
Charter of the Audit Committee

of

vVARDIS Holding AG

Approved by the Board of Directors on

October 1, 2026

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1. Purpose

The purpose of this charter (the **Charter**) is to stipulate the composition, organization and duties and responsibilities of the audit committee (the **Committee**) of vVARDIS Holding AG (the **Company**) in accordance with the Company's articles of association (the **Articles**) and the Company's organizational regulations (the **Organizational Regulations**).

The chairperson of the Committee (the **Committee Chair**) is responsible for (i) implementing this Charter and (ii) proposing any changes of this Charter to the Company's board of directors (the **Board**).

The Committee is created by the Board to:

(a) assist the Board in its oversight of

  (i) the integrity of the Company's financial statements, internal control systems, and risk management processes;

  (ii) the qualifications, independence and performance of the Company's independent auditor;

  (iii) the design and implementation of the internal audit function; and

  (iv) the Company's compliance with legal and regulatory requirements; and

(b) prepare the Committee report that the Securities and Exchange Commission (the **SEC**) rules require to be included in the Company's annual proxy statement.

2. Membership

(a) The Committee shall consist of at least three (3) members (the **Members**), comprised solely of members of the Board deemed by the Board to be independent and who meet the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the **Exchange Act**). Accordingly, each member shall, in the judgment of the Board, have the ability to read and understand the Company's basic financial statements. At least one Member shall, in the judgment of the Board, be an "audit committee financial expert" in accordance with the rules and regulations of the SEC.

(b) The Nomination and Compensation Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Members shall be appointed by the Board and may be removed by the Board at any time.

(c) The Board shall appoint the Committee Chair.

(d) The Committee Chair may appoint a secretary of the Committee, who shall be entitled to participate in the deliberations and discussions of the Committee, but shall not vote, unless he or she is a Member.

3. Organization / Meetings

(a) The Committee shall convene as often as appropriate to carry out its duties and responsibilities under this Charter, the Organizational Regulations, the Articles and the applicable laws and regulations, but at least quarterly. The Committee Chair, in consultation with the other Members, shall determine the frequency and length of the meetings and shall set meeting agendas consistent with this Charter. Save as varied by this Charter, article 2.5 of the Organizational Regulations shall apply *mutatis mutandis* to the Committee.

(b) The adoption of resolutions of the Committee requires a simple majority of the votes cast. Each Member shall have one (1) vote. The acting chair shall have the casting vote.

(c) In order to pass resolutions, at least a majority of the Members must be present or participate by telephone, video conference or any other means which allow the persons participating and attending such meeting to hear and be heard by all others participating and attending the meeting. If the required quorum is not met at the first meeting, a second meeting may be called within five (5) business days following the first meeting, at which no quorum shall be required.

(d) All resolutions shall be properly recorded in the minutes of the meeting of the Committee, which must be signed by the acting chair and the acting secretary. The minutes shall be reported to the Board when required and shall observe such procedures as are prescribed by the Board.

(e) The Committee shall meet separately, periodically, with management and with the independent auditor.

(f) The Committee may invite to its meetings other Board members, members of the management and such other persons the Committee deems appropriate in order to carry out its duties and responsibilities. The co-chairs of the Board (the **Co-Chairs**) (if they are not Members), the co-chief executive officers (the **Co-CEOs**) (if different from the Co-Chairs) and the Chief Financial Officer have a standing invitation to attend the Committee's meetings. Notwithstanding the foregoing, the Committee shall exclude from its meetings anyone with a personal interest in the matters to be discussed.

(g) Except as provided in the Articles, the Organizational Regulations and this Charter, the Committee shall determine its own rules of procedure.

4. Duties and Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law. In addition to any other duties and responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

4.1. Independent Auditor

(a) Subject to recommendation by the Board to the shareholders of the Company and election by the shareholders of the Company as required by Swiss law, the Committee shall be directly responsible for the selection, appointment, compensation, retention, termination, and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Without prejudice to their statutory notification obligations to the Board or to the shareholders of the Company under Swiss law, each such accounting firm shall report directly to the Committee.

(b) The Committee shall support the Board in preparing the proposal to the general meeting of shareholders to appoint or remove an accounting firm as external auditors of the Company.

(c) The Committee shall pre-approve the audit services and non-audit services (including the fees and terms thereof) to be provided by the Company's independent auditor pursuant to pre-approval policies and procedures established by the Committee. The Committee may delegate its authority to pre-approve services to the Committee Chair or one or more Members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.

(d) The Committee shall:

(i) discuss with the independent auditor its responsibilities under generally accepted and applicable auditing standards;

(ii) review and approve the planned scope and timing of the independent auditor's annual audit plan(s);

(iii) review and approve the estimated fees and any other matters pertaining to such audit as the Committee may deem appropriate; and

(iv) discuss significant findings from the audit and any problems or difficulties encountered, including any restrictions on the scope of the auditor's activities or on access to requested information, and any significant disagreements with management.

(e) The Committee shall evaluate the independent auditor's qualifications, performance and independence, and shall present its conclusions with respect to the independent auditor to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Committee shall:

(i) obtain and review a report or reports from the Company's independent auditor describing:

— the independent auditor's internal quality-control procedures;

— any material issues raised by (1) the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board (**PCAOB**) review, of the independent auditing firm, or (2) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more

independent audits carried out by the auditing firm; and any steps taken to deal with any such issues; and

- all relationships between the independent auditor and the Company consistent with applicable requirements of the PCAOB regarding the independent auditor's communications with the audit committee concerning independence;

(ii) examine compatibility of the auditing responsibilities with any consulting mandates; and

(iii) confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law.

(f) The Committee shall establish policies for the Company's hiring of current or former employees of the independent auditor.

4.2. Internal Control System

(a) The Committee shall assess the quality of the internal control system, including risk management and the efficiency and state of compliance and monitoring with applicable norms within the Company.

(b) The Committee shall assure that an effective system of internal controls is in place reasonably designed to:

(i) safeguard the assets and income of the Company;

(ii) assure the integrity of the Company’s financial statements;

(iii) maintain compliance with the Company’s ethical standards (in particular the Code of Business Conduct and Ethics), policies, plans and procedures, as well as with applicable laws and regulations;

(iv) supervise the Ethics Committee with respect to those matters as provided for in the Code of Business Conduct and Ethics as being subject to the Committee’s oversight; and

(v) consider related party transactions in accordance with the Related Person Transaction Policy.

4.3. Financial Statements; Disclosure and Other Risk Management and Compliance Matters

(a) The Committee shall meet to review and discuss with management and the independent auditor the annual audited consolidated and stand-alone financial statements and unaudited quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's annual report on Form 20-F or reports on Form 6-K that contain quarterly financial statements with the SEC;

(b) The Committee shall review the annual audited consolidated and stand-alone financial statements and make its recommendation to the Board for their presentation to the general meeting of shareholders for approval;

(c) The Committee shall review with management and the independent auditor, in separate meetings whenever the Committee deems appropriate:

(i) any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative International Financial Reporting Standards (IFRS) methods on the financial statements;

(ii) the critical accounting policies and practices of the Company;

(iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the Company's financial statements; and

(iv) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.

(d) The Committee shall, in conjunction with the Co-Chief Executive Officers (the **CO-CEOs**) and Chief Financial Officer of the Company, review the Company's disclosure controls and procedures and internal control over financial reporting. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting. The Committee shall also review any special audit steps adopted in light of material control deficiencies.

(e) The Committee shall review and discuss with the independent auditor any audit problems or difficulties and management's response thereto, including those matters required to be discussed with the Committee by the auditor pursuant to established auditing standards, as amended, such as:

(i) any restrictions on the scope of the independent auditor's activities or on access to requested information;

(ii) any accounting adjustments that were noted or proposed by the auditor but were not adopted or reflected;

(iii) any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;

(iv) any management or internal control letter issued, or proposed to be issued, by the independent auditor; and

(v) any significant disagreements between management and the independent auditor.

(f) The Committee shall discuss with the Chief Financial Officer and the Co-CEOs the results of its review of the management or internal control letter issued by the independent auditor.

(g) In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the auditor regarding the Company's financial reporting.

(h) The Committee shall review the Company's policies and practices with respect to risk assessment and risk management, including discussing with management the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures.

(i) The Committee shall establish procedures for:

(i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, as well as the receipt of summary whistle blower reports, and

(ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(j) The Committee shall review the Company's compliance with laws and regulations, including major legal and regulatory initiatives.

(k) The Committee shall review any major litigation or investigations against the Company that may have a material impact on the Company's financial statements. The Committee shall meet and discuss these matters as needed with management and others as appropriate, including the General Counsel of the Company.

5. Authority and Delegations

(a) The Committee is authorized (without seeking Board approval) to retain special legal, accounting or other advisers and may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisers to, the Committee.

(b) The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:

(i) compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;

(ii) compensation to any advisers employed by the Committee; and

(iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

(c) The Committee may delegate its authority to subcommittees or the Committee Chair when it deems appropriate and in the best interests of the Company.

6. Reporting and Evaluation

(a) The Committee shall report to the Board periodically. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the

independence and performance of the Company's independent auditor and any other matters that the Committee deems appropriate or is requested to include by the Board.

(b) At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.

(c) At least annually, the Committee shall review all policies for whose review the Committee is responsible and recommend any changes to the Board.

(d) The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board.

7. Amendments

This Charter may be amended at any time by resolution of the Board.

8. Effectiveness

This Charter was adopted by the Board on October 1, 2026, and shall be effective on the day on which the U.S. Securities and Exchange Commission first declares effective the Company's Registration Statement on Form F-1.

[*signature page follows*]

Zug, November 1, 2026

For the Board

Haleh Abivardi Brönner
Co-Chair of the Board

Golnar Abivardi Signer
Co-Chair of the Board

The Secretary

Zug, November 1, 2026

For the Board

Haleh Abivardi Brönner
Co-Chair of the Board

Golnar Abivardi Signer
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Zug, November 1, 2026

For the Board

Haleh Abivardi Brönner Co-Chair of the Board	Golnar Abivardi Signer Co-Chair of the Board

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