vVARDIS Holding AG
Pre-Approval Policies and Procedures for Audit and Non-Audit Services

Introduction

This document sets forth the pre-approval policies and procedures of vVARDIS Holding AG (the "**Company**") for engaging the external auditors to perform audit or non-audit services for the Company and its subsidiaries. Under the Sarbanes-Oxley Act of 2002 and related rules and regulations, the Audit Committee must approve in advance any audit and non-audit services performed by accounting firms serving as the Company's external auditor to ensure that such external auditor maintains its independence with respect to the Company.

Entities Covered

— *Company and its subsidiaries*. These policies and procedures pertain to the Company and its subsidiaries, including any affiliates controlled by the Company directly, or indirectly through one or more intermediaries.

— *Accountants*. These policies and procedures must be followed before the Company or any of its subsidiaries can engage the statutory auditors elected by the shareholders (the "**Independent Accountant**") or any of its affiliates. Additional accounting firms may be added from time to time by the Audit Committee.

Prohibited Non-Audit Services

In no event should the Independent Accountant be engaged to perform any non-audit services that are prohibited by law or regulation (as they may be modified from time to time). See Appendix 1 for a list of non-audit services prohibited under regulations in effect as of the effective date of these policies and procedures.

Means of Pre-Approval

All audit and non-audit services provided to the Company and its subsidiaries by the Independent Accountant must be pre-approved by the Audit Committee by one of the following means:

— ***Specific approval***. The Audit Committee may at any time approve a specific engagement. The fees pertaining to any specific approvals will not count toward the total estimate of fees for those services pre-approved pursuant to specific categories of services as noted below. The Audit Committee will specifically approve the terms of the following audit and non-audit services provided by the Independent Accountant:

  • The services provided necessary to perform the annual audit engagement, including any changes in audit scope.

  • Any engagement of an Independent Accountant for any audit or non-audit service involving estimated fees exceeding $15,000, per single engagement.

— ***Pre-approval by delegated authority***. The Audit Committee may delegate authority to the Chair or another member of the Audit Committee to pre-approve any proposed engagement of an Independent Accountant. Any engagement of an Independent Accountant pre-

approved in accordance with this section must be reported to the Audit Committee at its next regularly scheduled meeting.

- In no event shall these Policies and Procedures include a delegation to management of the responsibilities of the Audit Committee.

— ***Pre-approval by categories of services***. The Audit Committee may establish and pre-approve specified categories of services, the details of which are described below.

Pre-Approval Pursuant to Specified Categories of Services

At the time of the engagement of the Independent Accountant for the annual audit, the Audit Committee may also establish and pre-approve specified categories of audit and non-audit services.

The types of services that may be pre-approved pursuant to this Section, as described in additional detail in **Appendix 2**, include:

— *Other audit services*. In addition to the annual audit engagement, the Audit Committee may pre-approve other audit services that are services that only the Independent Accountant can reasonably provide.

— *Audit-related services*. These services include assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and/or the Company's internal control over financial reporting and that are traditionally performed by the Independent Accountant.

— *Tax services*. The Independent Accountant may provide tax services such as tax compliance, tax planning, and tax advice to audit clients. The provision of certain tax services is prohibited, such as tax services for the sole purpose of impermissible tax avoidance, and may need to comply with additional regulatory requirements, such as PCAOB standards for communications with Audit Committees.

Additional criteria must be followed, including:

— *Timing of performance*. The categories will include those services that are expected to be performed by the time the Audit Committee begins reviewing for approval the annual audit plan for the next fiscal year.

— *Fee limitations*. The Audit Committee will establish maximum dollar limits for the aggregate amount of fees for each of the categories of services, based upon the estimate of the fees expected in consultation with both the Independent Accountant and management.

— *Explanation of categories*. Each category pre-approved will include sufficient detail as to the specific services expected to be performed. Appendix 2 to these policies and procedures contains the current list of specified categories of audit and non-audit services that have been pre-approved by the Audit Committee, which may be amended or revised by the Audit Committee from time to time.

Procedures for Engaging the Independent Accountant

If the service expected to be performed is consistent with a specified pre-approved category listed in Appendix 2, then the Company and its subsidiaries may engage the Independent Accountant without requiring further action by the Audit Committee; provided that:

— The service is within a category of services that has been pre-approved by the Audit Committee; and

— The estimated total fees for the service will not cause the maximum total dollar limit per category to be exceeded.

The Audit Committee will receive regular reports of the services being performed under the specified categories of pre-approved services by the Independent Accountants. Any other engagement of the Independent Accountant will need to be specifically approved by the Audit Committee.

Contact Information

Anyone wishing to engage the Independent Accountant should contact the Chief Financial Officer. Detailed supporting documentation with respect to the engagement is required.

Amendment

The Audit Committee may amend or modify these policies and procedures at any time.

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Appendix 1

PROHIBITED NON-AUDIT SERVICES

As of the effective date of the Audit Committee Pre-Approval Policies and Procedures for Audit and Non-Audit Services, Section 201 of the Sarbanes-Oxley Act of 2002, Rule 2-01 of Regulation S-X and PCAOB Rule 3522 provide that an accounting firm will not be considered independent if, at any point during the audit and professional engagement period, it provides any of the non-audit services listed below to an audit client. Whether a particular service constitutes a prohibited non-audit service is subject to the more detailed rules and regulations as well as any applicable regulatory interpretations. In some cases provision of certain non-audit services listed below is permitted if it is reasonable to conclude that the results of these services will not be subject to audit procedures.

- Bookkeeping or other services related to the accounting records or financial statements of the audit client.
- Financial information systems design and implementation.
- Appraisal or valuation services, fairness opinions, or contribution-in-kind reports.
- Actuarial services.
- Internal audit outsourcing services.
- Management functions.
- Human resources.
- Broker-dealer, investment adviser or investment banking services.
- Legal services.
- Expert services unrelated to the audit.
- Marketing, planning or opining in favor of the tax treatment of a confidential tax transaction or aggressive tax position transactions.

Appendix 2

PRE-APPROVED AUDIT AND NON-AUDIT SERVICES

In accordance with the Audit Committee Pre-Approval Policies and Procedures for Audit and Non-Audit Services, the Audit Committee hereby pre-approves the engagement of the statutory auditors elected by the shareholders, the Company's independent auditor, to provide the following specified categories of audit and non-audit services. This pre-approval is subject to the criteria described in the Policies and Procedures.

Audit Services

Category of Service	**Maximum Aggregate Dollar Limit**
• Any additional services necessary to perform an audit or review, in connection with an annual audit plan	15,000
• Attest services	15,000
• Statutory audits or financial audits or reviews for subsidiaries or affiliates of the Company	15,000
• Consents and assistance with and review of documents filed with the SEC, including registration statements and periodic reports such as the preparation and delivery of "comfort letters" in connection with the Company's IPO and other capital market activities	15,000
• Consultations by the Company as to the accounting or disclosure treatment of transactions or events and proposed or final rules or standards	15,000
• Confirmations of licensed auditors or licensed audit experts required by law for certain corporate actions (other than confirmations that are prohibited by law or regulation)	15,000

Non-Audit Services

Category of Service	**Maximum Aggregate Dollar Limit**
Audit-related services	
• Due diligence and accounting consultations and audits related to mergers and acquisitions	15,000
• Financial statement audits of employee benefit plans	15,000
• Agreed-upon or expanded audit procedures related to accounting	15,000
• Consultations by the Company as to the accounting or disclosure treatment of transactions or events and proposed final rules or standards	15,000
• Attest services not required by statute or regulation	15,000
Tax services	

Category of Service	Maximum Aggregate Dollar Limit
• Tax compliance (preparation of original and amended tax returns, claims for refund and tax payment-planning services) and tax planning and tax advice (assistance with tax audits and appeals, tax advice related to mergers and acquisitions, employee benefit plans and requests for rulings or technical advice from taxing authorities)	15,000