

**Annex 6 of the Organizational Regulations**

**CHARTER  
OF  
THE CHAIR'S COMMITTEE (CC)  
OF  
THE BOARD OF DIRECTORS OF POLYPEPTIDE GROUP AG**

**13 April 2023**

## 1. BASIS

This charter (the "**Charter**") of the Chair's Committee ("**CC**") has been adopted as set forth in clause 1.2(b) of the organizational regulations of the Board of Directors of 13 April 2023 (the "**Organizational Regulations**"). Unless defined otherwise herein, capitalized terms have the same meaning as in the Organizational Regulations.

## 2. MISSION

- (a) The purpose of the CC is to serve as a flexible body that nurtures and facilitates a strong relationship, efficient coordination and continuous information exchange between the Chair of the Board, the chair of each Board committee and the CEO through roundtable discussions, with particular focus on the Group's strategy and other material Group topics.
- (b) The CC shall consist of the Chair of the Board and the chair of each Board committee. The Chair of the Board shall serve as chair of the CC.

## 3. DUTIES, RESPONSIBILITIES AND AUTHORITY

The CC has the following roles and responsibilities:

- (a) assist the Chair, the chairs of the Board Committees and the CEO in setting the agenda and preparing for meetings of the Board and of Board Committees [and in following up in a coordinated manner on respective action items];
- (b) support the CEO in the execution of the Group's long-term strategy and development of PolyPeptide's mission and vision;
- (c) help the CEO identify critical strategic issues facing the organization and assist in the analysis of strategic options;
- (d) ensure management has established effective strategic planning processes, including development of a three to five year plan with measurable goals and time targets;
- (e) keeping up-to-date on industry trends and periodically meet with external experts where needed;
- (f) review and re-examine this Charter periodically and make recommendations to the Board for any proposed changes.

The CC may retain the services of external consultants and other advisers, as deemed appropriate, to broaden its expertise on an ad-hoc basis as well as to fulfil its mission.

## 4. MEETINGS AND REPORTING

- (a) The CC shall meet at such frequency as it deems necessary to fulfill its duties, normally ahead of ordinary Board meetings, which are expected to take place

four times per year. Additional meetings may be held and may be convened at the request of either the Board or any CC member.

- (b) CC meetings shall be convened by the chair of the CC. Meetings of the CC will be chaired by the chair or in his or her absence by another member elected as chair of the day by the present members.
- (c) The CC may invite to meetings and shall communicate periodically with the CEO as well as such other members of the Executive Committee or persons as the CC deems appropriate.
- (d) Unless specifically stated otherwise in this Charter, 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*) of the Organizational Regulations apply by analogy to meetings of the CC.

## **4.2 MISCELLANEOUS**

- (a) The CC shall annually:
  - (i) review its own performance and assess whether it is functioning effectively and efficiently;
  - (ii) review and reassess 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.
- (b) The CC shall ensure that it has appropriate timely training, both in the form of an induction program for new members and on an ongoing basis for all members.
- (c) Unless provided specifically otherwise in this Charter, Clauses 9.2 (*Confidentiality, Return of Documents*), 9.3 (*Conflicts of Interest*), and 9.4 (*Other Offices or investments*) of the Organization Regulations shall apply by analogy.
- (d) In case of any conflict between this Charter on the one hand and the Articles of Association, the Organizational Regulations or any applicable laws or regulations on the other hand, the latter prevail.

Approved upon recommendation of the CC by the Board on the set forth on the cover page with immediate effect.