

JUNGFRAUBAHN HOLDING AG

ANNUAL REPORT 2016

Part 3: Remuneration and Corporate Governance

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REMUNERATION AND CORPORATE GOVERNANCE

*Remuneration and corporate governance***REMUNERATION REPORT****1. INTRODUCTION AND PRINCIPLES**

This report is based on the remuneration paid to the members of the Board of Directors and the Executive Board of Jungfraubahn Holding AG pursuant to Article 13 para. 1 of the Ordinance against excessive remuneration at listed companies (VegüV). It will be submitted to the General Assembly in 2017. The report is based on Articles 13 to 16 of VegüV and also complies with the applicable standards of the Swiss Code of Best Practice for Corporate Governance, including Annex 1 on the recommendations on compensation for the Board of Directors and Executive Board.

The Jungfrau Railway Group offers performance-related overall remuneration that is in line with the market in order to attract, motivate and retain individuals with the necessary skills and character traits for the Board of Directors and Executive Board. The compensation policy is based on the following principles: The fees and basic salaries are determined according to the requirements regarding skills, responsibilities and workloads. The service rendered is taken into account via a variable component. No measures which hinder the transfer or the change of control have been made. The notice period of the members of the Management Board is six months (half of the statutory maximum duration).

The framework for remuneration is set out in Article 20 of the statutes of Jungfraubahn Holding AG. The provisions are drawn up on a uniform basis for the Board of Directors and the Executive Board. They allow both short-term and long-term profit-sharing in cash and/or shares, which, however, may not exceed two-thirds of the basic salary/basic remuneration. In addition, according to the statutes, treasury shares may be issued at a discounted price, benefits paid to the occupational pension plan and loans granted at standard market conditions of up to CHF 100,000.

In its current implementation, Jungfraubahn Holding AG's remuneration system is designed as simply and transparently as possible. The design of the system was possible without consultants. Profit sharing using shares as well as long-term profit sharing have been waived. They have been replaced by the participation program for discounted employee shares, in which the Board of Directors and the Executive Board can participate voluntarily, in accordance with the quotas allocated to them.

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2. COMPENSATION CONTENTS

2.1 BASIC PRINCIPLES

The structure of the remuneration model is based on the basic strategy that positions the Jungfraubahn Holding AG share as a value stock. The compensation system supports the long-term increase in value for investors. This is achieved in concrete terms through

- a longer-term definition and fixing of the salary and in particular of the success components to ensure continuity,
- the calculation of the profit sharing in earnings before tax (EBT) and thus a team-oriented objective (EBT as an important prerequisite for achieving free cash flow),
- a share participation programme with a long binding period (blocking the transfer of shares over a period of 5 years) and thus an orientation towards the long-term growth in value.

The share participation programme also exists in the same format for the Group's managers and employees. The shares under the company's own ownership are intended to reinforce the commitment of all employees to the company. Since 2005, 4% of the stock has been placed with the staff via the employee participation programme. The exercise rate in 2016 was 65%.

2.2 THE INDIVIDUAL ELEMENTS OF THE COMPENSATION SYSTEM

2.2.1 Fixed compensation

The fixed fee is the basis for the remuneration of the Board of Directors. It is paid out in two half-yearly instalments. The Executive Board receives a basic salary, which is in the form of 13 monthly salaries.

Provided that the Board of Directors and members of the Executive Board receive compensation from third parties for activities carried out in connection with their roles at Jungfrau Railways, the following shall apply: The members of the Executive Board deliver their fees without compensation to Jungfraubahnen Management AG. They can keep their attendance fees as part of their compensation. Administrative committees keep fees and attendance fees. Such payments are included in this report in the fee or salary and are reported to the respective beneficiary.

2.2.2 Variable compensation

Service rendered is taken into account through the variable profit sharing, which is determined by the success achieved by the company. It is measured by earnings before tax (EBT). It is established over the long term and applies over a longer period. The share is calculated according to the formula $(EBT - CHF\ 15\ million) \times Factor$, where the following is used to calculate the factor: 0.125% for members of the Board of Directors, 0.5% for the Chairman of the Executive Board, 0.3% for the other members of the Executive Board. Profit sharing is limited by the statutes to a maximum of two thirds of basic remuneration. As of 2015, maximum profit sharing was limited to CHF 20,000 in the case of a correspondingly high EBT. The profit share is payable to members of the Executive Board on the payment day following the approval of the results of Jungfraubahn Holding AG. The Board of Directors will be paid within 20 days of approval.

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2.2.3 Share participation programme

The Board of Directors and the Executive Board can participate voluntarily in the programme for discounted employee shares, in accordance with the quotas allocated to them. The subscription right is allocated, taking into account the amount approved by the General Meeting and by virtue of the business affiliation at the end of the 3rd quarter, exercising takes place at a discounted price which is reviewed and re-established annually. The subscription period runs for 60 days, in which the beneficiaries must decide to what extent they wish to purchase shares. The guideline for the reference price is one-third of the previous year's share price. The shares cannot be sold or pledged during a vesting period of 5 years. The difference between the reference price and the exchange rate, determined according to circular no. 37 of the Federal Tax Administration, is shown as a remuneration component.

2.3 OCCUPATIONAL PENSION PLAN OF THE EXECUTIVE BOARD

The basic salaries of the members of the Executive Board are insured in the Jungfrau Railways Staff Pension Fund. An insurance solution for the variable components is in place with a life insurance company.

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3. DETERMINATION PROCEDURES

3.1 ORGANISATION

The Management Board of Jungfraubahn Holding AG is responsible for the overall management, supervision and control throughout the Jungfrau Railway Group. According to Article 21 of the statutes, it may appoint support committees. The duties of the Management Board and committees are regulated by the statutes, the organisational regulations and the regulations of the committees. The Management Board is assisted by a Remuneration Committee in matters of compensation. The members are determined by the General Meeting through corresponding legal provisions (VegüV). In accordance with the proposals of the Management Board, the General Meeting of 2016 elected Mr Thomas Bieger (Chairman), Ueli Winzenried and Peter Baumann onto the Remuneration Committee for one year. They are all independent and "non-executive". The secretary of the committee is Urs Kessler, Chairman of the Board.

According to article 21 para. 2 of the statutes, the Committee has the power to make proposals and implementations. Within the framework of the General Meeting resolution, it establishes the employment contracts or remuneration of the members of the Executive Board (except the CEO) as part of its implementation powers. Subject to the amount approved by the General Meeting, the Committee shall determine the subscription rights and the subscription price for discounted shares (section 2.2.3). In addition, decisions on remuneration are to be decided by the General Management Board, as far as the Management Board and the Executive Board are concerned, as well as the corresponding motions to the General Meeting.

3.2 PROCEDURE

Remuneration questions are always prepared at the Remuneration Committee. In accordance with special regulations, the Remuneration Committee draws up the general remuneration policy of the company (Management Board, management and staff) and submits proposals for the implementation of the General Meeting decision into specific remuneration for the Management Board and CEO as well as a draft proposal for compensation to the General Meeting. It also works out the remuneration report, which is submitted to the General Meeting for information purposes.

The Remuneration Committee meets at least twice a year. It works out the remuneration using a benchmark. The constantly updated comparison has a broad basis. It is based on information on remuneration from listed companies in Bern, companies in the railway and tourism sector, and a comparison with a peer group used by Ethos. The Remuneration Committee also makes its decisions within the framework of the implementation powers conferred upon it. Among other things, it sets the number of subscription rights and the price in the share purchase programme in accordance with the amount approved by the General Meeting.

At every meeting of the Management Board following a meeting of the Committee, the Committee shall provide an extensive report to the Management Board. Within this framework, among other things, an exchange regarding the results of the compensation benchmark and the structure of the share participation programme takes place. In addition, an overall assessment of the compensation system and its effectiveness is made.

At the end of each year, the Management Board is primarily concerned with the compensation of the Board, the

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other managers and, in a supervisory sense, the remuneration principles for the entire staff. The Management Board generally assesses its own activities and compensation as part of the annual analysis of the business results and the review of its strategies. This cycle does not prevent it from raising, in the short term, remuneration questions or issuing appropriate clarification orders.

3.3 RULES

The principles for the compensation of the Management Board and the Board are set out in a special chapter in the Organisational Regulations (Article 22e et seq.) The compensation scheme of Jungfraubahn Holding AG reconciles the interests of the recipients of the compensation with the interests of the company and supports the implementation of the strategy (see paragraph 2 of the Remuneration Report). It is not intended to provide any false incentives and does not include components that can be adversely influenced. The requirements profile of the Management Board forms the basis for determining the fees. This is constantly compared with the actual status and scrutinised periodically.

The remuneration system of Jungfraubahn Holding AG is designed for consistency and reliability. Variable compensation is also based on criteria and objectives that are defined in advance and usually in the long term. Correspondingly, there are binding rules for profit sharing and the participation programme. Subsequent voluntary special bonuses are established by the Board only to a modest extent and in exceptional cases. In doing so, it shall ensure that the overall framework approved by the General Assembly is not exceeded.

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4. REMUNERATION IN THE REPORTING YEAR 2016

4.1 MEASUREMENT

No reorganisation of remuneration took place in 2015. The detailed information is shown in table 4.2.

The Executive Board is also entrusted with the management of Berner Oberland-Bahnen AG within the framework of its activities. The alliance partner bears 28.5% of the fixed component of the remuneration reported for the Executive Board members. Due to the change from the old (until 2013) to the new (starting from 2014) measurement system, the fixed proportion has grown. The alliance partners have agreed that the increase is to be spread in stages over four years. As a result, in 2016, Berner Oberland-Bahnen AG participated in the basic salaries of the members of the Executive Board at 27% (previous year: 25.5%).

The EBT (Earnings Before Taxes) applicable to the calculation of the share of the company result amounts to CHF 38.9 million for the 2016 financial year. The limitation on the profit sharing is CHF 20,000 for all board members.

The subscription rights for the purchase of discounted shares remained unchanged for 2016: Board of Directors 750 shares, Chairman of the Executive Board 2000 shares, members of the Executive Board 1200 shares. The shares issued were purchased at a preferential price of CHF 32 applicable to all Group employees. The reference date for the subscription and therefore also for the calculation of the value of this remuneration component was 3 October 2016. The share price was CHF 93.50, which means that the relevant rate after deduction of 25.274% (circular No. 37 of the Swiss Tax Administration) was CHF 69.85. The difference between the subscription price and the discounted value is thus CHF 37.85. This amount, multiplied by the individual number of shares, is reported as a remuneration component. The following numbers of shares were ultimately issued to members of the company management in 2016:

	Shares
Sales to Executive Board at the price of CHF 32	5,600
Sale to non-executives (Board of Directors) at the price of CHF 32	4,500
Total shares	10,100

The 2016 Annual General Meeting approved a remuneration of CHF 840,000 for the Board of Directors for the term until the next General Meeting. The total amount paid to the Board of Directors for 2016 amounts to CHF 680,741, of which 7/12 relates to the period from the 2016 Annual General Meeting, which corresponds to CHF 397,099. It is noted that remuneration will not exceed the total sum granted by the 2016 General Meeting. The total amount paid to management for the 2016 financial year is CHF 1,921,909. The sum granted for the 2016 financial year at the 2015 General Meeting amounts to CHF 2,280,000.

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4.2 REMUNERATION OVERVIEW

Members of the Board of Directors 2016

Disclosure pursuant to Article 663b of the Swiss Code of Obligations, in CHF	Prof. Thomas Bieger, Chairman	Dr. Jürg Rieben, Vice-Chairman	Peter Baumann, Member	Nils Graf, Member	Bruno Hofweber, Member	Ueli Winzenried, Member	Board total
Fixed remuneration (cash)	104,800	61,600	45,500	46,000	46,000	45,500	349,400
Variable profit sharing (cash)	20,000	20,000	20,000	20,000	20,000	20,000	120,000
Shares	28,388	28,388	28,388	28,388	28,388	28,388	170,328
Contributions in kind	400	400	535	735	735	400	3,205
Social insurance contributions	9,530	4,689	5,878	5,921	5,921	5,869	37,808
Total remuneration	163,118	115,077	100,301	101,044	101,044	100,157	680,741

Members of the Board of Directors 2015

Disclosure pursuant to Article 663b of the Swiss Code of Obligations, in CHF	Prof. Thomas Bieger, Chairman	Dr. Jürg Rieben, Vice-Chairman	Peter Baumann, Member	Nils Graf, Member	Bruno Hofweber, Member	Ueli Winzenried, Member	Board total
Fixed remuneration (cash)	103,800	60,100	44,500	45,000	44,500	44,500	342,400
Variable profit sharing (cash)	20,000	20,000	20,000	20,000	20,000	20,000	120,000
Shares	33,375	33,375	33,375	33,375	33,375	33,375	200,250
Contributions in kind	500	400	535	735	735	400	3,305
Social insurance contributions	9,666	4,891	6,151	6,194	6,163	6,142	39,207
Total remuneration	167,341	118,766	104,561	105,304	104,773	104,417	705,162

Member of the Executive Board 2016

Disclosure pursuant to Article 663b of the Swiss Code of Obligations, in CHF	Highest total compensation: Urs Kessler, Chairman of the Executive Board	Executive Board total
Fixed remuneration (cash)	352,600	1,000,900
Variable profit sharing (cash)	119,385	334,278
Shares	75,700	212,240
Contributions in kind	1,612	5,421
Social insurance contributions	130,290	369,070
Total remuneration	679,587	1,921,909

Member of Executive Board 2015

Disclosure pursuant to Article 663b of the Swiss Code of Obligations, in CHF	Highest total compensation: Urs Kessler, Chairman of the Executive Board	Executive Board total
Fixed remuneration (cash)	352,200	1,016,754
Variable profit sharing (cash)	159,220	445,816
Shares	89,000	249,200
Contributions in kind	344	1,416
Social insurance contributions	120,642	343,121
Total remuneration	721,406	2,056,307

*Remuneration and corporate governance***4.3 LOANS AND CREDITS**

In 2016, there were no loans for members of the Board of Directors or Executive Board.

*Remuneration and corporate governance***AUDITOR'S REPORT ON THE REMUNERATION REPORT**

The object of the official annual report of Jungfraubahn Holding AG is the management report (with segment reporting) and the financial report, which contains the consolidated financial statements for 2016 and the financial statements for 2016 of the holding company. The auditor's reports are also included in this part of the annual report. The printout of the annual report in German, available at the registered offices of the company during the invitation period to the General Meeting of Jungfraubahn Holding AG, is binding and has been audited. Thus no audit reports were drawn up in English. You can download a PDF document with the same content from the online annual report Download Centre. The accompanying report and the download file also contain the 2016 remuneration report and corporate governance information.

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CORPORATE GOVERNANCE

1. GROUP STRUCTURE AND SHAREHOLDERS

1.1 GROUP STRUCTURE

1.1.1 Operational group structure

The subsidiary companies of Jungfraubahn Holding AG (Jungfrau Railway Group) cooperate closely with Berner Oberland-Bahnen AG (BOB), which is majority-owned by the federal and cantonal governments. Jungfraubahn Holding AG (JBH) only holds 8% of BOB shares and does not participate on its board of directors.

The cooperation is ensured by Jungfraubahnen Management AG (shares: JBH 67%, BOB 33%). The operating consortium is a virtual whole company. This benefits from synergies, especially in the areas of management, marketing, railway and heavy-current technology.

Collectively, the companies involved act under the name «Jungfrau – Top of Europe». The organisational chart of the operational structure of Jungfraubahn Holding AG can be found under «The holding company».

1.1.2 Listed companies

The only listed company in the scope of consolidation is Jungfraubahn Holding AG, CH-3800 Interlaken. Its registered shares are listed on the SIX Swiss Exchange in Zurich (security number 1 787 578, ISIN CH0017875789). With a closing share price of CHF 97.50 on 31 December 2016, Jungfraubahn Holding AG has a market capitalisation of CHF 568,912,500.

1.1.3 Non-listed companies

The following non-listed companies are part of Jungfraubahn Holding AG's scope of consolidation:

Company	Registered office	Share capital at 31/12/2016/CHF	Voting share JBH in per cent
Wengernalpbahn AG	Interlaken	10,000,000	100
Firstbahn AG	Grindelwald	10,000,000	100
Mürrenbahn AG	Lauterbrunnen	100,000	100
Parkhaus Lauterbrunnen AG	Lauterbrunnen	1,000,000	100
Bergbahn Lauterbrunnen-Mürren AG	Interlaken	1,800,000	94
Harderbahn AG	Interlaken	705,000	88
Grindelwald Grund Infrastruktur AG	Grindelwald	10,000,000	80
Jungfraubahnen Management AG	Interlaken	100,000	67
Sphinx AG Jungfraujo	Fieschertal	52,500	57

1.2 SIGNIFICANT SHAREHOLDERS

On the cut-off date of 31 December 2016, the following shareholders were included in the share register with a

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holding of more than 3% of total capital:

Shareholder	Share
BEKB I BCBE (Berner Kantonalbank)	14.3%
Gebäudeversicherung Bern	7.7%
Securitas Investment AG	4.7%
Martin Haefner	4.0%
Montalto Holding AG	3.2%

1.3 CROSS-INVESTMENTS

None of the companies in which Jungfraubahn Holding AG holds more than 5% of shares is a major shareholder of Jungfraubahn Holding AG.

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2. CAPITAL STRUCTURE

2.1 CAPITAL

The share capital of Jungfraubahn Holding AG amounts to CHF 8,752,500. Further information on the capital can be found in the balance sheets (balance sheet and consolidated balance sheet of Jungfraubahn Holding AG) published in the annual report and the accompanying notes in the appendices.

2.2 AUTHORISED AND CONTINGENT CAPITAL

There are currently no provisions in the statutes of Jungfraubahn Holding AG on authorised or contingent share capital.

2.3 CHANGES IN CAPITAL IN THE LAST THREE YEARS

There have been no changes in the capital of Jungfraubahn Holding AG in the last three years.

2.4 SHARES AND PARTICIPATION CERTIFICATES

Share capital is divided into 5,835,000 fully paid registered shares with a nominal value of CHF 1.50 (unit price, security number: 1 787 578). Entry in the share register is a prerequisite for exercising voting rights. Shares are issued in the form of a value right and managed as a book-entry security. All shares are entitled to dividends.

Further information on the shares can be found in the Notes to the financial statements of Jungfraubahn Holding AG (holdings in own shares, share numbers) and online at <http://www.jungfrau.ch/en-gb/corporate/investor-relations/shares/>.

Jungfraubahn Holding AG has no participation capital.

2.5 PROFIT PARTICIPATION CERTIFICATES

Jungfraubahn Holding AG has no profit participation certificates.

2.6 LIMITATION OF TRANSFERABILITY AND NOMINEE REGISTRATIONS

2.6.1 Limitation of transferability and derogation

Art. 5, para. section a of the statutes contains the following entry restriction:

«The Board of Directors may refuse to register an acquisition as a shareholder with voting rights if an individual shareholder owns more than 5 per cent of the share capital of the company, whereby legal persons and partnerships, other groups of persons who are interrelated to each other or joint ownership relationships, which are mutually agreed by a single management or are connected in any other way, as well as natural or legal persons or partnerships which proceed with a view to circumventing the limitation of entry (in particular as a

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syndicate) with regard to the entry in the share register as a shareholder; article 685d para. 3 of the Swiss Code of Obligations remains reserved. The limitation of entry as set out in this section shall also apply to the establishment of a usufruct as well as shares subscribed or acquired through the exercise of a subscription, option or conversion right.»

The Board of Directors makes use of the competence conferred on it by the statutes («The Board of Directors may...») and allows entries of voting rights (see article 685f (2) and 3 of the Swiss Code of Obligations) on a regular basis only if the quorum of 5 per cent is not exceeded.

2.6.2 Nominee entries

Art. 5, para. 3 section b of the statutes grants the Board of Directors the right to reject entries if the shareholder does not explicitly declare that he has acquired the shares in his own name and on his own account. No nominee entries are therefore made in the share register of Jungfraubahn Holding AG. As a rule, entry requests already contain a corresponding confirmation from the shareholder. If this is not the case, this is required under the statutes.

2.6.3 Procedure for lifting the restriction of transferability

To lift the restriction of transferability, a change in the statutes is required by the General Meeting. To this end, article 15 para. 3 of the statutes sets forth a quorum of two-thirds of the votes represented.

2.7 CONVERTIBLE BONDS AND OPTIONS

Jungfraubahn Holding AG has not accepted any convertible bonds and has no options outstanding.

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3. BOARD OF DIRECTORS

3.1 MEMBER OF THE MANAGEMENT BOARD (INCL. SECTION 3.2 OTHER ACTIVITIES AND INTERESTS)

The following information on the Management Board relates to the 31 [text missing] December 2016. You will find constantly updated information online at <http://www.jungfrau.ch/en-gb/corporate/about-us/board-of-directors/>. The Management Board of Jungfraubahn Holding AG consists of six members.

Prof. Thomas Bieger (1961, CH), Chairman

1 Completed studies as rer.pol. University of Basel, doctorate 1987; Professor of Business Administration and Tourism University of St. Gallen 1996 2 Activities at the Universities of Basel and Innsbruck; Lecturer and member of the school management at HWV Lucerne and Chur; Director and manager Middle School and Samedan Tourism School, teaching; Guest professorships and fellowships: Simon-Fraser University Vancouver, Vienna University of Economics and Business, University of Lugano, University of Otago; 1997 Professor University of St. Gallen 3 Rector, University of St. Gallen; Full Professor, University of St. Gallen; Director of the Institute for Systemic Management and Public Governance 4 Chairman of the Remuneration Committee; Chairman of *Jungfraubahnen Management AG*; 5 None 6 Chairman of Schweizerische Gesellschaft für Hotelkredit 7 Member of the Awarding Body Equis Accreditation; Member of the Advisory Committee AACSB Europe; Chairman of the Chamber of Universities of swissuniversities 8 None 9 Non-executive 10 None

Dr Jürg Rieben (1946, CH), Vice Chairman

1 Law degree, Universities of Lausanne and Bern - graduating as Dr. iur. and lawyer 2 1971: employed by Credit Suisse, Zurich - served abroad in London, Paris and the United States; since 1978: practising lawyer in Bern; since 2000: Office of Wenger Plattner Rechtsanwälte, Basel-Zurich-Bern, specialising in finance law 3 Lawyer 4 Chairman of the Audit Committee; Management Board *Jungfraubahnen Management AG* 5 Banking relationship BEKB | BCBE 6 2008-2015 Chairman of the Management Board BEKB | BCBE 7 None 8 None 9 Non-executive 10 None

Peter Baumann (1956, CH)

1 1980 Graduated with diploma in cultural engineering ETH; 1989 INSEAD Executive Program; 1994 Swiss course for company management (SKU) 2 1981 – 1988 Basler & Hofmann AG, consultant engineers and planners in Zurich; 1988 – 1996 Von Roll Transportsysteme AG Thun (from 1991 Von Roll Seilbahnen AG); 1996 – 1997 Mecaplex AG Grenchen; 1997 – 2002 Doppelmayr-Seilbahnen AG, Switzerland; since 2002 Garaventa AG, Rotkreuz, cableway construction 3 Regional Manager LATAM Doppelmayr/Garaventa Group 4 Member of the remuneration committee 5 Garaventa AG Is a supplier of cableways for Jungfrau Railways 6 Board member Garaventa AG; Board member CWA Constructions SA Corp., Olten; Board member Mecaplex AG, Grenchen 7 None 8 Grindelwald Town Council 9 Non-executive 10 None

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Nils Graf (1956, CH)

1 Apprenticeship as bricklayer; training college for foremen; various courses for further training; graduated with federal diploma as a foreman from the Swiss Building School in Aarau 2 Since 1982 co-owner Graf AG, construction & civil engineering, wood construction in Wengen 3 Co-owner Graf AG, construction & civil engineering, wood construction in Wengen 4 Member of the audit committee 5 Various contracts in construction and civil engineering 6 Chairman of the Board of Director of Beo Bauservice AG; Chairman of Graf Bauberatung GmbH; Vice-Chairman of Graf AG 7 Senator of the Junior Chamber International 8 Lauterbrunnen Town Council; Mountain Clerk of the Wengernalp Alpine Cooperative; Secretary of the Wengen Ski Slope Committee; Head of Wengen location management 9 Non-executive 10 None

Bruno Hofweber (1956, CH)

1 Commercial apprenticeship at the Berner Kantonalbank (now BEKB), Interlaken; further vocational training 2 1979-2016 various activities for Rugenbräu AG, most recently as CEO and delegate for the Management Board 3 None 4 Member of the Audit Committee 5 Supply of the company-owned JB restaurants 6 VR Brauerei Müller AG, Baden 7 HIV, section Interlaken-Oberhasli; Advisory Committee of the Brau Ring cooperation company for private breweries in Germany, Austria and Switzerland 8 None 9 Non-executive 10 None

Ueli Winzenried (1955, CH)

1 Business economist HWV 2 19 years: Management functions at Hoffmann - La Roche AG at home and abroad, including the last four years as Director and member of the Diagnostics Division Management, responsible for international sales and marketing activities, including global logistics 3 Chairman of the Executive Board of Gebäudeversicherung Bern 4 Member of the Remuneration Committee 5 Business relations with Gebäudeversicherung Bern / GVB Privatversicherungen AG 6 Management Board Kongress + Kursaal Bern AG; Member of the Board of Trustees of Jungfrau Railways; Foundation Council aha! 7 Board of Commerce and Industry for the Canton of Bern - Board of the National Economic Association of the Canton of Bern; President of the Swiss Energy and Climate Summit (Swiss ECS) 8 None 9 Non-executive 10 None

3.2 OTHER ACTIVITIES AND INTERESTS

See section 3.1.

3.3 NUMBER OF APPROVED MANDATES

The number of mandates in the upper management and administrative bodies of legal entities outside the group to be entered into the Swiss commercial register or a comparable foreign register is limited for members of the Management Board to three mandates in listed companies, ten mandates in non-listed companies and twenty mandates in other legal entities such as foundations and associations. (Art. 17, Jungfrau Holding AG statutes)

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3.4 CROSS-INVOLVEMENT

The group is not affiliated with any other company by mutual involvement in boards of directors.

3.5 ELECTION AND TERM OF OFFICE

3.5.1 Principles of the electoral process

The General Meeting elects all Directors, the Chairman and the members of the Remuneration Committee annually and in a single election (Article 17 of the statutes of Jungfraubahn Holding AG)

In accordance with the organisational regulations of the Management Board, the following limitations apply:

«At the General Meeting of the year in which a Director reaches the age of 70, he must leave his office. If a person is elected to the Management Board as a result of a public, political or other function, as the owner of a large share package or as a shareholder (Article 707, para. 3 of the Swiss Code of Obligations), he shall not be subject to any age limit. However, in the interests of the company, upon leaving the office / function or the disposal of the relevant shares, the person concerned must make the Management Board mandate available. The term of office running at this time may be terminated. A re-election ad personam is possible subject to the age limit.»

3.6 INTERNAL ORGANISATION

The Management Board, with the exception of the Chairman and the members of the Remuneration Committee, is constituted with regard to ranking and the composition of the committees themselves. Christoph Schläppi (non-member) has been elected as secretary.

3.6.1 Division of responsibilities on the Management Board

The Chairman of the Management Board, in the event of impediment of the Vice Chairman, shall lead the Board, chair the Board meetings as well as the General Meeting. He is an important contact for the Chairman of the Executive Board in all aspects of company management. The other members of the Management Board shall perform the same tasks and responsibilities in the plenary session. The Board is supported by specialist committees formed from among its members. They analyse specific areas in depth and report on the preparation of resolutions or the exercise of their supervisory function. For details, see the rules for the respective committee.

3.6.2 The committees in detail

Audit Committee:

Dr Jürg Rieben, Chairman; Nils Graf, Bruno Hofweber

In particular, the Audit Committee has the following tasks:

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- Assessment of the half-yearly and annual accounts;
- Assessment of the organisation of internal financial controls and external auditing;
- Assessment of the independence, performance and compensation of external auditors and the compatibility of consultancy mandates with auditing activities.

The Audit Committee does not carry out any audits itself.

Remuneration committee:

Prof. Thomas Bieger, Chairman; Ueli Winzenried, Peter Baumann

In principle, the Remuneration Committee has the authority to make proposals and implement them. The Remuneration Committee is also responsible for the employment contracts of the members of the Executive Board. For additional authorisation procedures, the organisational regulations refer to the regulations of the Remuneration Committee. According to this, the committee decides definitively on the remuneration of the extended Executive Board, the operating unit manager and division manager, the reference price and claim for discounted shares for managers and employees, as well as the approval of additional activities by the Executive Board and extended Executive Board.

In addition, the Remuneration Committee ensures that a regular benchmark (at least once a year) of the compensation takes place with comparable listed companies and Bern-based companies, a periodic comparison is made between the requirements profile of the Management Board and the actual status, a discussion of the substitution and succession planning for members of the Executive Board, the extended Executive Board and possibly other key personnel is held with the Chairman of the Executive Board, employees are regularly evaluated and a self-assessment of the work in the Remuneration Committee takes place.

The Remuneration Committee shall make the following preparations for the Management Board:

- Proposal for the implementation of the General Meeting resolutions concerning remuneration
- Preparation of review proposals for the statutes regarding the principles for the remuneration of the members of the Management Board and the Executive Board
- Review and adjustment of the remuneration policy for staff
- One-off, voluntary bonuses for staff (principle / framework)

3.6.3 Operation of the Management Board

As a rule, the Management Board meets five times a year, once for a two-day strategy meeting. Decisions are taken by the Management Board as a whole (simple majority of those present). The CEO attends the meetings of the Management Board in an advisory capacity. In addition, the meeting is attended by those responsible for a certain business. The invitation to the meetings of the Management Board will list all the subjects to be dealt with. The participants will receive written documentation in advance. In urgent cases and subject to certain restrictive formalities, resolutions can also be passed by means of a circular letter. Since 1 December 2014, the Management Board has had direct access to the Intranet of Jungfrau Railways where it is given access to the documents of the current and previous meetings. During the course of the year, the Management Board abides by the following cycle of successive analyses and decision-making steps:

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- Strategy control and risk assessment
- Working out / customising the business plan
- Budgeting based on the business plan
- Investment decisions
- Analysis of the result

In the reporting year, five Management Board meetings were held, including one two-day meeting, three meetings of the Audit Committee and two of the Remuneration Committee.

3.7 REGULATION OF AREAS OF RESPONSIBILITY

The Management Board of Jungfraubahn Holding AG is responsible for the overall management, supervision and control throughout the Jungfrau Railway Group.

The tasks of the Management Board are laid down in the statutes and in the organisational regulations. It is authorised to make decisions in all matters which by law, under the statutes or the organisational regulations are not expressly transferred to or reserved for the General Meeting or other corporate bodies. The Organisational Regulations contain a detailed allocation of areas of responsibility between the Management Board and the Executive Board, which takes account of the legal requirements (Swiss Code of Obligations 716a) and is regularly observed in day-to-day business. Rules for insider prevention and disclosure requirements for management transactions can be found in the appendices. The organisational regulations, which also contain a table summary of the responsibilities of the Management Board and Executive Board as well as a summary of the project management, can be found online at:
http://www.jungfrau.ch/uploads/media/Organisationsreglement_2014_JBH.pdf.

3.8 INFORMATION AND CONTROL INSTRUMENTS

The Management Board will be reported to in an open and timely manner (responsible: Chairman of the Executive Board). This takes place in the form of quarterly written reports on business progress, through verbal orientations at board meetings (standard tracts for CEO and CFO) and special reporting for large projects (half-yearly project status and project account upon conclusion). In the case of special events, the Management Board shall be notified immediately in an appropriate form.

The Chairman of the Management Board and the Chairman of the Executive Board shall communicate at least weekly and advise each other regularly of all significant transactions.

Jungfrau Railways has an «ISO 9001: 2015» certified management system. This also meets the requirements of the quality seal (level 3) of Schweiz Tourismus and integrates the process organisation, the work instructions, the internal control system (ICS), the risk management and quality assurance into a uniform management instrument (see Risk management and ICS).

Jungfrau Railways has an MIS system, which contains key figures on the course of business, finances, development goals (personnel, homepage access, KVP 2 etc.) and framework conditions. This is tracked weekly. Reports to the Management Board include the most important key figures. The Management Board

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members are supplied with original data from the MIS at any time upon request.

[5]

1 Training / qualifications 2 Professional career 3 Main occupation 4 Societies / committees 5 Business relationship with Jungfrau Railways 6 Leadership - and supervisory activities 7 Activities for vested interests 8 Official functions, political offices 9 Operational management duties 10 Past activities for Jungfrau Railways

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4. COMPANY MANAGEMENT

4.1 MEMBER OF THE EXECUTIVE BOARD (INCL. FIGURE 4.2 OTHER ACTIVITIES AND INTERESTS [6])

Urs Kessler (1962, CH) **1** Qualified at Advanced College of Commerce - operational management - qualified sales trainer - diploma as Marketing Planner - Federal diploma as Marketing Manager - SKU course in Company Management **2** Operational management and sales at several Swiss railway stations; various managerial functions at BLS with emphasis on marketing; joined Jungfrau Railways in 1987. **3** CEO Jungfrau Railways **4** Chairman of the Board of Directors of subsidiaries (WAB, JB, FB, PHL, BLM, HB, MB, GGI) **5** None **6** Wohncenter von Allmen AG Board of Directors (until June 2016); Congress Centre Kursaal Interlaken AG Board of Directors **7** Board member of IG Berner Luftverkehr (until January 2016); Board of Trade and Industry Union of the canton of Bern; Board Member of Interlaken Tourismus (TOI), RAILplus Board of Directors; STS Swiss Travel System AG Board of Directors; Member of Strategieausschuss Direkter Verkehr (StAD, Direct Transport Strategy Committee); Board of Directors BE! Tourismus AG; öv Preis- und Vertriebsgesellschaft AG Board of Directors **8** None **9** Chairman of the Executive Board **10** Joined as employee in sales promotion; became Head of "Commercial Services" in 1990; Head of the new Marketing and Operations department, elected to company management in 1994; 2007 elected as CEO as of 1 September 2008

Jürg Lauper (1954, CH) **1** Apprenticeship as civil engineering draughtsman; civil engineer, Burgdorf Technical College. Postgraduate studies in company management NDSU **2** Diverse practical experience in the fields of construction planning, construction management and operational planning; representative of commercial developer Viktor Kleinert AG; joined Jungfrau Railways in 1985 **3** Member of Jungfrau Railways Executive Board **4** Chairman of the Board of Sphinx AG Jungfraujoch, Board of Directors at subsidiaries (WAB, JB, PHL, MB) **5** None **6** Head of Interlaken Ost Railway Association Delegation **7** Delegate to UNESCO World Heritage; Member VöV (Public Transport Association) Building Committee, Member of Foundation Council of International Foundation for High Altitude Research Stations Jungfraujoch and Gornergrat; RAILplus, Infrastructure working group **8** None **9** Head of Infrastructure Department **10** 1985 – 1986 Deputy Head of Construction, since 1986 Head of Construction Department, January 1 2006 Member of Executive Board, Head of Technology; Head of Infrastructure since 2009

Christoph Schläppi (1959, CH) **1** Lawyer; Management for the Legal Profession HSG **2** Lawyer in Interlaken; joined Jungfrau Railways in 1996 **3** Member of the Jungfrau Railways Executive Board **4** Board of Directors of subsidiaries (WAB, JB, PHL, FB, SPX, BLM, HB, MB, GGI) **5** None **6** Member of the Foundation Board of Jungfrau Railways Company Pension Fund; Vice Chairman of the Board of Directors *Gondelbahn Grindelwald-Männlichen* AG; Pension Fund Committee member *Gondelbahn Grindelwald-Männlichen* AG; Administration Secretary Mönchsjochehütte Cooperative; Board of Directors and member of Bank EKI Audit Committee. **7** Representative of the VöV (Association of Public Transport) at the Swiss Committee for Accident Prevention in Snow Sports (SKUS) **8** None **9** Head of Corporate Services **10** Joined as Company Secretary (later: Head of Administration) and Secretary of the Board of Directors, 1998 member of Executive Board.

Christoph Seiler (1969, CH) **1** lic. rer. pol.; Rochester-Bern Executive MBA Program **2** Various positions in the banking industry; Loeb Holding AG, Bern, most recently as CFO; joined Jungfrau Railways in 2002 **3** Member of the Jungfrau Railways Executive Board **4** Board of Directors of subsidiaries (PHL, BLM, HB, JB, WAB, MB, GGI) **5** None **6** Chairman of the Foundation Board of Jungfrau Railways Staff Pension Fund; Foundation Board for the Murren Sports Facilities Foundation; Board of Directors Seiler AG, Bönigen **7** Chairman of Swiss Athletics; **8**

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None **9** Head of Finances & Controlling Department (CFO) **10** None

4.2 OTHER ACTIVITIES AND INTERESTS

See figure 4.1.

4.3 NUMBER OF APPROVED MANDATES

For members of the Executive Board, the limit is one mandate for listed companies, three mandates for non-listed companies and fifteen mandates for other legal entities such as foundations and associations. (Art. 17, Jungfraubahn Holding AG statutes)

4.4 MANAGEMENT CONTRACTS

There are no management contracts, management is fully exercised within the group.

[6]

1 Training / qualifications 2 Professional career 3 Main occupation 4 Societies / committees 5 Business relationship with Jungfrau Railways 6 Leadership - and supervisory activities 7 Activities for vested interests 8 Official functions, political offices 9 Operational management duties 10 Past activities for Jungfrau Railways

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5. COMPENSATION, HOLDINGS AND LOANS

All information on compensation, holdings and loans (content and establishment of the compensation and holding programmes for the board and management, principles and elements of the compensation and the holding programmes as well as organisation, procedures and rules for the fixing thereof) are set forth in the separate remuneration report.

In the statutes, the following rules regarding compensation, holdings and loans are laid down for the Board and management:

Subject	Board of Directors	Company Management
Principles of performance-related remuneration	Art. 20, paras. 1	Art. 20, paras. 2
Principles of the allocation of equity instruments, conversion rights and option rights	Art. 20, paras. 3	Art. 20, paras. 3
Rules on loans, credit and pension payments	Art. 20, paras. 4 and 5	Art. 20, paras. 4 and 5
Rules concerning the general meeting,s vote on remuneration	Art. 14a, paras. 1, 2, 3	Art. 14a, paras. 1, 2, 3
Additional amount for the remuneration of managers who are appointed after the general meeting,s vote on remuneration	-	Art. 14a, paras. 2

*Remuneration and corporate governance***6. PARTICIPATION RIGHTS****6.1 VOTING RIGHTS RESTRICTIONS AND VOTING RIGHTS REPRESENTATION****6.1.1 Voting rights restrictions**

The registered share issued by Jungfraubahn Holding AG is a single share class. There is no statutory voting rights restriction. However, the transferability provision in conjunction with the provisions of art. 685f para. 2 and 3 of the Swiss Code of Obligations leads to a factual restriction of voting rights: «Entry into the share register without voting rights» (also see section 2.6.1).

6.1.2 Exceptions to the restriction of voting rights

No remarks.

6.1.3 Lifting voting rights restrictions

No remarks.

6.1.4 Statutory rules for participation in the General Meeting

A shareholder may only be represented at the General Meeting by a legal representative or another shareholder who is participating in the General Meeting and registered in the share register. There is also the possibility of representation by the independent proxy, via written instructions or electronic remote voting. The details on the regulation of instructions to the independent proxy as well as on electronic remote voting are contained in the respective invitation to the General Meeting. In terms of entrance controls to the General Meeting, a legally signed power of attorney is required as a proof of legitimacy for non-individually authorised bodies that want to represent their companies at the General Meeting.

6.2 STATUTORY QUORUMS

The statutes of Jungfraubahn Holding AG, in addition to the statutory quorums provided for the following resolutions, also set forth the two-thirds majority and the absolute majority of the nominal value of the shares represented:

- the facilitation of the transferability of registered shares,
- the dissolution (per se) and/or the merger of the company.

6.3 CALLING OF THE GENERAL MEETING

The statutes of Jungfraubahn Holding AG comply with the statutory regulations for convening the General Meeting. The Swiss Commercial Gazette is established as the publication organ. The Board of Directors may determine further publication bodies and invite the shareholders registered in the share register by letter. It has made use of these opportunities without exception since the company has come into existence.

The date of the General Meeting and also the dates of the deadlines pursuant to sections 6.4 and 6.5 below are

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published online under <http://www.jungfrau.ch/en-gb/corporate/investor-relations/calendar/> and are sent to the shareholders in a reminder letter before the General Meeting.

6.4 AGENDA

Shareholders representing 10% or more of the share capital (currently: shares with a nominal value of at least CHF 875,250), may request the inclusion of an item on the agenda, specifying the item to be discussed and the applications. The corresponding request shall be submitted to the Board of Directors in writing and no later than 45 days before the relevant General Meeting (arrival).

6.5 ENTRIES IN THE SHARE REGISTER

Admission to the General Meeting is exclusively for shareholders registered with voting rights in the share register. An invitation with an application form will be sent to them by post. The access rights census is conducted approximately two weeks before the General Meeting (the exact date will be published in a letter to the shareholders). After then, no additional entries will be made in the share register until the day of the General Meeting. Shareholders who sell shares during the vesting period lose the associated voting rights. They must have their entry card corrected at access control on the day of the General Meeting.

*Remuneration and corporate governance***7. CHANGE OF CONTROL AND DEFENCE MEASURES**

There are no special arrangements for a change of control. The legally required obligation to submit a takeover offer remains unchanged. The limit of 33% has not been raised or lowered (no opting up / out).

*Remuneration and corporate governance***8. AUDITOR****8.1 TERM OF MANDATE****8.1.1 Time of transfer**

On the occasion of the 2016 General Meeting of Jungfraubahn Holding AG, KPMG AG, Gümligen-Berne, was appointed as auditor. It has held this position since 2004.

8.1.2 Appointment of the lead auditor

The auditor (mandate partner) for the year 2016 is Mr *Stefan Andres*. He has held this office since 2014.

8.2 AUDITING FEES

The fees charged by the auditing company for its activities across the entire Jungfraubahn Group, including audits of the companies in the scope of consolidation and audits in connection with railway regulations in 2016, amount to CHF 151,500.

8.3 ADDITIONAL FEES

KPMG AG, Gümligen-Bern, has not performed any additional services and has therefore not received any additional fees.

8.4 SUPERVISORY AND CONTROL TOOLS FOR THE AUDIT

The assessment of the independence, performance and compensation of the external auditors, as well as the compatibility of consultancy mandates with the auditing activities, is one of the duties of the Audit Committee explicitly stated in the Organisational Regulations (section 3.6.2). It shall report regularly to the Board of Directors. The auditing company was present at all meetings of the Audit Committee.

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9. INFORMATION POLICY

Jungfraubahn Holding AG pursues a policy of active, open and timely communication with all stakeholders. In this task, company management is supported by extended management member Patrizia Bickel, who is specifically responsible for communication.

The shareholders of Jungfraubahn Holding AG are actively informed by means of the annual report, the half-yearly financial statements and, if required, by shareholder letters. Share price-relevant facts are published according to the SIX rules on "ad hoc publicity".

On the Jungfrau Railways website, up-to-date information can be accessed in German and English and, among other things, the *ad-hoc-Newsletter* can be subscribed to. In the company information section (<http://www.jungfrau.ch/en-gb/corporate/about-us/>) there is a wealth of information and downloads for those who are specifically interested in the company.

Jungfrau Railways informs its employees and the public quickly, actively and transparently about important business processes. The media can contact the company for information at any time. Thanks to its open and service-oriented communication, it creates trust in the company and promotes sales.

Media contact

Patrizia Bickel, Head of Corporate Communications

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