

Terms of Reference of the  
Compensation and Nomination  
Committee  
of  
DocMorris AG, Frauenfeld

(Appendix to the Organisational Regulations)

## 1. Objectives and Purpose of the Compensation and Nomination Committee (CNC)

<sup>1</sup>The Compensation and Nomination Committee (CNC) shall support the Board of Directors in establishing and reviewing the compensation policy and guidelines, and in preparing the proposals to the General Meeting of Shareholders on the compensation of the Board of Directors and Executive Board. It shall submit proposals to the Board of Directors on other fundamental compensation issues and shall assist it in matters relating to the nomination and promotion of members of the first and second management levels.

<sup>2</sup>The role of the CNC shall be exclusively advisory and shall include the preparation of resolutions. The decision-making authority of the full Board of Directors shall remain unaffected. The CNC shall not appoint any subcommittees.

## 2. Composition and Meetings

<sup>1</sup>The CNC shall comprise three members of the Board of Directors. All members of the CNC shall be elected by the General Meeting of Shareholders for a term of one year until the end of the next Annual General Meeting of Shareholders. They shall be eligible for re-election. If there are any vacancies on the CNC, the Board of Directors may appoint substitute members from among its members for a term of office extending until the end of the next Annual General Meeting of Shareholders. The CNC shall constitute itself.

<sup>2</sup>The CNC shall meet at least twice a year and at such other times as required and may be requested by any member of the CNC.

<sup>3</sup>Upon invitation by the Chairman of the CNC, the CEO and/or the CFO may attend the meetings of the CNC without the right to vote.

## 3. Responsibilities and Duties

On behalf and for the attention of the Board of Directors, the CNC shall address the following issues (in relation to the Group) and prepare corresponding resolutions:

- a) organization of the Group's basic structure;
- b) compensation policy;
- c) compensation regulations, as well as bonus, performance-related pay and employee share schemes;
- d) pension plan benefits and other benefit plans;
- e) compensation of the members of the Board of Directors and Executive Board (within the framework set by statutory legal provisions and the Articles of Association and subject to approval by the General Meeting of Shareholders), including the corresponding proposals to the General Meeting of Shareholders;
- f) compensation report;
- g) nominations to the Board of Directors;
- h) nominations to the Executive Board, including compensation proposals, and the dismissal of members of the Executive Board;

- i) review of agreements and employment contracts with the Chairman of the Board of Directors, the CEO, and the other members of the Executive Board for their compliance with statutory legal provisions, the Articles of Association and resolutions of the General Meeting of Shareholders;
- j) succession and emergency planning at Executive Board level;
- k) reporting to the Board of Directors after each CNC meeting;
- l) regular review and revision of these Terms of Reference (subject to the Board of Directors' approval of any amendments).

These Terms of Reference were approved by the Board of Directors on 1 December 2023 and shall enter into force with immediate effect. This version replaces all prior versions.