Charter of the Nomination and Compensation Committee

of

vVARDIS Holding AG

Approved by the Board of Directors on

October 1, 2026

Table of Contents

1. Purpose 3
2. Membership 3
3. Organization / Meetings 3
4. Duties and Responsibilities 4
5. Authority and Delegation 6
6. Reporting and Evaluation 6
7. Amendments 6
8. Effectiveness 7

1. Purpose

The purpose of this charter (the **Charter**) is to stipulate the composition, organization and duties and responsibilities of the nomination and compensation 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**).

2. Membership

(a) As per the Articles and the Organizational Regulations, the general meeting of shareholders (the **Shareholders' Meeting**) shall appoint the members of the Committee (the **Members**) and the Board shall appoint the Committee Chair from among the elected Members. The Shareholders' Meeting shall elect the Members individually for a term of office until the completion of the next ordinary Shareholders' Meeting. Only members of the Board (the **Directors**) may be elected. Re-election is possible.

(b) The Committee shall consist of at least two (2) Directors. The majority of the Members shall be non-executive and independent (i.e., no membership on the Company's executive committee (the **Executive Committee**), or membership more than three years ago, and no or comparatively minor business relations with the Company). In addition, Members shall not have a position in a third-party company in which such Member reports to a person who is a Director or member of the Company's extended management team (the **Management Team**).

(c) If the composition of the Committee is incomplete, the Board shall appoint the missing members from among its members for the remaining term of office until the next ordinary Shareholders' Meeting.

(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 may invite to its meetings other Directors, 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 Compeny's chief financial officer (the **Chief Financial Officer**) have a standing invitation to attend the Committee's meetings. Notwithstanding the foregoing, no executive may be present during the decision on his or her own pay.

(f) 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 Committee shall have the following duties and responsibilities:

4.1. Compensation

(a) regularly review and make recommendations to the Board regarding the compensation and benefits strategy and guidelines of the Company and its group companies (the **Group**);

(b) review and make recommendations to the Board regarding

(i) the compensation of each member of the Board, based on the recommendation of external compensation consultants and subject to the powers of the Shareholders' Meeting;

(ii) the fixed and variable compensation, including allocations under incentive plans and key performance indicators, of each member of the Executive Committee, subject to the powers of the Shareholders' Meeting; and

(iii) the fixed and variable compensation, including allocations under incentive plans and key performance indicators, of each member of the Management Team who is not a member of the Executive Committee, based on the recommendations of the Co-CEOs;

the Committee shall base its recommendations under Sections 4(b)(ii) and 4(b)(iii) on an evaluation of the performance of each member of the Executive Committee or the Management Team, as applicable, in light of applicable corporate objectives and performance metrics, and on

such other factors as the Committee deems appropriate and in the best interests of the Company;

(c) prepare the proposals to the Shareholders' Meeting regarding the compensation of the Board and the Executive Committee.

(d) review and approve the recommendation of the Co-CEOs regarding the fixed and variable compensation, including incentive and equity plan participation and benefits, of the members of the Management Team who are not members of the Executive Committee;

(e) review and make recommendations to the Board regarding compensation and benefits plans of the Group (cash and/or equity-based plans), and where appropriate or required, make recommendations to adopt, amend and terminate such plans. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of members of the Management Team and other employees of the Group and any other factors that it deems appropriate;

(f) to the extent not delegated by the Committee to a different body or a third party, administer the compensation and benefits plans of the Group;

(g) review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company; and

(h) any other tasks allocated to it by the Board.

4.2. Nominations and Succession Planning

(a) determine selection criteria for the succession of the Directors and the board committees (the **Board Committees**), the Co-CEOs and the Chief Financial Officer, and establish such succession planning (including for the event of the incapacitation, retirement or removal of such individuals) by making recommendations to the Board;

(b) oversee searches, identify qualified individuals and recommend individuals for membership on the Board and for the position of the (Co-)CEOs;

(c) in doing so, the Committee shall:

  (i) review candidates' qualifications for membership on the Board or a Board Committee (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board;

  (ii) in evaluating current Directors for re-nomination or re-appointment to the Board or any Board Committee, assess the performance of such Directors; and

  (iii) consider any other factors as the Committee or the Board deems appropriate;

(d) recommended individuals for appointment to the Audit Committee annually and as vacancies or newly created positions occur.

5. Authority and Delegation

The Committee is authorized by the Board to:

(a) collect any information and assistance from within the Group that is needed to perform its functions;

(b) retain and terminate any internal or external compensation, legal, accounting and other advisers at the Company's costs. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration those independence factors established by NYSE rules;

(c) delegate its authority to subcommittees or the Committee Chair when it deems it to be appropriate and in the best interests of the Company, subject to ensuring adequate reporting by the subcommittee or the Committee Chair to the Committee; and

(d) make proposals and recommendations to the Board with respect to compensation, nominations, succession planning, and performance evaluation matters.

6. Reporting and Evaluation

(a) The Committee Chair shall report to the Board periodically on the Committee's activities, decisions taken and considerations which led to such decisions. Important findings arising from the Committee's activities, which are urgent and should be known by the Co-Chairs of the Board, must be reported immediately by the Committee Chair to the Co-Chairs of the Board. Upon request of the Co-Chairs of the Board, the Committee Chair shall report on any other issue.

(b) At least annually, the Committee shall prepare the Board's assessment of the performance of (i) the Board, (ii) the Directors, (iii) the other Board Committees and their members, and (iv) the Co-CEOs.

(c) At least annually, the Committee shall review the recommendations of the other Board Committees based on their evaluation of their own performance and discuss such evaluation with the Board.

(d) At least annually, the Committee shall (i) evaluate its own performance, (ii) report to the Board on such evaluation and discuss such evaluation with the Board.

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

(f) 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 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 Co-Chair of the Board

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