

Organizational Regulations

Siegfried Holding AG



July 6, 2023

1. Siegfried Holding AG and the Siegfried Group

Siegfried Holding AG is the parent company of all Siegfried companies and majority shareholdings of the Siegfried Group. It is a financial and strategic holding company that aspires toward lasting entrepreneurial independence.

The Siegfried Group's work is guided by its mission to "take the precious innovations of its pharmaceutical customers to industrial scale, with mastery of science and technology, and manufacture safe drugs for patients worldwide". In this, it is pursuing its vision of becoming the strongest team with the most competitive network by being the most trusted partner of the pharmaceutical industry and the global leader in the CDMO space, in line with its central corporate values of excellence, passion, integrity, quality and sustainability.

In light of the above-mentioned mission, vision and corporate values, Siegfried Holding AG defines clear corporate goals for its operating companies and decides on global investment budgets. It monitors and manages compliance with targets.

Siegfried Holding AG is listed on SIX Swiss Exchange and manages investor relations accordingly.

2. Structure of the Siegfried Group

The Siegfried Group is organized by a management structure and a legal structure. As far as management responsibility and chain of command are concerned, the management structure takes precedent.

2.1 Management structure

The management levels of the Company are:

- The Board of Directors
- The Chairman of the Board of Directors
- The Executive Committee, headed by the Chief Executive Officer (CEO)

The level of the "**Board of Directors**" consists of the Board of Directors of Siegfried Holding AG. The Board of Directors decides on group strategy, the allocation of resources and the structure of the Siegfried Group. It is also responsible for drafting the principles of the Siegfried Group's organization (e.g., holding vs. parent company structure, divisional vs. functional organization), the strategic goals, the accounting system, the financial controlling, internal audit, risk management, financial planning and sustainability. It defines and fosters the culture of the Siegfried Group. The Board of Directors delegates the responsibilities for the executive management of the Siegfried Group to the CEO, to the extent the Board of Directors does not itself assume these or assigns them to the Chairman of the Board of Directors in line with these Organizational Regulations.

The level of the "**Chair of the Board of Directors**" is comprised of the independent Chair of the Board of Directors to be elected by the General Shareholders' Meeting. He/she initiates, coordinates and monitors the strategic processes in the Siegfried Group and set out the strategic goals of the Board of Directors in concrete terms. He/she defines the targets of the CEO and conducts a performance and target achievement review with him/her every six months.

The level of the "**Executive Committee**" comprises the CEO, the CFO and the committee's other members. The CEO chairs the Executive Committee. It bears responsibility for the management and the results of the Siegfried Group. The CEO is supported in the exercise of his/her duties by the Chair of the Board of

Directors. The CEO is responsible for defining the organization of the Executive Committee and the operational management structure. .

2.2 Legal structure

Legally, the Siegfried Group consists of Siegfried Holding AG and its Group companies. The Siegfried Group companies are organized and managed in line with the respective legal and statutory provisions applicable to such companies. The highest management body of the operational Group companies generally include, subject to local laws, the CFO of the Siegfried Group, the General Counsel of the Siegfried Group and the local Site Head of the relevant Siegfried company.

2.3 Management principles

Each business unit and each entity has at its disposal the powers necessary for proper decision-making within the respective sphere of responsibility.

The bodies generally delegate their duties and powers to the lowest possible hierarchical business units capable of making an appropriate decision based on their knowledge and experience of the relevant task, unless mandatory statutory regulations, the Articles of Incorporation or other regulations stipulate a non-transferable powers and responsibilities.

The Board of Directors and all executive bodies may intervene in the duties and powers of bodies subordinate to them hierarchically and encroach on business within the remit of these bodies on a case by case basis or as part of general powers reserved.

3. Board of Directors

3.1 General

The Board of Directors constitutes itself. The Chair is elected by the General Shareholders' Meeting, and the Vice Chair is elected during the constituent meeting of the full Board of Directors. At the request of the Chair the Board of Directors also appoints a secretary; this individual does not need to be a member of the Board of Directors.

The Board of Directors designates a minute-taker, generally the secretary of the Board of Directors.

The Chair of the Board of Directors and the majority of the members of the Board of Directors are independent. Independent members refer to non-executive members of the Board of Directors who have never been or have not been a member of the Executive Committee for more than five years and who have had no or only relatively minor business relations with the Company. In the event of cross-membership on boards of directors, the Board of Directors will examine independence on a case-by-case basis.

Each member of the Board of Directors is under obligation to resign their seat at the next ordinary General Shareholders' Meeting following their 72nd birthday at the latest. The Board of Directors may adopt an exception for the Chair of the Board of Directors and, where applicable, honorary chair of the Board of Directors.

The compensation for members of the Board of Directors is determined annually by the General Shareholders' Meeting at the request of the Board of Directors.

3.2 Confidentiality

The negotiations of the Board of Directors are confidential. Each member of the Board of Directors is under obligation to treat all information that is not public relating to financial position, the course of business, strategy, technology, intellectual property, staff in key positions or other affairs of comparable importance of the Siegfried Group confidentially and to refrain from passing this information on to third parties or employees of the Company, unless the Board of Directors has resolved that this information may be disclosed.

On termination of their seat on the Board of Directors of the Company, the members of the Board of Directors are obliged to return to the secretary, destroy or securely retain for the duration of the statutory record retention period at the longest all confidential documents and records relating to the Siegfried Group, and they will continue to be bound by the principles of confidentiality outlined in the paragraph above afterwards.

3.3 Handling conflicts of interest

Wherever possible, members of the Board of Directors must avoid situations where their personal or financial interests or the interests of third parties represented by them potentially conflict with the interests of the Siegfried Group.

In the event of potential or existing conflicts of interest, the member in question must alert the Chair (or, in the case of the Chair, the Vice Chair) to this circumstance immediately, disclosing all facts necessary to assess the situation. The Chair or Vice Chair will inform the Board of Directors and request a decision from the Board of Directors commensurate with the severity of the conflict of interests as to how the conflict should be addressed generally or in the specific case at hand in order to protect the interests of the Company; the Board of Directors will make a decision in the absence of the member in question. A conflict of interest does not release the member in question from their obligation to provide the Board of Directors with the information necessary for assessing the facts of the situation.

The measures to be decided may involve the member in question being excluded from the vote and/or the discussion regarding the matter or any other measure aimed at protecting the interests of the Company to the best degree possible. Any potential exclusion from the vote/discussion of members of the Board of Directors must be properly recorded in the minutes.

If a member of the Board of Directors intends to take up a new mandate in a listed company outside of the Siegfried Group, it must inform the Chair of the Board of Directors of this immediately. The acceptance of any such mandate requires the prior approval of the Board of Directors. Such approval will generally be granted if (i) the member of the Board of Directors is still able to dedicate sufficient time to its engagement as a member of the Board of Siegfried Holding AG and (ii) the additional mandate do not exceed the limits defined in the Articles of Incorporation.

A member of the Board of Directors or any proposed member of the Board of Directors may not hold a mandate or join the Board of Directors of a third party, or act in any other role for or on behalf of a third party, whose business activities are in competition with any material business activities of the Company.

The Board of Directors may waive the restrictions described in this section by means of a corresponding resolution; provided that the corresponding restriction is not mandatorily imposed by applicable law or the Articles of Incorporation.

3.4 Meetings of the Board of Directors

3.4.1 Frequency of meetings, invitation, participation of third parties, agenda and chairmanship

The Board of Directors meets at the invitation of the Chair as often as the course of business requires it, generally five times a year. The Board of Directors also meets at the written request of any of its members.

Invitations to meetings are issued in writing at least ten days in advance. In cases deemed urgent by the Chair, meetings may also be convened without complying with the stated notice period.

The CEO, the CFO and the secretary of the Board of Directors may attend the meetings of the Board of Directors in an advisory capacity where necessary. The Chair may invite third parties to meetings of the Board of Directors.

The Chair will draw up an agenda in consultation with the CEO, the CFO and the secretary of the Board of Directors. If a member of the Board of Directors or the CEO would like a specific agenda item to be addressed, it or they must inform the Chair of the Board of Directors of this in due time. The Chair will decide whether or not this will be included on the agenda.

Meetings of the Board of Directors are chaired by the Chair or, where he/she is prevented from doing so, the Vice Chair or, where she/she is also prevented, another member to be selected by the members of the Board of Directors in attendance.

3.4.2 Quorum and adoption of resolutions, minutes, right to information and right to inspect

The Board of Directors has a quorum when the majority of its members are in attendance.

The Board of Directors passes its resolutions by an absolute majority of votes cast. In the event of a tie, the Chair shall have the deciding vote.

Resolutions can also be passed in writing (including via email) insofar as all members can be reached and no member requests an oral consultation. If oral consultation is requested, no written resolution may be taken. In the case of written resolutions, the members of the Board of Directors shall be asked for comment. Such resolutions require the absolute majority of all members of the Board of Directors. If resolutions are passed electronically, no signatures are necessary.

Minutes shall be taken of the meetings, providing information relating to all agenda items, all written and oral motions put to the vote, as well as the decisions taken and the documents submitted. Each meeting participant may request that any vote of theirs deviating from the resolution or the majority opinion be recorded in the minutes with their name. The minutes are to be signed by the Chair and the minutes-taker and submitted to the Board of Directors for approval at the next meeting.

Each individual member of the Board of Directors has a right of information with regard to all affairs of the Company or a Group company. If a member of the Board of Directors requests information or access to business documents outside of the meetings, it must direct this request to the Chair of the Board of Directors; the right of information of any committee formed by the Board of Director remains reserved.

3.5 Duties and powers

3.5.1 General

The Board of Directors is the highest governing body of the Company, responsible for the oversight of the management of the business by the Executive Committee, namely with regard to compliance with the law, Articles of Incorporation, regulations and directives. It adopts the corporate strategy and enacts guidelines about business policy. It is regularly informed of the course of business.

The Board of Directors decides on all affairs not reserved to the General Shareholders' Meetings by law or the Articles of Incorporation or not assigned to the CEO or any other person.

3.5.2 Duties and powers in detail

The duties and powers of the Board of Directors include:

- a) Convening ordinary General Shareholders' Meetings and Extraordinary General Meetings
- b) Defining the organizational structure of the Siegfried Group
- c) Adopting and changing the Organizational Regulations as well as other regulations regarding the division of responsibilities between the Board of Directors and the Executive Committee
- d) Defining the compensation strategy of the Siegfried Group as well as the compensation of the members of the Board of Directors and the Executive Committee within the framework of the statutory guidelines and subject to approval by the General Shareholders' Meeting
- e) Adopting essential guidelines such as, namely, debt policy, financial powers and the principles of governance and cooperation
- f) Reviewing and approving the strategy and the mid-term planning of the Siegfried Group
- g) Reviewing and approving the annual budget and the consolidated annual accounts of the Siegfried Group and the financial accounts of Siegfried Holding AG as well as issuing the annual report and making a proposal to the General Shareholders' Meeting for the amount of dividends or other forms of capital disbursements to be made
- h) Monitoring the solvency of the Company and taking measures to ensure solvency in the event of any insolvency risk
- i) Taking measures to eliminate any loss of capital as well as the measures required by law in the event of justified concern about over-indebtedness and filing an application for a moratorium and notification of the court in the event of over-indebtedness
- j) Approving property investments and sales of assets in line with the interal policy on the division of financial powers as well as the acquisition, sale and modification of equity investments
- k) Appointing and dismissing (i) the CEO, (ii) the CFO, (iii) the other members of the Executive Committee as per Section 4.1.2 (e) of these Organizational Regulations as well as (iv) the secretary of the Board of Directors.
- l) Granting legally binding signature authority for Siegfried Holding AG
- m) Acknowledging reports issued by external auditors in relation to the Company and the consolidated accounts
- n) Design and oversight of the accounting system, financial controlling, internal audit and financial planning within the Siegfried Group
- o) Decisions regarding the issue of bonds by the Company, any public share buyback programs and the use of the shares, as well as the approval of the conditions for the issue of shares, bonds and participation certificates in the Company
- p) Adopting regulations concerning the treatment of applications for registration as a shareholder with voting rights in the share register

- q) Adopting regulations regarding the purchase and sale of Siegfried shares for members of the Board of Directors and employees of the Siegfried Group (“Insider Trading Regulations”)
- r) Defining the strategy, the governance and risk management of the Siegfried Group in the field of sustainability, specifically on environment, social and governance (ESG) issues, monitoring the tangible implementation of these as well as reporting on this to the General Shareholders' Meeting

3.5.3 Committees of the Board of Directors

The Board of Directors shall appoint committees in line with statutory requirements in the field of personnel and remuneration (Remuneration Committee), strategy and sustainability (Strategy and Sustainability Committee), as well as audit/finance (Audit Committee) at the minimum. The committees have an extensive right to information regarding reporting to the Board of Directors, but generally no decision-making authority unless expressly stipulated otherwise in the relevant charter. They may request that an item be added to the agenda for the next meeting of the Board of Directors and must report on their activities at meetings of the Board of Directors.

The charters of the Audit Committee, the Remuneration Committee and the Strategy and Sustainability Committee, included as Annexes 1 – 3, form an integral part of these Organizational Regulations.

4. Chair of the Board of Directors

4.1 Duties and powers

4.1.1 General

The Chair of the Board of Directors has the highest coordination authority within the Siegfried Group. He/she decides on all affairs that are of Group-relevant significance or impact where such affairs are not reserved for the Board of Directors and have not been delegated to the CEO.

4.1.2 Individual duties and powers

The duties and powers of the Chair of the Board of Directors include:

- a) Organizing and running the General Shareholders' Meeting of the Company and convening, preparing and running the meetings of the Board of Directors
- b) Ordering and monitoring the implementation of the resolutions of the General Shareholders' Meeting, the Board of Directors and the guidelines and regulations approved or adopted by the Board of Directors
- c) Overseeing the strategic projects of the Siegfried Group
- d) Concluding target agreements with the CEO and monitoring compliance with these
- e) Approving the election or dismissal of members of the Executive Committee at the request of the CEO; in the event of a disagreement with the CEO regarding the appointment or dismissal of members of the Executive Committee, proposal to the Board of Directors; otherwise notification of the Board of Directors of any such elections or dismissals
- f) Monitoring corporate governance
- g) Approving the corporate identity
- h) Representation of the Board of Directors to current and potential shareholders, investors and strategic partners

- i) Representation of the Board of Directors to the public and the media in consultation with the CEO
- j) Ongoing supervision of external communications

4.1.3 Other duties

The Chair of the Board of Directors informs the Board of Directors on a regular basis of the course of business as well as all important questions and developments.

As part of his/her oversight role, the Chair of the Board of Directors receives ongoing or periodic reports on the affairs of the management. He/she decides in the case of any doubt which affairs are to be brought to the Board of Directors.

4.2 Decisions of the Chairman of the Board

In urgent cases, the Chair of the Board of Directors may, by way of exception, handle business that falls within the remit of the Board of Directors by presidential decision where material interests of the Company or the Siegfried Group cannot be otherwise protected.

The members of the Board of Directors must be informed subsequently in such cases and the relevant decision documented in the minutes of the next meeting.

5. Operational management of the Siegfried Group

5.1 General

The Chief Executive Officer is responsible for managing the operations and performance of the Siegfried Group and holds disciplinary responsibility for the remaining members of the Executive Committee.

5.2 Duties and powers of the CEO

The CEO has extensive responsibility for the sales and earnings of the Siegfried Group. He/she ensure sustainable growth and sufficient capital returns. Subject to the powers of and the directives issued by the Board of Directors and/or the Chair of the Board of Directors, the CEO is responsible for drafting and achieving the corporate targets as well as managing and overseeing the Siegfried Group and the Group companies.

The duties and powers of the CEO includes:

- a) Preparation of the affairs and submission of proposals for the affairs falling within the decision-making authority of the Chair or the Board of Directors as well as development and formulation of the strategy to be approved by the Board of Directors
- b) Periodic reporting on the course of business and the financial situation of the Siegfried Group and the Group companies and submission of the annual budget and the annual financial statements of the Siegfried Group to the Board of Directors
- c) Implementation and enforcement of the policies and regulations applicable in the Siegfried Group and the decisions and directives of the Chair of the Board of Directors
- d) Submission of proposals to the Chair of the Board of Directors for the appointment or dismissal of members of the Executive Committee (with the exception of the CFO)
- e) Appointing and dismissing employees that report to members of the Executive Committee (Senior Management)

- f) Selection and promotion of management and other talents of the Siegfried Group
- g) Defining the operational management structure of the Siegfried Group
- h) Defining the organizational structure of the different areas within the framework of the organizational principles defined by the Board of Directors
- i) Approval of the targets and long-term goals of the business areas
- j) Design and implementation of the internal Siegfried Group communications
- k) Representation of the Company to current and potential shareholders, investors and strategic partners in consultation with the Chair of the Board of Directors
- l) Representation of the Company to the public and the media

6. Special roles

6.1 Duties and powers of the CFO

The duties and powers of the CFO include,:

- a) Ensuring accounting, controlling, reporting and treasury at Siegfried Group level
- b) Submitting applications for the appointment of external auditors
- c) Ensuring the internal control system
- d) Defining the Group companies' level of short- and long-term borrowed capital
- e) Assistance with strategy development
- f) Assistance with the completion of acquisitions and divestments
- g) Maintaining relationships with investors (Investor Relations) in consultation with the CEO
- h) Ensuring risk management and insurance of the Siegfried Group
- i) Recruitment of financial and controlling management staff (in consultation with the CEO).

6.2 Duties and powers of the secretary of the Board of Directors

The duties and powers of the secretary of the Board of Directors include:

- a) Secretariat to the Chair of the Board of Directors and the Board of Directors
- b) Reporting on corporate governance
- c) Maintaining the share register in accordance with statutory provisions
- d) Maintaining shareholder relations in consultation with the Chair of the Board of Directors and the CEO
- e) Representation of Siegfried Holding AG in certain associations and vis-à-vis authorities

7. Entry into force

These Organizational Regulations were adopted by the Board of Directors on July 6, 2023, and shall enter into force with immediate effect. These replace the earlier Organizational Regulations of March 1, 2019.

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For the Board of Directors:

Dr. Andreas Casutt
Chair of the Board of Directors

Dr. Luca Dalla Torre
Secretary of the Board of Directors

ANNEX 1 – CHARTER OF THE AUDIT COMMITTEE

1. Purpose of the Audit Committee

The Audit Committee ("AC") of Siegfried Holding AG ("Company") assists the Board of Directors and the Executive Committee ("ExeCom") in all issues relating to (i) the integrity of the annual financial statements of the Company and the Siegfried Group, (ii) the effectiveness of the internal control system relating to the financial reporting of the Company and the Siegfried Group, (iii) the qualifications, the independence and the performance of the external audit company, (iv) the performance of internal auditing and (vi) financial risk management measures and their effectiveness.

2. Composition of the Audit Committee

The Audit Committee is generally composed of three members of the Board of Directors elected by the full Board of Directors after each ordinary General Shareholders' Meeting for a term of office running until the end of the next Ordinary General Shareholders' Meeting. Re-election is permitted.

The Chair and the majority of the members of the Audit Committee have practical experience in the field of finance and accounting or auditing. The Chair of the Board of Directors cannot hold the Chair of the Audit Committee simultaneously.

In the event of a vacancy on the Audit Committee, the Board of Directors appoints replacement members from among its members to serve the remaining term.

Otherwise, the Audit Committee constitutes itself.

3. Organization of the Audit Committee

3.1 Meetings

The Audit Committee meets for at least four ordinary meetings a year and for as many other meetings in accordance with the needs of the business.

The Audit Committee is convened by the Chair of the Audit Committee either at the request of one of the Committee members or at the request of the Chair of the Board of Directors.

The Chair of the Audit Committee and the CEO may hold bilateral meetings at their mutual request. Furthermore, the AC communicates regularly with the CFO, the General Counsel, the Head of Internal Audit and the external audit company, as well as other individuals as it deems useful.

The CFO acts as secretary and is responsible for taking minutes of committee meetings.

The minutes are approved by the Audit Committee and then distributed to all members of the Board of Directors.

3.2 Participants

As a rule, in addition to the elected committee members, the Chair of the Board of Directors, the CEO and the CFO participate in the meetings of the Audit Committee. The General Counsel as well as the Head of Internal Audit join regularly where the issues at hand relate to their fields of responsibility.

Other members of the Board of Directors, ExeCom or Senior Management may participate on an as-needed basis.

3.3 Powers of information

The Audit Committee may request further information from employees of the Company within the remit of its duties and powers. All requests are to be addressed to the CFO, and the Chair of the Committee, the Chair of the Board of Directors and the CEO must be informed of the outcome.

The Audit Committee may call in external consultants if it deems this necessary. The secretary of the Audit Committee is responsible for the coordination and for the organization of the support from the Company's internal resources.

4. Duties of the Audit Committee

The Audit Committee has the duties listed below as well as all other duties prescribed by applicable laws or regulations of the stock exchange or which have been assigned to the Audit Committee by the Board of Directors.

4.1 External audit

- a) Selection, evaluation and proposal to the Board of Directors regarding the external audit company to be nominated for election by the General Shareholders' Meeting
- b) Reviewing the terms of the external auditor's mandate, including its remuneration, and reviewing its performance
- c) Assessing the independence of the external audit company and reviewing all other relationships between the external audit company and the Siegfried Group
- d) Reviewing the audit process, the audit results and the quality of the external audit
- e) Discussing the audit results, any unusual items or disclosures, as well as other matters that deserve attention, such as the potential impact of significant risks, material weaknesses in the internal control system or questions about the integrity of management with the external audit company
- f) Approving the non-audit fees of the external auditors. Approval can be delegated to the CFO on a case-by-case basis.

4.2 Financial reporting

- a) Reviewing the selection or application of accounting principles and the impact of key regulatory and accounting initiatives
- b) Reviewing the Company's annual financial statements and the Siegfried Group's consolidated financial statements, in particular the material aspects of accounting and the assumptions and assessments made in connection with the preparation of the annual financial statements and the consolidated financial statements
- c) Verifying the completeness, clarity and accuracy of financial reporting and compliance with applicable accounting rules

- d) Submitting the annual financial statements and the consolidated financial statements as well as the half-year financial report to the Board of Directors for approval, publication and, in the case of the annual financial statements, for submission to the General Shareholders' Meeting
- e) Reviewing and discussing press releases regarding financial reporting as well as other financial information and forecasts that are publicly communicated
- f) Discussing the content of the regular financial reporting with management

4.3 Internal audit

- a) Reviewing the organization and staffing of the Internal Audit and coordinating this with the external auditors
- b) Approving the annual audit program, allocating the necessary resources and monitoring its implementation
- c) Reviewing the Internal Audit reports, management's responses and implementing the necessary corrective actions

4.4 Financial planning

- a) Reviewing the process and assumptions of the annual budgeting process and medium-term planning
- b) Assessing target financial metrics, such as revenue, core EBITDA, EBITDA margin, return on invested capital and cash flow upon proposal by the Executive Management
- c) Reviewing the proposed measures relating to the financing, investment and management of the Company's liquidity
- d) Determining the dividend policy and submitting a recommendation for the annual distribution of profits to the Board of Directors

4.5 Other financial and risk powers

- a) Monitoring the solvency and balance sheet of the Company and (i) in the event of imminent insolvency: identifying and preparing measures to safeguard against insolvency and (ii) in the event of justified concern about a loss of capital: identifying and preparing measures to avoid a capital loss and further restructuring measures
- b) Reviewing the internal control system at the Company and the Siegfried Group and discussing identified deficiencies in the internal control system and the respective remedial measures as well as their implementation with ExeCom, the external audit company and Internal Audit
- c) Assessing the Legal Department's reporting on pending or completed court cases with material financial implications
- d) Assessing tax planning and tax audits and their impact, as well as designing and implementing transfer pricing policies
- e) Reviewing the principles, processes and activities of risk management, the assessment of the material risks to the Company and the Siegfried Group by ExeCom and evaluating the measures taken

5. Reporting to the Board of Directors

The Audit Committee reports to the Board of Directors after every meeting and submits motions to the Board of Directors for approval.

The secretary of the Audit Committee takes minutes of the decisions of the AC. The minutes are sent to all member of the Board of Directors and, subject to any directive to the contrary by the Chair of the Committee, are made available to members of the ExeCom.

ANNEX 2 – CHARTER OF THE REMUNERATION COMMITTEE

1. Purpose of the Remuneration Committee

The Remuneration Committee ("RemCo") of Siegfried Holding AG (the "Company") assists the Board of Directors and the Executive Committee ("ExeCom") on all issues relating to the remuneration of the members of the Board of Directors, the ExeCom and the Company's Senior Management as well as other issues relating to people & organization. It is responsible for the remuneration policy, the remuneration reports and the associated discussions with shareholders.

2. Composition of the Remuneration Committee

The Remuneration Committee is generally composed of three members of the Board of Directors elected by the ordinary General Shareholders' Meeting for a term of office running until the end of the next ordinary General Shareholders' Meeting. Re-election is permitted.

The Chair and/or the majority of the members of the Remuneration Committee have practical experience in the field of remuneration and/or HR. The Chair of the Board of Directors cannot hold the Chair of the Remuneration Committee at the same time.

In the event of a vacancy on the Remuneration Committee, the Board of Directors appoints replacement members from among its members to serve the remaining term.

Otherwise the Remuneration Committee constitutes itself.

3. Organization of the Remuneration Committee

3.1 Meetings

The Remuneration Committee meets for at least three ordinary meetings a year and for as many other meetings in accordance with the needs of the business.

The Remuneration Committee is convened by the Chair of the Remuneration Committee either at the request of one of the Committee members or at the request of the Chair of the Board of Directors.

The Chair of the Remuneration Committee and the CEO may hold bilateral meetings at their mutual request.

The Chief Human Resources Officer acts as secretary and, together with the Chair, is responsible for the preparation and taking of the minutes of committee meetings.

The minutes are approved by the Remuneration Committee and then distributed to all members of the Board of Directors.

3.2 Participants

As a rule, in addition to the elected committee members, the Chair of the Board of Directors, the CEO and the Chief Human Resources Officer take part in the meetings of the Remuneration Committee. Agenda items directly affecting the Chair of the Board of Directors, the CEO and/or CHRO will be dealt with to the exclusion of the individual affected.

Other members of the Board of Directors, ExeCom or Senior Management may participate on an as-needed-basis.

3.3 Powers of information

The Remuneration Committee may request further information from employees of the Company within the remit of its duties and powers. All requests are to be addressed to the Chief Human Resources Officer, and the Chair of the Committee and the Chair of the Board of Directors, and the CEO must be informed of the outcome.

The Remuneration Committee may call in external consultants if it deems this necessary. The secretary of the Remuneration Committee is responsible for the coordination and for the organization of the support from the Company's internal resources.

4. Duties of the Remuneration Committee

The Remuneration Committee has the duties listed below as well as all other duties prescribed by applicable law or regulations of the stock exchange or which have been assigned to the Remuneration Committee by the Board of Directors.

4.1 Remuneration and valuation principles

- a) Reviewing the remuneration strategy, policy and practice in line with the corporate targets, sustainability goals, the principles of good corporate governance and market conditions
- b) Reviewing and making proposals to the Board of Directors regarding changes to remuneration policy and principles, including fixed remuneration, performance-related short-term and long-term remuneration schemes and other benefits
- c) Reviewing compliance with regulatory and statutory requirements regarding remuneration and remuneration principles
- d) Drawing up compensation principles aimed at:
 - (i) promoting a positive performance culture with regard both to the performance of the Company and well as that of individual employees;
 - (ii) incentivizing the corresponding performance through an appropriate remuneration system;
 - (iii) offering market-based and performance-related compensation to attract and retain employees with the required skills and attributes;
 - (iv) encouraging the employees of the Company to promote and protect the long-term interests of the Company as best possible in accordance with all laws and applicable regulations;
 - (v) appropriately linking the performance-related variable compensation to the long-term value creation and sustainability of the business activity of the Siegfried Group.
- e) Regularly benchmarking the remuneration principles and compensation levels with best practice
- f) Monitoring remuneration principles and other associated questions in connection with employee benefits, pension funds and insurance for employees and, where necessary, making proposals as to how these should be changed

4.2 Remuneration and valuation of the Board of Directors and its committees

- a) Reviewing the remuneration rules for the Board of Directors, its committees and the Chair of the Board of Directors in line with relevant laws, corporate governance principles, market practices and benchmarks
- b) Advising the Chair of the Board of Directors regarding the regular valuation of the Board of Directors and the committees
- c) Reviewing the independence of each member of the Board of Directors

4.3 Remuneration and valuation of the CEO and the other members of the ExeCom

- a) Reviewing and issuing recommendations regarding the remuneration of the CEO and the members of the ExeCom to the Board of Directors, including fixed remuneration, short- and long-term performance-based incentive, shareholder equity-based or similar remuneration, pensions, notice periods, etc.
- b) Reviewing the remuneration rules for the CEO and the ExeCom while taking due account of the relevant law, corporate governance principles, market practices and benchmarks
- c) In consultation with the Audit Committee: reviewing and issuing recommendations to the Board of Directors regarding appropriate corporate and functional targets for the ExeCom that promote desired performance, loyalty, entrepreneurial spirit and ethical conduct and reflect the Company' values

4.4 Nomination and qualification of the Board of Directors and the Executive Committee

- a) Identifying, selecting and recruiting suitable candidates for the Board of Directors in order to ensure the Board of Directors has the right combination of skills, background, experience and perspectives to perform its duties in the best interests of the Company
- b) Reviewing that ExeCom has the right combination of skills, background, experience and perspectives to allow the Siegfried Group to develop strategically and ensure operational performance
- c) Submitting proposals to the Board of Directors for the election and dismissal of the CEO and the CFO
- d) Fulfilling the regulatory and statutory requirements regarding the qualifications and composition of governing bodies of the Company and the Siegfried Group
- e) Assisting the Chair of the Board of Directors in the appointment and dismissal of the CEO and CFO. The resolutions will be passed by the Board of Directors.

4.5 Other activities in the field of People & Organization

- a) Reviewing succession planning, including the strategies and principles for the selection of members of ExeCom and Senior Management
- b) Reviewing and approving the principles of HR management to position Siegfried as a preferred employer on the market

- c) Reviewing the internal and external continuing education program for employees of the Siegfried Group
- d) Reviewing guidelines in relation to diversity, equality and inclusion
- e) Reviewing the program for promoting staff morale and satisfaction
- f) Reviewing other key performance indicators (KPIs) in HR
- g) Reviewing reporting in the area of remuneration and submitting the remuneration report to the Board of Directors for approval, publication and presentation to the General Shareholders' Meeting

5. Reporting to the Board of Directors

The Remuneration Committee reports to the Board of Directors after every meeting and submits drafts ready for adoption to the Board of Directors for approval.

The secretary of the Remuneration Committee takes minutes of the decisions of the RemCo. The minutes are then issued solely to the members of the Board of Directors and the CEO. Otherwise, these are kept strictly confidential.

ANNEX 3 – CHARTER OF THE STRATEGY AND SUSTAINABILITY COMMITTEE

1. Purpose of the Strategy and Sustainability Committee

The Strategy & Sustainability Committee ("SSC") of Siegfried Holding AG ("Company") assists the Board of Directors and the Executive Committee ("ExeCom") on all issues relating to the medium- and long-term strategic focus and development of the Siegfried Group regarding the corporate strategy as well as governance and risk management in the area of sustainability, specifically on environmental, social and governance ("ESG") issues.

2. Composition of the Strategy and Sustainability Committee

The Strategy and Sustainability Committee is generally composed of three members of the Board of Directors elected by the full Board of Directors after each ordinary General Shareholders' Meeting for a term of office running until the end of the next ordinary General Shareholders' Meeting. Re-election is permitted.

The Chair and the majority of the members of the Strategy and Sustainability Committee have in-depth industry knowledge and expertise in the field of strategy and business development or digital technology adoption and/or have practical experience in the field of sustainability.

In the event of a vacancy on the Strategy and Sustainability Committee, the Board of Directors appoints replacement members from among its members to serve the remaining term.

Otherwise, the Strategy and Sustainability Committee constitutes itself.

3. Organization of the Strategy and Sustainability Committee

3.1 Meetings

The Strategy and Sustainability Committee meets for at least three ordinary meetings a year and for as many other meetings in accordance with the needs of the business.

The Strategy and Sustainability Committee is convened by the Chair of the Strategy and Sustainability Committee either at the request of one of the Committee members or at the request of the Chair of the Board of Directors.

The Chair of the Strategy and Sustainability Committee and the CEO may hold bilateral meetings at their mutual request.

The Chief Strategy Officer acts as secretary and is responsible for taking minutes of committee meetings.

The minutes are approved by the Strategy and Sustainability Committee and then distributed to all members of the Board of Directors.

3.2 Participants

As a rule, in addition to the elected committee members, the Chair of the Board of Directors, the CEO, the CFO and the Chief Strategy Officer as well as, where necessary, the Chair of the Corporate Sustainability Board participate in the meetings of the Strategy and Sustainability Committee.

Other members of the Board of Directors, ExeCom or Senior Management may be a party to this on an as-needed-basis.

3.3 Powers of information

The Strategy and Sustainability Committee may request further information from employees of the Company within the remit of its duties and powers. All requests are to be addressed to the Chief Strategy Officer or the Chair of the Corporate Sustainability Board, and the Chair of the Committee, the Chair of the Board of Directors and the CEO must be informed of the outcome.

The Strategy and Sustainability Committee may call in external consultants if it deems this necessary. The secretary of the Strategy and Sustainability Committee is responsible for the coordination and for the organization of the support from the Company's internal resources.

4. Duties of the Strategy and Sustainability Committee

The Strategy and Sustainability Committee has the duties listed below as well as all other duties prescribed by applicable law or regulations of the stock exchange or which have been assigned to the Strategy and Sustainability Committee by the Board of Directors.

4.1 Corporate strategy

- a) Reviewing and assessing the Siegfried Group's internal and external growth strategy
- b) Supervising acquisition growth projects
- c) Assessing the relevant sales markets and the Siegfried Group's market performance, in particular its product structure, services, products and pipeline
- d) Assessing the Siegfried Group's geographical presence and orientation, both in terms of customer markets and production sites
- e) Reviewing and assessing compliance in the development and manufacture of active pharmaceutical ingredients and finished medical products in terms of "current Good Laboratory Practice" (cGLP) and "current Good Manufacturing Practice" (cGMP)
- f) Reviewing and assessing the Company's strategy in the field of technological developments, investments and digital technology adoption/artificial intelligence

4.2 Sustainability

- a) Reviewing the Siegfried Group's strategy, governance and risk management in the area of sustainability
- b) Assessing the environmental and social impact of Siegfried's business activities, including climate change, human rights, integrity and lawful business conduct, responsible sourcing and employee concerns
- c) Assessing the impact, both in terms of opportunities and risks, environmental and social developments, on the Siegfried Group's business activities, financial position and strategy in the medium and long term

- d) Monitoring regulatory developments related to environmental and social issues, as well as their impact on and implementation by the Siegfried Group
- e) Monitoring the incentivization of the Company's management and performance in relation to the sustainability goals on the basis of internal metrics and external sustainability indices
- f) Reviewing reporting in the area of sustainability and submitting the sustainability report to the Board of Directors for approval, publication and presentation to the General Shareholders' Meeting
- g) Insofar as the Company submits the Sustainability Report to an external audit as part of "limited assurance":
 - In consultation with the Audit Committee: selecting, evaluating and submitting a proposal to the Board of Directors concerning the external audit company
 - Reviewing the terms of the mandate of the external audit company, including its remuneration
 - Reviewing its performance, as well as reviewing the audit process, audit results and the quality of the external audit

5. Reporting to the Board of Directors

The Strategy and Sustainability Committee reports to the Board of Directors after every meeting and submits motions to the Board of Directors for approval.

The secretary of the Strategy and Sustainability Committee takes minutes of the decisions of the SSC. The minutes are sent to all member of the Board of Directors and, subject to any directive to the contrary by the Chair of the Committee, are made available to members of the ExeCom. .