

SULZER

Strategy Committee Regulations

Sulzer Ltd, Winterthur

April 1, 2015

STRATEGY COMMITTEE 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:

1 Organization

- 1.1 The Board of Directors designates a Strategy Committee composed of three to four of its members, and elects the committee chairman. A majority of its members shall be independent (i.e. not having belonged to the Executive Committee since at least three years and not having significant business relations with the company). Each member who may be exposed to a potential conflict of interest shall not only immediately inform the other members but also refrain from participating in the respective deliberations and taking of resolutions (i.e. recommendations).
- 1.2 The term of office shall extend until completion of the following ordinary General Meeting; the members are re-electable.
- 1.3 Strategy Committee meetings are held as often as required, but at least twice annually. The Chairman of the Strategy Committee is entitled to call a meeting whenever he or she thinks there is a need.
- 1.4 The Strategy Committee may ask the CEO or others to attend the meeting.
- 1.5 The committee chairman, or on his behalf the Secretariat General is responsible for administrative matters (distribution of committee meeting invitations, including agenda and respective documentation). The Strategy Committee chairman designates for each meeting a keeper of the minutes, in which all resolutions passed shall be recorded. Copies of the minutes shall be distributed to all persons attending the meeting as well as to all members of the Board of Directors. The minutes are to be treated confidentially. The Strategy Committee chairman reports verbally to the next Board meeting on all matters debated, and as far as necessary submits the respective proposals.
- 1.6 Resolutions of the Strategy Committee must be carried by at least two members. If only two members are present at the respective meeting, the chairman's vote counts double. Resolutions can also be passed within the framework of video or telephone conferences or by ballot, unless direct debate is requested by any member. In order to avoid the risks of conflict of interests a Strategy Committee member should not vote on any matter in which he or she is conflicted.
- 1.7 No management decisions are taken by the Strategy Committee. Committee resolutions are submitted as proposals to the Board of Directors for final decision.

2 Mandate

- 2.1 The Strategy Committee supports the Board of Directors in fulfilling its duties by providing independent and objective review and advice to the Board and CEO with respect to the further development and implementation of the strategy of the corporation.

3 Tasks

- 3.1 The tasks of the Strategy Committee are in particular to review and advise the Board
- (i) on major strategic issues, including acquisitions, divestitures and significant (at Corporate level) alliance and joint venture opportunities;
 - (ii) on the strategic planning and development priorities.

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

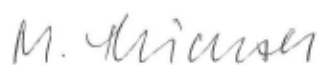
These regulations were approved by Board of Directors meeting of April 1, 2015 and enter into force on April 1, 2015.

They can be revised at any time by the Board of Directors according to need.

For the Board of Directors



Peter Löscher
Chairman



Matthias Bichsel
Board Member