

GEMINI COLLECTIVE FOUNDATION

VOTING REGULATIONS **2024**

VALID AS OF 1 JANUARY 2024

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The original German text is legally binding.

1. INITIAL SITUATION

1.1 These regulations on the election of the Foundation Board (hereinafter referred to as the voting regulations) govern the entitlement and procedure for the election of the Foundation Board of GEMINI Collective Foundation (hereinafter referred to as the Collective Foundation).

2. COMPOSITION AND ORGANISATION OF THE FOUNDATION BOARD

2.1 The Foundation Board is the highest governing body of the Collective Foundation and comprises three employer and three employee representatives.

2.2 The organisation of the Collective Foundation is governed by a separate set of regulations.

3. ELECTION OF EMPLOYER AND EMPLOYEE REPRESENTATIVES

3.1 All employee benefits committees are informed about the time and procedure of the elections by the administrative office via the employer. Affiliation contracts that will be terminated as at the end of the year are excluded from the elections to the Foundation Board.

3.2 The employer and employee representatives on the Foundation Board which is made up of an equal number of employer and employee representatives may nominate candidates for election to the Foundation Board. The employer representatives may nominate candidates from among the employers and the employee representatives may nominate candidates from among the employees. The employee benefits committees are notified of the nominations in writing.

3.3 The employers are entitled to propose employer candidates. The employee representatives of the employee benefits committees are entitled to propose employee candidates. The candidates should preferably but do not necessarily have to be insured with GEMINI.

3.4 The candidates are to be made aware of their major financial and personal responsibility. Sound knowledge of occupational pension provision is an essential prerequisite for candidacy. Candidates must also enjoy a good reputation and provide a guarantee of irreproachable business conduct. Candidates must comply with the legal requirements regarding loyalty in asset management and adhere to the Code of Conduct defined as binding by the Foundation Board. The governing Foundation Board can reject candidates if these requirements are not met.

4. VOTING PROCEDURE

4.1 Persons standing for election to the Foundation Board must submit their candidacy to the administrative office of GEMINI Collective Foundation within 20 days following the mailing date of the election announcement. The documentation required for the candidature includes a curriculum vitae with photo, a personal statement and proof that the candidate has been proposed for the Foundation Board in accordance with section 3.2 or 3.3. Should the incumbent Foundation Board find that, in consideration of paragraph 4.6, no more than six candidates (three employee representatives and three employer representatives) are standing for election upon expiry of the 20-day deadline, these candidates shall be appointed by tacit election; the election process according to paragraphs 4.2 to 4.5 will not take place and the pension fund committees will be notified of the result of the tacit election in accordance with paragraph 4.7.

4.2 Two election lists are drawn up, one containing the employee representatives and the other containing the employer representatives standing for election. The employer and employee representative body of the employee benefits committees votes for a maximum of three candidates from their respective list, whereby each person may only be named once. Each vote of an employee benefits committee is weighted with the number of insured persons of the corresponding employee benefits unit on 1 January of the year of election or at the start of the contract in the case of affiliation during the year.

4.3 The employer and employee representatives of the employee benefits committees entitled to vote submit their votes by post. The completed election lists must be received by the administrative office no later than 20 days following their dispatch.

4.4 The valid votes are counted by the administrative office under the supervision of a notary. An election list is invalid if more than three candidates are listed, if the names of persons are listed who are not standing for election or if the completed election list has not been received by the administrative office in time. The election result is documented in a protocol and signed by the administrative office and notary.

4.5 Those candidates with the highest number of valid votes are elected as employer and employee representatives.

4.6 Only one representative of an affiliated company can be elected to the Foundation Board. Where more than one is elected, the person with the highest number of votes sits on the Foundation Board. In the event of a tied vote the decision is made by drawing lots.

4.7 The employee benefits committees are notified within 20 days after the submission date of the new composition of the Foundation Board.

5. REPLACEMENT ELECTIONS DURING TERM OF OFFICE

5.1 In the event of a Board member leaving the Foundation Board during their term of office or no longer being able to fulfil their mandate, the Foundation Board shall elect a replacement. It may refrain from doing so provided the Foundation Board continues to consist of at least 4 members and general elections will be held no later than 6 months after the vacancy arises. During this transitional period, one member of the overrepresented side must stand down until a new appointment is made.

6. ELECTION DATES AND TERM OF OFFICE

6.1 The term of office of the members of the Foundation Board is three years. Re-election is permitted.

6.2 The election procedure starts three months prior to the end of the term of office.

7. ENTRY INTO FORCE AND CHANGES TO THESE VOTING REGULATIONS

7.1 The voting regulations were approved by the Foundation Board by resolution of 12 September 2024 and shall enter into force on 1 January 2024. They replace all previous voting regulations issued by the Foundation.

7.2 The Foundation Board of GEMINI Collective Foundation is entitled to change the voting regulations at any time as long as four out of six members of the Foundation Board approve the change (qualified majority).

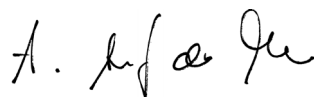
7.3 The supervisory authority must be notified of changes to the voting regulations.

Zurich, 12 September 2024

GEMINI Collective Foundation



Vital G. Stutz
Chair of the Foundation Board



Anita Auf der Maur
Deputy Chair of the Foundation Board

