United States Securities and Exchange Commission
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16
Under the Securities Exchange Act of 1934

For the month of June 2023.

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Commission File Number: 001-40627

Sophia Genetics SA
(Exact name of registrant as specified in its charter)

Rue du Centre 172
CH-1025 Saint-Sulpice
Switzerland
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☒ Form 40-F ☐

____________________

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☒ Form 40-F ☐
On June 26, 2023, SOPHiA GENETICS SA (the “Company”) held its annual general meeting. The final results of each of the agenda items submitted to a vote of the shareholders are set forth below:

- **Item 1: 2022 Management Report, Annual Financial Statements and Consolidated Financial Statements, Auditors’ Reports.** The shareholders approved the 2022 Management Report, the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year 2022 and took note of the Auditors’ Reports. The shareholders approved this item with 20,441,388 votes (99.95% of all ordinary shares represented) in favor, 3,631 votes (0.02%) against and 6,362 (0.03%) abstentions.

- **Item 2: Discharge of the members of the Board of Directors and the Executive Committee.** The shareholders approved the discharge of the members of the Board of Directors and the Executive Committee from liability for the fiscal year 2022. The shareholders approved this item with 17,032,502 votes (99.81% of all ordinary shares represented) in favor, 13,095 votes (0.08%) against and 19,116 (0.11%) abstentions.

- **Item 3: Appropriation of 2022 Financial Result.** The shareholders approved that the net loss of the Company for the fiscal year 2022 in the amount of CHF 71,212,361 be carried forward, resulting in total loss of CHF 253,208,109 to be carried forward. The shareholders approved this item with 20,437,532 votes (99.93% of all ordinary shares represented) in favor, 6,265 votes (0.03%) against and 7,584 (0.04%) abstentions.

- **Item 4: Re-election of the Chairman; election and re-election of the Members of the Board of Directors.** The shareholders approved the re-election of the following members of the Board of Directors, including the Chairman, for a term of office until the completion of the 2024 Annual General Meeting and the election of Lila Tretikov as a new member of the Board of Directors for a term of office until the completion of the 2024 Annual General Meeting.
  - The shareholders approved the re-election of Troy Cox with 19,829,165 votes (96.96% of all ordinary shares represented) in favor, 609,193 votes (2.98%) against and 13,023 (0.06%) abstentions.
  - The shareholders approved the re-election of Jurgi Camblong with 20,432,777 votes (99.91% of all ordinary shares represented) in favor, 15,184 votes (99.91%) against and 3,420 (0.02%) abstentions.
  - The shareholders approved the re-election of Tomer Berkovitz with 20,232,349 votes (98.93% of all ordinary shares represented) in favor, 206,551 votes (1.01%) against and 12,481 (0.06%) abstentions.
  - The shareholders approved the re-election of Jean-Michel Cosséry with 20,312,019 votes (99.32% of all ordinary shares represented) in favor, 119,883 votes (0.59%) against and 19,479 (0.09%) abstentions.
  - The shareholders approved the re-election of Kathy Hibbs with 19,760,143 votes (96.62% of all ordinary shares represented) in favor, 673,576 votes (3.29%) against and 17,662 (0.09%) abstentions.
  - The shareholders approved the re-election of Didier Hirsch with 19,826,344 votes (96.94% of all ordinary shares represented) in favor, 606,347 votes (2.97%) against and 18,690 (0.09%) abstentions.
  - The shareholders approved the re-election of Vincent Ossipow with 20,318,790 votes (99.35% of all ordinary shares represented) in favor, 125,336 votes (0.61%) against and 7,255 (0.04%) abstentions.
  - The shareholders approved the election of Lila Tretikov with 20,438,237 votes (99.93% of all ordinary shares represented) in favor, 3,311 votes (0.02%) against and 9,833 (0.05%) abstentions. Below is Lila Tretikov’s biography:
    
    Lila Tretikov (45 years old) is a corporate vice president and deputy chief technology officer, at Microsoft Corporation since 2018. Prior to Microsoft, Mrs. Tretikov was the chief executive officer of Terrawatt, an ENGIE clean energy company, from 2017 until 2019. From 2014 until 2016, Mrs. Tretikov was the chief executive officer of Wikipedia. Mrs. Tretikov currently serves
as a member of the board of directors of Volvo Cars (Nasdaq: VOLCAR), Xylem (NYSE: XYL), and Onfido LTD (a London-based private digital identity tech company), and as a member of the board of advisors of Capgemini. Mrs. Tretikov has been working on the human genome project at the Lawrence Berkeley National Laboratory while she studied computer science and art at the University of California, Berkeley. Mrs. Tretikov is an American and French national.

There are no family relationships between Lila Tretikov or any of our directors or executive officers.

There are no related-party transactions between us and Lila Tretikov that would require disclosure under Item 7.B. of Form 20-F, other than compensatory arrangements that will be disclosed in our Annual Report on Form 20-F for the year ending on December 31, 2023.

The Board of Directors has determined that Lila Tretikov is an independent director within the meaning of applicable Nasdaq standards.

- **Item 5: Re-election of the members of the Compensation Committee.** The shareholders approved the re-election of Jean-Michel Cosséry, Kathy Hibbs and Vincent Ossipow as members of the Compensation Committee, each for a term of office until the completion of the 2024 Annual General Meeting.
  - The shareholders approved the re-election of Jean-Michel Cosséry with 19,909,553 votes (97.35% of all ordinary shares represented) in favor, 395,914 votes (1.94%) against and 145,914 (0.71%) abstentions.
  - The shareholders approved the re-election of Kathy Hibbs with 19,630,602 votes (95.99% of all ordinary shares represented) in favor, 674,877 votes (3.30%) against and 145,902 (0.71%) abstentions.
  - The shareholders approved the re-election of Vincent Ossipow with 19,915,653 votes (97.38% of all ordinary shares represented) in favor, 402,214 votes (1.96%) against and 134,514 (0.66%) abstentions.

- **Item 6. Election of the Independent Proxy.** The shareholders approved the election of the notary firm PHC Notaires, in Lausanne, Switzerland, as independent proxy for a term of office until the completion of the 2024 Annual General Meeting. The shareholders approved this item with 20,441,922 votes (99.96% of all ordinary shares represented) in favor, 571 votes (0.00%) against and 8,888 (0.04%) abstentions.

- **Item 7. Re-election of the Statutory Auditor.** The shareholders approved the re-election of PricewaterhouseCoopers SA as the statutory auditors for the fiscal year 2023. The shareholders approved this item with 20,443,839 votes (99.96% of all ordinary shares represented) in favor, 889 votes (0.01%) against and 6,653 (0.03%) abstentions.

- **Item 8. Approval of the Compensation of the Board of Directors and the Executive Committee.** The shareholders approved a maximum aggregate amount of compensation for the members of the Board of Directors of USD 1,942,600 for the period from the 2023 Annual General Meeting to the 2024 Annual General Meeting, a maximum aggregate amount of fixed compensation for the members of the Executive Committee of USD 2,479,400 for the fiscal year 2023 and a maximum aggregate amount of variable compensation for the members of the Executive Committee of USD 12,600,000 for the current fiscal year 2023.
  - The shareholders approved the maximum aggregate amount of compensation for members of the Board of Directors with 16,547,154 votes (80.91% of all ordinary shares represented) in favor, 3,678,477 votes (17.99%) against and 225,750 (1.10%) abstentions.
  - The shareholders approved the maximum aggregate amount of fixed compensation for members of the Executive Committee with 20,361,899 votes (99.56% of all ordinary shares represented) in favor, 24,860 votes (0.12%) against and 64,622 (0.32%) abstentions.
  - The shareholders approved the maximum aggregate amount of variable compensation for members of the Executive Committee with 16,016,396 votes (78.31% of all ordinary shares represented) in favor, 3,732,185 votes (18.25%) against and 702,800 (3.44%) abstentions.

- **Item 9: Amendments to Articles of Association.** The shareholders approved the amendments to the Company’s Articles of Association.
Change of the Statutory Seat: The shareholders approved changing the Company’s registered seat from Saint-Sulpice, Canton of Vaud, to Rolle, Canton of Vaud, with 20,444,471 votes (99.97% of all ordinary shares represented) in favor, 677 votes (0.00%) against and 6,233 (0.03%) abstentions.

Capital Range: The shareholders approved replacing the previously authorized share capital with a capital range, which enables the Board to increase or decrease the issued share capital within an upper range and a lower range, with 15,842,320 votes (77.46% of all ordinary shares represented) in favor, 4,588,610 votes (22.44%) against and 20,451 (0.10%) abstentions.

Conditional Share Capitals: The shareholders approved lifting certain procedural formalities for issuing shares out of conditional share capital and an annual 5% evergreen top-up provided in the Company’s 2021 Equity Incentive Plan with 16,148,145 votes (78.96% of all ordinary shares represented) in favor, 4,284,228 votes (20.95%) against and 19,008 (0.10%) abstentions.

Venue: The shareholders approved potential additional venues for the Company’s future general meetings with 18,490,359 votes (90.41% of all ordinary shares represented) in favor, 1,941,929 votes (9.50%) against and 19,093 (0.09%) abstentions.

Jurisdiction: The shareholders approved giving courts at the Company’s registered office exclusive jurisdiction for disputes arising under, out of or in connection with or related to the corporate relationship and requiring the approval of two-thirds of the votes represented and the absolute majority of the par value of the shares represented at the respective general meeting for any amendment or repeal of this provision with 16,133,793 votes (78.89% of all ordinary shares represented) in favor, 4,294,724 votes (21.00%) against and 22,864 (0.11%) abstentions.

Shares and Shareholders Matters. The shareholders approved amendments relating to shareholders and certain shareholders’ rights to align with changes in Swiss corporate law, including, but not limited to, reducing the minimum threshold for the right to request an extraordinary general meeting to 5% of the share capital or voting rights, reducing the minimum threshold for the right to request additional agenda items or to request an item to be included in the invitation to a general meeting to 0.5% of the share capital or voting rights, and the use of electronic means to communicate with and provide documents to shareholders, with 20,425,227 votes (99.87% of all ordinary shares represented) in favor, 6,204 votes (0.03%) against and 19,950 (0.10%) abstentions.

Corporate Governance and Other Matters. The shareholders approved amendments relating to corporate governance and other matters to align with changes in Swiss corporate law, with 20,425,114 votes (99.87% of all ordinary shares represented) in favor, 5,144 votes (0.03%) against and 21,123 (0.10%) abstentions.

The Company is supplementing the risk factors previously disclosed in its Annual Report on Form 20-F for the year ended December 31, 2022 with the following risk factor:

Our articles of association provide that courts at our registered office are the exclusive forum for disputes arising under, out of or in connection with or related to the corporate relationship, which could limit our shareholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our articles of association provide that the exclusive place of jurisdiction for any disputes arising under, out of or in connection with or related to, the corporate relationship shall be at our registered office. For the avoidance of doubt, the foregoing provision does not apply to claims under the Securities Act or the Exchange Act. The choice of forum provision may limit a shareholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees. Alternatively, if a court were to find the choice of forum provision contained in our articles of association to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions.
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SOPHiA GENETICS SA

Date: June 27, 2023

By:  /s/ Daan van Well
Name:  Daan van Well
Title:  Chief Legal Officer
<table>
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<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<td>99.1</td>
<td>Amended Articles of Association</td>
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Articles of Association
of SOPHiA GENETICS SA

Statuts
de SOPHiA GENETICS SA
Section 1
Name, registered office, purpose and duration of the Company

Article 1
Under the name SOPHiA GENETICS SA (the Company) exists a corporation with its registered office in Rolle, Canton of Vaud, governed by these articles of association (the Articles of Association) and the Swiss Code of Obligations (CO).

Article 2
1 The Company's purpose is the management, preservation and storage of archives of all types, in particular computer and paper archives, as well as the design, development, maintenance, sale and lease of systems, products and services in connection therewith; the development, management and transfer of licenses and franchise agreements in connection therewith, as well as the preservation and archiving of data in the genetic field. The Company may carry out any financial, commercial or industrial activities, in movable or real property, in direct or indirect connection with its purpose.

Section 1
Raison sociale, siège, but et durée de la Société

Article 1
Sous la raison sociale SOPHiA GENETICS SA (la Société) existe une société anonyme avec siège à Rolle, Canton de Vaud, régie par les présents statuts (les Statuts) et le Code suisse des obligations (CO).

Article 2
1 La Société a pour but la gestion, la conservation et l'entreposage d'archives de toute nature, notamment d'archives informatiques et de papiers ainsi que la conception, la réalisation, la maintenance, la vente et la location de systèmes, produits et services s'y rapportant; le développement, la gestion et le transfert de licences et contrats de franchise y relatives, ainsi que la conservation et l'archivage de données dans le domaine de la génétique. La Société peut exercer toute activité financière, commerciale ou industrielle, mobilière ou immobilière, en rapport direct ou indirect avec son but.
The Company may open branch offices and subsidiaries in Switzerland and abroad. It may also acquire participations or otherwise invest in other companies in Switzerland and abroad.

The Company may acquire, hold, manage, mortgage, exploit and sell real estate and intellectual property rights in Switzerland and abroad and may also finance other companies.

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### Article 3

**Duration**  
The duration of the Company shall be unlimited.

**Durée**  
La durée de la Société est illimitée.

### Section 2

**Share capital, shares, restrictions of transferability**

### Article 4

**Share capital**  
The share capital of the Company is CHF 3,844,908.20 and is divided into 76,898,164 fully paid in registered shares with a par value of CHF 0.05 each.

**Capital-actions**  
Le capital-actions de la Société est de CHF 3'844'908.20 et est divisé en 76'898'164 actions nominatives entièrement libérées d'une valeur nominale de CHF 0.05 chacune.
Article 4a

Capital Range  

The Company has a capital range ranging from CHF 3,319,908.20 (lower limit) to CHF 4,979,862.30 (upper limit). The Board of Directors shall be authorized within the capital range to increase or reduce the share capital once or several times and in any amounts or to acquire or dispose of shares directly or indirectly, until June 26, 2028 or until an earlier expiry of the capital range. The capital increase or reduction may be effected by issuing up to 33,199,082 fully paid-in registered shares with a par value of CHF 0.05 each and cancelling up to 33,199,082 registered shares with a par value of CHF 0.05 each, as applicable, or by increasing or reducing the par value of the existing shares within the limits of the capital range or by simultaneous reduction and re-increase of the share capital.

In the event of an issue of shares, the subscription and acquisition of the new shares, as well as any subsequent transfer of the shares, shall be subject to the restrictions pursuant to article 6 of these Articles of Association.

In the event of a capital increase within the capital range, the Board of Directors shall, to the extent necessary, determine the issue price, the type of contribution (including cash contributions, contributions in kind, set-off and conversion of reserves or of profit carried forward into share capital), the date of issue, the conditions for the exercise of pre-emptive rights and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a financial institution, a syndicate of financial institutions or another third party and a subsequent offer of these shares to the existing shareholders or third parties (if the pre-emptive rights of the existing shareholders have been withdrawn or have not been duly exercised). The Board of Directors is entitled to permit, to restrict or to exclude the trading of pre-emptive rights. It may permit the expiration of pre-emptive rights that have not been duly exercised, or it may place such rights or shares as to which pre-emptive rights have been granted, but not duly exercised, at market conditions or may use them otherwise in the interest of the Company.
In the event of an issue of shares, the Board of Directors is further authorized to withdraw or restrict pre-emptive rights of existing shareholders and to allocate such rights to third parties, the Company or any of its group companies:

(a) if the issue price of the new shares is determined by reference to the market price; or

(b) for raising equity capital in a fast and flexible manner, which would not be possible, or might only be possible with great difficulty or delays or at significantly less favorable conditions, without the exclusion of the pre-emptive rights of existing shareholders; or

(c) for the acquisition of companies, part(s) of companies or participations, for the acquisition of products, intellectual property or licenses by or for investment projects of the Company or any of its group companies, or for the financing or refinancing of any of such transactions through a placement of shares; or

(d) for purposes of broadening the shareholder constituency of the Company in certain geographic, financial or investor markets, for purposes of the participation of strategic partners including financial investors, or in connection with the listing of new shares on domestic or foreign stock exchanges; or

(e) for purposes of granting an over-allotment option (Greenshoe) or an option to subscribe for additional shares in a placement or sale of shares to the respective initial purchaser(s) or underwriter(s); or

En cas d’émission d’actions, le Conseil d’Administration peut aussi exclure ou limiter les droits de souscription préférentiels des actionnaires actuels et les attribuer à des tiers, à la Société ou à une des sociétés du groupe:

(a) si le prix d’émission des nouvelles actions est déterminé en fonction du prix du marché; ou

(b) pour créer des fonds propres de manière rapide et flexible, ce qui ne serait pas possible ou possible qu’avec difficulté ou tardivement ou à des conditions nettement plus défavorables sans l’exclusion des droits de souscription préférentiels des actionnaires actuels; ou

(c) pour l’acquisition de sociétés, de partie(s) de sociétés ou de participations, pour l’acquisition de produits, de propriété intellectuelle, ou licences par ou pour des projets d’investissement de la Société ou de l’une des sociétés du groupe, ou pour le financement ou le refinancement de telles transactions par le placement d’actions; ou

(d) pour élargir le cercle des actionnaires de la Société dans certains marchés géographiques, financiers ou d’investisseurs, pour permettre la participation de partenaires stratégiques y compris d’investisseurs financiers, ou en relation avec la cotation de nouvelles actions sur des bourses nationales ou étrangères; ou

(e) pour octroyer une option de surallocation (Greenshoe) ou une option de souscription d’actions supplémentaires lors d’un placement ou de la vente d’actions à un ou plusieurs acheteurs initiaux ou souscripteurs; ou
(f) for the participation of members of the Board of Directors (or equivalent corporate body), members of the executive management, employees, contractors, consultants, or other persons performing services for the benefit of, the Company or any of its group companies; or

(g) following a shareholder or a group of shareholders acting in concert having accumulated shareholdings in excess of 15% of the share capital registered in the commercial register without having submitted to all other shareholders a takeover offer recommended by the Board of Directors; or

(h) for the defense of an actual, threatened or potential takeover bid that the Board of Directors, upon consultation with an independent financial adviser retained by it, has not recommended or will not recommend to the shareholders to accept on the basis that the Board of Directors does not find such takeover bid to be (i) financially fair to the shareholders or (ii) in the Company's interest.

5 After a change of the par value, new shares shall be issued within the capital range with the same par value as the existing shares.

6 If the share capital increases as a result of an increase from conditional capital pursuant to Article 4b of these articles of association, the upper and lower limits of the capital range shall increase in an amount corresponding to such increase in the share capital.
7 In the event of a reduction of the share capital within the capital range, the Board of Directors shall, to the extent necessary, determine the use of the reduction amount.

Article 4b
1 The share capital may be increased in an amount not to exceed CHF 740,000 through the issuance of up to 14,800,000 fully paid in registered shares with a par value of CHF 0.05 per share through the direct or indirect issuance of shares, or through the exercise or mandatory exercise of rights to acquire shares or through obligations to acquire shares that were granted to or imposed on members of the Board of Directors (or equivalent corporate body), members of the executive management, employees, contractors or consultants of the Company or its group companies, or other persons providing services to the Company or its group companies.

2 The pre-emptive rights and advance subscription rights of the shareholders of the Company shall be excluded in connection with the issuance of any shares, options, other rights to receive shares, or subscription rights therefor. Shares, options, other rights to receive shares, or subscription rights therefore shall be issued pursuant to one or more plans, regulations or resolutions to be issued by the Board of Directors or, to the extent delegated to it, the Compensation Committee, and to the extent applicable, taking into account the compensation principles pursuant to article 28 of these Articles of Association. Such shares may be issued at a price lower than the respective market price quoted on the stock exchange and such rights or acquisition obligations may be granted below their intrinsic value.
3 The direct or indirect acquisition of the new shares by persons listed in paragraph 1 of this article 4b in connection with an employee participation program, as well as any subsequent transfer of such shares, shall be subject to the restrictions of article 6 of these Articles of Association.

4 The declaration of acquisition of the shares based on this Article 4b shall refer to this Article 4b and be made in a form that allows proof by text. A waiver of the right to acquire shares based on this Article 4b may also occur informally or by lapse of time; this also applies to the waiver of the exercise and forfeiture of this right.

Article 4c

1 The share capital may be increased including in connection with an intended takeover in an amount not to exceed CHF 1,079,954.10 through the issuance of up to 21,599,082 fully paid in registered shares with a par value of CHF 0.05 per share through the exercise or mandatory exercise of conversion, exchange, option, warrant or similar rights or obligations for the subscription of shares granted to shareholders or third parties on a stand-alone basis or in connection with bonds, notes, options, warrants or other securities or contractual obligations of the Company or any of its group companies (collectively, the Financial Instruments).

3 L’acquisition directe ou indirecte de nouvelles actions par des personnes mentionnées à l’alinéa 1 du présent article 4b dans le cadre d’un programme de participation des collaborateurs, ainsi que le transfert subséquent de ces actions, sont assujettis aux restrictions à la transmissibilité conformément à l’article 6 des Statuts.

4 La déclaration concernant l’acquisition d’actions fondée sur le présent article 4b doit faire référence à cet article 4b et doit être faite sous une forme permettant d’en établir la preuve par texte. La renonciation à un droit d’acquisition d’actions fondé sur le présent article 4b peut également avoir lieu de manière informelle ou par l’écoulement du temps; cela vaut également pour la renonciation à l’exercice et la déchéance de ce droit.

Article 4c

1 Le capital-actions peut être augmenté, y compris en lien avec une future offre publique d’acquisition, d’un montant maximum de CHF 1’079’954.10 par l’émission de 21’599’082 actions nominatives au plus, d’une valeur nominale de CHF 0.05 chacune, qui doivent être intégralement libérées par l’exercice ou l’exercice obligatoire de droits de conversion, d’échange, d’option, de warrant ou d’autres droits ou obligations similaires pour la souscription d’actions octroyés aux actionnaires ou à des tiers de manière autonome ou en rapport avec des obligations, effets, options, warrants ou autres instruments financiers ou obligations contractuelles de la Société ou de l’une des sociétés du groupe (collectivement, les Instruments Financiers).
2. The pre-emptive rights of shareholders shall be excluded for the exercise of any Financial Instruments in connection with the issuance of shares. The then-current owners of such Financial Instruments shall be entitled to acquire the new shares issued upon conversion, exchange or exercise of any Financial Instruments. The main conditions of the Financial Instruments shall be determined by the Board of Directors.

3. The Board of Directors shall be authorized to restrict or withdraw advance subscription rights of shareholders in connection with the issuance of Financial Instruments by the Company or one of its group companies (1) if the issuance is for purposes of financing or refinancing, or the payment for, the acquisition of companies, parts of a company, participations, intellectual property rights, licenses or investments, (2) if the issuance occurs in domestic or international capital markets or through a private placement, (3) following a shareholder or a group of shareholders acting in concert having accumulated shareholdings in excess of 15% of the share capital registered in the commercial register without having submitted to all other shareholders a takeover offer recommended by the Board of Directors, (4) for the defense of an actual, threatened or potential takeover bid that the Board of Directors, upon consultation with an independent financial adviser retained by it, has not recommended or will not recommend to the shareholders to accept on the basis that the Board of Directors does not find such takeover bid to be (i) financially fair to the shareholders or (ii) in the Company's interest, or (5) if the Financial Instruments are issued on appropriate terms. If the advance subscription rights are neither granted directly nor indirectly by the Board of Directors, the following shall apply:
(a) the Financial Instruments shall be issued or entered into at market conditions;

(b) the Financial Instruments may be converted, exchanged or exercised during a maximum period of 10 years from the date of issuance or contract conclusion; and

(c) the conversion, exchange or exercise price of the Financial Instruments shall be set with reference to, and/or shall be subject to change based upon, the valuation of the Company's equity and/or market conditions.

4 The direct or indirect acquisition of the new shares acquired through the exercise of Financial Instruments, as well as any subsequent transfer of such shares, shall be subject to the restrictions of article 6 of these Articles of Association.

5 The declaration of acquisition of the shares based on this Article 4c shall refer to this Article 4c and be made in a form that allows proof by text. A waiver of the right to acquire shares based on this Article 4c may also occur informally or by lapse of time; this also applies to the waiver of the exercise and forfeiture of this right.

(a) les Instruments Financiers sont émis ou conclus aux conditions du marché;

(b) les Instruments Financiers peuvent être convertis, échangés ou exercés durant une période maximale de 10 ans suivant la date de l'émission ou de la conclusion du contrat; et

(c) le prix de conversion, d'échange ou d'exercice des Instruments Financiers est fixé en prenant en compte, et/ou peut être modifié en fonction, de la valorisation des fonds propres de la Société et/ou des conditions du marché.

4 L'acquisition de nouvelles actions acquises directement ou indirectement par l'exercice d'Instruments Financiers, ainsi que le transfert subséquent de ces actions, sont assujettis aux restrictions à la transmissibilité conformément à l'article 6 des Statuts.

5 La déclaration concernant l'acquisition d'actions fondée sur le présent article 4c doit faire référence à cet article 4c et doit être faite sous une forme permettant d'en établir la preuve par texte. La renonciation à un droit d'acquisition d'actions fondé sur le présent article 4c peut également avoir lieu de manière informelle ou par l'écoulement du temps; cela vaut également pour la renonciation à l'exercice et la déchéance de ce droit.
**Article 5**

1. The Company may issue its registered shares in the form of single certificates, global certificates, uncertificated securities within the meaning of article 973c or 973d CO, or intermediated securities. Subject to applicable law, the Company may convert its registered shares from one form into another form at any time and without the approval of the shareholders. The Company shall bear the cost associated with any such conversion.

2. A shareholder has no right to request a conversion of the registered shares issued in one form into another form. Each shareholder may, however, at any time request from the Company a written confirmation of the registered shares held by such shareholder, as reflected in the share register.

3. Intermediated securities based on registered shares of the Company cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.

**Article 6**

1. The Company shall maintain, itself or through a third party, a share register for the registered shares that lists the surname and name (the name of the company in case of a legal entity), the address and domicile (the registered office in case of a legal entity) of the shareholders or usufructuaries. A person registered in the share register shall notify the share registrar of any change of address. Until such notification has occurred, all written communications from the Company to persons registered in the share register shall be deemed to have been validly made if sent to the address previously recorded in the share register.

2. A shareholder has no right to request a conversion of the registered shares issued in one form into another form. Each shareholder may, however, at any time request from the Company a written confirmation of the registered shares held by such shareholder, as reflected in the share register.

3. Intermediated securities based on registered shares of the Company cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.
2 Persons acquiring shares shall be registered in the share register as shareholders with voting rights upon their request if they expressly declare to have acquired these shares in their own name and for their own account. Subject to paragraph 4 of this article 6 and article 685d para. 3 CO, no person or entity shall be registered in the share register as a shareholder with voting rights for, and no person or entity may directly or indirectly, formally, constructively or beneficially own, or otherwise control alone or together with third parties voting rights (whether exercisable or not) with respect to more than 15% of the share capital as set forth in the commercial register as a shareholder with voting rights. This restriction shall also apply to persons or entities who hold some or all of their shares through Nominees (as defined in paragraph 4 of this article 6).

3 Subject to Art. 652b para. 3 CO, this transfer restriction also applies in the case of the acquisition of shares by the exercise of subscription, option and conversion rights. The transfer restriction does not apply to acquisitions by inheritance, division of an estate or matrimonial property law.

4 The Board of Directors may, in its own discretion, register persons who declare in the registration application that they hold the shares as nominees (each, a Nominee) on behalf of third party beneficiaries (each, a Beneficial Owner) in the share register as shareholders with voting rights. If, however, any Beneficial Owner should as a result of such registration being made or upheld, directly or indirectly, formally, constructively or beneficially own, or otherwise control or direct, alone or together with third parties, voting rights (whether exercisable or not) with respect to more than 15% of the share capital as set forth in the commercial register, the Board of Directors may cancel the registration of the Nominee holding shares for the account of such Beneficial Owner with respect to any shares in excess of such limit. The Board of Directors may make the registration with voting rights of the shares held by a Nominee subject to conditions, limitations and reporting requirements or may impose or adjust such conditions, limitations and requirements once registered.

2 Les personnes qui acquièrent des actions sont inscrites dans le registre des actions, à leur demande, comme actionnaires avec droit de vote, pour autant qu’elles déclarent expressément avoir acquis les actions en leur nom et pour leur propre compte. Sous réserve de l’alinéa 4 du présent article 6 et de l’article 685d al. 3 CO, aucune personne physique ou morale ne peut être inscrite au registre des actions comme actionnaire avec droit de vote et aucune personne physique ou morale ne peut détenir, directement ou indirectement, formellement, de fait ou comme ayant droit économique, ou contrôler autrement, seul ou avec des tiers, des droits de vote (exerçables ou non), par rapport à plus de 15% du capital-actions inscrit au registre du commerce en tant qu’actionnaire avec droit de vote. Cette restriction s’applique également aux personnes ou entités qui détiennent tout ou partie de leurs actions par l’intermédiaire de Nominees (tels que définis à l’alinéa 4 du présent article 6).

3 Sous réserve de l’art. 652b al. 3 CO, les restrictions au transfert s’appliquent également lors de l’acquisition d’actions dans le cadre de l’exercice d’un droit de souscription, d’option ou de conversion. Les restrictions au transfert ne s’appliquent pas lors d’acquisitions par succession, partage successoral ou en vertu du droit matrimonial.

4 Le Conseil d’Administration peut, à son entière discrétion, inscrire les personnes qui déclarent dans leur requête d’inscription qu’elles détiennent les actions en tant que nommées (chaque, un Nominee) pour le compte de tiers ayants droit économiques (chaque, un Ayant Droit Economique) en tant qu’actionnaires avec droit de vote. Toutefois, si suite à l’inscription ou à la confirmation de l’inscription, un Ayant Droit Economique détient directement ou indirectement, formellement, de fait ou comme ayant droit économique, ou contrôle ou dirige autrement, seul ou avec des tiers, des droits de vote (exercables ou non) par rapport à plus de 15% du capital-actions inscrit au registre du commerce, le Conseil d’Administration peut annuler l’inscription du Nominee détenant les actions pour le compte d’un tel Ayant Droit Economique pour les actions dépassant cette limite. Le Conseil d’Administration peut soumettre l’inscription avec droit de vote des actions détenues par un Nominee à des conditions, limitations, exigences de rapports ou peut imposer de telles conditions, limitations ou exigences suite à l’inscription.
Legal entities and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management or are otherwise linked, as well as individuals or legal entities or partnerships who act in concert or otherwise act in a coordinated manner or acquire shares indirectly, thereby circumventing the restrictions or limits pursuant to paragraph 2 or 4 of this article 6 shall be treated as one single person, entity, Nominee or as a person acquiring shares, as applicable, for purposes of paragraphs 2 and 4 of this article 6.

The Board of Directors may grant exceptions from the restrictions or limits pursuant to paragraph 2 or 4 of this article 6 for justified reasons with the majority vote of two thirds of all its members. A justified reason may include the situation where a person extends an offer to purchase with respect to all other shares of the Company, which the Board of Directors, after having consulted an independent financial advisor, recommends to the shareholders.

Shareholders, other than Nominees, already being registered directly or through a Nominee with more than 15% at the time that this article 6 takes effect remain registered with voting rights for such shares. Such privilege may not be transferred by an indirect transfer of shares.

Les personnes morales et communautés de personnes ou autres groupes de personnes ou de copropriétaires qui sont liés par le capital, les droits de vote, la gestion commune ou de toute autre manière, de même que les personnes physiques ou morales ou communautés de personnes qui agissent de concert ou de manière coordonnée ou acquièrent indirectement des actions, et contournent ainsi les restrictions ou limites visées aux alinéas 2 ou 4 du présent article 6 sont traités comme une seule personne, personne morale, Nominee ou comme une personne acquérant des actions, selon le cas, aux fins des alinéas 2 et 4 du présent article 6.

Le Conseil d'Administration peut octroyer des dérogations aux restrictions et limites mentionnées aux alinéas 2 ou 4 du présent article 6 pour des raisons justifiées, à la majorité des deux tiers de l'ensemble de ses membres. Peut aussi être considérée comme une raison justifiée le fait qu'une personne étende une offre d'achat par rapport à l'ensemble des autres actions de la Société et que le Conseil d'Administration, après avoir consulté un conseiller financier indépendant, recommande aux actionnaires d'accepter cette offre.

Les actionnaires autres que les Nominees déjà inscrits directement ou par l'intermédiaire d'un Nominee pour plus de 15% au moment où le présent article 6 entre en vigueur demeurent enregistrés avec droit de vote pour ces actions. Ce privilège ne peut être transféré par un transfert indirect d'actions.
After hearing the registered shareholder or Nominee, the Board of Directors may cancel such person's registration in the share register with retroactive effect as of the date of registration if such registration was made based on false or misleading information or if such information becomes untrue or misleading. The relevant shareholder or Nominee shall be promptly informed of the cancellation.

The Board of Directors shall regulate all details and issue the instructions necessary to ensure compliance with the preceding provisions. The Board of Directors may delegate its duties.

Article 7
1. The Company shall only accept one representative per share.
2. The voting right and the rights associated therewith may be exercised vis-à-vis the Company by a shareholder, usufructuary or Nominee only to the extent that such person is registered in the share register with voting rights.

Section 3
Corporate bodies
A. The General Meeting
**Article 8**

1. The general meeting of shareholders (the **General Meeting**) is the supreme corporate body of the Company.

2. The General Meeting shall have the following inalienable powers:

   1. the adoption and amendment of these Articles of Association;
   2. the election of the members of the Board of Directors, the chair of the Board of Directors (the **Chair**) and the members of the Compensation Committee;
   3. the election of the Auditors;
   4. the election of the independent voting rights representative;
   5. the approval of the annual management report and the consolidated financial statements;
   6. the approval of the annual financial statements as well as the resolution on the allocation of profit shown on the balance sheet, in particular the determination of dividends;
   7. the determination of interim dividends and the approval of the interim financial statements required for this purpose;
   8. the resolution on the repayment of the statutory capital reserve;
   9. the discharge from liability of the members of the Board of Directors and the persons entrusted with management;
   10. the approval of the compensation of the Board of Directors and of the executive committee of the Company (the **Executive Committee**) pursuant to article 26 of these Articles of Association;
   11. the approval of the compensation of the Board of Directors and of the executive committee of the Company (the **Executive Committee**) pursuant to article 26 of these Articles of Association;
11. the delisting of the Company's equity securities;

12. the approval of the report on non-financial matters pursuant to article 964c CO (if applicable); and

13. the adoption of resolutions on matters that are reserved to the General Meeting by law or these Articles of Association or that are, subject to article 716a CO, submitted to the General Meeting by the Board of Directors.

Article 9

1. The ordinary General Meeting shall be held each year within six months of the close of the financial year of the Company.

2. Extraordinary General Meetings shall be held if

(a) the Board of Directors or the Auditors deem it necessary;

(b) so resolved by a General Meeting; or

(c) shareholders who hold, alone or together, shares representing at least 5% of the share capital or votes so request in writing, indicating the matters to be discussed and the corresponding proposals and, in case of elections, the names of the nominated candidates.

11. de procéder à la décotation des titres de participation de la société;

12. d'approuver le rapport sur les questions non financières selon l'article 964c CO (si applicable); et

13. de prendre toutes les décisions qui lui sont réservées par la loi ou les Statuts ou qui lui sont soumises par le Conseil d'Administration, sous réserve de l'article 716a CO.

Assemblées générales ordinaires et extraordinaires

1. L'Assemblée Générale ordinaire a lieu chaque année dans les six mois qui suivent la clôture de l'exercice social de la Société.

2. Des Assemblées Générales extraordinaires ont lieu lorsque

(a) le Conseil d'Administration ou l'Organe de Révision l'estime nécessaire;

(b) une Assemblée Générale le décide; ou

(c) des actionnaires représentant seuls ou ensemble 5% au moins du capital-actions ou des voix le requièrent par écrit en indiquant les objets de discussion et les propositions, et, en cas d'élections, les noms des candidats proposés.
Notice of a General Meeting shall be given by the Board of Directors or, if necessary, by the Auditors, no later than 20 calendar days prior to the date of the meeting. Liquidators and representatives of bondholders are also entitled to call a General Meeting. Notice of the General Meeting shall be given by way of a single announcement in the official means of publication of the Company pursuant to article 35 of these Articles of Association. Registered shareholders may in addition be notified in writing. The annual report, the compensation report, the Auditors’ reports and any other reports required by law shall be made available to the shareholders no later than 20 calendar days prior to the ordinary General Meeting.

The notice shall include:

1. date, beginning, ending, mode and venue of the General Meeting;
2. the agenda;
3. the proposals of the Board of Directors together with a brief statement of the reasons;
4. proposals of the shareholders, if any, together with a brief statement of the reasons; and
5. name and address of the independent voting rights representative.

Convocation

L’Assemblée Générale est convoquée par le Conseil d’Administration ou, si nécessaire, par l’Organe de Révision au plus tard 20 jours calendaires avant le jour de l’assemblée. Les liquidateurs et les représentants de détenteurs d’obligations ont également le droit de convoquer l’Assemblée Générale.

La convocation à l’Assemblée Générale a lieu par une annonce unique dans l’organe de publication de la Société selon l’article 35 des Statuts. La convocation peut également être envoyée par écrit aux actionnaires inscrits.

Le rapport de gestion, le rapport de rémunération, les rapports de révision et tout autre rapport exigés par la loi sont mis à la disposition des actionnaires au plus tard 20 jours calendaires avant l’Assemblée Générale ordinaire.

La convocation doit mentionner:

1. la date, l’heure de début et de fin, le lieu et la forme de l’Assemblée Générale;
2. les objets portés à l’ordre du jour;
3. les propositions du Conseil d’Administration accompagnées d’une motivation succincte;
4. le cas échéant, les propositions des actionnaires, accompagnées d’une motivation succincte; et
5. le nom et l’adresse du représentant indépendant.
Article 11

1 Shareholders who, alone or together, hold at least 0.5% of the share capital or the votes may request that an item be included on the agenda or that a proposal relating to an agenda item be included in the notice convening the General Meeting. Such request must be received by the Company at least 45 calendar days prior to the General Meeting, specifying the agenda item and the proposals of the shareholders.

2 No resolutions may be passed at a General Meeting on proposals concerning agenda items for which proper notice was not given. This provision shall not apply, however, to proposals made during a General Meeting to convene an extraordinary General Meeting or to initiate a special audit. Each request for inclusion of an item on the agenda shall include (i) a brief description of the agenda item and the reason for which it is to be discussed at the meeting; (ii) the motions regarding the agenda item; (iii) the name and address, as they appear on the Company's register of shareholders, of the shareholder proposing such business; (iv) the number of shares of the Company which are beneficially owned by such shareholder; (v) the dates upon which the shareholder acquired such shares; (vi) documentary support for any claim of beneficial ownership; (vii) any material interest of such shareholder in including the item in the agenda; (viii) a statement in support of the matter; and (ix) all other information required under applicable law and stock exchange rules.

3 No prior notice is required to bring motions related to items already on the agenda or for the discussion of matters on which no resolution is to be taken.

Article 11a

1 The Board of Directors shall determine the venue of the General Meeting, which may be held in Switzerland or abroad.

Objets à l'ordre du jour

1 Des actionnaires qui représentent, seuls ou ensemble, au moins 0.5% du capital-actions ou des voix peuvent requérir l'inscription d'un objet à l'ordre du jour, ainsi que l'inscription dans la convocation à l'Assemblée Générale de propositions concernant les objets portés à l'ordre du jour. La demande doit être reçue par la Société au moins 45 jours calendaires avant l'Assemblée Générale avec indication des objets à l'ordre du jour et des propositions des actionnaires.

2 Aucune décision ne peut être prise par l'Assemblée Générale sur des objets qui n'ont pas été dûment portés à l'ordre du jour, à l'exception des propositions de convoquer une Assemblée Générale extraordinaire et d'instituer un contrôle spécial. Toute requête visant l'inscription d'un objet à l'ordre du jour doit inclure (i) une brève description de cet objet et la raison pour laquelle il doit être discuté lors de l'Assemblée Générale; (ii) les propositions relatives à cet objet; (iii) le nom et l'adresse, tels qu'ils apparaissent dans le registre des actions, de l'actionnaire proposant un tel objet; (iv) le nombre d'actions de la Société dont cet actionnaire est l'Ayant Droit Economique; (v) les dates auxquelles l'actionnaire a acquis ces actions; (vi) les pièces justificatives démontrant le statut d'Ayant Droit Economique; (vii) l'intérêt important de l'actionnaire à l'inscription de l'objet à l'ordre du jour; (viii) une déclaration à l'appui de la requête; et (ix) toute autre information requise par la loi ou les règles boursières applicables.

3 En revanche, il n'est pas nécessaire d'annoncer à l'avance les propositions entrant dans le cadre des objets portés à l'ordre du jour ni les délibérations qui ne doivent pas être suivies d'un vote.

Lieu de réunion

1 Le Conseil d'Administration détermine le lieu de l'Assemblée Générale, qui peut se tenir en Suisse ou à l'étranger.
2 The Board of Directors can determine that the General Meeting be held simultaneously at different locations, provided that the contributions of the participants are transmitted directly in video and audio to all venues and that shareholders who are not present at the venue(s) of the General Meeting may exercise their rights by electronic means.

3 Alternatively, the Board of Directors may provide that the General Meeting will be held by electronic means without a venue.

Article 12

1 The Chair of the Board of Directors shall chair the General Meeting. In his absence, the Vice-Chair of the Board of Directors, another member or a person designated by the Board of Directors shall chair the General Meeting. If no member of the Board of Directors is available and no other person has been designated by the Board of Directors, the acting chair shall be elected by the General Meeting.

2 The acting chair of the General Meeting shall appoint the secretary and the vote counter(s), none of whom need be shareholders. The minutes shall be signed by the acting chair of the General Meeting and the secretary.

3 The acting chair of the General Meeting shall have all powers and authority necessary and appropriate to ensure the orderly conduct of the General Meeting.

4 The resolutions and election results shall be made available electronically within 15 calendar days after the General Meeting, stating the exact proportion of votes; each shareholder may request that the minutes be made available to him within 30 calendar days after the General Meeting.

Article 12

1 Le/la Président/e du Conseil d'Administration préside l'Assemblée Générale. En son absence, le/la Vice-Président/e du Conseil d'Administration, un autre membre ou une personne désignée par le Conseil d'Administration préside l'Assemblée Générale. Si aucun membre du Conseil d'Administration n'est disponible et aucune personne n'a été désignée par le Conseil d'Administration, l'Assemblée Générale élit son/sa président/e.

2 Le/la président/e de l'Assemblée Générale désigne un rédacteur du procès-verbal et le ou les scrutateurs, qui ne doivent pas nécessairement être des actionnaires. Le procès-verbal doit être signé par le/la président/e de l'Assemblée Générale et le/la secrétaire.

3 Le/la président/e de l'Assemblée Générale a tous les pouvoirs nécessaires et appropriés pour s'assurer de la conduite régulière de l'Assemblée Générale.

4 Les décisions et le résultat des élections, avec indication de la répartition exacte des voix, doivent être rendus accessibles par voie électronique dans les 15 jours calendaires qui suivent l'Assemblée Générale; chaque actionnaire peut exiger que le procès-verbal soit mis à sa disposition dans les 30 jours calendaires qui suivent l'Assemblée Générale.
1. Each share shall convey the right to one vote. The voting rights are subject to the conditions of articles 6 and 7 of these Articles of Association.

2. No shareholder or proxy may, directly or indirectly, exercise voting rights attached to own or represented shares that would collectively exceed 15% of the share capital as set forth in the commercial register. Legal entities and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management or are otherwise linked, as well as individuals or legal entities or partnerships who act in concert or otherwise act in a coordinated manner, thereby circumventing the aforementioned restriction of voting rights, are deemed to be one shareholder for the purposes of such voting.

3. The restrictions of paragraph 2 of this article 13 shall not apply to the exercise of voting rights by (i) shareholders or their proxies, to the extent that their shares are registered in the share register with voting rights pursuant to article 6 paragraph 7 of these Articles of Association, (ii) Nominees, provided that Nominees' voting rights shall be subject to the same restrictions as set forth in article 6 paragraph 4 of these Articles of Association, and (iii) the independent voting rights representative to the extent that the latter has been appointed as proxy by shareholders.
4 The Board of Directors shall issue the rules regarding the participation in and representation at the General Meeting and determine the requirements as to proxies and instructions. A shareholder may be represented at the General Meeting by the independent voting rights representative, its legal representative or, by means of a written proxy, by any other proxy who need not be a shareholder. All shares held by a shareholder may only be represented by one person.

5 The General Meeting shall elect the independent voting rights representative for a term of office until completion of the next ordinary General Meeting. Re-election is possible.

6 If the Company does not have an independent voting rights representative, the Board of Directors shall appoint the independent voting rights representative for the next General Meeting.

Article 14
1 The General Meeting shall pass its resolutions and decide its elections by the majority of the votes attached to the shares represented, unless required otherwise by law or these Articles of Association. In the event of a tie, the resolution shall be deemed refused.

2 Two thirds of the votes represented and the majority of the par value of shares represented shall be required for the General Meeting to adopt resolutions on the following matters:

1. the amendment of the purpose of the Company;
2. the creation of shares with privileged voting rights;
3. the restriction on the transferability of registered shares or their registration with voting rights and the cancelation of such a restriction;
4. the introduction of conditional share capital or the introduction of a capital range;
5. an increase in share capital through the conversion of equity surplus, against contributions in kind, by set-off against a claim, or the granting of special benefits;

6. the limitation or withdrawal of pre-emptive rights;

7. the change of currency of the share capital;

8. the introduction of a casting vote for the person chairing the General Meeting;

9. the relocation of the registered office of the Company;

10. the delisting of the Company's equity securities;

11. the dissolution of the Company;

12. the introduction of an arbitration clause in the articles of association;

13. mergers, demergers and conversions pursuant to the Swiss federal act on merger, demerger, conversion and transfer of assets and liabilities (the Merger Act);

14. the conversion of registered shares into bearer shares;

15. the removal of any member of the Board of Directors or of its Chair before the end of his/her term of office;

16. the combination of shares; and

5. l'augmentation du capital-actions au moyen de la conversion de fonds propres, contre apport en nature ou par compensation de créance, ou l'octroi d'avantages particuliers;

6. la limitation ou la suppression du droit de souscription préférentiel;

7. le changement de la monnaie dans laquelle le capital-actions est fixé;

8. l'introduction de la voix prépondérante du président à l'Assemblée Générale;

9. le transfert du siège de la Société;

10. la décotation des titres de participation de la Société;

11. la dissolution de la Société;

12. l'introduction d'une clause d'arbitrage dans les statuts;

13. une fusion, scission ou transformation conformément à la loi fédérale sur la fusion, la scission, la transformation et le transfert de patrimoine (la Loi sur la Fusion);

14. la conversion d'actions nominatives en actions au porteur;

15. la révocation de tout membre du Conseil d'Administration ou de son/sa Président/e avant la fin de son mandat;

16. la réunion d'actions; et
17. the amendment or repeal of the following provisions of these Articles of Association, with the exception of editorial amendments that do not effectively change their content:

(i) article 4a paragraph 1, 2, 4(g) and 4(h);
(ii) article 4c paragraph 1, 3 and 4;
(iii) article 6;
(iv) article 13 paragraph 2 and 3;
(v) article 14;
(vi) article 15;
(vii) article 18; and
(viii) article 35a.

3 Resolutions and elections shall be decided by open ballot, unless the acting chair of the General Meeting decides that a secret ballot be held or that it be voted by electronic means. The acting chair of the General Meeting may at any time order that a resolution or election be repeated if he/she considers the vote to be in doubt. The resolution or election previously held shall then be deemed not to have taken place.

B. The Board of Directors

Article 15

Number of directors

The board of directors of the Company (the Board of Directors) shall consist of not less than 3 and not more than 8 members.

Number de membres

Le conseil d'administration de la Société (le Conseil d'Administration) se compose de 3 membres au moins et de 8 membres au plus.
Article 16

1. The General Meeting shall elect the members of the Board of Directors and the Chair of the Board of Directors individually and for a term of office until the completion of the next ordinary General Meeting. Re-election is possible.

2. If the office of the Chair of the Board of Directors is vacant, the Board of Directors shall appoint a new Chair from among its members for a term of office extending until completion of the next ordinary General Meeting.

Article 17

1. Except for the election of the Chair of the Board of Directors and the members of the Compensation Committee by the General Meeting, the Board of Directors shall constitute itself. The Board of Directors may elect one or several vice-chairs (each, a Vice-Chair). The Board of Directors shall further appoint a secretary who need not be member of the Board of Directors.

2. Subject to these Articles of Association, the Board of Directors shall regulate its organization and the adoption of resolutions in the organizational regulations.

Article 16

1. Les membres du Conseil d'Administration et le/la Président/e du Conseil d'Administration sont élus individuellement par l'Assemblée Générale pour une durée de fonctions s'achevant à la fin de l'Assemblée Générale ordinaire suivante. La réélection est possible.

2. Lorsque la fonction de Président/e du Conseil d'Administration est vacante, le Conseil d'Administration désigne un/l'une nouveau-elle Président/e parmi ses membres pour une durée de fonctions s'achevant à la fin de l'Assemblée Générale ordinaire suivante.

Article 17

1. A l'exception de l'élection par l'Assemblée Générale du/de la Président/e du Conseil d'Administration et des membres du Comité de Rémunération, le Conseil d'Administration se constitue lui-même. Il peut désigner au besoin, un/une ou plusieurs vice-président/e(s) (chacun, un/e Vice-Président/e). Le Conseil d'Administration désigne en outre un/une secrétaire, qui ne doit pas nécessairement être membre du Conseil d'Administration.

2. Le Conseil d'Administration règle en outre son organisation et la manière de prendre des décisions dans un règlement d'organisation, sous réserve des Statuts.
Article 18

Remboursement des frais, indemnisation

1. The members of the Board of Directors shall be entitled to the reimbursement of all expenses incurred in the interest of the Company.

2. To the extent not included in insurance coverage or paid by third parties, the Company shall indemnify and hold harmless, to the extent permitted by law, the existing and former members of the Board of Directors and Executive Committee, and their heirs, executors and administrators, out of the assets of the Company from and against all threatened, pending or completed actions, suits or proceedings – whether civil, criminal, administrative or investigatory – and all costs, charges, losses, damages, and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or by reason of any actual or alleged actions, consents or omissions in or about the execution of their duty, or alleged duty, or by reason of the fact that he is or was a member of the Board of Directors or Executive Committee of the Company or the board of directors (or equivalent corporate body) or the management of one of its subsidiaries, or, while serving as a member of the Board of Directors or Executive Committee of the Company, is or was serving at the request of the Company as a director, member of the executive management, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; provided, however, that this indemnity shall not extend to any matter in which any of said persons is found, in a final judgment or decree of a court or governmental or administrative authority of competent jurisdiction not subject to appeal, to have committed an intentional or grossly negligent breach of his statutory duties as a member of the Board of Directors or Executive Committee.

3. Without limiting the foregoing paragraph 2 of this article 18, the Company shall advance costs and expenses indemnifiable thereunder to the existing and former members of the Board of Directors and Executive Committee to the extent not included in insurance coverage or advanced by third parties. The Company may however recover such advanced costs if any of said persons is found, in a final judgment or decree of a court or governmental or administrative authority of competent jurisdiction not subject to appeal, to have committed an intentional or grossly negligent breach of his statutory duties as a member of the Board of Directors or Executive Committee.

Article 18

Remboursement des frais, indemnisation

1. Les membres du Conseil d’Administration ont droit au remboursement de tous les frais engagés dans l’intérêt de la Société.

2. Dans la mesure où la loi le permet, la Société indemniserà, à concurrence de la portion non couverte par une assurance ou payée par un tiers, sur ses propres biens les membres actuels et passés du Conseil d’Administration et de la Direction Exécutive ainsi que leurs héritiers, masse en faillite ou masse successorale contre toutes actions, procès ou poursuites, menaçant, en cours ou terminés, de nature civile, pénale, administrative ou autre, et tous les coûts, dépenses, dommages et frais qu’ils (ou leurs héritiers, masse en faillite ou masse successorale) subiraient ou pourraient subir en raison d’actions, consentements ou omissions, effectifs ou présumés, en relation avec l’exercice de leurs fonctions, leurs fonctions supposées ou en raison du fait d’être ou d’avoir été membres du Conseil d’Administration ou de la Direction Exécutive de la Société ou du conseil d’administration (ou d’un organe équivalent) ou de la direction de l’une de ses filiales ou, sur instruction de la Société en tant que membres du Conseil d’Administration ou de la Direction Exécutive, en raison du fait d’être ou d’avoir été administrateur, membre de la direction, employé ou mandataire d’une autre société, entreprise, coentreprise, personne morale dénue de la personnalité ou trust. L’obligation d’indemnisation s’étend dès qu’un jugement définitif et exécutoire d’un tribunal ou d’une autorité compétente a décidé que la personne en question a violé, volontairement ou par grave négligence, ses devoirs de membre du Conseil d’Administration ou de la Direction Exécutive.

3. Sans préjudice de l’alinéa 2 du présent article 18, la Société avancera les frais et les coûts indemnisables en vertu de la disposition précitée aux membres actuels et passés du Conseil d’Administration et de la Direction Exécutive, à concurrence de la portion non couverte par une assurance ou payée par un tiers. La Société peut cependant recouvrer ces avances de frais si l’une de ces personnes a été reconnue coupable de violation intentionnelle ou par négligence grave de ses devoirs de membre du Conseil d’Administration ou de la Direction Exécutive par un jugement ou une décision final et exécutoire d’un tribunal ou d’une autorité gouvernementale ou administrative compétente.
**Article 19**

1 The Board of Directors shall meet at the invitation of its Chair or, if not available, of the Vice-Chair or of another member of the Board of Directors as often as the business of the Company shall require or if a member requests it in writing or via email or another form of electronic communication, indicating the reasons.

2 Unless the organizational regulations adopted by the Board of Directors or a board resolution taken with the applicable attendance quorum provide otherwise, the Board of Directors shall only have a quorum if a majority of the members of the Board of Directors is present. No attendance quorum shall be required for resolutions of the Board of Directors providing for the amendment and ascertainment of capital changes or a change in the currency of the share capital.

3 Except as otherwise provided in the organizational rules adopted by the Board of Directors or in a board resolution taken with the applicable attendance quorum, resolutions of the Board of Directors shall be adopted by the majority of the members present, provided that those present form a majority of the Board of Directors. In case of a tie, the Chair shall not have a casting vote.

4 Resolutions may also be adopted by way of written consent or electronically, unless a member of the Board of Directors requests discussion thereof.

**Article 19**

1 Le Conseil d'Administration est convoqué par son/sa Président/e ou, en cas d'empêchement de ce/cette dernier-ère, par son/sa Vice-Président/e ou par un autre membre du Conseil d'Administration, aussi souvent que cela apparaît nécessaire ou lorsqu'un membre du Conseil d'Administration le demande par écrit, par email ou par un autre moyen de communication électronique, avec indication des motifs.

2 A moins que le contraire ne résulte d'une disposition du règlement d'organisation adopté par le Conseil d'Administration ou d'une décision du Conseil d'Administration prise conformément aux dispositions applicables au quorum de présence, la majorité des membres du Conseil d'Administration doivent être présents afin de pouvoir prendre une décision. Ce quorum de présence n'est pas nécessaire pour les décisions de modification et de constatation du Conseil d'Administration en lien avec les modifications du capital-actions ou de changement de la monnaie du capital-actions.

3 Sauf disposition contraire du règlement d'organisation adopté par le Conseil d'Administration ou d'une décision du Conseil d'Administration prise conformément aux dispositions applicables au quorum de présence, les décisions du Conseil d'Administration sont prises à la majorité des voix émises par les membres présents, pourvu toutefois que ceux-ci forment la majorité du Conseil d'Administration. En cas de partage égal des voix, celle du/de la Président/e n'est pas prépondérante.

4 Les décisions du Conseil d'Administration peuvent également être prises par voie de circulation ou par voie électronique, à moins qu'une discussion ne soit requise par l'un des membres du Conseil d'Administration.
The decisions of the Board of Directors shall be recorded in minutes. The minutes shall be signed by the acting chair and the secretary.

**Article 20**

1. The Board of Directors may pass resolutions with respect to all matters which are not delegated to another corporate body of the Company by law, by these Articles of Association or by regulations.

2. It shall have the following non-transferable and inalienable duties:
   1. the ultimate management of the Company and the issuance of necessary instructions;
   2. the determination of the organization of the Company;
   3. the structuring of the accounting system, of the financial controls and of the financial planning;
   4. the appointment and dismissal of the persons entrusted with management and representation of the Company, and issuance of rules on the signature authority;
   5. the ultimate supervision of the persons entrusted with management, in particular in view of compliance with the law, these Articles of Association, regulations and directives;
   6. the preparation of the annual report, the compensation report and, if applicable, the report on non-financial matters pursuant to article 964c CO and other reports as required by law, if any;

Les décisions du Conseil d'Administration sont consignées dans un procès-verbal. Le procès-verbal est signé par le/la président/e et par le/la secrétaire.

**Article 20**

1. Le Conseil d'Administration peut prendre des décisions sur toutes les affaires qui ne sont pas attribuées à un autre organe de la Société par la loi, les Statuts ou un règlement.

2. Il a les attributions intransmissibles et inaliénables suivantes:
   1. exercer la haute direction de la Société et établir les instructions nécessaires;
   2. fixer l'organisation de la Société;
   3. fixer les principes de la comptabilité et du contrôle financier ainsi que le plan financier;
   4. nommer et révoquer les personnes chargées de la gestion et de la représentation de la Société et réglementer le droit de signature;
   5. exercer la haute surveillance sur les personnes chargées de la gestion pour s'assurer notamment qu'elles observent la loi, les Statuts, les règlements et les instructions données;
   6. établir le rapport de gestion, le rapport de rémunération, et, le cas échéant, le rapport sur les questions non financières selon l'article 964c CO et, le cas échéant, d'autres rapports exigés par la loi;

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7. the preparation of the General Meeting and the implementation of its resolutions;
8. the adoption of resolutions on the change of the share capital to the extent that such power is vested in the Board of Directors, the ascertainment of capital changes, the preparation of the report on the capital increase, and the respective amendments of these Articles of Association (including deletions);
9. the non-transferable and inalienable duties and powers of the Board of Directors pursuant to the Merger Act;
10. the submission of a petition for debt-restructuring moratorium and the notification of the court in case of over-indebtedness; and
11. other powers and duties reserved to the Board of Directors by law or these Articles of Association.

3 In all other respects, the Board of Directors may delegate in whole or in part the management and the representation of the Company within the framework set forth by these Articles of Association and the law to one or several of its members or to third parties by means of organizational regulations or by adopting a resolution.

C. The Compensation Committee

7. préparer l’Assemblée Générale et exécuter ses décisions;
8. prendre les décisions relatives aux modifications du capital-actions, dans la mesure où elles sont de la compétence du Conseil d’Administration, ainsi que les décisions relatives à la constatation des modifications de capital, à l’établissement du rapport d’augmentation du capital-actions et aux modifications des Statuts qui en résultent (radiation comprise);
9. les attributions et compétences intransmissibles et inaliénables du Conseil d’Administration selon la Loi sur la Fusion;
10. le dépôt d’une demande de sursis concordataire et l’avis au tribunal en cas de surendettement ; et
11. d’autres attributions et compétences réservées au Conseil d’Administration par la loi ou les Statuts.

3 En outre, le Conseil d’Administration peut déléguer en tout ou en partie la gestion ainsi que la représentation de la Société, dans le cadre des Statuts et de la loi, à un ou plusieurs de ses membres ou à des tiers conformément au règlement d’organisation ou d’une décision.

C. Le Comité de Rémunération
Article 21
The compensation committee of the Board of Directors (the Compensation Committee) shall consist of at least 2 members of the Board of Directors.

Nombre de membres
Le comité de rémunération du Conseil d'Administration (le Comité de Rémunération) se compose d'au moins 2 membres du Conseil d'Administration.

Article 22
1 The General Meeting shall elect the members of the Compensation Committee individually for a term of office until the completion of the subsequent ordinary General Meeting. Only members of the Board of Directors may be elected. Re-election is possible.

Election et durée de fonctions
1 L'Assemblée Générale élit individuellement les membres du Comité de Rémunération pour une durée de fonctions s'achevant à la fin de l'Assemblée Générale ordinaire suivante. Seuls des membres du Conseil d'Administration sont éligibles. La réélection est possible.

2 If there are vacancies on the Compensation Committee, the Board of Directors may appoint substitute members from among its members for a term of office extending until completion of the next ordinary General Meeting.

2 En cas de vacance au sein du Comité de Rémunération, le Conseil d'Administration peut désigner des substituts parmi ses membres pour une durée de fonctions s'achevant à la fin de l'Assemblée Générale ordinaire suivante.

Article 23
1 The Compensation Committee shall constitute itself. Unless the organizational regulations provide otherwise, the Board of Directors shall elect a chair from among the Compensation Committee's members.

Organisation du Comité de Rémunération
1 Le Comité de Rémunération se constitue lui-même. A moins que le règlement d'organisation n'en dispose autrement, le Conseil d'Administration élit le/la président/e du Comité de Rémunération parmi les membres du Comité de Rémunération.

2 The Board of Directors shall issue regulations establishing the organization and decision-making process of the Compensation Committee, which may be part of the organizational regulations.

2 Le Conseil d'Administration établit un règlement concernant l'organisation et le processus de décision du Comité de Rémunération, qui peut être intégré au règlement d'organisation.
Duties and powers

1 The Compensation Committee shall support the Board of Directors in establishing and reviewing the compensation strategy and guidelines as well as in preparing the proposals to the General Meeting regarding the compensation of the Board of Directors and the Executive Committee. It may submit proposals to the Board of Directors in other compensation-related issues.

2 The Board of Directors shall determine in regulations for which positions of the Board of Directors, the Executive Committee and other member of management (if any) the Compensation Committee shall submit proposals for the performance metrics, target values and/or the compensation of the members of the Board of Directors and the Executive Committee, and for which positions it shall itself determine, in accordance with these Articles of Association and the compensation guidelines established by the Board of Directors, such performance metrics, target values and/or the compensation.

3 The Board of Directors may delegate further tasks to the Compensation Committee.

D. The Auditors

Article 25

1 The General Meeting shall elect the auditors of the Company (the Auditors) for a term of office of one financial year. Their term of office ends with the approval of the annual financial statements of the respective financial year by the ordinary General Meeting. Re-election is possible.

2 The Auditors shall have the powers and duties vested in them by law.

D. L'Organe de Révision

Article 25

1 L'Assemblée Générale élit l'organe de révision de la Société (l'Organe de Révision) pour un mandat d'un exercice. Son mandat prend fin avec l'approbation des comptes annuels de l'exercice concerné par l'Assemblée Générale ordinaire. La réélection est possible.

2 L'Organe de Révision a les pouvoirs et obligations que lui confère la loi.
Section 4
Compensation of the members of the Board of Directors and the Executive Committee and related matters

Article 26

Approval of the compensation by the General Meeting

1. The General Meeting shall approve the proposals of the Board of Directors in relation to the aggregate amounts of:

   1. the maximum compensation of the Board of Directors until the completion of the next ordinary General Meeting;
   2. the maximum fixed compensation of the Executive Committee for the following financial year; and
   3. the maximum variable compensation of the Executive Committee for the current financial year.

2. The Board of Directors may submit for approval by the General Meeting deviating, additional or conditional proposals relating to the maximum aggregate amount or maximum partial amounts for the same or different periods and/or specific compensation components and/or in relation to additional amounts for specific compensation components.

3. The Board of Directors may mandate the Auditors at any time to perform special investigations, in particular interim audits, and to prepare a report on their findings.

Section 4
Rémunération des membres du Conseil d'Administration et de la Direction Exécutive et affaires connexes

Article 26

1. L'Assemblée Générale approuve les propositions du Conseil d'Administration en relation avec les montants maximaux suivants:

   1. la rémunération maximale du Conseil d'Administration jusqu'à la fin de l'Assemblée Générale ordinaire suivante;
   2. la rémunération fixe maximale de la Direction Exécutive pour l'année comptable suivante; et
   3. la rémunération variable maximale de la Direction Exécutive pour l'exercice en cours.

2. Le Conseil d'Administration peut soumettre à l'approbation de l'Assemblée Générale des propositions divergentes, supplémentaires ou conditionnelles concernant le montant maximal total ou les montants maximaux partiels pour les mêmes périodes ou des périodes différentes et/ou des éléments de rémunération spécifiques et/ou en relation avec des montants additionnels pour des éléments de rémunération spécifiques.
3 In the event that the General Meeting does not approve a proposal of the Board of Directors, the Board of Directors shall determine, taking into account all relevant factors, the respective (maximum) aggregate amount or (maximum) partial amounts, and submit the amount(s) so determined for approval by a General Meeting.

4 The Company or companies controlled by it may pay or grant compensation prior to approval by the General Meeting, subject to subsequent approval.

5 If variable compensation is approved prospectively, the Board of Directors shall submit the compensation report to the General Meeting for a consultative vote.

**Article 27**

Supplementary amount for changes to the Executive Committee

If the maximum aggregate amount of compensation already approved by the General Meeting is not sufficient to also cover the compensation of one or more persons who become members of the Executive Committee after the General Meeting has approved the compensation of the Executive Committee for the relevant period, then the Company or companies controlled by it shall be authorized to pay such member(s) a supplementary amount during the compensation period(s) already approved. The supplementary amount per compensation period per member shall not exceed 100% of the aggregate amount of (maximum) compensation of the Executive Committee last approved.

Montant complémentaire en cas de changements au sein de la Direction Exécutive

Si le montant global maximal de la rémunération déjà approuvé par l'Assemblée Générale n'est pas suffisant pour couvrir également la rémunération d'une ou plusieurs personnes devenant membre(s) de la Direction Exécutive après que l'Assemblée Générale a approuvé la rémunération de la Direction Exécutive pour la période visée, la Société ou toute autre société qu'elle contrôle est alors autorisée à verser à ce(s) membre(s) un montant complémentaire au cours de la (ou les) période(s) de rémunération déjà approuvée(s). Le montant complémentaire par période de compensation par membre ne doit pas dépasser 100% du montant global de la rémunération (maximale) de la Direction Exécutive approuvée en dernier.
Article 28

1. The compensation of the non-executive members of the Board of Directors may consist of fixed and variable compensation elements. Total compensation shall take into account the position and level of responsibility of the recipient.

2. The compensation of the members of the Executive Committee may consist of fixed and variable compensation elements. Fixed compensation comprises the base salary and may consist of other compensation elements. Variable compensation may take into account the achievement of specific performance targets. Total compensation shall take into account the position and level of responsibility of the recipient.

3. The performance targets may include individual targets, targets of the Company, group or parts thereof or targets in relation to the market, other companies or comparable benchmarks, taking into account the position and level of responsibility of the recipient. The Board of Directors or, to the extent delegated to it, the Compensation Committee shall determine the relative weight of the performance targets and the respective target values.
Compensation may be paid in the form of cash, shares, options or other share-based instruments or units, or in the form of other types of benefits. The Board of Directors or, to the extent delegated to it, the Compensation Committee shall determine grant, vesting, exercise, restriction and forfeiture conditions and periods. In particular, they may provide for continuation, acceleration or removal of vesting, exercise, restriction and forfeiture conditions and periods, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change of control or termination of an employment or mandate agreement. The Company may procure the required shares or other securities through purchases in the market, from treasury shares or by using conditional or authorized share capital.

Compensation may be paid by the Company or companies controlled by it.

**Article 29**

1. The Company or companies controlled by it may enter into agreements with non-executive members of the Board of Directors relating to their compensation for a fixed term or for an indefinite term. The duration and termination are subject to the term of office and the law.

2. The Company or companies controlled by it may enter into employment agreements with executive members of the Board of Directors and other members of the Executive Committee for a fixed term or for an indefinite term. Fixed term agreements may have a maximum duration of one year; renewal is possible. Agreements for an indefinite term may have a notice period of maximum twelve months.

La rémunération peut être versée en espèces, sous forme d'actions, d'options ou d'instruments ou units sur base d'actions ou d'autres types de prestations. Le Conseil d'Administration ou le Comité de Rémunération, dans la mesure où cette compétence lui a été déléguée, détermine les conditions et périodes d'octroi, d'acquisition (vesting), d'exercice, de restriction et de péremption. Ils peuvent en particulier prévoir la continuation, l'accélération ou la suppression des conditions ou périodes d'acquisition (vesting), d'exercice, de restriction et de péremption, le versement ou l'octroi d'une rémunération supposant l'atteinte des objectifs ou encore la déchéance des droits, dans chaque cas lors d'événements prédéterminés tels que, notamment, un changement de contrôle ou la fin d'un contrat de travail ou de mandat. La Société peut se procurer les actions ou autres instruments des marchés financiers requis par le biais d'achats sur le marché ou d'actions propres, ou en utilisant son capital-actions conditionnel ou autorisé.

La rémunération peut être versée par la Société ou tout autre société qu'elle contrôle.
The Company or companies controlled by it may enter into non-compete agreements with members of the Executive Committee for the time after termination of employment. Their duration shall not exceed two years, and consideration paid per year for such non-compete undertaking shall not exceed the average compensation of such member of the last three financial years.

Article 30

1 The number of mandates on the Board of Directors, the Executive Committee or comparable functions at other enterprises with an economic purpose is limited:

(a) for members of the Executive Committee, to 7 mandates, of which no more than 2 in a listed company; and

(b) for members of the Board of Directors, to 15 mandates, of which no more than 5 in listed companies.

2 Mandates in different legal entities being part of the same group or for the same group are deemed to be one mandate.

3 Mandates in associations, charitable organizations, family trusts and foundations relating to post-retirement benefits as well as mandates held at the request of the Company or companies controlled by it are not subject to the above limitations. No member of the Board of Directors or the Executive Committee shall hold more than 10 such mandates.
**Article 31**

The Company or companies controlled by it may grant to members of the Board of Directors and the Executive Committee post-retirement benefits beyond the occupational benefit schemes which do not exceed the annual compensation of the respective member of the Board of Directors or the Executive Committee last paid or payable for the first time.

**Section 5**

Financial year, profit allocation

**Article 32**

The Company's financial year shall be determined by the Board of Directors.

The Board of Directors shall prepare an annual report for each financial year, comprising the annual financial statements, if required, the management report and the consolidated financial statements, as well as a compensation report and any other report required by law.

**Article 33**

The General Meeting shall resolve on the allocation of the profit as shown on the balance sheet in accordance with applicable law. The Board of Directors shall submit its proposals to the General Meeting.

In addition to the reserves required by law, the General Meeting may create other reserves.

Dividends that have not been collected within five years after their payment date shall inure to the Company and be allocated to the general statutory reserves.

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**Prestations de retraite**

La Société ou toute société qu'elle contrôle peut octroyer aux membres du Conseil d'Administration et de la Direction Exécutive des prestations de retraite allant au-delà du régime de prévoyance professionnelle n'excédant pas la rémunération annuelle du membre du Conseil d'Administration ou de la Direction Exécutive concerné versée ou à verser pour la première fois.

**Exercice, répartition du bénéfice**

L’exercice est fixé par le Conseil d'Administration.

Le Conseil d'Administration établit pour chaque exercice un rapport de gestion, qui se compose des comptes annuels et, cas échéant, du rapport annuel et des comptes de groupe, ainsi qu'un rapport de rémunération et tout autre rapport requis par la loi.


En sus des réserves légales, l’Assemblée Générale peut constituer des réserves supplémentaires.

Les dividendes qui n’ont pas été perçus dans un délai de cinq ans après leur date de paiement sont prescrits et sont alloués aux réserves statutaires de la Société.
Section 6
Dissolution, liquidation

Article 34
1 The General Meeting may at any time resolve to dissolve and liquidate the Company in accordance with the law and the provisions set forth in these Articles of Association.

2 The liquidation shall be effected by the Board of Directors, unless the General Meeting appoints other persons as liquidators.

3 The liquidation of the Company shall be effected pursuant to applicable law. The liquidators shall be entitled to sell assets (real estate included) in private transactions.

4 Upon discharge of all liabilities of the Company, the assets shall be distributed to the shareholders in proportion to the share capital, unless these Articles of Association provide otherwise.

Section 7
Means of Publication, communications

Article 35
1 The official means of publication of the Company shall be the Swiss Official Gazette of Commerce.

2 In particular cases, the Board of Directors may specify additional means of publication.

Section 6
Dissolution, liquidation

Article 34
1 L'Assemblée Générale peut décider en tout temps de la dissolution et de la liquidation de la Société en conformité avec les prescriptions légales et statutaires.

2 La liquidation a lieu par les soins du Conseil d'Administration, à moins que l'Assemblée Générale ne désigne d'autres liquidateurs.

3 La liquidation de la Société s'effectue conformément au droit applicable. Les liquidateurs sont autorisés à vendre des actifs (immeubles y compris) de gré à gré.

4 Après paiement des dettes de la Société, l'actif est réparti entre les actionnaires au prorata du capital-actions, à moins que les Statuts n'en disposent autrement.

Article 35
1 L'organe de publication de la Société est la Feuille Officielle Suisse du Commerce.

2 Le Conseil d'Administration peut désigner d'autres organes de publication dans certains cas particuliers.
3 Notices by the Company to the shareholders may, at the election of the Board of Directors, be validly given by publication in the Swiss Official Gazette of Commerce or in a form that allows proof by text.

Section 7a
Jurisdiction

Article 35a
The exclusive place of jurisdiction for any disputes arising under, out of or in connection with or related to the corporate relationship shall be at the registered office of the Company.

Section 8
Authoritative language

Article 36
In the event of discrepancies between the French and English versions of these Articles of Association, the French version shall prevail.

Rolle, le 26 juin 2023
Rolle, June 26, 2023