

# Organizational Regulations of Peach Property Group AG

dated 31 January 2025

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*Note: This English text is a non-binding convenience translation of the German original. In case of differences between the German and the English versions, the German text prevails.*

## 1. Basis of these regulations

These Organizational Regulations ("Regulations") are issued by the Board of Directors of Peach Property Group AG ("Company") in accordance with Swiss law and based on Article 15 of the Articles of Association.

The Company is a public limited company under Swiss law and with its registered office in Zurich, Switzerland, listed on the SIX Swiss Exchange (PEAN, ISIN CH0118530366). As a holding company, it directly and indirectly holds all companies of the Group ("Peach Group"). The Company unites the consolidated Group entities ("Group companies") under a single management.

As a listed company, the Company and its governing bodies throughout the Group are also subject in particular to the Swiss Financial Infrastructure Act and its ordinances as well as the rules and regulations of the SIX Swiss Exchange for listed companies. The Company's executive bodies take this into account and undertake to comply with the applicable stock exchange regulations and laws.

In addition to the Company's Articles of Association, there are further regulatory documents that must be observed by the Company and its executive bodies, in particular

- Code of Conduct
- Sustainability guideline
- Anti-corruption directive
- Policy on related party transactions and conflicts of interest
- Regulations on ad hoc publicity
- Regulations on management transactions

The Board of Directors may issue further regulations and guidelines at any time.

## 2. Purpose

The purpose of these regulations is to define the management organization within the Peach Group. They define the governing bodies and describe their duties and responsibilities as well as their interaction with each other.

## 3. Governing bodies

In addition to the General Meeting (Article 6 et seq. of the Articles of Association) and the auditors (Article 25 of the Articles of Association), the Company has the following governing bodies:

- the Board of Directors (body)
- the Chairman of the Board of Directors ("Chairman")
- the Vice Chairman of the Board of Directors ("Vice Chairman"), if one has been appointed (if no CEO has been appointed and the Chairman assumes the role of Executive Chairman of the Board of Directors ("eCBD") in addition to his duties as Chairman, the appointment of a Vice Chairman as Lead Independent Director is mandatory)

- the committees of the Board of Directors ("Committees")
- the Chief Executive Officer ("CEO") if one has been appointed
- the other members of the Executive Management ("EM")

#### 4. The Board of Directors

##### 4.1 Election and constitution

The members of the Board of Directors and the Chairman of the Board of Directors are elected individually by the General Meeting of Shareholders for a term of office of one year. The Board of Directors submits election proposals to the General Meeting that ensure a competent composition of the Board of Directors.

Apart from this, the Board of Directors constitutes itself, subject to mandatory legal provisions, the Articles of Association or these regulations.

The Board of Directors mandate is exercised in a strictly personal capacity. Representation is not permitted.

If the position of the Chairman of the Board of Directors is vacant, the Board of Directors shall appoint a new Chairman from its members for the remaining term of office.

The Board of Directors appoints a secretary, who does not have to be a member of the Board of Directors.

##### 4.2 Tasks

The Board of Directors is the supreme management body of the company.

In accordance with these regulations, it may delegate some or all its duties and powers to individual members or to third parties. In such cases, the Board of Directors in particular exercises supervisory and control functions. Delegation is excluded insofar the law or the Articles of Association preclude this.

The Board of Directors exercises the non-transferable and irrevocable duties to which it is entitled in accordance with Article 16 of the Articles of Association

In addition to these non-transferable and irrevocable duties, the Board of Directors has the following duties and powers in particular:

- Constitution of the Board of Directors and its Committees, as far as this is not the responsibility of the General Meeting
- Definition of strategy and investment policy and regulation thereof in investment regulations
- Decision on the delegation of executive management (see section 6 below)
- Appointment and dismissal of the CEO and other members of the EM, as well as determining the terms of employment
- Determination of trading black-out periods for Peach Group securities

#### 4.3 Chairman of the Board of Directors

The Chairman has in particular the following duties and responsibilities:

- Convening the meetings of the Board of Directors and the General Meeting, preparing them and chairing them
- Representing the Company's general interests and those of the Group companies vis-à-vis third parties
- Coordinating the various Committees and the integration of the entire Board of Directors as a single body
- Other duties and responsibilities in accordance with the Articles of Association and regulations

The Chairman is invited to all Committee meetings and may attend these meetings in an advisory capacity if he is not a member of the respective committee.

The Chairman regularly discusses the course of business as well as significant events with the CEO (if appointed) or the CFO (if no CEO is appointed)

As far as a CEO has been appointed, the Chairman may not also be a member of the Executive Management. If no CEO has been appointed, the Chairman, as eCBD, also assumes the duties of Chairman of the Executive Board without being a member of this body, analogously to the list of duties of a CEO in the following section 7.1 of these regulations.

#### 4.4 Independence

Non-executive members of the Board of Directors are deemed to be independent if they have neither been a member of the company's Executive Management nor an employee or partner of the audit team of the external auditors within the last three years, nor have a business relationship with the Peach Group that is more than relatively insignificant, whereby business relationships with a value of more than CHF 250,000 p.a. are no longer relatively insignificant. Notwithstanding the above provisions, members of the Board of Directors who directly or indirectly hold or represent more than 10% of the company's share capital are deemed to be non-independent.

If the Chairman acts as eCBD, he is not considered independent due to his function as Chairman of the Executive Management, regardless that he as eCBD is not a member of the Executive Management.

#### 4.5 Age restriction

The Board of Directors does not propose persons over the age of 70 to the General Meeting for election or re-election to the Board of Directors.

## 5. Committees

### 5.1 General information

The Board of Directors can appoint standing or ad hoc committees and entrust them with the supervision and control of certain specialized areas. The committees ("Committees") are made up exclusively of members of the Board of Directors.

The following are mandatory standing Committees:

- the Nomination and Compensation Committee (NCC),
- the Audit and Risk Committee (ARC), and
- the Investment Committee.

The Board of Directors can constitute further committees for its activities and subsequently regulates their tasks and responsibilities.

### 5.2 Election and constitution

The Nomination and Compensation Committee members are elected individually by the General Meeting for a term of office of one year. Apart from this, the Board of Directors appoints the members of the Committees and their chairs.

The members of the Committees must have the necessary expertise, experience and time to perform their duties.

### 5.3 Tasks of the standing Committees

The Nomination and Compensation Committee (NCC) consists of at least two members of the Board of Directors. The NCC supports the Board of Directors in the areas of human resources and in defining and implementing the remuneration policy and system. The NCC manages the evaluation process for members of the Board of Directors and the Executive Management and is responsible in particular for preparing the resolutions of the Board of Directors regarding the remuneration of the members of the Board of Directors and the Executive Management and submitting a corresponding proposal to the Board of Directors.

The NCC meets at least twice a year. The CEO (if appointed) may attend the meetings in an advisory capacity.

The Audit and Risk Committee (ARC) consists of at least two members of the Board of Directors. The ARC supports the Board of Directors in its supervision of the accounting system and financial reporting, the internal control system ("ICS"), the external auditors and in monitoring compliance with legal requirements.

The ARC meets at least three times a year, of which once to discuss the annual financial statements with the external auditors.

The Investment Committee (IC) consists of at least two members of the Board of Directors. It supports the Board of Directors in all investment and investment-related matters and in assessing the risks associated with these matters.

The Investment Committee meets as often as business requires.

The Board of Directors can define further details of the tasks and competencies of its standing Committees in separate task descriptions.

## 6. Delegation of the executive management

The Board of Directors delegates operational executive management and the associated management tasks to an Executive Management unless such management is reserved for the Board of Directors by law, the Articles of Association, regulations and, where applicable, specific resolutions of the Board of Directors. The Board of Directors determines the details of the delegation in a competence regulation.

The Executive Management elected by the Board of Directors consists of a Chief Executive Officer (CEO) and a Chief Financial Officer (CFO). It is permissible that the CEO also assumes the duties of the CFO and accordingly no CFO is appointed. Other members of the Executive Management may be elected.

If no CEO is appointed, the Chairman, as eCBD, performs the dual function of Chairman of the Board of Directors and Chairman of the Executive Board. In this case - in addition to the appointment of a Vice Chairman as Lead Independent Director - the appointment of a CFO is also mandatory.

The Board of Directors can at any time intervene in the tasks and competencies of the Executive Management on a case-by-case basis or within the framework of general reservations of authority and take over transactions.

## 7. The Executive Management

### 7.1 Duties and powers

If a CEO is appointed as Chair of the Executive Management, he is responsible for the management of the Company, otherwise the eCBD is responsible for the management of the Company.

The Chief Executive Officer is responsible for the following duties in particular:

- Operational management of the Company and the Peach Group
- Organization of the Executive Management with the right to propose dismissals and new appointments of members of the Executive Management
- Supervision of the activities of the Executive Management
- Supervision of the day-to-day business of the Peach Group
- Organization of the company and the consolidated Group companies
- Recruitment and dismissal of staff (personnel management)
- Representing the interests of the Group vis-à-vis third parties and the public
- Preparation and implementation of the resolutions and instructions of the Board of Directors
- Preparing the basis for decisions to be presented to the Board of Directors on significant investments and cooperations
- Preparation of the budget in cooperation with the CFO

- Submission of the annual budget for the following financial year on a quarterly basis as well as a medium-term plan for the four subsequent years no later than the month before the end of the financial year; the budget must be approved by the Board of Directors
- Submission of the financial statements with the necessary explanatory notes and a corresponding annual report within four months of the end of the financial year
- Formulation of proposals to the Nomination and Compensation Committee for the compensation of the members of the Executive Management (excluding the CEO, if appointed)

In addition, the allocation of competencies in accordance with the competency regulations applies, provided the Board of Directors has not reserved the right of decision or approval.

## 7.2 Reporting

As Chair of the Executive Management, the CEO reports to the Board of Directors on the course of business at the Board of Directors' ordinary meetings. He also regularly discusses issues relating to the course of business and significant events in operational management with the Chairman or - if the Chairman is the Chairman of the Executive Board as eCBD - with the Vice Chairman. He informs the Board of Directors immediately of any extraordinary events and developments.

The Chair of the Executive Management informs the Board of Directors in such a way that it has an overview of the course of business at all times and is in a position to perform its supervisory and control functions.

## 8. Further provisions

### 8.1 Signatory power

The members of the Board of Directors and the Executive Management sign collectively in twos.

### 8.2 Recusal

The members of the Board of Directors and the Executive Management are obligated to recuse themselves if business transactions are being dealt with that affect their own interests or the interests of natural persons or legal entities related to them. The Board of Directors decides whether there is a conflict of interest; the affected member of the Board of Directors or the Executive Management does not participate in either the deliberations or the decision on the respective agenda items but has the right to make a personal statement before the deliberations begin.

### 8.3 Protection of trade secrets

The members of the Board of Directors and the Executive Management are obligated to keep any matters which they have gained knowledge of in the exercise of their activities for the Peach Group secret from third parties and to keep all business records safe and

protect them from access by unauthorized third parties. These obligations do not expire when a member leaves the Board of Directors, the Company or the Peach Group, but continue beyond that date.

Business records must be returned at the latest at the end of a term of office or employment end date. Exceptions to this are the personal records of members of the Board of Directors, in particular the minutes of meetings of the Board of Directors and the Committees.

#### 8.4 Amendments

The Board of Directors may amend these regulations at any time by resolution.

#### 8.5 Entry into force

These regulations were approved by the Board of Directors at its meeting on 31 January 2025 with immediate entry into force. They replace the previous organizational regulations dated 10 October 2024.



# Competence Regulations of Peach Property Group AG

dated 31 January 2025

The Board of Directors issues the present Competence Regulations (CR) based on the Organizational Regulations of Peach Property Group AG ("Company").

## Abbreviations

GM	=	General Meeting
BoD	=	Board of Directors (body)
CBD	=	Chairman of the Board of Directors
ARC	=	Audit and Risk Committee
IC	=	Investment Committee
NCC	=	Nomination and Compensation Committee
EM	=	Executive Management (body)
CEO	=	Chair of the Executive Management / Chief Executive Officer (if appointed)
CFO	=	Chief Financial Officer (if appointed)
Group	=	Peach Group
LM	=	Direct line manager

*Note: This English text is a non-binding convenience translation of the German original. In case of differences between the German and the English versions, the German text prevails.*

## 1. Strategy and investment policy

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Corporate strategy	CEO	BoD	
Investment strategy	CEO	BoD	
Start of negotiations for strategic partnerships	CEO	CBD	
Entering into strategic partnerships	CBD	BoD	

## 2. Liquidity planning, budget and business planning

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Budget and medium-term planning	CEO	BoD	
Result of valuation for use in the financial statements	CEO	ARC	
Financial statements during the year	CEO	ARC	BoD
Annual financial statements	CEO	ARC	BoD and GM
Appropriation of earnings	CEO	ARC	BoD and GM

## 3. Personnel

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Appointment and dismissal of the CEO	CBD	NCC	BoD
Appointment and dismissal of members of the EM (excl. CEO)	CEO	NCC	BoD
Employment and dismissal of employees at 1 <sup>st</sup> management level of the Group	Member of EM	CEO	NCC
Employment and dismissal of employees (excl. 1 <sup>st</sup> management level) of the Group	LM	CEO	
Granting and withdrawing of signatory power for the Company	CEO	BoD	

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Granting and withdrawing of postal and bank signatures within the Group	CFO	CEO	

#### 4. Remuneration

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Remuneration model BoD	NCC	BoD	GM (consultative)
Maximum compensation levels for BoD and MB	NCC	BoD	GM
Individual remuneration CEO	NCC	BoD	
Individual remunerations for members of the EM (excl. CEO)	CEO	NCC	
Individual remuneration 1 <sup>st</sup> management level of the Group	Member of EM	CEO	
Individual remuneration Employees (excl. 1 <sup>st</sup> management level) of the Group	LM	CEO	
Bonuses EM	NCC	BoD	
Total bonus ("bonus pot") for employees (incl. management) of the Group	CEO	NCC	
LTI programs Group employees	CEO	NCC	

## 5. Mandate and consultancy agreements

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Conclusion of contracts with contract sums up to and incl. EUR 500,000 (one-off) or EUR 250,000 p.a. (recurring)	Member of EM	EM	
Conclusion of contracts with contract sums from EUR 500,000 (one-off) up to and incl. 1 million or from EUR 250,000 up to and incl. 500,000 p.a. (recurring)	CEO	CBD	
Conclusion of contracts with contract sums from EUR 1 million (one-off) or from EUR 500,000 p.a. (recurring)	CEO	BoD	

The aforementioned actions only require a decision by the CBD or the BoD if they are not already included in the budget for the respective year.

## 6. Purchase and sale of real estate (asset and share deals)

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Conclusion of contracts with contract sums* up to and incl. EUR 10 million.	CEO	EM	
Conclusion of contracts with contract sums* from EUR 10 million up to and incl. EUR 20 million	CEO	CBD	
Conclusion of contracts with contract sums* from EUR 20 million up to and incl. EUR 50 million	CEO	IC	
Conclusion of contracts with contract sums* of EUR 50 million or more	CEO	BoD	

\* In cases of purchases, the contract sum is understood to be the property value stated in the contract and in cases of sales the property value as stated in the balance sheet.

Sales of up to and including EUR 20 million only require a decision by the entire EM or the CBD if the value of the property is to fall below the value stated in the balance sheet by more than 10%.

For all approval levels, separate approval is not required if the relevant purchase price is set out in an approved sales plan and the deviation from this is not to exceed 10%.

## 7. Investments and divestments in tangible assets (excl. real estate)

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Conclusion of contracts with contract sums* up to and incl. EUR 500,000	Member of EM	EM	
Conclusion of contracts with contract sums* from EUR 500,000 up to and incl. EUR 1 million	CEO	CBD	
Conclusion of contracts with contract sums* of EUR 1 million or more	CEO	BoD	

\* In cases of investments, the contract sum is understood to be the asset value recognized in the contract and, in the case of divestments, the book value of the asset recognized in the balance sheet.

The aforementioned actions only require a decision by the CBD or the BoD if they are not already included in the budget for the respective year.

## 8. Legal actions

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Commencement of active litigation with an amount in dispute of up to and incl. EUR 1 million	Member of EM	EM	
Commencement of active litigation with an amount in dispute from EUR 1 million up to and incl. EUR 10 million	CEO	ARC	
Commencement of litigation (active litigation) with an amount in dispute of EUR 10 million or more	CEO	BoD	
Settlement in the amount up to and incl. EUR 1 million	Member of EM	EM	

<i>Description</i>	<i>Motion</i>	<i>Decision</i>	<i>Approval</i>
Settlement in the amount from EUR 1 million up to and incl. EUR 10	CEO	ARC	
Settlement in the amount of EUR 10 million or more	CEO	BoD	

## 9. Decisions of the EM

As far as a process is subject to a decision by the EM in accordance with these competence regulations, this decision should be made unanimously wherever possible. If unanimity is not possible, the respective decision requires the vote of the CEO.

## 10. Severability clause

If there is any uncertainty about the applicability of these regulations to individual circumstances, the CEO will consult with the CBD. The CBD then decides which governing bodies are to be involved in the relevant decision.

## 11. Amendments

These regulations may be amended by the Board of Directors at any time by resolution.

## 12. Entry into force

These CR were approved by the Board of Directors at its meeting on 31 January 2025 with immediate entry into force.