

Organisational Regulations
of
DocMorris AG,
with registered office in Frauenfeld

Issued by the Board of Directors on 19 June 2023

1. Basic principles

¹ These Regulations are issued pursuant to Art. 716a and Art. 716b of the Swiss Code of Obligations as well as Art. 16, 19 and 22 f. of the Articles of Association of DocMorris AG ("Company") dated 4 May 2023.

² It regulates the duties and powers of the following bodies, committees and officers of the Company:

- Board of Directors
- Chairman of the Board of Directors
- Vice Chairman of the Board of Directors
- Committees of the Board of Directors
- Executive Board¹ as a body
- Chief Executive Officer (CEO)
- Chief Financial Officer (CFO)
- Segment Heads
- Chief Technology Officer (CTO)
- Chief Operations Officer (COO)
- Internal Audit

2. Management principles

2.1 Group Management

Insofar as the Company directly or indirectly controls other companies through a majority of votes or by contract ("Group companies" - the Company and Group companies together "the Group"), the executive bodies of the Company simultaneously exercise the function of Group management.

2.2 Principle of Authority

Each business unit and corporate body under these Regulations shall have all the powers necessary to make appropriate decisions within their areas of responsibility assigned to them under these Regulations.

2.3 Cooperation within the matrix organisation

Insofar as business units and functional areas work together within a matrix organisation, they shall coordinate their actions in good time and on a consensual basis and irrespective of their hierarchical positions. In the event of differences and disagreements, an escalation must be made to the respective superiors of the business units and functional areas concerned, who will jointly seek a solution on a consensual basis and, if unsuccessful, escalate to the next higher level. The highest authority for resolving differences and disagreements is the Executive Board.

2.4 Reservation of powers

All corporate bodies (with the exception of the General Meeting of Shareholders), committees and officers may at any time, either on a case-by-case basis or under a general reservation of powers, intervene in the duties and powers of corporate bodies that are hierarchically subordinate to them and take charge of affairs being conducted by such bodies.

¹ The term "Group Executive Board" is used in these Regulations as a synonym for the term "Group Management" used in the Articles of Association.

3. Board of Directors

3.1 Constitution

¹ The Board of Directors shall elect the Vice Chairman from among its members at its first meeting following the General Meeting of Shareholders at which elections took place, or by written consent.

² It shall appoint a secretary who need not be a member of the Board of Directors.

3.2 Meetings and resolutions

¹ The Board of Directors shall meet as often as deemed necessary or when requested in writing by a member.

² Meetings of the Board of Directors shall be convened by the Chairman or, should he be prevented from doing so, by the Vice Chairman or by the oldest member of the Board of Directors. Meetings of the Board of Directors and its Committees may also be held by telephone or video conference. Meetings shall be convened in writing and shall state the agenda.

³ Meetings shall be presided over by the Chairman or – should he be prevented from doing so – by the Vice Chairman. If both the Chairman and Vice Chairman are unable to attend, the oldest member of the Board of Directors shall chair the meeting.

⁴ The Board of Directors shall constitute a quorum if the majority of its members are present. Participation by telephone or video shall equate to attendance in person.

⁵ No quorum shall be required if solely the completion of a capital increase or reduction is to be ascertained and the subsequent amendment to the Articles of Association is to be resolved.

⁶ The Board of Directors passes its resolutions by a majority of the votes cast. In the event of a tie, the Chairman shall have the casting vote.

⁷ Resolutions may be passed by written consent unless a member requests a verbal deliberation. Resolutions passed in writing shall be recorded in the next minutes.

⁸ Minutes shall be kept of the proceedings and resolutions of the Board of Directors. The minutes shall be signed by the Chairperson and the Secretary.

⁹ In order to perform its duties, the Board of Directors may engage external advisers or subject matter experts at the Company's expense and invite them to attend its meetings.

3.5 Duties and powers

¹ The Board of Directors is responsible for the ultimate management of the Group and the supervision of the management.

² In particular, the Board of Directors shall have the following duties:

- a) ultimate management of the Group, including the definition of medium and long-term strategies and planning priorities as well as corporate policy guidelines, and the issuance of the necessary directives;
- b) determination of the underlying organisation, in particular the issuance of these Organisational Regulations including the organisational chart in the appendix, which shall be determined in each case at the request of the CEO;
- c) decisions on business of significant strategic importance;
- d) appointment and dismissal of the persons entrusted with the management and the representation, namely the CEO, the other members of the Executive Board, the Head of Internal Audit as well as the granting of signatory powers at the level of the Company;
- e) ultimate supervision of the corporate bodies entrusted with the management, in particular in terms of compliance with laws, the Articles of Association, regulations and directives;
- f) preparation of the annual report, the compensation report and the report on non-financial matters
- g) preparation of the General Meeting of Shareholders of the Company and implementation of its resolutions;
- h) filing of a petition for moratorium and the notification of the court in case of over-indebtedness of the Company;
- i) adoption of resolutions on the increase or reduction of the share capital of the Company, to the extent that such power is vested in the Board of Directors (Art. 653u II CO), as well as the ascertainment of capital increases and capital reductions and the respective amendments to the Articles of Association;
- j) approval of the annual budget.

³ The Board of Directors delegates all other areas of management in full to the Executive Board under the leadership of the CEO in accordance with these Regulations, unless otherwise provided by statutory legal provisions or the Articles of Association.

3.4 Information and reporting

¹ Each member of the Board of Directors may seek information about all affairs relating to the Company.

² At each meeting, the Board of Directors shall be briefed by the CEO and, if the Chairman so directs, by other members of the Executive Board on current business performance and significant business events. Any extraordinary events shall be brought immediately to the attention of the members of the Board of Directors by the CEO.

³ Outside the meetings, each member of the Board of Directors may seek information on the course of business from the CEO and other members of the Executive Board via the Chairman.

3.5 Compensation

¹ The Board of Directors shall determine the amount of fixed compensation to be paid to its members, plus any performance-related compensation as provided in separate compensation regulations, within the bounds of the statutory legal provisions and Articles of Association and subject to approval by the General Meeting of Shareholders.

3.6 Additional mandates

¹ The maximum permissible number of additional mandates held by the members of the Board of Directors is governed by Art. 29 of the Articles of Association.

² The Chairman of the Board of Directors shall request from each person who is to be proposed to the General Meeting of Shareholders by the Board of Directors for election as a new member of the Board of Directors in due time, i.e. prior to the publication of the agenda items and election proposals for the General Meeting of Shareholders, a list of existing additional mandates² in other companies and organisations. The Chairman of the Board of Directors shall check whether the other mandates are compatible with the future activity of the respective person as a member of the Board of Directors of the Company.

³ The acceptance of an additional mandate in another company during a member of the Board of Directors' term of office shall be subject to prior approval by the Chairman of the Board of Directors or, in the case of additional mandates of the Chairman of the Board of Directors, to the approval of the majority of the other members of the Board of Directors. Such approval may only be refused in justified cases, which include in particular:

- a) a clear conflict of the mandate with the Group's interests;
- b) any excessively high reputational risks associated with the mandate that would cause considerable damage to the Group should they materialise; or
- c) the time taken up by the mandate if it compromises or prevents the proper performance of the duties as a member of the Group's Board of Directors.

4. Chairman and Vice Chairman of the Board of Directors

¹ The Chairman of the Board of Directors shall have the following duties and powers:

- a) convening, setting the agenda, preparing and chairing the meetings of the Board of Directors;
- b) preparing and monitoring the implementation of the resolutions of the Board of Directors in consultation with the CEO;
- c) supervising the Group's business conduct and the activities of the Executive Board; and
- d) Coordinating the work of the Committees of the Board of Directors and ensuring that the Board of Directors operates as an integrated, cohesive body. The Chairman of the Board of Directors shall receive all notices and minutes of Committee meetings and be entitled to attend such meetings.

² Should the Chairman be unable to attend, his functions shall be performed by the Vice Chairman of the Board of Directors.

² According to Art. 29, Para. 4 of the Articles of Association, activities in functions comparable to the Board of Directors mandate at other companies with an economic purpose are deemed to be mandates.

5. Committees of the Board of Directors

5.1 In general

¹ The Compensation and Nomination Committee and the Audit Committee shall be standing Committees of the Board of Directors.

² The Board of Directors may resolve to establish (and dissolve) additional committees and entrust them with specific responsibilities and project tasks. The mandate of the Committees is limited to preparing the basis for the decision-making for the Board of Directors.

³ The composition, organisation, powers and duties of the individual Committees shall be defined in detail by the Board of Directors in corresponding Committee regulations, to the extent these are not prescribed by the Articles of Association or a resolution of the General Meeting of Shareholders.

⁴ The chairperson of the Committees shall inform the Board of Directors of their activities at the next ordinary meeting of the Board of Directors, in urgent cases also immediately.

⁵ In order to perform their duties, the Committees may engage external advisers or subject matter experts at the Company's expense and invite them to attend their meetings.

⁶ The chairperson of the each Committee shall convene the meetings, prepare the agenda and ensure that minutes are kept of the proceedings and resolutions.

5.2 Compensation and Nomination Committee

The Compensation and Nomination Committee consists of three members of the Board of Directors. It supports the Board of Directors in establishing and reviewing the compensation policy and guidelines, and in preparing the proposals to the General Meeting of Shareholders regarding the compensation of the members of the Board of Directors and the Executive Board. It may submit proposals to the Board of Directors on other compensation matters and supports it in matters relating to the nomination and promotion of members of the first and second management levels.

5.3 Audit Committee

The Audit Committee consists of three members of the Board of Directors. It supports the Board of Directors in overseeing the management of the business, in particular in its non-delegable duties for ultimate supervision and financial control (Art. 716a CO), as well as in the preparation of the annual report and financial statements, by forming its own judgement on the organisation and functioning of the internal and external control system as well as on the financial report.

6. Executive Board

6.1 Delegation

¹ The Board of Directors delegates the management of the Group in full to the Executive Board under the leadership of the CEO in accordance with section 3.3, paragraph 3 of these Regulations, unless otherwise provided by statutory legal provisions, the Articles of Association, these Regulations or an order of competence issued by the Board of Directors.

² The CEO, the Executive Board and the members of the Executive Board (pursuant to section 7 of these Regulations), the latter subject to the approval of the CEO, may in turn sub-delegate duties and powers within the Group and grant authority to sub-delegate such duties and powers. Such delegations must be recorded in writing, for example in the form of business regulations, and clear rules on duties, powers and accountability must be established. Irrespective of any delegation of their duties and powers, the CEO, the Executive Board and its members remain responsible for the performance of the duties and powers delegated to them.

6.2 Duties and powers

¹ In consultation with the Board of Directors, the Executive Board, under the leadership of the CEO, develops a suitable and appropriate corporate organisation and defines the associated corporate governance. The latter includes principles and guidelines on the following topics, which are valid for all processes and Group companies and must be taken into account in their conception or further development:

- a) adherence to the applicable law (compliance);
- b) appropriate and adequate risk management and risk control system;
- c) data protection;
- d) data and information security;
- e) sustainability.

² The Executive Board is responsible for their implementation and compliance and periodically reports to the Board of Directors.

³ The Executive Board, under the leadership of the CEO, coordinates the operational activities of the Group and its business units and functional areas (according to the organisational chart in the Appendix), taking into account the principles and guidelines on corporate governance referred to in paragraph 1. In addition, it is responsible, under the leadership of the CEO, for all business management matters that are not assigned to another body or person by law, the Articles of Association, these Regulations or an order of competence issued by the Board of Directors.

6.3 Composition and management

The Executive Board consist of the members named in section 7 of these Regulations and any other members appointed by the Board of Directors at the proposal of the CEO. It shall be headed by the CEO.

6.4 Appointment and dismissal of members

¹ The CEO is proposed by the Compensation and Nomination Committee. All other members of the Executive Board are proposed by the CEO. The Board of Directors appoints the members of the Executive Board and may dismiss them at any time.

6.5 **Meetings and decision-making**

¹ The Executive Committee shall meet as often as deemed necessary or when requested in writing by a member.

² Executive Board meetings are convened by the CEO. Executive Board meetings are chaired by the CEO or, in his absence, by the CFO. Executive Board meetings may also be held by telephone or video conference.

³ The Executive Board constitutes a quorum if the majority of its members are present. Participation by telephone or video shall equate to attendance in person.

⁴ As a rule, the Executive Board passes its resolutions by consensus. If this is not possible, resolutions are passed by a majority of the votes cast.

⁵ The CEO has the power to overrule any decision of the Executive Board. If he exercises his authority in this regard, he shall immediately inform the Chairman of the Board of Directors and the Executive Board.

⁶ Minutes shall be taken of all Executive Board meetings and the resolutions passed. The minutes shall be sent to all members of the Executive Board and to the Chairman of the Board of Directors. The other members of the Board of Directors may inspect the minutes of the Executive Board in accordance with section 3.4 of these Regulations.

⁷ The individual members of the Executive Board shall perform their duties within the Executive Board through the right of co-determination and the right to make proposals, as well as through the right to demand that a transaction be dealt with.

6.6 **Additional mandates**

¹ The maximum permissible number of additional mandates is governed by Art. 29 of the Articles of Association.

² Members of the Executive Board are only permitted to accept mandates outside the Group and public functions or to conduct business for their own account or for the account of third parties with the approval of the Board of Directors. The approval shall be at the discretion of the Board of Directors, taking into account in particular whether the acceptance of further mandates by the respective member of the Executive Board may be in the interest of the Group or may bring a direct or indirect benefit to the Group.

7. Members of the Executive Board and their areas of responsibility and authority

¹ The areas of responsibility of the members of the Executive Board mentioned in this section 7 are defined in these Regulations and in the organisational chart in the appendix. The Board of Directors may further specify the areas of responsibility of the members of the Executive Board in a competence regulation.

² The members of the Executive Board are each individually responsible for the areas of responsibility assigned to them.

7.1 Chief Executive Officer (CEO)

¹ The CEO leads the members of the Executive Board and also chairs the Executive Board.

² In particular, the CEO has the following duties and powers:

- a) initiating and implementing the Group's strategic objectives, to be determined by the Board of Directors, and allocating the necessary material and human resources;
- b) leading and supervising the executives reporting directly to him and leading, supervising and coordinating the members of the Executive Board;
- c) convening, preparing and chairing Executive Board meetings;
- d) taking decisions when business units or functional areas have conflicting interests;
- e) keeping the Chairman and members of the Board of Directors informed about the Group's business performance;
- f) directing the business with a view to achieving the budget approved by the Board of Directors.

³ The CEO receives all invitations and minutes of Board Committee meetings and is entitled to attend such meetings.

7.2 Chief Financial Officer (CFO)

¹ In particular, the CFO has the following duties and powers: He is responsible for the Group's finances and administration and, in this capacity, is responsible for implementing and overseeing the execution of the principles and guidelines established by the Board of Directors for the Group's financial planning, accounting and financial controls, and in particular for ensuring the adequate financing of the Group and the establishment of the necessary control mechanisms, including risk management.

² The CFO is authorised to issue instructions to the other members of the Executive Board, with the exception of the CEO, with regard to the implementation of the decisions of the Board of Directors concerning his area of responsibility.

³ Unless otherwise specified, the CFO shall act as the deputy of the CEO.

7.3 Chief Technology Officer (CTO)

¹ The CTO shall in particular have the following duties and powers:

- a) Definition of the Group-wide target image of the IT architecture depending on the Group strategy;
- b) Implementation of the technical roadmap (schedule, scope and budget);
- c) Building a flexible, secure and scalable Group-wide platform for all business areas;
- d) Establish Group-wide standards (common development principles) and ensure a consistent patient/customer-centric view for all technical solutions together with the Tech Hubs (in a collaborative way of working);
- e) Ensuring that technological resources meet the short and long-term needs of the business;
- f) Ensuring data security, data protection and the highest quality in the area of technology;
- g) Linking technology to product and business, creating cross-functional teams with a patient- and customer-centric approach.

7.4 Chief Operations Officer (COO)

¹ In particular, the COO has the following duties and powers:

- a) Definition of the Group-wide target picture of the supply chain (purchasing, operational procurement, logistics, transport, customer service) depending on the Group strategy
- b) Building flexible and high-performance logistics platforms with high availability in the respective segments including procurement, purchasing and customer service functions,
- c) Development of Group-wide standards in the respective areas,
- d) Development of new (logistical) service performance in combination with technology and marketing for the customers.
- e) Ensure compliance with relevant standards and regulations,
- f) Risk management

7.5 Segment Heads

¹ Each segment head has in particular the following duties and powers in relation to the segment assigned to him:

- a) Leadership, supervision and strategic orientation and further development of the organisation and the business within the framework of the Group strategy
- b) Convocation of meetings of the Steering Committees, their preparation as well as the chairmanship of meetings
- c) Further development of products and services within the framework of the Group strategy
- d) Local resource management and planning based on the segment strategy
- e) Networking with the relevant stakeholders (incl. public relations) in coordination with the CEO
- f) Ensure compliance with relevant laws and regulations,
- g) Risk management

8. Internal Audit

8.1 Appointment, reporting

¹ The Head of Internal Audit is appointed by the Board of Directors on the proposal of the CEO. The members of the Internal Audit team or any external resources regularly used shall be confirmed by the CEO.

² The Head of Internal Audit reports to the CEO in disciplinary matters.

³ Any serious findings made in the course of internal audits shall be reported immediately by the Head of Internal Audit to the CEO, the Chairman of the Board of Directors and the Chairman of the Audit Committee.

8.2 Duties, powers and rights of inspection

¹ Internal Audit conducts operational and system reviews and assists the Group's organisational units in regulating, improving and ensuring the effectiveness of their risk management and internal control measures. Internal Audit shall coordinate its work as far as possible with the external auditors.

² The Audit Committee shall discuss the annual audit plan with Internal Auditing once a year in advance and receive reports on the key findings and actions taken. The decision about the annual audit plan shall rest with the Board of Directors.

³ The Board of Directors may entrust Internal Auditing with special audits, internal investigations or other tasks extending beyond the regular activities of Internal Audit.

⁴ Internal Audit and any third parties engaged by it have unrestricted rights of access to information and records in performing their duties.

9. Further provisions

9.1 Signature powers

Any two members of the Board of Directors shall be authorized to sign jointly by two. All other authorized representatives of the Company and its Group companies shall also sign jointly by two. The Board of Directors may issue regulations on the signature powers of the members of the Executive Board. The Board of Directors authorises the Executive Board to regulate the signature powers of the other employees.

9.2 Dealing with conflicts of interest

¹ The members of the Board of Directors and the Executive Board shall disclose to each other all memberships in bodies as well as all other interests, mandates, functions or activities that could potentially lead to a conflict with the interest of the Company or the Group.

² In the event of a conflict of interest of a member of the Board of Directors, the person concerned shall immediately inform the Chairman of the Board of Directors, or, if he is not available or is himself in a conflict of interest, the Vice-Chairman, or, if he is also not available or is himself in a conflict of interest, the oldest member of the Board of Directors in terms of age who is not in a conflict of interest. The Chairman (or, depending on the situation, the Vice-Chairman or another member of the Board of Directors) proposes to the Board of Directors and the person with a conflict of interest that a decision be taken on appropriate measures to deal with the conflict of interest. The Board of Directors shall decide on this in the absence of the person(s) in conflict of interest.

³ In the event of a conflict of interest of a member of the Executive Board, the person concerned shall immediately inform the CEO, or, if the CEO cannot be reached or is himself in a conflict of interest, the CFO, or, if the CFO cannot be reached either or is himself in a conflict of interest, the CTO (in each case with a copy to the Chairman of the Board of Directors). The

CEO (or, depending on the situation, the CFO or CTO) proposes to the Executive Board and the person with a conflict of interest that a resolution be passed on appropriate measures to deal with the conflict of interest. The Executive Board shall decide on this in the absence of the person(s) in conflict of interest and shall notify the Chairman of the Board of Directors of the decision. The Board of Directors may take a measure that differs from that of the Executive Board.

⁴ Any person with a conflict of interest, or who is required to represent such interests on behalf of a third person and is therefore required to recuse himself/herself pursuant to the decision of the Board of Directors or the Executive Board, shall not receive confidential information about matters related to the conflict of interest. The data subject shall use his or her best efforts not to receive such information. In addition, the data subject shall not attend meetings or parts thereof when such a matter is being discussed and/or decided upon. Finally, the Data Subject shall not have access to the minutes or relevant parts of the minutes of any such meeting or to any relevant documents and information.

9.3 **Confidentiality**

¹ The members of the Board of Directors and the Executive Board are obliged to treat as confidential all information and documents which they have received or viewed in connection with their function as a corporate body of the Company or its Group companies and neither to pass them on to third parties nor to allow them to be used for any purpose outside the Company and its Group companies.

² After termination of their function as a member of a governing body, they are obliged to return all documents related to the company or its group companies to the company or to irrevocably delete the corresponding electronic data. The return or deletion does not release the resigned member from the duty of confidentiality pursuant to paragraph 1 of this provision.

10. Final provisions

10.1 Writing

Where written form is provided for in these Organisational Regulations, this shall also include, unless another form is prescribed by law, any transmission enabling proof by text.

10.2 Changes

These Regulations may be amended by the Board of Directors at any time by simple majority.

10.3 Entry into force

These Organisational Regulations were approved by the Board of Directors on 19 June 2023 and shall enter into force on 20 June 2023. This version replaces all previous versions.

On behalf of the Board of Directors of DocMorris AG

Walter Oberhänsli
Chairman of the Board of Directors

Prof. Stefan Feuerstein
Vice Chairman of the Board of Directors

Annexes

- Organisational chart
- Compensation and Nomination Committee (CNC) Terms of Reference
- Audit Committee (AC) Terms of Reference

Note: This translation is provided for information purposes only. The Organisational Regulations written in German are the legally binding version.