



Helvetia Group

**Organisational
regulations**

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Organisational regulations of Helvetia Group

I. General

Art. 1 Basis and scope of application

These regulations apply to Helvetia Holding AG, Helvetia Swiss Insurance Company Ltd (Helvetia Insurance) and Helvetia Swiss Life Insurance Company Ltd (Helvetia Life). They are issued by the boards of directors of these three companies pursuant to Art. 19 of the articles of incorporation of Helvetia Holding AG and Art. 16 of the articles of incorporation of Helvetia Insurance and Helvetia Life.

As these regulations use the same wording for all three companies, this document will hereafter only refer to «company» and «Board of Directors» in order to simplify matters.

Art. 2 Objectives

These regulations govern the management organisation as well as the duties and powers of the company's top governing and executive bodies:

- Board of Directors
- Strategy and Governance Committee
- Compensation Committee
- Investment and Risk Committee
- Audit Committee
- Chairman of the Board of Directors («Chairman»)
- Chief Executive Officer of Helvetia Group («CEO»)
- Executive Management

as well as the secretary to the Board of Directors.

II. The Board of Directors

Art. 3 Constitution

Every year during its first meeting after the ordinary shareholders' meeting, the Board of Directors elects its Chairman and Vice-Chairman and the members of the Strategy and Governance Committee, the Compensation Committee, the Investment and Risk Committee and the Audit Committee from among its members. The Board of Directors may set up additional committees.

The Board of Directors appoints a secretary who need not be a member of the Board of Directors.

Art. 4 Meetings

The Board of Directors meets as often as business requires, but at least five times a year.

The meetings are chaired by the Chairman or, if he/she is unable to do so, by the Vice-Chairman or another member of the Board of Directors.

The Chairman decides on the participation of additional persons.

Art. 5 Convocation and agenda

Meetings of the Board of Directors are convened by the Chairman or, if he/she is unable to do so, by the Vice-Chairman or another member of the Board of Directors.

Every member of the Board of Directors is entitled to demand the convocation of a meeting by stating the reason for the meeting.

Meetings are usually convened ten days in advance; the invitation must be in writing and must specify the items on the agenda. In emergencies the Chairman may also convene a meeting in writing or in another manner without observing this notice period. A specific transaction must be added to the agenda if requested by one of the members of the Board of Directors.

Written documents supporting the individual items on the agenda are sent to the members of the Board of Directors in advance if this will improve the efficiency of the meeting and if there are no reasons prohibiting this, such as confidentiality obligations.

Art. 6 Voting quorum and passing of resolutions

The Board of Directors is quorate if the majority of its members are present. No quorum is required if the sole purpose of the meeting is to confirm a share capital increase and approve the subsequent amendment of the articles of incorporation.

The Board of Directors passes its resolutions with a majority of the votes of the members in attendance. If votes are tied, the Chairman has the casting vote.

Resolutions on a specific motion can also be passed with the written or telephonic approval of the Board members, unless a member requests within three days of receipt of the motion that the issue should be discussed in a meeting. Such circular resolutions are passed with a majority of the votes of all Board members, and urgent circular resolutions are passed with a majority of the votes of the members who comment on the motion in time.

Resolutions may also be passed on transactions that were not included in the agenda, provided that none of the Board members objects.

Art. 7 Minutes

All resolutions must be recorded in minutes. The minutes must be signed by the Chairman and the secretary. Resolutions passed by circular letter must be included in the minutes of the next meeting.

Art. 8 Duties and powers

The Board of Directors has the following duties and powers:

1. Managing the company and issuing the necessary regulations and directives;
2. Defining the organisational principles;
3. Defining the structure and principles of accounting, financial control and financial planning;
4. Appointing and dismissing the Chairman and the other members of the Board of Directors and organising their signatory powers;
5. Supervising the persons entrusted with the management of business operations, in particular with regard to compliance with the law, the articles of incorporation, the organisational regulations and all directives;
6. Drawing up the annual report, preparing the shareholders' meeting and implementing its resolutions;

7. Informing the judicial authorities in the event of overindebtedness;
8. Deciding on share capital increases, provided that this power has been delegated to the Board of Directors (Art. 651 par. 4 Swiss Code of Obligations), and implementing the share capital increases and the resulting amendment to the articles of incorporation;
9. Approving legal transactions that have or could have a significant impact on the Group, such as:
 - Purchase and sale of investments in other companies
 - Approval of cooperation agreements and alliances
 - Opening and closing of branches
 - Approval of large investments that have not been delegated to the Investment and Risk Committee, the Chairman or the Executive Management.

Pursuant to Art. 716b of the Swiss Code of Obligations the Board of Directors delegates the management of the company to the Executive Management headed by the CEO, except where the law, the articles of incorporation or these regulations determine otherwise.

Appendix I to these regulations contains a detailed description of the division of powers between the Board of Directors, the Board committees, the Chairman, the CEO, the Executive Management and the secretary. Appendix I forms an integral part of the organisational regulations.

Art. 9 Right to information and right of inspection

The Board of Directors is regularly informed of the course of business by the CEO. The latter may instruct other members of the Executive Management to expand on his/her reports.

At the meetings, every member of the Board of Directors may ask other members and members of the Executive Management for information concerning all matters pertaining to the Group.

Outside of meetings, every member of the Board of Directors may ask the CEO to provide information about the general course of business or, with the consent of the Chairman, the course of specific business cases, and may request to be allowed to inspect any business documents.

If the Chairman refuses a request for information, consultation or inspection, the Board of Directors must decide on the matter.

Art. 10 Compensation

The Board of Directors determines the fee to be paid to its members in accordance with their roles and responsibilities. These fees are set out in special compensation regulations.

Art. 11 Incompatibility

A member of the Board of Directors cannot at the same time be a member of the board of directors or another governing or executive body of an insurance company or insurance group who competes with Helvetia Group.

The prior consent of the Chairman of the Board of Directors is required before a member of the Board of Directors may accept a new board member mandate or similar position. The Strategy and Governance Committee must approve new mandates offered to the Chairman.

Art. 12 Age limit

The term of office of a member of the Board of Directors ends with the ordinary shareholders' meeting in the year in which he/she turns 70.

III. Strategy and Governance Committee

Art. 13 Composition and organisation

The Strategy and Governance Committee consists of three to five members. The Chairman and the Vice-Chairman must both be members of this committee. Meetings are chaired by the Chairman.

The Strategy and Governance Committee meets as often as business requires. The CEO attends the meetings in an advisory capacity. The chairman of the Strategy and Governance Committee decides on the participation of additional persons.

The provisions on the voting quorum, the passing of resolutions, the organisation, work procedure and rights of the Board of Directors apply mutatis mutandis to the Strategy and Governance Committee.

Art. 14 Duties and powers

The Strategy and Governance Committee has the following duties:

1. It prepares the resolutions to be passed by the Board of Directors in the event of a change or redefinition of strategy;
2. It deals with mergers, takeovers and disposals of companies or major portfolios and prepares the required resolutions by the Board of Directors;
3. It ensures good corporate governance within Helvetia Group;
4. It prepares the resolutions by the shareholders' meeting regarding the appointment and dismissal of the members of the Board of Directors;
5. It prepares the resolutions for personnel decisions to be passed by the Board of Directors, such as personnel planning or the appointment and dismissal of members of the Executive Management;
6. It handles the appointment and dismissal of the country CEOs and the other members of all the country boards;
7. It periodically reviews plans and measures to retain and promote senior managers;
8. It monitors the strategic risks within the framework of the defined strategy and the related measures;
9. It assumes duties and powers that have been delegated to the Strategy and Governance Committee by the Board of Directors and deals with issues entrusted to it by the Chairman or the CEO that are not reserved for the Board of Directors in accordance with the law, the articles of incorporation or the regulations;
10. It discusses important and urgent issues.

Art. 15 Updating the Board of Directors

The Strategy and Governance Committee regularly updates the other members of the Board of Directors on its activities. The minutes of the meetings of the Strategy and Governance Committee are copied to the other Board members. If information received is relevant to the Company and of specific importance to the Board of Directors, the chairman of the Strategy and Governance Committee must inform the other members of the Board of Directors without delay.

IV. The Compensation Committee

Art. 16 Composition and organisation

The Compensation Committee consists of three to five members.

It meets as often as business requires. If the Chairman of the Board is not a member of the Committee, he/she may on request attend the meetings in an advisory capacity. The CEO attends the meetings in an advisory capacity when Executive Management issues are discussed. The chairman of the Compensation Committee decides on the participation of additional persons.

The provisions on the voting quorum, the passing of resolutions, the organisation, work procedure and rights of the Board of Directors apply mutatis mutandis to the Compensation Committee.

Art. 17 Duties and powers

The Compensation Committee has the following duties:

1. It prepares the resolutions to be passed by the Board of Directors regarding the structure of the compensation system that applies to the members of the Executive Management;
2. It puts forward proposals for changes to the Board of Director's compensation regulations;
3. It determines the fixed and variable remuneration and payments due to members of the Executive Management;
4. It approves the concept and strategy of the employee pension funds in Switzerland on behalf of the employer, and takes note of their annual financial statements.

Art. 18 Updating the Board of Directors

The Compensation Committee regularly updates the other members of the Board of Directors on its activities. The minutes of the meetings of the Compensation Committee are copied to the other Board members. If information received is relevant to the Company and of specific importance to the Board of Directors, the chairman of the Compensation Committee must inform the Chairman of the Board of Directors without delay.

V. The Investment and Risk Committee

Art. 19 Composition and organisation

The Investment and Risk Committee consists of three to five members.

It meets as often as business requires. The CEO and the heads of the Finance and Investment departments attend the meetings in an advisory capacity. If the Chairman of the Board is not a member of the Committee, he/she may on request also attend the meetings in an advisory capacity. All of the above persons have the right to convene a meeting of the Investment and Risk Committee.

The provisions on the voting quorum, the passing of resolutions, the organisation, work procedure and rights of the Board of Directors apply mutatis mutandis to the Investment and Risk Committee.

Art. 20 Duties and powers

The Investment and Risk Committee has the following duties:

1. It formulates the investment concept, basic guidelines and investment strategy;
2. It proposes the strategic bandwidths of asset allocation;
3. It approves the investment strategy and supervises the investment activities of Helvetia Group;
4. It also makes investment decisions insofar as the Board of Directors has entrusted it with the corresponding powers;
5. It determines the most important risk strategies, the risk tolerance, risk appetite and applicable risk limits, and monitors all non-strategic and non-operational risks as well as the related risk management measures and limit compliance.

Art. 21 Updating the Board of Directors

The Investment and Risk Committee regularly updates the other members of the Board of Directors on its activities. The minutes of the meetings of the Investment and Risk Committee are copied to the other Board members. If information received is relevant to the Company and of specific importance to the Board of Directors, the chairman of the Investment and Risk Committee must inform the Chairman of the Board of Directors without delay.

VI. The Audit Committee

Art. 22 Composition and organisation

The Audit Committee consists of three to five members.

It meets as often as business requires. The CEO, CFO, representatives of the external auditors and the head of Internal Audits attend its meetings in an advisory capacity. If the Chairman of the Board is not a member of the Committee, he/she may on request also attend the meetings in an advisory capacity. All of the above persons have the right to convene a meeting of the Audit Committee.

The provisions on the voting quorum, the passing of resolutions, the organisation, work procedure and rights of the Board of Directors apply mutatis mutandis to the Audit Committee.

Art. 23 Duties and powers

The Audit Committee assists the Board of Directors in its duties with regard to overall supervision and financial control, thereby examining:

1. The accounts from the points of view of completeness, integrity and transparency, compliance with applicable accounting standards and external reporting requirements;
2. Risk governance and organisation as well as the functionality and effectiveness of the internal control systems (ICS). It monitors the operational risks and related risk management measures;
3. The independence and quality of the audits by the internal and external auditors. It ensures optimal cooperation between the internal and external audit units, the Audit Committee, the Chairman and the Executive Management.

The Audit Committee approves the internal audit plan and assists with the compilation of external audit plans, examines the results of audits, comments on them for the attention of the Board of Directors, and may, if necessary, award special audit mandates.

The Audit Committee prepares the election of the statutory auditors and submits the necessary proposals to the Board of Directors. It verifies the consistency of auditing activities with any existing consulting mandates and examines the overall fee structure.

Art. 24 Updating the Board of Directors

The Audit Committee regularly updates the other members of the Board of Directors on its activities. The minutes of the meetings of the Audit Committee are copied to the other Board members. If information received is relevant to the Company and of specific importance to the Board of Directors, the chairman of the Audit Committee must inform the Chairman of the Board of Directors without delay.

VII. The Chairman of the Board of Directors («Chairman»)

Art. 25 Duties and powers

The Chairman has the following duties and powers:

1. He/she heads the Board of Directors;
2. He/she calls the meetings of the Board of Directors;
3. He/she prepares the agenda for the Board meetings and the meetings of the Strategy and Governance Committee;
4. He/she chairs the meetings of the Board of Directors and the Strategy and Governance Committee as well as the shareholders' meeting and signs all the meeting minutes;
5. He/she prepares the shareholders' meetings and the invitation to the shareholders' meeting;
6. He/she draws up the strategic objectives that are discussed by the Board of Directors and represents the shareholders in important strategic projects in consultation with the CEO;
7. He/she ensures that shareholders receive timely and correct information on the Group's business operations and nurtures relationships with large shareholders;
8. Together with the other executive bodies of the Group, the Chairman ensures good corporate governance and an effective internal control system;
9. He/she serves as line manager to the CEO and acts in consultation with the CEO whenever possible;
10. He/she and the CEO prepare the CEO's annual agreement on objectives, and he/she assesses the CEO's performance every year;
11. He/she may take part in important meetings of the Executive Management as a guest; to this end he/she receives the agenda and accompanying documents for all meetings on request;

12. He/she manages the Group's internal audit team and the secretary to the Board of Directors in hierarchical as well as practical terms;
13. He/she assesses requests for information, a hearing or inspection of documents from members of the Board of Directors;
14. He/she signs Commercial Register applications together with another Board member;
15. He/she handles other tasks delegated to him/her by the Board of Directors.

Art. 26 Inspection of documents

The Chairman may at any time inspect all documents and books of the Company and instruct the members of the Executive Management to provide him/her with all information he/she considers relevant.

He/she receives the minutes of all meetings of the Executive Management, the monthly internal reports on the course of business, the relevant risk report and the compliance report

Art. 27 Deputy

If the Chairman is unable to carry out his/her duties, his/her tasks are handled by the Vice-Chairman or by another member of the Board of Directors appointed by the Board.

VIII. The Chief Executive Officer («CEO»)

Art. 28 Duties and powers

The CEO has the following duties and powers in particular:

1. He/she heads the Executive Management and is accountable to the Board of Directors for all the activities of the Executive Management;
2. He/she represents the Executive Management vis-à-vis the Board of Directors;
3. He/she draws up the long-term objectives and strategies for the company for the attention of the Board of Directors and in compliance with the Board's guidelines and is responsible for the implementation of these objectives and strategies;

4. He/she submits a proposal nominating the other members of the Executive Management to the Strategy and Governance Committee for approval by the Board of Directors. He/she can also propose their dismissal;
5. He/she submits proposals to the Strategy and Governance Committee for the appointment of the country CEO's and the other members of all the country boards. He/she can also propose their dismissal;
6. He/she determines the areas of responsibility, powers and objectives of the members of the Executive Management and monitors their compliance with these rules;
7. He/she can submit transactions delegated to him/her or to the Executive Management to the Board of Directors for approval;
8. He/she prepares transactions on instructions of the Board of Directors and the shareholders' meeting and ensures that the resolutions of the Board of Directors are implemented where these have been delegated to him/her;
9. He/she informs the Chairman in good time and comprehensively of important issues;
10. He/she reports to the Board of Directors at every Board meeting on the current course of business and any important business cases and large investments in fixed assets. Appendix II to these regulations contains a list of all regular written reports. Appendix II forms an integral part of the organisational regulations.
11. He/she reports extraordinary events to the members of the Board of Directors without delay. He/she provides the Board of Directors with all information requested and allows them to inspect the business operations;
12. He/she handles other tasks delegated to him/her by the Board of Directors.

Art. 29 Deputy

If the CEO is prevented from carrying out his/her duties for a short period (e.g. during his/her vacation), he/she appoints a deputy on an ad hoc basis and informs the Board of Directors of the name of the deputy.

If the CEO is prevented from carrying out his/her duties for a longer period of time, the Board of Directors appoints a deputy.

IX. The Executive Management

Art. 30 Appointment and organisation

The Executive Management is the Company's managing body. It consists of the CEO and other members elected by the Board of Directors.

The minutes of the Executive Management meetings must be sent to the Chairman of the Board of Directors and the chairmen of all the Board committees.

Art. 31 Duties and powers

The Board of Directors delegates the overall management of the Company to the Executive Management, except for the specific tasks delegated to the CEO, except where the law, the articles of incorporation or these regulations determine otherwise. The Executive Management independently decides on all the business transactions delegated to it. It is independently responsible for its own work processes.

X. The secretary of the Board of Directors

Art. 32 Position in organisational structure

The secretary reports directly to the Chairman of the Board

Art. 33 Duties and powers

The secretary has the following tasks:

1. Managing the share register;
2. Keeping minutes of the points of view expressed in the Board meetings as well as the resolutions and elections of the Board of Directors;
3. Handling the administrative aspects of organising the shareholders' meetings and the Board meetings;
4. Providing the Board of Directors with regular information on important developments and special events in the insurance market and the Group after first discussing these issues with the Chairman;
5. Providing the Chairman with support as instructed and carrying out the tasks delegated to him/her by the Board of Directors;
6. Coordinating the Board's relationships with other bodies or units within or outside of Helvetia Group.

Art. 34 Deputy

If the secretary is prevented from carrying out his/her duties, a person appointed by the Chairman of the Board handles his/her work.

XI. Mutual provisions

Art. 35 Signing authority

The Chairman, the other members of the Board of Directors, the secretary, the CEO, the members of the Executive Management and other senior managers are authorised to sign by joint signature with a minimum of two signatures. The members of the Board of Directors are only authorised to sign jointly with the Chairman of the Board of Directors.

The Board of Directors may grant signatory power to additional persons. It must issue signature regulations.

Art. 36 Abstention

The members of all governing and executive bodies are obliged to abstain from discussions and voting when matters are discussed that have a bearing on their personal interests or the interests of a natural person or legal entity closely associated with them.

If a conflict of interests occurs, the Board or Executive Management member in question must inform the Chairman of the Board. The Chairman will request a decision from the Board of Directors that takes account of the seriousness of the conflict of interests at a meeting which is not attended by the person in question. If the Chairman him/herself is involved, he/she must inform the Vice-Chairman who will implement the above procedure.

As a general rule, transactions between the Company and members of its governing or executive bodies or natural persons or legal entities closely associated with them are subject to the same conditions as transactions with third parties. Such transactions are approved without the participation of the person in question.

Art. 37 Confidentiality, document safekeeping

The members of all governing and executive bodies are obliged to maintain confidentiality vis-à-vis third parties with regard to any confidential information of which they gain knowledge while exercising their office. The confidentiality obligation continues to apply after the director or officer has resigned from his/her position.

Business documents must be kept safe and returned to the Company or alternatively, after consultation with the Chairman, their destruction must be confirmed to the Company at the latest when the director or officer in question lays down his/her function.

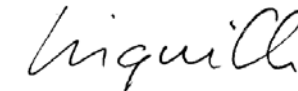
Art. 38 Entry into force

These regulations enter into force on 1 July 2011.

Directive	Management organisation and the duties and powers of the company's top governing and executive bodies
Directive No.	GWVR.001
Inception date	July 1, 2011
Replaces directive	June 25, 2009
Commissioning	Board of directors of the Helvetia Group
Execution	Corporate Secretary
Governance	Members of the board of directors and the executive board of the Helvetia Group

For the Board of Directors:
The Chairman: Erich Walser

Corporate Secretary: Christophe Niquille



Appendices

Appendix I to the organisational regulations: Division of powers

Appendix II to the organisational regulations: Regular reports to the BoD and the committees

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Appendix I to the organisational regulations of Helvetia Group: Division of powers (Status as at July 1, 2011)

Task/responsibility	BoD	SGC	CC	IRC	AC	ChBoD	CEO	ExM	SBoD		
MANAGEMENT OF COMPANY (SCO 716a par. 1 and 5)											
Vision/mission statement/corporate identity	E	B				B	A	M			BoD Board of Directors
Strategy											SGC Strategy and Governance Committee
Group strategy	E	B				B	A	M			CC Compensation Committee
Country strategies, functional strategies	E	B				I	A	A			IRC Investment and Risk Committee
Strategy check	E	B				B	A	M			AC Audit Committee
Corporate Governance											ChBoD Chairman of the Board of Directors
Ensuring good corporate governance (Group Corporate Governance officer = M)	E	A						M	M		CEO Chief Executive Officer of Group
Basic corporate policy principles	E	B				B		A			ExM Group Executive Management
Fundamental decisions											SBoD Secretary to the Board of Directors
Mergers, takeovers and disposals of companies and major portfolios	E	B				B	A	M			A Application/preparation/«maintenance»: by body responsible for implementation of resolution, responsible for contents and comprehensive justification of application
Important alliances/cooperation programmes	E	B				B	A	M			B Assessment/preliminary decision: review and comments on behalf of decision-making body, not responsible for the decision
Important investments in other companies/establishment of subsidiaries and branches/share capital increases	E	B				B		A			E Decision/final approval: the body taking the decision carries full responsibility for the decision, it must therefore review an application carefully, can delegate assessment
Important, longterm binding contracts	E	B				B		A			I Entitled to receive information: Entitled to receive information beforehand from the body taking the decision/approving the application
Taking up/discontinuing important business activities and locational questions/headquarters/subsidiaries)	E	B				B		A			M Cooperation: body cooperates in preparing the application, has a right of codetermination
Group-wide projects > CHF 20 million	E	B						A			
Extensive external consulting mandates	I					E		A			
Minutes Strategy and Governance Committee	I	E					I				
Annual objectives CEO	I	I				E	A				
Annual objectives ExM members		I	I			I	E	A			
Information and reporting system											
Design	E	B	B	B	B	B		A			
Information for Board of Directors	E					E	A	M	M		

Task/responsibility

	BoD	SGC	CC	IRC	AC	ChBoD	CEO	ExM	SBoD
Minutes of Board meetings	E					M		I	A
Important and urgent issues	E	E	M	M	M	E	A	M	M
Executive Management: representation vis-à-vis Board of Directors							E	M	
ORGANISATIONAL STRUCTURE (SCO 716a par. 2)									
Organisational regulations	E	B				A	B	M	
Basic structure of companies and Group									
Group structure	E	B				B	A	M	
Organisational structure: organisational level ExM	E	B				B	A	M	
Operational and organisational structure	I							E	
Selection of auditors	E				A			M	
FINANCIAL RESPONSIBILITY (SCO 716a par. 3)									
Structure and principles of accounting	E				M			A	
Annual objectives, annual budgets									
Helvetia Holding AG, Helvetia Insurance, Helvetia Life	E					B		A	
other Group companies						I		E	
Annual and interim accounts, in particular completeness, integrity, transparency and reporting									
Helvetia Holding AG, Helvetia Insurance, Helvetia Life	E				B	B		A	
Other Group companies						I		E	
Employee benefits foundations in Switzerland (employer, E = trustees):	I								
– Concept, strategy			E					A	
– Annual accounts			I					E	

BoD	Board of Directors
SGC	Strategy and Governance Committee
CC	Compensation Committee
IRC	Investment and Risk Committee
AC	Audit Committee
ChBoD	Chairman of the Board of Directors
CEO	Chief Executive Officer of Group
ExM	Group Executive Management
SBoD	Secretary to the Board of Directors
A	Application/preparation/ «maintenance»: by body responsible for implementation of resolution, responsible for contents and comprehensive justification of application
B	Assessment/preliminary decision: review and comments on behalf of decision-making body, not responsible for the decision
E	Decision/final approval: the body taking the decision carries full responsibility for the decision, it must therefore review an application carefully, can delegate assessment
I	Entitled to receive information: Entitled to receive information beforehand from the body taking the decision/approving the application
M	Cooperation: body cooperates in preparing the application, has a right of codetermination

Task/responsibility

	BoD	SGC	CC	IRC	AC	ChBoD	CEO	ExM	SBoD
External auditors									
Preparation of election (decision by shareholders' meeting), incl. review of services, conflicts of interest and independence	A				B			M	
Audit plans					B	B		M	
Audit fees	I				E			A	
Special audits/consulting mandates	I				E	E		A	
Corporate finance and capital management									
External equity and loan transactions (financing on capital market)	E			M				A	
Capital resources and planning and allocated measures	I			E				A	
Internal control systems such as internal audit, risk management and compliance: Design and assessment of functionality, effectiveness and results									
Internal auditors									
– Auditing principles	I				E	A		M	
– Audit plans	I				E	A		M	
– Audit reports					E	I			
– Special audits/consulting mandates	I				E	E	E	A	
Risk management (RM)/internal control system (ICS)									
– Definition of risk strategy (as part of RM documentation)	E			M	M			A	
– Definition, determination and changes to most important risk strategies, tolerances, appetite and limits	I			E	I			A	
– Definition of risk governance and organisation	I			I	E			A	
– Monitoring of risks, risk management measures	I			E				A	
– Re strategic risks	I	E						A	
– Re operational risks	I				E			A	

BoD	Board of Directors
SGC	Strategy and Governance Committee
CC	Compensation Committee
IRC	Investment and Risk Committee
AC	Audit Committee
ChBoD	Chairman of the Board of Directors
CEO	Chief Executive Officer of Group
ExM	Group Executive Management
SBoD	Secretary to the Board of Directors
A	Application/preparation/«maintenance»: by body responsible for implementation of resolution, responsible for contents and comprehensive justification of application
B	Assessment/preliminary decision: review and comments on behalf of decision-making body, not responsible for the decision
E	Decision/final approval: the body taking the decision carries full responsibility for the decision, it must therefore review an application carefully, can delegate assessment
I	Entitled to receive information: Entitled to receive information beforehand from the body taking the decision/approving the application
M	Cooperation: body cooperates in preparing the application, has a right of codetermination

Task/responsibility

	BoD	SGC	CC	IRC	AC	ChBoD	CEO	ExM	SBoD
Risk management implementation incl. concepts for SST, ALM, ICS, ICOR				I				E	
– Re strategic risks		I						E	
– Re operational risks					I			E	
Compliance (excl. compliance RM) (Group Compliance Officer = M)	I				E	I		A	M
Minutes of Audit Committee	I				E		I		
INVESTMENT RESPONSIBILITY (SCO 716a par. 3)									
Investment planning									
Investment concepts, basic guidelines, investment strategy	E			B				A	
Strategic asset allocation bandwidths	I			E				A	
Half-yearly investment tactics (incl. determining max. possible balance sheet loss) and tactical bandwidths	I			E				A	
Implementation guidelines for countries/investment tactics during course of year								E	
Real estate (purchase/sale/construction)									
Projects > CHF 30 million	I			E				A	
Projects <= CHF 30 million				I				E	
Mortgages									
Granting/offers for non-performing mortgages/terminations > CHF 25 million (incl. subordinated)	I			I ¹		E		A	
> CHF 10 million, <= CHF 25 million (incl. subordinated)				I ¹			E	A	
> CHF 2.5 million, <= CHF 10 million (incl. subordinated)				I ¹				E	
Securities									
Setting up asset management mandates > CHF 100 million	I			E				A	
Setting up asset management mandates <= CHF 100 million				I				E	
Cash management									
Taking up loans with term > 1 year	I			E				A	
Minutes Investment and Risk Committee	I			E			I		

¹ Information within the meaning of a semi-annual report on the exceptions authorised by GLGR/CEO (deviations from normal policy)

BoD	Board of Directors
SGC	Strategy and Governance Committee
CC	Compensation Committee
IRC	Investment and Risk Committee
AC	Audit Committee
ChBoD	Chairman of the Board of Directors
CEO	Chief Executive Officer of Group
ExM	Group Executive Management
SBoD	Secretary to the Board of Directors
A	Application/preparation/«maintenance»: by body responsible for implementation of resolution, responsible for contents and comprehensive justification of application
B	Assessment/preliminary decision: review and comments on behalf of decision-making body, not responsible for the decision
E	Decision/final approval: the body taking the decision carries full responsibility for the decision, it must therefore review an application carefully, can delegate assessment
I	Entitled to receive information: Entitled to receive information beforehand from the body taking the decision/approving the application
M	Cooperation: body cooperates in preparing the application, has a right of codetermination

Task/responsibility

	BoD	SGC	CC	IRC	AC	ChBoD	CEO	ExM	SBoD
PERSONNEL MATTERS (SCO 716a par. 4)									
Principles of personnel and social policy	I	E				B		A	
Personnel planning, appointments/dismissals BoD	E	B				A			
Approval of new BoD mandates and similar functions									
Of members of Board of Directors (A = per BoD member)	A					E			
Of Chairman of Board of Directors		E				A			
ExM personnel planning	I	E				B	A		
Retention and promotion of senior managers	I	E				B	A	M	
Appointments/dismissals, signatory powers									
CEO	E	B				A			
Other ExM members	E	B				B	A		
CEOs and other ExM members of country markets	I	E				B	A	M	
Members of senior management in Switzerland	I	E				I		A	
Members of senior management in all foreign country markets		I				I		E	
Appointment of BoD members for subsidiaries and associated companies		I				E	A	M	
Employer representatives in employee benefits foundations	I		E					A	
Promotions, appointments, dismissals heads of staff functions (GS, IR)	I					E	A		
Conditions of employment (except for salaries/pension benefits)									
ExM members	I	E				B	A		
Salaries/fees/pension benefits									
BoD members	E		A			B	I		
ExM members	I		E			B	A		
Bonus dependent on Group results	I		E			B	A	M	
Signature regulations	E							A	
Minutes Compensation Committee	I		E				I		

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Task/responsibility

	BoD	SGC	CC	IRC	AC	ChBoD	CEO	ExM	SBoD
SHAREHOLDER RELATIONS (SCO 716a par. 6)									
Shareholders' meeting and annual report									
Preparation of annual report for Helvetia Holding AG, Helvetia Insurance, Helvetia Life	E					B		A	
Acceptance of auditors' reports for Helvetia Holding AG, Helvetia Insurance, Helvetia Life	E				B			I	
Preparation, invitation, agenda shareholders' meeting	E							I	A
Preparation of amendments to articles of incorporation	E					B		I	A
Execution of resolutions of shareholders' meeting	E								
Execution of share capital increases and issue of bonds	E			B		B		A	
Approval of share register entries									
Regulations on share register entries	E					B	M		A
Approval of entry (E) = subsequent approval	(E)					E	I		A
Management of share register	I					I	I		E
Ad hoc publicity	M				M	E	E	A	

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Appendix II to the organisational regulations of Helvetia Group: Regular reports to the BoD and the committees (Status as at July 1, 2011)

Report (Helvetia Holding AG, Helvetia Insurance, Helvetia Life)	When	BoD	ChBoD	SGC	CC	IRC	AC	
Personnel planning at ExM level	annual		X	X				BoD Board of Directors
Audit plan for Internal Audit			X				X	SGC Strategy and Governance Committee
Internal Audit annual report			X				X	
Corporate governance				X				CC Compensation Committee
Risk & capital report, risk map		X					X*	IRC Investment and Risk Committee
Compliance (incl. legal report, excl. compliance RM)			X				X	AC Audit Committee
Investment tactics	half-yearly (usually in February/ August)					X		ChBoD Chairman of the Board of Directors
Compliance interim report	August/September		X					CEO Chief Executive Officer of Group
Controlling annual report	February/March	X						ExM Group Executive Management
Annual report incl. annual financial statements		X					X**	SBoD Secretary to the Board of Directors
Reports by statutory auditors								
Group and Switzerland		X					X**	
Foreign companies (management letter)			X				X**	
Investment reports and risk and capital report (annual financial statements)			X			X		
Controlling short report 1st quarter	April/May	X						
Investment reports and risk and capital report 1st quarter			X			X		
Annual financial statements employee benefits foundations	June		X		X			
Controlling interim report	August/September	X						
Investment reports and risk and capital report 2nd quarter			X			X		
Forecast (current year)/budget (following year)	November/December	X						
Investment reports and risk and capital report 3rd quarter			X			X		

*) only re operational risks/ICS

***) for AC meeting with agenda: year-end financial statement

***) for chairmen of BoD committees

Report (Helvetia Holding AG, Helvetia Insurance, Helvetia Life)	When	BoD	ChBoD	SGC	CC	IRC	AC
Group overview with premiums by segment	monthly	X					
Minutes Group ExM meetings	ongoing		X	X***)	X***)	X***)	X***)
Minutes Strategy and Governance Committee, Compensation Committee, Investment and Risk Committee and Audit Committee		X					
Internal Audit reports			X				X
Strategic planning	Acc. to planning	X					
Strategy check	schedule	X					

*) only re operational risks/ICS

**) for AC meeting with agenda: year-end financial statement

***) for chairmen of BoD committees

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