

Corporate Governance

This report meets the requirements set out in the Directive on Information Relating to Corporate Governance published by SIX Swiss Exchange. Unless otherwise indicated, the figures refer to 31 December 2022.

All the relevant corporate governance documents (Articles of Association, Organisational Regulations, Risk Management and Internal Control System (ICS), Code of Conduct, Rules for Entry of Registered Shares and Share Register Maintenance) can be accessed on the Orell Füssli AG website under Corporate Governance (<https://www.orellfuessli.com/en/investors>).

1. Group structure and shareholders

Operational group structure

In terms of management, the Orell Füssli Group is split into three divisions and the Other business areas. Orell Füssli Thalia AG has its own Executive Board. The Executive Board of Orell Füssli AG exercises influence on the company through its seat on the Board of Directors of Orell Füssli Thalia AG and through exercise of its shareholder rights. This also applies to the subsidiary Procivis AG and hep Verlag AG, which was acquired on 1 July 2022.

The Security Printing, Zeiser and Book Retailing divisions and the Other business areas enjoy extensive autonomy in their strategic and operational management. Orell Füssli AG influences the strategic focus of the individual divisions and subsidiaries.

Companies included in the scope of consolidation

The parent company Orell Füssli AG has its registered office in Zurich. The company is listed on SIX Swiss Exchange under security number 342 080 and ISIN number CH0003420806. Its Legal Entity Identifier (LEI) is 5067005U9Z97T4PWVC13. The company's market capitalisation as at 31 December 2022 amounted to CHF 162.7 million.

Orell Füssli AG does not hold any investments in listed companies. A full overview of significant investments can be found in the financial report.

Significant shareholders

In the reporting year, there was a significant change in the shareholder structure that required a disclosure report. At J Safra Sarasin Investment Fund, Basel (SaraSelect), the value of the investment in Orell Füssli AG fell below 5%.

All disclosure notifications can be viewed at www.six-exchange-regulation.com/de/home/publications/significant-shareholders.html. A list of significant shareholders can be found in the financial report (section 9.19).

Cross-shareholdings

No cross-shareholdings with other public limited companies exist.

2. Capital structure

Capital

The share capital of Orell Füssli AG consists of 1,960,000 registered shares, each with a notional value of CHF 1.00, and is fully paid up. Ownership of one share confers the right to one vote. Orell Füssli AG has not issued any profit-sharing or participation certificates.

As at 31 December 2022, Orell Füssli AG has neither conditional nor authorised capital, with no convertible bonds or options outstanding.

Capital changes

The share capital of Orell Füssli AG remained unchanged in the year under review and in the two years preceding it.

Own shares

As part of the equity participation plan for members of the Executive Board, Orell Füssli AG did not purchase or issue any own shares in the reporting year.

Restrictions on transferability

The Articles of Association of Orell Füssli AG do not include any restrictions on share transfers. Only shareholders that meet the criteria set out in section 3 of the Rules for Entry of Registered Shares are entered with voting rights.

3. Board of Directors

| Members of the Board of Directors | Year of birth | Nationality | Member since |
|-----------------------------------|---------------|-------------|--------------|
| Mirjana Blume | 1975 | CH | 21.05.2020 |
| Dr Martin Folini | 1958 | CH | 21.05.2020 |
| Dr Thomas Moser | 1967 | CH | 07.05.2014 |
| Dr Luka Müller | 1964 | CH | 21.05.2020 |
| Johannes Schaede | 1955 | CH/DE | 11.05.2022 |
| Dieter Widmer | 1963 | CH | 10.05.2011 |

Biographies of the members of the Board of Directors

No member of the Board of Directors holds an executive position with the Orell Füssli Group and has not in the three financial years preceding the reporting period. Dr Thomas Moser represents the company's largest shareholder, Swiss National Bank (SNB). SNB's banknotes are produced by Orell Füssli AG. All other members of the Board of Directors are independent and have no material business relationships extending beyond their mandate on the Board of Directors with Orell Füssli AG or any other company belonging to the Orell Füssli Group.

Regulations in the Articles of Association on the number of permissible mandates

Pursuant to Art. 18h of the Articles of Association, members of the Board of Directors are permitted to hold no more than five additional mandates at listed companies, no more than 10 mandates with non-listed companies and no more than 10 mandates with associations, charitable foundations, family foundations or retirement benefit schemes.

Members of the Board of Directors



CHAIRMAN OF THE BOARD

Chairman of the Compensation Committee,
Member of the Board of Directors since 2020

Dr Martin Folini

Swiss, born 1958

Dr sc. techn. ETH Zurich (Mechanical Engineering/BWI), AMP Wharton School, University of Pennsylvania

STATIONS

1985–1990 Foundation for Research and Consulting at BWI, ETH Zurich, Project Manager
1990–1993 Isopress AG, Managing Director
1993–2009 Rieter Textile Systems, various management positions, most recently CEO of Spun Yarn Systems business segment
2010–2014 K.R. Pfiffner AG, CEO and Member of the Board Directors of the Pfiffner Group
2014–2016 Saurer AG, CEO Saurer Group
Since 2017 Independent Board of Directors

ADDITIONAL MANDATES

President MTEC Foundation, ETH Zurich
Chairman of the Board of Directors Hans Oetiker Holding
Board of Directors Integra Holding
Board of Directors Integra Sitek AG (100% subsidiary of Integra Holding)
Board of Directors Signal AG (100% subsidiary of Integra Holding)
Board of Directors Eugen Seitz AG
Board of Directors Kowema AG
Board of Directors Stadtmühle Schenk AG (100% subsidiary of Kowema AG)
Board of Directors Bomatec AG
Board of Directors Landqart AG



VICE CHAIRMAN OF THE BOARD

Chairman of the Audit Committee,
Member of the Board of Directors since 2011

Dieter Widmer

Swiss, born 1963

Swiss certified public accountant (CPA) and auditor

STATIONS

1986–2010 KPMG, Zurich, Vancouver, Bern, certified accountant and management consultant,
From 1997 Bern site manager,
From 1998 Partner and
From 2002 Member of the Executive Board of KPMG Switzerland,
From 2007 Member of the Non-Executive Board and member of the Audit Committee of KPMG Europe LLP
Since 2010 Entrepreneur and independent member of various Boards of Directors

ADDITIONAL MANDATES

Member of the Board of Directors Stäubli Holding AG
Co-owner and Member of the Board of Directors EquityNova AG
Co-owner and Member of the Board of Directors RP Invest AG
Member of the Foundation Council Kuoni and Hugentobler Foundation
Chairman of the Board of Directors Curena AG
Member of the Board of Directors Mühle Walther AG
Member of the Board of Directors Blattmann Schweiz AG



MEMBER OF THE BOARD

Member of the Audit Committee
Member of the Digital Committee
Member of the Board of Directors since 2020

Mirjana Blume

Swiss, born 1975

Executive MBA, University of St. Gallen
Economist, University of Applied Science Zurich

STATIONS

1996–1997 Schulthess Maschinen AG, Accountant
1997–1999 PricewaterhouseCoopers AG, Tax Consultant
1999–2000 Swissôtel Management Europe AG, Regional Accountant and Controller
2000–2006 MediCentrix Ltd, MediService AG, Chief Financial Officer, Head of Sourcing and IT, Member of the Management and the Board of Directors
2006–2008 Novartis Pharma Schweiz AG, Business Planning and Analysis Manager / Deputy Head Oncology
2008–2011 Edisun Power Europe AG, Chief Financial Officer, Chief Executive Officer (09-11)
2012–2018 Qnective AG, Chief Financial Officer
2018 Jedlix B.V., Rotterdam, Netherlands, CFO (Interim)
Since 2019 SML Solutions AG, Managing Director
Since 2021 Synhelion SA, Chief Financial Officer

ADDITIONAL MANDATES

Vice Chairwoman of the Board of Directors and Chairwoman of the Audit Committee IWB, Industrielle Werke Basel
Chairwoman of the Board of Directors EWE, Energie und Wasser Erlenbach AG
Member of the Board of Directors WAZ, Werke am Zürichsee AG
Member of the Board of Directors Eniso Partners AG
Secretary of the Board of Directors of Qnective AG
Senior independent of NED W.A.G. payment solutions plc, UK

**MEMBER OF THE BOARD**

Member of the Compensation Committee
Member of the Digital Committee
Member of the Board of Directors since 2014

Dr Thomas Moser

Swiss, born 1967

Dr oec. publ., University of Zurich

STATIONS

1996-1999 KOF Swiss Economic Institute ETH Zurich, Economist

1999-2001 Swiss National Bank, Economist

2001-2004 International Monetary Fund (IMF), Washington, USA, Advisor, from 2002 Senior Advisor to the Swiss Executive Director at the IMF

2004-2006 Swiss National Bank, Assistant Director

2006-2009 International Monetary Fund, Washington, USA, Executive Director of the IMF constituency headed by Switzerland

Since 2010 Swiss National Bank, Alternate Member of the Governing Board

Since 2015 Member of the Managing Committee of the Swiss Institute of Banking and Finance, University of St. Gallen

Since 2017 Member of the Advisory Board Swiss International Finance Forum

Since 2021 Visiting Professor at the Faculty of Economics and Management, University of Lucerne

ADDITIONAL MANDATES

None

**MEMBER OF THE BOARD**

Chairman of the Digital Committee,
Member of the Board of Directors since 2020

Dr Luka Müller

Swiss, born 1964

Lawyer, LL.M.

Studies at the University of Zurich, doctorate at the University of Basel and master's degree at the London School of Economics (LSE)

STATIONS

1990-1993 Legal internship in the courts of Zug, bar exam and work as an examining magistrate in Zug

1993-1994 Studies at the London School of Economics (LSE)

1995-1998 Lawyer in a commercial law firm in Zurich and Zug

Since 1999 Co-founder/partner and until 2019 managing partner of MME Legal | Tax | Compliance AG

ADDITIONAL MANDATES

Co-owner and Chair of the Board of Directors KYC Spider AG

Co-owner and Chairman of the Board of Directors Sygnum Bank AG

Chairman of the Board of Directors Marquard Media Group AG

**MEMBER OF THE BOARD**

Member of the Board of Directors since 2022

Johannes Schaede

Swiss and German citizen, born 1955

Apprenticeship mechanic at KSB AG, Frankenthal

Studies at the ETH Zürich Abt IIIa Dipl. Ing. ETH

STATIONS

1983 Apprenticeship banknote printing at Bundesdruckerei Berlin

1984 Designer bank note printing machines Koenig & Bauer AG, Würzburg

1989–1990 Senior Manager Production bank note printing machines Egenolf Contracting, Indianapolis

1990–2001 Vice President bank note printing machines Koenig & Bauer AG, Würzburg

2001–2021 CTO Koenig & Bauer BNS SA, Lausanne

Since 2007 Teaching assignment TH OWL, Lemgo

ADDITIONAL MANDATES

None

Election and term of office

The Board of Directors consists of at least three members who are elected at the Annual General Meeting. They are elected for a period of one year based on an absolute majority of the votes represented at an Annual General Meeting. The members are elected individually. The Annual General Meeting elects the Chair of the Board of Directors and each member of the Compensation Committee annually. The age limits and maximum term of office are set out in the Organisational Regulations.

Internal organisation

The Board of Directors has the following functions: Chair and Vice-Chair.

The main remit of the Board of Directors is governed by the Swiss Code of Obligations (CO), in particular Art. 716a, and the Organisational Regulations. Management of the company is delegated to the CEO and the Executive Board of Orell Füssli AG. The CEO chairs the Executive Board.

The Board of Directors meets as often as business requires, but at least once a quarter. Executives can also be invited to attend the meetings. The Board of Directors can call on the support of external consultants to address specific issues. The Board of Directors is supported in its work by the Audit Committee, the Compensation Committee and the Digital Committee. The Board of Directors met six times in the reporting year. In addition, the Board of Directors met for strategy workshops with the Executive Board.

In order to assess the performance of the Board of Directors, it conducts an annual self-evaluation.

Audit Committee

The Board of Directors has set up an Audit Committee to assess the annual and interim financial statements, risk management, internal control and external audit. The duties of the Audit Committee are defined in a set of regulations. The Audit Committee has the authority to make decisions, subject

to the approval of the full Board of Directors, which also receives the minutes of the meetings. The Committee is made up of two members of the Board of Directors. The meetings of the Audit Committee are also attended by the CEO, the CFO, the Head of Internal Audit/Risk Officer and representatives of the auditing firm acting in an advisory capacity. The Committee meets at least twice a year, generally in the first and third quarters. The Audit Committee met three times during the reporting year, with each meeting lasting half a day, and also held several video conference calls. The Chair of the Audit Committee maintains regular contact with the Head of Internal Audit, who reports to them.

Compensation Committee

The Board of Directors has established a Compensation Committee, which defines the compensation to be paid to the Executive Board based on the success and performance of the company. The duties of the Compensation Committee are defined in a set of regulations. The Compensation Committee has the authority to make decisions on the total compensation approved by the Annual General Meeting. After each meeting, the other members of the Board of Directors are informed of the matters addressed and the main decisions made. The Compensation Committee is made up of two members of the Board of Directors. The CEO and the Head of HR (minutes taker) of the Orell Füssli Group also attend the meetings (both without voting rights). The Committee meets at least once a year. The Compensation Committee met twice in the reporting year.

Digital Committee

The Board of Directors has set up a Digital Committee to help shape the Group's digital issues and process them for the Board of Directors. The Digital Committee is a committee of the Board of Directors without a supervisory capacity. The Digital Committee is made up of three members of the Board of Directors and is chaired by one member of the Board of Directors. The CEO and the Head of Corporate Development of the Orell Füssli Group also attend the meetings. The

Committee met three times in the reporting year. One session served to prepare for a meeting of the Board of Directors. The Chair of the Digital Committee maintains regular contact with the Head of Corporate Development.

Attendance by members of the Board of Directors

With the exception of one member who was unable to attend an extraordinary meeting, all members of the Board of Directors were present at the meetings and video conferences of the Board of Directors and the committees.

Division of responsibilities between the Board of Directors and the Executive Board

The Organisational Regulations contain provisions governing the division of responsibilities between the Board of Directors and the Executive Board. The Board of Directors makes decisions on corporate policy, organisational structure and the election of the CEO and the Executive Board, approves the budgets and makes decisions on proposals assigned to it as part of the division of responsibilities. The Board of Directors has delegated management of the business to the Executive Board under the leadership of the CEO.

Information and control instruments of the Board of Directors

At the meetings of the Board of Directors, the CEO provides it with information on the current course of business and key business transactions. Financial reporting to the Board of Directors includes the monthly management cockpit, the interim report and the Annual Report with the annual financial statements at the end of the financial year. The Chair of the Board of Directors meets the CEO at regular intervals in order to receive information on major events and the current course of business.

The Board of Directors, and in particular the Audit Committee, monitors the risk management and implementation of the Internal Control System (ICS). The Audit Committee defines its own key audit areas and receives information at the meetings from the Head of Internal Audit/Risk Officer on the outcome of audits conducted by independent internal or external bodies. A description of the ICS and risk management can be accessed online in the Corporate Governance section (www.orellfuessli.com/en/investors).

Internal Audit

The main task of the Internal Audit (IA) department, which was created by the Board of Directors in 2013, is to assess and, if necessary, improve the effectiveness and efficiency of the company's risk management, internal management and control systems, and governance processes. IA also reviews compliance with standards and provides independent and objective assurance and consultancy services. The Head of IA reports directly to the Chair of the Audit Committee. This position has been held by an external specialist on a part-time basis since 2019. In the year under review, three audits/reviews were conducted with a focus on Orell Füssli AG, with two audits focusing on Zeiser GmbH. Other activities took place in the risk review and coordination and in financial assurance. Further audits/reviews and assurance activities will follow at Group level and within the divisions in 2023.

4. Executive Board

Regulations in the Articles of Association on the number of permissible activities

Pursuant to Art. 18h of the Articles of Association, members of the Executive Board are permitted to hold no more than two additional mandates at listed or non-listed companies and no more than three additional mandates with associations or charitable foundations (a total of five mandates).

Members of the Executive Board



CEO ORELL FÜSSLI AG
Member of the Executive Board
Orell Füssli AG

Daniel Link

Swiss, born 1969
Graduate microtechnology engineer,
ETH Lausanne; Executive MBA in General
Management, St. Gallen

STATIONS
1994–1996 Laboratoire de Microtechnique (LMT),
research associate
1996–2007 OC Oerlikon/ESEC, various R&D
positions
2007–2010 Rieter Management AG,
Project Manager Group Development
2010–2018 Bräcker AG, CEO
2018–2019 Gebr. Loepfe AG, CEO
Since 1 November 2019 CEO of Orell Füssli AG

ADDITIONAL MANDATES
Vice-Chair of the Board of Directors of Orell Füssli
Thalia AG
Board of Directors of Procivis AG
Chair of the Board of Directors of Orell Füssli
Buchhandlungs AG
Member of the Board of Directors of izit AG



CFO ORELL FÜSSLI AG
Member of the Executive Board
Orell Füssli AG

Reto Janser

Swiss, born 1971
Business economist (lic. oec. HSG University
St. Gallen)

STATIONS
1996–2000 Swiss Re, controller
2001–2003 Booz Allen & Hamilton AG,
management consultant
2003–2004 Würth Holding GmbH, controller
2005–2014 Würth Finance International B.V.,
head of controlling and accounting
2014–2017 ERNI Management Services AG, CFO
2018–2021 Suhner Holding AG, CFO
Since 1 June 2021 CFO Orell Füssli AG

ADDITIONAL MANDATES
Chair of the Board of Directors of KXO AG
Member of the Board of Directors of Procivis AG
Board of Directors of Orell Füssli Buchhandlungs AG
Vice-Chair Orell Füssli Stiftung



**HEAD OF CORPORATE DEVELOPMENT
ORELL FÜSSLI AG**
Member of the Executive Board
Orell Füssli AG

Désirée Heutschi

Swiss, born 1973
Executive Master of Business Law, University
of St. Gallen
Master of International Relations, HEI, Paris

STATIONS
1999–2000 Genentech (Roche), South San Francisco,
US, legal associate
2000–2004 Genesys, San Francisco, US, various
positions, most recently as director of business
development and strategy
2005–2019 Microsoft Switzerland, various
management functions
2019–2020 Swiss Startup Factory, CEO/Members
of the Executive Board of the Swiss Startup Group
2019–2020 Centre for Corporate Venturing
Switzerland, director
Since 1 January 2021 Head of Corporate
Development Orell Füssli AG

ADDITIONAL MANDATES
Chair of the Board of Directors of Procivis AG
Member of the Board of Directors of hep Verlag AG
Chair of the Board of Directors of izit AG
Member of the Board of Trustees of
MTEC Stiftung ETH Zurich



MANAGING DIRECTOR OF SECURITY PRINTING
Member of the Executive Board
Orell Füssli AG

Dr Michael Kasch

German, born 1968

Studies of organic chemistry and doctorate at the Christian-Albrechts-University Kiel.

STATIONS

1994–1996 University of Kiel, Institute of Organic Chemistry, Assistant Professor

1997–1999 Consortium für elektrochemische Industrie GmbH, Munich, Head of Laboratory for the development of organic effect pigments

1999–2005 Wacker Chemie AG, Burghausen, Laboratory Head of Technical Marketing with responsibility for Business Development and Product Management

2005–2018 SICPA Germany GmbH, Burghausen/Munich, Managing Director

2010–2018 SICPA SA, Regional Business Director Banknote for Western Europe and Canada

Since 1 January 2019 Managing Director Security Printing

ADDITIONAL MANDATES

Keine



MANAGING DIRECTOR OF ZEISER GMBH
Member of the Executive Board
Orell Füssli AG

Thorsten Tritschler

German, born 1964

Businessman, Dual Executive MBA GSBA Zurich, SUNY Albany/NY

STATIONS

1983–1986 Zeiser, planning/disposition/service

1986–1989 Gebel-Automatik, sales coordinator

1989–1992 Zeiser, key account manager

1992–2002 Atlantic Zeiser, sales manager EURASIA

2002–2008 Atlantic Zeiser, sales director

2008–2012 Atlantic Zeiser, Head of Business Unit Banknote Systems

2012–2015 Atlantic Zeiser, CSO

2015–2018 Atlantic Zeiser, Head of Business Unit Security Printing Systems

Since 1 October 2018 Managing Director of Zeiser GmbH

ADDITIONAL MANDATES

None

Management of major investments and divisions

Pascal Schneebeli: CEO Orell Füssli Thalia AG

Daniel Gasteiger: CEO Procivis AG

Manuel Schär: Chair of the Board of Directors hep Verlag AG

Martina Barth: Head of Orell Füssli Verlage

Sonja Lütolf: HR Manager Orell Füssli AG

5. Shareholders' participation rights

Only those entered in the Share register are recognised as shareholders vis-à-vis the company. Entry in the share register requires proof of beneficial ownership of the shares to be entered. The terms and conditions are set out in the Rules of the Board of Directors for Entry of Shares and Share Register Maintenance, which as with the company's Articles of Association, are available online.

In order to take part in the Annual General Meeting, all shareholders must furnish evidence of the shares they hold to the bodies specified by the Board of Directors for this purpose no later than five days before the date of the meeting. In return, they receive an admission ticket in their name. In deviation from the law (Art. 689 para. 2 CO), the Articles of Association state that a shareholder can be represented only by another shareholder at the Annual General Meeting; i.e. not by any other third party. Only directors and senior executives with signing authority (Prokuristen) at companies entered in the commercial register are exempt from this provision. Shareholders representing at least 1% of the share capital have the right to request addition of an item to the agenda.

Shareholders can participate in votes and elections at the Annual General Meeting by issuing a power of attorney or instructions to the independent proxy; powers of attorney and instructions issued to the independent proxy can also be issued electronically. The independent proxy is elected by the Annual General Meeting for a term of office of one year.

6. Change of control and defensive measures

The Articles of Association do not contain any provisions concerning opting out or opting up.

Orell Füssli AG does not have any change of control clauses for members of the Board of Directors or the Executive Board.

7. Auditor

Duration of the Mandate and term of office of the lead auditor

The auditor is selected by the Annual General Meeting for a term of office of one year.

PricewaterhouseCoopers (PwC) has been the company's auditor since 2003. Following a public invitation to tender for the mandate and at the request of the Board of Directors, the external audit of Orell Füssli AG and its consolidated financial statements was again awarded to PricewaterhouseCoopers at the Annual General Meeting on 28 April 2016. The auditor in charge of the mandate, Thomas Wallmer, has held the position of lead auditor since the 2022. 2022 financial year. In the 2022 reporting year, audit fees charged by PricewaterhouseCoopers in the amount of CHF 196,973 (2021: CHF 289,220) were incurred. In the 2022 reporting year, PricewaterhouseCoopers invoiced total additional fees of CHF 8,253 (2021: CHF 29,500).

Audit supervision and control instruments

Supervision and control of the external auditor is the responsibility of the Audit Committee of the Board of Directors. Representatives of the auditing firm are also invited to meetings of the Audit Committee to provide information. The Audit Committee assesses the performance, fees and impartiality of the external auditor. The criteria applied in this process include professional skills, the scope and quality of the written reports and verbal statements, the practical feasibility of the recommendations, transparent and effective communication and coordination, and adherence to deadlines. The Audit Committee reviews and discusses the scope of the external audit, the audit plan and the relevant processes on an annual basis, and discusses the results of every audit with the external auditor. The external auditor's reporting includes the audit reports and the comprehensive report of the auditor for the attention of the Audit Committee and the Board of Directors for the most recent financial year.

Shareholders receive a copy of the annual financial statements (summary report) and the interim report. The press releases can also be accessed online (<https://www.orellfuessli.com/en/media/press-releases>).

Extraordinary events relevant to the stock market are published in ad hoc disclosures in accordance with Art. 53 CISG. Interested parties can subscribe to the publications (www.orellfuessli.com/en/subscription-for-press-releases).

8. Information policy

In March, following the close of the financial year, the detailed annual figures are published in a press release. The Annual Report goes live online at the same time (www.orellfuessli.com). A financial analysts' conference is held on the same day.

The Annual General Meeting is held in April or May of each year. A Group press release is published after the interim results are released (ca. mid-August). The planned publication dates are available online (www.orellfuessli.com/en/investors).