

Rules of Procedure

Liberty 1e Flex Invest Foundation

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Rules of Procedure

Relying on Article 8 of the Charter of Liberty 1e Flex Invest Foundation (hereafter «Foundation»), the Board of Trustees adopts the following Rules of Procedure (hereafter «Rules»):

Art. 1 Purpose

- 1 These Rules of Procedure regulate how the Foundation and its pension funds are organised, and the duties and activities of the governing bodies.
- 2 The governing bodies of the Foundation are:
 - a) Board of Trustees
 - b) pension fund committees
- 3 If necessary, ad hoc committees may be established to deal with special issues. Their powers and responsibilities shall be defined in accordance with these Rules.
- 4 **Relationship with other regulations**
The Rules of Procedure are the basic internal regulations of the Foundation; they shall take precedence over other regulations.

Art. 2 Board of Trustees

- 1 **Highest governing body**
The Board of Trustees is the highest governing body of the Foundation; it represents the Foundation externally.
- 2 **General management**
 - a) Pursuant to Article 51a BVG/LPP, the Board of Trustees is responsible for the general management of the Foundation, it fulfils the statutory tasks, determines the strategic goals and policies of the Foundation and the means for implementing them.
 - b) It regulates the organisation of the occupational benefits institution, ensures its financial stability and monitors management.
- 3 **Composition**
The Board of Trustees consists of at least four members. It may be composed of representatives of the Founder, employees of affiliated employers or external professionals. A proportionate number of Foundation representatives shall be assigned to represent the employer.
- 4 The Board of Trustees is responsible for its own organisation. The Board members elect a neutral Chair. If the Board members cannot agree on a Chair, the latter shall be designated by the President of the cantonal court of Canton Schwyz.
- 5 Each business or group of businesses and persons may appoint no more than one representative to the Board of Trustees.

- 6 The Manager shall attend the meetings of the Board of Trustees in an advisory capacity.
- 7 The members of the Board of Trustees, the persons in charge of investments and the Manager are bound by the code of ethics in occupational benefits.

8 Term of office

The members of the Board of Trustees shall be appointed for a three-year term of office. On expiry of their term of office, members may be re-elected. If an employer or an employee representative leaves the Foundation following the termination of an affiliation agreement or employment contract with an affiliated employer, his membership in the Board of Trustees shall cease simultaneously. In this case, a substitute elected at the last election of Board members shall replace the outgoing member for the remainder of the term of office. The election shall be recorded in minutes.

9 Powers

The Board of Trustees has the following powers:

- preparation of Board of Trustees meetings and elections to the Board of Trustees. The Board of Trustees may delegate the preparatory work and the conduct of business transactions to one or more of its members;
- all matters concerning occupational benefits which are not assigned to another body by law, the Charter, these Rules of Procedure or the Investment Regulations;
- designating the authorised signatories. Signing powers are always joint (with another signatory);
- overseeing BVV2/OPP2 guidelines and annual performance
- ensuring that a risk management system and appropriate internal controls for the scope and complexity of activities are in place at the level of the Foundation, pension funds, and providers of significant outsourced services. This includes, notably, defining the control processes (ICS) for monitoring pension fund asset management and investment strategies, and overseeing management, technical administration and the principles of occupational pension provision in accordance with Article 1 et seq. BVV2/OPP2.
- appointment of the Management and accredited pension actuary;
- appointment of the auditor for one year at a time;
- outsourcing pension plan administration to third parties;
- adoption of all regulations;
- defining benefit scheme parameters and ensuring that they are appropriate;
- adoption of remuneration and compensation rules;
- decisions on granting and securing mortgages;

- designating the reinsurer;
- approving the annual report;
- setting the individual investment fluctuation reserves and actuarial provisions;
- defining admission criteria and business strategy;
- decisions on recovery plans and measures in case of underfunding;
- decisions on the investment of liquidities;
- setting the interest rate on cash balances, actuarial discount rate and conversion rate, and cost-of-living adjustments;
- decisions on proposals to the Regulatory Authority for changes in the Charter of the Foundation and the dissolution of the Foundation;
- the Board of Trustees may deny requests without substantiation.

10 Principles of integrity and ethical conduct

- The Board of Trustees is responsible for ensuring compliance with the principles of integrity and ethical conduct (Articles 48f to 48l BVV2/OPP2). To ensure implementation and monitor compliance with such principles, it shall adopt appropriate organisational measures (Article 49a BVV2/OPP2) and sanction persons and institutions that infringe those principles;
- In particular, it shall ensure that:
 - possible conflicts of interest are considered when persons are appointed or employed by the Foundation;
 - the disclosure of conflicts of interest is periodically included on the agenda;
 - third parties are informed about the regular disclosure of potential conflicts of interest.

11 Meetings and resolutions

- Meetings of the Board of Trustees are convened by the Chair as required or at the request of one third of its members. The Board is quorate when a majority of its members are present. Decisions shall be adopted by a simple majority of the members present and voting. In case of a tie, the chairman's vote shall count double. Resolutions may be adopted unanimously by circulation. Resolutions adopted by circulation shall be recorded in the minutes of the following meeting;
- Meetings of the Board of Trustees shall be convened by the Chair with at least 10 days' notice; the invitation to Board members shall include the agenda. If all Board members agree, the time limit may be waived;
- The resolutions of the Board of Trustees shall be recorded in minutes. The minutes shall be signed by the Chair of the meeting, the Manager and the secretary and approved at the next meeting.

Art. 3 Election of Board of Trustee members

- The Manager shall inform all pension fund committees about the timing and procedure of elections. In the case of professional associations, the Manager shall inform the respective executive boards and the latter shall forward the information about the timing and the procedure of elections.

- The incumbent Board of Trustees may propose both employer and employee representatives as candidates for election to the Board; the employer representatives may propose candidates as employer representatives and the employee representatives may propose candidates as employee representatives. The proposals shall be submitted to the pension fund committees in writing.
- Each business shall be entitled to propose employer candidates, and the employee representatives to the pension fund committees shall be entitled to propose employee candidates. For the purposes of this clause and with respect to the provision of occupational benefits for professional associations, Annex I shall apply.
- Candidates shall be made aware of their significant financial and personal liability. Sound knowledge of occupational benefits is indispensable to stand for election. The incumbent Board of Trustees may refuse candidates who do not satisfy the requirements.
- Persons willing to stand for election to the Board of Trustees shall file their candidacy with the Manager within 60 days of the date the election announcement was sent.
- Two lists shall be prepared, one presenting the employee candidates, the other the employer candidates. The employee and employer representatives on the pension fund committees shall each choose a candidate from their list. The votes of a pension fund committee shall be weighted by the number of active members in the corresponding pension fund on 1 January of the election year.
- The employee and employer representatives of the voting pension fund committees shall vote by correspondence. The duly completed election lists must be returned to the Manager at the latest within 30 days.
- The candidates with the greatest number of valid votes shall be elected as employee and employer representatives. Elections are decided by a relative majority of the votes cast.
- No more than one representative of any affiliated employer may be elected to the Board of Trustees. If more than one is elected, the one with the greatest number of votes shall sit on the Board of Trustees. Tied votes shall be decided by the drawing of lots.
- The pension fund committees shall be informed of the new composition of the Board of Trustees within 30 days of the submission deadline.

11 Substitute elections during a term of office

- If a member of the Board of Trustees leaves the Board, the employee or employer representative, as the case may be, with the second highest number of votes in the last election shall step in as substitute for the remaining term of office of the outgoing member. If no substitute employee or employer

representative is available, substitute elections shall be organised following the normal election procedure. If there is only one candidate standing or proposed to replace an outgoing Board member, the proposed candidate shall be deemed elected by silent voting at the end of the time limit for proposals, subject to the Board of Trustees' right of refusal in accordance with Article 4. If there are several proposals or candidates, the substitute shall be elected following the normal election procedure.

Art. 4 Pension fund committee

1 Constitution and composition

- a) On joining the Foundation, each business shall establish a pension fund committee responsible for the administration of pension benefits, implementation of the regulations and for informing members. A pension fund committee shall be established (as for separate pension funds) for the groups of self-employed members of the professional associations. For the latter, the provisions of the annex on occupational benefits for professional associations (Annex I) shall apply for the purposes of this Article;
- b) The pension fund committee is responsible for its own organisation, whereby the office of chair shall rotate between an employer and an employee representative. The committee shall send the minutes of the election detailing its composition to the Board of Trustees and shall automatically inform the Board about any changes;
- c) The pension fund committee shall consist of at least two members; if the employees contribute to the financing of their pension assets, they shall be entitled to elect representatives proportionately to the ratio of their contributions to those of the employer (see Article 89bis(3) ZGB/CC). The employer representatives shall be designated by the employer. The employee representatives shall be elected from the members of the pension fund with due regard where applicable to the different categories of employee. All members are eligible for election and are entitled to vote provided notice of termination has not been served on their employment contract.

2 Term of office

Members of the pension fund committee shall be elected for a three-year term of office. On expiry of their term of office, they may be re-elected. If an employer or employee representative leaves the pension fund following the termination of his employment contract, his membership in the pension fund committee shall terminate simultaneously. The new election shall be recorded in minutes and notified to the Foundation.

3 Powers

- The pension fund committee shall have the following powers:
- representing the interests of the pension fund committee vis à vis the Foundation;
 - decisions concerning the benefits scheme and its implementation; applications to the Foundation for changes in the benefits scheme or the establishment of new benefits schemes;

- checking record-keeping (Changes in salaries, exits, disability, changes in civil status, deaths, etc.);
- support in obtaining the requisite claim documentation in case of an insured event;
- reconciling contribution payments with the reports of the employer or his representatives;
- advising members;
- information to members and organisation of the appropriate information events;
- preparing and submitting proposals to the Board of Trustees (e.g. for amendments to regulations, etc.);
- responding to enquiries and applications from the Foundation and members;
- approving amendments to the affiliation agreement or its termination by the business;
- decisions concerning the allocation of the pension fund's non-committed assets in accordance with pension objectives and subject to the principle of equal treatment.

4 Meetings and resolutions

- a) The pension fund committee shall meet whenever necessary but at least once a year. Meetings shall be convened by the Chair of the committee or by a majority of its members. Unless disallowed by data protection requirements, the pension fund committee may delegate business (administrative processing without decision-making powers) to one or more persons appointed by the employer who may attend meetings in an advisory capacity;
- b) the pension fund committee shall be quorate when a majority of its members are present. Decisions shall be adopted by a simple majority of the members present and voting. In case of a tie, the Chair's vote shall count double;
- c) minutes shall be kept of all decisions of the pension fund committee; the Board of Trustees may view the minutes. The minutes shall be signed by the Chair and the secretary of the meeting. Decisions shall be communicated to the Foundation and the members of the business.

Art. 5 Management

- 1 Management shall be outsourced to a specialised company.

2 Powers

- a) Management shall have the following powers in particular:
 - structure and organisation of distribution;
 - relations with employers, members, financial intermediaries, asset managers, consultants and brokers;
 - technical administration;
 - finance and securities accounting;
 - preparation of annual financial statements;
 - monitoring and securing operational liquidity;
 - support in the definition and implementation of internal control processes (ICS), especially for overseeing asset management and the investment strategies of the pension funds;
 - acting as contact office for all governing bodies, employers, members, pensioners and partners (banks, asset managers, etc.);

b) the separate management agreement shall be the reference basis for the duties entrusted to the Management.

Art. 6 Auditor

- 1 The Board of Trustees shall designate the auditor. The Auditor shall verify the governance, books and investments of the Foundation once a year.
- 2 The Auditor shall submit a written report on its observations and findings to the Board of Trustees.

Art. 7 Accredited pension actuary

The Board of Trustees shall appoint an accredited pension actuary who shall periodically prepare an actuarial appraisal showing the financial situation of the Foundation (Article 52e(1) BVG/LPP).

Art. 8 Related-party transactions

- 1 Legal transactions with related parties shall be admissible provided they serve the financial interests of all recipients.
- 2 All activities relating to asset management, real estate management and Management shall be deemed significant legal transactions.
- 3 In the case of significant legal transactions with related parties, the Board of Trustees shall request at least two competing offers and shall ensure that the offers are appraised objectively and transparently. The decision-making process shall be documented so as to allow full and proper verification by the Auditor during the annual audit. The decision shall be made in the interest of all recipients.
- 4 The Investment Regulations shall stipulate the rules and responsibilities for related-party transactions relating to asset management.

Art. 9 Disclosure and written confirmation of pecuniary benefits

- 1 The amount and nature of the compensation of persons and institutions entrusted with management, administration or asset management shall be clearly defined and stipulated in a written agreement. They shall surrender any pecuniary benefits, within the meaning of Article 48k BVV2/OPP2, to the Foundation. Excepted from this rule are small presents and occasional customary gifts worth no more than CHF 200 per case and CHF 1,000 per year per partner, subject to a maximum limit of CHF 2,500 per year.
- 2 The Manager shall require all persons and institutions responsible for the management and administration of pension assets to provide a written confirmation once a year indicating

any personal pecuniary benefits (within the meaning of Article 48k BVV2/OPP2) and shall report thereon to the Board of Trustees.

- 3 In case of infringement of the obligation to disclose, the Foundation may apply sanctions including, in individual cases, the termination of a mandate or dismissal, and the filing of a criminal complaint.

Art. 10 Other provisions

1 Confidentiality

All persons responsible for the provision of occupational benefits shall be bound to strict confidentiality with regard to any information acquired in the scope of their duties, in particular with regard to the personal and financial situation of members, their families and the employers. The confidentiality obligation shall survive the termination of their assignment.

2 Obligation to provide information

The annual report and financial statements will contain, in addition to the statutory indications, a listing of all the Foundation's investments.

3 Liability

The members of the Foundation's governing bodies and all persons and institutions entrusted with benefits administration, management and auditing shall be liable for any damages caused, intentionally or negligently, to the Foundation or a pension fund (Article 52 BVG/LPP).

4 Recusal

Members of the governing bodies shall withdraw when matters affecting them or their spouse, partner, children or parents, personally or professionally, are discussed. If a member is obliged to withdraw, he shall not participate in the discussion or decision-making. The business or item shall be dealt with in his absence.

5 Remuneration

Members of the governing bodies and all other persons and institutions entrusted with the management of the Foundation's occupational benefits shall be remunerated for their activities on behalf of the Foundation.

Art. 11 Omissions in the Rules

If any provision on any specific point has been omitted from these Rules, the Board of Trustees shall adopt an appropriate rule in line with the object of the Foundation.

Art. 12 Amendments

The Board of Trustees may decide to amend these Rules at any time. The Foundation shall inform members in an appropriate

manner about any amendments to these Rules. The currently valid version shall be available at www.liberty.ch or may be obtained from the Foundation.

Art. 13 Annexes

All annexes constitute integral parts of these Rules.

Art. 14 Language and equality

All regulations shall be construed and interpreted in the German-language version. Words in the male form shall apply indifferently to men and women.

Art. 15 Jurisdiction and governing law

All Regulations are governed by Swiss law. Disputes between members, other entitled parties and the Foundation shall be subject to the jurisdiction of the courts in accordance with Article 73 BVG/LPP. For the rest, the place of jurisdiction for all types of proceedings shall be Schwyz, as shall the place of performance and debt collection for members and contractual partners not resident or domiciled in Switzerland.

Art. 16 Validity

These Rules come into force on 1 January 2024; they cancel and supersede the prior Rules of 2 December 2022.

Schwyz, 1 December 2023

Board of Trustees, Liberty 1e Flex Invest Foundation

Annex I

to the Rules of Procedure of Liberty 1e Flex Invest Foundation

Occupational benefits for professional associations

In amendment to the Rules of Procedure, the following provisions shall additionally apply to occupational benefits for professional associations.

Art. 3 Election of Board of Trustee members

- 3 Each professional association shall be entitled to propose employer candidates, who must be members of the professional association and have concluded an affiliation agreement with the Foundation.

Art. 4 Pension fund committee

1 Constitution and composition

For the groups of self-employed members of the professional associations, a pension fund committee shall be established for each association's pension fund (as for separate pension funds). The pension fund committee of an association's pension fund shall be designated by the affiliated self-employed from among their circle.

2 Term of office

Not applicable in the case of professional associations.

3 Powers

The pension fund committee of an association's pension fund shall have the following powers in particular:

- represent the interests of the professional association and its members vis à vis the Foundation;
- setting up and managing occupational benefit solutions:
 - decision-making on benefits schemes and their implementation; applications to the Foundation for changes in benefits scheme or the establishment of new benefits schemes;
 - periodical review of contractual and regulatory bases;
- information to members and organisation of the appropriate information sessions;
- preparing and submitting proposals to the Board of Trustees (e.g. for amendments to regulations, etc.);
- responding to enquiries and applications from the Foundation and members.

The duties of the pension fund committee may be delegated to the executive board of the professional association. In particular, the executive board shall be responsible for the administration of the association's pension fund/occupational benefits solution, proper maintenance of the contractual bases and informing members. The executive board may delegate administrative functions to third parties.

4 Meetings and resolutions

Minutes shall be kept of the decisions of the pension fund committee of an association's pension fund; the Board of Trustees may view the minutes. The minutes shall be signed by the Chair and the secretary of the meeting. Decisions shall be communicated to the Foundation and the members of the association's pension fund.