REMUNERATION COMMITTEE CHARTER OF

OCULIS HOLDING AG

(as amended September 16, 2026)

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1. PURPOSE

The purpose of this Remuneration Committee Charter (the "Charter") is to detail the framework and *modus operandi* for the Remuneration Committee of Oculis Holding AG (the "Company") to complete the duties set forth in section 9 of the Company's organizational rules (the "Organizational Rules"), as adopted by its board of directors (the "Board") on September 30, 2025, namely:

> "*The Remuneration Committee shall assume responsibilities on remuneration and elaborate compensation proposals for employees, consultants, the members of the Board and the advisors of the Company.*"

The Committee is established as a permanent committee of the Board.

As further described in section 3 below, the Committee shall assist the Board in establishing the compensation philosophy and the compensation of the members of the Board, the executive committee and other key leaders of the Company, and perform such other duties as are assigned to the Committee in this Charter. The Committee may delegate some duties to sub-committees comprised of one or more members of the Committee.

2. COMPOSITION

The Board determines the size of the Committee which shall consist of more than two members and shall appoint the chair. The General Assembly individually elects the members of the Committee from individuals among the members of the Board of Directors. The Committee members shall serve for a term of one year until the next Ordinary General Meeting. If a seat in the Committee becomes vacant before a general meeting, the Board shall appoint a member for the remaining term in office.

3. DUTIES OF THE COMMITTEE

The Committee has the following duties and such other duties as may be assigned to the Committee by the law or by the Board from time to time:

3.1 Board and Executive Committee Compensation Policies

The Committee shall prepare and recommend to the Board for approval (i) a compensation philosophy for the Board (the "Non-Executive Director Compensation Philosophy") and (ii) a compensation philosophy for the executive committee and other key leaders of the Company. The Committee shall thereafter annually review such policies and recommend changes, if any, for approval by the Board.

Such compensation policies shall provide for near- and long-term compensation, including variable compensation for the executive committee and other key leaders, that (1) is designed to attract, motivate and retain persons with the necessary skills and character, (2) is consistent with market conditions, and in the case of variable compensation, consistent with the Company's and the individual's performance, and (3) aligns the interests of the members of the Board and the executive committee and other key leaders with the interests of the Company.

3.2 General Compensation Philosophy

The Committee may periodically review the Company's compensation philosophy for its employees who are not members of the executive committee or other key leaders of the Company.

3.3 Board Compensation

The Committee shall review and recommend to the Board for approval any compensation and other payments to present and former non-employee directors of the Company to the extent not already provided for in the Non-Executive Director Compensation Philosophy.

The Committee shall propose to the Board the resolution to be submitted to the General Meeting for the maximum total compensation of the Board and Executive Committee. Subject to and within the bounds of the maximum compensation approved by the General Meeting, the Committee shall request approval by the Board of the individual remuneration packages to be paid to members of the Board.

3.4 Executive Committee Compensation and Contracts

The Committee shall:

(i) evaluate annually the performance the CEO (as defined in the Organizational Rules) and submit such evaluation for review and discussion by the Board, in each case in executive session without the presence of the CEO;

(ii) review and recommend for approval by the Board the annual base salary, incentive compensation and equity compensation of the CEO and, in consultation with the CEO, of the other members of the executive committee, and the overall compensation of the CEO and executive committee; and

(iii) review and approve any employment contracts, severance contracts, or other agreements that the Company proposes to enter with any present, future or former members of the executive committee or other key leaders; provided that the key terms of such contracts 1) shall not provide for severance, advance, or transaction-premium payments prohibited under Swiss law applicable to listed companies, and 2) shall be submitted for approval by the Board or the General Assembly, if required.

3.5 Incentive, Equity Compensation and Perquisite Benefits Plans

The Committee shall:

(i) establish an incentive compensation plan providing for variable compensation of the members of the executive committee and other key leaders based on the achievement of the Company's corporate goals and the individuals' performance, and approve any changes to such plan as may be proposed by the CEO from time to time;

(ii) approve any incentive compensation plans providing for variable compensation of employees of the Company (excluding any member of the executive committee) and any changes thereto, as may be proposed by the CEO from time to time.

(iii) develop and periodically review equity compensation plans, and submit such plans and any changes to such plans to the Board for approval.

(iv) approve grants of equity compensation pursuant to the Company's equity compensation plans (excluding grants to any member of the executive committee); and

(v) review and approve any perquisite benefits plans proposed by the CEO for the members of the executive committee and other key leaders.

3.6 Corporate Goals

The Committee shall review the annual corporate goals proposed by the CEO and recommend the achievement of such goals to the Board for the Board's final approval.

The Committee shall recommend the level of achievement of the corporate goals upon completion of each calendar year and, once approved by the Board, apply the approved achievement level to the determination of the variable compensation of the members of the executive committee and other key leaders in accordance with the applicable incentive compensation plan.

3.7 Annual Committee Performance Review

The Committee shall evaluate its own performance on a periodic basis as part of the Board performance assessment process.

3.8 Compensation Recovery Policy

The Committee shall administer the Company's Incentive Compensation Recoupment Policy and oversee any recoupment determinations thereunder.

3.9 Share Ownership Guidelines

The Committee shall administer and periodically review the Company's Share Ownership Guidelines, with any recommended changes to the Share Ownership Guidelines to be approved by the Board.

3.10 Compensation Report

The Committee shall supervise the preparation of the annual compensation report and submit it to the Board for approval.

3.11 Committee Charter

The Committee shall review this Charter annually and submit any recommended changes to the Board for approval.

4. COMMITTEE MEETINGS AND PROCEDURE

The Committee meets as often as business requires, but at least once per year. Meetings are called by the chair of the Committee but may also be called by any other member of the Committee and the CEO.

The chair (or in his or her absence, a Committee member designated by the chair) shall set the agenda in consultation with the CEO and preside at each meeting of the Committee. The chair or any other Committee member presiding the meeting in the absence of the chair shall designate a secretary to take the minutes of the meeting, which shall be distributed to the members of the Committee for review and comment and approved at the next meeting of the Committee. Any member of the Board may receive a copy of the minutes upon request.

The chair of the Committee, at his or her discretion, can invite other members of the Board, members of management, or any person whose presence may be desirable or useful for the Committee's deliberations to attend all or a portion of a meeting. Such persons shall not participate in the discussions or deliberations of the Committee unless invited to do so nor shall they be entitled to vote.

In discharging its responsibilities, the Committee shall have unrestricted access to the Company's management, employees, books and records and may consult with outside advisors. The cost of consulting with outside advisors shall be borne by the Company.

Decisions of the Committee shall be taken in the same manner as decisions of the Board pursuant to the Organizational Rules.

The Committee may establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the law, the Company's articles of association, the Organizational Rules, or this Policy.

5. REPORTING

The chair of the Committee shall inform the Board at its next meeting on the activities as well as decisions taken by the Committee and the considerations which led to such decisions. Urgent matters shall be communicated to the chair of the Board without delay.

6. FINAL PROVISIONS

This Charter was revised by the Board on September 16, 2026 and entered into force on September 16, 2026. In individual cases, the Board may at any time adopt resolutions which deviate from this Policy. In the event of general changes, it should amend this Policy.

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