



Organisational regulations for the Swiss Innovation Agency (Innosuisse's organisational regulations)

of 28 November 2017 (status as of 1 september 2018)

The Board of Directors of the Swiss Innovation Agency (Innosuisse) ,
based on Article 7 Section 1 letter a of the Innosuisse Act of 17 June 2017 (SIAA)¹,

orders:

1. Chapter: Object of the regulations

Article 1

These organisational regulations govern the organisation and functioning of the Board of Directors, the Executive Committee, the Innovation Council and the Innosuisse experts and specifies the tasks assigned to them by the SIAA.

2. Chapter: The Board of Directors

1. Section: General provisions

Article 2 Constitution

¹ The Board of Directors elects a vice chairperson among its members for a corresponding term of office as well as a chairperson and members of the permanent Audit and Compliance Committee in accordance with Article 21.

² The vice president represents the president in all matters in the case of incapacitation.

³ The Secretariat of the Board of Directors is appointed by the Executive Committee.

Article 3 Meeting dates and convenings

¹ The Board of Directors comes together as often as business requires, but normally no less than four times a year.

¹ SR 420.2

² The meeting dates will be determined in advance for the following year and will be communicated to the other Innosuisse bodies.

³ The Board of Directors meetings will be called by the chairperson. In addition to the meetings determined in the previous year, the chairperson may call an extraordinary meeting at any time, on their own account or at the request of a member of the Board of Directors.

Article 4 Agendas and meeting documents

¹ In agreement with the Chief Executive Officer (CEO), the chairperson may determine the agendas and issues to be discussed. The committees and members of the Board of Directors may request the inclusion of issues in the agenda, indicating the reasons for this request. A rejection of the inclusion is to be justified.

² The meeting invitations are to be sent together with the agenda and meeting documents ten working days prior to the meeting date. If meeting documents are sent at a later date, the members are to be informed accordingly.

³ They may be sent electronically. The documents do not have to be sent in advance if there is good cause not to do so, especially in the event of confidential electoral procedures.

Article 5 Meetings and participants

¹ The chairperson shall act as chair.

² The CEO regularly participates in meetings of the Board of Directors in an advisory capacity as a representative of the Executive Committee. The other members of the Executive Committee are usually called to the meetings to represent the issues of the Board of Directors from their area of responsibility.

³ Upon the request of a member or CEO or on their own account, the chairperson may include other people in the meetings.

Article 6 Passing resolutions at meetings

¹ The Board of Directors has a quorum when the majority of its members are physically present at the meeting or are connected via phone, video or in any way that allows for authentic, instantaneous communication.

² The Board of Directors takes decisions and conducts elections with the majority of votes cast. If the votes are equal, the chairperson has the casting vote.

³ An incapacitated member may not be represented by another member of the Board of Directors nor a third party. A written statement on the agenda items is permitted. It is presented by the chairperson but does not count as a vote.

⁴ Resolutions on issues that were not announced in the agenda list or for which the necessary information was not sent in advance may only be passed if all members present agree on passing a resolution.

Article 7 Presidential decisions and circular resolutions

¹ For issues that are non-deferrable, the chairperson may make the necessary decisions (presidential decisions) instead of the Board of Directors on their own initiative or at the request of the Executive Committee.

² The Board of Directors is to be notified immediately of any presidential decisions.

³ Final decisions about issues in accordance with Article 7 Section 1 letters a, b, d, e, f, k, n and o SIAA do not fall under presidential decisions, personnel decisions and elections as per Article 7 Section 1 letters h, i and j SIAA may only be made following prior express delegation by the Board of Directors.

⁴ In urgent cases, resolutions may also be made by way of circulation unless a member requests discussion thereof in a meeting within three working days after the relevant proposal was sent.

⁵ Circular resolutions may only be made with a majority of the votes of all members.

Article 8 Minutes

¹ Minutes shall be kept of the proceedings and resolutions of the Board of Directors that indicate the agenda items, proposals and resolutions and the weighting of the votes, including any abstentions. The key considerations and points of views put forward in the discussions will be summarised. The present members may request for their vote or say to be explicitly recorded in the minutes.

² The minutes will be written in one or several official languages.

³ The minutes will be sent to the members up to ten working days after the meeting and will be approved in the subsequent meeting. After approval, the minutes will be signed by the chairperson and the minutes taker as a confirmation of accuracy.

⁴ Presidential decisions and circular resolutions are to be recorded in the subsequent minutes.

⁵ The minutes are to be considered confidential and must be stored securely to prevent access. The Board of Directors determines the distribution list. The provisions of the Federal Act of 17 December 2004 on the Freedom of Information in the Administration² and the implementing provisions remain reserved.

Article 9 Right to information and inspection and the reporting obligation

¹ All members of the Board of Directors may request information on all matters relating to Innosuisse at the meeting, irrespective of the agenda.

² Those present in the meeting are obliged to provide truthful information.

³ Outside of the meetings, all members of the Board of Directors may request information about the course of business from the Executive Committee.

⁴ Requests for inspections of books and files must be submitted to the chairperson in writing or via e-mail. The member of the Board of Directors must carry out the inspection themselves.

⁵ Regulations or resolutions of the Board of Directors that extend its members' right to information and inspection are reserved.

Article 10 Remuneration and insurance

¹ In accordance with the provisions of the Pension Regulations of 6 December 2011³ for honorarium beneficiaries in the state's pension fund, members of the Board of Directors are compulsorily insured against the economic consequences of old age, death and disability providing the legal pre-requisites for eligibility have been fulfilled.⁴

² Innosuisse takes out insurance contracts for the benefit of the members of the Board of Directors, which cover the liability risks associated with their activities as members of the Board of Directors as far as possible. Innosuisse will pay the insurance premiums.

Article 11 Compliance office

¹ The Board of Directors shall establish a Compliance Office in accordance with Article 7 Section 2 SIAA. The Compliance Office shall report to the CEO. It shall provide the Board of Directors with reports independent of any instructions.

² The Compliance Office shall support the Board of Directors, the Executive Committee and the Innovation Council in the performance of their tasks. To handle more specific compliance cases, the Head of the Compliance Office may call upon other internal specialists or award contracts externally within the scope of the available budget.

² SR 152.3

³ SR 172.220.141.2

⁴ Amended by modification of Innosuisse's organisational regulations of 29 august 2018, in force since 1 september 2018.

³ In order to fulfil their tasks and exercise their responsibilities, the Head of the Compliance Office shall have an unlimited right to inspect all Innosuisse documents that are relevant, specifically the minutes of the Executive Committee and the Board of Directors (including the Audit and Compliance Committee). For this purpose, members of the Board of Directors, members of the Innovation Council, experts, members of the Executive Committee and all Secretariat employees are obliged to provide the Head of the Compliance Office with all information required for the completion of their tasks. The Head of the Compliance Office is authorised to obtain other information relevant to compliance outside of Innosuisse and to inspect files and documents.

⁴ The Head of the Compliance Office shall inform the chairperson of the Board of Directors and the CEO immediately about compliance failures or violations that carry the risk of severe financial losses or damages to reputation, measures introduced and the resolution of incidents.

⁵ The Compliance Office may be entrusted with other tasks in risk management or the internal control system (ICS).

2. Section: The tasks and responsibilities of the Board of Directors

Article 12 General

The Board of Directors shall perform the tasks assigned to it by law as Innosuisse's highest decision-making body. To this end, it has the responsibilities set out in Articles 13-20 in particular.

Article 13 Management and organisation⁵

As Innosuisse's highest decision-making body, the Board of Directors makes decisions on the following in particular:

- a. the vision as well as the corporate strategy and long-term aims within the framework of the Federal Council's strategic targets;
- b. the proposals of the Innovation Council on funding strategy and funding instruments including the accompanying implementation concepts;
- c. the development of a mission statement;
- d. the issuance of a code of conduct and guidelines concerning the vested interests of members of the Board of Directors and the Innovation Council as well as experts;
- e. the election of members of the Innovation Council in steering or evaluation panels of for topic-specific funding programmes (Article 3 Section 6 SIAA) at the request of the Innovation Council;
- f. the establishment or dissolution of business units or operating units and their spin-offs relevant to the corporate strategy;
- g. the transfer of assets or spin-offs to another legal body;
- h. the founding and termination of partnerships with foreign funding organisations or funding offices in the case of international innovation projects;
- i. the submission of proposals culminating in international agreements based around the competencies of the Federal Council in the framework of the promotion of science-based innovation;
- j. the acquisition and sale of participating interests to non-profit private or public legal entities;
- k. the adoption of guidelines on governance (risk management, compliance, internal control system);
- l. the contract conclusion with the Federal Finance Administration (FFA) on the management of liquid assets and the granting of loans.

⁵ Amended by modification of Innosuisse's organisational regulations of 15 february 2018, in force since 1 march 2018.

Article 14 Planning and control

¹ The Board of Directors monitors the compliance with Innosuisse's financial and strategic targets.

² It approves the Executive Committee's annual plan based on the multi-year programme it has adopted. This includes the funding activity, financial activity and overall business.

Article 15 Finance

¹ The Board of Directors may set requirements about the organisation of the accounting system, the financial control and the financial planning. The reports on these matters shall be based on Articles 19 and 20.

² The Board of Directors approves the Executive Committee's mid-term financial plan.

³ It approves investments, divestitures and capital investments if they are not included in the financial plan and do not come under the responsibilities of the Executive Committee.

⁴ It approves the Executive Committee's quarterly financial statements and takes note of the extrapolations.

Article 16 External contact and communication of the Board of Directors

¹ As part of their tasks and in the interests of Innosuisse, the chairperson of the Board of Directors communicates with the Federal Council, parliament and other authorities and organisations in Switzerland and abroad.

² As a basic principle, Innosuisse's media contacts are the responsibility of the chairperson of the Board of Directors and the CEO. The contacts will be coordinated by the Innosuisse communication department.

³ The members of the Board of Directors shall arrange public appearances on behalf of Innosuisse in advance with the chairperson and the CEO.

⁴ The Board of Directors approves the communication concept created by the Executive Committee. This applies for the communication of all bodies and employees of Innosuisse.

3. Section: The chairperson

Article 17 Main tasks and responsibilities

¹ The chairperson has the following main tasks and responsibilities:

- a. Together with the Executive Committee, they ensure that the Board of Directors is informed in good time about all aspects relevant for decision-making and the supervision of Innosuisse. They will provide information immediately in the case of extraordinary events.
- b. They decide upon the increase, continuation or termination of judicial procedures, to the extent that they do not arise directly from the Innovation Council's own application or are not proceedings within the normal course of business that are neither fundamentally nor politically relevant.
- c. They determine the targets for the Executive Committee and conduct at least one target-setting and evaluation meeting with the CEO each year.
- d. They are responsible for fostering good relations with the most important stakeholders and for representing the Board of Directors in important internal and external events.
- e. In agreement with the CEO, they represent Innosuisse in the outside world, specifically in dealings with the Federal Council and the Swiss Parliament and, in coordination with the CEO, they determine the involvement in important industry associations or private organisations that are important for Innosuisse's activities.

- f. Based on Article 10 Section 2 of the Federal Act of 20 December 1968 on Administrative Procedure⁶ (APA), they decide if the recusal of a member of the Executive Committee or a member of the Secretariat is contestable.
- g. They release members of the Board of Directors, the Executive Committee and the Innovation Council and experts from their confidentiality duty in writing if they are to express their views as a party, witness or court-appointed expert on matters that have come to their knowledge in the performance of their tasks or role at Innosuisse and that relate to their official tasks.

² The chairperson may temporarily or permanently delegate tasks and responsibilities to another member of the Board of Directors. The delegation must be made in writing.

4. Section: Reporting

Article 18 General reporting

¹ In every meeting, the chairperson and the Executive Committee shall provide verbal reports to the Board of Directors on the course of business, important events and measures taken. It may request written documents if this is required for the performance of their tasks.

² The Executive Committee informs the chairperson and all members of the Board of Directors immediately about extraordinary events.

³ If a committee or member of the Board of Directors has requested for an issue to be included in the agenda, the chairperson may request for them to report on this issue and make a recommendation to the plenary session.

Article 19 Financial reporting

¹ The annual financial statement will be closed on 31 December every year.

² The Executive Committee provides the Board of Directors with a written report on the financial situation on a quarterly basis. The report provides information about the business development and Innosuisse's asset and financial situation, including an extrapolation (forecast) for the current financial year. It may also include non-financial performance indicators (e.g. full-time positions, number of projects, etc.) relevant for corporate management.

³ Should the Board of Directors deem it necessary, it may request monthly reporting in the sense of Section 2.

⁴ The financial reporting is carried out in accordance with the International Sector Accounting Standards (IPSAS).

Article 20 Reporting on risk management, the ICS and compliance

The Executive Committee provides the Board of Directors with written and verbal reports about risk management, the internal control system and compliance within Innosuisse at least once a year.

3. Chapter: The Board of Directors committees

Article 21 Purpose, appointment, tasks

¹ In order to take a deeper look at the topic and to prepare its decisions, the Board of Directors may establish a permanent Audit and Compliance Committee. The organisation, tasks and responsibilities of the Audit and Compliance Committee are set out in Annex 1.

² Depending on the issue at hand, the Board of Directors may also appoint committees on a case-by-case basis. It shall set out their rights and duties in writing at the time of their appointment.

⁶ SR 172.021

³ The Board of Directors committees comprise at least three members. The members and the chairperson are appointed and dismissed by the Board of Directors at the request of the chairperson of the Board of Directors.

Article 22 Functioning

¹ As a general principle, the committees of the Board of Directors pass their resolutions during meetings.

² The provisions for the Board of Directors, specifically articles 3-8, shall apply accordingly for the calling and holding of meetings, passing resolutions and taking minutes.

4. Chapter: The Executive Committee

Article 23 Composition and substitution

¹ The number of members on the Executive Committee and their job titles will be determined by the Board of Directors at the request of the CEO.

² In the event of incapacitation, each member of the Executive Committee will be represented by a deputy with full rights nominated for an indefinite period. The deputy CEO is recruited from the members of the Executive Committee, is nominated by the CEO and requires the approval of the Board of Directors. The deputy of the other members of the Executive Committee will be determined by the CEO at their suggestion.

³ The Executive Committee submits the organisation chart of the Secretariat to the Board of Directors for approval. They organise all other matters themselves.

Article 24 Passing resolutions, taking minutes and participating in meetings as chairperson

¹ The Executive Committee seeks consensus when making decisions; should it not be achieved, the CEO shall decide.

² Minutes are taken about the resolutions, which are then submitted to the Board of Directors for its information.

³ In urgent cases, resolutions may also be made by way of circulation. If there is no consensus, the CEO shall decide. Circular resolutions are to be set out in the minutes of the following meeting.

⁴ The chairperson of the Board of Directors may participate in the meetings of the Executive Committee on their own account or at the request of the CEO. If the CEO rejects a participation in a meeting, the chairperson of the Board of Directors may submit the matter to the Board of Directors for a decision.

Article 25 Tasks and responsibilities of the Executive Committee

¹ The Executive Committee is a collective body and is responsible for Innosuisse's operational activity. It performs the tasks assigned to it by law and in accordance with these regulations and all other Innosuisse tasks that are not the responsibility of other bodies. To this end, it has the responsibilities set out in sections 2-4 in particular.

² The Executive Committee implements Innosuisse's corporate strategy decided by the Board of Directors and ensures that business is managed efficiently, effectively and properly.

³ The Executive Committee administers the Board of Directors' resolutions and provides it with an account of them.

⁴ The heads of divisions are responsible for the operational management, submission of operational targets and the implementation of strategies within the department they manage.

Article 26 Tasks and responsibilities of the CEO

¹ The CEO has the following main tasks and responsibilities:

a. They are responsible vis-à-vis the Board of Directors for the efficient and effective way of working.

- b. They are responsible for the operational management of the Executive Committee and the Secretariat. They are the line manager of the other members of the Executive Committee.
- c. They can be the head of a division or administrative department.
- d. In coordination with the members of the Executive Committee and within the provisions of these regulations, they determine the management organisation, management tools and the remits of the members of the Executive Committee and the other employees that report directly to them and monitor their work.
- e. In consultation with the chairperson, they represent Innosuisse externally, in particular in dealings with the media and Innosuisse's important stakeholders.
- f. On their own account, they or the relevant member of the Executive Committee shall provide proposals to the Board of Directors and its committees.
- g. They inform the chairperson about important matters and support them in monitoring the compliance and implementation of the Board of Directors' resolutions.
- h. Taking into account the corporate targets determined by the Board of Directors, they determine the targets for members of the Executive Committee and the other employees that report directly to them.
- i. They submit to the Board of Directors or chairperson the periodic reports listed in Annex 2.
- j. On the basis of the Executive Committee's delegation, they are responsible for the employer decisions set out in Article 2 Section 1 letter b of Innosuisse's Personnel Ordinance of 20 September 2017⁷.

² They may temporarily or permanently delegate tasks and responsibilities to qualified subordinate authorities. In doing so, they are responsible for providing proper instruction and for monitoring the execution of the order.

5. Chapter: The Innovation Council

Article 27 Election

¹ The requirements of the law and the requirements of the Federal Council relating to the representation of language communities and gender in the supreme executive bodies of companies and institutions closely linked with the federal government are to be observed in the election of members of the Innovation Council.

² The election preparations are confidential. Information relating to them shall not be made available to people who are not directly involved in the election.

³ Upcoming general elections and the deadline and conditions for the submission of applications will be announced in good time on Innosuisse's website. Those wishing to apply to be members of the Innovation Council are to submit their application to Innosuisse's Secretariat within the specified period. After the deadline and in the case of supplementary or replacement elections, Innosuisse is not obliged to accept individual applications.

⁴ Innosuisse personally asks people who could be suited to the role of member of the Innovation Council whether they would like to stand for election. These people could include those who have applied individually in accordance with Section 3 as well as other people who could be suitable for the post.

⁵ The people requested must inform Innosuisse about whether they would like to stand for election as soon as possible. If they stand for election, they must submit a hand-signed or an equivalent electronically signed declaration of interests to Innosuisse in good time before the specified election date. If the work as a member of the Innovation Council requires the permission of the requested person's employer, they must submit a relevant confirmation to Innosuisse. Further election documents may be requested.

⁷ SR 420.232

⁶ The elected members of the Innovation Council are informed about their election immediately and are asked to expressly confirm their acceptance of their election in writing and, where necessary, submit an up-to-date declaration of interests within three working days.

⁷ On its website, Innosuisse publishes the names, main occupations, specific expertise and the vested interests of the elected members of the Innovation Council. With their acceptance declaration as per Section 6, the members of the Innovation Council agree to the publication.

⁸ Candidates that have not been elected will be notified thereof in writing.

Article 28 Organisation und steering committee

¹ The Innovation Council is divided into permanent units according to innovation topics.

² After consultation with the Innovation Council, the Board of Directors elects its steering committee as well as a chairperson and vice chairperson. It will be renewed every two years. Vice chairmen may replace chairmen.

³ The steering committee is responsible for coordinating funding activities between the units. It ensures the funding practice is coordinated.

⁴ The steering committee represents the Innovation Council in its dealings with the Board of Directors and the Executive Committee as well as third parties, especially other committees entrusted with research and innovation funding tasks.

Article 29 Tasks and functioning of the Innovation Council

¹ The Innovation Council performs the tasks assigned to it by law.

² It governs its way of working as well as that of its units and steering committee in a set of business regulations and submits this to the Board of Directors for approval.

³ It in particular bases its regulations on the way the Board of Directors works on the provisions of Articles 3-8, but may deviate from these in justified cases. It may, in particular, arrange for an electronic voting proceeding for making resolutions if it does not affect the quality and objectivity of the decisions.

⁴ The Innovation Council may issue separate business regulations for topic-specific funding programmes (Article 7 Section 3 of the Federal Act of 14 December 2012⁸ on the Promotion of Research and Innovation) commissioned by the Federal Council. It submits these to the Board of Directors for approval.

Article 30 Passing resolutions

¹ As a general committee, the Innovation Council decides on matters to be submitted to the Board of Directors for approval, in the case of decisions according to Article 10 Section 1 letter c SIAA and the implementing provisions in accordance with Article 10 Section 1 letter f SIAA. In its business regulations, it may assign other decisions to the plenary.

² In accordance with the law, the permanent units independently decide on funding applications and on the awarding of contracts for the implementation of awareness-raising and training measures and counselling on internationalisation, insofar as the decisions are not the responsibility of the plenary. Decisions about funding applications and measures may be made by ad hoc units made up of members of permanent units.

³ Decisions on funding applications and the awarding of contracts for the implementation of awareness-raising and training measures and counselling on internationalisation will be valid if at least three members participate, whereby an abstention is not considered to have participated in the decision. If the votes are equal, the member of the Innovation Council who holds the chair has the casting vote.

⁸ SR 420.1

⁴ Deviating from the quorum as per Sections 2 and 3, the Innovation Council can stipulate in its business regulations that an individual member may make decisions about funding applications or funding measures, as long as the requested contribution does not exceed CHF 100,000.⁹

⁵ The units entrusted with a decision on a funding application or the awarding of contracts for the implementation of awareness-raising and training measures and counselling on internationalisation decide if the recusal of one of its members or an expert working for them is contestable within the meaning of Article 10 Section 2 APA¹⁰. In the case of individual decisions within the meaning of Section 4, the steering committee decides on the recusal.

6. Chapter: Experts

Article 31 Election

¹ The Innovation Council passes election regulations for the election of experts and submits them to the Board of Directors for approval.

² With the corresponding election proposals to the Board of Directors, the Innovation Council ensures the experts have the expertise required for a high-quality application evaluation and project accompaniment that meets changing needs.

³ In its election proposals to the Board of Directors, it strives for an equal representation of genders as well as a proportioned representation of language communities.

Article 32 Tasks and responsibilities

¹ The experts perform the tasks assigned to them by law.

² The Innovation Council governs the use of experts as well as the cooperation with them in its business regulations.

Article 33 External representation

The experts are not authorised to represent Innosuisse in dealings with third parties beyond the tasks entrusted to them as part of the application assessment and project support. Any contracts explicitly awarded to experts by the Executive Committee in individual cases shall remain reserved.

7. Chapter: Joint provisions

Article 34 Decision-making powers and signing authority

Annex 3 sets out the decision-making powers and signing authorities of the Innosuisse's Board of Directors and Executive Committee for procurement and other legal matters relating to the operation of Innosuisse. The signing authorities for matters relating to the tasks of the Executive Committee as per Article 8 Section 2 letters b and d SIAA will be governed by the Executive Committee.

Article 35 Written form

If the written form is requested, this shall be considered fulfilled if the communication is by way of letter, telefax, e-mail or in any other form that allows for proof by text. The same applies to circular resolutions as per Article 7 Section 4.

⁹ Amended by modification of Innosuisse's organisational regulations of 29 august 2018, in force since 1 september 2018.

¹⁰ SR 172.021

Article 36 Returning files

Members of the Board of Directors, the Executive Committee and the Innovation Council and experts must return all files relating to Innosuisse by the end of their term in office at the latest. This excludes the minutes of the respective bodies and annual reports of the respective term in office.

Article 37 Incompatibilities

¹ Members of the Board of Directors, members of the Innovation Council, experts and members of the Executive Committee are excluded from holding another one of these positions in addition to their role.

² For all other matters, the Board of Directors' guidelines concerning vested interests apply to the members of the Board of Directors, the Innovation Council and the experts and the Executive Committee's directives on conflicts of interests apply to the Executive Committee and the Secretariat.

³ The vested interests of the members of the Innovation Council and the experts are published on Innosuisse's homepage.

8. Chapter: Final provisions

Article 38 Entry into force and publication

¹ These organisational regulations shall enter into force on 1 January 2018.

² They will be published on the Innosuisse website.

Bern, 28 November 2017

SWISS INNOVATION AGENCY (INNOSUISSE)

.....
ANDRÉ KUDELSKI
(Chairman)

.....
ANNALISE EGGIMANN
(Director)

Organisation, tasks and responsibilities of the Audit and Compliance Committee (ACC)

1 General provisions

1.1 Independence

In addition to their role as a member of the Board of Directors, members of the ACC may not carry out any other work for Innosuisse.

1.2 Expertise

¹ Members of the ACC must have the expertise and experience required to carry out their roles. They are responsible for their own continuous professional development.

² Within the framework of Innosuisse's approved budget, the ACC may make use of third-party advisory services in order to fulfil its tasks.

1.3 Secretariat

The Secretariat of the Board of Directors serves as the secretariat of the ACC.

2 Meetings and resolutions

2.1 Meeting dates and convenings, agendas, meeting documents and minutes

Articles 3-8, which govern the meeting dates, convenings, agendas, meeting documents and taking minutes, apply accordingly to the ACC unless otherwise regulated below.

2.2 Meeting participants

¹ As a basic principle, the CEO, Head of the Finance Division, Head of the Compliance Office and the person responsible for risk management shall take part in the meetings alongside members of the ACC.

² Following prior approval from the CEO or on its own account or at the request of a member of the ACC or the chairperson of the Board of Directors, the chairperson may invite members of the Board of Directors, other people or the auditing body to ACC meetings.

³ The chairperson of the Board of Directors may participate in the meetings of the ACC on their own account or at the request of the chairperson of the ACC. If the chairperson of the ACC rejects a participation in a meeting, the chairperson of the Board of Directors may submit the matter to the Board of Directors for a decision.

2.3 Resolutions

For the passing of resolutions, Articles 6 and 7 Section 4 shall apply accordingly.

3 Tasks and responsibilities of the ACC

As an independent body, the ACC deals with all activities within the remit of the Board of Directors in financial management (such as accounting and financial control), risk management, compliance and external auditing, as well as other matters of the Board of Directors requiring specific financial expertise, and submits reports on them to the Board of Directors. The ACC has the following tasks in particular:

- a. Putting forward recommendations regarding the targets, organisation, processes and tasks of the risk management and compliance units (including recommendations for the Board of Directors' guidelines relating to them);
- b. Monitoring risk management to identify risks and threats and introduce countermeasures;
- c. Monitoring a suitable compliance system that ensures adherence to the law and other directives.
- d. Monitoring the publication of and amendments to the vested interests of the members of the Executive Committee, the members of the Innovation Council and experts;
- e. Monitoring compliance to relevant laws and Innosuisse's provisions;
- f. Monitoring the development and handling of important legal cases;
- g. Monitoring other events that are likely to generate increased political, financial or reputational risks;
- h. Approving the code of conduct for submission to the Board of Directors;
- i. Putting forward recommendations regarding a procedure for the confidential, anonymous acceptance and processing of claims in matters of external accounting, financial reports and compliance ("whistleblowing");
- j. Discussing the annual financial statement on an annual basis with the auditing body on the basis of an extensive report provided by the auditing body;
- k. Putting forward recommendations regarding the commissioning of the auditing body with consultancy tasks that are not related to the assessment of the annual financial statement.
- l. Putting forward recommendations regarding the Board of Directors' provisions for the organisation of the accounting system, the financial control and the financial planning (internal control system);
- m. Monitoring the internal control system;
- n. Approving the medium-term financial plan for submission to the Board of Directors;
- o. Approving the quarterly financial statements and the extrapolations to be submitted to the Board of Directors;
- p. Monitoring the business development using the documents and comments provided by the Executive Committee in the quarterly financial statements, which indicate any deviations from the budget and the plan as well as any action to be taken;
- q. Monitoring important balance sheet items and areas of the annual financial statement (including annex) with significant discretion with regard to evaluations (e.g. obligation pass);
- r. Approving the annual report with the annual management report, annual financial statement, petition for discharge and on the use of any profit for submission to the Board of Directors.

4 Reporting

4.1 Reporting throughout the year

¹ At their meetings, the chairperson or, with their approval, a member of the ACC shall regularly inform the Board of Directors about the current activities of the ACC and about important matters, specifically:

- a. The ACC's recommendations and approvals submitted to the Board of Directors and the key considerations leading thereto;
- b. The ACC's activities and important findings.

² In the case of issues that are non-deferrable, the chairperson shall ensure that the chairperson of the Board of Directors or all members of the Board of Directors are informed in good time and in an appropriate way.

³ The chairperson shall submit their recommendations to the Board of Directors in writing. The other reports shall generally be made verbally.

4.2 Annual reporting

Once a year, the chairperson submits a report to the Board of Directors containing the activities of the ACC during the past calendar year.

Regular reports submitted to the Board of Directors by the CEO

1 Annual reports

The CEO submits the following reports to the Board of Directors on an annual basis:

- a. Annual report with the annual management report, annual financial statement, petition for discharge and on the use of any profit;
- b. The Executive Committee's annual plan with regard to funding activity, financial activity and overall business;
- c. Reports on personnel control and measures in accordance with Article 4 Section 2 of the Federal Personnel Act of 24 March 2000¹¹
- d. Reports on management salaries in accordance with Article 13 of the Management Salaries Ordinance of 19 December 2003¹²;
- e. Personnel plans with regard to the Executive Committee, Innovation Council and experts;
- f. Reports on risk management, the internal control system and compliance;
- g. Reports on funded activities.

2 Quarterly reports

The CEO submits the following reports to the Board of Directors on a quarterly basis:

- a. Quarterly financial statements and reports with indication of the business development, asset and financial situation, a forecast for the current financial year and any non-financial performance indicators;
- b. Reports on legal proceedings and important compliance cases.
- c. Reports on the vested interests of the members of the Board of Directors and the Innovation Council, experts and the Executive Committee.

3 Further reports

¹ The CEO shall continuously submit to the chairperson the minutes of the meetings of the Executive Board and the plenary of the Innovation Council.

² They also provide the chairperson with information concerning the status of the planned and undertaken commitments.

¹¹ SR 172.220.1

¹² SR 172.220.12

Decision-making powers and signing authority

1 Decision-making powers

¹ Within the scope of the budget approved by the Board of Directors:

- a. the members of the Executive Committee shall decide on procurements and other legal matters up to and including CHF 100,000 excluding value added tax and any expenses within the scope of the budget allocated to activities within their remit;
- b. the CEO shall decide on procurements and other legal matters from their remit that amount to more than CHF 100,000 but less than CHF 200,000 excluding value added tax and any expenses at the request of the responsible member of the Executive Committee;
- c. the CEO shall decide on procurements and other legal matters that are not the direct responsibility of another member of the Executive Committee and that do not exceed a maximum amount of CHF 200,000 excluding value added tax and any expenses;
- d. the Executive Committee shall decide on procurements and other legal matters amounting to more than CHF 200,000 but less than CHF 1,000,000 excluding value added tax and any expenses at the request of the responsible member of the Executive Committee.

² The Board of Directors shall decide:

- a. on procurements and legal matters above CHF 1,000,000 excluding value added tax and any expenses at the request of the Executive Committee;
- b. on urgent procurements and legal matters not provided for in the approved budget at the request of the Executive Committee;
- c. on procurements and other legal matters resulting from the performance of their tasks with the consent of the CEO;
- d. on procurements and other legal matters required to carry out their duty of supervision of the Executive Committee in accordance with Article 7 Section 1 letter I SIAA without the prior consent of the CEO.
- e. on procurements and other legal matters in which the CEO has a personal interest without the prior consent of the CEO.

2 Signing authority

2.1 Entry in the commercial register

The members of the Board of Directors and the Executive Committee are entered in the commercial register as authorised to sign collectively as pairs.

2.2 Matters under the responsibility of the Board of Directors

¹ The legally binding correspondence in relation to matters that are the responsibility of the Board of Directors will be signed by the chairperson of the Board of Directors and the CEO subject to stipulations in Section 2. In the event of the incapacitation of either the chairperson or the CEO, the vice chairperson or the deputy CEO shall sign in their stead.

² In the event of Clause 1 Section 2 letters d and e, the chairperson shall co-sign with another member of the Board of Directors. The same applies to legally binding documents relating to the CEO's employment relationship.

2.3 Matters under the responsibility of the Executive Committee

The Executive Committee governs the signing authority for matters on which it or its individual members may decide in accordance with Clause 1 and for matters in its area of responsibility as per Article 8 Section 1 letters b and d SIAA in a set of signing regulations.