

## Articles of Association

position as per 28 May 2010

### Helvetia Holding Ltd.

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## I. Company Name, Registered Office and Purpose

**Article 1  
Company Name and  
Registered Office** Under the name of Helvetia Holding Ltd (Helvetia Holding AG, Helvetia Holding SA) a Company exists pursuant to Art. 620 et seq. of the Swiss Code of Obligations (CO).

The Company has its registered office in St. Gallen.

**Article 2  
Purpose** The purpose of the Company is the participation in and holding of domestic and foreign insurance, finance, service and other companies. The Company may establish other enterprises, participate in or to acquire or finance other enterprises and engage in co-operations.

The Company shall furthermore be authorised to engage in any business related to this purpose or as may be deemed to be in the best interest of the Company. Within these limits the Company is authorised to acquire, administrate and sell or encumber real estate in Switzerland and abroad.

## II. Share Capital, Position of Shareholders

**Article 3  
Share Capital** The share capital of the Company amounts to CHF 865 287.50. It is divided into 8 652 875 fully paid-in registered shares with a nominal value of CHF 0.10 per share.

**Article 3 up to  
Conditional share  
capital** The share capital may be increased by the issue of a maximum of 1 297 932 fully paid-up registered shares with a nominal value of CHF 0.10 each by a maximum of CHF 129 793.20 through the exercising of conversion and/or option rights granted to the company or one of its group companies through bonds issued on the Swiss or international capital markets or similar financial instruments, and/or by the exercising of option rights that are granted to the shareholders. If bonds or similar financial instruments connected with the conversion and/or option rights are issued, purchase rights for shareholders shall be excluded. The current holders of conversion and/or option rights are entitled to subscribe to the new shares. The conditions applying to the conversion and/or option rights shall be determined by the board of directors.

The acquisition of shares by exercising conversion and/or option rights and any subsequent transfers of shares are subject to the restrictions set out in Art. 7 of these articles of association.

If bonds or similar financial instruments connected with conversion and/or option rights are issued, the board of directors shall be entitled to limit or suspend shareholders' pre-emptive subscription rights if these were issued (1) for the purpose of financing, including refinancing, the acquisition of companies, company units or participations, or (2) on the international capital markets. If preemptive subscription rights are suspended by resolution of the

board of directors, the following shall apply: the bonds or similar financial instruments shall be issued at the specific market conditions prevailing at that time (including the standard market clause on protection against dilution), and the new shares shall be issued in accordance with the respective conversion and/or option conditions. However, conversion rights may only be exercised for 20 years at the most and option rights for 10 years at the most from the time of the relevant issue. The determination of the price of conversion/option rights or the method of calculation is based on market conditions, which is effectively the market price of the shares of the company.

**Article 4**  
**Share certificates**

Registered shares for which certificates have been issued and which are therefore not bookentry securities are transferred by endorsement; the endorsed share certificate must be handed to the new owner.

**Article 5**  
**Share certificates and book-entry securities**

The company issues its shares in the form of individual share certificates, global certificates or book-entry securities. The company is free within the limits of the law to convert shares issued in one of these forms into another form at any time and without the consent of the shareholders. The company bears the costs for such a conversion. Shareholders are not entitled to the conversion of shares issued in a specific form into another form. However, every shareholder can request the company at any time to issue a confirmation of the shares held by him/her pursuant to the share register. Bookentry securities representing shares in the company cannot be transferred by assignment. These book-entry securities can also not be put up as collateral by assignment.

**Article 6**  
**Shareholders and Shareholders' Register**

Only those persons who are registered in the Shareholders' Register as owners or usufructuaries, shall be recognised as shareholders towards the Company. The Company only recognises one shareholder per share.

The names, addresses and nationalities of the shareholders and usufructuaries shall be entered in the Shareholders' Register. Each change of address shall be communicated to the Company. As long as such notification has not been given, all correspondence shall be considered valid if sent to the address last made known to the Shareholders' Register.

In case of death of a shareholder or after liquidation of a legal entity or private company the participation rights shall be suspended until the entry of the successor's name into the register.

**Article 7**  
**Registration as Shareholder with Voting Rights**

Transferees of shares shall submit a written application for entry in the Shareholders' Register. The registration as shareholder with voting rights is subject to approval by the Board of Directors.

The approval of entry with voting rights may be refused by the Board of Directors for the following reasons:

- a) if a single person thereby would acquire more than 5% of the voting rights of the aggregate share capital as registered in the Commercial Register.  
Acquirors of shares who are affiliated through capital or voting rights or otherwise, or who are under common management, and acquirors who co-operate in order to evade the transfer

restriction are to be considered as one person.

The restriction shall also apply in case of an acquisition of shares by the exercise of subscription, option and conversion rights which are connected with rights issued by the Company or third parties;

- b) should the registration of an acquiror prevent the Corporation from providing evidence of the constitution of the body of shareholders as is required by federal laws;
- c) should the acquirer make false statements in the registration application.

Persons who do not explicitly certify in the registration application that they acquire the shares in their own name and interest (= nominees) shall be registered with voting rights for not more than 3% of the aggregate share capital.

### III. Organisation of the Company

#### **Article 8 Executive bodies**

The executive bodies of the Company are:

- A. The Shareholders' Meeting
- B. The Board of Directors
- C. The Auditors
- D. Further executive bodies designated by the Board of Directors pursuant to Art. 19 of the Articles of Association through the organisational regulation.

#### **A. The Shareholders' Meeting**

##### **Article 9 Powers**

The Shareholders' Meeting has the following powers:

- 1. adoption and the amending of the Articles of Association;
- 2. election of the members of the Board of Directors and the Auditors;
- 3. approval of the annual report and the consolidated statements of account;
- 4. approval of the annual financial statement, as well as the resolution on the use of the balance sheet profit, in particular, the determination of the dividends;
- 5. granting discharge to the members of the Board of Directors;
- 6. passing resolutions on matters which according to the law or the Articles of Association are reserved to the Shareholders' Meeting.

##### **Article 10 Convocation**

A Shareholders' Meeting shall be convened by the Board of Directors and, if necessary, by the Auditors. The liquidators, as well as representatives of bond obligees, shall also be entitled to convene a Shareholders' Meeting.

The ordinary Shareholders' Meeting shall take place every year within six months following the close of the business year; extraordinary meetings may be convened according to need.

Shareholders with voting rights who represent at least 10% of the share capital may request a Shareholders' Meeting in writing, setting forth the items of the agenda and the motions.

**Article 11**  
**Agenda**

The Board of Directors draws up the agenda. Voting shareholders jointly representing shares with a minimal nominal value in the amount of CHF 2000.– may request – in writing, stating the motions, and not later than 45 days before the Shareholders' Meeting – that items be put on the agenda.

Subject to the motion to call an extraordinary Shareholders' Meeting or a special audit, no resolutions can be passed regarding motions, filed only at the Shareholders' Meeting and which do not refer to any of the items of the agenda.

**Article 12**  
**Form of Convocation**

The Shareholders' Meeting shall be called by publication in the Swiss Official Gazette of Commerce at the latest 20 days prior to the day of the meeting. In addition, invitations by letter shall be sent to the voting shareholders at the latest 20 days prior to the day of the meeting.

The convening letter shall state the agenda as well as the proposals of the Board of Directors and the shareholders who have requested the Shareholders' Meeting or have asked that an item be included on the agenda.

**Article 13**  
**Eligibility to Attend and Voting Right**

The Board of Directors shall give the necessary instructions for attendance at the Shareholders' Meeting and the determination of the voting rights.

Any person registered in the Shareholders' Register as a shareholder with voting rights at the date appointed by the Board of Directors, is entitled to attend the Shareholders' Meeting, as well as to exercise the voting rights.

Each share registered with a voting right entitles to one vote. In the Shareholders' Meeting the shareholder is entitled to the amount of votes corresponding to his own shares registered with voting rights in the Shareholders' Register.

**Article 14**  
**Representation**

A shareholder with voting rights who cannot personally attend the Shareholders' Meeting is entitled to transfer his voting rights by written proxy to another person who does not need to be a shareholder.

A shareholder with voting rights is authorised to represent shares of third parties inasmuch as all these shares, together with his own shares, do not represent more than 10% of the aggregate share capital.

Shareholders who are affiliated through capital or voting rights or otherwise, or who are under common management, and shareholders who co-operate in order to evade the restrictions regarding the representation of voting rights, are to be considered as one shareholders.

With regard to a corporate body acting as representative or independent representatives of voting rights pursuant to Art. 689c CO as well as with regard to representatives of deposited shares according to Art. 689d CO, the Board of Directors is entitled to issue regulations which deviate from the restriction of the voting rights representation of 10% of the share capital. Corporate bodies acting as representatives, representatives of deposited shares and independent representatives of voting rights need not be a shareholders.

Legal entities and private corporations are represented by their authorized legal or statutory representatives; persons placed under the care of guardianship and minors may be represented by their statutory guardians.

**Article 15**  
**Chair, Minutes**

The Shareholders' Meeting is presided over by the Chairman of the Board of Directors or, in his absence, by a vice chairman or another member designated by the Board of Directors.

The Chairman is responsible for the ordered course of the Shareholders' Meeting and gives the necessary instructions there-to. He appoints a Secretary to record the minutes, who need not be a shareholder.

The Shareholders' Meeting appoints the tellers, who need not be shareholders.

The minutes of the Shareholders' Meeting shall be signed by the Chairman and the Secretary.

## **Article 16 Resolutions**

The Shareholders' Meeting constitutes a quorum regardless of the number of shareholders present and represented votes.

Unless provided by legal or statutory provisions, the Shareholders' Meeting passes its resolutions with the absolute majority of validly cast votes.

In addition to the resolutions pursuant to Art. 704 para. 1 CO, an alteration of the Articles of Association, the premature recall of more than one member of the Board of Directors and the liquidation of the Corporation also require a resolution of the Shareholders' Meeting passed by a two-third majority of the represented votes.

Resolutions and elections shall in general take place openly. The Chairman may request a secret ballot. He shall order a secret ballot if the majority of the shareholders present request it or if the open vote does not show a definite result.

## **B. The Board of Directors**

### **Article 17 Election and Duration of Appointment**

The Board of Directors shall consist of seven to thirteen members who must be shareholders.

The maximum duration of appointment of a member of the Board of Directors shall be three years. A «year» means the period of time between two ordinary shareholders' meetings. The duration of appointment shall be individually determined for each member after the election. The individual terms of office shall be harmonised so that each year about one third of all members of the Board of Directors has to be elected.

New members elected during a by-election assume office for the remaining duration of appointment of their predecessors if that term has not yet expired. Members whose term of appointment has expired shall be directly re-eligible.

### **Article 18 Duties and Powers**

The Board of Directors shall pass resolutions on all matters which according to the law, the Articles of Association, or other regulations are not allocated to another executive body of the Company.

The Board of Directors has, in particular, the following non-transferable and irrevocable duties:

1. the ultimate management of the Company, the issuance of the necessary regulations and giving the necessary directives;
2. the establishment of the organisation;
3. the organisation of the accounting, the financial control as well and the financial planning;
4. the appointment and dismissal of the persons entrusted with the management and representation of the Company;
5. the ultimate supervision of the persons entrusted with management, in particular with respect to compliance with the law and with the Articles of Association, regulations and directives;

6. the preparation of the business report, as well as the preparation of the Shareholders' Meeting and the implementation of its resolutions;
7. the notification of the judge in the event of overindebtedness;
8. the declaration of increases in the share capital and the amendments of the Articles of Association entailed there by, as well as issuing the report of the capital increase.

**Article 19  
Delegation**

The Board of Directors is entitled to delegate the preparation and execution of its resolutions or the supervision of business affairs to committees or individual members. It shall provide for adequate reporting.

The Board of Directors may entrust the management of the Company to one or several persons, members of the Board of Directors or third parties by means of organisational regulation. The regulation shall also organise the power of attorney of the members of the Board of Directors.

**Article 20  
Constitution**

The Board of Directors shall constitute itself. The organisation of the meetings, the quorum and the passing of resolutions of the Board of Directors shall be governed by the organisational regulation.

**Article 21  
Compensation**

The members of the Board of Directors shall be adequately compensated for their services. Compensation shall be fixed by the Board of Directors.

**C. The Auditors**

**Article 22  
Election and Duties**

The Shareholders' Meeting elects the Auditor for the term of one year.

The rights and duties of the Auditor are governed by the law.

## IV. Business Year and Appropriation of Profits

**Article 23  
Business Year**

The business year shall be determined by the Board of Directors.

**Article 24  
Appropriation of Profits**

The profit available for dividend shall be disposed of by the Shareholders' Meeting in accordance with legal provisions. The Board of Directors shall submit its proposal to the Shareholders' Meeting.

In addition to the legal reserves, further reserve funds may be built up.

## V. Miscellaneous

**Article 25  
Announcements**

Subject to mandatory legal provisions, the publication instrument shall be the Swiss Official Gazette of Commerce.

Notices to the shareholders may further be published in other journals and, with respect to shareholders registered with voting rights, may be remitted by letter.

**Article 26  
Duty of Offer  
According to the  
Stock Exchange Act**

The duty to submit a take-over offer pursuant to Art. 32 of the Stock Exchange Act exists only if by the purchase of shares the threshold of 40% of the voting rights will be crossed.

The Articles of Association have been passed by resolution of the extraordinary Shareholders' Meeting on 3 June 1996, as amended by the declaratory decrees of the Board of Directors regarding the authorised capital increases of 2 July 1996, 19 July 1996, 7 July 1997 as well as of 13 December 2004, and by resolutions of the Shareholders' Meetings of 13 June 1997, 11 May 2001, 17 May 2002, 9 May 2003, 13 December 2004, 12 May 2006, 4 May 2007, 25 April 2008, 17 April 2009 and 16 April 2010.

For purposes of interpretation of the Articles of Incorporation the German wording shall govern.