

Organizational Regulations of Landis+Gyr Group AG

24 October 2023

Table of Contents

Section 1. Purpose and Scope of the Regulations and General Organization of the Group	4
Section 2. General Provisions	4
2.1 Duty of Care and Loyalty	4
2.2 Conflict of Interests and External Mandates	4
2.2.1 General	4
2.2.2 Procedure	4
2.2.3 Remedies	5
2.2.4 Documentation	5
2.2.5 Arm`s Length Principles	5
2.2.6 External Mandates	5
2.3 Confidentiality	6
2.4 Compliance with Stock Exchange Rules, FinfraG, etc.	6
2.5 Reporting, Access to Information and Communication	6
2.6 Role Expectations and Conduct	7
2.7 Review and Self-Assessment	7
Section 3 Organization of the Group Management	7
3.1 Strategy, Supervision, Appointments	7
3.2 Delegation	7
3.3 Group Functions, Regional Segments and EVP	8
Section 4. Board of Directors	8
4.1 Constitution	8
4.2 Independence	8
4.3 Duties of the Board	8
4.3.1 Principles and Tasks	8
4.3.2 Delegation	8
4.3.3 Appointment of Substitutes	8
Section 5. Meetings of the Board and the Board Committees	9
5.1. No Substitutes	9
5.2. Frequency, Location of Meetings and Form of Resolutions	9
5.3 Secretary and Minutes	9
5.4 Participation of Non-Board Members	9
5.5 Notice, Agenda	10
5.6 Quorum	10
5.7 Majority Requirements	10
Section 6. Chair	11
Section 7. Lead Independent Director	11
Section 8. Board Committees	12
8.1 General	12
8.2 External Advisors	12
8.3 Charters	12
Section 9. CEO	12
Section 10. CFO	13

Section 11. Group Executive Management	13
11.1 Executive Management Members	13
11.2 Duties of the Group Executive Management in General	13
Section 12. Extended Executive Management	14
Section 13. Internal Audit	14
Section 14. Chief Compliance Officer	15
Section 15. Group Data Protection Officer	15
Section 16. Entry Into Force, Modifications	16
Appendix A. Abbreviations and Definitions	17
Appendix B. Group Approval Policy	19
Appendix C. RemCo Charter	20
Appendix D. AFRC Charter	23
Appendix E. NGSC Charter	25
Appendix F. Allocation of Powers and Duties	27

Section 1	Purpose and Scope of the Regulations and General Organization of the Group
Purpose	Based on Art. 716b CO and Art. 16 para. 2 AoA, the Board has resolved to adopt these OrgRegs to govern the internal organization and principles of corporate governance of the Company and the Group and the details of the delegation in accordance with Art. 716b CO.
Scope	Pursuant to Art. 2 AoA, the Company is a holding company, which directly or indirectly owns and manages investments in a global group of companies that conduct the Business. In order to ensure proper functioning of the Business in the interest of the Company, its shareholders and other relevant stakeholders, and to comply with relevant laws, regulations and Group policies, the Board shall supervise and, where necessary and appropriate, provide overall strategic direction for the Business. Hence, the Board and the Company's other bodies may from time to time promulgate certain guidelines for the Group Companies. However, the Company and its bodies shall always observe the legal independence of the Group Companies and the rights, competences and responsibilities of their respective bodies.
Gender Neutrality	All references to titles, functions and/or individuals used herein apply to all genders.
Abbreviations and Definitions	For abbreviations and definitions, please refer to Appendix A.

Section 2 General Provisions

2.1 Duty of Care and Loyalty	In compliance with applicable law and the AoA, each Director and each member of the Group Executive Management and the Extended Executive Management has a fiduciary duty to the Company and a duty to act with loyalty and in good faith in the interest of the Company, the Group, its shareholders and other relevant stakeholders. This includes striving to create long-term, sustainable value in line with the Company purpose outlined in Art. 2 AoA.
2.2	Conflict of Interests and External Mandates
2.2.1 General	The Directors and the members of the Group Executive Management and the Extended Executive Management shall arrange their personal and business affairs so as to avoid, as far as possible, Conflicts of Interest with the Company, the Group or any Group Company and should neither conclude any investment or other transactions nor accept any benefits that may jeopardize their independent safeguarding of the Group's interests.
2.2.2 Procedure	<p>As soon as becoming aware of a Conflict of Interest, the relevant Director, with the exception of the Chair, must inform the Chair in writing or by e-mail and must disclose all relevant circumstances so that the Chair can assess the interests of the person concerned.</p> <p>If the Chair determines in its reasonable opinion, that the Director has a Conflict of Interests, or in the event of a doubt, the Chair shall disclose the situation to the Board to make a decision commensurate with the seriousness of the Conflict of Interest so that the independent safeguarding of the Company's, the Group's or the Group Companies' interests continues to be ensured. Such disclosure shall in any case be made prior to the next upcoming Board meeting.</p> <p>The same disclosure obligation to the full Board applies to the Chair with a view to a Conflict of Interest of the Chair itself. <i>Mutatis mutandis</i>, the members of the Group Executive Management and the Extended Executive Management must disclose any Conflict of Interest in writing or by e-mail to the CEO, as soon as it becomes aware of the existence of the situation. The CEO must disclose its own Conflicts of Interest to the Chair.</p>

- 2.2.3 Remedies** The Board or the CEO will decide on a case-by-case basis on the appropriate measures to safeguard the Company's, the Group's or the Group Companies' interests. The respective Director or member of the Group Executive Management or the Extended Executive Management shall not participate in the deliberations on the existence of a Conflict of Interest or the appropriate measures, nor in any deliberation on the subject matter prior to such decision and is not entitled to cast a vote. However, the Board or the CEO shall consult with the concerned individual concerning the existence of a Conflict of Interest prior to making any decision in this regard.
- If a Director or a member of the Group Executive Management or the Extended Executive Management is subject to a Conflict of Interest, the Board or the CEO may decide, depending on the intensity of the Conflict of Interest, that the conflicted individual may take part in the discussions on the concerned matter and a vote with and a vote without the conflicted individual shall take place (double vote), may take part in the discussions on the concerned matter but shall not take part in the respective resolution (simple abstention) or shall not take part in the discussion and the resolution at all (qualified abstention). Instead of these measures or in addition to them, the Board or the CEO can commission an independent third party to make a prior assessment of the matter (impartial opinion) or submit the matter to the General Meeting for approval.
- In case of a complete exclusion (i.e., qualified abstention) from the matter, the conflicted individual shall not receive any confidential information with respect to the issue in question and shall not have access to the respective parts of the minutes of such meeting (this provision shall act as a limitation of information rights the conflicted individual may have pursuant to these OrgRegs, the Articles or under applicable law).
- In case of an ongoing or permanent Conflict of Interest, the Board or the CEO shall decide whether the conflicted Director or the member of the Group Executive Management or Extended Executive Management should be requested to resign or should no longer be nominated for re-election or re-appointment.
- 2.2.4 Documentation** Any Conflict of Interest notified to the Chair the full Board or the CEO shall be recorded, together with the respective decision concerning the existence of a Conflict of Interest. In addition, the resolutions taken by the Board to remedy the Conflict of Interest shall be minuted.
- 2.2.5 Arm's Length Principles** Business transactions between the Company and Directors, members of the Group Executive Management and / or the Extended Executive Management, or their Related Persons, must be conducted at arm's length, be in the interest of the Company, be documented in writing and be disclosed to the Board. Such business transactions must be approved by the Board without the participation of the parties concerned. If necessary, an independent assessment and/or valuation (fairness opinion) shall be obtained.
- 2.2.6 External Mandates** According to Art. 23 AoA, the Directors may hold additional mandates in legal entities and associations, charity foundations and employee assistance foundations. To ensure that such mandates do not conflict with the respective Director's duties, each Director shall inform the Chair, the NGSC and the Group General Counsel about its intention to accept a new additional mandate and, thereafter, about the acceptance and starting date of such new additional mandate. The information shall include a description of the mandate (including regarding the expected time expenditure) and any circumstances which may lead to a Conflict of Interest.

2.3 Confidentiality Directors and members of the Group Executive Management and the Extended Executive Management shall at all times keep strictly confidential all information – except information which is already in the public domain – relating to the Company, or the Group or its business which they have learned during the performance of their activities. Such confidential information shall not be used for personal gain (including for the gain of any Related Persons or other third parties) and may only be disclosed to third parties with the prior written approval of the Chair or the CEO, except where disclosure is required by law. The content of the Board meetings and related minutes shall be treated as confidential information.

This obligation and duty shall continue even after the term of office or, respectively, their activity for the Company of any respective Director, member of the Group Executive Management or the Extended Executive Management has expired and as long as the relevant information remains confidential. Directors may communicate publicly (e.g. through lectures, publications, social media) information related to the Company's or Group's affairs only in a manner consistent with agreed Company positions and policies and after coordination with the Chair. If a Director comments on other matters in public, the comments should be clearly identified as representing the personal view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance, preferably with the full Board, but at least with the Chair.

2.4 Compliance with Stock Exchange Rules, FinfraG, etc. The Board shall ensure that appropriate action is taken with regard to purchasing and selling securities of the Company and derivatives during critical periods to prevent insider-trading via an Insider Dealing and Market Manipulation Policy (Trading Policy) and it shall further ensure and review the compliance with the reporting and disclosure duties relating to the listing of the Company's shares on the SIX Swiss Exchange, in particular regarding the disclosure of management transactions and regarding ad hoc publicity requirements.

Directors are mindful of their duties in particular in accordance with FinfraG (prohibition of insider dealing etc.), the Listing Rules (disclosure of management transactions, etc.) and the Insider Dealing and Market Manipulation Policy (Trading Policy) of the Group.

2.5 Reporting, Access to Information and Communication Each Director shall be entitled to obtain detailed information on the business of the Company and the Group in accordance with the terms of the following paragraphs and always subject to the limitations of Sections 2.2.3 and 2.3.

Reporting and access to information at Board meetings:

- The CEO, or such other Group Executive Management members designated by the Chair or the CEO, shall report to the Board on the Company's and the Group's current business performance and any major event affecting the Company and the Group. Persons who are responsible for a particular business matter and/or who are essential for answering specific inquiries must be available. The Board may require reporting on risk and compliance matters directly by the persons responsible for those functions.
- Each Director, the CEO, and the other Group Executive Management members are obligated to provide such information as requested by the Directors.
- The CFO is responsible for preparing monthly management accounts of the Company and presenting them to the Board in the Board meetings.

Reporting and access to information outside of Board meetings and in preparation for Board meetings:

- Any extraordinary situation that may occur and have a material impact on the business or the financial situation of the Group shall be notified immediately to the Directors by the CEO.
- Each Director shall be entitled to the timely receipt of and access to other important information and/or documents related to the business of the Company (including communications and discussion papers proposed by other Directors) in order to have sufficient time to review the information and make informed decisions.
- Each Director may request information relevant to the execution of the Director's duty from the CEO, the other Group Executive Management members or other Extended Executive Team Members. Upon notice to the Chair, each Director may also request access to the files and accounts for inspection.

2.6 Role Expectations and Conduct

All Directors will act with the highest degree of integrity, exercise due care and diligence at all times in the performance of their functions and will not make improper use of information acquired by virtue of the position. Directors will not make improper use of position to gain a direct or indirect advantage for self or any other person.

Directors will be diligent at all times in discharging their duties and may obtain advice to the Board or applicable Board Committee at the earliest opportunity on matters relating to their responsibilities from external experts or the Company's General Counsel, if in doubt about any aspect of their duties acting in the best interest of the Company, recognizing the Company's General Counsel represents the interests of the Company and the Group and not the individual Directors.

2.7 Review and Self-Assessment

The Board and the Board Committees shall review the regulations that they have issued at regular intervals and amend them as required. The Board and the Board Committees shall further discuss and carry out an assessment of their performance and that of their Directors and members each year and provide information on such assessment in the Company's annual report. The purpose of such review and self-assessment is to determine whether the Board, the Board Committees and their Directors and members function effectively and efficiently. The Board shall periodically consider an external evaluation.

Section 3

Organization of the Group Management

3.1 Strategy, Supervision, Appointments

The Board determines the strategy of the Group upon recommendation of the CEO, exercises the ultimate supervision of the management, appoints the CEO and the other members of the Group Executive Management as well as the Internal Audit Head, and performs all other duties as provided by applicable law, the AoA and these OrgRegs. The AFRC, the NGSC and the RemCo assist the Board in the fulfillment of its duties.

3.2 Delegation

The Board delegates the management of the Company and the Group to the CEO to the fullest extent permitted by applicable law, subject to the AoA and these OrgRegs. The CEO is assisted in the CEO's managerial tasks by the Group Executive Management and the Extended Executive Management. The CFO is a member of the Group Executive Management with specific tasks and duties as described in these OrgRegs.

The CEO takes independent decisions concerning delegated powers within the limits of the AoA and these OrgRegs. Outside of the duties and functions of the CFO, the Board authorizes the CEO to sub-delegate the delegated duties and functions to members of the Group Executive Management and the Extended Executive Management.

Section 5 Meetings of the Board and the Board Committees

5.1 No Substitutes A Director not able to participate in a Board or Board Committee meeting may not be represented by any other person.

5.2 Frequency, Location of Meetings and Form of Resolutions The Board and the Committees shall hold regular meetings in accordance with the requirements of the Company and the Group, but at least four times a year. Additionally, the Chair shall ensure that meetings are convened, and discussions are held at short notice whenever necessary.

Meetings of the Board and the Board Committees may be held at such time and in such location as determined by the Chair or the chair of the respective Board Committee, as applicable. Meetings may also be conducted fully virtual by telephone or video conference or by other means of audio or audiovisual communication, or as a hybrid meeting, provided that each participant attending by telephone, video, audio or other electronic means is clearly identified and has the (technical) possibility to interact with the other attendants and to cast its votes. A person participating through one of these means of communication shall, for the quorums under Section 5.6 be regarded as present.

Resolutions can also be passed by Circular Resolutions in writing or via electronic means in accordance with applicable laws, provided no Director requests an oral deliberation within the deadline for responding in relation to the subject matter of the proposed resolution and further provided that more than 50% of the Directors cast a vote or give written or e-mail notice that they abstain.

5.3 Secretary and Minutes The Board shall appoint the Company Secretary who shall keep the minutes of meetings of the Board. In case the Company Secretary is prevented from keeping minutes for any reason, the Board shall designate the person that shall keep the minutes. The minutes of each of the Board Committee(s) shall be kept by the person designated by the chair of the respective Board Committee.

The minutes shall contain the date and place, the Directors present, the agenda topics and deliberations and all resolutions adopted at the meeting, as well as any declaration requested to be minuted. All resolutions passed, whether in a physical, hybrid or virtual meeting, shall be recorded in meeting minutes and resolutions passed via a Circular Resolution shall be recorded in an electronic protocol or alternatively in the minutes of the next meeting. Minutes of all Board and Board Committee meetings shall be signed by the person chairing the meeting and the minute keeper and shall be made available to all Directors for review as soon as practicable. The minutes shall be approved at the next meeting of, or by a Circular Resolution of, the Board or, as applicable, the Board Committee.

The Company Secretary shall ensure that newly elected Directors receive an introduction appropriate to their duties as well as further training with respect to their responsibilities, including but not limited to the Directors duties to disclose management transactions in accordance with the applicable regulations and guidelines of the SIX Swiss Exchange.

5.4 Participation of Non-Board Members The Chair or the chair of the relevant Board Committee may invite or allow third parties to attend all or part of a meeting of the Board or a Board Committee. For purposes of making presentations to the Board on matters under the CEO's responsibility on the Board's agenda, the CEO may select those executives or other third parties who will make such presentations, except as provided otherwise herein in respect of Internal Audit and Compliance. The persons described above shall not vote on any resolution and may be asked by the Chair or the chair of the relevant Board Committee to leave the meeting on completion of their presentation or when matters deemed not relevant to them are being discussed.

5.5 Notice, Agenda The Board shall meet upon notice by its Chair or the Lead Independent Director. In cases where the Chair or the Lead Independent Director are unable to call a meeting within due course, any other Board member may call the meeting.

Notices for meetings of the Board shall specify the agenda and shall be issued in writing or in electronic form in general minimum five business days in advance, except for urgent matters. The Chair shall liaise with the CEO to ensure that all relevant information and documentation is made available in good time, generally five business days prior to a meeting; if this is not possible, the documentation should be available for study with sufficient time prior to the meeting; only in exceptional cases shall the documentation be made available in the meeting only.

Any Director may request a meeting for a specific purpose or the inclusion of a certain item on the agenda. Such requests must be submitted to the Chair or the Lead Independent Director in writing at least seven business days prior to the meeting and should indicate the background and the purpose of the request, except in urgent matters. In case of a resolution taken by way of a Circular Resolution, subject to the Chair's competence to amend the procedure set forth herein, notice of a resolution taken by way of a Circular Resolution shall be given to the Directors together with reasonable documentation minimum 24 hours before they can cast their votes, for which they are given another 24-hour-window minimum. Circular Resolutions shall generally be limited to topics that were already subject to deliberations in previous meetings, or to mere formal matters; exceptions may apply.

The Chair shall take the chair at the meetings of the Board. If the Chair is prevented from attending the Board Meeting, the Lead Independent Director, or another Director chosen by the other Directors present shall take the chair. Directors will strive to attend all Board and relevant Board Committee meetings and other scheduled activities. Where attendance is not possible Directors will, as appropriate, seek leave of absence or tender a formal apology.

5.6 Quorum Unless stated otherwise in the AoA and in these OrgRegs, the Board can validly pass resolutions, if at least the majority of the Directors are present. No quorum is required for meetings at which the sole item of the agenda is to deliberate and approve resolutions providing for the confirmation of capital increases or the amendment of the AoA in connection with a capital increase (especially decisions to be taken by notarial deed according to Art. 652g, 653g, 653i, 653o or 653u CO).

5.7. Majority Requirements Directors will strive to achieve consensus within the Board. If a final position cannot be reached, a majority decision will be adopted as the decision of the Board. Resolutions of the Board (other than Circular Resolutions) require the affirmative simple majority of the votes cast. Circular Resolutions need the affirmative votes of the majority of the Directors. A dissenting Director may have its vote and/or a minority view recorded in the minutes or, in case of Circular Resolutions, the electronic protocol or the next meeting minutes.

The adoption of resolutions on items not included in the agenda requires the affirmative vote of at least two thirds of the present Directors.

In case of a tie on any issue, the Chair (or where the Chair is conflicted or unavailable, the Lead Independent Director or another Director chosen by the other present Directors) shall have the casting vote.

Section 6

Chair

The Chair or in his absence, Conflict of Interest, unavailability, or failure to act, the Lead Independent Director, or in his absence, Conflict of Interest, unavailability, or failure to act, any other designated Director, is entrusted with running the Board in the Company's interests, ensuring that procedures relating to preparatory work, deliberation, passing resolutions and implementation of decisions are carried out properly and efficiently.

In particular, the Chair shall have the following powers and duties:

- a) preparation of the agenda of Board meetings as well as convening Board meetings;
- b) chairing of General Meetings and Board meetings, supervision of the drafting, review and signing of the respective minutes;
- c) supervision of implementation and follow-up of resolutions taken by the Board;
- d) conducting strategic relations and contacts with shareholders, investors, media and the general public in coordination with the CEO;
- e) establishing and maintaining a close working relationship with the CEO, providing advice and support;
- f) promoting effective relationships and communication between the Board, the CEO, the GEM and the Extended Executive Management;
- g) any other duty as further set out under applicable laws, in the AoA or in these OrgRegs (in particular Appendix F).

The chair of the respective Board Committee(s) shall keep the Chair informed on a current basis about all important strategic issues, transactions as well as about the business situation and development, and important organizational changes within the Company and the Group. The Chair shall monitor such informational duty of the Board Committee(s).

The Chair reports to the Board on information received from the Board Committee(s). Also, the Chair shall immediately inform the Directors of any extraordinary situation regarding the Company or the Group of which the Chair may become aware.

Section 7

Lead Independent Director

The Lead Independent Director is appointed by the Board for a term of one year until the conclusion of the next annual General Meeting. The Lead Independent Director is responsible for ensuring Independence and leadership for other Independent Directors. The Lead Independent Director shall be entitled to convene and hold meetings with the Independent Directors independently when necessary. The Lead Independent Director may call a meeting of the Board whenever it deems fit.

If the Chair is absent or conflicted, the Lead Independent Director shall take the chair at the meetings of the Board. In addition, the Lead Independent Director shall chair the meeting of the Board when the following items are on the agenda:

- a) assessment of the work of the Chair or any matter involving the Chair's conduct or capacity;
- b) decision of the Board on the motion to the General Meeting for the election of the current or a new Chair; and
- c) decision about the motion to the General Meeting regarding the compensation of the Chair.

Section 8

Board Committees

8.1 General

The Board shall appoint Board Committees from amongst its members responsible for carrying out an in-depth assessment of specific areas of responsibility and supporting the Board in fulfilling its tasks. Further, individual duties can be assigned to Board Committees for definitive decision making. The Board Committees shall ensure that the full Board is provided with comprehensive information in the areas for which they are responsible, and the Board Committees report to the Board on their activities and decisions.

In addition to the RemCo appointed by the General Meeting, the Board shall form further permanent Board Committees, namely an AFRC and an NGSC. The Board may form additional Board Committees for particular areas within the scope of its duties to deal with specific issues, and also form ad hoc Board Committees in case required.

The Board shall appoint the members of the Board Committees if the General Meeting does not have the right to do so. It shall appoint the chair of the Board Committees and determine their procedures. Apart from that, the rules applying to the Board also apply *mutatis mutandis* to the Board Committees.

The term of a member of a Board Committee ends if it is not re-elected as Director, resigns as a member of a Board Committee, or if the Board resolves to end such member's term as a member of a Board Committee. The members of the Board Committees can be dismissed by the Board at any time. For the members of RemCo Art. 726 para. 2 CO applies. An unlimited number of re-elections of a Director to a Board Committee is possible (subject to Section 4.1).

Each Board Committee shall have the right to receive from the Board the budget and resources such Board Committee deems necessary to carry out its responsibilities, including for the services of an external advisor and any procurement of external research, data, or advice. The Board Committees may hold meetings with or without participation of members of the GEM or other members of management.

8.2 External Advisors

Each Board Committee shall have the right to retain and terminate, in its sole discretion but consistent with applicable rules, an external advisor to assist it in carrying out its duties. The chair of the respective Board Committee will timely notify the Chair of such retentions and terminations. The use by a Board Committee of an external advisor does not reduce its obligation to exercise its own independent judgment in fulfillment of its respective duties.

8.3 Charters

The composition and duties of the permanent Board Committees are set forth in Appendices C (RemCo), D (AFRC) and E (NGSC).

Section 9

CEO

In line with Section 3.2, the CEO is responsible for the management of the Company and the Group as delegated by the Board to the fullest extent permitted by applicable law, subject to the AoA and these OrgRegs, and in particular the duties of the Board, the Board Committees and the CFO outlined in Section 4.3.1 and Appendix F.

The Board may appoint and dismiss the CEO (also being the Group CEO) upon motion of the NGSC.

The CEO is the highest executive officer of the Group and, subject to the inalienable and non-transferable powers of the Board both by applicable law as well as the Company's AoA and these OrgRegs, shall have the powers and duties as set forth in Appendix F. The Board may from time-to-time delegate further powers and responsibilities to the CEO. The CEO serves as internal spokesperson for corporate messages.

The CEO is empowered to delegate individual management and supervisory functions to individual members of the Group Executive Management (in particular the CFO as outlined in Section 10), the Extended Executive Management and/or to other managers of the Group. The CEO ensures that resources are allocated to ensure successful execution, with the aim of achieving a leadership position in the energy management sector. The CEO shall build and maintain an effective Group Executive Management and Extended Executive Management.

The CEO has a comprehensive right to information and examination of all business matters of the Group and has the power to overrule any decision made by any management body (other than the Board or a Board Committee).

Section 10

CFO

The CFO is part of the Group Executive Management and supports the CEO in its duties as the most senior finance executive of the Group. The CFO shall have the powers and duties as set forth in Appendix F as well as those delegated to the CFO by the CEO, in each case, subject to the inalienable and non-transferable powers of the Board both by applicable law as well as the Company's AoA and these OrgRegs as well as the other power and duties of the Board, the Board Committees and the CEO as set forth in Appendix F.

The CFO shall, among other things, assist the AFRC in the effective fulfillment of its functions.

In addition, the CFO shall support the CEO in the oversight of the regions and review of business performance, CAPEX requests, large projects and other operational issues.

Section 11

Group Executive Management

11.1 Executive Management Members

The Group Executive Management (*GEM - Konzernleitung*) is led by the CEO and further comprises the CFO, the EVP Americas, and the EVP EMEA as well as any other member (if any) appointed in such capacity by the Board.

11.2 Duties of the Group Executive Management in General

The Group Executive Management, assisted by the members of the Extended Executive Management, shall support the CEO and the CFO in their respective duties, in particular concerning the management of the Group's day-to-day business. Namely, the Group Executive Management shall, under the leadership and direction of the CEO and/or the CFO, as applicable, prepare, implement and process the resolutions of the Board, the Board Committees, the CEO and/or the CFO.

In addition, the GEM shall decide on all business matters which are assigned to it by the CEO. In doing so and to the extent possible, the Group Executive Management shall endeavor to find amicable solutions to all topics put to the vote. If the GEM fails to reach consensus, then the ultimate decision, subject to matters reserved for the Board in accordance with these OrgRegs and in particular Appendix B and Appendix F, shall rest with the CEO.

The GEM will meet in physical, virtual or a hybrid format whenever required, but generally at least once a month, usually at the occasion of the EMT meetings stipulated below.

Section 12 Extended Executive Management

The Extended Executive Management Team (EMT) is led by the CEO and consists of the Group Executive Management as well as other members appointed by the CEO.

The EMT is an important element of advising the CEO, CFO and GEM by providing diverse expertise from different business and functional areas across the Group to ensure a full breadth of perspective and integrated business thinking. The EMT's activities support and supplement those of the GEM and lay the ground-work for the CEO's (subject to the inalienable and non-transferable powers of the Board) and the Board's legally binding decision making.

The EMT performs advisory, coordinating and decision-preparing functions for the CEO/GEM, the Board and the Board Committees and ensures implementation of such decisions. In order to achieve these objectives, the EMT's main tasks are:

- a) Propose and prepare decision documents;
- b) Provide in depth analysis;
- c) Actively promote information flow across the organization;
- d) Review investment proposals;
- e) Drive change processes;
- f) Take the lead in special projects;
- g) Ensure effective implementation of the CEO/GEM's and the Board's or Board Committees' decisions.

The EMT members will assume the EMT responsibility in addition to their normal functional roles. The EMT will meet in physical, virtual or a hybrid format whenever required, generally weekly, but at least once a month. The CEO will chair the meeting and set the agenda; if the CEO is unavailable, the CFO shall assume such tasks. The EMT shall endeavor to find amicable solutions to all topics put to the vote. If the EMT fails to reach consensus, then the ultimate decision, subject to matters reserved for the Board in accordance with these OrgRegs and in particular Appendix B as well as Appendix F, shall rest with the CEO.

Section 13 Internal Audit

The Internal Audit Head is appointed by the Board based on the proposal from the AFRC in consultation with the CEO and reports functionally to the AFRC and administratively to the CFO. Further duties of the AFRC with regard to the Internal Audit Head are set out in the AFRC Charter in Appendix D and Appendix F.

The Internal Audit examines and evaluates the adequacy and effectiveness of the systems of management control provided by the organization to direct its activities toward the accomplishment of its objectives in accordance with organizational policies and plans. This includes:

- a) Reviewing the systems established to ensure compliance with laws and regulations;
- b) Providing inputs on the effectiveness of the organization's system of internal controls;
- c) Reviewing compliance with the internal policies, plans, procedures, projects and programs;
- d) Recommending remedial actions addressed to established deficiencies;

- e) Reviewing and monitoring prior audit findings, and assisting the management to ensure they have been properly addressed; and
- f) Reporting regularly to the AFRC and otherwise assisting the AFRC and the Board in carrying out their oversight responsibilities in the above areas.

Internal Audit verifies or assesses whether the internal controls are appropriate to detect the risks which the Group faces and whether they are working effectively, whether the activities within the Group are being conducted and recoded properly, correctly and fully as per the defined policies and procedures.

The Internal Audit Head is responsible for conducting special audits as requested by the AFRC and/or the Group Executive Management. The AFRC and the Group Executive Management may provide general direction as to the role and scope of work and the activities to be audited. The Board may also make requests to the Internal Audit Head. The annual audit plan of regular audits is reviewed and approved by the AFRC.

Internal Audit has unrestricted auditing rights within the Group; it has unlimited rights to information and access at all times to all accounts, books and records. It must be provided with all information and data needed to fulfill its auditing duties.

Internal Audit reports, which are not subject to any instructions or restrictions, may be circulated, as appropriate, to the relevant stakeholders including local management team, all members of the Group Executive Management, the Chief Compliance Officer, senior management personnel at the corporate office, the AFRC and the External Auditors. In case of special audits or requests to perform further activities, the report shall be addressed to the relevant personnel as well. However, the Internal Audit is independent in its reporting and is not subject to any instructions. The Internal Audit Head shall have full and unrestricted reporting rights and obligations to the AFRC.

The Internal Audit is independent in determining its activities, in particular when defining the audit scope and the execution of audit engagements.

Section 14

Chief Compliance Officer

The Chief Compliance Officer is responsible for developing and maintaining compliance policies, promoting a culture of responsibility, conducting risk analyses, identifying remediation needs, providing training, and taking other steps to assist the Group in meeting its legal, regulatory, and ethical obligations. The Chief Compliance Officer reports functionally to the AFRC and administratively to the Group General Counsel. The Chief Compliance Officer shall provide regular, independent reports to the CEO and to the AFRC (and whenever requested by the AFRC or the Chair). The reports shall cover the compliance program and relevant issues and risks. In addition, the Chief Compliance Officer shall provide ad hoc, independent and unrestricted reports directly to the Board/AFRC regarding any significant Group compliance issues or risks.

Section 15

Group Data Protection Officer

The Group Data Protection Officer (GDPO) is responsible for setting, reviewing, revising and implementing the legal and compliance aspects of the Group's privacy program, including risk analyses, remediation, and training obligations. The DPO reports to the Group General Counsel. However, the DPO shall provide regular, independent reports to the Board, including the AFRC as appropriate (and whenever requested by the AFRC or the Chair), with respect to the privacy program and privacy issues. In addition, the DPO will provide ad hoc, independent reports directly to the Board/AFRC with respect to significant Group data privacy issues or risks.

Section 16

Entry Into Force, Modifications

These OrgRegs shall enter into force on 24 October 2023 and replace any previous version of the OrgRegs. References to the AFRC Charter, the RemCo Charter and the NGSC Charter refer to the version of such respective document as most recently approved by the Board and is in force, including any such approvals made after the date hereof.

Andreas Umbach
Chair of the Board

Holger Klafs
Secretary of the Board

Appendix A Abbreviations and Definitions

AFRC	The Audit, Finance and Risk Committee of the Board.
AFRC Charter	The charter of the AFRC in Appendix C.
AoA	The articles of association of the Company.
Appendix	An appendix to these OrgRegs.
Art.	Article.
Board	The board of directors of the Company.
Board Committee	Any committee of the Board.
Business	Business operations conducted by the Group.
CAPEX	Capital expenditures.
CEO	The Chief Executive Officer of the Company who is appointed by the Board
CFO	The Chief Financial Officer who is also an EVP and is appointed by the Board.
Chair	The Chair of the Board who is appointed by the General Meeting.
Circular Resolution	A resolution adopted without holding a meeting by obtaining the written consent of the members to a given proposal (i.e. by an electronic system (i.e. Sharepany), by letter or email), provided no member of the respective body requests oral deliberation or resolution within the deadline for responding in relation to the subject matter of the proposed resolution.
CO	The Swiss Code of Obligations of 30 March 1911, as amended from time to time.
Company	Landis+Gyr Group AG, Cham.
Company Secretary	The secretary of the Board who need not be a Director.
Conflict of Interest	A conflict of interest for the purposes of these OrgRegs exists if a Director, a member of the Group Executive Management or a member of the Extended Executive Management has actual, perceived or potential conflicting interests with the interests of the Company, the Group or a Group Company with respect to a transaction or a matter due to the fact that it or a Related Person has actual, perceived or potential financial or non-financial interests in, or is otherwise closely linked to, the transaction or matter, if it has to safeguard conflicting interests, or if it has actual, perceived or potential interests that affect the interests of the Company, the Group or a Group Company or has to safeguard such interests of third parties (proximity of interests).
Director	A member of the Board.
ESG	Environmental, social and governance considerations.
EVP	Each Executive Vice President who is appointed by the Board or the CEO. The EVPs may include but are not limited to the CFO, EVP Americas, EVP EMEA.
Extended Executive Management (<i>erweiterte Konzernleitung</i>)	The extended executive management consisting of the GEMs as well as other members appointed by the CEO.
External Auditor(s)	The Company's external auditor, as appointed by the General Meeting from time to time.
FinfraG	The (Swiss) Federal Act on Financial Market Infrastructure of 19 June 2015, as amended from time to time.
GAAP	The Generally Accepted Accounting Principles issued by the Financial Accounting Standards Board.

GEM / Group Executive Management (Konzernleitung)	The group executive management consisting of the CEO, the CFO, the EVP Americas, the EVP EMEA and/or other members as appointed by the Board from time to time.
General Meeting or GM	The general meeting (<i>Generalversammlung</i>) of shareholders of the Company.
Group	The Company together with all Group Companies.
Group Company	Any company in which the Company holds a capital interest, directly or indirectly, and which is either proportionally or fully consolidated into the consolidated accounts or consolidated according to the equity method.
ICS	Internal control system.
Independence/ Independent	With respect to a Director shall mean such Director being independent as defined in the SCBP. The assessment of Independence is done by the Board.
Internal Audit	The internal audit function of the Group.
Internal Audit Head	Head of the Internal Audit.
Independent Proxy	The independent proxy as elected by the General Meeting or, as the case may be, as appointed by the Board.
Lead Independent Director	The lead independent director of the Board, if any, who is appointed by the Board, and who shall be an experienced, non-executive Director.
Listing Rules	The listing rules of the SIX Swiss Exchange.
Merger Act	The (Swiss) Federal Law on Merger, Demerger, Conversion and Transfer of Assets of 3 October 2003, as amended from time to time.
NGSC	The Nomination, Governance and Sustainability Committee of the Board.
NGSC Charter	The charter of the Nomination, Governance and Sustainability Committee in Appendix D.
OrgRegs	The organization regulations of the Company.
Para.	Paragraph.
Related Person	<ul style="list-style-type: none"> (i) the spouse (or a parent or sibling thereof) of a respective individual, or a child, grandchild, sibling, parent (or spouse of any thereof) of a respective individual, or an individual having the same home as a respective individual or trust or estate of which an individual specified in this Section (i) is a substantial beneficiary; (ii) a trust, estate, incompetent or minor of which a respective individual is a trustee, administrator or guardian; or (iii) one of the following persons or entities: (1) an entity of which a respective individual is a director, general partner, agent, major shareholder, consultant or employee; (2) a person or entity that controls one or more of the entities specified in sub-Section (1) or an entity that is controlled by, or is under common control with, one or more of the entities specified in sub-Section (1); or (3) an individual who is a general partner, principal or employer of a respective individual.
RemCo	The remuneration committee of the Board.
RemCo Charter	The charter of the RemCo in Appendix E.
SCBP	The Swiss Code of Best Practice for Corporate Governance as issued and amended by <i>economiesuisse</i> .
Section	Any given section of these OrgRegs.

Appendix B Group Approval Policy

Not published.

Appendix C RemCo Charter

CHARTER OF THE REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS OF LANDIS+GYR GROUP AG

Article 1 Mission

The purpose of the Remuneration Committee (“**RemCo**”) is to support the Board of Landis+Gyr Group AG (“**Company**”) in fulfilling the Board`s tasks as defined by applicable law, the Articles of Association (“**AoA**”) and the Organization Regulations (“**OrgRegs**”) and to carry out an in-depth assessment of specific areas of responsibility as well as definitive decision making for assigned duties as further defined by this RemCo Charter (“**Charter**”). The RemCo shall ensure that the full Board is provided with comprehensive information in the RemCo`s area of responsibility and the RemCo reports to the Board on its activities and decisions.

Article 2 Responsibilities

1. The RemCo`s responsibilities relate to remuneration matters.
2. In carrying out its duties under this Charter, the RemCo shall be guided by the principle that the Company's remuneration system shall be designed and operated to:
 - a) achieve and realize the Company`s and the Group`s objectives, purpose and sustainable interests.
 - b) be consistent with sound financial, performance management, compliance, and governance principles, as well as applicable laws and regulations;
 - c) attract, motivate, and retain talented employees with the necessary skills and qualities.

Article 3 Constitution

The RemCo shall consist of minimum two Directors elected by the General Meeting from among the Directors upon proposal by the Board. All members of the RemCo shall be Independent. The term of office of the members of the RemCo shall be one year and shall end at the next ordinary General Meeting. Re-election is possible. One member of the RemCo will be appointed as chair of the RemCo by the Board.

Each member of the RemCo shall have the necessary skills, experience, and time in order to be able to effectively fulfill its duties as member of the RemCo.

Article 4 Definitions and Abbreviations

This Charter is an integral part of the OrgRegs and the principles, rules as well as capitalized terms and abbreviations outlined therein apply to the RemCo, unless capitalized terms and abbreviations are explicitly defined otherwise herein. In this Charter, the following capitalized terms have the following meaning:

Covered Persons	Directors, the CEO, members of the GEM and other employees whom the RemCo deems appropriate to cover in light of its powers and duties under this Charter.
Related Matters	<ul style="list-style-type: none"> – Remuneration principles strategy and policy, including structure, instruments, funding, allocations, and pay-outs; – Contracts, mandates, loans and other agreements with Covered Persons; – Policies for business and non-business travel, entertainment and other expenses of Covered Persons, including any travel or other benefits for family or companions and Related Persons; – Remuneration governance, including appropriate processes, controls and reporting, and the alignment of Remuneration with performance and compliance; – Compliance by Covered Persons with the policies, rules and guidance relating to Remuneration.
Remuneration	Any type of remuneration or benefits, including salaries, fees, entitlements, daily and other allowances, bonuses, pensions, sign-on payments, termination payments, special payments, and fringe benefits, whether past, current or future.

Article 5 Duties, Responsibilities and Authority

1. The RemCo's scope of powers and duties is focused on Remuneration matters. The RemCo shall have the powers and duties as set forth in Appendix F.
2. The RemCo may further perform such other tasks in relation to Remuneration and Related Matters as deemed appropriate in view of its powers and duties under this Charter, the OrgRegs, the AoA, and applicable law and regulations. In particular, the RemCo shall oversee the overall Remuneration approach of the Group and all aspects of the Remuneration to Covered Persons and Related Matters as set out in this Charter.
3. The RemCo has the authority and resources to take any acts it deems necessary to carry out its purpose and to discharge its duties and responsibilities pursuant to this Charter, including to:
 - a) be informed in advance of any matter bearing on its areas of responsibility that comes before the Board or the General Meeting, and to provide its input thereto;
 - b) request and receive reports from the GEM on matters which the RemCo deems necessary to perform its duties and responsibilities;
 - c) have unrestricted access to all data, documents and records of the Company and the Group which the RemCo deems necessary to perform its duties and responsibilities;
 - d) have unrestricted access to the GEM, Directors, consultants, employees, and relevant providers of services to the Company and the Group, all of whom shall cooperate fully with the RemCo and answer promptly and fully any questions submitted by the RemCo and attend any meetings as requested by the RemCo;
 - e) organize itself and its work in the manner it deems appropriate, consistent with the AoA, the OrgRegs and this Charter, including establishing subcommittees or working groups; and
 - f) bring any matter at its sole discretion to the attention of the Board and may present reports to the Board regarding its work and any issues related to it.

Article 6

Meetings and Reporting

1. The RemCo shall conduct its duties in a manner mindful of the responsibilities of the Board, the AFRC, the NGSC and the Company`s management and in line with the applicable law, the AoA and the OrgRegs, in particular Sections 5 and 8. In the event of a conflict between the RemCo`s recommendations and the resolutions of the Board, the Board must, if so requested by the RemCo, include in its meeting minutes a summary of the relevant recommendations of the RemCo and the reasons for not adopting such recommendations.
2. The RemCo shall meet at such frequency as it deems necessary to fulfill its duties, normally ahead of ordinary Board meetings and at least four times per year. Additional meetings may be held and may be convened at the request of either the Board or any RemCo member. In addition, the RemCo will regularly hold private sessions (i.e. without the presence of the GEM or other employees) for some portion of its meetings.
3. RemCo meetings shall be convened by the chair of the RemCo. Meetings of the RemCo will be chaired by the chair or in its absence by another member elected as chair of the day by the present members.
4. Unless specifically stated otherwise in this Charter, with respect to
 - Frequency, location of meetings and form or resolutions,
 - the notice of invitation and agenda,
 - quorum,
 - majority requirements,
 - secretary and minutes, and
 - participation of non-members,
 the respective provisions in Section 5 in the OrgRegs apply *mutatis mutandis*. In addition, the RemCo shall regularly report to the Board on its activities, resolutions and contemplations, and submit its minutes to the Board.

Article 7

Miscellaneous

1. In the event of a conflict between this Charter and the terms of the main OrgRegs, the main OrgRegs shall prevail, unless stipulated explicitly otherwise herein.
2. The RemCo shall conduct each year an assessment of its performance and of the rules applicable to it (including this Charter, the OrgRegs and the AoA) in accordance with this Charter.

Approved upon recommendation of the RemCo by the Board on 24 October 2023 with immediate effect.

Appendix D AFRC Charter

CHARTER OF THE AUDIT, FINANCE AND RISK COMMITTEE OF THE BOARD OF DIRECTORS OF LANDIS+GYR GROUP AG

Article 1 Mission

The purpose of the Audit, Finance and Risk Committee (“**AFRC**”) is to support the Board of Landis+Gyr Group AG (“**Company**”) in fulfilling the Board`s tasks as defined by applicable law, the Articles of Association (“**AoA**”) and the Organization Regulations (“**OrgRegs**”) and to carry out an in-depth assessment of specific areas of responsibility as well as definitive decision making for assigned duties as further defined by this AFRC Charter (“**Charter**”). The AFRC shall ensure that the full Board is provided with comprehensive information in the AFRC`s area of responsibility and the AFRC reports to the Board on its activities and decisions.

Article 2 Responsibilities

The AFRC`s responsibilities relate to matters involving the Company`s and the Group`s financial and risk management matters.

Article 3 Constitution

The AFRC shall consist of minimum two members appointed by and from within the Board for a term of office of one year. Section 8 OrgRegs applies. The Board shall further appoint a chair, which should not also be the Chair of the Board. All members of the AFRC shall be Independent. The chair of the AFRC and the majority of the members should have practical experience in finance and accounting or in auditing. The members shall further keep themselves up to date regarding risk management best practices.

Article 4 Duties, Tasks and Authority

The AFRC`s scope of powers and duties is focused on financial and risk management aspects of governance of the Company and the Group. The AFRC shall have the powers and duties as set forth in Appendix F.

The AFRC may retain the services of independent counsel and other advisers as deemed appropriate, to request full and detailed information for any party within the Group or from the External Auditor, and to conduct or authorize investigations (including inspection of any relevant documents) into any matters within the scope of its powers and duties.

Article 5

Meetings and Reporting

1. The AFRC shall conduct its duties in a manner mindful of the responsibilities of the Board, the RemCo, the NGSC and the Company`s management and in line with the applicable law, the AoA and the OrgRegs, in particular Sections 5 and 8.
2. The AFRC shall meet at such frequency as it deems necessary to fulfill its duties, normally ahead of ordinary Board meetings and at least four times per year. Additional meetings may be held and may be convened at the request of either the Board or any AFRC member. The AFRC shall further meet upon request of the External Auditors, the Internal Audit Head, the Chief Compliance Officer or the GDPO
3. AFRC meetings shall be convened by the chair of the AFRC. Meetings of the AFRC will be chaired by the chair or in its absence by another member elected as chair of the day by the present members.
4. Unless specifically stated otherwise in this Charter, with respect to
 - Frequency, location of meetings and form or resolutions,
 - the notice of invitation and agenda,
 - quorum,
 - majority requirements,
 - secretary and minutes, and
 - participation of non-members,
 the respective provisions in Section 5 in the OrgRegs apply *mutatis mutandis*. In addition, the AFRC shall regularly report to the Board on its activities, resolutions and contemplations, and submit its minutes to the Board.
5. The AFRC may invite to meetings, and shall communicate periodically with, the CEO, the CFO, the General Counsel, the Chief Compliance Officer, GDPO, the Internal Audit Head, and the External Auditor as well as such other persons as the AFRC deems appropriate. At least once a year, the communication with the head of the External Auditors should take place in a private session.

Article 6

Miscellaneous

1. This Charter is an integral part of the OrgRegs and the principles, rules as well as capitalized terms and abbreviations outlined therein apply to the AFRC, unless capitalized terms and abbreviations are explicitly defined otherwise herein. In the event of a conflict, the terms of the main OrgRegs shall prevail, unless stipulated explicitly otherwise herein.
2. The AFRC shall conduct each year an assessment of its performance and of the rules applicable to it (including this Charter, the OrgRegs and the AoA) in accordance with this Charter.

Approved upon recommendation of the AFRC by the Board on 24 October 2023 with immediate effect.

Appendix E NGSC Charter

CHARTER OF THE NOMINATION, GOVERNANCE AND SUSTAINABILITY COMMITTEE OF THE BOARD OF DIRECTORS OF LANDIS+GYR GROUP AG

Article 1 Mission

The purpose of the Nomination, Governance and Sustainability Committee (“**NGSC**”) is to support the Board of Landis+Gyr Group AG (“**Company**”) in fulfilling the Board`s tasks as defined by applicable law, the Articles of Association (“**AoA**”) and the Organization Regulations (“**OrgRegs**”) and to carry out an in-depth assessment of specific areas of responsibility as well as definitive decision making for assigned duties as further defined by this NGSC Charter (“**Charter**”). The NGSC shall ensure that the full Board is provided with comprehensive information in the NGSC`s area of responsibility and the NGSC reports to the Board on its activities and decisions.

Article 2 Responsibilities

The NGSC`s responsibilities relate to the corporate governance of the Company and the Group, sustainability matters (including certain environmental, social and governance (“**ESG**”) matters) of the Company and the Group and nomination- and compensation related matters.

Article 3 Constitution

The NGSC shall consist of minimum three members appointed by and from within the Board for a term of office of one year. Section 8 OrgRegs applies. The Board shall further appoint a chair. The majority of the members of the NGSC shall be Independent. Each member of the NGSC shall have the necessary skills, experience and time in order to be able to effectively fulfill its duties as member of the NGSC.

Article 4 Duties, Tasks and Authority

The NGSC`s scope of powers and duties is focused on nomination, governance and sustainability matters. The NGSC shall have the powers and duties set forth in Appendix F, related to, among others, the succession planning and nomination of candidates for Board, Board Committees, CEO and GEM, the performance review of the GEM as well as the self-assessment and performance review of the Board and the Board Committees.

Article 5

Meetings and Reporting

1. The NGSC shall conduct its duties in a manner mindful of the responsibilities of the Board, the AFC, the RemCo and the Company`s management and in line with the applicable law, the AoA and the OrgRegs, in particular Sections 5 and 8.
2. The NGSC shall meet at such frequency as it deems necessary to fulfill its duties, normally ahead of ordinary Board meetings and at least four times per year. Additional meetings may be held and may be convened at the request of either the Board or any NGSC member.
3. NGSC meetings shall be convened by the chair of the NGSC. Meetings of the NGSC will be chaired by the chair or in his absence by another member elected as chair of the day by the present members.
4. Unless specifically stated otherwise in this Charter, with respect to
 - Frequency, location of meetings and form or resolutions,
 - the notice of invitation and agenda,
 - quorum,
 - majority requirements,
 - secretary and minutes, and
 - participation of non-members,
 the respective provisions in Section 5 in the OrgRegs apply *mutatis mutandis*. In addition, the NGSC shall regularly report to the Board on its activities, resolutions and contemplations, and submit its minutes to the Board.

Article 6

Miscellaneous

1. This Charter is an integral part of the OrgRegs and the principles, rules as well as capitalized terms and abbreviations outlined therein apply to the NGSC, unless capitalized terms and abbreviations are explicitly defined otherwise herein. In the event of a conflict, the terms of the main OrgRegs shall prevail, unless stipulated explicitly otherwise herein.
2. The NGSC shall conduct each year an assessment of its performance and of the rules applicable to it (including this Charter, the OrgRegs and the AoA) in accordance with this Charter.

Approved upon recommendation of the NGSC by the Board on 24 October 2023 with immediate effect.

Appendix F Allocation of Powers and Duties

Not published.