

Statutes of the Swiss HLG

1. Name / Domicile

The Swiss Healthcare Licensing Group ("Swiss HLG") is an association according to the Art. 60 ff. of the Swiss Civil Code. It has its domicile at c/o Grether MacGeorge GmbH, Austrasse 95, 4051 Basel, Switzerland.

2. Purpose

The Swiss HLG is an informal association of individuals active in the field of business development, deal-making and licensing in the healthcare and life sciences industry.

The objectives of the association are:

- to allow members to meet business development, deal-making and licensing colleagues from other companies (in one place, at the same time),
- to exchange ideas and experience,
- to define and assist in implementing good partnering practices,
- to provide members with an environment that facilitates the deal-making process,
- to increase members' knowledge, expertise and skills in this area.

The Swiss HLG plans to hold meetings for its members at least twice a year – *e.g.*, in the form of a conference and/or networking events. Moreover, webinars and/or other forms of educational and knowledge exchange may be organized. A website and an electronic newsletter will keep members up to date on the Swiss HLG's activities.

The Swiss HLG is a non-profit and apolitical association.

3. Membership

Membership of the Swiss HLG is open to individuals (*e.g.*, business development and licensing executives, advisors and other professionals) active in the healthcare and life sciences industry in- and outside of Switzerland.

To become a member, the applicant should send a formal request to the board of the Swiss HLG ("Board"). The applicant becomes a member after a formal decision of the Board. The Board reserves the right to refuse a new membership or a renewal of the same in its sole discretion.

The membership can be cancelled at any time by written notification (whereby via e-mail suffices) to the Swiss HLG. The annual membership fee paid is not reimbursed. Moreover, a membership ends automatically if the annual membership fee is not paid at the latest within ninety (90) days of receipt of the corresponding invoice.

4. Organization

4.1. General Assembly

The General Assembly is composed of all voting members, who are present at a given General Assembly. Non-voting members are free to also attend. The General Assembly is invited by the Board or upon demand of at least one fifth of the voting members.

Convocation has to occur by means of written invitation (whereby via e-mail shall satisfy such requirement) mentioning all agenda items, time and place at least two (2) weeks prior to the meeting.

The General Assembly shall be an in-person meeting. However, if circumstances so demand, a General Assembly may be held in virtual (e.g., via video or telephone conference) or in hybrid (*i.e.*, in-person attendance as well as virtual participants) form.

The General Assembly elects or recalls the members of the Board and decides on all affairs not expressly in the competence of the Board. Decisions are taken by simple majority vote of the members attending the General Assembly. Each individual member (including the Board members) has one vote. However, if more than two members of the same company are attending a General Assembly meeting, voting is limited to two votes for such given company. The other attending members of such given company shall be deemed non-voting members for such General Assembly meeting. The ordinary General Assembly takes place in the first half of every financial year.

Where an extraordinary General Assembly is required due to unexpected or urgent circumstances, the afore stated shall apply accordingly.

4.2. Board

All affairs of the Swiss HLG shall be run by the Board, the members of which shall be elected by the voting members of the Swiss HLG present at the General Assembly. The Board has seven (7) members. However, the Board may consist of more than seven (7) members. The members are elected for one (1) year. Board members shall be eligible for re-election. Such re-election shall be made by the General Assembly.

Board members must have either their personal domicile or their place of work in Switzerland. Should a Board member during his/her term no longer have his/her personal domicile or place of work in Switzerland, change his/her job outside of the healthcare/life sciences industry, or step down, the General Assembly will, if so requested by the Board or if the number of Board members would otherwise drop below seven (7), have to replace the position during the forthcoming General Assembly meeting. The full Board has the right to co-opt members to the Board between General Assembly meetings. Such co-opted members will stand for formal election at the next General Assembly meeting.

4.3. Board Organization, Roles and Responsibilities

The operational affairs of the Swiss HLG shall be run by the Board. The full Board shall allocate and distribute the roles (and delegate the responsibilities inherent therein) amongst its members in a manner addressing the needs of the Swiss HLG. The Board confirms such allocation and distribution by yearly formal election of a given Board member to a role, records such election in its minutes and informs its members at the

annual ordinary General Assembly as well as by means of the Swiss HLG's website. Whilst roles may change depending on the needs of the Swiss HLG, the Board must at all times at least have an elected President, Vice-President, Treasurer, and Secretary. If a Board member decides to step down from his/her role or to resign as a Board member, another Board member shall be elected by the full Board for the so vacated role. In case that the President steps down before the end of his/her term, the Vice-President will act in the interim as President until the Board has elected a new President. Each Board member will inform the full Board at the Board meetings (or on an ad-hoc basis, if required) about activities undertaken in his/her role and decisions to be taken. Notwithstanding a Board member's responsibility for a given role, the full Board may decide on any matter delegated.

The full Board meets upon invitation of the President in a frequency as required by the needs of the Swiss HLG, however at least once per year. Board meetings may be held in person, virtually or in a hybrid form. The Board can be invited by the President or on express demand of at least three (3) Board members. The full Board takes its decisions by majority vote, whereby decisions may only be taken when at least the simple majority of the Board members are attending the Board meeting. Decisions can also be taken by circular vote. In this case, at least a simple majority has to agree.

4.4. Auditors

Two (2) voting members shall be elected by the General Assembly every two (2) years as auditors of the Swiss HLG. Their duty is the control and the audit of the financial and administration management of the Swiss HLG. Their reports shall be presented every year at the General Assembly.

4.5 Signing Authority

Each Board member has the authority to sign for the Swiss HLG together with another Board member (joint signature at two). However, when signing for the Swiss HLG, at least one of these two signatories has to be either the President, the Vice-President, the Treasurer, or the Secretary.

5. Finances

The financial year of the Swiss HLG extends from January 1st to December 31st.

The Swiss HLG is primarily financed through its membership fees (full membership fees for individuals and reduced membership fees for defined special cases such as start-ups, early registrations for the Swiss HLG's flagship conference *etc.*, as applicable) as well as through supporter packages, which may include a membership fee for a predefined number of members and, in addition, offer certain benefits and degrees of visibility (*e.g.*, on the Swiss HLG's website or at Swiss HLG events) to such supporters. Membership fees and supporter packages shall be visible on the Swiss HLG's website. Any change in the membership fees shall be approved by General Assembly. For members joining the Swiss

HLG in the first half of the financial year, the full membership amount shall be due. For members joining in the second half of a given financial year, the Board may prorate the membership fee. In addition, the Board may implement other financing models (*e.g.*, early-bird fees for the Swiss HLG's flagship conference, events with non-members paying a (higher) attendance fee *etc.*) such as to attract more members to the Swiss HLG and/or to secure additional funding sources. In doing so, the Board will at all times take into consideration the objectives and needs of the Swiss HLG and that the Swiss HLG is a neutral, non-profit and non-political organization.

Payment of the membership fee and/or of supporter packages is due within thirty (30) days of receipt of a corresponding invoice. The annual membership/supporter fee is payable by all members/supporters including the Board members. Non-payment of the fee for more than ninety (90) days as of invoice receipt will result in termination of membership/supporter status. Notwithstanding the afore stated, in recognition of time invested into the Swiss HLG, the Board may waive the membership fee of an individual Board member, if such membership fee would otherwise constitute an undue financial burden on the given Board member (*e.g.*, because of current unemployment, self-employment or other). Members or supporters have no other financial obligation towards the Swiss HLG. Liability of the Swiss HLG towards third persons is limited to its assets.

The Board may propose the granting of honorary member status to a given member. Upon approval by the General Assembly of such proposal, such honorary member shall be exempt from the payment of any membership fee.

The Board may decide to charge the members/supporters an additional fee for a given conference, event, or meeting mainly to cover costs for food and beverage. The Board members are not remunerated for their time invested into the Swiss HLG. However, travel costs related to Board meetings or attendance of events as representative(s) of the Swiss HLG as well as reasonable food and beverage costs will be reimbursed by the Swiss HLG. Moreover, in recognition of time invested into the Swiss HLG and, if held, into the Swiss HLG's flagship conference, the Swiss HLG will bear the attendance fee as well as costs of accommodation of the President and the Conference Director(s) for such Swiss HLG's flagship conference.

6. Final Dispositions

These statutes may only be changed at a General Assembly meeting of the Swiss HLG convoked in accordance with these statutes. For all subjects not expressly regulated in these statutes the dispositions of the Art. 60 ff. of the Swiss Civil Code apply. These statutes enter into force upon their adoption by the General Assembly.

Basel, November 28th, 2024