward	CHF	5,545 million

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

#### Explanatory notes

The Board of Directors proposes to the Shareholders' Meeting a dividend of CHF 22 gross per share (prior year: CHF 22). The total dividend of approx. CHF 1,140 million is based on a portfolio of 51,801,941 shares with a dividend entitlement (as of 31 December 2019). Subject to the approval of the proposal by the Shareholders' Meeting, after deducting

federal withholding tax of 35%, a net dividend of CHF 14.30 per share will be paid out on 14 April 2020. The last trading day with entitlement to receive a dividend is 7 April 2020. As of 8 April 2020, the shares will be traded ex dividend.

### **3 Discharge of the members of the Board of Directors and the Group Executive Board**

#### **Proposal**

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Group Executive Board for the financial year 2019.

### **4 Re-elections to the Board of Directors**

The one-year term of office of all members of the Board of Directors expires at the Shareholders' Meeting 2020. The Chairman and all further members to be elected at the Shareholders' Meeting will be standing for re-election. The representative of the Swiss Confederation, Renzo Simoni, is not elected by the Shareholders' Meeting and is instead appointed by the Federal Council.

Detailed information about the current members of the Board of Directors, including the mandates they hold and other important activities, are provided in the Annual Report 2019 in the chapter on Corporate Governance, Section 4.

#### **4.1 Re-election of Roland Abt**



#### **Proposal**

The Board of Directors proposes that Roland Abt be re-elected as member of the Board of Directors for the period of time until the conclusion of the next Ordinary Shareholders' Meeting.

#### **Explanatory notes**

Roland Abt (1957), Dr. oec., a Swiss citizen, 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 2017. 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 AG 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.

#### **4.2**

#### ***Re-election of Alain Carrupt***



##### **Proposal**

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

##### **Explanatory notes**

Alain Carrupt (born 1955) is a Swiss citizen. He holds a Swiss federal diploma in business studies and has completed numerous training courses. Since April 2016, he has been an employee representative on the Swisscom Board of Directors and a member of the Finance Committee. Since 1994, Alain Carrupt has worked for staff associations, most recently as Chairman of the syndicom trade union until February 2016. Alain Carrupt holds no other mandates.

#### **4.3**

#### ***Re-election of Frank Esser***



##### **Proposal**

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

##### **Explanatory notes**

Frank Esser (born 1958), graduate in business administration and Dr. rer. pol., is a German citizen. Since 2014, he has been a member of the Board of Directors and the Finance Committee. He has chaired the Finance Committee and been a member of the Compensation Committee since 2016. He has also been Vice Chairman of the Board of Directors since April 2018. Until 2012, Frank Esser was the CEO of Société Française du Radiotéléphone (SFR) and a member of the Management Board of the Vivendi Group. Today, he holds one other mandate in a listed company.

#### **4.4**

#### ***Re-election of Barbara Frei***



##### **Proposal**

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

### **Explanatory notes**

Barbara Frei (born 1970), Dr. sc. techn. and MBA IMD, is a Swiss citizen. She has been a member of the Board of Directors since 2012 and was a member of the Finance Committee until the end of 2013. Since 2014, Barbara Frei has headed up the Compensation Committee. Barbara Frei has worked for the Schneider Electric Group, Paris, since December 2016 and is currently Executive Vice President Europe Operations. She holds one mandate in conjunction with this position. Barbara Frei also currently holds another Board of Directors mandate in a listed company.

#### **4.5**

#### ***Re-election of Sandra Lathion-Zweifel***



##### **Proposal**

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

### **Explanatory notes**

Sandra Lathion-Zweifel (born 1976) is a Swiss citizen. She is a lawyer holding a licentiate degree in law, a Master of Laws from the University of Zurich and the Columbia University, New York, and a trader's licence from the SIX Swiss Exchange. She has been on the Swisscom Board of Directors as a staff representative and has served as a member of the Audit Committee since April 2019. Between 2018 and 2019, Sandra Lathion-Zweifel was counsel of Banking and Finance for the law firm Lenz & Staehelin in Geneva. From 2014 to 2018 she headed the Institutions and Products section of the Asset Management division of the Swiss Financial Market Supervisory Authority (FINMA). Sandra Lathion-Zweifel is a member of the Board of Directors of another listed company.

#### **4.6**

#### ***Re-election of Anna Mossberg***



##### **Proposal**

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

### **Explanatory notes**

Anna Mossberg (born 1972), MSc in Industrial Engineering & Management, is a Swedish citizen. Since April 2018, she has been a member of the Board of Directors and the Finance Committee. As a member of the Management Team of Google Sweden and in the role of Industry Leader, Anna Mossberg has been responsible for digitisation in a number of sectors from 2015 to 2018. Anna Mossberg currently holds two other Board of Directors mandates in listed companies.

**4.7**

### ***Re-election of Michael Rechsteiner***



#### **Proposal**

The Board of Directors proposes that Michael Rechsteiner be re-elected as a member of the Board of Directors for the period of time until the conclusion of the next Ordinary Shareholders' Meeting.

### **Explanatory notes**

Michael Rechsteiner (born 1963) is a Swiss citizen. He holds a Master of Science in Mechanical Engineering from ETH Zurich and a Master of Business Administration from the University of St. Gallen. He has been on the Swisscom Board of Directors and served as a member of the Finance Committee since April 2019. Michael Rechsteiner has worked full-time in the energy sector for many years. Since April 2017, he has been responsible for the regional business of GE Power Services Europe and is CEO of GE Gas Power Europe. In this capacity he holds three mandates.

**4.8**

### ***Re-election of Hansueli Loosli***



#### **Proposal**

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

### **Explanatory notes**

Hansueli Loosli (born 1955) is a Swiss-certified accountant and controller and a Swiss citizen. Since 2009, he has been a member of the Board of Directors, and Chairman of the Board since 1 September 2011. He chairs the ad hoc Nomination Committee and is a member of the Audit, Finance and Compensation Committees. Within the Compensation Committee, he holds an advisory role without voting rights. Hansueli Loosli is the Chairman 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). He has one other mandate outside the Coop Group.

#### **4.9      *Re-election of Hansueli Loosli as Chairman***

##### **Proposal**

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

#### **5            *Re-elections to the Compensation Committee***

The Board of Directors intends to re-appoint Barbara Frei as Chair of the Compensation Committee if she is re-elected by the Shareholders' Meeting.

##### **5.1        *Re-election of Roland Abt***

##### **Proposal**

The Board of Directors proposes that Roland Abt be re-elected to the Compensation Committee for the period of time until the conclusion of the next Ordinary Shareholders' Meeting.

##### **5.2        *Re-election of Frank Esser***

##### **Proposal**

The Board of Directors proposes that Frank Esser be re-elected to the Compensation Committee for the period of time until the conclusion of the next Ordinary Shareholders' Meeting.

##### **5.3        *Re-election of Barbara Frei***

##### **Proposal**

The Board of Directors proposes that Barbara Frei be re-elected to the Compensation Committee for the period of time until the conclusion of the next Ordinary Shareholders' Meeting.

##### **5.4        *Re-election of Hansueli Loosli***

##### **Proposal**

The Board of Directors proposes that Hansueli Loosli be re-elected to the Compensation Committee as a member without voting rights for the period of time until the conclusion of the next Ordinary Shareholders' Meeting.

## 5.5

### *Re-election of Renzo Simoni*



#### **Proposal**

The Board of Directors proposes that Renzo Simoni be re-elected to the Compensation Committee for the period of time until the conclusion of the next Ordinary Shareholders' Meeting.

#### **Explanatory notes**

Renzo Simoni (born 1961), Dr. sc. tech., Engineering, ETH, is a Swiss citizen and has been a representative of the Swiss Confederation on the Swisscom Board of Directors since 2017. He is a member of the Audit Committee and the Compensation Committee. From 2007 until 2017, Renzo Simoni was Chairman of the Management Board of AlpTransit Gotthard AG. Today, he holds three other mandates.

## 6

### **Remuneration of the members of the Board of Directors and the Group Executive Board**

#### 6.1

#### *Approval of the total remuneration of the members of the Board of Directors for 2021*

#### **Proposal**

The Board of Directors proposes that the maximum total amount of CHF 2.5 million for the remuneration of the members of the Board of Directors be approved for the financial year 2021.

#### **Explanatory notes**

The total proposed amount of max. CHF 2.5 million is based on the remuneration for nine members of the Board of Directors. This amount remains unchanged in comparison to the total amount approved in the Shareholders' Meeting for 2020. The total amount is expected to consist of the following amounts for individual remuneration components:

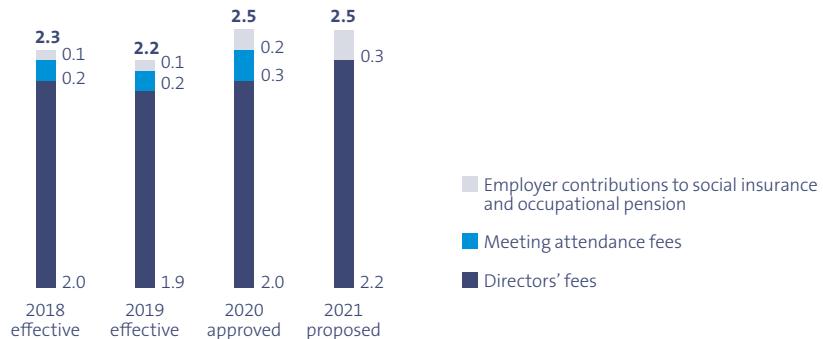
- Directors' fees (base salaries and functional allowances): CHF 2.2 million. Attendance at the meetings will now also be compensated with the function-based flat fee. No additional attendance fees will be paid.
- Employer contributions to social insurance and occupational pension: CHF 0.3 million. The employer contributions to the occupational pension scheme include the expected statutory and regulatory obligations for the members of the Board of Directors to potentially be insured in 2021. The amount of the contributions is dependent on, amongst other things, the employment situation

of the members of the Board of Directors, their age structure and the insurance contribution rates.

The definitive remuneration amounts will be presented in the Remuneration Report for the financial year 2021 and will be subject to the consultative vote in relation to the report, to be held at the Shareholders' Meeting 2022.

The graph below shows the proposed total remuneration for 2021 in comparison with the total remuneration approved for 2020 and the remuneration paid out for 2018 and 2019.

**Board of Directors' remuneration 2018–2021 (in MCHF)**



## 6.2

### ***Approval of the total remuneration of the members of the Group Executive Board for 2021***

#### **Proposal**

The Board of Directors proposes that the maximum total amount for the remuneration of the members of the Group Executive Board of CHF 8.7 million be approved for the financial year 2021.

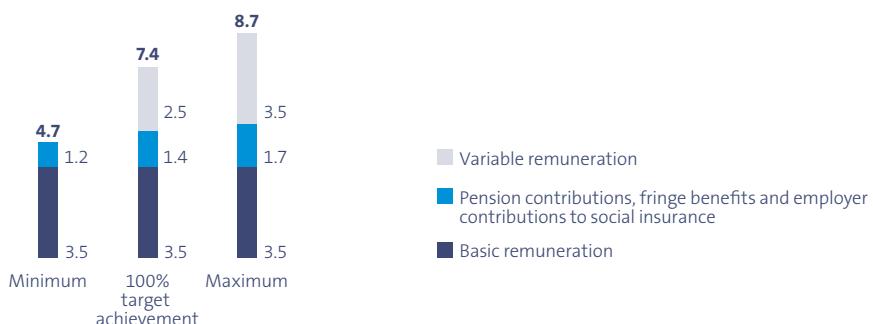
#### **Explanatory notes**

The proposed maximum total amount of CHF 8.7 million is based on the remuneration of six members of the Group Executive Board. In comparison with the total amount approved for 2020 by the Shareholders' Meeting, this amount has been reduced by CHF 1 million and is calculated from the direct remuneration, pension and fringe benefits as well as the employer contributions to social insurance. The total amount is expected to comprise the following subtotals allocated to the respective remuneration components:

- Basic remuneration: CHF 3.5 million. The amount includes a potential basic remuneration increase of 5% in comparison with 2020. As a rule, the individual remuneration in place for members of the Group Executive Board is reviewed once every three years of employment. The Board of Directors will decide whether to implement the envisaged basic remuneration increase for each member of the Group Executive Board individually, based predominantly on the evaluation of the market value of the function in question, drawing on market comparisons and taking into account individual performance. The Board of Directors will determine the basic remuneration for 2021 at the end of 2020.
- Variable performance-related remuneration: CHF 3.5 million. The amount is based on the maximum amount should all members of the Group Executive Board outperform their targets. Variable performance-related remuneration can total a maximum of 100% of the basic remuneration amount should targets be outperformed.
- Pension contributions, fringe benefits and employer contributions to social insurance: CHF 1.7 million. This figure comprises the maximum possible legal and contractual employer obligations for contributions to pensions and social insurance, as well as fringe benefits. The exact amount due to cover these obligations depends, among other factors, on the basic and variable remuneration effectively paid, the age structure across members of the Group Executive Board and the insurance contribution rates.

The graph below shows the expected remuneration values comprised within the proposed total amount, which would be due if targets were not reached (minimum), if 100% of targets were reached and if they were outperformed to the greatest extent possible (maximum).

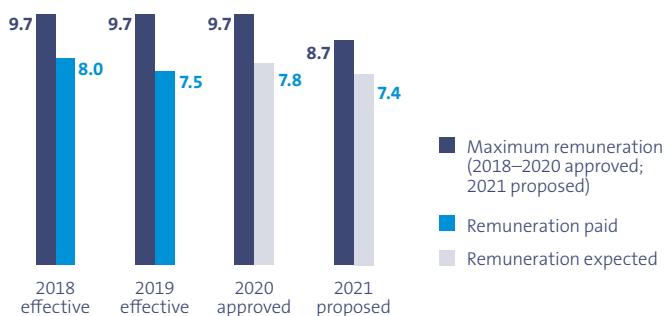
#### Scenarios of potential Group Executive Board remuneration 2021 (in MCHF)



If 100% of targets are met, the total remuneration for 2021 is expected to amount to CHF 7.4 million. This figure comprises expected fixed basic remuneration of CHF 3.5 million, expected variable remuneration of CHF 2.5 million and an expected CHF 1.4 million in pension contributions, fringe benefits and social insurance contributions.

Over the course of previous years, targets have never been outperformed to such an extent that the maximum possible remuneration was paid out in full. The following chart shows the total remuneration effectively paid in 2018 and 2019 in relation to the maximum possible remuneration in each case, as well as the maximum remuneration in 2020 and 2021.

**Group Executive Board's remuneration compared to the maximum amounts 2018–2021 (in MCHF)**



The definitive remuneration amounts will be presented in the Remuneration Report for the financial year 2021 and will be subject to the consultative vote in relation to the report, to be held at the Shareholders' Meeting 2022.

## 7

### **Re-election of the independent proxy**

#### **Proposal**

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

## **Explanatory notes**

Reber Rechtsanwälte KIG has confirmed that their firm meets the independence requirements for performing this mandate. Swisscom maintains the normal customer relationships for telecommunications services with the persons involved. These are processed with the same conditions as with third parties. There are no contractual or other relationships that could impair the involved parties' independence.

## **8**

### **Re-election of the statutory auditors**

#### **Proposal**

The Board of Directors proposes that PricewaterhouseCoopers AG, Zurich, be re-elected as statutory auditors for the 2020 financial year.

#### **Explanatory notes**

PricewaterhouseCoopers AG (PwC) is a state-supervised audit company registered with the Federal Audit Supervisory Authority and has confirmed to Swisscom that it fulfils the legal requirements concerning independence. PwC has been acting as Swisscom's auditor since 1 January 2019. Further details about the statutory auditor, in particular the lead auditor and the audit fees, are provided in the Annual Report 2019 in the chapter on Corporate Governance, Section 9.

# Organisational information

## **Annual Report**

The Annual Report 2019 with the Remuneration Report as well as the full financial statements for Swisscom Ltd, and the reports of the statutory auditors can be viewed online at [www.swisscom.ch/report2019](http://www.swisscom.ch/report2019). They are also available for inspection from the Swisscom Ltd head office (Alte Tiefenaustrasse 6, 3048 Worblaufen). Shareholders may request that the Annual Report be sent to them from the Swisscom Ltd share register (c/o Computershare Switzerland Ltd, PO Box, CH-4601 Olten, or [www.swisscom.ch/report2019-order](http://www.swisscom.ch/report2019-order)). It will be sent after 11 March 2020. The annual report contains an abbreviated version of the financial statements for Swisscom Ltd, but with all the essential information. Shareholders may request that the full annual financial statements of Swisscom Ltd shall be sent to them by email ([investor.relations@swisscom.com](mailto:investor.relations@swisscom.com)).

## **Voting entitlement**

Shareholders whose shares have been entered in the share register with voting rights by 5 p.m. (CET) on 1 April 2020 are entitled to vote at the Shareholders' Meeting.

## **Admission card and voting documents**

The admission card and voting documents can be ordered upon registration or via the shareholders' platform, a web application from Computershare Switzerland Ltd. They will be dispatched between 11 March and 1 April 2020. If you do not receive the documents in due time, you can collect them in person from the information desk before the start of the Shareholders' Meeting, upon presentation of proof of identity. Admission cards that have already been issued are no longer valid should the corresponding shares be sold and the disposal of the shares be recorded in the share register before the Shareholders' Meeting.

## **Representation**

If you cannot attend in person, you can be represented:

- a) by another shareholder who is entitled to vote or
- b) by the independent proxy Reber Rechtsanwälte KIG, 8034 Zurich.

The proxy can be issued in writing with the enclosed registration form, with the admission card or electronically via the shareholders' platform. The required login data can be found in the invitation documents. A web application from Computershare Switzerland Ltd will be used. Computershare Switzerland Ltd supports the independent voting proxy.

If instructions are sent to the independent proxy both electronically via the web application from Computershare Switzerland Ltd and in writing, only the electronic instructions will be taken into account. The instructions can be amended at any time until 4 April 2020, 11.59 p.m. (CET). Voting representation by the corporate proxy and/or custodian is not permitted.

#### **Translation**

The Shareholders' Meeting will be held in German and will be interpreted simultaneously into French and English.

#### **Webcast**

The Shareholders' Meeting will be broadcast live at [www.swisscom.ch/shareholdersmeeting](http://www.swisscom.ch/shareholdersmeeting).

#### **Minutes**

The minutes of the Shareholders' Meeting will be published on the Internet under [www.swisscom.ch/shareholdersmeeting](http://www.swisscom.ch/shareholdersmeeting) and may also be viewed at the headquarters of Swisscom Ltd.

#### **Refreshments**

We invite all participants to partake of refreshments following the Shareholders' Meeting.

#### **Contact**

*For information on the Shareholders' Meeting*

Phone: 0800 800 512 (free from within Switzerland)  
E-mail: [gvschisscom20@computershare.ch](mailto:gvschisscom20@computershare.ch)  
[www.swisscom.ch/shareholdersmeeting](http://www.swisscom.ch/shareholdersmeeting)

*For changes in address*

Phone: +41 (0)62 205 77 08  
E-mail: [gvschisscom20@computershare.ch](mailto:gvschisscom20@computershare.ch)

#### Enclosures

- Reply envelope (addressed to the share register, Computershare Switzerland Ltd, Olten)
- Registration with proxy and instruction form
- Information and access details for the shareholder's platform



# Details on reaching the venue

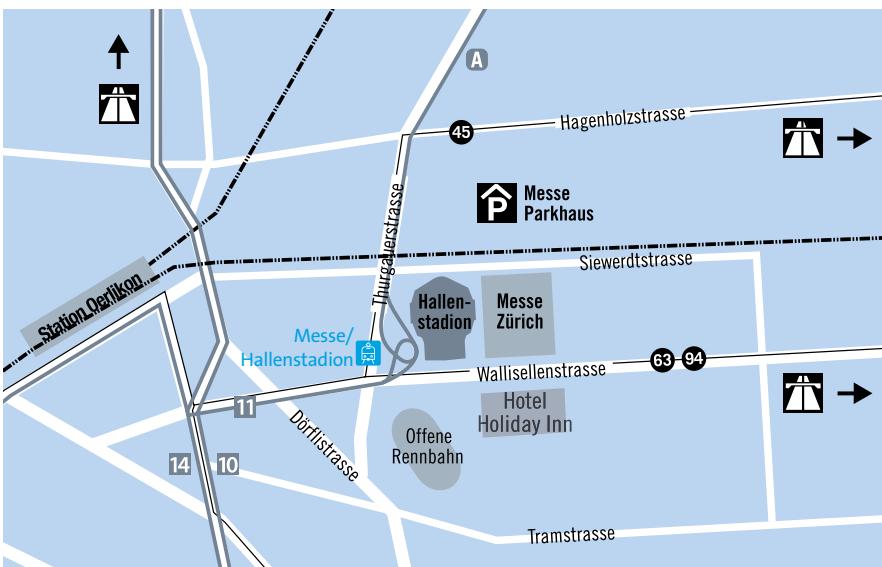
## Arrival by public transport

From Zurich main station

- Train: S2, S6, S7, S8, S9, S14, S15, S16, S19, S24 to Oerlikon station  
(journey time approx. 7 minutes)
- Tram: lines 10/14 to Sternen Oerlikon, line 11 to Messe/Hallenstadion  
(journey time approx. 18 minutes)

## Arrival by car

From all directions, follow the sign “((Z)) Messe Zürich-Hallenstadion” as far as Hagenholzstrasse, where you will see the entrance to the Messe/Hallenstadion car park. From the car park, a path leads directly to the Hallenstadion (approx. 500 m).  
[www.parkhaeuser.ch](http://www.parkhaeuser.ch)





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