

## Q&A for the Annual General Meeting 2020

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## **1. Annual General Meeting – general information**

### **1.1 When and where is it taking place?**

- Monday, 6 April 2020
- Hallenstadion, Wallisellenstrasse 45, Zürich Oerlikon

### **1.2 When does the Annual General Meeting start?**

- 1.30 p.m.
- Doors open at 12.30 p.m.

### **1.3 What happens if I arrive late?**

- You will still be allowed in.

### **1.4 How long does the Annual General Meeting last?**

- Around three hours

### **1.5 In which language is the Annual General Meeting held?**

- The Annual General Meeting will be held in German and will be interpreted simultaneously into French and English. The projections will be in German.

### **1.6 Which publications are available for shareholders?**

- Annual Report 2019: It is available for inspection at the headquarters of Swisscom AG (Alte Tiefenastrasse 6, 3048 Worblaufen) and can online be viewed, ordered or downloaded at: [www.swisscom.ch/report2019-order](http://www.swisscom.ch/report2019-order)
- Brochure "2019 at a glance": It can online be viewed, ordered or downloaded at [www.swisscom.ch/report2019-order](http://www.swisscom.ch/report2019-order) or via the shareholder portal (please tick the applicable field).
- Sustainability report 2019: The report can online be viewed, ordered or downloaded at [www.swisscom.ch/report2019-order](http://www.swisscom.ch/report2019-order)

### **1.7 Who can attend the Annual General Meeting?**

- Shareholders entered in the share register with voting rights by 5 p.m. (CET) on Wednesday, 1 April 2020, can take part in the Annual General Meeting and are eligible to vote.

**1.8 Will I receive an invitation?**

- All shareholders entered in the share register with voting rights will receive an invitation from 6 March 2020.
- The invitation will be sent in German, French, Italian or English depending on the shareholder's language entered in the share register.

**1.9 Can I bring someone with me?**

- No, unfortunately not. Only the shareholders with voting rights entered in the share register are entitled to attend the Annual General Meeting.

**1.10 Can I attend the Annual General Meeting as a guest or companion?**

- If you are not a registered shareholder of Swisscom Ltd with voting rights, you cannot attend the Annual General Meeting, not even as a guest or companion.
- Persons with mobility problems who require a companion should call the following telephone number: +41-58-223 11 10

**1.11 I cannot find my admission card. Who should I contact?**

- Please register at the AGM Information Desk on the day of the Annual General Meeting before the meeting starts. You will be given your admission card and voting documents once your identification has been checked (please bring your ID card) and after verification that you are entered in the share register as a shareholder with voting rights.

**1.12 I did not receive an admission card. Who should I contact?**

- Admission cards and voting documents will be dispatched between 11 March and 1 April 2020 by post. If you do not receive the documents on time, please enquire at the AGM Information Desk before the start of the Annual General Meeting. Once your identity has been verified (please bring an ID card) we can issue you with your admission card and voting documents in person.

**1.13 The number of shares indicated is incorrect. Who can provide me with further information?**

- Please contact your custodian bank directly or enquire at the AGM Information Desk before the start of the Annual General Meeting.

**1.14 What is the deadline for eligibility to vote at the Annual General Meeting?**

- The deadline for eligibility to vote is 5 p.m. (CET) on 1 April 2020. All shares entered by 5 p.m. on 1 April 2020 carry voting entitlement.

**1.15 I sold my shares after receiving the admission card and voting documents. Are the documents still valid?**

- You sold some of your shares: You are no longer eligible to vote for the sold shares if the sale was registered in the share register before 5 p.m. on 1 April. Please have your admission card and voting documents corrected at the AGM Desk on the day of the Annual General Meeting if the number of voting rights on your admission card and voting documents is incorrect due to the sale of shares.
- You sold all of your shares: If the sale is entered in the share register before 5 p.m. on 1 April, you are no longer entitled to vote at the Annual General Meeting and cannot participate.
- You sold some or all of your shares after 1 April: You are entitled to vote at the Annual General Meeting but will no longer receive any dividends on the sold shares.
- If in doubt, please contact the share register before the Annual General Meeting (tel.: +41 62 205 77 08; e-mail: [gvswisscom20@computershare.ch](mailto:gvswisscom20@computershare.ch)) or enquire at the AGM Information Desk before the start of the Annual General Meeting at the latest.

**1.16 I purchased shares a few days before the Annual General Meeting. Do they provide me with voting entitlement?**

- You are a new shareholder:
  - If the purchase of the shares is entered in the share register before 5 p.m. (CET) on 1 April 2020, the shares provide you with voting entitlement. If you do not receive the admission card and voting documents by post, please enquire at the AGM Desk so that we can issue you with these documents in person.
  - If the purchase of the shares is entered in the share register after 5 p.m. (CET) on 1 April 2020, you are not eligible to vote but you will receive dividends. Please enquire at the AGM Desk so that we can give you a guest card that entitles you to participate in the Annual General Meeting.
- You are already the owner of Swisscom shares:
  - If the purchase of the new shares is entered in the share register before 5 p.m. (CET) on 1 April 2020, you are eligible to vote for the new shares. Unless you have received a new admission card with new voting documents by post, please enquire at the AGM Desk so that we can issue you with these documents with the new number of votes.

- If the purchase of the shares is not entered in the share register until after 5 p.m. (CET) on 1 April 2020, you are not entitled to vote for the new shares and will not receive any new voting documents.
- If in doubt, please contact the share register before the Annual General Meeting (tel.: +41 62 205 77 08; e-mail: [gvswisscom20@computershare.ch](mailto:gvswisscom20@computershare.ch)) or enquire at the AGM Information Desk before the start of the Annual General Meeting at the latest.

#### **1.17 Can I collect the admission card and voting documents on the day of the Annual General Meeting?**

- Yes. Please indicate your surname/first name, address, date of birth and (if known) your shareholder number and present an ID card when collecting the documents from the AGM Information Desk.

#### **1.18 Who do I have to register with if I wish to speak on a proposal at the Annual General Meeting?**

- Please register at the “requests to speak” desk in the meeting room (on the left in front of the stage), present your voting documents and provide a summary of the content of your vote in note form. You will then be called at the appropriate time. Please address the matter specifically and be concise to allow other shareholders the opportunity for requests to speak.
- As soon as you have received your invitation, you can also address any questions to the Board of Directors in writing (address: Swisscom AG, Secretariat of the Board of Directors, 3050 Berne). If you wish to make another request to speak, you must attend the Annual General Meeting and ask to be entered on the list of speakers at the “request to speak” desk.
- Please also notify the “request to speak” desk if you do not wish for your contribution to be broadcast online.

#### **1.19 Is food provided?**

- Shareholders are served a standing buffet after the AGM. With whom do I register changes of address?
- Notification of changes of address must be provided directly to the share register of Swisscom Ltd, Computershare Switzerland Ltd, 4601 Olten: Telephone: +41 62 205 77 08 / e-mail: [gvswisscom20@computershare.com](mailto:gvswisscom20@computershare.com)

#### **1.20 With whom do I register changes of address?**

- Notification of changes of address must be provided directly to the share register of Swisscom Ltd, Computershare Switzerland Ltd, 4601 Olten: Telephone: +41 62 205 77 08 / e-mail: [gvswisscom20@computershare.com](mailto:gvswisscom20@computershare.com)

## **2. Power of attorney/proxy**

### **2.1 Who can act as a proxy for me at the Annual General Meeting?**

- The following forms of proxy are possible:
  - Another shareholder eligible to vote
  - The independent voting proxy Reber Rechtsanwälte KIG, P.O. Box, 8034 Zurich
  - The legal representative (for minors and wards)
  - The authorised signatories of a company (partnerships, legal entities)
- Parents may only act as a proxy for their adult children or vice-versa if the parent or child acting as a proxy is also a shareholder of Swisscom Ltd with voting rights entered in the share register.
- A spouse may only act as a proxy if they are also a registered shareholder of Swisscom Ltd with voting rights.
- If you designate your proxy by power of attorney on the admission card, please ensure that your proxy receives the admission card.
- Corporate or custodial proxies are not permitted.

### **2.2 Can my spouse attend the Annual General Meeting in my place?**

- Only if they are a shareholder themselves but not otherwise. In accordance with our Articles of Incorporation, only a registered shareholder with voting rights can act as a proxy for another shareholder.

### **2.3 What does “independent voting proxy” mean?**

- The independent voting proxy is an independent person appointed by the Annual General Meeting. They cast votes according to the instructions of the authorising party. If the independent voting proxy does not receive any instructions, they will abstain from voting. The power of attorney must be confirmed by signature.

### **2.4 Can my custodian bank or Swisscom Ltd (corporate proxy) act as a proxy for me?**

- No, neither the custodian bank nor the company Swisscom Ltd (corporate proxy) are permitted to act as a proxy in accordance with the Ordinance against Excessive Remuneration in Listed Companies.

## **2.5 In what form can the power of attorney and instructions be issued?**

- In writing: Using the power of attorney on the registration form and on the admission card.
- Electronically: you can provide the independent voting proxy with power of attorney via the shareholder portal at <https://ip.computershare.ch/swisscom>. The required login data can be found in the invitation documents. Computershare Switzerland Ltd supports the independent voting proxy.

## **2.6 How can I issue a power of attorney in writing?**

- A written power of attorney can be issued using the registration form or admission card.
- Using the registration form (complete and sign the registration form) you can provide the independent voting proxy Reber Rechtsanwälte KIG or another shareholder entitled to vote with the power of attorney. The registration form must be returned with the power of attorney to Computershare Switzerland Ltd
- Using the admission card (complete and sign the admission card) you can provide another shareholder entitled to vote or the independent voting proxy with the power of attorney. The admission card must be returned directly to the independent voting proxy (Reber Rechtsanwälte KIG, P.O. Box, 8034 Zurich). If you wish to provide another shareholder with the power of attorney, please complete and sign the admission card and give it directly to the other shareholder entitled to vote.

## **2.7 Why is there only one reply envelope for Computershare Switzerland Ltd and not another one for the independent voting proxy?**

- Swisscom has over 73,000 shareholders. For logistical reasons, Computershare Switzerland Ltd supports the independent voting proxy with the processing of the powers of attorney. It is therefore more convenient to send the powers of attorney directly to the share register. The independent proxy and Computershare Switzerland Ltd are in close contact with each other during the preparation of the Annual General Meeting. The independent voting proxy represents the shares at the Annual General Meeting and votes according to the shareholder's instructions. However, you are of course free to send the proxy instead of Computershare Switzerland Ltd to the address of the independent proxy Reber Rechtsanwälte KIG, P.O. Box, 8034 Zurich.

## **2.8 What is Computershare Switzerland Ltd?**

- SIX SAG AG, which has managed Swisscom's share register since 1998, was taken over by Computershare Limited on 1 January 2017 and renamed Computershare Switzerland Ltd. Computershare Switzerland Ltd continues to manage Swisscom's share register and as before is still assigned the task of organising the Annual General Meeting.



**2.9 Why is my access to the shareholder portal Sherpany blocked?**

- To remain competitive over the long term, Swisscom must evolve and have the courage to embrace change. For Swisscom this also involves streamlining its processes.
- Until the Annual General Meeting 2017 you were able to order your admission card for the Annual General Meeting or issue a proxy and instructions instead, as well as order the annual report and company brochure via the Sherpany website.
- We are now using the shareholder portal of Computershare Switzerland Ltd for these services as this company manages the share register of Swisscom Ltd and carries out the voting procedure at our Annual General Meeting. We opted to change provider because this means all share-related services are now provided by a single source, reducing interfaces and costs.

**2.10 Who can I address questions about the shareholder portal, electronic voting, user name and password to?**

- A web application from Computershare Switzerland Ltd will be used. Computershare Switzerland Ltd supports the independent voting proxy. For questions about the shareholder portal, user name and password, please contact Computershare Switzerland Ltd directly: +41 62 205 77 50 or [gvswisscom20@computershare.ch](mailto:gvswisscom20@computershare.ch)

**2.11 What benefits does the shareholder portal provide me with?**

- You can order the admission card electronically.
- You can provide the independent voting proxy with power of attorney and issue instructions to him/her. You can change the instructions at any time up to the instruction deadline of 11.59 p.m. (CET) on 4 April 2020.
- You can opt to receive the invitation to the Annual General Meeting via e-mail in future making a contribution to environmental protection.
- You can order the annual report and company brochure electronically.
- This service is free of charge for shareholders.

**2.12 I have selected the electronic delivery of the invitation option on the shareholder portal. What do I have to do if I wish to receive the invitation by post to my correspondence address?**

- Please inform Computershare Switzerland Ltd directly: +41 62 205 77 50 or [gvswisscom20@computershare.ch](mailto:gvswisscom20@computershare.ch)

**2.13 Who does Computershare pass the voting instructions received onto?**

- Computershare passes the powers of attorney and instructions issued to the independent voting proxy Reber Rechtsanwälte KIG, Zurich. The independent voting proxy casts the votes at the Annual General Meeting according to the instructions received.

**2.14 What security standards does Computershare Switzerland Ltd possess to protect the data?**

- Please address questions on this matter directly to Computershare Switzerland Ltd: +41 62 205 77 50 or [gvswisscom20@computershare.ch](mailto:gvswisscom20@computershare.ch)

**2.15 Do I have to download any software to use Sherpany?**

- No, the shareholder portal is a web application. You only require an ordinary web browser to use it.

**2.16 I have already issued instructions to the independent voting proxy. Can I still attend the Annual General Meeting?**

- Yes. Contact the share register and order an admission card. By ordering the admission card, you revoke the power of attorney and voting instructions given to the independent voting proxy. (tel.: +41 62 205 77 08; e-mail: [gvswisscom20@computershare.ch](mailto:gvswisscom20@computershare.ch))

**2.17 I have already issued a power of attorney and instructions to the independent voting proxy in writing. Can I still use the services of the shareholder portal?**

- Yes. Please note that only the electronic instructions are taken into account if you issue both written and electronic instructions to the independent voting proxy. You can change the electronic instructions at any time up to the instruction deadline of 11.59 p.m. on 4 April 2020 (CET).

**2.18 How can I issue the independent voting proxy with voting instructions in writing?**

- You can issue your voting instructions by ticking the applicable instruction on the back of the registration form or admission card. It is important that you add a legally valid signature to your power of attorney.
- Any signed powers of attorney in blank will be deemed as power of attorney issued to the independent voting proxy Reber Rechtsanwälte KIG, P.O. Box, 8034 Zurich.
- Please return the power of attorney to Computershare Switzerland Ltd, P.O. Box, 4601 Olten.

### **3. Travel to the Annual General Meeting**

#### **3.1 Does Swisscom cover the transport costs?**

- The shareholders pay for the transport costs from their place of residence to Zurich.

#### **3.2 How do I get to the Hallenstadion by public transport?**

- 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)

#### **3.3 How do I get to the Hallenstadion 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)

#### **3.4 Are there parking spaces around the Hallenstadion?**

- Yes, please refer to the information in the invitation or on the Internet site of Swisscom. The parking spaces are subject to charges.

#### **4. Dividend payment**

##### **4.1 How much, when and where?**

- If the Board of Directors' proposal is approved by the Annual General Meeting on 6 April 2020, the payment will be made as follows:
  - CHF 22 gross (35% withholding tax), CHF 14.30 net
  - Credit with value date of 14 April 2020
  - To the account indicated on the application for entry in the share register

##### **4.2 Do I receive my dividend payment automatically?**

- Yes, even if you do not attend the Annual General Meeting.

##### **4.3 Does the dividend depend on the share price?**

- No. The dividend is determined by Swisscom's business performance and other factors.

##### **4.4 Up until what date can I purchase shares including entitlement to the dividend payment for the 2019 financial year?**

- The shares are traded ex dividend from 8 April 2020. Shareholders can purchase shares including entitlement to dividend payment for the 2019 financial year up to and including 7 April 2020.

##### **4.5 What impact does the dividend payment have on the performance of shares?**

- The opening price on the ex date (8 April 2020) is usually reduced by the dividend amount. However, the market price is determined by supply and demand. We do not therefore generally comment on the share performance.

##### **4.6 Do I have to pay tax on dividends?**

- Swisscom must deduct a withholding tax of 35% from dividends. Dividends are classified as taxable income. Please address any further questions on the application of tax law to dividends to your tax consultant.

##### **4.7 How much is the withholding tax?**

- The withholding tax is deducted from the dividend of CHF 22. The withholding tax is therefore CHF 7.70 per share (35% of CHF 22) – (subject to the approval of the Board of Directors' proposal on the dividend payment by the Annual General Meeting).



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**4.8 I have a new bank account. How do I receive the dividends?**

- If you have notified your custodian (bank) of the new account details in good time (by the end of March 2020 at the latest) the transfer to the new account will be duly carried out.
- If the custodian bank does not know about the new account details, the transfer will be made to the old account. The bank which receives the amount and is unable to book it due to the outdated account details will transfer the amount back.
- As soon as the amount has been returned to the custodian bank, it will contact you to obtain the new account details and to transfer the amount to the current account. This process can take several weeks.