

Corporate governance

Swiss Post attaches great importance to corporate governance. For years, it has based its actions on the Swiss Code of Best Practice for Corporate Governance drawn up by *economiesuisse*. Swiss Post structures its reporting in line with the SIX guidelines for listed companies.

Group structure and shareholders

Legal form and ownership

Swiss Post has been structured as a holding company since 26 June 2013. Swiss Post Ltd as the overall holding company is a company limited by shares subject to a special statutory regime solely owned by the Confederation. The organization chart on page 12 shows the Group's organizational units. The "Consolidated Group" section on page 133 of the Financial Report outlines the shareholdings.

Confederation in control

The Confederation controls Swiss Post by setting strategic goals and checking that these are being met, using for this purpose annual reporting and a report on staff (Public Officials Act/Ordinance on Executive Pay). See also the information policy section on page 63.

Regulatory accounting

In accordance with article 19, section 2 of the Postal Services Act of 17 December 2010, Swiss Post must present its accounts in such a way that costs and revenue can be identified for individual services. The Postal Ordinance of 29 August 2012 substantiates these requirements and regulates the calculation of net costs for the universal service obligation.

The net costs result from a comparison of a hypothetical result recorded by Swiss Post excluding the universal service obligation with the actual result achieved. They represent the difference between the avoided costs and lost revenue. Swiss Post specifically calculated the net costs arising from the universal service obligation for the first time in 2013. They stood at around 409 million francs for 2013. The calculation was approved by PostCom in May 2014. Following the approval of the net costs for 2014 by the regulatory authority PostCom in the second quarter of 2015, the figures will be published at www.swisspost.ch/annualreport in a supplement to the Financial Report.

Swiss Post can offset the net costs from the previous year between different segments and Swiss Post subsidiaries (net cost compensation, NCC). Net cost compensation enables Swiss Post to spread the universal service burden over the services and segments that are best able to support it. Net cost compensation does not influence the Group's financial result in any way, but does influence the segment results for PostFinance, PostLogistics, PostMail and Post Offices & Sales.

The auditing firm KPMG AG is commissioned each year by PostCom to check the calculation of net costs and net cost compensation, regulatory accounting and compliance with the ban on cross-subsidies.

Reduction in delivery prices of newspapers and magazines eligible for subsidies

The 50 million franc contribution made by the Confederation to reduce the delivery prices of newspapers and magazines eligible for subsidies, in accordance with article 16 of the Postal Services Act, ceased to be credited to Swiss Post's newspaper account from 1 January 2013, but is now passed on in full to the eligible titles through a price reduction per copy. In the PostMail segment, a transitory account is kept on the balance sheet from which press subsidies are continually debited in order to be credited to the publishers concerned as a price reduction on their Swiss Post invoice.

MANAGEMENT REPORT		CORPORATE GOVERNANCE		ANNUAL FINANCIAL STATEMENTS	
6	Business activities	52	Group structure and shareholders	65	Group
12	Organization	52	Regulatory accounting	143	Swiss Post Ltd
13	Developments	52	Capital structure	151	PostFinance Ltd
16	Group strategy	53	Board of Directors		
22	Financial controlling	58	Executive Management		
24	Business performance	61	Remuneration		
44	Risk report	63	Auditor		
49	Outlook	63	Information policy		

Capital structure

Swiss Post has Group equity comprising 1.3 billion francs of fully paid-in capital plus capital reserves and retained earnings of 3.7 billion francs. External debt amounted to around 1.3 billion francs on the reference date.

The General Meeting decided to pay 200 million francs of profit from the financial year 2014 to the Confederation as a dividend in 2015 (2013 decision: 180 million francs, paid in 2014). The remaining amount is retained for the purpose of accumulating equity; on the reference date this equity stood at 5.0 billion (previous year: 5.6 billion) francs.

Board of Directors

Composition

The Federal Council elects Swiss Post Ltd's Board of Directors every two years. On the reference date (31 December 2014), it had nine members. The Board of Directors is responsible for implementing the strategic goals, for submitting reports to the Federal Council on their attainment and for providing the latter with the information it needs for verification purposes. The Board of Directors is also governed by the rights and duties set out in the provisions of the Swiss Code of Obligations on the subject of corporate law.

Members do not have any business relationships with Swiss Post or its subsidiaries, nor have they been involved in an executive capacity in Swiss Post Group in the past four years. In accordance with the Postal Organization Act, employees have the right to appropriate representation on the Board of Directors. In 2014, this representation was once again provided by Susanne Blank and Michel Gobet.

After the Chairman and Vice-Chairman of the Board of Directors, members are listed in the order in which they took office.

Peter Hasler

Chairman of the Board of Directors, 1946, Switzerland, member since 2010, Dr. jur.

Committees: Organization, Nomination & Remuneration; Audit, Risk & Compliance; Investment, Mergers & Acquisitions

Professional background: Directorships and foundation mandates; Member of various federal commissions; Vice-Chairman of the Swiss National Accident Insurance Fund (Suva); Director of the Swiss Employers Union; Director of Association of Swiss Engineering Employers ASM; Secretary of ASM; Corporate lawyer and Assistant to the Chairman of the Board of Flug- und Fahrzeugwerke Altenrhein AG (FFA); Assistant at the Zurich Guardianship Authority

Key posts: Reka Swiss Travel Fund (Chairman of the Cooperative Society); SIZ Ltd, Schweizerisches Informatik-Zertifikat (Vice-Chairman of the Board of Directors)

Andreas Schläpfer

Vice-Chairman of the Board of Directors, 1947, Switzerland, member since 2009, lic. oec. Univ. of St. Gallen

Committees: Investment, Mergers & Acquisitions (Chair)

Professional background: Nestlé (General Manager in France, Russia, Thailand/Indochina, Zimbabwe, and Global Business Head/Senior Vice-President for Children's Food); International Trade Centre UNCTAD/GATT (Marketing Consultant)

Key posts: None



Michel
Gobet

Marco
Durrer

Philippe
Milliet

Susanne
Blank

Peter
Hasler

Myriam
Meyer

Andreas
Schlöpfer

Nadja
Lang

Adriano P.
Vassalli

Kerstin
Büchel

Adriano P. Vassalli

Vice-Chairman of the Board of Directors, 1954, Switzerland, member since 2010, federal diploma in auditing

Committees: Audit, Risk & Compliance (Chair)

Professional background: Studio di consulenza e di revisione (founder and owner); Arthur Andersen (founder and head of the Lugano and Berne branches, worldwide partner); Revisuisse AG (auditor and management consultant in Berne and founder of the Lugano branch)

Key posts: PostFinance Ltd (Member of the Board of Directors, Audit Committee (Chair)); Istituto di previdenza del Cantone Ticino (Member of the Board of Directors); Swiss Red Cross (member of the Executive Committee of the Conference of Red Cross Cantonal Associations); Swiss Red Cross, Sottoceneri Section (Chairman)

Susanne Blank

Member of the Board of Directors, Human Resources representative, 1972, Switzerland, member since 2008, lic. rer. pol.

Committees: Organization, Nomination & Remuneration

Professional background: seco, State Secretariat for Economic Affairs, Chief Editor for "Die Volkswirtschaft"; Travail.Suisse umbrella organization for employees (Head of Economic Policy and Member of the Executive Board); Federal Statistical Office (Audits of Swiss Consumer Price Index)

Key posts: ewb, Energie Wasser Bern (Member of the Board of Directors)

MANAGEMENT REPORT		CORPORATE GOVERNANCE	ANNUAL FINANCIAL STATEMENTS
6	Business activities	52	65
12	Organization	52	143
13	Developments	52	151
16	Group strategy	53	Group
22	Financial controlling	58	Swiss Post Ltd
24	Business performance	61	PostFinance Ltd
44	Risk report	63	
49	Outlook	63	

Marco Durrer

Member of the Board of Directors, 1952, Switzerland, member since 2009, Dr. ès sc. pol. (Relations internationales), MALD, The Fletcher School, Tufts University, USA

Committees: Organization, Nomination & Remuneration (Chair)

Professional background: Directorships; Valiant Privatbank AG, Berne (CEO and member of Executive Management Valiant Holding AG); Lombard, Odier, Darier, Hentsch & Cie, Geneva/Zurich (Group Management, Branch Manager Zurich); Deutsche Bank (Switzerland) SA, Geneva (Head of Sales and Trading); Schweizerische Kreditanstalt Lausanne/New York/Zurich (Assistant to Josef Ackermann/Investment Banking)

Key posts: PostFinance Ltd (Vice-Chairman of the Board of Directors, Organization, Nomination & Remuneration Committee (Chair)); Picard Angst Ltd (Member of the Board of Directors); Piguet Galland & Cie SA (Member of the Board of Directors); DGM Immobilien AG (Chairman of the Board of Directors); COMUNUS SICAV, Montreux (Vice-Chairman of the Board of Directors)

Philippe Milliet

Member of the Board of Directors, 1963, Switzerland, member since 2010, degree in pharmacy, University of Lausanne; MBA, Faculty of Business and Economics, University of Lausanne

Committees: Audit, Risk & Compliance

Professional background: Bobst Group (Member of Group Executive Committee, Head of Business Unit Sheet-Fed); Galenica AG (Head of Health Division, Member of the Corporate Executive Committee); Unicible (CEO); Galenica AG (responsible for distribution centers, responsible for operations and CEO of Galexis AG); Pharmatic AG (analyst/programmer and project manager); McKinsey (associate, project manager); Galenica Holding AG (analyst/programmer and Assistant to the Chairman of the Corporate Executive Committee)

Key posts: None

Michel Gobet

Member of the Board of Directors, Human Resources representative, 1954, Switzerland, member since 2010, lic. phil. hist.

Committees: Investment, Mergers & Acquisitions

Professional background: syndicom, media and communications trade union (Central Secretary); PTT-Union (Central Secretary and Vice-Secretary General); Archaeological Service of the Canton of Fribourg (Head of Archaeological Sites)

Key posts: Swisscom (Switzerland) Ltd (Member of the Board of Directors); UNI Global Union (Treasurer, Member of World Executive Committee, Member of European ICTS Steering Committee); gdz (Member of the Board of Directors)

Nadja Lang

Member of the Board of Directors, 1973, Switzerland, member since 2014

Committees: Organization, Nomination & Remuneration

Professional background: Managing Director of the Max Havelaar Foundation (Switzerland); Chair of the Global Account Management Steering Committee at Fairtrade International; European Marketing Manager, General Mills Europe SARL in London/Nyon; various (management) positions in brand management and the innovation department at The Coca-Cola Company, Alpine Division

Key posts: Metron AG, Brugg (Vice-Chair of the Board of Directors); Chair Global Account Management Steering Committee at Fairtrade Labelling International (FLO)

Myriam Meyer

Member of the Board of Directors, 1962, Switzerland, member since 2014, Dr. sc. techn.

Committees: Investment, Mergers & Acquisitions

Professional background: Owner and Managing Director of mmtec; WIFAG-Polytype Holding AG (Group CEO); RUAG Aerospace (CEO); Roche (Roche Consumer Health Executive Committee Member); Swissair (Member of the Flight Operations Management Board); SR Technics (Vice President, Engineering)

Key posts: Member of the Board of Directors, Repower AG; Member of the Board of Directors, SITA; Member of the Board of Directors, Bedag Informatik AG; Vice President of the Commission for Technology and Innovation (CTI); Foundation Board Member, Swisscontact; Member of the Advisory Committee on International Development Cooperation (part of theSDC); Member of the Industrial Advisory Board, ETH Zurich

Kerstin Büchel

General Secretary, 1970, Switzerland/Germany/Sweden, member since 2009, lic. rer. pol.

Professional background: Valiant Privatbank AG (Head of Market Development and Sales Services); UBS AG Switzerland, Basel and Zurich, and UBS AG Italy, Rome (Junior Key People, product management, client advisory services, events, business development and strategic marketing, asset and liability management, international client reporting);

Key posts: None

Changes in the year under review

The General Meeting elected Myriam Meyer and Nadja Lang as new members of the Board of Directors. They took over from the previous members Dominique Freymond and Nicola Thibaudeau. Dominique Freymond, former Vice-Chairman of the Board of Directors, stood down at the end of May after having served the maximum term of office of twelve years. Nicola Thibaudeau had already left the Board of Directors for professional reasons at the end of 2013 after seven years in office.

Uniform management

The Board of Directors has a responsibility to the Federal Council to guarantee the uniform management of Swiss Post and its subsidiaries. The holding company represents the entire Group to the owner and is responsible for fulfilling the universal service obligation. It is entitled to enlist the help of subsidiaries to do so.

Board of Directors' role and working method

As part of the Federal Council's strategic goals, the Board of Directors is responsible for the overall management and supervision of the persons entrusted with management. It defines company and business policy, medium and long-term Group objectives, and the means required to achieve those objectives. It approves the basic structure of the Group and mandates the members of the Board of Directors for PostFinance Ltd. It also authorizes the pricing system with respect to the Federal Council, accounting standards, the budget, reports to the owner and to OFCOM and PostCom, as well as large and strategic projects. In addition, the Board of Directors appoints the members of Executive Management and approves the collective employment contracts and remuneration for the members of Executive Management. In the year under review, the Board of Directors met a total of ten times. The CEO and Head of Finance attend Board meetings in an advisory capacity.

All members of the Board are subject to an age limit of 70 years. There is also a twelve-year limit for terms of office. There are three standing committees, which have an advisory and, to a limited extent, a decision-making role. The Board of Directors appoints the members of these committees independently. In addition, the Board of Directors may appoint non-standing committees for an individual transaction at any time. There is no contractually agreed reciprocal occupation of seats on boards between Swiss Post and any other commercial company.

The Chairman maintains good relations with the owner and coordinates matters of major importance, particularly with regard to exchanges with the Chairman of the Board of PostFinance Ltd. The Chairman chairs the meetings of the Board of Directors and represents the body externally.

Audit, Risk & Compliance Committee

The committee assists the Board in, among other things, the supervision of the accounts, financial reporting operations and risk management. It is responsible for the creation and development of appropriate internal supervisory structures and ensures compliance with legal provisions. As well as assessing Swiss Post's risk control at regular intervals, it also approves the Interim Report. The committee checks the findings and recommendations of Group Audit and the external audit teams and submits corresponding proposals to the Board as appropriate. Eight meetings were held during the last financial year. The CEO, the Head of Finance and the Head of Group Audit attend the meetings. In addition to the above items, the following main topics were covered by the committee in 2014: establishment of Group-wide Compliance and assessment of qualitative and quantitative Group risks.

MANAGEMENT REPORT		CORPORATE GOVERNANCE		ANNUAL FINANCIAL STATEMENTS	
6	Business activities	52	Group structure and shareholders	65	Group
12	Organization	52	Regulatory accounting	143	Swiss Post Ltd
13	Developments	52	Capital structure	151	PostFinance Ltd
16	Group strategy	53	Board of Directors		
22	Financial controlling	58	Executive Management		
24	Business performance	61	Remuneration		
44	Risk report	63	Auditor		
49	Outlook	63	Information policy		

Organization, Nomination & Remuneration Committee

The committee met seven times during the last financial year. It has an advisory role vis-à-vis the Board of Directors as a whole with regard to the appointment and removal of the members of Executive Management and deciding their salaries. It also submits a recommendation for setting the negotiating mandate for the annual round of pay negotiations with the employee associations. In addition to the above items, the following main topics were covered by the committee in 2014: the new collective employment contract, talent management and succession planning, and HR strategy.

Investment, Mergers & Acquisitions Committee

This committee deals with M&A strategy and individual strategic alliances. It identifies and assesses opportunities for shareholdings, mergers & acquisitions, investments and alliances. In addition, it oversees the formation, liquidation and sale of subsidiaries, associates and shareholdings. The committee met five times during the year under review. In 2014, the committee addressed various innovative, long-term projects on forward-looking topics within the above framework, including the digital prospects for Swiss Post.

Information and supervisory tools

Reporting

The Board of Directors receives monthly reports from Controlling setting out the financial situation of the Group and its individual operating units as compared with the previous year. Budgeted and expected figures are provided, as are key data relating to markets, human resources and innovation.

The Board of Directors also receives quarterly financial and project controlling reports, and is informed by the Audit, Risk & Compliance Committee about planning compliance, strategic financial planning and the Federal Council's strategic goals. In addition, it receives Executive Management meeting minutes and interim reports from Risk Management (see page 119), Treasury, Communication and Group Audit. At each meeting of the Board of Directors, the CEO and the Head of Finance provide information on the company's current business situation.

Internal control system for financial processes

Swiss Post has an internal control system (ICS) which uses appropriate key controls to promptly identify and evaluate the financial processes and bookkeeping and accounting risks. The Board of Directors and Executive Management receive a report on the progress of the ICS once a year.

Group Audit

Group Audit submits ongoing reports to the Audit, Risk & Compliance Committee and an annual report to the whole Board of Directors. The members of the Audit, Risk & Compliance Committee and the external auditors receive a copy of all audit reports. Group Audit works in accordance with international standards and, in particular, adheres to principles relating to integrity, objectivity, confidentiality, technical expertise and quality assurance. Group Audit reports to the Chairman of the Board of Directors and is thus independent of operational Executive Management.

Executive Management

Composition

The seven members of Executive Management and the CEO are elected by the Board of Directors. Each is responsible for the operational management of the organizational unit assigned to them. The CEO represents Executive Management to the Board of Directors.

The CEO of PostFinance Ltd attends Executive Management meetings in order to coordinate joint topics.

There are no management contracts with companies or individuals outside the Group.

After the CEO and Deputy CEO, members are listed in the order in which they took office.



Pascal
Koradi

Franz
Huber

Ulrich
Hurni

Yves-André
Jeandupeux

Susanne
Ruoff

Hansruedi
Kög

Jörg
Vollmer

Daniel
Landolf

Dieter
Bambauer

MANAGEMENT REPORT		CORPORATE GOVERNANCE	ANNUAL FINANCIAL STATEMENTS
6	Business activities	52	Group structure and shareholders
12	Organization	52	Regulatory accounting
13	Developments	52	Capital structure
16	Group strategy	53	Board of Directors
22	Financial controlling	58	Executive Management
24	Business performance	61	Remuneration
44	Risk report	63	Auditor
49	Outlook	63	Information policy
		65	Group
		143	Swiss Post Ltd
		151	PostFinance Ltd

Susanne Ruoff

CEO, 1958, Switzerland, member since 2012, Master's Degree in Economics from the University of Fribourg, Executive MBA

Professional background: Swiss Post Ltd (CEO); British Telecom Switzerland (CEO BT Switzerland Ltd); IBM Switzerland (Management Board member Global Technology Services); IBM Switzerland (Head of Public Sector Division); various management positions in services, marketing and sales, previous directorships and positions on Foundation Boards: Geberit, Bedag, IBM pension fund, Industrial Advisory Board of the Computer Science Department of ETH Zurich

Key posts: PostFinance Ltd (Member of the Board of Directors, Organization, Nomination & Remuneration Committee (Member)), Post CH Ltd (Chair of the Board of Directors), International Post Corporation (IPC) (Member of the Board)

Ulrich Hurni

Head of PostMail, Deputy CEO, 1958, Switzerland, member since 2009, commercial employee and business secretary at Swiss Post, EMBA University of Zurich

Professional background: Swiss Post Ltd (PostMail: Deputy Head and Head; Swiss Post International: Managing Director; Telecom: Unit/project controller; PostFinance: IT systems development)

Key posts: Asendia Holding Ltd (Chairman of the Board of Directors); TNT SwissPost AG (Member of the Board of Directors); search.ch Ltd (Member of the Board of Directors)

Daniel Landolf

Head of PostBus, 1959, Switzerland, member since 2001, Bachelor of Science (B.Sc.), business administration

Professional background: Swiss Post Ltd (Head of PostBus / PostBus Switzerland Ltd, Manager of PostBus, Deputy Manager of PostBus, Head of Business Development at PostBus, management assistant for automobile services); PTT General Management (Central Marketing / Strategies & Analyses Department, Business Administration Department); Credit Suisse AG (foreign exchange trader)

Key posts: PostBus Switzerland Ltd (Chairman of the Board of Directors); Reka Swiss Travel Fund (Administrative member of the Cooperative Society); Association of Public Transport (Board and committee member); LITRA public transport information service (Board and committee member); Sensetalbahn AG (Vice-Chairman of the Board of Directors)

Yves-André Jeandupeux

Head of Human Resources, 1958, Switzerland, member since 2005, lic. sc. soc. et pol., ment. psychology, University of Lausanne

Professional background: Swiss Post Ltd (Head of Human Resources); SKYGUIDE (Head of Human Resources); CC&T SA, management consultants (associate partner); Canton Neuchâtel (Head of Human Resources); Posalux SA, machine tools factory (Head of Human Resources); GastroSuisse, Lausanne (Head of office for western Switzerland); Careers Advisory Service for Canton Jura (careers advisor)

Key posts: Swiss Post pension fund (Chairman of the Foundation Board); Pensimo Management AG (Member of the Board of Directors)

Dieter Bambauer

Head of PostLogistics, 1958, Switzerland/Germany, member since 2009, Dr. oec. WWU, JLU

Professional background: Swiss Post Ltd (Head of PostLogistics); Hangartner AG (CEO); Schenker Switzerland Ltd (CEO); Deutsche Bahn AG (EVP freight logistics); Kühne + Nagel Management AG (Member of the Executive Board); MD Papier (Member of the Executive Board, logistics, IT); AGRAVIS (Head of Logistics Unit); Dr. Waldmann & Partner (management consulting)

Key posts: Asendia Holding AG (Member of the Board of Directors); TNT SwissPost AG (Vice-Chairman); Member of the Management Committee of the Chair for Logistics Management at the University of St Gallen (HSG)

Pascal Koradi

Head of Finance, 1972, Switzerland, member since 1 March 2012, lic. oec. publ. University of Zurich, CFA (Chartered Financial Analyst)

Professional background: Swiss Post Ltd (Head of Finance); Neue Aargauer Bank AG (CFO/Member of the Executive Team, Head of Trading); Credit Suisse UK, London (Project Restructuring in the Onshore Banking Division); Neue Aargauer Bank AG (Head of the Treasury Department, employee in the Controlling Department)

Key posts: PostFinance Ltd (Member of the Board of Directors, Risk Committee); Liechtensteinische Post AG (Member of the Board of Directors); Swiss Post pension fund (Member of the Foundation Board)

Franz Huber

Head of Post Offices & Sales, 1951, Switzerland, member since 6 July 2013, business secretary and federal diploma in commercial management, sales management course at the University of St. Gallen

Professional background: Swiss Post Ltd (Head of Post Offices & Sales, Head of Sales, Head of Structure and Network Development, Head of Corporate Development, Ymago Project Manager, Head of North-East Region in Zurich, Head of Private Customers East/South in Zurich, Head of Wil Sales Region at Post Offices & Sales, Head of HR for Regional Postal Directorate St. Gallen, Head of Railway Post Office St. Gallen)

Key posts: None

Jörg Vollmer

Head of Swiss Post Solutions, 1967, Switzerland/Germany, member since 1 January 2015, qualified business economist, Executive MBA

Professional background: Swiss Post Ltd (Head of Swiss Post Solutions); Hewlett-Packard (Vice President BPO EMEA, various management positions in Finance, Management and Operations); Triatton GmbH (Managing Director); Commerzbank (Advisor)

Key posts: None

The Chief Executive Officer of PostFinance Ltd, Hansruedi Köng, is not a member of Executive Management, but attends Executive Management meetings in order to coordinate joint topics.

Hansruedi Köng

Chief Executive Officer of PostFinance Ltd, 1966, Switzerland, member since 1 January 2012, lic. rer. pol. University of Bern, Business Administration and Economics Advanced Executive Program (Swiss Finance Institute, Zurich)

Professional background: PostFinance Ltd (Head of Treasury, Head of Finance; CEO; Member of the Executive Board since 1 March 2003); BVgroup Berne (Deputy Managing Director); PricewaterhouseCoopers Ltd (Senior Manager); Basler Kantonalbank (Member of Executive Management); Schweizerische Volksbank (Head of Asset & Liability Management)

Key posts: TWINT AG (Chairman of the Board of Directors); Swiss Post pension fund (Member of the Foundation Board and Chairman of the Investment Committee); Q-Net AG (Member of the Board of Directors)

Changes in the year under review

Frank Marthaler, Head of the Swiss Post Solutions Group unit, left Swiss Post at the end of June 2014. He was replaced by Thomas Pieper on an ad interim basis.

MANAGEMENT REPORT		CORPORATE GOVERNANCE		ANNUAL FINANCIAL STATEMENTS	
6	Business activities	52	Group structure and shareholders	65	Group
12	Organization	52	Regulatory accounting	143	Swiss Post Ltd
13	Developments	52	Capital structure	151	PostFinance Ltd
16	Group strategy	53	Board of Directors		
22	Financial controlling	58	Executive Management		
24	Business performance	61	Remuneration		
44	Risk report	63	Auditor		
49	Outlook	63	Information policy		

Remuneration

Policy

Corporate risk, scope of responsibility and the Ordinance on Executive Pay are taken into account by the Board of Directors when determining the remuneration due to members of Executive Management. The Federal Council determines the level of remuneration for members of the Board of Directors.

Determination

Remuneration for members of Executive Management is comprised of a fixed base salary plus a variable performance-related component. This may be a maximum of 45 percent of the gross annual base salary (55 percent in the case of the CEO). At Group level, the variable component is calculated from economic value added (28 percent) and Group customer satisfaction (12 percent). At Group unit level, a distinction is made between qualitative benchmarks (20 percent) and financial key figures (20 percent) such as EBIT. For PostFinance Ltd, return on equity is used instead of EBIT. The payment of a third of the variable remuneration will be deferred over a three-year period.

Members of Executive Management also receive a first-class GA travelcard, a company car, a mobile phone, a tablet computer and a monthly expense account. Swiss Post also pays the insurance premiums for a risk insurance policy. Individual bonuses may be paid to reward special personal contributions.

Neither the members of Executive Management nor persons closely linked to them received any additional fees, remuneration, guarantees, advances, credits, loans or benefits in kind during the financial year.

Both the base salary and the performance component are insured for members of Executive Management up to a maximum of 336,960 francs in the Swiss Post pension fund (defined contribution plan); higher income is covered by a management insurance scheme (defined contribution plan). The employer contributes disproportionately to the contributions for employee benefits. Employment contracts are based on the Swiss Code of Obligations. Since 1 July 2010, the notice period for members of Executive Management has been six months. For members appointed before that date, the previous notice period of 12 months applies. No agreements on severance payments are in place.

Level of remuneration

Members of the Board of Directors

The Federal Council determines the level of remuneration for members of the Board of Directors. In 2014, the nine members of the Board (including the one member who stepped down in 2014) received remuneration (fees and fringe benefits) totalling 986,867 francs. The fringe benefits totalling 219,367 francs are shown in the total remuneration. In 2014, the Chairman of the Board's fee totalled 225,000 francs. The fringe benefits amounted to 27,000 francs.

Executive Management

The paid members of Executive Management (six active members and one member who stepped down in 2013 and in 2014 respectively) and the CEO received remuneration totalling 4,445,716 francs in 2014. The fringe benefits totalling 326,777 francs are shown in the total remuneration. The performance-related component effectively payable to members of Executive Management in 2015, which is based on attainment of targets in 2013 and 2014, amounts to 1,197,689 francs.

The base salary of the CEO totalled 570,000 francs, the additional performance-related component amounted to 207,328 francs.

Remuneration

2014, CHF

Total

Chairman of the Board of Directors

Fees	225,000
Fringe benefits	
Expenses and representation allowances	22,500
First-class GA travelcard	4,500
Total remuneration	252,000

Other members of the Board of Directors (8)¹

Fees	542,500
Fringe benefits	
Expenses and representation allowances	67,000
Additional fringe benefits	125,367
Total remuneration	734,867

Entire Board of Directors (9)²

Fees	767,500
Fringe benefits	219,367
Total remuneration	986,867

CEO

Fixed base salary	570,000
Performance-related component (payable 2015)	207,328
Fringe benefits	
Expenses and representation allowances	30,000
Additional fringe benefits ³	17,257
Additional payments ⁴	0
Total remuneration	824,585

Other members of Executive Management (8)⁵

Fixed base salary	2,351,250
Performance-related component (payable 2015)	990,361
Fringe benefits	
Expenses and representation allowances	124,800
Additional fringe benefits ³	154,720
Additional payments ⁴	0
Total remuneration	3,621,131

All members of Executive Management (9)⁶

Fixed base salary and performance-related component	4,118,939
Fringe benefits	326,777
Total remuneration	4,445,716

1 Eight active members and one member who stepped down in 2014.

2 Including the one member who stepped down in 2014.

3 Other fringe benefits include: first-class GA travelcard, company car, mobile phone, tablet computer and premiums for risk insurance policies.

4 No agreements exist regarding possible severance payments.

5 Six active members and one member who stepped down in 2013 and in 2014 respectively.

6 Including the members who stepped down in 2013 and 2014.

MANAGEMENT REPORT		CORPORATE GOVERNANCE		ANNUAL FINANCIAL STATEMENTS	
6	Business activities	52	Group structure and shareholders	65	Group
12	Organization	52	Regulatory accounting	143	Swiss Post Ltd
13	Developments	52	Capital structure	151	PostFinance Ltd
16	Group strategy	53	Board of Directors		
22	Financial controlling	58	Executive Management		
24	Business performance	61	Remuneration		
44	Risk report	63	Auditor		
49	Outlook	63	Information policy		

Auditor

KPMG AG have been the auditors for Swiss Post since 1998. They also act as Group auditors, with Head Auditor Orlando Lanfranchi in charge of the work for the fifth year running. The fees agreed upon for the 2014 audit and the fees for services provided in the financial year 2014 total 3.4 million francs.

Information policy

A report on strategic goals and a report on staff are submitted to the owner annually (see page 52). PostCom also receives a regulatory report on the universal service for postal services and OFCOM is issued with a report on the universal service for payment transactions. Finally, Swiss Post submits its Annual Report to the owner for approval. Ongoing discussions on key areas of business are held during regular Postrapport meetings between Confederation representatives and Swiss Post bodies.