

Organizational Regulations

of

PolyPeptide Group AG

(the "Organizational Regulations")

13 April 2023

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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 PolyPeptide Group AG (the "**Company**" and together with its subsidiaries, the "**Group**") pursuant to article 716a and 716b para. 2 of the Swiss Code of Obligations ("**CO**") and article 16 para. 1 of its articles of association (the "**Articles of Association**").

1.2 Purpose

- (a) 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.
- (b) These Organizational Regulations are complemented by:
 - (i) the Group Management Chart in Annex 1;
 - (ii) the chart of authority levels ("**Authority Chart**"), which specify approval authorities for certain matters in more detail, in Annex 2;
 - (iii) the committee charters ("**Committee Charters**"), as adopted by the Board from time to time, which specify the responsibilities of the Board Committees, including:
 - (1) the charter of the Remuneration and Nomination Committee ("**RNC**") in Annex 3,
 - (2) the charter of the Audit and Risk Committee ("**ARC**") in Annex 4, and
 - (3) the charter of the Innovation and Technology Committee ("**ITC**") in Annex 5;
 - (4) the charter of the Chair's Committee ("**CC**") in Annex 6; and
 - (iv) the charter of the Internal Audit in Annex 7.

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 chair (the "**Chair**") and lead independent director (the "**Lead Independent Director**"), and the secretary of the Board (the "**Secretary**");
- (b) the committees of the Board (the "**Board Committees**") established pursuant to Swiss law, the Articles of Association and these Organizational Regulations, including the Remuneration and Nomination Committee, the Audit and Risk Committee, the Innovation and Technology Committee and the Chair's Committee; and
- (c) the group executive committee (the "**Executive Committee**") under the leadership of the chief executive officer (the "**CEO**"), which has the further support of an extended group management (the "**PolyPeptide Management Committee**").

2. BOARD OF DIRECTORS

2.1 Organizational Matters

2.1.1 Constitution

- (a) The Chair and the other Board Members (including the members of the RNC) are individually elected at the general meeting of the Company in accordance with article 6 of the Articles of Association.
- (b) Subject to applicable law and the Articles of Association, each year, at its first meeting after the annual general meeting (the "**AGM**", and extraordinary general meetings "**EGM**"), the Board shall constitute itself in accordance with these Organizational Regulations, including by designating:
 - (i) one of its independent Board Members as the Lead Independent Director;
 - (ii) the chair of the RNC from amongst the Board Members that have been elected by shareholders to the RNC;

- (iii) from amongst its members the chair and the other members of the ARC, the ITC and the CC;
- (iv) the chair and members of other Board Committees (if any); and
- (v) the Secretary (who does not need to be a Board Member).

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, including:
 - (i) in the first quarter, *inter alia*, to approve the annual report and the agenda and invitation to the AGM;
 - (ii) immediately after the AGM, *inter alia*, to constitute the Board;
 - (iii) in the third quarter, *inter alia*, to approve the half year financials; and
 - (iv) in the fourth quarter, *inter alia*, to approve the budget for the next financial year.
- (b) Meetings of the Board are convened by the Chair if and when the need arises or whenever a Board Member or the CEO, indicating the reasons, so requests in writing. If the Chair does not comply with such request within 14 days, the Lead Independent Director shall be entitled to call the meeting.
- (c) Notice of meetings shall be given at least five (5) business days prior to the meeting (by regular mail, e-mail, or facsimile). 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 Chair in his or her 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 Chair 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. Furthermore, these formal requirements shall not apply if a meeting is only convened in order to record the implementation of a change in the share capital and to pass resolutions regarding the consequential amendments of the Articles of Association (including deletions).
- (f) Board meetings may be held in person, by telephone, or by video conference.

- (g) The Chair, or in his or her absence the Lead Independent Director, or in the absence of both the aforementioned, a Board Member designated by the attending Board Members, shall chair the meeting.
- (h) The minutes must be signed by the Chairman (or, such other Board Member who chaired the meeting) and the Secretary (this also applies if resolutions were passed by electronic means (see clause 2.1.3(c)). 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.
- (i) The Chair decides if and which persons outside the Board shall be entitled to attend meetings of the Board. As a rule (and except for "executive Board sessions"), the CEO and the other members of the Executive Committee shall attend the meetings of the Board without the right to vote as guests, except where not appropriate (e.g., if particular matters relating to their performance or remuneration are discussed). Other members of the management of the Group are expected to participate at meetings of the Board if specific issues falling within the responsibility of that management member are on the agenda.

2.1.3 Quorum, Passing of Resolutions and Minutes

- (a) In order to pass resolutions, not less than a majority of the Board Members must be participating in the meeting (whether in person, by phone or video conference).
- (b) The Board shall pass its resolutions with the majority of the votes cast (simple majority). Abstentions count as votes uncast. In case of a tie of votes, the Chair shall have the casting vote.
- (c) Board resolutions may also be passed by means of circular resolutions, by letter, facsimile or electronic means (e.g., e-mail or via board management portals/platforms); provided that no Board Member requests within five (5) days of receipt of the proposed resolution either by phone, facsimile or e-mail the deliberation to take place in a meeting. Board resolutions by means of circular resolutions require the affirmative vote of the majority of the Board Members.
- (d) An attendance quorum shall not be required if the sole purpose of the meeting is to record the implementation of a change in the share capital and to pass resolutions regarding the consequential amendments of the Articles of Association (including deletions).
- (e) The minutes shall set forth all passed resolutions and reflect in a general manner the considerations that led to the decisions taken, including where applicable, any statements of attendees expressly made "for the record". The minutes shall be signed by the Chair (or, where applicable, such other Board Member who chaired that meeting) and the person keeping the minutes and must be approved by the Board. Resolutions passed by means of circular resolutions or telephone conference shall be included in the next minutes.

2.1.4 Information and Reporting

- (a) Each Board Member shall be entitled to request information concerning all affairs of the Company and the Group reasonably necessary to fulfil his or her fiduciary duties.
- (b) 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 and, if necessary, in advance by telephone, e-mail or facsimile.
- (c) 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 Chair. To the extent necessary to fulfil his or her duties, each Board Member may request in writing (including by e-mail) that the Chair authorizes the inspection of the books and records of the Company. If the Chair rejects a request for information, hearing or inspection, the Lead Independent Director or the Board shall decide whether to grant such request.

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 Board Committees. Such self-assessment shall assess the Board's contribution to the development of the Group and seek to determine whether the Board and the Board Committees function effectively and efficiently.

2.1.6 Secretary

- (a) The Secretary shall prepare the agenda for each Board meeting, keep the Board minutes, and assist the Board, the Chair and the Lead Independent Director to coordinate and fulfil their duties and assignments.
- (b) The Secretary is responsible for keeping the Company's official company documents and records.

2.2 Responsibilities of the Board; Delegation to the Executive Committee

2.2.1 General principles; Delegation

- (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 general meeting or to another corporate body by law, by the Articles of Association or these Organizational Regulations.

- (c) 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 delegated to the Executive Committee under the leadership of the CEO (see clause 6).
- (d) Subject to mandatory law and the Articles of Association, the Board may delegate further responsibilities to the Board Committees, single Board Members or the Executive Committee from time to time.

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) ultimate management (*Oberleitung*) and issuing of necessary directives;
- (b) determine the organization of the Company, in particular, to adopt, regularly revisit and amend these Organizational Regulations;
- (c) organization of the accounting system, the internal control system (ICS), the financial control and the financial planning as well as performance of the risk assessment;
- (d) appoint and dismiss the members of the Executive Committee and to grant all forms of signing authorities;
- (e) ultimate supervision of the persons entrusted with the management, in particular with respect to compliance with law, the Articles of Association, these Organizational Regulations and further directives;
- (f) preparation of the business report (including the compensation report and the report on non-financial matters) and preparation of the AGM and EGM (including related proposals of the Board) as well as implementation of related shareholders' resolutions;
- (g) submission of a petition for debt restructuring moratorium and notification of the court in the event that the Company is over-indebted;
- (h) adopt resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares and regarding the amendments to the Articles of Association entailed thereby;
- (i) adopt resolutions on the change of the share capital to the extent that such power is vested in the Board of Directors, confirming changes in the share capital and regarding the consequential amendments to the Articles of Association (including deletions);

- (j) examine compliance with the legal requirements regarding the appointment, election and the professional qualifications of the external auditors;
- (k) pass resolutions regarding agreements in respect of mergers, de-mergers, transformations or transfers of assets and liabilities in accordance with the Swiss Merger Act; and
- (l) the approval and signature of the report on non-financial matters.

2.2.3 Strategy, Operation and Finance

The Board's ultimate responsibility for the strategy, operation and finance of the Company and the Group as a whole includes in particular:

- (a) determining the overall business strategy and mission statement, taking into account the information, proposals and alternatives presented by the CEO;
- (b) reviewing and approving annually the budgets and business plans for the Group proposed by the CEO on behalf of the Executive Committee;
- (c) laying down principles for accounting, financial and risk control (including approval of the framework of an internal control system) and approving significant changes to them;
- (d) setting financial objectives and approving, via the budget and financial planning process, the necessary means to achieve these objectives;
- (e) monitoring the Company's solvency and taking measures in case of impending insolvency;
- (f) deciding on the Group entering into substantial new business areas or exiting from a substantial existing business area, in each case insofar as not covered by the current approved strategic framework;
- (g) approving unbudgeted capital expenditures in excess of 20% of the EBITDA of the preceding financial year per individual item;
- (h) approving the entering into or termination of any agreements with a value over the term of the contract in excess of 20% of the EBITDA of the preceding financial year or of 20% of the EBITDA of the preceding financial year per annum, in each case unless already covered by the budget and excluding supply, distribution and delivery agreements entered into in the ordinary course and other agreements specifically addressed elsewhere in this clause 2.2.3;
- (i) approving unbudgeted acquisitions, including land acquisitions or acquisitions of companies and participations in companies, as well as divestments in excess of 20% of the EBITDA of the preceding financial year;

- (j) unless covered by the budget, the entering into, creating or terminating any joint venture, partnership or similar business association involving an investment commitment by the Group in excess of 20% of the EBITDA of the preceding financial year;
- (k) agreeing to loans, credit lines, other financial indebtedness (including any security) or leases which would result in the debt / EBITDA ratio raising by more than 0.5 or the debt / EBITDA ratio exceeding the threshold of 2.0, excluding inter-company transactions;
- (l) approving the issuance of securities or other capital market transactions;
- (m) to the extent not covered by clause 2.2.3(k), approving any guarantees, suretyships, liens, performance bonds and pledges and other types of charge or security exceeding 20% of the EBITDA of the preceding financial year, but excluding intercompany transactions as well as charges and security arising in the ordinary course of business, mandatorily arising and subsisting by operation of law, or customarily granted pursuant to the general terms and conditions of banks in relation to bank accounts;
- (n) initiating, settling or otherwise terminating any litigation or other legal or administrative proceedings with an amount in dispute or settlement value in excess of 20% of the EBITDA of the preceding financial year or otherwise prejudicial or material to the Group's business or reputation; and
- (o) approving all matters and business decisions where such decisions exceed the authority delegated by the Board to the Board Committees, the CEO or the Executive Committee.
- (p) reviewing and approving the full-year and interim financial statements of the Company, including any proposed (interim) dividend, and the Group as a whole; and
- (q) reviewing and approving the annual report and the remuneration report prior to its submission to the AGM.

2.2.4 Organization and Remuneration

With respect to the organization of the Company and the Group as a whole, the Board is in particular responsible for:

- (a) approving and regularly reviewing the governance principles and the management structures as set out in these Organizational Regulations (including the Organizational Chart in Annex 1 and the Authority Chart in Annex 2, it being understood that the designation and appointment of non-Executive Committee members to the PolyPeptide Management Committee is the responsibility of the CEO as set forth in clause 6.7 below);

- (b) approving and regularly reviewing internal regulations (including these Organizational Regulations and the Committee Charters) and directives;
- (c) appointing and removing the Board Committees (except for the RNC) as well as the CEO, the other members of the Executive Committee and the Head of Internal Audit and reviewing their performance in meeting agreed goals and objectives and compliance with applicable laws, rules and regulations;
- (d) deciding on the individual and the total amount of fixed and variable compensation payable to the Board Members, the Executive Committee and the Head of Internal Audit and approve the remuneration policy (including any related short- and long-term incentive plans) of the Company and the Group, taking into account the respective recommendations of the RNC;
- (e) proposing for election, re-election or removal for cause (*aus wichtigen Gründen*) by the AGM, the external auditors as recommended by the ARC; and
- (f) approving (without the participation of the parties concerned) transactions between the Company and/or subsidiaries and Board Members, members of the Executive Committee or shareholders controlling the Company or parties related to them, it being understood that they must be carried out at arm's length (*Abschluss zu Drittbedingungen*), must be in the interest of the Company or the subsidiary and must be disclosed to the Board.

2.2.5 Further responsibilities

Further details of the authorities and responsibilities of the Board may be set out in the Authority Chart.

2.3 Compensation

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. CHAIR OF THE BOARD

- (a) The Chair of the Board calls and chairs the meetings of the Board. Together with the person keeping the minutes (*i.e.*, the Secretary), he or she signs the minutes of the deliberations and resolutions of the Board.
- (b) The Chair of the Board presides over the AGM and EGM.
- (c) The Chair, together with the CEO, is responsible for ensuring effective communication with shareholders and with stakeholders, including government officials, regulators and public organizations.
- (d) It is intended that the Chair 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.

- (e) The Chair of the Board has the right to call upon third parties as advisors in meetings of the Board.
- (f) The Board Committee(s) shall keep the Chair 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 Chair shall monitor such informational duty of the Board Committee(s). The Chair reports to the Board on information received from the Board Committee(s). Also, the Chair shall immediately inform the other Board Members of any extraordinary situation regarding the Company or the Group of which the Chair may become aware.
- (g) Further provisions regarding the authorities and responsibilities of the Chair may be set out in the Authority Chart; provided that they do not conflict with these Organizational Regulations or the Articles of Association.

4. LEAD INDEPENDENT DIRECTOR

- (a) The Lead Independent Director shall be an independent Board Member and shall be designated and appointed as Lead Independent Director by the Board until the conclusion of the next AGM.
- (b) If the Chair is indisposed, the Lead Independent Director shall take the chair at the meetings of the Board and the AGM / EGM. In particular, the Lead Independent Director shall chair the meeting of the Board or the AGM / EGM if the Chair is required to abstain from the deliberation and decision-taking in case the following items are on the agenda:
 - (i) assessment of the work of the Chair;
 - (ii) decision of the Board on the request to the AGM / EGM for the re-election or not of the Chair;
 - (iii) decision about the compensation of the Chair; and
 - (iv) any other matters in which the Chair has a conflict of interest (see clause 9.3).
- (c) The Lead Independent Director is entitled to call a meeting of the Board whenever he or she deems fit.
- (d) For purposes of these Organizational Regulations the term "independent" shall be interpreted in accordance with the Swiss Code of Best Practice for Corporate Governance, whereby (i) a Board Member shall be deemed to have no or comparatively minor business relations with any member of the Group as long as such Board Member is not receiving more than CHF 120,000 during any 12-

month period in direct compensation from any member of the Group (other than director fees and related compensations) and (ii) the Board Member is not a current executive officer of a company that made payments to, or received payments from, any member of the Group for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of CHF 200,000 or 5% of the recipient company's consolidated gross revenues for that year and (iii) the Board Member has not held any executive position within the Company during the past three years and (iv) the Board Member does not represent a shareholder that holds more than 15% of the Company's shares.

5. COMMITTEES OF THE BOARD

5.1 General

- (a) The Board shall have the following Board Committees:
 - (i) Remuneration and Nomination Committee (RNC);
 - (ii) Audit and Risk Committee (ARC);
 - (iii) Innovation and Technology Committee (ITC); and
 - (iv) Chair's Committee (CC).
- (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 RNC article 726 para. 2 CO applies.
- (e) Board Committees shall meet upon invitation of their respective chair 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 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.

5.2 Audit and Risk Committee (ARC)

- (a) The ARC shall consist of at least two Board Members appointed by the Board. At least one member, including the chair, of the ARC 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 ARC is to assist the Board in fulfilling its responsibilities defined by applicable law, the Articles of Association, these Organizational Regulations, the ARC Charter and other applicable laws and regulations with respect to matters involving the financial and risk management aspects of governance of the Company and the Group.
- (c) The ARC is responsible for proposing the appointment and dismissal of as well as the compensation for the Head of Internal Audit. The Internal Audit Function (as defined in the Internal Audit Charter) functionally reports to the ARC, which is responsible for providing oversight of the Internal Audit Function.

5.3 Remuneration and Nomination Committee (RNC)

- (a) The RNC consists of at least two Board Members. The chair of the RNC shall be independent. The members of the RNC are elected annually and individually by the AGM for a term of office ending at the conclusion of the next AGM. One member of the RNC will be appointed as chair of the RNC by the Board in accordance with clause 2.1.1(b)(ii) above.
- (b) Each member of the RNC shall have the necessary qualifications, skills, experience and time in order to be able to effectively fulfil its duties as member of the RNC.
- (c) The purpose of the RNC is to support the Board in Remuneration (as defined in the RNC Charter), succession, nomination and corporate governance matters by exercising the duties assigned to it under the Articles of Association, these Organizational Regulations, the RNC Charter and applicable laws and regulations. In particular, the RNC shall support the Board in (i) establishing and reviewing the compensation strategy of the Group, (ii) preparing the proposals to the general meeting regarding the compensation of the Board and the Executive Committee, (iii) the succession planning for and nomination of Board Members and the Executive Committee, (iv) the corporate governance of the Com-

pany and the Group and (v) performing such other duties as set forth in the Articles of Association, these Organizational Regulations and the RNC Charter.

5.4 Innovation and Technology Committee (ITC)

- (a) The ITC shall consist of at least two Board Members appointed by the Board. The chair of the ITC shall be independent. Each member shall have the necessary qualifications, skills and experience in technology matters as well as time in order to be able to effectively fulfil its duties as member of the ITC.
- (b) The main tasks of the Innovation and Technology Committee are 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. With regard to the tasks assigned to it, the ITC regularly informs the Board of Directors on all matters discussed and decided in its meetings.

5.5 Chair's Committee (CC)

- (a) 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.
- (b) 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.

6. EXECUTIVE COMMITTEE

6.1 Constitution of the Executive Committee

- (a) The Executive Committee shall include the CEO, the chief financial officer (the "CFO"), the General Counsel, the Director of Global Sales and Marketing and the Director of Global Operations, 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 recommendation of the RNC 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.

6.2 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 site and subsidiary 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 AGM / EGM.

6.3 Delegation

- (a) Save to the extent expressly stated otherwise in these Organizational Regulations, the Articles of Association or applicable 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 (see also clause 6.7 (*PolyPeptide Management Committee*)).
- (c) Further details of the authorities and responsibilities of the Executive Committee may be set out in the Authority Chart; provided that they do not conflict with the Articles of Association or these Organizational Regulations.

6.4 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.

6.5 CEO

6.5.1 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 and the PolyPeptide Management Committee act under his or her leadership.
- (b) The CEO is appointed and removed by the Board upon recommendation of the RNC.

6.5.2 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 and the PolyPeptide Management 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 Association 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 Chair, 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 RNC regarding the membership of the Executive Committee.

- (b) The CEO, in collaboration with the CFO, the General Counsel (where relevant) and with the support of Head of Investor Relations and Corporate Communications 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 (*Finanzmarktinfrastukturgesetz*) and the Stock Exchange Act) and the SIX Listing Rules and implementing regulations. Further details regarding the compliance with the foregoing reporting obligations are set out in a separate disclosure policy.
- (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).
- (d) Further details of the authorities and responsibilities of the CEO may be set out in the Authority Chart. In addition, the Board may from time to time delegate further powers and responsibilities to the CEO.

6.5.3 Relationship of the CEO with Executive Committee and PolyPeptide Management Committee and information to the Board

- (a) The CEO may involve the Executive Committee and the PolyPeptide Management Committee or members of it, in his or her discretion, in all relevant matters and resolutions pertaining to his or her powers and duties. Subject to these Organizational Regulations and applicable law, he or she shall be entitled to delegate some of his or her duties to other members of the Executive Committee and/or members of the PolyPeptide Management 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 Chair.

6.6 CFO

- (a) Subject to the inalienable and non-transferable powers of the Board, and in cooperation with the CEO, the Chief Financial Officer ("**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; 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 ARC 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 ARC in the effective discharge of its functions;
 - (5) oversees cash flow and cash flow forecasting to ensure the liquidity and solvency 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) maintains the Authority Chart (see also Annex 2) and monitors compliance therewith;
 - (vi) 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 or she has a direct responsibility towards and reports directly to the Board and the internal and external auditors while concurrently informing the CEO.

6.7 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.

6.8 PolyPeptide Management Committee (*Erweiterte Geschäftsleitung*)

- (a) The Executive Committee under the leadership of the CEO shall be supported by additional members of management, which are designated and appointed by the CEO and who together with members of the Executive Committee form the PolyPeptide Management Committee. The current additional management functions and members being part of the PolyPeptide Management Committee are recorded in Annex 1 (as amended by the CEO, if and when applicable).
- (b) Meetings of the PolyPeptide Management Committee shall be convened by the CEO whenever he or she deems appropriate.
- (c) The PolyPeptide Management Committee shall be a body to prepare, inform about, and coordinate the implementation of, the decisions and strategic objectives of the Board, the CEO and the Executive Committee, as the case may be, within the Group.

7. EXECUTIVE BODIES OF THE SUBSIDIARIES

- (a) The responsibilities of the bodies of the subsidiaries of the Company are limited to the non-transferrable legal duties which shall be exercised, to the extent legally permissible, in the overall interests of the Group.
- (b) As far as legally permissible, the supervisory bodies (*i.e.*, board, supervisory board etc.) of the subsidiaries shall be staffed with members of the operational management of the Group. As far as possible and useful as well as legally permissible, the principle of separation of the supervisory and executing functions shall thereby be observed.

- (c) The supervisory bodies of the subsidiaries shall be as small as legally permissible and operationally useful.

8. COMPLIANCE, QUALITY CONTROL AND ASSURANCE

8.1 Compliance

- (a) The General Counsel shall be or shall designate another person as the Group governance, risk and compliance officer ("**GRC Officer**") who is responsible to develop and maintain compliance policies, promote a culture of responsibility, maintain enterprise risk management, identify remediation needs, and provide training, and take other steps to assist the Group in meeting its legal, regulatory and ethical obligations.
- (b) The GRC Officer reports to the CEO. However, the GRC Officer shall have direct access to the ARC and report to the ARC whenever requested by the ARC or if there exists a significant compliance or risk issue that involves or implicates a member of the Executive Committee which the GRC Officer believes cannot be or has not been appropriately addressed by, or directly implicates, the CEO.
- (c) Unless designated otherwise by the CEO the Corporate Compliance Committee shall be responsible for the Group's data protection organization which shall be responsible for appointing the data protection officer (as applicable) of the Group.

8.2 Quality Control and Assurance

The CEO shall designate a director global quality who is responsible for quality assurance and quality control who reports to the CEO, and shall form part of the PolyPeptide Management Committee. The director global quality supervises the Group's quality control and quality assurance functions and is responsible for setting, reviewing, monitoring, revising and implementing the Group's quality management, quality control systems and quality assurance programs to comply with regulatory requirements and ensure high quality products, processes and related customer support. In addition, the Director Global Quality is responsible for providing results-oriented leadership to sustain and improve an effective and efficient international quality organization comprised of quality operations, quality systems, supplier quality and quality control/analytical development subject matter domains.

9. OTHER PROVISIONS

9.1 Signatory Powers

9.1.1 Board

- (a) All members of the Board shall have joint signatory power and shall sign by two signatories. Additional signatory powers for the Company shall be granted by the Board.

- (b) Signatory powers for the subsidiaries shall be granted by the relevant board or managing directors. As a general rule, signatory powers shall be exercised jointly by two signatories. However, the relevant boards or managing directors, as the case may be, shall determine circumstances where single signing authority may be granted and authorized.

9.1.2 Executive Committee

All members of the Executive Committee shall have joint signatory power and shall sign by two signatories and the respective holders shall be registered in the Company's commercial register.

9.2 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 employment with the Company, they shall return all files and documents of the Company.
- (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 Chair. 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 Chair.

9.3 Conflict 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) Furthermore, each Board Member and each member of the Executive Committee shall disclose to the Chair 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. The Board Member should neither conclude any investment or other transactions or accept any benefits that may jeopardise their independent safeguarding of the Company's interests.
- (c) The Chair (or, if applicable, the Lead Independent Director or the RNC) and the CEO, respectively, shall decide upon appropriate and commensurate measures

to avoid any interference of such conflict of interests with the decision-making of the Company. In the event of doubt, the Chair (or, if applicable, the Lead Independent Director or the RNC) 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, in case of a disclosed conflict of interest a two-stage voting regarding the matter at stake is to be held, first among all Board Members or all members of the Executive Committee (as the case may be) and then again without the Board Member or member of the Executive Committee (as the case may be) subject to the conflict of interest. The person with a conflict shall have the right to, or may be required by the Chair and the CEO, respectively, to provide a statement of his or her view of the matter.
- (e) In case of a continuing conflict of interest, the Board or the CEO shall decide whether the Board Member or member of the Executive Committee (as the case may be) subject to the conflict of interest should be asked to resign or should not be nominated for re-election (as the case may be).

9.4 Other offices or investments

- (a) Any Board Member and any member of the Executive Committee shall obtain the written consent of the Chair and the Chair himself/herself, as applicable, the written consent of the Lead Independent Director prior to:
 - (i) accepting (i) any board memberships of publicly listed companies and, in the case of members of the Executive Committee, any listed and non-listed companies, or (ii) any major external appointments. If a Board Member has been qualified by the Board as independent or non-executive, the agreement of the Chair (or the Lead Independent Director, as applicable) should also be sought before accepting additional commitments that might conflict with that qualification; or
 - (ii) accepting any board memberships or other role with, or making or holding any investment in, a company or other entity which is or is about to be in competition with the Group, except for investments in a scheme or arrangement (including collective investment funds or investment companies) where the assets of the scheme or arrangement include a multitude of assets and are invested at the discretion of a third party.
- (b) In addition, any Board Member and any member of the Executive Committee shall inform the Chair (or the Lead Independent Director, if applicable) before accepting any membership of boards of directors or other significant commitments involving affiliation with other businesses or governmental units. Changes to such board memberships or significant commitments shall be reported as well.

- (c) The approval and information requirements for members of the Executive Committee shall be further set out in their employment agreements.
- (d) In any case, each Board Member and each member of the Executive Committee shall comply with the requirements set forth in article 23 of the Articles of Association regarding permitted additional activities.

9.5 Code of Conduct and other internal policies

- (a) The Group shall adopt and maintain a Code of Business Conduct and Ethics and a Supplier Code of Conduct that the Board shall review and approve.
- (b) The Board shall adopt internal policies to ensure compliance by the Group and its officers and employees with the reporting duties as well as with insider and other market behavior rules applicable in connection with the listing of the Company's shares on SIX Swiss Exchange.

9.6 Business Year

The business year of the Company starts on 1 January and ends on 31 December.

10. FINAL PROVISIONS

10.1 Entry into Force

These Organizational Regulations shall enter into force on the date of adoption by the Board.

10.2 Revisions and Amendments

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.

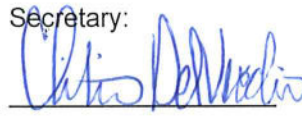
On behalf of the Board:

Chair

A blue ink signature of Peter Wilden, written in a cursive style, positioned above a horizontal line.

Peter Wilden

Secretary:

A blue ink signature of Christina Del Vecchio, written in a cursive style, positioned above a horizontal line.

Christina Del Vecchio

Annexes:

- Annex 1: Organizational Structure of the Group (Chart)
- Annex 2: Authority Chart
- Annex 3: Remuneration and Nomination Committee Charter
- Annex 4: Audit and Risk Committee Charter
- Annex 5: Innovation and Technology Committee Charter
- Annex 6: Chair's Committee Charter
- Annex 7: Internal Audit Charter

Annex 1: Organizational Management Structure of the Group (Chart)

(Separate Document)

Annex 2: Authority Chart

(Separate document)

Annex 3: Remuneration and Nomination Committee Charter

(Separate document)

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(Separate document)

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(Separate document)