

Corporate governance



Corporate governance at Romande Energie is guided by transparency and fairness. This approach seeks to inspire confidence in all our stakeholders. The principles of our corporate governance aim to sustain profitability in the long run while also safeguarding the interests of our shareholders, customers and business partners.

1 Group structure and shareholders

The Group’s main business activities are the generation, distribution and marketing of electrical and thermal energy, together with energy services.

1.1 Group structure

1.1.1 Operational structure of the Romande Energie Group

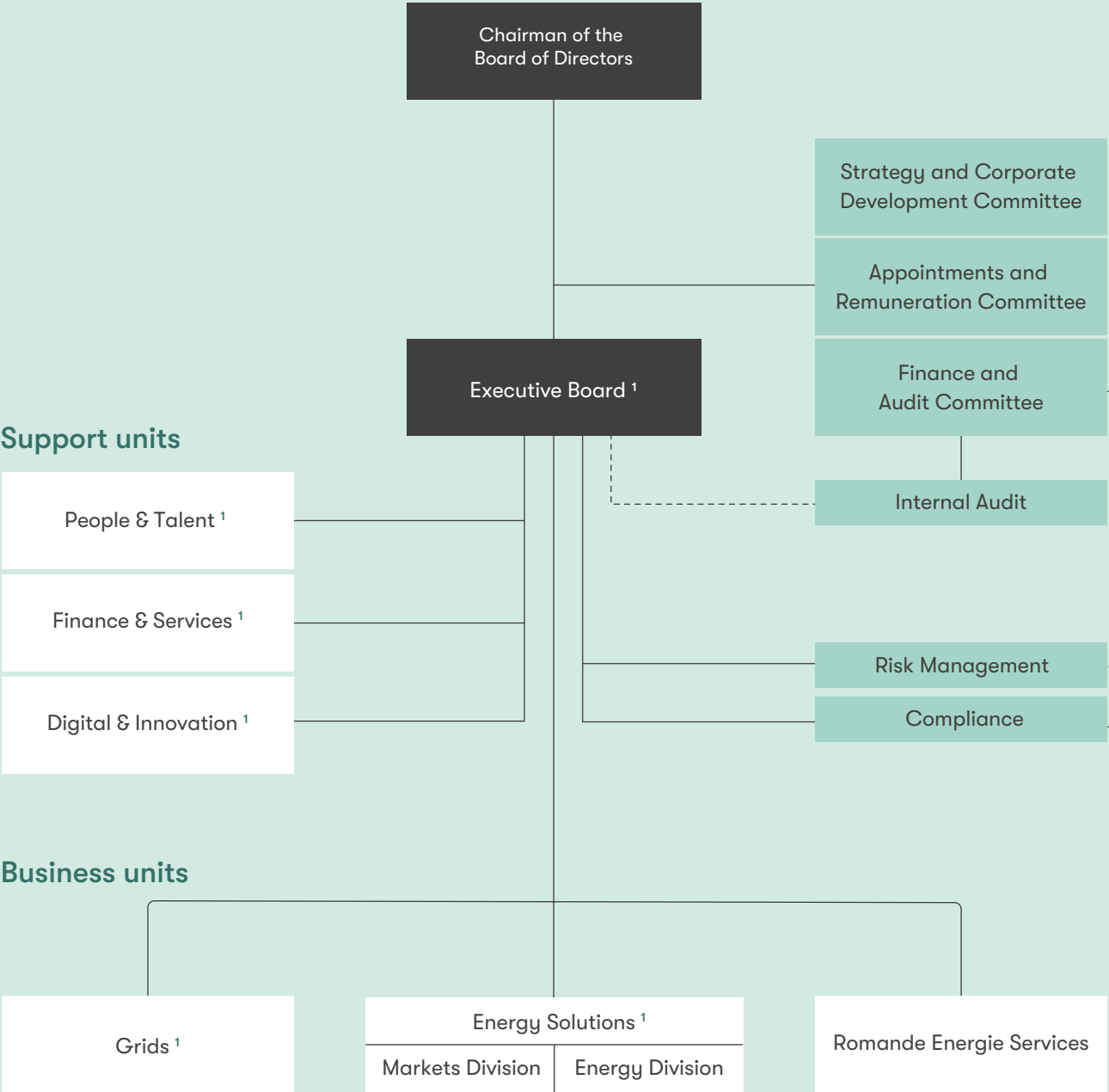
As at 31 December 2024, the operational structure of the Romande Energie Group comprised three business units: Grids, Energy Solutions and Romande Energie Services, and three support units: Finance & Services, People & Talent, and Digital & Innovation. The Group’s organisational structure is presented in the adjacent chart.

1.1.2 Legal structure of the Romande Energie Group

Romande Energie Holding SA, whose head office is located at Rue de Lausanne 53, CH-1110 Morges, Switzerland, is the ultimate holding company of the Romande Energie Group. Its securities are listed on the SIX Swiss Exchange in Zurich under security number 126.367.632 and ISIN code CH 1263676327. It was established in 1901 under the corporate name Compagnie Vaudoise des Forces Motrices des Lacs de Joux et de l’Orbe and originally listed on the Lausanne Stock Exchange. Adjusted for shares held in treasury, its market capitalisation amounted to CHF 1.103 billion as at 31 December 2024. Romande Energie Holding SA has no actual operations and is the only Group company that has shares listed on the stock exchange. The list of companies that are consolidated by Romande Energie Holding SA as at 31 December 2024 is shown in Note 27 to the consolidated financial statements, on page 150 of this report. [GRI 2-1](#)

The Romande Energie Group fulfils the statutory and regulatory provisions concerning corporate governance applicable in Switzerland. This report complies with the terms of the Directive on Information relating to Corporate Governance, issued by SIX Exchange Regulation on 29 June 2022, and uses the numbering system. It also follows the Swiss Code of Best Practice for Corporate Governance (2023 edition). Supplementary information is contained in the Remuneration Report (see page 36). Unless stated otherwise, the information contained herein relates to the Group’s status as at 31 December 2024.

Group organisational structure as at 31 December 2024



1 Member of the Executive Board

Given the major changes in governance in progress as at the date of this report’s publication as stated on page 28, please refer to the Investor Relations section of our website, which we will keep updated as and when these changes are implemented.



<https://www.romande-energie.ch/ir-organigramme>

1.2 Significant shareholders

Vaud Canton, Banque Cantonale Vaudoise, 118 Vaud municipalities and SIE SA (Service Intercommunal de l'Electricité) are bound by a shareholders' agreement providing for reciprocal pre-emption rights on each other's shares. Together these shareholders hold 55.4% of the share capital and the associated voting rights.

A list of significant shareholders is provided on page 132 in Note 19 to the consolidated financial statements.

No disclosures relating to shareholdings were published in the year under review. Notices can be viewed on the website of the body responsible for such announcements:

<https://www.ser-ag.com/fr/resources/notifications-market-participants/significant-shareholders.html#/>

1.3 Cross-shareholdings

Romande Energie Holding SA has no knowledge of any cross-shareholdings exceeding 5% of the share capital in each case, or of all shares with voting rights. It does not own shares in its significant shareholders, namely Groupe E SA (Fribourg) and Banque Cantonale Vaudoise (Lausanne). There is also no cross-representation on the boards of listed companies. However, it should be noted that Romande Energie SA, a subsidiary of Romande Energie Holding SA, owns 29.71% of EOS Holding SA, which in turn owns 33.3% of Alpiq Holding SA. Guy Mustaki, Chairman of the Board of Directors of Romande Energie Holding SA, also chairs the Board of Directors of EOS Holding SA. Stéphane Gard and Xavier Company, both members of the Board of Directors of Romande Energie Holding SA, are also members of the Board of Directors of EOS Holding SA. Christian Petit, CEO of Romande Energie Holding SA until 10 December 2024, was a member of the Board of Directors of EOS Holding until 13 December 2024.

2 Ownership structure

2.1 Share capital

The ordinary share capital of Romande Energie Holding SA amounts to CHF 28.5 million, divided into 28.5 million registered shares with a nominal value of CHF 1 each. Romande Energie Holding SA has no conditional capital.

2.2 Specific indications on the capital band and conditional capital

Romande Energie Holding SA has no capital band or conditional capital.

2.3 Changes in capital during the past three years

None during the past three years.

2.4-2.5 Shares, participation and dividend-right certificates

The share capital consists solely of registered shares. All shares are vested with the same ownership and voting rights. The Company has no liabilities in regard to participation and dividend-right certificates or concerning convertible bonds. The allocation of earnings is governed by Article 24 of the Articles of Association¹ and Articles 671 and 672 of the Swiss Code of Obligations, which stipulate that:

- a. 5% of net profit for the year is allocated to statutory retained earnings. Statutory retained earnings must be replenished until, together with the statutory capital reserve, this reaches 20% of the share capital specified in the companies register.
- b. The following amounts are assigned to the statutory capital reserve:
 1. any share issue proceeds in excess of the nominal value and the issue costs;
 2. the amounts paid up on forfeited shares (Art. 681 subsection 2) that have been retained, unless there is a shortfall on the newly issued shares;
 3. other contributions and advances made by holders of equity securities.

The statutory capital and retained earnings reserve may be repaid to the shareholders if the statutory capital and retained earnings reserve exceeds 20% of the share capital specified in the companies register.

2.6 Limitations on transferability and nominee registration

2.6.1 Limitations on transferability

The following rules apply:

- There are no transfer restrictions on registered shares

2.6.2 Reasons for granting exceptions in the year under review

2.6.3 Admissibility of nominee registrations

- Natural persons and legal entities are registered with no limitation on voting rights
- Nominee registrations carry no voting rights
- The Company no longer prints paper certificates
- SIS nominee securities (NS) are not entered in the share register

The May 2024 Annual General Meeting introduced a new Article 6b to the Articles of Association, which states that "Shareholders listed in the share register under the terms of Article 6a of these Articles of Association who are acting on behalf of a beneficial owner must provide full disclosure that they are acting in their interests."



https://investor.romande-energie.ch/about-us/at-a-glance/organization.aspx?sc_lang=en

Please refer to page 138 of the 2024 consolidated financial statements for a list of companies in the Romande Energie Group. In addition, the Group's corporate structure is available in the Investor Relations section of our website.

2.7 Convertible bonds and options

Romande Energie Holding SA has not issued any convertible bonds or options. It has issued a bond listed on the Swiss domestic segment of the SIX Swiss Exchange (ISIN CH 1196217017), which became tradable on 15 July 2022.

Movements in shareholders' equity

CHF thousands	Share capital	General reserve	Statutory retained earnings	Voluntary retained earnings	Reserve for own shares	Own shares	Retained earnings	Total shareholders' equity
Equity as at 1 January 2022	28 500	-	5 859	945 164	-	-99 524	-	879 999
Net profit				13 140				13 140
Dividend paid				-36 947				-36 947
Equity as at 31 December 2022	28 500	-	5 859	921 357	-	-99 524	-	856 192
Net profit				15 104				15 104
Dividend paid				-36 947				-36 947
Equity as at 31 December 2023	28 500	-	5 859	899 514	-	-99 524	-	834 349
Net profit				47 592				47 592
Dividend paid				-36 947				-36 947
Equity as at 31 December 2023	28 500	-	5 859	910 159	-	-99 524	-	844 994

3 Board of Directors

The Board of Directors of Romande Energie Holding SA, which acts concurrently as the Board of Directors of Romande Energie SA, sets out the Group's strategy and has ultimate authority for ensuring this strategy is executed. It also has ultimate responsibility for overseeing management of the Group. Under its Organisational Regulations², it has also set up three Board committees.

3.1 Members of the Board of Directors

The Board of Directors has nine members, all of whom are Swiss citizens. At no time during the last three years have they exercised any day-to-day management duties within the companies of the Romande Energie Group. Neither do they have close business ties with any of these companies.

Member	Education	Duties	Expiry of term of office	Committee appointments
Guy Mustaki (1960), Chairman**	Doctorate in Law, University of Lausanne Admitted to the bar	2005	2025	Chairman, Strategy and Sustainability Committee
Anne Bobillier (1965), Vice-Chairwoman*	MSc Computer Science, Geneva University, Business administration diploma from CRPM	2016	2027	Chairwoman, Appointments and Remuneration Committee
Stéphane Gard (1965) Director**	MBA, HEC (Lausanne) Swiss certified accountant	2020	2025	Chairman, Finance and Audit Committee
Xavier Company (1988) Director*	Law degree and cross-disciplinary master's degree in law, economics and regulatory affairs, University of Lausanne. Admitted to the bar	2021	2027	Member, Finance and Audit Committee
Nicolas Fulpius (1973) Director**	Lic. Oec (MBA), major in Corporate Finance, HSG St-Gallen, MSc in Management Science & Engineering, Stanford University	2021	2025	Member, Strategy and Sustainability Committee
Olivier Gfeller (1967) Director*	Arts graduate Qualified high school teacher	2021	2027	Member, Appointments and Remuneration Committee
Sofia de Meyer (1974) Director*	Law degree, Bristol University Professional legal training, College of Law (London)	2024	2027	Member, Finance and Audit Committee
Alphonse-Marie Veuthey (1965) Director**	Law degree, Fribourg University Admitted to the bar and licensed to practise as a notary	2011	2025	Member, Appointments and Remuneration Committee
François Vuille (1970) Director*	MSc in Physics, PhD in Astrophysics and MSc in Energy Engineering	2019	2025	Member, Strategy and Sustainability Committee
Paola Ghillani (1963) Former director*	MSc in Pharmacy from University of Lausanne; degree in International General Management for Executives from IMD; International Programme for Board Management, Digital Transformation for Boards programme	2009	May 2024	Former Member, Finance and Audit Committee

* Director appointed by the Vaud cantonal government (Articles 762 CO and 16 of the Articles of Association)
The end of their term of office is a matter for the Vaud cantonal government.

** Director elected by the Annual General Meeting

GRI 2-9, 2-11

Career-related information concerning active members of the Board of Directors is available in the Investor Relations section of our website.

https://investor.romande-energie.ch/about-us/board-of-directors/board-members.aspx?sc_lang=en



² Articles of Association:
https://investor.romande-energie.ch/about-us/governance.aspx?sc_lang=en



Stéphane Gard

Alphonse-Marie
Veuthey

Olivier Gfeller

Anne Bobillier

François Vuille

Guy Mustaki

Nicolas Fulpius

Sofia de Meyer

Xavier Company

3.2 Other activities and lobbying roles

Please refer to page 43 of the Remuneration Report for details of the offices and executive duties held in other companies.

3.3 Number of offices permitted

(Article 626(2) CO)

Under Article 22a(1) of the Articles of Association, members of the Board of Directors may each hold the following other offices in the supreme management and supervisory bodies of legal entities, which must be registered in the Swiss companies register or a comparable foreign register:

- 1. no more than five offices as a member of a Board of Directors or as a member of a supreme governing or supervisory body of companies considered as publicly traded companies, as defined by Article 727(1) point 1 of the Swiss Code of Obligations;
- 2. no more than fifteen offices as a member of a Board of Directors or member of a supreme governing or supervisory body of companies not considered as publicly traded companies within the meaning of the Swiss Code of Obligations and the Federal Act on Collective Investment Schemes;
- 3. no more than ten offices as a member of the Board of Directors or member of a supreme governing or supervisory body of other legal entities not meeting the above criteria.

According to Article 22a(3) of the Articles of Association, the restrictions stated in Article 22a(1) of the Articles of Association do not apply in relation to legal entities controlled directly or indirectly by the Company or which control the Company. Neither do they apply in relation to legal entities which are the occupational pension funds covering the employees of the Company or companies that it controls directly or indirectly.

Furthermore, offices held in several non-Group legal entities among which there is direct or indirect control, or within occupational pension funds covering the employees of these companies, only count as one office within the meaning of subsections 1 and 2.

Potential issues arising from conflicts of interest are managed in accordance with Article 13.4 of the Organisational Regulations. [GRI 2-15 3.](#)

3.4 Elections and terms of office

Under Articles 762 of the Swiss Code of Obligations and 16 of the Articles of Association, five of the nine members of the Board of Directors are appointed by the Vaud cantonal government, two of whom represent shareholding municipalities. The Vaud cantonal government is responsible for determining the expiry of their terms.

The other four members of the Board are elected individually by shareholders at the Annual General Meeting for a term of one year, expiring after the conclusion of the following Annual General Meeting. These directors may be re-elected. However, directors reaching the age of 70 in the calendar year in which the election takes place are no longer eligible for re-election.

In addition, the Articles of Association contain no clauses deviating from the statutory provisions on the appointment of the Chair, members of the committee overseeing remuneration and the Independent Proxy. [GRI 2-10 3.5](#)

3.5 Internal organisational structure

The Board of Directors meets for half-day sessions, usually at least eight times a year. In 2024, the Board of Directors met ten times for sessions lasting approximately four hours. Among these sessions, it met for one seminar lasting one-and-a-half days and on five other occasions for shorter meetings of between one and three hours focused on specific issues. Business performance monitoring, an update to the Group’s strategy and trends in the energy markets and the legal framework formed the main focus of the Board’s deliberations. Committee meetings are attended by the CEO and other senior executives and, as required, internal or external experts invited to provide advice on specific issues.

The members of the Board of Directors have an excellent attendance record at Board meetings and the meetings of committees on which they sit. Under the Organisational Regulations, each committee of the Board of Directors is given its own terms of reference, tasks and responsibilities. Committees’ decision-making powers are laid down in the Company’s Articles of Association or its Organisational Regulations. They meet several times a year, depending on the matters at hand and opinions required by the Board of Directors. Committee members receive the necessary documents in good time for them to prepare for deliberations. Committee meetings are attended by the CEO, the relevant heads of division and, as required, internal or external experts invited to provide advice on specific issues.

Attendance at meetings of the Board of Directors and of its committees in 2024 (non-nominative):

Member	Board of Directors	Strategy and Sustainability Committee	Finance and Audit Committee	Appointments and Remuneration Committee
Member A	100 %	100 %	-	-
Member B	100 %	-	-	100 %
Member C	100 %	-	100 %	-
Member D	100 %	75 %	-	-
Member E	100 %	-	-	100 %
Member F	79 %	100 %	-	-
Member G	100 %	-	100 %	-
Member H	100 %	-	100 %	-
Member I	87 %	-	-	100 %
Member J	100 %	-	100 %	-

Strategy and Sustainability Committee

The Committee consists of the Chairman of the Board and two other members. Meetings are normally held seven to nine times a year (eight times in 2024) and are chaired by the Chairman of the Board. Meetings last for three hours on average. The Committee is responsible for providing the Board with recommendations and opinions on the following strategic issues:

- Economic environment, legal and regulatory conditions and developments in energy markets
- Corporate strategy, business strategy, information technology (IT) strategy and developments, strategic targets and key performance indicators, and strategic action plans
- Corporate development
- Cooperation and strategic partnerships
- Strategic acquisitions
- Shareholder base
- Relations with cantonal authorities and the municipalities served
- Sustainability issues
- Any other business that the Board may wish to entrust to it

In 2024, the Strategy and Sustainability Committee was involved in updating the corporate strategy. Furthermore, the Committee was entrusted with strategic sustainability issues in November 2024. Accordingly, its name was changed to the Strategy and Sustainability Committee and its remit extended to cover this specific area. **GRI 2-16**

Finance and Audit Committee

The Committee has three members and usually meets nine to twelve times a year (nine times in 2024). Meetings last for three and a half hours on average. The Committee is responsible for providing the Board with recommendations and opinions on the following issues:

- Financial statements and the Annual Report
- Corporate Governance Report
- The budget and medium-term financial roadmap
- Appointment and replacement of the Statutory Auditors
- Target rates of return on investment projects
- Treasury, financing and contingent liabilities
- Critical tax issues
- Notifying the courts if overindebted
- Internal control framework
- Management of business, energy and sustainability risks
- Organisational Regulations
- Compliance
- Principles for implementation of stock exchange disclosure rules (ad hoc publicity and directors' dealings)
- Articles of Association, except provisions relating to remuneration for members of the Board of Directors and the Executive Board
- Internal audit reports
- Any other business that the Board may wish to entrust to it

It has decision-making authority in the following areas:

1. Appraising the expertise, independence and services of the Statutory Auditors, and management of their appointment
2. Clarifying differences of opinion between the Management Committee and the Statutory Auditors in respect of the financial statements
3. Approving the internal audit programme

It also has the powers and authority conferred upon it by the Organisational Regulations and Annexe 2 thereof.

In 2024, the Finance and Audit Committee monitored financial results and preparation of the budget, analysed the organisation of control functions (compliance and the internal control framework) and monitored collaboration with the Statutory Auditors.

Appointments and Remuneration Committee

The Committee has three members and usually meets nine to twelve times a year (twelve times in 2024).

Meetings last for three hours on average.

The Committee is responsible for providing the Board with recommendations and opinions on the following issues:

- Composition of the Board of Directors and Board committees
- Oversight of rules in relation to effective corporate governance
- Code of Conduct and business ethics
- Remuneration Report
- Appointment of members of the Board of Directors and its Chair, members of the committees and their chairs, the Company Secretary, the Group's representatives on the boards of directors of Romande Energie SA, Romande Energie Commerce SA and EOS Holding SA, as well as the non-Group member(s) for Romande Energie Services SA
- Appointment of the Chief Executive Officer and Executive Board members
- Remuneration scheme for members of the Board of Directors and individual remuneration in regard to the latter, based on the maximum aggregate amount of remuneration approved by shareholders at the Annual General Meeting
- Pay scheme for members of the Executive Board and employees
- Proposal (to the Board of Directors for submission at the Annual General Meeting) of the maximum aggregate amount of remuneration payable to the Board of Directors and the Executive Board in the coming financial year
- Amendment of the Articles of Association in relation to the remuneration policy for members of the Board of Directors and the Executive Board
- Relations with occupational benefits institutions

Additionally, the Committee's remit is to determine the individual remuneration of the Chief Executive Officer and members of the Executive Board, based on the maximum aggregate amount of remuneration approved by shareholders at the Annual General Meeting. It must also approve the total payroll for the coming year in preparation for

negotiations between labour and management, subject to the establishment of personnel expenses by the Board of Directors in connection with the annual budget.

It also has the powers and authority conferred upon it by the Organisational Regulations and Annexe 2 thereof.

In 2024, the Appointments and Remuneration Committee conducted a self-assessment of the Board of Directors and aspects relating to changes within the Group's senior management team and considered a matter reported on the whistleblowing hotline. **GRI 2-18**

3.6 Division of responsibility between the Board of Directors and Executive Board

The Board of Directors exercises the non-transferable and inalienable duties set out under Article 716a of the Swiss Code of Obligations. It defines corporate strategy and strategic targets, establishes the annual budget and medium-term financial roadmap, determines financial policy, defines risk policy – particularly with respect to the wholesale energy sales and purchases – and is responsible for establishing or disposing of subsidiaries and for buying and selling significant shareholdings. Under Articles 716b of the Swiss Code of Obligations and 17 of the Articles of Association, the Board of Directors has delegated management of the Group to the Chief Executive Officer (CEO) under the terms of the Organisational Regulations. The CEO is responsible for organising and exercising the powers of the Executive Board, in particular: making recommendations on strategy; executing the business strategy and implementing plans and projects; defining missions; managing and leading the Company; achieving the objectives, profitability and expansion of the Company's business, and enhancing its reputation; preparing operating, investment and cash budgets; hiring employees and setting individual remuneration packages; representing the Company in its dealings with third parties; and organising the flow of information within and outside the Company.

The Chairman of the Board of Directors and the CEO maintain close contact with one another in order to coordinate their actions and review current business.

3.7 Information and control mechanisms with regard to the Executive Board

The Board of Directors is informed of current business trends at every meeting. Special attention is paid every quarter to the Group’s results and results of its business units. At least once a year, current Group results are accompanied by a detailed projection of estimated annual results. Reporting on shareholdings, which presents the performance of in businesses and companies in which Romande Energie Group has financial interests, together with a risk management report covering all the Group’s activities, is also prepared by the Executive Board for the Board of Directors once a year. Twice per year, the Board of Directors is given a progress report on strategy implementation.

The Executive Board submits its action plans to the Board of Directors. To exercise its oversight, the Board of Directors uses these documents, together with regular briefings on the main projects undertaken by the Executive Board and on the Group’s business trends: revenues, results relative to various profitability benchmarks, cash flow, capital investment, guarantees and sureties, risks and workforce numbers.

In addition to risk management, Romande Energie Holding SA has an internal audit function, which is organised in accordance with an internal audit charter based on the international standards of the Institute of Internal Auditors. Internal audit reports directly to the Finance and Audit Committee, a Board committee, and is fully independent from the Executive Board. This function has been outsourced to a specialist service provider. Internal audits campaigns (usually three to five per year, two in 2024) are regularly conducted with external specialists who are not the Statutory Auditors. Romande Energie also has Risk Management and Compliance teams, which report to the CEO. The compliance team has an additional reporting line directly to the Finance and Audit Committee on a functional basis.

Lastly, a whistleblowing hotline operated by an independent law firm also reports directly to the Finance and Audit Committee or to the Appointments and Remuneration Committee, depending on the matters raised. In 2024, one case was handled by this law firm. **GRI 2-25**

The Board of Directors is regularly kept informed of the Group’s business developments and receives reports at each of its meetings.

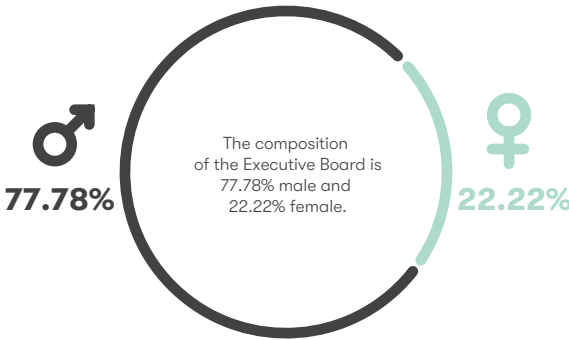
The minutes of Management Committee meetings are submitted to the Chairman and the Board of Directors and the chairs of its committees.

A daily press review is sent to each member of the Board of Directors.

A description of the risk management procedures adopted can be found on page 67 of this report.

3.8 Gender threshold

The composition of the Board of Directors is 77.78% male and 22.22% female. The representation of women on the Board is taken into account when appointing new members.



4 Management Committee

The Management Committee is made up of the members of the Executive Board. It meets every week for half-day sessions. Each year it holds three to five days of seminars (four in 2024) dedicated to current issues.

4.1 Members of the Management Committee

The members of the Executive Board are appointed by the Board of Directors. As at 31 December 2024, all of its members were Swiss citizens.

Member	Position	Education	Member
Patrick Bertschy (1968)	Interim CEO* Head of Grids	MSc Electrical Engineering, HEIA Fribourg Executive MBA, HEG Fribourg Executive Certificate in Advanced Management, HEC Paris	Since 2014
Aurore Amaudruz (1985)	Joint Head of Energy Solutions (Markets Division)	MBA, IMD, (Lausanne) CAS HES-SO Renewable Energies, HEIG-VD (Yverdon) MSc/BSc Communication Systems, EPFL (Lausanne)	Since 2021
Nicolas Conne (1980)	CFO and Head of Services	Foundations for Business Leadership (FBL), IMD (Lausanne) Swiss certified accountant MSc Management, HEC, University of Lausanne	Since 2019
Guillaume Fuchs (1974)	Joint Head of Energy Solutions (Energy Division)	Advanced Management Programme, CRPM Diploma in Mechanical Engineering, Université de Technologie de Belfort-Montbéliard (France) Diploma of Technology in Mechanical Engineering, Institut Universitaire de Technologie de Mulhouse (France)	Since 2021
Assia Garbinato (1971)	Head of Digital & Innovation	PhD, Computer Science, Higher National School of Computer Science (Algeria)	Since 2021
Christian Petit (1963)	Chief Executive Officer**	Economist, MBA, ESSEC, Cergy Pontoise (France) Programme for Executive Development (PED), Leadership, IMD (Lausanne)	2019 - 2024
Virginie Vasselon (1976)	Head of People & Talent***	Master of Commerce (major in marketing), University of Wollongong, Australia, Institut d’Etudes Politiques de Paris, Communication and HR faculty, Master Coach Certification, Institut Coaching International (Geneva)	2021 - 2024

* since 11 December 2024
** until 10 December 2024
*** until 13 November 2024

Revitalised governance framework

After repositioning itself as a major force at the vanguard of the decarbonisation drive in Western Switzerland from 2019, the Romande Energie Group is now beginning a phase of consolidation and revitalising its leadership team and its organisation structure.

François Fellay, Romande Energie's CEO designate

François Fellay was appointed CEO of Romande Energie by the Board of Directors on 12 March 2025. He will take up his new role by 1 October 2025 at the latest. In the meantime, Patrick Bertschy will continue to serve as interim CEO following Christian Petit's departure in December 2024.

François Fellay (48) is currently the Chief Executive Officer of OIKEN SA, a Sion-based power distribution company. As CEO, François Fellay will be tasked with formulating and executing the Group's strategy, accelerating its growth and operating performance, deploying resources and putting in place the requisite organisational structure and oversight arrangements.

Drawing on his experience, he will continue to enhance our entrepreneurial and innovation-led culture. He will galvanise the deployment of new technologies and prepare the business to meet the challenges and opportunities arising from societal change, including digitalisation and the energy transition.



© Olivier Maire

François Fellay, Romande Energie's CEO designate

Michel Rizzo will be our new Chief People & Talent Officer, taking up his new role on 1 May 2025 at the latest. He will replace Virginie Vasselon, who left her position in November 2024.

Michel Rizzo is a recognised expert with extensive experience in human resources. He is a specialist in change management and innovative approaches to industries undergoing major change. His experience of international Switzerland-based businesses and his multi-faceted capabilities will support development and help meet the challenges that lie ahead for the Group.

Gratitude and thanks to Virginie Vasselon

Virginie Vasselon joined the Group in August 2021. In her role as Chief Human Resources Officer, she undertook a strategic reorganisation of her department to align with the Group's needs. She turned it into the People & Talent support unit we have today. She left her position in November 2024. The Board of Directors wishes to express its sincere gratitude to her for her highly positive contribution.

New organisation structure

The Group plans to reorganise its business units (BUs) to refocus its efforts on key sectors, such as property. Its activities will be split into four BUs. The segmentation concept will be dropped as the goal is to facilitate end-to-end management and address energy-related priorities more effectively.

Both divisions of the **Energy Solutions business unit** will become separate entities, to be called Markets and Energy.

Aurore Amaudruz will take over as head of the Markets BU, while a recruitment process has been launched for the head of the Energy BU, with **Guillaume Fuchs** leaving his management role.

Gratitude and thanks to Guillaume Fuchs

The Board of Directors wishes to place on record its gratitude to **Guillaume Fuchs** for his contribution as co-head of the Energy Solutions BU. He is a ground-breaking renewable energies engineer who masterfully led a number of projects, including the flagship Lac des Toules floating solar farm. His skill set and his sense of responsibility, together with his drive and kindness, made him very popular among the Group's employees.

New Property BU

Oliviero lubatti has rejoined Romande Energie's Management Committee effective 1 March 2025 as Head of Romande Energie Services. He will take the helm at the new Property BU, which will position itself to provide a unique set of services in Western Switzerland supporting decarbonisation of the sector.

The **Grids BU** and the **Finance and Services, People & Talent and Digital & Innovation support units** will remain unchanged.

The new organisation structure will be introduced by 1 July 2025. The Investor Relations section of our website will be updated as and when these changes take effect.

4.2 Education, career, other activities and lobbying roles

None of the executives act as consultants for key lobbies in Switzerland or abroad. None of them worked for the Group or any of its companies before their current duties. Career-related information for Management Committee members as at 31 December 2024 is available in the Investor Relations section of our website.



<https://www.romande-energie.ch/ir-codir>

Please refer to page 46 of the Remuneration Report for details of the offices and executive duties held in other companies.

4.3 Number of offices permitted (Article 626(2) CO)

Under Article 22a(2) of the Articles of Association, members of the Executive Board, with the agreement of the Board of Directors, may each hold the following other offices in the management and supervisory bodies of legal entities which are required to be registered in the Swiss companies register or a comparable foreign register:

1. no more than one office as a member of a board of directors or as a member of a supreme governing or supervisory body of companies considered as publicly traded companies, as defined by Article 727(1) point 1 of the Swiss Code of Obligations;
2. no more than fifteen offices as a member of a Board of Directors or member of a supreme governing or supervisory body of companies not considered as publicly traded companies within the meaning of the Swiss Code of Obligations and the Federal Act on Collective Investment Schemes;

3. no more than ten offices as a member of the Board of Directors or member of a supreme governing or supervisory body of other legal entities not meeting the above criteria.

According to Article 22a(3) of the Articles of Association, the restrictions stated in Article 22a(2) of the Articles of Association do not apply in relation to legal entities controlled directly or indirectly by the Company or which control the Company. Neither do they apply in relation to legal entities which are the occupational pension funds covering the employees of the Company or companies that it controls directly or indirectly. Furthermore, offices held in several non-Group legal entities among which there is direct or indirect control, or within occupational pension funds covering the employees of these companies, only count as one office within the meaning of subsections 1 and 2.

Potential issues arising from conflicts of interest are managed in accordance with Article 13.4 of the Organisational Regulations.

4.4 Management contracts

Romande Energie Holding SA has not entered into any management contracts.

4.5 Gender threshold

As at 31 December 2024, men and women account for 60% and 40% respectively of the Management Committee members.



5 Remuneration, shareholdings and loans

Please refer to the Remuneration Report on page 36.

6 Shareholders' participation

6.1 Voting-right and representation restrictions

All shares entitle the holder to one vote. There are no restrictions on voting rights.

Under Article 12(4 and 5) of the Articles of Association, shareholders may be represented by another shareholder, by any other representative of their choice, except for a custodian or a member of a governing body of the Company, or by the Independent Proxy.

The Articles of Association contain no clauses deviating or supplementing the statutory provisions with regard to Independent Proxy instructions. Neither do they contain rules relating to participation in the Annual General Meeting by electronic means.

6.2 Quorums and majority voting requirements

Shareholders at the Annual General Meeting pass resolutions and conduct elections by a simple majority of the voting rights cast. Abstentions and blank or spoilt votes are not taken into consideration in the calculation of the majority. This does not apply to matters requiring a two-thirds majority of the voting rights represented, pursuant to Article 704(1) of the Swiss Code of Obligations.

6.3 Notice of Annual General Meetings

General Meetings, either annual or extraordinary, are called as set forth under Article 699 of the Code of Obligations.

6.4 Inclusion of business on the agenda

Under Article 10(3) of the Articles of Association, shareholders representing a total of 0.5% of the share capital or voting rights may request that an item of business be placed on the agenda. This request must be made to the Board of Directors in writing no later than 30 days before the date of the meeting, indicating the purpose of the debates and the motions submitted.

6.5 Entry in the share register

Shareholders must be registered in the share register no later than 10 to 15 days before the appointed date in order to take part in the Annual General Meeting or appoint a proxy. The deadline is shown in the official notice of the meeting.

7 Changes of control and defence measures

7.1 Obligation to make an offer

This is not covered by any clause in the Articles of Association. There is no opt-out or opt-up clause. Vaud Canton, Banque Cantonale Vaudoise, 118 Vaud municipalities and SIE SA (Service Intercommunal de l'Électricité) are bound by a shareholders' agreement providing for reciprocal pre-emption rights on each other's shares. Together these shareholders hold 55.4% of the share capital and the associated voting rights.

7.2 Clauses on changes of control

This is not covered by any clause in the Articles of Association. Nor is there any agreement or programme benefiting the members of the Board of Directors or the Executive Board in such cases. The employment contract of Management Committee members may be terminated by either party by giving six months' notice as from the end of the current month.

8 Statutory Auditors

8.1 Duration of the contract and term of office of the lead auditor

The Annual General Meeting of shareholders in 2024 appointed Ernst & Young SA, in Lausanne, as the new Statutory Auditors for a renewable period of one year. The lead auditor is Laurent Bludzien. The maximum term for lead auditors is seven years, as required by law.

The selection and replacement of the Statutory Auditors is the responsibility of the Board of Directors, relying on advice from the Finance and Audit Committee, following a periodic invitation to tender.

8.2 Audit fees and non-audit fees

The fees charged by Ernst & Young SA are as follows:

	CHF
Audit fees	473'400
Non-audit services - Taxation	818'45
Total	555'245

Audit fees include auditing the financial statements, the basic work of reviewing the statutory accounts of each entity, reviewing the Romande Energie Group financial statements, plus audit services in relation to pension plans, monitoring the implementation or revision of accounting methods, the review of this Corporate Governance chapter, the verification of the Remuneration Report and the production of the audit statements.

Non-audit services are categorised by type of service offered.

The Internal and External Audit Charter of Romande Energie Holding SA provides that, outside of exceptional circumstances, non-audit fees may not represent more than 50% of the total fees for auditing or auditing-related services.

In 2024, this ratio was 17%.

8.4 **Oversight and control of the Statutory Auditors**

See Finance and Audit Committee, item 3.5.

Every year, the Finance and Audit Committee annually checks the services, fees and independence of the Statutory Auditors and reports this information to the Board of Directors. The Statutory Auditors’ work is fully independent of the Board of Directors and the Executive Board. The Finance and Audit Committee assesses the quality of reporting and the audit reports, the proposed audit approach and its implementation, concentrating on coverage of material risks, recommendations, timeframes and resources. It also meets with the individuals performing the work to ensure they have the requisite expertise. Specifically, it compares the fees budgeted and invoiced by the Statutory Auditors and vets any additional services (see item 8.3). Focusing on independence, it checks the advisory services commissioned from the statutory auditors (scope and fees). The Board of Directors previously ruled that extra support services would not be bought in for internal auditing purposes.

The Statutory Auditors receive all the documentation that is prepared for every meeting of the Finance and Audit Committee. In 2024, they took part in five committee meetings.

Comments by the auditor are systematically submitted to the Finance and Audit Committee. The Statutory Auditors’ work is fully independent of the Board of Directors and the Executive Board. The Statutory Auditors must possess all the relevant professional qualifications required for the audit of a listed company. They must have the necessary resources available to fulfil their mission.

9 **Information policy**

Romande Energie Group pursues an information policy in keeping with its size and stature. The disclosures made are designed to maintain public trust in the Company. Particular care is also taken to ensure that executives are provided with timely, accurate information to enable them to carry out their leadership responsibilities. Shareholders of Romande Energie Holding SA are kept informed of the basic aspects of the Group’s business by the Annual Report, the Interim Report and press releases.

Sensitive data that may affect the share price is disclosed on an ad hoc basis in accordance with the relevant guidelines of SIX Swiss Exchange. Information is compiled by the corporate communications department and the head of investor relations team. Information about the Group is also posted on the internet at www.romande-energie.ch.

Notices required by law and by the Articles of Association are published in the Swiss Official Gazette of Commerce. The Company will be deemed to have duly communicated with shareholders if it sends a letter by post to the address recorded in the share register, by email or by any other means deemed appropriate by the Board of Directors (Art. 28 of the Articles of Association).

A financial calendar containing the publication dates for the annual and interim financial statements and the Annual Report, as well as the date of the press conference, is posted on the Group’s website early in the year. An events calendar for the current financial year and contact addresses are shown on the penultimate page of this report.

The following links can be used to subscribe to our alert service, where you can select the type of news you would like to receive:

In French
<https://www.romande-energie.ch/ir-notifications>

In English
<https://www.romande-energie.ch/ir-alerts>

10 **Closed periods**

Every year, the CFO issues a memo to employees, the members of the Management Committee and the members of the Board of Directors reminding them that they may not conduct any kind of market transaction on the registered shares, bonds or other equity securities of Romande Energie Holding SA that they may hold or wish to acquire during the closed periods. In 2024, the closed periods ran from 3 January to 25 April 2024 (inclusive), then from 1 July to 9 September (inclusive), i.e. until the second trading day following the official publication of either full-year or interim financial results.

11 **Romande Energie Group Anti-Corruption and Anti-Bribery Directive**

Romande Energie Group acts responsibly towards its customers, business partners, employees and society at large. It is committed to maintaining a climate of trust with its customers and business partners and to free and fair competition, in compliance with the applicable laws and regulations.

The Romande Energie Group has a zero-tolerance policy on corruption and bribery. The basic principles relating to this matter are set forth in the Code of Conduct.

The Swiss Criminal Code has expanded the definition of corruption to include employees of private-sector companies. In the event of a conviction, both the individual and the company will face legal consequences. Employees committing acts of corruption may also be personally liable to serious criminal and civil penalties that may include substantial fines and even imprisonment.

In early 2017, the Board of Directors approved Romande Energie Group Anti-Corruption and Anti-Bribery Directive (updated in early 2024), which sets out the basic principles in this area. The Directive applies to all employees and business partners of Romande Energie and must be provided to them at the start of the employment or business relationship and as often as necessary thereafter.

Giving or accepting reasonable gifts to or from public officials or persons operating in the private sector is permitted, but care should be taken when giving or accepting gifts which could be perceived as inappropriate or place the recipient under an obligation. Soliciting gifts is forbidden. Gifts also include invitations to a meal, a show, or other forms of hospitality.

Whether or not a gift is legally permissible depends on the intention of the person offering it. If it is offered with the aim of influencing a decision or obtaining an advantage, it is a bribe. On the other hand, a reasonable gift offered with the intention of improving business relations or marking a special occasion is not considered a bribe.

Consequently, an upper limit of CHF 200 has been set. The value of a gift received from an outside party must therefore be below this amount. Gifts worth more must be turned down. Cash or gift vouchers may never be accepted. If in doubt, the employee or business partner should always consult their line manager or the Head of Compliance.

The Directive applies to all companies over which Romande Energie Holding SA has majority control, either directly or indirectly.

To the Board of Directors of
Romande Energie Holding SA, Morges

Lausanne, 4 April 2025

Independent Assurance Report on the information published on Corporate Governance

We were engaged by the Board of Directors to perform a limited assurance engagement on information published on Corporate Governance of Romande Energie Holding SA, on pages 14 to 33 of the separate chapter of the annual report, which has been prepared for the period ending 31 December 2024 in accordance with the directive on information relating to the Corporate Governance of SIX Swiss Exchange (hereinafter « Corporate Governance Directive »).



Board of Directors' responsibilities

The Board of Directors is responsible for the preparation the information published on Corporate Governance in accordance with the Corporate Governance Directive. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation the information published on Corporate Governance that is free from material misstatement, whether due to fraud or error. The Board of Directors is further responsible for the selection and application of the criteria and the keeping of appropriate records.

Independence and Quality Control

We are independent of Romande Energie Holding SA as defined by the guidelines on independence issued by EXPERTsuisse and have observed the Code of Conduct and Professional Rules issued by EXPERTsuisse. These requirements are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.



Responsibility of the assurance practitioner

Our responsibility is to perform a limited assurance engagement and to express a conclusion about the information published on Corporate Governance based on the procedures we have performed and the evidence we have obtained.

We conducted our engagement in accordance with Swiss Audit Standard 950 "Assurance Engagements other than Audits or Reviews of Historical Financial Information". This standard requires that we plan and perform our procedures to obtain limited assurance about whether the information published on Corporate Governance has been prepared in accordance with the Corporate Governance Directive in all material respects.

Taking into account risk considerations, we performed procedures to obtain sufficient appropriate evidence. The procedures selected depend on the assurance practitioner's judgement. The procedures performed in a limited assurance engagement are of a lesser extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than would have been obtained had a reasonable assurance engagement been performed.

We have carried out primarily the following work:

- ▶ Analytical procedures
- ▶ Comparison with the Corporate Governance Directive and verification of compliance with the structure given in its appendix
- ▶ Interview of the Compliance and Legal Department
- ▶ Review of the minutes of the meetings of the Board of Directors and the decisions of the General Assembly.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.



Conclusion

Based on our limited assurance engagement, nothing has come to our attention that causes us to believe that the information published on Corporate Governance of Romande Energie Holding SA for the period ending 31 December 2024 has not been prepared, in all material respects, in accordance with the Corporate Governance Directive.

Ernst & Young Ltd



Laurent Bludzien
(Qualified Signature)

Licensed audit expert
(Auditor in charge)



Richard Gattucci
(Qualified Signature)

Licensed audit expert