

**Organizational Regulations**

**of**

**PolyPeptide Group AG**

**(the "Organizational Regulations")**

**9 March 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 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 chairman (the "**Chairman**") 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 Chairman and the other Board Members (including the members of the RNC) are elected at the general shareholders' 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 shareholders meeting (the "**AGM**", and extraordinary general shareholders' 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 chairman of the RNC from amongst the Board Members that have been elected by shareholders to the RNC;

- (iii) from amongst its members the chairman and the other members of the ARC, the ITC and the CC;
- (iv) the chairman 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 Chairman if and when the need arises or whenever a Board Member or the CEO, indicating the reasons, so requests in writing. If the Chairman 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 Chairman 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 Chairman 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 capital increase, including the adoption of the report on the capital increase, and to pass resolutions regarding the amendments of the Articles of Association entailed therewith.

- (f) Board meetings may be held in person, by telephone, or by video conference.
- (g) The Chairman, or in his 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, in such other Board Member that chaired the meeting) and the Secretary. 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 Chairman 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 the 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 Chairman 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 and each Board Member expressly waives oral deliberation. 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 capital increase, including the adoption of the report on the capital increase, and to pass resolutions regarding the amendments of the Articles of Association entailed therewith.
- (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 Chairman (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 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, 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 Chairman. To the extent necessary to fulfil his or her duties, each Board Member may request in writing (including by e-mail) that the Chairman authorizes the inspection of the books and records of the Company. If the Chairman 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 Committees. Such self-assessment shall assess the Board's contribution to 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 Chairman 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 shareholders 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 for the AGM and EGM (including related proposals of the Board) and implementation of related shareholder resolutions;
- (g) 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 confirming increases in share capital regarding the preparation of the capital increase report and regarding the amendments to the Articles of Association entailed thereby;

- (j) examine compliance with the legal requirements regarding the appointment, election and the professional qualifications of the Auditors; and
- (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.

### **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) 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;
- (f) approving unbudgeted capital expenditures in excess of 20% of the EBITDA of the preceding financial year per individual item;
- (g) 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;
- (h) 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;
- (i) 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;

- (j) 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;
- (k) approving the issuance of securities or other capital market transactions;
- (l) to the extent not covered by 2.2.3(j), 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 inter-company 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;
- (m) 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
- (n) 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.
- (o) reviewing and approving the full-year and interim financial statements of the Company and the Group as a whole; and
- (p) reviewing and approving the annual report (including any proposed dividend) 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 Levels 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 section 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 by the AGM, the external auditors as recommended by the ARC; and
- (f) approving transactions between the Company and/or subsidiaries and Board Members or members the Executive Committee.

### **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. CHAIRMAN OF THE BOARD**

- (a) The Chairman 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 Chairman of the Board presides over the AGM and EGM.
- (c) The Chairman, 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 Chairman 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 Chairman 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 Chairman 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 Chairman shall monitor such informational duty of the Board Committee(s). The Chairman reports to the Board on information received from the Board Committee(s). Also, the Chairman shall immediately in-

form the other Board Members of any extraordinary situation regarding the Company or the Group of which the Chairman may become aware.

- (g) Further provisions regarding the authorities and responsibilities of the Chairman 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 elected by the Board until the conclusion of the next AGM.
- (b) If the Chairman 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 Chairman 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 Chairman;
  - (ii) decision of the Board on the request to the AGM / EGM for the re-election or not of the Chairman;
  - (iii) decision about the compensation of the Chairman; and
  - (iv) any other matters in which the Chairman 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);
  - (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 chairman 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 chairman, 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 chairman 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 chairman 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 shareholders' 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 Company 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 chairman of the ITC shall be independent. They 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 Chairman of the Board and the chairman of each Board committee. The Chairman of the Board shall serve as chairman 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 Chairman of the Board, the chairman 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 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 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 Chairman, 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 (*Finanzmarktinfrastrukturgesetz*) 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 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 of 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 mandatory provisions of 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 Chairman.

### **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 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 Levels document (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 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 Chairman. 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 Chairman.

## **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 Chairman 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.
- (c) The Chairman (or, if applicable, the Lead Independent Director or the RNC) and the CEO, respectively, shall decide upon appropriate measures to avoid any interference of such conflict of interests with the decision-making of the Company. In the event of doubt, the Chairman (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, the Board Member or member of the Executive Committee shall not participate in the decision making involving the matter at stake. The person with a conflict shall have the right to, or may be required by the Chairman and the CEO, respectively, to provide a statement of his or her view of the matter.

#### **9.4 Other offices or investments**

- (a) Any Board Member and any member of the Executive Committee shall obtain the written consent of the Chairman and the Chairman 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 Chairman (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 Chairman (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 maximum number of offices permitted by the Articles of Association.

#### **9.5 Code of Conduct etc.**

- (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**

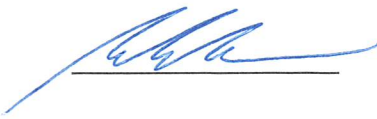
These Organizational Regulations shall enter into force on the date of adoption by the Board.

#### **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.

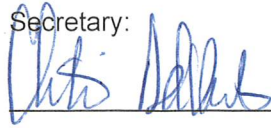
On behalf of the Board:

Chairman



Peter Wilden

Secretary:

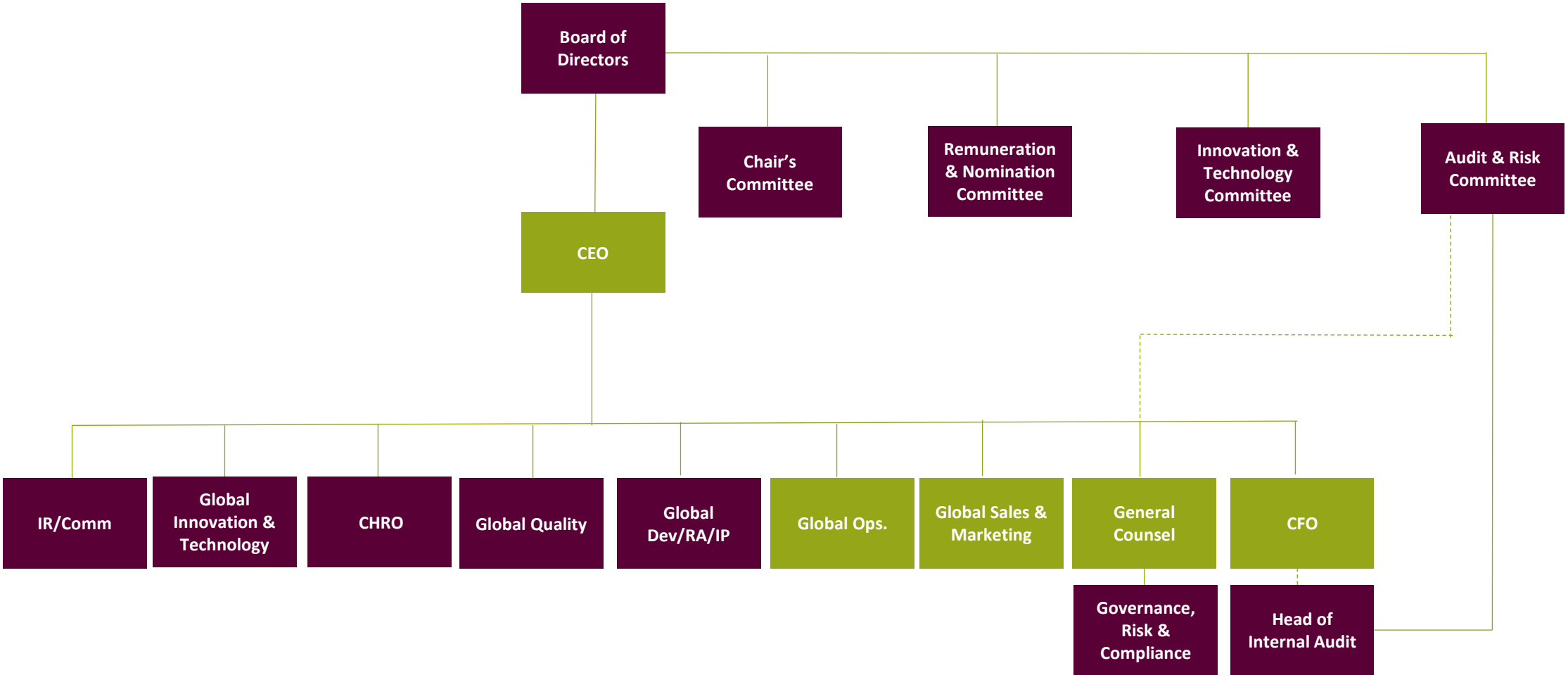


Christina Del Vecchio

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 Structure



\* Green boxes represents Executive Committee

## **Annex 2: Authority Levels for PolyPeptide Group AG**

These Authority Levels have been approved by the Board of Directors of PolyPeptide Group AG in accordance with clause 1.2(b) of the Organizational Regulations of PolyPeptide Group AG.

### **Definitions:**

<b>A</b>	Approval
<b>AGM/EGM</b>	Annual (extraordinary) general shareholders' meeting
<b>ARC</b>	Audit and Risk Committee
<b>BoD</b>	Board of Directors of PolyPeptide Group AG
<b>CC</b>	Chair's Committee
<b>CEO</b>	Chief Executive Officer
<b>CFO</b>	Chief Financial Officer
<b>EC</b>	Executive Committee of PolyPeptide Group AG
<b>Group</b>	PolyPeptide Group AG together with its subsidiaries
<b>IA</b>	Internal Audit (as defined in the Internal Audit Charter)
<b>ITC</b>	Innovation and Technology Committee
<b>OrgRegs</b>	Organizational regulations of PolyPeptide Group AG
<b>P</b>	Proposal
<b>RNC</b>	Remuneration and Nomination Committee
<b>R</b>	Recommendation

The below table specifies certain key approval authorities of the BoD and the EC as delegated pursuant to the Articles of Association and the Organizational Regulations. In addition, see the specific authority levels in the Organizational Regulations, in particular clause 2.2.3 thereof.

The EC under the leadership of the CEO is authorized to further specify powers and authorities for all lower management levels as long as it is consistent with these Authority Levels.

	Authorization Process					
Area of Decision Power	BoD	Chair/ BoD Commit- tees	CEO	EC <sup>1</sup>	AGM/EGM	Remarks*
<b>Organizational Structure</b>						
Articles of Association	P				A	To be submitted to AGM / EGM for approval
Organizational Regulations	A					
Committee Charters	A	P: RNC / ARC / ITC /CC (as applicable)				
Creation of new committees of the Board	A					
<b>General non-transferable and inalienable duties of the Board (Art. 2.2.2 OrgRegs)</b>						
See all matters under Art. 2.2.2 OrgRegs	P				A	
<b>Strategy, Operation and Finance (Art. 2.2.3 OrgRegs)</b>						
Overall business strategy and mission statement	A		P			
Budgets and business plans	A	R: ARC	P*			On behalf of EC
Significant changes to principles for accounting, financial and risk control	A	R: ARC	P*			In consultation with CFO
Financial objectives and means to achieve them	A	R: ARC	P*			In consultation with CFO
Entering into substantial new business areas or exiting from a substantial existing business area	A*		P			Insofar as not covered by current approved strategic framework

<sup>1</sup> If no specific member of the EC is mentioned, entire EC must decide, otherwise the person mentioned (in each case subject to the CEO's power to overrule the EC). Where the P lies with the CEO this includes, where practicable, consultation with the EC.

	Authorization Process					
Area of Decision Power	BoD	Chair/ BoD Commit- tees	CEO	EC <sup>1</sup>	AGM/EGM	Remarks*
Unbudgeted capital expenditures	A*	R: ARC	P*			In consultation with CFO  >20% of EBITDA of preceding financial year per individual item
Entering into or termination of any agreements with value over the term of the contract >20% EBITDA of the preceding financial year or 20% EBITDA of the preceding financial year per annum	A*		P*			In consultation with CFO  Unless covered by budget and excluding supply, distribution and delivery agreements in the ordinary course and other agreements specifically addressed elsewhere in the OrgRegs
Unbudgeted acquisitions, including land acquisitions or acquisitions of companies and participations in companies, as well as divestments	A*		P			>20% of EBITDA of preceding financial year
Entering into, creating or terminating any joint venture, partnership or similar business association involving an investment commitment by the Group	A*		P			Unless covered by budget and >20% of EBITDA of preceding financial year

	Authorization Process					
Area of Decision Power	BoD	Chair/ BoD Commit- tees	CEO	EC <sup>1</sup>	AGM/EGM	Remarks*
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	A*		P*			In consultation with CFO  Excluding inter-company transactions
Issuance of securities or other capital market transactions	A*		P*			In consultation with CFO
Guarantees, suretyships, liens, performance bonds and pledges and other types of charge or security exceeding 20% of the EBITDA of the preceding financial year	A*		P*			To the extent not covered by Art. 2.2.3(j) Or-gRegs  Excluding inter-company 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
All matters and business decisions exceeding the authority delegated by the Board to the Board Committees, the CEO or the Executive Committee	A					

	Authorization Process					
Area of Decision Power	BoD	Chair/ BoD Commit- tees	CEO	EC <sup>1</sup>	AGM/EGM	Remarks*
Full year and interim financial statements of the Company and the Group as a whole	A	R: ARC	P*			In consultation with the CFO
Annual report (including any proposed dividend) and remuneration report	A*	R: ARC	P*			In consultation with the CFO  Prior to its submission to the AGM
<b>Organization and Remuneration (Art. 2.2.4 OrgRegs)</b>						
Governance principles and management structures	A	R: RNC				
Internal regulations and directives	A					
Appointment and removal of:  – Board Committees (except Compensation Committee*)  – CEO  – CFO  – Other EC members  – Head of Internal Audit	A  A  A  A	R: RNC    A: ARC	P  P	P		*to be submitted to general shareholders' meeting for approval



	Authorization Process					
Area of Decision Power	BoD	Chair/ BoD Commit- tees	CEO	EC <sup>1</sup>	AGM/EGM	Remarks*
Individual and total amount of fixed and variable compensation payable to the Board Members and EC	P	R: RNC			A	
Individual and total amount of fixed and variable compensation payable to the Head of Internal Audit		A: ARC	P			
Approve the remuneration policy (including any related short and long term incentive plans) of the Company and the Group	A					
Election, re-election or removal of external auditors	P	R: ARC			A	
Transactions between the Company and/or subsidiaries and Board Members or members of EC	A					
<b>Litigation</b>						
Initiating, settling or otherwise terminating any litigation or other legal or administrative proceedings with an amount in dispute or settlement value >20% EBITDA of the preceding financial year or otherwise prejudicial or material to the Group's business or reputation	A		P			
<b>Other</b>						
Finance strategy of the Group (Art. 6.6(b)(i) OrgRegs)				A: CFO		

	Authorization Process					
Area of Decision Power	BoD	Chair/ BoD Commit- tees	CEO	EC <sup>1</sup>	AGM/EGM	Remarks*
Designation of Compliance Officer (Art. 8.1(a) OrgRegs)			A			

**Annex 3 to the Organizational Regulations**

**CHARTER  
OF  
THE REMUNERATION AND NOMINATION COMMITTEE (RNC)  
OF  
THE BOARD OF DIRECTORS OF POLYPEPTIDE GROUP AG**

**9 March 2023**

**1. BASIS AND DEFINITIONS**

- (a) This charter (the "**Charter**") of the Remuneration and Nomination Committee (the "**RNC**") has been adopted as set forth in clause 1.2(b) of the organizational regulations of the Board of Directors of 9 March 2023 (the "**Organizational Regulations**").
- (b) Unless defined otherwise herein, capitalized terms have the same meaning as in the Organizational Regulations. In this Charter, the following capitalized terms have the following meaning:

Covered Persons	Current and former Board Members, the CEO, members of the Executive Committee (EC), persons closely associated with them and other employees whom the RNC deems appropriate to cover in light of its powers and duties under this Charter..
Related Matters	<ul style="list-style-type: none"> <li>• Remuneration principles strategy and policy, including structure, instruments, funding, allocations, and pay-outs;</li> <li>• Contracts, mandates, loans and other agreements with Covered Persons;</li> <li>• Policies for business and non-business travel, entertainment and other expenses of Covered Persons, including any travel or other benefits for family or companions;</li> <li>• Remuneration governance, including appropriate processes, controls and reporting, and the alignment of Remuneration with performance, behavior and compliance; and</li> <li>• Compliance by Covered Persons with the policies, rules and guidance relating to Remuneration.</li> </ul>
Remuneration	Any type of remuneration or benefits, including salaries, fees, entitlements, daily and other allowances, bonuses, pensions, sign-on payments, termination payments, special payments, and fringe benefits, whether past, current or future.

**2. MISSION**

- (a) The purpose of the RNC is to support the Board in relation to remuneration, succession, nomination and corporate governance matters by exercising the duties assigned to it under the Articles of Association, the Organization Regulations, this

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 shareholders' 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 Company and the Group and (v) performing such other duties as set forth in the Articles of Association, the Organizational Regulations and this Charter.

- (b) In carrying out its duties under this Charter, the RNC shall be guided by the principle that the Company's remuneration system shall be designed and operated to:
  - (i) be consistent with sound financial, performance management, compliance, and governance principles, as well as applicable laws and regulations; and
  - (ii) attract, motivate and retain world-class talent.
- (c) The RNC consists of at least two Board Members. The chairman 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 chairman of the RNC by the Board in accordance with clause 2.1.1(b)(ii) of the Organizational Regulations.
- (d) 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.

### **3. DUTIES, RESPONSIBILITIES AND AUTHORITY**

- (a) The RNC shall have the following duties in accordance with in the Articles of Association:
  - (i) prepare and periodically review of the Group's compensation policy, compensation strategy and principles and the performance criteria related to compensation and periodical review of their implementation as well as submission of proposals and recommendations to the Board of Directors;
  - (ii) make proposals to the Board of Directors regarding the principles and structure of the compensation plans for the Executive Committee;
  - (iii) support the Board of Directors in preparing the proposals to the AGM regarding the approval of the maximum aggregate compensation of the Board of Directors as well as the maximum aggregate compensation of the Executive Committee;
  - (iv) prepare the proposals to the Board of Directors for the individual compensation levels for each of the Chairman of the Board, Board Members, the CEO and the members of the Executive Committee;

- (v) submission of the compensation report to the Board of Directors for approval;
  - (vi) inform the Board of Directors about policies, programs and key decisions as well as comparisons of compensation levels at key competitors;
  - (vii) regularly report to the Board of Directors on the recommendations and deliberations of the RNC; and
  - (viii) further duties and responsibilities as provided for in the Articles of Association.
- (b) The RNC shall have the following duties with respect to succession and nomination planning matters regarding the Board of Directors:
- (i) assure a long-term planning to facilitate appropriate appointments to the Board of Directors;
  - (ii) review the composition, membership qualifications and size of the Board of Directors to ensure appropriate expertise, diversity and independence of the Board of Directors, and make recommendations to the Board of Directors for any change in the composition and size of the Board of Directors;
  - (iii) establish criteria for the selection of new members to serve on the Board of Directors;
  - (iv) identify, screen and propose to the Board of Directors the candidates to be proposed by the Board of Directors for (re-)election as Board Members, as Chairman or as members of the RNC at each AGM, based on an assessment of each candidate's particular experience, qualifications, attributes or skills and potential to contribute to diversity of the Board as well as their independence;
  - (v) propose to the Board of Directors the individuals to be (re-)appointed as vice-chairman, lead independent director or as members of the Board Committees (other than the RNC) or chairman of the Board Committees, or to fill vacancies on the Board Committees; and
  - (vi) assess, in accordance with applicable laws, regulations and industry standards, the independence and any potential conflicts of interest of the members of the Board of Directors for a recommendation to the Board of Directors.
- (c) The RNC shall have the following duties with respect to succession and nomination planning matters regarding the CEO and Executive Committee:
- (i) assure a long-term planning to facilitate appropriate appointments for the position of CEO as well as other members of the Executive Committee;

- (ii) establish criteria for the selection and succession planning for the CEO and, upon proposal of the CEO, the other members of the Executive Committee, and supervise the searches for qualified individuals and the succession planning; and
  - (iii) assess and propose to the Board of Directors for appointment, candidates for the position of the CEO and for the other positions as members of the Executive Committee.
- (d) The RNC shall have the following duties with respect to corporate governance matters:
  - (i) periodically review and recommend any proposed changes to the Organizational Regulations;
  - (ii) periodically review and approve the responsibilities of each Board Committee as set forth in the Committee charters;
  - (iii) establish and oversee the performance evaluation criteria and process for the annual self-assessments of the Board, each of its Committees and the individual Board Members, including determining the evaluation format, reviewing the results and making appropriate recommendations to the Board for enhancing the Board and each Committee's effectiveness;
  - (iv) develop and oversee procedures for Board Member orientation and continuing education and periodically review and update the procedures as necessary;
  - (v) review the Company's engagement with shareholders and other stakeholders on governance matters and review and advise the Board with respect to any shareholder proposals received in connection with the AGM;
  - (vi) periodically review emerging corporate governance trends, best practices and regulatory developments applicable to the Company, and report and make recommendations to the Board regarding such developments, as appropriate; and
  - (vii) oversee risks related to the Company's corporate governance structure, policies and processes.
- (e) In addition to the matters referred to above, the RNC shall provide the Board with:
  - (i) a yearly report on the activities of the RNC;
  - (ii) a report on individual remuneration amounts paid to Covered Persons including a breakdown of remuneration elements;
  - (iii) a review of the remuneration process on an annual basis; and

- (iv) any other extraordinary remuneration, succession, nomination and/or corporate governance related matters as deemed appropriate by the RNC.
- (f) The RNC may further perform such other tasks in relation to Remuneration and Related Matters, as well as succession and nomination planning matters and/or governance matters, as deemed appropriate in view of its duties under this Charter, the Organizational Regulations, the Articles of Association, and applicable law and regulations. In particular, the RNC shall oversee the overall Remuneration approach of the Group and all aspects of the Remuneration to Covered Persons and Related Matters as set out in this Charter.
- (g) The RNC shall conduct its duties in a manner mindful of the responsibilities of the RNC, the Board, the ARC and the Company's management. In the event of a conflict between the RNC's recommendations and the resolutions of the Board, the Board must, if so requested by the RNC, include in its meeting minutes a summary of the relevant recommendations of the RNC and the reasons for not adopting such recommendations.
- (h) The RNC shall:
  - (i) be informed in advance of any matter bearing on its areas of responsibility that comes before the Board or the AGM, and to provide its input thereto;
  - (ii) request and receive reports from the Executive Committee on matters which the RNC deems necessary to perform its duties and responsibilities;
  - (iii) have unrestricted access to all data, documents and records of the Company and the Group that the RNC deems necessary to perform its duties and responsibilities;
  - (iv) have unrestricted access to the Executive Committee, Board Members, consultants, employees, and relevant providers of services to the Company and the Group, all of whom shall cooperate fully with the RNC and answer promptly and fully any questions submitted by the RNC and attend any meetings as requested by the RNC;
  - (v) organize itself and its work in the manner it deems appropriate, consistent with the Articles of Association, the Organizational Regulations and this Charter, including establishing subcommittees or working groups; and
  - (vi) bring any matter at its sole discretion to the attention of the Board and may present reports to the Board regarding its work and any issues related to it.
- (i) The RNC may retain the services of independent counsel and other advisers as deemed appropriate, to request full and detailed information for any party within the Group or from the external auditor, and to conduct or authorize investigations (including inspection of any relevant documents) into any matters within the scope of its duties.



#### 4. MEETINGS AND REPORTING

- (a) The RNC 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 RNC member.
- (b) RNC meetings shall be convened by the chairman of the RNC. Meetings of the RNC will be chaired by the chairman of the RNC or in his absence by another member elected as chairman of the day by the present members.
- (c) The RNC may invite to meetings and shall communicate periodically with the CEO, the CFO and the Chief Human Resources Officer, as well as such other persons as the RNC deems appropriate. Such individuals may attend meetings without the right to vote as guests, except where not appropriate (e.g., if particular matters relating to their performance or remuneration are discussed).
- (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 RNC.

#### 4.2 MISCELLANEOUS

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

**Annex 4 of the Organizational Regulations**

**CHARTER  
OF  
THE AUDIT AND RISK COMMITTEE (ARC)  
OF  
THE BOARD OF DIRECTORS OF POLYPEPTIDE GROUP AG**

9 March 2023

## 1. **BASIS**

This charter (the "**Charter**") of the Audit and Risk Committee ("**ARC**") has been adopted as set forth in clause 1.2(b) of the organizational regulations of the Board of Directors of 9 March 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 ARC is to support the Board in fulfilling its responsibilities defined by applicable law, the Articles of Association, this 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.
- (b) In particular, the ARC shall support the Board in fulfilling its oversight responsibility to the shareholders, potential shareholders, the investment community and others relating to (i) the integrity of the Company's and Group's financial statements, (ii) the effectiveness of the internal control over financial reporting of the Company and the Group, (iii) the compliance by the Company and the Group with legal and regulatory requirements, (iv) the independent auditor's qualification and independence, (v) the performance of the Company's and Group's external auditors and other assurance providers, (vi) the effectiveness of the Company's and Group's risk management, compliance and quality assurance systems and processes, (vii) oversight of the internal audit activity and (viii) providing relevant guidance on the Company's governance structure.
- (c) The ARC shall consist of at least two members appointed by the Board. The Chairman of the ARC shall be independent. The members of the ARC shall have the necessary qualifications and skills and shall possess financial literacy and keep themselves up to date regarding risk management best practices.

## 3. **AUTHORITY**

The Charter sets out the authority of the ARC to carry out the responsibilities established for it by the Board as articulated within this Charter.

The ARC is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities. The Group's management and staff should cooperate with ARC requests.

In discharging its responsibilities, the ARC will have unrestricted access to members of management, employees, and any relevant information it considers necessary to discharge its duties. The ARC also will have unrestricted access to records, data, and reports. If access to requested documents is denied due to legal or confidentiality reasons, the ARC and/or Head of Internal Audit will follow a prescribed, Board approved mechanism for resolution of the matter.

The ARC may engage independent counsel and/or other advisors it deems necessary to carry out its duties.

The ARC is empowered to:

- (a) pre-approve and oversee all audit and non-audit services and fees performed by external auditors, including the work of any registered public accounting firm employed by the Company or the Group;
- (b) assess the work performed by the external auditors and approving the budget for auditing and non-auditing fees;
- (c) review the external audit reports with the external auditors, and issuing the necessary applications and recommendations to the Board;
- (d) resolve any disagreements between management and the external auditor regarding financial reporting and other matters; and
- (e) propose the appointment, removal and compensation of the Head of Internal Audit.

#### **4. DUTIES AND RESPONSIBILITIES**

The ARC has the following roles and responsibilities:

- (a) assessment of the adequacy and effectiveness of the Group's internal and prudential systems and controls in respect of both financial and non-financial risks, including the risk of fraud, the Company's and the Group's compliance with legal obligations, workplace health and safety, environmental, insurance and other regulatory requirements and other relevant compliance matters, as well as with policies issued by the Company, including through discussions with and reviewing reports from the external auditor, internal officers (including in particular the GRC Officer) and management and through the consideration of and adaptation to major legislative and regulatory developments with significant impact on the Group, local management's procedures to comply with local laws, and the Company's and the Group's system to handle external and internal complaints;
- (b) obtain reasonable assurance with respect to work of the Internal Audit activity, the ARC will provide oversight related to: (i) Internal Audit charter and resources, (ii) Head of Internal Audit performance, (iii) Internal Audit strategy and plan, (iv) internal audit engagement and follow up, and (v) conformance to the Standards (as defined in the Internal Audit Charter).
- (c) evaluating the external auditors, regarding the fulfilment of the necessary qualifications and independence according to the applicable legal provisions, and making proposals to the Board concerning the choice of the external auditors;
- (d) examining, reviewing and approving the Company's accounting policies and changes thereto, as well as monitoring compliance with such accounting policies;
- (e) reviewing the interim financial statements and annual audited financial statements (including material items not shown on the annual balance sheet) of the Company and the Group with the external auditor and the relevant members of the Executive Committee as well as issuing the necessary applications and

recommendations to the Board prior to the publication of the financial statements; thereby the ARC shall review (including the review from the external auditors): (i) the Company's selection or application of accounting principles and the adequacy and effectiveness of internal control over financial reporting, (ii) significant financial reporting issues and judgments applied by management, (iii) effects of significant regulatory and accounting initiatives, and (iv) the completeness and clarity of the disclosures in the financial statements;

- (f) reviewing and approving all related-party transactions required to be disclosed;
- (g) reviewing and discussing earnings press releases, as well as financial information and earnings guidance provided to analysts, the investment community and rating agencies;
- (h) reviewing and discussing with management and the external auditor any deficiencies in internal control, including internal control over financial reporting, as well as management's respective remediation measures and their implementation;
- (i) establishing and reviewing the Group's treasury policy, and reviewing the Company's and Group's funding strategy and position, as well as the Company's and Group's liquidity risk management, foreign exchange risk management, interest risk management and counterparty credit risk management processes;
- (j) reviewing the Company's and Group's tax planning and tax compliance processes, including the design and implementation of transfer pricing guidelines;
- (k) reviewing the status of material legal proceedings that the Company and/or Group is/are party to, including measures taken by management to protect the interests of the Company and the Group;
- (l) reviewing the Group's insurance programs;
- (m) reviewing the Group's Enterprise Risk Management System, management's assessment of the Group's major risks, as well as evaluating the respective measures taken by the Group;
- (n) obtaining reasonable assurance with respect to the Group's procedures for the prevention and detection of fraud;
- (o) reviewing of the Group's short-term incentive and long-term incentive targets, calculations and adjustments; and
- (p) generally assessing the yearly business expenses of the members of the Executive Committee.

The ARC may retain the services of independent counsel and other advisers as deemed appropriate, to request full and detailed information for any party within the Group or from the external auditor, and to conduct or authorize investigations (including inspection of any relevant documents) into any matters within the scope of its duties.

## 5. MEETINGS AND REPORTING

- (a) The ARC shall meet at such frequency as it deems necessary to fulfil 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 ARC member. The ARC shall further meet upon request of the GRC Officer.
- (b) ARC meetings shall be convened by the chairman of the ARC. Meetings of the ARC will be chaired by the chairman or in his absence by another member elected as chairman of the day by the present members.
- (c) The ARC may invite to meetings and shall communicate periodically with the CEO, the CFO, the GRC Officer, the Head of Internal Audit and the external auditor as well as such other persons as the ARC 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 ARC.

## 4.2 MISCELLANEOUS

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

**Annex 5 of the Organizational Regulations**

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

**9 March 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 9 March 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 Chairman 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 chairman of the ITC. Meetings of the ITC will be chaired by the chairman or in his absence by another member elected as chairman 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.

**Annex 6 of the Organizational Regulations**

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

**9 March 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 9 March 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 Chairman of the Board, the chairman 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 Chairman of the Board and the chairman of each Board committee. The Chairman of the Board shall serve as chairman of the CC.

## 3. DUTIES, RESPONSIBILITIES AND AUTHORITY

The CC has the following roles and responsibilities:

- (a) assist the Chairman, 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 chairman of the CC. Meetings of the CC will be chaired by the chairman or in his absence by another member elected as chairman 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.

**Annex 7 of the Organizational Regulations**

**CHARTER  
OF  
INTERNAL AUDIT**

**9 March 2023**

## 1. ABOUT THIS CHARTER

This Internal Audit Charter provides the framework for the conduct of the PolyPeptide Group AG, together with its consolidated subsidiaries, (“**PolyPeptide**”) internal audit (“**Internal Audit**”) and has been approved by the Board of Directors and the Audit and Risk Committee (“**ARC**”). It has been created with the objective of formally establishing the role and responsibilities of the internal audit function (the “**Internal Audit Function**”).

Internal auditing can best be defined as an independent, objective assurance and consulting activity designed to add value to and improve an organization’s operation. It helps an organization accomplish its objectives by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of risk management, control and governance processes.

## 2. MISSION

Internal Audit’s mission is to ensure that PolyPeptide’s operations are conducted according to the highest standards by providing an independent, objective assurance function and by advising on best practice.

Through a systematic and disciplined approach, Internal Audit helps the organization accomplish its objectives by evaluating and improving the effectiveness of its risk management, control and governance processes.

## 3. AUTHORITY

PolyPeptide’s Board of Directors authorizes Internal Audit, within the scope of its responsibilities, to:

- (a) have full and unrestricted access to all Group functions, records, property and staff;
- (b) have full and unrestricted access to the Board of Directors;
- (c) allocate resources, set frequencies, select subjects, determine scopes of work and apply the techniques required to accomplish internal audit objectives;
- (d) obtain the necessary assistance of staff in business units where they perform internal audits, as well as other specialized services from within or outside the Company and the Group; and
- (e) obtain external legal or other professional advice, subject to the appropriate delegations.

All employees are asked to assist Internal Audit in fulfilling its role. Documents and information given to Internal Audit during a review will be handled in the same prudent and confidential manner as by those employees normally accountable for them.

#### **4. ACCOUNTABILITY**

The Head of Internal Audit is accountable to the Executive Committee and the ARC to:

- (a) provide an annual assessment on the adequacy and effectiveness of PolyPeptide's processes for controlling its activities and managing its risks in the areas listed under the mission and scope of internal audit work;
- (b) report significant issues related to the processes for controlling the activities of PolyPeptide, including potential improvements to those processes, and providing information concerning such issues through resolution;
- (c) periodically provide information on the status and results of the annual internal audit plan and the adequacy of resources; and
- (d) coordinate with other control and monitoring functions (Risk, Compliance & Governance, Quality Assurance, Legal, external audit, etc.).

#### **5. INDEPENDENCE**

Independence is essential to the effectiveness of the Internal Audit Function.

Internal Audit has no direct authority or responsibility for the activities it reviews. It has no responsibility for developing or implementing procedures or systems and does not prepare records or engage in original line processing functions or activities.

Internal Audit functionally reports to the ARC. Only the Board of Directors, upon proposal of the ARC, can appoint, remove and determine the compensation of the Head of Internal Audit, as set out in the Organizational Regulations and ARC Charter.

The Head of Internal Audit is accountable to the CFO for the efficient and effective operation of the function.

#### **6. ROLES AND RESPONSIBILITY**

Internal Audit is responsible for:

- (a) developing a flexible annual internal audit plan using an appropriate risk-based methodology and including any risks or control concerns identified by the Executive Committee, and submitting that plan to the ARC for review and approval;
- (b) implementing the approved plan, including any special tasks or projects requested by the Executive Committee and/or the ARC;
- (c) maintaining a professional internal audit staff with sufficient knowledge, skills, experience, and professional certifications to meet the requirements of this charter;
- (d) establishing a quality assurance program by which the Head of Internal Audit assures the operation of internal audit activities;

- (e) evaluating and assessing significant merging/consolidating functions and new or changing services, processes, operations, technologies and control processes at the time of their development, implementation or expansion;
- (f) issuing periodic reports to the ARC and the Executive Committee summarizing results of internal audit activities;
- (g) keeping the ARC informed of emerging trends and successful practices in internal auditing;
- (h) giving the ARC a list of significant performance metrics, targets and results;
- (i) helping in the investigation of significant suspected fraudulent activities and notifying the Executive Committee and the ARC of the results;
- (j) assisting the General Counsel in any investigation prompted by the whistleblower program and ensuring that any new or changed risks derived from this are made part of the Internal Audit risk assessment; and
- (k) monitoring and ensuring that management actions for significant observations or recommendations have been effectively implemented or that the Executive Committee has accepted the risk of not taking action.

## **7. SCOPE OF AUDIT WORK**

Internal Audit's scope of work is based on an approved internal audit plan and encompasses examining and evaluating the adequacy and effectiveness of PolyPeptide's governance, risk management process, system of internal control structure and quality of performance in carrying out assigned responsibilities to achieve PolyPeptide's stated goals and objectives. This includes:

- (a) reviewing the systems established to ensure compliance with policies, plans, procedures, laws and regulations which could have a significant impact on operations and reports, and assessing whether PolyPeptide is in compliance;
- (b) reviewing the reliability and integrity of financial and operating information and the means used to identify, measure, classify and report such information;
- (c) reviewing the means of safeguarding assets, and verifying the existence of such assets;
- (d) reviewing operations or programs, apart from production, to determine whether they are being carried out as planned and whether results are consistent with established objectives and goals;
- (e) reviewing specific operations at the request of the ARC and/or the Executive Committee;
- (f) monitoring and evaluating governance processes; and



- (g) monitoring and evaluating the effectiveness of the risk management system and framework.

The scope of Internal Audit work includes periodic testing of transactions, best practice reviews, special investigations and measures to help prevent and detect fraud.

## **8. PROFESSIONAL STANDARDS**

The Internal Audit activity will govern itself by adherence to The Institute of Internal Auditors' mandatory guidance including the Definition of Internal Auditing, the Code of Ethics, and the International Standards for the Professional Practice of Internal Auditing (collectively, the "**Standards**"). This mandatory guidance constitutes principles of the fundamental requirements for the professional practice of internal auditing and for evaluating the effectiveness of the internal audit activity's performance.

The Institute of Internal Auditors' Practice Advisories, Practice Guides and Position Papers will also be adhered to as applicable to guide operations. In addition, the Internal Audit activity will adhere to PolyPeptide's relevant policies and procedures and the internal audit activity's standard operating procedures manual.

## **9. ANNUAL INTERNAL AUDIT PLAN**

Each year, the Head of Internal Audit will provide the Executive Committee and the ARC a summary of the internal audit plan, staffing plan, and budget for the following fiscal year. The audit work schedule is to be developed using a risk-based methodology. Any significant deviation from the approved plan must be communicated to the Executive Committee and the ARC through periodic reporting.

## **10. REPORTING**

At the end of each internal audit, the Head of Internal Audit or the designated auditor will prepare a written report and distribute it as appropriate.

The internal audit report should include the auditee's response, and corrective action taken or planned in regard to the findings and recommendations. The Executive Committee's response should include a timetable for completing the actions, the responsible person, and an explanation for any recommendations not addressed.

In cases where a response is not included, the Executive Committee should respond in writing within 30 days to Internal Audit and those on the distribution list.

Internal Audit will be responsible for appropriate follow-up on internal audit findings and recommendations. All significant findings will be monitored until cleared by the Head of Internal Audit and/or the ARC.

## **11. REVIEW OF CHARTER**

This charter will be reviewed at least annually by the ARC and any substantive changes will be formally approved.