

**ORGANIZATIONAL RULES OF  
AC IMMUNE SA  
(RÈGLEMENT D'ORGANISATION)**

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**1. BASIS**

Based on Art. 22 of the Articles of Association of AC Immune SA and Art. 716b of the Swiss Code of Obligations, the board of directors has issued these organizational rules ("Organizational Rules"). The Organizational Rules govern the internal organization as well as the duties, powers and responsibilities of the following executive bodies and persons of AC Immune SA ("Company"):

- the board of directors (the "Board");
- the chairperson of the Board (the "Chairperson");
- the honorary chairperson (the "Honorary Chairperson");
- the vice chairperson of the Board (the "Vice Chairperson");
- the committees of the Board (each a "Committee")
- the chief executive officer (the "CEO");
- the chief financial officer (the "CFO");

- the executive committee and its members (the "Executive Committee");
- the compensation, nomination and corporate governance committee of the Board (the "CNC"); and
- the audit and finance committee of the Board (the "AFC").

## **2. GENERAL PROVISIONS**

### **2.1 Duty of Care and Loyalty**

The members of the Board and the Executive Committee must perform their duties with all due care, and must safeguard and further the interests of the Company and its shareholders.

### **2.2 Duty of Confidentiality**

Each member of the Board and of Executive Committee must, at all times, keep strictly confidential all information relating to the Company of which the member has learned during the exercise of his/her duties, except information which is already in the public domain. This obligation continues after the expiration of the term of office or the resignation of the member. Confidential files and documents of the Company must be returned to the Company or, to the extent a return is impossible or impracticable and after having sought express permission from the Company, destroyed by the members at the latest on expiry of their term of office or their resignation.

### **2.3 Related Person Transactions**

No member of the Board or the Executive Committee shall participate in the deliberations and resolutions on matters which affect, or reasonably might affect, the interests of that member or of a person close to that member as further defined in the Related Person Transaction Policy. All transactions and agreements between the Company, a member of the Board or of the Executive Committee (or affiliated or related persons thereof) shall follow the Related Person Transaction Policy of the Board and, where applicable, shall be approved by the AFC.

### **2.4 Conduct and Conflict of Interest**

Each member of the Board and the Executive Committee must conduct herself/himself in full compliance with all applicable laws, rules, regulations and policies and may not commit illegal or unethical acts.

Each member of the Board and the Executive Committee should arrange his/her personal and business affairs so as to avoid, as far as possible, conflicts of interest with the Company.

Each member of the Board or the Executive Committee must inform the Chairperson (or in case of the Chairperson being conflicted, the Vice-Chairperson) without delay about any conflict of interest which arises (be it a personal direct or indirect interest or that of any closely related person or legal entity), including the nature and extent of such conflict. The Chairperson or Vice-Chairperson refers the matter to the entire Board for review and decision regarding the conflict of interest. The Board decides without participation (but after consultation) of the

person concerned, whether to exclude such a member from the deliberation and/or decision to be taken.

More specific rules regarding conduct and conflicts of interest are outlined in the Company's Code of Business Conduct and Ethics.

#### 2.5 Meetings' Location; Quorum; No Representation

Meetings may be held in any location determined by the Chairperson of the Board and of the respective Board Committees. Meetings may also be held and resolutions adopted by telephone or videoconference communication with access offered to all members of the Board or the respective Board Committee. Individual Board members may attend physical meetings exceptionally by telephone or video conference and will be deemed present.

Unless stated otherwise in these Organizational Rules, the quorum for any meeting shall be half of the duly elected members.

No quorum is required, and the presence of one member is sufficient, to record the implementation of a change in the share capital (including any increase, decrease or change of currency), to adopt a report on a capital increase and to pass resolutions regarding the corresponding changes of the Articles of Association.

A Board member who is not able to participate in a meeting of the Board or a Board Committee may neither be represented by another member of the Board nor by any other person.

#### 2.6 Resolutions

Resolutions shall be taken with the majority of the votes cast (abstentions not counted). In case of a tie, the Chairperson shall have no casting vote, meaning the resolution is not passed.

Resolutions may also be taken in form of a circular resolution (including by mail, e-mail or similar digital or electronic means) as determined by the Chairperson, unless one member of the Board requests an oral debate or a resolution by a meeting / conference call. Any Board member who wishes to object against taking a circular resolution shall request deliberations in a meeting as soon as possible and no later than three days after becoming aware of the proposed resolution. The passing of such circular resolution also requires the majority of the votes cast (abstentions not counted).

#### 2.7 Secretary and Minutes

The Board and Committees shall appoint a corporate secretary (the "Secretary"), who does not need to be a member of an executive body of the Company or an ad-hoc taker of minutes for each Board or Committee Meeting.

The Secretary reports directly to the Chairperson.

The Secretary or the designated taker of the minutes shall keep the minutes of meetings, which shall contain all resolutions adopted at the meeting. The minutes are signed by the Chairperson and the Secretary or taker of the minutes and are

to be approved at the next meeting of the respective body or via circular resolution.

#### 2.8 Participation of Non-Members

Persons who are not members of the Board, the Committees or the Executive Committee may participate in meetings of such bodies if their expertise is required and if they have been invited by the Chairperson of the body. Such persons shall not vote in any resolutions.

### 3. BOARD OF DIRECTORS

#### 3.1 Chairperson and Vice-Chairperson

The Chairperson is elected by the general meeting of shareholders (the "General Meeting") for a term of office until completion of the next ordinary General Meeting. If the office of the Chairperson is vacant, the Board shall appoint a new Chairperson from among its members for the remaining term of office.

The Board shall appoint the Vice Chairperson from among its members.

#### 3.2 Board Committees

The Board has established two standing Board Committees as further described below in section 7 and 8. The members of the AFC are appointed by the Board for a term of one year until the end of the next ordinary General Meeting. The members of the CNC are elected by the General Meeting for a term of one year until the end of the next ordinary General Meeting, except if any particular member resigns or is removed during the term. The Board may establish other permanent or non-permanent Board Committees from time to time as the Board deems necessary or appropriate to assist the Board in fulfilling its duties. Unless otherwise specified in these Organizational Rules or under US SEC Rules, the duties of such Board Committees will be established in a charter adopted by the Board.

Unless specifically stated otherwise in these Organizational Rules, any other Board-approved regulation or decision, or in the Board Committee Charters, neither Board Committees shall pass any resolutions, but rather prepare and recommend resolutions to be passed by the full Board.

#### 3.3 Term of Office

The term of office for each Board member ends with the completion of the next General Meeting, provided that he/she does not resign or is not replaced during his/her term. No member may serve on the Board for more than 9 consecutive terms of office or after having reached the maximum age limit of 75 years pursuant to article 20 para. 2 of the Articles of Association. When a Board member reaches any of these limits during his/her term of office, such term shall automatically extend to the next General Meeting. The Board may grant an exception to these limits if it concludes that, at the time of election or re-election, the respective Board member continues to add know-how or otherwise value to the Board and/or it is difficult to find a replacement. When proposing the respective Board

member for election or re-election by the General Meeting, the Board has to explain to the General Meeting why it granted such an exception.

### 3.4 Meetings

The meetings shall be called by the person designated by the Chairperson and shall be chaired by the Chairperson and in the event he/she is prevented from doing so, by the Vice Chairperson and in the event he/she is prevented from doing so, by any other member of the Board as often as required by the ordinary course of the business, but at least four times a year. In case of urgency, any member of the Board may request an immediate meeting. This request must be made as far in advance as possible. A statement of the reasons is necessary.

The yearly meeting calendar indicating the meeting dates shall be fixed prior to the start of the calendar year and circulated to the members of the Board. The meetings shall be formally called in writing (including by e-mail) at least one week prior to the meeting including the agenda and all material necessary for a proper preparation of the meeting.

If two thirds of all members of the Board agree to do so, they may also pass resolutions on matters which were not included in the notified agenda.

In urgent matters, when immediate action is required to safeguard the interests of the Company and where a regular Board resolution cannot be reasonably passed in due time, these formal requirements do not need to be met and the Chairperson has the power to take, together with the CEO or any other appropriate member of the Board or the Executive Committee, all decisions and actions which otherwise would be reserved to the Board. The Chairperson shall promptly inform all members of the Board of such decisions and actions and call a meeting in order to confirm and properly record such decisions and actions in the minutes at such Board meeting.

If the CEO is simultaneously member of the Board, the Board holds on an as needed basis discussions in Board meetings without the presence of the CEO. The matters to be addressed during such meetings shall be matters such as the collaboration of the members of the Board with the CEO and the Executive Committee.

### 3.5 Function and Powers of the Board

The Board has the power to make decisions on all matters which are not vested in the General Meeting or delegated to any other corporate body or person by Swiss law, US SEC Rules, the Articles of Association or these Organizational Rules.

The Board delegates management entirely to the CEO and Executive Committee, save for matters which are reserved to the General Meeting, the Board or another corporate body by Swiss law, the Articles of Association or these Organizational Rules.

The Board supervises, monitors and controls the management of the Company. The Board enacts guidelines for business policy and is regularly informed about the course of business.

Once per year the Board shall assess its proper performance as well as the performance of the CEO and Executive Committee.

### 3.6 Non-transferable and Irrevocable Duties

Pursuant to the Swiss Code of Obligations, the Board has the following non-transferable and inalienable duties:

- a) overall governance of the Company including formulating the vision, mission, values, strategy and planning priorities and approval of corporate governance policies and other documents on the basis of recommendations from the AFC on audit and finance matters, and from the CNC on all other matters;
- b) ensuring the appropriate organizational structure and processes to effectively and efficiently execute the agreed upon strategies and financial goals;
- c) arrange the accounting, financial control and financial planning principles and systems as required for management of the Company;
- d) appointing and dismissing the persons responsible for the management and the representation of the Company, and conferring or withdrawing signatory powers;
- e) supervision of the persons responsible for the management of the Company, in particular with regard to their compliance with the law and any industry regulations, stock exchange requirements including reporting frameworks and standards, Articles of Association, internal regulations and directives;
- f) preparing the annual and interim business reports (including financial statements), preparing the General Meeting and implementing its resolutions;
- g) approving the strategic plan and the financial medium-term plan as well as annual budget;
- h) passing resolutions to implement changes in the share capital, as far as they are within the competence of the Board (art. 653s para. 1 CO), as well as confirming changes in the share capital and amending the Articles of Association entailed therewith;
- i) preparing the compensation report, the report on non-financial matters pursuant to art. 964c CO and any other reports requiring Board approval under applicable law, and request approval by the General Meeting regarding compensation of the Board and the Executive Committee; and
- j) filing a motion for debt-restructuring moratorium and notifying the court (filing for bankruptcy) in the event that the Company is over-indebted.

### 3.7 Delegation of the Board's Duties and Competences

Annex 1 of these Organizational Rules describes the delegations of the Board's duties and competencies to the Board Committees, the Chairperson and the CEO, and the roles of each of these bodies and persons within the process for each delegated activity.

The CEO may determine the number and composition of the members of the board of directors of any subsidiary, branch or representation office of the Company, to comprise any member of the Executive Committee. Where an external director or representative is required to meet local legal or regulatory requirements, or where is otherwise advisable, the CEO will propose to the CNC one or more relevant candidates and the CNC will assess the suitability of such proposed candidate following the suitability criteria defined in the CNC Charter and locally applicable independence requirements, if any, and resolve on such external director or representative. The powers and responsibilities of the board of directors of subsidiaries of the Company and of branches and representation offices, will be mutatis mutandis those which are defined for the CEO in Annex 1 of these Organizational Rules.

### 3.8 Reporting and Right to Information

Every single member of the Board may at any time request information about all matters of the Company and presentation of the records and books to the extent such information is required to exercise the Board member's, the Chairperson's, the chairperson of the AFC or the CNC's mandate.

In each meeting, the Board is to be informed by the CEO and Executive Committee concerning the routine course of business and the more important business events of the Company and its subsidiaries. The CEO must report extraordinary events immediately to the members of the Board.

Where required for the performance of their duties, any Board member may request the Chairperson to have books of account and documents made available to them for inspection. If the Chairperson rejects a request for information, hearing or inspection, the Board shall decide whether to grant such request.

### 3.9 Signatory Powers

The Board regulates the signatory power of the Company and grants such authorizations; it shall generally only grant signatory power so that two authorized signatories are required to sign together. For new financial commitments to be made towards contract research organizations and contract manufacturing organizations which, in aggregate, are below an amount of CHF 50'000 and have been approved by a digital system following a systematic process with the review and approval of pre-defined internal stakeholders, such financial commitments do not require a joint signature, and may be entered into on the basis of a single signature or even unsigned digital purchase orders issued by the Company.

### 3.10 Remuneration

As remuneration of the above stated obligations and responsibilities of the Board, the members of the Board shall receive a fixed annual board fee, independent of the business results. The members of the Board may also be eligible for a variable compensation, such as restricted stock units and/or stock options, if such variable compensation is within the maximum amount of compensation approved by the General Meeting.

Special services rendered by individual members, in particular the activity of the specifically delegated members of the Board pertaining to the management or

supervision may be rewarded by the Board in an appropriate manner as long as this is covered by the maximum amount of compensation approved by the General Meeting.

#### **4. THE CHAIRPERSON**

The Chairperson of the Board, and in his/her absence or incapacity, the Vice-Chairperson, shall have the following duties and powers:

- a) prepare, call and chair the Board meetings, including organize the agenda and the meeting materials provided to the Board members in advance of the meetings;
- b) chair the General Meetings;
- c) supervise the execution of the resolutions adopted by the Board or the General Meeting;
- d) ensure the information and reporting by the CEO and Executive Committee;
- e) any other matters assigned or delegated to the Chairperson by law, the Articles of Associations, these Organizational Rules or Board resolutions;
- f) initiate and manage the process for the Board's self-assessment and the Board Committees' and Executive Committee's assessments;
- g) serve as primary contact person to receive disclosures of Related Person Transactions involving directors or shareholders.

#### **5. THE HONORARY CHAIRPERSON**

The Board may grant the title of Honorary Chairperson to an esteemed long-standing Chairperson or CEO who has resigned. The Honorary Chairperson is not a Board member and has no rights or duties of a Board member. He/she is not entitled to receive any compensation.

#### **6. THE CEO**

##### **6.1 Basic principle**

The CEO chairs and leads the Executive Committee. The CEO assists the Chairperson to prepare the meetings of the Board and implements its resolutions. The CEO can be a Board member or not a Board Member. If the CEO is a Board member, he/she can neither be member of the CNC nor of the AFC.

The CEO is vested with all powers necessary for the performance of his/her duties, subject to the constraints of the overall budget.

##### **6.2 Appointments**

The CEO is appointed and dismissed by the Board, based on the proposals of the CNC. The employment terms of CEO are determined by the Board upon proposal of the CNC.

### 6.3 Responsibilities and Duties

The CEO shall be responsible for/to:

- a) the development of the business concept and the strategy of the Company to the attention of the Board;
- b) the operative management of the Company together with the Executive Committee;
- c) the organization and direction of the Executive Committee, in particular, coordinate the activities of the Executive Committee with reference to the business of the Company;
- d) the financial results of the Company;
- e) the implementation of the strategic orientation and other resolutions determined by the Board;
- f) ensure that the passed resolutions are assigned to the individual members of the Executive Committee for execution and monitor the implementation of such resolutions;
- g) represent the Company vis-à-vis the shareholders and maintain the relations with shareholders and investors in concert with the Chairperson;
- h) represent the Company vis-à-vis the public and media, in concert with the Chairperson; and
- i) the compliance with all legal requirements of the capital markets (he/she may delegate this responsibility to the CFO and the legal function).

### 6.4 Reporting to the Board of Directors

The CEO reports regularly, e.g. in each Board meeting, to the Board on current business and important business developments. The members of the Board must be informed immediately of any extraordinary developments.

## 7. THE EXECUTIVE COMMITTEE

### 7.1 Principles

The Executive Committee consists of the CEO and any other C-level executive officer appointed by the Board.

### 7.2 Minutes

Minutes of meetings, which shall contain all resolutions adopted at the meeting as well as any action items, shall be kept. The minutes are signed by the CEO and the taker of the minutes and are to be approved at the next meeting of the respective body or via circular resolution.

### 7.3 Appointments

The members of the Executive Committee are appointed or dismissed by the Board after evaluation by the CNC on the basis of the CEO's proposals.

The employment terms of the members of the Executive Committee are determined by the Board upon proposal of the CNC.

#### 7.4 Duties and responsibilities

The CEO is responsible for the organization and mode of operation of the Executive Committee. Accordingly, duties and responsibilities within the Executive Committee are determined by the CEO. Within the scope of these Organizational Rules, the members of the Executive Committee (other than the CEO) take over individual tasks and are individually responsible to the CEO for the performance of the tasks allocated to them.

The CFO shall be responsible for implementation and monitoring of the Investment Policy enacted by the Board.

Each member of the Executive Committee has the right to have his/her views heard directly by the Board.

#### 7.5 SEC Filings

SEC Rules mandate the approval, signing and publication of selected filings (such as our annual report filed on Form 20-F) by the CEO and the CFO. Insofar, these duties are delegated to such executives within the Board's or the AFC's supervision.

#### 7.6 Incapacity of CEO

If, and so long as, the CEO is incapacitated, the Chairperson shall assume the function of the CEO until the Board designates another member of the Board or the Executive Committee to assume the duties of the CEO.

### **8. COMPENSATION, NOMINATION AND CORPORATE GOVERNANCE COMMITTEE**

#### 8.1 Tasks of the CNC

The CNC lays down guidelines for selecting candidates for election or re-election as members of the Board, its Committees and the Executive Committee, and makes arrangements to select such candidates.

Further, the CNC lays down guidelines for the remuneration of the members of the Board, the CEO and the Executive Committee, and shall submit these to the Board for approval. It shall make recommendations to the Board as to the overall package of remuneration, which corresponds to performance and market, in order to attract and retain persons with the necessary skills and character. It recommends to the Board the approval of the compensation report of the Company. It also administers the Company's Compensation Recoupment Policy and makes resolutions on potential recoupments of compensation following determinations made in line with that policy.

#### 8.2 Constitution of the CNC

The CNC shall consist of at least 2 members, who are elected by the General Meeting. The Board appoints the chairperson of the CNC from the members elected by the General Meeting.

### 8.3 Removal of a CNC Member

The Board may decide to remove a member of the Board from the CNC if such member, in the discretion of the Board, is deemed to no longer meet the requirements to properly fulfill his/her duties as a member of the CNC.

### 8.4 Substitute members of the CNC

In case a seat in the CNC becomes vacant (due to withdrawal of the CNC member or removal by the Board as a result of the inability of a CNC member to further properly fulfill his/her duties), the Board may appoint from amongst its members another member to the CNC for the remaining term of office. If the CNC has less than two members, the Board must appoint another member to the CNC from among its members for the remaining term of office.

### 8.5 Information for the Board

The chairperson of the CNC informs the members of the Board on a regular basis and notifies extraordinary incidents immediately. In fulfilling its responsibilities, the CNC has unrestricted access to the Company's management, employees, books and records, and may consult with outside advisors.

## **9. AUDIT AND FINANCE COMMITTEE**

### 9.1 Tasks of the AFC

The AFC makes an independent assessment of the quality, independence and performance of the external auditors, as well as of the quality of the annual financial statements and their compliance with the applicable reporting standards.

In particular, the AFC has the following tasks:

- a) assess the effectiveness and independence of the external auditors (the statutory auditors and group auditors) and the internal auditors;
- b) assess the effectiveness of the cooperation between external and internal auditors;
- c) make a quality assessment of the risk management framework and the implementation thereof and gauge whether compliance with rules and regulations is being adequately monitored within the Company;
- d) decide upon audit work outside the regular audit of the yearly accounts, including operational audits and system audits;
- e) critically review the individual and consolidated financial statements and discuss these with the chief financial officer and, separately with the responsible person(s) of the external auditors;
- f) recommend the individual and consolidated financial statements to the Board for presentation to and approval by the General meeting of Shareholders; and
- g) approve on behalf of the Board, the quarterly financial statements.

## 9.2 Constitution of the AFC

The AFC shall consist of 3 to 4 members, who are recommended to the Board by the CNC Committee.

The Board appoints the members of the AFC and the chairperson of the AFC who shall be a Board member other than the Chairperson and may remove any member of the AFC in its sole discretion.

## 9.3 Information for the Board

The chairperson of the AFC informs the members of the Board on a regular basis and notifies extraordinary incidents immediately.

## 10. INDEMNIFICATION

As far as is permissible under applicable law and the Articles of Association, the Company shall indemnify any current and former member of the Board and of the Executive Committee, and any person who is serving or has served at the request of the Company as a member of the Board or member of the Executive Committee of the Company and of any of its subsidiaries, branches or representation offices (each individually, a "Covered Person"), against any expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal or administrative, to which he or she was, is, or is threatened to be made a party, or is otherwise involved (a "Proceeding").

This provision shall not indemnify any Covered Person against any liability arising out of

- a) any fraud or dishonesty in the performance of such Covered Person's duty to the Company, or
- b) such Covered Party's conscious, intentional or willful or grossly negligent breach of the obligation to act honestly and in good faith with a view to the best interests of the Company.

Notwithstanding the preceding sentence, this section shall not extend to any person holding the office of auditor or special auditor of the Company.

The particulars of the Indemnification shall be regulated in an Indemnity Agreement between the Company and the Covered Person.

## 11. RESTRICTIONS ON TRADING IN COMPANY SHARES

The Board shall enact an insider trading policy which shall be mandatory for the Members of the Board of Directors, the Executive Committee and all other persons mentioned therein.

## 12. CODE OF BUSINESS CONDUCT AND ETHICS

The Board shall enact a Code of Business Conduct and Ethics which shall be mandatory for all persons mentioned therein.

## ANNEX 1 - BOARD, BOARD COMMITTEES, AND EXECUTIVE COMMITTEE RESPONSIBILITIES

### Key

A	Approval
P	Proposal
D	Decision
M	Monitoring
C	Consultation
I	Information

Topic	BoD	AFC	CNC	CEO	Chair BoD
Strategy - Vision and Mission - Strategy plan	D D			P P	P C
Mergers, Acquisitions of shares or of business assets as going concerns, Business divestments, Partnerships, Alliances, Licencing - Transaction size and/or NPV > 10 million - Transaction size and/or NPV < 10 million	D I	C		P D	C C
Stock-exchange listings and de-listings	D	C		P	
Consolidated operating and CAPEX budgets	D	M		P	
Approval of budgeted operating costs and deviations < 2.5% of budgeted operating costs. Approval of deviations > 2.5% of budgeted operating costs	I D	M M		D P	
Non-budgeted operating expenditures > 500'000	D	M		P	
Approval of budgeted CAPEX and deviations < 500'000 Approval of deviation > 500'000	I D	M M		D P	
Non-budgeted CAPEX > 250'000	D	M		P	
Hiring, dismissal and promotion: - of CEO - newly hired C-level executive officers - existing C-level executive officers	D D D		P P P	P P	C C C
Organisation and structuring of the management	D		M	P	
Guidelines for compensation and benefits : - of CEO and Executive Committee - other employee benefits, employee pension fund	A		P D	P P	
Approve compensation of CEO and Executive Committee	D		P		
Compensation Report	D	I	P		
Litigation and settlement of sums of: - CHF 500'000 and above - CHF 100'000 – 500'00 - CHF 50'000 - 100'000	D I	M I		P D D	

**13. FINAL PROVISIONS**

These Organizational Rules were adopted by the Board and entered into force upon the listing of the shares of the Company at NASDAQ and were last amended at the date written below. In individual cases, the Board of Directors may at any time adopt resolutions which deviate from these Organizational Rules. In the event of general changes, it should amend these Organizational Rules.

Approved by the Board of Directors on 11 June 2026


Chairperson of the Board:



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Martin Zügel

Secretary of the Board:



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Matthias Maurer

<b>Topic</b>	<b>BoD</b>	<b>AFC</b>	<b>CNC</b>	<b>CEO</b>	<b>Chair BoD</b>
Approval of financial reports: - Annual Financial report for submission to AGM - Q1-Q3 Quarterly financial reports Approval, signature and filings to the SEC with a material financial impact	D I	P D M <sup>1</sup>		P P D <sup>1</sup>	
Capital raising activities: - Borrowing, Guarantees, collateral, securities etc. o New borrowing or increase in credit lines in excess of 500'000 o Refinancing o Indemnifications outside ordinary course o Indemnifications within ordinary course - Equity raising activities, follow-up financing	D  D D	M  D C		P  P D P	
Treasury policy	I	D		P	
Risk management policy	I	M		D	
Signatory Powers: - Signatories registered in Commercial Register - General Powers of Attorney - Ad hoc powers of Attorney - Signature Policy	D D  I			P P D D	
Branches, subsidiaries, agencies, administrative or representation offices and corporate restructurings  Composition of board of directors and officers of subsidiaries, branches, agencies, rep offices with internal personnel  External directors for subsidiaries or branches  Corporate Governance policies and other documents designated by CNC for approval by Board  Audit and finance policies	D   I D D		D P	P  D C C	
Joint venture or partnership or equity interest in another company exceeding CHF 500'000.	D			P	
Real estate and lease with yearly of more than CHF 200'000 or six years of duration;		D		P	
Any mortgage, lien, encumbrance etc. over any of the Company's IP assets: - Indemnifications outside ordinary course - Indemnifications within ordinary course	D			P D	
Obligations and agreements entered into outside the ordinary course of business: - Commitments > 250'000 or > 1 year - Commitments < 250'000 or < 1 year	D			P D	
Propose resolutions to the General Meeting	D	P	P	P	
Compensation of Board after approval by the General Meeting;	D		P		

<sup>1</sup> Depending on mandatory SEC Rules

<b>Topic</b>	<b>BoD</b>	<b>AFC</b>	<b>CNC</b>	<b>CEO</b>	<b>Chair BoD</b>
Adopt and amend equity awards plans	D		P		
Claw-back Policy: - Restatement of Financial Statements - Operational management of actual Claw-back initiatives	D I	P I	D	C P	
Related Person Transactions with a member of the Board, the Executive Committee or a shareholder or a person related thereto: - Review Policy annually and update as applicable - Approve individual Related Person Transactions	D	P D	P	P	P
Board self-assessment and CEO assessment <sup>2</sup>	I		C		P
SEC Filings without material financial impact				D	
Adoption and amendments of Committee Charters: - CNC Charter - AFC Charter	D D	P	P	C C	C C

<sup>2</sup> The Chairperson may request the self-assessment process indicatively on a bi-annual basis and presents the report to the CNC. The Board is informed of the summary of findings