

# Organization and Business Rules 2020 (Addendum)

## Role and duties of the Independent Lead Director (ILD) at GF

*The Board of Directors has issued these Organization and Business Rules (Addendum) based on § 20 of the Articles of Association of Georg Fischer Ltd.*

### 1. Background

The Board of Directors of GF has decided to introduce the formal role of an Independent Lead Director (ILD) in case and as long as the Chairman of the Board of Directors is not considered independent according to the definition of the Swiss Code of Best Practices for Corporate Governance established by *economiesuisse* (Article 14).<sup>1</sup>

### 2. Purpose

The role and responsibility of the ILD is to ensure best corporate governance practices in the activities of the Board of Directors and its interaction with the Executive Committee. In particular, s/he will ensure a sound separation of duties between the Board of Directors, its Chairman and the CEO, respectively the Executive Committee.

### 3. Duties

- ❖ The ILD – if possible and appropriate, also Vice-Chairman of the Board of Directors – can, whenever necessary or upon demand of a Board of Directors-member or the CEO, call and chair a Board of Directors meeting without the presence of the Chairman. In such a case, the ILD will inform the Chairman in advance of the agenda and after the meeting of the conclusions of such a meeting.
- ❖ The ILD chairs any other meeting of the Board of Directors in case of absence of the Chairman.
- ❖ In addition to a personal one on one meeting (or tel. conf.) with each member of the Board of Directors annually, the IDL is at the disposal of the members of the Board of Directors to discuss any matter a member of the Board of Directors wishes to raise without the Chairman. The ILD informs the Chairman of such contacts.
- ❖ In addition to personal one on one meetings with the CEO at minimum twice a year, the ILD is at the disposal of the CEO to discuss any matters he wishes to raise without the Chairman. The IDL informs the Chairman of such contacts.
- ❖ The ILD organizes once a year, with his fellow Board of Directors members, an evaluation discussion on the performance of the Chairman.
- ❖ The ILD leads the discussion with the presence of the Chairman on the yearly self-evaluation of the Board of Directors.

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<sup>1</sup> (Article 14) (<https://ecgi.global> › download › file › fid).

- ❖ The ILD is member and/or Chair of either the Audit Committee and/or member and/or Chair of the Nomination Committee or both.
- ❖ The ILD is invited to all committee meetings and decides him-/herself whether to attend, as s/he deems appropriate.

#### 4. Decision and publication

This document is made available to the investors on the company web site of GF.

The Board of Directors in its meeting on January 17, 2020 has approved this document. The Board of Directors can amend this document at any time as considered appropriate.

Chairman of the Board of Directors:

Independent Lead Director

Andreas Koopmann  
Chairman

Hubert Achermann  
Independent Lead Director

Schaffhausen, 17 January 2020