

**Organisational Regulations
of the SCION Association**

dated 8 November 2022 – Revision 26 February 2025

In case of differences between the German version and this English translation, the German version has priority.

Section I
Introduction

Fundamentals

Article 1

¹ These Organisational Regulations are issued by the Association Board of the SCION Association (the **Association**) on the basis of Article 22 (3) of the Statutes.

² They regulate the organisation of the management and the duties and powers of the executive bodies of the Association.

Article 2

Group structure,
subsidiaries

¹ If the Association establishes subsidiaries or acquires a controlling interest in other companies (Article 2 (3) of the Statutes), the Association shall perform any management, organisational and financing activities not only for itself but also for all the companies directly or indirectly controlled by it (the **Group Companies**, together with the Association referred to as the **Group**).

² In accordance with this function of the Association, its bodies not only pass decisions for the Association itself, but also issue regulations and directives for the Group and the Group Companies. In doing so, the bodies of the Association shall respect the legal independence of the Group Companies and ensure that their bodies exercise their mandatory powers.

³ The bodies of the Association shall ensure that the Group Companies declare the regulations and directives issued for the Group and for them to be applicable and implement the decisions taken for the Group, in each case subject to mandatory law. In the event of any conflict with any regulations or directives issued by Group Companies, the regulations and directives issued for the Group shall prevail to the extent legally permissible.

Section II
Executive bodies of the association

Executive bodies

Article 3

The executive bodies of the Association are:

- a. the Association Board;
- b. the President of the Association Board;
- c. The Management.

A. The Association Board

Article 4

Constitution of the Association Board

⁴ The Association Board shall elect its President and a Vice-President from among its members.

⁵ Elections shall be for a period of three years, in the case of elected members of the Association Board, concurrently with their statutory term of office.

⁶ The Association Board may appoint a Secretary to assist it in administrative matters. The Secretary need not be a member of the Association Board.

Article 5

Functions and powers

The Association Board shall have the following functions and powers:

- a. to carry out the overall management of the Association and issue of the necessary directives;
- b. to determine of the organisation of the Association, including the adoption and amendment of these Organisational Regulations and other regulations;
- c. to determine the membership fee of the Association;
- d. to organise the accounting system;
- e. to appoint and dismiss persons entrusted with the management and representation of the company und and for the regulation of signatory powers;
- f. to carry out the ultimate supervision of the persons entrusted with the management of the company, in particular with regard to compliance with the law, the Statutes, regulations and directives;
- g. the preparation of the annual report as well as the preparation of the General Assembly and the execution of its resolutions;
- h. to approve significant transactions, such as:
 - (i) to acquire and sell participations;
 - (ii) to establish and dissolve Group Companies as well as open and close branches;
 - (iii) to acquire and sell real estate;
 - (iv) to acquire and dispose of essential intellectual property rights;
 - (v) to take out of bank loans and approve the granting of unsecured loans and guarantees in an amount exceeding CHF 100,000; and
 - (vi) to approve any one-off investments exceeding CHF 100,000 and any ongoing investments exceeding CHF 25,000 per annum;

- i. to approve the annual investment and operational budgets of the Association;
- j. to approve the implementing regulations issued in application of Article 27 of these Organisational Regulations;
- k. to carry out other functions and powers reserved to the Association Board by law or by these Organisational Regulations;

Article 6

Delegation of other functions;

Hereby, the Association Board delegates all other functions, in particular the preparation and execution of its resolutions and the control of individual transactions and the management of the Association to the Management.

Article 7

Meetings

¹ The Association Board shall meet as often as deemed necessary, but at least twice per financial year. Every member shall be entitled to request a meeting at any time, stating the agenda and motions.

² Meetings shall be convened in writing (including email) by the President, or on the President's behalf by the Secretary, no later than 10 calendar days before the meeting, stating the agenda. Any member of the Association Board may request that an item be added to the agenda up to 5 calendar days before the meeting.

³ In urgent cases, the President may convene an Association Board meeting in writing or by any other appropriate means without observing this deadline.

⁴ The President of the Association Board shall chair the meetings of the Association Board. If the President is prevented from chairing a meeting, the Vice-President shall preside, or if the Vice-President is prevented, another member designated by the Association Board shall carry out this duty.

⁵ Any member of the Association Board may raise procedural motions during the Association Board meeting. The Association Board shall decide procedural matters by immediate resolution; in doing so, it may deviate from the orders of the President.

⁶ The Association Board shall decide which persons may or must attend a meeting of the Association Board (e.g., members of the Management).

Article 8

Passing of resolutions

¹ The Association Board shall constitute a quorum when the majority of the members of the Association Board are present in person, by telephone or video conference or other means of direct communication. Absent members of the Association Board may not be represented.

² The Association Board shall pass its resolutions by a majority of the votes cast. Abstention is not possible.

³ In the event of a tie, the President of the Association Board meeting shall have the casting vote.

⁴ Urgent matters raised after the distribution of the final agenda may be discussed at the Association Board meeting. However, resolutions on such matters may only be passed if all members of the Association Board (including those absent) agree.

⁵ Resolutions may also be passed by way of written consent (including email) to a submitted motion, unless a member requests oral deliberation within three calendar days of delivery of the motion. Resolutions passed by written consent shall only be valid if they have been delivered to all members of the Association Board and if a majority of the members have given their consent in writing.

Article 9

Minutes

Minutes shall be kept of all resolutions. The President of the Association Board meeting shall appoint a minute taker who need not be a member of the Association Board. The minutes shall be signed by the President and the minute taker.

Resolutions passed by written procedure shall be recorded in the next minutes.

Article 10

Right to information and reporting

¹ Each member of the Association Board may request information on all matters of the Association from the other members and from the Management at the meetings of the Association Board.

² Outside the Association Board meetings, any member of the Association Board may request information from the Management on the course of business and may receive information on specific business transactions and inspect business documents.

Article 11

Financial matters

¹ The Association Board performs its duties on an honorary basis.

² The reimbursement of expenses shall be separately governed.

³ The Association Board may take out a directors and officers liability insurance (D&O insurance) for its members and the members of the Management.

Article 12

Suspension

¹ A member of the Association Board may be suspended in their function by a resolution of the Association Board with a majority of two thirds of all members of the Association Board (except the member concerned) for important reasons (Article 20 (2) of the Statutes).

² In this case, the Association Board shall immediately convene an Extraordinary General Assembly for which the dismissal of the suspended Association Board member shall be placed on the agenda. If the General

Assembly rejects the dismissal, the suspension shall lapse without further consequences (Article 20 (2) of the Articles of Association).

B. The President and the Vice-President of the Association Board

Article 13

Functions and powers The President of the Association Board has the following functions and powers:

- a. Preparation of the agenda for the General Assemblies and the Association Board meetings;
- b. Invitation to the Association Board meetings; and
- c. Presiding over General Assemblies and Association Board meetings.

Article 14

Urgent resolutions ¹ In extraordinary cases where the taking of an action in the interest of the Association cannot be delayed, the President and the Vice-President of the Association Board may jointly take all necessary resolutions on behalf of the Association Board.

² Immediately after a resolution has been passed in accordance with paragraph 1, the President shall inform the Association Board of the resolution. These resolutions must then be approved by the Association Board at the next meeting. If the approval of the Association Board is refused, the resolution shall be deemed to be rescinded and the actions taken shall be reversed.

Article 15

Vice-president ¹ If the President is prevented from exercising their function, it shall be exercised by the Vice-President.

² If the Vice-President is also prevented from exercising their function, the function shall be temporarily exercised by another member of the Association Board to be appointed by the Association Board.

B. The Management

Article 16

Establishment and organisation ¹ The Association Board hereby establishes a Management. The members of the Management shall be appointed and removed by the Association Board.

² The Association Board shall appoint a Chairperson for the Management (or a single Managing Director) who shall have overall responsibility for the duties of the Management.

³ The Association Board may appoint other members of the Management, each of whom shall have a defined area of responsibility. These members shall be guided by the Chairperson, subject to deviating instructions of the Association Board.

⁴ The Association Board may use different designations or titles for all functions (e.g. “CEO”).

⁵ The Association may conclude employment contracts with the members of the Management.

Article 17

Functions and powers

¹ The Management shall have all function and powers not assigned to the Association Board by these Organisational Regulations, by the Statutes or by law.

² The delegation of functions by the Association Board in accordance with Article Artikel 6 of these Organisational Regulations shall in particular include:

- a. The administration of the Association’s funds, however, in derogation of the general signature regulations (Article 23 of these Organisational Regulations), by the members of the Management entrusted with the administration of the funds and with sole signature powers;
- b. The keeping of books and accounts; and
- c. The exercise of shareholders’ rights in the subsidiaries of the Association, as well as control over the business activities of these companies.

³ Urgent resolutions in accordance with Article 14 of these Organisational Regulations may also be passed by the Management provided that:

- a. No member of the Association Board within 5 calendar days of written (including email) notification by the Management to the full Association Board:
 - (i) has sent a negative decision to the Management; or
 - (ii) requested that the Association Board pass a resolution.
- b. all members of the Management agree to the urgent resolution.

⁴ The resolutions passed by the Management in accordance with paragraph 3 must then be approved by the Association Board at the next meeting. If the approval of the Association Board is refused, the resolution shall be deemed to be rescinded and the actions taken shall be reversed.

Article 18

Reporting

¹ The Management (as a rule, its Chairperson) shall regularly inform the Association Board about the current course of business and the more important business transactions at the Association and any Group Companies.

² Events that could have a significant influence on the business of the Association, the Group or individual Group Companies shall be brought to the attention of all members of the Association Board without delay in writing or by other appropriate means.

Article 19

Instructions of the Association Board

¹ The Association Board may at any time give instructions to the Management, to individual members of the Management and to employees and auxiliary persons of the Association.

² It may also at any time refer individual business to itself.

Article 20

Instructions of the Management

The Management shall manage the other employees and auxiliary persons of the Association and give them the necessary instructions.

Section III

Other bodies of the association

Article 21

Advisory Boards

³ The Association Board may appoint one or more Advisory Boards, which need not be committees of the Association Board itself (Article 7 (2) of the Statutes). It may also choose other names for them.

⁴ The Association Board shall regulate the functions, the organisation as well as the election, dismissal and remuneration of the members of these Advisory Boards in separate regulations.

⁵ Within the framework of the separate regulations, the Association Board may grant the Advisory Board autonomy in the constitution and order of its own procedures, subject to the reservation that the regulations may be amended by the Association Board at any time.

Article 22

Committees

⁶ The Association Board may establish one or more Committees, which need not be committees of the Association Board itself (Article 7 (2) of the Statutes). It may also choose other names for them.

⁷ The Association Board shall regulate the functions, the organisation as well as the election, dismissal and remuneration of the members of these Committees in separate charters.

⁸ Within the framework of the separate regulations, the Association Board may grant a Committee autonomy with regard to the set-up and order of its own procedures; this shall be at all times subject to the amendment of the charters by the Association Board.

Section IV
General provisions

Article 23

Signatory powers

¹ Members of the Association Board and the Management and all other persons authorised to represent the Association shall sign by way of joint signatory powers (involving two persons).

² The Association Board may provide for further restrictions on the signatory powers.

Article 24

Vested interests

¹ Each member of the Executive Association Board shall disclose their vested interests relating to the SCION technology.

² Vested interests include the following:

- a. All memberships in a management or administrative body of legal entities in Switzerland and abroad (including associations and foundations);
- b. Any direct or indirect voting or capital control over a legal entity in Switzerland or abroad which has received or is seeking certification or any other benefit from the association; and
- c. Any other fact likely to create the appearance of an overriding personal interest in acting for the Association.

³ Each member of the Association Board shall notify the Management of any changes in their interests, including the creation of new interests and the cessation of existing interests.

⁴ Before the Association Board recommends a person to the General Assembly for election to the Association Board, that person shall disclose their vested interests to the Association Board in accordance with this Article 24.

Article 25

Conflicts of interest

¹ Each member of a body of the Association (body member) is obligated to proactively inform the respective competent body about actual or potential conflicts of interest.

² In the event of a direct conflict of interest, i.e. a situation in which the vote of a member of a body member would be detrimental to the Association and at the same time favour the interests of that person or persons close to that person or any other interests represented by that person, the member of the body member in question must abstain, i.e. abstain from discussions relating to the respective topic and abstain from voting in this context.

³ If there is a reason for abstention, the body of the Association responsible in each case may, provided that it has been fully informed of the conflict of interest and the facts giving rise to such conflict, waive the abstention of the body member concerned, provided that this organ person gives preference to the interests of the association.

⁴ If the body member concerned does not recuse themselves on their own initiative, the competent body of the Association may, by a qualified majority of two-thirds of all members of the body, exclude that person from any deliberations and resolutions on the relevant matter.

Section V
Final provisions

Article 26

Entry into force

These Organisational Regulations were adopted by circular resolution on 8 November 2022 and entered into force on that date. They were updated on 26 February 2025.

Article 27

Execution

The bodies entrusted by the Association Board with the management of the Association shall issue the implementing provisions necessary for the execution of these Rules of Organisation. In order to come into force, these provisions require the approval of the Association Board in accordance with Article 5 Letter j of these Organisational Regulations.