

Sunrise Communications Group AG

Securities Trading Policy

Version 3.0
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Approval & Entry into Force

This document which is the updated version 3.0 of February 26, 2020 has been approved by the Sunrise Communications Group AG Board of Directors and becomes applicable immediately.

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1. Purpose

Sunrise Communications Group AG ("Sunrise"), a company incorporated in Zurich, Switzerland, and listed on the SIX Swiss Exchange Ltd. ("SIX") and all Covered Persons (as defined in Section 2 below) commit to comply with all applicable laws as well as the rules and regulations of SIX and of the Swiss Financial Market Supervisory Authority FINMA ("FINMA") with respect to securities trading, misuse of insider information and market manipulation.

This Securities Trading Policy ("Policy") serves to ensure that Insiders (as defined in Section 5) do not take advantage of information not available to the investing public, do not engage in market manipulation or do not engage in certain transactions.

Accordingly, this Policy defines the rules and procedures applicable to:

- a) the requirements for Covered Persons (as defined in Section 2 below) to **refrain from trading** in, **and recommending** that others trade in, Relevant Securities (as defined in Section 3 below) **while possessing Insider Information** (as defined in Section 4 below);
- b) the requirements for Covered Persons to **keep Insider Information confidential** (Section 5 below); and
- c) the requirements for members of the Board of Directors ("Board") and the Group Management Board (as defined in the Organizational Regulations of Sunrise) as well as certain other employees of Sunrise **not to trade in Relevant Securities during certain Restricted Periods** (as defined in Sections 5 below).

In addition to the points above, the members of the Board, the Management Board as well as the members of the Executive Group (as defined in Section 5.3.1 below) are not allowed to give false or misleading signals regarding to the supply of, demand for or market price of Relevant Securities (market manipulation).

This Policy is a binding directive issued by the Board.

2. Covered Persons

This Policy applies to all members of the Board and the Group Management Board as well as to any other employee of Sunrise. The restrictions set out in this Policy also apply to spouses, parents, children or persons living in the same households of the aforementioned persons. Consultants, agents or contractors of Sunrise who receive or have access to Insider Information are also required to adhere to this Policy. This Policy applies irrespective of whether Insider Information was intentionally received or accessed or whether any person accidentally hears, sees or comes into possession of Insider Information related to Sunrise. All of the persons above are referred to as Covered Persons.

3. Relevant Securities

This Policy applies in relation to:

- a) any equity security of Sunrise;
- b) any conversion, acquisition and sale right (e.g., call and put options) which provides for or allows actual delivery of equity securities of Sunrise, or of other conversion, acquisition or sale rights of Sunrise;
- c) any debt security (including, but not limited to bonds, asset-backed securities);
- d) any security issued by a third party (including, but not limited to, financial instruments, index products and equity baskets) whose price or performance is materially influenced by assets of Sunrise or any instruments issued by Sunrise;
- e) any financial instrument, including, for the avoidance of doubt, any derivative instruments, which provides for or allows a cash settlement, other contracts for difference, and non-standardized over the counter products, the performance of which is dependent on the performance of any one or more of the securities set out in a), b), c) or d) above (e.g., index products, equity baskets or options on such instruments) to a degree of more than 33 1/3%.

The securities defined under a) to e) above are defined as Company Securities.

This Policy further applies in relation to any securities and/or financial instruments of any third party traded on a regulated market where a Covered Person, in the course of his/her position or employment, acquires confidential information on such third party that is likely to affect the value of those securities, such as Sunrise planning to launch a public offer for such securities or otherwise planning to undertake a significant commercial transaction with such third party.

All securities listed in this Section, including securities issued by third parties as applicable, are collectively referred to as Relevant Securities.

4. Insider Information

4.1 In General

Insider Information **refers to facts** (including, without limitations, firm intentions, unrealized plans and prospects), other than rumors and speculation,

- a) of sufficiently clear and certain nature (as defined below);
 - b) which are confidential (as defined below);
 - c) which have arisen in Sunrise's sphere of activity or relate to facts external to Sunrise (such as knowledge of financial analysis, rating decisions, industry-specific or general economic developments, awaiting publication) or which relate to any Relevant Securities; and
 - d) which are price-sensitive (as defined below).
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4.2 Facts of Clear and Certain Nature

A fact is of sufficiently **clear and certain nature** if it:

- a) indicates circumstances that exist or may reasonably be expected to come into existence or an event that has occurred or may reasonably be expected to occur; and
- b) is specific enough to enable a conclusion to be drawn as to the possible effect of those circumstances or that event on the price of any Relevant Securities.

In the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be of sufficiently clear and certain nature. However, an intermediate step in a protracted process shall be deemed to be Insider Information if, by itself, it satisfies the criteria of Insider Information as referred to in this Section 4.

4.3 Confidential Facts

A fact is deemed to be **confidential** if it is not generally available but restricted to a limited group of people. A fact is deemed to be generally available (i.e., in the public domain) if third parties are able to obtain it from generally accessible sources. A fact has not been made public as long as Sunrise has not publicly disclosed it by way of a media release or public regulatory filing. Rumors or 'talk on the street', even if widespread and reported in the media, do not constitute a public release until Sunrise itself shall have released the relevant information in its entirety. A fact or an information released by Sunrise is considered to be in the public domain only on the second trading day following the day of its release by Sunrise.

4.4 Price-Sensitive Facts

A fact or information is deemed to be **price-sensitive** if such fact or information is capable of affecting the investment behavior of a reasonable market participant and, thus, of influencing the market price of Relevant Securities to an extent that is considerably greater than the usual price fluctuations.

Possible examples of Insider Information:

- financial information, including any information about financial results (annual or interim) and significant changes in financial results and/or the company's financial condition;
 - changes in the structure of the company, including mergers, substantial acquisitions or disposals (in financial terms or in strategic terms), far reaching restructuring within the company, significant joint ventures, collaboration or changes in assets;
 - changes in the capital structure, including board decisions on capital increases or reductions, changes in dividends or in the rights of shareholders, share buybacks;
 - changes in the company's earnings development, unforeseen sharp fall in earnings, surprising large-scale losses or unforeseen and remarkable earnings growth, which substantially change the general financial picture of the company;
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- important changes in the company's course of business, including new strategic direction, conclusion or dissolution of strategic alliances and/or collaborations, withdrawal of products from the market, introduction of new products or price changes, major liability cases or radical market changes, conclusion of a material contract;
- any changes in the top management, e.g. changes within the Board, changes within the Group Management Board,
- resignation or replacement of the auditors;
- suspension of or drastic reduction in dividend payments, liquidity problems, impending suspension of payments or auditor notification that the company may no longer rely on the auditor's report;
- significant developments regarding customers or suppliers, including the acquisition or loss of a significant customer or supplier, or loss of a significant number of customers.

The list above is not exhaustive. In case of doubt whether actual facts amount to Insider Information, the Clearing Office should be consulted.

5. Prohibitions and Restrictions

5.1 Prohibition of Insider Dealing and of Unlawful Disclosure of Insider Information in accordance with EU regulation

5.1.1 In General

A person shall not:

- a. engage or attempt to engage in Insider Dealing (see below);
- b. recommend that another person engage in Insider Dealing or induce another person to engage in Insider Dealing; or
- c. unlawfully disclose Insider Information (see below).

5.1.2 Insider Trading / Insider Dealing

Insider Trading or Insider Dealing arises, e.g., where a person possesses Insider Information and uses that information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, financial instruments to which that information relates. The use of Insider Information by cancelling or amending an order concerning a financial instrument to which the information relates where the order was placed before the person concerned possessed the inside information, shall also be considered to be Insider Trading or Insider Dealing.

5.1.3 Unlawful Disclosure of Insider Information

Unlawful Disclosure of Insider Information arises where a person possesses Insider Information and discloses that information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties.

5.2 General Restrictions for Trading and Insider Information in accordance with Swiss regulation

A Covered Person who is in possession of Insider Information or is subject to a regular or an ad-hoc Restricted Period (as defined below) ("Insider") may not:

- a) directly or indirectly, sell, buy, otherwise deal in Relevant Securities, or enter into an option or similar transaction relating to Relevant Securities, whether for his/her own account or for the account of another person;
- b) disclose Insider Information to anyone other than a person whose position requires him or her to know the Insider Information and who
 - (i) is, or by receipt of such Insider Information becomes, subject to this Policy, or
 - (ii) who is subject to a statutory or professional secrecy obligation;
 - (iii) who has executed a written confidentiality undertaking (including standstill); or
- c) recommend to, induce or instruct another person to sell, buy, cancel or amend an order or otherwise deal, in Relevant Securities, or to enter into an option or similar transaction relating to Relevant Securities,.

The prohibitions under this Section above shall not apply if:

- a) a Covered Person, at a time when he or she did not possess Insider Information, had entered into a binding contract, provided instructions to another, or was subject to a written plan for the trading of Relevant Securities; and
- b) the contract, instruction or written plan does not allow the Covered Person to exercise any subsequent influence over when, whether or at what price to effect purchases or sales of Relevant Securities; and
- c) no alteration to, or deviation from, the original contract, instruction or plan was made after the Covered Person came into possession of the Insider Information.

Disclosure of any price-sensitive information as required by SIX Listing Rules must follow the requirements set out in the Sunrise Ad-Hoc Policy.

5.3 Additional Specific Restrictions for Executive Group

5.3.1 Members of the Executive Group

Under this Policy, members of the Board, members of the Group Management Board, employees directly reporting to them and other members of the Leadership Team including their respective staff as well as other employees who are specifically assessed to have access to Insider Information on a regular basis or on occasional basis and any representative¹ of an external company which has access to Insider Information, referred to as members of the Executive Group, are subject to specific restrictions on trading in the Relevant Securities due to their access to confidential information on a regular basis.

These restrictions apply in addition to those set forth in Sections 5.1 and 5.2 above. All members of the Executive Group will be informed hereof in writing (Insider List).

These additional specific restrictions also apply to spouses, parents, children and persons living in the same households of the aforementioned members of the Executive Group. Additionally, these restrictions also apply to companies being controlled by a member of the Executive Group.

5.3.2 Regular Restricted Periods for the Executive Group

A member of the Executive Group must not directly or indirectly, sell, buy, otherwise deal in Relevant Securities, or enter into an option or similar transaction relating to any Relevant Securities, whether for his/her own account or for the account of another person, or recommend to, induce or instruct another person to do so, during the following regular restricted periods ("Restricted Periods") or during any Ad-hoc Restricted Periods (as set out in Section 5.3.3), regardless of whether such member is in possession of Insider Information:

- a) the period starting four (4) weeks prior to the end of any half-yearly reporting period of Sunrise and ending one (1) full trading day following the respective public release (semi-annual results);
- b) the period starting four (4) weeks prior to the end of any yearly reporting period of Sunrise and ending one (1) full trading day following the respective public release (annual results);
- c) the period starting four (4) weeks before any public earnings release of Sunrise and ending one (1) full trading day following the public release; and
- d) the period starting four (4) weeks prior to the first public release of an offering memorandum for an issue of Relevant Securities and ending one (1) full trading day following the public release.

5.3.3 Ad-hoc Restricted Periods

In addition, the Board, the Chair of the Board, the CEO or the CFO may, in their/its sole discretion after consultation of the Clearing Office, impose ad-hoc Restricted Periods ("Ad-hoc Restricted Periods") from time to time where the Board or the relevant authorized person considers it necessary or appropriate, including (without limitation) where Insider Information exists or where restrictions are required or appropriate to comply with regulatory or other requirements. Whenever an Ad-hoc Restricted Period is

¹ External companies that have access to relevant Insider Information need to be represented by one person and this person is considered a member of the Executive Group for the purposes of this Policy.

imposed, the Board or the relevant authorized person shall determine the coverage of such Ad-hoc Restricted Period and the restrictions on trading that will apply.

An Ad-hoc Restricted Period imposed in connection with Insider Information ends one (1) full trading day after such Insider Information has been made public by Sunrise in its entirety or deemed by the Clearing Office to no longer qualify as Insider Information. An Ad-hoc Restricted Period imposed for any other reason ends when determined by the Board or the relevant authorized person as defined above.

The Clearing Office shall inform all Covered Persons to whom such restrictions shall apply in advance of any Ad-hoc Restricted Period.

5.3.4 Clearing of Dealings in Relevant Securities for Selected Members of the Executive Group

For the following members of the Executive Group ("Selected Members") additional restrictions apply. They must not directly or indirectly, sell, buy, otherwise deal in Relevant Securities, or enter into an option or similar transaction relating to any Relevant Securities, whether for his/her own account or for the account of another person, or recommend to, induce or instruct another person to do so, outside Restricted Periods or Ad-hoc Restricted Periods without obtaining clearance to deal in advance in accordance with this Section 5.3.4:

- A member of the Board or a member of the Group Management Board (other than the Chair of the Board ("Chair")) must not deal in any Relevant Securities without first notifying the Chair (or a Board member designated by the Board for this purpose) and, if such dealing is deemed appropriate after review, receiving clearance to deal from him in writing.
- The Chair must not deal in any Relevant Securities without first notifying the Vice-Chair of the Board ("Vice-Chair") and receiving clearance to deal from him or, if the Vice-Chair is not present, without first notifying the Chair of the Audit Committee, and, if such dealing is deemed appropriate after review, receiving clearance to deal from him in writing.

A response to a request for clearance to deal must be given to the relevant Selected Member of the Executive Group within three (3) business days of the request being made.

Sunrise must maintain a record of the response to any dealing request made by a Selected Member of the Executive Group and of any clearance given. A copy of the response and clearance (if any) must be given to the Selected Member of the Executive Group concerned.

A Selected Member of the Executive Group who is given clearance to deal in accordance with this Section must deal as soon as possible and in any event within two (2) business days of clearance being received.

6. Sanctions in Case of Violation

Compliance with this Policy is of utmost importance to any Covered Person and Sunrise.

Any violation of the rules set forth in this Policy will be regarded as a serious disciplinary offense, which entitles Sunrise to impose sanctions pursuant to the law and/or the relevant (employment) contract on

the Covered Person concerned, including termination of the (employment) contract for cause. In addition, violation of these rules may be subject to criminal sanctions (fines and/or imprisonment) under applicable legislation.

Moreover, any Covered Person is subject to a maximum sanction of at least EUR 500,000.00² (or the corresponding value in CHF) for infringing the Prohibition of Insider Dealing and of Unlawful Disclosure of Insider Information as specified above (cf. Art. 30 Section 2 of the Market Abuse Regulation of the European Union³).

It is each Covered Person's responsibility to ensure compliance with the rules set forth herein. In case of doubt, the Clearing Office shall be consulted.

Sunrise Communications Group AG



Peter Kurer

Chair of the Board of Directors



André Krause

CEO

² i.e. fine can also be more than EUR 500,000.00

³ Since July 3, 2016 the updated Market Abuse Regulation came into effective. Because of activity at the Luxembourg Stock Exchange, Sunrise needs to respect the insider rules of the European Union (see REGULATION (EU) No 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC).