

Charter of the Compensation and Nomination Committee of BioVersys AG

1. Purpose

The purpose of this document is to stipulate the mission, composition and duties of the Compensation and Nomination Committee (the **Compensation and Nomination Committee**) of BioVersys AG (the **Company**) according to the Company's articles of association (the **Articles**), the Company's organizational regulations (the **Organizational Regulations**), and this charter of the Compensation and Nomination Committee (the **Charter**). As per Article 23 of the Articles and Article 4.3(b) and (c) of the Organizational Regulations, the general meeting of shareholders (the **Shareholders' Meeting**) shall appoint the members of the Compensation and Nomination Committee (the **Members**) and the board of directors (the **Board of Directors**) shall appoint the chairman of the Compensation and Nomination Committee (the **Committee Chairman**).

This Charter takes into account the regulations on compensation of the Swiss Code of Obligations and incorporates further activities as deemed necessary and advisable by the Board of Directors of the Company.

The Committee Chairman is responsible for (i) further developing this Charter and (ii) proposing any changes of the Charter to the Board of Directors.

According to Article 716a of the Swiss Code of Obligations and Article 2.2 of the Organizational Regulations, the Board of Directors is ultimately responsible for the general policies and management of the Company and the BioVersys group (the **Group**). The Compensation and Nomination Committee may prepare proposals to the Board of Directors in other compensation-related issues that may, according to Article 4.3(e) of the Organizational Regulations, be approved by the Board of Directors.

2. Organization

The Compensation and Nomination Committee shall consist of no less than three members of the Board of Directors.

The Shareholders' Meeting shall elect the Members individually for a term of office until the completion of the subsequent Ordinary General Meeting of Shareholders. Only members of the Board of Directors may be elected. Re-election is possible.

All Members shall be non-executive and independent (i.e., no membership on the Company's Executive Committee, or membership more than three years ago, and no or comparatively minor business relations with the Company). In addition, Members shall not have a position in a third-party company in which such Member reports to a person who is a director or member of the management board of this Company.

The Board of Directors shall elect the Committee Chairman.

The Committee Chairman may appoint a secretary among the other Members.

- (j) establish criteria for the selection and succession planning for the CEO and, upon proposals from the CEO, the other members of the Executive Committee, and supervise the searches for qualified individuals and the succession planning;
- (k) assess, and propose to the Board of Directors for appointment, nominees for the position of the CEO and, upon proposals from the CEO, for the other positions on the Executive Committee; and
- (l) any other tasks allocated to it by the Board of Directors.

5. Powers

The Compensation and Nomination Committee is empowered by the Board of Directors to collect any information and assistance from within the Company and the Group that is needed to perform the specific tasks and duties imposed upon it by this Charter.

The Compensation and Nomination Committee is authorized by the Board of Directors to obtain subject-specific professional consultancy services from third parties.

6. Resolutions, Minutes and Reporting

The Compensation and Nomination Committee shall keep minutes of its meetings and resolutions and report the same to the Board of Directors when required and shall observe such procedures as are prescribed by the Board of Directors.

The Committee Chairman reports and updates the Board of Directors at the next board meeting on the Compensation and Nomination Committee's activities, decisions taken and considerations which led to such decisions. Important findings arising from the Compensation and Nomination Committee's activities, which are urgent and should be known by the chairman of the Board of Directors, must be reported immediately by the Committee Chairman to the chairman of the Board of Directors. Upon request of the chairman of the Board of Directors, the Committee Chairman shall report on any other issue.

7. Remuneration

Each Member shall receive such fees, as determined by the Board of Directors upon recommendation of the Compensation and Nomination Committee, subject to the approval of the Shareholders' Meeting.

8. Amendments

This Charter may be amended at any time by resolution of the Board of Directors.

9. Effectiveness

This Charter was adopted by resolution of the Board of Directors of BioVersys AG, and shall be effective as of the first trading day of the Company's shares on the SIX Swiss Exchange Ltd.

Basel, February 7, 2025



Name: Seng Chin Mah

Function: The Chairman of the Board of Directors



Name: Marc Gitzinger

Function: Member of the Board