

Nomination and Remuneration Committee Charter

I. COMPOSITION AND COMPETENCIES

1. The nomination and remuneration committee (hereinafter referred to as "the Committee") consists of two or three members of the Board of Directors of the SAMPLE AG. The Board appoints the committee members and designates the Chairman of the Committee. The majority of committee members should, if possible, be composed from external and independent Board members. The Chairman of the Board should be a member of the Committee, but he cannot take over the presidency and he must join in the walkout if his own compensation will be discussed.
2. The Committee is preparing all the relevant agenda in the areas of appointment and remuneration of members of the strategic and operational management of the SAMPLE AG to the decision-ready for the Board meetings. The Committee may cooperate with the members of the Executive Board and with external consultants. The Committee gets the necessary information for his work at any time directly from the responsible individuals, in particular from the Head of Human Resources (HR).
3. The committee has no decision-making powers. The nontransferable duties according to the law and bylaw remain to the Board as a whole. The Committee supports the Board in the fulfilment of these duties and oversees the implementation of the Board's decisions in this area.
4. The Committee observes the recommendations of the Swiss Code of Best Practice in respect of the remuneration and compensation for members of the Board of Directors and of the Executive Management. In particular the Committee should take care that the company offers an overall package of remuneration, which corresponds to performance and the market, in order to attract and retain persons with the necessary skills and character.

II. TASKS

1. The Committee has the following duties:

- Support the Board of directors in the initiation and implementation of a fair appointing process concerning candidates for the Executive Board and the Board of Directors
- Preselection of candidates for the Executive Board and the Board of Directors
- Consideration of the contracts of employment from members of the Executive Board and the Board of Directors
- Drafting and examination of proposals for compensation-guidelines for the members of the Executive Board and the Board of Directors
- Drafting and examination of proposals for possible profit-sharing rules for the members of the Executive Board and the Board of Directors
- Implementing and monitoring a possible profit-sharing system
- Apply for the compensation of the Chairman of the Board and the Board Members
- Apply for the compensation of the Chairman of the Executive Board and the Executive Board members
- Ensuring the annual assessment of all the members of the Executive Board and the annual implementation of a self-evaluation of the Board of Directors
- Monitoring the training squad and the successor planning
- Support the Board of directors in the preparation of decision bases on the dismissal of members of the Executive Board.

2. The Board of Directors may assign additional tasks to the Committee. One-time tasks are to be noted in the minutes of the Board of Directors. Permanent additional tasks must be allocated through amendment to the present regulations.

III. WORKING METHOD

1. The Committee will meet as often as business requires, but at least twice a year.

2. At the meetings of the Committee other members of the Board of Directors, individual members of the Executive Board or other specialists may be involved.
3. The Committee meets at least once a year to a debate with the CEO and the Head of HR. The agenda of the meeting should include the organization, the deputy scheme, the successor planning and the salary policy.
4. The Committee discusses with the CEO and the Head of HR in good time all planned major changes in the organization and in the pension fund.
5. The Chairman of the Committee shall ensure that all members of the Committee know all the details of the employment contracts between the company and the members of the Executive Board or the Board of Directors.
6. Minutes have to be taken from each Committee meeting. The minutes must be signed by the Chairman of the Committee and the secretary. All Board members shall receive a copy of the minutes.
7. The Chairman of the Committee directs the meetings and is responsible for the organization of work, the convening of meetings and the reporting to the Board.

IV. ENTRY INTO FORCE

1. The present regulations have been approved by the Board of Directors at its meeting on the 5th of March 2008 and entered into force immediately.
2. The actual members and the Chairman of the Committee are listed up in the relevant minutes of the Board meetings.

Place, date

BoD Chair

BoD Secretary