

# Organizational Regulations

## for the Board of Directors of Geberit AG

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# Organizational Regulations

## for the Board of Directors of Geberit AG

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### 1. Principles

These regulations concerning the organization, the powers and duties and authority of the Board of Directors of Geberit AG have been issued by the Board of Directors in accordance with the articles of incorporation and in compliance with statutory provisions.

On the basis of its voting majority, Geberit AG combines its subsidiaries and the associated companies in which a majority controlling interest is held under the uniform management of the Geberit Group and assumes their overriding management as a Group.

### 2. Organization of the Group

The main elements of the Geberit management structure are:

- The Board of Directors and its committees;
- The Chairman of the Board of Directors;
- The Chief Executive Officer (CEO);
- The Group Executive Board.

Below the CEO, the Group Executive Board is divided into six Group Divisions:

- Sales Europe;
- Sales International;
- Product Management and Innovation;
- Marketing and Bands;
- Operations;
- Finance.

A distinction is made within the Group Divisions between three management levels to which Group and company managers are allocated on the basis of their importance for the Group profit and loss position.

### 3. Board of Directors

#### 3.1 Power and duties and authority

##### 3.1.1 Irrevocable powers and duties

The Board of Directors has the following non-transferable and inalienable powers and duties pursuant to Art. 716a paragraph 1 of the Swiss Code of Obligations:

- The overriding management of the Company and the issuing of necessary instructions;
- The establishment of the organization;
- The structuring of the accounting system, of the financial controls as well as of the financial planning insofar as this is necessary to manage the Company;
- The appointment and dismissal of the persons entrusted with management and representation;
- The overriding supervision of persons entrusted with management, in particular with respect to compliance with the law, the articles of incorporation, regulations and instructions;
- The preparation of the annual report, the remuneration report as well as the preparation of the General Meeting and the implementation of its resolutions;
- Informing the respective court in the event of over-indebtedness.

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The Appendix to these organizational regulations (allocation of powers and duties) contains a detailed list of the decision-making powers and Group management duties. It forms an integral part of these organizational regulations.

#### 3.1.2 Further powers and duties

The Board of Directors has the following further powers and duties:

- Resolutions concerning the amount of share capital (subject to the powers of the general meeting) and approval of increases in share capital and corresponding amendments to the articles of incorporation;
- Dividend policy;
- Proposals regarding matters reserved to the general meeting pursuant to law or the articles of incorporation;
- Proposals regarding approval of the compensations of the Board of Directors and the Group Executive Board pursuant to law and the articles of incorporation;
- Determination of the compensations of the members of the Board of Directors and the individual compensations and the terms and conditions of appointment of the Chief Executive Officer (CEO) and the other members of the Group Executive Board (subject to approval by the respective general meeting);
- Decision regarding the use of the additional amount for the compensation of new members of the Group Executive Board (including the CEO) pursuant to law and the articles of incorporation;
- Compensation of the Head of Internal Audit;
- Determination of the terms and conditions (including performance criteria) of variable compensations and compensations in shares, options and/or similar instruments in one or more plans/regulations;
- The other powers and duties set forth in the allocation of powers and duties (appendix to these organizational regulations).

#### 3.1.3 Authority

The Board of Directors is vested with the authority required for the performance of its powers and duties. In particular, it determines:

- The strategic orientation of the Group;
- Organizational strategy;
- The structuring of the accounting system and of the financial controls as well as of the financial planning;
- The fundamental principles of financial and investment policy, of personnel and social policy as well as of management;
- Signature authorization policy as well as the allocation of authority;
- The fundamental principles of internal corporate auditing;
- The powers and duties of the Chairman of the Board of Directors, the committees of the Board of Directors as well as of the Chief Executive Officer (CEO).

#### 3.1.4 Appointments

The Board of Directors appoints and dismisses:

- The Vice-Chairman of the Board of Directors;
- The Chairman of the Nomination and Compensation Committee (NCC);
- The Chairman and the members of the committees (except for the members of the NCC);
- The Chief Executive Officer (CEO) and the other members of the Group Executive Board;
- The Secretary;
- The Head of Internal Audit.

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#### **3.1.5 Approval**

The Board of Directors receives the reports of the committees and of the Chief Executive Officer (CEO) and approves the following matters:

- Changes in the strategic orientation of the Group;
- Entry into new areas of activity and the abandonment of existing ones;
- Changes in the assets of subsidiaries and shareholdings within the scope of the allocation of authority;
- Investments within the scope of the allocation of authority;
- Choice of new or relinquishing of existing sites which are of fundamental importance;
- Medium-term planning and budget;
- Conducting litigation pursuant to the annexed allocation of powers and duties;
- All other matters which, pursuant to the annexed allocation of powers and duties, exceed the authority of the CEO/Group Executive Board or of the committees of the Board of Directors.

#### **3.1.6 Delegation**

The Board of Directors delegates its powers to the Chief Executive Officer (CEO) within the limits permitted by law and subject to the powers and duties remaining with the Board of Directors pursuant to these organizational regulations.

The Chief Executive Officer (CEO) makes independent decisions concerning delegated powers within the limits of the present organizational regulations. He is empowered to delegate the management and supervisory functions to be performed by him to individual members of the Group Executive Board and/or to other managers of the Geberit Group.

#### **3.1.7 Reporting**

The reporting by the Chief Executive Officer (CEO) to the Board of Directors comprises:

- Monthly and quarterly reports, the half-year report, the annual report and the management report;
- Presentation and assessment of business developments in terms of markets and products, including a comparison with competitors, clients and organization;
- Information on business transactions of fundamental significance outside of periodical reporting;
- Shareholder structure of Geberit AG.

#### **3.1.8 Assessment of collaborative efforts within the Board of Directors**

The Board of Directors shall carry out an assessment of its collaborative efforts at least once annually. This shall include an assessment of the state of information available to the members of the Board of Directors with respect to the Group and the development of its business.

### **3.2 Organization**

#### **3.2.1 Composition**

Except for the election of the Chairman of the Board of Directors and the election of the members of the NCC by the general meeting, the Board of Directors shall organize itself.

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#### **3.2.2 Term of office**

The members of the Board of Directors shall be elected annually pursuant to the laws and the articles of incorporation. The term of office ends at the closing of the following ordinary general meeting. Re-election is possible.

The members of the Board of Directors, the Chairman of the Board of Directors and the members of the compensation committee shall retire at the ordinary general meeting following their 70th birthday.

#### **3.2.3 Meetings**

The Board of Directors shall meet as frequently as required by business matters, although no less frequently than once per quarter.

The calling of the meeting, together with details of the agenda, must be made in writing no later than 10 days prior to the meeting. The calling shall be performed by the Chairman or, in the event of incapacity, by the Vice-Chairman. Each member of the Board of Directors is entitled to demand the immediate calling of a meeting after stating the purpose for doing so.

Meetings shall be chaired by the Chairman or, in the event of incapacity, by the Vice-Chairman.

The Board of Directors shall appoint a Secretary who need not be a member of the Board of Directors.

The Chairman of the Board of Directors can invite third parties, who are not members of the Board of Directors. Third parties have no voting rights.

#### **3.2.4 Resolutions**

The Board of Directors may pass resolutions if a majority of its members are present. Attendance can also be effected via telephone or electronic media. No quorum is required if the resolutions to be decided upon concern exclusively the implementation of an increase in share capital and the subsequent amendment to be made to the articles of incorporation.

Resolutions shall be passed with a majority of the votes cast. In the event of a tied vote, the Chairman shall cast the deciding vote.

Resolutions of the Board of Directors concerning a submitted proposal can also be passed in writing or via facsimile or electronic data transmission, unless one of the members demands oral discussion.

#### **3.2.5 Minutes**

Minutes must be taken of the discussions and resolutions. These must be signed by the Chairman and the Secretary and circulated to all members of the Board of Directors. They must be approved by the Board of Directors at its next meeting. Written resolutions must be recorded in the next minutes.

#### **3.2.6 Conflicts of interest**

The members of the Board of Directors are obliged to refrain from involvement in the handling of matters affecting either their personal interests or those of a company with which they have an affiliation. This obligation to refrain from involvement has no influence on the requirements for a quorum when passing resolutions.

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Business dealings between the company and members of the executive bodies or affiliated persons are subject to the principle of conclusion at conditions as with independent third parties.

#### **3.2.7 Confidentiality**

The members of the Board of Directors, the Secretary as well as all other persons participating in meetings of the Board of Directors, are obliged to treat all information obtained in the performance of their functions as confidential unless this information is already public knowledge.

#### **3.2.8 Documents**

Retiring members shall hand over their documents, or a declaration confirming that they have destroyed these, to the Chairman of the Board of Directors.

#### **3.2.9 Right to information**

Each member of the Board of Directors can request information concerning any company or Group matters.

If a member of the Board of Directors wishes to receive information or to inspect business documents outside of the meetings, he must address this request to the Chairman of the Board of Directors.

### **3.3 Chairman of the Board of Directors**

#### **3.3.1 Appointment**

The Chairman of the Board of Directors is elected annually by the general meeting. His term of office ends at the closing of the following ordinary general meeting. Re-election is possible.

If the post of the Chairman of the Board of Directors is vacant the Board of Directors shall appoint a new Chairman for the remaining term of office.

#### **3.3.2 Powers and duties and authority**

The Chairman of the Board of Directors shall manage the Board of Directors on the basis of the laws, the articles of incorporation and the provisions of these regulations. He shall ensure correct procedures with respect to the preparation, implementation and passing of resolutions.

The Chairman of the Board of Directors shall ensure a close relation between the Board of Directors and its committees. This is particularly necessary with respect to the appointment, development and dismissal of the members of the Group Executive Board.

The Chairman of the Board of Directors shall assume the duties assigned to him by these regulations. In particular, he is responsible:

- For ensuring that all precautionary measures are taken to safeguard the interests of the Group;
- For regular consultation with the Board of Directors concerning the strategic orientation of the Group;
- For monitoring the measures decided upon by the Board of Directors.

#### **3.3.3 Urgent resolutions**

As an exception and in urgent cases, the Chief Executive Officer (CEO) can, following consultation with the Chairman of the Board of Directors, be empowered to act even before proposals are approved by the Board of Directors. Any such

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decisions must be communicated to the other members without delay and ratified by the full Board of Directors at its next meeting.

#### **3.3.4 Additional authority**

The Chairman of the Board of Directors can represent the overall interests of the Group externally.

### **3.4 Committees**

#### **3.4.1 Set-up of committees**

If needed, the Board of Directors may set-up committees from its midst and assign powers and duties to them as set forth in separate regulations. These committees shall report to the Board of Directors concerning their activities and results. Overall responsibility for the duties assigned to the committees shall however under all circumstances remain with the Board of Directors.

For the time being, The Board of Directors has set-up two committees:

- The Audit Committee (AC); and
- the Nomination and Compensation Committee (NCC) (combining the powers and duties of a nomination committee and a compensation committee).

#### **3.4.2 Audit Committee (AC)**

The AC shall be composed of three independent and non-executive members of the Board of Directors. Appointments to the AC shall be made annually by the Board. Their term of office ends at the closing of the following ordinary general meeting.

The AC has the powers and duties set forth in the Organizational Regulations for the Audit Committee (AC) of the Board of Directors of Geberit AG.

#### **3.4.3 Nomination and Compensation Committee (NCC)**

The NCC shall be composed of three members of the Board of Directors. The members of the NCC are elected annually and individually pursuant to the laws and the articles of incorporation. Their term of office ends at the closing of the following ordinary general meeting. If the NCC is not complete, the Board of Directors shall fill the open positions for the remaining term of office. The Chairman of the NCC shall be appointed by the Board of Directors.

The Board of Directors shall exclusively propose independent and non-executive members of the Board of Directors to be elected by the general meeting as member of the NCC.

The NCC has the powers and duties set forth in the Organizational Regulations for the Nomination and Compensation Committee (NCC) of the Board of Directors of Geberit AG.

### **3.5 Chief Executive Officer (CEO)**

#### **3.5.1 Appointment**

The Chief Executive Officer (CEO) is appointed by the Board of Directors.

#### **3.5.2 Duties and authority**

The Board of Directors has delegated the management of the Group in full to the Chief Executive Officer (CEO) on the basis of the law, the articles of incorporation and these organizational regulations. The Chief Executive Officer (CEO) receives the related, necessary, comprehensive authority, obligations and responsibilities.

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The Chief Executive Officer (CEO) is the superior of the members of the Group Executive Board. Within the scope of these regulations, he is responsible for the preparation of the Group strategy and its presentation to the Board of Directors, for the operative management of the company, for its overall financial profit and loss position, for the implementation of the strategic orientation decided by the Board of Directors and for the implementation of the other measures decided by the Board of Directors.

The Chief Executive Officer (CEO) also ensures the long-term successful, market and value-oriented management and development of the Geberit Group, and of the Group companies.

Within the Group Executive Board, the Chief Executive Officer (CEO) is the contact person for the Chairman of the Board of Directors and the members of the Board of Directors. He represents and co-ordinates the positions of the Group Executive Board with respect to the Board of Directors. He submits and justifies the proposals of the Group Executive Board to the Board of Directors. In the case of transactions requiring approval authorization, the Chief Executive Officer (CEO) submits corresponding proposals to the Board of Directors and ensures implementation of the resolutions taken.

The Chief Executive Officer (CEO) provides information to the members of the Group Executive Board concerning the resolutions, suggestions and wishes of the Board of Directors. He ensures that resolutions are implemented and that suggestions and wishes are taken into account.

The Chief Executive Officer (CEO) ensures ongoing, sufficient and, if necessary, immediate information to the Chairman of the Board of Directors concerning business developments as well as concerning extraordinary occurrences exercising considerable influence on Group interests.

The Chief Executive Officer (CEO) represents the Geberit Group as a whole, both internally and externally.

### **3.6 Group Executive Board**

#### **3.6.1 Composition**

The Group Executive Board is currently made up of the Chief Executive Officer (CEO) and an additional six members.

#### **3.6.2 Duties and authority**

The duties and authority of the Group Executive Board are laid down in the rules of procedure for the Group Executive Board as well as in job descriptions; these are approved by the Chief Executive Officer (CEO) in consultation with the Chairman of the Board of Directors.

### **4. Mandates outside Geberit and mandates in political offices**

Any acceptance of mandates in legal entities outside the Geberit Group shall be governed by the articles of incorporation, respectively, until approval of the draft articles of incorporation by the general meeting, such draft articles of incorporation.



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Any acceptance of mandates outside Geberit by members of the Group Executive Board (including the CEO) shall be subject to prior approval by the Board of Directors.

Any acceptance of mandates outside Geberit by members of the Board of Directors shall be subject to prior approval by the Board of Directors if such mandate result in or could result in a conflict of interest.

Any acceptance of mandates in important political offices by members of the Board of Directors or the Group Executive Board (including the CEO) shall be subject to prior approval by the Board of Directors.

### 5. General provisions

Members of the Board of Directors have joint power of signature with one other member of the Board of Directors.

The rulings on authorized signatories of Geberit AG are subject to approval by the Board of Directors.

### 6. Concluding provisions

These regulations were adopted by the Board of Directors at its meeting of August 31st, 2016 and shall come into effect upon approval and replace the organizational regulations for the Board of Directors of Geberit AG dated March 3, 2015.

Rapperswil-Jona, December 8, 2016

For the Board of Directors



Albert M. Baehny  
(Chairman)



Hartmut Reuter  
(Vice-Chairman)

**Appendix to the Organizational Regulations**  
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**Allocation of Powers and Duties**

	Board of Directors	Committees	Group Executive Board (CEO)	Group Divisional Manager (Finance)	Group Divisional Manager (Sales E + I, Products)
<b>1. General management and Group organization</b>					
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: <ul style="list-style-type: none"> <li>• Totaling more than CHF 5 million</li> <li>• Totaling less than CHF 5 million</li> </ul>	E I		A E	D D/A	A

E = Decision      A = Applicant      I = Information      K = Consultation      D = Implementation/Processing

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

	Board of Directors	Committees	Group Executive Board (CEO)	Group Divisional Manager (Finance)	Group Divisional Manager (Sales E + I, Products)
<b>2. General Meeting, meetings of the Board of Directors and shareholders</b>					
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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	Board of Directors	Committees	Group Executive Board (CEO)	Group Divisional Manager (Finance)	Group Divisional Manager (Sales E + I, Products)
<b>3. Corporate planning and financial policy</b>					
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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	Board of Directors	Committees	Group Executive Board (CEO)	Group Divisional Manager (Finance)	Group Divisional Manager (Sales E + I, Products)
<b>4. Business activities</b>					
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"> <li>• Totalling more than CHF 5 million</li> <li>• Totalling more than CHF 2 million</li> <li>• Totalling up to CHF 2 million</li> </ul>	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"> <li>• Totalling more than CHF 1.0 million</li> <li>• Totalling more than CHF 300,000</li> <li>• Totalling up to CHF 300,000</li> </ul>	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"> <li>• Totalling more than CHF 5 million</li> <li>• Totalling up to CHF 5 million</li> </ul> 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	E		A E	D A	D A
4.4 Conclusion of leasing or rental agreements: <ul style="list-style-type: none"> <li>• Totalling more than CHF 5 million</li> <li>• Totalling more than CHF 1 million</li> <li>• Totalling less than CHF 1 million</li> </ul>	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"> <li>• Totalling more than CHF 5 million</li> <li>• Totalling more than CHF 1 million</li> </ul>	E I		A E	D A	D A

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<ul style="list-style-type: none"> <li>• Totalling less than CHF 1 million As a fundamental rule, the legal department must be consulted concerning all litigation with a value in dispute of more than CHF 50,000.</li> </ul>			I	E	E
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	Board of Directors	Committees (AC)	Group Executive Board (CEO)	Group Divisional Manager (Finance)	Group Divisional Manager (Sales E + I, Products)
<b>5. Risk management/internal and external audit</b>					
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)
<b>6. Personnel</b>					
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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