

ALLOCATION OF POWERS AND DUTIES

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

		Board of Directors	Committees	Group Executive Board (CEO)	Group Functional Area Manager (Finance)	Group Functional Area Manager (Sales E + I, Operations, Products, Marketing & Brands)
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	D		A		
2.3	Guidelines for the transfer of shares	D		A	P	
2.4	Investor relations activities	I		D / P	A / P	

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		Board of Directors	Committees	Group Executive Board (CEO)	Group Functional Area Manager (Finance)	Group Functional Area Manager (Sales E + I, Operations, Products, Marketing & Brands)
3.	Corporate planning and financial policy					
3.1	Strategic objectives and overall strategy of the Geberit Group	D		A / P	P	P
3.2	Guidelines for the financial policy of Geberit AG and of the Geberit Group, including determination of accounting standards	D		A	P	
3.3	Business Plan	D		A	P	P
3.4	Fundamental long-term projects (investment planning)	D		A	P	P
3.5	Budget	D		A	P	P
3.6	Financial statements and annual report (including management report and necessary non-financial reports) of the Geberit Group and of Geberit AG	D	A	P		
3.7	Dividend and share buyback policy of Geberit AG	D		A	P	
3.8	Half-year financial statements and half-year report of the Geberit Group	D	A	A	P	
3.9	Formulation of the monthly reports	D		A	P	
3.10	Borrowing of interest-bearing debt capital and use of own shares (treasury shares)	D		A	A / P	
3.11	Determination of limits in terms of counterparty risk and debt (treasury policy)	D		A	P	

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		Board of Directors	Committees	Group Executive Board (CEO)	Group Functional Area Manager (Finance)	Group Functional Area Manager (Sales E + I, Operations, Products, Marketing & Brands)
4. Business activities						
1.	Approval of Projects and approval of Transactions (excluding production material and tax & treasury related Transactions): <ul style="list-style-type: none"> Total value over CHF¹⁾ 10 Mio. Total value up to CHF¹⁾ 10 Mio. Total value up to CHF¹⁾ 2 Mio. 	D		A D	A D	A D
2.	Conduct of court proceedings (dispute amount): <ul style="list-style-type: none"> Total amount above CHF 10 Mio. Total amount up to CHF 10 Mio. Total amount up to CHF 2 Mio. 	E I		A E I	A E	A E

Definitions:

Projects: Entirety of Transactions planned and executed to pursue an overall target beyond the ordinary course of business, following an overall project plan and, if applicable, involving a variety of business disciplines. The value displayed in the Project line above always refers to the total amount of all Project related Transactions; it is prohibited to “design” the Project value by splitting, delaying or excluding required activities or Transactions or to reduce the Project value by any means. A Project includes all external costs (CAPEX & OPEX) and all internal costs (CAPEX & OPEX¹⁾).

Transactions: All business transactions (regardless whether or not Project related) leading to financial expenses, obligations, claims or asset disposals²⁾. With respect to the competency guideline, the total binding financial commitment has to be considered.

¹⁾ Internal OPEX only for R&D Projects.

²⁾ For disposal of assets, total value is the higher value of both fair market value or book value.

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5.	Risk management/internal and external audit					
5.1	Overriding supervision of internal and external auditing	D	A	C	P	
5.2	Approval of the guidelines for the work of the Internal Corporate Audit Department	D	A	C	P	
5.3	Receipt and approval of reports by the internal and external auditors	D	A	C	P	
5.4	Performance assessment internal and external audit	D	A	C / A	C	
5.5	Nomination of the external auditors of Geberit AG	D	A	C / A	C	
5.6	Organization of the risk management systems	D	A	C / A	P	

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		Board of Directors	Committees (NCC)	Group Executive Board (CEO)	Group Functional Area Manager (Finance)	Group Functional Area Manager (Sales E + I, Operations, Products, Marketing & Brands)
6. Personnel						
6.1	Appointment, dismissal of:					
	• Chairman of the Board of Directors	A to GM	A			
	• Vice-Chairman	D	A			
	• Chairman and members of committees (without NCC)	D	A			
	• Members of the NCC	A to GM	A			
	• Chairman of the NCC	D	A			
	• Chief Executive Officer (CEO)	D	A			
	• Members of the Group Executive Board	D	A	A		
	• Secretary of the Board of Directors	D	A	A / C		
	• Head of Internal Audit	D	A	A	P	
	• Managers at management level 2	I		D	A / P	A / P
	• Managers at management levels 3 and 4			D	A / P	A / P
6.2	General principles regarding terms and conditions of employment and remuneration systems:					
	• of managers at management level 1	D	A	A		
	• of managers at management levels 2 to 4	D	A	C / A		
6.3	Compensation of the Board of Directors and the Group Executive Board					
	• Remuneration report	D	A	A	P	
	• Compensation of the Board of Directors	A to GM	A		P	
	• Compensation of the Group Executive Board (including CEO)	A to GM	A	A	P	
	• Use of the additional amount for new members of the Group Executive Board (including CEO)	D	A	A	P	
	• Compensations of the members of the Board of Directors (subject to approval by the GM)	D	A		P	
	• Subject to approval by General Meeting, individual compensations of the CEO and the other members of the Group Executive Board	D	A	A (without compensation of CEO)	P	
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	D	A	A (without mandates BoD/CEO)		
6.5	Nomination of external members of the Supervisory Boards and Boards of Directors of subsidiaries	I		D	A	A
6.6	Variable compensation systems and employee participation models	D	A	C / A	P	
6.7	Personnel pension schemes	D	A	A	P	
6.8	Compensation of Head of Internal Audit	D	A	P	P	

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