

Organisational Regulations Alpiq Holding Ltd.

Art. 23
Öffentlichkeitsarbeit
Der CEO ist für die Informa-
tion der Interessent-
personen über die Alpiq
Gruppe besorgt.

Dated May 2019

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A. General Provisions

Art. 1

Purpose

The Organisational Regulations set out the duties and responsibilities of the governing bodies of Alpiq Holding Ltd. and the Alpiq Group and govern their interaction.

Art. 2

Background

Pursuant to Art. 11 paras. 2 and 5 and Art. 13 of the Articles of Association, the Board of Directors of Alpiq Holding Ltd. has issued these Organisational Regulations.

Art. 3

Working languages

¹ As a general rule, the working languages of the Board of Directors shall be French and German. Documents and proposals prepared for the Board of Directors shall generally be drafted in both languages, but may also be drafted in English only. Each language version is equally authentic. The same applies to documents and proposals from the standing committees as well as any ad-hoc committees.

² The order in which the versions are used shall not imply that one language takes precedence over another.

Art. 4

Governing bodies

In addition to the General Meetings of Shareholders and the Auditors, the Company shall have the following governing bodies:

- a) Board of Directors
- b) Chairman of the Board (Chairman)
- c) Chief Executive Officer (CEO) – Chairman of the Executive Board
- d) Executive Board

B. Board of Directors

Art. 5

Constitution and elections

¹ The Annual General Meeting shall elect the Chairman of the Board of Directors. If the office of Chairman is vacant, the Board of Directors shall appoint one of its members as Chairman until the conclusion of the next Annual General Meeting.

² Every year the Board of Directors shall elect a Vice-Chairman from among its members, as well as a Secretary who shall not be a member of the Board of Directors.

³ The Board of Directors shall submit to the Annual General Meeting nominations which shall guarantee balanced representation on the Board of Directors as well as sufficient diversity among its members, and ensure that the majority of its members have never been part of management or have ceased to be part of management at least three years ago and that they do not have, or have comparatively minor, business relations with the Company. It shall also take into account as much as possible equitable representation by male and female members on the Board of Directors.

⁴ Every year the Annual General Meeting shall elect the members of the Nomination and Remuneration Committee (NRC); the Board of Directors shall nominate its Chairman. In the event that one or several members leave or if the Remuneration Committee is not fully staffed, the Board of Directors shall appoint members from among the Board until the conclusion of the next Annual General Meeting.

⁵ The Board of Directors may appoint additional standing or ad-hoc committees to prepare and implement its resolutions and oversee business affairs. The Board of Directors shall establish the Strategy Committee (SC), the Audit and Risk Committee (ARC) and the Governance Committee (GC) as standing committees. The Board of Directors shall decide on proposals made by its committees.

⁶ The committee regulations shall include provisions on composition, duties and authority and shall be issued by the Board of Directors.

Art. 6

Duties

¹ The Board of Directors shall be responsible for all matters that are not reserved for any other governing body by law, the Articles of Association or Organisational Regulations.

² The Board of Directors shall be guided in the discharge of its duties by the objective of achieving sustainable corporate development.

³ Pursuant to Art. 13 of the Articles of Association, the Board of Directors shall delegate the management of the business to the CEO as provided for in the Organisational Regulations.

⁴ The Board of Directors shall have the following non-transferable and inalienable duties and powers:

- a) the overall management of the Company and the issuing of all necessary directives;
- b) determination of the Company's organisation;
- c) the organisation of the accounting, financial control and financial planning systems as required for management of the Company;
- d) the appointment and dismissal of persons entrusted with managing and representing the Company;
- e) overall supervision of the persons entrusted with managing the Company, in particular with regard to compliance with the law, articles of association, operational regulations and directives;
- f) compilation of the annual report, preparation for the general meeting and implementation of its resolutions;
- g) notification of the court in the event that the Company is overindebted;
- h) resolution on the proposals submitted to the Annual General Meeting regarding remuneration of the Board of Directors and the Executive Board and preparation of the report on remuneration.

Art. 7

Other decision-making powers

¹ Upon a proposal by the CEO, the Board of Directors shall decide upon:

- a) corporate policy, strategy and long-term corporate objectives, medium-term development programmes, business policy, and financial and risk policy;
- b) issuance or early redemption of bonds as well as other fundraising or borrowing operations for contracts with a value in excess of CHF 100,000,000 falling outside the approved financial and risk policy, as well as funding of major projects;

- c) legal action to challenge resolutions passed at Annual General Meetings that violate the law or the Articles of Association;
- d) the appointment and removal of Executive Board members;
- e) annual targets, annual and investment budgets, annual financial statements, including consolidated financial statements, and the policies for valuation, depreciation, amortisation and provisions;
- f) information policy to be incorporated in corporate and business policy;
- g) Executive Board Regulations;
- h) the establishment and termination of employee pension schemes.

² The following business affairs of Alpiq Holding Ltd. Group companies (i.e. subsidiaries and associated companies whose capital or voting rights are controlled by the Company) shall be subject to the approval of the Board of Directors:

- a) energy contracts with a value in excess of CHF 250,000,000 and all energy contracts with a term of more than ten years and a value in excess of CHF 100,000,000; guarantees given for energy contracts shall be treated similarly;
- b) capital investments in plant, property, equity interests and securities, as well as corresponding disposals in excess of CHF 30,000,000;
- c) conclusion and termination of agreements not related to energy business where the liabilities arising therefrom during their term are in excess of CHF 30,000,000;
- d) institution of legal proceedings (litigation or arbitration) and the agreement of settlements where the amount in dispute is in excess of CHF 5,000,000.

Art. 8

Reporting

¹ At each meeting, the CEO shall inform the Board of Directors about current business performance, variances from the budget, significant business incidents and transactions, and major development projects.

² After the end of each reporting period, the CEO shall forthwith provide the members of the Board of Directors with written interim reports at least quarterly, giving information about business performance and the risk situation. Any exceptional incidents shall be reported immediately.

³ For each item of business to be submitted to the Board of Directors, the CEO shall generally prepare a written report including a proposal for a decision by the Board of Directors. He shall report orally on the progress of such business affairs and prepare a written final report on important projects.

⁴ The CEO may delegate all or part of the reporting to those Executive Board members whose Division is concerned.

Art. 9

Information and inspection rights

¹ Any member of the Board of Directors may request information about all matters pertaining to Alpiq Holding Ltd. and the Alpiq Group.

² At meetings, all members of the Board of Directors and the persons entrusted with management shall be required to provide the information requested.

³ Outside meetings, any member may request from the CEO information about business performance and, with the authorisation of the Chairman, about specific business affairs.

⁴ Where necessary in the discharge of his duties, any member may ask the Chairman to have accounts and records produced for inspection.

⁵ If the Chairman rejects a request for information, hearing or inspection, the Board of Directors shall decide.

Art. 10

Calling of meetings/proceedings

¹ The Board of Directors shall meet as often as business requires, but no less than once every quarter, upon notice served by the Chairman or, in his absence, by the Vice-Chairman or, in his absence, by another member of the Board of Directors.

² The Chairman shall call meetings by giving at least 7 calendar days' prior notice in writing (by letter, fax or e-mail), specifying the date, time, place and business to be transacted. Relevant documentation shall be enclosed with the notice wherever possible.

³ The members of the Board of Directors shall attend meetings in person. By way of exception, the Board of Directors may allow a member of the Board of Directors to participate, with the right to vote, by telephone or video conference, provided that three quarters of all the members of the Board of Directors agree. If possible, any such request shall be made no less than 48 hours prior to the meeting. The Board of Directors shall decide forthwith in writing. Non-members shall not be allowed to participate by telephone or video conference. The respective chairperson

shall decide on participation by telephone or video conference in committee meetings.

⁴ Any member of the Board of Directors shall be entitled to request the Chairman to call a meeting without delay, stating the purpose.

⁵ Departures from the aforesaid formal requirements shall be allowed if three quarters of all members of the Board of Directors consent thereto.

Art. 11

Agenda

¹ The Chairman shall set the agenda after consultation with the CEO.

² Any member of the Board of Directors may request that an item of business be placed on the agenda provided that such a request is submitted in writing no less than 14 days prior to the meeting.

Art. 12

Ordinary resolutions

¹ The Board of Directors shall constitute a quorum when more than half of its members are present.

² A quorum need not be present if the sole business to be transacted is to establish that the share capital has been increased and to adopt the then necessary amendment to the Articles of Association.

³ The Board of Directors shall pass resolutions and decide elections by a majority of the votes cast. Abstentions shall not be counted as votes cast. In the event of an equality of votes, the chairperson shall have the casting vote.

⁴ Resolutions may also be circulated and passed in writing (letter, telefax, e-mail) unless a member of the Board of Directors requests an oral discussion (meeting or, in urgent cases, telephone conference).

Art. 13

Special resolutions

Resolutions on the following items of business shall not be adopted if three or more members of the Board of Directors vote against approval:

- a) capital investments and disposals that would cause the consolidated net debt of Alpiq Holding Ltd. to exceed five times the EBITDA reported in the most recent consolidated annual financial statements, with net debt being understood as interest-bearing liabilities less account balances, term deposits and securities held as liquidity reserves and EBITDA as consisting of Group profit, tax, net finance costs or income, the share of profit or loss of associated companies, depreciation and amortisation;
- b) the location of the Business and Functional Divisions and the Executive Board;
- c) equity and quasi-equity transactions to be conducted by Alpiq Holding Ltd. in the capital market;
- d) revocation or amendment of this Art. 13 of the Organisational Regulations.

Art. 14

Minutes

¹ The proceedings and resolutions of the Board of Directors shall be recorded in minutes in German and French. Minutes shall be kept of the negotiations and resolutions of the standing committees and of any ad-hoc committees in the language(s) spoken, namely in German/French or in English only.

² The minutes shall be sent to the members of the Board of Directors and be approved at the next meeting.

³ After approval, the minutes shall be signed by the Chairperson and by the Secretary.

Art. 15

Attendance of Executive Board members

¹ Executive Board members shall generally attend meetings of the Board of Directors in an advisory capacity.

² They shall leave a meeting if so requested by the chairperson.

Art. 16

Remuneration

¹ The Board of Directors shall decide on the proposals with regard to the remuneration of the Board of Directors which shall be submitted to the Annual General Meeting for approval.

² In doing so, it shall take into consideration the amount of budgeted meeting attendance fees and fixed emoluments to be determined according to the workload and responsibility assumed by each member, as well as any anticipated services outside the scope of the ordinary duties required of members of the Board of Directors.

Art. 17

Age limit

Members of the Board of Directors shall vacate office at the Annual General Meeting held in the year in which they reach the age of 70.

C. Chairman of the Board

Art. 18

Role

¹ The Chairman shall call meetings of the Board of Directors. He shall preside over the meetings and shall, together with the Vice-Chairman or another member of the Board, take any action that falls within the authority of the Board of Directors by law, the Articles of Association or these Regulations.

² He shall agree with the CEO on any other action to represent the interests of the Company.

³ If the office of Chairman is vacant, the Vice-Chairman shall assume his role and duties until the Board of Directors has appointed a new Chairman in accordance with Art. 5.

⁴ As a matter of principle, the Chairman may not simultaneously perform the office of CEO. The right for both offices to be performed by one and the same person as an interim measure is reserved, provided there are company-specific reasons or in extraordinary circumstances.

Art. 19

Duties

¹ The Chairman shall prepare resolutions for the Annual General Meeting and the Board of Directors and ensure their implementation.

² He shall supervise the persons entrusted with the management of the Company, in particular with respect to compliance with the law, the Articles of Association, regulations and directives.

³ He shall support the CEO in representing and protecting the interests of the Company. The associated public relations activities shall generally be conducted by the CEO and, in important cases, be agreed with the Chairman in advance. The precise division of responsibilities between the Chairman of the Board and the CEO shall be governed by terms of reference to be approved by the Board of Directors.

Art. 19a

Election, function and duties of a Lead Director

¹ If the Chairman of the Board of Directors simultaneously performs the function of CEO (of Delegate of the Board of Directors – hereinafter referred to synonymously as CEO) pursuant to Art. 18 para. 4, the Board of Directors shall elect a non-executive, experienced member from among the Board as “Lead Director” and governing body in the sense of Art. 4. The Lead Director may simultaneously also perform the office of Vice-Chairman.

² The Lead Director ensures the independence of the Board of Directors vis-à-vis the Chairman and CEO and vis-à-vis the Executive Board and where necessary, he supports the Chairman and CEO in representing the Company. He supervises the persons entrusted with the operational management, in particular with regard to compliance with the law, Articles of Association, rules and directives.

³ The Lead Director may at any time request the Chairman and CEO as well as the members of the Executive Committee to provide information on the current business performance and on specific business affairs and he may demand access to accounts and records for inspection.

⁴ The Lead Director shall chair the Board of Directors in the event that the Board of Directors has to decide on proposals submitted by the Chairman and CEO or if a conflict of interest with the Chairman and CEO arises.

⁵ If compelling matters of urgency arise where time is of the essence, the Chairman and CEO may take action beyond the scope of his authority when a delay would be detrimental, however only with the consent of the Lead Director; in any such case, the Chairman and CEO shall forthwith request the subsequent approval of the Board of Directors in writing or at the next meeting.

⁶ The precise division of responsibilities between the Lead Director and the Chairman and CEO may be governed by terms of reference to be approved by the Board of Directors.

⁷ If a conflict of interest arises with the Chairman and CEO, he shall notify the Lead Director and recuse himself.

D. Chief Executive Officer (CEO) – Chairman of the Executive Board

Art. 20

Duties

¹ The Board of Directors shall delegate the operational management of the Company to the CEO as provided for by law, the Articles of Association and the Organisational Regulations.

² The CEO shall take the management decisions required to ensure the continued existence and development of Alpiq Holding Ltd. and the Alpiq Group unless they fall within the authority of another governing body of the Company.

³ In particular, the CEO shall be responsible for:

- a) managing the operations of Alpiq Holding Ltd. and the Alpiq Group, as well as leading the Executive Board;
- b) conducting operational corporate planning and promoting the overall interests of Alpiq Holding Ltd. and the Alpiq Group;
- c) directing and coordinating the areas of responsibility of the Executive Board members who report to him, as well as those of the Business and Functional Division Heads;
- d) keeping the Board of Directors and Chairman of the Board informed in a timely and appropriate manner as provided for in Art. 8;
- e) representing and protecting the interests of the Company in important matters after consultation with the Chairman;
- f) drafting the corporate strategy for submission to the Board of Directors and implementing the strategy approved by the Board of Directors.

Art. 21

Other duties

Unless he has delegated his powers, the CEO shall also be responsible in particular for:

- a) issuing directives for staff as provided for under the general guidelines issued by the Board of Directors, as well as directives for determining fringe benefits to be granted by Alpiq Holding Ltd. and the Alpiq Group;
- b) recruiting and dismissing staff except those falling within the authority of the Board of Directors;
- c) determining staff salaries and fringe benefits.

Art. 22

Urgent business

If compelling matters of urgency arise where time is of the essence, the CEO may, with the consent of the Chairman, take action beyond the scope of his authority when a delay would be detrimental; in any such case, he shall forthwith request the subsequent approval of the Board of Directors in writing or at the next meeting.

Art. 23

Public relations

¹ The CEO shall be responsible for providing information about Alpiq Holding Ltd. and the Alpiq Group to authorities, the media and third parties.

² He shall be authorised to engage communication experts on a case-by-case basis.

E. Executive Board

Art. 24

Composition

¹ The Executive Board, based in Olten, shall consist of the CEO and the Heads of the three Business Divisions and the Head of the Financial Services Functional Division (headquartered in Olten).

² The three Business Divisions are:

- Generation CH (headquartered in Lausanne)
- Generation International (headquartered in Olten)
- Digital & Commerce (headquartered in Olten)

³ The Head of the Generation CH Division is the deputy of the CEO in his absence (Deputy CEO).

Art. 25

Executive Board Regulations

¹ The CEO may delegate all or some of the management responsibilities conferred on him to the Executive Board, individual Executive Board members or third parties as provided for in the Executive Board Regulations.

² The Board of Directors shall issue the Executive Board Regulations upon a proposal by the CEO.

F. General Information

Art. 26

Group companies

¹ Affairs arising within subsidiaries and associated companies that are of importance to the business performance of Alpiq Holding Ltd. and the Alpiq Group shall be submitted to the relevant governing bodies of Alpiq Holding Ltd. for information, prior discussion or a preliminary decision; Art. 7 of these Organisational Regulations shall remain applicable at all events.

² In discharging their functions within subsidiaries and associated companies, the representatives of Alpiq Holding Ltd. shall comply with the directives issued by the responsible governing bodies of Alpiq Holding Ltd.

Art. 27

Authority to sign

¹ The members of the Board of Directors, Executive Board members, Heads of Business and Functional Units and other persons designated by the Board of Directors shall be authorised to sign jointly for Alpiq Holding Ltd.

² The joint signatures of two persons shall be required to bind Alpiq Holding Ltd. and its Group companies.

Art. 28

Confidentiality/conflicts of interest

¹ The proceedings of the Board of Directors, committees and Executive Board shall be confidential.

² Any facts and information relating to Alpiq Holding Ltd. or the Alpiq Group and coming to the knowledge of the members of the Board of Directors and Executive Board members in the discharge of their functions shall be deemed confidential and may not be otherwise used outside their role as governing bodies of Alpiq Holding Ltd. and the Alpiq Group.

³ Confidentiality shall apply equally in prior discussions of business affairs with persons other than the Company's governing bodies.

⁴ The members of the Board of Directors and the Executive Board shall arrange their personal and business affairs so that conflicts of interest with the Company are avoided wherever possible. Should a conflict of interest occur, the member of the Board of Directors or the Executive Board concerned shall notify the Chairman of the Board of Directors and withdraw from decision-making. In case of doubt, the Board of Directors shall decide whether there is a conflict of interest. The member concerned shall abstain from his vote. A member who has interests which conflict

with those of the Company and has to represent those interests to third parties shall recuse themselves from the decision-making process.

⁵ Transactions between the Company and members of the governing bodies or persons close to them shall be subject to the principle of transactions conducted under third party conditions, and shall be approved without the participation of the member concerned. If necessary, the opinion of an impartial expert may be called for.

Art. 29

Return of documents

Persons leaving the service of the Company shall return all Company documents; by way of exception, members of the Board of Directors may keep such documents as they will require to account for their personal actions at any time.

Art. 30

Effective date

These Organisational Regulations has become effective on 15 May 2019.

Adopted by the Board of Directors of Alpiq Holding Ltd. on 15 May 2019.

Olten, 15 May 2019

For and on behalf of the Board of Directors

Chairman



Jens Alder

Member of the Board of Directors



Conrad Ammann

Art. 23
Öffentlichkeitsarbeit
Der CEO ist für die Information
Stakeholder über die Alpiq
Gruppe besorgt.

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