



Corporate governance

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Corporate governance

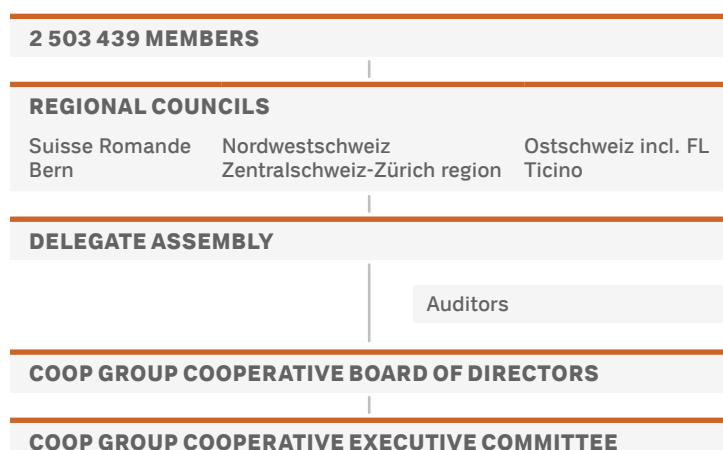
Corporate governance is based on the principle of management’s transparency and openness towards employees and the general public. In the following chapter, Coop provides an insight into its company structure.

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 2022 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 106 to 109 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 2021 to 2025. 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 70.

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 (> About us > Who we are > Cooperative)

As at 31 December 2022, 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	Suzanne Blaser	Lucia Gianoli
Patrick Csikos	Patrick Bruni	Sibylle Bader Biland	Jolanda Bossert	Fridolin Eberle	Christian Broggi
Yvan Délèze	Chantal Gagnebin	Evelyn Borer	Stefan Baumann	Markus Eugster	Cristina Calderari
Olivier Grangier	Sandra Ghisoni Schenk	André Dalla Vecchia	Kilian D'Alberto	Christa Flückiger	Carlo Frigerio
Doris Grobéty	Fränzi Grunder	Adrian Fankhauser	Anna Maria Forlano	Remo Keller	Raffaele Sartori
Nicole Hosseini	Jürg Kradolfer	Susanne Jäger	Alexander Gossauer	Kurt Gansner	
Nadine von Büren-Maier	Corinne Lehmann	Peter Jossi	Ronald Hauser	Roberto Godenzi	
Catherine Sahy	Sibylle Miescher	Pascal Konrad	Evelyn Hofer	Hedwig Kohler	
Benoît Santschi	Felix Truffer	Daniel Münger	Cornelia Luchsinger	Richard Kübler	
Catherine Stern	Annette Wisler Albrecht	Karin Alder-Blaser	Alex Rutz	Leonardo Longaretti	
Marc Vauthey	Zippora Wüthrich		Beda Schlumpf	Gabi Senn	

Capital structure

The capital structure of the Coop Group can be seen in the consolidated balance sheet (page 85 of the Annual Report) and the corresponding notes (pages 88 to 109). 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 2022, the Board of Directors of the Coop Group Cooperative comprised the following members:

Name	Year	Current function	First year of office	Elected until
Joos Sutter ²	1964	Chairman	2021	2025
Markus Beer	1970	Member, employee representative	2021	2025
Michela Ferrari-Testa	1963	Member, representative of Ticino Region	2006	2025
Michael Fuhrer	1972	Member, representative of Ostschweiz/FL Region	2021	2025
Susanne Giger	1970	Member, representative of Zentralschweiz-Zürich Region	2018	2025
Petra Jörg Perrin ²	1964	Member, representative of Bern Region	2017	2025
Doris Leuthard ¹	1963	Member, Vice-Chairwoman	2019	2025
Grégoire Ribordy	1971	Member	2021	2025
Bernard Rüeger	1958	Member, representative of Suisse Romande Region	2009	2025
Karim Twerenbold	1985	Member, representative of Nordwestschweiz Region	2021	2025

¹ Chairwoman of the Audit Committee

² Member of the Audit Committee

Education/training, professional activities and vested interests

(Reference date 31.12.2022)

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



Joos Sutter

Swiss

Vocational training/background:

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 AG, 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; 2011–2021 Chairman of the Executive Committee of Coop Group Cooperative (CEO) and Head of Retail Business Unit of Coop Cooperative, Basel Since May 2021 Chairman of the Board of Directors of Coop Group Cooperative, Basel

Directorships:

AgeCore SA, Geneva; Bell Food Group AG, Basel (Chairman); Coop Mineraloel AG, Allschwil (Chairman); Swiss Household Services Ltd., Oberbüren (Vice-Chairman); Coop Aid for Mountain Regions Cooperative, Basel (Chairman); Transgourmet Holding AG, Basel (Vice-Chairman); Two Spice AG, Zurich

Other functions and offices:

CPV/CAP Coop Pension Fund, Basel (Chairman); Member of Board of Trustees of the Jumbo Pension Fund, Dietlikon (Chairman)



Markus Beer

Swiss

Vocational training/background:

Baker-confectioner, Marketing Director with ImBa certificate, Certified Board Member (Rochester-Bern Executive Programs)

Professional experience:

1989 Shift Baker Coop Mittelland; 1994–2000 Head of In-store Bakery Coop Zofingen; 2000/01 Deputy Head of Bakery Coop Mittelland; 2001–2010 Group Head Regional Category Management Baked Goods; 2010–2015 Group Head Regional Category Management Staple Foods/ Frozen; since 2015 Head of Product Management/Innovation Bakeries Unit

Other functions and offices:

Association of Salaried Employees of Coop (Chairman)



Michela Ferrari-Testa

Swiss

Vocational training/background:

lic. iur. University of Zurich, lawyer and notary

Professional experience:

since 1990, own law and notary practice in Capriasca

Further directorships:

Banca dello Stato del Cantone Ticino, Bellinzona; Schweizerische Mobiliar Genossenschaft, Bern



Michael Fuhrer

Swiss

Vocational training/background:

Swiss diploma in Swiss diploma in accounting and controlling

Professional experience:

1996–2001 Business Customer Advisor St. Galler Kantonalbank; 2001–2003 Credit Specialist Corporate Customers at Credit Suisse St.Gallen; 2003–2004 Head of Finance and Accounts Department Händeler AG; since 2005 Head of Finance & Administration Business Unit and member of the Executive Committee of Händeler AG; since 2021 Deputy Managing Director of Händeler AG

Further directorships:

Wasserversorgung Herisau

Other functions and offices:

Chair of the interest group Verein IG Sport Region Herisau



Susanne Giger

Swiss

Vocational training/background:

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), Zollikon

Further directorships:

Board member, Kartause Ittingen, Warth-Weiningen; Board member, Zewo, Zurich; Gemeinnützige Stiftung gegen die Mädchenbeschneidung, Hittnau (Vice-Chairwoman); Board member, Pontifical Swiss Guard in the Vatican, Fribourg

Other functions and offices:

Delegate, Patria Cooperative; member of the Board of HSG Alumni Women’s Chapter; Advisor, Lassalle-Institut



Petra Jörg Perrin

Swiss

Vocational training/background:

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

Further directorships:

Member of the Board of swissICT

Other functions and offices:

Titular Professor and visiting lecturer at the University of Bern; member of Training Advisory Board, Berner Kantonalbank; member of Strategic Advisory Board ZippSAFE



Doris Leuthard

Swiss

Vocational training/background:

lic. iur. University of Zurich, lawyer

Professional experience:

1991–2006 Lawyer and partner at Fricker Lawyers, Wohlen. Also member of various Boards of Directors (including Neue Aargauer Bank AG, Elektrizitäts-Gesellschaft Laufenburg AG, Baugenossenschaft Merenschwand) and political activity as schools inspector for Muri District (1993–2000), member of the Grand Council of the Canton of Aargau (1997–2000), member of the National Council (1999–2006) and as Chairwoman of the Christian Democratic Party of Switzerland (2004–2006). 2006–2018 Federal Councillor, initially as head of the Federal Department of Economic Affairs (FDEA) then, from November 2010, head of the Federal Department of Environment, Transport, Energy and Communications (DETEC), 2010 and 2017 President of the Swiss Confederation

Further directorships:

Bell Food Group AG, Basel (Vice-Chairwoman); Coop Mineraloel AG, Allschwil; Stadler Rail AG, Bussnang; Transgourmet Holding AG, Basel

Other functions and offices:

Fondation Kofi Annan; Ulrico Hoepli-Stiftung (Chairwoman), Stiftung Swiss Digital Initiative (Chairwoman), Steering Committee Europa Forum (Co-Chairwoman), Member of Foundation Board, ETH Zurich Foundation; Svizra27 Swiss National Exhibition Association (Co-President)



Grégoire Ribordy

Swiss

Vocational training/background:

PhD in Physics, University of Geneva

Professional experience:

since 2001 founder and CEO ID Quantique SA, Carouge

Further directorships:

Miraex SA, Ecublens

Other functions and offices:

Chair of University of Geneva Alumni; Association des Parents d'Elèves de l'Ecole de Troinex



Bernard Rüeger

Swiss

Vocational training/background:

MBA, Lausanne

Professional experience:

since 1986 in various positions and 1992–2012 Managing Director, Rüeger SA, Crissier; 2013–2019 Chairman, Rüeger Holding SA, Paudex

Further directorships:

Alpsens Technologies SA, Crissier (Chairman); CSS Holding AG, Lucerne; Gestion indépendante de patrimoines GIP SA, Granges-Paccot (Chairman); Groupe Orllati SA, Bioley-Orjulaz; Precitherm SA, Paudex; Socorex Isba SA, Ecublens



Karim Twerenbold

Swiss

Vocational training/background:

BSc International Management, University of Applied Sciences and Arts Northwestern Switzerland

Professional experience:

2011–2013 Project Manager/Assistant to the CEO Twerenbold Reisen Group; 2013–2016 CEO Twerenbold Group; since 2016 owner and Chairman of the Board of Directors of the Twerenbold Group

Further directorships:

Rütihöfler Immobilien AG, Baden

Other functions and offices:

Werner Twerenbold Stiftung; Chair Young Presidents Organization (YPO) Zürich Chapter

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 16 years, and members must retire by the time of the first ordinary Delegate Assembly in the year in which they celebrate their 70th 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 2021 and ends in spring 2025.

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 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 four times and held one video conference in 2022.

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 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 2022, the Board of Directors convened for seven meetings lasting from one to two days and for two extraordinary meetings. It also undertook a four-day tour of inspection in Europe. 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. 38 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

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

Risk management

The Coop Group operates a standardized risk management system. Every three years (most recently in 2021), 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 2021. 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).

Compliance

Coop's corporate profile takes shape with the Coop Group Code of Conduct. The Code of Conduct, which is binding on the company's employees, describes the rules when dealing with each other, as well as with our customers and business partners. It focuses on a respectful, non-discriminatory, sincere and honest approach. This includes compliance with statutory requirements and internal guidelines. Violations of this Code of Conduct should initially be reported to line managers. In cases where this is not possible, the person reporting the violation can contact a reporting office. All information is treated as strictly confidential.

Management

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.

Business Unit 7 was reorganized effective 1 January 2023 in order to anchor digital change more firmly in the organization. It will be called “Digital & Customer” in future and from 2023 will be led by Thomas Schwetje, previously responsible for Marketing/Digital Services. Reto Conrad, Head of the IT/Production/Services Business Unit 7, stepped down from the Executive Committee in August 2022.

As at 31 December 2022, the Executive Committee of the Coop Group Cooperative comprised the following members:

Name	Year	Current function	Member since
Philipp Wyss	1966	Chairman of the Executive Committee (CEO)	2009
Christian Coppey	1965	Member	2017
Daniel Hintermann	1970	Member	2017
Andrea Kramer	1969	Member	2021
Daniel Stucker	1964	Deputy Chairman of the Executive Committee	2011
Adrian Werren	1969	Member	2016

Education/training, professional activities and vested interests

(Reference date 31.12.2022)

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



Philipp Wyss

Swiss

Vocational training/background:

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; since May 2021 Chairman of the Executive Committee of Coop Group Cooperative (CEO) and Head of Retail Business Unit of Coop Cooperative, Basel

Directorships:

AgeCore SA, Geneva; Bell Food Group AG, Basel; Marché Restaurants Schweiz AG, Dietlikon (Chairman); Transgourmet Holding AG, Basel; Two Spice AG, Zurich

Other functions and offices:

IG DHS (Swiss retailers' organization) Steering Committee;



Christian Coppey

Swiss

Vocational training/background:

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); Robix AG, Basel (Chairman)

Other functions and offices:

Board member, CPV/CAP Coop Pension Fund, Basel; Trustee Jumbo Pension Fund, Dietlikon



Daniel Hintermann

Swiss

Vocational training/background:

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:

Coop Mineraloel AG, Allschwil; Panflor AG, Zurich; Railcare AG, Härkingen (Chairman)



Andrea Kramer

Swiss

Vocational training/background:

Lic. oec. publ. University of Zurich

Professional experience:

1995–1998 Marketing Project Manager Winterthur-Versicherungen, Winterthur; 1999–2001 Brand Manager Unilever; 2001–2005 Product Manager Lindt & Sprüngli (Schweiz) AG, Kilchberg; 2005–2010 Key Account Manager, then Head National Sales and later Country Business Manager Switzerland Nestlé Suisse SA, Division Mövenpick Ice Cream; 2011–2013 Head of Business Unit “Hilcona Fresh Express”, Hilcona AG, Schaan; 2013–2014 Commercial Director “Gourmet Switzerland” Barry Callebaut Schweiz AG, Zurich; 2014–2021 Category Manager, then Head of Category Management/Purchasing “Basic Foods/Cleaning” Coop Cooperative, Basel; since May 2021 member of the Executive Committee of Coop Group Cooperative and Head of Marketing/Purchasing Business Unit of Coop Cooperative, Basel

Directorships:

Alifresca AG, Basel (Chairwoman); Eurogroup Far East Ltd., Hong Kong (Chairwoman)

Other functions and offices:

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



Daniel Stucker

Swiss

Vocational training/background:

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 the Executive Committee of Coop Group Cooperative and Head of Trading Business Unit of Coop Cooperative, Basel

Directorships:

Coop-ITS-Travel AG, Freienbach (Chairman); Coop Vitality AG, Bern (Chairman); Coop Vitality Health Care GmbH, Niederbipp (CEO); Coop Vitality Management AG, Bern (Chairman); Swiss Household Services Ltd., Oberbüren (Chairman); Elektronik Distribution AG, Basel (Chairman); Eurogroup Far East Ltd., Hong Kong; Retail Marketing Switzerland AG, Basel; Service 7000 AG, Netstal (Chairman); The Body Shop Switzerland AG, Uster (Chairman); Update Fitness AG, Mönchwil (Chairman)



Adrian Werren

Swiss

Vocational training/background:

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; Swiss Household Services Ltd., Oberbüren; Interkauf AG, Aarburg; Marché Restaurants Schweiz AG, Dietlikon; Railcare AG, Härkingen; Retail Marketing Switzerland AG, Basel (Chairman); PerService 7000 AG, Glarus; The Body Shop Switzerland AG, Uster; Transgourmet Central and Eastern Europe AG, Basel; Transgourmet Holding AG, Basel; Transgourmet Ibérica, S.A.U., Vilamilla; Transgourmet Österreich GmbH, Traun; Transgourmet Schweiz AG, Basel

Other functions and offices:

Member of the Regional Economic Council of the Swiss National Bank (SNB)

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 2022 amounted to 1.5 million francs (previous year: CHF 1.4 million). The gross salaries of the Executive Committee totalled 3.9 million francs for seven full-time equivalents in 2022 (previous year: 4.4 million francs for seven 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. KPMG has been the auditor of the Coop Group Cooperative and of the consolidated financial statements of the Coop Group since 2019. Lead auditor Jurg Meisterhans has been in office since 2019.

Auditing fee

The auditors billed fees totalling CHF 3.9 million for fulfilment of their statutory mandate for the 2022 financial year.

Other fees

For performing additional services over and above the statutory mandate, the auditors billed a total of CHF 0.8 million during the 2022 financial year.

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 ordinary meetings and one extraordinary meeting of the Audit Committee in 2022. 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.

Information policy

The Coop Group Cooperative keeps its members informed through the weekly Coop Member Press and the Coop websites. 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