



medmix Ltd, Baar

February 22, 2024

**ORGANIZATIONAL REGULATIONS OF THE BOARD OF DIRECTORS OF MEDMIX LTD, Baar**  
(hereinafter "the **Company**")

In accordance with Art. 23 of the articles of association ("**Articles**") of the Company, the board of directors ("**Board**") of the Company hereby issues the following regulations:

**I. Board of Directors**

**Art. 1**

The Board can pass resolutions with respect to all matters not assigned to another corporate body (*Organ*) of the Company by the law, the Articles or these organizational regulations ("**Regulations**").

The Board designates an audit committee ("**Audit Committee**") and can, at its discretion, establish further committees. Furthermore, the Company has a nomination and remuneration committee ("**Nomination & Remuneration Committee**") whose members are elected by the Company's general meeting of shareholders. The Board issues the respective committee regulations.

In accordance with Art. 23 of the Articles, the Board delegates the management of the Company to the chief executive officer ("**CEO**") and the executive committee ("**Executive Committee**") as far as not otherwise provided for by the law, the Articles or these Regulations.

The Board assigns signatory powers on behalf of the Company.

**Art. 2**

The Board meets as often as required for business purposes. Meetings are convened by the chairperson or by written request (e-mail sufficient) of a Board member. Board meetings are also to be held when requested by the CEO.

Board meetings are convened by written invitation (e-mail sufficient) including the proposed agenda.

Board meetings dealing with the budget, three-year planning and the accounts are attended by the Executive Committee members in an advisory role. Other Board meetings are generally attended

by the CEO, the chief financial officer ("**CFO**"), and the company secretary of the Board ("**Company Secretary**") in an advisory role. The attendance of other persons with specialized knowledge may also be requested whenever necessary.

Board meetings are presided over by the chairman, or in case of absence by the vice-chairman (if existing) or another member of the board.

Shareholders of the Company that are subject to sanctions by the United States of America or the Swiss Confederation, which prevent or materially impede business activities or financial transactions of those shareholders in those countries, are only allowed to propose for election a minority of the members of the Board as long as they are subject to those sanctions. In any Board meeting, the Board members so proposed may only represent a minority of the Board members participating.

Resolutions must be passed by a quorum comprising at least half the members of the Board. Resolutions are passed by majority of the votes cast; in case of voting parity, the chairperson holds the casting vote.

Board resolutions may also be passed by circular ballot or in electronic form unless a debate is requested by a Board member. Circular ballot or electronic resolutions are passed by voting majority of all board members.

No quorum is required if the meeting is called to take resolutions providing for the amendment and ascertainment in connection with capital changes.

All Board resolutions are recorded in the minutes of the respective meeting. These are to be signed by the chairperson of the meeting and the keeper of the minutes and are to be approved by the Board.

### **Art. 3**

Board members' rights of inspection and information are governed by Art. 715a of the Swiss Code of Obligations ("**CO**").

Each member of the Board is entitled to request and receive information on all Company matters.

At Board meetings, all Board members and person(s) entrusted with the management of the

Company are obliged to provide information on Company matters.

Whenever possible, requests for information and inspection are to be submitted to the chairperson of the Board prior to the respective meeting.

Outside of Board meetings, any Board member may request from the person(s) entrusted with the management of the Company information concerning the course of the business and, with the authorization of the chairperson of the Board, also information on specific matters.

To the extent necessary for the fulfilment of a duty, any member may submit a request to the chairperson of the Board to be shown the books and the files of the Company.

Should the chairperson of the Board reject any such request for information, hearing or inspection, the matter shall be referred to the Board for a decision by the Board at its next meeting.

#### **Art. 4**

No person may be elected as member of the Board if he or she has attained the age of seventy. However, the Board may, under special circumstances, grant an exception from this rule and propose to the shareholders to elect a Board member exceeding such age limitation. No Board member shall, however, hold office beyond the year when the respective member attains the age of seventy-three.

#### **Art. 5**

The Board exercises the following non-transferable and inalienable duties according to Art. 716a CO:

1. The ultimate direction of the business of the Company and the issuing of the necessary instructions;
2. The determination of the organization of the Company;
3. The organization of accounting, financial control and financial planning;
4. The appointment and removal of persons entrusted with the management and representation of the Company;

5. The ultimate supervision of persons entrusted with the management of the Company, in particular with respect to their compliance with the law, the Articles, regulations and instructions;
6. The preparation of the business report, the compensation report and, if applicable, the report on non-financial matters pursuant to Art. 964c CO as well as the preparation of the general meeting of shareholders, and the implementation of its resolutions;
7. The submission of a petition for debt-restructuring moratorium and the notification of the court in case of over-indebtedness; and
8. Other powers and duties reserved to the Board by law or the Articles.

The competence of the Board includes in particular:

#### **A. Elections**

1. Election/removal of the vice-chairperson and Company Secretary;
2. Election of the chairperson of the Board from among its members in the event of a vacancy;
3. Election/removal of the members of the Audit Committee and other Board committees other than the Nomination & Remuneration Committee (if any), including their respective chairpersons;
4. Election/removal of the chairperson of the Nomination & Remuneration Committee;
5. Election of the members of the Nomination & Remuneration Committee from among its members in the event of a vacancy;
6. Election/removal of the CEO and members of the Executive Committee (the latter according to proposal by the CEO), including assignment of their respective titles and powers of attorney as well as approving mandates and official representations outside the Company (e.g., memberships in trade associations) of the CEO and other members of the Executive Committee;
7. Election of the independent proxy if the Company does not have an independent proxy; and
8. Removal of the independent proxy if he no longer meets the independence requirements.

## **B. Business and corporate matters**

1. Approval of budget and three-year planning proposals by the Executive Committee;
2. Receipt of reports from the CEO on corporate business developments;
3. Assessment of business activities by the corporate subsidiaries with far-reaching consequences for the Company or the group;
4. Scrutiny of the internal auditing system (including risk management) as well as the observation of the principles of compliance and the execution of the necessary measures;
5. Decision-making regarding significant changes to the product range;
6. Decision-making on fundamental changes to the corporate organization as well as regarding (i) founding and funding of subsidiaries with equity (book value) exceeding CHF 10 000 000 and (ii) capital increases exceeding CHF 10 000 000;
7. Decision-making regarding the set-up of operational subsidiaries in countries which are not explicitly stated in any strategic plan (three-years plan) or which are on a sanction list from either Switzerland, the EU or the US, as well as countries listed by the OECD as uncooperative tax haven countries;
8. Decision-making regarding the acquisition or divestiture of financial participations exceeding the threshold of CHF 20 000 000 in consideration paid or received. Notwithstanding the above, the Board has to be informed about every significant acquisition or divestiture;
9. Decision-making with regard to engagements in minority participations and joint-ventures exceeding CHF 20 000 000 in consideration paid;
10. Decision-making regarding non-budgeted restructuring costs exceeding CHF 10 000 000;
11. Decision-making regarding raising and granting of loans from/to financial institutions: (i) with a maturity term less than 12 months, exceeding an individual sum of CHF 30 000 000; and (ii) with a longer maturity term, exceeding an individual sum of CHF 20 000 000,
12. Decision-making regarding the granting of loans to third parties exceeding CHF 5 000 000 per case;
13. Decision-making regarding the approval of purchases, sales or collateralizations of real estate exceeding CHF 10 000 000 in the higher of net book value or selling price;
14. Approval of capital expenditures, including purchases as well as leases of machineries and

equipment, exceeding CHF 10 000 000;

15. Decision-making with regard to senior executive compensation policy (remuneration systems, share-based payment plans) and executive committee members' compensation policy as well as compensations within the limitations set by the articles of association and the maximum aggregate amount of compensation approved by the general meeting of shareholders;
16. Pursuance of succession planning of the CEO and members of the Executive Committee, and assessment of potential with regard to senior management staff;
17. Approval of expenses for consulting services, legal services or IT/digital services exceeding CHF 3 000 000 (per case) if outside of budget;
18. Approval of new corporate insurance programs or material changes of existing programs with annual premiums exceeding CHF 1 000 000 if outside of budget;
19. Approval of settlements of pending litigations with EBIT or cash impacts exceeding CHF 5 000 000 per case;
20. Approval of the Company's position as the employer regarding agreements for individuals or changes to existing plans that involve Executive Committee members;
21. Approval of research and development proposals exceeding CHF 5 000 000 per project;
22. Approval of orders and contracts exceeding CHF 10 000 000;
23. Approval of framework agreements and development projects with customers with an expected contract value exceeding CHF 20 000 000 (CHF 35 000 000 for the business segment Drug Delivery) or a term exceeding 5 years (10 years for the business segment Drug Delivery);
24. Approval of claims by customers, release of warranty work and payment of liquidated damages or penalties exceeding CHF 2 000 000 per case;
25. Approval of contracts not compliant with the "The Contract Rules Applicable to the Formation of Sales and Services Contracts" with a risk exposure exceeding CHF 3 000 000;
26. Approval of corporate authority and approval procedures (e.g., competence regulations) according to Art. 8 par. 3 of these Regulations;
27. Approval of treasury policy for corporate treasury;
28. Decision-making regarding buying or selling of shares of the Company either directly ("spot") or through derivatives (e.g., calls/puts) excluding transactions related to formerly approved

- employee share-based payment plans;
29. Assignment of signatory powers to be entered in the commercial register according to the law, the Articles and these Regulations;
  30. Decision-making with regard to changes of share capital and the legally required revisions to the Articles in case of changes in the Company's share capital;
  31. Decision-making with regard to entries in the share register (including nominees), the cancellation with retrospective effect of entries made on false pretenses, and the issuance of respective regulations;
  32. Decision-making with regard to the expansion or limitation of business activities within the framework of Art. 2 of the Articles;
  33. Decision-making on all business matters submitted to the Board by the chairperson, the Audit Committee, the Nomination & Remuneration Committee, other Board committees, or the CEO;
  34. Determination of the venue for the general meeting of shareholders and convocation of the same (Art. 12 of the Articles of association);
  35. Preparation of motions and approvals with regard to all business matters handled by the general meeting of shareholders;
  36. Determination of special publication organs (Art. 38 of the articles of association);
  37. Decision-making with regard to the remuneration of Board members within the limitations set by the Articles and the maximum aggregate amount of compensation approved by the general meeting of shareholders; and
  38. Approval of agreements under the Swiss merger act.

## **II. Chairperson of the Board**

1. The chairperson of the Board is elected by the general meeting of shareholders as leader of the Board. In addition to his or her legal and statutory duties, he or she also carries out those tasks delegated to him or her by the Board. He or she can also pass decision regarding business policy matters handled by him or her together with the Executive Committee.



2. The chairperson of the Board also has the following competences:
- a) Decision-making on urgent business matters within the competence of the Board, and immediate orientation of the same;
  - b) Preparation of motions for the election/removal of Board members and the CEO;
  - c) Establishment of detailed conditions for new issues of share capital and debenture bonds or the like, as far as such competence has not been delegated to the Executive Committee; and
  - d) Approval of the acceptance of mandates of members of the Executive Committee outside the Company and its group as well as of governmental/ministerial positions.

### **III. Committees of the Board**

#### **Art. 7**

The Board designates an Audit Committee and can, at its discretion, establish further committees from among its members. The members of the Nomination and Remuneration Committee are elected by the ordinary general meeting of shareholders. The membership and tasks of these committees are established in the respective regulations, within the limitations set by the Articles.

### **IV. Executive Committee**

#### **Art. 8**

The Executive Committee comprises several members led by the CEO. Besides the official Executive Committee members, the CEO may include other direct reports into his or her management team and, consequently, include these functions into meetings in which the Executive Committee participates.

The CEO submits proposals to the Board with regard to election/removal of the other Executive Committee members.

Subject to the law, the Articles and these Regulations, the CEO is invested with all necessary powers and competences for the executive management of the Company. He or she delegates certain powers to the members of the Executive Committee or other subsidiary bodies according to a competence regulation subject to approval by the Board. The CEO can designate a deputy for handling executive matters.

The other members of the Executive Committee support the CEO in working out and implementing the corporate strategy. They are primarily in charge with the management area allocated to them, for which they individually take executive responsibility.

The CEO ensures the adequate reporting to the Board and the chairperson of the Board; he or she is responsible for preparing all proposals to be submitted by the Executive Committee. The Board must be informed at every meeting with regard to current business developments and corporate business matters of key importance. Extraordinary events with far-reaching consequences must be immediately reported by circular memorandum to the chairperson of the Board and its members.

## **V. Outward representation**

### **Art. 9**

Dual collective signatory powers are held by the chairperson and the vice-chairperson (if existing) of the Board, and by any other Board members so designated by the Board.

The Board determines and assigns all other signatory powers, exclusively on a dual collective basis.

## **VI. Other regulations**

### **Art. 10**

The tasks and functions of all bodies within the Company are governed by these Regulations, the "Delegation of Authority (DOA) and Approval Procedures" based on these Regulations as well as all other applicable regulations such as but not limited to the "Securities Trading, Public Disclosure and Reporting Regulation" as well as the "medmix Code of Business Conduct".

#### **Art. 11**

All members of a corporate body of the Company are obliged to keep secret and not to disclose to third parties any confidential knowledge acquired by them during the course of duty.

All confidential documents must be returned no later than per end of term of office.

#### **Art. 12**

All members of the Board and of the Executive Committee are obliged to avoid potential conflicts of interests. In case of potential conflicts of interest, the members of the Board and of the Executive Committee are obliged to abstain from the deliberations and decision-making and to ensure that they do not receive any confidential information or documentation with respect to such matter causing the potential conflict of interest.

A member of the Board or of the Executive Committee, who has a potential conflict of interest in a matter which involves the Company, shall immediately disclose such potential conflict of interest. Disclosure must be made (i) by the chairperson of the Board to the vice-chairperson of the Board (if existing) or to the chairperson of the Audit Committee, (ii) by a Board member or by the CEO to the chairperson of the Board and (iii) by a member of the Executive Committee to the CEO.

A potential conflict of interest arises if a member of the Board or of the Executive Committee has a special interest with respect to a matter, due to the fact that the member of the Board or the Executive Committee or a related person has a financial or non-financial interest in, or is otherwise closely linked to, the matter, and such interest is of such significance to the member of the Board or the Executive Committee or a related person that it could reasonably be expected to interfere with the judgment of the member of the Board or the Executive Committee in question.

These Regulations were approved by the Board and enter into force on February 22, 2024, and replace any and all previous organizational regulations. They can be revised at any time by the Board.

For the board of directors:

Rob ten Hoedt



Chairman

Marco Musetti



Vice-Chairman