

# Deed of Foundation

Vita Joint Foundation, Zurich

## **Art. 1 Name and domicile**

1.  
A foundation within the context of Art. 80 ff. of the Swiss Civil Code (ZGB), Art. 331 of the Swiss Code of Obligations (OR), and Art. 48 para. 2 of the Swiss Federal Law on Occupational Retirement, Survivors' and Disability Pension Plans (BVG) has been registered under the name Vita Joint Foundation – hereinafter referred to as the Foundation.

2.  
The founding company is Zurich Life Insurance Company Ltd. The domicile of the Foundation shall be in Zurich. The Board of Trustees may move the domicile to another location in Switzerland, subject to the approval of the supervisory authorities.

## **Art. 2 Objective**

1.  
The objective of the Foundation is to provide compulsory occupational benefits for employees and employers for the contingencies of old age and disability, or for their survivors on death.

2.  
The pension plan is primarily provided in accordance with the BVG and its implementation regulations. The Foundation may provide more extensive provisions beyond the legal minimum benefits, including assistance in times of need as in the event of sickness, accident, disability and unemployment.

3.  
Art. 4 para. 2 and Art. 44 para. 1 of the BVG apply to the inclusion of the employer.

4.  
The objective of the Foundation is achieved when employers who wish to participate join the Foundation by

means of affiliation agreements. A pension plan is set up subsequent to the conclusion of an affiliation agreement.

5.  
To achieve its objective, the Foundation may conclude insurance policies with licensed life insurance companies to cover all risks or specific risks, whereby the Foundation itself must be both policyholder and beneficiary.

## **Art. 3 Capital**

1.  
The founding company donates the amount of CHF 50,000 (fifty thousand) to the Foundation as starting capital. Further donations are possible at any time.

2.  
The Foundation capital will be accrued by means of contributions from the employer and the employees as set out in the regulations, voluntary contributions made by the employer and third parties, any surplus from insurance contracts and returns on investment of the Foundation capital.

3.  
Except for pension plan purposes, no benefits may be paid from the Foundation capital for which the affiliated employers are legally responsible or for which they customarily pay as remuneration for work done (e.g. for family, children and other allowances, bonus payments, etc.).

4.  
The Foundation capital will be invested according to recognized principles, in compliance with the Federal laws on investing and pensions. The Board of Trustees may also issue investment guidelines.

5.  
Contributions made by the affiliated employers may be financed from the

Foundation capital if contribution reserves have been previously established within the pension plan and these are separately accounted for.

## **Art. 4 Regulations**

1.  
The Board of Trustees will issue one or more pension plan regulations in which the main aspects are set out regarding the implementation of the Foundation's objective, in particular with regard to the type and scope of the pension plan benefits, the financing of the pension plans, and the relationship between the employers, the insured persons and the beneficiaries.

2.  
The pension regulations may be amended or cancelled at any time subject to maintenance of the Foundation's objective and the rights of beneficiaries, in particular when laws, ordinances or supreme court judgments require an amendment.

3.  
The Board of Trustees will issue any further necessary regulations, in particular cost regulations, organizational regulations for the Administration Committee and regulations for the election of the Board of Trustees (election regulations). The Board may also issue organizational regulations for the Foundation and the Investment Committee.

## **Art. 5 Pension plans**

The existing pension plans are independent of each other and administered as separate accounts.

## **Art. 6 Bodies**

The bodies of the Foundation are the Board of Trustees, the Administration

Committees and, if appointed by the Board of Trustees, the managing director. The Board of Trustees is the highest body.

#### **Art. 7 Board of Trustees**

1. The Board of Trustees consists of at least eight and at most twelve members, half of whom shall be employer's representatives and half employees' representatives. The regular term of office shall be four years. Members may be re-elected. The foundation council convenes itself.

2. The procedure for election to the Board of Trustees and the requirements for active and passive voting rights are stipulated in the election regulations.

3. It is authorized to designate a managing director and an office for the execution of administrative tasks in connection with the Foundation.

4. The Board of Trustees shall constitute a quorum as long as the majority of members is present. Resolutions are passed by a majority vote of those members present. In the event of an equal number of votes, the Chairperson has the casting vote.

5. A majority vote of two-thirds is required for important decisions. Important decisions are deemed in particular to be changes to the Deed of Foundation, the investment guidelines and the election regulations, and the termination of any insurance policy.

6. Minutes are to be kept of resolutions made. Resolutions may also be adopted by way of circular letter.

7. The founding company may participate in meetings held by the Board of Trustees. Such attendance shall be in a purely advisory capacity.

8. The foundation council is authorized to appoint a foundation council committee, an investment committee as well as further committees.

9. The foundation council committee is responsible for all duties that are not incumbent upon other bodies, committees or third parties in accordance with statutory provisions of the law, the deed of foundation or the prevailing foundation rules.

In particular, the foundation council committee shall determine the authorized signatories and the nature of their signatory powers, with the limitation that only collective signature by two authorized persons is permissible.

Details of the rights and obligations of the foundation council committee are set out in the organization regulation for the foundation council laid down by the foundation council.

10. The Investment Committee shall advise the Board of Trustees on the composition of the investment portfolio but has no decision-making powers. Details about the rights and obligations of the Investment Committee are contained in the Organization Regulations for the Investment Committee issued by the Board of Trustees.

11. Subsequent to consultation with occupational pension experts, the Board of Trustees shall take the appropriate measures if the Foundation capital is no longer sufficient to fulfill the obligations of the Foundation.

#### **Art. 8 Administration committees**

1. For each pension plan there is an Administration Committee that manages the pension plan. Half of the Administration Committee is comprised of employer's representatives, and half of employees' representatives. Details about how they are elected and the rights and obligations of the Administrative Committee are contained in the Or-

ganizational regulations for the Administration Committee issued by the Board of Trustees.

2. The Administration committee cannot represent the Foundation vis-à-vis third parties.

#### **Art. 9 Auditing**

1. The Board of Trustees shall appoint an auditor for the annual auditing of the business management, the accounting system and the capital investment (Art. 53, para. 1 of the BVG).

2. The Board of Trustees shall appoint an approved expert on occupational pension plans for the periodic review of the Foundation (Art. 53, para. 2 and 3 of the BVG).

#### **Art. 10 Amendments to the Deed of Foundation**

The Board of Trustees is authorized to submit applications to the relevant amendment authorities, in accordance with Art. 85 and 86 of the Swiss Civil Code, about changes in the organization and objective of the Foundation. However, the Foundation may not be used for any purpose other than that of an employees' pension plan.

#### **Art. 11 Dissolution/Liquidation**

1. If a pension plan is dissolved or liquidated, the member beneficiaries of this plan will first be indemnified. Subject to a decision by the Administration Committee, any remaining balance will be transferred either to a new occupational pension fund of the employer in question or to a legal successor, or it will be assigned to the remaining beneficiaries in the legally authorized form as a liquidating dividend.

2. When dissolving or liquidating a pension

plan, no restricted funds may be assigned to the employer in question or to a legal successor.

3.

If the Foundation is liquidated, the Board of Trustees shall decide upon the utilization of any remaining balance of Foundation capital. Payment of Foundation capital to the founding company or to the employers affiliated with the Foundation or their legal successors or for any use other than the purposes of the occupational pension plan is excluded.

4.

Dissolution and liquidation of the Foundation is, in all cases, subject to approval by the supervisory authorities.

Zurich, May 2010  
The Board of Trustees

The German original of this translation is binding.