

Strategy and Innovation Committee Charter of Medartis Holding AG

I. Basis. Scope. Mission Statement

Basis	<p>Article 1</p> <p>This charter (the “Charter”) of the Strategy and Innovation Committee (the “SIC”) is adopted by the Board of Directors (the “Board”) of Medartis Holding AG (the “Company”) pursuant to article 28 and 29 of the organizational regulations of the Company (the “Organizational Regulations”).</p>
Scope	<p>Article 2</p> <p>¹ The purpose of this Charter is to govern the organisation, duties and responsibilities of the SIC.</p> <p>² The Articles of Association of the Company and the Organizational Regulations shall prevail in case of discrepancy with the present Charter.</p>
Mission Statement	<p>Article 3</p> <p>¹ The SIC supports the Board in its strategic function, in particular with respect to innovation, technology, corporate and business development.</p> <p>² The SIC identifies, reviews and assesses future market developments, potential growth opportunities and new product and technology innovations that will perfect the sales structure or the product portfolio through in-house development or acquisitions. The SIC makes recommendations to the Board and prepares the necessary documentation for Board decisions.</p>

II. Organization

Composition, qualifications, election and duration	<p>Article 4</p> <p>¹ The SIC is composed of at least two non-executive members of the Board.</p> <p>² The members of the SIC are designated by the Board from within the latter’s own members.</p> <p>³ The members are elected for a term of office of one year ending at the end of the next ordinary general meeting of shareholders following their designation, in accordance with article 20 para. 3 of the Organizational Regulations.</p> <p>⁴ Members of the SIC may be re-elected. In case of vacancies, the Board shall appoint substitutes from amongst its members for the remaining term of office.</p> <p>⁵ The SIC organizes its affaires independently. The Board appoints its chairman among its members.</p>
Meetings and their calling	<p>Article 5</p> <p>¹ The SIC meets upon calling of its chairman as often as required for the fulfilment of its duties, but at least three times a year. Article 6 para. 1 and 2 and article 9 of the Organizational Regulations apply by analogy. The meeting schedule is aligned with the overall regular management cycle of the Company.</p> <p>² The chief executive officer of the Company (the “Chief Executive Officer”) may attend the meetings of the SIC, except for portions when his or her presence would be inappropriate, as determined by the chairman.</p> <p>³ The chairman of the SIC can invite persons other than SIC members to attend all or a portion of a meeting. Invited persons shall not participate in the discussions or deliberations unless called upon to do so, and shall not be entitled to vote.</p>

Quorum. Resolutions	<p>Article 6</p> <p>¹ As per article 22 para. 1 of the Organizational Regulations, the SIC may validly pass resolutions and vote proposals to the Board when the majority of its members are attending the meeting in person or by means of communication that allow direct discussion (e. g. telephone or audio-visual conference).</p> <p>² As per article 22 para. 2 of the Organizational Regulations, the SIC passes its resolutions and vote proposals to the Board at the majority of votes cast. Abstentions are not counted as votes cast. In case of equal votes, the chairman of the SIC does not have a casting vote and the matter must be submitted to the Board.</p> <p>³ Resolutions of the SIC and proposals to the Board can also be made by way of approval of a written resolution circulated to the members of the SIC. Article 12 of the Organizational Regulations applies by analogy.</p>
Minutes. Information	<p>Article 7</p> <p>¹ As per article 23 para. 1 of the Organizational Regulations, the discussions of the SIC must be summarized and its decisions recorded in minutes signed by the chairman (or chairing member) thereof and by the person taking such minutes. Article 13 of the Organizational Regulations shall apply by analogy. Every member of the Board shall receive a copy of the minutes of every meeting of the SIC.</p> <p>² On the occasion of every meeting of the Board, the chairman of the SIC shall inform the Board of its activities.</p> <p>³ As per article 23 para. 3 of the Organizational Regulations, circular resolutions must be reflected in the minutes of the next meeting of the Board. In case of emergency, information shall be given immediately to the members of the Board, through the chairman of the Board.</p>

II. Duties and Responsibilities

Duties and Responsibilities	<p>Article 8</p> <p>¹ As per article 29 of the Organizational Regulations, the SIC has the following duties, as well as such other duties as may be assigned to the SIC by the Board from time to time:</p> <ul style="list-style-type: none"> (a) assess the Company's annual plan and long-term strategy and provide guidance to the management to ensure the development, implementation, adherence and, if necessary, modification of the strategic plan and strategic goals; (b) review strategic risks and opportunities, including those resulting from the business environment in terms of competition, regulation, patients, surgeons, payors and providers; (c) review the Company's technology capabilities, including the ability to develop, acquire and maintain innovative technology through internal development, acquisitions, licensing, collaborations, alliances and other appropriate means; (d) identify and assess the market environment, specifically for technology innovations and trends, that could significantly affect the Company and the industry in which it operates; (e) review and advise on the Company's internal and external innovation expenditure plans, including the technical relevance of proposed activities; (f) assist the Board in overseeing the Company's investments in internal and external innovation, technology and developments, including acquisitions, licenses, collaborations and other business development activities; (g) identify, review and assess M&A and licensing opportunities in terms of their strategic fit, including sales structure and/or product portfolio; (h) prepare recommendations to the Board, including the necessary documentation for Board decisions; (i) meet with management and other employees as necessary to assist the Committee in carrying out its duties; (j) review and provide guidance on such other technology-related issues of significant importance to the Company; (k) conduct an annual review of the Committee's performance and periodically assess the adequacy of its charter and recommend changes to the Board as needed. <p>² The SIC is entitled to conduct investigations in all matters of its competence. It shall in particular have full access, to the extent required for the accomplishment of its duties, to the Company's management, employees, books and records.</p> <p>³ To the extent required for the accomplishment of its duties, the SIC may request the services of independent advisors and experts.</p>
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IV. Annual Evaluation. Amendment

Annual Evaluation **Article 9**
The SIC shall perform an annual self-evaluation of its performance, including a review of its compliance with this Charter. The SIC shall conduct such evaluation and review in such manner as it deems appropriate and report the results to the Board.

Amendments **Article 10**
¹ The SIC shall review this Charter annually to re-assess its adequacy and, if appropriate, submit any recommended changes to the Board for approval.
² This Charter can be amended at any time by a resolution of the Board.

V. Final Provisions

Entry into force **Article 11**
This Charter was adopted by the Board and entered into force on August 13, 2019.

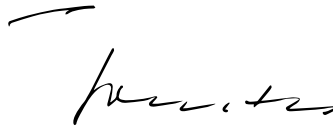
Basel, 13th August 2019

The Chairman of the Board of Directors



Dr. h.c. Thomas Straumann

The Secretary of the Board of Directors



Dr. Jürg Greuter