

Sulzer Ltd

Board of Directors and Organization Regulations

Winterthur, April 1, 2017

BOARD OF DIRECTORS AND ORGANIZATION REGULATIONS, SULZER Ltd, WINTERTHUR

(hereinafter "the company")

In accordance with § 23 of the Articles of Association, the Board of Directors hereby issues the following regulations:

I. Board of Directors

Art. 1

The Board of Directors can pass resolutions with respect to all matters not assigned to another company body ("Organ") by the law, the Articles of Association or these regulations.

The Board of Directors designates an Audit Committee and a Strategy Committee. Further, the company has a Nomination and Remuneration Committee whose members are elected by the General Meeting. The Board of Directors issues the respective regulations.

In accordance with § 23 of the Articles of Association, the Board of Directors delegates management of the company to the Chief Executive Officer (CEO) and the Executive Committee as far as not otherwise provided for by the law, the Articles of Association or these regulations.

The Board of Directors assigns signatory powers on behalf of the company.

Art. 2

The Board of Directors meets as often as required for business purposes. Meetings are convened by the Chairman or by written request of a Board member. Board meetings are also to be held when required by the CEO.

Board meetings are convened by written invitation including the proposed agenda.

Board meetings dealing with the budget, three-year planning and the accounts are attended by the Executive Committee members in an advisory capacity. Other Board meetings are generally attended by the CEO, the CFO, and the Secretary General in an advisory capacity. The attendance of other persons with specialized knowledge may also be required whenever necessary.

Board meetings are presided over by the Chairman, or in case of absence by the Vice-Chairman (if existing) or another member of the Board.

Resolutions must be passed by a quorum comprising at least half the members of the Board. In special cases, voting by telephone is permissible. Resolutions are passed by voting majority; in case of voting parity, the Chairman holds the casting vote. In exceptional cases, Board

resolutions may be passed by circular ballot unless debate is requested by a Board member. All members of the Board must have the opportunity thereby of expressing their opinion unless prevented by extraordinary circumstances. Circular ballot resolutions are passed by voting majority of all Board members.

No quorum is required if the meeting is called to certify an increase of capital that has already taken place, and to effect the amendments of the Articles of Association (including deletions) related thereto (*“Feststellungs-, Anpassungs- und Streichungsbeschluss”*).

All Board resolutions are recorded in the minutes of the respective meeting. These are to be signed by the chairman of the meeting and the keeper of the minutes, and approved by the Board of Directors.

Art. 3

Board member rights of inspection and information are governed by Art. 715a of the Swiss Code of Obligations (OR).

Each and every member of the Board is entitled to information on all company matters.

At the Board meetings, all Board members and persons entrusted with the management are obliged to provide information on company matters.

Whenever possible, requests for information and inspection are to be submitted to the Chairman of the Board prior to the respective meeting.

Outside Board meetings, any Board member may request from the persons entrusted with the management information concerning the course of the business and, with the authorization of the Board Chairman, also information on specific matters.

To the extent necessary for the fulfilment of a duty, any member may apply to the Board Chairman to be shown the books and the files.

Should the Board Chairman reject any such application for information, hearing or inspection, the matter shall be referred for decision by the Board of Directors at its next meeting.

Art. 4

No person may be elected as director if he or she has attained the age of seventy. The Board of Directors may, under special circumstances, grant an exception from this rule and propose to the shareholders to elect a member of the Board of Directors exceeding such age limitation. No director shall, however, hold office beyond the year when the respective member attains the age of seventy-three.

Art. 5

The Board of Directors exercises the following non-assignable powers according to Art. 716a OR:

1. The ultimate company management and the giving of the necessary directives;
2. The establishment of the organization;
3. The structuring of the accounting system and of the financial controlling as well as the financial planning insofar as this is necessary to manage the company;
4. The appointment and removal of persons entrusted with the management and company representation;
5. The ultimate supervision of persons entrusted with the management, in particular, in view of compliance with the law, the Articles of Association, regulations and directives;
6. The preparation of the business report and the compensation report as well as the preparation of the general meeting of shareholders, and the implementation of its resolutions;
7. The notification to the judge in the case of over-indebtedness.

The competence of the Board of Directors includes in particular:

A. Elections

1. Election/removal of the Vice-Chairman and secretary.
2. Election of the Board Chairman from among its members in the event of a vacancy.
3. Election/removal of the members of the Audit Committee, the Strategy Committee, and other Board committees including their respective chairmen.
4. Election/removal of the chairman of the Nomination and Remuneration Committee.
5. Election of the members of the Nomination and Remuneration Committee from among its members in the event of a vacancy.
6. Election/removal of the CEO and members of the Executive Committee (the latter according to proposal by the CEO), including assignment of their respective titles and powers of attorney.
7. Election/removal of the senior management members of the company according to proposal by the CEO, including assignment of their respective titles and powers of attorney.
8. Election of the independent proxy if the company does not have an independent proxy.
9. Removal of the independent proxy if he no longer meets the independence requirements.

B. Sulzer company business

9. Approval of budget and three-year planning proposals by the Executive Committee.
10. Receipt of report from the CEO on corporate business developments.
11. Assessment of business activities by the corporate subsidiaries with far-reaching consequences for the Sulzer company.
12. Scrutiny of the internal auditing system (including risk management) as well as the observation of the principles of compliance and the execution of the necessary measures.
13. Decision-making regarding significant changes to the product range.
14. Decision-making on fundamental changes to the corporate organization as well as regarding (i) founding and funding of subsidiaries with equity (book value) exceeding CHF 30 000 000 and (ii) capital increases exceeding CHF 30 000 000.
15. Decision-making regarding set up of operational subsidiaries in countries which are not explicitly stated in any strategic plan (three years plan) or which are on a sanction list from either Switzerland, the EU or the US, as well as countries listed by the OECD as uncooperative tax haven countries.
16. Decision-making regarding the acquisition or divestiture of financial participations exceeding the threshold of CHF 30 000 000. Notwithstanding the above, the Board of Directors has to be informed about every significant acquisition or divestiture.
17. Decision-making regarding raising and granting of loans from/to financial institutions: (i) with a maturity term less than 12 months, exceeding an individual sum of CHF 100 000 000; and (ii) with a longer maturity term, exceeding an individual sum of CHF 50 000 000.
18. Decision-making regarding the granting of loans to third parties exceeding CHF 5 000 000 per case.
19. Decision-making regarding the approval of capital expenditures and leasing proposals (including cross-divisional reallocations) exceeding CHF 15 000 000 and the approval of purchase, sale or collateralization of (i) operational real estate exceeding CHF 10 000 000, and of (ii) other real estate exceeding CHF 10'000'000 regarding purchases and CHF 20 000 000 regarding sales.
20. Decision-making with regard to senior executive compensation policy (remuneration systems, share-based payment plans) and Executive Committee members' compensation policy as well as compensations within the limitations set by the Articles of Association and the maximum aggregate amount of compensation approved by the General Meeting.
21. Pursuance of succession planning, and assessment of potential with regard to senior management staff.
22. Approval of expenses for consulting services exceeding CHF 3 000 000 (per case) if outside of budget.
23. Approval of new corporate insurance programs or material changes of existing programs with annual premiums exceeding CHF 1 000 000 if outside of budget.
24. Approval of settlements of pending litigations with EBIT or cash impacts exceeding CHF 20 000 000 per case.

25. Approval of Sulzer's position as the employer regarding agreements for individuals or changes to existing plans that involve Executive Committee members.
26. Approval of research and development proposals exceeding CHF 10 000 000 per project, if outside of budget.
27. Approval of tenders and contracts if the value exceeds CHF 20'000'000 and the consequences of which could materially impact the current financial performance of the division or jeopardize the fulfilment of the divisional budget of the following year(s).
28. Approval of Corporate Authority and Approval Procedures (e.g. competence regulations) according to Art. 8 par. 3 of these regulations.
29. Approval of treasury policy for corporate treasury.
30. Decision-making regarding buying or selling of Sulzer Ltd Shares either directly ("spot") or through derivatives (e.g. calls/puts) excluding transactions related to formerly approved employee share-based payment plans.

C. Company business

31. Assignment of signatory powers to be entered in the commercial register according to the law, the Articles of Association and these regulations.
32. Decision-making with regard to new share capital issues and the legally required revisions to the Articles of Association in case of capital changes.
33. Decision-making with regard to entries in the share register (including nominees), the cancellation with retrospective effect of entries made on false pretences, and the issue of respective regulations.
34. Decision-making with regard to the expansion or limitation of business activities within the framework of § 2 of the Articles of Association.
35. Decision-making on all business matters submitted to the Board of Directors by the Chairman, the Audit Committee, the Nomination and Remuneration Committee, other committees, or the CEO.
36. Determination of the venue for the General Meeting of shareholders and convocation of the same (§ 12 of the Articles of Association).
37. Preparation of motions and approvals with regard to all business matters handled by the General Meeting.
38. Determination of special publication organs (§ 38 of the Articles of Association).
39. Decision-making with regard to the remuneration of Board members within the limitations set by the Articles of Association and the maximum aggregate amount of compensation approved by the General Meeting.
40. Approval of agreements under the Swiss Merger Act.

II. Chairman of the Board

Art. 6

1. The Chairman of the Board is elected by the General Meeting as leader of the Board of Directors. In addition to his legal and statutory duties, he also carries out those tasks delegated to him by the Board of Directors. He can also pass decision regarding business policy matters handled by him together with the Executive Committee.
2. The Chairman of the Board also has the following competences:
 - a) Decision-making on urgent business matters within the competence of the Board of Directors, and immediate orientation of the same.
 - b) Preparation of motions for the election/removal of Board members and the CEO.
 - c) Establishment of detailed conditions for new issues of share capital and debenture bonds or the like, as far as such competence has not been delegated to the Executive Committee.
 - d) Approval of the acceptance by Executive Committee members of board mandates outside the Sulzer company and of governmental/ministerial positions.

III. Board Commissions

Art. 7

The Board of Directors designates an Audit Committee and a Strategy Committee from among its members. The members of the Nomination and Remuneration Committee are elected by the ordinary General Meeting. The membership and tasks of these committees are established in the respective regulations, within the limitations set by the Articles of Association.

IV. Executive Management

Art. 8

The Executive Committee comprises several members led by the CEO. Besides the official Executive Committee members, the CEO may include other direct reports into his management team and, consequently, include these functions as well into meetings where the Executive Committee participates.

The CEO submits proposals to the Board of Directors with regard to election/removal of the other Executive Committee members as well as the senior management of the company.

Subject to the law, the Articles of Association and these regulations, the CEO is invested with all necessary powers and competences for the executive management of the company. He delegates certain powers to the members of the Executive Committee or other subsidiary organs according to a competence regulation subject to approval by the Board of Directors. The CEO can designate a deputy for handling executive matters.

The other members of the Executive Committee support the CEO in working out and implementing the corporate strategy. They are primarily in charge with the management area allocated to them, for which they individually take executive responsibility.

The CEO ensures the adequate reporting to the Board of Directors and the Board Chairman; he is responsible for preparing all proposals submitted by the Executive Committee. The Board of Directors must be informed at every meeting with regard to current business developments and corporate business matters of key importance. Extraordinary events with far-reaching consequences must be immediately reported by circular memorandum to the Board Chairman and members.

V. Outward representation

Art. 9

Dual collective signatory powers are held by the Board Chairman and Vice-Chairman (if existing), and by any other members so designated by the Board of Directors.

The Board of Directors determines and assigns all other signatory powers, exclusively on a dual collective basis.

VI. Other regulations

Art. 10

The tasks and functions of all organs within the company are governed by these "Board of Directors and Organization Regulations", the "Corporate Authority and Approval Procedures" based on the same as well as all other applicable regulations such as but not limited to the corporate policy "Insider Trading with Securities" as well as the "Code of Business Conduct".

Art. 11

All organs are obliged to keep secret from third parties any confidential knowledge acquired by them during the course of duty. They are further obliged to avoid potential conflict of interests and to abstain from the deliberations and decision-making in cases of conflict of interests.

All confidential documents must be returned no later than per end of term of office.

These regulations were approved by Board of Directors on February 22, 2017 and enter into force on April 1, 2017. They can be revised at any time by the Board of Directors according to need.

For the Board of Directors:



Peter Löscher
Chairman



Carsten Oermann
Secretary General