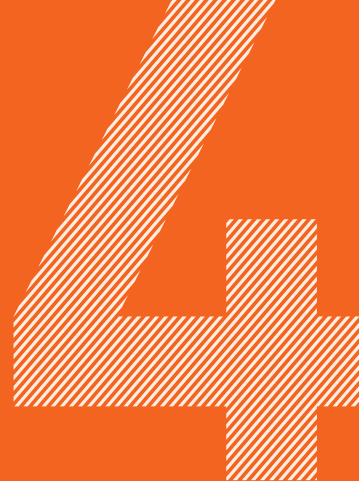


# Corporate governance



## 36

**Group structure**

## 37

**Capital structure**

## 38

**Board of Directors**

- 38 Members of the Board of Directors
- 38 Education/training, professional activities and vested interests
- 41 Election and term of office of the Board of Directors
- 42 Internal organization
- 42 Regulation of responsibilities
- 42 Instruments of information and control over the Executive Committee

## 44

**Management**

- 44 Members of the Executive Committee
- 44 Education/training, professional activities and vested interests
- 47 Management agreements

## 47

**Compensation**

## 47

**Rights of participation**

## 48

**Changes of control and defensive measures**

## 48

**Auditors**

## 48

**Information policy**

# 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 Ltd. For specific information on this company's corporate governance, see its annual report and website, [www.bellfoodgroup.com](http://www.bellfoodgroup.com).

## Group structure

The Coop Group Cooperative is based in Basel. At the end of 2024 the Cooperative had over 2.59 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 85 to 87 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

2 590 122 MEMBERS		
REGIONAL COUNCILS		
Suisse Romande Bern	Nordwestschweiz Zentralschweiz-Zürich	Ostschweiz incl. FL Ticino
DELEGATE ASSEMBLY		
		Auditors
COOP GROUP COOPERATIVE BOARD OF DIRECTORS		
COOP GROUP COOPERATIVE EXECUTIVE COMMITTEE		

### 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](http://www.coop.ch) (> About us > Who we are > Cooperative)

As at 31 December 2024, 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	Christian Broggi
Patrick Csikos	Patrick Bruni	Karin Alder-Blaser	Jolanda Bossert	Fridolin Eberle	Cristina Calderari
Yvan Délèze	Chantal Gagnebin	Sibylle Bader Biland	Stefan Baumann	Annemarie Eggenberger	Carlo Frigerio
Olivier Grangier	Sandra Ghisoni Schenk	Evelyn Borer	Kilian D'Alberto	Markus Eugster	Lucia Gianoli
Doris Grobét	Fränzi Grunder	André Dalla Vecchia	Anna Maria Forlano	Christa Flückiger	Raffaele Sartori
Sébastien Pasche	Jürg Kradolfer	Adrian Fankhauser	Alexander Gossauer	Kurt Gansner	
Catherine Sahy	Corinne Lehmann	Susanne Jäger	Ronald Hauser	Roberto Godenzi	
Benoît Santschi	Sibylle Miescher	Peter Jossi	Evelyn Hofer	Remo Keller	
Catherine Stern	Felix Truffer	Pascal Konrad	Cornelia Luchsinger	Richard Kübler	
Nadine von Büren-Maier	Annette Wisler Albrecht	Daniel Mürger	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 63 of the Annual Report) and the corresponding notes (pages 66 to 71). 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 2024, 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 <sup>2</sup>	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 <sup>2</sup>	1964	Member, representative of Bern Region	2017	2025
Doris Leuthard <sup>1</sup>	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

<sup>1</sup> Chairwoman of the Audit Committee

<sup>2</sup> Member of the Audit Committee

### Education/training, professional activities and vested interests

(Reference date 31.12.2024)

The Board of Directors of the Coop Group Cooperative is also the Board of Directors of the Coop Cooperative.



#### 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, 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:

Bell Food Group Ltd, Basel (Chairman); Coop Pronto AG, Allschwil (Chairman); Swiss Household Services Ltd., Oberbüren (Vice-Chairman); Coop Aid for Mountain Regions Cooperative, Basel (Chairman); Transgourmet Holding AG, Basel (Chairman)

#### Other functions and offices:

CPV/CAP Coop Pension Fund, Basel (Chairman)



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**Markus Beer**

Swiss

**Vocational training/background:**

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

**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 Panofina

**Other functions and offices:**

Association of Salaried Employees of Coop (Chairman)



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**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; Swiss Mobiliar Cooperative Company, Bern



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**Michael Fuhrer**

Swiss

**Vocational training/background:**

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 Häseler AG; since 2005 Head of Finance & Administration Business Unit and member of the Executive Committee of Häseler AG; since 2021 Deputy Managing Director of Häseler AG

**Further directorships:**

Wasserversorgung Herisau

**Other functions and offices:**

Chair of the interest group Verein IG Sport Region Herisau; Advisor to Appenzellerland Sport, Gossau



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**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; Board member, Pontifical Swiss Guard in the Vatican, Fribourg; Vetterli Roth & Partners Ltd, Zug

**Other functions and offices:**

Delegate, Patria Cooperative; Events Commission of the Boldern Foundation, Männedorf; Advisor, Lassalle-Institut



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**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

**Other functions and offices:**

Titular Professor and lecturer at the University of Bern (since 2007); Member of the Board of swissICT (2022–2025); Member of the Training Advisory Board, Berner Kantonalbank (since 2012); Member of the Central Management Board of the Swiss Alpine Club SAC (since 2024)



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**Doris Leuthard**

Swiss

**Vocational training/background:**

Lic. iur. University of Zurich, lawyer

**Professional experience:**

1991–2006 Lawyer and partner at Fricker Lawyers, Wohlen. Also a 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 Ltd, Basel (Vice-Chairwoman); Coop Pronto AG, Allschwil; Stadler Rail AG, Bussnang; Transgourmet Holding AG, Basel (Vice-Chairwoman)

**Other functions and offices:**

Stiftung Swiss Digital Initiative (Chairwoman), Advisory Board Lucerne Dialogue (Co-President), Member of Foundation Board, ETH Zurich Foundation; Svizra27 Swiss National Exhibition Association (Co-President)



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**Grégoire Ribordy**

Swiss

**Vocational training/background:**

PhD in Physics, University of Geneva

**Professional experience:**

since 2001 founder and CEO of Quantique Ltd, Carouge

**Further directorships:**

Miraex SA, Ecublens

**Other functions and offices:**

Chair of University of Geneva Alumni



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**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 (Chairman); Gestion indépendante de patrimoines GIP SA, Granges-Paccot (Chairman); Groupe Orllati SA, Bioley-Orjulaz; Precitherm SA, Paudex; Socorex Isba SA, Ecublens

**Other functions and offices:**

Association Ostara, Lutry (Vice-Chairman); Association curafutura, Bern, Association CSS, Lucerne (Chairman)



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**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

**Other functions and offices:**

Werner Twerenbold Stiftung; Chair Young Presidents Organization (YPO) Zurich 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 new members of the Board of Directors 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-Chairwoman 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 in 2024.

### 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 2024, the Board of Directors convened for seven meetings lasting from one to two days and for one video conference. 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 2023), 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 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. 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. Commitment to fair competition and strict observation of antitrust law have always been key pillars of Coop's compliance system. This system now also encompasses the areas of data protection as well as bribery and conflicts of interest. The compliance system is based on the three pillars of prevention, exposure and response, with a focus on appropriate, adequate and effective preventive measures. Alongside the necessary regulations and processes, this also includes regular training for the relevant target groups. The system's effectiveness is regularly checked and it is aligned with new requirements if necessary.

## 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.

As at 31 December 2024, 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
Thomas Schwetje	1969	Member	2023
Daniel Stucker	1964	Vice-Chairman of the Executive Committee	2011
Adrian Werren	1969	Member	2016

### Education/training, professional activities and vested interests

(Reference date 31.12.2024)

The Executive Committee of the Coop Group Cooperative is also the Executive Committee of the Coop Cooperative.



#### 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 the 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; 2012–2021, 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 Ltd, Basel; Marché Restaurants Schweiz AG, Dietlikon (Chairman); Transgourmet Holding AG, Basel; Two Spice AG, Zurich; Swiss Household Services Ltd., Oberbüren

#### Other functions and offices:

IG DHS (Swiss retailers' organization) Steering Committee (Chairman)



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**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



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**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 at Interdiscount AG, Jegenstorf; 2005–2010 Head of Logistics, IT and Service at 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 Pronto AG, Allschwil; Panflor AG, Zurich; Railcare AG, Wangen bei Olten (Chairman)



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**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 Switzerland Ltd, 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:**

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

**Other functions and offices:**

GfM Schweizerische Gesellschaft für Marketing (Officer); Member of the Biore Foundation board



### Thomas Schwetje

German

#### Vocational training/background:

Dr. rer. pol., Westfälische Wilhelms-Universität, Münster

#### Professional experience:

1997–2000 Managing Director of the Wissenschaftliche Gesellschaft für Marketing und Unternehmensführung e.V. (Scientific Association for Marketing and Business Management), Institute for Marketing, Münster; 2000 Senior Business Development Consultant at Bertelsmann AG, Gütersloh; 2001 Founder and Managing Partner of IMS Interactive Mobile Services GmbH, Düsseldorf; 2001–2003 Head of Strategy & Content at Apollis AG, Munich; 2003–2005 Senior Consultant, Project Manager, Principal and from 2005 Head of Retail Practice at BBDO Consulting, Düsseldorf; 2008–2022 Head of Marketing and Digital Services at Coop Cooperative, Basel; since 2023 Member of the Executive Committee and Head of the Digital & Customer Business Unit

#### Directorships:

Retail Marketing Switzerland AG, Basel; COOP-ITS-TRAVEL AG, Freienbach

#### Other functions and offices:

Association of Swiss Advertisers ASA (Board member); Verband Elektronischer Zahlungsverkehr (Association for Electronic Payments) VEZ (Board member)



### 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; in addition, Vice-Chairman of Coop Group Cooperative

#### 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 LTD, Uster (Chairman); update Fitness AG, Münchwilen (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-ITS-TRAVEL AG, Freienbach; Coop Vitality AG, Bern; Coop Vitality Health Care GmbH, Niederbipp; Coop Vitality Management AG, Bern; Swiss Household Services Ltd., Oberbüren; Marché Restaurants Schweiz AG, Dietlikon; Railcare AG, Wangen bei Olten; Retail Marketing Switzerland AG, Basel (Chairman); Service 7000 AG, Glarus; The Body Shop Switzerland LTD, Uster; Transgourmet Central and Eastern Europe AG, Basel; CapCo AG, Vaduz; Transgourmet Holding AG, Basel; Transgourmet Ibérica, S.A.U., Vilamallà; Transgourmet Österreich GmbH, Traun; Transgourmet Switzerland Ltd, Basel; Board member, CPV/CAP Pension Fund, Basel; Capviva Ltd, Zurich; Capviva KmGK, Zurich

#### 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).

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 and the Coop Cooperative in 2024 amounted to 1.4 million (previous year: 1.4 million). The gross salaries of the Executive Committee totalled 4.3 million for seven full-time equivalents in 2024 (previous year: 4.1 million 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 Jürg Meisterhans handed over his office to Reto Benz.

### Auditing fee

The auditors billed fees totalling 4.1 million for fulfilment of their statutory mandate for the 2024 financial year.

### Other fees

For performing additional services over and above the statutory mandate, the auditors billed a total of 1.3 million during the 2024 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 of the Audit Committee in 2024. 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](https://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](https://www.coop.ch/medien)