
**Organizational Regulations
of
BioVersys AG
(BioVersys Ltd)
with registered seat in Basel, Switzerland
February 7, 2025**

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1. BASIS, PURPOSE AND SCOPE OF APPLICATION

1.1 Basis

These Organizational Regulations are adopted by the board of directors (the **Board**) of BioVersys AG (the **Company** and together with its subsidiaries, the **Group**) pursuant to article 716a and 716b of the Swiss Code of Obligations (CO) and article 21 of its articles of association (the **Articles of Association**).

1.2 Purpose

The purpose of these Organizational Regulations is to determine the executive bodies of the Company and the Group, define their responsibilities and competences regarding the management of the Company and of the Group, and regulate the functioning and cooperation of the various bodies in the Group management. Thereby, these Organizational Regulations shall ensure that the Group's business is guided, directed and managed according to clear principles. To the extent permitted by applicable law, the corporate bodies of the Company may implement guidelines and directives for the entire Group and ensure that the subsidiaries adhere to them.

These Organizational Regulations are complemented by the Charter of the Compensation and Nomination Committee and by the Charter of the Audit and Risk Committee.

1.3 Organization of the Group

The Company, as the listed parent company of the Group, controls directly or indirectly all subsidiaries of the Group. The Company fulfils strategic, financial and management functions not only for itself, but also with respect to the Group companies and entities. In view of this group-wide function, the Board and the other Corporate Bodies (as defined below) in general have to make determinations on matters that pertain to both the Company and the Group. Notwithstanding this, the Company respects the legal independence of all its subsidiaries according to applicable law. It sets standards for the Group to allow for an efficient and harmonized steering of the Group subject to applicable legal limitations.

1.4 Corporate Bodies

These Organizational Regulations govern the internal organization and corporate governance as well as functions, powers and duties of the following corporate bodies and persons (the **Corporate Bodies**):

- (a) the Board and the members of the Board (the **Board Members**), including its chairperson (the **Chairperson**) and the secretary of the Board (the **Secretary**) (if appointed);
- (b) the committees of the Board (the **Board Committees**) established pursuant to Swiss law, the Articles of Association and these Organizational Regulations, including the Audit and Risk Committee and the Compensation and Nomination Committee; and
- (c) the group Executive Committee (the **Executive Committee**) under the leadership of the chief executive officer (the **CEO**).

2. BOARD OF DIRECTORS

2.1 Organizational Matters

2.1.1 Members and Constitution

- (a) The Board shall consist of at least three and at maximum nine directors.
- (b) The Board Members and the Chairperson of the Board are elected annually and individually by the Annual General Meeting for a one-year period until the next Annual General Meeting in accordance with article 17 of the Articles of Association. Re-election is possible.
- (c) Subject to the election of the Chairperson and the members of the Compensation and Nomination Committee by the Shareholders' Meeting, the Board constitutes itself.
- (d) The Board may elect one or more Vice Chairpersons.
- (e) The Board may appoint a Secretary who needs not be a Board Member. The Secretary shall be entitled to participate in the deliberations and discussions of the Board, but shall not vote, unless he or she is a member of the Board.
- (f) The Board may establish committees. All final decisions will be taken by the Board, unless otherwise required by law.

2.1.2 Meetings, Calling of Meetings and Agenda

- (a) Meetings of the Board shall be held as often as the business requires, but as a general rule at least four times per year.
- (b) Meetings of the Board are convened by the Chairperson or, should the Chairperson be prevented, by the Vice Chairperson or any other Board Member when the business requires. The Chairperson shall also call a meeting upon the request of a Board Member or the CEO in writing or by e-mail or any other form of electronic transmission stating the reasons for the meeting.
- (c) Notice of meetings shall be given to the Board Members at least ten (10) business days in advance per mail or e-mail. The notice shall set forth the time, place and agenda of the meeting so that Board Members may have a reasonable understanding of the business intended to be conducted at the meeting. In urgent cases (as determined by the Chairperson at his or her own discretion), a meeting may be held on appropriate shorter notice.
- (d) Board Members shall be provided with all necessary supporting materials at least five (5) business days prior to the meeting. If the Chairperson deems it necessary, supporting materials may be provided later to allow the Board to receive the latest available information. This applies in particular to updates on financial and other relevant data.
- (e) If all Board Members are present and agree, deviations from the formal requirements set forth in paragraphs (c) and (d) above are permitted; in particular, decisions can be taken in respect of items that are not listed on the agenda for the meeting. In such a meeting, resolutions on all matters falling within the Boards scope of business may be validly discussed and passed. Furthermore, these formal requirements shall not apply if a meeting is only convened in order to record the implementation of a capital increase or capital reduction, including the adoption of the report on the capital increase or capital reduction, as applicable, and to pass resolutions regarding the amendments of the Articles of Association entailed therewith.

- (f) Board meetings may be held in person, by telephone, by video conference, or by similar means of communication, provided that all persons participating at the meeting can hear each other.
- (g) The Chairperson, or in case of his absence another Board Member appointed by the attending Board Members, chairs the meeting.
- (h) The Chairperson decides if and which persons outside the Board shall be entitled to attend meetings of the Board. As a rule (and except for "non-executive sessions"), the CEO (if he or she is not a Board Member) shall attend the meetings of the Board as a guest without the right to vote. Other members of the Executive Management and of the management of the Group are expected to participate at meetings of the Board if specific issues falling within the responsibility of the that management member are on the agenda.

2.1.3 Quorum, Passing of Resolutions and Minutes

- (a) The Board shall only be deemed to be validly constituted and entitled to transact business, if at least the majority of the Board Members are participating in the meeting (whether in person, by phone or video conference).
- (b) Irrespective of the foregoing, no such quorum of attendance shall be required if the only agenda item of the meeting of the Board consists in the confirmation (required for notarization purpose) of the execution of a capital increase, capital decrease or of subsequent capital contributions or of a change in the currency of the share capital and the corresponding change of the Articles, in which case the presence of one member shall be sufficient.
- (c) Unless otherwise stated herein, resolutions of the Board shall require the majority of votes cast (simple majority). Abstentions count as votes uncast. The Chairperson shall have the casting vote.
- (d) Any affirmative decision with respect to any of the Board matters specified below (the Important Board Matters) shall require the vote of 2/3 of the Board Members present at the meeting:
 - (i) any material change to the Company's business strategy including any amendment to its business plan;
 - (ii) any material change to the Company's corporate strategy, including but not limited to:
 - (1) the Company or any of its subsidiaries entering into lines of business other than the ones the Company performs;
 - (2) a divestment of a line of business;
 - (3) entering into strategic alliances which require third parties to take equity participations in the Company or any of its subsidiaries;
 - (iii) any of the following investments/divestments being made which are not already planned in the budget of the Company or subsidiaries:
 - (1) equity or asset investments in companies with cumulative commitments larger than CHF [1,000,000] p.a.; and/or
 - (2) divestments of assets/subsidiaries with cumulative receipts greater than CHF [1,000,000] p.a.;

- (iv) the granting or taking on of debt in a cumulative amount greater than CHF [2,000,000];
- (v) any leasing obligations in a cumulative, capitalized amount greater than CHF [2,000,000];
- (vi) the approval of the budget;
- (vii) initiating research or development projects outside the approved budget or with a financial obligation greater than CHF [1,000,000] p.a.;
- (viii) the approval of the performance of any work or board engagement outside the Company by any member of the management;
- (ix) any transactions between the Company or any of its subsidiaries and its shareholders or directors or persons affiliated with such;
- (x) the creation or issuance of any bonds, notes or other obligations convertible into, exchangeable for or having option right to purchase Shares of any type in the Company;
- (xi) any acquisition of any shares;
- (xii) any amendment of the Organizational Regulations;
- (xiii) the acquisition, pledge or disposal of any intellectual property right (except off the-shelf software or any other kind of software) including the conclusion or termination of patent license or know-how agreements;
- (xiv) any business action comparable to any of the actions described above;
- (xv) any other unusual matters outside the ordinary course of business.

- (e) Board resolutions may also be passed by means of circular resolutions, by written consent to a proposal or by e-mail, fax or any other form of transmission in text form, unless a Board member requests oral deliberation within five (5) days of receipt of the proposed resolution.
- (f) The minutes shall set forth all passed resolutions and reflect in a general manner the considerations which led to the decisions taken, including where applicable, any statements of attendees expressly made "for the record". Resolutions passed by means of circular resolutions or telephone conference shall be included in the next minutes.
- (g) The minutes must be signed by the Chairperson (or, such other Board Member that chaired the meeting) and the minute-taker. They shall be made available for review prior to and approved at the next Board meeting. Board Members are entitled to examine the Board minutes of any Board meeting at any time.

2.1.4 Information and Reporting

- (a) Each Board Member is entitled, at the Board meetings, to request and receive from the other Board Members and from the Executive Committee present information on all affairs of the Company and the Group reasonably necessary to fulfil his fiduciary duties.
- (b) Outside of the Board meetings, each member of the Board may request information from the Executive Committee on the general course of business and, upon approval by the Chairperson, each Board Member may obtain information on specific transactions and/or access to business documents.

- (c) At each meeting, the CEO and the other members of the Executive Committee that are present shall inform the Board about the current course of business and important business developments. In addition, the Board Members shall be informed immediately of extraordinary events by way of circular letter, if necessary, in advance by telephone or e-mail.
- (d) Should a Board Member require information or wish to review documents outside the meetings of the Board, he or she must address his or her request in writing (including by e-mail) to the Chairperson. To the extent necessary to fulfil his or her duties, each Board Member may request in writing (including by e-mail) that the Chairperson authorizes the inspection of the books and records of the Company.

2.1.5 Board self-assessment

At least annually, the Board shall review its own performance, as well as the performance of each of the Committees. Such assessment shall seek to determine whether the Board and the Board Committees function effectively and efficiently.

2.1.6 Secretary

- (a) At the Chair's request, the Secretary may act on behalf of the Chair to notify the Directors of the Board Meetings and to circulate the agenda and the Board Pack.
- (b) The Secretary shall draft and keep the minutes of the Board Meetings.

2.2 Responsibilities of the Board; Delegation to the Executive Committee

2.2.1 General principles

- (a) The Board constitutes the highest executive body of the Company and of the Group as a whole. Its responsibilities, duties and competencies and the procedural principles by which it is governed are specified by law, the Articles of Association and these Organizational Regulations.
- (b) The Board may take decisions on all matters that are not expressly reserved to the Shareholders' Meeting or to another corporate body by law, by the Articles of Association or these Organizational Regulations.

2.2.2 General non-transferable and inalienable duties of the Board

The Board shall have the following non-transferable and inalienable rights and duties as set forth by law with respect to the Company and the Group as a whole:

- (a) the ultimate direction of the business of the Company and the Group and the power to give the necessary instructions;
- (b) the determination of the organization of the Company, in particular the issuance and amendment of the Organizational Regulations;
- (c) the Organization of accounting, the financial control, and, to the extent necessary for the management of the Company, the financial planning;
- (d) the appointment and removal of the persons entrusted with the management and representation of the Company and the determination of their signatory powers;

- (e) the ultimate supervision of the persons entrusted with the management of the Company, namely in view of their compliance with the law, the Articles of Association, the Organizational Regulations and instructions by the Board;
- (f) the preparation of the annual report, the Compensation report and, if applicable, the report on non-financial matters pursuant to article 964c CO and, if applicable, other statutory reports;
- (g) the preparation of the Shareholders' Meeting and the execution of resolutions adopted by the Shareholders' Meeting;
- (h) the passing of resolutions regarding the subsequent capital contributions with respect to shares not fully paid-in and the amendments to the Articles of Association;
- (i) the passing of resolutions regarding changes of the share capital or the currency of the share capital, insofar as these are within the competence of the Board, as well as resolutions confirming capital changes, the preparation of the capital increase report and the amendments to the Articles of Association entailed thereby (including deletions);
- (j) the submission of an application for a debt restructuring moratorium and the notification of the court in the event that the company is insolvent or overindebted;
- (k) the non-transferable and inalienable duties and powers of the Board under the Swiss merger act;
- (l) the examination of the professional qualifications of the specially qualified auditors in cases which the law provides for the use of such auditors (article 727b CO);
- (m) the matters listed in Section 2.1.3; and
- (n) performance of all non transferable and inalienable responsibilities attributed to the Board of Directors by mandatory law or the Articles of Association.

2.2.3 Delegation of other duties

The Board herewith delegates all other duties, especially the preparation and implementation of the Board resolutions as well as the supervision of particular aspects of the business in sense of article 716a para. 2 CO and the management of the Company in the sense of article 716b CO to the members of the Executive Committee, within the limits of mandatory law and the Articles of Association.

2.3 Compensation

The Board shall determine the compensation of its members as well as of the members of the Executive Committee. The type of compensation of the Board and of the Executive Committee and the amount thereof are determined in accordance with the Articles of Association of the Company and the applicable legal provisions.

3. CHAIRPERSON OF THE BOARD

- (a) The Chairperson shall prepare, call and organize the meetings of the Board. He/she shall chair the meetings of the Board and shall be responsible for an efficient and productive administration of the meetings. He/she shall sign the minutes and resolutions of the Board together with the Secretary or minute-taker.

- (b) The Chairperson shall preside over the Shareholders' Meetings. He/she shall designate a secretary and the scrutineers who need not to be shareholders.
- (c) The Chairperson has the further powers and duties as provided by law, the Articles of Association and the Organizational Regulations.
- (d) Should the Chairperson be prevented from carrying out or merely not carry out his functions, his functions shall be assumed by another Board Member.
- (e) The Chairperson, together with the CEO, is responsible for ensuring effective communication with shareholders and with stakeholders including government officials, regulators and public organizations.
- (f) It is intended that the Chairperson establishes and keeps a close working relationship with the CEO, providing advice and support to him or her. He or she shall seek to facilitate a constructive relationship between the Board, the CEO, and the other Board Committee members.
- (g) The Chairperson has the right to call upon third parties as advisors in meetings of the Board.
- (h) The Board Committees shall keep the Chairperson informed on a current basis about all important strategic issues, transactions as well as about the business situation and development, and important organizational changes within the Company and the Group. The Chairperson shall monitor such informational duty of the Board Committees. The Chairperson reports to the Board on information received from the Board Committees. Also, the Chairperson shall immediately inform the other Board Members of any extraordinary situation regarding the Company or the Group of which the Chairperson may become aware.

4. COMMITTEES OF THE BOARD

4.1 General

- (a) The Board shall have the following Board Committees:
 - (i) Audit and Risk Committee;
 - (ii) Compensation and Nomination Committee.
- (b) The Board may form additional ad-hoc and standing Board Committees for particular areas within the scope of its duties to deal with specific issues.
- (c) The Board Committees shall be authorized to conduct, or request to be conducted, investigations into all matters within their areas of responsibility. Each Board Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including authority to engage independent professional advisors, subject matter experts and counsel, which shall be provided by the Company.
- (d) The members of the Board Committees can be dismissed by the Board at any time. For the members of the Compensation and Nomination Committee article 726 para. 2 CO and article 22 et seq of the Articles of Association apply.
- (e) Board Committees shall meet upon invitation of their chairperson as often as the business of the Company requires, usually before an ordinary meeting of the Board takes place.

- (f) The organizational rules applicable to Board meetings as set out in clause 2.1.2 (Meetings, Calling of Meetings and Agenda), 2.1.3 (Quorum, Passing of Resolutions and Minutes), and 2.1.4 (Information and Reporting) apply by analogy to meetings of the Board Committees.
- (g) Each Board Committee shall annually:
 - (i) review its own performance and assess whether it is functioning effectively and efficiently;
 - (ii) review and reassesses the adequacy of the provisions applicable to it; and
 - (iii) take, or propose the Board to take, the appropriate measures to cure any deficiencies detected and to implement possible improvements.

4.2 Audit and Risk Committee

- (a) The Audit and Risk Committee shall consist of at least two Board Members appointed by the Board. At least one member, including the chairperson, of the Audit and Risk Committee shall be independent. They shall have the necessary qualifications and skills and shall possess financial literacy and keep themselves up to date regarding risk management best practices.
- (b) The purpose of the Audit and Risk Committee is to assist the Board in fulfilling its responsibilities defined by applicable law, the Articles of Association, these Organizational Regulations, the Audit and Risk Committee Charter and other applicable laws and regulations with respect to matters involving the financial management aspects of governance of the Company and the Group.

4.3 Compensation and Nomination Committee

- (a) The Compensation and Nomination Committee consists of at least three Board Members. The members of the Compensation and Nomination Committee shall be non-executive and independent.
- (b) The members of the Compensation and Nomination Committee are elected annually and individually by the Annual General Meeting for a one-year period until the next Annual General Meeting. Re-election is possible.
- (c) The Compensation and Nomination Committee constitutes itself. One member of the Compensation and Nomination Committee will be appointed as chairperson of the Compensation and Nomination Committee by the Board.
- (d) Each member of the Compensation and Nomination Committee shall have the necessary qualifications, skills, experience and time in order to be able to effectively fulfil its duties as member of the Compensation and Nomination Committee.
- (e) The purpose of the Compensation and Nomination Committee is to support the Board in compensation matters and to assist the Board regarding the composition of its corporate bodies by exercising the duties assigned to it under the Articles of Association, these Organizational Regulations, the Compensation and Nomination Committee Charter and applicable laws and regulations. In particular, the Compensation and Nomination Committee shall support the Board in (i) establishing and reviewing the compensation strategy of the Group, (ii) preparing the proposals to the Shareholders' Meetings regarding the compensation of the Board and the Executive Committee, (iii) establish criteria for Board and committee membership and to make recommendations to the Board regarding the composition of the Board, its committees and the Executive Committee and (iv) performing such other duties as set forth in the Articles of Association, these

Organizational Regulations and the Compensation and Nomination Committee Charter. It may submit proposals to the Board of Directors in other compensation-related issues.

5. EXECUTIVE COMMITTEE

5.1 Constitution of the Executive Committee

- (a) The Executive Committee shall include the CEO, the chief financial officer (the CFO), the chief scientific officer (the CSO) and the chief development officer (the CDO), and such other officers as may be determined by the Board, in consultation with the CEO, from time to time.
- (b) All members of the Executive Committee are appointed and removed by the Board upon proposal and assessment by the Compensation and Nomination Committee and in consultation with the CEO (except in case of the appointment or removal of the CEO).
- (c) The Executive Committee shall be chaired by the CEO.

5.2 Role of the Executive Committee

- (a) The Executive Committee has a dual function in the management of the Group:
 - (i) on the one hand, under the leadership of the CEO it is responsible for the day-to-day business of the Company to the extent not reserved to the Board; and
 - (ii) on the other hand, it is responsible for the operational business of the whole Group as well as of each individual segment or division or the individual Group companies, to the extent that the respective competences are, pursuant to these Organizational Regulations, not reserved to the Board or are, by law, reserved to the boards of directors of the subsidiaries.
- (b) Under the leadership of the CEO, the Executive Committee is responsible to ensure the execution of the decisions of the Board and to implement the strategy of the Group and in accordance with the law, the Articles of Association, these Organizational Regulations and the resolutions of the Shareholders' Meeting.

5.3 Delegation

- (a) Save to the extent expressly stated otherwise in these Organizational Regulations, the Articles of Association or mandatory law, the responsibility and authority necessary or appropriate to carry out the day-to-day and operational activities of the Company and the Group as a whole is hereby delegated to fullest extent permitted by applicable law to the Executive Committee under the leadership of the CEO.
- (b) The CEO may in turn further delegate certain responsibilities and authorities to other executives and committees and may empower them to further delegate their responsibilities and authorities, provided that any such delegation is clearly defined and includes a statement of reporting responsibility.
- (c) Further details of the authorities and responsibilities of the Executive Committee may be set out in an Authority Chart (if any) as adopted and amended by the Board of Directors from time to time, provided that they do not conflict with the Articles of Association or these Organizational Regulations.

5.4 Meetings and Resolutions of the Executive Committee

- (a) Meetings of the Executive Committee shall generally take place as determined by the CEO, with the expectation that there would be no fewer than six such meetings per calendar year.
- (b) The resolutions of the Executive Committee are taken by the majority of the members of the Executive Committee present. The CEO has the power to overrule any Executive Committee resolution.
- (c) The Executive Committee shall take note on a regular basis of the reports of the CFO regarding the financial situation of the Company and the Group as well as of the other members' reports in the meetings of the Executive Committee.

5.5 CEO

5.5.1 General

- (a) The CEO is the highest executive officer of the Group and has responsibility and accountability for the management and performance of the Group. The Executive Committee act under his or her leadership.
- (b) The CEO is appointed and removed by the Board.

5.5.2 Responsibilities of the CEO

- (a) The CEO shall have the following powers and duties with respect to the Company and the Group as a whole:
 - (i) leading, managing, supervising and coordinating the Executive Committee. In this respect, the CEO particularly sets the business and corporate agenda, ensures high quality and timely decision making, and controls implementation of decisions taken;
 - (ii) managing, supervising, and coordinating the ongoing business operations of the Company and the Group;
 - (iii) implementing the strategy and the decisions taken by the Board and the Board Committees, including by establishing the operating system required to achieve such strategic objectives;
 - (iv) monitoring and assessing progress against the Company's and the Group's target, budget and business plans;
 - (v) preparing and submitting to the Board for approval the matters that are subject to the Board's approval according to law, the Articles of Associations or these Organizational Regulations;
 - (vi) determining the communication policy of the Company and the Group and representing, or directing the representation of, the Company and the Group towards its shareholders and third parties. In this connection the CEO, together with the Chairperson, is responsible for (i) defining and maintaining the Group's reputation, image, philosophy and values, and (ii) representing the Company and the Group in contacts with shareholders, investors, media and the general public. The CEO serves as internal spokesperson for corporate messages; and
 - (vii) making recommendations to the Board and to the Compensation and Nomination Committee regarding the membership of the Executive Committee.

- (b) The CEO, in collaboration with the CFO, shall be responsible for corporate communications and investor relations, including on an ad hoc basis, for the publication of price-sensitive information and for all other reporting required pursuant to Swiss law (including the Financial Market Infrastructure Act (*Finanzmarktinfrastrukturgesetz*) and the SIX Listing Rules and implementing regulations.
- (c) The CEO has a comprehensive right to information and examination of all business matters of the Group and has the power to overrule any decision made by any management body (other than the Board or a Board Committee)[, within the limits of mandatory law and the Articles of Association].
- (d) Further details of the authorities and responsibilities of the CEO may be set out in the Authority Chart (if any). In addition, the Board may from time to time delegate further powers and responsibilities to the CEO.

5.5.3 Relationship of the CEO with Executive Committee and information of the Board

- (a) The CEO may involve the Executive Committee or members of it, in his or her discretion, in all relevant matters and resolutions pertaining to his powers and duties. Subject to these Organizational Regulations, the Articles of Association and mandatory provisions of law, he or she shall be entitled to delegate some of his or her duties to other members of the Executive Committee, as well as to other members of management of the Group or to third parties, it being understood that the CEO remains overall responsible for the duties and competencies delegated to him or her by the Board.
- (b) The CEO shall regularly inform the Board at its meetings on the current course of business and all major business matters of the Company and the Group, including anticipated opportunities and risks. Extraordinary matters including significant unanticipated developments shall immediately be reported to the Chairperson.

5.6 CFO

- (a) Subject to the inalienable and non-transferable powers of the Board, and in cooperation with the CEO, the CFO shall be responsible for Financial and Accounting (financial accounting, business finance, debtors, creditors); Corporate Treasury; Corporate Controlling (group reporting, group consolidation, insurance); Business Information, Business Processes, Procurement; Taxes; and IT.
- (b) In particular, subject to the inalienable and non-transferable powers of the Board, in cooperation with the CEO, the CFO:
 - (i) defines and implements the finance strategy of the Group;
 - (ii) monitors financial performance against targets, reports the results to the Audit Committee and the Board and endorses these reports in all material respects as to their completeness, reliability and accuracy;
 - (iii) has responsibility for ensuring good financial governance and as such:
 - (1) oversees all financial planning, budgeting (short- and mid-term), reporting and risk management activities;

- (2) ensures the implementation of systems and procedures to seek to ensure compliance with regulatory requirements for financial information, reporting, disclosure requirements and internal control;
- (3) leads global initiatives to improve performance and/or compliance in accounting, finance & controlling, tax and risk management;
- (4) assists the Audit and Risk Committee in the effective discharge of its functions;
- (5) oversees cash flow and cash flow forecasting to ensure the liquidity of the Group, oversees and manages all financial risk exposures of the organization, provides and facilitates appropriate funding in order to realize the Group's business strategy and minimize financing costs and initiates appropriate strategies to enhance cash positions; and
- (6) maintains the relationship of the Group with its financing banks and monitors compliance with related reporting and other duties (including maintenance of related covenants).

(c) In addition, the CFO has the following duties:

- (i) regarding taxes, is responsible for the establishment of the Group's tax strategy, the management of tax risks and tax compliance;
- (ii) monitors and leads capital budgeting process and the capital expenditures approval process;
- (iii) is responsible for compliance with applicable accounting rules (i.e., IFRS and CO);
- (iv) maintains internal control safeguards and coordinates the external audit activities;
- (v) supports the CEO in the oversight of the business units and review of business performance, capital expenditure requests, large projects and other operational issues.

(d) In addition to his or her other duties as member of the Executive Committee, the CFO is, in particular, responsible for the creation of transparency in respect of the financial development, events, prospects and risks of the Group. He or she ensures efficient planning and supervision of the business activities of the Group through a transparent information system and is tasked to ensure that any deviations from targets are identified early on, that the CEO and the Board are informed in time and that correcting measures are being taken.

(e) He or she proposes measures to improve performance and procedures and ensures compliance with legal requirements, professional standards (best practice), Group policies as well as the instructions of the Board. In doing so, he has a direct responsibility towards and reports directly to the Board and the internal and external auditors while concurrently informing the CEO.

5.7 Other Members of the Executive Committee

The detailed responsibilities of the other members of the Executive Committee (i.e., other than the CEO and CFO as described in these Organizational Regulations) shall be determined by the Board in consultation with the CEO.

6. GENERAL PROVISIONS

6.1 Signatory Power

As a general rule, the Board shall not grant individual signing authorities (*Einzelzeichnungsberechtigung*) to directors, officers, members of the Executive Committee and other representatives of the Company. Each director shall be granted a collective signing authority (*Kollektivzeichnungsberechtigung*).

6.2 D&O Insurance

The Company shall obtain appropriate directors and officers insurance for the members of its corporate bodies.

6.3 Duty of Care and Loyalty

Each Board Member and each member of the Executive Committee shall be under a duty to carry out his or her responsibilities with due care and to safeguard and further the best interests of the Company.

6.4 Confidentiality, Return of Documents

- (a) The Board Members and the members of the Executive Committee as well as all other bodies and employees of the Group shall be obliged to keep confidential towards third parties all transactions and other business activities or facts about the Company, its subsidiaries, other Group companies and its parent company and its shareholders of which they obtain knowledge during the exercise of their professional activities. This duty of confidentiality shall survive the termination of employment of the above-named persons with the Company.
- (b) Upon termination of their function with the Company, they shall return all records, documents or other data obtained in connection therewith.
- (c) Board Members may communicate publicly (e.g., through lectures, publications, social media) information related to the Company's affairs only in a manner consistent with agreed Company positions and policies and after coordination with the Chairperson. If a Board Member comments on other matters in public, the comments should be clearly identified as representing the personal view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance, preferably with the full Board, but at least with the Chairperson.

6.5 Conflicts of Interest

- (a) The Board Members and the members of the Executive Committee shall arrange their personal and business affairs so as to avoid, as much as possible, a conflict of interest.
- (b) Each Board Member and each member of the Executive Committee shall disclose immediately and comprehensively to the Chairperson and the CEO, respectively, any conflict of interest arising or relating to any matter to be discussed at a meeting, as soon as the Board Member or member of the Executive Committee becomes aware of its potential existence.
- (c) The Chairperson and the CEO, respectively, shall decide upon appropriate measures to avoid any interference of such conflict of interests with the decision-making of the Company. In the event of doubt, the Chairperson and the CEO, respectively, shall request the respective

corporate body (under exclusion of the members who are subject to the potential conflict of interest) to determine whether a conflict of interest exists and to decide upon appropriate measures.

- (d) As a rule, subject to exceptional circumstances in which the best interests of the Company dictate otherwise, the Board Member or member of the Executive Committee shall not participate in the decision-making involving the matter at stake. The person with a conflict shall have the right to, or may be required by the Chairperson and the CEO, respectively, to provide a statement of his or her view of the matter.
- (e) If the relevant Board Member or member of the Executive Committee does not abstain out of his or her own initiative, the chairperson of the respective body of the Company shall have the right to exclude such member from deliberation and decision on the respective matter.

7. FINAL PROVISIONS

- (a) These Organizational Regulations have been adopted in the Board meeting on [■], 2024. They shall replace any organizational regulations previously adopted by the Board as of, and take effect on, the first day of trading of the Company's shares on SIX Swiss Exchange Ltd.
- (b) As a general rule, these Organizational Regulations shall be reviewed and, if necessary, amended every two years at the first meeting of the Board following the Annual General Meeting. Changes to these Organizational Regulations require the approval of at least two-thirds of the Board Members present at the respective Board meeting.

Basel, February 7, 2025

On behalf of the Board



Name: Seng Chin Mah
Function: Chairman of the Board



Name: Marc Gitzinger
Function: Member of the Board