



Basilea Pharmaceutica Ltd, Allschwil

Articles of Association

(Unofficial translation of the German version of the articles of association dated April 26, 2023. In the event of any inconsistencies between the English and the German version, the German version shall prevail.)

I. Company name, registered office and purpose

Article 1 Company name, registered office

Under the name

Basilea Pharmaceutica AG, Allschwil
Basilea Pharmaceutica SA, Allschwil
Basilea Pharmaceutica Ltd, Allschwil

is hereby established a company limited by shares in accordance with article 620 et seq. of the Swiss Code of Obligations (SCO) whose registered office is in Allschwil.

Article 2 Purpose

- ¹ The company's purpose is the research, as well as development, manufacturing and/or commercialization of products in the field of pharmacy, biology or diagnostic inclusive of the provision of services related thereto.
- ² The company may establish branches and subsidiaries in Switzerland and abroad and may also acquire participations in companies of any kind; it may purchase, use and sell intellectual property rights as well as real estate properties; the company may also conduct any commercial, financial or other activities directly or indirectly connected to its purpose.
- ³ In pursuing the company's purpose, the company strives to create sustainable value.

II. Capital

Article 3 Share capital

The company has a share capital of CHF 13'093'445.--, comprising 13'093'445 registered shares having a nominal value of CHF 1.00 each. The shares are fully paid up.

Article 3a Conditional share capital

- ¹ The company's share capital shall be increased by a maximum of CHF 1'666'696.-- by issuing a maximum of 1'666'696 registered shares having a nominal value of CHF 1.00 each, to be fully paid up, by means of the exercising of rights to subscribe for new shares within the meaning of article 653 paragraph 1 SCO granted to employees of the company or of group companies and/or members of the board of directors of the company. The subscription rights of shareholders are excluded. The issue price shall be determined by the board of directors.
- ² The company's share capital shall be increased up to a maximum of CHF 2'000'000 by issuing a maximum of 2'000'000 registered shares with respect to the exercise of conversion rights granted to holders of existing convertible bonds (to the extent they were backed so far by treasury shares) or new convertible bonds issued by the company or one of its group companies. The shares to be issued shall have a nominal value of CHF 1.00 each, to be fully paid-in. The terms and conditions applicable to such convertible bonds shall be determined by the board of directors. The aggregate principal amount of the convertible bonds backed by conditional capital set out hereunder and/or treasury shares shall not exceed CHF 250'000'000, and any convertible bonds issued and backed by the conditional capital hereunder shall not be issued later than December 22, 2022. The subscription rights for the shares issued upon exercise of the conversion rights are excluded. The then-current owners of the convertible bonds shall become shareholders of new shares issued upon conversion. The priority subscription rights of shareholders with respect to the convertible bonds may be excluded by the board of directors if the issuance occurs in national or international capital markets whether as a public or a private placement. If the priority subscription rights are or, at the time of issuance, have been excluded, the convertible bonds must meet the following requirements, in each case as per the time of issuance:

 - a) they shall be issued at market conditions;
 - b) the conversion price shall be set with reference to the market conditions prevailing; and
 - c) the conversion period shall not be longer than 10 years from the date of the issuance.
- ³ The acquisition of registered shares via the exercise of subscription, option or conversion rights and any subsequent transfer of the registered shares shall be subject to the restrictions of article 5 of the articles of association. The declaration of the acquisition of registered shares based on this article 3a can be made in writing, electronically or by otherwise ascertainable expression of will.

Article 3b Capital Band

- ¹ The company has a capital band between CHF 13'093'445.-- (lower limit) and CHF 14'393'445.-- (upper limit). Within the range of the capital band, the board of directors is

authorized to increase the share capital in any amount once or several times until April 26, 2026 or until an earlier expiry of the capital band. The capital increase can be effected by issuing up to 1'300'000 registered shares with a nominal value of CHF 1.-- each or by increasing the nominal values of the issued registered shares within the scope of the capital band.

- 2 In the event of the issuance of shares, the subscription and the acquisition of the new shares as well as each following transfer of shares are subject to the restrictions set forth in article 5 of these articles of association.
- 3 In the event of an increase of the share capital within the scope of the capital band, the board of directors shall, if required, determine the issue price, the type of contribution (including cash contribution, contribution in kind, offsetting and conversion of reserves or profit carried forward into share capital), the time of issue, the conditions for the exercise of subscription rights and the start of dividend entitlement. The board of directors may issue new shares by means of a firm underwriting by a bank, a syndicate of banks or another third party and a subsequent offer to the existing shareholders or to third parties (provided that the subscription rights of the existing shareholders are excluded or not validly exercised). The board of directors is authorised to permit, restrict or exclude the trading of subscription rights. The board of directors may allow subscription rights which have not been validly exercised to lapse, or it may place them or shares for which subscription rights have been granted but not validly exercised at market conditions or otherwise use them in the interest of the company.
- 4 In the event of an issuance of shares the board of directors shall be authorised to exclude or limit subscription rights of the existing shareholders and to allocate them to third parties, to the company or to one of its group companies:
 - a) if the issue price of the new shares is determined taking into account the market price; or
 - b) for the raising of equity capital in a quick and flexible manner which would not be possible or would only be possible with difficulty or on substantially worse terms without the exclusion of the subscription rights of the existing shareholders; or
 - c) for the acquisition of companies, parts of companies or participations, the acquisition of products, intellectual property or licences by or investment projects of the company or one of its group companies or for the financing or refinancing of such transactions through a share placement; or
 - d) for the purpose of expanding the company's shareholder base in certain financial or investor markets, for the participation of strategic partners including financial investors or in connection with the listing of new shares on domestic or foreign stock exchanges; or

- e) for the participation of employees of the company or of group companies and/or members of the board of directors of the company.
- ⁵ After a change of the nominal value, new shares within the scope of the capital band shall be issued with the same nominal value as the existing registered shares; this shall also apply to the issuance of rights or obligations to acquire new shares based on article 3c of these articles of association.
- ⁶ Within the scope of the capital band the board of directors may carry out a conditional capital increase in accordance with article 3c of these articles of association. To the extent that and as long as rights or obligations to acquire shares are outstanding based on the capital band, the capital band may not be used for other capital increases to the extent of the maximum amount of such shares.
- ⁷ In the event the share capital increases due to a conditional capital increase according to article 3a of these articles of association, the upper and lower limits of the capital band shall increase in accordance with the amount of the increase of the share capital.

Article 3c Conditional share capital based on the capital band

- ¹ The share capital may be increased within the scope of the capital band by the issuance of maximum 1'300'000 registered shares to be fully paid-in with a nominal value of CHF 1.-- each through the exercise or compulsory exercise of conversion, exchange, option, subscription or other rights to subscribe for shares or through purchase obligations in respect of shares granted or imposed on shareholders or third parties alone or in connection with bonds, loans, options, warrants or other financial market instruments or contractual obligations of the company or one of its group companies (hereinafter collectively the Financial Instruments). Shareholders' subscription rights are excluded in the event shares are issued on the basis of Financial Instruments. The holders of the Financial Instruments are entitled to subscribe for the new shares issued upon the exercise of the Financial Instruments. The material terms and conditions of the Financial Instruments shall be determined by the board of directors. The board of directors is authorised to cancel or limit the priority subscription rights of the shareholders in connection with the issuance of Financial Instruments by the company or one of its group companies if (1) there is an important reason pursuant to article 3b paragraph 4 of these articles of association or (2) the bonds or similar debt instruments are issued at reasonable conditions. If the priority subscription right is not granted directly or indirectly by the board of directors, the following shall apply:
 - a) the acquisition price of the shares shall be determined taking into account the market price at the time the Financial Instruments are issued; and
 - b) the Financial Instruments are convertible, exchangeable or exercisable for a period not exceeding 10 years from the date of the respective issuance or transaction.

- 2 The declaration on the acquisition of shares based on this article 3c may be made in writing or electronically or by otherwise ascertainable expression of will. A waiver of a right to acquire shares based on this article 3c may also be made informally or by lapse of time; the same applies to the waiver of the exercise and forfeiture of such a right.
- 3 The direct or indirect acquisition of shares based on this article 3c as well as any subsequent transfer of shares shall be subject to the restrictions of article 5 of these articles of association.
- 4 The granting of rights to subscribe for shares or the imposition of purchase obligations in respect of shares on the basis of this article 3c shall only be permitted as long as article 3b of these articles of association concerning the capital band is in force. The lapse of the capital band shall not affect the validity of any rights to subscribe for shares or obligations to purchase shares granted under this article 3c. If such rights or obligations have been granted or imposed, this article 3c shall not cease to have effect upon the lapse of the capital band.

Article 3d Exclusion of subscription and priority subscription rights

Until April 26, 2026 or an earlier lapse of the capital band, the total number of newly issued shares from (i) the capital band pursuant to article 3b of these articles of association with limitation or cancellation of subscription rights, and (ii) conditional share capital based on the capital band pursuant to article 3c paragraph 1 of these articles of association with limitation or cancellation of subscription or priority subscription rights, and (iii) conditional share capital pursuant to article 3a paragraph 2 of these articles of association with limitation or cancellation of subscription or priority subscription rights, shall not exceed 2'600'000 new shares.

Article 4 Shares

- 1 The company may issue its shares in the form of single certificates, global certificates and uncertificated securities. Under the conditions set forth by statutory law, the company may convert its shares from one form into another form at any time and without the approval of the shareholders. The company shall bear the cost of any such conversion.
- 2 The shareholder has no right to demand a conversion of the form of the shares. At any time each shareholder may, however, request at no cost a written confirmation from the company of the registered shares held by such shareholder, as reflected in the share register.
- 3 Intermediated securities based on shares of the company cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.

Article 5 Share register, exercise of rights, restriction by the articles

- ¹ The company maintains a share register in which the names, addresses and nationality (for legal persons the registered offices) of the owners and beneficiaries are to be registered. Only those registered in the share register shall be recognized as shareholders or beneficiaries vis-à-vis the company.
- ² Acquirers of shares are entered on demand in the share register with voting right if they expressly declare that they have acquired the shares in their own name and for their own account. The board of directors may in a regulation or through agreements with financial institutions authorize registrations on a fiduciary basis.
- ³ The company may, after consulting with the affected shareholder, cancel entries in the share register as of the date the entries were made if such entry was made based on untrue information given by the acquirer. The acquirer shall be informed of the cancellation immediately.
- ⁴ The board of directors sets rules for further details and takes the measures required for the implementation of the foregoing provisions. The board of directors may delegate these tasks.
- ⁵ The provisions of this article 5 apply also to shares which were acquired or subscribed through the exercise of a right of subscription, option or conversion.
- ⁶ The share is indivisible. The company shall recognize only one representative for each share.

III. Organization

A. General meeting

Article 6 Powers

- ¹ The general meeting is the supreme governing body of the company.
- ² The general meeting shall have the following non-transferable powers:
 1. The adoption and the amendment of the articles of association;
 2. The election and dismissal of each member of the board of directors, the chairperson of the board of directors, each member of the compensation committee, and the auditors;
 3. The approval of the annual report and the consolidated financial statements;

4. The approval of the financial statements and the appropriation of retained earnings, in particular the determination of the amount of the dividend;
5. The approval of the maximum aggregate amount of compensation for the board of directors for the prospective period from one ordinary general meeting to the following ordinary general meeting;
6. The approval of the maximum aggregate amount of compensation for the management committee for the following financial year;
7. The discharge of the members of the board of directors and the management committee;
8. The election of the independent proxy;
9. To pass resolutions regarding further issues which are reserved to the general meeting by law or by the articles of association or which are presented to it by the board of directors. The board of directors submits the compensation report to the general meeting for a non-binding advisory vote.

Article 7 Types of general meetings, right to convene, right to have an item added to the agenda

- ¹ The ordinary general meeting shall take place annually within six months after the close of the financial year.
- ² Extraordinary general meetings shall be called as often as necessary, in particular in all cases required by law.
- ³ Shareholders representing at least 5 percent of the share capital may request in writing, indicating the items to be discussed and the corresponding proposals, the calling of a general meeting.
- ⁴ Shareholders representing share capital of at least 0.5 percent may request in writing, indicating the item to be discussed and the corresponding proposals, at least 45 days before the general meeting, that the item is added to the agenda.

Article 8 Convening general meeting

- ¹ General meetings shall be called by the board of directors or, if necessary, by the auditors. The right of convocation is also available to the liquidators and the representatives of the bondholders.
- ² General meetings shall be convened by notice appearing one time in the company's official instrument of publication at least 20 days prior to the day of the general meeting. Registered shareholders may in addition be informed in writing. The convening shall indicate, in addition

to the date, time and place of the meeting, the agenda as well as the proposals of the board of directors and the proposals of the shareholders who have requested the general meeting or that an item is added to the agenda.

- ³ With reservation to the provisions regarding a meeting of all shareholders in accordance with article 701 SCO no resolutions can be passed regarding matters which have not been announced in this manner, except regarding the proposals to convene an extraordinary general meeting or to carry out a special investigation. Discussions not followed by resolutions or proposals regarding items on the agenda do not need to be announced in advance.
- ⁴ The annual report, the compensation report and the corresponding audit reports must be made available to the shareholders at least 20 days prior to the date of the ordinary general meeting.

Article 9 Venue, chair, minutes, vote counting

- ¹ The board of directors decides on the venue of the general meeting.
- ² The board of directors may determine that the general meeting shall be held simultaneously at different venues, provided that the votes of the participants shall be transmitted directly in video and audio to all places of the meeting, and that the shareholders who are not present at the venue of the general meeting may exercise their rights by electronic means.
- ³ Alternatively, the board of directors may provide for the general meeting to be held by electronic means without a meeting venue.
- ⁴ The general meeting shall be chaired by the chairperson of the board of directors or, failing him, by the vice-chairperson or by another member specified by the board of directors.
- ⁵ The chairperson designates the secretary and the vote counters, who need not be shareholders.
- ⁶ The board of directors is responsible for the keeping of the minutes, which are to be signed by the chairperson and by the secretary.
- ⁷ The voting and election results shall be made available electronically within 15 calendar days after the general meeting, stating the exact voting proportions; any shareholder may request that the complete minutes be made available within 30 calendar days after the general meeting.

Article 10 Right to participate, representation

- ¹ The shareholders and beneficiaries who, on the day determined by the board of directors, are registered in the share register as shareholders or beneficiaries with voting rights, have the right to attend and to vote at the general meeting.
- ² A shareholder may be represented at the general meeting by the independent voting rights representative or, based upon a written proxy, by a third party, who does not have to be a shareholder.
- ³ The independent voting rights representative shall be elected by the general meeting for a term of office until closure of the following ordinary general meeting. Re-election is possible. The board of directors shall appoint the independent voting rights representative for the next general meeting, if the company does not have any independent voting rights representative.
- ⁴ The board of directors shall issue procedural provisions relating to the participation and representation at the general meeting.

Article 11 Voting rights, resolutions

- ¹ Each share entitles to one vote.
- ² The general meeting shall pass its resolutions and carry out its elections upon the majority of the share votes represented, to the extent that neither the law nor the articles of association (art. 12) provide otherwise.
- ³ The chairperson establishes all rules of procedure applicable to votes and elections. Votes and elections can be conducted by electronic means.

Article 12 Qualified majority

A resolution of the general meeting which garners at least two thirds of the represented share votes as well as the majority of the represented share nominal values is required for:

1. the change of the purpose of the company;
2. the consolidation of shares, unless the consent of all the shareholders concerned is required;
3. the creation of shares with privileged voting rights;
4. the restriction of the transferability of registered shares;
5. the introduction of conditional capital or the introduction of a capital band;
6. an increase of capital from equity capital, in return for contributions in kind or by offset with a claim and the granting of special privileges;

7. the limitation or withdrawal of subscription rights;
8. the change of the registered offices of the company;
9. the dissolution of the company without liquidation;
10. the change of the articles on transfer restriction (art. 5), conversion of registered shares into bearer shares , and the change of this clause (art. 12 paragraph 1 number 10).
11. the passing of resolutions on further matters which are subject to this qualified majority by law.

B. Board of directors

Article 13 Number of members, term of office

- ¹ The board of directors consists of one or several but of a maximum of 9 members.
- ² The term of office of the members of the board of directors and the chairperson ends upon closure of the following ordinary general meeting. The term of office is subject to prior resignation or removal. Re-election is possible. If the office of the chairperson of the board of directors is vacant, the board of directors shall appoint a new chairperson from among its members for the remaining term of office.

Article 14 Constitution, organization

The board of directors shall organize itself within the limits of the law and of the articles of association. It appoints a secretary who need not be a member of the board of directors and/or shareholder.

Article 15 Duties and powers

- ¹ The board of directors is entrusted with the ultimate direction of the company and the supervision of the management. It shall attend to all matters which are not delegated to or reserved for another governing body of the company pursuant to law, the articles of association or the organizational regulations.
- ² The board of directors has the following non-transferable and irrevocable duties:
 1. the overall management of the company and the issuing of all necessary directives;
 2. the determination of the company's organization;
 3. the organization of the accounting, financial control and financial planning systems;

4. the appointment and dismissal of persons entrusted with managing and representing the company and the granting of the signatory power;
 5. the overall supervision of the persons entrusted with managing the company, in particular with regard to compliance with the law, articles of association, operational regulations and directives;
 6. the compilation of the annual and the compensation report as well as the preparation of the general meeting and the implementation of its resolutions;
 7. to determine the rules governing subsequent contributions with respect to shares that are not fully paid-up;
 8. to pass resolutions on the increase in share capital, to the extent that these fall under the powers of the board of directors and on the confirmation of capital increases and the resulting amendments to the articles of association;
 9. the duties and powers of the board of directors which are non-transferable and irrevocable under the Swiss merger act;
 10. the filing of an application for a debt restructuring moratorium and notifying the court in the event of overindebtedness;
 11. other duties and powers reserved to the board of directors by law or by these articles of association.
- ³ The board of directors has the following additional powers in relation to compensation:
1. The board of directors may submit for approval by the general meeting proposals in relation to maximum aggregate amounts of compensation relating to different periods, in relation to amounts for specific compensation elements for the same or different periods, and in relation to contingent amounts.
 2. In the event a proposal of the board of directors has not been approved, the board of directors shall determine, taking into account all relevant factors, the respective maximum aggregate amount of compensation or partial maximum amounts for specific compensation elements, and submit the amount(s) so determined for approval by a general meeting.
 3. The company or companies under its control may pay out compensation prior to approval by the general meeting subject to subsequent approval.

Article 16 Delegation of duties and powers

- ¹ The board of directors may entrust the preparation and implementation of its resolutions or the supervision of certain matters to committees or individual members of the board of directors. The board of directors takes care that its members are properly informed.
- ² Subject to article 15 paragraph 2, the board of directors may entrust the management of the company in whole or in part, based on organizational regulations, to one or several persons, members of the board of directors or third parties who need not be shareholders of the company.

Article 17 Signatory power

The board of directors determines the persons, within or outside its body, who are entitled to bind the company with their signatures. It further determines how the signature is to be used.

Article 18 Compensation

- ¹ The members of the board of directors are entitled to reimbursement of expenses incurred by them in the interest of the company and, subject to approval by the general meeting, to remuneration corresponding to their activities. The company or companies under its control may enter into contracts with members of the board of directors relating to compensation for a fixed term or for an indefinite term. Duration and termination of such contracts shall comply with the term of office and the law.
- ² In addition to a fixed compensation, members of the board of directors may be paid a variable compensation, depending on the achievement of certain performance criteria.
- ³ The performance criteria may include individual targets, targets of the company or parts thereof and targets in relation to the market, other companies or comparable benchmarks, taking into account function and level of responsibility. The board of directors and/or the compensation committee determines the relative weight of the performance criteria and the respective target values.
- ⁴ Compensation may be paid or granted in the form of cash, shares, and similar financial instruments and/or units, in kind or in the form of other benefits. The board of directors and/or the compensation committee determines forfeiture, vesting and exercise conditions; it may provide for acceleration or removal of vesting and exercise conditions, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. In this determination, the board of directors and the compensation committee take into account the interests of the company. The company may procure the required shares through purchases on the market or a conditional increase of its share capital. Compensation may be paid by the company or companies under its control.

C. Compensation committee

Article 19 Number of members, term of office

- 1 The compensation committee shall consist of up to three non-executive members of the board of directors.
- 2 The term of office of the members of the compensation committee ends upon closure of the following ordinary general meeting. The term of office is subject to prior resignation or removal. Any member may be re-elected. If there are vacancies on the compensation committee, the board of directors may appoint the missing members from among its members for the remaining term of office.

Article 20 Duties and Powers

- 1 The compensation committee shall support the board of directors in developing, establishing and reviewing the company's compensation strategy and guidelines as well as performance criteria and targets.
- 2 The compensation committee shall support the board of directors in preparing the proposals regarding compensation of the members of the board of directors and the management committee. The board of directors shall issue a respective regulation. The compensation committee may make proposals and recommendations to the board of directors regarding the compensation of the members of the board of directors and the management committee or any Basilea employee. The compensation committee shall support the board of directors in drafting the compensation report. The compensation committee may submit proposals and recommendations to the board of directors for other compensation-related issues. In line with its delegation powers the board of directors may delegate further tasks to the compensation committee.

Article 21 Compensation

- 1 The members of the compensation committee are entitled to reimbursement of expenses incurred by them in the interest of the company. Subject to approval by the general meeting, the members of the compensation committee are entitled to remuneration corresponding to their activities.
- 2 Article 18 of the articles of association shall apply mutatis mutandis.

D. Auditor

Article 22 Election, tasks

- 1 The general meeting elects the auditor for the term of one year.
- 2 The auditor has the tasks and competences pursuant to the law.

IV. Accounts and appropriation of profits

Article 23 Financial year and annual report

- ¹ The financial year of the company is determined by the board of directors.
- ² For every financial year the board of directors shall prepare an annual report consisting of annual financial statements (composed of the statement of operations, the balance sheet and the notes), of the consolidated financial statements of the group and the management report (if required by law). The board of directors determines the currency of the consolidated financial statements of the group.

Article 24 Appropriation of profits

The general meeting decides on the appropriation of the retained earnings in conformity with the applicable legal provisions.

V. Management committee

Article 25 Appointment and compensation

- ¹ In accordance with article 16 paragraph 2, the board of directors may entrust the management of the company to natural persons who need not be shareholders of the company.
- ² The company may enter into indefinite or fix-term employment contracts with members of the management committee. The indefinite employment contracts may be subject to a maximum notice period of up to 12 months. The fix-term employment contracts are limited to 12 months. Renewal is permissible.
- ³ If the maximum aggregate amount of compensation already approved by the general meeting is not sufficient to also cover compensation of a member who becomes a member of the executive management after the general meeting has approved the compensation, the company or companies under its control shall be authorized to grant and pay to each such member a supplementary amount during the compensation period(s) already approved. The supplementary amount per compensation period per each such member shall not exceed 40% of the aggregate amounts of fixed and variable compensation last approved by the general meeting.
- ⁴ In addition to a fixed compensation, members of the management committee may be paid a variable compensation, depending on the achievement of certain performance criteria.
- ⁵ The performance criteria may include individual targets, targets of the company or parts thereof and targets in relation to the market, other companies or comparable benchmarks,

taking into account function and level of responsibility. The board of directors and/or the compensation committee determines the relative weight of the performance criteria and the respective target values.

- ⁶ Compensation may be paid or granted in the form of cash, shares, options and similar financial instruments and/or units, in kind or in the form of other benefits. The board of directors and/or the compensation committee determines forfeiture, vesting and exercise conditions; it may provide for acceleration or removal of vesting and exercise conditions, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. In this determination, the board of directors and/or the compensation committee takes into account the interests of the company, including its ability to recruit talent and retain employees. The company may procure the required shares through purchases on the market or a conditional increase of its share capital. Compensation may be paid by the company or companies under its control.

VI. Mandates outside the group

Article 26 Permissible mandates

- ¹ No member of the board of directors may hold more than twelve additional mandates and whereof not more than four mandates in listed companies.
- ² No member of the management committee may hold more than five additional mandates and whereof not more than one mandate in listed companies.
- ³ The following mandates are not subject to these limitations:
- a) mandates in companies which are controlled by the company or which control the company;
 - b) mandates which a member of the board of directors or of the executive management holds by order and on behalf of the company or companies under its control. No member of the board of directors shall hold more than ten such mandates; and
 - c) mandates in associations, charitable organizations, foundations, and employee welfare foundations. No member of the board of directors or of the management committee shall hold more than ten such mandates.
- ⁴ Mandates shall mean mandates for comparable positions in other companies with commercial purpose. Mandates in different legal entities which are under joint control are deemed one mandate.

VII. End of the company

Article 27 Dissolution and liquidation

The dissolution and liquidation of the company is carried out in accordance with the applicable laws.

VIII. Notices and jurisdiction

Article 28 Notices, announcements

- ¹ The company's official instrument of publication is the Swiss Official Gazette of Commerce. To the extent that the law or the articles of association do not require a written personal notice, all announcements prescribed by law and other notices from the company to the shareholders are validly made through publication in the Swiss Official Gazette of Commerce.
- ² The board of directors may designate other official instruments of publication media in individual cases.
- ³ Notices of the company to the shareholders may, at the option of the board of directors, be validly given by publication in the Swiss Official Gazette of Commerce or by delivery in a form, which allows evidence by text, to the contact details as last registered in the share register of the shareholders or their proxy for the service of notices.

Article 29 Jurisdiction and applicable law

- ¹ All disputes on matters concerning the company between individual shareholders and the company or bodies of the company and between the company and its bodies and between the bodies among themselves will be submitted to the ordinary courts at the registered offices of the company, subject to appeal to the Swiss federal tribunal.
- ² Notwithstanding the jurisdiction clause of paragraph 1 above, the company may sue its bodies and shareholders at their ordinary place of jurisdiction.
- ³ Such disputes are subject to Swiss law.