

Sunrise Communications Group AG

Organizational Regulations

Compensation Committee (CC) of the Board of Directors of Sunrise Communications Group AG

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Organizational Regulations

for the Compensation Committee (CC) of the Board of Directors of Sunrise Communications Group AG

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 Compensation Committee (the **CC**).

2. Powers and Duties

2.1 In General

The CC 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 of the Sunrise Group.

The CC 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 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 CC with respect to compensation and related matters.

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

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

2.2 Powers and Duties in Detail

2.2.1 Compensation Policy

The CC accompanies and monitors for the Board the goals and principles of the compensation policy of the Sunrise Group. The goal of the compensation 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 CC shall receive information on the implementation of these goals and principles by the Executive Leadership Team

2.2.2 Contracts with Members of the Board and of the Executive Leadership Team

The CC 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.

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2.2.3 Compensation

2.2.3.1 In General

In accordance with the Articles of Incorporation, the CC 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 CC assesses the effect, attractiveness and competitiveness of these plans at least every two years.

If the Company is required to publish a compensation report, the CC reviews the compensation report to be drafted by the Executive Leadership Team and submits a corresponding proposal to the Board.

2.2.3.2 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 CC 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 CC 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 CC to the Board.
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 CC 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.

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3. Organization

3.1 Composition

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

The members of the CC and the Chair of the CC 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 CC is not complete or the post of the Chair is vacant, the Board shall fill the positions for the remaining term of office.

3.2 Procedures

The CC shall meet whenever required by business, at least, however, two times per year.

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

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

A meeting shall be called with at least 72 hour notice (by e-mail, facsimile or courier) to all CC 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 CC shall appoint a secretary who need not be a member of the Board.

The meetings shall be held in English.

The CC 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 CC 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 CC reviews the compensation of the respective person.

The CC 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 CC shall cast the deciding vote.

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

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

4. Entry into Effect

These regulations were amended by the Board on 11 November 2020 and shall come into effect upon approval.

11 November 2020

For the Board of Directors

Sig. Mike Fries
(Chair of the Board)

Sig. Marcel Huber
(Secretary of the Board)