

# Human Resources and Compensation Committee Charter of Medartis Holding AG

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## I. Basis. Scope. Mission Statement

### Article 1

Basis This charter (the “**Charter**”) of the human resources and compensation committee (the “**Committee**”) is adopted by the Board of Directors (the “**Board**”) of Medartis Holding AG (the “**Company**”) pursuant to article 26 of the articles of association (the “**Articles of Association**”) and article 26 of the organizational regulations of the Company (the “**Organizational Regulations**”).

### Article 2

Scope <sup>1</sup> The purpose of this Charter is to govern the organisation, duties and responsibilities of the Committee.

<sup>2</sup> The Articles of Association and the Organizational Regulations shall prevail in case of discrepancy with the present Charter.

### Article 3

Mission  
Statement

The Committee assists the Board in remuneration-related matters, namely by:

- (a) supporting the Board in proposing motions to the general meeting of the shareholders so that the general meeting of the shareholders may vote on the aggregate amounts of remuneration of the members of the Board and the members of the executive management, as well as implementing resolutions passed by the general meeting of the shareholders in this respect;
- (b) assisting the Board in the preparation of the remuneration report;
- (c) advising the Board in the setting-up, monitoring and regular reviews of the remuneration policy and guidelines at the highest level of the Company, as a whole (the “**Group**”);
- (d) assisting the Board in the setting of the conditions for the remuneration of the members of the Board and of the executive management in the form of equity securities, conversion rights and option rights in accordance with article 25 of the Articles of Association, as well as assisting and advising the Board in the review and approval of general compensation and benefit policies including any long-term incentive compensation or equity plans;
- (e) monitoring the executive management’s human capital management to ensure that it supports and helps to further the Company’s strategic goals;
- (f) reviewing the composition of the Board of Directors in view of a regular ongoing renewal of the Board, taking into consideration the representation of major shareholders, balanced skills, experience and diversity; preparing proposals for the composition of the Board and submitting them to the Board

for approval and submission to the next ordinary general meeting of shareholders.

## II. Organization

### Article 4

Composition,  
election and  
duration

<sup>1</sup> The Committee is composed of at least three non-executive and independent members of the Board, as per article 25 of the Articles of Association and article 26 para. 1 of the Organizational Regulations.

<sup>2</sup> The members of the Committee are individually elected by the general meeting of the shareholders.

<sup>3</sup> The members of the Committee 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 25 para. 1 of the Article of Association and article 20 para. 3 of the Organizational Regulations.

<sup>4</sup> Members of the Committee may be re-elected, as per article 25 para. 1 of the Articles of Association. In case of vacancies, the Board shall appoint substitutes from amongst its members for the remaining term of office, as per article 25 para. 2 of the Articles of Association.

<sup>5</sup> The Committee organizes its affaires independently. The Board appoints the chairman of the Committee among its members and may, furthermore, designate one or two vice-chairmen among its members.

### Article 5

Meetings and  
their calling

<sup>1</sup> The Committee meets upon calling of its chairman 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.

<sup>2</sup> The chairman of the Committee can invite persons other than Committee members to attend all or a portion of a meeting. Invited persons shall not participate in the discussions or deliberations of the Committee unless invited to do so, and shall not be entitled to vote.

### Article 6

Quorum.  
Resolutions

<sup>1</sup> As per article 22 para. 1 of the Organizational Regulations, the Committee 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).

<sup>2</sup> As per article 22 para. 2 of the Organizational Regulations, the Committee 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 Committee does not have a casting vote and the matter must be submitted to the Board.

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

### Article 7

Minutes.  
Information

<sup>1</sup> As per article 23 para. 1 of the Organizational Regulations, the discussions of the Committee must be summarized and its decisions recorded in minutes signed by the

chairman (or chairing member) thereof 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 Committee.

<sup>2</sup> On the occasion of every meeting of the Board, the Committee shall inform the Board of its activities.

<sup>3</sup> 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

<sup>1</sup> As per article 25 of the Articles of Association and article 26 para. 3 of the Organizational Regulations, the Committee has the following duties, as well as such other duties as may be assigned to the Committee by the Board from time to time:

Annual General  
Meeting

- (a) Presenting motions to the Board in view of the next ordinary general meeting of shareholders with respect to the aggregate amount of remuneration of the directors and of the members of the executive management of the Company;
- (b) Assisting the Board in the preparation of the remuneration report, to be adopted by the Board and then disclosed to the shareholders of the Company in view of the next ordinary general meeting;
- (c) Implementing the resolutions passed by the general meeting of shareholders with respect to the aggregate amount of remuneration of the members of the Board and the members of the executive management of the Company;

Remuneration

- (d) Reviewing the principles, programs and targets for compensation of the Board, the CEO and the executive management and submitting them to the Board for approval; thereby ensuring that the compensation paid by the Company is based on market and performance-related criteria;
- (e) Preparing proposals concerning the compensation of the Board, the CEO and the executive management, and submitting them to the Board for approval and submission to the next ordinary general meeting of shareholders;

Equity Plans

- (f) Assisting the Board in the setting up of the conditions for the granting, the assignment, the blocking, the exercise and the expiry of the remuneration of the members of the Board and of the executive management in the form of equity securities, conversion rights and option rights in accordance with article 28 and article 29 of the Articles of Association, as well as assisting and advising the Board in the review and approval of general compensation and benefit policies including any long-term incentive compensation or equity plans;

Human Capital

- (g) Conducting an annual review of the organization's Human Resource strategic plan to ensure congruence with the Company's broader strategic plan, which includes a review of:
  - recruitment and selection
  - talent development
  - performance management

- company culture;
- (h) Annually reviewing the performance of the CEO and the executive management in fulfilling the set strategic objectives;
- (i) Conducting forward-looking discussions of how human capital requirements are affected by evolving corporate strategy and external landscape changes (technology, competitors, labour market);
- Nomination (j) Regularly reviewing the structure, size and composition (including the skills, knowledge and experience required) of the Board compared to its current position and submitting recommendations to the Board with regard to any changes;
- (k) Assessing candidates for the CEO role and submitting a proposal to the Board for approval;
- (l) Discussing the CEO's proposals for appointments to the executive management with the CEO and submitting such proposals to the Board for approval;
- Other (m) Annually reviewing and pre-approving the schedule of services and fees the Company plans to ask the compensation consultants to render in the upcoming year, as presented to the Committee by management, and ensuring that the independence of the compensation consultants is maintained.

<sup>2</sup> The Committee 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.

<sup>3</sup> To the extent required for the accomplishment of its duties, the Committee may request the services of independent advisors and experts.

## **IV. Annual Evaluation. Amendments**

### **Article 9**

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

### **Article 10**

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

<sup>2</sup> 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 on October 18, 2017 and entered into force on March 23, 2018. It has subsequently been amended by the Board of Directors on March 4, 2021.

Basel, 4<sup>th</sup> March 2021

The Chairman of the Board of Directors

The Secretary of the Board of Directors

Dr. h.c. Thomas Straumann

Dr. Jürg Greuter