

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.

Group structure

The Coop Group Cooperative is based in Basel. At the end of 2025 the Cooperative had over 2.67 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 86 to 88 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

2 673 316 MEMBERS		
REGIONAL COUNCILS		
Suisse Romande Bern	Northwestern Switzerland Central Switzerland-Zurich	Eastern Switzerland 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, Northwestern Switzerland, Central Switzerland-Zurich, Eastern Switzerland incl. Principality of Liechtenstein, 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 2025 to 2029. 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 2025, the Delegate Assembly consisted of the following delegates:

Suisse Romande Region	Bern Region	Central Switzerland-Zurich Region	Northwestern Switzerland Region	Eastern Switzerland Region (incl. Liechtenstein)	Ticino Region
Nadine von Büren-Maier	Sabine Boschung	Alexandra Abbt-Mockt	Silvia Banfi Frost	Fridolin Eberle-Dürst	Cristian Broggi
Gérard Chardon	Patrick Bruni	Karin Alder	Stefan Baumann	Annemarie Eggenberger	Cristina Calderari
Patrick Csikos	Chantal Gagnebin	Sybille Bader Biland	Jolanda Bossert-Plüss	Raphael Eugster	Maddalena Lepori-Parolo
Yvan Délèze	Sandra Ghisoni Schenk	Evelyn Borer	Kilian D'Alberto	Christa Flückiger	Monica Piffaretti Caratti
Cédric Girardin	Franziska Grunder	Adrian Fankhauser	Anna Maria Forlano	Kurt Gansner	Francesca Signorelli
Olivier Grangier	Jürg Kradolfer	Mark Haldimann	Daniilo Godenzi	Roberto Godenzi	
Anouchka Ramu	Corinne Lehmann	Susanne Jäger	Alexander Gossauer	Remo Keller	
Catherine Sahy Cimino	Sibylle Miescher-Jost	Peter Jossi	Evelyn Hofer	Richard Kübler	
Benoît Santschi	Loris Schmid	Pascal Konrad	Alex Rutz	Leonardo Longaretti	
Catherine Stern	Annette Wisler Albrecht	Rebecca Lisa-Vitelli	Beda Schlumpf	Nicole Projer	
Marc Vauthey	Zippora Wüthrich	Anel Midzan	Jasmin Woodtli	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 89). 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).

At the Delegate Assembly on 22 May 2025, the delegates elected the Board of Directors for the 2025 to 2029 term of office. As replacements for the two departing members, Michela Ferrari-Testa, representative of the Ticino constituency, and Bernard Rüeger from the Suisse Romande region, Raffaele Sartori and Sébastien Pasche will now join the Board of Directors. At the constituting meeting, the Board members confirmed Joos Sutter as their Chairman and Doris Leuthard as their Vice Chairwoman.

As at 31 December 2025, 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	2029
Markus Beer	1970	Member, employee representative	2021	2029
Michael Fuhrer	1972	Member, representative of Eastern Switzerland/FL Region	2021	2029
Susanne Giger	1970	Member, representative of Central Switzerland-Zurich Region	2018	2029
Petra Jörg Perrin ²	1964	Member, representative of Bern Region	2017	2029
Doris Leuthard ¹	1963	Member, Vice-Chairwoman	2019	2029
Sébastien Pasche	1969	Member, representative of Suisse Romande Region	2025	2029
Gregoire Ribordy	1971	Member	2021	2029
Raffaele Sartori	1970	Member, representative of Ticino Region	2025	2029
Karim Twerenbold	1985	Member, representative of Northwestern Switzerland Region	2021	2029

¹ Chairwoman of the Audit Committee

² Member of the Audit Committee

Education/training, professional activities and vested interests

(Reference date 31.12.2025)

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 the 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:

Chairman of the Board of Trustees, CPV/CAP Pension Fund, Basel



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; 2015–July 2025 Head of Product Management/Innovation Panofina; since August 2025 Head of Planning & Procurement Panofina

Other functions and offices:

Association of Salaried Employees of Coop (Chairman)



Michael Fuhrer

Swiss

Vocational training/background:

Master Professional HFP in Accounting

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 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 IG Sport Region Herisau Association; Advisor to Appenzellerland Sport, Gossau



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 «Zurich» 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



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 (2012–2025); Member of the Central Management Board of the SAC (Swiss Alpine Club 2024/25)



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 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); Neue Holzbau AG Lungern, Lungern

Other functions and offices:

Advisory Board Lucerne Dialogue (Co-President); Member of Foundation Board ETH Zurich Foundation; Venture Foundation, Zurich (Co-President), Green Business Award, Bern (President)



Sébastien Pasche

Swiss

Vocational training/background:

Farmer, master craftsman examination, farm owner

Professional experience:

Specialization abroad (1988–1993); President of the Cooperative Swiss&Diva (2005–2016); President of the Association of Master Farmers of Suisse romande (2018–2021); Member, SBV-LAKA (2015–2027); Vice-President of the Swiss Potato Producers Association VSKP (since 2021), Board Member of Prométerre (2015–2027)

Other functions and offices:

Personnel Commission Prométerre; Agricultural Master Examination Expert; CDIR Agrivit



Gregoire 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, and Voisins Services SA, Geneva

Other functions and offices:

Chair of University of Geneva Alumni



Raffaele Sartori

Swiss

Vocational training/background:

Dipl. Forsting. (degree in forestry engineering) Zurich Federal Institute of Technology (ETH)

Professional experience:

1997–2000 freelance work as a forestry engineer; 2001–2004 environmental consultant at Ecocontrol SA, Locarno; since 2005 proprietor and Managing Director of Gecos Sagl, Office for Forest and Landscape Management, Riazzino-Locarno

Further directorships:

Coop Aid for Mountain Regions Cooperative, Basel

Other functions and offices:

Expert on Alpine infrastructure in Italian-speaking Switzerland



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 2025 and ends in spring 2029.

Internal organization

Allocation of tasks within the Board of Directors

The Board of Directors is self-constituting, appointing a Chair and a Vice-Chair 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 2025.

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 2025, the Board of Directors convened for seven meetings lasting from one to two days. 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 four 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 Swiss 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. 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 2025, 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 31.12.2025)

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 the Retail Business Unit and Head of Zentralschweiz–Zürich Sales Region of Coop Cooperative, Basel; 2012–2021 Head of the Marketing/Procurement Business Unit and Deputy CEO of Coop Cooperative, Basel; since May 2021 Chairman of the Executive Committee of Coop Group Cooperative and Head of the 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, Dietlikon; Swiss Household Services Ltd, Oberbüren; Vasco International Trading B.V., Amsterdam (Chairman); Coop Pronto AG, Allschwil

Other functions and offices:

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



Christian Coppey

Swiss

Vocational training/background:

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

Professional experience:

1992–1995 Assistant to 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 the Property Business Unit of Coop Cooperative, Basel

Directorships:

Pearlwater Mineralquellen AG, Termen (Chairman); Robix AG, Basel (Chairman); Inovil SA, Lausanne (Vice-Chairman); Parking St-François SA, Lausanne (Vice-Chairman); Autobahnraststätte Gunzgen Nord AG, Gunzgen

Other functions and offices:

Board member, CPV/CAP Coop Pension Fund, Basel



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 the Logistics & Production Business Unit of Coop Cooperative, Basel

Directorships:

Coop Pronto AG, Allschwil; Panflor AG, Zurich; Railcare AG, Wangen bei Olten (Chairman)



Andrea Kramer

Swiss

Vocational training/background:

Lic. oec. publ. University of Zurich

Professional experience:

1995–1998 Marketing Project Manager, Winterthur Insurance, 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, Mövenpick Ice Cream Division; 2011–2013 Head of the «Hilcona Fresh Express» Business Unit, 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 the Marketing/Purchasing Business Unit of Coop Cooperative, Basel

Directorships:

AgeCore SA, Geneva; Alifresca Ltd, Basel (Chairwoman); Eurogroup Far East Ltd., Hong Kong (Chairwoman); Vasco International Trading B.V., Amsterdam

Other functions and offices:

GfM Schweizerische Gesellschaft für Marketing (Officer)



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:

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); Eurogroup Far East Ltd., Hong Kong; Retail Marketing Switzerland AG, Basel; Service 7000 AG, Netstal (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 the Executive Committee of Coop Group Cooperative and Head of the 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, Netstal; Transgourmet Central and Eastern Europe AG, Basel; CapCo AG, Vaduz; Transgourmet Holding AG, Basel; Transgourmet Ibérica, S.A.U., Vilamalla; Transgourmet Österreich GmbH, Traun; Transgourmet Switzerland Ltd, Basel; CPV/CAP Pension Fund Board of Trustees of Coop, Basel; Capviva AG, Zurich; Capviva KmGK, Zurich; Gunzgen Nord Motorway Service Area AG, Gunzgen; Coop Pronto AG, Allschwil; Two Spice AG, Dietlikon; Robix 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).

Compensation of the members of the Executive Committee of the Coop Group Cooperative consists of a contractually agreed fixed gross salary and a performance-related variable cash payment (profit-sharing). 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 2025 amounted to 1.4 million francs (previous year: 1.4 million francs). The gross salaries of the Executive Committee totalled 4.4 million francs for seven full-time equivalents in 2025 (previous year: 4.3 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. The responsible lead auditor is Reto Benz.

Auditing fee

The auditors billed fees totalling 3.7 million francs for fulfilment of their statutory mandate for the 2025 financial year.

Other fees

For performing additional services over and above the statutory mandate, the auditors billed a total of CHF 1.3 million during the 2025 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 2025. 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