

## Terms of Reference - Nomination & ESG Committee (NC)

### 1. Membership / Organization

The Board of Directors appoints the NC members from amongst its members for a period of one year. The NC shall comprise at least three members, the majority of whom should be independent and non-executive. The Board shall appoint the Chair of the NC. The Board may remove and replace individual members at any time. The quorum shall be 2 members. The Company Secretary shall act as Secretary of the NC.

### 2. Meetings / Minutes

The NC meets as often as necessary, but at least three times a year. The Chair shall review the agenda in advance of each meeting. Meetings may be held by call, video-conference or circular resolution. The NC may request members of the Executive Committee or any other person to attend a NC meeting. The minutes shall be distributed to the NC members and are available for inspection by all Board members.

### 3. Duties

The NC has the following duties:

- To annually review the structure, size and composition of the Board of Directors with a view to establish a Board of Directors that can provide effective governance and perform all Board of Directors duties taking into account expertise, experience and skills needed and work towards achieving a balance in terms of diversity including gender and origin, and make recommendations to the Board of Directors with regard to any changes.
- To review and propose to the Board of Directors candidates for membership on the Board of Directors to be recommended for election by the Annual General Meeting.
- To timely assess whether or not Board members are standing for re-election and shall be proposed for re-election.
- To give full consideration to succession planning for both members of the Board of Directors and Executive Committee.
- To consider the strategy and targets for the sustainability, climate and CSR strategy ("ESG matters") set by the CEO, to monitor progress and achievements, to oversee ESG and climate reporting, to stay abreast of trends in ESG matters and to report accordingly to the Board of Directors.
- To perform such other functions as assigned by the Board of Directors.

### 4. Reporting

The Chair of the NC shall report NC activities to the Board of Directors on its proceedings when and with such recommendations as deemed appropriate or required.

### 5. Performance evaluation

The NC shall annually review those terms of reference with special focus on compliance with Swiss and international best practice and recommend any proposed changes to the Board of Directors for approval.