

Articles of Association of Forbo Holding Ltd¹

I.

Principles

Clause 1 Business name, registered office and duration

Forbo Holding Ltd

(Forbo Holding AG, Forbo Holding SA)

is a public limited company whose registered office is situated in Baar (canton of Zug); it was incorporated for an unlimited period.

Clause 2 Purpose

- ¹ The purpose of the Company is holdings in industrial and commercial companies, in particular in the fields of building supplies and related branches of commerce.
- ² This Company may create branches and subsidiaries both nationally and abroad.
- ³ It may acquire, encumber, hold, utilise and dispose of land and property rights both nationally and abroad.
- ⁴ The Company may also exercise all commercial, financial and other activities which are directly or indirectly connected to the purpose of the Company.
- ⁵ The purpose of the Company also includes the supporting of affiliated companies, particularly from a financial point of view.

II.

Share capital, shares and share register

Clause 3 Share capital

The share capital of the Company is CHF 148,500 and is divided into 1,485,000 fully paid-up registered shares with a par value of CHF 0.10 each.

Clause 4 Conditional share capital

¹ The registered capital of the Company will be increased by the issue of a maximum of 166,450 registered shares to be fully liberated each with a par value of CHF 0.10 up to a maximum amount of CHF 16,645 by the exercise of option or conversion rights to be granted in connection with loan obligations to the Company or one of its subsidiaries (not more than 133,160 registered shares) and by the exercise of option rights to be

¹ The German version of these Articles of Association is authoritative.



granted to the shareholders (not more than 33,290 registered shares).

- ² Shareholders' subscriptions with the exception of shareholder options is excluded. Individual holders of option and conversion rights are entitled to subscribe for the new shares. Registration of the new registered shares in the share register in connection with the exercise of option or conversion rights, is subject to the limitations set out in Clause 6.
- ³ The conditions for options or conversions will be established by the Board of Directors. When granting option or conversion loans, the Board of Directors may remove the shareholders' right of pre-emption on compelling grounds within the meaning of Article 653c Paragraph 3 CO. In that event, the structure, duration and amount of the loan must be established by the Board of Directors in accordance with market conditions at the time of granting.
- ⁴ Option rights must be exercised within a maximum of five years, and conversion rights must be exercised within a maximum of ten years from the granting of the loan in question.
- ⁵ The exercise of option or conversion rights and waiving of said rights must be made in writing or electronically.

Clause 4a Capital band

¹ The Board of Directors is entitled, at any time and until December 31, 2028, to apply one or several increases and/or reductions to the share capital within the upper limit of CHF 163,350.00, i.e. 1,633,500 registered shares each with a par value of CHF 0.10 and the lower limit of CHF 133,650.00, i.e. 1,336,500 registered shares each with a par value of CHF 0.10. Capital reductions may be made via a reduction of the par value of the shares as well as the cancellation of shares.

² In the event of a capital increase:

- 1. the Board of Directors determines the number of shares, the issue price, the contribution type, date of issue, conditions for exercising subscription rights and the commencement of entitlement to dividends. In doing so, the Board of Directors may issue new shares by means of firm underwriting through a bank or another third party and subsequent offers to previous shareholders. The Board of Directors is entitled to limit or exclude any matters concerning subscription rights. The Board of Directors may forfeit subscription rights or place them or the shares for which the subscription rights are granted, but not exercised, under market conditions or otherwise use them in the interests of the Company;
- 2. the Board of Directors is entitled to revoke or limit the subscription rights of shareholders in the event of a takeover of the Company, parts of the Company or holdings, as well as in the case of employee participation, and to allocate subscription rights to individual shareholders or third parties.
- ³ Within the framework of this capital band, the Board of Directors is also entitled to:
 - 1. apply a capital increase via the conversion of free reserves in share capital;
 - 2. implement capital reductions via reductions in par value up to four times a year and to pay out the reduction amount to shareholders in line with the Articles of Association.



- ⁴ The subscription and acquisition of new shares and any subsequent transfer of shares will be subject to the limitations of Clause 6 of these Articles of Association.
- ⁵ The Board of Directors will remove this provision from the Articles of Association upon expiry of the duration of the capital band.

Clause 5 Shares

- ¹ The shares are indivisible. The Company will only recognise one representative for each share. The voting right and associated rights deriving from a registered share may only be exercised vis à vis the Company by a shareholder, beneficiary or nominee, who is registered with a voting right in the share register.
- ² Ownership of a share comprises acknowledgement of the Article of Association as amended from time to time.
- ³ Subject to Paragraphs 4 and 6, the registered shares of the Company are issued as uncertificated securities (as defined by the Swiss Code of Obligations) and held as book entry securities (as defined by the Swiss Book Entry Securities Act).
- ⁴ The Company may withdraw shares held as book entry securities from the custody system.
- ⁵ The shareholder may at any time request from the Company a confirmation of the registered shares held by him according to the share register.
- ⁶ The shareholder has no right to request the printing and delivery of certificates or the conversion of registered shares issued in a certain form into another form. The Company may, however, at any time issue certificates (individual share certificates, certificates or global certificates) or convert uncertificated securities and certificates into another form as well as cancel issued certificates that are returned to the Company.
- ⁷ Book entry securities according to Paragraph 3 cannot be transferred by way of assignment. Security interests in any such book entry securities also cannot be created by way of assignment.

Clause 6 Share register, restrictions of registration and Nominees

- ¹ The Company holds a share register containing the names and addresses of the holders or beneficiaries of registered shares. Relative to the Company, only those persons registered in the share register will be deemed to be registered shareholders or beneficiaries. The Company must be notified if a shareholder changes his address or registered office. As long as such notice is not received, all correspondence will be sent to the address shown in the share register.
- ² On request, acquirers of registered shares, which may also be transferred electronically, will be registered as shareholders with voting rights in the share register if they expressly declare that (i) they have acquired those registered shares in their own name and for their own account, (ii) no agreements exist regarding the redemption or return of those registered shares, (iii) they bear all risks associated with the shares and (iv) the reporting obligations pursuant to the Swiss Financial Market Infrastructure Act of 19 June 2015 have been fulfilled. If the acquirer is not prepared to make such a declaration, registration with voting rights may be refused.



- ³ The restriction on registration under Paragraph 2 will also apply to shares acquired or subscribed for by way of the exercise of a subscription, option or conversion right.
- ⁴ The Board of Directors may register nominees with voting rights in the share register up to a maximum of 0.3 % of the registered share capital registered in the Commercial Register. Beyond this limit, it may register nominees with voting rights in the share register, provided that the nominee supplies the name, address and shareholding of the person for whom he is holding a total of 0.3 % or more of the registered share capital registered in the Commercial Register. Nominees within the meaning of this condition are persons who do not expressly declare in their application for registration that they hold the shares on their own account and with whom the Board of Directors has entered into an appropriate agreement.
- ⁵ Legal entities and partnerships or other associations or joint property relationships linked together by capital or votes, by common directorships or otherwise, as well as natural persons or legal entities or partnerships acting in a concerted manner with a view to avoiding the conditions governing the limits of holdings or nominees (in particular acting as a syndicate) will be deemed to be a single entity or nominee within the meaning of Paragraph 4.
- ⁶ After hearing the registered shareholder or nominee, the Board of Directors may strike out registrations in the share register with retroactive effect to the date of registration, if the registration was made on the basis of false information. The affected party must be notified immediately of the removal of the registration.
- ⁷ The Board of Directors will agree the details and pass the resolutions necessary for compliance with the above conditions. In certain circumstances, it may grant exemptions from the nominee regulations. It may delegate its tasks.

III.

Organisation of the Company

Clause 7 Governing bodies

The Company authorities are:

- 1. The General Meeting
- 2. The Board of Directors
- 3. The Statutory Auditor

1. The General Meeting

Clause 8 Powers

The most senior authority for the Company is the General Meeting, which has the following unassignable powers:

1. Establishment and variation of the Articles of Association;



- 2. Election and removal of the Chairman of the Board of Directors, the members of the Board of Directors, the members of the Remuneration Committee, the Statutory Auditor and the independent proxy;
- 3. Approval of the management report, the Group Accounts and further reports to be submitted to the General Meeting;
- 4. Approval of the Annual Accounts and passing resolutions relating to the distribution of the balance sheet profits, in particular the setting of dividends and directors' emoluments;
- 5. Establishment of interim dividends and approval of the necessary interim accounts;
- 6. Passing resolutions on the repayment of statutory capital reserves;
- 7. Voting on the remuneration of the Board of Directors and the Executive Board as per Clause 24;
- 8. Discharge of the members of the Board of Directors and the Executive Board;
- 9. Delisting the equity securities of the Company;
- 10. Passing resolutions on items reserved for the General Meeting by law or the Articles of Association, or which are submitted to it by the Board of Directors.

Clause 9 Convocation and agenda items

- ¹ The General Meeting will be called by the Board of Directors or, if necessary, by the Statutory Auditor. Liquidators are also entitled to call General Meetings.
- ² The Ordinary General Meeting will take place annually within six months of the end of the financial year.
- ³ Extraordinary General Meetings will be called as often as necessary, in particular in the events provided for by law. The Board of Directors will call an Extraordinary General Meeting by resolution of the General Meeting or if one or more shareholders who collectively represent at least 5 % of registered capital or votes so request in writing, giving the reasons for calling the meeting and the agenda items.
- ⁴ Shareholders, who collectively represent at least 0.5% of the registered capital or votes, may request items to be listed on the agenda. An appropriate written request setting out the proposals must be submitted to the Board of Directors at least 45 days prior to the meeting.
- ⁵ The Annual Report and the Auditor's Report must be made accessible to shareholders at least 20 days prior to the General Meeting. Should it not be possible to access the documents electronically, each shareholder can request the prompt delivery thereof.

Clause 9a Venue

The Board of Directors shall determine the venue for the General Meeting. The Board may further decide that:

- 1. the General Meeting be conducted at alternative locations at the same time;
- 2. shareholders, who are not present at the General Meeting venue, may exercise their rights electronically;
- 3. the General Meeting be held with no venue by electronic means.



Clause 10 Form of the convocation

- ¹ The convocation to the General Meeting will be called at least 20 days before the day of the meeting in the manner prescribed in Clause 32 concerning correspondence to shareholders.
- ² The following information must be included in the notice convening the meeting:
 - 1. the date, the starting time, the form and the location of the general meeting;
 - 2. the business to be discussed;
 - 3. the motions of the board of directors and a short explanation for these motions;
 - 4. if applicable, the shareholders' motions with a short explanation of each;
 - 5. the name and the address of the independent voting representative.
- ³ Resolutions may not be passed in respect of proposals which have not been announced on the agenda, with the exception of proposals for calling an Extraordinary General Meeting or to carry out a special audit and to elect a Statutory Auditor.

Clause 11 Chairing of the Meeting

- ¹ The General Meeting will be presided over by the Chairman of the Board of Directors. In his absence, the meeting will be chaired by the Vice-Chairman or another member of the Board of Directors.
- ² The Chairman will appoint a secretary and scrutineers. The minutes will be signed by the Chairman and the Secretary.

Clause 12 Eligibility and representation; Use of electronic means

- ¹ At General Meetings, every share registered in the share register on the definitive reference date carries one vote.
- ² In the invitation to the General Meeting, the Board of Directors shall state the record date by which shareholders must be registered in the share register to be eligible to participate and vote at the General Meeting.
- ³ Every shareholder may be represented by its statutory representative or a third party. If the representative is not a statutory representative, he must be identified by a written proxy.
- ⁴ The shareholder can also be represented by the independent proxy elected by the General Meeting on an annual basis, whereby proxies and voting instructions can also be issued electronically to the independent proxy. If the post of the independent proxy is vacant, the Board of Directors appoints one for the next General Meeting.
- ⁵ The Board of Directors establishes the requirements and details regarding issuing written and electronic proxies and voting instructions. The Board of Directors can also waive a qualified electronic signature for electronic proxies.



- ⁶ The Board of Directors regulates the use of electronic means on the occasion of hybrid or virtual General Meetings. It ensures that:
 - 1. the identity of the participants is established;
 - 2. oral contributions in the General Meeting are transmitted immediately;
 - 3. each participant can table motions and participate in the debate;
 - 4. the result of the vote cannot be falsified.

Clause 13 Resolution and elections

- ¹ Subject to compelling statutory provisions, the General Meeting will be quorate regardless of the number of shareholders present and the amount of registered capital represented.
- ² The General Meeting will pass resolutions and conduct elections on the basis of an absolute majority of the voting shares represented, unless otherwise provided by law or the Articles of Association.
- ³ In the event that the first ballot in an election does not take place, a second ballot will be held which will be decided by a relative majority.
- ⁴ Resolutions of the General Meeting on the remuneration of the Board of Directors and the Executive Board must, differently from Paragraph 2, be passed by an absolute majority of the votes cast. Abstentions, blank and invalid votes are thereby considered to have not been cast.
- ⁵ Resolutions within the meaning of Article 704 CO must always be passed by a majority of two thirds of the voting shares represented at the General Meeting as well as by an absolute majority of the share par values represented.

Clause 14 Voting procedure

- ¹ The Chairman of the General Meeting will determine the nature and order of votes and elections.
- ² In principle, votes and elections will be held electronically, unless the General Meeting resolves to hold them secretly or open or if the Chairman so decides.
- ³ The Chairman may order an election or a vote to be repeated if, in his mind, there is any doubt about the result of the vote. In that event, the initial election or vote will be deemed not to have taken place.
- ⁴ Should substantial technical issues on the part of the Company arise during a hybrid or virtual General Meeting, with the result that the General Meeting cannot be duly conducted, the meeting must be held again. Resolutions passed by the General Meeting prior to the occurrence of technical issues shall remain valid.

2. The Board of Directors

Clause 15 Composition, election and term of office

- ¹ The Board of Directors will comprise at least four members.
- ² The Chairman of the Board of Directors as well as the members of the Board of Directors are elected by



the General Meeting on an annual and individual basis. The term of office of the members of the Board of Directors ends in each case with the conclusion of the next Ordinary General Meeting. Re-election is permitted.

³ If the position of the Chairman is vacant, the Board of Directors appoints a new Chairman from among the members of the Board of Directors for the remaining term of office.

Clause 16 Formation, meetings and resolution

- ¹ From among its members, the Board of Directors will appoint one or several a Vice-Chairmen and a Secretary. The Secretary need not be a member of the Board of Directors.
- ² At the invitation of the Chairman it will meet as often as the Company's business requires. Meetings of the Board of Directors may also be held by telephone or video conference.
- ³ The agenda, quorum (presence of) and the terms and conditions for passing resolutions of the Board of Directors will be carried out in accordance with the rules of organisation.
- ⁴ For conformity and assessment resolutions requiring public documentation to be passed by the Board of Directors in connection with capital increases, it will suffice for one single member of the Board of Directors to be present.
- ⁵ Resolutions can also be made by way of circulars, by e-mail or another form of transmission which enables written proof to be provided, unless any one member requires the Board to meet in person.
- ⁶ In the event of an equality of votes, the Chairman will have the casting vote.
- ⁷ Minutes of the meetings of the Board of Directors must be taken, and will be signed by the Chairman and the Secretary.

Clause 17 Responsibilities

- ¹ The Board of Directors is responsible for the supervision and direction of the Company and for the supervision of management. The Board will represent the Company externally and will deal with all matters which are not assigned to another Company authority by law, the Articles of Association or the regulations.
- ² The Board of Directors has the following nontransferable and inalienable duties:
 - 1. Ultimate management of the Company and the giving of the necessary directions;
 - 2. Establishment of the organisation;
 - 3. Structuring of the accounting system and of the financial controls as well as the financial planning to the insofar as this is necessary to manage the Company;
 - 4. Appointment and removal of persons entrusted with the management and representation of the Company, and regulation of the authority to sign;
 - 5. Ultimate supervision of persons entrusted with management, in particular in view of compliance with the law, the Articles of Association, regulations and directives;



- 6. Preparation of business report as well as the preparation of the General Meeting and the implementing of its resolutions;
- 7. Preparation of the Remuneration Report;
- 8. Filing an application for a debt restructuring moratorium and notification of the court in case of over-indebtedness;
- ³ Further, the Board of Directors may pass resolutions on all matters not attributed to the General Meeting by law or the Articles of Association.

Clause 18 Remuneration Committee

- ¹ The Remuneration Committee consists of at least two members of the Board of Directors.
- ² The members of the Remuneration Committee are elected by the General Meeting on an annual and individual basis. The term of office of the members of the Remuneration Committee ends in each case with the conclusion of the next Ordinary General Meeting. Re-election is permitted.
- ³ If the Remuneration Committee is not at full capacity, the Board of Directors appoints the missing members of the Remuneration Committee from among its members for the remaining term of office.
- ⁴ The Remuneration Committee supports the Board of Directors in determining the principles for the remuneration policy and in determining the remuneration for the members of the Board of Directors as well as the Executive Board in the framework of the overall remuneration amount approved by the General Meeting. It supports the Board of Directors in designing participation schemes and in fulfilling all other tasks in the area of remuneration. The Remuneration Committee develops appropriate recommendations for the attention of the Board of Directors. The Board of Directors may delegate other individual tasks and powers to the Remuneration Committee.
- ⁵ The Board of Directors appoints the Chairman of the Remuneration Committee and regulates all other matters in a separate set of regulations.

Clause 19 Further committees of the Board of Directors

From amongst its members the Board of Directors may appoint one or more other committees to deal with the preparation and execution of its resolutions or with the supervision of specific commercial operations. The Board of Directors will ensure appropriate reporting.

Clause 20 Delegation of the company management

The Board of Directors may assign the management of the Company or parts thereof, as well as the external representation of the Company to individual members of the Board of Directors or to other natural persons, who need not be shareholders. The asset management may also be assigned to legal entities. It will issue the rules of organisation and will stipulate the corresponding contractual relationships.



Clause 21 Contracts regarding remuneration

The employment contracts of the members of the Executive Board or of the Board of Directors, and other contracts regarding their remuneration, may have a term of a maximum of 12 months, or be valid indefinitely with a notice period of a maximum of 12 months.

Clause 22 Mandates outside the Forbo Group

- ¹ Members of the Board of Directors are permitted to hold a maximum of sixteen mandates outside the Forbo Group, thereof not more than five mandates in listed legal entities and a total of eight mandates in legal entities subject to ordinary audit.
- ² Members of the Executive Board are permitted to hold a maximum of five mandates outside the Forbo Group, thereof not more than one mandate in a listed legal entity and a total of two mandates in legal entities subject to ordinary audit. Members of the Executive Board require the advance consent of the Board of Directors before accepting any mandates.
- ³ Mandates in comparable positions in other undertakings with commercial objects which are not part of the Forbo Group, are considered a mandate in the sense of this Clause. Mandates in companies that are associated with one another outside the Forbo Group are in each case viewed as one mandate.

3. The Statutory Auditor

Clause 23 The Statutory Auditor

- ¹ The General Meeting appoints a state supervised audit company as Statutory Auditor in accordance with the provisions of the law governing the supervision of corporate audits of December 16, 2005.
- ² The Statutory Auditor must have its registered office or registered branch office in Switzerland. In the event that the Company has different Statutory Auditors, at least one of them must fulfill these requirements.
- ³ The Statutory Auditor must be independent.
- ⁴ The Statutory Auditor will be appointed for one financial year. The appointment will end on the date of approval of the last annual accounts. The Statutory Auditor may be re-appointed. The Statutory Auditor may only be dismissed for good cause.

IV.

Approval of remuneration as well as principles of remuneration, participation schemes and loans

Clause 24 Approval of the remuneration

¹ The General Meeting approves, on an annual basis, separately, and with binding effect, the entire amount of the maximum fixed remuneration to be paid to the Board of Directors for the financial year that follows the



General Meeting.

- ² The General Meeting approves, on an annual basis, separately, and with binding effect, the entire amount of the maximum fixed remuneration to be paid to the Executive Board for the financial year following the General Meeting, the amount of the variable remuneration to be paid to the Executive Board for the financial year preceding the General Meeting under a performance-based bonus program and the entire amount of the maximum variable remuneration to be paid to the Executive Board for the current financial year under a long-term incentive plan.
- ³ The Board of Directors may, in deviation from the above Paragraphs, also propose the General Meeting the approval of the entire amount of fixed and variable remuneration. It may also propose the approval of the remuneration for periods other than those defined in the previous Paragraphs.
- ⁴ If the General Meeting does not accept a proposal of the Board of Directors for the approval of the remuneration in accordance with the previous Paragraphs, the Board of Directors is entitled to, on the occasion of the same General Meeting make new proposal, or to adjourn the vote regarding the approval of the remuneration to an Extraordinary or the next Ordinary General Meeting. Until the approval of the fixed remuneration by the General Meeting, the Board of Directors may pay out the remuneration subject to the approval.
- ⁵ The Remuneration Report must be submitted to the General Meeting for an advisory vote.

Clause 25 Additional amount for members of the Executive Board

The additional amount for the remuneration of members of the Executive Board, which are named in accordance with the vote regarding remuneration as per Clause 24, is a maximum of 40 % of the entire amount of the remuneration to be paid to the Executive Board, approved in advance by the General Meeting.

Clause 26 Principles regarding fixed and variable remuneration and the allocation of participation rights of the Company

- ¹ The members of the Board of Directors receive a fixed remuneration, the amount of which is graded in accordance with each individual's position as Chairman or member, as well as on the basis of memberships in committees of the Board of Directors. Remuneration can be paid out to the members of the Board of Directors partially or wholly in the form of restricted shares of the Company.
- ² The members of the Executive Board receive a fixed and variable remuneration. The variable remuneration is composed of the performance-based remuneration ("bonus") and of the allocation of shares of the Company, reversionary subscription rights on shares of the Company and/or of similar instruments under a long-term incentive plan. The bonus is associated with the achievement of the individual (qualitative) objectives of the respective Executive Board member, as well as of the financial (quantitative) objectives of the Company, whereby the financial goals may relate to Group and/or Divisional objectives, depending on the role and responsibility of the respective member of the Executive Board. The Board of Directors determines and weights the individual and financial objectives. The bonus may be a maximum of 200 % of the fixed remuneration of the respective member of the Executive Board. The allocation of shares of the Company respectively the conversion of reversionary subscription rights or similar instruments into shares



of the Company are associated with the achievement of performance indicators during the performance period as well as any further qualitative and quantitative targets. The remuneration under long-term incentive plans may be a maximum of 200 % of the fixed remuneration of the respective member of the Executive Board. The fixed or variable remuneration can be paid out to the members of the Executive Board partially or wholly in the form of restricted shares of the Company. The bonus can, in specific cases such as the termination of the employment contract, be adjusted based on the assumption that the objectives determined by the Board of Directors have been achieved in full.

- ³ If the fixed or variable remuneration is not paid out partially or wholly in cash, but in the form of shares, of reversionary subscription rights on shares of the Company and/or of similar instruments, the Board of Directors defines factors that are decisive for the valuation of the shares issued, respectively the allocated reversionary subscription rights on shares of the Company or similar instruments, such as the time and method of valuation as well as the duration of the performance periods and lock-up periods associated with them. The duration of the performance period respectively the lock-up period is generally three to five years. The Board of Directors may arrange that conditions precedent and lock-up periods are being omitted entirely or partially if certain events occur (such as a change of control, termination of the employment contract respectively mandate, retirement or death).
- ⁴ In accordance with the provisions above, the remuneration may also be paid out wholly or partially from directly and/or indirectly held subsidiaries.
- ⁵ Taking into account the above Paragraphs, the Board of Directors regulates all details of variable remuneration in separate sets of regulations.

Clause 27 Loans, credits and benefits beyond occupational pensions

- ¹ The Company may pay current and former members of the Executive Board loans, credits and benefits beyond occupational pensions up to a maximum amount equal to the annual remuneration of the relevant member.
- ² The Board of Directors shall, as far as necessary, adopt the provisions on the regulation of granting loans, credits and benefits beyond occupational pensions.

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Annual Report, Distribution of Profits, Reserves

Clause 28 Financial year and Annual Report

- ¹ The financial year will begin on January 1 and will end on December 31.
- ² The Annual Accounts, which will comprise the Profit and Loss Account, the Balance Sheet, the cash flow statement and the Appendix, the Group Accounts as well as the management report, will be prepared in accordance with the provisions of the Swiss Code of Obligations.



Clause 29 Distribution of Profits

- ¹ Subject to the statutory conditions governing the distribution of profits, in particular Article 671 et seq. CO, the balance sheet profit will be at the disposal of the General Meeting.
- ² Dividends, interim dividends and repayments of statutory capital reserves which are not drawn will be at the Company's disposal after five years.

Clause 30 Reserves

The statutory reserve is intended to cover losses, although the General Meeting will be entitled, upon application by the Board of Directors, to dispose of the reserve for other purposes, provided such purposes are admissible under the law.

VI.

Final provisions

Clause 31 Winding-up and Liquidation

- ¹ The General Meeting may pass a resolution at any time to wind up and liquidate the Company in accordance with the law and the Articles of Association.
- ² Liquidation will be carried out by the Board of Directors, to the extent that it is not assigned to a third party by the General Meeting.
- ³ Liquidation of the Company will be carried out in accordance with Article 742 et seqq. CO. The liquidators will also be authorised to sell assets (including land) by private contract.
- ⁴ Following the redemption of the debts, the assets will be distributed amongst the shareholders in proportion to their individual contributions.

Clause 32 Notices

Convocations and correspondence to shareholders may, at the Board of Directors' option, be rendered effective by means of publication in the Swiss Official Gazette of Commerce, by letter or e-mail or in any other form, which acts as proof by text, to the shareholder contact details last entered in the share register.