

Medartis Holding AG

I. Basis. Scope. Mission Statement

Article 1

Basis This charter (the “**Charter**”) of the US Expansion Committee (the “**UEC**”) is adopted by the Board of Directors (the “**Board**”) of Medartis Holding AG (the “**Company**”) pursuant to article 19 et seq. of the organizational regulations of the Company (the “**Organizational Regulations**”).

Article 2

Scope ¹ The purpose of this Charter is to govern the organisation, duties and responsibilities of the UEC.

² The Articles of Association of the Company and the Organizational Regulations shall prevail in case of discrepancy with the present Charter.

Article 3

Mission Statement ¹ The UEC supports the Board in its strategic function, in particular with respect to the US market.

² The UEC reviews and assesses the Medartis US go-to-market models, commercial excellence, product introductions, market developments, potential growth opportunities and new product & technology introductions needed to be competitive in the US market. The UEC makes recommendations to the Board and prepares the necessary documentation for Board decisions.

II. Organization

Article 4

Composition, qualifications, election and duration ¹ The UEC is composed of at least two non-executive members of the Board.

² The members of the UEC are designated by the Board from within the latter’s own members.

³ The members are elected for a term of office of one year ending at the end of the next ordinary general meeting of shareholders following their designation, in accordance with article 20 para. 3 of the Organizational Regulations.

⁴ Members of the UEC may be re-elected. In case of vacancies, the Board shall appoint substitutes from amongst its members for the remaining term of office.

⁵ The UEC organizes its affaires independently. The Board appoints its chairman among its members.

Article 5

Meetings and their calling ¹ The UEC meets upon calling of its committee chair as often as required for the fulfilment of its duties, but at least three times a year. Article 6 para. 1 and 2 and

article 9 of the Organizational Regulations apply by analogy. The meeting schedule is aligned with the overall regular management cycle of the Company.

² The chief executive officer of the Company (the “**Chief Executive Officer**”) will attend the meetings of the UEC, except for portions when his or her presence would be inappropriate, as determined by the committee chair. The chairman of the board is always invited to participate at the meetings.

³ The committee chair of the UEC can invite persons other than UEC members to attend all or a portion of a meeting. Invited persons shall not participate in the discussions or deliberations unless called upon to do so, and shall not be entitled to vote.

Article 6

Quorum.
Resolutions

¹As per article 22 para. 1 of the Organizational Regulations, the UEC may validly pass resolutions and vote proposals to the Board when the majority of its members are attending the meeting in person or by means of communication that allow direct discussion (e. g. telephone or audio-visual conference).

² As per article 22 para. 2 of the Organizational Regulations, the UEC passes its resolutions and vote proposals to the Board at the majority of votes cast. Abstentions are not counted as votes cast. In case of equal votes, the chairman of the UEC does not have a casting vote and the matter must be submitted to the Board of Directors.

³ Resolutions of the UEC and proposals to the Board can also be made by way of approval of a written resolution circulated to the members of the UEC. Article 12 of the Organizational Regulations applies by analogy.

Article 7

Minutes.
Information

¹ As per article 23 para. 1 of the Organizational Regulations, the discussions of the UEC must be summarized and its decisions recorded in minutes signed by the committee chair and by the person taking such minutes. Article 13 of the Organizational Regulations shall apply by analogy. Every member of the Board shall receive a copy of the minutes of every meeting of the UEC.

² On the occasion of every meeting of the Board, the committee chair of the UEC shall inform the Board of its activities.

³ As per article 23 para. 3 of the Organizational Regulations, circular resolutions must be reflected in the minutes of the next meeting of the Board. In case of emergency, information shall be given immediately to the members of the Board, through the chairman of the Board.

III. Duties and Responsibilities

Article 8

Duties and
Responsibilities

¹ The UEC has the following duties, as well as such other duties as may be assigned to the UEC by the Board from time to time:

- a) assess the US market annual plan and long-term strategy and provide guidance to the management to ensure the development, implementation, adherence and, if necessary, modification of the plan and strategic goals;
- b) review strategic risks and opportunities

- c) review the Company's capabilities, including the ability to develop, acquire and maintain its business plan over the planned horizon;
- d) identify and assess the US market environment, specifically for technology innovations and trends, that could significantly affect the Company and the industry in which it operates;
- e) review and advise on the Company's US go to market models and plans;
- f) review and assist management with US NPI introductions;
- g) identify, review and assess US M&A and licensing opportunities in terms of their strategic fit, including sales structure and/or product portfolio;
- h) prepare recommendations to the Board, including the necessary documentation for Board decisions;
- i) meet with management and other employees as necessary to assist the Committee in carrying out its duties;
- j) conduct an annual review of the Committee's performance and periodically assess the adequacy of its charter and recommend changes to the Board as needed.

2 The UEC is entitled to conduct investigations in all matters of its competence. It shall in particular have full access, to the extent required for the accomplishment of its duties, to the Company's management, employees, books and records.

3 To the extent required for the accomplishment of its duties, the UEC may request the services of independent advisors and experts.

IV. Annual Evaluation. Amendments

Article 9

Annual Evaluation The UEC shall perform an annual self-evaluation of its performance, including a review of its compliance with this Charter. The UEC shall conduct such evaluation and review in such manner as it deems appropriate and report the results to the Board.

Article 10

Amendments ¹ The UEC shall review this Charter annually to re-assess its adequacy and, if appropriate, submit any recommended changes to the Board for approval.

² This Charter can be amended at any time by a resolution of the Board.

V. Final Provisions

Article 11

Entry into force This Charter was adopted by the Board and entered into force on 17th April 2024.