

Sunrise Communications Group AG

Organizational Regulations

of the
Board of Directors
of

Sunrise Communications Group AG

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1 Principles

1.1 Legal Basis

These Organizational Regulations (**Organizational Regulations**) have been enacted by the Board of Directors (**Board**) of Sunrise Communications Group AG (**Company**) on the basis of Art. 716b of the Swiss Code of Obligations (CO) and Art. 18 of the Articles of Incorporation.

1.2 Purpose

The Organizational Regulations implement and supplement applicable laws and the Articles of Incorporation with binding rules relating to the proper organization of the Company, the conduct of its business and affairs and the powers and duties of the executive bodies of the Company.

The Company is the ultimate parent holding organization of the Sunrise Group. In this function it performs tasks of management, organization and financing not only for itself but also for all its subsidiaries. To ensure proper functioning of the Sunrise Group in the interests of the Company and its shareholders and to comply with applicable laws and regulations, the Board shall supervise and, where necessary and appropriate and always subject to applicable local laws and regulations and the articles of incorporation and by-laws of the local entities of the Sunrise Group, coordinate the Company and its subsidiaries by providing overall guidance and support.

The Organizational Regulations are directly applicable to the Company and indirectly, subject to mandatory law and to the extent legally permissible, to each direct and indirect Swiss subsidiary. Each subsidiary may establish additional separate regulations to regulate business specific to such entity. However, the following provisions supersede any such separate regulations and shall prevail in any conflict, to the extent legally permissible.

2 Executive Bodies of the Company

The executive bodies of the Company are:

- The Board of Directors (**Board**)
- The Committees of the Board, being the audit committee (**AC**) and the nomination and compensation committee (**NCC**) (together, the **Committees**);
- The Chairman of the Board (**Chairman**);
- The Chief Executive Officer (**CEO**) and the other members of Sunrise's executive leadership team (together, the **Executive Leadership Team**).

3 Board of Directors

3.1 Ultimate Direction of the Company and Responsibility for the Company's Business and Affairs

The Board is entrusted with the ultimate direction of the Company and its subsidiaries and shall have the ultimate responsibility for the business and affairs of the Company and its subsidiaries.

Such direction and responsibility shall include the duty to select carefully, to instruct properly and to supervise diligently the CEO and the other members of the Executive Leadership Team.

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The Board shall ensure the continued contact with the CEO and the other members of the Executive Leadership Team in order to be informed at all times about all important developments of the business and affairs of the Company and its subsidiaries.

The Board shall exercise its powers and duties as required by law, the Articles of Incorporation and the Organizational Regulations.

3.2 Power and Duties

3.2.1 Irrevocable Powers and Duties

The Board has the following non-transferable and inalienable powers and duties pursuant to Art. 716a CO:

- a) The overriding management of the Company and the issuing of necessary instructions;
- b) The establishment of the organization;
- c) The structuring of the accounting system, the financial controls as well as the financial planning;
- d) The appointment and dismissal of the persons entrusted with management and representation;
- e) The overriding supervision of persons entrusted with management, in particular with respect to compliance with the law, the Articles of Incorporation, regulations and instructions;
- f) The preparation of the annual report, the compensation report as well as the preparation of the General Meeting and the implementation of its resolutions;
- g) Informing the respective court in the event of over-indebtedness.

3.2.2 Further Powers and Duties

In addition to the powers and duties set forth in section 3.2.1, the Board has the powers and duties set forth in section 4.

The Board is entitled to resolve on any matters which are not delegated to or reserved for the General Meeting or another executive body of the Company by law, by the Articles of Incorporation or the Organizational Regulations.

Further, the Board may, at any time and irrespective of section 3.6.2 and 4, on a case-by-case basis or according to a general reservation of powers provided for in the Organizational Regulations, intervene in the tasks and powers of an executive body subordinated to it and resolve on the relevant matter itself.

The Board of Directors may obtain independent advice from external experts on important business matters at the Company's expense.

3.2.3 Internal Control and Risk Management Systems and Dealing with Compliance

The Board shall maintain appropriate and for the Company and the Sunrise Group suitable internal control and risk management systems (financial, operational, regulatory and reputational risks), compliance functions and codes of conduct, in line with accepted industry standards and best practice rules.

3.2.4 Annual Evaluation and Review of Compliance

The Board, with the assistance of the NCC, shall carry out an annual evaluation of its performance and of the performance of the Committees.

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The Board shall carry out an annual review of the compliance of the Board and the Committees with the law, the Articles of Incorporation, the Organizational Regulations and other relevant regulations, directives, policies and guidelines enacted by the Board.

The Board shall carry out an annual review of the principles of compliance applicable to the Board, the Committees, the Executive Leadership Team and the Sunrise Group whether such principles are sufficiently well known and constantly respected.

3.3 Organization of the Board of Directors

3.3.1 Composition

Except for the election of the members and the Chairman of the Board, the election of the members and the Chairman of the NCC by the General Meeting, the Board shall organize itself. It shall appoint a Vice-Chairman and a Secretary who needs not to be a member of the Board. Unless otherwise determined by the Board, the Secretary of the Board shall be the Group General Counsel.

3.3.2 Term of Office

The members and the Chairman of the Board, and the members and the Chairman of the NCC shall be elected annually pursuant to law and the Articles of Incorporation. The term of office ends at the closing of the following ordinary General Meeting. Re-election is possible.

3.3.3 Meetings

The Board shall convene whenever required by business, in the normal course of business 7-9 times a year. Meetings shall also be called upon the request of a member of the Board or of the CEO or another member of the Executive Leadership Team setting forth the reasons for the request.

The meetings shall be held at the registered office of the Company or at other places as to which the Board may from time to time agree. Meetings may also be held by telephone, video-conferencing or other electronic media.

The meetings shall be called by the Chairman or, in his/her absence, by the Vice-Chairman.

A meeting shall be called with at least 72 hour notice (by e-mail, facsimile or courier) to all Board members. Any such notice shall contain, inter alia, an agenda identifying in reasonable detail all of the matters to be discussed at the meeting and shall be accompanied by copies of any relevant papers to be discussed at the meeting. Any such notice may be sent by the Secretary on behalf of the Chairman or, in his/her absence, of the Vice-Chairman.

The Chairman or, in his/her absence, the Vice-Chairman, takes the chair.

In urgent matters, in particular if a business item does not allow a notice period, a meeting may be called by the Chairman or, in his/her absence, by the Vice-Chairman, or in his/her absence, by any member of the Board with a shorter period of notice and may be chaired by any such person.

The CEO and/or the other members of the Executive Leadership Team and/or other executive officers/employees of the Company or its subsidiaries shall upon invitation by the Chairman or, in his/her absence, the Vice-Chairman, or in his/her absence, by the member of the Board calling a

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meeting, participate in meetings of the Board on a consultative basis. Further, third parties may be invited to participate in meetings of the Board on a consultative basis.

The meetings shall be held in English.

3.3.4 Resolutions

The Board may resolve on all matters if the majority of its members is present. This quorum shall be met by the presence in person or by telephone or video-conferencing or other electronic media. No such quorum of members present shall be required for recording the implementation of an increase in share capital and the subsequent amendment to be made to the Articles of Incorporation.

Except as provided in the Organizational Regulations, the Board shall pass its board resolutions with the majority of the votes cast. In the event of a tied vote, the chairman of the meeting shall cast the deciding vote.

Board resolutions may also be taken by means of circular resolutions, be it in writing, by facsimile or by e-mail, provided that no member of the Board requests deliberations in a meeting. Any member of the Board who wishes to object against taking a resolution by means of circular Board resolution shall request (by e-mail, phone or facsimile) deliberations in a meeting as soon as possible and no later than three days after becoming aware of the proposed resolution. A circular board resolution shall be deemed passed if the majority of all the members of the Board approves such circular Board resolution.

3.3.5 Minutes

All major issues, the core of the discussions and the resolutions shall be recorded in minutes. The minutes shall be signed by the chairman of the meeting and the Secretary. The minutes shall be supplemented with a continuously updated list of open items. The minutes and the updated list of open items shall be distributed to all members of the Board and, on a case-by-case basis, to the CEO and the other members of the Executive Leadership Team or other executive officers as specified by the Chairman within ten days after the Board meeting. Circular board resolutions shall be attached to the minutes of the next Board meeting.

3.3.6 Conflicts of Interest

Board members and members of the Executive Leadership Team shall avoid entering into any situation in which their personal or financial interest may conflict with the interest of the Company or the Sunrise Group.

In case of a conflict of interest, the relevant Board or Executive Leadership Team member shall inform the Chairman (in case the conflict of interest is with the Chairman, the Vice-Chairman) in writing. The Chairman (in case the conflict of interest is with the Chairman, the Vice-Chairman) shall request a decision by the Board of Directors commensurate with the seriousness of the conflict of interest, and the Board of Directors shall decide without the participation of the conflicted member of the Board or the Executive Leadership Team.

Members of the Board or the Executive Leadership Team shall abstain from voting on matters or transactions which affect their own interests or the interests of individuals or entities connected with or close to them. In case of a permanent conflict of interest, they shall resign from their position as members of the Board or the Executive Leadership Team.

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Dealings between the Company or its subsidiaries and members of the Board or the Executive Leadership Team or affiliated person are subject to the principle of conclusion "at arm's length" conditions and should be approved without the participation of the member concerned. If necessary, an impartial opinion should be obtained.

3.3.7 Board Information

Each Board member is entitled to request information on all matters of the Company.

In each meeting the Board shall be informed by a member of the Executive Leadership Team on the current course of business and on material developments and important business transactions affecting the Company and, where necessary, by a member of a Board Committee on matters relating to the respective Board Committee.

Extraordinary events shall be communicated to the Board members immediately by way of a circular letter, be it in writing, by facsimile or by e-mail.

To the extent necessary to perform his/her duties, each Board member may request that the Chairman authorizes the inspection of books and records. If the Chairman rejects the request for an inspection, the Board shall decide whether to comply with such request.

Upon termination of the Board membership, Board members shall return all confidential documents and records relating to the Company and its business and affairs, or a declaration confirming that such documents and records have been destroyed, to the Secretary, and such Board members shall continue to be bound by the confidentiality rules set forth in the Organizational Regulations.

3.3.8 Introduction of New Board Members and Regular Training

Newly elected Board members shall receive an introduction appropriate to their functions. Existing Board Members shall receive regular training with respect to their responsibilities as Board and Committee member.

3.3.9 Signatory Power

Signatory powers shall be granted by the Board, which shall only grant joint signatory powers by two.

3.4 Chairman of the Board of Directors

3.4.1 Appointment

The Chairman is elected annually by the General Meeting. His term of office ends at the closing of the following ordinary General Meeting. Re-election is possible.

If the post of the Chairman is vacant the Board shall appoint a new Chairman for the remaining term of office.

3.4.2 Powers and Duties and Authority

The Chairman, or in his/her absence, the Vice-Chairman, shall preside the Board in the Company's interest and in accordance with the law, the Articles of Incorporation, the Organizational Regulations and any other regulations, directives and policies enacted by the Board. He/she shall ensure proper procedures with respect to the preparation, deliberation, passing and implementation of resolutions.

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The Chairman, or in his/her absence, the Vice-Chairman, shall ensure a close relation between the Board and its committees, in particular with respect to the appointment, development and dismissal of the members of the Executive Leadership Team.

The following duties and powers are specifically delegated to the Chairman, or in his/her absence, the Vice-Chairman:

- a) Calling of Board meetings and setting the agenda;
- b) Supervision of, compliance with and implementation of the resolutions of the Board;
- c) Immediate information of all Board members in case of extraordinary events;
- d) Handling of information requests from other Board members in accordance with Art. 715a CO;
- e) All other matters reserved to the Chairman by law, the Articles of Incorporation or these Organizational Regulations;
- f) Ensuring that in urgent business matters all measures are taken to safeguard the interests of the Sunrise Group where a regular Board resolution cannot be reasonably passed within the required time frame;
- g) Interacting with the CEO and the other members of the Executive Leadership Team outside of Board meetings;
- h) Monitoring the implementation of the measures decided by the Board; and
- i) Representing the Board internally and externally.

3.4.3 Urgent Resolutions

As an exception and in urgent cases, the CEO may, following consultation with the Chairman, or in his absence, the Vice-Chairman, be empowered to act even before proposals are approved by the Board. Any such measures must be communicated to the other Board members without delay and ratified by the full Board at its next meeting.

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3.5 Committees

3.5.1 Appointment of Committees

The Board may appoint Committees from its midst and may assign powers and duties to them in accordance with the law, the Articles of Incorporation, the Organizational Regulations and other regulations, directive, policies and guidelines. The Committees shall regularly report to the Board.

The overall responsibility for any powers and duties assigned to the Committees shall remain with the Board.

The Board may combine the functions of several committees provided that their members fulfill the respective qualifications.

For the time being, there are two standing committees:

- The Audit Committee (AC); and
- The Nomination and Compensation Committee (NCC) which shall combine the powers and duties of a nomination committee and a compensation committee.

The Board may appoint other committees for specific areas and/or on an interim basis.

Each committee shall appoint a secretary who needs not to be a member of the Board. Unless otherwise determined by a committee, the secretary shall be the Secretary of the Board.

3.5.2 Audit Committee (AC)

The AC shall be composed of at least three Board members. The Board aims for appointing non-executive and independent members within the meaning of the provisions of the Swiss Code of Best Practice for Corporate Governance.

The members and the Chairman of the AC shall be appointed annually by the Board. Their term of office ends at the closing of the following ordinary General Meeting.

The AC has the powers and duties set forth in the Organizational Regulations for the Audit Committee (AC) of the Board of Sunrise Communications Group AG.

3.5.3 Nomination and Compensation Committee (NCC)

The NCC shall be composed of at least three members of the Board.

The members and the Chairman of the NCC are elected annually and individually by the General Meeting pursuant to the laws and the Articles of Incorporation. Their term of office ends at the closing of the following ordinary General Meeting. If the NCC is not complete or the post of the chairman is vacant, the Board shall fill the positions for the remaining term of office.

The Board aims for proposing non-executive and independent members within the meaning of the provisions of the Swiss Code of Best Practice for Corporate Governance to be elected by the General Meeting as member of the NCC. The Board may propose members to be elected as member of the NCC who are significant shareholders or represent significant shareholders of the Company.

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The NCC has the powers and duties set forth in the Organizational Regulations for the Nomination and Compensation Committee (NCC) of the Board of Sunrise Communications Group AG.

3.6 Chief Executive Officer (CEO)

3.6.1 Appointment

The Chief Executive Officer (CEO) is appointed by the Board upon proposal of the NCC.

3.6.2 Delegation of the Executive Management to the Chief Executive Officer

The Board delegates the executive management (*Geschäftsführung*) of the Company, to the extent not provided otherwise by law, the Articles of Incorporation and the Organizational Regulations, to the CEO.

The CEO is empowered to further sub-delegate parts of the executive management of the Company delegated to him/her pursuant to the Organizational Regulations, as deemed necessary or appropriate, to the other members of the Executive Leadership Team.

3.6.3 Powers and Duties of the Chief Executive Officer

Within the executive management delegated to the CEO pursuant to the Organizational Regulations, the CEO is responsible for the Company's overall business and affairs and has the final authority in all matters of management which are not reserved to the Board pursuant to the law, the Articles of Incorporation and the Organizational Regulations.

The CEO shall be responsible for the implementation of all resolutions of the Board and the supervision of all management levels in the Company. The CEO shall ensure the long-term successful, market and value-oriented management and development of the Sunrise Group, and of the Sunrise Group companies.

The CEO is the head of the other members of the Executive Leadership Team.

Within the Executive Leadership Team, the CEO is the contact person for the Chairman and the other members of the Board. He represents and coordinates the Executive Leadership Team vis-à-vis the Board. In case of matters requiring approval by the Board as a matter of law, the Articles of Incorporation and/or the Organizational Regulations, the CEO submits corresponding proposals to the Board and ensures implementation of the resolutions taken.

The CEO provides information to the other members of the Executive Leadership Team concerning the resolutions, suggestions and wishes of the Board. He ensures that resolutions are implemented and that suggestions and wishes are taken into account.

The CEO represents the Sunrise Group, both internally and externally.

The CEO shall have the further powers and duties as set out in section 4.

3.6.4 Reporting

The CEO shall regularly, and whenever extraordinary circumstances so require, report to the Board on the Company's and Sunrise Group's business and affairs.

The reporting by the CEO to the Board shall include:

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- a) Monthly reports on financial results, profit and loss, balance sheet, cash flows, important operational matters and other pertinent data;
- b) Changes in key members of management and the Company's or Sunrise Group's organization;
- c) Information on issues which may affect the supervisory or monitoring function of the Board, in particular corporate strategy issues and other issues such as compliance and developments outside the ordinary course of the Company's or Sunrise Group's business and affairs as well as extraordinary risks, profits and losses;
- d) Matters of significance outside the periodical reporting;
- e) Significant changes in the shareholder structure of the Company; and
- f) Such other information as the Board from time to time may request to receive.

3.7 Executive Leadership Team

3.7.1 Composition

The Executive Leadership Team is currently made up of:

- Chief Executive Officer (CEO);
- Chief Financial Officer (CFO);
- Chief Technology Officer (CTO);
- Chief Consumer Officer (CCO);
- Chief Business Officer (CBO);
- Chief Services Officer (CSO);
- Chief Administrative Officer (CAO); and
- Chief Human Resources Officer (CHRO)

3.7.2 Operating Principles for the Executive Leadership Team

The CEO shall issue the appropriate directives with respect to the powers and duties of each member of the Executive Leadership Team and the reporting.

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4 Allocation of Powers and Duties between the Board of Directors and the CEO

The following table lists the allocation of powers and duties between the Board, the Committees and the CEO. The powers and duties reserved to the Board under this section 4 shall be in addition to the non-transferable and inalienable powers and duties of the Board set out in section 3.2.1:

		Board of Directors	Committees	CEO
1.	General management and group organization			
1.1	Executive management to the extent not provided otherwise by law, the Articles of Incorporation or the Organizational Regulations			E
1.2	Self-perception of the Sunrise Group (vision, mission statement, principles)	E		A
1.3	Organizational regulations of the Company/Sunrise Group	E		A
1.4	Fundamental structure of the Sunrise Group from a legal, financial and management point of view:	E		A
	▪ Formation, dissolution and liquidation of material Sunrise Group companies	E		A
	▪ Acquisitions, joint ventures or other forms of participation as well as the sale of companies (including asset deals)	E		A
	▪ Approval of negotiating strategies concerning participations and the acquisition of companies as well as regarding the formation of joint ventures or other forms of participation	E		A
	▪ Passing of resolutions concerning the share capital as well as approval of increases in share capital and corresponding amendments to the articles of incorporation of Sunrise Group subsidiaries	E		A
2.	General Meeting (GM), meetings of the Board and shareholders			
2.1	Actions of the GM required by the law or by the Articles of Incorporation	A to GM	A (as far as concerned)	A
2.2	Preparation of Board meetings	E		A
2.3	Guidelines for the registration of shares with the share register	E		A
2.4	Monitoring of share register and registration of shares	E		A
2.5	Investor relations activities	I		E / D

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		Board of Directors	Committees	CEO
3.	Corporate planning and financial policy			
3.1	Strategic objectives and overall strategy of the Sunrise Group	E		A / D
3.2	Guidelines for the financial policy of the Company and of the Sunrise Group, including determination of accounting standards	E		A
3.3	Medium-term planning	I		E
3.4	Fundamental long-term projects (investment planning) totaling more than CHF 10 million	E		A
3.5	Budget	E		A
3.6	Financial statements and annual report (including management report) of the Company and the Sunrise Group	E	A	D
3.7	Dividend policy	E		A
3.8	Half-year/quarterly financial statements and half-year/quarterly report(s) of the Sunrise Group	E	A	A
3.9	Monthly reports	E		A
3.10	Issuing of bonds, other securities or of options on shares or other securities as well as the use of equity securities	E		A
3.11	Determination of limits and ranges in terms of equity ratio, net liquidity and bank debts, including financing leasing	E		A
4.	Business activities			
4.2	Release/approval of supplementary budgets (cumulative per year): <ul style="list-style-type: none"> ▪ Totaling more than CHF 5 million ▪ Totaling up to CHF 5 million 	E I		A E
4.3	Conclusion of infrastructure agreements <ul style="list-style-type: none"> ▪ Totaling more than CHF 10 million ▪ Totaling from CHF 5 million up to CHF 10 million 	E I		A E
4.4	M&A, acquisitions and divestitures of shares, assets or activities in a company against payment, merger etc. and capital injections (incl. any shareholder loans) <ul style="list-style-type: none"> ▪ Totaling more than CHF 10 million ▪ Totaling from CHF 5 million up to CHF 10 million 	E I		A E
4.5	Acquisition and divestiture of licences for the operation of telecom activities: <ul style="list-style-type: none"> ▪ Totaling more than CHF 10 million 	E		A

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	▪ Totaling from CHF 5 million up to CHF 10 million	I		E
4.6	Agreements with investment banks, legal advisors auditors and/or management consultants: ▪ Totaling more than CHF 5 million ▪ Totaling from CHF 2 million up to CHF 5 million	E I		A E
4.7	Securitized (incl. mortgage), indemnities, guarantees, parent company guarantees which is a financial debt: ▪ Totaling more than CHF 5 million ▪ Totaling from CHF 2 million up to CHF 5 million	E I		A E
4.8	Conclusion of other agreements ▪ If totaling more than CHF 10 million ▪ If totaling from CHF 5 million up to CHF 10 million	E I		A E
4.9	Decisions on entering into or refraining from litigation as well as the conclusion of settlement agreements: ▪ Totaling more than CHF 2 million ▪ Totaling from CHF 1 million up to CHF 2 million	E I		A E
	As a fundamental rule, the legal department must be consulted concerning all litigation against Sunrise and concerning all litigation by Sunrise against third parties except for collection cases in the ordinary course of business.			
5.	Internal control and risk management systems/internal and external audit			
5.1	Overriding supervision of internal and external auditing	E	A	C
5.2	Approval of the guidelines for the work of the internal audit department	E	A	C
5.3	Receipt and approval of reports by the internal and external auditors	E	A	C
5.4	Performance assessment of internal and external audit	E	A	C/A
5.5	Nomination of the external auditors	E	A	C/A
5.6	Organization of the internal control and risk management systems and policies of compliance including code of conduct	E	A	C/A
5.7	Guidelines for policy with respect to insurance	E	A	A

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		Board of Directors	Committees	CEO
6. Personnel				
6.1	Appointment, dismissal of:			
	▪ Members of the Board	A to GM	A	
	▪ Chairman of the Board	A to GM	A	
	▪ Vice-Chairman	E	A	
	▪ Chairman and members of committees (without NCC)	E	A	
	▪ Members of the NCC	A to GM	A	
	▪ Chairman of the NCC	A to GM	A	
	▪ Chief Executive Officer (CEO)	E	A	
	▪ Members of the Executive Leadership Team (excluding CEO)	E	A	A
	▪ Secretary of the Board	E	A	A / C
	▪ Head of Internal Audit	E	A	A
6.2	General principles regarding terms and conditions of employment and remuneration systems	E	A	A
6.3	Compensation of the Board and the Executive Leadership Team			
	▪ Remuneration report	E	A	A
	▪ Compensation of the Board	A to GM	A	
	▪ Compensation of the Executive Leadership Team (including CEO)	A to GM	A	A
	▪ Use of the additional amount for new members of the Executive Leadership Team (including CEO)	E	A	A
	▪ Decision on individual compensations of the members of the Board (subject to approval of total compensation amount by the GM)	E	A	
	▪ Decision on individual compensations of the CEO and the other members of the Executive Leadership Team (subject to approval of the total compensation amount by the GM)	E	A	A (without compensation of CEO)
6.4	Mandates outside the Sunrise Group by members of the Board (in case of conflict of interest only) or of the Executive Leadership Team	E	A	A (without mandates BoD/CEO)
6.5	Nomination of external members of the supervisory boards/boards of directors of subsidiaries	I		E
6.6	Variable compensation systems and employee participation models	E	A	A / C
6.7	Pension plans (principles)	E	A	A
6.8	Compensation of Head of Internal Audit	E	A	D

E = Decision A = Applicant I = Information C = Consultation

D = Implementation/Processing

