	Group Directive Title:	Audit and Compliance Committee Charter
	Group Directive Number:	GD-04
	Group Directive Owner:	CFO and CLO
	Approved by:	Board of Directors
	Effective Date:	September 10, 2024
	Valid Version:	Version 4.0


AUDIT AND COMPLIANCE COMMITTEE CHARTER

1 COMPOSITION AND TERM

- (1) The Audit and Compliance Committee (**ACC**) shall comprise at least two members of the Board of Directors (**Board**) all of which shall be independent, non-executive members of the Board as that term is understood pursuant to the Swiss Code of Best Practice for Corporate Governance.
- (2) The members of the ACC shall be appointed by the Board. ACC members shall serve until their successor shall have been duly elected and qualified or their earlier resignation or removal. The chairperson of the ACC (**Chairperson**) shall be designated by the Board.
- (3) At least one member must possess recent and relevant experience in finance and accounting. The others should be familiar with the matters of accounting, audit and compliance.

2 ADMINISTRATIVE MATTERS

- (1) The ACC shall meet at such times and from time to time as it deems to be necessary or appropriate, but at least four times a year, either in person, by telephone or video conference, and at such times and places as the ACC shall determine.
- (2) Meetings may be called by any of (i) Chairperson of the Board, (ii) Chairperson of the ACC, (iii) CEO, (iv) CFO and (v) Chief Legal Officer.
- (3) In addition, the ACC shall meet at least twice a year with the head of the internal audit organization as well as with the External Auditor, to discuss any matters as deemed necessary or appropriate. The ACC may also, to the extent it deems necessary or appropriate, meet with the Company's investment bankers, financial analysts or financial and legal advisers. The ACC shall report its actions and recommendations to the Board at the meeting of the Board following each ACC meeting.
- (4) The Chairperson of the ACC is responsible for (i) preparation and/or approval of an agenda in advance of each meeting and (ii) keeping of minutes of the meetings.
- (5) The Chairperson shall designate the secretary of the ACC and determine the latter's tasks.
- (6) CEO, CFO and Chief Legal Officer shall participate in such meetings as non-voting guests if not otherwise required by the Chairperson. Head of Compliance and Head of Quality, or others as required, may be invited to the meetings by the Chairperson.
- (7) The minutes taken of the meeting shall be distributed to all members of the Board.
- (8) Important findings arising from the ACC's activities which are urgent must be reported directly to the Chairperson of the Board by the Chairperson.
- (9) The ACC shall perform an annual review and self-evaluation of the Committee's performance, including a review of the Committee's compliance with this charter. The Committee shall

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conduct such evaluation and review in such manner as it deems appropriate and report the results to the Board.

- (10) The ACC shall review the adequacy of this charter from time to time and recommend any proposed changes to the Board for approval.

3 MISSION STATEMENT

- (1) The ACC assists the Board in monitoring the: (i) integrity of the financial statements of the Santhera Group, (ii) the External Auditor's qualifications and independence; (iii) the performance of the Internal Audit function and of the External Auditor; and (iv) compliance by the Santhera Group with legal and regulatory requirements.


4 POWERS AND DUTIES

- (1) The ACC ensures oversight of the Company's financial reporting (consolidated and stand-alone), the reporting expediency and effectiveness of the internal control systems and ensures ongoing communication with the external auditors.
- (2) The ACC constantly scrutinizes the Company's risk management principles and appropriateness of risks taken, especially in the areas of investments, currencies, raw-material procurement, and liquidity.
- (3) The ACC reviews and discusses any fraud or fraudulent activities (including potential fraud or fraudulent activities), whether or not material, that involves members of the Board, members of the management or other employees who have a significant role in the Group's internal controls.
- (4) The ACC makes recommendations to the Board for important decisions in the areas of investments, currencies, raw-material procurement, and liquidity, such as approval of risk management principles, adoption of the annual financial and sustainability statements or proposals for the appointment of the statutory auditors.

5 COMMITTEE AUTHORITY AND RESPONSIBILITY

(1) Financial Reporting and Internal Controls


- (a) Review the consolidated financial statements of Santhera group as well as the stand-alone financial statements of the holding company;
- (b) Discuss with management and the External Auditor the Company's and Group's quarterly and annual financial statements;
- (c) review, and challenge where necessary, the actions and judgements of management, in relation to the Company's half-year and year-end financial accounts;
- (d) Recommend for approval (or non-approval) by the Board all financial statements.

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- (e) with respect to the sustainability report (if required by law to disclose such a report), assess the accuracy, completeness and compliance of sustainability related financial disclosures and the non-financial disclosures and recommend approval to the Board;
- (f) with respect to the compensation report, assess the accuracy, completeness and compliance of the financial parts of the compensation report subject to audit, and recommend approval to the Compensation Committee;
- (g) Review the design and operating effectiveness of the internal control system;
- (h) Review and discuss (i) all significant deficiencies in the design or operation of internal controls which could adversely affect the Group's ability to record, process, summarize and report financial data, including any material weaknesses in internal controls, (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Group's internal controls, and (iii) any significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regards to significant deficiencies and material weaknesses;
- (i) Review and discuss with management the Company's financial budgets and the steps management has taken to develop, monitor and control the budget; and
- (j) Review such other matters in relation to the Group's accounting, auditing, financial reporting and compliance with law and internal policies.

(2) Oversight of the Enterprise Risk Management (ERM)

- (a) review the functionality and effectiveness of the risk management, including the management of cyber risks and data privacy;
- (b) review the financial risk analysis reports and the internal and external audit reports on the Santhera internal control system findings and recommend them to the Board for approval;
- (c) review periodically the risk management principles and submit, if appropriate, amendments to these principles to the Board for approval;
- (d) discuss the CFO's reporting on the risks taken, on risk-limiting measures, and on the justifiability of the risks taken; and
- (e) support the Board in obtaining reasonable assurance with respect to the Group's risk management practices; annually review the Group's risk profile; provide oversight on significant risk exposures and provide advice on the risk management process established by management.

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(3) Effective Compliance Program

- (a) assess the status of compliance within the Company and review the effectiveness of the system for monitoring compliance with laws and regulations; where appropriate, review the follow-up of instances of non-compliance and the conclusions of the auditors;
- (b) review the group compliance reporting, document the Company's compliance framework, systems, activities and improvement actions proposed and/or pursued by the various control functions;
- (c) Review updates from the Company's SpeakUp office regarding whistleblowing activities and trends;
- (d) Review updates with regards to Quality Assurance / patient safety twice per year; and
- (e) annually review updates from Health, Safety & Environment.

(4) Significant Legal Matters and Regulatory Risks


- (a) Review major issues regarding the status of the Group's material legal matters, as well as major legislative and regulatory developments that may have significant impact on the Group, including GxP, PV, quality systems issues and potential product issues.

(5) Internal Auditor

- (a) To the extent the ACC deems necessary or appropriate, review and recommend to the Board the appointment and replacement of the persons within the Company responsible for Risk Management, Quality Control and Internal Audit;
- (b) Review the significant reports to management, prepared by the Internal Audit department and management's responses and supervise the remediation of open audit issues; and
- (c) Discuss with the CFO as needed, the Internal Audit department's responsibilities, staffing and any recommended changes in the planned scope of the Internal Audit.

(6) External Auditor

- (a) Evaluate the qualifications, performance and independence of the External Auditor, including considering whether the quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the External Auditor's independence, taking into account the opinions of management and Internal Audit;
- (b) Ensure rotation of the audit partners of the External Auditor at least every five years;

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- (c) On behalf of the Board, which has fully delegated this task to the ACC, (i) select and nominate the External Auditor for election by the General Meeting, and (ii) be directly responsible for the supervision and compensation of the External Auditor (including the resolution of any disagreement between management and the External Auditor regarding financial reporting);
- (d) On behalf of the Board, which has fully delegated this task to the ACC, pre-approve all auditing services, internal control-related services and non-audit services permitted under applicable law, regulations and listing requirements to be performed for the Group by its External Auditor and ensure that the provision of such services does not impair the external auditor's independence or objectivity;
- (e) Obtain and review a report from the External Auditor at least annually regarding (i) the External Auditor's internal quality-control procedures, (ii) any material issues raised by the most recent quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues, and (iv) all relationships between the External Auditor and the Group; and
- (f) Discuss with the External Auditor the results of their audits, any unusual items or disclosures contained in the audits and the matters required by Public Company Auditing Oversight Board Auditing Standards No. 1301, as revised, and request a formal written statement from the External Auditor documenting such discussion.

6 REVISION HISTORY

Revision	Approved by	Date	Revision Notes
1	Board	April 4, 2017	Comprehensive Revision
2	Board	June 26, 2023	Comprehensive Revision
3	Board	September 10, 2024	Comprehensive Revision

Pratteln, September 10, 2024



Thomas Meier

Chairman of the Board



Oliver P. Kronenberg

Secretary of the Board