

## **Charter of the Audit and Risk Committee of BioVersys AG**

### **1. Purpose**

The purpose of this document is to stipulate the mission, composition and duties of the Audit and Risk Committee (the **Audit and Risk 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 Audit and Risk Committee (the **Charter**). As per Article 4.2 (a) of the Organizational Regulations, the board of directors (the **Board of Directors**) shall appoint the members of the Audit and Risk Committee (the **Members**) and its chairman (the **Committee Chairman**).

This Charter takes into account the Swiss Code of Best Practice for Corporate Governance 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**), amongst others for the accounting, financial controls, and financial planning. In accordance with to Article 4.2(b) of the Organizational Regulations, the Audit and Risk Committee assists the Board or Directors in fulfilling its responsibilities with respect to matters involving the financial management aspects of governance of the Company and prepares recommendations to the Board of Directors that may be approved by the Board of Directors.

### **2. Organization**

The Audit and Risk Committee shall consist of at least two Members. At least one Member 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). The majority of the Members, including its chair, shall be experienced in financial and accounting matters in order to fulfil their functions set out in section 4.

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

### **3. Meetings**

Unless different rules have been adopted by the Board of Directors, Article 2.1 of the Organizational Regulations shall apply *mutatis mutandis* to the Audit and Risk Committee.

#### 4. Powers and Duties

The Audit and Risk Committee shall review financial related activities and make an independent assessment of the quality of the external audit, the financial statements and the internal controls, including:

- (a) assess the quality and effectiveness of the external audit;
- (b) assess the quality of the internal control system, including risk management and the efficiency and state of compliance and monitoring with applicable norms within the Company and the Group. It shall assure that an effective system of internal controls is in place reasonably designed to (i) safeguard the assets and income of the Company and the Group, (ii) assure the integrity of Company's financial statements and (iii) maintain compliance with the Company's ethical standards, policies, plans and procedures and applicable laws and regulations;
- (c) critically review the stand-alone and consolidated financial statements as well as the management letter prepared by the external auditors (including audit findings and recommendations, material audit adjustments, material changes of accounting policies, methods applied to account for unusual transactions, serious difficulties encountered in dealing with management during the performance of the audit, post audit events, recommendations for internal controls and accounting changes for the next financial year). It should discuss the results of its review with the chief financial officer of the Company (the **Chief Financial Officer**) or the chief executive officer of the Company (the **Chief Executive Officer**) and, separately, with the head of the external audit;
- (d) decide whether the year-end stand-alone and consolidated financial statements be recommended to the Board of Directors for presentation to the Shareholders' Meeting;
- (e) assess the performance and the fees charged by the external auditors and ascertain their independence. It should examine compatibility of the auditing responsibilities with any consulting mandates;
- (f) review the scope of the prospective external audit, the estimated fees thereof and any other matters pertaining to such audit as the Audit and Risk Committee may deem appropriate;
- (g) take note of all comments from the external auditors on accounting procedures and systems of control. The external auditors shall provide timely reports to the Audit and Risk Committee on critical accounting policies and practices used, on alternative treatments of financial information discussed with management and on other material written communication between external auditors and management;
- (h) review with the external auditors and/or the Chief Financial Officer or Chief Executive Officer any questions, comments or suggestions they may have regarding the internal control, risk management, accounting practices and procedures of the Company and its affiliates;
- (i) support the Board of Directors in preparing the proposal to the general meeting of shareholders of the Company to appoint or remove the external auditors of the Company;

- (j) discuss with the management any legal matters (including the status of pending or threatened litigation) that may have a material impact on the Company's financial statements and any material reports or inquiries from regulatory or governmental agencies which could materially impact the Company's contingent liabilities and risks;
- (k) support the Board of Directors with regard to the financial planning as well as the principles of accounting and financial control; and
- (l) any other tasks allocated to it by the Board of Directors.

## **5. Powers**

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

## **6. Resolutions, Minutes and Reporting**

The Audit and Risk Committee shall keep minutes of its meetings 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 Audit and Risk Committee's activities, decisions taken and considerations which led to such decisions. Important findings arising from the Audit and Risk 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 Remuneration Committee, subject to the approval of the shareholders' meeting of the Company.

## **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 [■], and shall be effective as of the first trading day of the Company's shares on the SIX Swiss Exchange AG.

**Basel, February 7, 2025**



Name: Seng Chin Mah

Function: The Chairman of the Board of Directors



Name: Marc Gitzinger

Function: Member of the Board