



20 Annual  
25 Report

Creating the future  
in peptides

# Corporate Governance Report

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# Corporate Governance Report 2025

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 stakeholders. Through accountability, transparency, fairness and responsibility, we strive to create an appropriate balance between management and control in alignment with the interests of our stakeholders.

Our Corporate Governance Report 2025 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*.<sup>1</sup> The information contained herein generally follows the structure of the annex of the DCG.

All information within this Corporate Governance Report 2025 refers to the Company’s organization, Articles of Association<sup>2</sup> and Organizational Regulations<sup>3</sup> that were in effect as of 31 December 2025 (unless otherwise stated).

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

<sup>2</sup> PolyPeptide Group AG’s Articles of Association are available at [www.polypeptide.com/investors/results-center/results-2025/](http://www.polypeptide.com/investors/results-center/results-2025/).

<sup>3</sup> PolyPeptide Group AG’s Organizational Regulations are available at [www.polypeptide.com/investors/results-center/results-2025/](http://www.polypeptide.com/investors/results-center/results-2025/).

# 1 Group structure and shareholders

## 1.1 Group structure

### 1.1.1 Our Group's operational structure

PolyPeptide is a focused contract development and manufacturing organization ("CDMO") specializing in the development and manufacturing of synthetic peptides used as active pharmaceutical ingredients (*i.e.*, APIs) or 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 Association<sup>4</sup>, the Board of Directors determines our strategic direction and supervises the persons responsible for conducting PolyPeptide's business and achieving our strategic objectives. As provided for in the Company's Organizational Regulations<sup>5</sup>, 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, as of 31 December 2025 the Executive Committee comprised the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), Chief Manufacturing and Supply Chain Officer and Chief Legal Officer. 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 "PMC"). The PMC prepares, informs and coordinates the implementation of the decisions of the CEO and the Executive Committee within their respective operational spheres.

As of 31 December 2025, the PMC comprised the Executive Committee together with the Director Global Innovation & Technology, Chief Human Resources Officer, Chief Commercial Officer and Director Global Quality, Development, Regulatory Affairs. The current members of the PMC are based across PolyPeptide's offices in Europe.

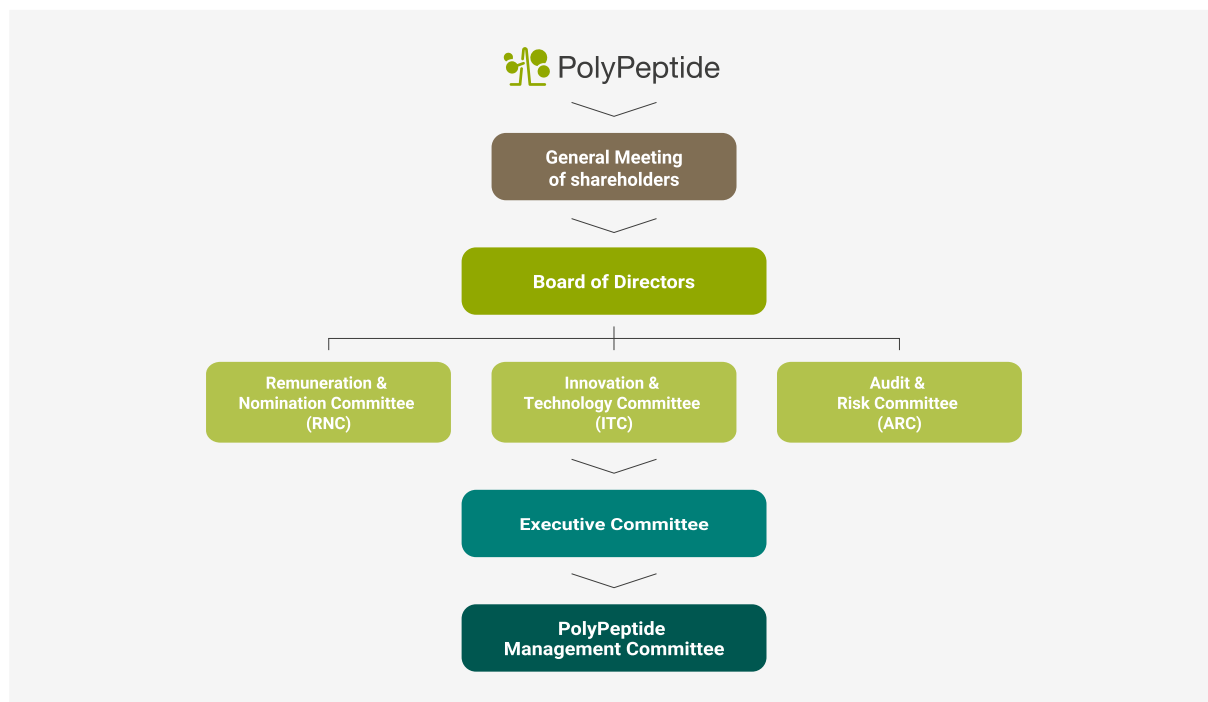
Complementing the PMC is our highly qualified and committed workforce. In 2025, we employed an average of 1,395 FTEs (2024: 1,291) across our headquarters in Switzerland and six (6) manufacturing sites in the US, Europe and India that served our clients' needs throughout the world. For further information about PolyPeptide's business areas, see [note 3 "Revenue and expenses" of the consolidated financial statements in the Financial Report 2025](#).

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<sup>4</sup> PolyPeptide Group AG's Articles of Association are available at [www.polypeptide.com/investors/results-center/results-2025/](http://www.polypeptide.com/investors/results-center/results-2025/).

<sup>5</sup> PolyPeptide Group AG's Organizational Regulations are available at [www.polypeptide.com/investors/results-center/results-2025/](http://www.polypeptide.com/investors/results-center/results-2025/).

## 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 2025, the market capitalization (excluding treasury shares) of the Company's shares amounted to CHF 861,471,346.50 (2024: CHF 937,100,486.40). 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 Group. The table below sets forth, as of 31 December 2025, 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 <sup>1</sup>	San Diego, CA	USA	100%	n/a	USD
PolyPeptide Laboratories A/S <sup>2</sup>	Hillerød	Denmark	100%	20,000,000	DKK

<sup>1</sup> PolyPeptide Laboratories San Diego, LLC is a wholly owned subsidiary of PolyPeptide Laboratories Inc.

<sup>2</sup> 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 2025, 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 "FinMIA"):

Shareholder (beneficial owner / direct shareholder) <sup>1</sup>	Number of shares	% of shareholding / voting rights
Cryosphere Foundation (St. Peter Port, Guernsey) / Draupnir Holding B.V. (Hoofddorp, The Netherlands) <sup>2</sup>	18,582,406	56.10
Premier Fund Managers Limited (Guildford, Surrey, UK) <sup>3</sup>	1,655,153	4.997
Premier Portfolio Managers Limited (Guildford, Surrey, UK) / Premier Miton European Opportunities Fund <sup>4</sup>	1,633,000	4.93
Rudolf Maag (Binningen BL, Switzerland) <sup>5</sup>	1,100,000	3.32
Swisscanto Fondsleitung AG (Zurich, CH) <sup>6</sup>	1,043,101	3.149

<sup>1</sup> The number of shares and/or voting rights shown in this Corporate Governance Report and the percentages are based on the last disclosure 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: [www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/](http://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/).

<sup>2</sup> Disclosure notice of 9 December 2022. According to the Company's share register as of 31 December 2025, Draupnir Holding B.V. held 18,375,000 registered shares in the Company. The disclosure notice included the treasury 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.

<sup>3</sup> Disclosure notice of 29 August 2025.

<sup>4</sup> Disclosure notice of 18 March 2023.

<sup>5</sup> Disclosure notice of 4 May 2021.

<sup>6</sup> Disclosure notice of 10 December 2025.

Notifications made in accordance with art. 120 FMIA during the 12 months preceding 31 December 2025 can be viewed at: [www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html/](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 2025, 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 2025, the ordinary 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 2025, the Company held 118,436 treasury shares (2024: 128,505), representing 0.36% (2024: 0.39%) of the Company's share capital.

### 2.2 Capital band and conditional share capital

Below is a summary of the Company's capital band, conditional share capital for employee participations and conditional share capital for financing as of 31 December 2025.

#### 2.2.1 Capital band

The Company has a capital band ranging from CHF 331,250.01 (lower limit) to CHF 380,937.51 (upper limit). The Board of Directors is authorized within the capital band to increase the share capital once or several times and in any amounts by issuing in aggregate up to 4,968,750 registered shares with a nominal value of CHF 0.01 each until 9 April 2030 or until an earlier expiry of the capital band. 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](#).

In certain circumstances specified in [art. 3a para. 4 of the Articles of Association](#), the Board of Directors is authorized to withdraw or restrict pre-emptive rights of existing shareholders and allocate such rights to individual shareholders, third parties, the Company or any of its group companies. For the list of these circumstances, refer to [art. 3a para. 4 of the Articles of Association](#).

The capital band was created at the general meeting on 9 April 2025. If fully utilized, the maximum amount of this capital band (*i.e.*, CHF 49,687.50) would equal 15% of the existing ordinary share capital. As of 31 December 2025, no shares have been issued out of the capital band.

Further details on the capital band, including the terms and conditions for issuing registered shares out of the capital band, are provided in [art. 3a of the Articles of Association](#). In addition, according to [art. 3a para. 6 of the Articles of Association](#), if the share capital increases due to an increase from conditional capital in accordance with [art. 3b or art. 3c of the Articles of Association](#), the upper and lower limits of the capital band shall increase in accordance with the extent of the increase in the share capital.

#### 2.2.2 Conditional share capital for employee participations

According to [art. 3b 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. 3b 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 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. 3b of the Articles of Association](#) is unlimited. As of 31 December 2025, no shares have been issued out of conditional share capital for employee participations.

Further details on the conditional share capital for employee participations, including the terms and conditions for issuing registered shares out of the conditional share capital for employee participations, are provided in [art. 3b of the Articles of Association](#).

### 2.2.3 Conditional share capital for financing

According to [art. 3c of the Articles of Association](#), the share capital of the Company may be increased by up to CHF 49,687.50 by the issuance of up to 4,968,750 fully paid up registered shares with a nominal value of CHF 0.01 each through the voluntary or mandatory conversion of convertible bonds or similar instruments or the voluntary or mandatory exercise of exchange, option, subscription or other rights to acquire registered shares, or through obligations to acquire registered shares, which were granted to, or imposed on, shareholders or third parties alone or in connection with newly or already issued bonds or other debt instruments, options, warrants or other securities or contractual obligations (collectively “Financial Instruments”) of the Company or one of its group companies. The acquisition of registered shares based on [art. 3c 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](#). When shares are issued pursuant to [art. 3c of the Articles of Association](#), the pre-emptive rights of existing shareholders shall be excluded. The respective owners of the Financial Instruments shall be entitled to subscribe for the new shares.

In certain circumstances specified in [art. 3c para. 4 of the Articles of Association](#), the Board of Directors is authorized to withdraw or restrict the advance subscription rights of existing shareholders in connection with the issuance of or entry into Financial Instruments by the Company or any of its group companies. For the list of these circumstances, refer to [art. 3c para. 4 of the Articles of Association](#).

The conditional share capital for financing was created at the general meeting on 9 April 2025. If fully utilized, the maximum amount of this conditional share capital (*i.e.*, CHF 49,687.50) would equal 15% of the existing share capital. The time period for an increase of the Company’s share capital pursuant to art. 3c of the Articles of Association is unlimited. As of 31 December 2025, no shares have been issued out of conditional share capital for financing.

Further details on the conditional share capital for financing, including applicable terms and conditions for issuing registered shares out of the conditional share capital for financing, are provided in [art. 3c of the Articles of Association](#).

### 2.2.4 Authorized capital

As of 31 December 2025, the Company’s Articles of Association did not include any authorized share capital. Consequently, there was no increase from authorized capital in the reporting year. For past increases from authorized capital, see [sections 2.2.3 “Authorized capital” and 2.3 “Changes in share capital” of the Corporate Governance Report 2023](#).

## 2.3 Changes in share capital

As of 31 December 2025, and the preceding two financial years, the share capital of the Company comprised the following:

	Share capital (CHF)
<b>Amount as of 31 December 2023</b>	
Ordinary share capital	331,250.01
Conditional share capital for employee participations ( <i>if fully utilized</i> )	6,000.00
<b>Amount as of 31 December 2024</b>	
Ordinary share capital	331,250.01
Conditional share capital for employee participations ( <i>if fully utilized</i> )	6,000.00
<b>Amount as of 31 December 2025</b>	
Ordinary share capital	331,250.01
Conditional share capital for employee participations ( <i>if fully utilized</i> )	6,000.00
Conditional share capital for financing ( <i>if fully utilized</i> )	49,687.50
Capital band <sup>1</sup> ( <i>if fully utilized</i> )	49,687.50

<sup>1</sup> The Company’s capital band ranges from CHF 331,250.01 (lower limit) to CHF 380,937.51 (upper limit).

## 2.4 Shares and participation certificates

As of 31 December 2025, 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 registrations<sup>6</sup>

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.

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 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").

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<sup>6</sup> This section 2.6 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.

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 (and their respective legal successors) 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 (“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. 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 limits of registration also apply 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.

According to [art. 5 para. 8 of the Articles of Association](#), the Company may in special cases approve exceptions to the above restrictions ([art. 5 paras. 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.

As of 31 December 2025 no agreements with Nominees concerning their disclosure requirements existed and no exceptions under [art. 5 of the Articles of Association](#) had been granted during the period under review.

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 2025, 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 2025](#).

### 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

(as of 31 December 2025)

	Industry experience <sup>1</sup>	Finance / accounting / risk management <sup>2</sup>	AI / digital transformation <sup>3</sup>	Leadership / strategic execution <sup>4</sup>	Law / regulatory <sup>5</sup>	Sustainability <sup>6</sup>
Peter Wilden	✓	✓	✓	✓		✓
Patrick Aebischer	✓		✓	✓		✓
Jane Salik	✓			✓		✓
Erik Schropp	✓	✓	✓	✓		
Philippe Weber				✓	✓	✓
Jo LeCouillard	✓	✓		✓		✓

- <sup>1</sup> Industry experience: Understanding of peptide manufacturing, regulatory frameworks, and market dynamics to guide strategic decisions.
- <sup>2</sup> Finance / accounting / risk management: Expertise in financial oversight, auditing, and enterprise risk management to ensure robust governance and sustainable growth.
- <sup>3</sup> AI / digital transformation: Knowledge of digital technologies, data analytics, and AI-driven innovation to enable operational efficiency and strategic adaptation.
- <sup>4</sup> Leadership / strategic execution: Ability to set vision, drive organizational performance, and oversee execution of long-term strategies in complex global environments.
- <sup>5</sup> Sustainability: Capability to integrate sustainability principles into corporate strategy, ensuring environmental stewardship and social responsibility.
- <sup>6</sup> Law / regulatory: Legal degree, at least five years in a leading position in the legal/compliance field or comprehensive understanding of regulatory requirements critical to CDMO operations.

The RNC 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 RNC, 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 remained at six (6). Five (5) Directors in office as of 1 January 2025 stood for re-election at the general meeting 2025 held on 9 April 2025 ("AGM 2025") and were approved by the shareholders. Beat In-Albon was elected as a member of the Board of Directors at the EGM 2021 and decided not to stand for re-election at the AGM 2025.<sup>7</sup> Furthermore, Jo LeCouilliard was elected as a new member of the Board of Directors at the AGM 2025. Thus, as of 31 December 2025, the Board consisted of six (6) non-executive Directors (including the Chair and the Lead Independent Director), five (5) of which are independent, as outlined below:

Name	Position	First election	End of term
Peter Wilden	Chair, Non-executive and Independent <sup>1,2</sup>	2021	AGM 2026
Patrick Aebischer	Vice-Chair, Non-executive and Lead Independent Director <sup>2,3</sup>	2021	AGM 2026
Jane Salik	Member, Non-executive and Independent <sup>2</sup>	2021	AGM 2026
Erik Schropp	Member, Non-executive <sup>4</sup>	2021	AGM 2026
Philippe Weber	Member, Non-executive and Independent <sup>2,5</sup>	2021	AGM 2026
Jo LeCouilliard	Member, Non-executive and Independent <sup>2,6</sup>	2025	AGM 2026

<sup>1</sup> Due to Dr. Wilden's previous roles within the Ferring Group and the Group's ongoing business relationship with Ferring, which is considered a related party, Dr. Wilden was previously assessed as not independent. Having concluded all mandates at Ferring by 31 December 2024, Dr. Wilden is now regarded as independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#). For further information, please refer to Dr. Wilden's biography below.

<sup>2</sup> 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.

<sup>3</sup> Dr. Patrick Aebischer served as Senior Partner and member of the Investment Advisory Committee of NanoDimension Management Limited from 2017 until 31 March 2025. In 2021, PolyPeptide committed to a limited investment in a partnership managed by NanoDimension Management Limited, and Dr. Aebischer abstained from voting on this item. As Dr. Aebischer is no longer affiliated with NanoDimension Management Limited, and the indirect business relationship arising from this prior commitment is considered comparatively minor, he is accordingly regarded as independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

<sup>4</sup> 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.

<sup>5</sup> Mr. Weber is a Partner at Niederer Kraft Frey AG (NKF); see [section 4.2 "Compensation of the Board of Directors" of the Remuneration Report 2025](#) for disclosure of the fees paid to NKF for legal services in relation to ongoing corporate legal matters in 2025. The business relationship between PolyPeptide and NKF is considered minor. Thus, Mr. Weber is regarded as independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

<sup>6</sup> Jo LeCouilliard was elected as a new member of the Board of Directors at the AGM 2025.

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.

<sup>7</sup> Beat In-Albon left the Board on 9 April 2025. For further information see [section 3 "Board of Directors" of the Corporate Governance Report 2024](#).

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

## Peter Wilden

Chair since 2021  
Independent<sup>8</sup>; Non-executive<sup>9</sup>

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

### Professional background

#### *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, US (since 2012)

#### *Former outside activities and functions*

- Member of the board of directors of Ferring International Center SA, Switzerland (2002–December 2024, Executive Chair 2002–December 2023)
- 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)

### 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)



<sup>8</sup> Due to Dr. Wilden's previous roles within the Ferring Group and the Group's ongoing business relationship with Ferring, which is considered a related party, Dr. Wilden was previously assessed as not independent. Having concluded all mandates at Ferring by 31 December 2024, Dr. Wilden is now regarded as independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#). Ferring Group is disclosed in [note 22 "Related parties" of the consolidated financial statements in the Financial Report 2025](#) 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 2025](#).

<sup>9</sup> 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 Jose Gonzalez 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. In light of the interim and limited duties as Executive Chair in 2023, Dr. Peter Wilden continues to be assessed as "non-executive".

## Patrick Aebischer

Vice-Chair and Lead Independent Director since 2021<sup>10</sup>  
Non-executive

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

### Professional background

*Prior positions at PolyPeptide*

- None

*Outside mandates at listed companies*

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

*Outside mandates at non-listed companies*

- Managing Partner at Limani Partners SA, Switzerland (since 2025)
- 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)
- 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)
- 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*

- Senior Partner of NanoDimension Management Limited, Cayman Islands (2017–2025)
- Member of the board of directors of Logitech SA, Switzerland (2016–2024)
- 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 the Swiss Federal Institute of Technology Lausanne (EPFL), Switzerland (2000–2016)

### Education

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



<sup>10</sup> Dr. Patrick Aebischer served as Senior Partner and member of the Investment Advisory Committee of NanoDimension Management Limited from 2017 until 31 March 2025. In 2021, PolyPeptide committed to a limited investment in a partnership managed by NanoDimension Management Limited, and Dr. Aebischer abstained from voting on this item. As Dr. Aebischer is no longer affiliated with NanoDimension Management Limited, and the indirect business relationship arising from this prior commitment is considered comparatively minor, he is accordingly regarded as independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

## Erik Schropp

Member since 2021  
Non-executive

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

### Professional background

#### *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)<sup>11</sup> 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 one subsidiary entity)

#### *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*

- Group Financial Officer, C&P Investors Group (presently: Esperante Investments Group), The Netherlands (2008–2020)

### Education

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



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<sup>11</sup> Draupnir Holding B.V. is one of the Company's significant shareholders, see [section 1.2 "Significant shareholders"](#) of this Corporate Governance Report. Draupnir Holding B.V. is also disclosed in [note 22 "Related parties"](#) of the consolidated financial statements in the [Financial Report 2025](#) 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 2025](#). As a result of his roles at Esperante Investments Group and Draupnir Holding B.V., Mr. Schropp is assessed as not independent.

## Jane Salik

Member since 2021  
Independent<sup>12</sup>; Non-executive

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

### Professional background

#### *Prior positions at PolyPeptide*

- Group CEO (2006–April 2021) and Executive Committee member (2006–August 2021)
- President, PolyPeptide Laboratories Inc., US (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, US (1986–1996)
- Technical services biochemist, product manager and marketing manager, Boehringer Mannheim, US (1980–1986)

### Education

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



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<sup>12</sup> Ms. Salik joined PolyPeptide in 1996 as President of PolyPeptide Laboratories Inc. and was appointed CEO in 2006. Ms. Salik resigned as CEO on 29 April 2021 and was a member of the Executive Committee of PolyPeptide until 17 August 2021. Since her operational management roles at the Group ended more than three years ago, Ms. Salik is now assessed as independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

## Philippe Weber

Member since 2021  
Independent<sup>13</sup>; Non-executive

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

### Professional background

#### *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*

- 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)



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<sup>13</sup> Mr. Weber is a Partner at Niederer Kraft Frey AG (NKF); see [section 4.2 "Compensation of the Board of Directors" of the Remuneration Report 2025](#) for disclosure of the fees paid to NKF for legal services in relation to ongoing corporate legal matters in 2025. The business relationship between PolyPeptide and NKF is considered minor. Thus, Mr. Weber is regarded as independent within the meaning of art. 15 Swiss Code of Best Practice for Corporate Governance and [section 4\(d\) of the Organizational Regulations](#).

## Jo LeCouilliard

Member since 2025  
Independent; Non-executive

Nationality: **United Kingdom and Ireland**  
Year of birth: **1963**

### Professional background

*Prior positions at PolyPeptide*

- None

*Outside mandates at listed companies*

- Member of the board of directors and chair of the Remuneration and Nomination Committee of Recordati SpA, Italy (since 2019), member of the Risk, Control & Corporate & Social Responsibility Committee (2019–2022)

*Outside mandates at non-listed companies*

- Member of the board of directors of Washington Topco Ltd, UK (which is the holding company of GlobalData Healthcare, UK) (since 2024)

*Outside mandates at non-profit organizations*

- None

*Former outside activities and functions*

- Member of the board of directors, chair of the Remuneration Committee and member of the Audit Committee of Indivior PLC, UK (2021-2025)
- Member of the board of directors of Alliance Pharma PLC, UK, (2019–2024), chair of the board of directors (2023–2024), chair of the Remuneration Committee (2021–2024), member of the Audit & Risk Committee (2019–2024), Nominations Committee (2019–2024) and ESG Committee (2021–2024)
- Member of the board of directors, chair of the Audit & Risk Committee and member of the Remuneration Committee and Nominations Committee of Niox Group PLC, UK (2018–2024), chair of the Nominations Committee (2019)
- Member of the board of directors and member of Audit and Remuneration Committees of Cello Health PLC, UK (2018–2020)
- Various senior roles within the Glaxo SmithKline Group, UK (1995–2005 and 2009–2018), including Senior Vice President Global Commercial Transformation, UK (2017–2018), Senior Vice President Area Head Asia Pacific, Singapore (2013–2016)
- Member of the board of directors of Duke-NUS Medical School, Singapore (2013–2016)

### Education

- ACA, Institute of Chartered Accountants in England & Wales (ICAEW), UK (1989)
- Master's degree in Natural Sciences, Cambridge University, UK (1985)



## 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 Director shall, however, hold more than ten (10) such mandates; and
- mandates in associations, charitable organizations, foundations, employee welfare foundations and other similar organizations; no 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 RNC or the independent proxy (the "Independent Proxy") that deviate from those prescribed by Swiss law.

The members of the RNC (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 RNC 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 issues. For further information, see [section 2.2.5 of the Organizational Regulations](#) and the [Sustainability Report 2025](#).

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](#). The Board of Directors regularly reviews the Organizational Regulations and makes any necessary amendments.

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

Committee	Chair	Member
Audit and Risk Committee (ARC)	Jo LeCouilliard <sup>1</sup>	Erik Schropp
Remuneration and Nomination Committee (RNC)	Philippe Weber	Peter Wilden
Innovation and Technology Committee (ITC)	Patrick Aebischer	Jane Salik

<sup>1</sup> The Board of Directors elected Jo LeCouilliard as chair of the ARC effective as of 9 April 2025.

Except for the election of the Chair of the Board of Directors and the members of the RNC (which are to be elected by the general meeting), the Board of Directors determines its own organization. It elects from among one of the independent Directors the Lead Independent Director and the chair of the RNC (from among those Directors elected to the RNC at the general meeting). Furthermore, it elects the chair and members of the other Committees as well as appoints a secretary (who does not need to be a shareholder or 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. These Charters are regularly reviewed and amended as required. 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 and standing committees for particular areas within the scope of its duties to deal with specific issues. In 2025, no 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 on an annual basis by the RNC, which periodically considers together with the Board an external evaluation. For 2025, 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), the Chair 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, including the management report, the financial statements, remuneration report and the report on non-financial matters, as well as the organization and the 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 fourteen (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 majority of the votes cast of the attending Directors (abstentions count as votes uncast), 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 its 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 or electronic means (e.g., e-mail or via board management portals/platforms); provided that no Director requests by phone 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, where applicable, 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. Resolutions passed by means of circular resolutions or telephone conference shall be included in the next minutes. Board Members 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 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 nor 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 RNC) 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 RNC) shall request the respective corporate body (under exclusion of the Director(s) 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 (as the case may be).

### 3.5.2.2 2025 Board of Director meetings and key topics

Since 1 January 2025, the Board of Directors met nine (9) times, including a one-day strategy meeting, 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 four and a half (4.5) hours).

The following table outlines the Board attendees of each meeting of the Board of Directors in 2025.

Directors	Number of attended meetings
Peter Wilden	7
Patrick Aebischer	9
Jane Salik	9
Erik Schropp	9
Beat In-Albon <sup>1</sup>	2
Philippe Weber	8
Jo LeCouilliard <sup>2</sup>	6.5
<b>Total number of meetings held</b>	<b>9</b>
<b>Meeting attendance</b>	<b>93.5%</b>

<sup>1</sup> Beat In-Albon did not stand for re-election as a member of the Board of Directors at the AGM 2025 and left the Board of Directors on 9 April 2025.

<sup>2</sup> Jo LeCouilliard was elected as a new member of the Board of Directors at the AGM 2025.

The Board of Directors met with members of the Executive Committee at each ordinary Board meeting for business updates and to take certain decisions. In addition, other members of PolyPeptide's management attended designated portions of the Board meetings as deemed appropriate by the Chair (e.g., strategy sessions and subject matter deep dives). None of the meetings involved the participation of external consultants or external auditors.

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

- Regular review and discussion of year-to-date sales, operations, financials, full-year outlook, and monitoring of cash flow and net working capital
- Review and approval of the Group's 2025 budget as well as review and approval of the 2026 budget
- Review and approval of the Group's strategy and mid-term business plan
- Review and approval of the 2024 annual report, including management report, remuneration report, non-financial matters report, and audited consolidated and statutory financial statements
- Review and approval of the AGM 2025 agenda and invitation
- Review and approval of the 2024 variable short-term incentive for Executive Committee members; approval of individual targets and weightings for the 2025 short-term incentive; and performance targets for the 2025 long-term incentive award
- Approval of changes to the composition of the Executive Committee
- Approval of material business transactions and agreements, and monitoring of key customer developments and operational/profitability improvement initiatives
- Approval of the 2025 half-year report and interim consolidated financial statements
- Review and monitoring of the Group's sustainability strategy and related non-financial reporting obligations, including approval of the climate strategy and transition plan
- Review and approval of the Group's 2025 Enterprise Risk Management Report
- Planning and content of the 2025 annual report and topics for the 2026 general meeting
- Review of the Articles of Association, approval of revised Organizational Regulations and other key governance and corporate policies

### 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 ARC further meets upon request of the governance, risk and compliance officer (the "GRC Officer").

Members of the Executive Committee and other senior management may attend designated sections of Committee meetings as guests, without voting rights, when topics within their area of responsibility are discussed. Attendance is excluded where matters relating to their own performance or remuneration are considered. Other senior managers are invited by the respective Committee chair when specific Committee agenda items fall under their remit.

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 RNC 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 RNC is also responsible for submitting proposals and recommendations to the Board of Directors regarding compensation matters. The RNC further supports the Board of Directors in preparing the compensation proposals for the general meeting. In addition, the RNC 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 RNC, 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 RNC are set forth in [art. 19 of the Articles of Association](#), [section 5.3 of the Organizational Regulations](#) as well as the [RNC Charter](#).

The members of the RNC are individually elected by the general meeting. The term of office of the members of the RNC ends at the conclusion of the next ordinary general meeting. Re-election is possible. The chair of the RNC shall be independent and is appointed by the Board of Directors. As of 31 December 2025, the RNC consisted of two members: Philippe Weber (chair) and Peter Wilden.

#### *2025 Remuneration and Nomination Committee meetings and key topics*

Since 1 January 2025, the RNC met five (5) times, in a combination of in-person sessions and video conferences, for an average duration of approximately one (1) hour and twenty (20) minutes. The Chief Human Resources Officer is a permanent guest of the RNC, and the CEO participated in all meetings. In addition, an external consultant attended a designated portion of one (1) RNC meeting (see [section 1.3 "Role and activities of the RNC" of the Remuneration Report 2025](#)).

Directors	Number of attended meetings
Peter Wilden	5
Philippe Weber	5
<b>Total number of meetings held</b>	<b>5</b>
<b>Meeting attendance</b>	<b>100%</b>

During the course of 2025, the key topics discussed by the RNC included, among other things:

- Regular review and assessment of PolyPeptide's remuneration principles, strategy, and structure, including the implementation of a clawback provision in the short-term incentive plan (STIP)
- Review and preparation of proposals for Board of Directors and Executive Committee compensation for AGM 2025
- Review and preparation of proposals regarding:
  - achievement of the 2024 variable short-term incentive for Executive Committee members, including individual performance appraisal
  - performance targets and weightings for the 2025 short-term incentive
  - performance targets for the 2025 long-term incentive award
- Review and approval of the 2024 Remuneration Report and planning for the 2025 report, including remuneration disclosure analysis
- Review of shareholders' and proxy advisors' feedback on the 2024 Remuneration Report
- Review of remuneration benchmarking for the Board of Directors and Executive Committee
- Succession planning for the Board of Directors and review of management succession strategy
- Review of Board and Committee self-assessments and consideration of an external evaluation
- Review of management's assessment on the Board of Directors' effectiveness
- Updates on corporate governance trends, best practices and relevant regulatory developments
- Review of shareholder analysis and outreach activities
- Update on human capital management, including human resources mid- and long-term plans and key people analytics
- Review of material sustainability topics assigned to the RNC
- Review and approval of the RNC Charter

### 3.5.3.2 Audit and Risk Committee

The ARC supports 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 ARC 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 ARC will also obtain reasonable assurance with respect to the activities of the Internal Audit as well as 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 ARC is further responsible for the pre-approval of the appointment, dismissal and the compensation for the Head of Internal Audit. The ARC communicates at least once a year with the external auditor without the participation of management (in "private sessions"). The specific responsibilities and competencies, organization, functioning and reporting of the ARC are set forth in [section 5.2 of the Organizational Regulations](#) as well as the [ARC Charter](#).

The members of the ARC are appointed by the Board of Directors. The chair of the ARC shall be independent. As of 31 December 2025, the ARC consisted of two members: Jo LeCouilliard (chair) and Erik Schropp.

#### *2025 Audit and Risk Committee meetings and key topics*

Since 1 January 2025, the ARC met seven (7) times, in a combination of in-person sessions and video conferences, for an average duration of approximately two (2) hours and twenty (20) minutes. The Chief Financial Officer (CFO) and the Head of Internal Audit are permanent guests of the ARC and the CEO, participated in all meetings. Representatives of BDO (the Group's external auditor) participated in four (4) meetings (see [section 9.4 "Information instruments pertaining to the external audit" of this Corporate Governance Report](#)). In addition, external consultants participated in two (2) ARC meetings.

Directors	Number of attended meetings
Erik Schropp	7
Beat In-Albon <sup>1</sup>	1
Jo LeCouilliard <sup>2</sup>	5
<b>Total number of meetings held</b>	<b>7</b>
<b>Meeting attendance</b>	<b>92.9%</b>

<sup>1</sup> Beat In-Albon did not stand for re-election as a member of the Board of Directors at the AGM 2025 and left the Board of Directors on 9 April 2025.

<sup>2</sup> Jo LeCouilliard was elected as a new member of the Board of Directors at the AGM 2025. The Board of Directors elected Jo LeCouilliard as chair of the ARC effective as of 9 April 2025.

During the course of 2025, the key topics discussed by the ARC included, among other things:

- Review of 2024 BDO audit and annual consolidated and standalone financial statements and respective recommendations to the Board of Directors
- Review of 2025 interim consolidated financial statements and recommendation to the Board of Directors
- Regular review and discussion regarding the Group's year-to-date sales and financials as well as monitoring cash flow, net working capital and the Group's long-term financing strategy
- Review of the procedures and assumptions of the annual budgeting process and medium-term planning
- Review of the work of Internal Audit, including compensation proposal for the Head of Internal Audit
- Review of the Enterprise Risk Management Report 2025 and recommendations to the Board of Directors
- Review of the Group's compliance programs
- Assessment and approval 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 Group
- Evaluation of the Group's external auditor and recommendation to the Board of Directors regarding re-election at AGM 2026, as well as pre-approval and oversight of all audit and non-audit services, budget and fees performed by the Group's external auditors
- Review of material sustainability topics assigned to the ARC and engagement of BDO for limited assurance on the Group's [Sustainability Report 2025](#)
- Review of the ARC Charter and Internal Audit Charter

### 3.5.3.3 Innovation and Technology Committee

The ITC 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 ITC are set forth in [section 5.4 of the Organizational Regulations](#) as well as the [ITC Charter](#).

The members of the ITC are appointed by the Board of Directors. The chair of the ITC shall be independent. As of 31 December 2025, the ITC consisted of two members: Patrick Aebischer (chair) and Jane Salik.

#### *2025 Innovation and Technology Committee meetings and key topics*

Since 1 January 2025, the ITC met four (4) times, in a combination of in-person sessions and video conferences, for an average duration of approximately one (1) hour and fifteen (15) minutes. The Director Global Innovation & Technology and the Director Global Quality, Development, Regulatory Affairs are permanent guests of the ITC. The CEO and the Chief Commercial Officer participated in all ITC meetings. None of the meetings involved the participation of external consultants.

Directors	Number of attended meetings
Patrick Aebischer	4
Jane Salik	4
<b>Total number of meetings held</b>	<b>4</b>
<b>Meeting attendance</b>	<b>100%</b>

During the course of 2025, the key topics discussed by the ITC included, among other things:

- Discussion of PolyPeptide’s green chemistry agenda, including governance, strategic priorities, and objectives
- Planning for a scientific event in 2026
- Addressing large-scale manufacturing demand through modular design, standardization, and process intensification (identified opportunities and expected outcomes)
- Review of the innovation program, including priorities and deployment roadmap
- Defining the innovation value proposition for early-phase programs, covering market demand, technology solutions, and organizational capabilities
- Review of material sustainability topics assigned to the ITC
- Review of the ITC Charter

### 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) organization of the internal control system (ICS) and performance of the risk assessment, (iii) adopt resolutions and amendments to the Articles of Association regarding the subsequent payment of capital with respect to non-fully paid-in shares, (iv) 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), (v) examine compliance with the legal requirements regarding the appointment / election of the external auditors, and (vi) 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 as of 31 December 2025, it comprised the CEO, CFO, Chief Manufacturing and Supply Chain Officer and the Chief Legal Officer. The Executive Committee may include 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 RNC. The other members of the Executive Committee are appointed and removed by the Board of Directors upon recommendation of the RNC 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 or e-mail.

Furthermore, each Director is entitled to request information concerning all of PolyPeptide's affairs reasonably necessary to fulfill their 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) overview of inventory and net working capital as well as (v) selected Group KPIs, updates on various initiatives and the Group's outlook. The Board of Directors also receives monthly updates on key capital expenditures projects, including progress updates and timelines. 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 CEO or CFO. Through the ARC, the Board also receives the reports of PolyPeptide's external auditor in connection with the audit of the annual financial statements and the review and procedures performed on the interim financial statements.

### 3.7.3 Enterprise Risk Management Framework

The ARC, together with the Chief Legal Officer and members of the finance team, have 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 PMC (together with the ARC) 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 provides a consistent, Group-wide view of key risks and emerging risk areas, incorporating updates from ongoing monitoring and input from risk owners and other stakeholders. The purpose of these risk assessments is to: (i) provide greater transparency on PolyPeptide's principal risks, (ii) define measures to manage, mitigate or leverage risks and opportunities while monitoring their effectiveness and (iii) strengthen the Group's overall risk management framework. This approach ensures that risk management practices remain aligned with PolyPeptide's strategic objectives. Should the ongoing evaluation of the Enterprise Risk Management Framework reveal significant, unforeseen developments, the PMC will immediately report these to the ARC and the Chair of the Board. The Board of Directors will also be informed of any extraordinary events as outlined above.

The PMC, in coordination with the Chief Legal Officer, the Head of Internal Audit, the Global Head of Sustainability and Corporate Compliance, and other internal stakeholders, conducts an annual risk assessment to (i) identify risks, including sustainability-related risks, (ii) evaluate their probability and impact and (iii) define strategies to address them. These strategies include specific mitigating or managing actions tailored to each risk or opportunity, with designated risk owners responsible for monitoring implementation and effectiveness. Throughout the year, the PMC oversees the Enterprise Risk Management Framework to ensure continuous alignment with the Group's objectives.

Based on the annual risk assessment, PolyPeptide prepares an Enterprise Risk Management Report that specifies and evaluates the Group's principal risks in terms of probability and potential impact, outlines corresponding mitigation and management measures, and submits the report at least once per year to the ARC. The report is also presented to the Board of Directors during one of its scheduled meetings for discussion on risk assessment and management. In the 2025 report, PolyPeptide identified, among other areas, projects and capital expenditures, quality, operational, and supply chain risks, for which appropriate mitigation measures were implemented.

See also [chapter Business Review](#) and [note 23 "Financial risk management objectives and policies" of the consolidated financial statements in the Financial Report 2025](#).

### 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 ARC 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 annual 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 ensure compliance with regulatory requirements for financial information, reporting, disclosure requirements and internal control. The CFO and the ARC 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 regularly discussed in the meetings of the Executive Committee, the PMC and the ARC, which all take place on a regular basis. During the course of 2025, the ARC, together with the CFO and members of the finance team, evaluated key risks of financial misstatements in certain 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 2025, the Board of Directors, through the ARC, 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, Development, Regulatory Affairs.

Internal Audit is responsible for, among other things, (i) developing and implementing annual internal 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 ARC as well as the Executive Committee, (v) participating in any investigations at PolyPeptide and (vi) recommending appropriate actions to correct any deficiencies identified. The ARC 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 ARC. Administratively, the Internal Audit department reports to the CFO.

In 2025, Internal Audit, supported by external consultants, conducted process audits across five sites and performed an access and segregation of duties audit. Audit reports were distributed to the ARC, the Executive Committee, relevant PMC members, designated owners of the findings and their line managers, as well as the external auditor. All reports and related findings were presented and discussed during scheduled ARC meetings, with the results of the 2025 audits formally reported in the second quarter. As part of its regular meetings, the Head of Internal Audit provides the ARC with (i) progress updates on the approved audit plan and proposes modifications if risk priorities change, and (ii) status updates on management's corrective actions. See also [section 3.5.3.2 "Audit and Risk Committee" of this Corporate Governance Report](#).

### 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 Chief Legal Officer shall be or shall designate another person as the Group's governance, risk and compliance officer ("GRC Officer"). Currently, the Chief Legal Officer 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 ARC and reports to the ARC 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, artificial intelligence as well as sanctions and trade. In 2025, membership of the CCC was further expanded to ensure relevant cross-functional representation. 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 ARC. The CCC conducts an annual review of the Group's compliance policies and updates them as needed to ensure alignment with best practices and evolving standards. Furthermore, PolyPeptide regularly updates its electronic learning tools aimed at reinforcing the principles set out in its Code of Business Conduct and Ethics and whistleblower programs.

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. The Group received eight (8) whistleblower reports in 2025 (2024: ten). During 2025, the investigation for seven (7) reports has been closed and summarized to the ARC, with a summary submitted to the Board of Directors. Of the seven (7) closed cases, three (3) were partially or fully substantiated and appropriate actions taken. The remaining four (4) were not substantiated. The investigation of the one (1) remaining report is still ongoing.

The implementation of these and other compliance measures is supervised by and regularly reported to the ARC 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, Development, Regulatory Affairs who reports to the CEO and is part of the PMC. The Director Global Quality, Development, Regulatory Affairs supervises, *inter alia*, 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, Development, Regulatory Affairs is responsible for, *inter alia*, 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. The Director Global Quality, Development, Regulatory Affairs provides periodic updates to the Board. As of 31 December 2025, Jon Holbech Rasmussen was serving as the Director Global Quality, Development, Regulatory Affairs.

## 3.8 Gender guidelines

As of 31 December 2025, two (2) out of six (6) members of the Board of Directors were female (33%). The RNC, 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 PMC 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 2025, the Executive Committee formally met seven (7) times, in a combination of in-person sessions and video conferences, for an average duration of approximately one and a half (1.5) 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. The [Organizational Regulations](#) set forth procedures to address conflicts of interest.

### 4.1 Members of the Executive Committee

As of 31 December 2025, the Executive Committee comprised the CEO, CFO, Chief Manufacturing and Supply Chain Officer and the Chief Legal Officer. Jens Fricke stepped down as Director Global Operations and from the Executive Committee as of 10 August 2025.<sup>14</sup> 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 Jose Gonzalez	1972	2023	CEO
Marc Augustin	1972	2024	CFO <sup>1</sup>
Christina Del Vecchio	1978	2021	Chief Legal Officer
Raoul Bernhardt	1970	2025	Chief Manufacturing and Supply Chain Officer <sup>2</sup>

<sup>1</sup> Marc Augustin resigned as CFO and member of the Executive Committee effective 31 March 2026.

<sup>2</sup> Raoul Bernhardt joined the Company and became a member of the Executive Committee as of 11 August 2025.

<sup>14</sup> For the information regarding the former Director Global Operations, Jens Fricke, who stepped down as of 10 August 2025, see [section 4.1 "Members of the Executive Committee" of the Corporate Governance Report 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 2025.



### Juan Jose Gonzalez

Chief Executive Officer

Nationality: **Peruvian and American**

Year of birth: **1972**

#### Professional background

##### Functions at PolyPeptide

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

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

- None

##### Former outside activities and functions

- Member of the board of directors and Member of the Audit & Remuneration Committee, Straumann Group, Switzerland (2019–2024)
- Chief Executive Officer, Ambu, Denmark (2019–2022)
- Various senior roles within the Johnson & Johnson Group, US (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, US (2016–2019)
- Commercial Director Europe, Middle East and Africa, Pfizer Inc. Consumer Healthcare Division, UK, (2004–2006)

#### Education

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



### Marc Augustin

Chief Financial Officer

Nationality: **German and Swiss**

Year of birth: **1972**

#### Professional background

##### Functions at PolyPeptide

- Chief Financial Officer (since 2024)<sup>15</sup>
- Member of the board of directors of several PolyPeptide subsidiaries (since 2025)

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

- None

##### Former outside activities and functions

- Various senior roles at Lonza AG, Switzerland (2016–2023), including Vice President Finance Biologics (2020–2022) and Global Head Sales Excellence Biologics (2022–2023)
- Various senior roles at Smith & Nephew Orthopaedics AG, Switzerland (2009–2016), including Head of Finances Operations Orthopaedics Europe (2013–2016) and Finance Director Switzerland (2009–2013)
- Head of Finance, Alcoa Extrusion Hannover GmbH & CO. KG, Germany (2008–2009)

#### Education

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

<sup>15</sup> Marc Augustin resigned as CFO and member of the Executive Committee effective 31 March 2026.



### Christina Del Vecchio

Chief Legal Officer

Nationality: **Swiss and Swedish**

Year of birth: **1978**

#### Professional background

##### *Functions at PolyPeptide*

- Chief Legal Officer and Corporate Secretary (since 2025)
- General Counsel and Corporate Secretary (2021–2024)
- 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, US (2008)
- Bachelor of Arts, summa cum laude, University of Florida, US (2000)



### Raoul Bernhardt

Chief Manufacturing and Supply Chain Officer

Nationality: **French**

Year of birth: **1970**

#### Professional background

##### *Functions at PolyPeptide*

- Chief Manufacturing and Supply Chain Officer (since 2025)
- Member of the board of directors of several PolyPeptide subsidiaries (since 2025)

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

- None

##### *Former outside activities and functions*

- Senior Vice President Technical Operations, Guerbet, France (2023–2025)
- Various senior roles at Catalent Pharma Solutions, France and Germany (2014–2023), including Vice-President Operations, Pharma Product Delivery Division (2022–2023), Regional General Manager Europe and APAC (2021–2022)

#### Education

- Master of Sciences in Supply Chain Management from Strasbourg Management School, France (2008)

In 2025, 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 PMC.

## 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 2025, one (1) out of four (4) members of the Executive Committee was female (25%). The RNC, 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 2025.

The rules regarding the principles of compensation are set in:

- [art. 25 \(Principles relating to the Compensation of the members of the Board of Directors\)](#),
- [art. 26 \(Principles of Compensation relating to the members of the Executive Management\)](#), and
- [art. 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 RNC 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 2025](#) 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 2025.

## 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 registered 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 these shares in their own name and for their own account, (ii) that no agreements on the redemption or return of these 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 paras. 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 ten (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 2025 held on 9 April 2025 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 2025 was held with the physical presence of shareholders in accordance with the [Articles of Association](#). The shareholders were able to attend the AGM 2025 personally or exercise their rights at the AGM 2025 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 2026 ("AGM 2026") 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. 7 Articles of Association](#), the ordinary general meeting shall be held annually within six months after the close of the business year.

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. For the AGM 2026 to be held on 8 April 2026, the Record Date is 31 March 2026.

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 2025, held on 9 April 2025, can be viewed on PolyPeptide's website at [www.polypeptide.com/news/events/agm-2025/](http://www.polypeptide.com/news/events/agm-2025/). Shareholders may also read the minutes at PolyPeptide's headquarters in Baar, Switzerland, upon prior notice. The minutes of AGM 2026 will be published on the PolyPeptide website within 15 days from the date of AGM 2026.

## 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 2025](#).

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 [Sustainability Report 2025](#) in accordance with art. 964b CO and in reference to the European Sustainability Reporting Standards (ESRS). See also [section "Basis for preparation" of the Sustainability Report 2025](#).

The report on non-financial matters for the financial year 2025 comprises selected sections from PolyPeptide's [Sustainability Report 2025](#) (as outlined in the [section "Index of disclosure requirements in accordance with art. 964b Swiss Code of Obligations" of the Sustainability Report 2025](#)) that contain the non-financial information required under art. 964b CO. In accordance with the Swiss Ordinance on Climate Disclosure, the Sustainability Report 2025 also includes the Group's Climate Report based on the Taskforce on Climate-related Financial Disclosure (TCFD) recommendations.

The [Sustainability Report 2025](#) further includes an independent practitioner's (BDO AG, Zurich), limited assurance report on the Sustainability Report 2025 (see [section "Independent practitioner's limited assurance report on the Sustainability Report 2025" of the Sustainability Report 2025](#)).

## 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 2025 held on 9 April 2025 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 2025 of the Company (i.e., PolyPeptide Group AG) for the financial year 2025 amounted to CHF 842,380 (2024: CHF 743,960).

### 9.3 Additional fees

For additional services performed by BDO (or its affiliates) in the year ended 31 December 2025, PolyPeptide was charged total non-auditing fees amounting to CHF 138,335 (2024: 93,400), as listed below.

CHF	Amount <sup>1</sup>
BDO India: Review of income tax return / tax audit report for PolyPeptide Laboratories Pvt. Ltd.	7,050
BDO Sweden: Audit related services on local sustainability report	1,270
BDO Sweden: Review of income tax return for the two Swedish subsidiaries	4,240
BDO Switzerland: Audit-related services	5,775
BDO Switzerland: Limited assurance on PolyPeptide Group AG's Sustainability Report 2025	120,000
<b>Total</b>	<b>138,335</b>

<sup>1</sup> Amounts converted to CHF from other currencies are translated at the average exchange rate 2025.

### 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 ARC. In accordance with the [Organizational Regulations](#) and the [ARC Charter](#), the ARC 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 and compliance.

In addition, the ARC annually (or more often as required) assesses the performance, qualifications and independence of the external auditor as well as evaluates the audit fees. The ARC'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. Based on its assessment, the ARC makes a recommendation to the Board of Directors concerning the choice of the external auditor.

With respect to non-audit services, the ARC 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.

The budget for audit fees (and any additional non-audit services) is reviewed and negotiated by the ARC, with the final audit and non-audit fees subject to approval by the Board of Directors.

Since 1 January 2025, the ARC held four (4) meetings with representatives of BDO. The Head of Internal Audit participated in all meetings of the ARC held in 2025 (i.e., in seven (7) meetings). During these meetings, various accounting and reporting topics were discussed, including the audit report for 2024, the 2025 interim 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 Report 2025, evaluation of the Group's key financial risks and mitigating strategies, audit plan and requirements for the 2025 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 2025, this presentation was held at the ARC meeting on 4 March 2026 (in relation to the review of the 2025 annual financial statements and recommendation to the Board of Directors). 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 ARC 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 10 March 2026.

For more information regarding the ARC 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 annual financial results in the form of an annual report. Our annual report is published only in English and only 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 interim 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 interim 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 (*Schweizerisches Handelsamtsblatt*). 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 [www.polypeptide.com](http://www.polypeptide.com) or obtained upon request from Investor Relations, Neuhofstrasse 24, 6340 Baar, Switzerland (phone: +41 435 020 580; e-mail: [investorrelations@polypeptide.com](mailto:investorrelations@polypeptide.com)).

### Main registered office

PolyPeptide Group AG  
Neuhofstrasse 24  
6340 Baar  
Switzerland

### Weblinks

The Company's website:  
[www.polypeptide.com](http://www.polypeptide.com)

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

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

Financial reports:  
[www.polypeptide.com/investors/results-presentations/](http://www.polypeptide.com/investors/results-presentations/)

Corporate calendar:  
[www.polypeptide.com/investors/calendar/](http://www.polypeptide.com/investors/calendar/)

Upcoming important dates:

- 12 March 2026 – Full-year Results 2025 and Media Conference
- 8 April 2026 – General Meeting 2026
- 13 August 2026 – Half-year Results 2026 and Media Conference
- 9 March 2027 – Full-year Results 2026 and Media Conference
- 7 April 2027 – General Meeting 2027
- 10 August 2027 – Half-year Results 2027

## 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 15 November until the lapse of one trading day following the public release of our annual results and (ii) from 15 May 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 PMC and other individuals having access to inside information during these periods as identified by the CFO and Chief Legal Officer, in consultation with other members of management. The Chief Legal Officer 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 (other than members of the Board of Directors or the Executive Committee and the PMC, who are ex officio blocked persons), of their designation as a blocked person. Each blocked person must also deliver an acknowledgment of their designation as a blocked person to the Chief Legal Officer. In addition, the Chief Legal Officer reminds all blocked persons by e-mail of the applicable restrictions ahead of each ordinary blackout period.

In 2025, the following ordinary blocked periods applied: from 15 November 2024 until (and including) 11 March 2025; from 15 May 2025 until (and including) 12 August 2025; and from 15 November 2025 until (and including) 12 March 2026. No exceptions to the ordinary blocked period were granted in 2025.

In addition to ordinary blocked periods, the Chair, CEO, CFO or the Chief Legal Officer 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.

