

# Sunrise Communications Group AG

## Organizational Regulations

Nomination and Compensation Committee (NCC)  
of the  
Board of Directors  
of  
Sunrise Communications Group AG

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# Organizational Regulations

for the Nomination and Compensation Committee (NCC) of the Board of Directors of Sunrise Communications Group AG

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## 1. Principles

On the basis of the Articles of Incorporation and the Organizational Regulations of the Board of Directors (**Board**) of Sunrise Communications Group AG, the Board hereby issues the following regulations concerning the powers and duties and the organization of the Nomination and Compensation Committee (the **NCC**). This committee combines the functions of a nomination committee and a compensation committee.

## 2. Powers and Duties

### 2.1 In General

The NCC supports the Board in the fulfillment of its powers and duties as set forth in the law, the Articles of Incorporation and the Organizational Regulations in the area of compensation and personnel policy of the Sunrise Group.

The NCC has the following powers and duties (principles):

1. Establishment and periodical review of the Sunrise Group's compensation policy and principles and the performance criteria related to compensation and periodical review of their implementation as well as submission of proposals and recommendations to the Board;
2. Preparation of all relevant decisions of the Board in relation to the nomination and compensation of the members of the Board, the CEO and the other members of the Executive Leadership Team as well as submission of proposals and recommendations to the Board.

The Board may delegate further powers and duties to the NCC with respect to nomination and compensation and related matters.

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

The NCC reports to the Board regularly on its activities and submits the necessary proposals.

### 2.2 Powers and Duties in Detail

#### 2.2.1 Compensation and Personnel Policy

The NCC accompanies and monitors for the Board the goals and principles of the compensation and personnel policy of the Sunrise Group. The goal of the compensation and personnel policy is to find, encourage and retain employees for the Sunrise Group and, by so doing, to ensure the competitiveness and long-term success of the Sunrise Group.

Once per year, the NCC shall receive information on the implementation of these goals and principles by the Executive Leadership Team. This also includes concepts concerning leadership and cooperation, salaries and incentives, training as well as internal communication.

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### **2.2.2 Performance Assessment, Training and Succession Planning**

Once per year, the NCC shall review the assessment of the members of the Executive Leadership Team proposed by the CEO, and corresponding measures. The NCC shall carry out this evaluation for the CEO, and the CEO for the other members of the Executive Leadership Team.

Once per annum, the NCC shall receive information on the personnel development and the corresponding measures at management n-2 level.

The NCC reports to the Board at least once per year on succession planning, including planning and training for unforeseen and emergency situations, and management development for members of the Executive Leadership Team (including the CEO) and other key members of the management as the NCC shall determine.

### **2.2.3 Contracts with Members of the Board and of the Executive Leadership Team**

The NCC proposes all contracts with the members of the Executive Leadership Team (including the CEO) and any contracts with the members of the Board to the Board for approval.

### **2.2.4 Compensation**

#### **2.2.4.1 In General**

In accordance with the Articles of Incorporation, the NCC evaluates and prepares the compensation guidelines and the applicable performance criteria in the area of compensation and submits corresponding proposals to the Board. In addition to basic salary, this also includes variable cash compensation, compensation in options, shares and/or similar instruments pursuant to the applicable participation programs, pension plans and/or additional benefits within the meaning of the total compensation.

The NCC assesses the effect, attractiveness and competitiveness of these plans at least every two years.

The NCC reviews the compensation report to be drafted by the Executive Leadership Team and submits a corresponding proposal to the Board.

#### **2.2.4.2 Compensation of the Board and the Executive Leadership Team**

In connection with the compensation of the Board and the Executive Leadership Team (including the CEO), the NCC has the following powers and duties:

1. It proposes, in line with the maximum aggregate compensation for the Board as approved by the respective general meeting, the individual compensation of the members of the Board to the Board for approval. The proposition of the compensation of the Board members is based on their responsibilities and functions. In proposing so, the NCC shall also give appropriate consideration to the levels of Board member compensation at similar companies.
2. It proposes, in line with the maximum aggregate compensation amount for the Executive Leadership Team (including the CEO) as approved by the respective General Meeting, on the individual compensation of the members of the Executive Leadership Team as proposed by the CEO and submits corresponding proposals to the Board. The individual compensation of the CEO shall be proposed directly by the NCC to the Board.

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3. It proposes to the Board on an annual basis the maximum aggregate compensation amount in relation to each of the Board and the Executive Leadership Team (including the CEO) which has to be proposed by the Board to the General Meeting for approval.
4. It proposes to the Board, if necessary, the use of the additional amount for the compensation of new members of the Executive Leadership Team (including the CEO) in accordance with the Articles of Incorporation.
5. It recommends to the Board the performance metrics applicable to the CEO, and evaluates the CEO's performance based on such performance metrics during the relevant period and proposes the compensation of the CEO based on such evaluation. The performance metrics applicable to the other members of the Executive Leadership Team shall be set by the CEO. The Nomination and Compensation Committee reviews and proposes to the Board, taking into account the recommendation of the CEO, the individual compensation of the other members of the Executive Leadership Team, based on the evaluation of the other Executive Leadership Team members' performance undertaken by the CEO.

### **2.2.4.3 Compensation of the Head of Internal Audit**

The NCC determines the compensation of the Head of Internal Audit and submits a corresponding proposal to the Board.

### **2.2.5 Nomination of Members and Chair of the Board and the Committees and of the Members of the Executive Leadership Team**

In connection with the nomination of the members and the Chair of the Board, the committees and the Executive Leadership Team (including the CEO), the NCC has the following powers and duties:

1. It determines the criteria for the selection of candidates (members and Chair of the Board, members and Chair of the NCC and of the AC) for election to the Board, election as Chair of the Board or election to the NCC and as Chair of the NCC by the General Meeting, prepares the selection in accordance with these criteria and submits corresponding proposals to the Board.
2. For its proposals, the NCC takes into account each proposed director's experience, independence, compatibility with other directors, culture, other commitments, and such other factors as the NCC deems relevant.
3. It evaluates candidates for the position as CEO who is to be appointed by the Board and submits corresponding proposals to the Board.
4. It evaluates, together with the CEO, candidates for the Executive Leadership Team (excluding the CEO) whose members are to be appointed by the Board and submits corresponding proposals to the Board.
5. It reviews on an annual basis the independence of the members of the Board and the committees and reports its assessment to the Board which shall decide.

When determining the criteria of candidates for the Board of Directors, the NCC shall take into account the criteria for the composition of the board of directors as set forth in the Swiss Code of Best Practice.

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### **2.2.6 Insurance and Pension Plans**

The NCC evaluates appropriate insurance for the members of the Board and the Executive Leadership Team (including the CEO) (e.g., D&O insurance) at least every two years and proposes the necessary adjustments to the Board.

At least every two years, the NCC shall review the pension plans in place for the employees of the Sunrise Group.

### **2.2.7 Annual Evaluation of Corporate Governance and Board Performance**

The NCC shall assist the Board in carrying out an annual review and evaluation of the corporate governance and the performance of the Board and its committees.

### **2.2.8 Mandates Outside the Sunrise Group**

The NCC reviews the acceptance of mandates outside of the Sunrise Group by members of the Board (in case of a conflict of interest only) or of the Executive Leadership Team (including the CEO) and submits corresponding proposals to the Board.

## **3. Organization**

### **3.1 Composition**

The NCC shall be composed of at least three members of the Board as elected by the respective General Meeting.

The members of the NCC and the Chair of the NCC are elected annually and individually 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 Chair 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 Swiss Code of Best Practice for Corporate Governance to be elected by the General Meeting as member of the NCC in accordance with the provisions of the Swiss Code of Best Practice for Corporate Governance. The Board may propose members to be elected as member of the NCC who are significant shareholders or represent significant shareholders of the Company.

### **3.2 Procedures**

The NCC shall meet whenever required by business, at least, however, three times per year.

The meetings shall be called by the Chair of the NCC or, in his/her absence, by the most senior member of the NCC. Meetings shall also be called upon the request of a member of the NCC 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 NCC may from time to time agree. Meetings may also be held by telephone, video-conferencing or other electronic media.

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The Chair of the NCC or, in the event of incapacity, the most senior member of the NCC chairs the meeting.

A meeting shall be called with at least 72 hour notice (by e-mail, facsimile or courier) to all NCC 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 Chair. In urgent matters, in particular if a business item does not allow a notice period, a meeting may be called with a shorter period of notice.

The NCC shall appoint a secretary who need not be a member of the Board. Unless otherwise determined by the NCC, the secretary of the NCC shall be the Head of HR.

The meetings shall be held in English.

The NCC shall regularly invite the CEO and may invite other members of the Executive Leadership Team or, subject to prior notification of the responsible member of the Executive Leadership Team, members of the Company's management to its meetings as it may deem desirable or appropriate. However, the CEO or other members of the Executive Leadership Team must not be present when the NCC reviews the compensation or other aspects of the employment of the respective person. The Chair of the Board of Directors or the Chair of the Nomination and Compensation Committee must not be present when the NCC reviews the compensation of the respective person.

The NCC may pass resolutions if a majority of its members are present. Resolutions are passed by a majority of the votes cast. In the event of a tied vote, the chair of the meeting of the NCC shall cast the deciding vote.

Resolutions of the NCC 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 NCC requests deliberations in a meeting. Any member of the NCC who wishes to object against taking a resolution by means of circular NCC 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 NCC approves such circular NCC resolution.

Minutes must be taken of the discussions and resolutions. The minutes must be signed by the chair of the meeting of the NCC and the secretary, and must be circulated to all members of the NCC and the Board and to the Secretary of the Board, and where appropriate to the CEO. The minutes must be approved by the NCC at its next meeting.

#### **4. Entry into Effect**

These regulations were amended by the Board as of 26 February 2020 and shall come into effect upon approval.

## **Organizational Regulations**

for the Nomination and Compensation Committee (NCC) of the Board of Directors of  
Sunrise Communications Group AG

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Opfikon, 26 February 2020

For the Board of Directors

Peter Kurer  
(Chair of the Board of Directors)

Marcel Huber  
(Secretary of the Board of Directors)

## SHARE REGISTER REGULATIONS

concerning the

**Registration of shareholders and maintenance of the share register of  
Sunrise Communications Group Ltd.  
adopted on 5 February 2015 (Status as of 26 February 2020)**

### **1. Basic principles, scope and purpose**

- 1.1 The Board of Directors has enacted these share register regulations (the "**Regulations**") on the basis of articles 685a and 685d et seq. of the Swiss Code of Obligations (the "**CO**") and article 5 para. 5 of the articles of incorporation (the "**Articles of Incorporation**") of Sunrise Communications Group Ltd. (the "**Company**").
- 1.2 The Regulations set out in detail the rules governing the recognition and registration of acquirers of shares and nominees as shareholders with voting rights, the powers and duties in relation to and the maintenance of the share register as well as the monitoring of the shareholdings registered in the share register.

### **2. Recognition of an acquirer of shares as shareholders with voting rights**

- 2.1 In accordance with article 5 para. 2 of the Articles of Incorporation, acquirers of shares shall upon their request and presentation of evidence of the acquisition be registered as shareholders with voting rights in the Company's share register by the Board of Directors, provided that the acquirers explicitly state that they will hold the shares in their own name and for their own account.
- 2.2 The recognition as a shareholder with voting rights thus requires that the shareholder in question bears the economic risk of ownership of the shares to be registered, and that the shareholder explicitly declares in the registration application to the Company that the shareholder has acquired and will hold the shares for its own account.
- 2.3 In accordance with article 5 para. 2 of the Articles of Incorporation and the recognition requirements set out above, applicants (and acquirers holding legal title to the shares) are notably not recognized as shareholders with voting rights if they have acquired, and are holding, the shares as a result of a securities lending transaction or similar transaction that gives them legal ownership without the associated economic risk within the meaning of section 2.2 of the Regulations.



- 2.4 The Board of Directors reserves the right to register nominees as shareholders with voting rights in accordance with article 5 para. 3 of the Articles of Incorporation and section 4 of the Regulations.
- 2.5 Anyone who establishes usufruct on the shares within the meaning of article 5 para. 1 of the Articles of Incorporation shall be recognized as a shareholder with voting rights, provided that the shareholder discloses to the Company the legal basis for the establishment of such usufruct and the recognition does not conflict with the purpose and principles of the Regulations.

### **3. Registration of an acquirer of shares as a shareholder with voting rights**

- 3.1 For each registration in the share register as a shareholder with voting rights, a personally signed registration application or a registration authorization must be filed with the respective SIX SIS AG participant bank maintaining the custody account of the applicant or the Manager of the Share Register (as defined below), containing all of the following information:
- For individuals: last name, first name, nationality, and address;
  - For legal entities: entity name, registered office, and address.
- 3.2 Any registration in the share register requires evidence of the acquisition of full legal title to the shares or evidence of the establishment of usufruct.
- 3.3 Registration applications by individuals and legal persons must include an explicit declaration that the applicant has acquired and holds the shares in the applicant's own name and for the applicant's own account.
- 3.4 The legal owner of the shares shall be registered as a shareholder with voting rights if the conditions for recognition as a shareholder with full rights or usufructuary under the Regulations are fulfilled.
- 3.5 If it is unclear whether the registration requirements are fulfilled, the Company may request additional information before the applicant is registered in the share register as a shareholder or usufructuary with voting rights. In particular, the Company may request explicit confirmation that the party to be registered bears the economic risk associated with the acquired shares.
- 3.6 If the registration requirements are fulfilled, the applicant (i.e., the individual or legal person directly holding the shares) is registered as a shareholder with voting rights.

- 3.7 The applicant must inform the Company immediately of any material changes in the information provided in the registration application (in particular in the event of a change of the beneficial owner).
- 3.8 The Company is entitled to request, even at a later date and without giving reasons, confirmation of the information provided by shareholders, which led to registration as a shareholder or usufructuary with voting rights.

#### 4. Registration of nominees

- 4.1 Nominees are persons who do not explicitly declare in their registration application to hold the shares for their own account. In accordance with article 5 para. 3 of the Articles of Incorporation, a nominee shall, to the extent permitted by law, be registered in the share register as shareholder with voting rights up to a maximum of 3% of the Company's total share capital outstanding at the time.
- 4.2 Above such limit of 3% (the "**3%-Limit**"), the Board of Directors shall, to the extent permitted by law, register shares of nominees in the share register as shares with voting rights provided the relevant nominees declare in writing that they will disclose the names, addresses, nationality (or, in case of legal entities, the registered office) and shareholdings of the persons for whose account such nominees hold 0.5% or more of the total share capital outstanding at the time (the "**Nominee-Declaration**"). The Registrar according to section 6.2 of the Regulations is responsible for collecting the Nominee-Declaration. Without the Nominee-Declaration, the nominee shall be registered in the share register without voting rights in respect of the shares exceeding the 3%-Limit, i.e., the registration with voting rights remains at a maximum of 3%. After having submitted the Nominee-Declaration, the relevant nominee shall be registered with full voting rights.
- 4.3 After having submitted the Nominee-Declaration, nominees with shareholdings above the 3%-Limit will on a quarterly basis be asked by the Registrar according to section 6.2 of the Regulations to disclose the names, addresses, nationality (or, in case of legal entities, the registered office) and shareholdings of the persons for whose account they are holding 0.5% or more of the total share capital outstanding at the time or to declare that they are not holding 0.5% or more of the total share capital outstanding at the time for the account of any person, respectively (this disclosure or declaration, respectively, the "**Nominee-Notification**"). Nominees who after having submitted the Nominee-Declaration do not within 10 calendar days upon request make the Nominee-Notification shall be registered in the share register without voting right in respect of the shares in excess of the 3%-Limit, i.e., shares held by the nominee in excess of the 3%-Limit will be reclassified as shares without voting rights. As soon as the relevant nominee discloses fully and correctly, he/she/it shall be registered in the share register as shareholder with voting rights also for the shareholdings in excess of the 3%-Limit.

- 4.4 Where legal entities or groups with joint legal status are related to one another by capital, voting rights, management or in other manner, they are deemed to constitute a single acquirer, as are all individuals or legal persons or groups with joint legal status that, by agreement, as a syndicate or in any other way, act in a coordinated manner with a view to circumventing these provisions on nominees.
- 4.5 The Board of Directors may authorize exemptions from these nominee provisions on an individual basis.

## **5. Registration as shareholder or nominee without voting rights**

- 5.1 Shares in respect of which the requirements (as set out in the Regulations or in any amendments thereto) for registration as a shareholder with voting rights are not or no longer fulfilled are registered in the share register as shares without voting rights.
- 5.2 Any reclassification of shareholders' or nominees' shares as shares without voting rights shall be notified to the shareholder or nominee in advance, accompanied by a request to satisfy the requirements for registration as a shareholder with voting rights within 10 calendar days.
- 5.3 In case that shareholders or nominees are registered in the share register without voting rights, they are immediately informed of this by the Registrar (as defined below).
- 5.4 Registered shareholders or nominees without voting rights cannot exercise the voting rights associated with the shares nor any other rights related to the voting rights. However, they are not restricted in exercising any of their other shareholder rights, including pre-emptive rights. The shares registered without voting rights are deemed not to be represented at the General Meeting. See articles 685f para. 2 and 3 of the CO.

## **6. Maintenance of the share register and monitoring of shareholdings**

- 6.1 In accordance with article 5 para. 1 of the Articles of Incorporation, the Company maintains a share register.
- 6.2 The Company may delegate the operation of the share register to a company specializing in such services (a Registrar as defined below) according to article 5 para. 5 of the Articles of Incorporation. The employees of the Registrar (as defined below) are required to perform their role in accordance with the scope and purpose of the Regulations and with the instructions by the Manager of the Share Register (as defined below). At present, the share register is operated by ShareCommService AG,

Opfikon, Switzerland (the "**Registrar**"). The details are set out in a separate agreement between the Company and the Registrar.

- 6.3 The manager of the share register is the Group General Counsel of the Company (the "**Manager of the Share Register**"). The Manager of the Share Register shall ensure that a deputy is acting on his behalf in case of his absence. The Manager of the Share Register reports to the Chair of the Board of Directors. The Chair of the Board of Directors, CEO and CFO receive regular reports on the shareholder structure (including share registrations and deletions above a certain size of shareholding). The Chair of the Board of Directors shall determine the format, frequency and recipients of the reports as well as the format and frequency of the information of the Board of Directors concerning the shareholder structure.
- 6.4 The authority to approve registrations in the share register is as follows:
- Registration applications for up to 1% of the total share capital outstanding at the time per transaction that either clearly fulfill or clearly do not fulfill the requirements for registration as a shareholder with voting rights as well as applications as a shareholder or nominee without voting rights: The Registrar. In the case of a registration of 225,000 or more shares, the Manager of the Share Register shall be notified immediately after processing of the registration.
  - Registration applications for registration as a nominee with voting rights up to the threshold of 3% according to section 4.1 of the Regulations: The Registrar. In the case of a registration of 225,000 or more shares, the Manager of the Share Register shall be notified immediately after processing of the registration.
  - Registration applications for more than 1% of the total share capital outstanding at that time per transaction and all other transactions which do not clearly fulfill the requirements for registration as a shareholder or usufructuary with voting rights or in which there is uncertainty: The Manager of the Share Register. The Manager of the Share Register shall be notified immediately by the Registrar before the registration.
  - All registration applications for registration as a nominee with voting rights above the 3%-Limit according to section 4.2 of the Regulations, i.e., after the Nominee-Declaration has been made (request for the Nominee-Declaration and forwarding to the Manager of the Share Register by the Registrar): Manager of the Share Register.

At all times, exceptional cases may be escalated to the Chair of the Board of Directors or, in his absence, to the Vice-Chair of the Board of Directors for approval.

- 6.5 Applications by acquirers for recognition or for registration in the share register shall be processed within the period of 20 days specified in article 685g of the CO. The

Manager of the Share Register is responsible for the immediate processing of registration applications and for ensuring that, to the extent necessary under the provisions of the Regulations, additional inquiries are undertaken within this period. In the exceptional case that a registration application cannot be processed by this period (i.e., further inquiries under section 3.5 of the Regulations are pending), the registration application shall be declined. In this case, if the registration requirements later prove to be fulfilled, the applicant shall be informed of this and advised that, upon renewed registration application and under unchanged circumstances, the applicant will without further delay be registered with voting rights in the share register.

- 6.6 If there are indications that declarations by a registered shareholder or nominee with voting rights may be incomplete, false or no longer correct, the Manager of the Share Register shall arrange for the necessary inquiries, including in particular with regard to the beneficial owners of the shares in question. The Manager of the Share Register shall propose measures to be taken to the Chair of the Board of Directors for approval.

## **7. Deletion of registration as a shareholder or nominee with voting rights**

- 7.1 If a registration resulted from incorrect, incomplete or misleading information, the registration in the share register as a shareholder or as a nominee with or without voting rights may, after hearing the affected party, be cancelled with retroactive effect to the date of registration. Registrations can also be deleted (or reclassified as shareholder or usufructuary without voting rights) if a registered shareholder or usufructuary refuses to provide the requested information or fails to provide requested evidence (i.e., regarding beneficial owners) despite prior notice.
- 7.2 The decision on deleting or reclassifying the registration of a shareholder or nominee with voting rights or on terminating the relationship with a nominee rests with the Chair of the Board of Directors. The affected party must be informed of a deletion immediately.

## **8. Record date and closing of the share register in connection with General Meetings**

- 8.1 According to article 5 para. 6 of the Articles of Incorporation, the Board of Directors announces in the invitation to the General Meeting the record date at which registration in the share register is required for participation in and voting at the General Meeting, and the period during which the share register is closed.
- 8.2 The record date for registration is generally the fourth trading day before the day of the respective General Meeting. Accordingly, the share register is closed, as a rule, from the third trading day before the day of the General Meeting, until and including

the day of the General Meeting. Deletions from the share register shall be made also during such period according to section 8.2 of the Regulations. Thus, despite such closing, a seller of shares shall be deleted from the share register to the extent of the shares sold, if the sale is reported to the Company or to the Manager of the Share Register during such closing. An admission ticket already issued in the seller's name shall be automatically cancelled by deletion from the share register. In the event of partial sale, the admission ticket previously sent to the seller must be exchanged on the meeting date at the registration desk of the General Meeting. The invitation to the General Meeting shall indicate this requirement.

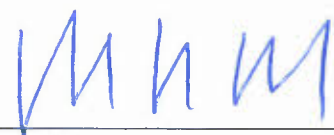
## 9. Closing provisions

- 9.1 The Regulations shall come into effect upon their approval by the Board of Directors.
- 9.2 The Board of Directors may amend the Regulations at any time. In addition, the Chair of the Board of Directors or, in his absence, the Vice-Chair of the Board of Directors is at all times authorized to amend the threshold for registration applications according to the first and third indent of section 6.4 of the Regulations.
- 9.3 By resolution of the Annual General Meeting held on 11 April 2018, article 5 para. 3 of the Articles of Incorporation regarding the registration restrictions for nominees was amended. With resolution of the Board of Directors of July 8<sup>th</sup>, 2018, the Regulations were amended accordingly. These regulations were amended by the Board as of 26 February 2020. The amended Regulations shall upon their approval by the Board of Directors come into effect immediately.

Opfikon, 26 February 2020

For the Board of Directors:

  
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Peter Kurer  
Chair of the Board of Directors

  
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Marcel Huber  
Secretary of the Board of Directors