

PERFECT H O L D I N G

MEETING OF THE BOARD OF DIRECTORS – PERFECT HOLDING SA

(held by conference call)

31.05.2022, 14:00

MINUTES

Participants: Anouck Ansermoz, chairperson (secretary)
Stephen Grey, member

The Chairperson opened the BoD meeting at 14:00.

1. MINUTES OF THE MEETING OF 31.03.2022

These minutes were approved.

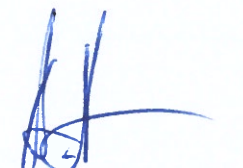
2. APPROVAL OF NEW BOARD REGULATIONS

In relation with the transaction taking place with Kinarus AG, the Board of Directors of Perfect Holding SA has decided to update the company's organisational regulations. The Board of Directors accordingly approves the attached updated Organisational Regulations, which have been prepared with the assistance and input of the future members of the Board of Directors and their advisers.

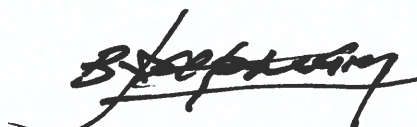
The Board of Directors is aware of the fact that the attached Organisational Regulations are structured for a larger corporate structure in terms of composition of the Board of Directors (and of its various committees) and the executive management than the current set-up of the Company, but considers that such Organisational Regulations will be well suited for the Company upon fulfilment of the RTO transaction and that it is therefore appropriate to adopt these Organisational Regulations and to describe them in the prospectus prior to the completion of the RTO.

No other points were added to the agenda. The Board meeting ended at 14:15.

Lausanne, May 31, 2022



Anouck Ansermoz



Stephen Grey

ORGANISATIONAL REGULATIONS

of

Perfect Holding SA

with registered offices in Lausanne, VD
(the "**Company**")

1. BASIS

These organisational regulations (the "**Organisational Regulations**") are enacted by the Board of Directors pursuant to Article 716b of the Swiss Code of Obligations ("**CO**") and Article 21 of the articles of incorporation (the "**Articles**") of the Company. They govern the organisation of the management and the duties and powers of the following executive bodies of the Company:

- the Board of Directors (the "**Board**");
- the Chairperson of the Board of Directors (the "**Chairperson**");
- the committees of the Board (the "**Committees**");
- the compensation committee (the "**Compensation Committee**");
- the nomination committee (the "**Nomination Committee**");
- the audit committee (the "**Audit Committee**");
- the chief executive officer (the "**CEO**"); and
- the executive committee of the Company (the "**Executive Committee**").

2. THE BOARD OF DIRECTORS

2.1 In General

The Board is the executive body of the Company and shall consist of two or more members.

2.2 Chairperson

The Chairperson is elected by the general meeting of the shareholders (the "**General Meeting**") for a term of office until completion of the next ordinary General Meeting.

2.3 Constitution, Secretary and Signatory Power

Except for the election of the Chairperson, the Board constitutes itself in accordance with applicable law and the Articles. The Board may appoint a Vice-Chairperson from amongst its members.

The term of office shall be one year until completion of the next ordinary General Meeting. Re-election shall be admissible without restriction.

The Board appoints a secretary, who does not need to be a member of the Board (the "**Secretary**").

The Board determines and grants the signatory powers to the Chairperson and the members of the Board. Generally, the power to sign is granted to two persons jointly.

2.4 Power and Duties

The Board has the power to adopt resolutions on all matters, which are not reserved to the General Meeting or attributed to any other body of the Company.

The Board may delegate the management and the representation of the Company fully or in part to individual members, committees or any third-parties, unless otherwise provided by mandatory law or the present Organisational Regulations.

The Board has the following non-transferable and inalienable duties:

- (a) The ultimate direction of the Company and the giving of the necessary directives;
- (b) the establishment of the Company's organisation and in particular the enactment and amendment of these Organisational Regulations;
- (c) the structuring of the Company's accounting system, the financial controls and the financial planning;
- (d) the appointment and removal of the persons entrusted with the management and the representation of the Company, as well as the determination of their signatory power;
- (e) the ultimate supervision of the persons entrusted with the management of the Company, in particular, in view of their compliance with the law, the Articles, regulations and directives;
- (f) the preparation of the annual report and the compensation report as well as the preparation of the General Meeting and the implementing of its resolutions;
- (g) the notification of the judge in the case of over-indebtedness;
- (h) the preparation of the reports of capital increase and the adoption of resolutions on the execution of capital increases as well as on the amendment of the articles of incorporation related thereto (Art. 652g and 653g CO);
- (i) the examination of the professional abilities of the specially qualified auditors where their appointment is provided for by law;
- (j) the adoption of resolutions on the subsequent payment of capital with respect to non-fully paid-in registered shares;
- (k) the approval of major transactions such as:
 - (i) the purchase and sale of participations and businesses;
 - (ii) the incorporation and liquidation of subsidiaries and the opening and closing of branch offices;
 - (iii) the purchase and sale of real estate;
 - (iv) the start and settlement of legal proceedings;
 - (v) any transactions with the Company's own shares;
 - (vi) the raising of bank credits and the granting of unsecured loans and guarantees in the amount exceeding CHF 100,000;
 - (vii) any non-recurring investment exceeding the amount of CHF 200,000 and any recurring investment exceeding the amount of CHF 100,000 per year.

2.5 Delegation of other Duties and Competences

The Board herewith delegates all other duties, particularly the preparation and the implementation of its resolutions as well as the supervision of certain business transactions in the sense of Article 716a paragraph 2 CO and the management of the Company in the sense of Article 716b CO to the CEO.

2.6 Meetings

A meeting of the Board shall be called for, as often as business matters require or upon the request of any of its members, but at least four times per year.

The request of a member of the Board should be addressed to the Chairperson by indicating the items to be submitted to the Board.

The meetings of the Board shall be called by the Chairperson or, if he/she is prevented from doing so, by the Vice-Chairperson or, if he/she is also prevented from doing so, by any other member of the Board.

The invitation must be made in writing by fax, by e-mail or by oral communication at least ten days prior to the meeting addressing all the members of the Board indicating the items to be discussed. In urgent cases, the deadline of ten days may be disregarded.

The meetings of the Board may be held in Switzerland and abroad.

The meetings shall be chaired by the Chairperson or, if he/she is prevented from doing so, by the Vice-Chairperson or, if he/she is also prevented from doing so, by another member of the Board appointed by the Board.

The person chairing the meeting shall decide whether and which other persons not being Board Members may participate in the consultation of the Board.

2.7 Quorum, Adaption of Resolutions

The Board constitutes a quorum if the majority of its members participate in the consultation and in the vote respectively in the elections. No quorum is required for the certification of increases of capital and the respective amendments of the articles of incorporation (Art. 652g and 653g CO).

The members of the Board may participate in the meeting by way of telephone or electronic media (e.g. videoconference).

Resolutions are passed and elections are executed by simple majority of the votes cast, the person chairing the meeting having a casting vote.

Generally, votes are cast openly. Votes are cast secretly, if a majority of the members present agrees upon such motion.

Resolutions may be adopted by way of circular letter unless a member requires, immediately upon receipt of the request, that an item be discussed and a resolution thereon be taken at a meeting of the Board.

2.8 Minutes

The negotiations and the resolutions of the Board shall be kept in the minutes, which shall be signed by the person chairing the meeting and the Secretary.

Resolutions adopted by way of circular letter shall be included in the next minutes.

2.9 Information and Inspection

Each member of the Board is entitled to request information on all matters of the Company, including the general course of business and on specific business transactions.

In the meetings of the Board all members of the Board as well as the persons entrusted with the management are obliged to provide information.

Outside of the meetings of the Board, each member of the Board may request information from the persons entrusted with the management on the general course of business and, upon approval of the Chairperson, also on specific business transactions.

As far as required to accomplish a task, each member of the Board can apply for presentation of books and documents at the Chairperson. In case the Chairperson rejects a request for disclosure, hearing or inspection, the Board shall decide.

Regulations or resolutions of the Board increasing the right to disclosure and inspection remain reserved.

2.10 Reporting Obligation

The members of the Board are obliged to report on important matters or exceptional events relating to the Company. Such information is usually provided during the meetings of the Board or, in exceptional cases, immediately or directly to the Chairperson.

2.11 Remuneration

The compensation of the members of the Board may include fixed and variable compensation elements.

The Board, on the proposal of the Compensation Committee, determines the fixed and variable compensation elements, their components and the (performance) criteria for the variable compensation individually, all in accordance with applicable law and the Articles.

The remuneration of the members of the Board needs to be approved by the General Meeting in accordance with the Articles.

Further, the Company will reimburse the members of the Board for expenses incurred in connection with attendance at meetings of the Board.

3. THE CHAIRPERSON

The Chairperson has the following powers and duties:

- a) Preparation, organisation and convening of the General Meeting and the meetings of the Board; and
- b) presiding over the General Meeting and the meetings of the Board; and

- c) issuing, updating and signing the share register, the register on uncertificated securities as well as the register of ultimate beneficial owners reported to the Company (Article 697I CO).

Should the Chairperson be unable to exercise his functions, these may be performed by the Vice-Chairperson, or if the latter is also prevented from doing so, another member of the Board appointed by the Board.

The Chairperson shall receive information on an ongoing basis from the persons entrusted with the management on the course of business, all important items and organizational changes.

4. COMMITTEES

4.1 In General

The Board may appoint committees, which shall advise the Board in specific matters. Each committee shall consist of a minimum of two (2) members of the Board.

4.2 The Compensation Committee

4.2.1 Function

The Compensation Committee shall assist the Board in establishing the compensation policy and the compensation of the members of the Board, the CEO and the Executive Committee. In discharging its responsibilities, the Compensation Committee has unrestricted access to the Company's CEO, Executive Committee, employees, books and records, and may consult with outside advisors.

4.2.2 Constitution of the Compensation Committee

The Compensation Committee shall consist of two or more non-executive members of the Board, who are appointed by the General Meeting.

The members of the Compensation Committee, including the chairperson, shall be independent. Besides, the Compensation Committee enacts its own charter.

4.2.3 Information of the Board

The chairperson of the Compensation Committee informs the members of the Board on a regular basis and immediately reports extraordinary events and incidents.

4.3 The Audit Committee

4.3.1 Function

The Audit Committee shall monitor (i) the integrity of the financial statements, (ii) the independent audit in compliance with applicable legal and regulatory requirements, (iii) the accounting and financial reporting processes, and (iv) the internal control, risk and compliance management processes of the Company.

4.3.2 Constitution of the Audit Committee

The Audit Committee shall consist of three or more non-executive members of the Board, who are appointed by the Board. The Audit Committee constitutes itself. The members of the Audit

Committee, including the chairperson, shall be independent. Besides, the Compensation Committee enacts its own charter.

4.3.3 Information for the Board

The chairperson of the Audit Committee informs the members of the Board on a regular basis and immediately reports extraordinary events and incidents.

4.4 The Nomination Committee

4.4.1 Function

The Nomination Committee shall assist the Board in the identification of suitable candidates for the Board and the Executive Committee. It shall ensure best possible leadership and management for the Company and make recommendations to the Board on Board and committee compositions, including the Board and committee chairpersons and the size of the Board.

4.4.2 Constitution of the Nomination Committee

The Nomination Committee shall consist of two or more non-executive members of the Board. The Nomination Committee constitutes itself. The members of the Compensation Committee, including the chairperson, shall be independent. Besides, the Nomination Committee enacts its own charter.

4.4.3 Information for the Board

The chairperson of the Nomination Committee informs the members of the Board on a regular basis and reports extraordinary incidents immediately.

5. THE CEO

5.1 Function

The CEO has all powers and duties for the management of the Company that are not explicitly reserved to the Board by these Organisational Regulations.

In particular, the CEO is responsible for implementation of the decisions of the Board and any committees. It prepares the business plan, approves material contracts and allocates financial, personnel and other resources within the Company.

The CEO chairs and leads the Executive Committee.

The CEO also assists the Chairperson in the preparation of the meetings of the Board.

5.2 Appointment

The CEO is appointed and dismissed by the Board, based on the proposals of the Nomination Committee. The CEO can be a member of the Board or not.

The employment terms of the CEO are determined by the Board upon proposal of the Nomination Committee.

5.3 Signatory Power

The CEO is granted joint signatory power.

5.4 Reporting

The CEO shall regularly inform the Board on the current course of business and all major business matters of the Company. Extraordinary matters shall be reported to the members of the Board without delay by any suitable means of communication.

6. THE EXECUTIVE COMMITTEE

6.1 Appointment

The Executive Committee consists of the CEO, the CFO, the Chief Operating Officer and Head of Research, the Chief Medical Officer and the Chief Clinical Development Officer.

The members of the Executive Committee are appointed by the Board after evaluation of the Nomination Committee.

6.2 Duties

Under the direction of the CEO and the supervision of the Board, the Executive Committee has all duties and powers, which are not incumbent upon the Board.

The CEO is responsible for the organization and mode of operation of the Executive Committee. Accordingly, duties and responsibilities within the Executive Committee are determined by the CEO. Within the scope of these Organizational Rules, the members of the Executive Committee (other than the CEO) take over individual tasks and are individually responsible to the CEO for the performance of the tasks allocated to them.

6.3 Signatory Power

The members of the Executive Committee are granted signatory power with another person jointly.

7. GENERAL PROVISIONS

7.1 Duty of Care and Loyalty

The members of the Board, the CEO and the members of the Executive Committee must perform their duties with all due diligence, and safeguard and further the interests of the Company and its shareholders.

7.2 Confidentiality

Each member of the Board and the Executive Committee as well as the CEO must, at all times, keep strictly confidential all information relating to the Company of which he/she has learned during the exercise of his/her duties, except information that is already in the public domain. This obligation continues after the expiration of the term of office or the resignation of the respective person. Business documents of the Company must be returned at the latest on expiry of their term of office, their resignation or end of employment.

7.3 Business Conduct and Conflicts of Interest

Each member of the Board and the Executive Committee as well as the CEO must act in full compliance with all applicable laws, rules and regulations and may not commit illegal or unethical acts.

Each member of the Board and the Executive Committee as well as the CEO should arrange his/her personal and business affairs in order to avoid, as far as possible, conflicts of interest with the Company. No member of the Board or the Executive Committee shall participate in the deliberations and resolutions on matters which affect, or reasonably might affect their interests or the interests of a person close to them.

Each member of the Board or the Executive Committee must inform the Chairperson (or in case of the Chairperson being conflicted, the Vice Chairperson) without delay if a conflict of interest arises. The Chairperson, or Vice Chairperson, may request a decision by the Board. If so, the Board decides without participation of the person concerned, whether to exclude such a member from the deliberation and/or decision to be taken.

7.4 Participation of Non-Member

Persons who are not members of the Board, the committees of the Board or the Executive Committee may participate in meetings of such bodies if their expertise is required and if they have been invited by the Chairperson of the respective body. Such persons shall not vote in any resolutions.

8. FINAL PROVISIONS

These Organisational Regulations shall become effective as of 2 June 2022 and replace all former regulations governing the subject matter, if any.

The corporate bodies entrusted with the management of the Company shall promulgate such regulations as are necessary for the implementation of these Organisational Regulations subject to prior approval by the Board.

Lausanne, 31 May 2022

The Chairperson of the Board:


Anouck Ansermoz

The Secretary:


Stephen Grey