

Organizational and Management Regulations of the Implenia Ltd.

1. STATUTORY BASIS AND CONTENTS

1.1. Structure and Content of the Regulations

These Regulations are adopted in accordance with articles 716 and 716b of the Swiss Code of Obligations, pursuant to Article 19 of the Articles of Association of the Implenia Ltd. They govern the constitution, tasks, powers, duties, and decision-making procedures of the following bodies and persons entrusted with the management of the Implenia Group:

- a) The Board of Directors;
- b) The Chairman of the Board of Directors;
- c) The Committees of the Board of Directors:
 - Audit Committee;
 - Nomination and Remuneration Committee;
- d) Chief Executive Officer;
- e) Group Executive Board and members of the Group Executive Board;
- f) Chief Financial Officer;
- g) Head Business Unit;
- h) Investment Committee;
- i) Business & Project Committee.

The administration of any areas of responsibility not regulated by these Regulations shall fall within the responsibility of the Chief Executive Officer. These Regulations shall in all cases take precedence over any other regulations contrary thereto, subject to the provisions of law and the Articles of Association. The organisational structure of Implenia Ltd. is set out in a separate organisation chart.

1.2. The Implenia Group

The Implenia Group comprises Implenia Ltd. and all those companies in which Implenia Ltd. has a direct or indirect interest and which are fully consolidated.

2. THE BOARD OF DIRECTORS

2.1. Principle

The Board of Directors is the highest management body of the Company. It is responsible, in particular, for determining the strategic objectives of the Company, monitoring its financial well-being, and for making the personnel decisions needed for the achievement of those objectives. To the extent foreseen in these Regulations, the Board of Directors may delegate all or part of its tasks and powers to individual members, to other bodies, or to third parties. Full responsibility for the tasks and powers set forth in Section 2.6 continues to lie with the full Board in all cases.

2.2. Constitution

The Board of Directors constitutes itself subject to the areas of responsibility of the General Meeting. It designates the Vice Chairman from among its members and appoints the Secretary, who is not required to be either a member of the Board or a shareholder in the Company.

2.3. Meetings of the Board of Directors

a) Number of Meetings, Convening

The Board of Directors shall meet as often as the course of business may require, but no fewer than six times each year. Meetings shall be convened at the invitation of the Chairman or, in his inability to attend, at that of the Vice Chairman. All members of the Board of Directors are entitled to demand, by grounded request in writing to the Chairman, the convening of a meeting without delay.

The calling of a meeting of the Board of Directors shall be made by letter, facsimile or e-mail at least five working days prior to the date of the meeting. In urgent cases, the period of notice may be shortened.

The invitation to the meeting shall include the agenda for the meeting and be accompanied by all requisite documentation.

All members of the Board of Directors are entitled to demand, by application to the Chairman no less than three working days prior to the date of the meeting that, additional items to be included on the agenda. The Chairman shall notify the other members of the Board of Directors without delay of the additions made to the agenda.

b) The Chair

Meetings shall be chaired by the Chairman, or in the event of his absence or exclusion, by the Vice Chairman or, in the inability to attend of the latter, by a Member of the Board of Directors to be designated by that Board.

c) Participation of the Chief Executive Officer, Chief Financial Officer and Members of the Group Executive Board.

As a rule, meetings of the Board of Directors shall be attended by the Chief Executive Officer, the Chief Financial Officer and other members of the Group Executive Board, as required. The Board of Directors shall also regularly hold meetings in which the Chief Executive Officer, the Chief Financial Officers and members of the Group Executive Board do not participate.

Further decisions as to the participation of any other persons in meetings of the Board of Directors shall be made by the Chairman.

2.4. Quorum, Resolutions, Minutes

a) Quorum

The Board of Directors may validly pass resolutions where a majority of its members is present. Members shall also be deemed as present at the meeting when participating by telephone or video conference call. No quorum shall be required where the sole resolution to be passed concerns the implementation of a capital increase and the subsequent amendment of the Articles of Association.

b) Resolutions

All votes on elections and resolutions by the Board of Directors are decided by majority of the members present. Abstentions are not permitted. In the event of a deadlock, the Chairman shall have the casting vote (in addition to his own vote).

The holding of deliberations and the adoption of resolutions by telephone or video conferencing, or by similar means of electronic transmission are permitted.

c) Voting by correspondence

At the Chairman's behest, resolutions may also be adopted by correspondence vote, provided that no Member has requested within two working days following notification of the motion to be decided de- liberation of the matter at a meeting. Resolutions adopted by correspondence vote require the approval of the majority of all Members of the Board of Directors. Where a written vote is transmitted by telephone or electronically, the original must be delivered within five working days. In the event of a deadlock, the Chairman shall have the casting vote (in addition to his own vote). Resolutions adopted by correspondence vote shall be duly noted in the minutes of the next meeting of the Board of Directors.

d) Minutes

The results of deliberations and votes on resolution shall be recorded in minutes signed by the chairman of the meeting and by the Secretary. The Minutes shall contain the text of the resolutions, the principal arguments and considerations on which it is based, any counter-motions submitted, and any determinations concerning their implementation.

The Minutes shall be approved by the Board of Directors no later than at their next meeting.

2.5. Remuneration

The bases for calculation and the elements of the remuneration paid to the Board of Directors (including reimbursement of expenses) are contained in the Articles of Association and shall be set out in a separate regulation of the Board of Directors.

2.6. Tasks, Powers and Responsibilities

The Board of Directors shall be responsible for the overall management of the Company and of the Implenla Group, as well as for the supervision of the management of all of its areas of business. The Board of Directors issues and reviews guidelines with regard to business policy, defines areas of responsibility, receives information on the general course of business on a regular basis and acts on re- ports and proposals submitted to it by the Committees of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer.

Specifically, it has the following tasks and powers, related in all instances to the Company and the Implenla Group (see Annex "Table of Responsibilities"):

- a. Principal direction of the Company's affairs, issuance of the necessary regulations, guidelines and directives, development of strategic goals and determination of the means to be employed in achieving them, determination of business policy and approval of the Business Plan;

- b. Determination of the main features of the organisation and the basic structure of the Implenia Group (financial, legal and organisational);
- c. Determination of accounting and financial control structures;
- d. Determination of internal auditing structures;
- e. Monitoring, assessment and control of risks;
- f. Appointment and removal of members of the Group Executive Board, assignment of powers of signature;
- g. Oversight of the Group Executive Board, in particular with regard to compliance with the law, the Articles of Association, and internal regulations and directives;
- h. Approval of budgets and accounts;
- i. Action on reports submitted by the Group Executive Board, external auditors and the internal audit;
- j. Preparation of the Management Report and the Remuneration Report and preparation for the Shareholders' Meeting and implementation of its resolutions;
- k. Monitoring of maintenance of the Register of Shareholders and determination of the rules on the registration of registered shares;
- l. Notification of the Court in the event of over-indebtedness;
- m. Adoption of resolutions on capital increases and verification of capital increases; and the subsequent modification of the Articles of Association;
- n. Adoption of resolutions on mergers, de-mergers, restructurings or transfers of assets pursuant to the Merger Act, insofar as responsibility therefore does not lie with the Shareholder' Meeting;
- o. Approval and regular monitoring of the main elements of Corporate Governance, Compliance and the Group Code of Conduct.

2.7. Right of Information, Reporting

All members of the Board of Directors may request at meetings information from the other members of the Board of Directors, as well as from the Chief Executive Officer and the members of the Group Executive Board in attendance, concerning all affairs of the Company, of the Group or of subsidiaries or holding companies. When not at meeting, all members may request, through the Chairman of the Board of Directors, information from the Chief Executive Officer as to the overall course of business or to specific business dealings.

The Board of Directors shall be informed by the Chief Executive Officer, at each meeting, either orally or in writing, as to the current state of the Company's affairs and as to any incidents or decisions of importance to the Company, and shall be briefed by the Chief Financial Officer as to the current situation, evolution and planning of the Company's finances. Extraordinary events must be reported to the Chairman of the Board of Directors without delay, in writing by facsimile or by e-mail, or by telephone. The Chairman shall then immediately inform the other members of the Board of the Directors.

2.8. The Chairman of the Board of Directors

a) Duties and Responsibilities

The Chairman of the Board of Directors has the duties and powers vested in him by law, the Articles of Association, these bylaws and the Table of Responsibilities annexed hereto, as well as any other such duties and responsibilities as may be assigned to him by special resolution of the Board of Directors.

In urgent cases, particularly where time does not allow for the obtaining of a resolution by the full Board of Directors, the Chairman shall be entitled to undertake the tasks of the Board of Directors on his own authority, provided that the approval of the Board of Directors may be anticipated. In such event, he shall notify the members of the Board of Directors without delay.

b) Right of Information and Reporting

Within the scope of his duties, powers and responsibilities as Chairman and as presiding member of the Board of Directors, the Chairman may at any time request all information from the Chief Executive Officer and other members of the Group Executive Board, and is to be briefed by them concerning all significant business affairs. The Chairman of the Board of Directors shall ensure that the other members of the Board of Directors are informed in a timely manner concerning all significant business affairs.

c) Representation

In the event of the absence or exclusion of the Chairman, his duties and powers shall be assumed by the Vice Chairman or, as required, by another Member of the Board of Directors to be designated by the Board of Directors.

3. COMMITTEES OF THE BOARD OF DIRECTORS

3.1. General Provisions

The Board of Directors may assign the preparation and implementation of its resolutions, and the oversight of business operations, to Committees. The Committees are authorised to carry out or commission investigations with regard to all matters falling within the scope of their authority. They may call upon the services of independent experts. They shall have decision-making powers where this is determined in the Table of Responsibilities annexed to this document, in a committee regulation or by a special resolution of the Board of Directors.

The Board of Directors shall appoint the members of the Committees and their chairman, taking duly into account the requisites of professional competence and independence. One exception to this is the Nomination and Remuneration Committee whose members are elected by the General Meeting.

The Committees shall be responsible for their own organisation. The Board of Directors shall enact appropriate guidelines at request of the Committees.

The duties of the Committees are as set forth in these Regulations and in the Table of Responsibilities annexed hereto, and in the guidelines issued by the Board of Directors.

The chairmen of the Committees shall report to the Chairman of the Board of Directors without delay on their principal deliberations and resolutions, insofar as the Chairman was not himself in attendance, and shall report thereon at the next meeting of the Board of Directors. They shall be responsible for timely submission of motions to the Board of Directors and shall bring forward such motions on behalf of the Committee. The minutes of Committee meetings shall be distributed to all members of the Board of Directors.

The Board of Directors may appoint ad-hoc committees for certain specific tasks, and confer upon them the necessary powers of preparation, oversight and/or decision-making.

3.2. Audit Committee

a) Composition

The Audit Committee shall be composed of at least two members of the Board of Directors. The meetings shall customarily be attended by the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, the Head of Corporate Controlling, other members of the Group Executive Board designated by the Chairman, and other members of the management, as well as, where required, the heads of internal and external auditing.

b) Duties; Meetings

The Audit Committee shall perform all Board of Directors duties relating to accounting oversight organisation, financial controlling (incl. the internal control system), financial planning and risk management. It shall coordinate and ensure the congruity of the work of the internal and external auditors, and shall be responsible for maintaining regular communication with the internal and external auditors. It shall delineate the tasks to be assigned to the internal and external auditors. It may order special audits.

The Audit Committee shall meet at regular intervals, but no less than three times each year.

3.3. The Nomination and Remuneration Committee

a) Composition

The Nomination and Remuneration Committee shall be composed of two to four members of the Board of Directors. Meetings shall customarily be attended by the Chief Executive Officer, the Chief Financial Officer and the Head of the HR Group.

b) Duties; Meetings

The Nomination and Remuneration Committee shall conduct succession planning for the members of the Board of Directors and of the Group Executive Board, and shall assist the Board of Directors in the selection of suitable candidates for membership on the Board of Directors and for positions within the Group Executive Board.

The Nomination and Remuneration Committee shall assist the Board of Directors and the Chief Executive Officer in determining remuneration at the most senior levels of the Company leadership (Board of Directors and Group Executive Board) subject to the areas of responsibility of the General Meeting.

The Nomination and Remuneration Committee shall meet as often as required by the Company's affairs, but no less than two times each year.

4. MANAGEMENT: DELEGATION

4.1. Delegation

The Board of Directors delegates the management of the Company and the consolidated management of the Implenla Group to the Chief Executive Officer, unless otherwise provided by the law, the Articles of Association, these Regulations or the Table of Responsibilities annexed hereto, in particular, also where powers have not been conferred upon the Group Executive Board or individual members of the Group Executive Board.

4.2. Chief Executive Officer

The Chief Executive Officer is responsible for the management and representation of the Group, subject to the assignment of those duties to other bodies or persons, or to the reservation of those powers to the Board of Directors by the law, the Articles of Association, these Regulations or the Table of Responsibilities annexed hereto. He is responsible for the management and representation of the Group, in particular, for the leadership of its operations and the implementation of corporate strategy. Insofar as such powers have not been reserved to the Board of Directors, he is authorised to organize, perform and/or delegate to qualified subordinates the duties and powers vested in him pursuant to these Regulations and the Table of Responsibilities annexed hereto, subject to the proper instruction and oversight of such subordinates on his part.

The Chief Executive Officer shall be assisted by members of the Group Executive Board, who shall be direct subordinate to him.

The Chief Executive Officer is responsible for reporting to the Chairman of the Board of Directors and the Board of Directors. He shall make certain that each member of the Board of Directors receives a profit and loss account (consolidated to EBITDA level) within a reasonable amount of time following the end of each quarter, and a provisional balance sheet and complete (consolidated) profit and loss account at the end of each business half-year and year.

4.3. Group Executive Board and Members of the Group Executive Board

The Group Executive Board is composed of the Chief Executive Officer and the Chief Financial Officer in addition to other members to be designated by the Board of Directors. Members of the Group Executive Board are appointed and removed by the Board of Directors.

The responsibilities of the Group Executive Board are as set forth in the Table of Responsibilities annexed hereto, or, in individual cases, as delegated by the Board of Directors or Chief Executive Officer.

The Group Executive Board will meet as often as required by the Company's affairs, but no less than once each quarter. Other members of the management may also take part in the meetings if necessary. Sections 2.3 and 2.4 apply analogously to the convening of meetings, passing of resolutions and recording of minutes, whereby the Chief Executive Officer shall assume the functions assigned to the Chairman of the Board of Directors and the Chief Financial Officer shall assume the functions assigned to the Vice Chairman of the Board of Directors. In addition to the casting vote, the Chief Executive Officer shall also have, in the Group Executive Board and its committees, a right of veto as set forth in the Table of Responsibilities annexed hereto.

The specifics of their duties, powers and responsibilities are set forth in the Table of Responsibilities annexed hereto.

4.4. Chief Financial Officer

The Chief Financial Officer is responsible for all financial affairs of the Company and of the Implenla Group, subject to the assignment of those duties to other bodies or persons. He shall also be responsible for management of the Corporate Centre, which shall provide Group-wide cross-divisional services to subsidiaries.

The specifics of his duties, powers and responsibilities are set forth in the Table of Responsibilities annexed hereto. The Chief Financial Officer reports to the Chief Executive Officer. The Chief Financial Officer shall have a right of veto as set forth in the Table of Responsibilities annexed hereto.

4.5. Heads of Business Units

The heads of Business Units shall bear full responsibility for the operational tasks assigned to them. They shall be responsible for the performance of the operational Business Units placed under their authority. The heads of Business Units are appointed and removed by the Board of Directors.

The specifics of their duties, powers and responsibilities are set forth in the Table of Responsibilities annexed hereto. The heads of Business Units report to the Chief Executive Officer.

5. INVESTMENT COMMITTEE

The Investment Committee is composed of the Chief Executive Officer, the Chief Financial Officer and the Head of the Modernisation and Development Business Unit. The Committee is chaired by the Chief Financial Officer, who shall make further determinations concerning the participation of any other persons.

The Committee shall decide upon or motion for promotional or development projects as set forth in the Table of Responsibilities.

6. BUSINESS & PROJECT COMMITTEE

The Business & Project Committee is composed of the Chief Executive Officer, the Chief Financial Officer, the Head of Technical Support and each time, of the head of the Business Unit concerned. The Chief Executive Officer leads the committee and decides whether other persons may take part in the meetings and in the affirmative, which persons.

The committee makes decisions or requests regarding transactions and projects in accordance with the Table of Responsibilities.

7. INTERNAL AUDIT

The Board of Directors shall create an internal auditing body, for which outside auditors may also be appointed. This body shall be directly subordinate to the Audit Committee. Internal audits may nevertheless also be ordered by the Chief Executive Officer or the Chief Financial Officer.

The duties and responsibilities of the internal auditing body shall be determined by the Audit Committee and approved by the Board of Directors.

Internal audit reports shall be delivered to the Audit Committee, the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the external auditors.

8. GENERAL PROVISIONS

8.1. Powers of Signature

All members of the Board of Directors, the Chief Executive Officer, and the Chief Financial Officer are empowered such that any two of the aforementioned may sign jointly on behalf of the Company.

Further determinations as to the delegation of powers of signature on behalf of the Company and for the Implenia Group shall be made by the Board of Directors, subject to the provision that only the joint signature of two signatories shall be considered valid.

Self-dealing contracts are prohibited.

8.2. Conflicts of Interest, Exclusion

A conflict of interest exists where personal interests or the interests of closely associated natural persons or legal entities are or may be affected. A Group company shall not be deemed considered as a closely associated legal entity.

Members of the Board of Directors and the Group Executive Board shall arrange their personal and business affairs in such manner that conflicts of interests are avoided insofar as possible. They shall without delay make thorough disclosure of any conflicts of interest that may arise to the Chairman of the Board of Directors and to the Chief Executive Officer, and shall exclude themselves, of their own accord, from deliberations and resolutions on the matters in question.

In the event that a member of the Board of Directors or of the Group Executive Board who is affected by a conflict of interest fails to exclude himself of his own accord, the Chairman, on behalf of the Board of Directors, or the Chief Executive Officer, on behalf of the Group Executive Board, shall be entitled to exclude such member from deliberations and resolutions on the matters in question. In the event that the Chairman of the Board of Directors or, where the Group Executive Board is concerned, the Chief Executive Officer, fails to exclude himself of his own accord where affected by a conflict of interests, the matter of his exclusion shall be decided for the Board of Directors by the Board of Directors meeting excluding the Chairman, and for the Group Executive Board by the Chief Financial Officer.

8.3. Self-Assessment

The Board of Directors shall conduct a review, at regular intervals, as to whether the regulations, instructions and guidelines it has issued require amendment.

The Board of Directors shall also conduct, at regular intervals, an evaluation of its own performance.

8.4. Confidentiality and Return of Records

Members of the Board of Directors and the Group Executive Board are subject to a duty of confidentiality towards third parties in respect of confidential information to which they have become party in the performance of their functions.

All business records shall be returned or destroyed no later than upon leaving office. Confirmation of the destruction of records shall be made in writing to the Secretary of the Board of Directors.

8.5. Age Limits

Irrespective of any current terms of office or election periods, the age limit for members of the Board of Directors shall be reached at the completion of seventy years of age. The date of retirement shall be the next Ordinary Shareholders' Meeting following the Member's seventieth birthday.

8.6. Applicable Law

In accordance with these Regulations, the Board of Directors, the Committees of the Board of Directors, the Chief Executive Officer, the Group Executive Board and other bodies may pass resolutions that apply to and are binding upon not only Implenia Ltd., but also upon the direct and indirect subsidiaries of Implenia Ltd. In such cases, however, the exercise of the powers and responsibilities of the governing bodies of said direct and indirect subsidiaries of Implenia Ltd. remains at all times subject to the mandatory provisions of applicable law.

9. FINAL PROVISIONS

9.1. Entry into Effect, Implementation

These Regulations were approved by the Board of Directors in this version on 21 December 2015 with immediate effect.

The governing bodies of the Company shall issue directives for the performance of the duties incumbent upon them in implementation of these Regulations.

Implenia Ltd. shall carry liability insurance for its governing bodies and their members.

9.2. Review and Amendment

These Regulations may be reviewed and amended at any time by the Board of Directors.

Annex

Table of Responsibilities

This English version of the Regulations is a translation of the original German version. The German version is the binding version and shall prevail.