

**CHARTER OF THE  
RESEARCH AND DEVELOPMENT COMMITTEE  
OF  
MOLECULAR PARTNERS AG**

**Date: February 5, 2019**

## 1. Purpose

The purpose of this document is to stipulate the mission, composition and duties of the research and development committee (the **Research and Development Committee**) of Molecular Partners AG (the **Company**) according to the Company's articles of association (the **Articles of Association**), the Company's organizational rules (the **Organizational Rules**), and this charter of the Research and Development Committee (the **Charter**). As per Article 14.2 of the Organizational Rules, the board of directors (the **Board of Directors**) shall appoint the members of the Research and Development Committee (the **Members**).

This Charter takes into account the Swiss Code of Best Practice for Corporate Governance and incorporates further activities as deemed necessary and advisable by the Board of Directors of the Company.

The chairman of the Research and Development Committee (the **Committee Chairman**) is responsible for (i) further developing this Charter and (ii) proposing any changes of the Charter to the Board of Directors.

## 2. Organization

The Research and Development Committee shall consist of not less than two (2) members of the Board of Directors to be appointed by the Board of Directors. All Members shall be non-executive. All Members may be re-elected.

The Members, including the Committee Chairman, are elected by the Board of Directors for a term of office extending until completion of the next ordinary general meeting of shareholders. The Board of Directors may remove and replace individual Members at any time. A majority of the Members should have a scientific background.

The Research and Development Committee shall appoint a secretary (the **Secretary**), who need not be a Member. The Secretary shall participate in the deliberations and discussions of the Research and Development Committee, but shall not vote, unless he is a Member. The Research and Development Committee may appoint a vice-chairman of the Research and Development Committee (the **Committee Vice-Chairman**).

## 3. Meetings

The Research and Development Committee shall meet as often as necessary, but in any event at least two (2) times a year.

The Committee Chairman or, should he or she be unable to do so, the Committee Vice-Chairman or any other Member shall convene the meetings of the Research and Development Committee. Meetings may also be held by telephone or video conference, so that all persons attending such meeting can hear and be heard by all other attending the meeting.

Notice of meetings shall be given at least ten (10) days prior to the meeting. In urgent cases a meeting may be held on shorter notice. Any Member who is unable to attend a meeting in person shall have the right to attend the meeting by means of telephone or video conference, so that all persons attending such meeting can hear and be heard by all other attending the meeting. Without a meeting, the Research and Development Committee may take any resolution it would be permitted to take at a meeting by written consent signed by each Member unless a Member requests oral deliberation.

Any Member may request that a meeting be called by submitting a respective demand to the Committee Chairman and indicating the grounds for such a request and the agenda of the meeting. In such event the Committee Chairman shall convene the meeting within ten (10) days after receipt of the respective demand.

The chief scientific officer (the **CSO**), the chief medical officer (the **CMO**), the chief executive officer (the **CEO**) and other employees of the Company may attend the meetings of the Research and Development Committee upon direction of the Committee Chairman or as required by the Research and Development Committee, except for portions, when their presence would be inappropriate.

To the extent possible, the Committee Chairman or, upon his request the CSO, shall submit the agenda and all supporting documentation at the latest one (1) week before any meeting of the Research and Development Committee (in the format and in accordance with the guidelines set forth by the Research and Development Committee from time to time). The Committee Chairman may request to send out meeting documentations at shorter notice.

#### **4. Powers and Duties**

The Research and Development Committee has the following powers and duties:

- Provide strategic advice and bring recommendations to Management and the Board of Directors regarding current and planned research and development programs;

- Provide strategic advice to the Board of Directors regarding emerging science and technology issues and trends;
- Provide to the Board of Directors a review of the effectiveness and competitiveness of the research and development function.

## **5. Powers**

The Research and Development Committee is empowered by the Board of Directors to collect any information and assistance from within the Company that is needed to perform the specific tasks and duties imposed upon it by this Charter.

The Research and Development Committee is authorized by the Board of Directors to obtain subject-specific professional consultancy services from third parties.

## **6. Resolutions, Minutes and Reporting**

The adoption of the resolutions requires a simple majority of votes cast. Each Member shall have one (1) vote. The Committee Chairman shall have no casting vote.

Minutes shall be kept of the deliberations and resolutions of the Research and Development Committee. The minutes shall be distributed to all Members of the Research and Development Committee as well as to all members of the Board of Directors (including by email).

The Committee Chairman reports and updates the Board of Directors at the next board meeting on the Research and Development Committee's activities, decisions taken and considerations which led to such decisions. Important findings arising from the Research and Development Committee's activities, which are urgent and should be known by the chairman of the Board of Directors, must be reported immediately by the Committee Chairman to the chairman of the Board of Directors. Upon request of the chairman of the Board of Directors, the Committee Chairman shall report on any other issue.

## **7. Compensation**

Each Member shall receive such fees, as determined by the Board of Directors, subject to the approval of the shareholders' meeting of the Company.

**8. Amendments**

This Charter can be modified or amended any time by a resolution of the Board of Directors.

**9. Entry into Force**

This Charter shall enter into force as of February 5, 2019.