

## **JOB DESCRIPTION**

### **Board Secretary of the Muster AG**

**1. Job title:**

Secretary of the board of directors

**2. Main duties:**

- Leadership of the BoD office of the Muster AG
- Support the chairman of the board regarding BoD meetings and the AGM
- Responsibility for formal compliance with laws, articles of incorporation and regulations

**3. Job title of the immediate supervisor:**

Chairman of the board of directors of Muster AG

**4. Job title of direct subordinates:**

There are no direct reporting lines or subordinate employees to the Board Secretary

**5. The job holder will represent:**

The job holder is substituting only by mutual consent

**6. The job holder will be represented by:**

A member of the Executive Management in accordance with ad hoc designation by the chairman of the BoD

**7. Special powers / responsibilities:**

- The post holder will be registered in the commercial registry without authority to sign
- The job holder is responsible for completeness and accuracy of the minutes drawn up by him/her in the board meetings, committee meetings and AGMs
- The job holder is responsible for the completeness and accuracy of entries in the relevant commercial register
- The job holder has the right of access and can inspect all company records and documents in preparation for a board meeting as part of his/her job duties.

## **8. Responsibilities:**

- Provide a service to all members of the board in connection to their roles as directors.
- Support the chairman in all aspects of his/her job
- Compilation and management of company files (articles of incorporation, regulations, share register, minutes, monthly reports and annual report, etc.)
- Compilation and periodic update of a meetings folder for board meetings, containing all the necessary documents enabling members of the board to effectively carry out their duties
- Assist with the preparation and amendment of organizational regulations, allocation of authority document, corporate governance and risk management guidelines
- Preparation of invitations to board meetings and the AGM, in consultation with the chairman of the board
- Timely delivery of the necessary documents for board meetings and the AGM
- Reservation and organization of premises, technical facilities for board meetings, the AGM and other meetings in consultation with the chairman
- Taking minutes at board meetings, the AGM and other meetings on the request of the chairman (such as committee meetings, strategy meetings, etc.) and delivery of final minutes within 14 days to all individuals on the distribution list
- Create and update the pending items/open issues list for the board of directors and the executive management
- Application for registration of changes and deletions in the commercial register
- Assist in the design and content of the annual report, particularly in the areas on corporate governance and compliance
- Informing members of the board on any changes in legislation or law, as necessary and helpful for the board's ability to exercise their duties
- Assist in the set up and support of legal management (drafting of contracts, review of contracts, terms and conditions) to the extent required by the board of directors
- Verification of selection, involvement and operation of external lawyers
- Legal advice and support in areas of corporate law, employment law, contract law and intellectual property, to the extent required by the board of directors, but at least during board meetings and AGMs
- Annual reporting to auditors on any current litigation

## **9. Requirements:**

- Integrity, loyalty, and discrete personality
- Team work and service orientation
- Self motivated and self starter/initiative
- High degree of availability
- Experienced with minute taking and management of the office
- Proficiency in German, English and French
- Knowledge of corporate governance and compliance
- Ability to deal with the necessary technical equipment (laptops, projector, etc.)

## **10. Special requirements:**

- Board secretary agrees, as a lawyer, to handle additional requests from the board as needed and to commit additional time to such tasks. This will be compensated separately
- Secretary of the board is employed on a contract basis, whereby the contract can be terminated at any time without notice
- Secretary of the board will provide a detailed monthly account about hours worked

<b>In effect as of:</b>	<b>Job holder :</b>	<b>On behalf of Muster AG:</b>
1. April 2011	<hr/> Reto Meier	<hr/> Dr. Max Muster Chairman of the board of directors  <hr/> Eva Huber Chairwoman of the board of directors