



Foundation Deed

Tellco pk

Tellco pk
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valid as of 28 March 2022

Table of contents

I	Ingress	3
II	Statutory provisions	3
1	Name, founder, registered office and duration	3
2	Purpose	3
3	Assets	4
4	Executive bodies	4
5	Board of Trustees	4
6	Regulations	5
7	Pension fund commission	5
8	Pension funds	6
9	Accounting	6
10	Auditing	6
11	Legal succession, dissolution and liquidation	6
12	Right of amendment	6

I Ingress

By public deed dated 26 September 2002, IG Pensionskasse GmbH as founder established «Tellco pkPRO».

- In 2004, IG Pensionskasse GmbH was converted into IG Pensionskasse AG.
- In 2010, IG Pensionskasse AG merged with SWIAR Holding AG.
- In 2011, SWIAR Holding AG was renamed Tellco Ltd.
- In 2015, Tellco Ltd was renamed Tellco Holding Ltd.

The founder is therefore equivalent to Tellco Holding Ltd today.

II Statutory provisions

1 Name, founder, registered office and duration

- 1.1 A foundation exists under the name of Tellco pk within the meaning of Article 80 et seq. of the Swiss Civil Code (CC), Article 331 of the Swiss Code of Obligations (CO) and Article 48 (2) of the Federal Act on Occupational Old Age, Survivors' and Invalidity Pension Provision (OPA) (hereinafter referred to as the Foundation).
- 1.2 The name of the founder is now Tellco Holding Ltd.
- 1.3 The Foundation has its registered office in Schwyz. The Board of Trustees is permitted to move the registered office to another town / city in Switzerland with the consent of the supervisory authority.
- 1.4 The Foundation is entered in the register for occupational pensions of the Canton of Schwyz and is subject to supervision by the foundation supervisory authority for Central Switzerland (Zentralschweizer BVG- und Stiftungsaufsicht – ZBSA).
- 1.5 The Foundation shall exist for an unlimited period.

2 Purpose

- 2.1 The purpose of the Foundation is to provide mandatory insurance and non-mandatory occupational pension benefits for employees and employers as well as for their dependants and survivors against the economic consequences of old age, incapacity for work, disability and death.
- 2.2 Self-employed persons may be insured on a voluntary basis together with their staff, provided such individuals are affiliated to the Foundation under an affiliation agreement.
- 2.3 Self-employed persons who are members of a recognised professional association that has arranged a pension solution for professional associations may become affiliated to the Foundation.
- 2.4 The occupational pension benefits will be implemented in accordance with the OPA. The Foundation may provide occupational pension benefits in excess of the statutory minimum benefits, including assistance to alleviate hardship caused by illness, accident, death, disability or unemployment.
- 2.5 The Foundation will achieve its objective by entering into affiliation agreements with employers and self-employed persons seeking to join the Foundation as affiliated members.

A separate pension fund will be established within the Foundation for each affiliated employer or self-employed person. All terms governing the relationship with the Foundation will be laid down in the affiliation agreement.

- 2.6 In order to achieve its purpose, the Foundation may conclude insurance contracts or enter into existing contracts, being itself the policyholder and beneficiary.

3 Assets

- 3.1 The founder dedicated an initial capital of CHF 20,000 (in words: twenty thousand Swiss francs) to the Foundation, value as at 26 September 2002. Other endowments can be made at any time.
- 3.2 The Foundation assets shall be accumulated through employer and employee contributions in accordance with the regulations, voluntary contributions from employers and their employees and third parties, as well as any surpluses from insurance contracts and the income from the Foundation's assets.
- 3.3 The Foundation assets must not be used, other than for pension purposes, to provide any benefits that the employers are under a legal obligation to provide or that they usually provide as a fee for work performed (e.g. additional family and child allowances, bonuses, etc.).
- 3.4 The Foundation assets will be managed in line with the investment and elimination rules set out in Swiss federal law and based on recognised principles.
- 3.5 Employers' contributions may be paid from the Foundation's funds if they have accumulated contribution reserves in advance and these are shown separately.

4 Executive bodies

The governing bodies of the Foundation are:

- a) the Board of Trustees;
- b) the pension fund commissions of the respective pension funds;
- c) the auditors;
- d) the recognised expert for the occupational pension plan;
- e) the Executive Board.

5 Board of Trustees

- 5.1 The Board of Trustees is the supreme body of the Foundation. It has an equal number of employee and employer representatives. It is comprised of at least four members. Members hold a term of office for five years. Re-election is possible.
- 5.2 Details on the composition, election and working methods of the Board of Trustees are set out in separate organisational regulations.
- 5.3 The Board of Trustees manages the business of the Foundation in accordance with statutory provisions, the provisions of the Foundation Deed, the regulations as well as the directives of the responsible authorities. The Board of Trustees is responsible for preparing and approval of the annual financial statements.
- 5.4 The Board of Trustees represents the Foundation externally, designates those persons who represent the Foundation in a legally binding manner and regulates the manner of signing. Only joint signatory powers may be conferred.

- 5.5 The Board of Trustees may delegate delegable tasks and powers to special commissions or the Executive Board.

6 Regulations

- 6.1 The Board of Trustees will pass one or several sets of regulations on the implementation of the purpose of the Foundation, in particular on the nature and scope of pension benefits, the financing of the pension funds and the relationship between employers, policyholders and claimants (pension fund regulations, organisational regulations, Investment Regulations, Fees and Charges Policy, etc.).
- 6.2 The regulations can be amended or rescinded at any time in accordance with the Foundation's purpose and the compulsory entitlements, in particular if amendments are required due to new or revised provisions of the OPA, its ordinances or supreme court decisions.
- 6.3 The regulations and their amendments are to be submitted to the supervisory authority.

7 Pension fund commission

- 7.1 The individual pension fund commissions of the individual affiliated pension funds are appointed by the respective employers and their employees. These are composed on a parity basis.
- 7.2 The pension fund commission represents the interests of the pension fund in relation to the Board of Trustees and manages the employer's pension fund in accordance with the Foundation Deed and applicable regulations; specifically, this means:
- administering the individual pension funds;
 - implementing pension plans;
 - providing information to the policyholders;
 - checking to ensure that the employer supplies the documents and reports provided for in the affiliation agreement;
 - assisting in obtaining the documents required to substantiate a claim in the case of an insured event;
 - passing resolutions on the appropriation of the pension fund's non-committed funds in accordance with the Foundation's purpose and the principle of equal treatment;
 - obtaining consent to terminate affiliation agreements for all policyholders where an absolute majority is required.

The following additional authorities apply with regard to pension funds with their own investment strategy:

- Investment strategy and its ranges submitted to the Board of Trustees and the institute entrusted with asset management for approval in accordance with the investment provisions;
 - Application regarding the formation of provisions and reserves for the pension fund submitted to the Board of Trustees for approval;
 - Application regarding necessary restructuring measures and the undertaking of statutory information duties in the event of an underfunding of the pension fund submitted to the Board of Trustees for approval;
 - Decisionmaking as to retirement savings interest rate;
 - Application regarding the conversion rate applicable to the pension fund submitted to the Board of Trustees for approval in line with the provisions of the pension fund regulations.
- 7.3 The details of the election of employee and employer representatives to the pension fund commissions as well as the organisation of the pension fund commissions shall be set out in the organisational regulations.

8 Pension funds

- 8.1 The pension funds are independent of each other and are managed separately in accounting terms.
- 8.2 Asset management can be carried out jointly for the individual pension funds or for the own account of the pension funds concerned. Compartments are set up for this purpose. Each pension fund belongs to a compartment, whereby changes to another compartment are possible and are recorded in the affiliation agreement.

9 Accounting

- 9.1 The accounts shall be closed annually on 31 December.
- 9.2 The Foundation shall prepare and approve the annual financial statements after the close of the financial year, submit them to the auditors and thereafter submit them to the supervisory authority together with the auditors' report.
- 9.3 In the accounts, contribution reserves and disclosed free Foundation funds of the individual affiliated companies shall be clearly delimited and may only be used for the beneficiaries of the respective company.

10 Auditing

- 10.1 The Board of Trustees appoints an auditor to conduct an annual audit of the management, the accounts and the investment of assets (Article 51a (1) (k) and Article 52c of the OPA).
- 10.2 The Board of Trustees shall commission a recognised occupational pension plan expert to conduct a periodic review of the pension fund (Article 51a (1) (k) of the OPA).

11 Legal succession, dissolution and liquidation

- 11.1 If a pension fund is dissolved or liquidated, then compensation will first of all be paid to the beneficiaries belonging to it. Any remaining balance shall either be transferred to a new staff pension fund of the employer concerned or a legal successor after the decision of the Board of Trustees, on the proposal of the pension fund commission, or – if the employer is also dissolved – distributed as a liquidation share to the remaining beneficiaries in the form permitted by law. Details are set out in separate regulations.
- 11.2 In the event of the dissolution or liquidation of a pension fund, the employer in question or a legal successor may not be allocated any funds.
- 11.3 If the Foundation is liquidated, the Board of Trustees shall decide on the use of any remaining balance of the Foundation assets. A return of Foundation funds to the founder or to the employers affiliated to the Foundation or their legal successors as well as use for any purpose other than for occupational pensions is excluded.
- 11.4 The dissolution and liquidation of the Foundation is subject to the approval of the supervisory authority in all cases.

12 Right of amendment

- 12.1 The Board of Trustees is authorised to submit requests to change the organisation and purpose of the Foundation to the responsible supervisory authority in accordance with Articles 85 and 86 of the Swiss Civil Code (CC).

12.2 The Foundation, however, may not be used for any purpose other than employee benefits insurance.

This Deed replaces the Deed as amended on 5 July 2018, approved by regulatory order dated 6 August 2018.

Schwyz, 28 March 2022

Tellco pk
(formerly Tellco pkPRO)
Board of Trustees



Peter Hofmann
Chairman



Florence Biner
Member



Pierre Christen
Vice-chairman



Roland Walker
Member



Daniel Andermatt
Member

In case of differing interpretations, the German text is authoritative.