Organizational Regulations

of

Windward Bio Group AG

Approved by the Board on
October 7, 2026

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1. Basis

(a) These organizational regulations (**Regulations**) are adopted by the board of directors (**Board**) of Windward Bio Group AG (**Company**) pursuant to article 716*b* para. 2 of the Swiss Code of Obligations (**CO**) and articles 18 para. 2 and 21 para. 3 of the Company's articles of association (**Articles**).

(b) The Company is the parent company of several direct and indirect controlled subsidiaries (**Subsidiaries** and each a **Subsidiary**) which, together with the Company, form the Windward Bio group (**Group**). In this function, the Company performs tasks of management, organization and financing not only for itself but also for all the Subsidiaries. To the extent permitted by applicable law, the corporate bodies of the Company may therefore also promulgate guidelines and directives for the entire Group, including the Subsidiaries. Notwithstanding these endeavors, the legal independence of all Subsidiaries and the provisions of applicable laws, rules and regulations relating to them must be observed to the extent legally required.

(c) These Regulations govern the internal organization and corporate governance of the Company, i.e., the appointment as well as the functions, powers and duties of the following persons and corporate bodies of the Company:

(i) the Board and the members of the Board (**Directors**);

(ii) the chairperson of the Board (**Chairperson**);

(iii) the vice-chairperson of the Board (**Vice-Chairperson**) (if appointed);

(iv) the lead independent director (**Lead Independent Director**) (if appointed);

(v) the secretary of the Board (**Secretary**);

(vi) the committees of the Board (**Board Committees**) established from time to time pursuant to the Articles and these Regulations;

(vii) the executive committee (*Geschäftsleitung*) of the Company (**Executive Committee**);

(viii) the chief executive officer (**CEO**); and

(ix) the chief financial officer (**CFO**).

2. Board of Directors

2.1 Composition

The Board shall consist of not less than three and no more than nine Directors.

2.2 Election and Organization

(a) The general meeting of shareholders of the Company (**Shareholders' Meeting**) shall elect the Directors and the Chairperson individually and for a term of office until the completion of the next ordinary Shareholders' Meeting. Re-election is possible.

(b) If the office of the Chairperson is vacant, the Board shall appoint a new Chairperson from among its members for a term of office until completion of the next ordinary Shareholders' Meeting.

(c) The Board may elect from among its members a Vice-Chairperson for a term of office until completion of the next ordinary Shareholders' Meeting.

(d) In the event that the Chairperson is considered to be non-independent by the Board pursuant to the Swiss Code of Best Practice for Corporate Governance, the Board shall appoint from among its members a Lead Independent Director for a term of office until the completion of the next ordinary Shareholders' Meeting.

(e) The roles of Vice-Chairperson and Lead Independent Director may be held by the same Director.

(f) The Board may appoint the Secretary, who need not be a member of the Board. The Secretary shall be entitled to participate in the deliberations and discussions of the Board, but shall not vote, unless he or she is a member of the Board.

(g) Any Director may resign at any time by delivering such Director's notice in writing or by electronic transmission to the Board. Such resignation shall take effect at the time of delivery of the notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

2.3 Powers and Duties

(a) Subject to the legal and statutory powers and duties of the Shareholders' Meeting and the statutory auditors, the Board shall be the ultimate executive body of the Company.

(b) The Board shall have the authority to pass resolutions in all matters of the Company that are not reserved to the Shareholders' Meeting or to another corporate body by law, the Articles or these Regulations. Subject to the limitations set out in these Regulations, the Board shall have the authority to perform all acts that the business objectives of the Company may entail.

(c) The Board shall, in particular, have the following non-delegable and inalienable powers and duties (article 716*a* CO and article 21 of the Articles):

(i) the ultimate management of the Company and the Group, and the issuance of necessary instructions;

(ii) the determination of the organization of the Company and the Group, including the adoption and amendment of these Regulations;

(iii) the structuring of the accounting system, of the financial controls and of the financial planning of the Company and the Group;

(iv) the appointment and dismissal, with or without cause, of the members of the Executive Committee and of the persons entrusted with the representation of the Company, and issuance of rules on the signature authority;

(v) the ultimate supervision of the persons entrusted with the management of the Company and the Group, in particular in view of compliance with the law, the Articles, these Regulations and any other regulations, policies and directives adopted from time to time;

(vi) the preparation of the annual report, the compensation report and, if applicable, the report on non-financial matters pursuant to article 964*c* CO and other reports as required by law, if any;

(vii) the preparation of the Shareholders' Meeting and the implementation of its resolutions;

(viii) the adoption of resolutions on the change of the share capital or the currency of the share capital, to the extent that such power is vested in the Board, the ascertainment of capital changes, the preparation of the report on the capital increase, and the respective amendments of the Articles (including deletions);

(ix) the non-transferable and inalienable duties and powers of the Board pursuant to the Swiss Merger Act;

(x) the submission of a petition for debt-restructuring moratorium for the Company and the notification of the court in case of over-indebtedness of the Company; and

(xi) other powers and duties reserved to the Board by law or the Articles.

(d) In addition, the Board shall have the following powers and duties:

(i) to review and approve material changes to the business strategy and the basic organization of the Company and the Group;

(ii) to review and approve the Company's and the Group's financial plans, including its financial strategy, forecasts, the annual business plan and annual budget;

(iii) to approve unbudgeted expenditure (including capital expenditure) in excess of USD 5,000,000 per individual item;

(iv) to agree to or extend credit lines, other financial indebtedness, guarantees or other securities issued by the Company or the Group exceeding USD 5,000,000;

(v) to agree to leases with a value exceeding USD 5,000,000;

(vi) to create any liens or encumbrances of assets outside the normal and ordinary course of business;

(vii) to authorize or issue any debt security or other financial instruments convertible into, exchangeable for, or exercisable for shares of the Company;

(viii) to transfer or license to a third-party any intellectual property right of the Company or any of its Subsidiaries with a value exceeding USD 5,000,000;

(ix) to dispose of any of the Company's or any of its Subsidiary's fixed assets with a value exceeding USD 5,000,000;

(x) to enter into any transaction which would result in a direct or indirect acquisition of, or entering into any legally binding agreement or commitment to acquire, all or substantially all of the assets of, or effective voting or contractual control over (whether resulting from a purchase of shares, by merger, by consolidation, or otherwise), the Company or any Subsidiary;

(xi) to approve the acquisition by the Company or any Subsidiary of another entity or of assets, including by way of exclusive license, for an enterprise or asset value of more than USD 5,000,000;

(xii) to create or close a subsidiary or any joint venture partnership or similar business association of the Company;

(xiii) to establish the Company's dividend policy;

(xiv) to establish and adopt or amend a directive and procedure on public disclosure, reporting and securities trading;

(xv) to review and approve the Group's risk management program, including reviewing important processes and procedures for monitoring significant risks or exposures that the Company or the Group may face;

(xvi) to review and approve the recommendations or proposals of the Board Committees;

(xvii) to adopt or amend the compensation and benefits strategy of the Group as well as the compensation principles applicable to the Directors, the members of the Executive Committee and the other employees of the Group;

(xviii) to adopt or amend any equity incentive plan and the related documentation, as well as grant or delegate the authority to grant shares, options, units or other rights under any equity incentive plan;

(xix) approve, to the extent not delegated to the Compensation Committee, the compensation of each Director and each member of the Executive Committee;

(xx) to take any decision with respect to litigation or disputes which are material to the Company and / or the Group; and

(xxi) to enter into any transaction between the Company or a Subsidiary on the one hand and any Director, member of the Executive Committee or shareholder of the Company or a related party on the other hand, except with respect to employment or consultancy agreements, compensation or the reimbursement of expenses, in each case to the extent in line with the normal and ordinary course of business and unless another provision of these Regulations requires approval by the Board.

(e) Subject to these Regulations and the mandatory provisions of Swiss law, the Board hereby delegates the day-to-day executive management of the Company and the Group to the CEO.

2.4 Board Meetings and Agenda

(a) Meetings of the Board (**Board Meetings**) shall take place as often as the business of the Company or the Group requires, but in any event at least four (4) times a year.

(b) Board Meetings may be held in person or by means of a telephone or video conference or any other electronic means, which allow the persons participating and attending such meeting to hear, and be heard by, all others participating and attending the meeting, or a combination thereof.

(c) Board Meetings shall be called by the Chairperson or, should the Chairperson be unable to do so, by the Vice-Chairperson (if appointed) or any other Director, whenever necessary. Any Director may at any time request the Chairperson to call a Board Meeting in writing, by e-mail or other electronic means of communication approved by the Chairperson, specifying the items to be included in the agenda, in which case the Chairperson shall give notice to each Director of such Board Meeting within ten (10) business days following receipt of such request.

(d) The Chairperson, or the Secretary on behalf of the Chairperson if so requested by the Chairperson, shall give at least eight (8) business days' notice of any Board Meeting to each Director.

(e) If the Chairperson determines that urgent business has arisen, notice of the relevant Board Meeting may be reduced to one (1) business day. Irrespective of the circumstances, a Board Meeting may be held at shorter notice or without notice if the prior consent of all Directors has been received.

(f) In the event that the Board is to resolve on a confirmation of the execution of a capital change or a change in the currency of the share capital and the related amendments to, or deletions in, the Articles, no notice must be given to the Directors.

(g) The Chairperson, or the Secretary on behalf of the Chairperson if so requested by the Chairperson, shall circulate the agenda of the Board Meeting at least three (3) business days or, in the event of urgent business, one (1) business day before the meeting, and the Board package containing reporting information by the management and the specific items to be resolved upon at the Board Meeting (**Board Pack**) shall be distributed reasonably in advance of the meeting.

(h) Each Director may request that items be placed on the agenda. Such a request shall, if reasonably possible, be sent to the Chairperson at least six (6) business days prior to the meeting. In such event, the Chairperson shall immediately communicate the additional items on the agenda to the other Directors before the beginning of the meeting, unless already included in the Board Pack.

(i) No resolution shall be taken on items that were not on the agenda of the meeting unless all Directors are attending the meeting and agree that such resolution be taken or in case of urgency. Urgent items which are brought up after the agenda of the Board Meeting has been distributed may be discussed and resolved at such Board Meeting if at least one (1) business days' notice is given to the Directors or if a majority of all Directors present agree.

(j) Board Meetings shall be chaired by the Chairperson or, in his or her absence, by the Vice-Chairperson (if appointed) or another Director appointed by the Board.

(k) Any Board Meeting shall be held in English and all written communications and minutes shall be in English, unless otherwise required by applicable law.

(l) The Board may hold Board Meetings as determined by the Chairperson or the Lead Independent Director, as applicable, with or without the participation of the CEO and all or some of the Executive Committee members, and with the participation of other persons who are invited or admitted to attend by the Chairperson. The Board may also hold sessions without the presence of any Executive Committee members (including or excluding executive Directors) or other employees of the Company or the Group ("executive sessions").

(m) The Chairperson, or the Secretary on behalf of the Chairperson, shall require any such other persons, who are not already subject to confidentiality obligations vis-à-vis the Company, to agree to be subject to any restrictions (including trading restrictions) applicable to a Director under statutory law, the Articles, these Regulations, Company policies or otherwise, and to be aware that no trading is permitted based on potentially price-relevant information received.

2.5 Quorum

(a) A quorum shall exist if at least a majority of the Directors is present (including by video or telephone conference or by use of other electronic means according to Section 2.4(b)). If the required quorum is not met at the first meeting, a second meeting may be called within five (5) business days following the first meeting, at which no quorum shall be required.

(b) No attendance quorum shall be required if the only agenda item of the Board Meeting consists in the confirmation of the execution of a capital change or a change in the currency of the share capital and the related amendments to, or deletions in, the Articles. The Board may decide to waive the quorum for further Board Meetings in relation to any matters on which the Board has taken a decision in principle.

2.6 Resolutions

(a) Each Director shall be entitled to cast one (1) vote.

(b) Subject to the following Section 2.6(c), the Board shall pass resolutions and take other actions by a simple majority of the Directors' votes cast. The Chairperson shall not have a casting vote.

(c) Any decision to grant an exception from the registration restrictions set forth in article 6 para. 2 and 4 of the Articles and the voting rights limitation set forth in article 14 para. 2 of the Articles shall require the approval by two thirds of all Directors.

(d) Resolutions may be passed by way of written consent (including by PDF scans sent by e-mail or by electronic signature), by approval via e-mail or in another electronic form, provided that no Director requests oral deliberation within the period indicated in the corresponding motion. These written resolutions shall be considered approved if the majority of Directors required pursuant to Section 2.6(b) or 2.6(c), as applicable, have given their consent.

2.7 Minutes

(a) The Board shall maintain written minutes of its Board Meetings and properly record all its resolutions.

(b) The minutes shall be signed by the acting chair and the acting secretary (including by electronic signature).

(c) The minutes shall be distributed amongst the Directors following the Board Meeting and at the latest in the Board Pack of the next Board Meeting, and shall be approved at the next Board Meeting.

2.8 Information and Reporting

(a) Each Director shall be entitled to request information concerning all affairs of the Company and, to the extent permitted by applicable law, of the Group. In the Board Meetings,

all Directors and all persons entrusted with the management of the Company's and the Group's business who are present at the meeting shall provide the requested information.

(b) Outside the Board Meetings, each Director may request information from the other Directors and the persons entrusted with the management of the Company's and the Group's business concerning the course of business and the finances of the Company and, to the extent permitted by applicable law, of the Group and, upon authorization by the Chairperson, concerning particular aspects thereof.

(c) To the extent necessary to fulfil his or her duties, each Director may request that the Chairperson authorizes the inspection of the books and records of the Company and, to the extent permitted by applicable law, of the Group. If the Chairperson rejects a request for information or inspection, the requesting Director may refer the matter to the Board for decision.

(d) Notwithstanding the foregoing, the Board may, by individual resolutions, confer additional rights upon the Directors to request information, a hearing or an inspection.

2.9 Compensation and Expenses

(a) The Board shall determine any compensation of the Directors upon recommendation of the Compensation Committee and subject to the powers of the Shareholders' Meeting.

(b) Non-executive Directors shall be reimbursed for their reasonable expenses incurred while working for the benefit of the Company or the Group as directed or authorized by the Board and their reasonable out-of-pocket costs (including travel and lodging expenses consistent with the Company's travel or expenses policy) incurred by them to attend Board Meetings and other meetings (such as Board Committee meetings) or events attended at the Company's request.

(c) Special services rendered by individual Directors may be rewarded by the Board in an appropriate manner.

(d) The provisions of this Section 2.9 are subject to mandatory provisions of Swiss law, the Articles and approval by the Shareholders' Meeting.

2.10 Self-assessment

(a) At least annually, the Board shall review, on the basis of an assessment conducted by the Governance and Nomination Committee, its own performance, as well as the performance of each of the Board Committees. Such a review seeks to determine whether the Board and the Board Committees function effectively and efficiently.

(b) In light of the annual performance evaluation, the Board must consider whether any changes should be proposed or made to the membership of the Board and / or the Board Committees.

3. Chairperson

The Chairperson shall have the following powers and duties:

(a) to chair the Shareholders' Meetings and the Board Meetings;

(b) to prepare the Shareholders' Meetings and the Board Meetings in consultation with the CEO or the Lead Independent Director, as applicable;

(c) to inform all Directors without delay of material extraordinary events;

(d) to lead the Board, ensuring it is an effective working group at the head of the Company and promoting a culture of openness and debate;

(e) to ensure that the Board Committees meet regularly, function efficiently and report adequately to the Board, and to coordinate, together with the Board Committees' chairs, the work of all Board Committees;

(f) subject to the powers and duties of the Lead Independent Director, if applicable, to supervise the CEO, as head of the Executive Committee, and the other Executive Committee members on behalf of the Board;

(g) subject to the powers and duties of the Lead Independent Director, if applicable, to establish and keep close working relationships with the CEO and the other Executive Committee members between Board Meetings;

(h) to issue or lead external communications, after consultation and in coordination with the CEO, if applicable, on matters of general interest for the Company or the Group and outside the day-to-day operational management vis-à-vis shareholders, investors, the general public and the media; and

(i) any other matters reserved or allocated to the Chairperson by law, the Articles, these Regulations or by resolution of the Board.

4. Vice-Chairperson

(a) If a Vice-Chairperson is appointed, the Vice-Chairperson's tasks shall include:

  (i) to assume the responsibilities of the Chairperson to the extent the Chairperson is unable to do so or would have a conflict of interest in doing so; and

  (ii) to take such other actions as may be decided by the Board from time to time or as may be requested by the Chairperson. Without limitation, these may include:

    (A) interacting with the CEO and the other members of the Executive Committee and senior management on a more frequent basis outside of Board Meetings; and

    (B) representing the Board internally and in the public sphere.

(b) If the Vice-Chairperson is unable to act as deputy or if no Vice-Chairperson has been appointed, the Lead Independent Director or, if no Lead Independent Director has been appointed, the longest serving Director shall take his or her office, unless otherwise resolved by the Board.

5. Lead Independent Director

(a) The Lead Independent Director shall be an independent Director within the meaning of the Swiss Code of Best Practice for Corporate Governance.

(b) The Lead Independent Director has the following responsibilities:

(i) to ensure, on behalf of the Board, that the rules of good corporate governance are adhered to in the decision-making of the Board;

(ii) to act as point of contact for Directors to discuss matters regarding the Company's corporate governance that they would like to raise in the absence of the Chairperson;

(iii) to supervise the CEO, as head of the Executive Committee, on behalf of the Board, and to establish and keep close working relationships with the CEO;

(iv) to act, to the extent required, as a point of contact for shareholders and other stakeholders in connection with questions related to the Company's corporate governance; and

(v) if the Chairperson and the Vice-Chairperson (if appointed) are absent or conflicted, the Lead Independent Director shall take the chair at the Board Meetings and the Shareholders' Meetings.

(c) The Lead Independent Director is entitled to convene meetings of the Board or convene and chair meetings of all independent Directors whenever required, in particular in case of decisions related to the Chairperson or in case of potential conflicts of interest of the Chairperson as well as in the context of the Lead Independent Director's responsibilities set out in Section 5(b). If such meetings have been convened, the Lead Independent Director informs the Chairperson before and after the meeting about the agenda and the decisions taken in such a meeting.

6. Secretary

(a) At the Chairperson's request, the Secretary may act on behalf of the Chairperson to notify the Directors of the Board Meetings and to circulate the agenda and the Board Pack.

(b) The Secretary shall draft and keep the minutes of the Board Meetings.

(c) The Secretary shall also be responsible for the correct management of the share register, whereby the Secretary shall ensure that the register may be accessed from within Switzerland at any time and that at least one person domiciled in Switzerland and entitled to

represent the Company has access to the register. The Secretary may delegate this task to a third party.

7. Board Committees

(a) Subject to the powers of the Shareholders' Meeting and these Regulations, the Board may appoint one or more Board Committees, each Board Committee to consist of one or more Directors, as appointed by the Board.

(b) Together with the appointment of a Board Committee, the Board shall adopt the appropriate rules with respect to the mission, the powers and duties, the rules of procedure and the reporting of the Board Committee.

(c) Notwithstanding the generality of the above, the Board shall have the following standing Board Committees whose powers and duties are set forth in the charter of the respective Board Committee:

(i) an audit committee (**Audit Committee**);

(ii) a compensation committee (**Compensation Committee**); and

(iii) a governance and nomination committee (**Governance and Nomination Committee**).

(d) The Shareholders' Meeting shall elect the members of the Compensation Committee individually for a term of office until the completion of the next ordinary Shareholders' Meeting.

(e) The chair of the Compensation Committee and the members and the chairs of the Governance and Nomination Committee and of the Audit Committee shall be appointed by the Board for a term of office until the completion of the next ordinary Shareholders' Meeting.

(f) Members of the Board Committees may be re-elected at any time. If there are vacancies on a Board Committee (including the Compensation Committee), the Board may appoint substitute members from among its members for a term of office until the completion of the next ordinary Shareholders' Meeting.

8. Executive Committee

8.1 Chief Executive Officer

(a) The CEO shall be appointed by the Board for an indefinite term of office.

(b) The CEO shall head and direct the Executive Committee and be the contact person for the Board in its contact with the Executive Committee. As such, the CEO shall run and motivate the Executive Committee as a dedicated, cohesive and results driven team and be responsible for the Executive Committee's good functioning and organization.

(c) Subject to these Regulations and the mandatory provisions of Swiss law and according to the delegation of management pursuant to section 2.3(e), the CEO shall, with the support of the Executive Committee, be responsible for the executive management of the Company and the Group and its supporting functions. In particular, the CEO shall have the following powers and duties:

(i) to implement the strategy of the Company and the Group and the decisions taken by the Board and the Board Committees;

(ii) to monitor and assess progress against the Company's and the Group's targets and budget;

(iii) to prepare and submit to the Board for approval the following matters:

(A) the Company's and the Group's strategy;

(B) the Company's and the Group's annual business plan and annual budget;

(C) subject to the powers and duties of the Board and the Board Committees, proposals to the Shareholders' Meeting; and

(D) amendments to the Articles, these Regulations and signatory authorities of the Company;

(iv) to manage, supervise and coordinate investor relations;

(v) to manage, supervise and coordinate the ongoing business operations of the Company and the Group; and

(vi) such other duties as delegated by the Board or a Board Committee.

(d) The CEO shall be entitled to delegate some of his or her duties to other members of the Executive Committee or to third parties. The tasks according to Section 8.2 shall be delegated to the CFO.

(e) The CEO shall regularly inform the Board at the Board Meetings on the current course of business and all material business matters of the Company and the Group, including anticipated opportunities and risks. Extraordinary matters including significant unanticipated developments concerning the Company or any Subsidiary shall immediately be reported to the Chairperson or the Lead Independent Director, as applicable.

8.2 Chief Financial Officer

Subject to these Regulations and the mandatory provisions of Swiss law, the CFO shall be responsible for financial matters of the Company and the Group and shall report to the CEO. In particular, the CFO shall have the following powers and duties:

(a) to support the CEO in preparing the annual budget of the Company and the Group;

(b) to prepare the consolidated annual and, if any, semi-annual or quarterly financial statements of the Group and the statutory stand-alone annual financial statements of the Company;

(c) to organize and manage the accounting system as well as the financial control, financial planning and financial reporting of the Company and the Group;

(d) to prepare, operate and continuously improve the internal control system;

(e) to provide regular updates to the CEO and, after consultation with the CEO, to the Board, the Audit Committee and the Executive Committee of the financial situation of the Company and the Group (with comparison to the preceding financial year and the budget);

(f) to report immediately extraordinary business developments and matters of urgent nature to the CEO and the chair of the Audit Committee;

(g) to organize, supervise and coordinate pension, insurance and risk management matters of the Company and the Group;

(h) to monitor the optimal financing of the Company and the Group;

(i) to ensure compliance with all applicable tax laws and optimizing the Company's and the Group's effective tax rate;

(j) to support the CEO in managing and maintaining investor relations;

(k) upon consultation with the CEO and the Chief Legal Officer, to take decisions with respect to disclosure of material non-public information and prohibition of trading in any securities relating to the Company in accordance with the applicable laws and the Company's policies; and

(l) such other duties as delegated by the Board, a Board Committee or the CEO.

8.3 Executive Committee

(a) The Executive Committee shall include the CEO, the CFO, the Chief Legal Officer, the Chief Operating Officer, the Chief Medical Officer and any other members appointed by the Board from time to time.

(b) The Executive Committee shall be chaired by the CEO.

(c) All members of the Executive Committee shall be proposed by the CEO to the Governance and Nomination Committee for assessment and proposal to the Board, and the Board shall approve their appointments.

(d) The Executive Committee shall support the CEO in the executive management of the Company and the Group and the implementation of the strategy of the Company and the Group as resolved by the Board and in ensuring the execution of the decisions of the

Board in accordance with the law, the Articles, these Regulations and the resolutions by the Shareholders' Meeting.

(e) The individual members of the Executive Committee shall have the powers and duties delegated to them by these Regulations or by the CEO. The CEO may adopt regulations setting out the powers and duties of the individual members of the Executive Committee.

(f) Meetings of the Executive Committee shall generally take place as often as the business of the Company or the Group requires and shall be called by the CEO or his or her delegate or by another member of the Executive Committee. Every member of the Executive Committee shall be entitled to ask the CEO to call a meeting by indicating the items to be discussed.

(g) Notice of meetings shall be given within a reasonable time period in advance in writing, by e-mail or by other suitable means of communication indicating the agenda. Every member of the Executive Committee may request an item to be put on the agenda and propose that other employees of the Group participate in the meeting.

(h) The CEO may appoint a secretary of the Executive Committee who shall keep the minutes.

(i) Every member of the Executive Committee may request from the CEO and the other members of the Executive Committee, at any time in and outside of the meetings of the Executive Committee, to receive information about the Company's and the Group's affairs and to inspect business documents to the extent necessary for the exercise of his or her role.

(j) The Executive Committee shall take note of the reports of the CFO regarding the financial situation of the Company and the Group as well as of the other members' reports in the meetings of the Executive Committee.

9. General Provisions

9.1 Duty of Care and Loyalty

(a) Each Director and each member of the Executive Committee shall be under a duty to carry out his or her responsibilities with due care and to safeguard and further the best interests of the Company.

(b) Each Director and each member of the Executive Committee shall observe the limits to the number of mandates set forth in the Articles. The Chairperson and the CEO shall inform the Board, the Directors (other than the Chairperson) shall inform the Chairperson, and members of the Executive Committee (other than the CEO) shall inform the CEO, of their respective mandates and any change thereto.

9.2 Signatory Power

(a) The Board determines the signatory power and appoints the persons authorized to sign on behalf of the Company. The Board may also adopt respective policies, thereby (partially) delegating the authority to appoint signatories.

(b) The Board may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute, sign or endorse on behalf of the Company any corporate instrument or document, or to enter into contracts on behalf of the Company, except where otherwise provided by applicable law or these Regulations.

9.3 Conflicts of Interest

(a) The Directors and members of the Executive Committee shall use their best efforts to avoid, as much as possible, a conflict of interest when managing their personal and business affairs.

(b) If a Director or a member of the Executive Committee becomes aware of any potential or actual conflict of interest generally arising or relating to any matter to be discussed at a meeting (such individual, the **Conflicted Individual**), he or she shall promptly notify the following individual (the **Designated Superior**):

(i) if the Conflicted Individual is the Chairperson, the chair of the Audit Committee;

(ii) if the Conflicted Individual is a Director (other than the Chairperson), the Chairperson;

(iii) if the Conflicted Individual is the CEO, the Chairperson or the chair of the Audit Committee if the CEO also acts as Chairperson;

(iv) if the Conflicted Individual is a member of the Executive Committee (other than the CEO), the CEO.

(c) The Designated Superior shall decide upon appropriate measures to avoid any interference of such conflict of interest with the decision-making of the Company or a Subsidiary. In the event of doubt, the Designated Superior shall request the Board to determine whether a conflict of interest exists and to decide (without participation of the Conflicted Individual) upon appropriate measures.

(d) As a rule, subject to exceptional circumstances in which the best interests of the Company dictate otherwise, the Conflicted Individual shall not participate in discussions and decision-making involving the matter at stake. The Conflicted Individual shall have the right to, or may be required by the Chairperson, the Lead Independent Director, if applicable, or the CEO, respectively, to provide a statement of his or her view of the matter before leaving the discussion.

(e) The Designated Superior may decide to limit the information flow to the Conflicted Individual or to keep the matter entirely secret with respect to the Conflicted Individual. The

Designated Superior shall advise the Board and, if concerned, the Executive Committee, of the conflict of interest.

9.4 Confidentiality

(a) The Directors and members of the Executive Committee shall keep confidential, and only use for purposes of their services for the Company or its Subsidiaries, all information and documents obtained in connection with the exercise of their function for the Company or its Subsidiaries. They shall be bound by the obligation of confidentiality even after the termination of their mandate.

(b) Upon termination of their function they shall return to the Company or the relevant Subsidiary all records, documents or other data obtained in connection therewith as well as any hardware or other material provided by the Company or any Subsidiary.

9.5 Amendments

These Regulations may be amended at any time by resolution of the Board.

9.6 Effectiveness

These Regulations were adopted by resolution of the Board of October 7, 2026, shall replace any organizational regulations previously adopted by the Board as of, and shall be effective on, the day on which the U.S. Securities and Exchange Commission first declares effective the Company's Registration Statement on Form F-1.

October 7, 2026

For the Board:

Chairperson of the Board

Member of the Board