

ORIOR

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EXCELLENCE IN FOOD

# ARTICLES OF ASSOCIATION

DER ORIOR AG

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EXCELLENCE IN FOOD

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Unofficial translation of the (legally binding) German original text.  
Reflects the German text as of April 12th 2018.

## 1. General

### Article 1 Company Name, Domicile, Duration

Under the company name of Orior AG (Orior Ltd) (Orior SA), there exists, for an indefinite period, a corporation according to the present Articles of Association and the provisions of Title 26 of the Swiss Code of Obligations (CO) with domicile in Zurich.

### Article 2 Purpose

- 1 The purpose of the company is the purchase, administration and sale of investments, in particular of investments in food industry companies, and of other investments of assets of any kind.
- 2 The company may, in Switzerland and abroad, open branches, establish or invest in companies and enterprises, and engage in any business and enter into any contracts relating to the purpose of the company. The company may offer financing and securities to other group companies and assume guarantees on their behalf. The company may acquire, manage and make use of domestic and foreign properties and property rights.

## 2. Share Capital and Shares

### Article 3 Share Capital

- 1 The share capital amounts to CHF 26'069'996 (twenty-six million sixty-nine thousand and nine hundred ninety-six Swiss francs) and it is divided in 6'517'499 registered shares of CHF 4.00 each. The shares are fully paid in.
- 2 The shareholders' meeting may at any time by amendment of the Articles of Association convert registered shares into bearer shares and bearer shares into registered shares.
- 3 In the event of any future increase of the share capital, all new shares shall be offered to the then existing shareholders in proportion to their shareholding, unless the shareholders' meeting for important reasons resolves otherwise.

### Article 3a Conditional Capital

The company's share capital shall be increased by a maximum aggregate amount of CHF 714'256 through issuance of a maximum of 178'564 registered shares with a par value of CHF 4.00 each, to be fully paid in, by exercise of option rights that are granted to the directors and the employees of the company and its subsidiaries according to one or several investment schemes. The issue price for the new shares and the investments schemes shall be determined by the board of directors. The shareholders' subscription rights and pre-emptive subscription rights shall be excluded with regard to this conditional capital increase. The purchase of registered shares by exercising option rights and any subsequent transfer shall be subject to the restrictions set forth in Art. 5 and 6 of the Articles of Association.

**Article 3b Authorized Capital**

- 1 The board of directors is authorized to nominally increase the share capital at any time up to 12 April 2020 by a maximum par value of CHF 3'908'000 through the issue of a maximum of 977'000 registered shares with a par value of CHF 4.00 each, to be fully paid in. Partial capital increases are permitted. The issue price, the date of the dividend entitlement, and the type of contribution will be determined by the board of directors. When acquired, the new registered shares are subject to the registration restrictions laid down in Art. 5 and 6 of the Articles of Association.
- 2 The Board of Directors shall be authorized to restrict or withdraw the pre-emptive subscription rights of shareholders and to allocate them to third parties, (i) if the new shares are to be used to acquire another enterprise, parts of an enterprise or equity interests, or to finance investment projects or to finance or refinance any such transactions by the Company, or (ii) if the new shares are being placed nationally and internationally for the purpose of raising equity in a swift and flexible manner that would be difficult to arrange or only at much less favourable conditions if the pre-emptive subscription rights to the new shares were not restricted or withdrawn.
- 3 The Board of Directors may allow subscription rights that have not been exercised to lapse, or it may place these subscription rights, or registered shares for which subscription rights were granted but not exercised, at market conditions, or use them otherwise in the interests of the Company.

**Article 4 Deferred Printing of Shares, Book-Entry Securities**

- 1 The shareholders may at any time request the issuance of a confirmation of the number of their registered shares, which is to be issued by the company. They are, however, not entitled to request the printing and delivery of certificates for shares. The Company may, however, at any time print and deliver certificates for shares, including, in any event, global share certificates covering any number of shares. The certificates shall bear the facsimile signature of the chairman of the board of directors of the company.
- 2 The company may enter shares not evidenced by certificates in a separate register (book-entry securities register). Upon entry in the book-entry securities register, any uncertificated shares become book-entry securities. The register is not public. Book-entry securities are not created by registration in the share register.
- 3 Shares, if evidenced by certificates, may be deposited with a depository or, in case of book-entry securities, registered in the latter's main register and credited to a securities account.
- 4 Shares not evidenced by certificates and the rights resulting therefrom as well as book-entry securities may only be transferred by assignment. In order to be valid, such assignment requires notification to the company. If shares not evidenced by certificates are managed by a bank on behalf of a shareholder, such shares may only be transferred with the cooperation of the bank. With regard to book-entry securities, the disposal and creation of securities is exclusively subject to the Swiss Act on Book-Entry Securities of October 3, 2008 (BESA).

**Article 5 Share Register**

- 1 The company shall maintain a share register in which the names, addresses and nationalities (or domicile, in the event of legal entities) of the owners, beneficiaries and nominees are recorded. The company must be notified of any change of address.
- 2 The shareholders, beneficiaries or nominees of the company are those registered accordingly in the share register.
- 3 The shares cannot be divided and the company recognizes only one owner, beneficiary or representative per share. Ownership of the share includes acknowledgment of the Articles of Association of the company.
- 4 Acquirers of registered shares shall upon application be recorded in the share register as shareholders with the right to vote provided that they declare explicitly to have acquired these registered shares in their own name and for their own account.
- 5 The board of directors shall be entitled to cancel entries in the share register with retroactive effect as of the date of registration if they were made based on false information. The board of directors may first hear the affected shareholder, beneficiary or nominee. The affected shareholder, beneficiary or nominee shall in any case immediately be notified of the cancellation.
- 6 The board of directors shall take the measures necessary for compliance with the provisions of Art. 5 and 6 of the Articles of Association.

**Article 6 Nominees**

Any persons not expressly stating in their application form that the shares have been acquired for their own account ("Nominees") may be entered as shareholders in the share register with voting rights if the Nominee concerned is subject to a recognized banking and financial market supervision and has entered into an agreement with the board of directors regarding its position. The total share capital held by the Nominee may not exceed two percent of the issued share capital of the company. In excess of this limit, the board of directors may register Nominees in the share register with voting rights, if the Nominees disclose the names, addresses, citizenship and shareholdings of those persons for which they hold two percent or more of the issued share capital.

## 3. Corporate Bodies

### Article 7

The corporate bodies are:

- A. The shareholders' meeting;
- B. The board of directors;
- C. The auditors.

#### A. Shareholders' Meeting

### Article 8 Powers of the Shareholders' Meeting

The shareholders' meeting is the supreme body of the company. It has the following non-delegable powers:

- 1 To adopt and amend the Articles of Association and the company regulations issued by the shareholders' meeting;
- 2 To elect and remove the chairman and other members of the board of directors, the members of the compensation committee, the auditors and the independent proxy;
- 3 To approve the annual report or status and performance report (Lagebericht), respectively, the consolidated financial statements and the annual financial statements;
- 4 To pass resolutions on the use of the balance sheet profit, in particular, the declaration of dividends;
- 5 To approve compensation payable to the board of directors and management board;
- 6 To discharge the members of the board of directors;

7 To merge, convert, demerge, dissolve and liquidate the company;

8 To pass resolutions concerning all matters which are reserved to the shareholders' meeting by law or by the Articles of Association and regulations, or that are submitted to it by the board of directors or the auditors.

### Article 9 Ordinary and Extraordinary Shareholders' Meeting

1 The ordinary shareholders' meeting shall be held annually within six months following the close of the business year.

2 Extraordinary shareholders' meetings shall be called whenever necessary, in particular in the cases provided for by law. Shareholders whose combined holdings represent at least ten percent of the share capital may at any time demand in writing that a meeting be called, specifying the reasons and the agenda items as well the motions and, in case of elections, the names of the proposed candidates. The shareholders' meetings shall be called by the board of directors or, if necessary, by the auditors or a liquidator.

#### Article 10 Convening, Agenda Items

- 1 The shareholders' meeting shall be called no less than 20 days before the date of the meeting in the form stipulated in Art. 33 of the Articles of Association. The invitation shall state the items and motions of the board of directors and of the shareholders who demanded that a shareholders' meeting be called or that a certain item be included in the agenda. No resolution may be passed on any item for which no proper notice was given; this prohibition does not apply to motions to call an extraordinary shareholders' meeting or to initiate a special audit.
- 2 Shareholders whose combined holdings represent at least ten percent of the share capital or shares at a nominal value of at least CHF 1'000'000.00 may demand that an item be included in the agenda of the shareholders' meeting. The respective motion must be submitted to the board of directors of the company in writing no less than 60 days before the date of the meeting, specifying the item and the motions of the shareholder.
- 3 No less than 20 days before the ordinary shareholders' meeting, the annual report, the remuneration report and accompanying audit review report, the audit report and any motions for amendment of the Articles of Association shall be made available to the shareholders at the domicile for inspection.

#### Article 11 Resolutions and Elections

- 1 The shareholders' meeting passes its resolutions and performs elections with the absolute majority of the votes represented at the meeting, unless mandatory statutory provisions or the Articles of Association provide otherwise. Abstentions will be disregarded for the purpose of establishing a majority.
- 2 As a rule, ballots and elections shall take place openly. Written ballots and elections shall take place upon instruction of the chairman or upon request of the majority of the votes represented. The chairman may also hold ballots and elections by means of electronic proceedings. Electronic ballots and elections are on a par with those carried out in written form.
- 3 The chairman may allow an open ballot or election to be repeated in writing or by electronic means if at his own opinion the result is doubtful. In such case, the precedent open ballot or election shall be considered as not having taken place.
- 4 If an election proves inconclusive in the first round and if there is more than one candidate standing for election, the chairman shall order a second election, which shall be decided by a relative majority.

**Article 12 Right to Vote and Representation**

- 1 At the shareholders' meeting each share entitles to one vote.
- 2 Each shareholder may have his or her shares represented at a shareholders' meeting by means of written proxy by a third person of his or her choice who need not be a shareholder. All the shares held by one shareholder may only be represented by one person.
- 3 The board of directors shall issue the regulations concerning participation in and representation at the shareholders' meetings, as well as on issuing instructions. It shall ensure that shareholders can also use electronic means to give power of proxy and instructions to the independent proxy.
- 4 With regard to resolutions relating to the discharge of the board of directors, any persons who were in any manner involved in the management shall not be entitled to vote.

**Article 13 Chairman, Scrutineers, Minutes**

- 1 The chairman of the board of directors or, in his absence, the vice chair or another member of the board of directors shall preside over the shareholders' meeting. In case of doubt, the chairman shall be appointed by the shareholders' meeting. The chairman shall have all powers to preside over the shareholders' meeting.
- 2 The chairman shall designate a secretary and the scrutineers, who need not be shareholders. The minutes of the shareholders' meeting shall be signed by the chairman and the secretary.

**Article 14 Independent Proxy**

- 1 The shareholders' meeting elects an independent proxy. The independent proxy's term of office shall terminate at the end of the next ordinary shareholders' meeting. Re-election is permitted.
- 2 The shareholders' meeting can remove the independent proxy with effect from the end of the shareholders' meeting.
- 3 If the independent proxy is unable to perform his or her duties, the board of directors must appoint an independent proxy for the term up to the next shareholders' meeting. Voting instructions that have already been issued remain valid provided the shareholder does not expressly give other instructions.
- 4 The independent proxy can be represented by another person at the shareholders' meeting. He or she remains fully responsible for fulfilling his or her tasks.
- 5 The independent proxy is obliged to exercise the voting rights assigned to him or her in line with the instructions given. If he or she receives no instructions he or she will withhold the votes.



## **B. Board of Directors**

### **Article 15 Number of Directors**

- 1** The board of directors consists of at least three and no more than nine members.
- 2** The members of the board of directors are elected individually by the shareholders' meeting for a term of office of one year up to the end of the next ordinary shareholders' meeting. Re-election is permitted.

### **Article 16 Organization of Board of Directors**

- 1** The board of directors shall constitute itself subject to the provisions of the law and the Articles of Association. It shall appoint a vice chair from among its members and may designate a secretary who need not be a member of the board of directors. Minutes are kept on the proceedings and resolutions of the board of directors, which are to be signed by the respective chairman and the secretary.
- 2** If the chairman is unable to perform his duties, the board of directors shall appoint one of its members as interim chairman for the remaining term of office.
- 3** The board of directors may appoint committees from among its members to perform even non-delegable and inalienable duties, and may have such committees or individual members prepare and exercise its resolutions, supervise the business and carry out special assignments.

### **Article 17 Convening, Resolutions, Minutes**

- 1** The board of directors shall convene upon a meeting having been called by the chairman, whenever the need arises, or upon request of a member.
- 2** Any member may at any time request the chairman to immediately call a meeting, provided that they state their reasons.
- 3** The board of directors has a quorum if and as long as at least the majority of its members are present. Resolutions shall be passed by the majority of the votes of the members present. Each member shall have one vote. The chairman shall have the casting vote.
- 4** A quorum is not required if the sole purpose of the meeting is to record the implementation of a capital increase and approve the subsequent amendment of the Articles of Association to that effect.
- 5** The board of directors may pass its resolutions in writing (including by letter, e-mail or facsimile), unless a member requests an oral consultation. Such resolutions require the consent of the majority of all the members of the board of directors and shall be recorded in the minutes of the board of directors.

### Article 18 Powers of the Board of Directors

1 The board of directors has, in particular, the following non-delegable and inalienable duties:

1. Ultimate management of the company and issuance of the necessary directives;
2. Establishment of the organization;
3. Structuring of the accounting system, of the financial controls and of the financial planning;
4. Appointment and removal of the persons entrusted with the management, and assignment of signing authority;
5. Ultimate supervision of the persons entrusted with the management, in particular, in view of compliance with the law, the Articles of Association, regulations and directives;
6. Preparation of the business report and the compensation report as well as preparation of the shareholders' meeting and implementation of its resolutions;
7. Passing of resolutions regarding the subsequent payment of capital with respect to not fully paid-in shares, and amendment of the Articles of Associations to that effect;
8. Passing of resolutions regarding capital increases, to the extent that they are in the power of the board of directors (Art. 651 Para. 4 CO), recording of capital increases, preparation of the capital increase report, and amendment of the Articles of Association to that effect;

9. Non-delegable and inalienable duties and powers of the board of directors pursuant to the Merger Act and other laws;

10. Notification of the court in case of over-indebtedness.

2 The board of directors may pass resolutions on any matters that are not by law or by the Articles of Association reserved to another body of the company.

### Article 19 Activities outside the group

1 The members of the board of directors may simultaneously carry out no more than five additional mandates outside the group in the supreme managing or supervising body of other listed companies, and eight such mandates at unlisted entities that are obliged to be entered in the commercial register or a comparable foreign register. To the extent a member does not reach the maximum number of mandates at listed companies, the number of mandates permitted at unlisted entities increases accordingly. Subject to the approval by the board of directors, a member may exceed these limits for a short period of time.

2 Subject to the approval by the board of directors, members of the management board may simultaneously carry out no more than one additional mandate outside the group in the supreme managing or supervising body of another listed company, and four such mandates at unlisted entities that are obliged to be entered in the commercial register or a comparable foreign register. A member may exceed these limits for a short period of time.

- 3 There are no limits on activities at not-for-profit entities such as associations, societies and foundations.
- 4 Several mandates within the same group of companies and mandates performed as part of the member's position on the board of directors or management board or in a supreme managing or supervising body (including in pension funds, joint ventures and legal entities in which a significant interest is held) are counted as one mandate.

#### **Article 20 Loans and credit facilities**

Loans and credit facilities may only be extended to members of the board of directors and management board in exceptional, justified cases. Such loans and credit facilities must not total more than CHF 200'000 per member.

#### **Article 21 Delegation of Management**

The board of directors shall be authorized to delegate the management of the company, in part or entirely, in accordance with the organizational regulations to individual members of the board of directors, to the management board or to third parties. It shall also decide on any other regulations, codes of conduct and internal provisions of the company.

#### **Article 22 Contractual relations**

Contracts determining the compensation payable to members of the board of directors and management board may be of fixed or unlimited term. The maximum duration of fixed-term contracts is one year. Renewal is permitted. The notice period for an unlimited term contract may not exceed one year.

### Artikel 23 Compensation committee

- 1 The compensation committee shall consist of at least three members of the board of directors.
- 2 The members of the compensation committee are elected individually by the shareholders' meeting for a term of office of one year up to the end of the next ordinary shareholders' meeting. Re-election is permitted.
- 3 The board of directors appoints one of the members of the compensation committee as chair and issues a regulation defining the responsibilities of the compensation committee taking into account the law and the Articles of Association.
- 4 If the compensation committee does not have a sufficient number of members, the board of directors shall appoint the necessary number of members of the board of directors as interim members of the compensation committee for the remaining term of office.
- 5 Subject to the powers of the shareholders' meeting, the compensation committee has the following responsibilities:
  1. Checking compliance with the compensation principles pursuant to the law, Articles of Association, regulations and the resolutions of the shareholders' meeting regarding the compensation;
  2. Submitting proposals to the board of directors on the definition of principles, assessment criteria and qualitative and quantitative targets in connection with the compensation within the parameters of the law and the Articles of Association;

3. Submitting calculations and proposals to the board of directors on the qualitative and quantitative targets for determining the variable compensation;
4. Submitting proposals to the board of directors about the amounts of fixed compensation to be paid to members of the board of directors and fixed and variable compensation to be paid to members of the management board;
5. Submitting the proposed compensation report to the board of directors;
6. All other actions required of it by the law, Articles of Association or regulations.

### C. The Auditors

#### Article 24 Election, Term of Office, Duties

- 1 The shareholders' meeting shall each year elect a state-supervised audit company as auditors, whose duties shall be governed by the provisions of the Swiss Code of Obligations.
- 2 The auditor's term of office shall be one year, beginning the day of their election and ending on the day of the next ordinary shareholders' meeting.
- 3 The board of directors may at any time request the auditors to conduct special audits and to report the results.

## 4. Compensation

### A. Compensation of the board of directors

#### Article 25 Components of compensation

- 1 Members of the board of directors receive a fixed compensation for their work.
- 2 Additional compensation payments may be made for membership in committees or for taking on special responsibilities or tasks.
- 3 For activities in legal entities directly or indirectly controlled by the company, and for mandates performed as part of the member's position on the board of directors (Art. 19 Para. 4), the legal entities concerned may make compensation payments to members of the board of directors provided these payments are within the amount approved by the shareholders' meeting.
- 4 Part of the compensation may be paid in shares of the company.
- 5 Members of the board of directors may also be offered the opportunity to purchase blocked shares in the company at market value (including a discount reflecting the blocking and the duration of the blocking period).
- 6 Members of the board of directors also have their expenses reimbursed. Reimbursement of expenses does not count as compensation.
- 7 To the extent permitted by law, the company may indemnify members of the board of directors for losses suffered in connection with lawsuits, trials or settlements relating to their work for the company, or advance appropriate amounts or take out insurance. Such indemnities, advances and insurance do not count as compensation.

### Article 26 Approval

- 1 At the ordinary shareholders' meeting the shareholders' meeting gives binding approval each year of the aggregate maximum amount of the fixed compensation for the members of the board of directors for the period up to the next ordinary shareholders' meeting.
- 2 If the shareholders' meeting refuses approval, the board of directors may make new proposals to the same shareholders' meeting for approval. If the board of directors makes no new proposals or if the shareholders' meeting rejects the new proposals as well, the board of directors may convene a new shareholders' meeting.

### B. Compensation of the management board

#### Article 27 Components of compensation

- 1 Members of the management board receive a fixed compensation and a variable compensation for their work.
- 2 For activities in legal entities directly or indirectly controlled by the company, and for mandates performed as part of the member's position on the management board (Art. 19 Para. 4), the legal entities concerned may make compensation payments to members of the management board provided these payments are within the amounts approved by the shareholders' meeting.
- 3 Members of the management board may also be offered the opportunity to purchase blocked shares in the company at market value (including a discount reflecting the blocking and the duration of the blocking period).

- 4 The members of the management board also have their expenses reimbursed. Reimbursement of expenses does not count as compensation.
- 5 To the extent permitted by law, the company may indemnify members of the management board for losses suffered in connection with lawsuits, trials or settlements relating to their work for the company, or advance appropriate amounts or take out insurance. Such indemnities, advances and insurance do not count as compensation.

#### **Article 28 Variable compensation**

- 1 Variable compensation for members of the management board is based on qualitative and quantitative targets. The board of directors judges the degree to which targets have been achieved.
- 2 The amount of variable compensation can be no higher than 50% of total compensation. Part of the variable compensation may be paid in shares of the company.
- 3 The board of directors shall issue a regulation governing the details.

#### **Article 29 Approval, additional amount**

- 1 At the ordinary general meeting the shareholders' meeting gives binding approval each year of the aggregate maximum amount of the fixed compensation for the members of the management board for the next fiscal year.
- 2 At the ordinary shareholders' meeting the shareholders' meeting gives binding approval each year of the aggregate amount of the variable compensation for the members of the management board for the previous fiscal year.
- 3 If the shareholders' meeting refuses approval, the board of directors may make new proposals to the same shareholders' meeting for approval. If the board of directors makes no new proposals or if the shareholders' meeting rejects the new proposals as well, the board of directors may convene a new shareholders' meeting.
- 4 If new members of the management board are appointed after approval has been given by the shareholders' meeting, the additional amount per new member is 120% pro rata of the highest fixed compensation paid to a member of the management board in the fiscal year preceding the last ordinary shareholders' meeting. The shareholders' meeting is not required to approve this additional compensation.

## 5. Fiscal Year, Allocation of Profits

### Article 30 Fiscal Year, Allocation of Profits

The board of directors determines the fiscal year. The board of directors shall for each fiscal year prepare a business report, consisting of the financial statements (i.e. profit and loss statement, balance sheet and annex), the annual report or status and performance report (Lagebericht), respectively, and the consolidated financial statements. The balance sheet profit shall be allocated by the shareholders' meeting within the limits of the law. The board of directors shall submit its proposals to the shareholders' meeting.

## 6. Dissolution and Liquidation of the Company

### Article 31 Dissolution

The shareholders' meeting may at any time resolve the dissolution and liquidation of the company or its merger with another company.

### Article 32 Liquidation

- 1 The liquidation of the company shall be carried out by the board of directors in accordance with the law, unless the shareholders' meeting entrusts the liquidation to other persons.
- 2 The liquidators shall be authorized to dispose of the assets by way of private contract.
- 3 After all the debts have been satisfied, the net proceeds shall be distributed among the shareholders in proportion to the amounts paid in.

## 7. Notices

### Artikel 33 Organ of Publication, Notices

- 1 The Swiss Official Gazette of Commerce is the company's organ of publication. The board of directors may designate further organs of publication.
- 2 Notices to the shareholders shall be given by publication in the organ of publication and, where personal notice is required by law, to the address of each registered shareholder which was last recorded in the share register.

## 8. Contributions in Kind

### Article 34 Contributions in Kind

According to the acquisition agreement between Orior Holding SA, Geneva, and Polyusus VIII AG, Zurich, dated August 30, 2006, the company acquired from Orior Holding SA 154'000 fully paid-in registered shares of Orior Food SA, Geneva, with a nominal value of CHF 200 at a price of CHF 102'000'000.