



AXA Foundation
for Occupational Benefits

Occupational Benefits

Organization Regulations

of the occupational benefits fund commission and professional association benefits fund commission (VVK)

AXA Foundation for Occupational Benefits, Winterthur

General

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

Insofar as the provisions herein refer to the occupational benefits fund commission, they shall likewise be valid for the professional association benefits fund commission unless stipulated otherwise.

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-48i 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 Foundation's insured persons 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 and the professional association benefits fund commission

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The occupational benefits fund commission consists of at least 2 members and 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 4.1, the occupational benefits fund commission is formed by all insured persons. These persons are regarded as employer representatives.

The professional association benefits fund commission consists of at least 4 members, with an equal number of employer and employee representatives to be defined.

If the occupational benefits fund commission or the professional association benefits fund commission has not been elected, it shall consist of the employer and all the insured employees.

Election of the occupational benefits fund commission

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4.1

The employer nominates the employer representatives. The employee representatives are elected by the insured employees.

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 and 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 in the 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 employer.

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.

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 the affiliated employer, he/she may leave without any special notification when the employment contract is terminated. 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 the affiliated employer or if the occupational benefits fund is being liquidated, the occupational benefits fund commission retains its decision-making powers and remains in office until the liquidation proceedings have been concluded.

Constitution

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The occupational benefits fund commission constitutes itself.

It elects the chairperson from among its members, with the chair alternating 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 the employer and all the insured employees because it has not yet been elected, the employer is regarded as the employer representative and the insured employees are regarded as the employee representatives. In this case, the employer serves as chairperson.

Duties and authorities

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The Board of Trustees has the duties and authorities conferred upon it by means of the law, the Deed of Foundation and the Foundation's Organization Regulations. The occupational benefits fund commission is subordinate to the Board of Trustees, as the body responsible for the overall management, supervision and control of the Foundation.

In this context, the Board of Trustees transfers to the occupational benefits fund commission responsibility for the due implementation of occupational benefits within the framework of the principles defined by the Board. For this, the occupational benefits fund commission exercises the following powers:

- 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.

If, as part of an occupational benefits solution approved by the Board of Trustees, an occupational benefits fund invests unallocated assets on its own responsibility, the occupational benefits fund commission is obligated to duly implement the investment strategy defined by the Board of Trustees. Further, the duties and competencies as per the provisions of the Custom Invest investment regulations apply.

The occupational benefits fund commission must

- provide the Board of Trustees, upon request, with any information required, grant any inspection access required, and issue any documents required.
- comply with the instructions issued by the Board of Trustees.

If the occupational benefits fund commission fails to carry out its duties and obligations, the Board of Trustees is entitled

- to revoke, either in whole or in part, decisions of the occupational benefits fund commission where such decisions are in violation of the provisions of the law, supervisory law, or regulations or are in breach of the instructions issued by the Board of Trustees, or to require the amendment or supplementing of such decisions.
- to act in the place of the occupational benefits fund commission and to take the necessary decisions should the commission fail to satisfy its obligations despite having been reminded to do so in writing.

The occupational benefits fund commission informs the insured persons and eligible claimants about their rights and obligations. It also provides information not contained in the Organization Regulations and the pension plan, in particular about the election, composition and organization of the Board of Trustees and occupational benefits fund commission, as well as about the implementation of occupational benefits. 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.

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 principle of alternating chair 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 shall be 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 current 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.

Signatory authority

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

Accountability and reporting obligations

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11.1

The occupational benefits fund commission is accountable to the Board of Trustees and must issue it with the necessary reports. It submits all documentation, minutes, and records in connection with its activities to the Board of Trustees on request.

11.2

If, as part of an occupational benefits solution approved by the Board of Trustees, an occupational benefits fund invests unallocated assets on its own responsibility, the occupational benefits fund commission is subject to additional information and reporting requirements in accordance with the provisions of the Custom Invest investment regulations and the instructions of the Board of Trustees.

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 retroactively as of April 1, 2023, and supersede the version of April 1, 2021.