

# Amendment to the Articles of Association of Tamedia AG

Comparison between the previous version and the proposed new version to be presented at the ordinary General Meeting of Tamedia AG on 17 April 2015

## Previous version

(Deletions resulting from the review ~~are struck through~~)

### I. Company name, registered office and purpose of the Company

**Article 1**  
Company name, registered office  
A company limited by shares with registered office in Zurich has been incorporated under the name Tamedia AG (Tamedia SA; Tamedia Ltd).

**Article 2**  
Purpose  
The business purpose of the Company is to conduct all activities in the media and information provider businesses and to be active particularly in the publishing, electronic media and graphical industries. The Company may in addition buy, hold and sell equity interests, in particular in the field of media and information procurement.

The Company may carry out all transactions directly or indirectly related to the corporate purposes mentioned above, including the acquisition and the sale of real estate.

### II. Share capital and shares

**Article 3**  
Share capital  
The Company's share capital amounts to CHF 106,000,000.00 and is divided into 10,600,000 fully paid-in registered shares at a par value of CHF 10.00 per share.

By resolution of the Shareholders' Meeting the registered shares may be converted at any time into bearer shares and bearer shares into registered shares.

**Article 4**  
Shares  
The Company issues its shares in the form of individual certificates, share certificates, global certificates or uncertificated securities. The Company is free, within the requirements set by the law, to convert shares issued in one of these forms into another form, at any time and without the consent of the shareholders.

Shareholders shall have no entitlement to the conversion of shares issued in one parti-

## Proposed new version

(New provisions of the Articles of Association and amendments are underlined)

### I. Company name, registered office and purpose of the Company

**Article 1**  
Company name, registered office  
A company limited by shares with registered office in Zurich has been incorporated under the name Tamedia AG (Tamedia SA; Tamedia Ltd).

**Article 2**  
Purpose  
The business purpose of the Company is to conduct all activities in the media and information provider businesses and to be active particularly in the publishing, electronic media and graphical industries. The Company may in addition buy, hold and sell equity interests, in particular in the field of media and information procurement.

The Company may carry out all transactions directly or indirectly related to the corporate purposes mentioned above, including the acquisition and the sale of real estate.

### II. Share capital and shares

**Article 3**  
Share capital  
The Company's share capital amounts to CHF 106,000,000.00 and is divided into 10,600,000 fully paid-in registered shares at a par value of CHF 10.00 per share.

By resolution of the Shareholders' Meeting the registered shares may be converted at any time into bearer shares and bearer shares into registered shares.

**Article 4**  
Shares  
The Company issues its shares in the form of individual certificates, share certificates, global certificates or uncertificated securities. The Company is free, within the requirements set by the law, to convert shares issued in one of these forms into another form, at any time and without the consent of the shareholders.

Shareholders shall have no entitlement to the conversion of shares issued in one parti-

cular form into another form. However, each shareholder may request at any time that the Company issue an attestation relating to the registered shares held by him, as stated in the share register.

The transfer of intermediated securities the underlying assets of which are shares of the Company and any posting of collateral against such intermediated securities shall be carried out in accordance with the provisions of the Swiss Intermediated Securities Act. Intermediated securities may not be assigned.

#### Article 5

Share register, restriction on entry, nominees

The Company shall keep a share register in which the owners and beneficial owners of registered shares are registered along with their full name, place of residence, address and nationality (registered office for legal entities). Legal beneficial owners, legal representatives of minors etc. who are not shareholders, but are vested with voting rights in relation to a share according to law shall, upon application, be noted in the share register. Upon request, the Company shall issue to registered shareholders a confirmation on their shareholding in accordance with the share register.

The voting rights associated with the shares and related rights may only be exercised by persons who are registered in the share register as shareholders, beneficial owners or nominees with voting rights and by persons vested with voting rights in relation to a share according to law. The foregoing shall be without prejudice to Article 12 ~~no~~ 2.

The shares are indivisible. The Company shall recognise only one representative per share.

Upon request, the buyers of registered shares shall be registered as shareholders with voting rights, provided that they expressly declare that they have acquired the shares in their own name and on their own account.

The board of directors may refuse to register the buyer as a shareholder with voting rights or a beneficial owner insofar as the number of shares held by him exceeds 5% of the total number of shares recorded in the Commercial Register. Legal persons and partnerships that are associated with or related to one another by virtue of capital ownership or voting rights, common management or in any other manner, and natural and legal persons and partnerships that act jointly or in a coordinated manner by common agreement or with the purpose of circumventing this provision shall be regarded as one single person.

cular form into another form. However, each shareholder may request at any time that the Company issue an attestation relating to the registered shares held by him, as stated in the share register.

The transfer of intermediated securities the underlying assets of which are shares of the Company and any posting of collateral against such intermediated securities shall be carried out in accordance with the provisions of the Swiss Intermediated Securities Act. Intermediated securities may not be assigned.

#### Article 5

Share register, restriction on entry, nominees

The Company shall keep a share register in which the owners and beneficial owners of registered shares are registered along with their full name, place of residence, address and nationality (registered office for legal entities). Legal beneficial owners, legal representatives of minors etc. who are not shareholders, but are vested with voting rights in relation to a share according to law shall, upon application, be noted in the share register. Upon request, the Company shall issue to registered shareholders a confirmation on their shareholding in accordance with the share register.

The voting rights associated with the shares and related rights may only be exercised by persons who are registered in the share register as shareholders, beneficial owners or nominees with voting rights and by persons vested with voting rights in relation to a share according to law. The foregoing shall be without prejudice to Article 12 **paragraph** 2.

The shares are indivisible. The Company shall recognise only one representative per share.

Upon request, the buyers of registered shares shall be registered as shareholders with voting rights, provided that they expressly declare that they have acquired the shares in their own name and on their own account.

The board of directors may refuse to register the buyer as a shareholder with voting rights or a beneficial owner insofar as the number of shares held by him exceeds 5% of the total number of shares recorded in the Commercial Register. Legal persons and partnerships that are associated with or related to one another by virtue of capital ownership or voting rights, common management or in any other manner, and natural and legal persons and partnerships that act jointly or in a coordinated manner by common agreement or with the purpose of circumventing this provision shall be regarded as one single **(1)** person.

Shareholders registered in the share register on 14 September 2000 or buyers related to such shareholders shall be exempt from this restriction on entry.

The board of directors may register nominees in the share register with voting rights for up to a maximum of 3% of the share capital recorded in the Commercial Register. Nominees are persons who do not explicitly declare in the entry application that they are holding the shares on their own account. The board of directors may register nominees in the share register with voting rights for up to a maximum of 3% of the share capital recorded in the Commercial Register, upon condition that the respective nominee informs the Company of the names, addresses and shareholdings of the persons on whose account he holds 0.5 % or more of the registered share capital recorded in the Commercial Register. The board of directors shall conclude agreements with such nominees to regulate, among other things, the representation of the shareholders and of the voting rights.

After hearing the registered shareholder or nominee, the board of directors may cancel entries in the share register retroactively to the date on which the entry was made if they were made using false information. The person concerned must be informed of the cancellation immediately.

#### **Article 6**

Subscription  
right

In the event that the share capital is increased and new shares are issued, the previous shareholders shall have a subscription right in proportion with the nominal value of their previous equity interest.

If the share capital is increased, the general meeting may resolve to adopt other rules concerning entitlement to subscription rights if there are important reasons for doing so, and may in particular allocate all or part of the newly issued shares to non-shareholders. Important reasons shall be deemed to include in particular the taking over of undertakings, parts of undertakings or equity interests and the participation of employees and the expansion of the shareholder base by way of national or international share placements. No person may be advantaged or disadvantaged improperly through the revocation of the subscription right.

Shareholders registered in the share register on 14 September 2000 or buyers related to such shareholders shall be exempt from this restriction on entry.

The board of directors may register nominees in the share register with voting rights for up to a maximum of 3% of the share capital recorded in the Commercial Register. Nominees are persons who do not explicitly declare in the entry application that they are holding the shares on their own account. The board of directors may register nominees in the share register with voting rights for up to a maximum of 3% of the share capital recorded in the Commercial Register, upon condition that the respective nominee informs the Company of the names, addresses and shareholdings of the persons on whose account he holds 0.5 % or more of the registered share capital recorded in the Commercial Register. The board of directors shall conclude agreements with such nominees to regulate, among other things, the representation of the shareholders and of the voting rights.

After hearing the registered shareholder or nominee, the board of directors may cancel entries in the share register retroactively to the date on which the entry was made if they were made using false information. The person concerned must be informed of the cancellation immediately.

#### **Article 6**

Subscription  
right

In the event that the share capital is increased and new shares are issued, the previous shareholders shall have a subscription right in proportion with the nominal value of their previous equity interest.

If the share capital is increased, the general meeting may resolve to adopt other rules concerning entitlement to subscription rights if there are important reasons for doing so, and may in particular allocate all or part of the newly issued shares to non-shareholders. Important reasons shall be deemed to include in particular the taking over of undertakings, parts of undertakings or equity interests and the participation of employees and the expansion of the shareholder base by way of national or international share placements. No person may be advantaged or disadvantaged improperly through the revocation of the subscription right.

### III. Governing bodies of the Company

#### A. The general meeting

|   |  |
|---|--|
| Competence                              | <p><b>Article 7</b><br/>The general meeting shall be the supreme governing body of the Company.</p>  |
| Calling and agenda<br>1. Right and duty | <p><b>Article 8</b><br/>The general meeting shall be held annually within six months of the end of the financial year. Extraordinary general meetings shall be called as required. In addition to the auditors, any shareholder or shareholders representing at least one tenth of the share capital may request in writing that a meeting be called provided that the matters on the agenda and the motions are stated.</p>   |
| 2. Form                                 | <p><b>Article 9</b><br/>The general meeting shall be called by the board of directors by publication of a notice in company's publication organs at least 20 days prior to the meeting. Shareholders included in the register of shares may also be informed thereof in writing.</p> <p>The invitation shall state the date, time and location of the meeting, the matters on the agenda and the motions of the board of directors and shareholders who requested that a general meeting be held or that certain matters be placed on the agenda.</p> <p>The annual report, <b>including</b> the audit reports shall be made available to the shareholders for consultation at the registered office of the company at least 20 days prior to the ordinary meeting. Shareholders included in the register of shares shall be informed thereof by a notice in a publication organ of the Company.</p> |
| 3. Agenda                               | <p><b>Article 10</b><br/>Shareholders cumulatively representing shares with a nominal value of CHF 1,000,000.00 may request that a particular matter be placed on the agenda for discussion. The inclusion of an item on the agenda must be requested in writing at least 60 days prior to the meeting, indicating the item for the agenda <b>along with the</b> motions of the shareholders.</p> <p>No resolutions may be passed concerning items that have not been duly announced, with the exception of proposals to convene an extraordinary general meeting or concerning the conduct of a special audit.</p>  |
| Inalienable powers                      | <p><b>Article 11</b><br/>The general meeting of shareholders shall have the following inalienable powers:</p>  |

### III. Governing bodies of the Company

#### A. The general meeting

|   |  |
|---|--|
| Competence                              | <p><b>Article 7</b><br/>The general meeting shall be the supreme governing body of the Company.</p>  |
| Calling and agenda<br>1. Right and duty | <p><b>Article 8</b><br/>The general meeting shall be held annually within six months of the end of the financial year. Extraordinary general meetings shall be called as required. In addition to the auditors, any shareholder or shareholders representing at least one tenth of the share capital may request in writing that a meeting be called provided that the matters on the agenda and the motions are stated</p>  |
| 2. Form                                 | <p><b>Article 9</b><br/>The general meeting shall be called by the board of directors by publication of a notice in company's publication organs at least 20 days prior to the meeting. Shareholders included in the register of shares may also be informed thereof in writing.</p> <p>The invitation shall state the date, time and location of the meeting, the matters on the agenda and the motions of the board of directors and shareholders who requested that a general meeting be held or that certain matters be placed on the agenda.</p> <p>The annual report, the <b>compensation report and the</b> audit reports shall be made available to the shareholders for consultation at the registered office of the company at least 20 days prior to the ordinary meeting. Shareholders included in the register of shares shall be informed thereof by a notice in a publication organ of the Company.</p> |
| 3. Agenda                               | <p><b>Article 10</b><br/>Shareholders cumulatively representing shares with a nominal value of CHF 1,000,000.00 may request that a particular matter be placed on the agenda for discussion. The inclusion of an item on the agenda must be requested in writing at least 60 days prior to the meeting, indicating the item for the agenda <b>and the</b> motions of the shareholders.</p> <p>No resolutions may be passed concerning items that have not been duly announced, with the exception of proposals to convene an extraordinary general meeting or concerning the conduct of a special audit.</p>   |
| Inalienable powers                      | <p><b>Article 11</b><br/>The general meeting of shareholders shall have the following inalienable powers:</p>  |

1. to determine and amend the Articles of Association;
2. to appoint the members of the board of directors and its chairman and **the auditor**
3. to approve the **management report** and the consolidated accounts ;
4. to approve the annual accounts and resolutions on the allocation of the disposable profit;
5. to discharge the members of the board of directors;
6. to resolve on the motions of the board of directors, the auditors and individual shareholders;
7. to pass resolutions concerning **all other matters** reserved to the general meeting by law or the Articles of Association.

1. to determine and amend the Articles of Association;
2. to appoint the members of the board of directors and its chairman and **the members of the appointments and compensation committee;**
3. **to elect the auditor;**
4. **to elect the independent representative of voting rights and his or her substitute;**
5. to approve the **management report** and the consolidated accounts
6. to approve the annual accounts and resolutions on the allocation of the disposable profit;
7. **to approve the remuneration of the board of directors, the advisory board and the executive management in accordance with these Articles of Association;**
8. to discharge the members of the board of directors;
9. to resolve on the motions of the board of directors, the auditor and individual shareholders;
10. to pass resolutions concerning the **matters reserved** to the general meeting by law or the Articles of Association **or those submitted to it by the board of directors.**

Voting rights and representation

#### Article 12

Subject to paragraph 3 of this Article, each share establishes entitlement to one vote at the general meeting.

Each shareholder may arrange by written power of attorney to be represented at the general meeting by a third party, who need not be a shareholder. The chairman shall decide whether to recognise such powers of attorney.

A shareholder may exercise voting rights directly or indirectly for his own shares and for other shares represented up to a maximum of 5% of the total number of shares recorded in the Commercial Register, or make arrangements to this effect. In this respect, legal persons and partnerships that are related with one another by virtue of capital ownership or voting rights, common management or in any other manner, and natural or legal persons or partnerships that present themselves jointly or in a coordinated manner by common agreement or with the purpose of circumventing this provision shall be regarded as one single (1) person.

**Institutional representatives of voting rights within the meaning of Article 689c**

Voting rights and representation

#### Article 12

Subject to paragraph 3 of this Article, each share establishes entitlement to one vote at the general meeting.

Each shareholder may arrange by written power of attorney to be represented at the general meeting by a third party, who need not be a shareholder, **or by a written or electronic power of attorney by the independent representative of voting rights.** The chairman shall decide whether to recognise such powers of attorney.

A shareholder may exercise voting rights directly or indirectly for his own shares and for other shares represented up to a maximum of 5% of the total number of shares recorded in the Commercial Register, or make arrangements to this effect. In this respect, legal persons and partnerships that are related with one another by virtue of capital ownership or voting rights, common management or in any other manner, and natural or legal persons or partnerships that present themselves jointly or in a coordinated manner by common agreement or with the purpose of circumventing this provision shall be regarded as one single (1) person.

**The following persons** shall be exempted from this restriction on voting rights

~~OR (custodian representatives, governing body representatives or independent representatives of voting rights) shall be exempted from this restriction on voting rights, provided that the provisions of Article 12(3) have been complied with by the owner or owners.~~

Shareholders recorded in the register of shares as holding more than 5% of the voting rights.

No provision

1. the independent representative of voting rights and his or her substitute and
2. shareholders recorded in the register of shares as holding more than 5% of the voting rights.

**Article 13**

Independent representative of voting rights **The general meeting shall elect the independent representative of voting rights and his substitute for a term in office which shall expire upon conclusion of the next ordinary general meeting. The representative may be re-elected.**

**Article 14**

The general meeting shall pass resolutions and conduct elections by an absolute majority of the votes represented.

If an election cannot be completed at the first ballot and if more than one candidate is standing, a second ballot shall be conducted at which the relative majority shall decide.

Elections and votes shall be conducted by a show of hands or electronically, unless the general meeting decides to hold a written ballot or if so ordered by the chairman.

A resolution by the general meeting shall require at least two-thirds of the votes represented and an absolute majority of the nominal value of shares represented for:

1. any amendment of the Company's objects;
2. the introduction of shares with preferential voting rights;
3. any restriction on the transferability of registered shares;
4. an authorised or conditional capital increase;
5. a capital increase funded by equity capital, against contributions in kind or to fund acquisitions in kind and the granting of special privileges;
6. any restriction or cancellation of the subscription right;
7. a relocation of the seat of the Company;
8. the dissolution of the Company.

**Article 15**

The general meeting shall be held as a rule at the registered office of the Company. The board of directors is entitled to designate an alternative location for the meeting.

Resolutions and elections

**Article 13**

The general meeting shall pass resolutions and conduct elections by an absolute majority of the votes represented.

If an election cannot be completed at the first ballot and if more than one candidate is standing, a second ballot shall be conducted at which the relative majority shall decide.

Elections and votes shall be conducted by a show of hands, unless the general meeting decides to hold a written ballot or if so ordered by the chairman.

A resolution by the general meeting shall require at least two-thirds of the votes represented and an absolute majority of the nominal value of shares represented for:

1. any amendment of the Company's objects;
2. the introduction of shares with preferential voting rights;
3. any restriction on the transferability of registered shares;
4. an authorised or conditional capital increase;
5. a capital increase funded by equity capital, against contributions in kind or to fund acquisitions in kind and the granting of special privileges;
6. any restriction or cancellation of the subscription right;
7. a relocation of the seat of the Company;
8. the dissolution of the Company.

**Article 14**

The general meeting shall be held as a rule at the registered office of the Company. The board of directors is entitled to designate an alternative location for the meeting.

Meeting location

Resolutions and elections

Meeting location

|                 |  |  |  |
|-----------------|--|--|--|
| Chair, minutes  | <p><b>Article 15</b><br/>The general meeting shall be chaired by the chairman or, if he is unavailable, by another member of the board of directors.</p> <p>The chairman shall designate the teller or tellers and the secretary, who need not be shareholders.</p> <p>Minutes shall be kept of the general meeting, which must be signed by the chairman and the secretary, and shall contain in particular the following information:</p> <ol style="list-style-type: none"> <li>1. the quantity, type, nominal value and class of shares represented by shareholders, <b>governing officers</b>, independent voting rights representatives <b>or custodians as representatives</b>;</li> <li>2. resolutions and the results of votes;</li> <li>3. requests for information and the answers provided in response;</li> <li>4. declarations made by shareholders for the record.</li> </ol> <p><b>B. The board of directors</b></p> | Chair, minutes                               | <p><b>Article 16</b><br/>The general meeting shall be chaired by the chairman or, if he is unavailable, by another member of the board of directors.</p> <p>The chairman shall designate the teller or tellers and the secretary, who need not be shareholders.</p> <p>Minutes shall be kept of the general meeting, which must be signed by the chairman and the secretary, and shall contain in particular the following information:</p> <ol style="list-style-type: none"> <li>1. the quantity, type, nominal value and class of shares represented by shareholders <b>and by</b> independent voting rights representatives;</li> <li>2. resolutions and the results of votes;</li> <li>3. requests for information and the answers provided in response;</li> <li>4. declarations made by shareholders for the record.</li> </ol> <p><b>B. The board of directors</b></p> |
| Term in office  | <p><b>Article 16</b><br/>The board of directors shall be comprised of at least 5 members, who shall be elected <b>to a term in office of three years. The term in office shall end on the date of the general meeting for the last financial year of the term of office.</b> If replacement elections are held during the term in office, the newly elected officials shall serve out the term in office of their predecessors.</p>  | <u>Composition, election,</u> term in office | <p><b>Article 17</b><br/>The board of directors shall be comprised of at least 5 members, who shall <b>each, including the chairman,</b> be elected to a term in office <b>expiring upon conclusion of the next ordinary general meeting. Members of the board of directors may be re-elected.</b> If replacement elections are held during the term in office, the newly elected officials shall serve out the term in office of their predecessors. <b>If the office of the chairman is vacant, the board of directors shall appoint one of its members as chairman until the conclusion of the next ordinary general meeting.</b></p>   |
| Constitution    | <p><b>Article 17</b><br/><b>The board of directors</b> shall be self-constituting. It shall appoint a secretary, who need not be a member of the board of directors.</p> <p><b>The board of directors shall fix the compensation for its members.</b></p>  | Constitution                                 | <p><b>Article 18</b><br/><b>Subject to the election of the chairman and the members of the appointments and compensation committee by the general meeting, the board of directors</b> shall be self-constituting. It shall appoint a secretary, who need not be a member of the board of directors.</p>  |
| Calling / chair | <p><b>Article 18</b><br/>The board of directors shall meet upon invitation by the chairman or, if he is unavailable, by another board member whenever required by business or whenever requested by a member, at least six times each year.</p> <p>The board of directors shall be chaired by the chairman or, if he is unavailable, by another member of the board of directors.</p>  | Calling, chair                               | <p><b>Article 19</b><br/>The board of directors shall meet upon invitation by the chairman or, if he is unavailable, by another board member whenever required by business or whenever requested by a member, at least six times each year.</p> <p>The board of directors shall be chaired by the chairman or, if he is unavailable, by another member of the board of directors.</p>  |

Resolutions – minutes

**Article 19**  
The board of directors shall be quorate if attended by a majority of its members. No quorum shall be required if a capital increase that has already been implemented is to be ascertained and the resulting amendments to the Articles of Association are to be resolved upon.

The board of directors shall pass resolutions and conduct elections by a majority of the votes cast. In the event of a tie the chairman shall have the casting vote.

Resolutions may also be adopted by telephone or video conference and in writing respectively by fax or by electronic data transmission, unless a member requests an oral discussion.

Minutes shall be kept of discussions and resolutions, which must be signed by the chairman and the secretary.

Non-transferable duties

**Article 20**  
The board of directors shall have the following non-transferable and inalienable duties:

1. the overall management of the company and the issuing of all necessary directives;
2. the determination of the Company's organisation;
3. the organisation of the accounting, financial control and financial planning systems;
4. the appointment or removal of persons entrusted with business management and representation and the determination of their authority to sign;
5. overall supervision of the persons entrusted with managing the Company, also with regard to compliance with the law, Articles of Association, operational regulations and directives;
6. compilation of the annual report, preparation for the general meeting and implementation of its resolutions;
7. notification of the court in the event that the Company is over-indebted;
8. The adoption of resolutions concerning an increase in the share capital, insofar as this falls within the competence of the board of directors, as well as the specification of capital increases and the corresponding changes of the Articles of Association.

The board of directors shall moreover be empowered to resolve in relation to all matters

Resolutions – minutes

**Article 20**  
The board of directors shall be quorate if attended by a majority of its members. No quorum shall be required if a capital increase that has already been implemented is to be ascertained and the resulting amendments to the Articles of Association are to be resolved upon.

The board of directors shall pass resolutions and conduct elections by a majority of the votes cast. In the event of a tie the chairman shall have the casting vote.

Resolutions may also be adopted by telephone or video conference and in writing respectively by fax or by electronic data transmission, unless a member requests an oral discussion.

Minutes shall be kept of discussions and resolutions, which must be signed by the chairman and the secretary.

Non-transferable duties

**Article 21**  
The board of directors shall have the following non-transferable and inalienable duties:

1. the overall management of the company and the issuing of all necessary directives;
2. the determination of the Company's organisation;
3. the organisation of the accounting, financial control and financial planning systems;
4. the appointment or removal of persons entrusted with business management and representation and the determination of their authority to sign;
5. overall supervision of the persons entrusted with managing the Company, also with regard to compliance with the law, Articles of Association, operational regulations and directives;
6. compilation of the annual report **and the compensation report** and preparation for the general meeting and implementation of its resolutions;
7. notification of the court in the event that the Company is over-indebted;
8. the adoption of resolutions concerning an increase in the share capital, insofar as this falls within the competence of the board of directors, as well as the specification of capital increases and the corresponding changes of the Articles of Association.

The board of directors shall moreover be empowered to resolve in relation to all matters



except those that have been transferred or reserved to the general meeting.

The board of directors may appoint committees comprised of individual board members to attend to certain duties.

No provision

Organisation of the appointments and compensation committee

except those that have been transferred or reserved to the general meeting.

The board of directors may appoint committees comprised of individual board members to attend to certain duties. **The foregoing shall be without prejudice to Article 22 and Article 23 on the appointments and compensation committee.**

**The board of directors may appoint advisory committees and determine their duties and competences.**

**Article 22**

**The appointments and compensation committee shall be comprised of at least three members of the board of directors, who shall each be elected to a term in office expiring upon conclusion of the next ordinary general meeting. The auditor may be re-elected. If replacement elections are held during the term in office, the newly elected officials shall serve out the term in office of their predecessors. If the number of members of the appointments and compensation committee falls below the minimum number of three members, the chairman shall replace the missing member or members with a member of the board of directors until the conclusion of the next ordinary general meeting.**

**The appointments and compensation committee shall organise its own business, insofar as permitted by law and the Articles of Association. The chairman of the board shall designate the committee chairman.**

**With regard to other matters, the board of directors shall direct the organisation of the appointments and remuneration committee by regulations.**

No provision

Principles governing the tasks and competences of the appointments and compensation committee

**Article 23**

**The appointments and compensation committee shall support the board of directors in relation to appointments, the determination and review of the compensation systems and targets, succession planning and the promotion of new talent as well as the preparation of the motions for the general meeting concerning the remuneration of members of the board of directors, the advisory board and the executive board.**

**The appointments and compensation committee may present proposals to the board of directors concerning additional issues relating to appointments and compensation.**

**The board of directors may allocate further tasks and competences to the appointments and compensation committee in the area of appointments and compensation and may clarify the tasks and competences under the Articles of Association.**

#### **Article 24**

Transfer of management and organisational regulations, signatory power

The board of directors shall be entitled, acting in accordance with organisational regulations, to transfer the management or certain areas thereof to individual members of the board of directors or to **other natural persons**. These Regulations shall govern business management, specify the necessary management positions, describe their tasks and regulate in particular reporting duties.

The board of directors shall designate the members of the board and third parties who are empowered to sign on behalf of the Company with legally binding effect, and determine the manner in which they sign.

#### **C. Auditor**

##### **Article 25**

Prerequisites, election, term in office and duties

The general meeting shall elect for a term in office of one year an auditor which complies with statutory requirements and is independent pursuant to Articles 728 and 729 of the Swiss Code of Obligations. The auditor may be re-elected. The auditor may be removed at any time without notice.

The general meeting may only approve the annual accounts and the consolidated accounts and decide on the allocation of the disposable profit if an audit report has been submitted and the auditor is present.

The tasks, rights and duties of the auditor shall be determined according to law (Article 727 et seq of the Swiss Code of Obligations).

#### **IV. Provisions governing remuneration and related issues**

##### **Article 26**

Approval of remuneration

**The general meeting shall hold a separate vote each year to approve the overall amounts resolved upon by the board of directors either in advance or retrospectively for the period of time designated by it in the motion concerning:**

- a) the remuneration of the members of the board of directors;**
- b) the remuneration of the members of the advisory board;**
- c) the fixed remuneration of the members of the executive board;**

#### **Article 21**

Transfer of management and organisational regulations, signatory power

The board of directors shall be entitled, acting in accordance with organisational regulations, to transfer the management or certain areas thereof to individual members of the board of directors or to ~~third parties~~. These Regulations shall govern business management, specify the necessary management positions, describe their tasks and regulate in particular reporting duties.

The board of directors shall designate the members of the board and third parties who are empowered to sign on behalf of the Company with legally binding effect, and determine the manner in which they sign.

#### **C. Auditor**

##### **Article 22**

Prerequisites, election, term in office and duties

The general meeting shall elect for a term in office of one year an auditor which complies with statutory requirements and is independent pursuant to Articles 728 and 729 of the Swiss Code of Obligations. The auditor may be re-elected. The auditor may be removed at any time without notice.

The general meeting may only approve the annual accounts and the consolidated accounts and decide on the allocation of the disposable profit if an audit report has been submitted and the auditor is present.

The tasks, rights and duties of the auditor shall be determined according to law (Article 727 et seq of the Swiss Code of Obligations).

**No provision**

|                     |   |   |
|---------------------|---|---|
|                     |   | <p><b>d) <u>the variable remuneration of the members of the executive board.</u></b></p> <p><b><u>If the general meeting has approved in advance a maximum amount for the full or partial remuneration of the executive board, during the compensation period concerned the Company or undertakings controlled by it may designate an additional sum of up to a maximum of 30% of this amount for each compensation period for the full or partial remuneration for each person who is appointed to the executive board or promoted within the executive board.</u></b></p> <p><b><u>The board of directors may present motions with different effect or additional motions in relation to the periods designated by it for approval by the general meeting.</u></b></p> <p><b><u>The Company or undertakings controlled by it may disburse remuneration prior to approval by the general meeting, which shall be subject to the requirement of retrospective approval.</u></b></p>   |
| <p>No provision</p> | <p><u>Remuneration of the board of directors and the advisory board</u></p> | <p><b><u>Article 27</u></b></p> <p><b><u>The members of the board of directors and the advisory board shall be paid exclusively fixed remuneration. The remuneration shall be comprised of a basic compensation (fee) and may include additional remuneration elements.</u></b></p>   |
| <p>No provision</p> | <p><u>Remuneration of the executive board</u></p>                           | <p><b><u>Article 28</u></b></p> <p><b><u>The members of the executive board shall receive fixed and variable remuneration. The fixed remuneration shall be comprised of basic compensation (salary) and additional remuneration elements. The variable remuneration may be comprised of a participation in the result and/or a share of profits and/or a long-term bonus plan. The overall remuneration for each member shall take account of the function and level of responsibility of the recipient and comparisons with competitors and other sectors.</u></b></p> <p><b><u>The participation in the result shall be determined with reference to quantitative and qualitative targets which take account of (i) the result of the Tamedia Group and/or (ii) the result of individual areas of business and/or (iii) personal targets. As a rule, the participation in the result shall be comprised of cash remuneration elements.</u></b></p> <p><b><u>Shares of profits shall be determined with reference to the result of the Tamedia Group. As a rule, shares of</u></b></p> |

No provision

Common principles applicable to remuneration for the board of directors, the advisory board and the executive board

profits shall be comprised entirely or partially of shares, which shall be associated with reasonable conditions governing vesting, exercise, forfeiture and/or performance

The long-term bonus plan is intended to support the achievement of a long-term goal. The long-term bonus plan involves a lump-sum payment which is dependent upon the achievement of a defined threshold value or values, determined with reference to one or more benchmarks for individual areas of the business or for the Tamedia Group.

The board of directors shall determine the relevant quantitative and qualitative targets, their weighting and their fulfilment in consultation with the appointments and remuneration committee, and as the case may be acting on a proposal by the chairman of the executive board.

#### Article 29

Remuneration may be disbursed in the form of money, shares, benefits in kind or services. Remuneration may also be disbursed to members of the executive board in the form of options, comparable instruments or units.

The amount of remuneration shall reflect the market value of the remuneration at the time it is allocated.

The board of directors or, if such powers have been delegated to it, the appointments and compensation committee, shall determine the market value of the remuneration at its reasonable discretion and shall determine the conditions applicable to allocation, vesting, exercise and forfeiture insofar as applicable. These may stipulate in particular that conditions governing vesting and exercise may continue to apply or may be curtailed or revoked, that compensation may be paid in the event that certain targets are reached or that compensation may be forfeit in the event of the occurrence of events specified in advance, such as a change in control or the termination of an employment relationship or appointment.

The company or undertakings controlled by it may acquire on the market the shares required in order to comply with its duties or, if available, make such shares available using the contingent capital of the company.

The remuneration may be paid by the company or by undertakings controlled by it.

|                         |  |   |  |
|-------------------------|--|---|--|
|                         | <p><b>No provision</b></p>   | <p><u>Contracts concerning remuneration</u></p> | <p><b>Article 30</b><br/> <u>The Company may agree upon remuneration with the members of the board of directors, the advisory board and the executive board either itself or through undertakings controlled by it. The maximum term or notice period for such contracts amounts to 3 years, unless and insofar as shorter periods are prescribed by law.</u></p>  |
|                         | <p><b>No provision</b></p>   | <p>Permitted activities outside the Group</p>   | <p><b>Article 31</b><br/> <u>No member of the board of directors may accept more than ten additional appointments, including no more than five in companies listed on the stock exchange.</u></p> <p><u>No member of advisory board may accept more than twenty additional appointments.</u></p> <p><u>No member of the executive board may accept more than five additional appointments, including no more than one in companies listed on the stock exchange.</u></p> <p><u>Appointments to businesses controlled by the Company or that control the Company are not subject to this limitation.</u></p> <p><u>Appointments shall include appointments to the highest management or administrative body of a legal entity that must be entered into the Commercial Registry or into an equivalent foreign register. Appointments to different legal entities under uniform control or with the same economic beneficiary shall be regarded as one single appointment.</u></p> |
|                         | <p><b>IV. Annual report, management report, distribution of profits and reserves</b></p>   |   | <p><b>V. Annual report, management report, distribution of profits and reserves</b></p>  |
| <p>Financial year</p>   | <p><b>Article 23</b><br/> The board of directors shall determine the start and end of the financial year.</p>  | <p>Financial year</p>                           | <p><b>Article 32</b><br/> The board of directors shall determine the start and end of the financial year.</p>  |
| <p>Accounting rules</p> | <p><b>Article 24</b><br/> The board of directors shall determine the applicable accounting rules and decide in situations in which these rules provide for different options.</p>  | <p>Accounting rules</p>                         | <p><b>Article 33</b><br/> The board of directors shall determine the applicable accounting rules and decide in situations in which these rules provide for different options.</p>  |
| <p>Annual report</p>    | <p><b>Article 25</b><br/> The board of directors shall draw up an annual report for each financial year, which shall be composed of the annual accounts (consisting of an income statement, balance sheet and the annex), the <b>management report</b>, the group accounts and the <b>cash flow statement</b>.</p> | <p>Annual report</p>                            | <p><b>Article 34</b><br/> The board of directors shall draw up an annual report for each financial year, which shall be composed of the annual accounts (consisting of an income statement, <b>cash flow statement</b>, balance sheet and the annex), the <b>management report</b> and the group accounts. <b>If group accounts are to be drawn up according to a recognised standard of accounting, the cash flow statement and the management report need not be drawn up.</b></p>   |

|  |  |  |  |
|--|--|--|--|
| Reserve funds according to law and the Articles of Association | <p><b>Article 26</b><br/>Subject to statutory provisions concerning further allocations to the reserves, and without prejudice to Article 671 and 677 of the Swiss Code of Obligations, the disposable profit may be disposed of freely by the general meeting.<br/>The general meeting may resolve to create special reserves alongside the statutory reserve, which may be disposed of freely by it.</p>   | Reserve funds according to law and the Articles of Association | <p><b>Article 35</b><br/>Subject to statutory provisions concerning further allocations to the reserves, and without prejudice to Article 671 and 677 of the Swiss Code of Obligations, the disposable profit may be disposed of freely by the general meeting.<br/><br/>The general meeting may resolve to create special reserves alongside the statutory reserve, which may be disposed of freely by it.</p>  |
| Liquidation  | <p><b>V. Dissolution and Liquidation</b></p> <p><b>Article 27</b><br/>The general meeting may resolve at any time to dissolve and liquidate the company according to law and the Articles of Association.<br/><br/>Liquidation shall be conducted by the board of directors, unless decided otherwise by the general meeting. With regard to other matters, dissolution and liquidation shall be governed by Articles 736 et seq of the Swiss Code of Obligations.</p>   | Liquidation  | <p><b>VI. Dissolution and Liquidation</b></p> <p><b>Article 36</b><br/>The general meeting may resolve at any time to dissolve and liquidate the company according to law and the Articles of Association.<br/><br/>Liquidation shall be conducted by the board of directors, unless decided otherwise by the general meeting. With regard to other matters, dissolution and liquidation shall be governed by Articles 736 et seq of the Swiss Code of Obligations.</p>  |
| Announcements  | <p><b>VI. Announcements</b></p> <p><b>Article 28</b><br/>The publication organ for official announcements by the Company is the Swiss Official Gazette of Commerce. The board of directors is empowered to designate further publication organs.</p>   | Announcements  | <p><b>VII. Announcements</b></p> <p><b>Article 37</b><br/>The publication organ for official announcements by the Company is the Swiss Official Gazette of Commerce. The board of directors is empowered to designate further publication organs.</p>  |
| Contribution in kind/<br>acquisition in kind                   | <p><b>VII. Contribution in kind/acquisition in kind</b></p> <p><b>Article 29</b><br/>In accordance with the contract concerning the contribution in kind/acquisition in kind of 1 October 2007, the company has acquired 880,000 registered shares of the ESPACE MEDIA GROUPE, Bern, on the occasion of the capital increase of 1 October 2007 with a nominal value of CHF 1.00 each, with the total value and for the total price of CHF 313,000,000.00 from the shareholders of the ESPACE MEDIA GROUPE, Bern specified in the contract concerning the contribution in kind/acquisition in kind of 1 October 2007. The price of CHF 313,000,000.00 has been redeemed by allocating to the persons providing the contribution in kind 600,000 registered shares with a nominal value of CHF 10.00 each and by payment of the remaining price amounting to CHF 205,000,000.00 to the persons providing the contribution in kind in accordance with the contract concerning the contribution in kind/acquisition in kind of 1 October 2007.</p> | Contribution in kind/<br>acquisition in kind                   | <p><b>VIII. Contribution in kind, acquisition in kind</b></p> <p><b>Article 38</b><br/>In accordance with the contract concerning the contribution in kind/acquisition in kind of 1 October 2007, the company has acquired 880,000 registered shares of the ESPACE MEDIA GROUPE, Bern, on the occasion of the capital increase of 1 October 2007 with a nominal value of CHF 1.00 each, with the total value and for the total price of CHF 313,000,000.00 from the shareholders of the ESPACE MEDIA GROUPE, Bern specified in the contract concerning the contribution in kind/acquisition in kind of 1 October 2007. The price of CHF 313,000,000.00 has been redeemed by allocating to the persons providing the contribution in kind 600,000 registered shares with a nominal value of CHF 10.00 each and by payment of the remaining price amounting to CHF 205,000,000.00 to the persons providing the contribution in kind in accordance with the contract concerning the contribution in kind/acquisition in kind of 1 October 2007.</p> |