

STRATEGY COMMITTEE CHARTER

Bern, 12 February 2019

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1. Mission

The Strategy Committee supports the Board of Directors and the Chairman of the Board of Directors in the performance of their responsibilities with regard to the Galenica Group's strategy.

2. Composition

The Strategy Committee consists of three or four members. The Board of Directors appoints the Chairman and the other members. The majority of the members are non-executive and independent.

3. Roles and Responsibilities

The Strategy Committee has the following responsibilities:

- a) Supervising the implementation of strategy-related decisions taken by the Board of Directors, for the attention of the Board of Directors;
- b) Supporting the Board of Directors and the Corporate Executive Committee in reviewing and refining the strategy;
- c) Assessing proposals from the Corporate Executive Committee on strategic issues and projects and making recommendations to the Board of Directors;
- d) Challenging and providing input to management on strategic issues;
- e) Assessing management and resources in relation to the strategy.

The Chairman of the Strategy Committee has the following responsibilities:

- a) Convening, preparing and chairing the meetings of the Strategy Committee;
- b) Organising (via the General Secretariat) and chairing suitable meetings for discussion with management, and if necessary with the CEO/Chairman of the Board of Directors;
- c) Regularly reporting to the Board of Directors.

In accordance with the Organisational Regulations, the CEO supports the Chairman of the Board of Directors and the Strategy Committee in the ongoing optimisation of the Group's strategy and submits proposals for further development, including entering into or exiting strategic alliances.

4. Organisation

The Strategy Committee meets at least twice a year and at the request of its members.

The Chairman draws up an agenda before each meeting. The Strategy Committee is deemed quorate if at least two thirds of its members are present.

The General Secretary is responsible for taking the meeting minutes. The minutes of the meetings and the decisions of the Strategy Committee are signed off by the Chairman and the General Secretary and must be made available before the next meeting and approved at that meeting.

The Strategy Committee may – via the Chairman of the Board of Directors – obtain the necessary information from management.

The Chairman of the Strategy Committee may invite the CEO, other members of the Corporate Executive Committee and the Head of Business Development to attend meetings or parts of meetings. The Strategy Committee may call in external consultants and, if necessary, ask them to attend meetings or give presentations.

The Chairman of the Strategy Committee reports to the Board of Directors after each meeting of the Strategy Committee, providing details of the activities and results of these meetings.

5. Other Tasks

The Strategy Committee shall:

- a) Assess the adequacy of these regulations and submitting amendment proposals for approval by the Board of Directors;
- b) Conduct an annual self-assessment of the performance of the Strategy Committee.

This Strategy Committee Charter is approved by the Board of Directors of Galenica Ltd. on 12 February 2019.