

## Articles

### § 1 Establishment, Name and Registered Office

The Swiss Society of Investor Relations (hereinafter: IR club Switzerland) was established as an Association under Swiss law (ZGB, Art. 66 ff.) by resolution of 13 November 1991 effective 1 January 1992 to serve as an interest group for the practice of investor relations in Switzerland and Liechtenstein.

The IR club Switzerland takes its name in the three national languages of Switzerland, as well as in English due to its international activities.

Schweizerische Investor Relations Vereinigung  
Société Suisse des Informateurs Financiers  
Società Svizzera di Relazioni con gli Investitori  
Swiss Society of Investor Relations

The registered office of the IR club Switzerland is the address of its treasurer.

### § 2 Purpose

The purpose of the IR club Switzerland is to promote the development of the investor relations profession, to improve the quality of relations between its individual members and investors, asset managers and analysts, domestically and abroad, as well as to support the interests of the investor relations profession in Switzerland on a national and international level. In addition, it should promote the standard of quality of financial communications.

The IR club Switzerland pursues this purpose ideally in the following ways:

- Regular exchange of information and experience among member companies.
- Contact and exchange of experience with other investor relations associations on an international level.
- Maintenance of an informal network of domestic and international organizations that provide services in the field of investor relations.
- Contact with institutions on a national and international level that are engaged in investment in, or analysis of, companies listed on a Swiss stock exchange.
- Formation of working groups, with help from specialists if necessary, on topics relevant to investor relations.
- Publication of information concerning investor relations.

Any necessary material resources are procured with the Association's funds.

### **§ 3 Membership Conditions, Acquisition and Termination**

In principle, only companies listed on a Swiss stock exchange are eligible for membership. However, if a company listed on a foreign stock exchange has established an investor relations function in Switzerland, membership is also possible. The right of membership may be exercised by one or more individuals from the company's investor relations department.

Application for membership is made either in writing by completing the online application form available on the website, or directly by contacting the club office.

The board of directors makes the final decision on membership applications.

The board may refuse applications for membership in the IR club Switzerland without giving reason (by majority board decision or deciding vote of the chairman).

Membership may commence at any time. In this case, the membership fee will be calculated on a pro rata basis.

Membership is terminated upon loss of legal incorporation, through voluntary resignation, or by expulsion by the board. There is no possibility of a pro rata refund of any membership fee already paid for the current year.

Voluntary resignation is possible as of 31 December each year, upon providing written notice to the club office with a three-month prior notice period.

Membership, and the herewith related duty to pay the annual membership fee, renews automatically each year provided the membership has not been cancelled (in accordance with the abovementioned resignation notice period).

The board may expel members for reason of breach of their statutory obligations. An expulsion may be appealed at the annual general meeting.

### **§ 4 Membership Fees and Association Funds**

The financial obligations of the IR club Switzerland are covered solely by the Association's funds. Neither the members nor the board bears any personal liability. Membership fees for each calendar year are determined at the respective annual general meeting of members.

The Association's funds are made up of membership fees, income from events, fees to cover the cost of events, and income from investor relations-related services that the IR club Switzerland may provide to third parties.

Disposition of the Association's funds is permitted only by joint signature of the treasurer and his or her deputy.

## **§ 5 Governing bodies**

The governing bodies of the IR club Switzerland are:

- the general meeting of members
- the board of directors

## **§ 6 General Meeting of Members**

The ordinary general meeting of members takes place once a year in the first six months of the year. Extraordinary meetings of members may be convened by board resolution or at the request of at least five members. The written invitation and agenda for the general meeting must be provided to members at least two weeks prior to the meeting.

The chairman of the IR club Switzerland presides at the meeting, unless he or she is unable, in which case his or her deputy will preside.

Members are represented by their investor relations officer or his or her deputy. The investor relations officers or deputies exercise all membership rights, in particular the right to vote. Each member of the IR club Switzerland has one vote. The general meeting of members adopts resolutions with an absolute majority of the represented members. In urgent cases, the board may mandate the adoption of resolutions in writing.

In principle, voting at the general meeting is conducted by an open show of hands. If a simple majority of the members present requests a vote by ballot, then the vote will be conducted by written ballot.

Members who do not attend the general meeting can vote by proxy, represented by the club office. Proxy votes must be submitted in writing no later than one day before the general meeting.

## **§ 7 Board of Directors**

The board consists of a chairman, a deputy chairman and other members. The term of office normally lasts one year between two annual general meetings. The Board is composed of members of the IR club Switzerland and thus of their investor relations officers, or of individuals who can make a valuable contribution to the board and the IR club Switzerland through their sufficient professional experience (of at least three years) in investor relations. Board members are eligible for repeated re-election and are elected by a simple majority vote at the ordinary general meeting. After an election, the board members agree among themselves on the appointment of a chairman, deputy chairman, treasurer and deputy treasurer. If a board member steps down from his or her investor relations responsibilities during his or her term of office, he or she remains a member of the board at least until the following general meeting.

The board further appoints an independent auditor of the Association accounts.

The board meets at least twice annually. Regular telephone conferences are also held.

The board passes resolutions by a simple majority vote of all board members. The chairman holds the deciding vote in the event of a draw.

The board is responsible for all business that is not assigned to the general meeting of members by law and the Articles.

### **§ 8 Articles**

Amendment of these Articles requires a simple majority of members and can be approved at the general meeting or by means of a circular resolution.

### **§ 9 Dissolution**

The IR club Switzerland can be voluntarily dissolved by a three-quarters majority of members in a vote taken at an extraordinary general meeting convened for that purpose.

Date of last amendment to the Articles: 19 March 2020