

Corporate governance

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Corporate governance

Corporate governance is based on the principle of management's transparency and openness towards employees and the general public. In the following chapter, Coop provides an insight into its company structure.

The Coop Group Cooperative is committed to openness and transparency in the operational management of the Group and it acts to ensure good corporate governance in the interests of its members, customers, employees and other stakeholders. Its governance largely follows the guidelines of SIX Swiss Exchange regarding information on corporate governance. These apply to joint-stock companies and companies that have issued participation certificates or non-voting dividend rights certificates, which does not apply to Coop as a cooperative society. The only company in the Coop Group that has issued SIX-listed equities is Bell Food Group AG. For specific information on this company's corporate governance, see its annual report and website, www.bellfoodgroup.com.

Group structure

The Coop Group Cooperative is based in Basel. At the end of 2018 the cooperative had over 2.5 million members. Any resident of Switzerland or the Principality of Liechtenstein can become a member. The Coop Group Cooperative holds stakes in a number of companies in Switzerland and abroad. Pages 114 and 115 of the Annual Report (Scope of consolidation) provide information on the group structure. There are no cross-holdings within the Coop Group. The Coop Group Cooperative is responsible for the general direction of business of the Coop Group. The executive bodies of the Coop Group Cooperative are the Regional Councils, Delegate Assembly, Board of Directors, Executive Committee and auditors.

Organization



Regional Councils

The Coop Group Cooperative comprises six regions (Suisse Romande, Bern, Nordwestschweiz, Zentralschweiz-Zürich, Ostschweiz incl. Principality of Liechtenstein, and Ticino). These regions do not constitute separate legal entities, but are part of the Coop Group's cooperative-based organizational structure. In each region, cooperative members elect a Regional Council consisting of 60 to 120 members (Ticino: maximum of 30). The Regional Councils maintain contact with members and the public. Each Regional Council appoints a Committee of twelve (Ticino: six) from among its members. Each Committee is self-constituting and submits a proposal to the Board of Directors for the attention of the Delegate Assembly for one of its members to be appointed to the Board of Directors; if elected, the member becomes President of both the Regional Council (RC) and its Committee (RCC). The other members of the Regional Council Committee are the delegates. They represent the members of the corresponding region at the Delegate Assembly of the Coop Group Cooperative. The current composition of the Delegate Assembly is shown in the section "Delegate Assembly".

The term of office of the Regional Councils and the Regional Council Committees is four years. The current term of office is from 2017 to 2021. According to the Articles of Association, a member's term in office is limited to 20 years, and members must retire at the end of the year in which they turn 65.

Delegate Assembly

The Delegate Assembly is endowed with the legal powers vested in the Annual General Meeting and the duties assigned to it in the Articles of Association. In particular, it is responsible for laying down the Articles of Association, electing and dismissing the Board of Directors and the statutory auditors, approving the Annual Report, discharging the Board of Directors and dissolving the cooperative society. In addition, the Board of Directors can submit other business to it for a decision.

Further information on the Regional Councils and the Delegate Assembly can be found in the Articles of Association and the Election Regulations of the Coop Group Cooperative. Both documents can be accessed online.

➔ www.coop.ch/organe

As at 31 December 2018, the Delegate Assembly consisted of the following delegates:

Suisse Romande Region	Bern Region	Nordwestschweiz Region	Zentralschweiz-Zürich Region	Ostschweiz Region (incl. Liechtenstein)	Ticino Region
Vincent Albasini	Sabine Boschung	Alexandra Abbt-Mock	Silvia Banfi Frost	Maria Bieri	Lucia Gianoli
Patrick Csikos	Patrick Bruni	Sibylle Bader Biland	Stefan Baumann	Suzanne Blaser	Carlo Frigerio
Yvan Délèze	Chantal Gagnebin	Evelyn Borer	Beatrice Bertschinger	Fridolin Eberle	Fiorenzo Robbiani
Olivier Grangier	Sandra Ghisoni Schenk	André Dalla Vecchia	Kilian D'Alberto	Markus Eugster	Gabriella Rossetti
Doris Grobety	Fränzi Grunder	Sandra Nicole Engeler	Anna Maria Forlano	Christa Flückiger	Raffaele Sartori
Nicole Hosseini	Jürg Kradolfer	Adrian Fankhauser	Alexander Gossauer	Michael Fuhrer	
Nadine von Büren-Maier	Corinne Lehmann	Susanne Jäger	Ronald Hauser	Kurt Gansner	
Zohra Ottoz	Sibylle Miescher	Peter Jossi	Evelyn Hofer	Roberto Godenzi	
Benoît Santschi	Felix Truffer	Pascal Konrad	Cornelia Luchsinger	Richard Kübler	
Catherine Stern	Annette Wisler Albrecht	Daniel Mürger	Alex Rutz	Leonardo Longaretti	
Marc Vauthey	Zippora Wüthrich	Heidi Straumann	Beda Schlumpf	Gabi Senn	

Capital structure

The capital structure of the Coop Group can be seen in the consolidated balance sheet (page 95 of the Annual Report) and the corresponding notes (pages 98–115). The equity of the Coop Group Cooperative consists exclusively of self-generated funds. The members have no stake in the equity.

Board of Directors

Members of the Board of Directors

According to the Articles of Association, the Board of Directors of the Coop Group Cooperative comprises a maximum of six members nominated by the regions as well as a maximum of five further members, including a representative from the French-speaking part of Switzerland and an employee representative. The members of the Board of Directors are proposed by the Board of Directors and elected by the Delegate Assembly. The Board of Directors currently includes four further members, i.e. it has a total of ten members. With the exception of the employee representative, the members of the Board of Directors may not be employed by Coop or by any enterprise controlled by Coop (strict division of powers).

As at 31 December 2018, the Board of Directors of the Coop Group Cooperative comprised the following members:

Last name	Year	Current function	First year of office	Elected until
Hansueli Loosli ²	1955	Chairman	2011	2021
Peter Eisenhut	1955	Member, representative of Ostschweiz/ FL Region	2009	2021
Michela Ferrari-Testa	1963	Member, representative of Ticino Region	2006	2021
Susanne Giger	1970	Member, rep. of Zentralschweiz-Zürich Region	2018	2021
Petra Jörg Perrin	1964	Member, representative of Bern Region	2017	2021
Hans-Jürg Käser	1956	Member, employee representative	2009	2021
Irene Kaufmann ¹	1955	Vice-Chairwoman	2001	2021
Beth Krasna ²	1953	Member	2005	2019
Roman Kuhn	1955	Member, representative of Nordwestschweiz Region	2010	2021
Bernard Rüeger	1958	Member, representative of Suisse Romande Region	2009	2021

¹ Chairwoman of the Audit Committee

² Member of the Audit Committee

Education/training, professional activities and vested interests

(Reference date 31.12.2018)

The Board of Directors of the Coop Group Cooperative is also the Board of Directors of the Coop Cooperative and Coop Immobilien AG.



Hansueli Loosli

Swiss

Education:

Swiss diploma in accounting and controlling, KV Zurich

Professional experience:

1982–1985 Controller, Dep. Director of Mövenpick Produktions AG, Adliswil; 1985–1992 Waro AG, Volketswil, latterly as Managing Director; 1992–1996 Purchasing Director Non-Food at Coop Switzerland, Wangen; 1992–1997 Managing Director of Coop Zurich, Zurich; 1997–2000 Chairman of the Executive Committee and of the Group Executive Board of Coop Switzerland, Basel; January 2001–August 2011 Chairman of the Executive Committee of the Coop Cooperative, Basel; since September 2011, Chairman of the Board of Directors of the Coop Group Cooperative, Basel

Further directorships:

Bell Food Group AG, Basel (Chairman); Coop Mineraloel AG, Allschwil (Chairman); Swisscom AG, Ittigen (Chairman); Transgourmet Holding AG, Basel (Chairman)

Other functions and offices:

Advisory Board, Deichmann SE



Peter Eisenhut

Swiss

Education:

Lic. oec. HSG, University of St. Gallen

Professional experience:

1981–1991 Principal teacher of economic studies, Cantonal School, Heerbrugg; 1987–1998 Lecturer in economics, University of St. Gallen; 1990–1993 Member of Executive Committee, St. Gallen Center for Futures Research; 1993–1996 Independent economic advisor; 1997–2007 Chief Economist, IHK (Chamber of Industry & Commerce) St. Gallen-Appenzell; since 2008, Managing Partner, Ecopol AG, St. Gallen

Further directorships:

Rofima Holding AG, Horn; Santis-Schwebbahn AG, Schwägalp

Other functions and offices:

Supporters' Association and Executive Board, Swiss Research Institute of Small Businesses and Entrepreneurship, University of St. Gallen; Zukunft.li Foundation (Chairman); Board member, Winterhilfe Appenzell-Ausser-rhoden



Michela Ferrari-Testa

Swiss

Education:

lic. iur. University of Zurich, lawyer and notary

Professional experience:

since 1990, own law and notary practice in Capriasca

Further directorships:

avanex Versicherungen AG, Dubendorf; Helsana AG, Dubendorf; Helsana Unfall AG, Dubendorf; Helsana Versicherungen AG, Dubendorf; Helsana Zusatzversicherungen AG, Dubendorf; Progrès Versicherungen AG, Dubendorf; sansan Versicherungen AG, Dubendorf

Other functions and offices:

Board member, Fondation Sana



Susanne Giger

Swiss

Education:

Lic. oec. HSG, University of St. Gallen

Professional experience:

1995–1998 Project Manager B+R Event AG, Glattbrugg; 1998–2000 Head of Sponsorship and Events "Zürich" insurance company, Zurich; 2001–2007 Business Editor Schweizer Fernsehen und Schweizer Radio DRS, Zurich and Bern; 2008 author of books and freelance journalist; 2009–2017 Business Editor and presenter, Schweizer Radio und Fernsehen SRF, Bern and Zurich; since 2018 entrepreneur (Susanne Giger GmbH), Uetikon am See

Further directorships:

Board member, Kartause Ittingen, Warth-Weiningen



Petra Jörg Perrin

Swiss

Education:

Dr. rer. oec. University of Bern

Professional experience:

since 1989 editor, author and lecturer as well as project manager; since 2006 Managing Director and since 2015 CEO at Rochester-Bern Executive Programs

Other functions and offices:

Visiting lecturer at the University of Bern



Hans-Jürg Käser

Swiss

Education:

Apprenticeship as an electrician

Professional experience:

1980–1991 Head of Outgoing Goods, Coop Switzerland; since 1999, Head of Transport Aids Pool at Coop, Basel

Other functions and offices:

Coop Section of Unia; Association of Salaried Employees of Coop (Chairman)



Irene Kaufmann

Swiss

Education:

Dr. oec. publ. University of Zurich

Professional experience:

1980–2002 Auditing and consultancy mandates for private-sector enterprises on behalf of Dr. Nabholz Treuhand AG, Zurich; 1985–2008 Nabholz Beratung, Zurich: project management consultant to public administrations and companies, focusing on finance and organization; 2000–2009 Vice-Chairwoman of the Board of Directors, Coop Cooperative, Basel; 2009–2011 Chairwoman of the Board of Directors, Coop Cooperative, Basel;

since 2011 Vice-Chairwoman of the Board of Directors, Coop Group Cooperative, Basel

Further directorships:

Bell Food Group AG, Basel; Coop Mineraloel AG, Allschwil; Coop Aid for Mountain Regions Cooperative, Basel (Chairwoman); Dipl. Ing. Fust AG, Oberbüren; HWZ Hochschule für Wirtschaft Zürich AG, Zurich; Schweizerische MobiliarGenossenschaft, Bern; Schweizerische Mobiliar Holding AG, Bern; Transgourmet Holding AG, Basel

Other functions and offices:

Foundation Board, CPV/CAP Coop Pension Fund (Chairwoman); Member of Foundation Board, ETH Zurich Foundation; Foundation Board, Juventus Schools, Zurich (Chairwoman)



Beth Krasna

Swiss and US citizen

Education:

Dipl. Chem. Ing. ETH Zurich, MBA, Sloan School at MIT, Cambridge, USA

Professional experience:

1977–2003 Various management positions in industry and the service sector in Switzerland and Thailand, incl. CEO of Groupe Valtronic in Les Charbonnières and CEO of the producer of electrical drive systems, Sécheron SA, Geneva; since 2004, independent entrepreneur

Further directorships:

Ethos Services SA, Geneva (Chairwoman); Symbiotics SA, Geneva

Other functions and offices:

Member of ETH Board; Board member, Fondation pour l'institut de hautes études internationales et du développement; Board member, Fondation pour l'étude des relations internationales en Suisse (FERIS)



Roman Kuhn

Swiss

Education:

Executive MBA, University of Zurich

Professional experience:

1980–1986 General Manager, Neumühle Alb. Kuhn & Cie in Wohlen; 1988–1995 UBS in Zurich and Brugg; 1995–2000 Head of Private Banking Brugg at Aargauische Kantonalbank; 2000–2018, Head of Institutional Banking and Member of Senior Management, Aargauische Kantonalbank, Aarau

Further directorships:

Circus Monti AG, Wohlen

Other functions and offices:

Board member, Schloss Hallwyl association; Melodyaarau association (President); Trustee, Topferhaus Aarau Foundation



Bernard Rüeger

Swiss

Education:

MBA, Lausanne

Professional experience:

since 1986 in various positions and 1992–2012 Managing Director, Rüeger SA, Crissier; since 2013, Chairman, Rüeger Holding SA, Paudex

Further directorships:

Alpsens Technologies SA, Crissier (Chairman); CSS Holding AG, Lucerne; Lyncée Tec SA, Ecublens; Fondation Banque Cantonale Vaudoise deuxième pilier, Lausanne; Precitherm SA, Paudex; Socorex Isba SA, Ecublens

Other functions and offices:

Economiesuisse (Vice-Chairman); Board member, Fondation de Beaulieu; Chamber of Commerce and Industry of Canton Vaud (Chairman)

Election and term of office of the Board of Directors

Principles of the electoral procedure

The members of the Board of Directors are elected by the Delegate Assembly. The term of office for all members is four years. Re-election is possible. In accordance with the Articles of Association, a member's term in office is limited to 20 years, and members must retire by the time of the first ordinary Delegate Assembly in the year in which they celebrate their 65th birthday.

First-time election and remaining term of office

The start of the term of office for members of the Board of Directors elected for the first time is set out in the section "Members of the Board of Directors". The current term of office began in spring 2017 and ends in spring 2021.

Internal organization

Allocation of tasks within the Board of Directors

The Board of Directors is self-constituting, appointing a Chairman and a Vice-Chairman from among its members. The members assume equal responsibility for exercising the functions of the Board of Directors.

Audit Committee

As support, the Board of Directors has appointed an Audit Committee from among its own members. The Audit Committee advises the Board of Directors on questions concerning the financial statements and reporting, on the activities of the internal and external auditors, the internal control system (ICS) and risk management. Compliance is also a matter for the internal control system and risk management. The Committee comprises Irene Kaufmann (Chairwoman), Hansueli Loosli and Beth Krasna.

The Audit Committee meets at least three times a year. A meeting generally lasts half a day. As a rule, the Chairman of the Executive Committee (CEO), the Head of the Finance Business Unit and the Head of Internal Auditing take part in the meetings in an advisory capacity. Depending on the agenda of the meeting, the external auditors may be asked to attend. The members of the Board of Directors are kept informed on the work of the Audit Committee at regular intervals. Internal Auditing reports to the Chairwoman of the Audit Committee. The Audit Committee met five times in 2018.

Working method of the Board of Directors

The Board of Directors meets as often as business requires, but at least four times a year. As a rule, the Chairman of the Executive Committee (CEO) and the Vice-Chairman of the Executive Committee take part (for all items on the agenda) in the meetings of the Board of Directors in an advisory capacity, as do the other members of the Executive Committee if required. The Board is quorate if a majority of its members are present. A valid decision requires a majority of the votes cast. In the event of a tie, the Chairman of the Board of Directors has the casting vote.

In 2018, the Board of Directors convened for seven meetings lasting from one to two days. Furthermore, the Board of Directors spent four days visiting locations of subsidiaries in Switzerland and abroad. No external consultants were engaged.

Regulation of responsibilities

The Board of Directors is responsible for the general direction (strategic leadership) of the business of the Coop Group Cooperative and the Coop Group and oversees operational management of the Group. The duties and powers vested in it under Art. 29 of the Articles of Association correspond to the regulations laid down for joint-stock companies (Swiss Code of Obligations 716a), which are stricter than Swiss law on cooperatives. The organizational regulations enacted by the Board of Directors provide for a strict division of responsibilities between the Board of Directors and the Executive

Committee in all fundamental matters such as finance, corporate strategy, human resources and organization. The Executive Committee has drawn up regulations that define in detail the operational responsibilities of the individual management levels.

Instruments of information and control over the Executive Committee

Management information system

The Chairman of the Board of Directors and the CEO meet once or twice a month to discuss fundamental issues regarding the Coop Group. The Chairman of the Board of Directors regularly attends the meetings of the Executive Committee. At each regular meeting of the Board of Directors, the CEO informs the Board members in detail about the company's performance, key projects and events as well as measures that have been implemented. Every month the Board of Directors receives a written report containing key figures on current business performance and important information on all business segments. In addition, reports and results are submitted in writing to the Board of Directors every four months and presented and discussed at the Board meetings.

Planning and goal-setting process/balanced scorecard

Coop has a comprehensive and continuous planning and goal-setting process in place, which also features regular reporting to the Board of Directors, including balanced scorecard reports.

Risk management

The Coop Group operates a standardized risk management system. Every three years (most recently in 2018), the Executive Committee and the Board of Directors identify and analyse the main risks and main risk scenarios and determine the appropriate measures. The progress made in implementing the individual measures is reviewed each year. Major risks are defined as those that can have a negative impact on the EBIT of the Coop Group to the extent of over 15 million francs within three years.

Internal control system

During the well-established annual quality evaluation of the internal control system at business process level, operational risks and risks associated with financial reporting and compliance are assessed. The effectiveness of the checks carried out to cover these risks is also assessed. General IT checks are included in the above assessments.

The quality of the Group-wide checks is examined by members of the Executive Committee every two years. As scheduled, an assessment of the Group-wide checks was carried out in 2017. The results of the internal control system evaluations are summarized in a comprehensive report issued each year.

Internal Auditing

Internal Auditing – as an independent and impartial body – is mandated by the Board of Directors and the Audit Committee to check compliance with guidelines and regulations, the appropriateness and effectiveness of the internal control system and other aspects. It audits, or advises on, the development of new business processes or changes to existing ones, and supports the Executive Committee in the achievement of its goals by presenting proposals for improving business processes. Internal Auditing practises a risk-oriented approach to auditing. Observations from audits are communicated in writing to the Chairwoman of the Audit Committee, the Chairman of the Board of Directors and the Chairman of the Executive Committee. The implementation of measures is monitored promptly. Internal Auditing coordinates its auditing activities and maintains close contact with the statutory auditors for the purpose of sharing information. It is a member of the Institute of Internal Auditing Switzerland (IIAS).

Executive Committee

Members of the Executive Committee

For the operational management of the Group, the Board of Directors appoints an Executive Committee (EC), which acts on its own responsibility as the executive body; its duties and powers are laid down in the organizational regulations by the Board of Directors. The Executive Committee is headed by a Chairman (CEO), who is entitled to issue directives to the other EC members.

As at 31 December 2018, the Executive Committee of the Coop Group Cooperative comprised the following members:

Name	Year	Current function	Member since
Joos Sutter	1964	Chairman of the Executive Committee	2010
Reto Conrad	1966	Member	2012
Christian Coppey	1965	Member	2017
Daniel Hintermann	1970	Member	2017
Daniel Stucker	1964	Member	2011
Adrian Werren	1969	Member	2016
Philipp Wyss	1966	Vice-Chairman of the Executive Committee	2009

Education / training, professional activities and vested interests

(Reference date 31.12.2018)

The Executive Committee of the Coop Group Cooperative is also the Executive Committee of the Coop Cooperative and Coop Immobilien AG.



Joos Sutter

Swiss

Education:

Lic. oec. HSG, University of St. Gallen; Swiss diploma in. auditing, "Kammerschule" of the Schweizerische Treuhandkammer (Swiss Institute of Certified Accountants and Tax Consultants), Zurich

Professional experience:

1991–1996 Auditor at PricewaterhouseCoopers, Zurich; 1996–1999 Head of Finance/Personnel at Import Parfümerien AG, Zurich; 1999–2005 various positions such as Head of Finance/Service and Head of Sales at Interdiscount, Jegenstorf; 2005–2009 Head of Interdiscount Division ; 2010–2011 Member of the Executive Committee of Coop Group Cooperative and Head of the Trading Business Unit of Coop Cooperative, Basel; since September 2011 Chairman of the Executive Committee of Coop Group Cooperative (CEO) and Head of Retail Business Unit of Coop Cooperative, Basel

Directorships:

AgeCore SA, Geneva; Transgourmet Holding AG, Basel; Two Spice AG, Hergiswil (NW)

Other functions and offices:

President of IG DHS (Swiss retailers' organization)



Reto Conrad

Swiss

Education:

Lic. oec. HSG, University of St. Gallen; Swiss diploma in auditing, "Kammerschule" of the Schweizerische Treuhandkammer (Swiss Institute of Certified Accountants and Tax Consultants), Basel

Professional experience:

1990–1992 Controller at UBS, Basel; 1992–2001 various auditing positions at PricewaterhouseCoopers in Basel and San Francisco; 2001–2005 CFO and member of the Bachem Group Corporate Executive Committee, Bubendorf; 2006–2012 CFO and member of Corporate Executive Board of Emmi Group, Lucerne; since 2012, Member of the Executive Committee of Coop Group Cooperative, Basel; 2012–2016 Head of Finance/Services Business Unit of Coop Cooperative, Basel; since May 2016, Head of IT/Production/Services Business Unit of the Coop Group Cooperative, Basel

Directorships:

Bell Food Group AG, Basel; Coop-ITS-Travel AG, Freienbach (Chairman); Coop Mineraloel AG, Allschwil; Panflor AG, Zurich; Siroop Trading AG, Basel; Société coopérative Centre de Formation du Léman, Jongny (Chairman); Update Fitness AG, Uzwil (Chairman)

Other functions and offices:

Board member, Coop Meeting Centre Muttentz (Chairman); Board member, CPV/CAP Coop Pension Fund, Basel



Christian Coppey

Swiss

Education:

diploma in architecture, ETH Zurich, Advanced Master in Urban Planning ENPC Paris

Professional experience:

1992–1995 Assistant Prof. D. Schnebli, ETH Zurich; 1993–2005 Project Manager Coppey & Coppey Architectes, Martigny; 2003–2006 Head of Corporate Real Estate Western Switzerland Credit Suisse, Lausanne; 2006–2016 Head of Real Estate & Shopping Management Maus Frères SA, Geneva;

since 2017 Member of the Executive Committee of Coop Group Cooperative and Head of Property Business Unit of Coop Cooperative, Basel

Directorships:

Pearlwater Mineralquellen AG, Termen (Chairman); Centre Commercial Moncor SA, Villars-sur-Glâne (Chairman); Robix AG, Baden (Chairman)

Other functions and offices:

Interessengemeinschaft privater, professioneller Bauherren (IPB, interest group of private, professional developers)



Daniel Hintermann

Swiss

Education:

Lic. rer. pol. University of Bern; Swiss diploma in logistics management

Professional experience:

1997–2001 Consultant and Project Manager, Abegglen Management Consultants AG, Volketswil; 2001–2005 Head of Service Interdiscount, Jegenstorf; 2005–2010 Head of Logistics, IT and Service Interdiscount; 2010–2016 Head of Coop Nordwestschweiz logistics region, Schafisheim; since 2017 Member of the Executive Committee of Coop Group Cooperative and Head of Logistics Business Unit of Coop Cooperative, Basel

Directorships:

Cargo Sous Terrain AG, Basel; Railcare AG, Harkinggen (Chairman)



Daniel Stucker

Swiss

Education:

Dipl. Ing. in business informatics, Biel Engineering College; Executive MBA, University of Zurich

Professional experience:

1985–1986 Software engineer PTT, Bern; 1989–1992 Management consultant and Branch Manager Bern AF Consulting, Bern; 1992–1994 Head of Service-Center RESO, Solothurn; 1994–1999 Head of IT and Organization at UEFA, Union of European Football Associations, Nyon; 1999–2007 Head of IT/Logistics, then Head of Finance/Services, later Head of Purchasing at Interdiscount, Jegenstorf; 2007–2011 Head of Division Import Parfumerie/Christ Watches & Jewellery, Winterthur; since 2011, Member of Executive Committee of Coop Group Cooperative and Head of Trading Business Unit of Coop Cooperative, Basel

Directorships:

Coop Vitality AG, Bern (Chairman); Coop Vitality Health Care GmbH, Niederbipp (CEO); Coop Vitality Management AG, Bern (Chairman); Dipl. Ing. Fust AG, Oberbüren (Chairman); Elektronik Distribution AG, Basel (Chairman); Eurogroup Far East Ltd., Hong Kong; Nettoshop AG, St. Gallen (Chairman); RS Vertriebs AG, St. Gallen (Chairman); Service 7000 AG, Netstal; Siroop AG, Zurich; Siroop Trading AG, Basel (Chairman); The Body Shop Switzerland AG, Uster (Chairman)



Adrian Werren

Swiss

Education:

Lic. rer. pol. University of Basel

Professional experience:

1995–1996 Auditor, Coop Switzerland, Basel; 1997–2000 Project Manager Coop Switzerland, Basel; 2001–2008 Team Leader Controlling, Coop, Basel; 2009–2010 Head of Controlling, Coop, Basel; 2011–2016 Head of Controlling, Coop and Head of Business Management/Controlling, Transgourmet (co-responsible);

since 2016 Member of Executive Committee of Coop Group Cooperative and Head of Finance Business Unit of the Coop Cooperative, Basel

Directorships:

Coop Vitality AG, Bern; Coop Vitality Health Care GmbH, Niederbipp; Coop Vitality Management AG, Bern; Dipl. Ing. Fust AG, Oberbüren; Marché Restaurants Schweiz AG, Dietlikon; nettoShop AG, St. Gallen; RS Vertriebs AG, St. Gallen; Railcare AG, Härkingen; Retail Marketing Switzerland AG, Basel (Chairman); The Body Shop Switzerland AG, Uster; Transcoop GmbH, Cologne; Transgourmet Central and Eastern Europe AG, Basel; Transgourmet Holding AG, Basel; Transgourmet Österreich GmbH, Traun; Transgourmet Switzerland AG, Basel



Philipp Wyss

Swiss

Education:

Commercial apprenticeship and butcher apprenticeship

Professional experience:

1990–1992 Sales Manager, Sempione Gehrig AG, Klus; 1993–1997 Senior Product Manager, Federation of Migros Cooperatives, Zurich; 1997–2003 Category Manager for Meat, Fish, Fresh Convenience at Coop, Basel; 2004–2008 Head of Fresh Produce Category Management at Coop, Basel; 2008–2009 Coop Sales Head of Zentralschweiz-Zürich Region; since 2009, Member of Executive Committee of Coop Group Cooperative, Basel; 2009–2011 Head of Retail Business Unit and Head of Zentralschweiz-Zürich Sales Region of Coop Cooperative, Basel;

since 2012, Head of Marketing/Purchasing Business Unit and deputy CEO of Coop Cooperative, Basel

Directorships:

AgeCore SA, Geneva; Betty Bossi AG, Zurich (Chairman); Casa del Vino SA, Zurich; Eurogroup Far East Ltd., Hong Kong (Chairman); Hilcona AG, FL-Schaan; Marché Restaurants Schweiz AG, Dietlikon (Chairman); Peter Riegger Holding AG, Zug; Transgourmet Holding AG, Basel; Two Spice AG, Hergiswil (NW); Zanini Vinattieri SA, Mendrisio

Other functions and offices:

GfM Schweizerische Gesellschaft für Marketing (Officer); member of the Bio Foundation board; Board member, Biore Foundation

Management agreements

There are no management agreements with third parties.

Compensation

Content and method of determining compensation and shareholding programmes

Compensation of the members of the Board of Directors and Executive Committee of the Coop Group Cooperative is prepared by the Chairman and the Vice-Chairwoman of the Board of Directors and set by the Board of Directors.

Compensation of the activities of the Board of Directors of the Coop Group Cooperative consists of a fixed salary dependent on the function involved (chairmanship, vice-chairmanship, regional council chairmanship, membership). In addition, a variable amount is paid in the form of fees for attending meetings. The Chairman and the Vice-Chairwoman of the Board of Directors are exceptions in that they receive fixed compensation (annual lump sum).

Compensation of the members of the Executive Committee of the Coop Group Cooperative consists of a contractually agreed fixed gross salary and a variable performance-related sum (profit-sharing) paid in cash. This sum may not exceed 20% of gross salary and is determined by the degree of budget fulfilment.

Compensation for the activities of the Board of Directors of the Coop Group Cooperative, the Coop Cooperative and Coop Immobilien AG in 2018 amounted to 1.3 million francs (2017: 1.3 million francs). The gross salaries of the Executive Committee totalled 4.1 million francs for 7 full-time equivalents in 2018 (2017: 4.4 million francs for 7.6 full-time equivalents). The Coop Group Cooperative and the Coop Cooperative, respectively, are entitled to any fees paid to the Chairman and the Vice-Chairwoman of the Board of Directors and to members of the Executive Committee for activities performed as members of the Boards of Directors of subsidiaries.

The Chairman and the Vice-Chairwoman of the Board of Directors and the members of the Executive Committee do not enjoy special pension rights.

Rights of participation

Voting rights

Members of the Coop Group Cooperative are represented by the delegates of their respective region. Voting rights in the Delegate Assembly reflect the number of Coop members in the corresponding regions.

Statutory quorums

Resolutions and elections in the Delegate Assembly require an absolute majority of the valid votes cast for them to take effect.

Convening the Delegate Assembly

The Board of Directors convenes the Delegate Assembly at least 20 days in advance, giving details of the matters to be discussed and the proposals of the Board of Directors. An extraordinary Delegate Assembly may be convened if so requested by at least one third of delegates.

Adding an item to the agenda

Delegates can ask for a matter to be added to the agenda of the Assembly. The request must be submitted to the Board of Directors at least 45 days before an Ordinary Delegate Assembly is due to be held.

Changes of control and defensive measures

The Coop Group Cooperative has not issued any participation certificates. There are no statutory restrictions or regulations.

Auditors

Duration of mandate and term of office of lead auditor

As the auditors are appointed for one year, the Delegate Assembly elects the auditors each year. PricewaterhouseCoopers (PwC) has been the auditor of the Coop Group Cooperative and of the consolidated financial statements of the Coop Group since 1994. Lead auditor Bruno Rossi has been in office since 2016.

Auditing fee

The auditors billed fees totalling 3.1 million francs for fulfilment of their statutory mandate for the 2018 financial year (2017: 3 million francs).

Other fees

For performing additional services over and above the statutory mandate, PwC billed a total of 0.3 million francs during the 2018 financial year (2017: 0.7 million francs).

Information instruments pertaining to an external audit

The Audit Committee is mandated by the Board of Directors to monitor the qualification, impartiality and performance of the external auditors and to inform the Board of Directors of the results of its assessment. It also provides the Board of Directors and the Delegate Assembly with a recommendation regarding the election or re-election of the external auditors.

The lead auditor took part in three meetings of the Audit Committee in 2018. Planning of the audit, the observations of the external auditors and the ensuing procedure adopted were discussed at these meetings. In addition, the lead auditor reports to all members of the Board of Directors once a year. The external auditors and Internal Auditing additionally discuss the methods and further development of the internal control system.

Change of auditor

There will be a change of auditor in 2019: on 26 October 2018, the Delegate Assembly voted to appoint KPMG AG as the new auditors. KPMG AG will replace PricewaterhouseCoopers (PwC) as the auditors from the 2019 financial year onwards.

Information policy

The Coop Group Cooperative keeps its members informed through the weekly Coop Member Press and the Coop website. In addition, members can view the Coop Annual Report on the company's website or download it from the website.

➔ report.coop.ch

In spring and autumn, the delegates attend Delegate Assemblies at which information about ongoing business developments is provided and current topics are discussed in depth. Along with the invitation to the Spring Delegate Assembly they also receive a copy of the Annual Report of the Coop Group. The financial statements of the Coop Group Cooperative are an integral component of this annual report. In addition, they receive a written report every four months informing them of Coop's current business performance.

The key sales figures for the previous year are announced at the beginning of each year, and the annual results conference of the Coop Group takes place in February.

Regular media releases keep the public informed on other important developments within the Coop Group.

➔ www.coop.ch/medien

Coop Group management

Coop Cooperative

As at 1 April 2019

Executive Committee (EC)

Joos Sutter, Chief Executive Officer
Reto Conrad, Head of IT/Production/Services Business Unit
Christian Coppey, Head of Property Business Unit
Daniel Hintermann, Head of Logistics Business Unit
Daniel Stucker, Head of Trading Business Unit
Adrian Werren, Head of Finance Business Unit
Philipp Wyss, Head of Marketing/Purchasing Business Unit

CEO Business Unit

Joos Sutter, Chief Executive Officer
Frank Bertisch, Head of Internal Auditing
Luc Pillard, Head of Human Resources Coop
Alfred Hubler, Head of General Secretariat
Jörg Ledermann, Head of Communication/Quality/Sustainability

Retail Business Unit

Joos Sutter, Head of Retail Business Unit
Stefano Alberucci, Head of BE Sales Region
Ivo Dietsche, Head of OT Sales Region
Philippe Huwyler, Head of Coop@home
Sissigno Murgia, Head of SR Sales Region
Peter Schmid, Head of NWZZ Sales Region
Roberto Villoria, Head of Total Store national

Suisse Romande Sales Region(SR)

Sissigno Murgia, Head of SR Sales Region
Stefan Silvestri, Head of Business Management/Controlling
Jean-Claude Chapuisat, Head of Personnel/Training
Thierry Boudol, Head of Sales VD/FR
Claudio Marra, Head of Sales GE
Bertrand Pasteur, Head of Sales VD/NE/FR
Franck Truchot, Head of Sales VS/VD
Laurent Voelin, Head of Sales NE/JU/BE
Philipp Ziörjen, Head of Sales VD/GE

Bern Sales Region (BE)

Stefano Alberucci, Head of BE Sales Region
Peter Jacobian, Head of Sales Bern/Burgdorf
Frederik Heller, Head of Sales Seeland/FR
Oliver Hasler, Head of Sales Emmental/Thun
Marcel Maurer, Head of Sales Berner Oberland/Wallis
Willy Kuhn, Head of Sales SO/Oberaargau
Bruno Piller, Head of Personnel/Training
André Wenger, Head of Business Management/Controlling
Roland Frefel, Head of CCM

Nordwestschweiz-Zentralschweiz-Zürich Sales Region (NWZZ)

Peter Schmid, Head of NWZZ Sales Region
Dominique Vela, Head of Business Management/Controlling
André Aerne, Head of Sales Lake Zurich North
Urs Barmettler, Head of Sales ZG/SZ
Christian Rüttimann, Head of Sales AG West/Olten
Marc Ellena, Head of Sales Lake Zurich South
Martin Fürst, Head of Sales AG Ost
Sandro Janko, Head of Sales BL and surrounding area
Herbert Müller, Head of Sales LU
Vacant, Head of Personnel/Training
Jean-Claude Prosdocimo, Head of Sales Zurich North
Besim Ramadani, Head of Sales Zurich City
Monika Zander, Head of Sales BS and surrounding area

Ostschweiz-Ticino (OT) Sales Region

Ivo Dietsche, Head of OT Sales Region
Johannes Hummel, Head of Business Management/Controlling
Patrick Wiler, Head of Personnel/Training
Mario Colatrella, Head of Sales TI
Rolf Gurtner, Head of Sales SG East/AI/AR/FL/GL
Shenasi Haziri, Head of Sales SG West/TG
Sven Herzog, Head of Sales Winterthur/SH
Dario a Marca, Head of Sales GR

Trading Business Unit

Daniel Stucker, Head of Trading Business Unit
Martin Meier, Head of Business Management/Controlling
Martin von Bertrab, Head of Personnel/Training
Antonella Catellani, Head of Total Store/Expansion

Coop City

Christian Staub, Head of Coop City
Christian Jochberg, Head of Sales Region Centre
Claudia Schreen, Head of Sales Region East
Daniel Tona, Head of Sales Region West

Coop Building & Hobby

Andreas Siegmann, Head of Building & Hobby
Joe Wyss, Head of CM/Purchasing Building & Hobby
Marco Bertoli, CM Gardening/Plants
Marc Rheia, CM Leisure/Sport/Decorating (as of 01.05.2019)
Gabriele Vassena, CM DIY/Electrical
Dario Oemeroglu, CM Building/Interior Fittings (as of 01.05.2019)
Lukas Frey, CM Garden Hard Goods (as of 01.05.2019)

Interdiscount/Microspot

Pierre Wenger, Head of Interdiscount/Microspot Division
Vito Armetta, Head of Sales
Martin Koncilja, Head of Marketing
Peter Späni, Head of CM/Purchasing
Ingo Arnold, Head of CM Non Food
Georg Weinhofer, Head of Marketplace/Logistics/Services

Livique /Lumimart

Oliver Roth, Head of Livique /Lumimart Division

Import Parfumerie

Michael Susta, Head of Import Parfumerie Division

Christ Watches & Jewellery

Nina Müller, Head of Christ Watches & Jewellery Division

Coop Vitality AG

Daniel Stucker, Chairman of the Board of Directors
Virginie Emmanuelle Pache Jeschka, Head of Coop Vitality AG

Dipl. Ing. Fust AG

Daniel Stucker, Chairman of the Board of Directors
Thomas Giger, Head of Dipl. Ing. Fust AG, Head of Retail Sales
Silvio Cioffi, Head of Novacasa General Contractor Division
Giovanni De Mieri, Head of Multimedia Division
Peter Fankhauser, Head of Finance & Services
Marc Haselbach, Head of Electronics Division
Manfred Spiller, Head of Kitchen/Bathroom Division

RS Vertriebs AG

Daniel Stucker, Chairman of the Board of Directors
Reto Furrer, Head of RS Vertriebs AG

The Body Shop Switzerland AG

Daniel Stucker, Chairman of the Board of Directors
Sonja Gramp, Head of The Body Shop Switzerland AG

Marketing/Purchasing Business Unit

Philipp Wyss, Head of Marketing/Purchasing Business Unit

Catering

Kaspar Wittwer, Head of Coop Catering

CM/Purchasing Fresh Food 1

Silvio Baselgia, Head of CM/Purchasing Fresh Food 1
Andreas Allenspach, CM/Purchasing Fruit & Vegetables/
Cut Flowers
Axel Dippold, CM/Purchasing Fresh Convenience
Oliver Krüsi, CM/Purchasing Bread/Baked Goods

Vladimir Cob, Managing Director Alifresca AG

CM/Purchasing Fresh Food 2

Marc Muntwyler, Head of CM/Purchasing/Fresh Food 2
Yves Grüninger, CM/Purchasing Dairy Produce/Eggs
Fabian Schneider, CM/Purchasing Meat
Matthias Hofer, CM/Purchasing Frozen Products/Fish

CM/Purchasing Basic Foods/Cleaning

Andrea Kramer, Head of CM/Purchasing Basic Foods/Cleaning
Daniel Böni, CM/Purchasing Confectionery/Savoury Snacks
Olivier Compagnon, CM/Purchasing Detergents/Cleaning Agents/
Hygiene
Philipp Nyffenegger, CM/Purchasing Breakfast/Baking Ingredients
Pascal Seiler, CM/Purchasing Long-life Convenience/Garnishes

CM/Purchasing Beverages/Specialist Stores

Simon Grieder, Head of CM/Purchasing Beverages/
Specialist Stores
Sylvia Berger, CM/Purchasing Wines/Sparkling Wines
Lukas Frey, CM/Purchasing Pet Supplies
Laura Schmidt, CM/Purchasing Soft Drinks/Beer/Spirits
Daniel Vonach, CM/Purchasing Specialist Stores/Newsstands

CM/Purchasing Near Food/Non Food

Pia Bracher, Head of CM/Purchasing Near Food/Non Food
Karena Breitenbach, CM/Purchasing Cosmetics/Vitashop
Simone Gössling, CM/Purchasing Stationery/Travel/
Home Textiles/Festive
Marc Helfenstein, CM/Purchasing Electrical/Kitchen/Dining
Roy Mor, CM/Purchasing Clothing/Jewellery
Patrick Steiner, CM/Purchasing Baby/Children's Clothing/
Toys/F&F

CM/Purchasing Services

Rico Bossi, Head of SBO/SCM Sales Outlets
Mauro Manacchini, Head of Purchasing Services
Andreas Olloz, Head of CM/Purchasing Services

Marketing/Digital Services

Thomas Schwetje, Head Marketing/Digital Services
Philipp Schenker, Head of Marketing/Market Research

Betty Bossi AG

Philipp Wyss, Chairman of the Board of Directors
Lars Feldmann, Managing Director

Marché Restaurants Schweiz AG

Philipp Wyss, Chairman of the Board of Directors
Raoul König, Chairman of the Executive Committee

Eurogroup Far East Ltd.

Philipp Wyss, Chairman of the Board of Directors
Peter Hauser, Managing Director

Logistics Business Unit

Daniel Hintermann, Head of Logistics Business Unit and Head of
BE Logistics Region
Christoph Eigenmann, Head of OT Logistics Region
Sébastien Jacquet, Head of SR Logistics Region
Domenico Repetto, Head of NWZZ Logistics Region
Beat Zaugg, Head of National Logistics

Railcare AG

Daniel Hintermann, Chairman of the Board of Directors
Philipp Wegmüller, Chairman of the Executive Committee

Finance Business Unit

Adrian Werren, Head of Finance Business Unit, Head of Controlling
Hansjörg Klossner, Head of Accounting
Beat Leuthardt, Head of Financial Services
Martin Meier, Head of Shared Service Centre BW

Property Business Unit

Christian Coppey, Head of Property Business Unit
Claudio Casal, Head of SR Property Region
Stefano Donzelli, Head of Business Management/Controlling
Victor Manuel Martinez, Head of BE Property Region
Klaus Sedlmeyer, Head of OT Property Region
Philippe Sublet, Head of National Shopping Centres
Fritz Ulmann, Head of NWZZ Property Region

IT/Production/Services Business Unit

Reto Conrad, Head of IT/Production/Services Business Unit
August Harder, Head of IT
Marc Haubensak, Head of BâleHotels
Benedikt Pachlatko, Head of Cooperations/Customer Service
Stephan Rupprecht, Head of Projects
Romeo Sciaranetti, Head of Swissmill
Anton von Weissenfluh, Head of Chocolats Halba/Sunray

Update Fitness AG

Reto Conrad, Chairman of the Board of Directors
Michael Ammann, Managing Director

Coop-ITS-Travel AG

Reto Conrad, Chairman of the Board of Directors
Andreas Restle, Managing Director

Coop Meeting Centre

Reto Conrad, Chairman of the Foundation Board
Martin von Bertrab, Delegate to the Foundation Board

Société coopérative Centre de Séminaires “du Léman”

Reto Conrad, Chairman of the Board of Directors
Martin von Bertrab, Delegate to the Board of Directors

Other subsidiaries

As at 1 March 2019

Coop Mineraloel AG

Hansueli Loosli, Chairman of the Board of Directors
Roger Oser, Chief Executive Officer
Dominik Köppel, Head of Sales
Andreas Parpart, Head of Marketing & Purchasing
Jörg Biermann, Head of Supplies & Retail (as of 01.01.2019)
Marc Salathe, Head of Finance & IT

Transgourmet Holding AG

Hansueli Loosli, Chairman of the Board of Directors

Transgourmet Central and Eastern Europe

John Matthew, Chief Executive Officer, Managing Director Eastern Europe and Selgros, Germany
Frank Seipelt, Chief Executive Officer, Managing Director Transgourmet Germany
Xavier Buro, Managing Director Finance
Manfred Hofer, Managing Director Purchasing

Transgourmet Poland

Alexander Orłowski, Chief Executive Officer and Managing Director Cash & Carry
Piotr Kolodziejczak, Managing Director Finance/Controlling
Piotr Skłodowski, Managing Director Purchasing /Marketing
Christian Alberty, Managing Director Food Service

Selgros Romania

Robert Hellwagner, Chief Executive Officer
Herwig Arvay, Managing Director Finance/IT
Robert Hellwagner, Managing Director Purchasing/Marketing & Sales

Selgros Russia

Michael Zipfel, Chief Executive Officer
Jens Frerichs, Managing Director Purchasing
Maximilian von Blanquet, Managing Director Finance
Michael Zipfel, Managing Director Sales

Transgourmet France

Eric Decroix, Chief Executive Officer
Caroline Besselièvre, Head of HR
Yves Cebron, Commercial Manager and Head of Product Range
Edith Hertz, deputy Chief Executive Officer

Transgourmet Österreich

Manfred Hayböck, Chief Executive Officer and Managing Director Finance
Thomas Panholzer, Chief Executive Officer and Sales Manager
Manuel Hofer, Head of Purchasing/Goods
Jürgen Krizmanich, Managing Director Locations
Michael Steinmair, Head of Logistics

Transgourmet Switzerland

Philipp Dautzenberg, Chief Executive Officer
Markus Heiniger, Head of Marketing and Purchasing
Erich Joss, Head of Human Resources
Andrea Pellizzari, Head of Finance/Controlling/Construction/Property
Claude Schnider, Head of IT
Ralph Zigerlig, Head of Sales for Switzerland

Bell Food Group AG

Hansueli Loosli, Chairman of the Board of Directors
Lorenz Wyss, Chairman of the Group Executive Board, Chief Executive Officer
Daniel Böhny, Member of the Group Executive Board
Christian Schröder, Member of the Group Executive Board
Marco Tschanz, Member of the Group Executive Board, Chief Financial Officer

Bell Switzerland

Lorenz Wyss, Head of Bell Switzerland Division
Philipp Allemann, Head of Production/Purchasing
Christoph Schatzmann, Head of Quality Management/Sustainability
Christine Schlatter, Head of Sales/Marketing
Marco Tschanz, Head of Finance/Services

Bell Germany

Christian Schröder, Head of Bell Germany Division, Head of Distribution/Marketing
Gunnar Bauer, Head of Strategic Purchasing
Nicolaj Steber, Head of Bell Spain
Steven Van Parijs, Head of Bell Benelux
Markus von der Pütten, Head of Production/Technical

Bell International

Daniel Böhny, Head of Bell International Division
Stefano Bianchi, Head of Bell France
Johannes Huber, Head of Hubers/SÜTAG
Eugeniusz Philip, Head of Bell Poland
Hedvig Szakács, Head of Bell Hungary

Bell Finance/Services

Marco Tschanz, Head of Finance/Services Division

Hilcona

Martin Henck, Chief Executive Officer

Eisberg

Christian Guggisberg, Chief Executive Officer

Hügli

Thomas Bodenmann, Chief Executive Officer