

REMUNERATION COMMITTEE CHARTER

Berne, April 1, 2017

Title Remuneration Committee Charter
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1. Mission

The Remuneration Committee (RC) assumes all tasks conveyed to it under Article 20 and 21 of the Articles of Incorporation of Galenica Ltd.

The Remuneration Committee recommends to the Board of Directors the remuneration policy and the fees paid to the Members of the Board of Directors, including the remuneration of the Chairman, and to the CEO. It shall further approve the individual remuneration of the members of the Executive Committee (excluding the CEO).

The Remuneration Committee proposes to the Board the remuneration system and several remuneration principles for the Group for approval.

The Remuneration Committee reviews and approves remuneration and benefits policies and programs as proposed by the CEO together with the Chairman, reviews performance relevant to remuneration and determines individual remuneration and benefit conditions for designated senior executives.

The individual remuneration of Board members, the CEO and members of the Corporate Executive Committee shall be in line with the Articles of Incorporation (Art. 21), decisions of the annual shareholder meeting and the remuneration strategy approved by the Board of Directors. For any variable part of the remuneration due consideration shall be given to the objectives ("Bilan des Objectives") set both for the Group and individually.

2. Composition

The members of the Remuneration Committee are elected by the annual shareholders meeting for a period of one year.

The Board of Directors appoints the Chairperson among the members of the Remuneration Committee elected by the annual shareholders meeting. All members including the Chairperson shall be independent and non-executive members of the Board.

3. Roles and Responsibilities

The Remuneration Committee shall

- a) Prepare the principles for remuneration of the Board members in accordance with the Articles of Incorporation and the decisions of the annual shareholder meeting and submit them to the Board of Directors for approval;
- b) Oversee and discuss the remuneration system and principles for remuneration for the Group (general principles, positioning on the employment market, nominal remuneration, share and option programs etc.) and submit them to the Board of Directors for approval. It shall define guidelines and working instructions for determining remuneration for members

- of the Corporate Executive Committee and submit them to the Board of Directors for approval;
- c) Propose to the Board of Directors for approval the individual remuneration of the Chairman and the CEO, as well as for the Corporate Executive Committee as a whole;
 - d) Approve the individual remuneration of the members of the Executive Committee (excluding the CEO) including the various remuneration elements, as proposed by the CEO together with the Chairman;
 - e) Review and approve general remuneration and benefits policies including any short-term bonus and long-term incentive remuneration or equity plans and the allocation of benefits under such plans; it shall inform the Board of Directors of these policies and of the extent to which the plans meet their intended objectives;
 - f) Approve, upon proposal by the CEO together with the Chairman, the annual percentage of achievement under group short-term bonus and long-term incentive remuneration according to the achievements of the Galenica Economic Profit and the “Bilan des objectifs”;
 - g) Review and approve guarantees or other remuneration elements granted to members of the Corporate Executive Committee;
 - h) Review and approve any voluntary severance payments and early retirement agreements for members of the Corporate Executive Committee;
 - i) Review all mandatory public disclosure statements of the Company relating to remuneration and benefits, including its remuneration report;
 - j) Perform other tasks in relation to remuneration and benefits, as may be delegated by the Board of Directors.

4. Organization

The Remuneration Committee shall meet at least three times a year. The Chairperson shall prepare an agenda in advance of each meeting in consultation with the Chairman. At least two members of the Remuneration Committee must be present to have a quorum.

The General Secretary shall be responsible for the minutes. Minutes of the meetings and the resolutions of the Remuneration Committee shall be signed by the Chairperson and the General Secretary and made available prior to the next meeting and approved at such meeting.

The Remuneration Committee has complete access to all Galenica remuneration data and remuneration plans and may obtain any information it requires from the appropriate service. It is authorized to obtain independent remuneration market data or other professional advice and may retain outside consultants to advise the Remuneration Committee.

The Chairperson may invite the Chairman, the CEO and the members of the Corporate Executive Committee to attend the meetings or parts thereof. The Remuneration Committee may ask other members of management or outside consultants subject to prior coordination with the Governance and Nomination Committee to attend the meeting or make presentations.

The Chairperson of the Remuneration Committee shall report to the Board of Directors after each meeting of the Remuneration Committee and keep it updated on the overall remuneration policy of the Group.

5. Other Tasks

The Remuneration Committee shall:

- a) Review periodically remuneration market data and competitor benchmark data to attract and retain human resources required for securing competitiveness and long-term success of the business;
- b) Review and reassess the adequacy of this Charter and submit proposed changes to the Board of Directors for approval;
- c) Conduct a self-evaluation of the Remuneration Committee's own performance on an annual basis.

The Remuneration Committee Charter was approved by the Board of Directors of Galenica Ltd. on March 10, 2017.