### Articles of Association of Flughafen Zürich AG (Zurich Airport Ltd.)

(as of April 2023/non official translation)

#### I. Name, Registered Seat, Duration and Object

#### Article 1

### Seat

Name, Registered Under the name Flughafen Zürich AG (Zurich Airport Ltd.) there exists a mixed economy corporation pursuant to the provisions of the Swiss Code of Obligations with registered seat in Kloten. The duration of the company is unlimited.

#### Article 2

#### Object

- <sup>1</sup> The object of the Company is the planning, projecting, constructing and operation of transport infrastructures as well as its commercial exploitation and the rendering of services related thereto as all kinds of real estate services.
- <sup>2</sup> In particular the Company operates the Intercontinental Airport Zurich pursuant to the construction and operations concession granted by the confederation in compliance with the legal regulation of night flights and with due respect of the interests of the population around the airport.
- The Company can establish branches and subsidiaries domestically and abroad and take participations in enterprises domestically and abroad.
- <sup>4</sup> The Company can engage in all activities which are directly or indirectly related to the object of the Company, in particular acquire, administer and sell real estate.

#### II. **Share Capital and Shares**

#### Article 3

#### **Share Capital**

The share capital of the Company amounts to CHF 307'018'750 (Swiss francs three hundred seven million eighteen thousand seven hundred and fifty) and is divided into 30'701'875 (thirty million seven hundred and one thousand eight hundred and seventy-five) fully paid-in registered shares of a par value of CHF 10 (Swiss francs ten) each.

#### Article 4

**Takeover Offer** Pursuant to **Financial Market** Infrastructure Act Whosoever directly, indirectly or acting in concert with third parties, acquires equity securities of the company which added to the shares already owned, exceed the threshold of 49% of the voting rights, whether or not such voting right can be exercised, shall be under an obligation to make an offer pursuant to the provisions of the Financial Market Infrastructure Act for all listed equity securities of the Company.

### No Printing of Shares

- <sup>1</sup> The Company may abstain from printing and delivering certificates and may instead issue the shares in the form of uncertificated securities (pursuant to the Swiss Code of Obligations). It may cause all or a part of such uncertificated securities to be entered into a main register of a custodian as an underlying security for book entry securities (pursuant to the Federal Act on Intermediate Securities).
- <sup>2</sup> The shareholder has the right to request that the Company at any time at no cost issues a confirmation in respect of the shares held by him or her according to the share register. He or she is, though, not entitled to the printing and delivering of certificates. In contrast, the Company reserves itself the right at any time to print and deliver certificates or transform the underlying securities for book entry securities into another form or withdraw them from the custodian system at any time; in particular, the Company may print and deliver certificates (individual share certificates, certificates representing multiple shares or global share certificates) and deregister uncertificated securities entered into the main register of a custodian.
- <sup>3</sup> A disposition of shares in the form of uncertificated securities which are not entered into the main register of a custodian shall be effected by way of a written declaration of assignment and requires, as a condition for its validity, to be notified to the Company. In contrast, a disposition of shares which exist in the form of book entry securities based on uncertificated securities entered into the main register of a custodian shall solely be effected by entries in securities accounts in accordance with applicable law, without prerequisite to be notified to the Company; a disposition of such shares by way of assignment without corresponding entry in a securities account is excluded. For purposes of this provision, "disposition" shall include a transfer of title, the creation of a usufruct or a pledge and the like. Art. 6 of the Articles of Association and art. 685f of the Swiss Code of Obligations are reserved; it being understood that for purposes of art. 685f of the Swiss Code of Obligations, an acquisition of shares in the form of book-entry securities by entry in a securities account shall be deemed an "on-exchange acquisition" in any instance.

#### Article 6

#### Share Register, Registration Restrictions

- <sup>1</sup> The Company keeps a share register, in which all owners of, and persons having a usufruct interest in, shares are registered with name and address. Only the persons entered in the share register are considered shareholders or holders of a usufruct interest towards the Company. The transfer of registered shares requires in each case the approval of the Board of Directors.
- <sup>2</sup> The request to be registered as shareholder with voting right in the share register can be rejected for the following reasons:
  - if and to the extent that an acquiror on its own or together with other persons, which are legally or economically dependent, possesses more than 5% of the entire share capital,
  - if and to the extent that the acknowledgement of an acquiror as shareholder could be pursuant to information available to the company hinder the company to evidence that it is under Swiss control as required by double taxation treaties and the Federal Act on the Acquisition of Real Estate by Foreigners (Lex Friedrich),
  - if the acquiror notwithstanding the request of the Company does not explicitly declare, that it has acquired and will hold the shares in its own name and in its own interest, that there is no agreement on the redemption or return of corresponding shares and that he bears the economic risk associated with

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the shares. It may not refuse registration on the grounds that the request was made by the acquirer's bank.

- <sup>3</sup> The quota pursuant to para. 2 no. 1 is not applicable to shares owned by the Canton of Zurich and the City of Zurich. The participation of the Canton of Zurich may not exceed 49% of the share capital. The participation of the City of Zurich may not exceed 10% of the share capital. Provided further that the Board of Directors may grant exceptions in particular cases, in particular in connection with contributions in kind, taking of participations, mergers as well as for the purpose of facilitating the tradability of the shares at the stock exchange.
- <sup>4</sup> Legal persons and legal communities, which are related by means of capital, voting rights, common management or otherwise, as well as all physical and legal persons and legal communities, who by means of coordination, syndication or otherwise join efforts in view of a circumvention of the registration restriction, are deemed one acquiror for purposes of para. 2 no. 1 and 2.
- <sup>5</sup> The Company may, after hearing the person concerned, strike registrations off the share register, if they have been achieved through false information by the acquiror. The acquiror has to be immediately informed of such striking off.

#### Article 7

### of Articles of Association

Acknowledgement The acquisition of a share and each exercise of shareholders' rights entails the acknowledgement of the Articles of Association of the Company in their then valid version.

#### Article 8

### Register in Bear Shares

Transformation of The Shareholders' Meeting may within the framework of the legal provisions by means of a change of the Articles of Association transform registered shares into bearer shares or bearer shares into registered shares.

#### III. Organization of the Company

#### Article 9

#### **Bodies**

The bodies of the company are:

- The Shareholders' Meeting
- The Board of Directors
- The Auditors.

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#### A. The Shareholders' Meeting

#### Article 10

#### Rights of the Shareholders' Meeting

The Shareholders' Meeting of the company is the ultimate body. It has the following rights:

- 1. To adopt and amend the Articles of Association
- 2. To elect and remove
  - the Members of the Board of Directors (except the representatives of the Canton of Zurich pursuant to art. 21 para. 4 of the Articles of Association)
  - The Chairman of the Board of Directors as well as the members of the Remuneration Committee.
  - the Independent Proxy,
  - and the Auditors,
- 3. to approve the management report and the annual accounts as well as to resolve on the use of the balance sheet profit, in particular the determination of the dividend.
- 4. to approve the report of non-financial matters according to art. 964c Code of Obligations,
- 5. to approve the remuneration of the Members of the Board of Directors and the Executive Management according to art. 30 of the Articles of Association,
- 6. to grant discharge to the Members of the Board of Directors,
- 7. to delist the equity securities of the company
- 8. to determine the interim dividend and approve the interim account required therefore,
- 9. to pass resolutions on repaying the statutory capital reserve,
- 10. to resolve on all matters reserved to it by law or the Articles of Association or which are submitted to it by the Board of Directors.

#### Article 11

#### Meetings

- <sup>1</sup> The ordinary Shareholders' Meeting is to be held every year within six months from the close of the business year.
- <sup>2</sup> Extraordinary Shareholders' Meetings shall take place in the cases provided by law as well as pursuant to a resolution of the Board of Directors.
- <sup>3</sup> The Board of Directors shall invite to an Shareholders' Meeting, if shareholders, which together at least represent 5% of the share capital request calling a meeting in writing and stating the items to be discussed and the motions.

#### Article 12

#### Invitation

- <sup>1</sup> The Shareholders' Meeting shall be called by the Board of Directors, or if necessary by the Auditors. The liquidators and the representatives of bond creditors shall also have the right to call a meeting.
- <sup>2</sup> The calling of a Shareholders' Meeting shall take place at least twenty days before the meeting by means of publication in the Swiss Official Commercial Gazette. The notice of meeting shall include

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- 1. the date, the commencement, the nature and the place of the Shareholders' Meeting,
- 2. the items on the agenda,
- The proposals of the Board of Directors and a brief statement of the reasons motions,
- 4. if applicable, the motions of the shareholders, together with a brief statement of the reasons,
- 5. name and address of the independent proxy.
- <sup>3</sup> Demands to include matters in the agenda or the inclusion of motions on the invitation to the Shareholders' Meeting pursuant to art. 699 para. 3 of the Swiss Code of Obligations shall be submitted to the Company for the attention of the Board of Directors in writing at the latest 60 days prior to the ordinary Shareholders' Meeting with proof of entitlement (participation of 0.5 percent of the share capital) as well as with exact description of the proposed agenda item and a motion described in detail.
- <sup>4</sup> In turn, no notification is needed for submitting motions under an item of the agenda or for discussions without resolution.
- <sup>5</sup> The management report and the auditors' report shall be made available to the shareholders electronically at the latest 20 days prior to the ordinary Shareholders' Meeting.

# Venue and virtual Shareholders' Meeting

- <sup>1</sup> The board of directors shall decide on the venue for the Shareholders' Meeting.
- <sup>2</sup> A Shareholders' Meeting may be held with no venue by electronic means.

#### Article 14

#### Requirements for the use of electronic means

The board of directors shall regulate the use of electronic means and ensure that:

- 1. the identity of the participants is established,
- 2. the oral contributions at the Shareholders' Meeting are directly transmitted,
- 3. each participant can table motions and participate in the debate,
- 4. the result of the vote cannot be falsified.

#### Article 15

# Technical problems

- <sup>1</sup> If technical problems arise during the Shareholders' Meeting in the risk area of the Company which impair the formation of wills and the exchange of opinions to such an extent that this has a relevant effect on the passing of resolutions, the meeting must be repeated.
- <sup>2</sup> Resolutions that the Shareholders' Meeting has passed before the technical problems arise remain valid.

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#### Chair of the Meeting

- <sup>1</sup> The Shareholders' Meeting is chaired by the Chairman, or if hindered by the Vice Chairman, if any, or a chairman of the meeting appointed by the Shareholders' Meeting.
- <sup>2</sup> The chairman designates the Secretary of the Shareholders' Meeting and the scrutineers, who need to be shareholders.
- <sup>3</sup> The Minutes shall be drawn up in accordance with the statutory requirements and shall state the exact voting ratios for resolutions and election results, shall be signed by the Chairman and the Secretary and shall be made available electronically no later than 15 days after the Shareholders' Meeting.

#### Article 17

#### Voting Rights, Representation, Procedure

- <sup>1</sup> Each share entitles to one vote, to the extent that the respective shareholder is registered as shareholder with voting right in the share register. Shareholders who are not registered in the share register have no voting right.
- <sup>2</sup> Each shareholder may be represented at the Shareholders' Meeting by another shareholder registered in the share register who identifies himself or herself with a written proxy or by the Independent Proxy. The Members of the Board of Directors and the Executive Management are allowed to represent shareholders provided that this does not constitute an institutional shareholders' representation.
- <sup>3</sup> The Board of Directors may pass procedural provisions regarding the participation in and the representation at the Shareholders' Meeting and in particular regulate in more detail the issuing of instructions to the Independent Proxy. It shall make sure that the shareholders are able to grant powers of attorneys and can issue instructions to the Independent Proxy by electronic means, in doing so it is entitled to waive entirely or in part the requirement of a qualified electronic signature.
- <sup>4</sup> The chairman of the Shareholders' Meeting decides on the voting procedure. In particular, a vote may be conducted by electronic or written ballot or on an open basis.

#### Article 18

# Independent Proxy

- <sup>1</sup> The Shareholders' Meeting shall elect an Independent Proxy. The term of office ends in each case after the end of the next ordinary Shareholders' Meeting. Reelection is permitted.
- <sup>2</sup> The Independent Proxy is obliged to exercise the represented voting rights in accordance with instructions. If no instructions were obtained, it shall abstain from voting. The general instruction to vote according to the proposal of the Board of Directors in respect of proposals announced and/or not announced in the invitation shall be considered a valid instruction to exercise voting rights. The Independent Proxy may provide the Board of Directors with general information on the instructions received three working days prior to the Shareholders' Meeting, he shall announce this accordingly at the Shareholders' Meeting.
- <sup>3</sup> The Independent Proxy may be represented at the Shareholders' Meeting by an auxiliary person. It remains fully responsible for fulfilling its duties. If the Independent Proxy is not available anymore to hold office without having appointed a deputy, the Board of Directors shall appoint an Independent Proxy for the first Shareholders' Meeting taking place after such absence.

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# Ordinary Decisions

The Shareholders' Meeting adopts resolutions and makes elections by the majority of the votes cast, not counting abstentions, unless the law or the Articles of Association provide otherwise.

#### Article 20

## Qualified Decisions

A decision of the Shareholders' Meeting approved by at least two thirds of the votes represented and the absolute majority of the aggregate par value of shares represented is necessary to:

- 1. change the Articles of Association,
- 2. create shares with preferred voting rights,
- 3. alleviate or cancel the transfer restrictions in respect of registered shares,
- 4. transform registered shares into bearer shares,
- 5. increase the share capital by equity reserves, contribution in kind or by offset with a claim, or with the granting of special privileges,
- 6. the introduction of contingent capital, or the introduction of a capital brand,
- 7. restrict or waive the preferred subscription right,
- 8. to change the Company's registered seat,
- any change in the currency of the share capital,
- 10. the delisting of the equity securities of the company,
- 11. the consolidation of shares,
- 12. the delisting of the equity securities of the company,
- 13. the dissolution of the company.

Further legal circumstances remain reserved.

#### B. The Board of Directors

#### Article 21

#### Composition, Term and Constitution

- <sup>1</sup> The Board of Directors shall be composed of seven to nine members.
- <sup>2</sup> The Members of the Board of Directors, except the representatives of the Canton of Zurich, and the Chairman are appointed by the ordinary Shareholders' Meeting for a term of one year, whereby the time from one ordinary Shareholders' Meeting to the next shall be counted as one year. The term ends after the end of the ordinary Shareholders' Meeting. A prior resignation or removal remain reserved.
- <sup>3</sup> The members of the Board of Directors may be re-elected after the lapse of the term.
- <sup>4</sup> In application of art. 762 CO the Company grants the Canton of Zurich the right to appoint three out of seven or eight or four out of nine members of the Board of Directors from its representatives.

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- <sup>5</sup> The Company grants the City of Zurich the right to submit a proposal for one of the members to be appointed by the Shareholders' Meeting, for as long as the City of Zurich shall participate in the share capital with at least 5%.
- <sup>6</sup> If the number of members falls below five, an extraordinary Shareholders' Meeting shall be called in order to elect replacements, unless an ordinary Shareholders' Meeting takes place within two months.
- <sup>7</sup> If the Chairman as well as the Vice Chairman, if any, are not available anymore to hold office during their term of office, the Board of Directors shall appoint one of its members as Chairman ad interim until the next Shareholders' Meeting.
- Subject to applicable law and the Articles of Association, the Board of Directors constitutes itself. It shall appoint a Secretary who does not need to be a member of the Board of Directors.
- 9 The Board of Directors may form committees from among its members.

#### **Further Offices**

- <sup>1</sup> The admissible number of further offices in supreme management or administrative bodies of legal entities outside of the Company's scope of consolidation is for members of the Board of Directors limited to five offices in listed firms and ten offices in non-listed firms as well as ten other offices in other legal entities registered with the commercial register and for members of the Executive Management limited to one office in listed firms and five offices in non-listed firms as well as five other offices in other legal entities registered with the commercial register.
- <sup>2</sup> Offices in different legal entities of the same group as well as offices whose performance form a part of another office and therefore are performed ex officio count as one office per group respectively per office, but counted separately they are not allowed to exceed the number of twenty further offices.

#### Article 23

#### Remuneration Committee

- <sup>1</sup> The Remuneration Committee shall consist of three or four members which are elected individually by the Shareholders' Meeting among the members of the Board of Directors for a term of one year until after the end of the next ordinary Shareholders' Meeting. The Chairman shall attend the meetings of the committee ex officio and without voting right.
- <sup>2</sup> The Remuneration Committee has in particular the following duties and competences:
  - proposal of the definition of the remuneration policy for the attention of the Board of Directors:
  - proposal of the total aggregate remuneration for the Board of Directors and the Executive Management, which pursuant to art. 26 of the Articles of Association has to be submitted annually to the Shareholders' Meeting, for the attention of the Board of Directors;
  - 3. proposal regarding the remuneration of the Chairman of the Board of Directors, the Vice Chairmen, if any, the chairmen of the committees of the Board of Directors and the other members of the Board of Directors for the attention of the Board of Directors:
  - 4. proposal of the specific remuneration and specific conditions of employment of the members of the Executive Management for the attention of the Board of Directors;

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- proposal of the remuneration report for the attention of the Board of Directors;
- further duties and competences which are assigned to it by the Articles of Association or the Board of Directors.
- The Board of Directors shall enact regulations for the Remuneration Committee. It may assign additional duties to it and specify the duties contained in the Articles of Association.

### **Duties of the**

- 1 The Board of Directors is entrusted with the ultimate management of the company Board of Directors and the supervision of the management. It represents the Company and deals with all matters, which are not pursuant to the law, the Articles of Association or regulations entrusted to another body of the Company.
  - <sup>2</sup> The Board of Directors may delegate the management or particular parts thereof to individual members of the Board of Directors or other natural persons, who need not be shareholders. The Board of Directors adopts the Organisational Regulations and provides for the necessary agreements.
  - 3 The Board of Directors has the following non-transferable and inalienable duties:
    - The ultimate management of the Company and the issuing of the necessary instructions,
    - 2. decisions on the Company's strategy,
    - 3. decisions on requests to the federal authorities for changes to the location and length of departure- and arrival runways as well as changes to the Operations' Regulations, that include significant effects on flight noise impact,
    - 4. hearing of the periodical information on the business and the condition of the enterprise as a whole as well as the individual divisions of the enterprise, the development of air traffic and the airport business as well as the equity and risk capital bound by the business activity,
    - 5. determination of the organisation,
    - 6. establishments of the principles of accounting and financial control as well as the financial planning,
    - 7. the appointment and removal of persons entrusted with management and representation and the grant of signing authorities,
    - 8. the appointment and removal of the responsible Airport Officer, subject to the approval by the supervisory authority,
    - 9. supervision of persons entrusted with management, in particular to ensure that they comply with the law, the Articles of Association, the regulations and instructions,
    - 10. drawing up the management report and the remuneration report as well as the preparation of the Shareholders' Meeting and implementing its decisions,
    - 11. preparation of the report on non-financial matters as well as the report on the fulfilment of the due diligence obligations pursuant to art. 964I CO.
    - 12. filing of a petition for debtor's moratorium and the notification of the judge in the event of over indebtedness,

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- 13. decisions in connection with the implementation of capital increases or capital reductions and the pertaining changes to the Articles of Association
- 14. decisions on the security program of the Zurich Airport.

#### Rights and Duties of the Responsible Airport Officer

The rights and duties of the responsible Airport Officer shall be governed by the aviation legislation of the Confederation, the Articles of Association and the Organisational Regulations as well as the list of duties of the competent federal authority.

#### Article 26

#### **Decision-Taking**

- <sup>1</sup> The regulations for meetings, the quorum (presence) and the decision-taking of the Board of Directors are governed by the Organisational Regulations.
- The Chairman has the casting vote.
- <sup>3</sup> Circular Resolutions are permitted, unless a member requests oral discussion.
- <sup>4</sup> The discussions and resolutions of the Board of Directors shall be recorded in minutes. The minutes shall be signed by the Chairman and the Secretary of the Board of Directors.

#### C. Auditors

#### Article 27

#### **Auditors**

The Shareholders' Meeting shall each year appoint one or several physical or legal persons as auditors within the meaning of art. 727 et seq. CO with the rights and duties determined by the law.

#### IV. Remuneration of the Board of Directors and the Executive Management

#### Article 28

#### Elements of Remuneration

- <sup>1</sup> The members of the Board of Directors shall receive a fixed remuneration which shall consist of annual remuneration payments for the activities on the Board of Directors and on committees of the Board of Directors, if any, and of attendance fees plus the full responsibility of the Company regarding all social insurance contributions which incur on the before mentioned payments according to law. The fixed yearly remuneration can be paid up to one third in shares of the Company which have a four-year vesting period. Any contracts relating to the remuneration of the Board of Directors are concluded for a maximum term of office.
- The members of the Executive Management shall receive a remuneration on the basis of individual employment contracts. The employment contracts shall in general be concluded for an undefined duration and shall provide notice periods of not more than 12 months. If, as an exception, fixed-term contracts are being concluded, their duration is not allowed to exceed 12 months. The remuneration of the members of the Executive Management shall consist of a fixed base remuneration and possible further non-performance-related elements (fixed remuneration) as well as a performance-related variable salary component (variable remuneration) plus social security contributions on the part of the employer and contributions to pension plans.
- 3 At least one third of the variable salary component of the members of the Executive Management shall be paid out through shares of the Company which have a four-year vesting period and the rest will be paid out in cash and it may not exceed

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150% of the fixed base remuneration. It shall be measured according to the criterion of reaching a target value for the Company's success as defined for the Company per financial year. The Board of Directors may in founded exceptional cases and in compliance with the above mentioned upper limit grant a patronal increase of the variable salary component in its own discretion. In the case of resignation during the year as well as in the case of a possible release the variable salary component may be paid out on the basis of an achievement of goals at 100% and entirely in cash. The Board of Directors may on proposal of the Compensation Committee issue regulations for the further detailed regulation.

- <sup>4</sup> Insignificant benefits in kind, employee benefits and similar fringe benefits which the Company offers in a general form also to employees of lower function levels as well as contributions pursuant to art. 32 of the Articles of Association are not deemed remuneration.
- <sup>5</sup> The Board of Directors shall determine the remuneration of the Board of Directors and the Executive Management within the framework of this section IV of the Articles of Association and based on the decision on approval of the Shareholders' Meeting in its own discretion, using due care (including with respect to the valuation of blocked shares) insofar as the Articles of Association or the Organisational Regulations do not provide other competences.

#### Article 29

# Remuneration in the group

Remuneration for members of the board of directors, the executive board and the board of advisors or their close associates for activities in undertakings controlled by the company is permitted provided the remuneration:

- 1. Would be permitted if it were paid directly by the company
- 2. is provided for in the articles of association of the company or,
- 3. has been approved by the Shareholders' Meeting of the company.

#### Article 30

Approval of Remunerations by the Shareholder's Meeting

- <sup>1</sup> The Board of Directors shall annually submit the maximum aggregate amount each of the remuneration for the Board of Directors and the Executive Management for the next financial year after the Shareholders' Meeting to the Shareholders' Meeting for approval. The effective amounts which shall be paid out shall each be disclosed in the remuneration report. The remuneration report shall be submitted to the Shareholders' Meeting for consultative approval.
- <sup>2</sup> If additional members of the Executive Management shall be appointed at a time when the resolutions of the Shareholders' Meeting regarding remuneration have already been taken, an extra amount per additional member of the Executive Management of maximum 30% of the approved aggregate amount for the Executive Management is available to the Board of Directors for their remuneration (fixed and variable remuneration as well as possible payments pursuant to art. 31 para. 2 and art. 33 of the Articles of Association). Such extra amount does not need to be approved by the Shareholders' Meeting.
- The Shareholders' Meeting may increase the once approved aggregate amount at any time.

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#### Retirement Benefits and Pensions

- <sup>1</sup> The Company may establish one or more independent pension funds or may join such funds. Contributions to such pension funds on the part of the employer, but not contributions which are paid out by such pension funds, are deemed part of the remuneration.
- <sup>2</sup> The Board of Directors may at the time of the appointment of a new member of the Executive Management make additional contributions on the part of the employer to a pension fund for the purpose of financing an existing coverage gap. The payment shall never take place in advance but shall be tied up to the commencement of the employment.

#### Article 32

#### Indemnification

To the extent permitted by law, the Company may indemnify members of the Board of Directors and the Executive Management for any disadvantages suffered in connection with proceedings, suits or settlements relating to their activity for the Company, may advance the respective amounts and may enter into respective insurances.

#### Article 33

#### Sign-on Bonuses

Within the amounts approved respectively within available amounts according to art. 30 of the Articles of Association a sign-on bonus may be paid out to new members of the Executive Management if and in so far as it indemnifies for financial disadvantages in connection with the change of employment.

#### Article 34

#### **Legal Nature**

The provisions of this section are of a company-law nature and do not create individual claims for benefits.

#### V. Annual Accounts and Allocation of Profits

#### Article 35

#### Business Year, Annual Accounts

- <sup>1</sup> The business year commences on January 1 and ends on December 31, for the first time on 31st December 2000.
- <sup>2</sup> The annual accounts, comprised of the profit and loss accounts, the balance sheet and the annex thereto shall be prepared in accordance with the provisions of the Swiss Code of Obligations, in particular art. 958 et seq., as well as pursuant to generally accepted commercial principles customary in the business sector.

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#### Allocation of **Profits**

Subject to the legal provisions on distribution of profits, in particular art. 671 et seg. CO, the balance sheet profit is at the disposition of the Shareholders' Meeting.

#### VI. Dissolution and Liquidation

#### Article 37

### Company, Liquidation

- Dissolution of the <sup>1</sup> The Shareholders' Meeting can at any time resolve the dissolution and liquidation of the Company pursuant to the applicable provisions of the law and the Articles of
  - <sup>2</sup> In order to dissolve the Company without liquidation the consent of at least two third of votes represented and the absolute majority of the aggregate par value of shares represented are required.
  - 3 The liquidation shall be carried out by the Board of Directors, unless another person is entrusted therewith by the Shareholders' Meeting. Furthermore, the provisions of the law are applicable to the dissolution and liquidation.

#### VII. Information and Notifications

#### Article 38

#### Means of **Publication**

- <sup>1</sup> The Company's organ of publication shall be the Swiss Official Gazette of Commerce.
- <sup>2</sup> The Board of Directors may designate other publication media in individual cases.
- Notices to shareholders may, at the discretion of the Board of Directors, be validly given by publication in the Swiss Official Gazette of Commerce or in a form which allows proof by text, to the shareholder's or the agent's contact details last recorded in the share register.

Zurich-Airport, 30 March 2000 / 6 April 2004 / 11 April 2006 / 2 May 2006 / 15 April 2010 / 10 April 2014 / 28 April 2016 / 24 April 2023

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