

GEMINI Collective Foundation

ORGANISATIONAL REGULATIONS **2024**

VALID FROM 1 JANUARY 2024



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The original German text is legally binding.

1. INITIAL SITUATION

1.1 The employer has joined the GEMINI Collective Foundation (hereinafter the Foundation) to implement its occupational pension provision within the framework of the BVG.

1.2 As a consequence of this affiliation, an affiliation agreement has been established between the Foundation and the employer and a pension provision agreement between the Foundation and the insured staff at the employer's company. These agreements are governed by respective contracts and/or the issuance of regulatory provisions by the Foundation Board.

1.3 In respect of the implementation of the occupational pension provision, the Foundation shall set up an individual employee benefits unit with a separate organisational and accounting system for each affiliated employer in accordance with the law and the contractual provisions.

1.4 The regulations applicable to the Foundation's organisation (hereinafter organisational regulations) shall govern the Foundation's organisation as well as the responsibilities of the Foundation Board, the employee benefits committees, the general manager and the administrative office.

2. COMPOSITION

2.1 The Foundation Board is the highest governing body of the Foundation and comprises 3 employer and 3 employee representatives. Separate voting regulations have been drawn up in respect of the Foundation Board elections.

3. APPOINTMENT AND CONSTITUTION

3.1 The Foundation Board constitutes itself. It elects the Chair and the Deputy Chair from among its number. The Chair and Deputy Chair must represent different sides (employer/employees). If no agreement can be reached, a neutral arbitrator appointed by mutual consent shall decide. Should no decision concerning the arbitrator be reached, the latter shall be appointed by the supervisory authority.

4. TERM OF OFFICE

4.1 The Foundation Board shall remain in office for a period of 3 years. Trustees may be re-elected. In all other respects, we refer to the separate voting regulations.

5. MEETINGS

5.1 The Foundation Board shall meet at least 4 times a year.

5.2 Extraordinary meetings shall take place as required if half of the Foundation Board requests such a meeting. The request shall include the agenda items to be discussed.

5.3 Meetings shall be called by the Chair no later than 10 days before the respective date in the form of a written invitation including the agenda items to be discussed.

5.4 The meetings shall be chaired by the Chair or, in his/her absence, by the Deputy Chair.

5.5 The Foundation shall pay the Trustees adequate remuneration for their services.

5.6 The Foundation Board is quorate if more than half of its members are present. The Board decides by simple majority of votes.

5.7 A qualified majority of the Foundation Board is required for the following important transactions, i.e. 4 out of the 6 members must vote in favour.

This applies to:

- Unscheduled re-elections to the Foundation Board
- Election and dismissal of the general manager
- Election and dismissal of the administrative office
- Amendments of the regulations
- Conclusion or dissolution of management mandates or insurance contracts
- Opening and closing of bank accounts
- Election and dismissal of the expert on occupational pension provision
- Election and dismissal of the auditor
- Applications for amendments of the Foundation charter
- Applications for the suspension of the Foundation

In respect of all other transactions, in the event of a tied vote, the Chair's vote shall count twice.

5.8 Resolutions may also be passed by circular letter. A unanimous vote is required for their validity. All resolutions thus passed shall be included in the minutes of the next meeting.

5.9 Minutes shall be taken of the resolutions passed by the Foundation Board. The minutes shall be signed by the Chair or the Deputy Chair and the keeper of the minutes and shall be submitted for approval at the subsequent meeting.

6. RESPONSIBILITIES

6.1 The Foundation Board shall manage the Foundation's business in accordance with the law, in particular Article 51a BVG, the Foundation charter and the directives issued by the supervisory authority.

6.2 Essentially, the Foundation Board has the following responsibilities:

- Organisation of the Foundation
- Organisation of the Foundation's accounting
- External representation of the Foundation
- Guarantee of initial and advanced training of employee and employer representatives
- Designation of legally binding representatives of the Foundation (and type of signatory power)
- Issuance of one or several sets of framework regulations with generally applicable implementation provisions concerning performance, organisation, administration, financing and monitoring
- Determination of the technical interest rate and other technical principles
- Issuance of provisions and regulations regarding the formation of reserves and the implementation of partial liquidations of employee benefits units and the Foundation
- Resolution regarding full or partial reinsurance and selection of respective reinsurer where applicable
- Election and dismissal of the general manager
- Election and dismissal of the administrative office
- Election of the investment committee headed by a member of the Foundation Board for purposes of assisting and monitoring asset management activities
- Election and dismissal of the expert on occupational pension provision
- Changes relating to bank accounts
- Election and dismissal of the auditor
- Election and dismissal of the investment controller
- Monitoring of compliance with the employee benefits committees' statutory provisions and provision under the regulations
- Establishment of asset management objectives and principles as well as implementation and monitoring of the investment process and the transparency regulations
- Determination of the Foundation's costs to be charged to the pension funds
- Resolution regarding the partial adjustment of current pensions to inflation
- Safeguarding of information necessary under the statutory transparency regulations
- Preparation and approval of annual financial statements and reporting to the supervisory authority

6.3 The Foundation Board may assign the task of preparing and implementing its resolutions or monitoring its transactions to committees or individual members. The Board shall ensure that its members are adequately informed.

7. INITIAL SITUATION

7.1 The Foundation shall manage one or more employee benefits units with at least one pension plan for each of its affiliated employers.

7.2 The employee benefits committees that shall be set up for each employee benefits unit in accordance with Article 51 BVG are responsible for duly implementing the occupational pension provision in the employee benefits units.

8. PURPOSE

8.1 The main responsibility of the employee benefits committees consists of safeguarding the interests of the pension fund members vis-à-vis the Foundation and the employer. In the context of the Framework Regulations, the committees shall also issue pension-related guidelines.

9. COMPOSITION

9.1 With due regard to Article 51 BVG, each employee benefits committee shall include at least one employer representative and the same number of employee representatives.

10. APPOINTMENT

10.1 The employees shall elect their representatives from among the insured persons with due regard given to the individual employee categories. The employer shall organise the elections.

10.2 Employee benefits committees members shall remain in office for a period of 3 years. Their members may be re-elected.

10.3 Should the employment contract of an employee representative be terminated before his/her due retirement, the representative shall leave the employee benefits committee. A new member shall be elected unless a substitute member has already been determined. The new member or substitute shall take over the remaining term of his/her predecessor.

10.4 Employee benefits committees shall notify the Foundation's administrative office without delay of any reshuffles using the proper form.

11. CONSTITUTION

11.1 Employee benefits committees constitute themselves. They elect their Chair and Deputy Chair from among their number. The Chair and Deputy Chair must represent different sides (employer/employees). Each committee member has one vote.

12. REPRESENTATION

12.1 Employee benefits committees shall determine their representation in respect of all business transacted with the Foundation and specify legally binding signatories as well as the respective type of signatory power. The committees shall also inform the Foundation of the signatories authorised to effect legally binding changes in the workforce if such signatories are not members of the employee benefits committee.

13. MEETINGS

13.1 Employee benefits committee meetings are called by the Chair upon the request of at least half of the committee members, or as and when required. The invitation shall include an overview of the agenda items to be discussed.

13.2 Meetings shall be chaired by the Chair or, in his/her absence, by the Deputy Chair.

13.3 Employee benefits committees shall meet at least once a year. Minutes shall be taken of each meeting and shall be forwarded to the Foundation's administrative office without delay and without further request.

13.4 Employee benefits committees may compensate their members financially in the form of appropriate attendance fees. These compensations shall be settled against submission of receipts.

14. RESPONSIBILITIES

Employee benefits committees are responsible for implementing the occupational pension provision in their employee benefits units in compliance with the law. They shall verify the Foundation's data and provide the Foundation with all requested information and documents in due time.

14.1 Responsibilities of the employee benefits committees

(list is not exhaustive)

- Issuance, implementation and amendment of the pension plan in accordance with the Framework Regulations. Any amendments of the pension plan must be in compliance with the law, the charter, the affiliation agreement and the Foundation's organisation. The Foundation Board is entitled to review all resolutions passed by employee benefits committees as to their compliance with the law.
- Handling of requests and enquiries relating to the pension plan and the framework regulations
- Choice of investment strategy using the respective form
- Determination of the interest rate on members' individual savings capital in consideration of the employee benefits unit's financial situation
- Approval of the annual financial statements
- Resolution regarding the employee benefits unit's disposable assets

14.2 Responsibilities of the insured persons/beneficiaries

(list is not exhaustive)

- Communication of changes of name, address and marital status
- Communication of changes
 - in the degree of disability (disability insurance) or
 - the degree of incapacity for work
- Specification of life partner / declaration of beneficiary
- Communication of personal vested benefits and transfer to the Foundation
- Communication of other 2nd pillar pension assets
- Communication of preference of lump-sum withdrawal instead of retirement pension via a request addressed to the Foundation's administrative office no later than upon pension entitlement
- Communication of completion of full-time education by children receiving children's benefit
- Specification of pension beneficiaries (e.g. in the event of death)
- Communication of re-marriage of a recipient of spouse's pension
- Verification of consistency between employee contributions charged by the Foundation and actual contributions deducted from the salary

15. RESOLUTIONS

15.1 Employee benefits committees are quorate if more than half of their members are present. Absent committee members may authorise other members to represent them at meetings (written authorisation required).

15.2 The employee benefits committee decides by simple majority of votes of the members present and legally represented members. In the case of tied votes, a compromise solution shall be found. Where no agreement is found, the motion is deemed to have been rejected. In cases whereby an agreement is absolutely necessary, the matter shall be brought before a specific neutral arbitration tribunal appointed by mutual consent.

15.3 Resolutions may also be passed by circular letter. Resolutions pertaining to claims under the regulations or to employer and employee contributions require a two-third majority of voting members.

15.4 Resolutions obliging the employer to pay higher or lower contributions may not be passed without the employer's consent.

15.5 Where employee benefits committees fail to pass resolutions by the specified deadline, the administrative office shall decide in agreement with the Foundation Board or the general manager.

16. RIGHT OF INSPECTION

16.1 Employee benefits committees are entitled to inspect all documents held by the Foundation which refer to their own employee benefits unit and are necessary to meet the statutory responsibilities. Both the annual report drawn up by the Foundation and the audit report shall be made available to the employee benefits committees in due form. In this connection, the Foundation is obliged to provide all necessary information.

17. GENERAL MANAGEMENT

17.1 The Foundation Board can transfer the general management and the administrative office, in whole or in part, to third parties. If this is the case, rights and obligations shall be specified in a written contract.

17.2 The Foundation Board appoints a general manager who will be employed by the Foundation. The general manager manages the operational business within the framework of the Foundation Board's regulations and directives and issues the necessary guidelines for the administrative office.

17.3 The general manager represents the Foundation to outside bodies. He/she reports directly to the Foundation Board and is responsible for the overall management of the Foundation, assuming the following tasks in particular:

- Submitting proposals to the Foundation Board on all matters that fall within the remit of this body
- Implementing the resolutions passed by the Foundation Board
- Providing timely and appropriate information to the Foundation Board
- Representing the interests of the Foundation externally
- Drafting and reviewing the business strategy and its implementation in accordance with the resolutions of the Foundation Board
- Preparing the Foundation's budget
- Highlighting developments in the area of investment of assets and associated risks
- Issuing and reviewing the Foundation Board's regulations and provisions
- Any other tasks as stipulated by the Foundation Board

17.4 The Foundation Board has appointed Avadis Vorsorge AG, Zurich, as its administrative office.

17.5 The administrative office is responsible for the technical administration as well as the Foundation's accounting and supports the general manager in the performance of their duties.

17.6 In the field of capital investments, the office implements the resolutions passed by the Foundation Board or the employee benefits committees and fulfils the responsibilities specified in the investment regulations.

17.7 The details regarding rights, duties and fees are set out in a separate contract of mandate.

17.8 The administrative office acts as contact point for all concerns of the employers, employee benefits committees and insured persons.

17.9 The administrative office provides a deputy for the general manager.

18. AUDITOR

18.1 The Foundation Board shall appoint an auditor that is independent of the Foundation, the Trustees and the administrative office in terms of organisation, staff and finances. Once a year, the auditor shall audit the occupational pension provision, the organisation and the accounting of the Foundation and the employee benefits units as to their compliance with statutes, contracts, regulatory principles, expert recommendations and applicable laws. The auditor shall submit a written report on the audit results to the Foundation Board.

19. EXPERT ON OCCUPATIONAL PENSION PROVISION

19.1 The expert on occupational pension provision shall be appointed by the Foundation Board. The expert must be independent and form his/her assessment and issue recommendations on an impartial basis. The expert's independence may not be impaired, either actually or seemingly. The expert shall carry out recurrent controls in compliance with the law and issue letters of confirmation or, where required, reports to the attention of the Foundation Board.

20. CONDUCT

20.1 All persons entrusted with the investment and management of pension assets must observe the statutory loyalty obligations pertaining to asset management as well as the binding code of conduct defined by the Foundation Board.

20.2 All persons entrusted with the administration, management or control of the Foundation shall be liable for any damage they intentionally or negligently inflict upon the Foundation (Article 52 BVG).

20.3 All persons entrusted with the administration, management or control of the Foundation shall exercise professional discretion with regard to the personal and financial circumstances of the insured persons and the employer. This provision is subject to Article 86a BVG (disclosure of data).

21. INTERNAL CONTROL REQUIREMENTS

21.1 The administrative office shall ensure that the Foundation has an adequate control system in place, with the corresponding written documentation. The control system shall regulate responsibilities as well as administrative procedures and is reviewed annually by the auditors.

21.2 Among other things, the internal control system provides information or ensures that

- the execution of financial management activities is controlled and monitored at the level of the Foundation, risk-bearing collectives, employee benefits institutions and third parties that perform essential services for the respective employee benefits unit.
- all decision-makers are adequately informed about the risks associated with their decisions and the potential consequences therefrom.
- for all decision-makers, conflicts of interest are identified and disclosed. In addition, measures must be taken to prevent such conflicts of interest.
- legal transactions with related parties are identified, disclosed and conducted at arm's length.
- pension plans apply only if the approval of the occupational benefits expert has been obtained.
- all investment strategies comply with the investment regulations' provisions.

22. SCOPE OF APPLICATION

22.1 These regulations shall replace all previous organisational regulations (including rules of internal procedure) of the Foundation. They were approved by the Foundation Board on 29 November 2023 and shall enter into force as per 1 January 2024.


22.2 According to the law and the Foundation charter, the Foundation Board may amend these regulations at any time. Any amendments shall be submitted to the supervisory authority.

Zurich, 29 November 2023

GEMINI Collective Foundation



Vital G. Stutz
Chair of the Foundation Board



Anita Auf der Maur
Deputy Chair of the Foundation Board

