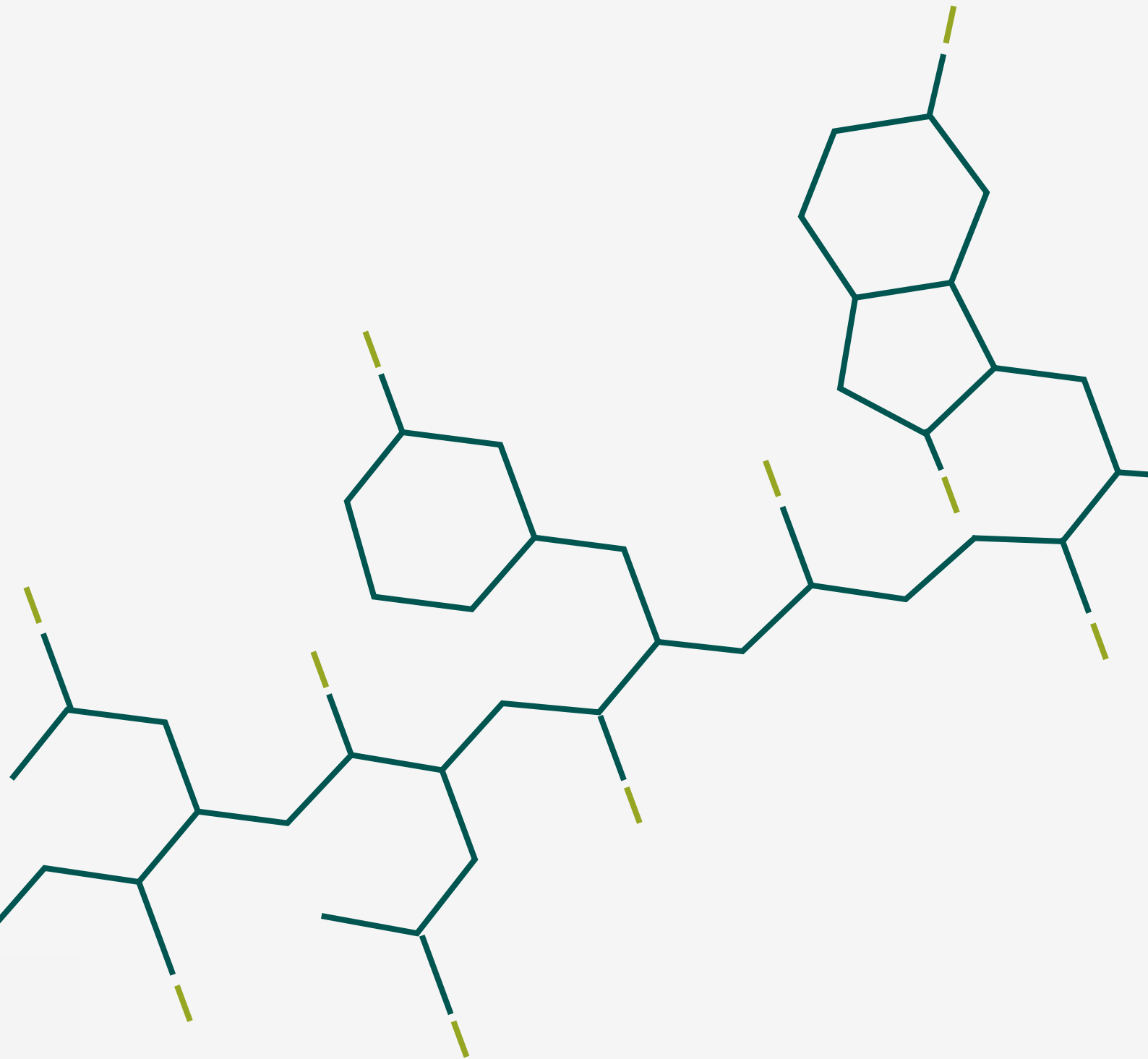


23

ANNUAL REPORT

A focused CDMO for peptides and oligonucleotides

INNOVATION | EXCELLENCE | TRUST



Corporate Governance Report

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Corporate Governance Report 2023

We are committed to the highest principles of good corporate governance, which we believe will provide a sustainable framework for realizing our strategy and objectives while at the same time strengthening our relationship with shareholders, employees, customers, suppliers and other business partners. Through accountability, transparency, fairness and responsibility, we strive to create an appropriate balance between management and control, while at the same time aligning with the interests of our stakeholders.

Our Corporate Governance Report 2023 provides information on corporate governance in accordance with the SIX Swiss Exchange Directive on Information relating to Corporate Governance (“DCG”), the Swiss Code of Obligations (“CO”) and the principles of the Swiss Code of Best Practice for Corporate Governance issued by *economiesuisse*.¹ The information contained herein generally follows the structure of the annex of the DCG.

All information within this Corporate Governance Report 2023 refers to the Company’s organization, Articles of Association² and Organizational Regulations³ that were in effect as of 31 December 2023 (unless otherwise stated).

¹ In its version as approved by the board of *economiesuisse* on 14 November 2022.

² PolyPeptide Group AG’s Articles of Association are available at <https://www.polypeptide.com/investors/results-center/>.

³ PolyPeptide Group AG’s Organizational Regulations are available at <https://www.polypeptide.com/investors/results-center/>.

1 Group structure and shareholders

1.1 Group structure

1.1.1 Our Group's operational structure

We are a leading global independent contract development and manufacturing organization ("CDMO") focused on innovative peptides and oligonucleotides employed as active pharmaceutical ingredients (*i.e.*, APIs) and used as intermediates in therapeutic products.

We are organized as a group of companies, and PolyPeptide Group AG (the "Company") is the ultimate parent company with its headquarters in Baar, Canton of Zug, Switzerland.

Our shareholders have the final say at PolyPeptide, and they exercise their rights at the general meeting. Our Board of Directors is directly accountable and reports to our shareholders by whom it is individually and annually elected.

In accordance with our Articles of Association⁴, the Board of Directors determines our strategic direction as well as supervises the persons responsible for conducting PolyPeptide's business and achieving our strategic objectives. As provided for in the Company's Organizational Regulations⁵, the Board of Directors has delegated the responsibility and authority necessary or appropriate for carrying out the day-to-day and operational activities of PolyPeptide to the Executive Committee.

Under the leadership of the CEO, in 2023 the Executive Committee comprised the CEO, CFO, the Director Global Sales and Marketing, the Director Global Operations and the General Counsel. The Executive Committee is further supported by additional members of senior management with deep industry experience who are designated and appointed by the CEO and who, together with members of the Executive Committee, form the PolyPeptide Management Committee. The PolyPeptide Management Committee prepares, informs and coordinates the implementation of the decisions of the CEO and the Executive Committee within their respective operational spheres.

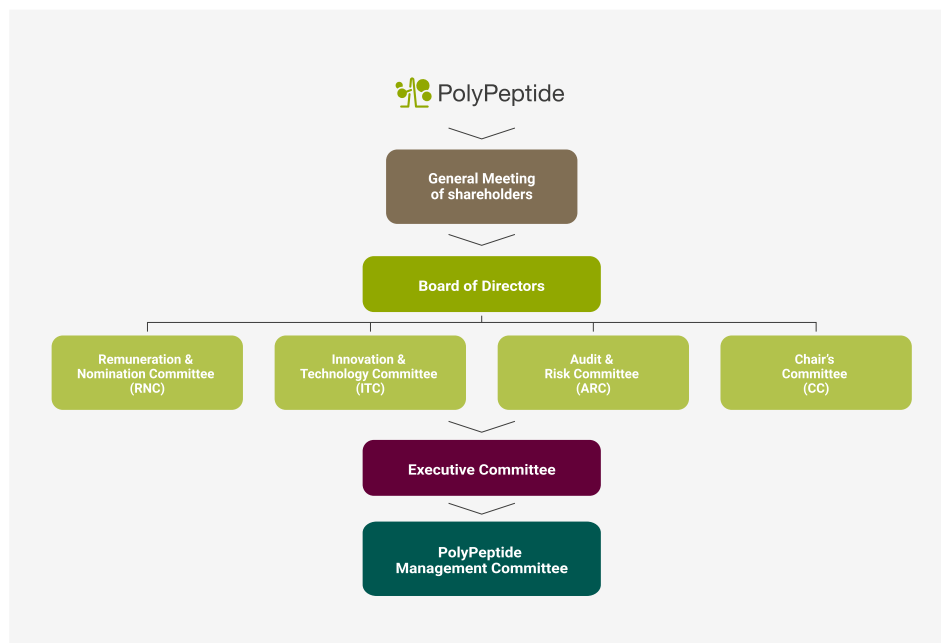
In 2023, the PolyPeptide Management Committee comprised the Executive Committee together with the Director Global Innovation & Technology, Chief Human Resources Officer, Director Global Quality, Director Global Development / Regulatory / IP and Head of Investor Relations and Corporate Communications. The current members of our PolyPeptide Management Committee are based across PolyPeptide's sites in Europe.

Complementing our senior management team is our highly qualified and committed workforce. In 2023, we employed an average of 1,202 FTEs across our headquarters in Switzerland and six (6) manufacturing sites in the US, Europe and India that served our clients' custom projects, contract manufacturing and generics and cosmetics needs throughout the world. For information regarding our custom projects, contract manufacturing and generics and cosmetics business areas, please refer to the [chapter Business Review—Revenue](#) and [note 3 "Revenue and expenses" of the consolidated financial statements in the Financial Report 2023](#).

⁴ PolyPeptide Group AG's Articles of Association are available at <https://www.polypeptide.com/investors/results-center/>.

⁵ PolyPeptide Group AG's Organizational Regulations are available at <https://www.polypeptide.com/investors/results-center/>.

Governance bodies



1.1.2 Listing and capitalization

PolyPeptide Group AG, with its registered office at Neuhofstrasse 24, 6340 Baar, Switzerland, is a stock corporation (*Aktiengesellschaft*), in accordance with art. 620 et. seq. of the Swiss Code of Obligations (the “CO”). It was incorporated on 6 April 2021 and registered with the commercial register of the Canton of Zug on 7 April 2021 under the company registration number CHE-159.266.771.

The shares of the Company have been listed on SIX Swiss Exchange (ISIN CH1110760852, ticker symbol: PPGN, valor number: 111 076 085) since 29 April 2021. On 31 December 2023, the market capitalization (excluding treasury shares) of the Company’s shares amounted to CHF 577,625,762.6. Except for the Company, there are no other listed companies belonging to PolyPeptide.

With the exception of the Company’s treasury shares (see [section 2.1 “Company’s ordinary share capital” of this Corporate Governance Report](#)), which are held by the Company itself, no shares of the Company are owned by any other PolyPeptide subsidiary.

1.1.3 Non-listed companies belonging to PolyPeptide

The Company's only direct shareholding is in Polypeptide Laboratories Holding (PPL) AB, which directly or indirectly wholly owns the other companies of the PolyPeptide group. The table below sets forth, as of 31 December 2023, the name, registered office, ownership interest and share capital of all direct and indirect subsidiaries that the Company consolidates.

Non-listed direct and indirect subsidiaries of PolyPeptide Group AG

Company name	Registered office	Country	Interest held (%)	Share capital	Currency
Polypeptide Laboratories Holding (PPL) AB	Limhamn, Malmö	Sweden	100%	18,264.84	EUR
Polypeptide Laboratories (Sweden) AB	Limhamn, Malmö	Sweden	100%	11,500,000	SEK
PolyPeptide SA	Braine-l'Alleud	Belgium	100%	40,000,000	EUR
PolyPeptide Laboratories France S.A.S.	Strasbourg	France	100%	9,000,000	EUR
PolyPeptide Laboratories Pvt. Ltd.	Ambarnath (East)	India	100%	603,788,800	INR
PolyPeptide Laboratories Inc.	Torrance, CA	USA	100%	7	USD
PolyPeptide Laboratories San Diego, LLC ¹	San Diego, CA	USA	100%	n/a	USD
PolyPeptide Laboratories A/S ²	Hillerød	Denmark	100%	20,000,000	DKK

¹ PolyPeptide Laboratories San Diego, LLC is a wholly owned subsidiary of PolyPeptide Laboratories Inc.

² PolyPeptide Laboratories A/S is a dormant company.

1.2 Significant shareholders

To the best of the Company's knowledge, the following shareholders had holdings reaching or exceeding 3% or more of the voting rights in the Company as of 31 December 2023, as notified in accordance with art. 120 of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (the "FMIA"):

Shareholder (beneficial owner / direct shareholder) ¹	Number of shares	% of shareholding
Cryosphere Foundation (St. Peter Port, Guernsey) / Draupnir Holding B.V. (Hoofddorp, The Netherlands) ²	18,582,406	56.10
Premier Fund Managers Limited (Guildford, Surrey, UK) ³	1,712,407	5.17
Premier Portfolio Managers Limited (Guildford, Surrey, UK) / Premier Miton European Opportunities Fund ⁴	1,633,000	4.93
Rudolf Maag (Binningen BL, Switzerland) ⁵	1,100,000	3.32
PRIMECAP Management Company (Pasadena, CA, USA) / PRIMECAP Odyssey Aggressive Growth Fund (Pasadena, CA, USA) ⁶	1,061,016	3.20

¹ The number of shares shown in this Corporate Governance Report and the holding percentages are based on the last disclosure of shareholding communicated by the respective shareholder to the Company and the Disclosure Office of SIX Exchange Regulation (SER). The number of shares held by the relevant shareholder may have changed since the date of such shareholder's notification. Any reportable changes since the date hereof can also be found on the website of SER, which also includes the individual reports of the significant shareholders: <http://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/>.

² Disclosure notice of 9 December 2022. The notification included shares then held by the Company (PolyPeptide Group AG, Baar, Zug, Switzerland) as well as sale positions then held by the Company pursuant to the long-term incentive plan representing 0.03% of voting rights corresponding to the maximum award of 9,909 performance share units. Mr. Frederik Paulsen (Lausanne, Switzerland) is at present the principal beneficiary of Cryosphere Foundation. See [section 2.1 "Company's ordinary share capital" of this Corporate Governance Report](#) for information regarding the treasury shares held by the Company as of 31 December 2023 and [section 5.1.4 "Long-term incentive program" of the Remuneration Report 2023](#) for information regarding the long-term incentive plan.

³ Disclosure notice of 18 March 2023.

⁴ Disclosure notice of 18 March 2023.

⁵ Disclosure notice of 4 May 2021.

⁶ Disclosure notice of 30 March 2023.

Notifications made in accordance with art. 120 FMIA during the 12 months preceding 31 December 2023 can be viewed at: <http://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/>.

To the best of the Company's knowledge, as of 31 December 2023, there are no shareholders' agreements in force.

1.3 Cross-shareholdings

The Company does not have any cross-shareholdings exceeding five percent of the capital or voting rights with any other company.

2 Capital structure

2.1 Company's ordinary share capital

As of 31 December 2023, the share capital of the Company amounted to CHF 331,250.01 and was divided into 33,125,001 registered shares (*vinkulierte Namenaktien*) with a nominal value of CHF 0.01 each. The share capital is fully paid-up.

As of 31 December 2023, the Company held 155,494 treasury shares, representing 0.47% of the Company's share capital. The Company purchased the treasury shares for the first time during the initial public offering (the "IPO") as part of the preferential allocation and purchased additional treasury shares during the course of 2022 to support PolyPeptide's share-based remuneration programs (see [section 4 "Compensation framework for the Board of Directors"](#) and [section 5.1.4 "Long-term incentive program"](#) of the Remuneration Report 2023).

2.2 Capital band and conditional capital

2.2.1 Capital band

As of 31 December 2023, the Company's Articles of Association did not include a capital band.

2.2.2 Conditional capital

Below is a summary of the Company's conditional share capital for employee participations ([art. 3a of the Articles of Association](#)) as of 31 December 2023.

According to [art. 3a of the Articles of Association](#), the share capital of the Company may be increased by up to CHF 6,000 by the issuance of up to 600,000 fully paid-up registered shares with a nominal value of CHF 0.01 each, upon the exercise of option rights or in connection with similar rights regarding shares (including performance stock units (PSU) and / or restricted stock units (RSU)) granted to officers and employees at all levels of the Company and its group companies according to respective regulations and resolutions of the Board of Directors. The pre-emptive rights and the advance subscription rights of the shareholders shall be excluded or restricted, respectively, if and to the extent the option rights are not allocated to the existing shareholders. The acquisition of registered shares based on [art. 3a of the Articles of Association](#) and every subsequent transfer of these registered shares shall be subject to the transfer restrictions pursuant to [art. 5 of the Articles of Association](#). The conditions for the allocation and exercise of the option rights and other rights regarding shares from [art. 3a of the Articles of Association](#) are determined by the Board of Directors. The shares may be issued at a price below the respective market price. Option rights pursuant to [art. 3a of the Articles of Association](#) must be exercised in writing or in electronic form allowing proof by text. This also applies to the waiver of the exercise of these rights.

The conditional share capital was created at the general meeting on 6 April 2021. If fully utilized, the maximum amount of this conditional share capital (*i.e.*, CHF 6,000) would equal approximately 1.8% of the existing share capital. The time period for an increase of the Company's share capital pursuant to [art. 3a of the Articles of Association](#) is unlimited. As of 31 December 2023, no shares have been issued out of conditional share capital.

2.2.3 Authorized capital

At the general meeting on 6 April 2021, two categories of authorized share capital ((i) authorized share capital for financing and acquisitions and (ii) authorized share capital for IPO) were created. The authority of the Board of Directors to increase the Company's share capital by issuing shares out of the Company's two categories of authorized share capital was limited until 5 April 2023. For more information see [section 2.2.2 "Authorized share capital for financing and acquisitions"](#) and [section 2.2.3 "Authorized share capital for IPO"](#) of the Corporate Governance Report 2022. In connection with the IPO and the reorganization of the Group, on 28 April 2021, the Company's issued share capital was increased by CHF 31,250.01 as a result of the issuance of 3,125,001 shares with a nominal value of CHF 0.01 each out of authorized share capital. Specifically, 3,125,000 shares were issued out of the authorized share capital for IPO in relation to the shares issued and sold by the Company in the IPO and one share was issued out of the authorized share capital for financing and acquisitions. No other shares had been issued out of the Company's two categories of authorized share capital until their deletion from the Company's Articles of Association. See also [section 2.3 "Changes in share capital"](#) of this Corporate Governance Report 2023.

The Company proposed at the general meeting 2023 held on 12 April 2023 (“AGM 2023”) the deletion of the Company’s two categories of authorized share capital from its Articles of Association. The deletion was proposed in light of (i) the expiry of the time limit set in the Company’s Articles of Association for execution of the authorized capital until 5 April 2023, (ii) the authorized capital for IPO no longer being required and (iii) the introduction of the capital band pursuant to the reform of Swiss corporate law (art. 653s et. seq. CO). The proposed deletion of the two categories of authorized share capital from the Articles of Association was approved at the AGM 2023.

2.3 Changes in share capital

The Company was incorporated on 6 April 2021, at which time the issued share capital amounted to CHF 300,000, divided into 30,000,000 fully paid in registered shares with a nominal value of CHF 0.01 each. In connection with the IPO and the reorganization of the Group, on 28 April 2021, the Company’s issued share capital was increased by CHF 31,250.01 as a result of the issuance of 3,125,001 shares with a nominal value of CHF 0.01 each out of authorized share capital, resulting in a share capital of CHF 331,250.01, divided into 33,125,001 registered shares with a nominal value of CHF 0.01 each as of 31 December 2023. Specifically, 3,125,000 shares were issued out of the then applicable [art. 3c of the Articles of Association](#) (authorized share capital for IPO) in relation to the shares issued and sold by the Company in the IPO and one share was issued out of the then applicable [art. 3b of the Articles of Association](#) (authorized share capital for financing and acquisitions) following the contribution in kind of 50,000,000 shares of PolyPeptide Laboratories Holding B.V. from Draupnir Corporation S.à r.l.⁶

	Share capital (CHF)
Amount as of 6 April 2021 (<i>Incorporation of the Company</i>)	
Ordinary share capital	300,000.00
Conditional share capital (<i>if fully utilized</i>)	6,000.00
Authorized share capital for financing and acquisitions (<i>if fully utilized</i>)	30,000.00
Authorized share capital for IPO (<i>if fully utilized</i>)	45,000.00
Amount as of 31 December 2021	
Ordinary share capital	331,250.01
Conditional share capital (<i>if fully utilized</i>)	6,000.00
Authorized share capital for financing and acquisitions (<i>if fully utilized</i>)	29,999.99
Authorized share capital for IPO (<i>if fully utilized</i>)	13,750.00
Amount as of 31 December 2022	
Ordinary share capital	331,250.01
Conditional share capital (<i>if fully utilized</i>)	6,000.00
Authorized share capital for financing and acquisitions (<i>if fully utilized</i>)	29,999.99
Authorized share capital for IPO (<i>if fully utilized</i>)	13,750.00
Amount as of 31 December 2023	
Ordinary share capital	331,250.01
Conditional share capital (<i>if fully utilized</i>)	6,000.00
Authorized share capital for financing and acquisitions (<i>if fully utilized</i>)	–
Authorized share capital for IPO (<i>if fully utilized</i>)	–

⁶ For a more comprehensive description of the contribution in kind agreement of 28 April 2021, refer to [art. 33 of the Articles of Association](#).

2.4 Shares and participation certificates

As of 31 December 2023, the share capital of the Company amounted to CHF 331,250.01 and was divided into 33,125,001 registered shares (*vinkulierte Namenaktien*) with a nominal value of CHF 0.01 each, all fully paid-up.

Subject to the Percentage Limit described in [art. 5 para. 3 of the Articles of Association](#) and provided that its holder or usufructuary has been duly entered into the share register as a shareholder with voting rights on or before the relevant Record Date, each share carries one vote at a shareholders' meeting. Aside from the limitations described in the preceding sentence, the shares rank *pari passu* in all other respects with each other, including in respect of entitlements to dividends, to a share in the liquidation proceeds in the case of a liquidation of the Company and to pre-emptive rights. Dividend and voting rights are suspended for treasury shares held by the Company.

The Company issues its registered shares only as uncertificated securities (*Wertrechte*) within the meaning of art. 973c CO, and registers them as book-entry securities (*Bucheffekten*) within the meaning of the Federal Act on Intermediated Securities (FISA). In accordance with art. 973c CO, the Company maintains a non-public register of uncertificated securities (*Wertrechtbuch*).

Shareholders have no right to request conversion of the form in which registered shares are issued into another form. Each shareholder may, however, at any time require from the Company a confirmation relating to their current shareholding, as reflected in the Company's share register (*Aktienbuch*).

The Company has not issued any participation certificates (*Partizipationsscheine*).

2.5 Dividend-right certificates

The Company has not issued any dividend-right certificates (*Genussscheine*).

2.6 Limitations on transferability and Nominee registrations⁷

[Art. 5 of the Articles of Association](#) contains restrictions on shareholders' possibility to be entered into the Company's share register as a shareholder with voting rights and on the registration of nominees ("Nominees").⁸

2.6.1 Limitations on transferability

According to [art. 5 para. 2 of the Articles of Association](#), and except as otherwise provided in the Articles of Association, persons acquiring shares shall on application be entered in the share register without limitation as shareholders with voting rights, provided they expressly declare themselves (i) to have acquired the shares in their own name and for their own account, (ii) that no agreements on the redemption or return of these registered shares exist, (iii) to bear the risk associated with the shares and (iv) comply with the disclosure requirements stipulated by the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 ("FinMIA"). Entry in the share register as a shareholder with voting rights is subject to the approval of the Company.

Entry in the share register as a shareholder with voting rights may be refused based on the grounds set out in [art. 5 paras 3-7 of the Articles of Association](#). If the Company does not refuse to register the acquirer as shareholder with voting rights within 20 calendar days upon receipt of the application, the acquirer is deemed to be a shareholder with voting rights. Non-recognized acquirers shall be entered in the share register as shareholders without voting rights. The corresponding shares shall be considered as not represented in the general meeting.

The Board of Directors may, according to [art. 5 para. 3 of the Articles of Association](#), refuse the registration in the share register as a shareholder with voting rights if an acquirer would as a result of the recognition as a shareholder with voting rights directly or indirectly acquire, or hold in the aggregate, more than 10 percent of the registered shares recorded in the commercial register (the "Percentage Limit").

⁷ This section 2.7 provides a summary of the limitations on transferability of the Company's shares and Nominee registrations. See [art. 5 of the Articles of Association](#) for more information.

⁸ Legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management or in a similar manner, as well as individuals, legal entities or partnerships (especially syndicates) that act in concert are considered as one shareholder or Nominee according to [art. 5 para. 7 of the Articles of Association](#).

The Board of Directors may enter the registration with voting rights in the share register according to [art. 5 para. 4 of the Articles of Association](#) even if 10 percent of the registered shares recorded in the commercial register are exceeded, (i) for shareholders who held or were allotted more than 10 percent of the registered shares recorded in the commercial register before completion of the IPO and only to the extent they held or were allotted such registered shares at that time and their respective legal successors (“Incumbent Shareholders”); (ii) if an Incumbent Shareholder (or such Incumbent Shareholder’s legal successor, respectively) acquires additional registered shares after the IPO; or (iii) if (A) a spouse, descendent, parent, sibling or an affiliated person of an Incumbent Shareholder (or such Incumbent Shareholder’s legal successor, respectively) or (B) any other acquirer acquires registered shares from an Incumbent Shareholder (or such Incumbent Shareholder’s legal successor, respectively) off-market, but in each case only to the extent such registered shares held by such Incumbent Shareholder (or such Incumbent Shareholder’s legal successor, respectively) had been registered with voting rights in the share register.

According to [art. 5 para. 6 of the Articles of Association](#) and subject to art. 652b para. 3 CO, the described limit for registration also applies to the subscription for or acquisition of registered shares by exercising pre-emptive, option or convertible rights arising from shares or any other securities issued by the Company or third parties.

According to [art. 5 para. 7 of the Articles of Association](#) legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships (especially syndicates) which act in concert are considered as one shareholder or Nominee.

The Company may in special cases approve exceptions to the above restrictions ([art. 5 para. 3, 4 and 5 of the Articles of Association](#)). After due consultation with the persons concerned, the Company is further authorized to delete entries in the share register as shareholder with voting rights with retroactive effect if they were effected on the basis of false information or if the respective person does not provide the information pursuant to [art. 5 para. 3 of the Articles of Association](#). The concerned person has to be immediately informed about the deletion. Until an acquirer of shares becomes a shareholder with voting rights for the shares in accordance with [art. 5 of the Articles of Association](#), the acquirer may neither exercise the voting rights connected with the shares nor other rights associated with the voting rights.

For so long as the Company’s shares are issued as uncertificated securities and registered as book-entry securities, the transfer of shares and the granting of security rights must be made in accordance with FISA. The transfer of book-entry securities or the granting of security rights on book-entry securities by way of assignment is excluded.

2.6.2 Exceptions granted in the period under review

The Company may in special cases approve exceptions to the restrictions as set out in [art. 5 \(Share Register, Transfer Restrictions\) of the Articles of Association](#).

As of 31 December 2023, no exceptions under [art. 5 of the Articles of Association](#) had been granted during the period under review.

2.6.3 Admissibility of Nominee registrations

According to [art. 5 para. 5 of the Articles of Association](#), persons not expressly declaring themselves to be holding the shares for their own account in their application for entry in the share register or upon request by the Company (hereafter referred to as “Nominees”) shall be entered in the share register as shareholders with voting rights without further inquiry up to a maximum of 3.0% of the share capital outstanding at that time. Subject to [art. 5 para. 3 of the Articles of Association](#) (see also [section 6 “Shareholders’ participation rights” of this Corporate Governance Report](#)), above this limit, registered shares held by Nominees shall be entered in the share register with voting rights only if in its application for registration, or thereafter upon request by the Company, the Nominee discloses the names, addresses and shareholdings of the persons for whose account the Nominee is holding 0.5% or more of the share capital outstanding at that time and provided that the disclosure requirements stipulated by the FinMIA are complied with. The Board of Directors has the right to conclude agreements with Nominees concerning their disclosure requirements.

According to [art. 5 para. 6 of the Articles of Association](#) and subject to art. 652b para. 3 CO, the described limit for registration also applies to the subscription for or acquisition of registered shares by exercising pre-emptive, option or convertible rights arising from shares or any other securities issued by the Company or third parties.

According to [art. 5 para. 7 of the Articles of Association](#) legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships (especially syndicates) which act in concert are considered as one shareholder or Nominee.

The Company may in special cases approve exceptions to the above restrictions according to [art. 5 para. 8 of the Articles of Association](#). After due consultation with the persons concerned, the Company is further authorized to delete entries in the share register as shareholder with voting rights with retroactive effect if they were effected on the basis of false information or if the respective person does not provide the information pursuant to [art. 5 para. 3 of the Articles of Association](#). The concerned person has to be immediately informed about the deletion. Until an acquirer of shares becomes a shareholder with voting rights for the shares in accordance with [art. 5 of the Articles of Association](#), the acquirer may neither exercise the voting rights connected with the shares nor other rights associated with the voting rights. As of 31 December 2023, no exceptions under art. 5 of the Articles of Association had been granted during the period under review.

2.6.4 Procedure and conditions for cancelling transferability privileges and limitations

The easement or abolition of the restrictions of the transferability of the registered shares requires a resolution of a shareholders' meeting passed by at least two thirds of the represented share votes and an absolute majority of the par value of represented shares (see [art. 12 of the Articles of Association](#)).

2.7 Convertible bonds and options

As of 31 December 2023, neither the Company nor any of its subsidiaries has issued any bonds or options regarding the Company's shares.

For information regarding the granting of Performance Share Units (PSUs) to selected employees of PolyPeptide, please refer to [section 5.1.4 "Long-term incentive program" of the Remuneration Report 2023](#).

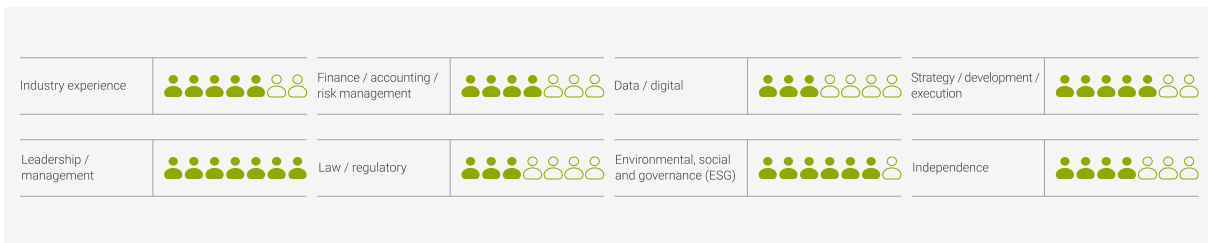
3 Board of Directors

The Board of Directors is responsible for PolyPeptide’s overall direction and oversight of management, and holds the ultimate decision-making authority, with the exception of matters reserved for shareholders.

We believe that the composition of our Board of Directors should reflect PolyPeptide’s objectives, strategic requirements, geographical reach and its culture. The Board of Directors should further be diverse in terms of age, gender, nationality, geographical / regional, background and business experience.

In furtherance of this, the Board of Directors has determined a wide range of skills to ensure that all members are well qualified, committed and willing to devote the necessary time and effort to effectively perform their responsibilities. Based on the defined set of competencies, the Board members were asked to identify their key skills highlighted by their educational and professional background and personal achievements, as illustrated in the chart below.

Board skills distribution



The Remuneration and Nomination Committee regularly assesses the set of competencies as well as each Director’s contributions to ensure that an appropriate mix of skills, expertise and diversity is represented on the Board of Directors and its Committees. In addition, the Remuneration and Nomination Committee, together with the Board of Directors, actively considers the key skills illustrated above, as well as gender diversity in succession planning of the Board of Directors as well as of the Executive Committee.

3.1 Members of the Board of Directors

During the reporting period, the number of members of the Board of Directors increased from six (6) to seven (7). Each Director in office as of 1 January 2023 stood for re-election at the AGM 2023 and was approved by the shareholders. Furthermore, Dorothee A. Deuring was elected as a new member of the Board of Directors at the AGM 2023. Thus, as of 31 December 2023, the Board consisted of seven (7) non-executive Directors (including the Chair and the Lead Independent Director), four (4) of which are independent as outlined below:

Name	Position	First election	End of term
Peter Wilden	Chair, (Non-) Executive ¹	2021	AGM 2024
Patrick Aebischer	Vice-Chair, Non-executive and Lead Independent Director ^{2,3}	2021	AGM 2024
Jane Salik	Member, Non-executive ⁴	2021	AGM 2024
Erik Schropp	Member, Non-executive ⁵	2021	AGM 2024
Beat In-Albon	Member, Non-executive and Independent ²	2021	AGM 2024
Philippe Weber	Member, Non-executive and Independent ^{2,6}	2021	AGM 2024
Dorothee A. Deuring	Member, Non-executive and Independent ^{2,7}	2023	AGM 2024

¹ Dr. Peter Wilden assumed the role of Executive Chair on 30 January 2023 following the resignation of the then current CEO. Upon the appointment of Juan José González as CEO effective 12 April 2023 and the completion of his introduction to PolyPeptide, Dr. Wilden stepped down from his executive duties as of 30 September 2023 and continued his role as Chair of the Board of Directors of the Company. Due to Dr. Wilden's prior and current roles within the Ferring Group and the Group's ongoing business relationship with the Ferring Group, which is considered a related party, together with his recent role as Executive Chair of PolyPeptide, Dr. Wilden is assessed as not independent. For further information, please refer to Dr. Wilden's biography below.

² The term "independent" is interpreted in accordance with art. 15 of the Swiss Code of Best Practice for Corporate Governance. In addition, [section 4\(d\) of the Organizational Regulations](#) further specifies that (i) a Director shall be deemed to have no or comparatively minor business relations with any member of the Group as long as such Director is not receiving more than CHF 120,000 during any 12-month period in direct compensation from any member of the Group (other than director fees and related compensations), and (ii) the Director is not a current executive officer of a company that made payments to, or received payments from any member of the Group for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of CHF 200,000 or 5% of the recipient company's consolidated gross revenues for that year, and (iii) the Director has not held any executive position within the Company during the past three years, and (iv) the Director does not represent a shareholder that holds more than 15% of the Company's shares.

³ Dr. Patrick Aebischer has been a Senior Partner and member of the Investment Advisory Committee of NanoDimension Management Limited since 2017. In 2021, PolyPeptide committed to a limited investment in a partnership managed by NanoDimension Management Limited. Dr. Aebischer abstained from voting on this item. The indirect business relationship between PolyPeptide and Dr. Aebischer resulting from said commitment is considered comparatively minor. Thus, Dr. Aebischer is considered independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

⁴ Jane Salik (Member) served as the CEO of PolyPeptide from 2006 until 29 April 2021 and was a member of the Executive Committee of PolyPeptide from 2006 until 17 August 2021. Prior to her resignation from the Executive Committee on 17 August 2021, she was considered an executive member of the Board. Due to her recent operational management roles at the Group, Ms. Salik is assessed as not independent.

⁵ Currently, Mr. Schropp is CEO of Esperante Investments Group and a director of Draupnir Holding B.V. (one of the Company's significant shareholders, see [section 1.2 "Significant shareholders" of this Corporate Governance Report](#), and also a related party). As a result of these roles, Mr. Schropp is assessed as not independent. For further information, please refer to Mr. Schropp's biography below.

⁶ Philippe Weber is a Partner at Niederer Kraft Frey AG (NKF), see [section 4.2 "Compensation of the Board of Directors" of the Remuneration Report 2023](#) for disclosure of the fees received by NKF in relation to these ordinary course legal matters. The business relationship between PolyPeptide and Mr. Weber is considered minor. Thus, Mr. Weber is considered independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

⁷ Dorothee A. Deuring was elected as a new member of the Board of Directors at the AGM 2023.

PolyPeptide believes that the composition of its Board of Directors and Committees with regard to independence and competences fairly reflects and balances the interests of its shareholders and other stakeholders.

Set out below is a short description of the business experience, education and activities of each director.

Peter Wilden

Chair since 2021
(Non-) Executive⁹

Nationality: **German**
Year of birth: **1957**

Professional background

Beginning in 1991, Dr. Wilden held various senior roles within the Ferring Group, ultimately serving as Executive Vice President and CFO of Ferring Pharmaceuticals between 2000 and 2017. During his tenure with the Ferring Group, Dr. Wilden also served as member of the board of directors for various subsidiaries of the Ferring Group. Following his resignation as Executive Vice President and CFO in 2017, Dr. Wilden has continued to hold various directorships and advisory roles within the Ferring Group. Due to the Group's ongoing business relationship with the Ferring Group, which is also considered a related party, and his recent role as Executive Chair of PolyPeptide, Dr. Wilden is assessed as not independent.¹⁰



Prior positions at PolyPeptide

- Group Executive Chair (30 January 2023–30 September 2023)

Outside mandates at listed companies

- None

Outside mandates at non-listed companies

- None

Outside mandates at non-profit organizations

- Member of the board of directors of the Suisse Polar Foundation, Switzerland (since 2018)
- Chair of the board of directors of Project HOPE Suisse International Foundation, Switzerland (since 2015)
- Member / Vice-Chair of the board of directors of Project HOPE, USA (since 2012)

Former outside activities and functions

- Executive Chair of the board of directors of Ferring International Center SA, Switzerland (2002–August 2023)
- Vice-Chair of the board of directors of Schlumberger AG, Austria (2014–2022)
- Member of the board of directors of Ferring Ventures SA (previously named Trizell Holding SA), Switzerland (2014–June 2021)
- Member / Chair of the Audit Committee / Vice-Chair of the board of directors of Lonza Group AG, Switzerland (2004–2014)
- Executive Vice-President and CFO of Ferring Pharmaceuticals, Switzerland (2000–2017)
- Member of the board of directors of Trace Biotech AG, Germany (1999–2002)

⁹ Dr. Peter Wilden assumed the role of Executive Chair on 30 January 2023 following the resignation of the then current CEO. Upon the appointment of Juan José González as CEO effective 12 April 2023 and the completion of his introduction to PolyPeptide, Dr. Wilden stepped down from his executive duties as of 30 September 2023 and continued his role as Chair of the Board of Directors.

¹⁰ Ferring Group is disclosed in [note 22 "Related parties" of the consolidated financial statements in the Financial Report 2023](#) as a related party because it is related to the Company through the Esperante Investments Group ownership structure. For further information, see [note 22 "Related parties" of the consolidated financial statements in the Financial Report 2023](#).

- Member of the board of directors of Group Finance of Ferring BV, The Netherlands (1995–2000)
- Vice-President Finance & Accounting and Technical Operations of Ferring Arzneimittel GmbH, Germany (1993–1996)
- Member of the board of directors of Finance at Ferring Arzneimittel GmbH, Germany (1991–1993)
- IT Consultant at MaK Data System GmbH (within the Krupp Steel Group), Germany (1988–1991)
- Management Assistant, Krupp MaK Maschinenbau GmbH, Germany (1986–1988)
- Scientific Assistant within the IT-Group at the Institute of World Economics, Germany (1983–1986)
- Tax Inspector at the Inland Revenue Service, Germany (1980–1981)

Education

- PhD in Economics, University of Kiel, Germany (1991)
- MBA in Industrial Economics, University of Kiel, Germany (1986)
- Education Tax Inspector at the German Inland Revenue Service, Germany (1977–1980)

Key skills: Industry experience; Leadership / management; Finance / accounting / risk management; Data / digital; Environmental, social and governance (ESG); Strategy / development / execution

Patrick Aebischer

Vice-Chair and Lead Independent Director since 2021¹¹
Non-executive

Nationality: **Swiss**
Year of birth: **1954**

Professional background

Dr. Aebischer was the president of EPFL, the Swiss Federal Institute of Technology Lausanne from 2000 to 2016 and Professor of Neurosciences until his retirement in 2019. He has received numerous honors, including the Robert Bing Prize of the Swiss Academy of Medicine and the Pfizer Foundation Prize for Clinical Neurosciences. Dr. Aebischer holds various academic advisory positions as well as various positions in non-profit foundations and scientific advisory boards.

Prior positions at PolyPeptide

- None

Outside mandates at listed companies

- Member of the board of directors of Logitech SA, Switzerland (since 2016)
- Member of the board of directors of Nestlé SA, Switzerland (since 2015)

Outside mandates at non-listed companies

- Member of the board of directors of Swiss Vaccine SA, Switzerland (since 2022)
- Chair of the board of directors of Vandria SA, Switzerland (since 2021)



¹¹ Dr. Patrick Aebischer has been a Senior Partner and member of the Investment Advisory Committee of NanoDimension Management Limited since 2017. In 2021, PolyPeptide committed to a limited investment in a partnership managed by NanoDimension Management Limited. Dr. Aebischer abstained from voting on this item. The indirect business relationship between PolyPeptide and Dr. Aebischer resulting from said commitment is considered comparatively minor. Thus, Dr. Aebischer is considered independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

- Senior Partner of NanoDimension Management Limited, Cayman Islands (since 2017)
- Chair of the board of directors of Amazentis SA, Switzerland (since 2007)

Outside mandates at non-profit organizations

- Member of the board of directors of Fondation "Geneva Science & Diplomacy Anticipator", Switzerland (since 2019)
- Member of the board of directors of Fondation du domaine de Villette, Switzerland (since 2018)
- Chair of the board of directors of Fondation ArtTech, Switzerland (since 2017)
- Member of the board of directors of Fondation Defitech, Switzerland (since 2017)
- Chair of the board of directors of Swiss Polar Foundation, Switzerland (since 2016)
- Member of the board of directors of Fondation Claude Nobs, Switzerland (since 2015)
- Member of the board of directors of Fondation du Festival de Verbier, Switzerland (since 2015)

Former outside activities and functions

- Chair of the board of directors of the Novartis Venture Fund, Switzerland (2014–2023)
- Member of the board of directors of Lonza Group AG, Switzerland (2008–2020)
- Professor of Neurosciences, Swiss Federal Institute of Technology Lausanne (EPFL), Switzerland (2000–2019)
- President of EPFL, Switzerland (2000–2016)
- Founding scientist and Director of Modex Therapeutiques Inc., Switzerland (IPO 2000 on SIX) (1996–2004)
- Professor and Medical Director of the Surgical Research Division at Lausanne University Medical School Hospital (1992–2000)
- Founding scientist of CytoTherapeutics Inc., USA (IPO 1996 on NASDAQ) (1989–1999)
- Professor, Brown University, USA (1986–1992)

Education

- Dr. in Medicine, University of Geneva, Switzerland (1983)
- MD, University of Geneva, Switzerland (1980)

Key skills: Industry experience; Leadership / management; Data / digital; Environmental, social and governance (ESG); Strategy / development / execution; Independence

Erik Schropp

Member since 2021
Non-executive

Nationality: **Dutch**
Year of birth: **1964**

Professional background

Currently, Mr. Schropp is CEO of Esperante Investments Group and a director of Draupnir Holding B.V. (one of the Company's significant shareholders, see [section 1.2 "Significant shareholders" of this Corporate Governance Report](#)).¹² As a result of these roles, Mr. Schropp is assessed as not independent.

Prior positions at PolyPeptide

- Member of the board of directors of PolyPeptide Laboratories Holding B.V., The Netherlands, and PolyPeptide Laboratories Holding (PPL) AB, Sweden (2017–2021)

Outside mandates at listed companies

- None

Outside mandates at non-listed companies

- CEO of Esperante Investments Group (since 2020) (including serving as a member of the board of directors of Draupnir Corporation B.V., The Netherlands (since 2022) and Draupnir Holding B.V., The Netherlands (since 2008) and of the following strategic business units: (i) SEVER Life Sciences B.V., The Netherlands (since 2019), including serving as a member of the board of directors of two subsidiary companies; (ii) Esperante Ventures B.V., The Netherlands (since 2008); (iii) Svar Life Science AB, Sweden (since 2008), including serving as a member of the board of directors of two subsidiary companies)
- Member of the board of directors of Haydn Holding AB, Sweden (since 2012) (including serving as a member of the board of directors at six subsidiary companies)
- Member of the board of directors of Ferring Foundation B.V., The Netherlands (since 2008) (including serving as a member of the board of directors of two subsidiary entities)

Outside mandates at non-profit organizations

- Member of the board of directors, Stichting Det Paulsen Legaat, The Netherlands (since 2023)
- Member of the board of directors, Stichting Vrienden van Megara, The Netherlands (since 2022)

Former outside activities and functions

- Member of the board of directors of FinVector Oy, Finland (2020–2021)
- Member of the board of directors of Altacor Ltd., United Kingdom (2014–2017)
- Group Financial Officer, C&P Investors Group (presently: Esperante Investments Group), The Netherlands (2008–2020)
- Group Tax & Finance Director, C&P Investors Group (presently: Esperante Investments Group), The Netherlands (2005–2008)
- International Tax & Finance Director, Ferring Pharmaceuticals, The Netherlands and Denmark (1999–2005)
- International Tax Manager, Unisource N.V., The Netherlands (1996–1999)
- Tax Manager, Arthur Andersen, The Netherlands (1988–1996)



¹² Draupnir Holding B.V. is disclosed in [note 22 "Related parties" of the consolidated financial statements in the Financial Report 2023](#) as a related party because it is related to the Company through the Esperante Investments Group ownership structure. For further information, see [note 22 "Related parties" of the consolidated financial statements in the Financial Report 2023](#).

Education

- Master's degree in Economics & Tax, Erasmus University, Rotterdam, The Netherlands (1988)

Key skills: Leadership / management; Finance / accounting / risk management; Data / digital

Jane Salik

Member since 2021
Non-executive (since 17 August 2021)

Nationality: **American**
Year of birth: **1953**

Professional background

Ms. Salik joined PolyPeptide in 1996 as President of PolyPeptide Laboratories Inc., where she was responsible for sales and marketing, and overall management, administration and strategic planning for the company. In 2006, she was appointed CEO during which time she guided PolyPeptide through a period of significant growth, expansion of sales and profits, expanding into new geographies and establishing a culture of innovation and execution of best practice. Ms. Salik resigned as CEO on 29 April 2021 and was a member of the Executive Committee of PolyPeptide until 17 August 2021. Due to her recent operational management roles at the Group, Ms. Salik is assessed as not independent.



Prior positions at PolyPeptide

- Group CEO (2006–April 2021) and Executive Committee member (2006–August 2021)
- President, PolyPeptide Laboratories Inc., USA (1996–2006)
- Member of the board of directors of PolyPeptide Laboratories Holding B.V., The Netherlands, as well as certain of its direct and indirect global subsidiaries (2003–2021)

Outside mandates at listed companies

- None

Outside mandates at non-listed companies

- None

Outside mandates at non-profit organizations

- None

Former outside activities and functions

- Vice President of Sales and Marketing, Bachem California, USA (1986–1996)
- Technical services biochemist, product manager and marketing manager, Boehringer Mannheim, USA (1980–1986)

Education

- PhD in Molecular and Cellular Biology, SUNY Stony Brook, USA (1980)
- B.A. in Biology, Lafayette College, USA (1975)

Key skills: Industry experience; Leadership / management; Environmental, social and governance (ESG); Strategy / development / execution

Beat In-Albon

Member since 2021
Independent; Non-executive

Nationality: **Swiss**
Year of birth: **1952**

Professional background

From 2016 to 2018, Mr. In-Albon was Head of Strategic Projects at Lonza AG, Switzerland, on a part-time basis ahead of his retirement. Previously, Mr. In-Albon served as Senior Vice President and Chief Operating Officer Specialty Ingredients and was a member of the Executive Management Committee of Lonza AG, Switzerland, from 2012 until 2015.

Prior positions at PolyPeptide

- None

Outside mandates at listed companies

- Member of the board of directors of Evolva Holding SA, Switzerland (since 2020, Chair 2020-2022)

Outside mandates at non-listed companies

- Chair of the board of directors of Hans Kalbermatten Thermalbad AG, Switzerland (since 2021)
- Member of the board of directors of Deccan Fine Chemicals Pvt. Ltd., India (since 2019)

Outside mandates at non-profit organizations

- Vice-Chair of the board of directors of Lonza Arena AG, Switzerland (since 2020)

Former outside activities and functions

- Member / Chair of the board of directors of Escientia Switzerland AG, Switzerland (2020–2021)
- Head of Strategic Projects at Lonza AG, Switzerland (2016–2018)
- Senior Vice President and COO Specialty Ingredients / Member of the Executive Management Committee, Lonza AG, Switzerland, (2012–2015)
- Member of the board of directors of Siegfried AG, Switzerland (2009–2012)
- Executive Vice President of Industrial Services, Member of the Operations Council, SGS SA, Switzerland (2009–2012)
- Executive Vice President of Life Science Services / Member of the Operations Council, SGS SA, Switzerland (2008–2009)
- Senior Vice President / Head of Organic Fine- & Performance Chemicals / Member of the Executive Management Committee at Lonza Group AG, Switzerland (2006–2007)
- Senior Vice President / Head of Organic Fine- & Performance Chemicals / Member of the Executive Management Committee of Lonza AG, Switzerland (2003–2006)
- Various positions at Lonza AG, Switzerland, in the fields of Agrochemicals and Organic Fine Chemicals (starting 1983)

Education

- Master of Business Administration in Political Economy, University of Fribourg, Switzerland (1987)
- PhD in Economic Science, University of Fribourg, Switzerland (1983)

Key skills: Industry experience; Leadership / management; Finance / accounting / risk management; Law / regulatory; Environmental, social and governance (ESG); Independence



Philippe Weber

Independent¹³; Non-executive
Member since 2021

Nationality: **Swiss**
Year of birth: **1965**

Professional background

Mr. Weber is a member of the board of directors of Niederer Kraft Frey AG, Zurich (since 2008) and has been a partner of Niederer Kraft Frey AG, Zurich since 2002. He is an attorney-at-law admitted to the Swiss bar.

Prior positions at PolyPeptide

- None

Outside mandates at listed companies

- Vice-Chair of the board of directors of Leonteq AG, Switzerland, and Leonteq Securities AG, Switzerland (both since 2020)
- Member of the board of directors of Medacta Group AG, Switzerland (since 2019)
- Member of the board of directors of EDAG Engineering Group AG, Switzerland (since 2015)

Outside mandates at non-listed companies

- Member of the board of directors of NorthStar Holding AG, Switzerland (since 2018)
- Member of the board of directors of Banca del Ceresio SA, Switzerland (since 2017)
- Member of the board of directors of Newron Suisse SA, Switzerland (since 2007)
- Partner at Niederer Kraft Frey AG, Switzerland (since 2002)
- Company Secretary of CLS Group Holdings AG, Switzerland (since 2002)

Outside mandates at non-profit organizations

- None

Former outside activities and functions

- Chair of the board of directors and managing partner of Niederer Kraft Frey AG, Switzerland (2015–March 2021)
- Director of Robert Aebi AG, Switzerland (2004–2017)

Education

- PhD in law (summa cum laude), University of Zurich, Switzerland (1995)
- LL.M. (with distinction), European University Institute (EUI) in Fiesole, Italy (1994)

Key skills: Leadership / management; Law / regulatory; Environmental, social and governance (ESG); Strategy / development / execution; Independence



¹³ Philippe Weber is a Partner at Niederer Kraft Frey AG (NKF), see [section 4.2 "Compensation of the Board of Directors" of the Remuneration Report 2023](#) for disclosure of the fees received by NKF in relation to these ordinary course legal matters. The business relationship between PolyPeptide and Mr. Weber is considered minor. Thus, Mr. Weber is considered independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

Dorothee A. Deuring

Independent; Non-executive
Member since 2023

Nationality: **Austrian**
Year of birth: **1968**

Professional background

Ms. Deuring is an independent corporate finance expert with more than 25 years of experience in the fields of manufacturing, biotech, pharmaceuticals and banking.

Prior positions at PolyPeptide

- None

Outside mandates at listed companies

- Member of the board of directors and Member of the Audit and Remuneration Committees of Elementis PLC (since 2017)
- Member of the board of directors of Temenos AG (since 2023)

Outside mandates at non-listed companies

- None

Outside mandates at non-profit organizations

- None

Former outside activities and functions

- Member of the board of directors and Member of the Audit Committee of Axpo Holding AG (since 2017-2023)
- Member of the board of directors of Lonza Group AG, Chair of the Audit and Compliance Committee (2020–2022)
- Supervisory Board Member of Immofinanz AG, Chair of the Audit Committee (2020–2022)
- Supervisory Board Member of Bilfinger SE, Member of the Audit Committee (2016–2021)
- Member of the board of directors of PIQR Therapeutics AG (2019–2021)
- Member of the board of directors of Selecta AG (2020)
- Supervisory Board Member (*Beirat*) of Röchling Group SE & Co. KG (2016–2019)
- Head of Corporate Advisory Group Europe, Managing Director Wealth Management Division for UBS AG (2011–2014)
- Managing Director Investment Banking, Head Healthcare and Chemicals M&A for Bankhaus Sal. Oppenheim Jr & Cie (2007–2009)
- Vice Director, Corporate Finance, Mergers & Acquisitions; Vice Director, Diagnostics Division, Business Development for F. Hoffman-La Roche AG (2003–2007)
- Founder, Owner, Manager and Board Member of CoCap AG (1998-2003)
- Consultant for McKinsey & Company (1997–1998)
- Managing Director of K. Deuring & Co (1993–1997)

Education

- Master of Science in Chemistry from Université Louis Pasteur, Strasbourg, France (1994)
- Master in Business Administration from INSEAD, Fontainebleau, France (1996)

Key skills: Industry experience; Leadership / management; Finance / accounting / risk management; Law / regulatory; Environmental, social and governance (ESG); Strategy / development / execution; Independence



3.2 Other activities and vested interests

Except as disclosed in the biographies of the members of the Board of Directors, no further activities or vested interests are carried out outside of PolyPeptide.

3.3 Mandates and other permitted activities

In accordance with Swiss law, our [Articles of Association](#) limit the number of functions in superior management or administrative bodies of legal units other than with PolyPeptide that Directors are allowed to hold at one time.

Pursuant to [art. 23 of the Articles of Association](#), the Directors may have the following comparable functions at other companies with an economic purpose (including their group):

- up to four (4) mandates as member of the board of directors or any other superior management or administrative body of listed companies; and, in addition,
- up to ten (10) mandates as member of the board of directors or any other superior management or administrative body of legal entities that do not meet the above mentioned criteria.

With respect to the additional activities of the Directors, mandates in companies that are under uniform control or the same beneficial ownership are deemed to be one mandate.

The following mandates shall not be subject to the limitations set forth in [art. 23 of the Articles of Association](#):

- mandates in companies which are controlled by the Company or which control the Company;
- mandates held at the request of the Company or companies controlled by it; no member of the Board of Directors shall, however, hold more than ten (10) such mandates; and
- mandates in associations, charitable organizations, foundations, employee welfare foundations and other similar organizations; no member of the Board of Directors shall, however, hold more than fifteen (15) such mandates.

3.4 Election and term of office

According to [art. 15 of the Articles of Association](#), the Board of Directors consists of a minimum of three (3) members. As prescribed by Swiss Law, all members of the Board of Directors, including the Chair, have to be elected individually, and may only be removed by a shareholders' resolution. The maximum term of office for a member of the Board of Directors is one year. In this context, one year means the time period between one general meeting and the next or, if a member is elected at an extraordinary shareholders' meeting between such extraordinary shareholders' meeting and the next general meeting. Re-election is possible. The Company's [Articles of Association](#) do not contain a limitation on the number of terms served or the age of members of the Board of Directors, including the Chair. Furthermore, the Company's [Articles of Association](#) do not contain any rules concerning the appointment of the Chair, the members of the Remuneration and Nomination Committee or the independent proxy (the "Independent Proxy") that deviate from those prescribed by Swiss law.

The members of the Remuneration and Nomination Committee (individually) as well as the Independent Proxy are also elected by the general meeting for a one-year term.

If the office of the Chair of the Board of Directors is vacant, the Remuneration and Nomination Committee is not complete or the Company does not have an Independent Proxy, the Board of Directors shall appoint a substitute for the time period until the conclusion of the next general meeting who must be (with the exception of the Independent Proxy) a member of the Board of Directors.

Please refer to [section 3.1 "Members of the Board of Directors" of this Corporate Governance Report](#) for information relating to the time of first election to office of the Company's current Directors.

3.5 Internal organizational structure

3.5.1 Allocation of tasks within the Board of Directors

3.5.1.1 General

Our Board of Directors is responsible for the ultimate direction of PolyPeptide, supervision of our management and holds the ultimate decision-making authority, with the exception of matters reserved for shareholders.

The Board of Directors determines PolyPeptide's strategy, the allocation of resources and the management framework. It is also responsible for setting the organizational structure, accounting, financial control and financial planning. In addition, the Board of Directors takes responsibility for all sustainability and environmental, social and governance ("ESG") issues. For further information, see the [Corporate Responsibility Report 2023](#).

The internal structure of our Board of Directors is set out in the [Organizational Regulations](#), which determines the corporate bodies of PolyPeptide, defines their responsibilities and competences regarding management and regulates the functioning and cooperation of the various bodies involved in PolyPeptide's management. Subject to applicable law and the [Articles of Association](#), the allocation of tasks within the Board of Directors is determined annually by the Board at its first meeting following the general meeting in accordance with [section 2.1.1 of the Organizational Regulations](#).

To operate effectively and allow in-depth focus in specific areas, the Board of Directors has four standing committees (each, a "Committee"):

Committee	Chair	Member
Audit and Risk Committee (ARC)	Beat In-Albon	Erik Schropp Dorothee A. Deuring ¹
Remuneration and Nomination Committee (RNC)	Philippe Weber	Peter Wilden
Innovation and Technology Committee (ITC)	Patrick Aebischer	Jane Salik
Chair's Committee (CC)	Peter Wilden	Beat In-Albon Philippe Weber Patrick Aebischer

¹ Dorothee A. Deuring was elected to the Audit and Risk Committee following her election to the Board of Directors at the AGM 2023.

Except for the election of the Chair of the Board of Directors and the members of the Remuneration and Nomination Committee (which are to be elected by the general meeting), the Board of Directors determines its own organization. It elects the Lead Independent Director and the chair of the Remuneration and Nomination Committee from among those Directors elected to the Remuneration and Nomination Committee at the general meeting, the chair and members of the other Committees, and appoints a secretary who does not need to be a member of the Board of Directors.

Each Committee generally comprises two or more members of the Board of Directors with its own charter governing its duties and responsibilities. The Committees have no decision-making authority of their own (unless provided with such authority by a special resolution of the Board of Directors) and generally act in advisory and preparatory capacities. The Board of Directors remains ultimately responsible for the tasks delegated to the Committees by Swiss law, the Articles of Association or the Organizational Regulations.

The Board of Directors may form additional ad-hoc working groups and standing committees for particular areas within the scope of its duties to deal with specific issues. In 2023, no such additional ad-hoc or standing committees were formed.

At least annually, the Board reviews its own performance, as well as the performance of each of the Committees. Such anonymous assessments seek to evaluate the Board's contribution to the Group and determine whether each of the Board and the Committees function effectively and efficiently. In addition, these assessments aim to improve governance, identify gaps in skill sets and diversity, as well as define future priorities for the Group. The assessments are reviewed and adjusted as appropriate on an annual basis by the Remuneration and Nomination Committee. For 2023, the self-assessments were prepared by the Company based on customary industry evaluations and questionnaires. Following the completion of the assessments, the Board of Directors reviews the results and discusses areas or opportunities for improvement.

3.5.1.2 Chair of the Board of Directors

The Chair calls and chairs the meetings of the Board of Directors and presides over the general meetings. Together with the person keeping the minutes (*i.e.*, the secretary), he or she signs the minutes of the deliberations and resolutions of the Board of Directors. The Chair, together with the CEO, is responsible for ensuring effective communication with shareholders and stakeholders, including government officials, regulators and public organizations. The Chair establishes and maintains a close working relationship with the CEO, providing advice and support to him or her. Furthermore, the Chair seeks to facilitate a constructive relationship between the Board of Directors, the CEO, and the other Board Committee members.

The Chair has the right to call upon third parties as advisors in meetings of the Board. The Committees shall keep the Chair informed on a current basis about all important strategic issues, transactions, the business situation and development, and important organizational changes within their scope of responsibilities and duties. The Chair shall monitor such informational duty of the Committees. The Chair reports to the Board of Directors on information received from each of the Committees. In addition, the Chair shall immediately inform the other Directors of any extraordinary situation regarding the Company or the Group of which the Chair may become aware. Peter Wilden is currently serving as the Chair of the Board of Directors. For more information, see [section 3 of the Organizational Regulations](#).

3.5.1.3 Lead Independent Director

The Lead Independent Director is an independent member of the Board of Directors and is elected by the Board of Directors until the conclusion of the next general meeting. If the Chair is indisposed, the Lead Independent Director will take the chair at the meetings of the Board of Directors and the shareholders' meeting. In particular, the Lead Independent Director will chair the meeting of the Board of Directors or the shareholders' meeting if the Chair is required to abstain from the deliberation and decision-taking in case the following items are on the agenda: (i) assessment of the work of the Chair; (ii) decision of the Board of Directors on the request to the shareholders' meeting for the re-election or not of the Chair; (iii) decision about the compensation of the Chair; and (iv) any other matters in which the Chair has a conflict of interest. The Lead Independent Director is entitled to call a meeting of the Board of Directors whenever he or she deems fit. Patrick Aebischer is currently serving as the Lead Independent Director and Vice-Chair. For more information, see [section 4 of the Organizational Regulations](#).

3.5.2 Working methods of the Board of Directors

3.5.2.1 Overview

Meetings of the Board are held as often as the business requires, but as a general rule at least four (4) times per year, including (i) in the first quarter, *inter alia*, to approve the annual report and the agenda and invitation to the upcoming general meeting; (ii) immediately after the general meeting, *inter alia*, to constitute the Board; (iii) in the third quarter, *inter alia*, to approve the half year financials; and (iv) in the fourth quarter, *inter alia*, to approve the budget for the next financial year. For each of these meetings, the Chair also generally selects key business or strategic topics for more in-depth focus and discussion, such as operations, customer developments, quality and risk management. Meetings of the Board are convened by the Chair if and when the need arises or whenever a Director or the CEO, indicating the reasons, so requests in writing. If the Chair does not comply with any such request within 14 days, the Lead Independent Director is entitled to call the meeting.

Notice of meetings is given at least five (5) business days prior to the meeting. The notice must set forth the time, place and agenda of the meeting so that Directors may have a reasonable understanding of the business intended to be conducted at the meeting. Directors are provided with all necessary supporting materials at least five (5) business days prior to the meeting. In urgent cases (as determined by the Chair at his or her discretion), a meeting may be held at appropriate shorter notice. If the Chair deems it necessary, supporting materials may also be provided later to allow the Board to receive the latest available information. This applies, in particular, to updates on financial and other relevant data. Board meetings may be held in person, by telephone or by video conference.

The Chair, or in his absence the Lead Independent Director, or in the absence of both, a Director designated by the attending Directors, shall chair the meeting.

If all Directors are present and agree, deviations from the formal requirements set forth in the [Organizational Regulations](#) (including those described above) are permitted; in particular, decisions can be taken in respect of items that are not listed on the agenda for the meeting.

In order to pass resolutions, not less than a majority of the Directors must be participating in the meeting (whether in person, by phone or video conference). The Board may pass resolutions with the majority of the votes cast (simple majority). Abstentions count as votes uncast. In case of a tie of votes, the Chair has the casting vote. Board resolutions may also be passed by means of circular resolutions, by letter, facsimile or electronic means (e.g., e-mail or via board management portals/platforms); provided that no Director requests by phone, facsimile or e-mail within five (5) days of receipt of the proposed resolution that the resolution be deliberated in a meeting. Board resolutions by means of circular resolutions require the affirmative vote of the majority of the Directors.

In principle (and as set forth in the [Organizational Regulations](#)), the CEO and the other members of the Executive Committee attend designated and selected sections of the meetings of the Board without the right to vote as guests, except where not appropriate (e.g., if particular matters relating to their performance or remuneration are discussed). For example, as a general matter all members of the Executive Committee attend Board sessions dedicated to reports from management, whereas no members of the Executive Committee are present at the non-executive sessions of the Board meetings. Other members of the Group's senior management are expected to participate at meetings of the Board if specific issues falling within their responsibility are on the agenda. The Chair decides if and which persons outside the Board are entitled to attend meetings of the Board as guests.

The minutes set forth all resolutions passed and reflect in a general manner the considerations that led to the decisions taken, including, where applicable, any statements of attendees expressly made "for the record". The minutes must be signed by the Chair (or the Director who chaired the meeting) and the secretary. The minutes are available for review prior to the next meeting of the Board of Directors, when it is approved. Directors are entitled to examine the minutes of any Board meeting (as well as any Committee meeting) at any time.

As a general principle, Directors shall arrange their personal and business affairs so as to avoid, as much as possible, a conflict of interest. As set forth in the [Organizational Regulations](#), each Director shall disclose to the Chair regarding any conflict of interest arising from or relating to any matter to be discussed at the meeting of the Board as soon as the Director becomes aware of its potential existence. Directors should neither conclude any investment nor other transactions or accept any benefits that may jeopardize their independent safeguarding of the Company's interests.

The Chair (or, if applicable, the Lead Independent Director or the Remuneration and Nomination Committee) will decide upon appropriate and commensurate measures to avoid any interference of such conflict of interests with the decision-making of the Company. In the event of doubt, the Chair (or, if applicable, the Lead Independent Director or the Remuneration and Nomination Committee) shall request the respective corporate body (under exclusion of the Directors who are subject to the potential conflict of interest) to determine whether a conflict of interest exists and to decide upon appropriate measures.

As a rule, subject to exceptional circumstances in which the best interests of the Company dictate otherwise, in case of a disclosed conflict of interest a two-stage vote regarding the matter at stake is to be held, first among all Directors and then without the Director subject to the conflict of interest. The Director with a conflict shall have the right to, or may be required by the Chair to provide a statement of their view of the matter. In case of a continuing conflict of interest, the Board of Directors shall decide whether the Director subject to the conflict of interest should be asked to resign or should not be nominated for re-election.

3.5.2.2 2023 Board of Director meetings and key topics

Since 1 January 2023, the Board of Directors met ten (10) times, in a combination of in-person sessions and video conferences, for an average duration of approximately three and a half (3.5) hours (with individual sessions lasting between one (1) to over six (6) hours).

The following table outlines the dates and the attendees of each meeting of the Board of Directors.

Date / place	Attendees	Other attendees for relevant topics
26 January 2023 <i>Video conference</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber	External Legal Advisor Christina Del Vecchio (<i>Secretary</i>)
9 March 2023 <i>Video conference</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber	Jan Fuhr Miller Christina Del Vecchio (<i>Secretary</i>)
2 April 2023 <i>Video conference</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber	Lalit Ahluwalia Christina Del Vecchio (<i>Secretary</i>)
13 April 2023 <i>Baar, Switzerland</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber Dorothee A. Deuring ¹	Juan José González Jan Fuhr Miller Lalit Ahluwalia Jens Fricke (Director Global Operations) Neil Thompson (Director Global Sales and Marketing) Olivier Ludemann-Hombourger (Director Global Innovation & Technology) Christina Del Vecchio (<i>Secretary</i>)
15 May 2023 <i>Video conference</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber Dorothee A. Deuring	Juan José González Jan Fuhr Miller Lalit Ahluwalia René Vestergaard (Director, Corporate Finance) Christina Del Vecchio (<i>Secretary</i>)
27 June 2023 <i>Baar, Switzerland</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber Dorothee A. Deuring	Juan José González Lalit Ahluwalia Jens Fricke (Director Global Operations) Neil Thompson (Director Global Sales and Marketing) Christina Del Vecchio (<i>Secretary</i>)
11 August 2023 <i>Video conference</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber Dorothee A. Deuring	Juan José González Lalit Ahluwalia Christina Del Vecchio (<i>Secretary</i>)

5 September 2023 <i>Baar, Switzerland</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber Dorothee A. Deuring	Juan José González Lalit Ahluwalia Jens Fricke (Director Global Operations) Neil Thompson (Director Global Sales and Marketing) Marc Augustin (CFO elect) Rebecca Weil-Pflug (Head of Internal Audit) Michael Stäheli (Head of Investor Relations and Corporate Communications) Isilay Dagdelen (Legal Counsel) Christina Del Vecchio (<i>Secretary</i>)
6 November 2023 <i>Video conference</i>	Peter Wilden Patrick Aebischer Jane Salik Philippe Weber Dorothee A. Deuring	Juan José González Lalit Ahluwalia Christina Del Vecchio (<i>Secretary</i>)
1 December 2023 <i>Baar, Switzerland</i>	Peter Wilden Patrick Aebischer Jane Salik Erik Schropp Beat In-Albon Philippe Weber Dorothee A. Deuring	Juan José González Lalit Ahluwalia Jens Fricke (Director Global Operations) Neil Thompson (Director Global Sales and Marketing) Marc Augustin (CFO elect) Monika Casanova (Chief Human Resources Officer) Christina Del Vecchio (<i>Secretary</i>)

¹ Dorothee A. Deuring was elected as a new member of the Board of Directors at the AGM 2023.

The key topics of the Board of Directors during this period included, among other things:

- Review and approval of the Group's 2023 budget and mid-term business plan
- Review and approval of the 2022 annual report and audited consolidated financial statements
- Review and approval of the 2022 variable short-term incentive for the members of the Executive Committee
- Review and approval of the AGM 2023 agenda and invitation
- Review and approval of the individual targets and weighting of 2023 variable short-term incentive for the members of the Executive Committee as well as performance targets for the 2023 variable long-term incentive award for the CEO
- Approval of the appointments to and removals from the Executive Committee
- Approval of financing agreements
- Approval of the 2023 half-year report and consolidated financial statements
- Regular review and discussion regarding the Group's year-to-date sales, financials and full-year outlook as well as monitoring cash flow and net working capital
- Review and consideration of PolyPeptide's key strategic plans and initiatives
- Monitoring of developments with key customers and operational and profitability improvement initiatives
- Review and monitoring of the Group's Environmental, Social and Governance (ESG) Roadmap and accompanying non-financial reporting legal obligations
- Review and approval of the Group's Enterprise Risk Management Report 2023
- Planning and content of the Group's 2023 annual report and topics related to the 2024 general meeting
- Review of the Group's budget for 2024 financial year

3.5.3 Working methods of the Committees

The Committees act in advisory and preparatory capacities and have no decision-making authority of their own (unless provided with such authority by a special resolution of the Board of Directors). The Board remains ultimately responsible for the tasks delegated to the Committees by Swiss law, the Articles of Association or the Organizational Regulations.

The Committees keep the Chair of the Board of Directors informed on a current basis about all important strategic issues, transactions as well as any business situations and / or developments within their scope of responsibilities and duties. The Chair monitors such informational duties of the Committees. The chair of each Committee provides the full Board of Directors at their meeting with an overview of key topics discussed at the most recent Committee meeting.

Each Committee meets at such frequency as it deems necessary to fulfill its duties, normally ahead of ordinary Board meetings, which are expected to take place at least four times per year. Additional meetings may be held and may be convened at the request of either the Board of Directors or any Committee member. The Audit and Risk Committee further meets upon request of the governance, risk and compliance officer (the “GRC Officer”).

The secretary prepares the agenda for each meeting, keeps the minutes, and assists the Committee and the chair to coordinate and fulfill their duties and assignments. Once signed by the Committee chair and secretary, the minutes (together with all presentation and background materials) of each Committee meeting are made available to the full Board of Directors for their review.

3.5.3.1 Remuneration and Nomination Committee

The Remuneration and Nomination Committee is entrusted with preparing and periodically reviewing PolyPeptide’s compensation policy, compensation strategy and principles as well as the performance criteria related to compensation and the accompanying review of their implementation. The Remuneration and Nomination Committee is also responsible for submitting proposals and recommendations to the Board of Directors regarding compensation matters. The Remuneration and Nomination Committee further supports the Board of Directors in preparing the compensation proposals for the general meeting. In addition, the Remuneration and Nomination Committee assists the Board of Directors in relation to the succession planning for and nomination of the members of the Board of Directors and the Executive Committee as well as the corporate governance of the Company and the Group. In furtherance of this, the Remuneration and Nomination Committee, for example, regularly assesses the set of competencies as well as each Director’s contributions to ensure that an appropriate mix of skills, expertise and diversity is represented on the Board of Directors and its Committees. The specific responsibilities and competencies of the Remuneration and Nomination Committee are set forth in [art. 19 of the Articles of Association](#), [section 5.3 of the Organizational Regulations](#) as well as the [Remuneration and Nomination Committee Charter](#).

The members of the Remuneration and Nomination Committee are individually elected by the general meeting. The term of office of the members of the Remuneration and Nomination Committee ends at the conclusion of the next ordinary general meeting. Re-election is possible. The chair of the Remuneration and Nomination Committee shall be independent and is appointed by the Board of Directors. As of 31 December 2023, the Remuneration and Nomination Committee consisted of two members: Philippe Weber (chair) and Peter Wilden.

2023 Remuneration and Nomination Committee meetings and key topics

Since 1 January 2023, the Remuneration and Nomination Committee met six (6) times, in a combination of in-person sessions and video conferences, for an average duration of approximately one and a half (1.5) hours.

Date / place	Attendees	Other attendees for relevant topics
14 February 2023 <i>Video conference</i>	Philippe Weber Peter Wilden	Raymond De Vré Jan Fuhr Miller Monika Casanova (Chief Human Resources Officer) Christina Del Vecchio (<i>Secretary</i>)
2 March 2023 <i>Video conference</i>	Philippe Weber Peter Wilden	Jan Fuhr Miller Monika Casanova (Chief Human Resources Officer) Christina Del Vecchio (<i>Secretary</i>)
12 April 2023 <i>Baar, Switzerland</i>	Philippe Weber Peter Wilden	Monika Casanova (Chief Human Resources Officer) Christina Del Vecchio (<i>Secretary</i>)
26 June 2023 <i>Baar, Switzerland</i>	Philippe Weber Peter Wilden	Juan José González Monika Casanova (Chief Human Resources Officer) Christina Del Vecchio (<i>Secretary</i>)
4 September 2023 <i>Baar, Switzerland</i>	Philippe Weber Peter Wilden	Monika Casanova (Chief Human Resources Officer) Christina Del Vecchio (<i>Secretary</i>)
27 November 2023 <i>Baar, Switzerland and video conference</i>	Philippe Weber (VC) Peter Wilden (VC)	Juan José González Monika Casanova (Chief Human Resources Officer) Christina Del Vecchio (<i>Secretary</i>) Representatives from HCM International Ltd.

During the course of 2023, the key topics discussed by the Remuneration and Nomination Committee included, among other things:

- General review and assessment of the continued appropriateness of PolyPeptide's remuneration principles, strategy and structure
- Review and preparation of compensation proposals for the Board of Directors and Executive Committee for AGM 2023
- Review and initiation of the redesign of PolyPeptide's long-term incentive program (LTIP), with a focus on the performance targets
- Review of shareholders' and proxy advisors' feedback on the Remuneration Report 2022
- Review of the structure and approach to the Remuneration Report 2023, including analysis on remuneration disclosure
- Review of the results of the internal benchmark desk research for the Board of Directors
- Review and preparation of proposals to the Board regarding the achievement of the 2022 variable short-term incentive for the members of the Executive Committee, including individual performance appraisal
- Review and preparation of proposals to the Board regarding individual performance targets and weighting for the 2023 variable short-term incentive for the members of the Executive Committee
- Review and preparation of proposals to the Board regarding of the performance targets for the 2023 variable long-term incentive award for the CEO
- Oversight of the recruitment and the new appointments to the Executive Committee
- Review of succession planning at PolyPeptide
- Review of the results of the self-assessments of the Board of Directors and its Committees
- General update on corporate governance trends and best practices as well as relevant regulatory developments
- Review of shareholder analysis and outreach
- Update on human capital management, including the Group's human resources mid- and long-term plan and an overview of key people analytics
- Review of material ESG topics assigned to the Remuneration and Nomination Committee
- Review of the Remuneration and Nomination Committee Charter

3.5.3.2 Audit and Risk Committee

The Audit and Risk Committee assists the Board of Directors with respect to matters involving the financial and risk management aspects of governance, including the integrity of the Company's and Group's financial statements. The Audit and Risk Committee focuses on assessing the adequacy and effectiveness of the Group's internal and prudential systems and controls in relation to both financial and non-financial risks. This includes compliance with legal and regulatory obligations, insurance and related matters. The Audit and Risk Committee will also obtain reasonable assurance with respect to the activity of the Internal Audit, evaluates the external auditors regarding the fulfillment of the necessary qualifications and independence according to the applicable legal provisions and makes proposals to the Board of Directors concerning the choice of the external auditors. The Audit and Risk Committee is further responsible for the appointment and dismissal as well as the compensation for the Head of Internal Audit. The specific responsibilities and competencies, organization, functioning and reporting of the Audit and Risk Committee are set forth in [section 5.2 of the Organizational Regulations](#) as well as the [Audit and Risk Committee Charter](#).

The members of the Audit and Risk Committee are appointed by the Board of Directors. At least one member, including the chair, of the Audit and Risk Committee shall be independent. As of 31 December 2023, the Audit and Risk Committee consisted of three members: Beat In-Albon (chair), Erik Schropp and Dorothee A. Deuring.

2023 Audit and Risk Committee meetings and key topics

Since 1 January 2023, the Audit and Risk Committee met six (6) times, in a combination of in-person sessions and video conferences, for an average duration of approximately two (2) hours.

Date / place	Attendees	Other attendees for relevant topics
2 March 2023 <i>Video conference</i>	Beat In-Albon Erik Schropp	Jan Fuhr Miller René Vestergaard (Director, Corporate Finance) Jonas Lavik Sonne (Senior IFRS Group Controller, Corporate Finance) Rebecca Weil-Pflug (Head of Internal Audit) René Füglistner (Partner, BDO) Isilay Dagdelen (<i>Secretary</i>)
12 April 2023 <i>Baar, Switzerland</i>	Beat In-Albon Erik Schropp	Jan Fuhr Miller Juan José González Lalit Ahluwalia René Vestergaard (Director, Corporate Finance, VC) Jonas Lavik Sonne (Senior IFRS Group Controller, Corporate Finance, VC) Rebecca Weil-Pflug (Head of Internal Audit) Thomas Lorentzon (Global Director IS/IT, VC) Krister Svärd (Chief Information Security Officer, VC) Dag Widell (Manager ERP & Application Services, Global IT Governance, VC) Karin Hult (Director Global Business Processes, Global Business Processes, VC) Isilay Dagdelen (<i>Secretary</i>)
26 June 2023 <i>Baar, Switzerland</i>	Beat In-Albon Erik Schropp Dorothee A. Deuring ¹	Juan José González Lalit Ahluwalia René Vestergaard (Director, Corporate Finance) Jonas Lavik Sonne (Senior IFRS Group Controller, Corporate Finance, VC) Rebecca Weil-Pflug (Head of Internal Audit) Thomas Lorentzon (Global Director IS/IT, VC) Krister Svärd (Chief Information Security Officer, VC) Representatives from Lockton Denmark for Group insurance topic (VC) Michael Stäheli (Head of Investor Relations and Corporate Communications) René Füglistner (Partner, BDO, VC) Isilay Dagdelen (<i>Secretary</i>)
7 August 2023 <i>Video conference</i>	Beat In-Albon Erik Schropp Dorothee A. Deuring	Juan José González Lalit Ahluwalia Christina Del Vecchio René Vestergaard (Director, Corporate Finance) Jonas Lavik Sonne (Senior IFRS Group Controller, Corporate Finance) Rebecca Weil-Pflug (Head of Internal Audit) René Füglistner (Partner, BDO) Isilay Dagdelen (<i>Secretary</i>)
4 September 2023 <i>Baar, Switzerland</i>	Beat In-Albon Erik Schropp Dorothee A. Deuring	Juan José González Lalit Ahluwalia René Vestergaard (Director, Corporate Finance) Jonas Lavik Sonne (Senior IFRS Group Controller, Corporate Finance, VC) Rebecca Weil-Pflug (Head of Internal Audit) Krister Svärd (Chief Information Security Officer, Global IT Services) Isilay Dagdelen (<i>Secretary</i>)

27 November 2023 <i>Baar, Switzerland and video conference</i>	Beat In-Albon (VC) Erik Schropp (VC) Dorothee A. Deuring	Lalit Ahluwalia, VC Marc Augustin (CFO elect) René Vestergaard (Director, Corporate Finance, VC) Jonas Lavik Sonne (Senior IFRS Group Controller, Corporate Finance, VC) Rebecca Weil-Pflug (Head of Internal Audit) Thomas Gerd Hansen (Director Global IS/IT, VC) Kristen Svård (Chief Information Security Officer, Global IT Services, VC) René Füglistner (Partner, BDO, VC) Isilay Dagdelen (<i>Secretary</i>)
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¹ Dorothee A. Deuring was elected as a new member of the Board of Directors at the AGM 2023.

During the course of 2023, the key topics discussed by the Audit and Risk Committee included, among other things:

- Review of 2022 BDO audit and full-year consolidated and standalone financial statements
- Review of 2023 half-year consolidated financial statements
- Regular review and discussion regarding the Group's year-to-date sales and financials as well as monitoring cash flow and net working capital
- Review of the Group's capital expenditure management processes
- Oversight of the Group's long-term financing strategy
- Oversight of the work of Internal Audit, including compensation proposal for the Head of Internal Audit
- Review of the Enterprise Risk Management Report 2023
- Review of the Group's compliance programs, including the sanctions and trade compliance program and whistleblower programs, as well as monitoring of IT / (cyber)security matters
- Assessment of the Group's internal control system
- Review of the Group's insurance program and treasury policy
- Assessment of the Group's accounting policies as well as of tax and transfer pricing aspects
- General assessment of yearly business expenses of the members of the Executive Committee
- Review of the status of material legal proceedings, including measures taken by management to protect the interests of the Company and the Group
- Evaluation of the Group's external auditor
- Review of material ESG topics assigned to the Audit and Risk Committee and engagement of BDO for limited assurance on the Group's report on non-financial matters for the financial year 2023
- Review of the Audit and Risk Committee Charter

3.5.3.3 Innovation and Technology Committee

The Innovation and Technology Committee supports the Board of Directors and Executive Committee through the review of PolyPeptide's technology plans and strategies, while monitoring existing and future trends in technology related or adjacent to PolyPeptide's business. The specific responsibilities and competencies, organization, functioning and reporting of the Innovation and Technology Committee are set forth in [section 5.4 of the Organizational Regulations](#) as well as the [Innovation and Technology Committee Charter](#).

The members of the Innovation and Technology Committee are appointed by the Board of Directors. The chair of the Innovation and Technology Committee shall be independent. As of 31 December 2023, the Innovation and Technology Committee consisted of two members: Patrick Aebischer (chair) and Jane Salik.

2023 Innovation and Technology Committee meetings and key topics

Since 1 January 2023, the Innovation and Technology Committee met four (4) times in person for an average duration of approximately two (2) hours.

Date / place	Attendees	Other attendees for relevant topics
12 April 2023 <i>Baar, Switzerland</i>	Patrick Aebischer Jane Salik	Neil Thompson (Director Global Sales and Marketing) Olivier Ludemann-Hombourger (Director Global Innovation & Technology) Jon Holbech Rasmussen (Director Global Development / Regulatory / IP; <i>Secretary</i>)
26 June 2023 <i>Baar, Switzerland</i>	Patrick Aebischer Jane Salik	Neil Thompson (Director Global Sales and Marketing) Olivier Ludemann-Hombourger (Director Global Innovation & Technology) Jon Holbech Rasmussen (Director Global Development / Regulatory / IP; <i>Secretary</i>)
4 September 2023 <i>Baar, Switzerland</i>	Patrick Aebischer Jane Salik	Neil Thompson (Director Global Sales and Marketing) Julien Coubran (Director Global EHS) Olivier Ludemann-Hombourger (Director Global Innovation & Technology) Jon Holbech Rasmussen (Director Global Development / Regulatory / IP; Director Global Quality ad interim; <i>Secretary</i>)
29 November 2023 <i>Baar, Switzerland</i>	Patrick Aebischer Jane Salik	Neil Thompson (Director Global Sales and Marketing) Olivier Ludemann-Hombourger (Director Global Innovation & Technology) Jon Holbech Rasmussen (Director Global Development / Regulatory / IP; Director Global Quality ad interim; <i>Secretary</i>)

During the course of 2023, the key topics discussed by the Innovation and Technology Committee included, among other things:

- Discussions on PolyPeptide’s green agenda, including the governance, priorities and objectives (*i.e.*, green chemistry, green master plan and relevant KPIs)
- Considerations regarding Process excellence through clinical development
- Discussions on the industrial challenges related to the implementation of new technologies and innovation in peptide development and manufacturing
- Considerations and selected updates regarding strategic collaborations
- Review of material ESG topics assigned to the Innovation and Technology Committee
- Review of the Innovation and Technology Committee Charter

3.5.3.4 Chair’s Committee

The Chair’s Committee is intended to serve as a flexible body that nurtures and facilitates a strong relationship, efficient coordination and continuous information exchange between the Chair of the Board, the chair of each Committee and the CEO through roundtable discussions, with particular focus on the Group’s strategy and other key business matters. The specific responsibilities and competencies, organization, functioning and reporting of the Chair’s Committee are set forth in [section 5.5 of the Organizational Regulations](#) as well as the [Chair’s Committee Charter](#).

The members of the Chair’s Committee include the Chair of the Board and the chairs of each Committee (*i.e.*, the chair of the Remuneration and Nomination Committee, the chair of the Audit and Risk Committee and the chair of the Innovation and Technology Committee). As of 31 December 2023, the Chair’s Committee consisted of four members: Peter Wilden (Chair), Beat In-Albon, Philippe Weber and Patrick Aebischer.

2023 Chair's Committee meetings and key topics

Since 1 January 2023, the Chair's Committee met ten (10) times, in a combination of in-person sessions and video conferences, for an average duration of approximately one (1) hour.

Date / place	Attendees	Other attendees for relevant topics
19 January 2023 <i>Video conference</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Raymond De Vré Christina Del Vecchio (<i>Secretary</i>)
16 February 2023 <i>Video conference</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Christina Del Vecchio (<i>Secretary</i>)
13 April 2023 <i>Baar, Switzerland</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Lalit Ahluwalia Christina Del Vecchio (<i>Secretary</i>)
22 May 2023 <i>Video conference</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Juan José González Christina Del Vecchio (<i>Secretary</i>)
26 June 2023 <i>Baar, Switzerland</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Juan José González Christina Del Vecchio (<i>Secretary</i>)
12 July 2023 <i>Video conference</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Juan José González Lalit Ahluwalia Christina Del Vecchio (<i>Secretary</i>)
7 August 2023 <i>Video conference</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Juan José González Christina Del Vecchio (<i>Secretary</i>)
4 September 2023 <i>Baar, Switzerland</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Juan José González Christina Del Vecchio (<i>Secretary</i>)
30 October 2023 <i>Video conference</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Juan José González Lalit Ahluwalia Christina Del Vecchio (<i>Secretary</i>)
1 December 2023 <i>Baar, Switzerland</i>	Peter Wilden Beat In-Albon Philippe Weber Patrick Aebischer	Juan José González Christina Del Vecchio (<i>Secretary</i>)

During the course of 2023, the Chair's Committee discussed various topics of strategic importance and other key business matters, including developments among the Group's leadership team, long-term financing plans, developments with key customers, operational and profitability improvement initiatives as well as considerations around the Group's budget for 2023 and then later in the year for 2024.

3.6 Areas of responsibility between the Board of Directors and the Executive Committee

The Board of Directors' responsibilities, duties and competencies and the procedural principles by which it is governed are specified by Swiss law, [art. 17 of the Articles of Association](#) and [sections 2 through 5 of the Organizational Regulations](#). Importantly, the responsibilities of the Board of Directors include determining the strategy of PolyPeptide as well as the appointment, supervision and dismissal of the members of the Executive Committee.

[Art. 17 of the Articles of Association](#) sets out the non-transferable and irrevocable duties of the Board of Directors, and in addition to the non-transferable and irrevocable duties set out in art. 716a CO, the Board of Directors has the further non-transferable and irrevocable duties to (i) prepare the report on non-financial matters and other reports as required by law, (ii) adopt resolutions and amendments to the Articles of Association regarding the subsequent payment of capital with respect to non-fully paid-in shares, (iii) adopt resolutions on the change of the share capital to the extent such power is vested in the Board of Directors, confirming changes in the share capital and adopt the consequential amendments to the Articles of Association (including deletions), (iv) examine compliance with the legal requirements regarding the appointment / election of the external auditors, and (v) execute the agreements pursuant to art. 12, 36 and 70 of the Federal Act on Merger, Demerger, Transformation and Transfer of Assets (Merger Act).

While the Board of Directors is responsible for PolyPeptide's ultimate strategic direction and supervision of management, through the [Organizational Regulations](#) the Board has delegated the responsibility and authority necessary or appropriate for carrying out the day-to-day and operational activities of PolyPeptide to the Executive Committee under the leadership of the CEO. Nevertheless, the Board of Directors retains certain duties (in addition to the non-transferable and irrevocable duties described above), such as annually approving the budgets and business plans for the Group, monitoring risks as well as ensuring that fundamental policies and controls are in place for compliance with applicable law and regulations. In addition, the [Organizational Regulations](#) set out specific parameters, including financial thresholds, for certain strategic, operational and financial matters that remain within the competence of the Board of Directors. This information is also set out in an [authority chart](#), which is an annex to the Organizational Regulations.

The Executive Committee is responsible for ensuring the execution of the decisions of the Board of Directors and implementing the strategy of PolyPeptide in accordance with Swiss law, the [Articles of Association](#), the [Organizational Regulations](#) and the resolutions of the shareholders' meeting. The Executive Committee is led by the CEO and in 2023 comprised the CEO, CFO, the Director Global Sales and Marketing, the Director Global Operations and the General Counsel, and such other officers as may be determined by the Board of Directors, in consultation with the CEO, from time to time. The Executive Committee has a dual function in the management of PolyPeptide. On the one hand, under the leadership of the CEO, the Executive Committee is responsible for the day-to-day business of the Company (to the extent not reserved to the Board); and, on the other hand, it is responsible for the operational business of the whole Group as well as of each individual site and subsidiary (to the extent that the respective competences are not reserved to the Board pursuant to the [Organizational Regulations](#) or are, by law, reserved to the boards of directors of the subsidiaries).

Pursuant to the [Organizational Regulations](#), the CEO is appointed and removed by the Board of Directors upon recommendation of the Remuneration and Nomination Committee. The other members of the Executive Committee are appointed and removed by the Board of Directors upon recommendation of the Remuneration and Nomination Committee and in consultation with the CEO.

3.7 Information and control instruments vis-à-vis the Executive Committee

3.7.1 Principles of Board information

The Board of Directors has different information instruments in place to oversee, monitor and control the implementation of PolyPeptide's strategy as well as the execution of the responsibilities delegated to the Executive Committee.

Specifically, the [Organizational Regulations](#) require the CEO, together with the other members of the Executive Committee, to regularly inform the Board and its Committees at its ordinary meetings on the current course of business and all major business matters and important business developments, including anticipated opportunities and risks. Specifically, a report from the CEO is a standing agenda item at each ordinary board meeting where the CEO provides insight on the development of the Group's business and key strategic initiatives.

In addition, the Chair and the CEO are in contact at regular intervals with respect to all major corporate policy issues. Extraordinary matters, including significant unanticipated developments, must immediately be reported to the Chair. In addition, the Directors shall be informed immediately of extraordinary events by way of circular letter and, if necessary, in advance by telephone, e-mail or facsimile.

Furthermore, each Director is entitled to request information concerning all of PolyPeptide's affairs reasonably necessary to fulfill his or her fiduciary duties. For Directors requiring information or wishing to review documents outside of ordinary Board meetings, the Director must address their request in writing (including by e-mail) to the Chair. To the extent necessary to fulfill their duties, each Director may further request in writing (including by e-mail) that the Chair authorizes the inspection of the books and records of the Company. If the Chair rejects a request for information, hearing or inspection, the Lead Independent Director or the Board shall decide whether to grant such request.

3.7.2 Regular reports to the Board

As noted above, the Executive Committee regularly reports to the Board of Directors and its Committees at their respective ordinary meetings. In addition to these meetings, on a monthly basis the Board of Directors receives sales and financial reports with (i) an executive summary, (ii) an assessment of the Group's monthly and year-to-date revenue, (iii) the profit and loss statement, the balance sheet and the cash flow statement, (iv) a capital expenditure overview as well as (v) selected Group KPIs, updates on various initiatives and the Group's outlook. These monthly reports illustrate the actual financial results to-date, along with comparisons to the previous period and the budgeted amounts, all with accompanying commentaries (where relevant). Directors often react to these reports with questions that are responded to by the CFO. In 2023, the Audit and Risk Committee additionally received weekly cash balance assessments and bi-weekly cash projections. Through the Audit and Risk Committee, the Board also receives the reports of PolyPeptide's external auditor in connection with the audit of the full-year financial statements and the review and procedures performed on the half-year financial statements.

3.7.3 Enterprise Risk Management Framework

Beginning in the second half of 2021 and during the course of 2022, the Audit and Risk Committee, together with the CFO, the General Counsel and members of the finance team, implemented an Enterprise Risk Management Framework. While the Board of Directors retains the ultimate responsibility for risk management and for determining the appropriate level of risk that PolyPeptide is willing to accept, the PolyPeptide Management Committee (together with the Audit and Risk Committee) is responsible for ensuring that the operation of the Enterprise Risk Management Framework is sound, including risk management of significant risks through the monitoring of specified actions.

The Enterprise Risk Management Framework is designed to provide a consistent, Group-wide perspective of key risks as well as any other risk areas as they are subsequently identified in connection with ongoing monitoring and updates by risk owners and other stakeholders. The objective of these risk assessments is to (i) make the principal risks to which PolyPeptide is exposed more transparent, (ii) determine treatment measures to control, eliminate and / or exploit the level of the risks / opportunities while monitoring their effectiveness and (iii) ultimately improve risk management. To the extent that the ongoing evaluation of the Enterprise Risk Management Framework discovers significant unanticipated developments, the PolyPeptide Management Committee will immediately report these to the Audit and Risk Committee and the Chair of the Board. The Directors must also be informed of extraordinary events (as described above).

The PolyPeptide Management Committee together with the General Counsel, the Head of Internal Audit and other internal stakeholders annually conduct a risk assessment to identify risks, map probability and impact, and evaluate strategies to address the risks and opportunities identified (e.g., mitigating / managing actions). These mitigating / managing actions are specific to each identified risk and opportunity, and the respective risk owners are responsible for monitoring their implementation and effectiveness. The PolyPeptide Management Committee oversees the Enterprise Risk Management Framework throughout the year.

Based on the annual risk assessment, an Enterprise Risk Management Report is prepared, specifying and assessing the main Group risks in terms of their probability and consequences as well as outlining the mitigating / managing actions, and submitted at least once per year to the Audit and Risk Committee. In addition, the Enterprise Risk Management Report is presented to the Board of Directors at one of their annually scheduled meetings for a deep-dive focus and discussion on risk assessment and management. In 2023, the deep-dive session and approval of the Enterprise Risk Management Report 2023 took place on 5 September 2023. In the Enterprise Risk Management Report 2023, PolyPeptide identified, *inter alia*, operational, supply chain, commercial, regulatory compliance and information technology / information security risks for which corresponding risk mitigation / managing measures were adopted.

See also [chapter Business Review](#).

3.7.4 Internal controls

The Board of Directors is also responsible for designing, implementing and maintaining the Group's internal control system, which provides the ultimate oversight for PolyPeptide's strategy, operations and finances. Importantly, the internal control system aims to ensure the integrity and completeness of accounting, to provide timely and reliable financial reporting, and to prevent, minimize and identify errors and irregularities in the financial statements. The Audit and Risk Committee supports the Board of Directors through the assessment of the adequacy and effectiveness of the Group's internal and prudential systems and controls in respect of both financial and non-financial risks, including through discussions with and reviewing reports from the external auditor, internal officers and management. PolyPeptide's internal control system is structured to ensure the correct disclosure and adequate coverage of control over all Group activities, with particular attention on areas considered potentially at risk. The external auditor confirms the existence of the internal control system in connection with the year-end audit.

According to the [Organizational Regulations](#), the CFO, in cooperation with the CEO, ensures good financial governance, overseeing all financial planning, budgeting (short- and mid-term), reporting and risk management activities. Furthermore, the CFO leads the implementation of systems and procedures to seek compliance with regulatory requirements for financial information, reporting, disclosure requirements and internal control. The CFO and the Audit and Risk Committee regularly evaluate the risks of material misstatements in the consolidated financial statements and assess if the risks are reduced to an acceptable level by established and planned mitigating controls and processes. Significant risks are also continuously discussed in the meetings of the Executive Committee, the PolyPeptide Management Committee and the Audit and Risk Committee, which all take place on a regular basis. In 2023, the Audit and Risk Committee focused on six key areas of internal controls, specifically (i) revenue, (ii) inventories, (iii) payroll, (iv) property, plant and equipment, (v) financial reporting and closing processes and (vi) valuation of participations. During the course of 2023, the Audit and Risk Committee, together with the CFO and members of the finance team, evaluated key risks of financial misstatements in the identified key areas together with mitigating controls / processes currently in place, all of which were reviewed by the external auditor. In addition, improvement suggestions are submitted by the external auditor on a yearly basis, which are implemented by management in the following year.

3.7.5 Internal Audit

In 2023, the Board of Directors, through the Audit and Risk Committee, was further supported by the Internal Audit function within PolyPeptide led by the Head of Internal Audit. Internal Audit's mission is to ensure that PolyPeptide's operations are conducted according to high standards by providing an independent, objective assurance function and by advising on best practices. Through a systematic and disciplined approach, Internal Audit helps PolyPeptide accomplish its objectives by evaluating and improving the effectiveness of the Group's risk management, control and governance processes. As is customary across the industry, the evaluation and internal audit of PolyPeptide's cGMP activities remain with the Quality department under the supervision of the Director Global Quality.

Internal Audit is responsible for, among other things, (i) developing and implementing annual audit plans using appropriate risk-based methodology, (ii) evaluating and assessing significant merging / consolidating of functions and new or changing services, processes, operations, technologies and control processes at the time of their development, implementation or expansion, (iii) establishing an Internal Audit quality assurance program to ensure high standards of operations, (iv) issuing periodic reports to the Audit and Risk Committee as well as the Executive Committee, (v) participating in any investigations at PolyPeptide and (vi) recommending appropriate actions to correct any deficiencies identified. The Audit and Risk Committee reviews and approves the annual internal audit plan. Further information on the responsibilities of Internal Audit can be found in the [Internal Audit Charter](#), which is an annex to the [Organizational Regulations](#). Functionally, the Internal Audit department reports to the Audit and Risk Committee. Administratively, the Internal Audit department reports to the CFO.

During the course of 2023, Internal Audit with the support of external consultants performed one site audit as well as process audits across four sites. The audit results as well as the results of other consultative projects conducted during 2023 were presented to the Audit and Risk Committee between the second and fourth quarters of 2023. As part of the Audit and Risk Committee's regularly scheduled meetings, the Head of Internal Audit provides progress updates on the approved audit plan and proposes any modifications to the audit plan if risk priorities change and provides information on the status of management's corrective actions.

See also [chapter Business Review](#).

3.7.6 Compliance controls

PolyPeptide is committed to the highest levels of ethics and integrity in the way that it does business and understands that this is crucial for its continued success and reputation. PolyPeptide's core values and Code of Business Conduct and Ethics guide its everyday conduct. To monitor these efforts, the General Counsel shall be or shall designate another person as the Group's governance, risk and compliance officer ("GRC Officer"). Currently, the General Counsel serves as the GRC Officer.

The GRC Officer is responsible for developing and maintaining compliance policies, promoting a culture of responsibility, maintaining risk management, identifying remediation needs, providing training and taking other steps to assist the Group in meeting its legal, regulatory and ethical obligations. The GRC Officer reports to the CEO. However, the GRC Officer also has direct access to the Audit and Risk Committee and reports to the Audit and Risk Committee whenever requested or if there exists a significant compliance or risk issue that involves or implicates a member of the Executive Committee that the GRC Officer believes cannot be or has not been appropriately addressed by, or directly implicates, the CEO.

PolyPeptide has implemented various compliance initiatives and is continuously expanding these to respond to PolyPeptide's ever-changing dynamic business environment. For example, in August 2022, PolyPeptide constituted a cross-functional Corporate Compliance Committee (the "CCC") to promote compliance across the organization with a focus on corporate compliance issues and matters, including compliance with securities laws and regulations, data privacy as well as sanctions and trade. In 2023, two new functions, including PolyPeptide's new Corporate Compliance Manager, joined the CCC, strengthening its promotion of corporate compliance across the Group. The GRC Officer, or a delegate of the GRC Officer, is responsible for reporting on at least a quarterly basis (or more frequently, as needed) to the Executive Committee and the Audit and Risk Committee. Furthermore, in the second half of 2023 PolyPeptide updated its Supplier Code of Conduct and its Code of Business Conduct and Ethics with references to its new Global Supply Chain Policy on Child Labor, and it introduced an updated electronic learning tool aimed at reinforcing the principles set out in the Code of Business Conduct and Ethics.

In addition, PolyPeptide has established and promotes its [whistleblower programs and hotlines](#), where anybody with knowledge or suspicion of illegal activities or irregularities at PolyPeptide can report these observations confidentially and even anonymously. To ensure independence, PolyPeptide has mandated the operation of its whistleblower hotlines to a third-party service provider. As of 31 December 2023, two reports of possible misconduct were received through the available whistleblowing reporting channels. However, each of the whistleblowers withdrew their respective complaints because they considered the reported matter resolved in light of subsequent developments. Nevertheless, internal investigations were carried out under the guidance of external experts and the allegations made in the reports could not be confirmed. The reports were subsequently closed and summarized to the Executive Committee and the Audit and Risk Committee.

The implementation of these and other compliance measures is supervised by and regularly reported to the Audit and Risk Committee at each of their ordinary meetings.

3.7.7 Quality assurance

To oversee and monitor PolyPeptide's quality assurance, the CEO has designated this responsibility to the Director Global Quality who reports to the CEO and is part of the PolyPeptide Management Committee. The Director Global Quality supervises the Group's quality control and quality assurance functions and is responsible for setting, reviewing, monitoring, revising and implementing the Group's quality management, quality control systems and quality assurance programs to comply with regulatory requirements and ensure high quality products, processes and related customer support. In addition, the Director Global Quality is responsible for providing results-oriented leadership to sustain and improve an effective and efficient international quality organization comprised of quality operations, quality systems, supplier quality and quality control / analytical development subject matter domains. As of 31 December 2023, Jon Holbech Rasmussen was serving as the Director Global Quality ad interim.

3.8 Gender guidelines

As of 31 December 2023, two (2) out of seven (7) members of the Board of Directors were female (29%). The Remuneration and Nomination Committee, together with the Board of Directors, actively considers gender diversity in succession planning of the Board of Directors.

4 Executive Committee

Through our [Organizational Regulations](#), the Board of Directors has delegated the responsibility and authority necessary or appropriate for carrying out the day-to-day and operational activities of PolyPeptide to the Executive Committee under the leadership of the CEO.

The CEO is accountable for the sustainable management and results-oriented performance of the Group. As such, the CEO leads, manages, supervises and coordinates the Executive Committee and the PolyPeptide Management Committee as well as executes the corporate goals and strategy as set by the Board of Directors. The detailed responsibilities and functions of the Executive Committee, including the CEO and the CFO, are described in [section 6 of the Organizational Regulations](#).

In general, meetings of the Executive Committee take place as determined by the CEO, with the expectation that there be no fewer than six such meetings per calendar year (as provided for in the [Organizational Regulations](#)). For the year ended 31 December 2023, the Executive Committee met twelve (12) times, in a combination of in-person sessions and video conferences, for an average duration of approximately two (2) hours. The resolutions of the Executive Committee are taken by the majority of the members of the Executive Committee present, where the CEO has the power to overrule any Executive Committee resolution. At each meeting the CFO presents the financial situation of the Group, followed by a discussion on other non-financial predetermined agenda items covering a range of topics across all relevant business and operational areas. The [Organizational Regulations](#) set forth procedures to address conflicts of interest.

4.1 Members of the Executive Committee

As of 31 December 2023, the Executive Committee comprised the CEO, the CFO, the General Counsel, the Director Global Sales and Marketing and the Director Global Operations. The year of appointment in the table below reflects each Executive Committee member's respective appointment in their current position with the Group (including at Group subsidiaries).

Name	Year of birth	Year of appointment	Position
Juan José González ¹	1972	2023	CEO
Lalit Ahluwalia ²	1951	2023	CFO ad interim
Christina Del Vecchio	1978	2021	General Counsel
Neil James Thompson	1972	2022	Director Global Sales and Marketing
Jens Fricke	1965	2022	Director Global Operations

¹ Dr. Peter Wilden assumed the role of Executive Chair on 30 January 2023 following the resignation of Raymond De Vré (the then current CEO) (see [section 4.1 "Members of the Executive Committee" of the Corporate Governance Report 2022](#)). Upon the appointment of Juan José González as CEO effective 12 April 2023 and the completion of his introduction to PolyPeptide, Dr. Wilden stepped down from his executive duties as of 30 September 2023 and continued his role as Chair of the Board of Directors of PolyPeptide Group AG. See [section 3.1 "Members of the Board of Directors" of this Corporate Governance Report](#).

² As announced on 3 April 2023, Jan Fuhr Miller resigned as CFO, and Lalit Ahluwalia assumed the role of CFO ad interim and member of the Executive Committee effective 1 May 2023 until 31 December 2023. On 15 August 2023, PolyPeptide announced the appointment of Marc Augustin as new CFO. He joined the Company and became a member of the Executive Committee as of 1 January 2024.

Set out below is a short description of the business experience, education and activities for each Executive Committee member in office as of 31 December 2023. For the information regarding the former Chief Executive Officer, Raymond De Vré, who resigned as of 30 January 2023, and the former Chief Financial Officer, Jan Fuhr Miller, who resigned as of 1 May 2023, see [section 4.1 "Members of the Executive Committee" of the Corporate Governance Report 2022](#).

Juan José González

Chief Executive Officer

Nationality: **Peruvian and American**

Year of birth: **1972**

Professional background

Functions at PolyPeptide

- Chief Executive Officer (as of 12 April 2023)¹⁴
- Chair / Member of the board of directors of several PolyPeptide subsidiaries (since 2023)

Outside mandates at listed / non-listed companies or non-profit organizations

- Member of the board of directors and Member of the Audit & Remuneration Committee, Straumann Group (IPO in 1998), Switzerland (since 2019)

Former outside activities and functions

- Chief Executive Officer, Ambu, Denmark (2019–2022)
- Various senior roles within the Johnson & Johnson Group, USA (2007–2019), including Global Vice President, Smoking Cessation, OTC division, UK, (2007), Area Managing Director, Consumer sector, United Kingdom (2011–2013) and ultimately serving as President Orthopaedics, Medical Devices sector, USA (2016–2019)
- Commercial Director Europe, Middle East and Africa, Pfizer Inc. Consumer Healthcare Division, UK, (2004–2006)
- Engagement Manager, U.S., Europe, Asia Pacific and Latin America–Global Consumer and Private Equity Practices, McKinsey & Company, USA (1999–2004)
- Country Marketing and Sales manager–Consumer Electronics and Home Application Retail Division, Repsol, Peru (1996–1997)
- Sales Supervisor, Peru (1993-1994) and Regional Sales Manager, Peru, Ecuador and Bolivia (1995), The Procter & Gamble Company, Peru (1993–1995)

Education

- Master of Technology Management, Columbia University, New York, USA (2016)
- MBA in Marketing and Corporate Finance, University of Notre Dame, USA (1999)
- Bachelor of Science in Industrial Engineering, University of Lima, Peru (1993)



¹⁴ Dr. Peter Wilden assumed the role of Executive Chair on 30 January 2023 following the resignation of Raymond De Vré (the then current CEO) (see [section 4.1 "Members of the Executive Committee" of the Corporate Governance Report 2022](#)). Upon the appointment of Juan José González as CEO effective 12 April 2023 and the completion of his introduction to PolyPeptide, Dr. Wilden stepped down from his executive duties as of 30 September 2023 and continued his role as Chair of the Board of Directors of PolyPeptide Group AG. See [section 3.1 "Members of the Board of Directors" of this Corporate Governance Report](#).

Lalit Ahluwalia

Former Chief Financial Officer ad interim

Nationality: **American**

Year of birth: **1951**

Professional background

Functions at PolyPeptide

- Chief Financial Officer ad interim (1 May 2023–31 December 2023)¹⁵
- Chief of Staff to the Executive Chair of PolyPeptide (February 2023–April 2023)

Outside mandates at listed / non-listed companies or non-profit organizations

- None

Former outside activities and functions

- Vice President Special Projects, Ferring Pharmaceuticals Inc., USA (2018–January 2023)
- Chief Financial Officer, Ferring Pharmaceuticals Inc., USA (2010–2018)
- Member of the Supervisory Board, Ferring India Private Ltd, India (2013–January 2023)
- Head of Business Finance, Ranbaxy Laboratories Ltd., India (2001–2006) and Chief Financial Officer, Ranbaxy Pharmaceuticals Inc., USA (2006–2010)
- Vice President of Business Development, Gillette India Pvt. Ltd. (1992–1996), Finance Director, Gillette Group South Africa Pty Ltd., South Africa (1996–2000), Finance Director, Gillette India Ltd, India (2000–2001)
- Chief Financial Officer, Frito Lay, India (1989–1991)
- Head Treasury and Financial Planning (1987–1989), General Manager, Classic Finance (1986), Manager Strategic Planning and Diversification Group (1984–1985); Financial Controller Hotels Division (1979–1984), Financial Controller, Printing and Packaging Factory (1976–1978), Internal Auditor (1975–1976), ITC Ltd, India (1975–1989).
- Assistant, Accounting, British Steel Corporation, United Kingdom (1971–1975)

Education

- Bachelor's Degree with Honors in Commerce, St. Xavier's College, Kolkata, India (1970)
- Associate Member, The Chartered Institute of Management Accountants, United Kingdom (1975)



¹⁵ As announced on 3 April 2023, Jan Fuhr Miller resigned as CFO, and Lalit Ahluwalia assumed the role of CFO ad interim and member of the Executive Committee effective 1 May 2023 until 31 December 2023. On 15 August 2023, PolyPeptide announced the appointment of Marc Augustin as new CFO. He joined the Company and became a member of the Executive Committee as of 1 January 2024. Mr. Ahluwalia will remain as a senior advisor to PolyPeptide until 29 February 2024. For the information regarding the former Chief Financial Officer, Jan Fuhr Miller, see [section 4.1 "Members of the Executive Committee" of the Corporate Governance Report 2022](#).

Christina Del Vecchio

General Counsel

Nationality: **Swiss and Swedish**

Year of birth: **1978**

Professional background

Functions at PolyPeptide

- General Counsel and Corporate Secretary (since 2021)
- Member of the board of directors of a PolyPeptide subsidiary (since 2023)

Outside mandates at listed / non-listed companies or non-profit organizations

- None

Former outside activities and functions

- Counsel, Niederer Kraft Frey AG, Switzerland (2018–2021)
- Senior Associate, Niederer Kraft Frey AG, Switzerland (2013–2018)
- Associate, Latham & Watkins LLP, United Kingdom (2008–2012)

Education

- Juris Doctor, James Kent Scholar, Columbia Law School, USA (2008)
- Bachelor of Arts, summa cum laude, University of Florida, USA (2000)



Neil James Thompson

Director Global Sales and Marketing

Nationality: **British**

Year of birth: **1972**

Professional background

Functions at PolyPeptide

- Director Global Sales and Marketing (since 2022)
- Group Commercial Director (2019–2021)
- Director Business Development Europe (2015–2019)
- Associate Director Business Development Europe (2010–2015)
- Business Manager Custom Development (2006–2010)
- Regional Sales Manager (2004–2005)

Outside mandates at listed / non-listed companies or non-profit organizations

- Member of the EuroPeptides Advisory Board for the EuroPeptides / EuroTIDES / TIDES Europe event (since 2012) (event managed and ran by Informa PLC – listed company)

Former outside activities and functions

- Peptide Product Manager, Bachem (UK) Ltd, United Kingdom (2001–2003)
- Assistant Production Manager, Bachem (UK) Ltd, United Kingdom (1999–2003)
- Assistant Production Manager, Peninsula Laboratories (Europe) Ltd, United Kingdom (1993–1999)

Education

- Bachelor of Science in Applied Chemistry and Biochemistry, Liverpool John Moores University, United Kingdom (1997)



Jens Fricke

Director Global Operations

Nationality: **Danish**

Year of birth: **1965**

Professional background

Functions at PolyPeptide

- Director Global Operations (since 2022)
- Member of the board of directors of several PolyPeptide subsidiaries (since 2021)
- General Director Scandinavia (2013–30 November 2022)

Outside mandates at listed / non-listed companies or non-profit organizations

- None

Former outside activities and functions

- Director API Production, LEO Pharma, Denmark (2008–2013)
- Leading positions with increasing responsibilities in Aseptic Production and API Production, ALK Abello, Denmark (1998–2008)
- Chemist at Novo Nordisk / Hema Sure, Denmark (1995–1998)

Education

- Master of Sciences in Biochemistry, the University of Copenhagen, Denmark (1993)
- Strategic Leadership, IMD Lausanne, Switzerland (2010–2011)



On 15 August 2023, PolyPeptide announced the appointment of Marc Augustin as new CFO. He joined the Company and became a member of the Executive Committee as of 1 January 2024. Below is a short description of Mr. Augustin's the business experience, education and activities.

Marc Augustin

Chief Financial Officer

Nationality: **German**

Year of birth: **1972**

Professional background

Functions at PolyPeptide

- Chief Financial Officer (as of 1 January 2024)

Outside mandates at listed / non-listed companies or non-profit organizations

- None

Former outside activities and functions

- Head Finance Mammalian and Microbial Business Unit, Vice President Finance Biologics and Global Head Sales Excellence Biologics, Lonza AG, Switzerland (2016–December 2023)
- Finance Director Switzerland, Head of Finances Operations Orthopaedics Europe, Smith & Nephew Orthopaedics AG, Switzerland (2009–2016)
- Head Of Finance & Administration (Site Controller), Alcoa Extrusion Hannover GmbH & CO. KG, Germany (2008–2009)
- Business Unit Controller Accessibility, ThyssenKrupp Elevator AG, Germany (2004–2008)
- Senior Project Manager M&A / Controlling, ThyssenKrupp Services AG, Germany (2001–2004)
- Management Trainee, Babcock Borsig AG, Germany (1998–2001)



Education

- MBA in Controlling, Tax, Heinrich-Heine-Universität Düsseldorf, Germany (1998)

In 2023, the Executive Committee, under the leadership of the CEO, was further supported by additional members of management, that, together with the Executive Committee, formed the PolyPeptide Management Committee.

4.2 Other activities and vested interests

Except as disclosed in the biographies of the members of the Executive Committee, no further activities or vested interests are carried out outside of PolyPeptide.

4.3 Mandates and other permitted activities

In accordance with Swiss law, our [Articles of Association](#) limit the number of functions in superior management or administrative bodies of legal units other than with PolyPeptide that members of the Executive Committee are allowed to hold at one time.

Pursuant to [art. 23 of the Articles of Association](#), with the approval of the Board of Directors, the members of the Executive Committee may have the following comparable functions at other companies with an economic purpose (including their group):

- up to one (1) mandate as member of the board of directors or any other superior management or administrative body of listed companies; and, in addition
- up to five (5) mandates as member of the board of directors or any other superior management or administrative body of other legal entities that do not meet the above mentioned criteria.

With respect to the additional activities of the members of the Executive Committee, mandates in companies that are under uniform control or the same beneficial ownership are deemed to be one mandate.

The following mandates shall not be subject to the limitations set forth in [art. 23 of the Articles of Association](#):

- mandates in companies which are controlled by the Company or which control the Company;
- mandates held at the request of the Company or companies controlled by it; no member of the Executive Committee shall, however, hold more than ten (10) such mandates; and
- mandates in associations, charitable organizations, foundations, employee welfare foundations and other similar organizations; no member of the Executive Committee shall, however, hold more than fifteen (15) such mandates.

4.4 Management contracts

The Company and its subsidiaries have not entered into any management contracts with third parties.

4.5 Gender guidelines

As of 31 December 2023, one (1) out of five (5) members of the Executive Committee was female (20%). The Remuneration and Nomination Committee, together with the Board of Directors, actively considers gender diversity in succession planning of the Executive Committee.

5 Compensation, shareholdings and loans

Information on compensation and shareholdings of the current and former members of the Board of Directors and the Executive Committee can be found under [section 4 "Compensation framework for the Board of Directors"](#), [section 5 "Compensation framework for the Executive Committee"](#) and [section 6 "Ownership of shares and options"](#) in the Remuneration Report 2023.

The rules regarding the principles of compensation are set in [art. 25 \(Principles relating to the Compensation of the members of the Board of Directors\)](#), [26 \(Principles of Compensation relating to the members of the Executive Management\)](#) and [29 \(Additional Amount of Compensation for new members of the Executive Management\)](#) of the Articles of Association.

The rules regarding the approval of the remuneration by the general meeting are set forth in [art. 13 \(Votes on Compensation\)](#) of the Articles of Association.

Furthermore, according to [art. 28 \(Loans, Credits, Pension Benefits other than from Occupational Pension Funds, Securities\)](#) of the Articles of Association, the Company shall not grant loans, credits, pension benefits (other than from occupational pension funds) or securities to current or former members of the Board of Directors or the Executive Committee or to persons closely associated with them. Advance payments of fees for lawyers, court fees and similar costs relating to the defense against corporate liability claims up to a maximum amount of CHF 1,000,000 are not subject to these general restrictions.

In principle, there will be no payments to pension funds or similar institutions for the members of the Board of Directors. In exceptional cases, such payments may be made upon request of the Remuneration and Nomination Committee and subject to the approval by the general meeting if the members in question do not have other insurable income from subordinate employment.

Please refer to the Remuneration Report 2023 for further detailed information, and specifically with regard to loans and credits, see [section 4.3 "Loans, credits and related-party compensation"](#) and [section 5.3 "Loans, credits and related-party compensation"](#) of the Remuneration Report 2023.

6 Shareholders' participation rights

6.1 Voting rights restrictions and representation

6.1.1 General rules on restrictions to voting rights

Voting rights may be exercised only after a shareholder has been registered in the share register as a shareholder with voting rights up to a specific qualifying day prior to the shareholders' meeting designated by the Board of Directors (the "Record Date"). For such purpose, [art. 5 para. 2 of the Articles of Association](#) provides, except as otherwise provided in the Articles of Association, that persons acquiring shares shall on application be entered in the share register without limitation as shareholders with voting rights, provided they expressly declare themselves (i) to have acquired the shares in their own name and for their own account, (ii) that no agreements on the redemption or return of these registered shares exist, (iii) to bear the risk associated with the shares and (iv) comply with the disclosure requirements stipulated by FinMIA. Entry in the share register as a shareholder with voting rights is subject to the approval of the Company.

Entry in the share register as a shareholder with voting rights may be refused based on the grounds set out in [art. 5 paras 3-7 of the Articles of Association](#). If the Company does not refuse to register the acquirer as shareholder with voting rights within 20 calendar days upon receipt of the application, the acquirer is deemed to be a shareholder with voting rights. Non-recognized acquirers shall be entered in the share register as shareholders without voting rights. The corresponding shares shall be considered as not represented in the general meeting.

The Board of Directors may, according to [art. 5 para. 3 of the Articles of Association](#), refuse the registration in the share register as a shareholder with voting rights if an acquirer would as a result of the recognition as a shareholder with voting rights directly or indirectly acquire, or hold in the aggregate, more than 10 percent of the registered shares recorded in the commercial register (the "Percentage Limit"). The Company may in special cases approve exceptions to the above restrictions ([art. 5 para. 3, 4 and 5 of the Articles of Association](#)).

Subject to the Percentage Limit described above and provided that its holder or usufructuary has been duly entered into the share register as a shareholder with voting rights on or before the relevant Record Date, each share entitles the holder to one vote.

For detailed information regarding the Percentage Limit and Nominee registrations, including the group clause, see [section 2.6 "Limitations on transferability and Nominee registrations"](#) of this Corporate Governance Report.

6.1.2 Exceptions granted in the period under review

No exceptions from the voting rights restrictions (*i.e.*, the Percentage Limit) as set forth in the [Articles of Association](#) were granted in the period under review.

6.1.3 Procedure and conditions for abolishing voting rights restrictions

[Art. 12 of the Articles of Association](#) outlines important shareholder resolutions that require a qualified majority, including the easement or abolition of the restriction of the transferability of the registered shares. All other resolutions can be passed by the majority of the votes represented as set out in [art. 11 of the Articles of Association](#), to the extent that Swiss law does not provide otherwise.

For information regarding the convocation of general meetings and the inclusion of items on the agenda, see [section 6.3 "Convocation of the general meeting"](#) and [section 6.4 "Inclusion of items on the agenda"](#) of this Corporate Governance Report.

6.1.4 Rules on participation at shareholders' meetings, instructions to the Independent Proxy and electronic participation at shareholders' meetings

At shareholders' meetings, each shareholder may be represented by the Independent Proxy or by means of a written proxy by any other person of such shareholder's choice. The Board of Directors determines the requirements regarding proxies and voting instructions ([art. 11 of the Articles of Association](#)).

Importantly, no shareholder or proxy may, directly or indirectly, exercise voting rights attached to own or represented shares that would collectively exceed 10 percent of the registered shares recorded in the commercial register. Legal entities or partnerships or other associations or joint ownership arrangements which are linked through capital ownership or voting rights, through common management or in like manner, as well as individuals, legal entities or partnerships (especially syndicates) which act in concert are considered as one shareholder for the purposes of such voting. However, the foregoing restriction of voting rights does not apply to the exercise of voting rights by shareholders or their proxies (including the Independent Proxy), to the extent that their shares are registered with voting rights in the share register in accordance with [art. 5 para. 4 of the Articles of Association](#).

The Independent Proxy has a duty to exercise the voting rights assigned to the Independent Proxy by shareholders in accordance with their instructions. Further duties of the Independent Proxy are governed by the relevant statutory provisions. [Art. 14 of the Articles of Association](#) provides that the general meeting elects an Independent Proxy. Natural persons as well as legal entities and partnerships are eligible for election. The term of office of the Independent Proxy ends at the conclusion of the next general meeting. Re-election is possible. Swiss law allows for proxy instructions both in written as well as electronic form. For the period between the AGM 2023 held on 12 April 2023 and the next general meeting, ADROIT Attorneys, Kalchbühlstrasse 4, 8038 Zurich, Switzerland, has been elected as the Independent Proxy.

According to [art. 8 para. 3 of the Articles of Association](#) the Board of Directors shall determine the venue of the general meeting and the form in which it is to be held. However, no shareholder shall be unduly obstructed in exercising their rights in connection with the general meeting by the choice of venue ([art. 701a para. 2 CO](#)). The place of meeting may also be abroad or several places of meeting may be determined for one general meeting. If the general meeting is held at several locations at the same time, the votes of the participants must be transmitted directly in picture and sound to all meeting locations ([art. 701a para. 3 CO](#)). Pursuant to [art. 8 para. 4 of the Articles of Association](#), the Board of Directors may provide that shareholders who are not present at the physical location of the general meeting have the option to exercise their rights electronically (*i.e.*, hybrid general meeting). The Board of Directors may also waive the determination of a physical venue and order the holding of a purely virtual general meeting (*i.e.*, exclusively by using electronic means).

The AGM 2023 was held with the physical presence of shareholders in accordance with the [Articles of Association](#). The shareholders were able to attend the AGM 2023 personally or exercise their rights at the AGM 2023 through the Independent Proxy or by means of a written proxy by any other person of such shareholder's choice. The proxy and voting instruction forms were either sent by mail or submitted through the use of the electronic voting platform. The general meeting 2024 ("AGM 2024") will be held in person, with the details to be provided in the invitation.

6.2 Quorums required by the Articles of Association

The [Articles of Association](#) do not prescribe that a quorum of shareholders is required to be present at a shareholders' meeting.

Pursuant to [art. 11 of the Articles of Association](#), shareholders' resolutions generally require the majority of the votes represented at the shareholders' meeting, to the extent that neither Swiss law nor the Articles of Association provide otherwise. The Chair shall have no casting vote.

Pursuant to [art. 12 of the Articles of Association](#), a resolution passed by at least two thirds of the represented share votes and the absolute majority of the represented shares par value is required for (i) matters listed in [art. 704 of the CO](#) and in [art. 18, 43 and 64 of the Merger Act](#), (ii) the easement or abolition of the restriction of the transferability of the registered shares, (iii) any amendment or cancellation of [art. 31 of the Articles of Association](#) (*i.e.*, exclusion of mandatory tender offer); (iv) any changes to or cancellation of [art. 12 of the Articles of Association](#) (*i.e.*, qualified majority for important resolutions).

6.3 Convocation of the general meeting

According to [art. 8 para. 2 Articles of Association](#), notice of a general meeting is given by publishing a notice of such meeting in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*) at least 20 calendar days before the date of the meeting. To the extent the post and / or e-mail addresses of the shareholders are known, notice may also be sent simultaneously by post and / or e-mail.

According to [art. 8 para. 2 Articles of Association](#), the notice of the general meeting shall state (i) the date, beginning, nature and place of the general meeting, (ii) the agenda items, (iii) the proposals of the Board of Directors with a brief statement of reasons, (iv) the proposals of the shareholders, if any, together with a brief statement of reasons, and (v) the name and the address of the Independent Proxy. According to [art. 8 para. 3 Articles of Association](#) the Board of Directors shall determine the venue of the general meeting and the form in which it is to be held. The place of meeting may also be abroad or several places of meeting may be determined for one general meeting. According to [art. 8 para. 4](#)

Articles of Association the Board of Directors may provide that shareholders who are not present at the place of the general meeting may exercise their rights by electronic means (*i.e.*, hybrid general meeting). The Board of Directors may also waive the determination of a meeting location and order the holding of a purely virtual general meeting (*i.e.*, exclusively by using electronic means). According to **art. 8 para. 5 Articles of Association** the annual report, the remuneration report and related audit report, the Auditors' report, the report on non-financial matters and other reports as required by law shall be made available to the shareholders at least 20 calendar days prior to the date of the ordinary general meeting.

In accordance with the CO and **art. 7 para. 3 Articles of Association**, the Board of Directors is required to convene an extraordinary shareholders' meeting within 60 calendar days if one or more shareholder(s) representing at least five (5) percent of the share capital or the votes request such meeting in writing, setting forth the items to be discussed and the proposals to be decided upon.

6.4 Inclusion of items on the agenda

The Board of Directors states the items on the agenda.

According to **art. 9 para. 2 Articles of Association** registered shareholders with voting rights individually or jointly representing at least 0.5% of the share capital or votes of the Company may demand that items be put on the agenda or that proposals for items be included in the notice convening the general meeting. Such demands have to be submitted to the Chair of the Board of Directors at least 40 calendar days before the date of the relevant shareholders' meeting and need to be in writing, specifying the items and the proposals. Shareholders may submit a brief statement of reasons together with the agenda items or proposals. This must be included in the notice convening the general meeting.

No resolutions may be passed on motions concerning agenda items which have not been duly announced apart from those exceptions permitted by Swiss law.

6.5 Entries in the share register

Voting rights may be exercised only after a shareholder has been registered in the share register as a shareholder with voting rights up to a specific qualifying day designated by the Board of Directors (*i.e.*, the Record Date).

There are no statutory rules concerning deadlines for entry in the share register. However, for organizational reasons, the share register is closed several days before the respective shareholders' meeting. The Board of Directors has resolved to set the cut-off date for participation in shareholders' meetings to not more than ten days prior to the date of the meeting. The Record Date for inscription in the share register is announced in the invitation to the shareholders' meeting.

A shareholders' meeting is convened by publishing a notice of such meeting in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*) at least 20 calendar days before the date of the meeting. To the extent the post and / or e-mail addresses of the shareholders are known, notice may also be sent simultaneously by post and / or e-mail.

For information on certain limitations on transferability and Nominee registrations, please refer to the information provided under **section 2.6 "Limitations on transferability and Nominee registrations"** of this Corporate Governance Report. For information on certain limitations on share voting rights, please refer to the information provided under **section 6.1.1 "General rules on restrictions to voting rights"** of this Corporate Governance Report.

6.6 Right to inspect the minutes of the general meeting

The minutes of AGM 2023, held on 12 April 2023, can be viewed on PolyPeptide's website at <https://www.polypeptide.com/news/events/general-meeting-2023/>. Shareholders may also read the minutes at PolyPeptide's headquarters in Baar, Switzerland upon prior notice. The minutes of AGM 2024 will be published on the PolyPeptide website within 15 days from the date of AGM 2024.

7 Change of control and defense measures

7.1 Duty to make an offer

Pursuant to the applicable provisions of FinMIA, any person that acquires shares of a company whose shares are listed on a Swiss stock exchange, whether directly or indirectly or acting in concert with third parties, and, as a result, exceeds the threshold of 33⅓% of the voting rights (whether exercisable or not) of such company, must submit a public tender offer to acquire all of the listed shares of such company. A company's articles of association may either waive this requirement entirely ("opting-out") or raise the relevant threshold to up to 49% ("opting-up").

Art. 31 of the Articles of Association includes an opting-out provision and thereby exempts shareholders from the duty to make a mandatory public tender offer pursuant to art. 135 FinMIA. As a result, any shareholder or group of shareholders exceeding the threshold of 33⅓% of the voting rights (whether exercisable or not) of the Company is / are not required to make a mandatory tender offer to the other shareholders. In contrast with other companies listed in Switzerland which have no opting-out clause (and no opting-up clause), upon such shareholder or group of shareholders reaching or exceeding the threshold of 33⅓% of the voting rights (whether exercisable or not) of the Company, the shareholders will neither benefit from the option to sell their shares in a mandatory tender offer nor from minority shareholder protection rules related to such mandatory tender offers.

7.2 Clauses on change of control

PolyPeptide's share-based long-term incentive program ("LTIP") for eligible participants provides that if a change of control (as defined in the LTIP rules) occurs while the participant still holds any unvested awards, then all unvested awards shall immediately vest at target. For more information on our LTIP, please refer to [section 5.1.4 "Long-term incentive program" of the Remuneration Report 2023](#).

Other than in relation to PolyPeptide's LTIP, there are no agreements or schemes in place containing change of control clauses benefiting members of the Board of Directors and / or the Executive Committee or other members of the Company's management.

8 Transparency on non-financial matters

To create transparency on non-financial matters, PolyPeptide has prepared its report on non-financial matters for the financial year 2023 in accordance with art. 964b CO.

The report on non-financial matters for the financial year 2023 comprises selected sections from PolyPeptide's [Corporate Responsibility Report 2023](#) (as outlined in the [section "Disclosures in accordance with art. 964b Swiss Code of Obligations" of the Corporate Responsibility Report 2023](#)) that contain the non-financial information required under art. 964b CO. The report on non-financial matters for the financial year 2023 further includes an independent practitioner's (BDO AG, Zurich), limited assurance report on selected non-financial information, including a selected set of performance metrics.

9 Auditors

9.1 Duration of the mandate and term of office of the lead auditor

Our external auditor's term of office is one year. It ends with the approval of the annual financial accounts by the general meeting. Re-election and revocation for cause (*aus wichtigen Gründen*) by the general meeting are possible at any time. The lead auditor is rotated every seven years in accordance with Swiss law.

For the period between the AGM 2023 held on 12 April 2023 and the next general meeting, BDO AG ("BDO"), Schiffbaustrasse 2, 8005 Zurich, Switzerland, has been elected our independent external auditors. BDO has been our independent auditor since our incorporation on 6 April 2021. BDO is supervised and regulated by the Federal Audit Oversight Authority. Since 6 April 2021, René Füglistner has been the lead auditor.

9.2 Auditing fees

Total auditing fees charged by BDO for the audit of the consolidated financial statements, the audit of the statutory financial statements as well as the audit of selected sections of the Remuneration Report 2023 of the Company (i.e., PolyPeptide Group AG) for the financial year 2023 amounted to CHF 703,790.

9.3 Additional fees

For additional services performed by BDO (or its affiliates) in the year ended 31 December 2023, PolyPeptide was charged total non-auditing fees as follows:

CHF	Amount ¹
BDO Sweden: Audit related services on local sustainability report	12,705
BDO Switzerland: Limited assurance on PolyPeptide Group AG's report on non-financial matters for the financial year 2023	80,000
BDO India: Review of income tax return / tax audit report for PolyPeptide Laboratories Pvt. Ltd.	7,030
Total	99,735

¹ Amounts converted to CHF from other currencies are translated at the average exchange rate 2023.

9.4 Information instruments pertaining to the external audit

The Board of Directors monitors compliance and proposes the annual election of the external auditor to the general meeting as recommended by the Audit and Risk Committee. In accordance with the [Organizational Regulations](#) and the [Audit and Risk Committee Charter](#), the Audit and Risk Committee oversees the integrity of PolyPeptide's financial statements, the effectiveness of the internal control over financial reporting, the compliance with legal and regulatory requirements and the effectiveness of PolyPeptide's risk management, compliance and quality assurance systems and processes.

In addition, the Audit and Risk Committee annually (or more often as required) assesses the performance, qualifications and independence of the external auditor as well as evaluates the audit fees. The Audit and Risk Committee's assessment of the external auditor is based on the independency and objectivity of the external auditors, the professional competence, the presented reports, the demonstrated technical and operational competences, the quality and sufficiency of resources, the ability to provide effective and practical recommendations as well as the external auditor's open and effective communication and coordination with PolyPeptide's finance team and other employees. With respect to non-audit services, the Audit and Risk Committee is focused on ensuring that BDO is not awarded any contracts that could lead to a conflict of interest with the audit mandate or impair its independence. The results of the assessment are reported to the Board of Directors. Based on its assessment, the Audit and Risk Committee makes a recommendation to the Board of Directors concerning the choice of the external auditor. The budget for audit fees (and any additional non-audit services) is reviewed and negotiated by the Audit and Risk Committee, with the final audit and non-audit fees subject to approval by the Board of Directors.

Since 1 January 2023, the Audit and Risk Committee held four (4) meetings with representatives of BDO. The Head of Internal Audit participated in all meetings of the Audit and Risk Committee held in 2023 (*i.e.*, in six (6) meetings). During these meetings various accounting and reporting topics were discussed, including the audit report for 2022, the 2023 half-year consolidated financial statements, key accounting topics, ongoing year-to-date financial performance, oversight of the work of the Internal Audit function, review of the Enterprise Risk Management framework, evaluation of the Group's key financial risks and mitigating strategies, audit plan and requirements for the 2023 audit of the consolidated financial statements, compliance and (cyber)security matters and internal control system. On an annual basis, the external auditor also presents a comprehensive report on the results of the audit of the consolidated financial statements, the findings on significant accounting and reporting matters and findings on the internal control system. For the year ended 31 December 2023, this presentation was held at the Audit and Risk Committee meeting on 1 March 2024 (in relation to the approval of the 2023 full-year financial statements). The results and findings of this report are also discussed in detail with the CFO and other members of the PolyPeptide finance team. The chair of the Audit and Risk Committee presented a summary of the external auditor's presentation (including accompanying materials submitted) to the Board of Directors at its next scheduled meeting, which occurred on 8 March 2024.

For more information regarding the Audit and Risk Committee and their meetings which included the external auditors, please refer to [section 3.5.3.2 "Audit and Risk Committee" of this Corporate Governance Report](#).

For information regarding PolyPeptide's Internal Audit function, please refer to [section 3.7.5 "Internal Audit" of this Corporate Governance Report](#).

10 Information policy

We maintain a policy of transparent communication with all our stakeholders.

We release our financial results in the form of an annual report. Our annual report is published only in English and in electronic form under the links at the end of this section 10 within four months of the 31 December balance sheet date. According to [art. 8 para. 5 Articles of Association](#) the annual report, the remuneration report and related audit report, the Auditors' report, the report on non-financial matters and other reports as required by law shall be made available to the shareholders at least 20 calendar days prior to the date of the ordinary general meeting.

In addition, our financial results for the first half of each fiscal year are released only in English and only in electronic form under the links at the end of this section 10 within three months of the 30 June balance sheet date.

Our annual report and half-year results are announced via press releases and media and investor conferences held in person, via telephone or video conference / webcast.

In addition, we comply with the requirements of SIX Exchange Regulation on the dissemination of price-sensitive information. Ad hoc announcements can be accessed at the same time as they are communicated to the SIX Exchange Regulation at the links indicated at the end of this section 10. PolyPeptide will also send material and price-sensitive information directly, promptly and free of charge by e-mail. This service is offered under the links indicated at the end of this section 10.

Notices to shareholders are made by publication in the Swiss Official Gazette of Commerce. The Board of Directors may designate further means of publication.

Contact addresses

Copies of all information and documents pertaining to press releases, media conferences, investor updates and presentations at analyst and investor presentation conferences can be downloaded from our website at <https://www.polypeptide.com/> or obtained upon request from Investor Relations and Corporate Communications, Neuhofstrasse 24, 6340 Baar, Switzerland (phone: +41 435 020 580; e-mail: investorrelations@polypeptide.com).

Main registered office

PolyPeptide Group AG
Neuhofstrasse 24
6340 Baar
Switzerland

Weblinks

The Company's website:
<https://www.polypeptide.com>

Subscription for ad hoc messages (push system):
www.polypeptide.com/news/subscription/

Ad hoc messages (pull system):
www.polypeptide.com/news/

Financial reports:
www.polypeptide.com/investors/results-presentations/

Corporate calendar:
www.polypeptide.com/investors/calendar/

Upcoming important dates:

- 12 March 2024 – Full-year Results 2023 and Media Conference
- 10 April 2024 – General Meeting 2024
- 13 August 2024 – Half-year Results 2024
- 11 March 2025 – Full-year Results 2024 and Media Conference
- 9 April 2025 – General Meeting 2025
- 12 August 2025 – Half-year Results 2025

11 Quiet periods (Blocked periods)

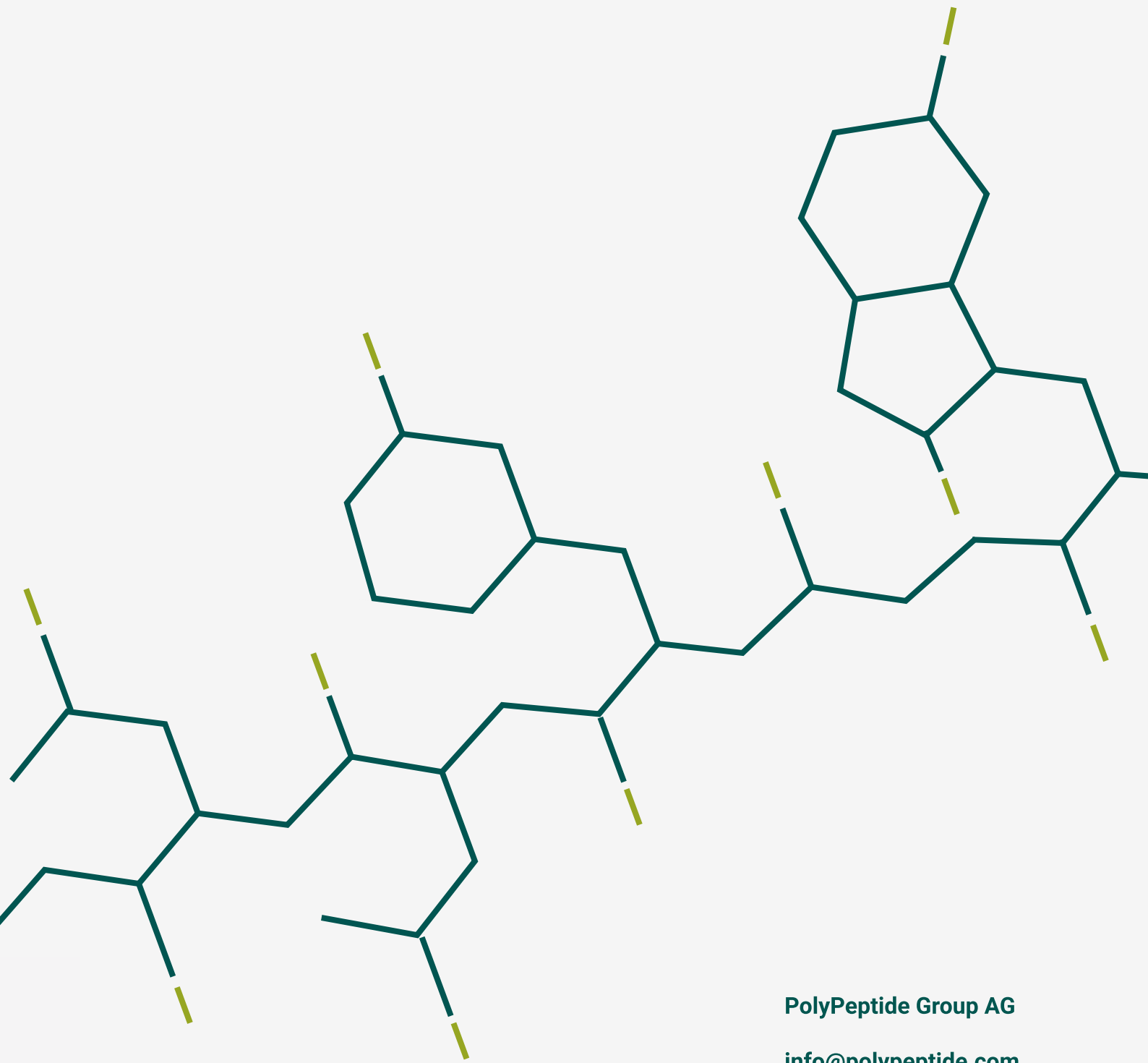
Our trading policy sets out internal guidance and rules on the proper handling of inside information and for trading in the Company's securities. In addition, our disclosure policy defines the information requirements and responsibilities with regard to informing the public in a fair and transparent manner, and at the earliest possible stage, about significant developments and changes concerning PolyPeptide.

We have introduced ordinary blocked periods during which time the Company and blocked persons must not deal in Company securities or make respective recommendations to any other person regardless of whether or not such person is in possession of inside information. PolyPeptide's ordinary blocked periods are (i) from 31 December until the lapse of one trading day following the public release of our annual results and (ii) from 30 June until the lapse of one trading day following the public release of our half-year results.

Blocked persons subject to the ordinary blocked periods include members of the Board of Directors, the Executive Committee, the PolyPeptide Management Committee as well as other individuals having access to inside information during these periods as identified by the CFO and General Counsel, in consultation with other members of management. The General Counsel maintains a list of the blocked persons, which is reviewed together with the CFO ahead of the commencement of each ordinary blocked period, and informs such individuals of their designation as a blocked person. Each blocked person must also deliver an acknowledgment of their designation as a blocked person to the General Counsel. In addition, the General Counsel reminds all blocked persons by e-mail of the applicable restrictions ahead of each ordinary blackout period.

In 2023, the following ordinary blocked periods applied: from 31 December 2022 until (and including) 14 March 2023; from 30 June 2023 until (and including) 15 August 2023; and from 31 December 2023 until (and including) 12 March 2024. No exceptions to the ordinary blocked period were granted in 2023.

In addition to ordinary blocked periods, the Chair, CEO, CFO or the General Counsel may each impose extraordinary blocked periods from time to time where they consider it necessary or appropriate, including (without limitation) where inside information exists or may arise (for example in connection with a potential material transaction) or where restrictions are required or appropriate to comply with regulatory or other requirements.



PolyPeptide Group AG

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