Organizational Regulations

of
Example Business Ltd. in
ZURICH

1. GENERAL
Company business and transactions are conducted in accordance with Swiss law, the Articles of Incorporation and the Organizational Regulations. These Organizational Regulations are enacted by the Board pursuant to the Articles of Incorporation of Example Business Ltd. It establishes the constitution, decision making and the duties and powers of the following organs:
   a. Board of directors (BoD)
   b. Members of the board (BM)
   c. Executive management (EM)

2. THE BOARD OF DIRECTORS

2.1 Principle
The BoD is the body responsible for the overall management of the company. The BoD may delegate all or part of the duties and responsibilities to individual members or to third parties, unless the law or the statutes provide otherwise.

2.2 Constitution
The BoD constitutes itself.
Normally, this takes place at the BoD first meeting following the Annual General Meeting. The board shall designate the Chairman and the Vice Chairman and nominate a Secretary of the Board. The Secretary does not need be a board member or a shareholder of the company. If a replacement board member has been elected in the AGM, a constitutional meeting is only necessary, if the retired member was assigned specific duties or tasks. The duration of the term of Chairman, Vice Chairman and Dele-gate corresponds to their term as member of the BoD. Re-election is possible.

2.3 Committees of the Board of Directors
The BoD may form committees. The BoD shall appoint at least an Audit Committee and a Nomination and Remuneration Committee). The Audit Committee takes on the responsibilities of risk management, unless a separate Risk Management Committee is formed. The Chairman of the BoD may not hold a chairmanship of a committee at the same time. Committees of the BoD act in an advisory role for the BoD. In particular, they shall help to make board meetings quicker and more efficient, enabling the BoD to make in-formed decisions. In ad-dition to their tasks, the committees may also be given decision- making powers, however they must not limit the non-transferable and inalienable tasks of the BoD. Each committee of the board shall adopt separate regulations. The Secretary of the Board keeps the minutes of the committees' meetings. The minutes are available for re-view to members of the board.

2.4 Meetings of the BoD
The meetings of the board of directors are convened by the Chairman, as often as necessary but at least four times per year. In case of absence of the Chairman, the Vice Chairman or another member of the board convenes the board meeting. Any member of the board may demand that a meeting of the Board of Directors be convened, stating the reasons. The agenda is send at the time of invitation, together with all the necessary supporting materials. Items not listed on the agenda can only be passed by resolutions provided all members of the board are present.
Notices of the meeting shall be sent at least five working days before the meeting. In time-critical cases, a Board meeting may be held on shorter notice.

Board meetings are the chaired by the Chairman, or in his absence, by the Vice Chairman, or in his absence, by another Board member.

Members of executive management/directorate may be invited to attend the meetings of the Board. They attend in an advisory capacity.

The Chairman may invite the observers to the meetings of the board. The observers are admitted to all meetings of the Board, without having the right to vote.

2.5 Resolutions of the BoD

The BoD is quorate when an absolute majority of its members are present at the meeting.

To pass resolutions on the following issues, the presence of at least two-thirds of board members is required:

- Determination of corporate mission and goals
- Constitution of the BoD
- Election of members of the executive management
- Approval of the annual report for the submission to the AGM
- Convening of the AGM and setting of the agenda
- Approval of share transfers
- Granting of authority to sign
- Equity participation in other business enterprises
- Establishing the company's personnel policy
- Development of financial policy and long-term financial plans
- Preparation of budget
- Determination of investment policy
- Defining of marketing-, advertising- and sales policy
- Amendment of Organizational regulations
- Approval and amendment of board committee charters
- Notification of court in case of over-indebtedness
If a quorum is not present, the Board can convene a second meeting, no earlier than 10 days after the first meeting, in which aforementioned resolutions can be passed without the need for a quorum.

The Board resolutions and elections are passed by an absolute majority of the votes cast; in case of a tie, the Chairman has a casting vote.

Resolutions can also be made by way of a circular letter, or in time-critical cases, by telephone with subsequent written confirmation, unless a member of the board asks for a meeting, within ten days of receiving the request by telephone, telex or fax. A motion for a circular resolution must be passed unanimously by all board members, but only a majority vote is needed to pass the resolution itself.

2.6 Minutes

Minutes are kept of discussion and board resolutions, to be signed by the Chairman and Secretary. Circular resolutions must be entered in the minutes of the next meeting of the Board of Directors.

Minutes are to be numbered and, as a rule should contain the following for each item on the agenda:

a. Initial situation, respectively existing reasons behind decision making and possible motions or proposals

b. Discussions and, if necessary, counter-motions

c. Indication of voting distributions for resolutions, stating votes against and abstentions, as well as determination of implementation of resolutions

The minutes must be approved by the Board at the next meeting.

2.7 Rights of the BoD

2.7.1 Inspection and information rights

Every member of the board may at any time request information about the business and the affairs of the company from the Chairman or from members of the executive management.
Board members may at any time examine company books and records as may be necessary for them to fulfill their duties as Board members. Regulations or decisions of the BoD that extend inspection and information rights of the members of the BoD remain reserved.

2.7.2 Relationship with the Press
The Board determines which individuals can provide information to the media (especially press, radio, TV) and supplies guidelines as to what information can be given to the media. The Board develops Communication Guidelines, which regulate internal and external communication.

2.7.3 Reporting
The EM reports monthly and without explicit request to the BoD about the current course of business. The guidelines for this report are defined by the Board in the MIS concept. The executive management must immediately inform all members of the BoD in case of extraordinary events (serious accidents, criminal investigations, etc.).

2.7.4 Compensation
The BoD decides on the fixed salary of its members according to their duties and responsibilities. No bonuses or severance payments shall be paid. Expenses which are directly linked to board-related activities are compensated upon the presentation of the appropriate receipts or vouchers. Additional compensation is provided for extraordinary efforts outside normal BoD activities.

2.8 Duties of the Board of Directors

2.8.1 Duty of Care and Fiduciary Duty
Each member of the BoD is under a duty to carry out their responsibilities with due care and in good faith and to safeguard the interests of the company. Members of the board of directors have to provide equal treatment of shareholders.
2.8.2 Duty of Confidentiality
Members of the BoD and the Secretary are bound to confidentiality on all matters in connection with the performance of their tasks and those of the company. Meetings and minutes of the BoD meetings must be kept confidential.

2.8.3 Non-competition Clause
During term of office and for a period of five years thereafter, no member of the BoD may be involved directly through consulting (paid or unpaid) for a rival business or indirectly through financial participation without explicit prior written consent of the whole Board. In particular, any activity as a member of a board or supervisory board, in advisory functions or as a member of the EM is prohibited.

This corporate non-competition clause exists independently of a potential employment law related non-competition clause and is not cancelled by termination of the employment nor by dismissal by the AGM.

If BM violates the non-competition clause, the BM in question is liable to pay to the corporation a penalty for breach of contract in the amount of CHF 100,000 for each violation, without proof of damages. The corporation reserves the right to additional damage claims. In case of continuous breaches of contract, any transgressions within a month will count as a separate violation. Payment of the penalty does not exempt the BM in question of duty of compliance with the non-competition clause.

2.8.4 Rights to Information of Third Parties
Upon request, shareholders or company creditors with a legitimate interest will be informed in writing by the BoD about the management structure. Usually, an Organizational chart will be supplied.
2.8.5 Return of Documents
Members of the Board shall return all documents related to the company or shall confirm their destruction no later than by the end of their term of office. Minutes of the AGM and annual reports from their time of office are exempt.

2.9 Tasks and Competencies

The board fully delegates the management of the company to the EM, for as long as not otherwise provided by law, Articles of Incorporation or these Organizational Regulations. The Board is responsible for the overall management, as well as supervision and control of the executive management. It establishes the guidelines for the business policy and informs itself regularly about the course of business.

In particular, the Board of Directors has the following non-transferable and inalienable tasks:

a. The overall management of the company and issuing of the necessary directives, as well as defining business objectives and determining of the necessary means to achieve these.

b. Establishment of the organization and creation of the respective Organizational charts.

c. Provision of accounting, financial control and financial planning.

d. Appointment and dismissal of persons entrusted with the management and the control over authorized signatories, overall supervision of the persons entrusted with the management, also in regard to compliance with laws, statutes, regulations and directives.

e. Preparation of the annual report as well as convening of the Annual General Meeting and the implementation of its resolutions.

f. Notification of the court in the event that the company is overindebted.

g. Decisions over the increase of share capital to the extent that it falls under the responsibilities of the BoD, confirmation of capital increases and respective amendments to the Articles of Incorporation.

The board is empowered to make decision on all matters that do not fall to the AGM or another corporate body as reserved or transferred by law, Articles of Incorporation or regulations. The details are to be found in the Allocation of Authority Appendix of these regulations.
3. DELEGATE MEMBER OF THE BOARD OF DIRECTORS

3.1 Election of Delegate Members to the Board
The Board may appoint a delegate BM to support the management and to optimize co-operation between the BoD and the EM.

3.2 Rights of Delegates
The delegate has the same rights as any other member of the Board.
In addition, he has the right to access any premises of the business at any time, observing safety regulations.

3.3 Duties of Delegates
The delegate has the same duties as any other member of the Board.
Additionally, at every meeting he reports to the Board about the course of business, measures taken and the implementation of decisions by the AGM or the BoD. Special incidents are to be reported to the Board by way of circulation.

3.4 Tasks and Responsibilities of the Delegates
Tasks and responsibilities of the delegate are set out in the Allocation of Authority document, which is included in the Appendix to these regulations.

3.5 Compensation
The Board shall set the compensation for the delegate, taking into account the actual workload.

4. THE DIRECTORATE/MANAGEMENT
4.1 Composition
The executive management (EM) consists of at least a Chief Executive Officer (CEO) and a Chief Financial Officer (CFO). It can also include elected members of the executive management (EEM).

4.2 Election of the Directorate/Executive Management
The EM is elected by the BoD. If several persons are entrusted with the management, the BoD assigns the tasks to be performed.
The existing EM has a right to apply for a replacement.

4.3 Duties and Responsibilities
Duties and responsibilities of the EM are set out in the Allocation of Authority document, which is included in the Appendix to these regulations.

4.4 Reporting
Upon request or necessity, the EM informs the BoD about the general course of business and reports about any special transactions and decisions that it has taken. The information, reports, suggestions and explanations, etc. are to be addressed to the delegate of the Board. The EM shall immediately report any extraordinary events to all members of the Board.

4.5 Duty of Confidentiality, Return of Documents
The EM has a duty of confidentiality concerning facts that fall into the framework of their daily activities, and must maintain secrecy towards third parties.
All documents relating to the company are to be returned at the end of the term of office. Exempt are minutes of board meetings, in which members of the EM participated in an advisory capacity.

4.6 Compensation
The compensation of the EM is governed by the BoD in separate contracts. Profit-sharing agreements are allowed, provided that is not solely based on the turnover criteria. No severance payments may be agreed upon.
5. ADMINISTRATIVE ARRANGEMENTS

5.1 Authority to Sign

The Chairman of the Board, the potential delegate of the Board and certain appointed other members of the Board are authorized to sign, jointly with another authorized signatory. In addition, the Board regulates and grants the authority to sign, allowing for joint (two) signatories only.

5.2 Contracts with Corporate Bodies and Institutions

All contracts in which the company is represented by the person with whom the contract is agreed upon must be completed in writing and require the approval of the BoD. Exempt are contracts which require a non-recurring payment of less than CHF 1,000.

5.3 Other Regulations

The BoD may adopt any other regulations it deems necessary at any time, such as a Code of Conduct in order to maintain ethical principles of the company. All regulations must specify the date on which they come into effect and shall be signed by the Chair-man of the Board and Secretary of the Board.

6. RULES OF ABSTENTION

All members of the BoD and members of the EM must immediately inform the Chair-man of the Board if there is a potential for conflict of interest, in particular transactions affecting them personally, or a closely related person or company. At the same time, the conflicted board member must declare whether he or she will voluntarily abstain or if the full Board must decide. In case of a Board decision, the full Board must then decide whether or not there is a reason for abstention. If the conflicted member is a BM, he or she may not vote when deciding if there is a reason for abstention.
If a BM or a member of the EM abstains voluntarily, or though decision of the full BoD, he or she may not make a prior or subsequent written or oral statement about the business in question. He or she must leave the room during the discussion and the voting.

Each member of the BoD or the EM is entitled to all the necessary information concerning an issue he or she would have to make a decision on. This also applies in cases of conflict of interest. Correspondingly, each member of the BoD or the EM has a right to review the full minutes of the meeting of the BoD or EM, even if he or she had to abstain during certain discussions because of conflict of interest.

7. DUTY OF LOYALTY, CONFIDENTIALITY

All members of the corporate bodies have to maintain confidentiality towards third parties, concerning information they receive in connection with their daily activities; they must treat all documents belonging to company with full confidentiality and return them to EM at the latest when their term of office ends.

8. FINAL PROVISIONS

8.1 Entry into Force

These Organizational regulations were approved by the BoD on 15 August 2007 and come into effect immediately.

8.2 Directives

The BoD and the EM can issue relevant directives in connection with the implementation of these Organizational regulations.

8.3 Allocation of Authority

The attached allocation of authority forms an integral part of these Organizational regulations.
8.4 Revision, Changes and Amendments

These Organizational regulations, including allocation of authority annex, is to be re-viewed and amended, if necessary, each year in the first meeting following the Annual General Meeting.

The Board may amend these Organizational Regulations at any time. The presence of a two-thirds majority of board members is required to approve amendments to these regulations.

Place, date

BoD Chair

BoD Secretary

Appendix:

- Allocation of Authority