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Federal Act on the Organisation of Swiss Post (Post Organisation Act, POA)

of 17 December 2010 (Status as of 19 December 2020)

*The Federal Assembly of the Swiss Confederation,
on the basis of Article 92 of the Federal Constitution¹,
and having considered Federal Council dispatch dated 20 May 2009²
decrees:*

Section 1 General Provisions

Art. 1 Aim

This Act governs the organisation of Swiss Post and its change of legal form.

Art. 2 Legal form and name

¹ Swiss Post is a company limited by shares subject to a special statutory regime.

² It shall be entered in the Commercial Register under the names «*Die Schweizerische Post AG, La Poste Suisse SA, La Posta Svizzera SA, La Posta Svizra SA*».

Art. 3 Objects

¹ The objects of Swiss Post are to provide the following services both domestically and abroad:

- a. Conveyance of postal items and small consignments in standardised containers, as well as all related services;
- b. The following financial services:
 1. payment services,
 2. accepting customer deposits,
 3. account services and other related services,
 4. investments in its own name,
 5. other financial services on behalf of third parties;

AS 2012 5043

¹ SR 101

² BBl 2009 5265

c. regional passenger transport services and related services.

² It may engage in all legal transactions which serve the objects of the undertaking, and in particular:

- a. acquire and dispose of real estate;
- b. form companies;
- c. take equity interests in companies;
- d. borrow and invest funds from and in money and capital markets.

³ It may not, however, grant loans or mortgages to third parties. It is entitled to continue the loans granted on the basis of Article 19 of the COVID-19 Financial Guarantees Ordinance of 25 March 2020³ at the latest until they are fully repaid in accordance with Article 3 of the COVID-19 Financial Guarantees Act of 18 December 2020^{4,5}

⁴ Within the normal use of its infrastructure, it may provide services on behalf of third parties.

Art. 4 Applicable law

Unless this Act provides otherwise, Swiss Post is subject to the provisions of the Swiss Code of Obligations governing companies limited by shares⁶.

Section 2 Share Capital and Ownership Strategy

Art. 5 Share capital

The amount of the share capital, as well as the type, nominal value and number of shares shall be set out in the Articles of Association.

Art. 6 Circle of shareholders

The Swiss Confederation is the shareholder of Swiss Post. It must hold a majority of the capital and voting rights.

Art. 7 Ownership strategy

¹ Every four years, the Federal Council shall determine the strategic goals that the Swiss Confederation aims to achieve as owner of Swiss Post.

³ [AS 2020 1077 1207 1233 Art. 21 3799]

⁴ SR 951.26

⁵ Second sentence inserted by Art. 28 No 2 of the COVID-19 Financial Guarantees Act of 18 Dec. 2020, in force from 19 Dec. 2020 until 31 Dec. 2032 (AS 2020 5831; BBl 2020 8477 8819).

⁶ SR 220

² Prior to adopting the strategic goals, the Federal Council shall consult the competent committees of the Federal Parliament.

³ The Board of Directors shall ensure implementation of the strategic objectives, report to the Federal Council with regard to their attainment, and make available to it such information as is necessary for the purpose of verification.

Section 3 Corporate Bodies and Personnel

Art. 8 Corporate Bodies

¹ The corporate bodies of Swiss Post are the General Meeting of Shareholders, the Board of Directors, and the Auditors.

² No member of the Board of Directors may belong to the executive management.

³ Swiss Post personnel must be appropriately represented in the Board of Directors.

Art. 9 Employment relationship

¹ Swiss Post personnel are employed under private law.

² Swiss Post shall conduct negotiations with the staff associations for the purpose of concluding a collective employment contract; the obligation to conduct negotiations on a collective employment contract pursuant to Article 4 paragraph 3 letter c of the Postal Services Act of 17 December 2010⁷ is reserved.

³ In its capacity as employer, Swiss Post shall promote the diversity and equality of its employees, in particular equality for employees with disabilities.

⁴ The Federal Council shall ensure that at Swiss Post and the undertakings it controls, Article 6a paragraphs 1–5 of the Federal Personnel Act of 24 March 2000⁸ shall apply *mutatis mutandis* to members of the management bodies and to other personnel who are remunerated at a comparable level.

Section 4 Tax Liability

Art. 10

Swiss Post has the same tax liability as companies.

⁷ SR 783.0

⁸ SR 172.220.1

Section 5 Legal Relationships and Liability

Art. 11

¹ Swiss Post's legal relationships are governed by the provisions of private law.

² The liability of Swiss Post, its corporate bodies and personnel is governed by the provisions of private law. The Government Liability Act of 14 March 1958⁹ does not apply.

Section 6 Final Provisions

Art. 12 Implementation

The Federal Council shall implement this Act.

Art. 13 Change in legal form

¹ The autonomous institution is converted to a company limited by shares subject to a special statutory regime under the provisions of this Act. Its legal relationships are not changed thereby.

² The Federal Council shall determine the date of the change in legal form. Prior to the change, it shall consult the competent committee of the Federal Parliament. The Federal Council shall adopt such decrees as are necessary for the change of legal form:

- a. it shall decide as to the opening balance of the company limited by shares;
- b. it shall select the board of directors, appoint its chairperson, and adopt the first articles of association;
- c. It shall appoint the auditors.

³ When deciding on the opening balance, it shall approve the institution's final accounts and management report; the institution's board of directors shall make a corresponding motion.

⁴ When deciding on the opening balance, it may convert the institution's endowment capital into the equity capital of the company limited by shares in order to attain a reasonable level of equity capital. The state accounts of the Swiss Confederation and the Swiss Post balance sheet shall be adjusted accordingly.

⁵ The Board of Directors of the institution shall prepare for the conversion to the new legal form, as well as the spin-off of PostFinance and the transfer of PostFinance's assets. As of the date of the change of legal form, the Board of Directors of the company limited by shares shall issue the organisational regulations and shall perform its other tasks in accordance with the Code of Obligations¹⁰ and the articles of association.

⁹ SR 170.32

¹⁰ SR 220