

Organizational Regulations of

Curatis Holding AG

dated 25 April 2024

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1 GENERAL PROVISIONS

1.1 Basics

These organizational regulations (the "**Regulations**") are adopted by the board of directors (the "**Board of Directors**") of Curatis Holding AG (the "**Company**" and together with its direct and indirect subsidiaries, the "**Group**") pursuant to article 716b of the Swiss Code of Obligations and article 21 of its Articles of Association (the "**Articles**").

1.2 Corporate Bodies

These Regulations govern the internal organization, corporate governance as well as functions, powers and duties of the following corporate bodies and persons of the Company (the "**Corporate Bodies**"):

- (a) the Board of Directors and the members of the Board of Directors (the "**Board Members**"), including its Chairperson (the "**Chairperson**");
- (b) the committees of the Board of Directors (the "**Board Committees**") established pursuant to Swiss law, the Articles and these Regulations, including the compensation committee (the "**CC**") and the audit committee (the "**AC**"); and
- (c) the executive management of the Company (the "**Executive Management**") under the leadership of the chief executive officer (the "**CEO**").

1.3 Scope and Purpose

- (a) These Regulations shall ensure that the Group's business is guided, directed and managed according to clear and uniform principles.
- (b) The purpose of these Regulations is in particular to (i) implement and supplement rules contained in laws applicable to the Company, regulatory and stock exchange regulations, and the Articles, and (ii) to define the functions, responsibilities and authorities of the Corporate Bodies.
- (c) These Regulations are complemented by:
 - (i) the organizational chart in Annex 1; and
 - (ii) the committee charters ("**Committee Charters**"), as adopted by the Board of Directors from time to time, which specify the responsibilities of the Board Committees, including: (1) the charter of the CC in Annex 2 and (2) the charter of the AC in Annex 3.

1.4 Organization of the Group

The Company as the listed parent company of the Group is, from time to time, in control of subsidiaries (i.e. companies in which the Company holds directly or indirectly a majority of the voting rights or has the right to appoint a majority of the members of the board of directors). 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 of Directors and the other Corporate Bodies in general have to resolve 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.

2 BOARD OF DIRECTORS

2.1 Constitution

- (a) The Company's general meeting of shareholders (the "**General Meeting**") elects the Chairperson and the other Board Members in accordance with article 20 of the Articles.
- (b) Subject to applicable law and the Articles, the Board of Directors constitutes itself and elects:
 - (i) the chairperson of the CC from amongst the members that have been elected by the General Meeting to the CC;
 - (ii) from amongst its members the chairperson and members of the AC;
 - (iii) the members of any ad-hoc Board Committees; and
 - (iv) a secretary, who does not need to be a Board Member (the "**Secretary**").

2.2 Responsibilities

The Board of Directors, acting collectively, has the ultimate responsibility for the conduct of business of the Company and for delivering sustainable shareholder and stakeholder value. The Board of Directors sets the Company's strategic aims, ensures that the necessary financial and human resources are in place to meet the Company's objectives and supervises the Executive Management. It may take decisions on all matters which are not expressly reserved to the General Meeting by law or by the Articles.

2.2.1 General non-transferable and inalienable duties of the Board of Directors

The Board of Directors has the following non-transferable and inalienable duties:

- (a) the ultimate direction of the Company and the issuance of necessary instructions;
- (b) the determination of the organization of the Company;
- (c) the structuring of the accounting system, of the financial controls and of the financial planning;
- (d) the appointment and dismissal of the persons entrusted with management and representation of the Company, and issuance of rules on the signature authority;
- (e) the ultimate supervision of the persons entrusted with management, in particular in view of compliance with the law, the Articles, regulations and directives;

- (f) the preparation of the annual report, the compensation report and, if applicable, the report on non-financial matters pursuant to article 964c CO and other reports as required by law, if any;
- (g) the preparation of the General Meeting and the implementation of its resolutions;
- (h) the adoption of resolutions on the change of the share capital to the extent that such power is vested in the Board of Directors, the ascertainment of capital changes, the preparation of the report on the capital increase, and the respective amendments of the Articles (including deletions);
- (i) the non-transferable and inalienable powers and duties of the Board of Directors pursuant to the Swiss Merger Act;
- (j) the submission of a petition for debt-restructuring moratorium and the notification of the court in case of overindebtedness; and
- (k) other powers and duties reserved to the Board of Directors by law or the Articles.

2.2.2 Strategy and Performance

The Board of Directors' ultimate responsibility for strategy and performance of the Company and the Group as a whole includes in particular:

- (a) determining the overall business strategy;
- (b) setting the risk profile and the risk capacities of the Group upon proposal by the AC;
- (c) setting financial objectives and approving, via the budget and financial planning process, the necessary means to achieve these objectives, including approving a capital allocation framework; and
- (d) approving all matters and business decisions where such decisions exceed the authority delegated by the Board of Directors to the Board Committees, the CEO and the Executive Management.

2.2.3 Finance

With respect to the ultimate responsibility for finance, the Board of Directors has in particular the following duties:

- (a) laying down principles for accounting, financial and risk control and approving significant changes to them;
- (b) reviewing and approving annually the financial business plan;
- (c) reviewing and approving the annual and half-year financial statements of the Company;
- (d) reviewing and approving the annual report and the remuneration report prior to their submission to the General Meeting; and

- (e) overseeing the overall liquidity situation and indebtedness ratio in light of its inalienable duty to notify the court in the event of over-indebtedness.

2.2.4 Organization

With respect to the organization of the Company, the Board of Directors is in particular responsible for:

- (a) approving and regularly reviewing the governance principles and the management structures as set out in these Regulations;
- (b) approving the framework of an internal control system;
- (c) approving and regularly reviewing internal regulations (including these Regulations) and directives;
- (d) appointing and removing the Board Committees (except for the CC), the CEO and the Executive Management and reviewing their performance in meeting agreed goals and objectives and compliance with applicable laws, regulations and these Regulations;
- (e) approving the remuneration policy of the Company; and
- (f) proposing for election, re-election or removal by the General Meeting the external auditors as recommended by the AC.

2.3 Delegation

- (a) Within the limits of mandatory law and the Articles, the Board of Directors delegates:
 - (i) certain of its responsibilities and authorities to the Board Committees as set out in the Committee Charters; and
 - (ii) the day-to-day management of the Company to the Executive Management pursuant to section 4 below.
- (b) The Board of Directors may, upon giving appropriate notice to the corporate body to which it has delegated any of its powers and duties, re-assume responsibility for such powers and duties.
- (c) Subject to mandatory law and the Articles, the Board of Directors may delegate further responsibilities to the Board Committees, single Board Members or the Executive Management from time to time.

2.4 Meetings, Convocation of Meetings

- (a) Meetings of the Board of Directors shall be held as often as the business requires but as a general rule at least 4 times per year. Meetings of the Board of Directors are convened by the Chairperson if and when the need arises or whenever a Board Member, indicating the reasons, so requests in writing. As a general rule, the Chairperson shall convene the meeting within 14 calendar days after receipt of such request.

- (b) Notice of meetings, together with all necessary supporting materials, shall be given at least five days prior to the meeting (by regular mail (in which case the time of receipt is relevant), e-mail or any other means of communication or online platform that has been accepted by each member of the Board of Directors) and the notice shall set forth the agenda. If the Chairperson deems it necessary, supporting materials may be sent later to allow the Board of Directors to receive the latest available information. This applies in particular to updates on financial data. In urgent cases (as determined by the Chairperson in its discretion), a meeting may be held on appropriate shorter notice. Each Board Member is entitled to request that further items be put on the agenda provided that such items are submitted to the Chairperson no later than five days before the meeting. In such event, the Chairperson shall communicate the additional items on the agenda to the other Board Members before the beginning of the meeting.
- (c) No resolution shall be taken on items, which were not on the agenda of the meeting, unless a majority of the Board Members consents.
- (d) Meetings of the Board of Directors may be held in person, by telephone, video conference or any other electronic means of communication; the Board Members participating in such manner shall qualify as present. Unless otherwise determined by the Chairperson, each Board Member is free to choose its means of participation.
- (e) Meetings of the Board of Directors are chaired by the Chairperson, or in his or her absence by another Board Member designated by the Chairperson.
- (f) The minutes contain all passed resolutions and reflect in a general manner the considerations and/or documents which led to the decisions taken; dissenting opinions of, and votes cast by, Board Members must also be reflected in the minutes, if a Board Member so requests.
- (g) The minutes must be signed by the person chairing the meeting and by the Secretary (or an acting secretary for the specific meeting). They shall be made available for review prior to and approved at the next meeting of the Board of Directors. Board Members are entitled to examine the minutes of any meeting of the Board of Directors at any time.

2.5 Quorum of Attendance

- (a) In order to pass resolutions, at least a majority of the Board Members must be present at a meeting of the Board of Directors.
- (b) The Chairperson shall determine the non-members who may attend the meetings as guests. Such guests shall not vote in any resolutions adopted by the Board of Directors.
- (c) The adoption of resolutions of the Board of Directors requires a simple majority of the votes cast. Each Board Member shall have one vote. In the event of a tie, the Chairperson shall have a casting vote (article 23 Articles).
- (d) Resolutions may also be passed by way of circulation (in writing, including by e-mail), provided that no member of the Board of Directors requests oral deliberation.

Resolutions of the Board of Directors by way of circulation require the affirmative vote of a majority of all the Board Members.

- (e) For resolutions concerning the implementation of (already resolved) capital increases or decreases and corresponding amendments to the Articles as well as the preparation of the required report on the capital increase no attendance quorum shall be required.

2.6 Written Resolutions

- (a) Resolutions of the Board may also be passed by written consent to a proposal (including by way of return e-mail, PDF scans sent by e-mail, other means of electronic communication or facsimile), provided (i) the text of the resolution is provided to all members of the Board or the Board Committee and (ii) the majority of the members cast a vote and approve the matter. In the event of resolutions being passed by electronic means, no signature shall be required, subject to any regulation to the contrary by the Board.
- (b) Any Board Member shall have the right to request – within the period stipulated by the Chairperson or the minute keeper for a vote – that the matter is discussed in a meeting.
- (c) Written resolutions shall be annexed to the minutes of the next meeting.

2.7 Urgent Procedure for Board Decisions

In urgent cases, the Chairperson and, in case he/she is a member of the Board, the CEO, otherwise the Chairperson and an alternative non-executive director (who for the sake of good governance is not the chairperson of the Audit Committee) together shall take all necessary decisions on behalf of the Board if (i) such resolution cannot be delayed, (ii) any prior deliberation and resolution is not possible, and (iii) the matter may not be addressed by a pre-arranged decision of the Board. The Chairperson shall notify the Board immediately of such decisions. Such decisions shall be ratified by the Board at its subsequent meeting or by written resolution.

2.8 Information and Reporting

- (a) Each Board Member shall be entitled to request information concerning the business and affairs of the Company to the extent necessary or helpful for them to fulfil their duties as Board Members. At the meetings of the Board of Directors, all Board Members and all members of the Executive Management shall provide such information to the best of their knowledge.
- (b) Should a Board Member require information or wish to review documents outside the meetings of the Board of Directors, he or she must address his or her request to the Chairperson.
- (c) To the extent necessary to fulfil his or her duties, each Board Member may request that the Chairperson authorizes the inspection of the books and records of the Company. If the Chairperson rejects a request for information, hearing or inspection, the Board of Directors shall decide whether to grant such request.

2.9 Self-assessment of the Board of Directors

At least annually, the Board of Directors shall review its own performance, as well as the performance of each of the Board Committees. Such assessment shall seek to determine whether the Board of Directors and the Board Committees function effectively and efficiently.

2.10 Compensation

- (a) The Board determines the amount of the compensation of its Board Members consistent with any legal and statutory requirements, taking into account their respective responsibilities, experience and the time which they invest in their activity as members of the Board.
- (b) In addition, the Board Members shall be reimbursed for all reasonable cash expenses properly incurred by them in the discharge of their duties, including their reasonable expenses of traveling to and from the meetings of the Board or the Board Committees or the General Meeting.
- (c) Subject to any legal and statutory requirements, special services rendered by individual members of the Board may be rewarded by the Board in an appropriate manner.

2.11 Chairperson

- (a) The Chairperson shall chair the meetings of the Board of Directors and the General Meeting and fulfil such other tasks and duties as are set forth in these Regulations.
- (b) The Chairperson, together with the CEO, is responsible for ensuring effective communication with shareholders and with stakeholders including government officials, regulators and public organizations. He or she is the primary representative of the Board of Directors and, together with the CEO, of the Group in interaction with the media.
- (c) The Chairperson establishes and keeps a close working relationship with the CEO, providing advice and support to him or her. He or she also facilitates a constructive relationship between the Board of Directors, the CEO and the Board Committees.
- (d) Should the Chairperson be temporarily unable or unavailable (including by reason of a conflict of interest) to exercise his or her functions, such functions shall be assumed by another Board Member appointed by the Chairperson or the Board of Directors.

2.12 Secretary

- (a) The Secretary prepares the agenda for each meeting of the Board of Directors, keeps the minutes and assists the Board of Directors and the Chairperson in coordinating and fulfilling their duties and assignments.
- (b) The Secretary is responsible for keeping the Company's official company documents and records.

3 BOARD COMMITTEES

- (a) Subject to the powers of the General Meeting, the Board of Directors may establish Board Committees for specific areas. The permanent Board Committees are (i) the CC and (ii) the AC. The Board of Directors may set up other Board Committees from time to time. Together with the appointment of a Board Committee, the Board of Directors shall establish appropriate regulations with respect to the duties and responsibilities of the Board Committee.
- (b) The committee charters governing the duties and responsibilities of the permanent Board Committees are attached to these Regulations as Annexes 2 and 3.

4 MANAGEMENT

4.1 Delegation

- (a) Except as otherwise provided for by applicable laws, regulations, the Articles or these Regulations, the Board of Directors delegates the entire management of the business to the Executive Management acting under the CEO's leadership.
- (b) The Executive Management may in turn further delegate certain responsibilities and authorities to other officers and committees and may empower them to further delegate their responsibilities and authorities.

4.2 CEO

4.2.1 General

- (a) The CEO shall, as a rule, be appointed by the Board of Directors for an indeterminate term.
- (b) The CEO is the highest executive officer of the Group and has responsibility and accountability for the management and performance of the Company and of the Group. The Executive Management acts under his or her leadership.

4.2.2 Responsibilities

In particular, the CEO shall have the following powers and duties:

- (a) leading, managing, supervising and coordinating the Executive Management;
- (b) implementing the strategy of the Company and the decisions taken by the Board of Directors and the Board Committees;
- (c) monitoring and assessing progress against the Company's targets and budget;
- (d) preparing and submitting to the Board of Directors for approval the matters that are subject to the Board of Director's approval according to law, the Articles and these Regulations;
- (e) managing, supervising and coordinating the ongoing business operations of the Company;

- (f) recommend to the Board of Directors the candidates for the nomination and removal as members of the Executive Management; and
- (g) together with the Chairperson, determining the communication policy of the Company and representing the Company towards its shareholders and third parties.

4.2.3 Relationship with Executive Management and information of the Board of Directors

- (h) The CEO shall involve the Executive Management in all relevant matters and resolutions pertaining to his or her powers and duties. Subject to these 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 Management or to third parties, it being understood that the CEO remains fully responsible for all duties and competencies delegated to him or her by the Board of Directors.
- (i) The CEO shall regularly inform the Board of Directors at its meetings on the current course of business and all major business matters of the Company including anticipated opportunities and risks. Extraordinary matters including significant unanticipated developments shall immediately be reported to the Chairperson.

4.3 Executive Management

4.3.1 Constitution

- (a) The Executive Management shall include as a minimum the CEO, the chief financial officer and at least one additional person proposed by the CEO to the Board. In the event of a departure of a member of the Executive Management, the CEO shall within a reasonable period of time, recommend a successor to the Board for nomination and ratification.
- (b) The Executive Management shall be chaired by the CEO.
- (c) The CEO is appointed by the Board of Directors. All other members of the Executive Management are appointed and removed by the Board of Directors in consultation with the CEO.

4.3.2 Responsibilities

- (a) The Executive Management shall be responsible for the management of the Company. It shall implement the strategy of the Company under the leadership of the CEO and as decided by the Board of Directors or its Board Committees and shall ensure the execution of the decisions of the Board of Directors or its Board Committees in accordance with the law, the Articles, and these Regulations.
- (b) The Executive Management shall perform all other duties that are not reserved to another Corporate Body or the General Meeting by applicable laws, regulations, the Articles or these Regulations.

4.3.3 Meetings and Resolutions

- (a) Meetings of the Executive Management are convened by the CEO whenever necessary. The CEO sets the agenda and appoints a minute keeper of the meeting.
- (b) A majority of members of the Executive Management is required to be present at a meeting either in person or by telephone or video conference or any other electronic means of communication; the members of the Executive Management participating in such manner shall qualify as present.
- (c) The resolutions of the Executive Management are taken by the majority of the members of the Executive Management present. In case of tie, the matter shall be passed for approval to the Board of Directors.
- (d) The Executive Management shall take note on a regular basis of the reports of the chief financial officer regarding the financial situation of the Company as well as of the other members' reports in the meetings of the Executive Management.

5 MISCELLANEOUS

5.1 Duty of Care and Loyalty

Each Board Member and each member of the Executive Management shall be under a duty to carry out his or her responsibilities with due care and to safeguard and further the best interests of the Company.

5.2 Conflicts of Interests

- (a) The Board Members and the members of the Executive Management shall arrange their personal and business affairs so as to avoid, as much as possible, a conflict of interest.
- (b) Each Board Member and each member of the Executive Management shall disclose to the Chairperson or 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 Management becomes aware of its potential existence.
- (c) The Chairperson or 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 Chairperson or 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. Measures may range from an overall exclusion of the conflicted Board Member from the discussions and the vote to a participation in discussions and a double vote (meaning a vote with and a vote without the conflicted Board Members) as well as combinations thereof.

5.3 Confidentiality

- (a) Each Board Member, Executive Management member and each member of another Corporate Body shall be obliged to keep confidential all sensitive information –

except information which is already in the public domain – relating to the Group which he or she has learned during the performance of his or her duties. Unless the disclosure falls within the proper discharge of such member's responsibilities, confidential information can only be disclosed to third parties with prior written clearance from the Chairperson or the CEO. This duty of confidentiality shall continue even after the term of office of such Board Member, member of the Executive Management or member of another Corporate Body has expired.

- (b) Upon termination of their function, each Board Member, member of the Executive Management or member of another Corporate Body shall return to the Company all documents obtained in connection therewith.

5.4 Other mandates or investments

- (a) Any Board Member and any member of the Executive Management shall obtain the written consent of the Chairperson and the Chairperson himself or herself the written consent of the Board of Directors prior to 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 Management shall inform the Chairperson (or the Board of Directors, if applicable) before accepting any board memberships of publicly listed companies and, in the case of members of the Executive Management, any listed and non-listed companies, or (B) any major external appointments.
- (c) The approval and information requirements for members of the Executive Management shall be further set out in their employment agreements.
- (d) In any case, each Board Member and each member of the Executive Management shall comply with the limitations on the maximum permissible number of mandates contained in the Articles.

5.5 Share Register

- (a) The Board of Directors appoints one or more persons as share registrar (the "**Share Registrar**"). The Share Registrar may be a third person, which may be an external company and does not need to be located in Switzerland.
- (b) The Share Registrar shall properly keep the share register. In particular, the Share Registrar shall deal with all technical aspects of the share register and, subject to the section below, assess whether an applicant meets the prerequisites for registration. If deemed appropriate, the Board of Directors may enter into agreements with the share registrar detailing his or her duties and responsibilities.
- (c) The Board of Directors may delegate to the Share Registrar or to one or several Board Members all other duties and responsibilities in connection with the keeping of the share register, such as the decisions:

- (i) to refuse registration with voting rights in accordance with the Articles;
- (ii) to deregister shareholders in accordance with the Articles due to a registration based on false information; and
- (iii) to enter into agreements with nominees in accordance with the Articles.

5.6 Final Provisions

- (a) These Regulations have been approved by the Board of Directors and shall enter into force on 25 April 2024.
- (b) The Board of Directors shall be entitled to issue implementing regulations to these Regulations.
- (c) As a general rule, these Regulations shall be reviewed and, if necessary, amended every two years at the first meeting of the Board of Directors following the annual General Meeting. Changes to the Regulations require the approval of at least two-thirds of the Board Members present at the respective meeting of the Board of Directors.

ANNEX 1: ORGANIZATIONAL CHART



**ANNEX 2:
COMPENSATION COMMITTEE CHARTER**

**ANNEX 3:
AUDIT COMMITTEE CHARTER**