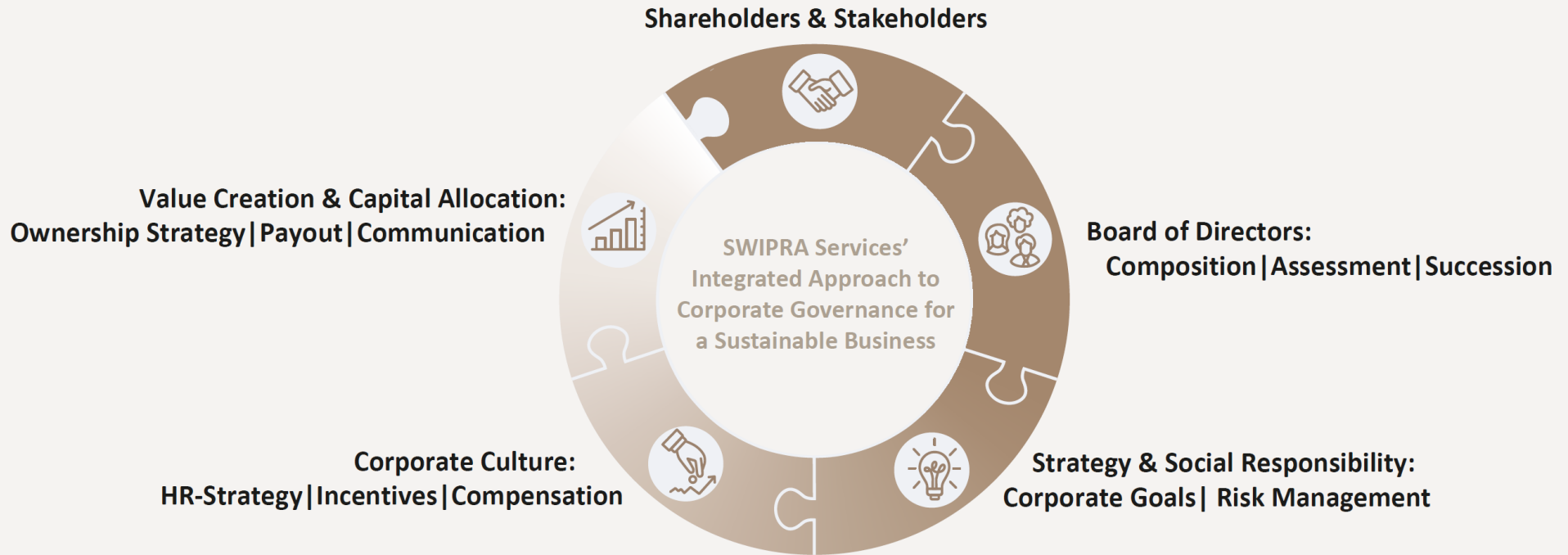


Corporate Overview and Services

June 2023

Holistic View and Individually Tailored Client Support



© SWIPRA Services

Our holistic approach and integrated view on corporate governance and corporate social responsibility guide the identification and management of relevant governance risks.

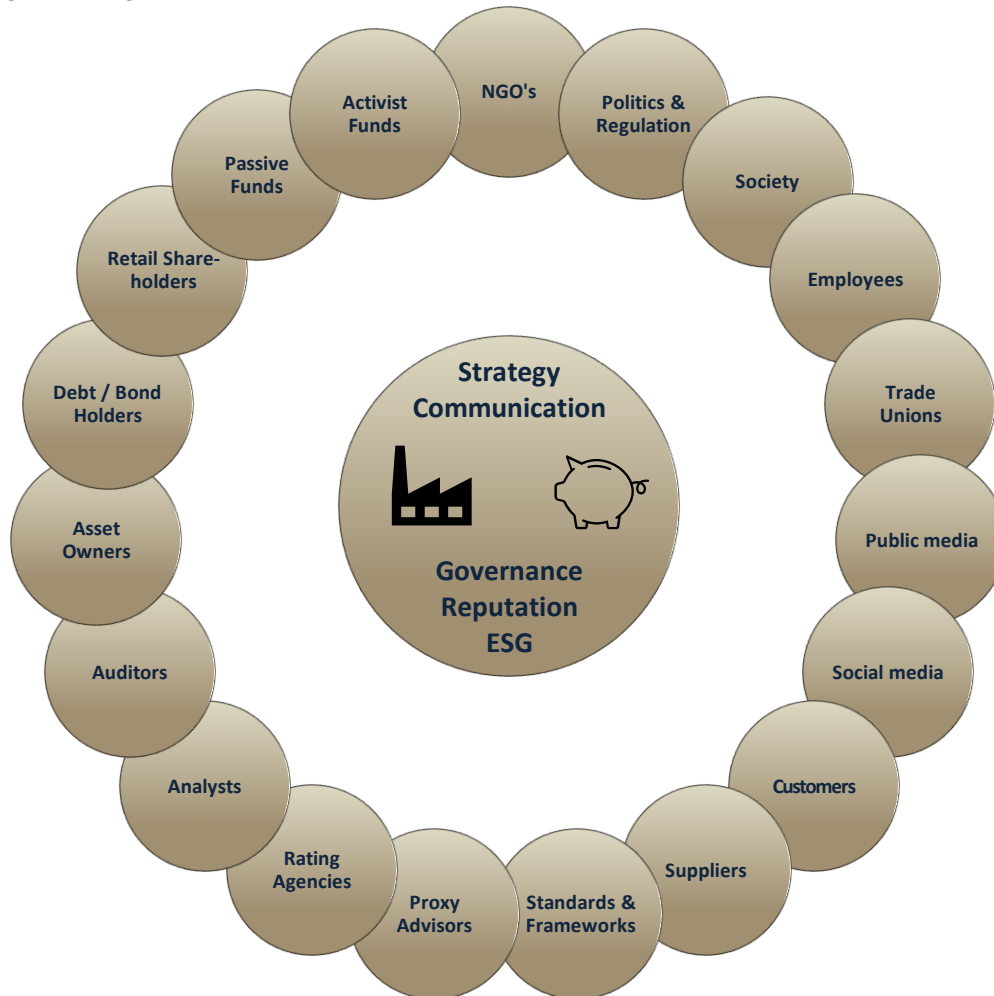
We advise boards of directors and executive management in creating sound and modern corporate governance frameworks for the benefit of the company and its stakeholders.

We support investors in their stewardship activities and dialog with investee companies as well as with local institutional knowledge.

SWIPRA Services – Overview



Understanding Stakeholders' Expectations



Assess inside-out and outside-in views to tailor individual corporate governance frameworks and stakeholder outreach

We carefully weigh **internal necessities** against **external stakeholder requests**:

Report and disclose

Engage and explain

Adopt and integrate

Strategic ESG & Board Services tailored to your needs



Board Assessments, Coaching & Advice

Board Assessments:

A comprehensive and tailored assessment of your board of directors, including a 360° review to improve the effectiveness and efficiency of the board and your governance framework.

Board Workshops, Coaching & Advice:

Tailored workshops, trainings and advice on topics such as market expectations & regulation, strategic ESG integration, crisis management, stakeholder dialogue, board & committee processes and agenda setting, skill analysis and strategy mapping



Strategic Governance & ESG

Governance Structures, ESG & Disclosure:

We support you in shaping your ESG frameworks with a view towards long-term value generation, targeted to your stakeholders.

We support you in creating awareness and positioning ESG as an integral part of strategy.

Our analysis includes a comprehensive governance & ESG risk assessment.

Incentives & Compensation:

We assess your incentives and compensation framework and support you in aligning with strategic financial and non-financial (ESG) targets and disclosure.

Non-Financial Reporting & Communication beyond Compliance:

We work with you to advance your non-financial reporting, taking into consideration individual needs, shareholder and stakeholder expectations, Swiss legal requirements and international regulation. Together with you, we develop individualized communication tools.



AGM & Engagement

Integration in Strategic Communication & Engagements:

Together with you, we develop related communication and engagement strategies targeted at internal and external stakeholders, complementary to your corporate reporting.

Shareholder & Proxy Response, Rating requirements:

Understand risks and opportunities ahead of the AGM, including investor, proxy advisor and rating agencies' views, and develop an action plan to optimize messaging and voting results.

3-Year Packages: Corporate Governance & ESG



ESG Packages

ESG Package

ESG Assessment Package

Governance Structure Review

Triennial review of your corporate governance framework: Board of Directors (organization, composition, etc.), ESG integration and strategic consistency (inside-out) and matching against market practice and key stakeholder expectations (outside-in)

Governance Vulnerability Assessment

Based on your ESG disclosure: vulnerability assessment considering strategic alignment, ESG integration & market expectations

AGM Invitation Assessment

Annual review of your AGM invitation to understand risks and opportunities ahead of the shareholder meeting

Update AGM Season Review and Expectations

Annual update on key issues identified at AGMs in Switzerland and abroad incl. learnings and action points for the year ahead

Non-financial Integration Assessment

Triennial review of your non-financial reporting and its strategic integration, considering your individual needs, shareholder and other stakeholder expectations, Swiss legal requirements

Pricing (fixed fee excl. VAT) for *three years**

“ESG Package”: CHF 75'000

“ESG Assessment Package”: CHF 60'000

Governance Structure Review only: CHF 25'000

3-Year Packages: Board of Directors & Leadership



Board Packages

Accompanied Board Development Assessment (Module 1)

2x accompanied self-evaluation of the board of directors on progress made, issues identified and challenges ahead based on the original findings of the comprehensive board assessment

Comprehensive Board Assessment (Module 2)

1x Comprehensive and tailored evaluation of your board of directors including a 360° review to improve the effectiveness of your board and your governance framework

Board Workshop

Annual board workshop on specific topics identified as critical for the board of directors including AGM analysis and individual key shareholder requirements

Board Composition Assessment

Annual update of the board's skills and experience map, including a gap analysis with respect to strategic targets and expectations

Update Capital Market Expectations

Regular updates on current capital market developments relevant for board of directors

Pricing (fixed fee excl. VAT) for *three* years*

"Board Package": CHF 95'000

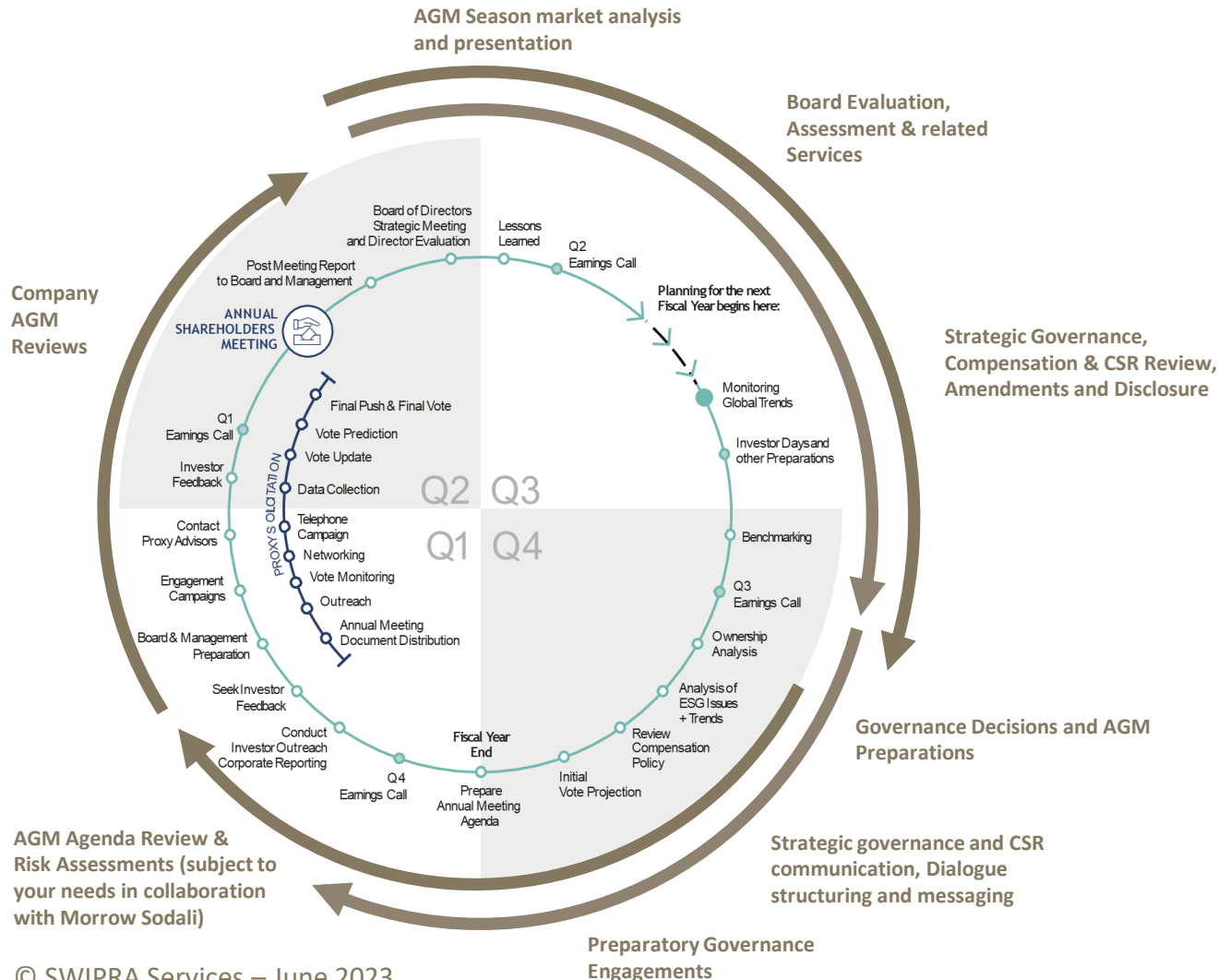
"Training Package" excl. 3-years board assessments: CHF 45'000

Board Package
Training Package



Strategic Governance, Board & AGM Services

Governance cycle over the year



SWIPRA Services will support you in your continuous strategic review process of your governance framework:

- Board Assessment
- Governance Structures & Disclosure
- Corporate Social Responsibility Integration
- Non-Financial Reporting
- Incentives & Compensation
- AGM Risk Assessments & Proxy Services (in collaboration with Morrow Sodali)

We believe in networks



SWIPRA is actively maintaining an ESG Knowledge Network

Together with our partners, we tailor our support to our clients' individual needs



Proven Track Record*



Team CV's SWIPRA Services

Barbara A. Heller, MBA, Managing Partner



Barbara has more than 30 years experience in the financial services, pharmaceuticals and consulting industry as senior manager, executive and board member.

After receiving her Masters Degree from the University of Zurich in 1991, Barbara joined Bank Leu (today Credit Suisse) in credit, project & trade finance for international corporate clients. As a Managing Director she later headed the business unit capital markets until 1996. From 1997 to 2005, she was Managing Director at Vontobel Investment Banking, responsible for various Swiss and international corporate finance & PE transactions and consulting services for boards and investor groups. From 2005 to 2012, Barbara was CFO of Santhera Pharmaceuticals, Basel (SIX:SANN), leading its IPO in 2006.

Barbara Heller is a member of the BoD and the strategy committee of Graubündner Kantonalbank (SIX:GRKP), Member of the BoD, the Audit and the Sustainability Committees of Andermatt Swiss Alps AG, member of the Investment Committee of Transparenta Collective Pension Foundation, Vice-Chair of the Swiss CFO Forum and chairing its Jury of the Swiss CFO Award. Earlier, she was a member of the BoD of Bank Cler Ltd, chairing its AC, and of Orascom Development Holding and its AC (SIX:ODHN).

Barbara received her Masters Degree in Economics and Business Administration, with an emphasis on financial economics, empirical research and banking from the University of Zurich.

Dr. Christoph Wenk Bernasconi, Senior Partner



Christoph Wenk Bernasconi is a Partner at SWIPRA Services AG and a research and teaching fellow at the Department of Banking and Finance at the University of Zurich.

Christoph is a founding member of SWIPRA and responsible for the scientific approach of its projects and analyses. He has amongst other co-authored the *SWIPRA Considerations for Corporate Governance*, the *SFI Whitepaper on corporate governance* and a book on *The European Corporation: Ownership and Control after 25 Years of Corporate Governance Reforms*.

Further, Christoph serves on the ICGN Natural Capital Committee and is involved in empirical research as well as lecturing in the field of corporate governance and corporate finance at University as well as executive education level.

After the successful completion of his coursework in the PhD program of the Swiss National Bank in Gerzensee, Christoph wrote his thesis in the field of empirical corporate finance and graduated in spring 2013. His research expertise is in the empirical analysis, in particular on topics of corporate governance and corporate finance as well as corporate valuation



Members of SWIPRA Think Tank

Panel of Experts

Giacomo Balzarini, Chief Executive Officer, PSP Swiss Property

David Frick, Head of Governance and Compliance and Secretary to the Board of Directors , Nestlé
& Chairman SwissHoldings

Calvin Grieder, Chairman of the Board of Directors, Givaudan

Dr. Felix Horber, Company Secretary, Swiss Re

Oliver Riemenschneider, Chairman of the Boards of Directors, Accelleron Industries and V-Zug

Dr. Thomas Schmuckli, Chairman of the Boards of Directors, Bossard Group and Helvetia Group

Yves Serra, Chairman of the Board of Directors, Georg Fischer, Member

Prof. Dr. Marie-Noëlle Venturi – Zen-Ruffinen, Member of the Board of Directors, Bâloise Holding
[Dr. Thomas von Planta, Chairman of the Board of Directors, Baloise Holding]

Peter Voser, Chairman of the Board of Directors, ABB

Dr. Beat Walti, Chairman of the Board of Directors, Ernst Goehner Foundation and Board Member

Panel of Investors

Roland Kriemler, Managing Director, Konferenz der Geschäftsführer der Anlagestiftungen (KGAST)

James Upton, Senior Corporate Governance Specialist, Pictet Asset Management

Matteo Passero, Stewardship Analyst, Sustainable and Impact Investing, UBS Asset Management

Adrian Schatzmann, Managing Director, Asset Management Association Switzerland

Stephan Scharrer, Head of Active Ownership, Credit Suisse Asset Management (Schweiz) AG

Jacqueline Oh, Senior ESG Advisor, Credit Suisse Asset Management (Schweiz) AG

Martin Wagner, Managing Director, Pension Fund of Credit Suisse (Schweiz) AG



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