

Annex 5 of the Organizational Regulations

**CHARTER
OF
THE INNOVATION AND TECHNOLOGY COMMITTEE (ITC)
OF
THE BOARD OF DIRECTORS OF POLYPEPTIDE GROUP AG**

13 April 2023

1. **BASIS**

This charter (the "**Charter**") of the Innovation and Technology Committee ("**ITC**") 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 ITC is to assist and make recommendations to the Board and the Executive Committee with respect to technology and innovation in support of the overall business strategy of the Company and the Group.
- (b) The ITC shall consist of at least two members appointed by the Board. The chair of the ITC shall be independent. The members of the ITC shall have the necessary qualifications and skills and shall possess a broad technical expertise in the area of life science and manufacturing as well as time in order to be able to effectively fulfil its duties.

3. **DUTIES, RESPONSIBILITIES AND AUTHORITY**

The ITC has the following roles and responsibilities:

- (a) review the Group's technology plans and strategies, especially with regard to areas with which the Board or the Executive Committee needs input and support;
- (b) monitor existing and future trends in technology related to the Group's business, including new technologies, applications and systems that relate to or affect the Company's technology strategy or programs, such as overall industry trends, the competitive environment, and the adoption of technology in the marketplace, and advise the Group's senior technology and development management team with respect to the same;
- (c) review the Group's approaches to acquiring and maintaining the Group's technology position, including but not limited to internal development, collaborative efforts, alliances and acquisitions;
- (d) periodically meet with the Group's senior technology and development management team to review the Group's internal technology development and product innovation activities and provide input; and
- (e) review and re-examine this Charter periodically and make recommendations to the Board for any proposed changes.

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

4. MEETINGS AND REPORTING

- (a) The ITC 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 ITC member.
- (b) ITC meetings shall be convened by the chair of the ITC. Meetings of the ITC will be chaired by the chair of the ITC or in his or her absence by another member elected as chair of the day by the present members.
- (c) The ITC may invite to meetings and shall communicate periodically with the Director of Technology and Innovation and Director Global Development as well as such other persons as the ITC 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 ITC.

4.2 MISCELLANEOUS

- (a) The ITC 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 ITC 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 ITC by the Board on the set forth on the cover page with immediate effect.