

## Articles of Association of DKSH Holding Ltd., Zurich [The original German text is binding]

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**Supersedes and replaces all prior versions as from the effective date.**

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

### § 1

The Company

**DKSH Holding AG**

**DKSH Holding SA**

**DKSH Holding Ltd.**

is a company limited by shares as defined in the Swiss Code of Obligations with its registered office in Zurich.

The duration of the Company is unlimited.

### § 2

The purpose of the Company is to acquire participations in companies of all kinds both in Switzerland and abroad. It may establish subsidiaries and branch offices both in Switzerland and abroad.

The Company is authorized to acquire, mortgage, use and sell properties and intellectual property rights.

The Company may engage in all commercial, financial and other activities that are directly or indirectly related to its stated purpose, including granting loans and guarantees, accepting sureties and providing collateral.

## II. Share Capital

### § 3

The share capital of the Company is CHF 6,504,296.30, divided into 65,042,963 registered shares with a par value of CHF 0.10 each. All shares are fully paid-up.

### § 3a

For the purpose of allowing certain employees of the Company and its subsidiaries – to be determined by the Board of Directors – to participate in the Company, its share capital shall be increased by a nominal amount not exceeding CHF 28,253.70 from CHF 6,504,296.30 to no more than CHF 6,532,550 through the issue of a maximum of 282,537 new registered shares, to be fully paid-up, with a par value of CHF 0.10 each. The subscription rights of existing shareholders shall be excluded for this purpose.

The Board of Directors shall set the issue price of the new registered shares and the date on which dividend entitlement begins, as well as lay down the conditions for the allocation in accordance with the participation plan in a corresponding set of regulations.

The acquisition of registered shares through the exercise of subscription rights in accordance with the participation plan and the subsequent transfer of the new registered shares are subject to transfer restrictions as set out in § 5 of these Articles of Association.

## § 4

The Company may issue or establish its shares in the form of individual certificates, global certificates or, in the case of uncertificated registered shares, as uncertificated securities (as defined in the Swiss Code of Obligations) and intermediated securities (as defined in the Swiss Federal Intermediated Securities Act). Subject to statutory provisions, the Company is free to convert its shares issued in one of these forms into a different form at any time and without the approval of the shareholders. It shall bear the costs of any such conversion.

Shares issued by the Company in the form of individual certificates or global certificates bear the signature of at least one member of the Board of Directors. This may be applied in the form of a facsimile signature.

Shareholders are not entitled to have shares issued in a given form converted into a different form. However, any shareholder may at any time ask the Company to issue a certificate setting out the registered shares held by the shareholder according to the share register.

The transfer, and pledging as collateral, of intermediated securities that have shares of the Company as their underlying assets requires the involvement of the custodian at which the shareholder holds their securities account.

The General Meeting is authorized to convert registered shares into bearer shares and vice versa through an amendment to the Articles of Association.

## § 5

The Company records the registered shares in a share register containing the owners, usufructuaries and any parties holding restricted real rights over the shares, where this gives rise to voting rights, together with names and addresses. The Company must be notified of any change of address. Entry in the share register is subject to the provision of proof that the shares were acquired in accordance with formal requirements and the Articles of Association.

Only persons entered in the share register as shareholders or usufructuaries are recognized as shareholders or usufructuaries vis-à-vis the Company.

Upon request, acquirers of registered shares shall be entered in the share register as shareholders with voting rights if they expressly declare that they have acquired these registered shares in their own name and for their own account.

The Board of Directors may enter individuals who do not expressly declare in their application for entry that they hold the shares for their own account (nominees) in the share register as shareholders with voting rights up to a maximum of 3% of the registered share capital.

The Board of Directors may enter a nominee who holds more than 3% of the registered share capital in the share register as a shareholder with voting rights if the nominee in question provides the Company with the names, addresses and shareholdings of the persons for whose account the nominee holds 0.5% or more of the registered share capital. The Board of Directors may conclude agreements with such nominees governing matters such as representation of shareholders and voting rights.

The Board of Directors may, after questioning a shareholder or nominee who is entered in the share register, remove their entry with retroactive effect as of the date of their entry if this was made on the basis of incorrect information. The person in question must be informed of their removal immediately.

Legal entities and partnerships with legal personality that are connected by means of shared management in terms of capital or voting rights, or in any similar manner, along with individuals or legal entities and partnerships that act in a coordinated manner with a view to circumventing the restrictions on entry in the share register, are viewed as a single person in respect of this provision.

## **§ 6**

The obligation to submit a public purchase offer pursuant to Article 32 of the Swiss Federal Act on Stock Exchanges and Securities Trading only arises if the limit of 49% of voting rights is exceeded (opting-up).

### **III. Governing bodies of the Company**

## **§ 7**

The Company's governing bodies are:

- a) The General Meeting;
- b) The Board of Directors;
- c) The Executive Committee;
- d) The Statutory Auditors.

### **The General Meeting**

## **§ 8**

The General Meeting of Shareholders is the supreme governing body of the Company. It has the following powers, which may not be assigned:

- a) Adopting and amendment of the Articles of Association;
- b) Election and dismissal of the Chairman of the Board of Directors, the members of the Nomination and Compensation Committee, the members of the Board of Directors, the Statutory Auditors and the Independent Shareholder Representative;
- c) Approval of the Management Report, if necessary, and the group financial statements;
- d) Approval of the Annual Financial Statements and resolution on the appropriation of the net profit shown in the balance sheet;
- e) Approval of the maximum aggregate amounts of compensation of each of the Board of Directors and the Executive Committee;
- f) Grant of discharge of the members of the Board of Directors and the Executive Committee;
- g) Resolutions on matters which by operation of law or according to the Articles of Association must be determined by the General Meeting.

## **§ 9**

The Ordinary General Meeting is held annually within six months of the close of the financial year.

Extraordinary General Meetings are held as necessary, especially in those cases required by law.

A General Meeting may also be requested by one or more shareholders who together represent a minimum of 10% of the Company's share capital. Shareholders who represent shares with a par value of CHF 1 million may submit a written request for an item to be added to the agenda. Such requests must be submitted to the Board of Directors a minimum of 45 days prior to the General Meeting, in writing and indicating the motions.

## **§ 10**

The General Meeting is convened by the Board of Directors, and if necessary by the Statutory Auditors.

General Meetings must be convened a minimum of 20 days prior to the date of the General Meeting in the form laid down in the Articles of Association for notices to shareholders.

The notice of convocation must contain the agenda and the motions of the Board of Directors and any shareholders who requested a General Meeting or exercised their right to have an item added to the agenda.

Except for cases provided by law, resolutions may not be passed on motions concerning agenda items for which notification has not been duly provided. The cases provided for by law are excluded. Shareholders are not required to notify the Company in advance of any motion relating to items on the agenda or matters for which no resolution is required.

The Annual Report, the Auditors' Report and the Compensation Report must be made available for inspection by shareholders at the Company's registered office no later than 20 days before the Ordinary General Meeting.

## **§ 11**

Only persons entered in the share register as shareholders with voting rights are authorized to participate in the General Meeting.

Each share confers the right to cast one vote at the General Meeting.

Persons entered in the share register as shareholders with voting rights may be represented at the General Meeting by their legal representative, the Independent Shareholder Representative or a third party with written power of attorney, who need not be a shareholder. Members of the Board of Directors and the Executive Committee may represent other shareholders provided this does not constitute institutional representation. The Board of Directors decides upon the recognition of proxies.

The Company only recognizes one representative for each share.

## § 12

The General Meeting is chaired by the Chair of the Board of Directors or, if not available, another member of the Board of Directors.

The Board of Directors appoints a secretary to record the minutes.

The vote counters are elected by the General Meeting in an open vote. The minutes are signed by the Chair and the secretary.

## § 13

The General Meeting elects the Independent Shareholder Representative. Natural or legal persons or partnerships may be elected.

The term of office of the Independent Shareholder Representative ends with the closure of the next Ordinary General Meeting. Re-election is possible.

If the Company does not have an Independent Shareholder Representative, or if the Independent Shareholder Representative is not able to perform his/her duties, the Board of Directors may appoint one for the next or current General Meeting. Unless a shareholder expressly issues an instruction to the contrary, the proxies and voting instructions retain their validity for the new Independent Shareholder Representative.

The Independent Shareholder Representative may be represented at the General Meeting by auxiliary persons. He/she remains entirely responsible for performing his/her duties.

The Independent Shareholder Representative is obliged to exercise the voting rights assigned to him/her by the shareholders in accordance with their instructions. If he/she does not receive any instructions, he/she abstains from voting.

The Board of Directors determines the procedure and the conditions for the assignment of proxies and instructions to Independent Shareholder Representatives in relation to a General Meeting.

The Board of Directors shall ensure that the shareholders have the opportunity to issue to the Independent Shareholder Representative

1. voting instructions on any motion concerning agenda items included in the invitation;
2. general voting instructions on agenda items that have not been pre-announced and new agenda items pursuant to Art. 700, para 3, of the Swiss Code of Obligations;
3. proxies and instructions also electronically.

Proxies and instructions may only be given to the Independent Shareholder Representative for the forthcoming General Meeting. The Board of Directors is authorized to waive the requirement for a qualified electronic signature either fully or partially.

The general or implied instruction of a shareholder to the Independent Shareholder Representative to vote in favour of the motions of the Board of Directors is permitted. This also applies to motions, which have not been pre-announced in the invitation of the General Meeting.

## **§ 14**

Unless stipulated otherwise by mandatory legal provisions, the General Meeting passes its resolutions and carries out its votes based on an absolute majority of the votes cast, whereby abstentions, blank and invalid votes are not deemed to be cast.

The Chairman determines whether votes are to be open, electronic or in writing, unless one or more shareholders who together hold at least 5% of the votes represented request a written or electronic vote.

## **The Board of Directors**

## **§ 15**

The Board of Directors consists of at least three members. The term of office of the members of the Board of Directors ends after completion of the next Ordinary General Meeting.

## **§ 16**

The General Meeting elects the members of the Board of Directors individually. Re-election is possible. The Board of Directors constitutes itself subject to the provisions of these Articles of Association and mandatory legal provisions. It appoints a secretary, who need not be a member of the Board of Directors. The Board of Directors may also establish committees.

## **§ 17**

The General Meeting elects the Chairman of the Board of Directors. Re-election is possible.

The term of office ends after completion of the next Ordinary General Meeting concerned.

If the position of Chairman of the Board of Directors is vacant or if the Company does not have a Chairman of the Board of Directors, able to act and perform his/her duties for other reasons, the Board of Directors appoints a new Chairman until the next Ordinary General Meeting.

## **§ 18**

The meeting procedure, quorum requirement and passing of resolutions by the Board of Directors are governed by the Company's Organizational Regulations.

In the event of a tie, the Chairman has the casting vote.

Minutes are taken of the discussions of the Board of Directors, and must be signed by the Chairman and the secretary.

## **§ 19**

The members of the Board of Directors shall be reimbursed for all costs incurred in the interests of the Company or its subsidiaries and shall receive compensation for their activities on behalf of the Company and its subsidiaries. Such compensation consists of fixed elements. Surcharges may be made for

membership in committees or for the assumption of special duties. The compensation may be paid by the Company or by one of its subsidiaries.

The maximum aggregate amount of such compensation must be approved by the General Meeting prospectively on an annual basis for the period until the next Ordinary General Meeting. The Board of Directors may also submit additional motions as to compensation to the General Meeting relating to the same or different periods.

The Company or companies controlled by it may enter contracts with members of the Board of Directors as to their compensation for a fixed term of one year.

## **§ 20**

If the General Meeting rejects the proposal of the Board of Directors for the maximum aggregate compensation of the Board of Directors, the Board of Directors shall decide on how to proceed. In particular, the Board of Directors may convene an Extraordinary General Meeting for the purpose of submitting a new compensation proposal or determine compensation for the current financial year on an interim basis subject to subsequent approval by the next Ordinary General Meeting. The Board of Directors may also split motions for approval by submitting motions concerning individual compensation elements, shorter time periods or a smaller circle of persons.

The Board of Directors may continue to pay out compensation to the individual members of the Board of Directors subject to claw-back rights as may be required by mandatory law.

## **§ 21**

The Board of Directors has ultimate responsibility for the management of the Company and the oversight of the Executive Committee. It represents the Company externally and deals with all matters that have not been assigned to governing bodies of the Company by law, these Articles of Association or regulations.

In accordance with the Organizational Regulations, the Board of Directors may delegate some or all of the executive management of the Company to a committee, individual members or third parties, who have to be natural persons but does not need to be shareholders.

## **§ 22**

The Board of Directors has the following non-assignable and inalienable duties which:

- a) Overall management of the Company and issuance of required directives;
- b) Definition of the organizational structure;
- c) Establishment of principles for accounting, financial controlling and financial planning;
- d) Appointment and removal of the persons entrusted with executive management and representation of the Company, and determination of signatory authorities;
- e) Oversight of the persons entrusted with executive management, specifically with regard to compliance with the law, these Articles of Association, regulations and directives;
- f) Preparation of the Annual Report;
- g) Preparation of the Compensation Report and the resolution on the maximum aggregate compensation for annual approval by the General Meeting separately for the Board of Directors and Executive Committee pursuant to § 19 and § 28 of these Articles of Association;
- h) Preparation of the General Meeting and the implementation of its resolutions;

- i) Notification of the courts in the event of overindebtedness;
- j) Resolutions on the determination of capital increases and respective amendments to the Articles of Association.

## **§ 23**

The General Meeting elects the members of the Nomination and Compensation Committee individually. The Compensation Committee consists of at least three members. Only members of the Board of Directors may be elected.

The term of office of the members of the Nomination and Compensation Committee ends after completion of the next Ordinary General Meeting concerned. Re-election is possible.

If there are vacancies on the Nomination and Compensation Committee, the Board of Directors shall appoint substitutes until the next Ordinary General Meeting.

As to compensation, the Nomination and Compensation Committee has the following duties and responsibilities:

- Preparing proposals for submission to the Board of Directors on the compensation policy, including the principles for performance-related compensation and the allocation of securities, conversion or option rights, entitlements or other financial instruments for the Board of Directors and the Executive Committee;
- Preparing proposals for submission to the Board of Directors on the maximum aggregate compensation for the Board of Directors and the Executive Committee pursuant to § 19 and § 28 of these Articles of Association;
- Preparing proposals for submission to the Board of Directors on the specific design of the participation plans pursuant to § 28 of the Articles of Association;
- Preparing proposals for submission to the Board of Directors on the specific design of the employment contracts of the members of the Executive Committee and conditions for termination;
- Preparing proposals for submission to the Board of Directors on the individual compensation of the members of the Executive Committee within the scope of these Articles of Association and subject to approval by the General Meeting, including, but not limited to, the allocation and definition of compensation-relevant performance objectives and further conditions as well as the verification of the fulfilment of conditions or agreed objectives;
- Preparing the draft of the annual Compensation Report for submission to the Board of Directors.

The Board of Directors may specify these tasks in further detail and assign further tasks to the Nomination and Compensation Committee, in particular in relation to the nomination of new members of the Board of Directors and the Executive Committee.

In order to perform its duties, the Nomination and Compensation Committee may also retain the support of independent third parties and remunerate them.

The Board of Directors appoints the Chairman of the Nomination and Compensation Committee and adopts respective regulations.

## **§ 24**

The members of the Board of Directors may hold a maximum of 15 additional mandates in the supreme governing or administrative bodies of legal entities which are required to be registered in the commercial register or in a comparable foreign register and which are not controlled by the Company or which do not control the Company whereby no member may hold more than 8 such mandates in other listed companies.

Mandates in separate legal entities under common control are deemed as one mandate. In the event that the maximum number of mandates is exceeded pursuant to this paragraph, the respective member of the Board of Directors must restore the lawful status within six months.

## **§ 25**

The Company or its subsidiaries may, to the extent permissible by law, compensate members of the Board of Directors for any disadvantages resulting from legal proceedings or settlements relating to their activities on behalf of the Company or subsidiaries, advance corresponding payments and take out relevant insurance policies. Such payments are not deemed to be compensation, loans or credit.

## **The Executive Committee**

## **§ 26**

The Board of Directors appoints the Executive Committee, which assumes responsibility for the management of business operations and representation of the Company in accordance with the Organizational Regulations issued by the Board of Directors.

## **§ 27**

The contracts of employment with the members of the Executive Committee may have a fixed or indefinite term. The maximum duration for fixed-term contracts and the maximum notice period for contracts of an indefinite term shall be 12 months.

## **§ 28**

The members of the Executive Committee receive a compensation for their activities on behalf of the Company and its subsidiaries. The compensation may be paid out by the Company or one of its subsidiaries.

The maximum aggregate compensation for the members of the Executive Committee must be approved by the General Meeting on an annual basis prospectively for the respective next financial year. The Board of Directors may also submit additional motions as to compensation to the General Meeting for approval in relation to the same or different periods.

The total compensation for each member of the Executive Committee consists of fixed (incl. an expense allowance), short-term and long-term performance-related compensation elements, which are provided for in the short-term and long-term compensation plans, of social, pension and fringe-benefits provided for by law and regulations as well as of retirement benefits outside of the occupational pension scheme.

The short-term performance-related compensation plans are based on performance criteria, which include the performance of the DKSH Group and/or its sub-divisions and/or individual objectives. Achievement of objectives is generally measured in the one-year period to which the short-term plan applies. The Board of Directors or the Nomination and Compensation Committee, to the extent decision-

making powers have been delegated, determine the performance criteria, the objectives and the degree of objective achievement.

The long-term, performance-related compensation plans are based on performance criteria, which relate to DKSH Group's strategic objectives (e.g. financial objectives, innovation, shareholder return and/or other benchmarks). The achievement of objectives is generally measured in three year periods. The amount of the long-term compensation pay-out is limited.

The long-term performance-related compensation may be paid in cash or in the form of share-based compensation (such as restricted or unrestricted shares, entitlements or subscription rights on shares) or comparable instruments, other benefits or in specie. The Board of Directors or the Nomination and Compensation Committee, to the extent decision-making power has been delegated, determine the conditions for the design, the definitive entitlement (vesting), the blocking period, the vesting and the forfeiture of the compensation granted. These conditions may provide for the extension, accelerated vesting or other requirements concerning the allocation, acquisition or forfeiture of rights as a result of certain pre-defined events such as the termination of the employment or of the mandate. The Board of Directors determines the evaluation criteria for the individual compensation on the basis of the principles applying to the preparation of the Compensation Report.

The employment contracts of the Executive Committee members may provide for post-contractual non-competition undertakings up to a maximum of 12 months whereby the compensation for non-competition may not exceed the timely pro-rated fixed annual compensation prior to termination.

There shall be an additional amount of 30% of the maximum aggregate compensation already approved for the Executive Committee for the relevant compensation period available for all members of the Executive Committee being appointed after the General Meeting which already resolved the maximum aggregate compensation for the Executive Committee. This additional amount applies separately for each compensation period for which approval has been granted by the General Meeting. The General Meeting is not required to approve the actual additional amount used. The additional amount may also be used as compensation for disadvantages relating to the change of position (in cash or in the form of share-based compensation) and in the event of promotions within the Executive Committee.

The Board of Directors may set forth all further details in one or more compensation regulations.

## **§ 29**

If the General Meeting rejects the maximum aggregate compensation for the Executive Committee proposed by the Board of Directors, the provision set out in § 20 shall apply mutatis mutandis.

## **§ 30**

The members of the Executive Committee may hold a maximum of 7 additional mandates in the supreme governing or administrative bodies of legal entities which are required to be registered in the commercial register or in a comparable foreign register and which are not controlled by the Company or which do not control the Company whereby no member may hold more than 3 such mandates in other listed companies.

Mandates in different legal entities which are under common control are deemed as one mandate.

In the event that the maximum number of mandates is exceeded pursuant to this paragraph, the respective member of the Executive Committee must restore the lawful status within six months.

## **§ 31**

The Company and its subsidiaries may offer members of the Executive Committee retirement benefits (such as pensions, the purchase of health insurance policies and so forth) outside of the occupational pension scheme and pay these out after their departure. Such retirement benefits outside of the occupational pension scheme may not exceed CHF 850,000 a year.

The Company and its subsidiaries may, to the extent permissible by law, compensate members of the Executive Committee for any disadvantages resulting from legal proceedings or settlements relating to their activities on behalf of the Company or subsidiaries, advance corresponding payments and take out corresponding insurance policies. Such payments are not deemed to be compensation, loans or credit.

## **§ 32**

The provisions of this section are of a company-law nature and do not confer any individual claims.

### **The Statutory Auditors**

## **§ 33**

The General Meeting appoints the Statutory Auditors.

The Statutory Auditors' term of office is one year. It begins upon the day of their appointment and ends with the first subsequent Ordinary General Meeting.

The Statutory Auditors perform their auditing and reporting obligations in accordance with the relevant provisions of the Swiss Code of Obligations.

## **IV. Annual Report, appropriation of profits, reserves**

## **§ 34**

The financial year is defined by the Board of Directors.

The Board of Directors prepares an Annual report for each financial year which is made up of the Annual Financial Statements (including balance sheet, income statement and notes), the Consolidated Financial Statements and any other documents as required by law.

## **§ 35**

Of the net income for the year reported in the balance sheet, 5% is first allocated to the general reserve fund until this (once again) reaches 20% of the share capital.

## **§ 36**

Dividends not claimed within five years of the date of payment accrue to the Company's reserve fund.

Having considered the motions of the Board of Directors and the Auditors' Report, the General Meeting passes resolutions on the appropriation of the amounts made available to it and sets the dividend pursuant to § 35.

The General Meeting may also allocate to reserves all or part of the portion of net income made available to it pursuant to § 35

## **V. Notices**

### **§ 37**

The Company's official publication medium is the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt). The Board of Directors is authorized to designate other publications as official publication mediums.

Company notices to shareholders are made in writing to the addresses entered in the share register or, unless the law stipulates mandatory provisions to the contrary, through publication in the Company's official publication medium.

## **VI. Dissolution and liquidation**

### **§ 38**

The General Meeting may resolve to dissolve and liquidate the Company at any time in accordance with the provisions of law and the Articles of Association.

The liquidation will be carried out by the Board of Directors in accordance with Art. 742 ff. of the Swiss Code of Obligations unless the General Meeting appoints other persons to do so. The liquidators are authorized to dispose of assets (including land) by private sale. Once debts have been repaid, the assets will be distributed among the shareholders in proportion to the amounts they paid in.

Zurich, March 31, 2015