



## **Rules of Procedure**

of

### **u-blox Holding AG and u-blox AG**

#### **1. Introduction**

These rules of procedure (“Rules” or “Rules of Procedure”) govern the duties and powers of the executive bodies of u-blox Holding AG and u-blox AG with identical wording applying to both companies. The companies are referred to as “the Company” for the sake of convenience.

#### **2. Governance bodies of the Company**

The governance bodies of the Company are:

- the Board of Directors (“Board”)
- the Executive Committee
- the Committees

#### **3. Board of Directors**

##### **3.1 Constitution**

The Board of Directors proposes the appointment of the Chairman to the shareholder’s meeting and elects the Vice-Chairman from among its members.

The Board further appoints the secretary to the Board, who need not be a Board member.

##### **3.2 Meetings, frequency of meetings, convening and agenda**

The Board of Directors will meet as often as business requires, but no less than four times a year.

The Chairman will convene the meeting, or, if he/she is unable or unwilling to do so, the Vice-Chairman or any other member of the Board of Directors will convene the meeting.

The meeting is convened at least ten days in advance, in writing, specifying the items on the agenda. In urgent cases, the Chairman or Vice-Chairman

may convene a meeting of the Board of Directors in writing or any other appropriate manner without observing said advance notice.

The Chairman chairs the meeting, or, if he/she is prevented from doing so, any other member of the Board of Directors will chair the meeting. The member of the Executive Committee are invited to the meeting. The Chairman decides who, in addition to the members of the Board of Directors and Executive Committee, may attend a meeting of the Board of Directors.

The members of the Executive Committee and other persons participating in the Board of Directors' meetings have an advisory vote and are entitled to bring forward motions.

### 3.3 Adoption of resolutions, minutes

The Board of Directors has a quorum if the majority of its members are present in person or by telephone. No attendance quorum is required for the resolutions provided under Art. 651a CO, Art. 652g CO, and Art. 653g CO.

Resolutions are adopted by a majority of the members present. The chairman has a casting vote in case of a tie.

Executive Board members have no vote in resolutions regarding their remuneration.

Resolutions may also be adopted in writing without a meeting if i) all Board members have approved the resolution in writing (i.e. by telefax or letter) or ii) a majority of all Board members have approved the resolution in writing and such resolution is approved at the next Board meeting or iii) a majority of the Board members have approved the resolution in writing and the resolution has been submitted to all Board members by registered letter.

A resolution cannot be adopted in writing, if a member demands oral deliberation within the deadline set for responding.

The Board's deliberations and resolutions are minuted in the next Board meeting.

### 3.4 Duties, authority and responsibilities / delegation of management

The Board is the ultimate governance body of the Company.

The Board of Directors delegates the business management entirely to the Executive Committee unless provided otherwise by law, the articles of incorporation or these Rules.

The Board may re-assume responsibility for powers and duties it has delegated or delegate such powers and duties to any other body or individual.

The Board has the following non-transferable duties:

3.4.1 Ultimate management of the business of the Company and giving necessary directives including the:

- determination and formulation of the business policy and strategy of the Company (long-term goals)
- establishment of, sale of shares in and liquidation of subsidiaries
- merger of the Company and a subsidiary
- disposal of no less than 10% of the Company's assets
- acquisition and disposition of investments in other companies, as well as entering into strategic partnerships;
- maintenance of the shareholder register.

3.4.2 Organization

- Determination of the organization;
- Issuance, amendment and rescission of these Rules of Procedure.

3.4.3 Accounting, financial control, financial planning

- Determination of accounting, financial control and financial planning
- Approval and monitoring of the budget and the consolidated budget
- Approval of the medium-term financial planning
- Approval of the consolidated semi-annual financial statements
- Preparation of the consolidated annual financial statements and the annual financial statements
- Decision on and approval of capital market transactions by u-blox Holding AG and of its subsidiaries
- Redemption of own shares
- Granting of loans, credit facilities, guarantees, furnishing of bonds, collateral security, letters of subordination in favor of shareholders and third parties (except subsidiaries) with a not budgeted obligation of CHF 1'000'000 or more per individual case, or in the amount of CHF 3'000'000 or more cumulatively over a three-month period.

3.4.4 Employment matters

- Appointment and removal of members of the Executive Committee
- Approval of the policy with regards to salaries for members of the Executive Committee
- Entering into, termination and amendment of employment contracts with the Executive Committee
- Introduction, structuring, amendment and termination of "Stock Option Plans".

3.4.5 Ultimate supervision of the Executive Committee.

3.4.6 Preparation of the annual report as well as the shareholders' meeting and the implementing of its resolutions.

- 3.4.7 Adoption of a resolution regarding the retroactive payment of contributions to shares not fully paid in.
- 3.4.8 Adoption of resolutions regarding the determination of capital increases and any amendment of the articles of incorporation resulting therefrom.
- 3.4.9 Convening of the shareholders' meeting as soon as half of the share capital and the legal reserves are no longer covered, in accordance with Art. 725 CO.
- 3.4.10 Notification of the judge in the case of overindebtedness, in accordance with Art. 725a CO.

### 3.5 Committees of the Board of Directors

The Board of Directors may delegate certain duties to one or several committees. The Board of Directors appoints the members of such committees as well as their Chairs, with the exception of the members of the compensation committee. Members of the compensation committee are proposed for election at the shareholder's meeting. The committee appoints a secretary who need not be a Board member.

Each committee informs the other members of the Board of Directors about its activities on a regular basis. Minutes of meetings are delivered to all members.

The provisions regarding organization and rules of order of the Board of Directors apply analogously to the committees.

#### 3.5.1 Audit committee

##### Constitution and organization

The audit committee consists of a minimum of two members. Its members must be non-executive Directors. The chairman of the Board of Directors may not be a member. The CEO may participate in a consulting capacity if he or she so desires.

This committee will meet as often as called for by business. The CFO, other employees and representatives of the external auditors can participate in the meetings in a consulting capacity upon invitation by the Chairman. The Chairman of the Board and the CEO may also participate in a consulting capacity if he or she so desires. Each member of the committee, the CFO, the CEO, the Chairman of the Board and the external auditors have the right to convene a meeting of the audit committee.

#### Duties, authority and responsibilities

The audit committee supports the Board of Directors in the performance of its duties as part of the ultimate supervision and financial control, and, accordingly, will assess:

- a. the completeness, integrity and transparency of financial statements, their compliance with applicable accounting principles and proper reporting to the public;
- b. the functionality and effectiveness of external and internal control systems including risk management and compliance, unless such duties, authority and responsibilities are delegated to any other body of the Company;
- c. the quality of audit services rendered by the external auditors.

The audit committee contributes to the preparation of audit plans of external auditors, reviews the audit results, comments on such results, and may assign special audits if needed.

The audit committee prepares the selection of auditing bodies and the group auditing firm as well as the respective motions for the Board of Directors.

It oversees compatibility of the auditing services with any consulting assignments that may be in place, and verifies the overall remuneration.

### 3.5.2 Nomination and compensation committee

#### Constitution and organization

The nomination and compensation committee consists of a minimum of two members. Its members must be non-executive Directors. The chairman of the Board of Directors may not be a member. The CEO may participate in a consulting capacity if he or she so desires.

This committee will meet as often as called for by business. The Chairman of the committee decides on the participation by other persons in the meetings.

#### Duties, authority and responsibilities

The committee supports the Board of Directors in the performance of its duties regarding personnel matters as follows:

- a. it prepares the personnel-related decisions to be adopted by the Board of Directors, such as personnel planning, appointment and removal of the Executive Committee and Board members;

- b. it proposes a compensation policy, within the limits defined by the articles of association (articles 14 and 24), for approval by the Board;
- c. it submits proposals regarding the amount of fixed and variable remuneration as well as compensation for the Executive Committee;
- d. it submits proposals for the compensation of the Board;
- e. it ensures that the compensation report is approved by the auditors;
- f. it drafts the employee stock ownership program;
- g. it evaluates the allotment of options and shares under the employee stock ownership program proposed by the Executive Committee and submits a proposal to the Board.

### 3.6 Right to information

Each Board member is entitled to receive information on all the Company's business. Between meetings, each Board member can request additional information from the Executive Committee, if the Chairman is notified. For specific business issues, the approval of the Chairman is necessary. The other members of the Board must be informed of such requests.

### 3.7 Board Compensation

The Board proposes to the shareholder's meeting, based on recommendations of the Nomination and Compensation Committee, the fees due to the Board..

## **4. The Executive Committee**

### 4.1 Appointment

The members of the Executive Committee are appointed by the Board of Directors.

### 4.2 Duties, authority and responsibilities

The Executive Committee is responsible for attending to all matters usually occurring within the scope of the Company's activities.

The duties of the Executive Committee include, but are not limited to the:

- a) conduct of the day-to-day-business and developing of new business;
- b) management and supervision of staff;
- c) implementation and enforcement of resolutions adopted and instructions given by the Board of Directors;

The Executive Committee informs the Board of Directors at every meeting and at least once a month about the general course of business, the financial situation of the Company and about all developments and events that are of significance for the Company and the business.

Extraordinary events and developments must be reported by the Executive Committee to the Board of Directors immediately.

## **5. General provisions**

### **5.1 Signatory powers**

The Board of Directors determines and grants the power to represent the Company. Joint signatory powers shall be granted exclusively.

### **5.2 Confidentiality**

The members of the Board of Directors, their assistants, and the members of the Executive Committee must keep secret any information and documents into which they had insight during their terms of office. This duty remains applicable after termination of the term of office.

At the expiry of the term of office, Company business files must be returned.

### **5.3 Communication**

Investor Relations/Shareholder communication is done exclusively by the Chairman and the members of the Executive Committee. The Executive Committee may delegate the communication.

Each Board member and Executive Committee member shall immediately share relevant information relating to shareholders with the Board, respectively the Executive Committee.

### **5.4 Conflict of interest**

Board and Executive Committee members must abstain from holding positions in other organizations or companies which may result in a conflict of interest with the Company.

Board members must abstain from participating in deliberations and from voting in matters for which they have a conflict of interest. Board members who have a conflict of interest shall promptly disclose the nature of the interest to the Board.

Such Board member shall not be counted in the quorum of the meeting for the matter put to vote.

5.5 Insider Trading / Management Transaction / Ad Hoc Publication

Board and Executive Committee members are subject to the u-blox Insider Trading, Management Transaction and Ad Hoc Publication directives.

5.6 Share Register

Board and Executive Committee members must immediately register u-blox shares with the share register.

5.7 Number of positions

Each Board and Executive Committee member is subject to a limitation of positions outside of the Company as provided for in the articles of association under article 24.

5.8 Entry into Effect

These Rules replace the previous rules and shall enter into effect on 11<sup>th</sup> December, 2020.