

**Remuneration Committee Charter of
Medartis Holding AG**

I. Basis. Scope. Mission Statement

Article 1

Basis This charter (the “**Charter**”) of the remuneration committee (the “**Remuneration 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 ¹ The purpose of this Charter is to govern the organisation, duties and responsibilities of the Remuneration Committee.

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

Article 3

Mission Statement The Remuneration 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; and
- (e) submitting recommendations or motions to the Board on other remuneration-related matters.

II. Organization

Article 4

Composition,
election and
duration

¹ The Remuneration 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.

² The members of the Remuneration Committee are individually elected by the general meeting of the shareholders.

³ The members of the Remuneration 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.

⁴ Members of the Remuneration 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.

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

Article 5

Meetings and
their calling

¹ The Remuneration 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.

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

Article 6

Quorum.
Resolutions

¹ As per article 22 para. 1 of the Organizational Regulations, the Remuneration 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).

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

³ Resolutions of the Remuneration Committee and proposals to the Board can also be made by way of approval of a written resolution circulated to the members of the Remuneration Committee. 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 Remuneration 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 Remuneration Committee.

² On the occasion of every meeting of the Board, the Remuneration Committee 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 As per article 25 of the Articles of Association and article 26 para. 3 of the Organizational Regulations, the Remuneration Committee has the following duties, as well as such other duties as may be assigned to the Remuneration Committee by the Board from time to time:

- (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;
- (d) Preparing and assessing the principles of remuneration of the Company and presenting corresponding motions to the Board in this respect for approval;
- (e) Presenting motions for approval to the Board regarding the issuance of compensation rules;
- (f) Advising the Board in the setting-up, monitoring and regularly reviewing of the remuneration policy and guidelines at the highest level of the Company;
- (g) 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;
- (h) Submitting recommendations or presenting motions to the Board on other remuneration-related matters.

² The Remuneration 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.

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

IV. Annual Evaluation. Amendments

Article 9

Annual Evaluation The Remuneration Committee shall perform an annual self-evaluation of its performance, including a review of its compliance with this Charter. The Remuneration Committee 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 Remuneration Committee 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 on October 18, 2017 and enter into force on March 23, 2018.

Basel, 9th March 2018

The Chairman of the Board of Directors

The Secretary of the Board of Directors

Dr. Thomas Straumann

Dr. Jürg Greuter