

Appendix to the Organizational Regulations
for the Board of Directors of Geberit AG as of December 8, 2016

Allocation of Powers and Duties

		Board of Directors	Committees	Group Executive Board (CEO)	Group Divisional Manager (Finance)	Group Divisional Manager (Sales E + I, Products)
1. General management and Group organization						
1.1	Self-perception of the Geberit Group (vision, mission statement, principles)	E		A	D	D
1.2	Organizational regulations of the Geberit Group	E		A	D	D
1.3	Fundamental structure of the Group from a legal, financial and management point of view:	E		A	D	D
	• Formation and liquidation or closure of essential Group companies	E		A	D	D
	• Acquisitions, joint ventures or other forms of participation as well as the sale of companies (including asset deals)	E		A	D	D
	• Approval of negotiating strategies concerning participations and the acquisition of companies as well as regarding the formation of joint ventures or other forms of participation	E		A	D	D
	• Passing of resolutions concerning the amount of share capital as well as approval of increases in share capital and corresponding amendments to the articles of incorporation of Geberit AG	E		A		
	• Increases in the capital of existing subsidiaries:					
	• Totaling more than CHF 5 million	E		A	D	
	• Totaling less than CHF 5 million	I		E	D / A	A

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		Board of Directors	Committees	Group Executive Board (CEO)	Group Divisional Manager (Finance)	Group Divisional Manager (Sales E + I, Products)
2.	General Meeting, meetings of the Board of Directors and shareholders					
2.1	Actions of the General Meeting of Geberit AG required by the law or by the articles of incorporation	A to GM	A (as far as concerned)	A		
2.2	Preparation of meetings of the Board of Directors	E		A		
2.3	Guidelines for the transfer of shares	E		A	D	
2.4	Monitoring the transfer of shares	E		A	D	
2.5	Investor relations activities	I		E / D	A / D	

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3.	Corporate planning and financial policy					
3.1	Strategic objectives and overall strategy of the Geberit Group	E		A / D	D	D
3.2	Guidelines for the financial policy of Geberit AG and of the Geberit Group, including determination of accounting standards	E		A	D	
3.3	Medium-term planning	I		E	D	D
3.4	Fundamental long-term projects (investment planning)	E		A	D	D
3.5	Budget	E		A	D	D
3.6	Financial statements and annual report (including management report) of the Geberit Group and of Geberit AG	E	A	D		
3.7	Dividend policy of Geberit AG	E		A	D	
3.8	Half-year financial statements and half-year report of the Geberit Group	E	A	A	D	
3.9	Formulation of the monthly reports	E		A	D	
3.10	Issuing of bonds, of other securities or of options on shares or other securities as well as the use of equity securities	E		A	A / D	
3.11	Determination of limits and ranges in terms of equity ratio, net liquidity and bank debts, including financing leasing	E		A	D	

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4. Business activities						
4.1	Projects (overall costs and investments of the approved annual budget for R&D, IT, production, marketing and personnel): <ul style="list-style-type: none"> • Totalling more than CHF 5 million • Totalling more than CHF 2 million • Totalling up to CHF 2 million 	E I		A E	D A E / I	D A E / I
4.2	Release/approval of supplementary budgets (cumulative per year): <ul style="list-style-type: none"> • Totalling more than CHF 1.0 million • Totalling more than CHF 300,000 • Totalling up to CHF 300,000 	E I		A E	D A/D E	D A/D E
4.3	Acquisition and sale of assets (exception: internal transactions within the Group): <ul style="list-style-type: none"> • Totalling more than CHF 5 million • Totalling up to CHF 5 million <p>The overall value corresponds to the market value or the carrying amount of the assets to be acquired or sold, whereby the higher value is authoritative</p>	E		A E	D A	D A
4.4	Conclusion of leasing or rental agreements: <ul style="list-style-type: none"> • Totalling more than CHF 5 million • Totalling more than CHF 1 million • Totalling less than CHF 1 million 	E I		A E I	D A E / I	D A E / I
4.5	Conclusion of license or know-how agreements of fundamental significance with respect to markets, products or sites	I		E	A / D	A / D
4.6	Decisions on entering into or refraining from litigation as well as the conclusion of settlement agreements: <ul style="list-style-type: none"> • Totalling more than CHF 5 million • Totalling more than CHF 1 million 	E I		A E	D A	D A

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<ul style="list-style-type: none"> Totaling less than CHF 1 million <p>As a fundamental rule, the legal department must be consulted concerning all litigation with a value in dispute of more than CHF 50,000.</p>			I	E	E
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5.	Risk management/internal and external audit					
5.1	Overriding supervision of internal and external auditing	E	A	K	D	
5.2	Approval of the guidelines for the work of the Internal Corporate Audit Department	E	A	K	D	
5.3	Receipt and approval of reports by the internal and external auditors	E	A	K	D	
5.4	Performance assessment internal and external audit	E	A	K / A	K	
5.5	Nomination of the external auditors of Geberit AG	E	A	K / A	K	
5.6	Organization of the risk management systems	E	A	K / A	D	
5.7	Guidelines for policy with respect to insurance	E	A	A	D	

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		Board of Directors	Committees (NCC)	Group Executive Board (CEO)	Group Divisional Manager (Finance)	Group Divisional Manager (Sales E + I, Products)
6. Personnel						
6.1	Appointment, dismissal of:					
	• Chairman of the Board of Directors	A to GM	A			
	• Vice-Chairman	E	A			
	• Chairman and members of committees (without NCC)	E	A			
	• Members of the NCC	A to GM	A			
	• Chairman of the NCC	E	A			
	• Chief Executive Officer (CEO)	E	A			
	• Members of the Group Executive Board	E	A	A		
	• Secretary of the Board of Directors	E	A	A / K		
	• Head of Internal Audit	E	A	A	D	
	• Managers at management level 2	I		E	A / D	A / D
	• Managers at management levels 3 and 4			E	A / D	A / D
6.2	General principles regarding terms and conditions of employment and remuneration systems:					
	• of managers at management level 1	E	A	A		
	• of managers at management levels 2 to 4	E	A	K / A		
6.3	Compensation of the Board of Directors and the Group Executive Board					
	• Remuneration report	E	A	A	D	
	• Compensation of the Board of Directors	A to GM	A		D	
	• Compensation of the Group Executive Board (including CEO)	A to GM	A	A	D	
	• Use of the additional amount for new members of the Group Executive Board (including CEO)	E	A	A	D	
	• Compensations of the members of the Board of Directors (subject to approval by the GM)	E	A		D	
	• Individual compensations of the CEO and the other	E	A	A	D	

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	members of the Group Executive Board (subject to approval by GM)			(without compensation of CEO)		
6.4	Mandates outside Geberit Group by members of the Board of Directors (in case of conflict of interest only) or of the Group Executive Board and mandates in important political offices by members of the Board of Directors or the Group Executive Board	E	A	A (without mandates BoD/CEO)		
6.5	Nomination of external members of the Supervisory Boards and Boards of Directors of subsidiaries	I		E	A	A
6.6	Variable compensation systems and employee participation models	E	A	K / A	D	
6.7	Personnel pension schemes	E	A	A	D	
6.8	Compensation of Head of Internal Audit	E	A	D	D	

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