

ORIOR AG

CORPORATE GOVERNANCE
REPORT 2021

Corporate Governance Report

ORIOR Group is committed to best practices in corporate governance with a high level of transparency. Good corporate governance protects the interests of Company shareholders and other stakeholders while helping the Group achieve sustainable development. The information disclosed hereinafter complies with Swiss law and the current requirements of the "Directive Corporate Governance" (DCG) ad hoc publicity rules issued by SIX Swiss Exchange.



Outlook on further changes

Evaluation of corporate governance is an ongoing process during which improvements are constantly explored and implemented. Various compensation mechanisms and stock owner-

ship policies were revised or introduced during the year under review. Additional refinements that will be introduced in 2022 are already known. The forward-looking text boxes shaded in grey inform about these changes.

1. Group structure and shareholders

The registered office of ORIOR AG, the parent company of ORIOR Group, is in Zurich (Switzerland). Information on the security number and ISIN code of its shares and its stock market capitalisation is given in the "Share information" section of this Annual Report (see p. 104). The subsidiaries included in the Group's scope of consolidation are listed in the Notes to the Consolidated Financial Statements along with their legal domicile, share capital and the percentage interest held by the Group (see p. 94). Apart from the parent company, only unlisted companies are included in the scope of consolidation.

Group structure as of 31 December 2021

Board of Directors

Rolf U. Sutter, Chairman
 Markus R. Neuhaus, Vice Chairman
 Monika Friedli-Walser
 Walter Lüthi
 Monika Schüpbach
 Markus Voegeli

Executive Committee

Daniel Lutz, CEO ORIOR Group
 Andreas Lindner, CFO ORIOR Group
 Filip De Spiegeleire, CEO ORIOR Europe and CEO Culinor Food Group
 Max Dreussi, CEO Convenience Segment and CEO Fredag

Extended Executive Committee

Milena Mathiuet, Chief Corporate Affairs Officer
 Stefan Weber, Co-Founder and CEO Casualfood

ORIOR Corporate

Lionel Albrecht, CIO ORIOR Group
 Stefan Graf, Chief Supply Chain Officer
 Bernhard Pfulg, CFO ORIOR Switzerland

Convenience Segment

Max Dreussi
 CEO Fredag
Oscar Marini
 CEO Le Patron and Pastinella
Clemens Rüttimann
 CEO Biotta

Refinement Segment

Tazio Gagliardi
 CEO Rapelli
Christoph Egger
 CEO Albert Spiess
Walter Koller
 CEO Möfag

International Segment

Filip De Spiegeleire
 CEO ORIOR Europe and
 CEO Culinor Food Group
Stefan Weber / Michael Weigel
 Founder / CEOs Casualfood

Personnel changes in Group-level management

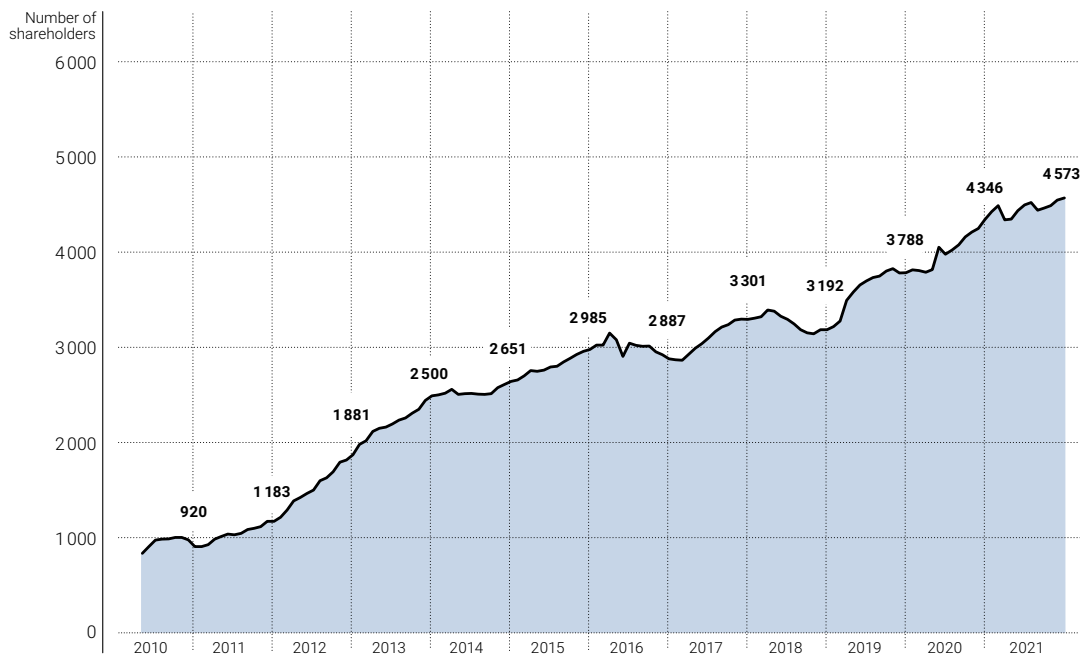
In March 2021 ORIOR informed that Rolf U. Sutter, its long-standing Chairman of the Board of Directors, would stand for re-election to a maximum of two more terms of office.

Max Dreussi, the CEO of Fredag, was appointed to the Executive Committee of ORIOR Group effective 1 September 2021. He was concurrently assigned management responsibility for the Convenience segment.

In December 2021 Christoph Egger assumed management responsibility for Albert Spiess from Walter Koller, who had held this role ad interim in addition to his role as CEO of Möfag.

ORIOR shareholders

According to the share register, ORIOR had 4 573 shareholders as of 31 December 2021, meaning there was again an increase in the number of shareholders during the year under review. The change in the number of shareholders entered in the share register since the IPO in April 2010 is depicted below:

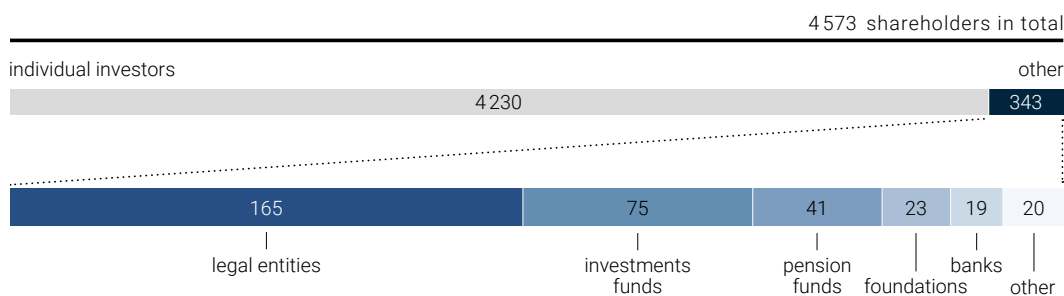


The 4 573 registered shareholders at 31 December 2021 held 76.89% of total share capital. Information on the distribution of shareholdings as of 31 December 2021 by size of shareholding, by category and by country is given below.

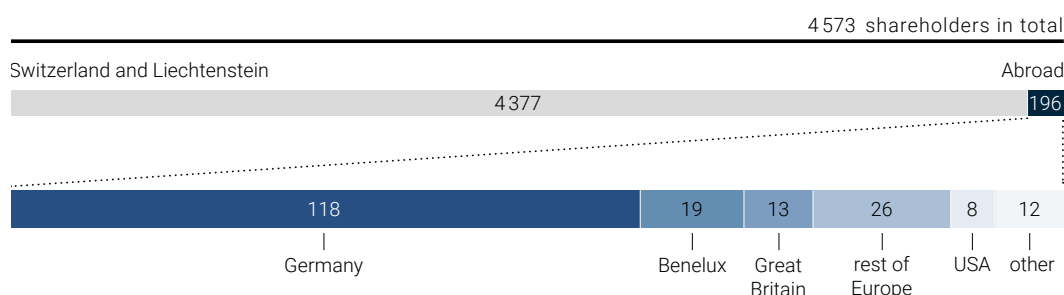
Number of shareholders entered in the share register as of 31 December 2021, by number of shares held:

Number of shares held	Number of shareholders	Total number of shares
1 – 10	310	1 831
11 – 100	1 522	91 296
101 – 1 000	2 351	812 825
1 001 – 10 000	327	857 176
10 001 – 100 000	55	1 620 725
> 100 000	8	1 646 754
Total	4 573	5 030 607

Number of shareholders entered in the share register as of 31 December 2021, by category:



Number of shareholders entered in the share register as of 31 December 2021, by country:



Major shareholders

According to notifications received, as of 31 December 2021 the following shareholders each own more than 3% of ORIOR AG's share capital:

Shareholder	Number of shares	%	Source
UBS Fund Management (Switzerland) AG (CH)	653 153	10.02 ¹	Notification 20.05.2021
Swisscanto Fondsleitung AG (CH)	353 965	5.431	Notification 15.11.2018
Credit Suisse Funds AG (CH)	345 903	5.31	Notification 15.11.2018
Vontobel Fonds Services AG (CH)	197 778	3.03457 ²	Notification 30.11.2021

¹ Includes RoPas (CH) Institutional Fund – Equities Switzerland, which holds an interest of 5.98%.

² Includes Raiffeisen Futura – Swiss Stock.

During the period between 1 January 2021 and 31 December 2021 the following disclosure notifications were received and duly published on the website of the SIX Swiss Exchange:

Publication date	Shareholder / Group	Reason for announcement	New shareholding
30.11.2021	Vontobel Fonds Services AG (CH)	Purchase	3.03457%
13.11.2021	Schroders Plc (GB)	Sale	< 3%
15.09.2021	Vontobel Fonds Services AG (CH)	Purchase	3.02492%
20.05.2021	UBS Fund Management (Switzerland) AG (CH)	Purchase	10.02%
25.03.2021	UBS Fund Management (Switzerland) AG (CH)	Sale	9.9%
23.01.2021	UBS Fund Management (Switzerland) AG (CH)	Purchase	10.06%
21.01.2021	UBS Fund Management (Switzerland) AG (CH)	Sale	9.99%

> Website SIX Exchange Regulations: <https://www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html>

During the period between 1 January 2022 and 23 February 2022 the following disclosure notifications were received and duly published on the website of the SIX Swiss Exchange:

Publication date	Shareholder / Group	Reason for announcement	New shareholding
27.01.2022	Lombard Odier Asset Management (Switzerland) SA (CH)	Purchase	3.23%
27.01.2022	Vontobel Fonds Services AG (CH)	Purchase	5.6977%

As of 23 February 2022, ORIOR was not aware of any other person or entity holding, directly or indirectly, 3% or more of the Company's share capital. Nor was ORIOR AG aware of any significant agreements or arrangements among shareholders regarding their holdings of ORIOR AG registered shares.

Registered shares not entered in share register

As of 31 December 2021, 23.11% of total share capital was not entered in share register (Dispobestand). In the past, this figure has fallen well below the 20% mark relative to total share capital shortly before the Annual General Meeting. This fluctuation reflects institutional investors' decisions to transfer positions to open custody accounts shortly after the end of the Annual General Meeting to improve their administrative efficiency during the remainder of the year. A week before the previous Annual General Meeting, which took place on 26 April 2021, 15.6% of total share capital was not entered in the share register.

Cross-shareholdings

There are no cross-shareholdings with other companies.

2. Capital structure

Share capital

in CHF	31.12.2021	31.12.2020	31.12.2019
Ordinary share capital	26 169 596	26 069 996	26 069 996
Conditional share capital	614 656	714 256	714 256
Authorised share capital	1 880 000	1 880 000	3 908 000
Treasury shares	850 521	1 092 356	121 873

Ordinary capital

ORIOR AG's share capital is fully paid in and amounts to CHF 26 169 596. It is divided into 6 542 399 registered shares with a par value of CHF 4.00 each. There is only one category of registered shares. Further information on the shares is given in the "Share information" section of this Annual Report (see p. 104). As a result of the exercise of stock option rights, ordinary share capital increased by CHF 99 600 in 2021. In accordance with Art. 653h OR, this change in the share capital will be entered in the commercial register no later than 31 March 2022.

Conditional capital

The share capital of the Company may be increased by a maximum of CHF 614 656 through the issue of a maximum of 153 664 registered shares with a par value of CHF 4.00 each, which must be fully paid in, upon exercise of options rights granted to the members of the Board of Directors and employees of the Company and subsidiaries under one or more share-based compensation plans. The issue price for the new shares and the terms of the share-based compensation plans is determined by the Board of Directors. The subscription rights and preemptive rights of shareholders are excluded with respect to this conditional capital increase. The acquisition of registered shares through the exercise of option rights and every subsequent transfer are subject to the restrictions on entry in the share register stipulated in Articles 5 and 6 of the Articles of Association. As a result of the exercise of stock option rights, conditional share capital decreased by CHF 99 600 in 2021. In accordance with Art. 653h OR, this change in conditional share capital will be entered in the commercial register no later than 31 March 2022.

Authorised share capital

The Board of Directors is authorised to nominally increase the share capital at any time up to 4 June 2022 by a maximum par value of CHF 1 880 000 through the issue of a maximum of 470 000 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.

The Board of Directors shall be authorised to restrict or withdraw the preemptive 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 preemptive subscription rights to the new shares were not restricted or withdrawn. 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.

Renewal of authorised share capital

The authorised share capital is due to expire on 4 June 2022. The Board of Directors will submit a proposal at the next Annual General Meeting on 5 April 2022 to renew the authorised capital in

the same amount of CHF 1 880 000, corresponding to 470 000 registered shares with a par value of CHF 4.00 each, to be fully paid in, for an additional two-year period expiring 5 April 2024.

Changes in capital

Date	Resolution	Decision-making body
27.10.2021	Increase in ORIOR AG's share capital by 24 900 registered shares or CHF 99 600; the placed shares originated from the Company's conditional capital and were created and issued under the employee stock purchase plan for 2021.	Board of Directors
04.06.2020	Renewal of authorised share capital, with a reduced maximum amount of CHF 1 880 000, corresponding to 470 000 fully paid registered shares with a nominal value of CHF 4.00 each, for an additional two-year period expiring 4 June 2022.	Annual General Meeting
12.04.2018	Renewal of authorised capital in the amount of CHF 3 908 000, corresponding to 977 000 registered shares with a par value of CHF 4.00 each, to be fully paid in, for an additional two-year period expiring 12 April 2020.	Annual General Meeting
07.03.2018	Increase in ORIOR AG's share capital by 592 499 registered shares or CHF 44.7 million; the placed shares originated from the Company's authorised but unissued capital stock.	Board of Directors
25.03.2016	Renewal of authorised share capital, with a reduced maximum amount of CHF 4 400 000, corresponding to 1 100 000 fully paid registered shares with a nominal value of CHF 4.00 each, as well as various other amendments to Article 3b of the Company's Articles of Association in connection with authorised share capital.	Annual General Meeting
25.03.2014	Renewal of authorised capital in the amount of CHF 4 761 704, corresponding to 1 190 426 registered shares with a par value of CHF 4.00 each, to be fully paid in, for an additional two-year period expiring 25 March 2016.	Annual General Meeting
27.03.2012	Renewal of authorised capital in the amount of CHF 4 761 704, corresponding to 1 190 426 registered shares with a par value of CHF 4.00 each, to be fully paid in, for an additional two-year period expiring 27 March 2014.	Annual General Meeting
21.04.2010	Increase in ORIOR AG's share capital by 1 675 000 registered shares or CHF 6.7 million.	Board of Directors
09.04.2010	Resolution passed to split the share capital consisting of 170 000 registered shares with a par value of CHF 100.00 each into 4 250 000 registered shares with a par value of CHF 4.00 each. Authorisation granted to the Board of Directors to increase the share capital from CHF 17 million to a maximum of CHF 97 million within the next three months. Creation of conditional share capital in the amount of CHF 714 256 and authorised share capital in the amount of CHF 4 761 704.	Extraordinary General Meeting

ORIOR AG has purchased own shares through numerous transactions on the open market:

	2021	2020	2019	2018
Number of own shares bought on the market	0	12 887	75 545	50 131
Average share price in CHF	n/a	75.31	80.05	83.22

Participation certificates and non-voting equity securities

ORIOR Group has not issued any participation certificates or non-voting equity securities.

Restrictions on share transfer, registration of Nominees

There are no restrictions on the transfer of the registered shares of ORIOR AG. The sole condition attaching to entry of a shareholder in the share register is a written statement signed by the person acquiring the shares that they are acquiring them in their own name and for their own account. There are no further restrictions on shareholder registration. 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 recognised 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 2% 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 2% or more of the issued share capital. No Nominees with voting rights exceeding the 2% limit were registered during the year under review.

Convertible bonds and options

As of 31 December 2021, there were not any outstanding convertible bonds or options that could be exchanged into ORIOR AG shares that had been issued by ORIOR AG or one of its subsidiaries.

3. The Board of Directors

The duties and responsibilities of the Board of Directors of ORIOR AG are defined by the Swiss Code of Obligations, the Articles of Association and the Organisational Regulations.

Members of the Board of Directors

The Board of Directors consists of at least three and no more than nine members. The Board of Directors consisted of six directors as of 31 December 2021. All members of the Board of Directors are non-executive directors. None of the directors held an executive position with ORIOR Group during the three fiscal years preceding the period under review. Unless otherwise noted, the members of the Board of Directors do not have significant business relationships with ORIOR AG or with ORIOR Group. All of the directors are Swiss nationals.

Below is an overview of the current members of the Board of Directors as of 31 December 2021, their functions within the Board, their first year of election to the Board and their current term of office.

Name	Year of birth	Position	First term of office	Elected until AGM
Rolf U. Sutter	1955	Chairman of the Board of Directors, Member of the Nomination and Compensation Committee	2006 ¹	2022
Markus R. Neuhaus	1958	Vice Chairman of the Board of Directors, Chairman of the Audit Committee	2019	2022
Monika Friedli-Walser	1965	Member of the Board of Directors, Chairwoman of the Nomination and Compensation Committee	2013	2022
Walter Lüthi	1953	Member of the Board of Directors, Member of the Nomination and Compensation Committee and Member of the Audit Committee	2016	2022
Monika Schüpbach	1967	Member of the Board of Directors	2019	2022
Markus Voegeli	1961	Member of the Board of Directors, Member of the Audit Committee	2019	2022

¹ Delegate to the Board of Directors from 2006 to 2011.

Changes in the composition of the Board of Directors

Rolf U. Sutter announced in March 2021 that he would stand for re-election to a maximum of two more terms of office. All members of the Board of Directors were re-elected to another term of office at the Annual General Meeting on 26 April 2021.



Members of the Board of Directors: from left to right:
Walter Lüthi, Monika Friedli-Walser, Rolf U. Sutter (Chairman), Markus R. Neuhaus (Vice Chairman), Monika Schüpbach, Markus Voegeli

Rolf U. Sutter

Chairman of the Board of Directors, Member of the Nomination and Compensation Committee

Rolf U. Sutter holds a bachelor degree from the Lausanne Hotel School and pursued a degree programme at Cornell University in Ithaca (USA). From 1981 to 1989 he held various positions at Railway Buffet, Zurich and Moevenpick Holiday Inn, Moevenpick Hotel and Moevenpick / Marché Schweiz. From 1989 to 1997 he served as Managing Director / CEO of Moevenpick / Marché International. From 1993, he was also a member of the Executive Board of Moevenpick Holding AG. During this time, he worked in Germany for three years, established several companies in several countries, opened and developed various restaurants in North America, Asia (with registered offices in Hong Kong and Singapore), the Middle East and Europe. From 1997 to 1999, he was Managing Director of all food service operations within the Moevenpick Group. After assuming the position of CEO of ORIOR in 1999, Rolf U. Sutter was elected Executive Board delegate to the Board of Directors. He resigned as ORIOR's CEO on 30 April 2011. The Board of Directors elected Rolf U. Sutter as its Chairman at the constituting meeting of the Board after the Annual General Meeting on 6 April 2011.

Other activities and functions: Rolf U. Sutter is member of the Board of Directors of SGO Immobilien AG, Meilen.

Markus R. Neuhaus, Dr. iur.

Vice Chairman of the Board of Directors and Chairman of the Audit Committee

Markus R. Neuhaus, Dr. iur., holds licentiate and doctorate degrees in law from the University of Zurich, is a Swiss Certified Tax Expert and completed several executive leadership and management programmes at Harvard University, the INSEAD Business School and the IMD Business School. While working at PricewaterhouseCoopers (PwC) he began his professional career in the Tax Division of PwC Switzerland in 1985, where he was initially employed as a tax advisor and later as the head of PwC's Tax and Legal Services unit in Switzerland. In 1992 Markus R. Neuhaus was named Tax Advisory Partner and he has subsequently held various positions at PwC Switzerland and PwC Global. He ultimately served as CEO of PwC Switzerland for nine years, overseeing all of the company's operations in the country. He also held various international roles within the PwC network: listed chronologically, these were member of the Global Board of PwC; Senior Partner, PwC Continental Europe, member of the Global Executive Team and member of the Office of the Global Chairman. From 2012 until June 2019 Markus R. Neuhaus chaired the Board of Directors of PwC Switzerland and served on the Supervisory Board of PwC Europe.

Other activities and functions: Markus R. Neuhaus is Vice Chairman of the Board of Directors of Barry Callebaut AG, Zurich, member of the Board of Directors of Bâloise Holding AG, Basel, member of the Board of Directors of Galenica AG, Berne, member of the Board of Directors of Jacobs Holding AG, Zurich, Chairman of the Finance and Taxation Committee of Economiesuisse, Zurich, Vice Chairman of the Board of Trustees of Avenir Suisse, Zurich, Vice Chairman of the Supervisory Board of the Zurich Chamber of Commerce, Zurich, Vice Chairman of the Board of Trustees of the NPO stars – for leaders of the next generation as well as member of the Board of Trustees of ETH Foundation.

Monika Friedli-Walser

Member of the Board of Directors and Chairwoman of the Nomination and Compensation Committee

Monika Friedli-Walser holds a master degree in rhetoric and technical communications from the University of Michigan (USA) and other educational credentials. In the years prior to 2000 she was mainly active in the field of marketing and sales. From 2000 to 2004 she served as Chief Communication Officer and a member of the Executive Board of TDC Switzerland AG (Sunrise). From 2005 to 2009 she was Head of Communications and Human Resources as well as Deputy CEO of Swissgrid AG and, from 2006 onward, concurrently Head of Communications and Political Affairs at UCTE, the Union for the Coordination of Transmission of Electricity, in Brussels. Since 2009 she has been a partner at WAEGA-Group AG, Zurich, in which capacity she was CEO of the Swiss bag and accessories maker Freitag lab AG, Zurich, until January 2014. In spring 2014 she became CEO and Delegate to the Board of Directors of de Sede AG.

Other activities and functions: Monika Friedli-Walser is delegate and member of the Board of Directors of de Sede AG, Klingnau, and of its sister company Ligno AG, as well as a member of the Board of Directors of its sister company Oel-Pool AG, which are all affiliates of Volare Group AG. In addition she is a member of the Board of Directors of Sanitas Beteiligungen AG and of Sanitas Stiftung, Zurich, a member of the Board of Directors of Zoo Zürich AG, Zurich, a member of the Board of Directors of Prografica AG, Dielsdorf, and a member of the Board of Directors of Greater Zurich Area AG, Zurich.

Walter Lüthi

Member of the Board of Directors, Member of the Nomination and Compensation Committee and Member of the Audit Committee

Walter Lüthi initially obtained a basic technical education and is a graduate of a college-level business management programme. From 1973 to 1978 he worked in research and development at Autophon AG, a specialist for telecommunications devices. From 1978 he was Senior Account Manager at Burroughs AG and in 1983 he joined Hawe-Neos Dental AG as Head of European Sales. In 1986 Walter Lüthi went into business for himself and in the following years established two companies active in the fields of consulting and electronic media. After their successful start-up he sold them and subsequently accepted a position as Executive Manager of the Swiss operations of ADIA Interim AG in Zurich. In 1992 he was retained by the Board of Directors of Intersport E+H Holding AG to turn the company around, after which he was elected to its board. In 1993 Walter Lüthi assumed the Chairmanship of Mühlebach Holding AG with a mandate to focus on modernising the group and setting up new business areas. In 1998 he established Success Factory AG and has been engaged as a professional investor and as a professional director. In the ensuing years he advised Swisscom AG on strategic issues and he managed Betty Bossi AG as CEO from 2000 to 2015, where he played a crucial role in the very successful advancement of the Betty Bossi brand.

Other activities and functions: Walter Lüthi is the owner and Chairman of Success Factory AG, Lucerne, a member of the Advisory Board of Wingert Foods GmbH, Cuxhaven, a member of the Board of Directors of Büro Schoch Werkhaus AG, Winterthur, a member of the Board of Directors of Alipro AG, Hittnau, a member of the Board of Directors of Bergbahnen Destination Gstaad AG, Gstaad, a shareholder of Gstaad Marketing GmbH, Gstaad, and a member of the Advisory Board of Isolutions AG, Bern.

Monika Schüpbach

Member of the Board of Directors

Monika Schüpbach's educational background is in business and office administration and she holds a business administration diploma accredited by the Business School Switzerland. Before joining Steigenberger Hotel Group in 1991, Monika Schüpbach held various positions in the hotel industry, such as executive assistant and reception manager in Gstaad and Adelboden. From 1991 she was the HR and Administrative Manager of the Steigenberger Hotel Gstaad-Saane and was promoted to Deputy Managing Director four years later. In 1999 she transferred to Steigenberger Hotels AG in Zurich as Deputy Managing Director and Head of Accounting and Controlling. In 2004 she was named Commercial Director of Steigenberger Flughafen Gastronomie in Frankfurt am Main, Germany, where she was in charge of restructuring the unit's administrative operations, optimising its operating performance and overhauling its IT system. In 2005 Monika Schüpbach was named Delegate to the Board of Directors of Steigenberger Hotels AG and successfully managed the company as CEO for almost a decade. In 2014 she established her own consultancy, T2 Think twice Consulting by Monika Schüpbach, with a focus on strategy, process and organisational development in the hotel, food service and tourism industries.

Other activities and functions: Monika Schüpbach is a delegate of the Board of Directors of Steigenberger Hotels Aktiengesellschaft.

Markus Voegeli

Member of the Board of Directors and Member of the Audit Committee

Markus Voegeli holds a Master of Business Administration from the University of Zurich. Upon graduation, he managed controlling operations at Swissair's Department Europe 1 and in 1991 assumed the position of Project Manager at Swissair Beteiligungen AG. From 1993 to 1995, he managed Gate Gourmet's international projects for strategic business development and later joined Icarus Consulting as a partner and deputy managing director. In 1996 he assumed the position of CFO of Nuance Global Traders in Sydney, which, at that time, operated about 60 tax and duty-free shops in Australia and New Zealand. After overseeing its successful financial turnaround, Markus Voegeli was retained by Swissôtel Group to establish its global corporate finance organisation and manage its in-house property management company in 1998. In 2001 he joined the start-up MediCentrix AG as CFO, assumed overall executive responsibility for the company two years later and guided the fast-growing company into the profit zone. From 2004 he served as CFO of Valora Management AG for approximately four years. Markus Voegeli supported the industrial company Rieter Management AG during the 2008/2009 financial crisis in financial issues and managed restructuring projects. From 2009 to 2017, he worked for Charles Vögele Trading AG, initially as CFO and from 2012 on as CEO, guiding the company through a process of restructuring, realignment and M&A. In 2018 Markus Voegeli established his own advisory company LMV Services GmbH, with a focus on business consulting. Since July 2019 he also acts as Director Finance and Services at the Psychiatric University Hospital Zurich (PUK).

Other activities and functions: Markus Voegeli is member of the Board of Directors and Chairman of the Audit Committee of Grand Resort Bad Ragaz AG, Bad Ragaz, as well as member of the Board of Directors and Chairman of the Audit Committee of the Hospital of Bülach, Bülach.

Board expertise

The Board of Directors strives for a composition of members that represents a meaningful and value-adding diversity for ORIOR, in particular in terms of areas of expertise, experience and education. The following graph gives an overview of the expertise the individual members of the Board of Directors bring to the board by virtue of their professional backgrounds and experience.

Field of expertise	Rolf U. Sutter	Markus R. Neuhaus	Monika Friedli-Walser	Walter Lüthi	Monika Schüpbach	Markus Voegeli
CEO experience	X	X	X	X	X	X
CFO experience / financial knowledge	(X)	X			(X)	X
International experience	X	X	X	(X)	X	X
Degree in law		X				
Industrial experience (F&B production)	X			X		
Market knowledge (Retail/ Food Service/ Duty Free)	Retail/ Food Service			Retail	Food Service	Retail/ Duty Free
M&A experience	X	X	(X)	X		X
Experience at listed companies	X	(X)		(X)		X
Digitalisation			(X)		(X)	
Sustainability/ ESG	X	X				
Communications/ marketing	(X)	(X)	X	X	(X)	

An X in brackets refers to substantive experience that was gained through intensive engagement in the corresponding area, but without formally holding a position of responsibility or having completed an educational programme in the respective field.

Provisions of the Articles of Association governing other activities and functions

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 Swiss Commercial Register or a comparable foreign register. If 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 approval by the Board of Directors, a member may exceed these limits for a short period of time.

With the exception of the positions already listed under "Members of the Board of Directors", none of the directors holds any positions or exercises any activities of relevance to corporate governance in governing or supervisory bodies of an important organisation, institution or foundation under private or public law, in a permanent management or consultancy function for important interest groups or in a public or political office.

External mandates of board members

The Board reviewing the current maximum number of external mandates that Board members may hold. This review will take the experiences already made since the so-called

VegüV (EAEC) entered into effect, the practices of peer companies, and the recommendations of proxy advisors into consideration. The Board intends to submit new statutory guidelines for approval at the 2022 AGM.

Elections and organisation of the Board of Directors

The members of the Board of Directors and the members of the Nomination and Compensation Committee are elected individually by the General Meeting for a term of office of one year up to the end of the next Annual General Meeting. Re-election is permitted.

The Chairman of the Board of Directors is elected by the General Meeting for a term of office of one year up to the end of the next Annual General Meeting. Re-election is permitted. 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. If the Chairman is absent, the Vice Chairman or another member of the Board of Directors shall represent him.

The Board of Directors shall constitute itself subject to the provisions of the law and the Articles of Association. It shall appoint a Vice Chairman from among its members and may designate a secretary who needs not be a member of the Board of Directors.

Even for non-delegable and inalienable duties, the Board of Directors may form committees from among its members and entrust these committees or their individual members with the preparation and execution of its resolutions, the supervision of transactions and related special duties. The main role of the committees is to help the Board of Directors prepare the decision-making process, prepare resolutions, and fulfil its supervisory obligations. The committees do not have the power to pass resolutions. Two specialist committees, the Audit Committee and the Nomination and Compensation Committee, are appointed by the Board of Directors as standing committees.

The Board of Directors meets as often as business requires, but no less than six times a year. The Board of Directors convened ten meetings between 1 January 2021 and 31 December 2021, four of which were video conferences and six of which were physical meetings. In addition there was a Board of Directors' workshop. No resolution was adopted by means of circular letter. The meetings lasted approximately five hours each, the workshop two days. All members were in attendance at all meetings.

Any director may request the Chairman to call a Board meeting or to add an item to the agenda. Besides the directors, the Board meetings are attended by the CEO and CFO and may, depending on the agenda items, be attended by other members of the Management Team. 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.

Compensation, shareholdings and loans

Information on the compensation and shareholdings of members of the the Board of Directors and any loans extended to them is presented and explained in the "Compensation Report" along with the applicable regulations (see p. 35 ff.).

Function and powers

The Board of Directors is, subject to the duties and powers of the General Meeting, the Company's supreme management body. The Board of Directors is further responsible for the ultimate supervision of the Company. The Board of Directors shall have the power to perform all acts that the business purpose of the Company may entail. The Board of Directors shall be authorised to pass resolutions on all matters that are not reserved to another corporate body by law or by the Company's Articles of Association.

According to Art. 18 of the Company's Articles of Association the Board of Directors has, in particular, the following non-delegable and inalienable duties:

- Ultimate management of the Company and issuance of the necessary directives;
- Establishment of the organisation;
- Structuring of the accounting system, of the financial controls and of the financial planning;
- Appointment and removal of the persons entrusted with the management, and assignment of signing authority;
- 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;
- Preparation of the business report and the Compensation Report as well as preparation of the General Meeting and implementation of its resolutions;
- 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;
- 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;
- Non-delegable and inalienable duties and powers of the Board of Directors pursuant to the Merger Act and other laws;
- Notification of the court in case of over-indebtedness.

According to Art. 3.4 of the Organisational Regulations, moreover, the Board has the following exclusive powers and duties:

- Approval of the business strategy, passing of resolutions on the commencement of new and cessation of existing business activities, as well as approval and adoption of the Company's budget.
- Approval of the sustainability strategy and the sustainability goals defined therein, as well as the ongoing in-depth examination of sustainability matters.
- Approval of transactions that the CEO or the Executive Committee, in accordance with the rules on the division of powers issued by the Board of Directors, has to submit to the Board of Directors or voluntarily submits to the Board of Directors.
- Adoption and any amendment or modification of any employee incentive programme, such as share schemes, stock option plans, restricted stock purchase agreements.
- Issuing bonds (including bonds with warrants and options) or other financial market instruments.
- Decisions on entering into any financial commitments or contingent liabilities exceeding CHF 2 million that are not within the budget approved by the Board of Directors.
- The recurring assessment of the working methods, quality and composition of the Board of Directors as part of a self-evaluation, as well as determining any measures that should be initiated.
- Approval of the Code of Conduct of the ORIOR Group, as proposed by the Executive Committee.

←←←
Newly introduced
in 2021

←←←
Newly introduced
in 2021

To the extent allowed by the law, and subject to the powers reserved to the Board of Directors by the Articles of Association and the Organisational Regulations, the Board of Directors delegates the entire management of the Company's operational business to the Executive Committee.

As detailed in Art. 3.5 of the Company's Organisational Regulations, the Board of Directors has delegated certain duties to the Chairman of the Board of Directors. The Chairman of the Board of Directors convenes and chairs Board meetings and General Meetings. He also represents the Board of Directors in dealings with the public, the authorities and shareholders. The Chairman ensures that all directors are informed in a timely and sufficient manner. He also monitors the implementation of resolutions adopted by the Board.

In the case of exceptional, very urgent events, the Chairman is authorised and obliged to order immediate measures even if they are within the competence of the Board of Directors as a whole. The Board of Directors must be informed of any such action as soon as possible and then appropriately involved in the decision-making process.

> Organisational Regulations of the Company: <https://orior.ch/en/organisational-regulations-orior-ag>

> Articles of Association of ORIOR AG: <https://orior.ch/en/articles-of-association-of-orior-ag>

Board self-evaluation

ORIOR promotes rolling and continuous improvement. A time window is scheduled immediately after the formal close of every board meeting to discuss potential for optimisation and engage in reflective learning, and appropriate action is then initiated. In addition, the Board of Directors evaluates, analyses, and discusses the board's method of operation, quality (effectiveness) and composition once a year within the scope of a periodic self-evaluation. This evaluation covers the performance of the individual board members and board committee as well as the performance of the entire board.

Self-evaluation of the Board of Directors

The annual self-evaluation process of the Board of Directors will be reviewed during the 2022 fiscal year and a special focus will be given to increasingly important and constantly evolving issues such as sustainability or IT security. Changes will be made if and when necessary

to ensure that the self-evaluation process continues to produce optimal inputs and measures for improvement. Within the scope of this thorough review, a decision will also be made as to whether more information should be disclosed and, if so, in what detail.



Audit Committee

The Audit Committee is a standing committee pursuant to Art. 4.1 of the Organisational Regulations that is formally appointed by the Board of Directors. Its main role is to help the Board of Directors fulfil its supervisory obligations to the extent that this concerns the integrity of the financial statements, compliance with legal and regulatory guidelines, the performance of the internal control system and appraisal of the performance of the internal and external auditors.

The Audit Committee consists of at least three members of the Board of Directors. The Board of Directors appoints the members of the Audit Committee and its Chairman for a term of one year from among independent members of the Board of Directors who are not involved in operational management of the Company. At least one of the members of the committee possesses relevant, up-to-date knowledge of accounting and financial matters (Financial Expert). As of 31 December 2021, the Audit Committee consisted of Markus R. Neuhaus, Dr. iur., (Chairman, Financial Expert), Walter Lüthi and Markus Voegeli. Andreas Lindner, CFO ORIOR Group, attended the meetings of the Audit Committee without voting rights.

The duties and responsibilities of the Audit Committee are set out in the Company's Organisational Regulations and in the Audit Committee Charter. They can be viewed on the website at the following links:

- > Organisational Regulations of the Company: <https://orior.ch/en/organisational-regulations-orior-ag>
- > Audit Committee Charter: <https://orior.ch/en/committees-of-the-board-of-directors>

The committee holds at least four regular meetings a year. It can convene additional meetings at its discretion. During the period from 1 January 2021 to 31 December 2021 the Audit Committee held six meetings, three of which were video conferences and three of which were physical meetings. All members of the Audit Committee attended all meetings held during the year under review. The external auditors participated in four meetings and telephone conferences of the Audit Committee in 2021.

Nomination and Compensation Committee

The Nomination and Compensation Committee is a standing committee pursuant to Art. 4.2 of the Organisational Regulations that is formally appointed by the Board of Directors. Its main role is to help the Board of Directors prepare decision-making processes, prepare resolutions, and fulfil its supervisory obligations. In terms of its organisation and duties, the Committee meets all the requirements of a compensation committee as defined in Art. 7 OAEC and Art. 23 of the Company's Articles of Association.

The Nomination and Compensation Committee is comprised of at least three members of the Board of Directors. They are elected individually by the shareholders for a one-year term of office lasting up to the end of the next Annual General Meeting. The majority of members must be independent and non-executive. The Board of Directors appoints the Chairperson from among its members. As at 31 December 2021, the Nomination and Compensation Committee consisted of Monika Friedli-Walser (Chair), Walter Lüthi and Rolf U. Sutter.

The duties and responsibilities of the Nomination and Compensation Committee are defined in the Company's Articles of Association and in the Nomination and Compensation Committee Charter and can be found on the website using the following links:

- > Articles of Association of ORIOR AG: <https://orior.ch/en/articles-of-association-of-orior-ag>
- > Nomination and Compensation Committee Charter: <https://orior.ch/en/committees-of-the-board-of-directors>

The Nomination and Compensation Committee meets at least twice a year at regular meetings as requested by the Chair. The CEO, other members of the Executive Committee and additional guests may be invited by the Chair to attend meetings without voting rights. Between 1 January 2021 and 31 December 2021 the Nomination and Compensation Committee met six times. Every member attended all of the meetings. In addition, the CEO, Daniel Lutz, took part in three meetings of the Nomination and Compensation Committee without voting rights.

Division of powers and responsibilities between the Board of Directors and the Executive Committee

The Board of Directors bears ultimate responsibility for the business activities and affairs of the Company and the Group. The Board of Directors has delegated responsibility for operational management of the Company to the Executive Committee within the limits imposed by law and in accordance with the Company's Organisational Regulations. The CEO chairs the Executive Committee and is authorised to issue instructions to the other members. The members of the Executive Committee conduct their day-to-day business on their own initiative within the framework of the corporate strategy, corporate targets and budgetary targets approved by the Board of Directors.

The demarcation lines between the responsibilities of the Board of Directors and the Executive Committee have been laid down in the Organisational Regulations of ORIOR AG. ORIOR's already strong commitment to sustainability (ESG) was further strengthened across all levels of the organisation. For example, sustainability was defined in the Organisational Regulations as an integral part of the duties and responsibilities of the Board of Directors and the entire management, and progress towards achieving sustainability-related targets was linked to short-term and long-term executive pay.



> Organisational Regulations of the Company: <https://orior.ch/en/organisational-regulations-orior-ag>

Reporting and control instruments in dealings with the Executive Committee

At each meeting of the Board of Directors the CEO reports on the general course of business, any deviations from budget and significant business occurrences.

During the periods between meetings the members of the Board of Directors receive monthly written reports on the general course of business and the Company's financial situation. These monthly reports contain up-to-date information on the course of business and detailed comments on the results of the Group, the individual segments and the competence centres. They also contain information on the Company's share price and developments relating to shareholder structure.

Once a year the Board of Directors holds a strategy workshop that lasts approximately two days to review strategic goals, risk management policy and the medium-range forward planning for the following three years, among other matters. Planning is discussed in detail with the heads of the competence centres. The Board of Directors is directly briefed on the ongoing strategic and operational projects and the results achieved during these discussions.

In addition to the above-mentioned 3-year plan, the Board of Directors also receives projections of the expected annual results on a rolling basis, at minimum twice a year. During the year under review, due to the ongoing extraordinary situation with the coronavirus, the Board of Directors was informed of current events and developments and the resulting projections on a much more frequent basis.

Furthermore, the Chairman of the Board of Directors maintains close contact with the CEO. The course of business and all major issues of corporate relevance are discussed at regular meetings scheduled at least twice a month. The Chairman of the Board of Directors is closely involved with the Company and focuses his attention primarily on strategic issues and projects. Each member of the Board of Directors can request information on the course of the Company's business from persons entrusted with management of the Company. Any exceptional incidents must be reported to the members of the Board of Directors either by the CEO or the Chairman of the relevant committee without delay.

Risk management

ORIOR Group has established a risk management system that covers all Group subsidiaries. Building on the periodic risk identification exercises conducted by the various subsidiaries, the material risks are assessed and rated based on their probability of occurrence and likely consequences. These findings are then used to identify and analyse the Group's material risks. The Board of Directors prepares the necessary measures for managing the relevant risks. In addition to this periodic risk evaluation process, active risk management processes have been established as a fixed part of the planning cycles at ORIOR's centres of competence. Continuous monitoring of pandemic risks and the evaluation of their potential repercussions will remain vital going forward. ORIOR has focused on protecting

employee health and on ensuring the Company's delivery reliability, which is directly dependent on a safe work environment, from the very onset of this crisis.

Internal Control System

The Internal Control System (ICS) is constantly being expanded and improved. The ICS contributes to the continual improvement of ORIOR's business activities and is designed to ensure that the necessary procedures and tools for identifying and controlling risk are in place. It fulfils Swiss legal requirements and is adequate for the needs of a group of ORIOR's size.

The ORIOR Group's ICS is based on the COSO framework. Besides the controls ensuring adherence to strategic and operating targets as well as regulatory compliance, the main priorities of the ICS are to monitor risks in connection with the financial reporting activities of all Group companies.

The effectiveness of the ICS and compliance therewith are reviewed on a regular basis by external auditors. The external auditors also perform appropriate test procedures to ascertain whether an ICS exists, which they must confirm in their audit report.

Internal auditing

The internal auditors support the Board of Directors in fulfilling its tasks of control and supervision, particularly within the Group's subsidiaries. The internal auditors provide an independent and objective auditing and consultancy service aimed at creating added value and improving business processes. Internal auditing supports the Company in the achievement of its aims by using a systematic and targeted approach to evaluating the effectiveness of risk management, controls and management and supervision processes, and helping to improve these.

The tasks of internal auditing include the following activities:

- Auditing and assessing the appropriateness and effectiveness of planned and existing internal controls;
- Supporting the exchange of best practices and know-how within the organisation;
- Verifying the reliability and integrity of ORIOR's financial and operational information, including the ways and means for the identification, measurement, classification and reporting of such information;
- Verifying the systems established by management to ensure adherence to guidelines, workflows, laws and statutory regulations that may have a significant influence on operations or on compliance;
- Checking and assessing the economic and efficient use of resources;
- Checking work processes and projects to ensure that specified targets are achieved and that work processes and projects are executed as planned.

The internal auditors are functionally independent and have no competence to issue instructions or make decisions in regard to any part of the Company being audited. They report directly to the Audit Committee. Administratively, the internal auditors are managed by the Executive Committee. Both internal and external resources can be used to carry out their tasks.

In cooperation with the Audit Committee, the internal auditors draw up a strategic audit plan at regular intervals, which is presented to the Board of Directors for approval. On the basis of this multi-year plan, an operational audit plan is devised by the internal auditors, setting out in detail the planned audits to be carried out over the following year. This plan is presented to the Audit Committee for approval. In addition the Board of Directors can issue special instructions to the internal auditors. The assessment and further development of the Internal Control Systems 2021 it was.

Following each completed audit, the internal auditors draft a written audit report. In addition to the findings and recommendations of the internal auditors, this report contains input from management, stating the planned measures in response to the findings of the report and the period of time required for the completion of these measures. The Executive Committee verifies the implementation of the defined measures and keeps the Audit Committee informed on an ongoing basis.

Internal auditing has been outsourced to PricewaterhouseCoopers since 2011. The internal auditors did not attend any meetings of the Board of Directors in 2021 but they did attend one meeting of the Audit Committee during the year under review. The external auditors are provided with information concerning the audit plan and the auditing activities of the internal auditors, and have access to the reports of the internal auditors.

4. Executive Committee

The Executive Committee is responsible for the operational management of ORIOR and for all affairs which do not lie within the responsibility of the Board of Directors or another body according to the law, the Articles of Association or the Organisational Regulations. The delegation of duties and responsibilities by the Executive Committee to third parties or subordinate bodies is permitted. Ultimate responsibility for all Executive Committee tasks pursuant the Organisational Regulations of ORIOR AG and the related decision-making authority rest with the CEO and the Executive Committee. The CEO issues the necessary regulations and arranges appropriate measures as required. To broaden the Company's leadership base and ensure the seamless cascading of information, an Extended Executive Committee consisting of representatives and specialists from various business units and geographically and/or thematically organised Management Committees has been formed to address overarching management tasks. The Executive Committee holds institutionalised meetings with the members of the Extended Executive Committee and the Management Committees on a regular basis.

Members of the Executive Committee

The members of the Executive Committee are appointed by the Board of Directors upon recommendation by the CEO and a corresponding recommendation by the Nomination and Compensation Committee. There were four persons on the Executive Committee as of 31 December 2021. The following table provides an overview of the members of the Executive Committee as of 31 December 2021, the year of birth, the nationality, the function within the Group and the year they were appointed to the Committee.

Name	Year of birth	Nationality	Function	Year of appointment
Daniel Lutz	1966	Swiss	CEO ORIOR Group	2015
Andreas Lindner	1965	Swiss	CFO ORIOR Group	2019
Filip De Spiegeleire	1961	Belgian	CEO ORIOR Europe and CEO Culinor Food Group	2016
Max Dreussi	1967	Swiss	CEO Convenience Segment and CEO Fredag	2021

Changes in the Executive Committee

Max Dreussi, the CEO of Fredag, was appointed to the Executive Committee of ORIOR Group effective 1 September 2021. He was concurrently assigned management responsibility for the ORIOR Convenience segment.



Executive Committee of ORIOR AG:
Filip De Spiegeleire, Andreas Lindner, Daniel Lutz and Max Dreussi (left to right)

Daniel Lutz

CEO ORIOR Group

Daniel Lutz graduated from the Executive Development course at IMD Lausanne and obtained a Bachelor of Business Administration degree from the St. Gallen University of Applied Sciences. From 1992 to 2001 he worked for Nestlé Switzerland in various sales and marketing roles. Between 2002 and 2004 he was Marketing Manager at Nestlé for the development and strategic implementation of the ice cream market in Malaysia and Singapore. From 2004 to 2006 he did the same job for Nestlé in Mexico. In 2006 he was appointed as Marketing Director Nestlé Ice Cream Switzerland and one year later, in 2007, took charge of Nestlé Frisco Findus in Rorschach as Division Executive Manager. In 2011 Daniel Lutz moved to Nestlé China Ltd., where he was responsible for ice cream and frozen foods for two years. He then became Managing Director with overall responsibility for Nestlé Food & Beverage Greater China Region. In October 2014 the Board of Directors of ORIOR AG appointed him as CEO; he took over operational management of the Group in February 2015.

Other activities and functions: none.

Andreas Lindner

CFO ORIOR Group

Andreas Lindner holds a degree in economics from the University of Basel (lic. rer. pol.). He began his professional career in 1994 at F. Hoffmann-La Roche AG in Basel, working as a Controller for the company's Latin American pharma operations. From 1996 to 1998 he was Head of the Controlling department and assistant to the Financial Director of Roche Argentina Ltd. in Buenos Aires. Afterwards he was appointed Director of Finance and Administration at Roche International Ltd. in Montevideo. Andreas Lindner returned to Switzerland in 2001 to serve as CFO of the Fine Foods Division of Moevenpick Foods International Ltd. in Cham. From 2003 to 2005 he was CFO of Burger Söhne Group in Eich and from 2006 to 2007 CFO of AO Foundation, a subsidiary of Synthes AG, in Davos. In 2008 he joined Ricola Management AG, where he served as CFO of Ricola Group for more than 10 years, and as Deputy CEO from 2014 on. In March 2019, the Board of Directors of ORIOR AG appointed Andreas Lindner as ORIOR Group's new CFO and a member of the Executive Committee. He assumed his new role at ORIOR at the end of October 2019.

Other activities and functions: Andreas Lindner is member of the Board of Directors of the Felix Platter Hospital in Basel and chairs its Audit Committee and he is member of Patria Cooperative in Basel.

Filip De Spiegeleire

CEO ORIOR Europe and CEO Culinor Food Group

Filip De Spiegeleire holds an MBA from the Drucker School of Management of Claremont Graduate University in Los Angeles (USA). He joined Amando NV, his family company specialising in fine meats, in 1987 and managed the company as its CEO from 1992 to 2000. In 1989 Filip De Spiegeleire established its own company Culinor, a company that specialises in premium fresh convenience food, and, as a result of the increased focus on the growing market of fresh convenience food, Amando was sold in 2000. Under the leadership of its founder and CEO Filip De Spiegeleire, Culinor developed into a successful food group that is well-known in the Benelux. In August 2016 Culinor Food Group became an autonomous competence centre of ORIOR. Filip De Spiegeleire continues to lead Culinor Food Group and was named CEO ORIOR Europe and a member of to the Executive Committee of ORIOR.

Other activities and functions: Filip De Spiegeleire is the managing director of Espejo BV and a member of the Board of Directors of Pâtisserie Alsacienne Bloch NV.

Max Dreussi

CEO ORIOR Convenience Segment and CEO Fredag

Max Dreussi earned a Dual Master of Business Administration (MBA) from the University of Bern and the University of Rochester/Simon Business School (NY). He has broadened his leadership skills through the Programme for Executive Development (PED) at the IMD in Lausanne and other programmes. He began his career as an assistant to the managing director of Hosta, a manufacturer of chocolate and confectionery in Neuhausen. In 1995, Max Dreussi joined Frisco-Findus, where he held several positions over a nearly 10-year period, before being assigned to Nestlé Frozen Food Europe in Brussels, where he was responsible for product launches in international markets. He then served as a sales and marketing director with Mövenpick Premium Ice Cream before accepting a position as head of the Nestlé Division Food Service in Rorschach and then Country Business Executive Manager. In 2014 Max Dreussi assumed management responsibility for Kern & Sammet AG, a producer of frozen bakery products in Wädenswil. He has been the Managing Director of Fredag since April 2017 and was appointed to the Extended Executive Committee of ORIOR Group in January 2019. In August 2021, Max Dreussi was appointed CEO of the Convenience segment and a member of the Executive Committee of ORIOR AG.

Other activities and functions: none.

Other activities and functions

According to the Articles of Association and subject to approval by the Board of Directors, members of the Executive Committee may simultaneously carry out no more than one additional mandate outside the Group in the supreme managing or supervisory body of another listed company, and four such mandates at unlisted entities that are obliged to be entered in the Swiss Commercial Register or a comparable foreign register. A member may exceed these limits for a short period of time. With the exception of the positions already listed under "Members of the Executive Committee", none of the Executive Committee members holds any positions relevant to corporate governance in Governing or supervisory bodies of an important organisation, institution or foundation under private or public law, in a permanent management or consultancy function for important interest groups or in a public or political office.

External mandates

The Board reviewing the current maximum number of external mandates that Executive Committee members may hold. This review will take the experiences already made since

the so-called VegüV (OaEC) entered into effect, the practices of peer companies, and the recommendations of proxy advisors into consideration. The Board intends to submit new guidelines for approval at the 2022 AGM.

Management contracts

There are no management contracts.

Compensation, shareholdings and loans

Information on the compensation and shareholdings of members of the Executive Committee and any loans extended to them is presented and explained in the "Compensation Report" (see p. 35 ff.).

5. Shares held by members of governing bodies

As of 31 December 2021, the members of the Board of Directors and the Executive Committee held the following shares:

Name and function	Freely disposable shares as of 31.12.2021	Restricted shares as of 31.12.2021 ¹	Total number of shares as of 31.12.2021	in %	Total number of shares as of 31.12.2020
Rolf U. Sutter, Chairman of the Board of Directors	109 783	933	110 716	1.69%	107 983
Markus R. Neuhaus, Vice Chairman of the Board of Directors	1 280	649	1 929	0.03%	580
Monika Friedli-Walser, Member of the Board of Directors	4 105 ²	634	4 739	0.07%	4 105
Walter Lüthi, Member of the Board of Directors	500	606	1 106	0.02%	500
Monika Schüpbach, Member of the Board of Directors	257	575	832	0.01%	257
Markus Voegeli, Member of the Board of Directors	600	500	1 100	0.02%	200
Daniel Lutz, CEO ORIOR Group	3 200	2 826	6 026	0.09%	3 200
Andreas Lindner, CFO ORIOR Group	755	1 869	2 624	0.04%	755
Filip De Spiegeleire, CEO ORIOR Europe and CEO Culinor	7 900	1 500	9 400	0.14%	7 900
Max Dreussi, CEO ORIOR Segment Convenience and CEO Fredag ³	600	1 000	1 600	0.02%	n/a
Total	128 980	11 092	140 072	2.14%	125 480
Total ORIOR Shares			6 542 399	100.00%	6 517 499

¹ Shares allocated within the framework of the stock purchase offer, restricted until 30 April 2024, and the stock ownership plan 2021, restricted until 31 July 2024 (see stock purchase offer, p. 46 f. and p. 53, and stock ownership plan 2021, p. 55).

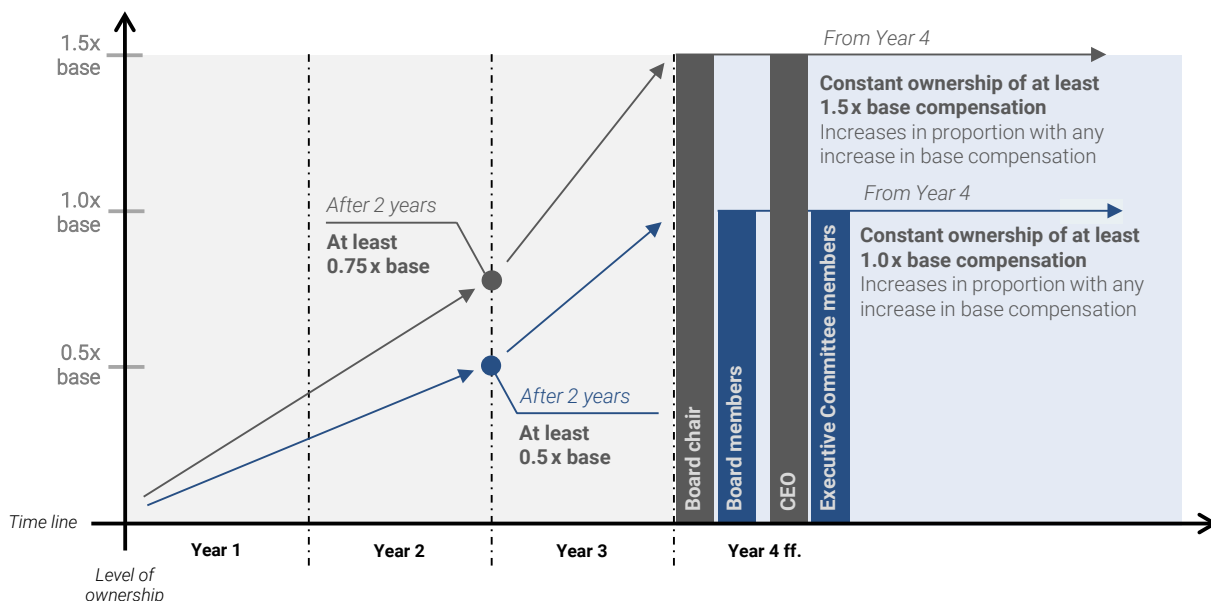
² Including participation of a closely related person.

³ Appointed member of the Executive Committee, effective 1 September 2021.

None of the former members of the Board of Directors or former members of the Executive Committee holds restricted ORIOR shares. Members of the Board of Directors and the Executive Committee are granted no special terms or rights when purchasing shares other than those offered under the share purchase offer.

Minimum stock ownership requirements for members of the Board of Directors and the Executive Committee

As part of the ongoing refinement of ORIOR Group’s stock ownership and compensation policies, minimum stock ownership requirements were introduced effective 1 January 2021. The minimum ownership requirement for the Chairman and the CEO of ORIOR Group is 1.5 times their fixed salary; for all other members of the Board of Directors and the Executive Committee it is 1.0 times their fixed salary. The required ownership levels can be achieved through share-based component of variable compensation, through share purchase plans or through purchases in the market. Individuals are expected to meet the minimum requirements within three years; at least half of the requirement must be achieved within two years. The basic requirements are defined in ORIOR AG’s Organisational Regulations.



All members of the Board of Directors and one member of the Executive Committee had already achieved the required minimum ownership levels as of 31 December 2021. The remaining Executive Committee members have until 31 December 2023 or 31 August 2024 to meet the ownership requirement. All have already reached the half-way point as stipulated.

6. Shareholders' rights of participation

Restriction of voting rights, voting by proxy

Holders of registered shares are registered on request in the Company's share register, subject to their signature of a written statement expressly confirming that they have acquired the shares in their own name and for their own account.

Share capital held by any single Nominee must not exceed 2% of the Company's total issued share capital. The Board of Directors can permit registration of Nominees holding shares (with voting rights) in excess of this limit, provided that the said Nominees disclose the names, addresses, nationalities and shareholdings of the persons for whose account they are holding 2% or more of the Company's issued share capital. No registrations exceeding the 2% limit were made during the year under review.

At the General Meeting, each share carries one vote. Voting rights can only be exercised if the shareholder is registered (with voting rights) in ORIOR AG's share register. A shareholder with voting rights can have himself represented at the General Meeting by written proxy, either by a representative appointed by him, or by the independent proxy. The Board of Directors ensures that shareholders can also use electronic means to give power of proxy and instructions to the independent proxy. All shares held by a shareholder can only be represented by one person.

Persons who have been involved in the Company's management in any way whatsoever must abstain from voting on resolutions granting discharge to the Board of Directors. The Company's Articles of Association contain no other voting restrictions and their provisions on voting by proxy conform to Swiss law.

Implementation of counter-proposal to Swiss Responsible Business Initiative

The entry into force of transparency and reporting obligations regarding non-financial matters will enable shareholders to cast additional votes on non-financial matters pertaining to ORIOR and thus give them an active say in how ORIOR manages environmental and social issues.

ORIOR has already established a good basis for meeting these new obligations with its Sustainability Report prepared in accordance with GRI Standards; analysis and preparation of the additionally required disclosures is under way. The first report on non-financial matters at ORIOR Group is likely to be presented at the Annual General Meeting in 2024, as stipulated by law.

Statutory quorum

Unless otherwise stipulated by mandatory law or by provisions contained in the Articles of Association, the General Meeting of Shareholders passes its resolutions and confirms elections by an absolute majority of the votes represented. Abstentions are disregarded for the purpose of establishing a majority.

Should the first ballot in any election fail to produce a valid result and if more than one candidate is standing for election, the Chair shall order a second ballot that is decided by a relative majority of the votes represented. Abstentions are disregarded for the purpose of establishing a majority.

Convening of General Meeting

Ordinary General Meetings are convened by the Board of Directors and must be held annually within six months of the close of the Company's fiscal year. Invitations must be sent not less than 20 days prior to the date of the meeting. Extraordinary General Meetings shall take place as necessary, in particular in those cases stipulated by law. General Meetings are called by the Board of Directors or, if necessary, by the auditors or a liquidator.

Due to the extraordinary situation in connection with the pandemic, the Annual General Meeting was again held without the physical presence of shareholders, in accordance with Art. 27 of the COVID-19 Ordinance 3. Shareholders were able to exercise their voting rights only through the independent proxy. The only persons present at the Annual General Meeting on 26 April 2021 were Chairman Rolf U. Sutter, Thomas U. Reutter, Dr. iur., who took minutes of the meeting and counted the votes, attorney René Schwarzenbach as independent proxy, and Marina Wüthrich from the Hottingen-Zurich notary office, who prepared the official document certifying the decisions regarding agenda item 6. Martin Gröli and Hortense Pfammatter, the representatives of the auditors Ernst & Young AG, Basel, participated by telephone.

The independent proxy represented 4 060 915 votes or 62.31% of total share capital, which corresponded to a nominal value of CHF 16 243 660. The Annual General Meeting voted for all of the board's proposals.

The Annual Report, the financial statements, and the consolidated financial statements for 2020 were approved, and the proposed dividend of CHF 2.33 per registered share was likewise approved. Discharge was granted to the members of the Board of Directors and the Executive Committee. Shareholders re-elected Rolf U. Sutter as Chairman for another one-year term and all other members of the board were likewise re-elected. At the subsequent constitutive meeting, the Board of Directors re-appointed Markus R. Neuhaus, Dr. iur., as the Vice Chairman. The members of the Compensation Committee were also re-elected to another term of office. Ernst & Young AG, Basel, was re-elected as auditor for the 2021 financial year and attorney René Schwarzenbach was re-elected as independent proxy. Amendments to the Articles of Association introducing compensation components promoting the successful long-term development of the Group were approved. The aggregate amounts of compensation paid to members of the Board of Directors and the Executive Committee were also approved, as were the initial payments under a long-term incentive plan for the members of the Executive Committee.

Inclusion of agenda items proposed by shareholders

One or more shareholders whose combined shareholdings represent in the aggregate not less than 10% of the Company's share capital or an aggregate par value of not less than CHF 1 million can demand inclusion of an item in the agenda of a General Meeting. Such a demand must be received in writing by the Company's Board of Directors at the latest 60 days prior to the date of the meeting, stating the agenda item and the motions proposed by the shareholder(s).

Entries into share register

Unless other cut-off dates are stipulated by the Board of Directors, no entries into the share register are permitted as from the date of dispatch of the invitations to the General Meeting until the day after the date of the meeting.

Strengthening shareholder rights

The revised Swiss company law is scheduled to enter into effect on 1 January 2023. Besides the changes that the revised Swiss company law will necessitate, the Board of Directors of ORIOR will deliberate over and review other statutory rules and guidelines. Relevant proposals should already

be ready for a vote at the Annual General Meeting in 2022. The Board will examine existing rules regarding additional mandates as well as new diversity guidelines for the Board of Directors and the Executive Committee and the integration of ESG into the Company's Articles of Association, among other issues.



7. Changes of control and defence measures

Obligation to make an offer

According to the Swiss Financial Market Infrastructure Act (FMIA), shareholders or a group of shareholders acting in concert who acquire more than 33.3% of the voting rights of a company domiciled in Switzerland and listed on an exchange in Switzerland are required to issue a public offer to acquire all listed equity securities of that company. Although it is possible to opt out of this mandatory offer obligation by amending the Articles of Association ("opting-out", Art. 125 para. 3 FMIA) or to raise the minimum threshold for this mandatory offer obligation to as high as 49% of the outstanding ORIOR shares ("opting-up", Art. 135, para. 1, FMIA), there are no such clauses in ORIOR's Articles of Association. Therefore, the aforementioned mandatory offer obligation is applicable without any restrictions in the case of ORIOR shares.

Clauses on changes of control

There are no change-of-control agreements with members of the Board of Directors or the Executive Committee or other executives. However, in the event of a change of control, the Company's compensation plans and stock ownership guidelines provide for immediate settlement as of the effective date of a change of control and thus the nullification of any vesting periods and holding periods. In addition, in the event of a change of control, all provisions of the Company's compensation plans and stock ownership guidelines that provide for the granting of vested rights and other stock-based compensation components shall automatically be null and void with effect from the date of the change of control.

8. Auditors

Duration of mandate and term of office of Senior Auditor

Ernst & Young AG, Aeschengraben 9, 4002 Basel, Switzerland, have acted as auditors for ORIOR AG since 2006. Ernst & Young, Basel, were re-elected as Company auditors for another term of one year by the General Meeting on 26 April 2021. Martin Gröli (Partner) is the lead auditor and he has held this position since the audit of the 2019 financial statements. In the 2021 fiscal year, however, Kaspar Streiff (Partner) assumed the role of lead auditor due to the absence of Martin Gröli.

Auditing fees / additional fees

in CHF thousand	2021	2020	2019
Auditing fees			
<i>Fees for auditing the consolidated financial statements, annual financial statements and the Compensation Report</i>	376.2	366.3	351.3
<i>Non-recurring fees related to acquisitions and the change in accounting standards</i>	0.0	0.0	11.4
Total Auditing fees	376.2	366.3	362.6
Additional fees			
<i>Tax advisory</i>	13.3	21.7	20.1
<i>Legal advisory</i>	0.0	8.0	0.0
<i>Transaction-related services</i>	0.0	0.0	15.2
<i>Other audit-related services</i>	7.0	0.0	16.9
Total additional fees	20.3	29.7	52.2
Total	396.5	396.1	414.8

Auditing services consist of auditing work that needs to be performed in order to issue an opinion on the consolidated financial statements of ORIOR Group and the local statutory financial statements.

Supervision and control of auditors

The Board of Directors exercises its responsibilities for supervision and control of the auditors through the Audit Committee. The Audit Committee prepares an annual appraisal of the independence and quality of the auditors and the fees paid to them. The Audit Committee also examines the audit plan and scope as well as the results of the external audit. In addition the Audit Committee coordinates cooperation between the external auditors and the internal auditors.

Besides the auditor's report on the financial statements and on pages 45–52 of the Compensation Report pursuant to Art. 17 OAEC, the auditor prepares a comprehensive report for the Board of Directors. This report contains the findings of its auditing activities (including an existence check on the internal control system) and its recommendations, as well as the status of findings and recommendations from previous audits. This report is discussed in detail with the Audit Committee. The Audit Committee also monitors whether and how the Executive Committee is implementing measures that have been approved on the basis of the external auditor's findings. To this end, the auditor will also draw up an annual status report for presentation to the Audit Committee. In addition the Audit Committee has regular meetings with the senior external auditors.

The external auditors participated in four meetings and telephone conferences of the Audit Committee in 2021, but they did not attend any meetings of the Board of Directors.

Selection procedure: the current auditors were elected in 2006 for the first time by the then shareholders of the Company. The grounds for selection of Ernst & Young AG were customary criteria such as quality and cost of services.

The performance of the external auditors and the fees paid to them were reviewed in a questionnaire circulated to functions at Group level and to staff responsible for financial matters at the audited Group subsidiaries. The questions focused mainly on efficiency of the audit process, the auditors' technical knowledge of accounting principles and their understanding of Group processes and procedures, validity of the priorities addressed in the audit and justification of the audit fees. Either the CFO or the Group Controller also attended all the exit meetings with the auditors at subsidiary company level.

The Audit Committee verifies that any additional services of the auditors not relating to the actual audit work are provided strictly within the framework of the regulations on independence of service providers. The auditors are required to confirm that their performance of these additional services will not affect the independence of their auditing mandate.

9. Information policy

ORIOR publishes an annual and an interim report every year containing information on its business operations and the financial results of ORIOR Group. ORIOR also provides information on current events and developments through press releases, employee and customer newsletters and through online publications at www.orior.ch. As a company listed on SIX Swiss Exchange, ORIOR must comply with the rules governing ad hoc publicity, i.e. it is obligated to disclose potentially price-sensitive events and developments. Ongoing communications with shareholders, the capital market and the general public are maintained by CEO Daniel Lutz, CFO Andreas Lindner and Chief Corporate Affairs Officer Milena Mathiuet. E-mails can be sent to investors@orior.ch at any time.

News service for ad hoc disclosures

Visit the Company's website to subscribe to various mailing lists for ad hoc disclosures and other company news.

> ORIOR News Service: <https://orior.ch/en/news-service>

Blackout and quiet period

All members of the Board of Directors, the Executive Committee and defined key employees of ORIOR are subject to a general trading blackout period prior to the publication of the half- and full-year results. They are prohibited from trading ORIOR shares or derivatives on ORIOR shares or ORIOR bonds and other debt securities for a period beginning at least 30 days prior to the publication of the half- and full-year results and ending at least 24 hours thereafter. Persons subject to this policy will be informed by the CFO or the Chief Corporate Affairs Officer when the blackout period commences and ends.

The quiet period begins, based on the internally applicable general trading blackout period prior to the publication of the half- and full-year results, at the latest 30 days prior to the publication of the results and ends with the publication of the ad hoc announcement. During this period, no meetings or discussions will be held with analysts, investors or the media. General marketing and sales activities as well as proactive enquiries that do not concern the results are excluded from this.

Communication structures and policies

Rules and roles concerning corporate communications and individuals privy to sensitive information have been established and are centrally managed in the crisis and communication guidelines of ORIOR Group and the regulations on ad hoc publicity, insider trading, the disclosure of significant shareholdings, and on management transactions at ORIOR AG. An Ad hoc Committee consisting of representatives of the Board of Directors and the Executive Committee was formed in the 2021 financial year as an additional standing committee. This committee will monitor compliance with the latest ad hoc disclosure requirements of the SIX Swiss Exchange, particularly regarding the determination of price-sensitive information as ad hoc.

Agenda

5 April 2022 Annual General Meeting
16 August 2022 Publication Interim Results and Half Year Report 2022

> Regularly updated ORIOR calendar of investor event: <https://orior.ch/en/investor-s-agenda>