

Swiss Life Collective Foundation  
2nd Pillar, Zurich  
(the Foundation)

## **Foundation Charter**

Effective date: 17 March 2010

## **Art. 1 Name and domicile**

### **1 - Name**

Swiss Life Ltd (*the "founder"*) hereby establishes a collective foundation (*the "foundation"*) within the meaning of Art. 80 et. seq. of the Swiss Civil Code (ZGB), Art. 331 of the Swiss Code of Obligations (OR) and Art. 48, cl. 2 of the Occupational Pensions Act (BVG).

### **2 - The foundation shall bear the name:**

#### **Swiss Life Collective Foundation 2nd Pillar**

(Swiss Life Sammelstiftung 2. Säule)

(Fondation collective Swiss Life pour le 2<sup>o</sup> pilier)

(Fondazione collettiva Swiss Life per il 2<sup>o</sup> pilastro)

### **3 - Domicile**

The foundation is domiciled in Zurich. The Board of Trustees may move the offices of the foundation to another location in Switzerland, subject to the approval of the supervisory authority.

## **Art. 2 Supervision**

The foundation is subject to federal supervision.

## **Art. 3 Objective**

### **1 - Objective**

The objective of the foundation is to provide occupational benefits in line with the provisions stipulated by the Occupational Pensions Act for employees and employers of companies affiliated with the foundation and domiciled or maintaining permanent establishments in Switzerland, as well as for their dependants and survivors, against the financial consequences of age, death and disability.

### **2 - Affiliation**

The affiliation of a company takes place on the basis of a written contract of affiliation. A Vorsorgewerk (employee benefits unit) is established with the contract of affiliation.

### **3 - Range of benefits**

The foundation may also provide benefits coverage in excess of the statutory minimum, or only supplementary benefits coverage, including support in times of need such as in the event of illness, accident, disability or unemployment.

### **4 - Regulations**

The Board of Trustees shall issue one or more pension fund regulations relating to the implementation of the foundation's objective, in particular to the scope and nature of the employee benefits, the funding of the Vorsorgewerke and the relationship between employers, insured persons and beneficiaries. The regulations may be amended or cancelled by the Board of Trustees at any time provided that the vested rights of the beneficiaries are preserved, in particular if laws, ordinances or decisions of the highest courts require a change.

The Board of Trustees shall issue other necessary regulations, in particular organisational regulations for the foundation and administrative boards, as well as election regulations. It shall also issue investment and provisioning regulations, as well as partial liquidation regulations.

#### **5 - Vorsorgewerke**

Existing Vorsorgewerke are independent of each other and are managed as separate pension funds. Assets are invested jointly, however, through the Board of Trustees.

#### **6 - Insurance contract**

In order to achieve its objective, the foundation may conclude insurance contracts for all or specific risks with licensed life insurance companies. The foundation itself must always be the policyholder and beneficiary.

### **Art. 4 Assets**

#### **1 - Foundation capital**

The founder provides the foundation with the sum of CHF 100 000 as initial capital.

#### **2 - Build-up of foundation assets**

The foundation assets shall accumulate through employer and employee contributions as specified in the pension fund regulations, through voluntary contributions from the employer and third parties, through any bonuses from insurance contracts and through investment income on the foundation assets.

#### **3 - Benefits from assets**

Apart from the occupational benefits objectives, the foundation assets may not be used for any benefits which the affiliated companies are legally obliged to provide or which they normally provide as recompense for services rendered (e.g. cost of living, family and child allowances, bonuses, etc).

#### **4 - Asset management**

The foundation assets shall be invested and administered in compliance with Art. 71 of the BVG and in accordance with recognised principles (risk distribution, security, yield and liquidity).

#### **5 - Employer contribution reserve**

Employer contributions may be taken from the foundation's resources if the employer has already built up contribution reserves for that purpose within the Vorsorgewerk and they are shown in the annual accounts as a separate item.

### **Art. 5 Executive bodies**

- 1 - The executive bodies of the foundation are the Board of Trustees, administrative boards and the statutory auditors.

## **Art. 6 Board of Trustees**

### **1 - Supreme body**

The supreme body of the foundation is the Board of Trustees which consists of at least four members, half of which represent employees and half of which represent the employer. Independent specialists may be used by the founder in the start-up phase. The particulars of this joint administration shall be governed by separate election and organisational regulations. The Board of Trustees constitutes itself.

### **2 - Representation to third parties**

The Board of Trustees represents the foundation vis-à-vis third parties and designates those persons who may legally represent the foundation. The members of the Board of Trustees have joint power of signature, with two signatures being required. The administrative boards have no power of representation vis-à-vis third parties.

### **3 - Management and diligence**

The Board of Trustees manages the foundation in accordance with the law and ordinances, the provisions of the foundation charter, the pension fund regulations and directives from the supervisory authority.

### **4 - Adoption of resolutions**

The Board of Trustees has a quorum when the majority of its members are present. Resolutions are passed by a majority of the votes cast by the members present, provided the organisational regulations do not stipulate a qualified majority. If the vote is tied, the Chairman has the casting vote. Minutes must be kept of discussions and resolutions. Resolutions can also be passed by correspondence.

The founder may attend the meetings of the Board of Trustees in an advisory capacity only.

### **5 - Investment Committee**

The Board of Trustees may appoint an Investment Committee. Details concerning the rights and obligations of the Investment Committee are regulated by the organisational regulations issued by the Board of Trustees.

### **6 - Management and asset management**

The Board of Trustees may assign administration and management as well as asset management to one or more persons or companies.

### **7 - Consultation with pension actuaries**

If the foundation assets are no longer sufficient to meet the foundation's obligations, the Board of Trustees shall take the necessary measures after consulting with the pension actuary.

## **Art. 7 Administrative Board**

### **1 - Tasks**

Every company affiliated to the foundation shall set up an Administrative Board. The Administrative Board may not represent the foundation vis-à-vis third parties.

## **2 - Composition**

The Administrative Board is made up of equal numbers of employee representatives and employer representatives.

## **3 - Rights and obligations**

Details concerning the voting method and the rights and obligations of the Administrative Board are contained within the organisational regulations issued by the Board of Trustees.

## **Art. 8 Statutory auditors and pension actuary**

### **1 - Statutory auditors**

The Board of Trustees shall authorise a recognised auditor to undertake the annual examination of its conduct of business, accounting and investments (Art. 53, cl. 1 BVG).

### **2 - Pension actuaries**

The Board of Trustees shall appoint an accredited pension actuary to periodically monitor the employee benefits institution (Art. 53, cl. 2 and 3, BVG).

## **Art. 9 Legal successor, disbandment and liquidation**

### **1 - Termination of the contract of affiliation/liquidation of the company**

When a contract of affiliation with a company is terminated or a company is liquidated, settlement is effected in the first instance with the beneficiaries of the Vorsorgewerk. The Administrative Board or the Board of Trustees shall determine the application of any amount left over in accordance with the provisions of the law and the regulations.

### **2 - Legal successor**

Upon transfer of the founder to a legal successor or upon its merger with another company, the foundation shall follow suit, in the absence of a decision to the contrary by the Board of Trustees. The rights and duties of the founder towards the foundation shall transfer to the legal successor.

### **3 - Dissolution of the founder**

The foundation shall continue to be run, upon dissolution of the founder or its legal successor, unless the Board of Trustees decides to the contrary.

### **4 - Disbandment of the foundation**

If the foundation is disbanded, the foundation assets are primarily applied to safeguard the beneficiaries' legal and regulatory claims. Any remaining amounts shall be applied in accordance with the foundation's objective. The liquidation will be handled by the final Board of Trustees, which shall remain in office until liquidation proceedings have been completed, except in the case of countermanding instructions in the disbandment order of the supervisory authority.

### **5 - Reversion of foundation funds**

The foundation's resources may not revert to the founder or to its legal successor and may not be used for any purpose other than the provision of employee benefits.

## **6 - Approval of the supervisory authority**

The disbandment and liquidation of the foundation remains subject to approval by the supervisory authority.

## **Art. 10 Reservation of right of amendment**

### **1 - Amendment of provisions**

Under Art. 85 and 86 of the ZGB, the Board of Trustees may submit to the relevant supervisory authority applications for changes to the organisation and objective of the foundation and to the foundation charter in accordance with the legal requirements.

Under Art. 86a of the ZGB, the founder may submit to the relevant supervisory authority an application for changes to the foundation's objective in accordance with the legal requirements.

### **2 - Approval of the supervisory authority**

The amendment remains subject to approval by the supervisory authority.

**Swiss Life Collective Foundation  
2nd Pillar**

Zurich, 17 March 2010

Place and date



Dr. Hermann Walser  
Chairman of the Board of Trustees



Daniela Bräm  
Managing Director