# Governance and Nomination Committee Charter

**of**

# Windward Bio Group AG

Approved by the Board on
October 7, 2026

## Table of Contents

1. Basis ..... 3

2. Composition, Election and Organization ..... 3

3. Powers and Duties ..... 4

3.1 In General ..... 4
3.2 Specific Powers and Duties ..... 4

3.2.1 Corporate Governance Matters ..... 4
3.2.2 Nomination and Succession Planning Matters ..... 5

3.3 Information Rights ..... 6

4. Rules of Procedure ..... 6

4.1 GNC Meetings and Agenda ..... 6
4.2 Quorum ..... 7
4.3 Resolutions ..... 7
4.4 Board Approval ..... 7
4.5 Minutes ..... 8
4.6 Reporting ..... 8
4.7 Retention of Consultants and Advisers ..... 8

5. Miscellaneous ..... 8

5.1 Duty of Care and Loyalty; Conflicts of Interest; Confidentiality ..... 8
5.2 Periodic Review of the GNC Charter ..... 8
5.3 Amendments to the GNC Charter ..... 8
5.4 Effectiveness ..... 9

## 1. Basis

(a) This governance and nomination committee charter (**GNC Charter**) is adopted by the board of directors (**Board**) of Windward Bio Group AG (**Company**) on the basis of the Swiss Code of Obligations (**CO**), the Company's articles of association (**Articles**) and the Company's organizational regulations (**Regulations**).

(b) Except as expressly provided in this GNC Charter, the Regulations or the Articles, the governance and nomination committee (**GNC**) shall determine its own rules of procedure.

(c) The purpose of the GNC is to assist the Board in overseeing the quality and integrity of the corporate governance practices of the Company and its direct and indirect subsidiaries, which form the Windward Bio group (**Group**), to assist the Company and the Group in its corporate governance responsibilities and to establish criteria for Board and committee membership and to make recommendations to the Board regarding the composition of the Board, its committees and the executive committee (*Geschäftsleitung*) of the Group (**Executive Committee**), as set out in further detail in this GNC Charter.

## 2. Composition, Election and Organization

(a) The GNC shall consist of no less than three members of the Board. All members of the GNC (**GNC Members** and each, a **GNC Member**) shall be non-employee and independent, as determined in accordance with Swiss law and taking into consideration the Swiss Code of Best Practice for Corporate Governance. Each GNC Member shall, in the judgment of the Board, satisfy (i) the requirements imposed by The Nasdaq Stock Market (**Nasdaq**), subject to an election by the Company to rely on any available exemption, exception, cure period or transition period, (ii) any other qualifications determined by the Board from time to time and (iii) any other requirements imposed by applicable law.

(b) The Board shall appoint the GNC Members and, from among the GNC Members, the chair of the GNC (**Chair**), for a term of office until the completion of the next ordinary general meeting of shareholders of the Company (**Shareholders' Meeting**). Re-election is possible.

(c) The Board shall have the power to change the membership of the GNC at any time, with or without cause.

(d) If there are vacancies on the GNC, the Board may appoint substitute members from among its members for a term of office until the completion of the next ordinary Shareholders' Meeting.

(e) The GNC may appoint a secretary (**Secretary**), who does not need to be a GNC Member or a member of the Board and who will maintain the minutes. Unless determined otherwise by the GNC, the Secretary shall be entitled to participate in the deliberations and discussions of the GNC, but shall not vote, unless he or she is a GNC Member.

## 3. Powers and Duties

### 3.1 In General

In general, the GNC shall have the powers and duties as set out hereinafter. In addition, the GNC shall have all powers and duties delegated to it by the Board.

### 3.2 Specific Powers and Duties

#### 3.2.1 Corporate Governance Matters

The GNC shall:

(a) review and address all relevant corporate governance issues affecting the Company and the Group;

(b) monitor and assess the developments in corporate governance-related laws, regulations, standards and best practices as well as the Swiss Code of Best Practice for Corporate Governance, and analyze the external perception of the corporate governance of the Company and the Group;

(c) in view of such developments or perception, regularly review, and propose to the Board any amendments to, the Articles, the Regulations, the charters of the committees of the Board, the code of business conduct and ethics and any other governance-related policies and directives approved by the Board;

(d) advise and make recommendations to the Board or any of the committees of the Board concerning further corporate governance matters and practice;

(e) advise the chairperson or the lead independent director, as applicable, with respect to the approval of external mandates of the chief executive officer of the Group (**CEO**), and advise the chairperson of the Board with respect to the approval of external mandates of the other members of the Executive Committee;

(f) review or recommend to the Board the composition, membership qualifications and size of the Board and of its committees to ensure appropriate expertise and independence of the Board and its committees, and make recommendations for any change in the composition and size of the Board and its committees;

(g) review, and advise the Board on, any governance-related information to be disclosed in the annual report or otherwise; and

(h) annually conduct and supervise the self-assessment of the Board and the committees of the Board, and the assessment of the CEO and the other members of the Executive Committee.

### 3.2.2 Nomination and Succession Planning Matters

The GNC shall:

(a) establish criteria for the selection of new directors to serve on the Board, including regarding the consideration of director nominees recommended by shareholders;

(b) after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of any stock exchange on which any of the Company's shares are then listed, the rules and regulations of the U.S. Securities and Exchange Commission (**SEC**) and applicable law, identify, screen and propose to the Board the nominees to be proposed by the Board for (re-)election as directors of the Company, as chairperson of the Board or as members of the compensation committee at each ordinary Shareholders' Meeting, based on an assessment of each nominee's particular experience, qualifications, attributes or skills and their independence, and annually review each director's time commitments and ability to properly discharge their duties;

(c) propose to the Board the individuals to be (re-)appointed as vice-chairperson of the Board or as members of the committees of the Board (other than the compensation committee) or chairs of the committees of the Board, or to fill vacancies on the committees of the Board or in the office of the chairperson of the Board, in each case based on an assessment of each individual's particular experience, qualifications, attributes or skills and their independence, and, when appropriate, make recommendations regarding the removal of any member of any committee;

(d) assess, in accordance with applicable laws and regulations and taking into consideration the Swiss Code of Best Practice for Corporate Governance, the independence and any potential conflicts of interest of the members of the Board for a recommendation to the Board;

(e) specifically with respect to the members of the audit committee, assess, in accordance with applicable laws and regulations, including the requirements imposed by Nasdaq, their independence and financial literacy for a recommendation to the Board, and review their experience in light of the attributes of an "audit committee financial expert" for a recommendation to the Board;

(f) oversee the director orientation process and director continuing education program and make recommendations to the Board as appropriate;

(g) establish criteria for the selection and succession planning for the CEO and, upon proposals from the CEO, the other members of the Executive Committee, and supervise the searches for qualified individuals and the succession planning;

(h) nominate and propose to the Board, as necessary and appropriate, an independent director to serve as lead independent director of the Board;

(i) review and make recommendations regarding indemnification and insurance matters of the directors and the members of the Executive Committee;

(j) review and discuss with the Board and the Executive Committee plans for executive officer development and corporate succession policies, principles and plans for the CEO and, upon proposals from the CEO, the other members of the Executive Committee; and

(k) assess, and propose to the Board for appointment, nominees for the position of the CEO and, upon proposals from the CEO, for the other positions on the Executive Committee.

### 3.3 Information Rights

The GNC is empowered by the Board to collect all information and assistance from within the Group that is needed to perform the specific tasks and duties imposed upon it by this GNC Charter. Without limitation, the GNC shall have unrestricted access to the chief legal officer of the Group, the chief financial officer of the Group and other members of the Executive Committee.

## 4. Rules of Procedure

### 4.1 GNC Meetings and Agenda

(a) Meetings of the GNC (**GNC Meetings**) shall take place as often as necessary.

(b) GNC 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 GNC Meeting to hear, and be heard by, all others participating and attending the GNC Meeting, or a combination thereof.

(c) GNC Meetings shall be called by the Chair or, should the Chair be unable to do so, by another GNC Member, whenever necessary. Any GNC Member (other than the Chair) may at any time request in writing, by e-mail or other electronic means of communication approved by the Chair that the Chair calls a GNC Meeting, specifying the items to be included in the agenda, in which case the Chair, or the Secretary on behalf of the Chair if so requested by the Chair, shall give notice to each GNC Member of such GNC Meeting within maximum ten (10) business days following receipt of such request.

(d) The Chair, or the Secretary on behalf of the Chair if so requested by the Chair, shall give at least three (3) business days' notice of any GNC Meeting to each GNC Member.

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

(f) The Chair, or the Secretary on behalf of the Chair if so requested by the Chair, shall circulate the agenda of the GNC Meeting and the package containing the information and documentation relevant for the items to be discussed or resolved upon at the GNC Meeting (**GNC Pack**) reasonably in advance of the meeting.

(g) Each GNC Member may request that items be placed on the agenda. Such a request shall, if reasonably possible, be sent to the Chair at least two (2) business days prior to the relevant GNC Meeting. In such event, the Chair, or the Secretary on behalf of the Chair if so requested by the Chair, shall immediately communicate the additional items on the agenda to the other GNC Members before the beginning of the GNC Meeting, unless already included in the GNC Pack.

(h) GNC Meetings shall be chaired by the Chair or, in his or her absence, by another GNC Member appointed by the GNC. In the absence of the Secretary, a GNC Member present at the GNC Meeting or any other person invited and appointed by the Chair shall act as secretary.

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

(j) The GNC may hold GNC Meetings as determined by the Chair with or without the participation of the CEO and all or some of the other members of the Executive Committee, and with the participation of other persons who are invited to attend.

(k) The GNC will independently schedule meetings with management and outside independent advisors to obtain necessary legal, reporting, market and industry best practices and other resources to allow the GNC to best discharge its responsibilities.

(l) Section 2.4(m) of the Regulations shall apply *mutatis mutandis* to any person participating in GNC Meetings or advising the GNC.

### 4.2 Quorum

A quorum shall exist if at least a majority of the GNC Members is present (including by video or telephone conference or by use of other electronic means according to Section 4.1(b)).

### 4.3 Resolutions

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

(b) The GNC shall pass resolutions and take other actions by a simple majority of the GNC Members' votes cast. The Chair shall not have a casting vote.

(c) Resolutions may be passed by way of written consent (including by PDF scans sent by e-mail) or by approval via e-mail or in another electronic form, provided that no GNC Member requests oral deliberation within the period indicated in the corresponding motion. These written resolutions shall be considered approved if the majority of GNC Members required pursuant to Section 4.3(b) have given their consent.

### 4.4 Board Approval

To the extent the GNC does not have decision-making authority, it shall submit its proposals and recommendations to the Board for approval.

### 4.5 Minutes

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

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

(c) The minutes shall be distributed following the GNC Meeting to the GNC Members and at the latest be included in the GNC Pack of the next GNC Meeting, and shall be approved at the next GNC Meeting. The minutes shall thereafter be made available to the members of the Board.

### 4.6 Reporting

The Chair shall report to the Board at the next Board meeting. In case of any extraordinary business developments and matters of urgent nature, the Chair shall immediately report to the chairperson of the Board.

### 4.7 Retention of Consultants and Advisers

The GNC shall have the authority to select, retain, obtain the advice of and terminate any consultants, external legal counsel or other adviser (each, a **Consultant**) (including the authority to approve the Consultant's fees and other retention items) it deems necessary for the fulfillment of its responsibilities. The GNC shall be directly responsible for the appointment, compensation and oversight of the work of any such Consultant retained by the GNC. The Company shall provide for appropriate funding, as determined by the GNC, for payment of reasonable compensation to any such Consultant retained by the GNC. The GNC shall also have authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including authority to approve the fees payable to such search firm and any other terms of retention.

## 5. Miscellaneous

### 5.1 Duty of Care and Loyalty; Conflicts of Interest; Confidentiality

Sections 10.1, 10.3 and 10.4 of the Regulations shall apply *mutatis mutandis*.

### 5.2 Periodic Review of the GNC Charter

The GNC will annually review and assess the adequacy of this GNC Charter in light of developments in corporate governance and nomination standards and practices, and the impacts of amended and newly-adopted legislation and regulations pertaining to the matters within the scope of the GNC's responsibilities, and will recommend any suggested changes to this GNC Charter, consistent with the Articles and Regulations, for review and approval by the Board.

### 5.3 Amendments to the GNC Charter

This GNC Charter may be amended at any time by resolution of the Board.

### 5.4 Effectiveness

This GNC Charter was adopted by resolution of the Board of October 7, 2026, and shall be effective on the day on which the SEC 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