SWITZERLAND GLOBAL ENTERPRISE - CORPORATE GOVERNANCE



Image: Ruth Metzler-Arnold with Marc Desrayaud, CEO of Mikron Switzerland AG, during a company tour at a customer event in Ticino

Corporate Governance

Switzerland Global Enterprise is a non-profit association within the meaning of Article 60 et seqq. of the Swiss Civil Code. The purpose of the association is to promote Swiss foreign trade and the international activities of Swiss companies, in particular through export promotion and investment promotion. An overview of the organization of Switzerland Global Enterprise can be found on the website at <u>s-ge.com/en/who-we-are</u>.

Board of Directors

The Board of Directors manages Switzerland Global Enterprise at a strategic level. It selects the Executive Committee, establishes the basic principles of the organization, defines the principles of financial management and accounting, and determines risk policies.

The Board of Directors is made up of seven to nine members. At least six members of the Board of Directors are business representatives. The Board of Directors constitutes itself. The chairperson is elected by the General Assembly and must be approved by the Head of the Federal Department of Economic Affairs, Education and Research (EAER). The Board of Directors has established two committees for certain activities surrounding preparation, performance and supervision: a Finance, Audit and Risk Committee and a Personnel and Compensation Committee.

Board of Directors Compensation

The members of the Board of Directors receive fixed annual compensation that is determined by the Board of Directors. Incurred expenses are reimbursed, and no meeting fees or lump sums are paid. The following bands apply:

| | Total in CHF |
|------------------------------|--------------|
| Chair | 60,000 |
| Board of Directors basic fee | 4,000 |
| Vice-Chair | 3,000 |
| President of a committee | 4,000 |
| Member of a committee | 2,000 |

Executive Committee

The Executive Committee manages Switzerland Global Enterprise at an operational level. The Executive Committee is led by the CEO. The CEO is responsible for implementing strategy and achieving objectives. The organization and competences of the CEO and the Executive Committee are laid down by the Board of Directors in the organizational regulations adopted by the Board of Directors.

Executive Committee Compensation

The Board of Directors appoints the CEO and the Executive Committee and establishes the terms and conditions of appointment. The CEO and the members of the Executive Committee are compensated in line with the market. The salary is paid as part of an annual fixed salary. The following fixed gross salaries were paid in 2022 and 2023:

| CEO and Executive Committee | Total Gross Salaries in CHF |
|-----------------------------|-----------------------------|
| 2022 (6.4 FTE) | 1,631,955 |
| 2023 (5.9 FTE) | 1,484,110 |

The payroll in 2023 is lower than in 2022. In 2022, changes to the Executive Committee and associated overlaps and replacements led to higher costs. For more information on the governing bodies and the persons responsible for managing these, please visit <u>s-ge.com/en/who-we-are</u>.

Switzerland Global Enterprise does not grant the members of the Board of Directors, the Executive Committee or the CEO any loans or pension benefits beyond the occupational benefits provided for in the regulations. No advance allowances or termination payments are paid. The termination period of employment contracts for the CEO and Executive Committee is a maximum of six months. The continued payment of salary during the notice period is not considered termination pay.

Number of Staff

As at the end of 2023, S-GE had a total of 119 employees at the Zurich, Renens and Lugano locations (previous year: 117 employees), split across 108 full-time positions (previous year: 103 full-time positions). In relation to the total workforce, the proportion of women decreased slightly and now stands at 58% (previous year: 61%). The positions either ceased to exist as part of the organizational changes or were not filled by women as part of the post-recruitment process. In 2023, 44% of management positions were held by women (previous year: 50%), with two-thirds more women than men on the Executive Committee (previous year: 50%).

The external network that S-GE operates together with the FDFA and whose resources are made available by the FDFA employed 96 employees in 2023 (previous year: 100 employees), corresponding to 88 full-time positions (previous year: 87 full-time positions). The proportion of women in management positions amounted to 59% (previous year: 40%); with respect to the entire workforce in the external network, it amounted to 42% (previous year: 61%).

Auditor

The auditor is selected by the General Assembly for a period of one year. KPMG AG, Zurich, has been the auditor since the 2014 financial year. The lead auditor is Reto Kaufmann.

The auditor is paid a fee of CHF 37,000 for the audit of the 2023 financial statements.



Image: (from left to right) Alain Berset, Dr. Thomas Staehelin, Dr. Andrej Vckovski. Ruth Metzler-Arnold, François A. Gabella, Diane Bonny, Beatrice Fasana, Marcel Pawlicek, Jean-Marc Probst

The board of directors

The Board of Directors of Switzerland Global Enterprise is made up of the following people:

RUTH METZLER-ARNOLD

Chairwoman of Switzerland Global Enterprise. President of the Personnel and Compensation Committee, Chairwoman and member of the Board of Directors of AXA Switzerland, Clienia Group, FehrAdvice, Probst Group Holding, Reyl Intesa Saopaolo, Genf, Swiss Medical Network and Infracore, Chairwoman of the Foundation for the Pontifical Swiss Guard, and member of other Boards of Trustees

FRANÇOIS A. GABELLA

Vice-Chairman of the Board of Directors of Switzerland Global Enterprise. Board of Directors LEM Holding, Sonceboz, Sensirion, Natron Energy, Vice-President Swissmem, board member economiesuisse

ALAIN BERSET

member of the Personnel and Compensation Committee. Until end of March 2023 CEO of Polytype SA., (as of January 2024 CEO Mestel SA), Vice-President of the Chamber of Commerce and Industry of the Canton of Fribourg (HIKF)

DIANE BONNY

member of the Board of Directors of Deppeler SA, member of the Executive Board of the Centre Patronal Paudex, shareholder in the IT start-up Accessing SA

BEATRICE FASANA

CEO of Sandro Vanini SA, member of the ETH Rat, member of the Regional SNB Economic Council, member of the Steering Committee AITI (Ticino Industry Association), Vice-President of the University of Applied Sciences SUPSI

as at December 31, 2023

MARCEL PAWLICEK

member of the Finance, Audit and Risk Committee. 2011 to 2022 CEO of Burckhardt Compression AG, President of the JCC Chamber of Commerce Switzerland-Eastern Europe, Central Asia and South Caucasus, Vice-President of the Winterthur vocational center AZW

JEAN-MARC PROBST

member of the Personnel and Compensation Committee. Chairman of the Board of Directors of Probst Group Holding SA, Chairman of AERIA+

DR. THOMAS STAEHELIN

Chairman of the Finance, Audit and Risk Committee, Chairman of the Board of Directors of Lantal Textiles AG

DR. ANDREJ VCKOVSKI

member of the Finance, Audit and Risk Committee, until end of 2022 CEO of Netcetera Group, Executive Board Swico, D ONE Solutions AG, Augment IT AG



Image: (L–R) Alain Bayer, Anja Fiedler, Simone Lalive d'Epinay, Simone Wyss Fedele, Patrik Wermelinger, Karin Taheny

The executive committee

The Executive Committee of Switzerland Global Enterprise is made up of the following people:

DR. SIMONE WYSS FEDELE CEO

ANJA FIEDLER Chief Export Promotion + Global Network Officer, Deputy CEO

ALAIN BAYER Chief People + Culture Officer

SIMONE LALIVE D'EPINAY Chief Corporate Services + Development Officer

KARIN TAHENY Chief Digital + Technology Officer

PATRIK WERMELINGER Chief Investment Promotion Officer as at December 31, 2023