



Occupational Benefits

Organization Regulations

of the occupational benefits fund commission

Columna Collective Foundation – Client Invest, Winterthur

General

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The Foundation manages a separate occupational benefits fund for each affiliated employer. A joint occupational benefits fund can be operated for several economically-linked undertakings (a corporate group). Each occupational benefits fund has its own occupational benefits fund commission.

These Organization Regulations govern the election procedure, composition and constitution of the occupational benefits fund commission and outline its duties, rights and obligations. They have been issued by the Board of Trustees.

The composition and constitution of the Board of Trustees and its duties, rights and obligations are defined in the Deed of Foundation. The election regulations outline the election of the Board of Trustees.

Integrity and loyalty

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Persons and institutions entrusted with administering the occupational benefits fund and the investments and assets must have the powers and organizational resources to be able to guarantee compliance with the provisions of Art. 51b BVG, Art. 48f and 48h-48l BVV 2, as well as with the provisions of these Regulations.

They must have a good reputation and offer assurance that they will execute their responsibilities correctly. They are subject to fiduciary due diligence obligations and must uphold the interests of the insured persons and of the occupational benefits fund when performing their activities. They must ensure that no conflict of interest arises on account of their personal and business relations.

Composition of the occupational benefits fund commission

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The occupational benefits fund commission consists of at least 2 members (at least 4 for corporate groups). It is composed of an equal number of employer and employee representatives.

If an occupational benefits fund insures exclusively persons who do not qualify as employee representatives pursuant to section No. 4.1, the occupational benefits fund commission is formed by all insured persons. These persons are regarded as employer representatives. The provisions of these Regulations apply *mutatis mutandis*.

If the occupational benefits fund commission has not yet been elected, it shall consist of all the insured employees and the employers of the occupational benefits fund.

Election of the occupational benefits fund commission

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4.1

The occupational benefits fund's employers appoint the employer representatives. The employee representatives are elected by all the insured employees of the occupational benefits fund.

Individuals who are not insured may also be nominated or elected as members of the occupational benefits fund commission.

Only employees who do not hold a function on the company's executive board or board of directors or who are not significantly involved in influencing the direction of the company are permitted to act as employee representatives.

If the number of candidates equals the number of vacant chairs, the candidates will be deemed to have been elected.

4.2

Candidates who receive the highest number of votes are regarded as elected as the employee representatives. If votes are tied, the candidate with the most years of service at his or her company will be elected as the employee representative. An elected candidate may decline the election.

4.3

In the same election procedure, employee representatives may be elected as reserve members. A reserve member becomes a member of the occupational benefits fund commission only if one of the members leaves the commission.

4.4

The election must be organized by the employers of the occupational benefits fund.

4.5

The occupational benefits fund commission informs the Foundation of its composition when it sends the election minutes and notifies it of any changes. The members of the occupational benefits fund commission are to be explicitly identified as employer or employee representatives.

4.6

If an additional company joins the occupational benefits fund of the corporate group during the term of office of the occupational benefits fund commission, this company takes part in the next-possible elections (replacement elections or ordinary elections). Within 6 months of joining the corporate group's affiliation the new company can call for new elections. The elections must be held within 6 months of their being called for.

Term of office

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The term of office as a member of the occupational benefits fund commission is 4 years. Members are eligible for re-election.

A member must give notice in writing of his/her intention to resign if he/she wishes to leave the occupational benefits fund commission during his/her term of office. If the member has signed a contract of employment with one of the occupational benefits fund's affiliated employers, he/she may leave without having to give notice if the respective company leaves the corporate group or the employment contract is terminated and no new contract of employment is concluded immediately thereafter with another of the occupational benefits fund's employers. If no reserve member is available, a new member must be elected within a reasonable period of time. The new member will serve for the remainder of the term of office of his/her predecessor.

If bankruptcy proceedings are instituted against one of the occupational benefits fund's affiliated employers or if the occupational benefits fund is being (partially) liquidated, the occupational benefits fund commission retains its decision-making powers and remains in office at least until the (partial) liquidation proceedings for the occupational benefits fund have been concluded.

Constitution

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The occupational benefits fund commission constitutes itself.

It elects the chairperson from its members, whereby the chair alternates between the employer and the employee side for each term. The principle of alternating chairperson can be waived if all members of the occupational benefits fund commission approve of such a measure.

If the occupational benefits fund commission consists of all the insured employees and the employers of the occupational benefits fund because it has not yet been elected, the employers of the occupational benefits fund are regarded as the employer representatives and all the insured employees are regarded as the employee representatives. In this case, the employer with the highest number of insured employees serves as chairperson.

Duties and authorities

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The occupational benefits fund commission is responsible for the proper management of the occupational benefits fund. For this it exercises the following powers within the limits defined by the principles that apply to the Foundation:

- It elects the Board of Trustees. The details are contained in the election regulations.
- It decides on the financing of the occupational benefits fund.
- It issues and makes changes to the pension plan.
- It decides on the use of unallocated assets of the occupational benefits fund.
- It is responsible for determining and reaching a resolution on partial or full liquidation of the occupational benefits fund.

In the case of Client Invest solutions, the occupational benefits fund commission exercises the following additional powers:

- It is responsible for the following, by observing the investment regulations:
 - Manage the investments of the occupational benefits fund
 - Determine the investment strategy and the tactical bandwidths within the limits of its risk capacity
 - Decide on the implementation of the investment strategy and the granting of a discretionary portfolio management mandate
 - Conclude the necessary asset management contracts with the agreement of the Foundation
 - Monitor the investments
 - Review periodically the
 - investment strategy (asset classes and their bandwidths)
 - harmonization of the investment with the investment strategy and the investment regulations
 - compliance of the provisions under BVV 2
- It decides on improvements to benefits if fluctuation reserves have not been fully formed.
- It sets the interest rates for retirement assets (taking into account the minimum interest rate set by the Federal Council) and the employer contribution reserves. Employer contribution reserves subject to a usage waiver may not bear interest. The interest rates set by the Board of Trustees apply if the occupational benefits fund commission fails to pass a resolution.

- It determines the projected interest rate for calculating the estimated retirement assets on retirement. The interest rate set by the Board of Trustees applies if the occupational benefits fund commission fails to pass a resolution.
- It determines the conversion rates (taking into account the statutory conversion rate).
- It implements suitable restructuring measures to remedy any shortfall in coverage that may occur.

It informs the insured persons and eligible claimants about their rights and obligations. It also provides information not contained in the fund regulations and the pension plan, in particular about the election, composition and organization of the Board of Trustees and occupational benefits fund commission, and about the management of the pension fund. In this regard, the Foundation acts in an advisory capacity.

Furthermore, the occupational benefits fund commission has additional rights and obligations as laid out in the regulations by the Board of Trustees.

If the occupational benefits fund commission fails to carry out its duties despite having been reminded to do so in writing, the Board of Trustees can assume those duties or make decisions instead.

Meetings, convocation and agenda

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8.1

The occupational benefits fund commission meets as often as required, but at least once a year.

8.2

Meetings are convened by the chairperson or by a third of the members at least 10 days in advance. If all members agree, the ten-day period may be waived.

8.3

Meetings are presided over by the chairperson; if he/she cannot take part, another member is appointed to chair the meeting.

Quorum, decisions and minutes

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9.1

The occupational benefits fund commission is quorate if at least half the employer and employee representatives are present.

9.2

Resolutions are passed by simple majority of the members present. In the event of a tie, the chairperson has the casting vote.

If the alternating chairperson principle is no longer applied, the casting vote for a specific term of office is given alternately to the employer side or the employee side. In situations where the chairperson does not have the casting vote, the respective representative with the casting vote is designated at the start of the meeting.

9.3

If instructed by the chairperson, resolutions may also be passed by circular letter, except if, after receiving the proposal, a member insists that a meeting be convened without delay. Resolutions passed by circular letter require the approval of all the members of the occupational benefits fund commission and must be included in the minutes of the next meeting.

9.4

Minutes must be kept of all resolutions passed by the occupational benefits fund commission. The minutes are regarded as approved if none of the members of the occupational benefits fund commission submits written suggestions for amendments to the chairperson within one month after receipt of the minutes. Any suggestions for amendment must be discussed at the next meeting.

Signature authority

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All members of the occupational benefits fund commission are authorized signatories. Documents must be signed jointly by two authorized signatories to be legally binding. Section 9 applies to the passing of resolutions.

Reporting requirements

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On request, the occupational benefits fund commission must account for its decisions to the Board of Trustees. It submits all documents, minutes and records in connection with its activities to the Board of Trustees on request.

Responsibility

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Article 52 of the Federal Law on Occupational Retirement, Survivors' and Disability Pension Plans (BVG) contains the following provision regarding responsibility: "All persons entrusted with the administration or management of the occupational benefits institution as well as the pension actuaries are responsible for any damage they cause to the institution intentionally or through gross negligence."

Duty of professional secrecy

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Members of the occupational benefits fund commission and any other persons entrusted with the provision of occupational benefits insurance must observe the duty of professional secrecy regarding any information they become aware of while fulfilling their responsibilities. They remain subject to this duty after the termination of their function.

Entry into force

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These Organization Regulations enter into force from January 1, 2023 and replace the version of January 1, 2021.