

ORGANIZATIONAL RULES OF
OCULIS HOLDING AG
(ORGANISATIONSREGLEMENT)

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1. BASIS

Based on article 24 of the articles of association of Oculis Holding AG (the "Company" and its articles of association, the "Articles of Association") and article 716b of the Swiss Code of Obligations (the "CO"), the Company's board of directors (the "Board") has issued these organizational rules (the "Organizational Rules"). The Organizational Rules govern the internal organization as well as the duties, powers and responsibilities of the following executive bodies and persons of the Company:

- the Board;
- the chair of the Board (the "Chair");
- the committees of the Board (each a "Committee");
- the nomination and governance committee (the "Nomination and Governance Committee");
- the audit committee (the "Audit Committee");
- the compensation committee (the "Compensation Committee");
- the executive committee and its members (the "Executive Committee").

2. GENERAL PROVISIONS

2.1 Duty of Care and Loyalty

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

2.2 Duty of Confidentiality

Each member of the Board, the Committees, and the Executive Committee must, at all times, keep strictly confidential all information relating to the Company of which the member has learned during the exercise of his/her duties, except information which is already in the public domain as well as information the disclosure of which has been approved by the Board. This obligation continues after the expiration of the term of office or the resignation of the member. Confidential files and documents of the Company must be returned to the Company by the members at the latest on expiry of their term of office or their resignation.

2.3 Related Person Transactions

No member of the Board, the Committees, or the Executive Committee shall participate in the deliberations and resolutions on matters which affect, or reasonably might affect the interests of that member or of a person close to that member as further defined in the Related Person Transactions Policy. All transactions and agreements between the Company, a member of the Board or of the Executive Committee (or affiliated or related persons thereof) shall follow the Related Person Transactions Policy.

2.4 Conduct and Conflict of Interest

Each member of the Board, the Committees, and the Executive Committee must conduct himself/herself in full compliance with all applicable laws, rules and regulations and may not commit illegal or unethical acts.

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

More specific rules regarding conduct and conflicts of interest are outlined in the Company's Code of Business Conduct and Ethics.

2.5 Meetings' Location, Quorum and Representation

Meetings may be held in any location determined by the Chair of the Board and the chairs of the respective Board committees. Meetings may also be held and resolutions adopted by telephone or videoconference communication with access offered to all members of the respective Board committees. Individual Board members or committee members may attend physical meetings exceptionally by telephone or video conference and will be deemed present.

Unless stated otherwise in these Organizational Rules, the quorum for any meeting shall be half of the duly elected members.

No quorum is required, and the presence of one member is sufficient, when approving reports on capital increases and resolutions regarding the carrying out of capital increases and the corresponding change of the Articles of Association (in particular art. 634a, 651 para 4, 651a, 652e, 652g and 653g CO).

Pursuant to Swiss law, a Board member or committee member who is not able to participate in a meeting of the Board or a Board committee may not be represented by any other person.

2.6 Resolutions

Resolutions of the Board and its Committees shall be taken with the majority of the votes cast (abstentions not counted). In case of a tie, the chair shall have no casting vote, meaning the resolution is not passed.

Resolutions may also be taken in writing in form of a circular resolution (including by mail, e-mail or telefax), unless one member of the Board or the Committee requests an oral debate or a resolution by a meeting / conference call. Any Board member who wishes to object against taking a circular resolution shall request deliberations in a meeting as soon as possible and no later than three days after the proposed resolution having been submitted. The passing of such circular resolution also requires the majority of the votes cast (abstentions not counted).

2.7 Secretary and Minutes

The Board and the Committees may appoint a corporate secretary (the "Secretary"), who does not need to be a member of an executive body of the Company or an ad-hoc taker of minutes for each Board or Committee Meeting.

The Secretary reports directly to the Chair.

The Secretary or the designated taker of the minutes shall keep the minutes of meetings, which shall contain all resolutions adopted at the meeting. The minutes are signed by the Chair and the Secretary or taker of the minutes and are to be approved at the next meeting of the respective body or via circular resolution.

2.8 Participation of Non-Members

Persons who are neither members of the Board, the Committees, or the Executive Committee may participate in meetings if their expertise is required and if they have been invited by the chair of such body. Such persons shall not vote in any resolutions.

3. BOARD OF DIRECTORS

3.1 Chair

The Chair of the Board 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. If the office of the Chair is vacant, the Board shall appoint a new Chair from among its members for the remaining term of office.

3.2 Board Committees

There are three standing Board Committees as further described below in section 7, 8 and 9. The Board may establish other permanent or non-permanent Board Committees from time to time as the Board deems necessary or appropriate to assist the Board in fulfilling its duties. Unless otherwise specified in these Organizational Rules or under US SEC Rules, the duties of such Board Committees will be established in a policy adopted by the Board.

Unless specifically stated otherwise in these Organizational Rules, any other Board-approved regulation or decision, or in the respective board committee policies, no Committee shall pass any resolutions, but rather prepare and recommend resolutions to be passed by the full Board.

3.3 Term of Office

The term of office for each Board member ends with the completion of the next General Meeting, provided that he/she does not resign or is not replaced during his/her term. The members of the Board may be re-elected without limitation. The maximum age at the time of the election of members of the Board is 75 years pursuant to article 22 of the Articles of Association. When a Board member reaches any of these limits during

his/her term of office, such term shall automatically extend to the next General Meeting. The General Meeting may grant an exception to this limits.

3.4 Meetings

The meetings shall be called by the person designated by the Chair and shall be chaired by the Chair and in the event he/she is prevented from doing so, by any other member of the Board as often as required by the ordinary course of business, but at least four times a year. In case of urgency, any member of the Board may request an immediate meeting. This request must be made as far in advance as possible. A statement of the reasons is necessary.

The yearly meeting calendar indicating the meeting dates shall be fixed prior to the start of the calendar year and circulated to the members of the Board. The meetings shall be formally called in writing (including by e-mail) at least one week prior to the meeting including the agenda and all material necessary for a proper preparation of the meeting.

If two thirds of all members of the Board agree to do so, they may also pass resolutions on matters which were not included in the notified agenda.

In urgent matters, when immediate action is required to safeguard the interests of the Company and where a regular Board resolution cannot be reasonably passed in due time, these formal requirements do not need to be met and the Chair has the power to take, together with the CEO or any other appropriate member of the Board or the Executive Committee, all decisions and actions which otherwise would be reserved to the Board. The Chair shall promptly inform all members of the Board of such decisions and actions and call a meeting in order to confirm and properly record such decisions and actions in the minutes at such Board meeting.

If the CEO is simultaneously member of the Board, the Board holds on an as needed basis discussions in Board meetings without the presence of the CEO. The matters to be addressed during such meetings shall be matters such as the collaboration of the members of the Board with the CEO and the Executive Committee.

3.5 Function and Powers of the Board

The Board has the power to make decisions on all matters which are not vested in the General Meeting or delegated to any other corporate body or person by Swiss law, US SEC Rules, the respective Articles of Association or these Organizational Rules.

The Board supervises, monitors and controls the management of the Company. The Board enacts guidelines for business policy and is regularly informed about the course of business.

Once per year the Board of Directors shall assess its proper performance as well as the performance of the CEO.

3.6 Non-transferable and Irrevocable Duties

Pursuant to the Swiss Code of Obligations, the Board has the following non-transferable and inalienable duties:

- a) overall governance of the Company including formulating the vision, mission, values, strategy and planning priorities and laying down guidelines for corporate policy and issuing the necessary instructions;
- b) ensuring the appropriate organizational structure and processes to effectively and efficiently execute the agreed upon strategies and financial goals;

- c) arranging the accounting, financial control and financial planning systems as required for the management of the Company;
- d) appointing, reappointing and dismissing the persons responsible for the management and the representation of the Company, and conferring signatory powers;
- e) supervision of the persons responsible for the management of the Company, in particular with regard to their compliance with the law and any industry regulations, stock exchange requirements including reporting frameworks and standards, Articles of Association, internal regulations and directives;
- f) approving the annual and interim business reports, preparing the General Meeting and implementing its resolutions;
- g) approving the strategic plan and the financial medium-term plan as well as annual budget;
- h) approving capital increases and amending the Articles of Association;
- i) preparing the compensation report and requesting approval by the General Meeting regarding compensation of the Board and the Executive Committee; and
- j) notifying the court in the event that the Company is over-indebted.

3.7 Delegation of the Board's Duties and Competences

The Board is entitled to delegate certain of its duties and competencies to the Committees, the Chair and the CEO as further detailed in these Organizational Rules including its Annex 1 and any other policies adopted by the Board. Annex 1 contains a general overview of the allocation of responsibilities between the Board, the Committees and the CEO.

If the Board elects to delegate an activity, it shall identify the bodies and individuals entrusted with such delegated activity and specify their roles and functions. Conversely, the Board may in specific cases elect to assume an activity which has otherwise been delegated to Committees, the Chair and the CEO.

To the extent Swiss law, the Articles of Association, these Organizational Rules including its Annex 1 or a specific Board resolution do not provide for otherwise, the Board delegates management entirely to the CEO.

3.8 Reporting and Right to Information

Every single member of the Board may at any time request information about all matters of the Company and presentation of the records and books to the extent such information is required to exercise the Board's decisions.

In each meeting, the Board is to be informed by the CEO concerning the routine course of business and the more important business events of the corporation and its subsidiaries. The CEO must report extraordinary events immediately to the members of the Board.

To the extent necessary to fulfill his/her duties, each Board member may request that the Chair authorizes an information, hearing or inspection regarding the books and records of the Company by an independent person. If the Chair rejects a request for information, hearing or inspection, the Board shall decide whether to grant such request.

3.9 Signatory Powers

The Board regulates the signatory power of the Company and grants such authorizations; it shall generally only grant signatory power so that two authorized signatories are required to sign together.

3.10 Remuneration

As remuneration of the above stated obligations and responsibilities of the Board, the members of the Board shall receive a fixed annual board fee, independent of the business results. In addition, the members of the Board will receive a lump sum compensation for their expenses. The members of the Board may also be eligible for a variable compensation, such as restricted stock units and/or stock options. The Compensation Committee shall draw up the further principles for compensation of the Board and the Executive Committee and propose each year to the Board the resolution which is submitted to the General Meeting for the total maximum total compensation.

4. THE CHAIR

The Chair of the Board, and in his/her absence or incapacity any other member of the Board designated by the Chair, and in the absence of any such designation the member of the Board with the longest tenure, shall have the following duties and powers:

- a) prepare, call and chair the Board meetings, including organize the agenda and the meeting materials provided to the Board members in advance of the meetings;
- b) chair the General Meetings;
- c) supervise the execution of the resolutions adopted by the Board or the General Meeting;
- d) ensure the information and reporting by the CEO;
- e) initiate and manages the process for the Board's self-assessment and the Board Committees and CEO assessments
- f) serve as primary contact person to receive disclosures of Related Person Transactions involving directors or shareholders;
- g) after information of the CEO, attend meetings of the executive bodies of the Company of which he/she is not a member; and
- h) any other matters assigned or delegated to the Chair by law, the respective Articles of Associations, Organizational Rules or Board resolutions.

5. THE CEO

5.1 Principles

The CEO chairs and leads the Executive Committee. The CEO assists the Chair to prepare the meetings of the Board and implements its resolutions. The CEO may be a member of the Board, but not a member of the Nomination and Governance Committee or of the Audit Committee.

The CEO is vested with all powers necessary for the performance of his/her duties, subject to the constraints of the budget.

5.2 Appointments

The CEO is appointed and dismissed by the Board, generally based on the proposals of the Nomination and Governance Committee.

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

5.3 Responsibilities and Duties

The CEO shall be responsible for, or shall assume oversight responsibility of the members of the Executive Committee in charge of, the following tasks:

- a) the development of the business concept and the strategy of the Company to the attention of the Board;
- b) operative management of Company;
- c) the organization and direction of the Executive Committee, in particular, supervise and coordinate the activities of the Executive Committee;
- d) the financial system and reporting of the Company;
- e) the implementation of the strategic orientation and other resolutions determined by the Board;
- f) managing the relationship with the Company's shareholders, investors and other stakeholders as well as with the media and the public;
- g) the compliance with all capital markets requirements as further outlined in the Disclosure Committee Charter.

5.4 Reporting to the Board of Directors

The CEO reports regularly to the Board on current business and important business developments. The members of the Board must be informed immediately of any extraordinary developments.

5.5 Incapacity of the CEO

If, and so long as, the CEO is incapacitated, the Chair shall assume the function of the CEO until the Board designates another member of the Board or the Executive Committee to assume the duties of the CEO, unless otherwise specified in a succession plan adopted by the Board.

6. THE EXECUTIVE COMMITTEE

6.1 Principles

The Executive Committee consists of the CEO, as its chair, the chief financial officer (the "CFO"), and any other individual designated by the Board as a member of the Executive Committee.

Minutes of agreed action items shall be kept by the Executive Committee, and shall also be forwarded to the Chair and, if requested, to the members of the Board.

6.2 Constitution of the Executive Committee

Apart from the CEO, the members of the Executive Committee are appointed or dismissed by the Board, generally after recommendation by the Nomination and Governance Committee on the basis of the CEO's proposals.

The employment terms of the members of the Executive Committee are determined by the Board upon proposal of the Compensation Committee.

6.3 Removal of an Executive Committee Member

The Board may decide to remove a member of the Board from the Executive Committee in its sole discretion.

6.4 Responsibilities and Duties

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 law,

the Articles of Association, these Organizational Rules and other policies adopted by the Board, 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. The Board may assign, specify or delegate further tasks of the Executive Committee in a policy.

Each member of the Executive Committee has the right to have his/her views heard directly by the Board.

7. NOMINATION AND GOVERNANCE COMMITTEE

7.1 General

The Nomination and Governance Committee shall be responsible for the identification and recommendation of members of the Board and, upon proposal of the CEO, the Executive Committee to the Board and shall periodically review the policies and principles for corporate governance and recommend changes thereto to the Board.

7.2 Constitution of the Nomination and Governance Committee

The Board determines the size of the Nomination and Governance Committee and appoints its members and chair.

7.3 Removal of a Nomination and Governance Committee Member

The Board may decide to remove a member of the Board from the Nomination and Governance Committee in its sole discretion.

7.4 Substitute members of the Nomination and Governance Committee

In case a seat in the Nomination and Governance Committee becomes vacant, the Board may appoint from amongst its members another member to the Nomination and Governance Committee for the remaining term of office.

7.5 Tasks of the Nomination and Governance Committee

The Nomination and Governance Committee shall have the following tasks:

- a) identify and recommend to the Board (i) suitable Board candidates to be nominated for election by the shareholders and (ii) candidates for the Executive Committee, upon proposal of the CEO, for appointment by the Board;
- b) periodically review the policies and principles for corporate governance of the Company and recommend changes, as required; and
- c) periodically review the performance of the Board, its committees and individual Board members in their role as members of the Board or a committee of the Board.

The Board will specify the Nomination and Governance Committee's tasks in the Nomination and Governance Committee policy.

7.6 Information for the Board

The chair of the Nomination and Governance Committee informs the members of the Board on a regular basis and notifies extraordinary incidents immediately. In discharging its responsibilities, the Nomination and Governance Committee has unrestricted access to the Company's management, employees, books and records, and may consult outside advisors.

All members of the Board receive the minutes of the Nomination and Governance Committee.

8. AUDIT COMMITTEE

8.1 General

The Audit Committee shall be responsible for independent assessments of the quality, independence and performance of the external auditors, as well as of the quality of the annual financial statements and their compliance with the applicable reporting standards.

8.2 Constitution of the Audit Committee

The Board determines the size of the Audit Committee and appoints its members and the chair. The necessary qualifications and independence requirements for the members of the Audit Committee will be specified by the Board in a separate Audit Committee policy.

8.3 Removal of an Audit Committee Member

The Board may decide to remove a member of the Board from the Audit Committee in its sole discretion.

8.4 Substitute members of the Audit Committee

In case a seat in the Audit Committee becomes vacant, the Board may appoint a substitute member to the Audit Committee for the remaining term of office.

8.5 Tasks of the Audit Committee

The Audit Committee makes an independent assessment of the quality, independence and performance of the external auditors, as well as of the quality of the annual financial statements and their compliance with the applicable reporting standards.

In particular, the Audit Committee has the following tasks:

- a) review and assess the qualifications, independence, performance and effectiveness of the external auditor of the Company ("*Revisionsstelle*") and recommend to the Board the nomination of the external auditor for the election by the general assembly of shareholders;
- b) review the scope of the prospective audit by the external auditor, the estimated fees and any other matters pertaining to such audit as the Committee may deem appropriate
- c) review and assess the effectiveness of the cooperation between external and internal auditors in cooperation with the Disclosure Committee;
- d) monitor, review and assess the internal risk management framework and the implementation thereof and gauge whether compliance with rules and regulations is being adequately monitored within the Company;
- e) decide upon audit work outside the regular audit of the yearly accounts, including operational audits and system audits;
- f) critically review the individual and consolidated financial statements and discuss these with the chief financial officer and, separately with the responsible person(s) of the external auditors;
- g) decide whether the individual and consolidated financial statements are to be recommended to the Board for presentation to the General meeting of Shareholders;
- h) propose to the Board to ratify the Disclosure Committee Charter;
- i) monitor and/or approve certain business transactions in accordance with [Annex 1](#) and the Boards policies; and

- j) review the quarterly and annual reports for the approval of the Board.

The Board may further specify the Audit Committee's tasks in the Audit Committee policy.

8.6 Information for the Board

The chair of the Audit Committee informs the members of the Board on a regular basis and notifies extraordinary incidents immediately.

All members of the Board receive the minutes of the Audit Committee.

9. COMPENSATION COMMITTEE

9.1 General

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

9.2 Constitution of the Compensation Committee

The Compensation Committee shall consist of at least 2 members, who are individually elected by the General Meeting. The Board appoints the chair among the members of the Compensation Committee.

9.3 Substitute members of the Compensation Committee

In case a seat in the Compensation Committee becomes vacant, the Board may appoint another member to the Compensation Committee for the remaining term of office.

9.4 Tasks of the Compensation Committee

The Compensation Committee has the following duties:

- a) to draw up compensation policies for employees, consultants, members of the Board and the Executive Committee and to submit them to the Board for approval;
- b) to propose to the Board the resolution to be submitted to the General Meeting for the maximum total compensation of the Board and Executive Committee;
- c) subject to and within the bounds of the maximum compensation approved by the General Meeting, to request approval by the Board of the individual remuneration packages to be paid to members of the Board and members of the Executive Committee;
- d) to evaluate annually the performance of the CEO and submit such evaluation to the Board;
- e) to request approval by the Board regarding the determination of the compensation-related targets for the Executive Committee based on the performance evaluation of the CEO and the performance evaluation of the other members of the Executive Committee presented by the CEO;
- f) to request approval by the Board regarding the adjustments to the Articles of Association relating to remuneration; and
- g) to prepare the compensation report and submit it to the Board.

The Compensation Committee shall make recommendations to the Board as to the overall package of remuneration, which corresponds to performance and market, in order to attract and retain persons with the necessary skills and character.

The Board may specify the Compensation Committee's tasks in the Compensation Committee Policy.

9.5 Information for the Board

The chair of the Compensation Committee informs the members of the Board on a regular basis and notifies extraordinary incidents immediately.

All members of the Board receive the minutes of the Compensation Committee.

10. INDEMNIFICATION

As far as is permissible under applicable law and the Articles of Association, the Company shall indemnify any current and former member of the Board and of the Executive Committee, and any person who is serving or has served at the request of the Company as a member of the Board or member of the Executive Committee of the Company and of any of its subsidiaries, branches or representation offices (each individually, a "Covered Person"), against any expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal or administrative, to which he or she was, is, or is threatened to be made a party, or is otherwise involved (a "Proceeding").

This provision shall not indemnify any Covered Person against any liability arising out of

- a) any fraud or dishonesty in the performance of such Covered Person's duty to the Company, or
- b) such Covered Party's conscious, intentional or willful or grossly negligent breach of the obligation to act honestly and in good faith with a view to the best interests of the Company.

Notwithstanding the preceding sentence, this section shall not extend to any person holding the office of external auditor (*Revisionsstelle*) or special auditor (*Sonderprüfer*) of the Company.

The particulars of this indemnification shall be regulated in an indemnification agreement between the Company and the Covered Person.

11. RESTRICTIONS ON TRADING IN COMPANY SHARES

The Board shall enact an Insider Trading Policy which shall be mandatory for the Members of the Board of Directors, the Executive Committee and all other persons mentioned therein. The Nomination and Governance Committee shall periodically review and recommend changes to the policy to the Board.

12. CODE OF BUSINESS CONDUCT AND ETHICS

The Board shall enact a Code of Business Conduct and Ethics which shall be mandatory for all persons mentioned therein. The Nomination and Governance Committee shall periodically review and recommend changes to the policy to the Board.

13. FINAL PROVISIONS

These Organizational Rules were adopted by the Board on January 5, 2023, entered into force on March 2, 2023 and amended most recently on September 30, 2025. In individual cases, the Board may at any time adopt resolutions which deviate from these Organizational Rules. In the event of general changes, it should amend these Organizational Rules.

ANNEX 1 BOARD, BOARD COMMITTEES, AND CEO RESPONSIBILITIES

Key

P Proposal

D Decision

M Monitoring

I Information

BoD Board of Directors

AC Audit Committee

NGC Nomination and Governance Committee

CC Compensation Committee

All amounts are in CHF

	BoD	AC	NGC	CC	CEO	Chair BOD
Strategy						
- Vision and mission	D				P	
- Strategic plan	D				P	
Mergers, acquisitions and joint ventures	D				P	
Licensing and partnerships						
- Transaction size > 500,000	D				P	
- Transaction size < 500,000	I				D	
Corporate objectives, consolidated operating and investment budget	D	M			P	
Operating costs and investments (POs) > 300,000					P	D
Hiring, dismissal and promotion						
- of CEO	D		P			
- of the other members of the Executive Committee	D		P		P	
Compensation						
- of CEO and the other members of the Executive Committee	D			P	P	
- of the Board of Directors for the approval of the General Meeting	D			P		
- of the Board of Directors after the approval of the General Meeting	D					
Organization and structuring of the management	D		M		P	
Employee benefits, employee pension fund, employee insurance policies	D			M	P	
Litigation and settlement >100,000	D				P	

	BoD	AC	NGC	CC	CEO	Chair BOD
Approval of interim and annual financial reports	D	P			P	
Borrowing, Guarantees etc.						
- New borrowing or increase in credit lines	D	M			P	
- Refinancing	D	M			P	
Investments Policy		D			P	
Risk management policy	I	M			D	
Granting Signatory Powers to Signatories registered in Commercial Register	D				P	
Registration of branches, subsidiaries, agencies, administrative or representation offices	D				P	
Real estate business and leases with a yearly costs of more than 200,000 or five years of duration	D				P	
Any lending, pledging, assigning, etc. of any of the Company's IP assets	D				P	
Propose resolutions to the General Meeting	D		P			
Adopt and amend a stock option plan	D			P	P	
Approve transactions with a member of the Board, the Executive Committee or a shareholder or a person related thereto						
- Principles (Policy)	D	P				
- Others		D				
Standstill provision: Any standstill, no contact, non-solicitation or similar restriction longer than 3 months in duration preventing a third party from making an offer to acquire some or all of the Company's securities (or its business) or communicating with the Board with respect to any of the foregoing	D				P	