

GEMINI COLLECTIVE FOUNDATION 1E

## VOTING REGULATIONS **2022**

VALID FROM 1 SEPTEMBER 2022

## CONTENTS

1.	Initial situation	3
2.	Composition and organisation of the Foundation Board	3
3.	Appointment of the founder's representatives	3
4.	Election of employer and employee representatives	3
5.	Voting procedure	3
6.	Election of substitutes during the term of office	4
7.	Elections dates and term of office	4
8.	Entry into force and amendments of the voting regulations	4

The original German text is legally binding.

## VOTING REGULATIONS

### 1. INITIAL SITUATION

1.1 These regulations pertaining to the election of the Foundation Board (hereinafter referred to as voting regulations) shall govern the rights and procedure applying to the election of the Foundation Board of the GEMINI Collective Foundation 1e (hereinafter referred to as Foundation).

### 2. COMPOSITION AND ORGANISATION OF THE FOUNDATION BOARD

2.1 The Foundation Board is the supreme governing body of the Foundation and is composed of a minimum of four members. Employees may be represented in proportion to their contributions to the formation of the pension capital. The Foundation Board may be composed of representatives of the founder company, employees of the affiliated companies or external persons. A maximum of one member is permitted as a representative of the founder company. This representative shall replace one employer representative.

2.2 The breakdown of contributions between employer and employees shall be reviewed when new elections are held, and the composition of the Foundation Board shall be adjusted as necessary.

2.3 The organisation of the Collective Foundation is governed by separate regulations.

### 3. APPOINTMENT OF THE FOUNDER'S REPRESENTATIVES

3.1 The founder's representatives on the Foundation Board shall be appointed by the founder's management.

3.2 Where a founder's representative departs before the term of office ends, the management shall appoint a new representative who shall complete the term of office of the departing Foundation Board member.

### 4. ELECTION OF EMPLOYER AND EMPLOYEE REPRESENTATIVES

4.1 The administrative office shall notify the Foundation's pension fund committees of the date and the procedure applying to the elections.

4.2 The employer representation on the incumbent Foundation Board may propose employer representatives and the employee representation may propose employee representatives as candidates for election to the Foundation Board.

4.3 The employers are entitled to propose employer candidates. The employee representatives on the pension fund committees are entitled to propose employee candidates. Although, preferably, the candidates should be insured with the Foundation, this is not a mandatory requirement. Employee candidates shall supply evidence of written approval from at least two thirds of the members in the case of employee benefits units with fewer than 15 members and at least ten members in the case of larger employee benefits units.

4.4 The candidates shall be made aware of the significant financial and personal responsibility they will assume. Sound knowledge of occupational pension provision and a firm commitment to set aside the time necessary to fulfil their duties are essential prerequisites for candidacy. The incumbent Foundation Board may reject candidates if these requirements are not met.

### 5. VOTING PROCEDURE

5.1 Individuals standing for election to the Foundation Board shall submit their candidacy to the administrative office of the Collective Foundation within 20 days of the mailing date of the election announcement. Should the incumbent Foundation Board find that no more candidates are standing for election than the number of seats available according to the Foundation Board's resolution, these candidates shall be appointed by tacit election; the election procedure according to paragraphs 5.2 to 5.5 shall not apply and the pension fund committees shall be notified of the result of the tacit election according to paragraph 5.6.

5.2 Two election lists shall be drawn up, one containing the employee representatives and the other the employer representatives standing for election. The employer and employee representatives on the pension fund committees shall vote for a maximum of the number of representatives for which positions shall be filled from their respective list. Each vote held by the pension fund committees shall be weighted according to the number of members of the corresponding employee benefits units as per 1 January of the election year.

5.3 The employer and employee representatives on the pension fund committees who are entitled to vote shall submit their votes by post or electronically. The completed election lists shall be returned to the administrative office no later than 20 days after their dispatch.

## VOTING REGULATIONS

**5.4** The valid votes shall be counted by the administrative office under the supervision of a notary. Election lists shall be invalid if more candidates are listed than there are positions to be filled, if the list contains names of individuals who are not standing for election or if the administrative office does not receive the completed election list in time. The election result shall be documented in a protocol and signed by the administrative office and the notary.

**5.5** The candidates with the highest number of valid votes shall be elected as employer and employee representatives. The election shall be decided by a relative majority of the votes cast.

**5.6** The pension fund committees shall be notified of the new composition of the Foundation Board within 20 days of the submission date.

### 6. ELECTION OF SUBSTITUTES DURING THE TERM OF OFFICE

**6.1** In the event of the departure of an employee or employer representative from the Foundation Board, the employee representation or the employer representation shall propose at least one suitable new member for election within a reasonable period and invite the respective employer companies or pension fund committees to submit further proposals pursuant to para. 4.3. Subsequently, the election procedure pursuant to para. 5 will be applied on the employer or employee side, as the case may be. The elected substitute member shall serve the term of office of the predecessor.

### 7. ELECTIONS DATES AND TERM OF OFFICE

**7.1** The members of the Foundation Board shall remain in office for a term of three years. They may be re-elected. Members shall step down from office at the latest at the age of 70. Non-external members shall step down upon giving up their gainful employment in all cases.

**7.2** Election processes shall begin three months prior to the end of the current term of office.

### 8. ENTRY INTO FORCE AND AMENDMENTS OF THE VOTING REGULATIONS

**8.1** The Voting Regulations have been approved by the Foundation Board and will enter into force on 1 September 2022.

**8.2** The Foundation Board of the Foundation is entitled to amend the Voting Regulations at any time.

**8.3** The supervisory authority shall be notified of any amendments of the Voting Regulations.

Zurich, 21 March 2023

GEMINI Collective Foundation 1e



Albert Steiner  
Chair of the Foundation Board



Vital G. Stutz  
Deputy Chair of the Foundation Board

# GEMINI 1e