Regulations on Insider Trading Prevention and Securities Trading

Curatis Holding AG

dated 25 April 2024

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Regulations on Insider Trading Prevention and Securities Trading

of

Curatis Holding AG

1 LEGAL BASIS AND PURPOSE

(a) The shares of Curatis Holding AG (the "**Company**") are listed and publicly traded on the SIX Swiss Exchange. In order to prevent insiders from misusing their knowledge of confidential, price-sensitive information, Switzerland, like most countries, has enacted legislation banning the exploitation of insider information.

(b) Preventing the misuse of insider information is necessary to comply with all relevant securities regulations and criminal laws and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it.

(c) The purpose of these regulations (the "**Regulations**") is to prevent illegal insider trading and any other misuse, appearance of misuse, or illicit disclosure of insider information.

2 APPLICABILITY

These Regulations apply to all members of the board of directors of the Company (the "**Board of Directors**") and of the executive management of the Group (the "**Executive Management**") and to all other employees of the Company, as well as to any director, officer, and employee of the subsidiaries of the Company (the Company and all such subsidiaries collectively the "**Group**", and each company of the Group a "**Group Company**").

3 DEFINITIONS AND LEGAL PROHIBITIONS

3.1 Insider Information

(a) Swiss law defines insider information as *confidential price-sensitive information*, i.e., confidential information whose disclosure would be apt to significantly affect the price of securities admitted to trading on a Swiss trading venue (or DLT trading facility) ("**Insider Information**").

(b) Information is considered to be price-sensitive if a reasonable market participant would consider it important in deciding whether to buy or sell securities. A set of examples may be found in the Annex.

3.2 Insiders

All persons who are, at any point in time, in possession of Insider Information relating to the Group are considered insiders ("**Insiders**").

3.3 Legal Prohibitions

An Insider is prohibited by law from:

(a) *trading* in Relevant Securities, or making use of any derivative instruments relating to Relevant Securities, on the basis of such Insider Information;

"**Relevant Securities**" means the shares of the Company and any other security issued by a Group Company and admitted to trading at a Swiss trading venue.

Trading means to sell or buy, directly or indirectly, or otherwise to enter into any transaction having an economic effect similar to that of a sale or a purchase of Relevant Securities.

Derivative instruments relating to Relevant Securities may, for example, be options (including options granted under an employee stock option plan), conversion rights, futures/forwards, swaps or any other financial instruments whose price or value is materially (i.e. to a degree of more than 33%) dependent on the price of the Relevant Securities.

(b) *disclosing* Insider Information to a third party, except under the following conditions:

i. the recipient requires the Insider Information in order to fulfil his or her statutory or contractual obligations; or

ii. the disclosure is required with a view to the conclusion of a contract and the Insider:

(A) informs the recipient that the Insider Information may not be exploited, and

(B) documents the disclosure of the Insider Information and the notification pursuant to item (A) above; or

(c) *recommending* to any other person to trade in Relevant Securities, or to make use of any derivative instruments relating to Relevant Securities, on the basis of the Insider Information.

If, exceptionally, a director, officer or employee of a Group Company has Insider Information in respect of a *company outside the Group* whose securities are admitted to trading on a Swiss trading venue (e.g. a client of the Group, or a company with whom a Group Company is exploring a potential transaction), the same prohibitions apply in respect of securities of that other company. In the case of admission of securities to trading on a non-Swiss trading venue, foreign laws are likely to impose similar prohibitions.

4 PREVENTIVE RULES AND PROCEDURES

4.1 General

(a) Every Insider must observe the legal prohibitions set out in section 3.3 above.

(b) Any Insider shall abstain from trading Relevant Securities (or using derivative instruments relating to Relevant Securities) until one full trading day has passed after the Insider Information has been publicly released by the Company.

(c) If a prohibition of trading in Relevant Securities applies, such prohibition also extends to trading in baskets, interests in collective investment schemes, investment companies and similar investments if Relevant Securities account for 25% or more of the relevant underlying portfolio.

4.2 Confidentiality

(a) Any director, officer or employee of any Group Company shall keep all non-public information relating to the Group confidential. Subject to (b) below, such non-public information must not be directly or indirectly disclosed to anyone outside the Group.

(b) The disclosure of non-public information is allowed:

i. *in the case that it is not Insider Information*: if the disclosure is required within the ordinary course of business;

ii. *in the case that it is Insider Information*: if

(A) the disclosure is required within the ordinary course of business (including in relation to any transaction contemplated to be pursued by the Board of Directors, the Executive Management or the CEO),

(B) the disclosure falls within one of the permitted cases pursuant to section 3.3(b) above, and

(C) the Group’s CEO or CFO pre-approves the disclosure.

(c) If it is unclear whether non-public information is Insider Information or not, the CEO and CFO should be contacted to obtain his or her guidance.

(d) The duty to keep non-public information confidential also applies within the Group, as a principle; however, disclosure within the Group is allowed if it is necessary for the fulfilment of the recipient's responsibilities (i.e. on a strict need-to-know basis).

(e) The duty to keep non-public information confidential also applies vis-à-vis Related Parties (as defined below).

4.3 Regular Blocking Periods

No director, officer, or employee of any Group Company shall trade in Relevant Securities (or make use of any derivative instruments relating to Relevant Securities) during the period beginning one months prior to the public release and ending at the time when one full trading day has passed after the public release of financial performance data for such period.

4.4 Extraordinary Blocking Periods

Each of the Group's CEO and CFO is authorized, in the interest of preventing the misuse (or appearance of misuse) of Insider Information, to prohibit all directors, officers and employees of any Group Company, or a specific subset of these individuals, from trading in Relevant Securities (or other specified securities) (or making use of any derivative instruments relating to Relevant Securities, or to such other specified securities) for a specified period of time or until further notice.

4.5 Transactions by Related Parties

The restrictions on trading during regular and extraordinary blocking periods set forth in these Regulations apply equally to Related Parties (as defined below) of directors, officers, and employees of any Group Company, and such persons are responsible for the compliance of their Related Parties with these Regulations.

4.6 Rules of Thumb

The following non-exhaustive rules of thumb will help to decide if a person has Insider Information which prevents such person from trading in Relevant Securities:

(a) if what you learn makes you want to buy or sell, do not do trade or disclose such information;

(b) if you think the non-public information would cause the stock price to move, do not trade or disclose such information;

(c) if you are in doubt, do not trade or disclose the information without having received guidance from the CEO or CFO.

5 PRE-CLEARANCE OF TRANSACTIONS (FOR DESIGNATED INDIVIDUALS)

(a) Any member of the Board of Directors, Executive Management as well as any other employee of a Group Company who is notified by the CEO and/or CFO from time to time that he/she is subject to the obligations set out in this section 5 (each a "**Designated Individual**") must contact the CEO and CFO by e-mail (to be sent to trading-clearance@curatis.com) for pre-clearance prior to engaging in any trade in Relevant Securities (or making use of any derivative instruments relating to Relevant Securities).

(b) The pre-clearance obligation relates to:

i. transactions which have a direct or indirect effect on the assets of a Designated Individual; and

ii. transactions by Related Parties (as defined below) of a Designated Individual, if such transactions are carried out under the significant influence of the Designated Individual.

"**Related Parties**" are:

i. spouses and domestic partners;

ii. individuals living in the same household as a Designated Individual; and

iii. legal entities and partnerships, if the Designated Individual (1) holds a management position within that entity or partnership, (2) directly or indirectly controls the entity or partnership, or (3) is a material beneficiary of the entity or partnership.

(c) A Designated Individual shall only proceed with the transaction if and when pre-clearance has been granted. A pre-clearance remains valid for three trading days after it has been granted; if the transaction is not executed within such period, a new pre-clearance must be sought.

(d) For the avoidance of doubt,

(i) irrespective of a pre-clearance being granted, each Designated Individual remains personally responsible not to misuse any Insider Information and to comply with all provisions of sections 3 and 4 of these Regulations; and

(ii) the pre-clearance duty under this section is in addition to any reporting duty for management transactions under the Company's Internal Regulations on Disclosure of Management Transactions.

6 PROHIBITION OF SHORT SALES

(a) A "short sale" means a sale of securities which the seller does not (yet) legally own or have a legal right to receive, thereby creating a "short" position for the seller. They are characterized by the expectation of the seller that the value of the securities depreciates. They may also be interpreted as a sign to the market that the seller does not have any trust in the issuer of the securities or the issuer's future. In addition, short sales may reduce the incentive of the seller to improve the issuer's performance as the seller may benefit of the depreciation of the securities.

(b) For these reasons, short sales of Relevant Securities are prohibited for any director, officer or employee of any Group Company.

7 COMPLIANCE AND SANCTIONS

7.1 Acceptance

These Regulations form an integral part of each director's, officer's or employee's mandate or employment relationship with any Group Company.

7.2 Questions

If you have any questions about these Regulations, you should contact the CEO and CFO.

7.3 Exceptions

Within the bounds of applicable law, the CEO and/or CFO may in any specific instance grant exceptions from the rules of these Regulations.

7.4 Disclosure of Holdings

Each Designated Individual must disclose to the CEO and CFO all Relevant Securities held by it/him/her or a Related Party (listed separately) as per the end of each calendar year.

If a decision of the Board of Directors or (except in the case of members of the Board of Directors) of the Executive Management so requires, each director, officer or employee of a Group Company must disclose details and produce documentation regarding any transaction in Relevant Securities (or derivative instruments relating thereto).

7.5 Sanctions

(a) The misuse of Insider Information is a crime, and the sanctions for violating the law include imprisonment, monetary penalty, fines and forfeiture of profits. In addition, the Swiss Financial Market Supervisory Authority FINMA may impose sanctions under administrative law, including publication of a declaratory decree and forfeiture of profits.

(b) Any breach of these Regulations will be regarded as a serious disciplinary offence and may, in severe cases, be a sufficient reason for (immediate) termination for cause of the employment or the mandate.

8 ENTRY INTO FORCE

These Regulations have been approved by the Board of Directors on 24 April 2024 and enter into force as of 25 April 2024.

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Annex

Non-Exhaustive Examples of Possible Insider Information

(a) Significant mergers, acquisitions or company disposals, far-reaching reorganization or restructuring

(b) Board of directors' decisions or proposals on share capital increases or reductions, share buyback programs, dividends or distributions, or other far-reaching changes in the share or capital structure (including debt instruments)

(c) Material changes in the Group's earnings situation or financial condition, an unforeseen sharp fall or increase in earnings, surprising large-scale losses or unforeseen and remarkable earnings growth

(d) Situations that may lead to a "profit warning" (i.e. where the Company's profit expectations differ from prior guidance published by the Company), or a "profit hike/collapse" (i.e. where the Company's profit expectations significantly differ from current expectations amongst analysts)

(e) Conclusion of major contracts or discontinuation of contracts of major customers and suppliers

(f) Suspension of, or material reduction or increase in, dividend payments

(g) Important changes in the Group's business, such as discontinuation of a major line of business, conclusion or dissolution of strategic alliances, major liability cases or radical market changes

(h) Changes in the Board of Directors, Executive Management or the auditors

(i) Takeover offers

(j) Material proceedings, e.g. governmental and tax proceedings