

AUDIT COMMITTEE POLICY OF
OCULIS HOLDING AG
(POLITIQUE DU COMITÉ DE VÉRIFICATION)

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1. PURPOSE; ESTABLISHMENT OF THE COMMITTEE

The purpose of this Audit Committee Policy (the "**Policy**") is to detail the framework and modus operandi for the Audit Committee (the "**Committee**") of Oculis Holding AG (the "**Company**") to complete the duties set forth in section 8 of the Company's organizational rules (the "**Organizational Rules**"), as adopted by its board of directors (the "**Board**") on January 5, 2023, namely:

"The Audit Committee shall be responsible for independent assessments of the quality, independence and performance of the external auditors, as well as of the quality of the annual financial statements and their compliance with the applicable reporting standards."

The Committee is established as a permanent committee of the Board.

As further described in section 3 below, the Committee shall monitor (i) the integrity of the financial statements, (ii) the independent audits in compliance with applicable legal and regulatory requirements, (iii) the accounting and financial reporting processes and (iv) the internal control, risk and compliance management processes of the Company as well as perform such other duties assigned to the Committee in the Organizational Rules or this Policy. The Committee may delegate some duties to sub-committees comprised of one or more members of the Committee

The Committee does not plan or conduct audits nor does it determine that the Company's financial statements and disclosures are complete, accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. These functions are the responsibility of Company management and the independent registered public accounting firm as external auditor (the "**Auditor**").

2. COMPOSITION

2.1 Size, Appointment and Removal

The Board (i) determines the size of the Committee, (ii) appoints its members and chair and (iii) may remove or replace individual members or the chair at any time, in each case in accordance with and subject to section 8 of the Organizational Rules. The Committee members shall serve for a term lasting until they resign or are removed.

2.2 Qualifications

Subject to any available exceptions under applicable law and stock exchange requirements, all of the members of the Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement, and may not have participated in the preparation of the financial statements of the Company or any of its subsidiaries in the last three years. At least one member of the Committee shall be an audit committee financial expert under Item 407(d)(5)(ii) and (iii) of Regulation S-K, which may include, but may not be limited to, having had past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

2.3 Independence

All of the members of the Committee shall be non-executive directors, *i.e.*, Board members who are not part of the executive committee.

All of the members of the Committee shall meet the criteria for independence set forth in Rule 10A-3(b)(1) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), subject to the applicable exceptions provided in Rule 10A-3(c) of the Exchange Act.

3. DUTIES OF THE COMMITTEE

The Committee has the following duties and such other duties as may be assigned to the Committee by the Board from time to time:

3.1 Financial Statements

The Committee shall:

- a. review and discuss with management the annual and quarterly financial statements and reports, including earnings press releases and financial information and earnings guidance given to analysts and rating agencies;
- b. propose to the Board to approve the quarterly and annual reports;
- c. inform the Board on its assessment of the financial statements and decide whether to recommend the statutory and consolidated financial statements to the Board for approval and presentation to the meeting of shareholders;
- d. review in cooperation with the Auditor and the management whether the accounting principles applied by the Company and any of its subsidiaries are appropriate in view of the size and complexity of the Company.

3.2 Interaction with the Company's Independent Auditor ("Auditor")

The Committee shall:

- a. review and assess the qualifications, independence, performance and effectiveness of the Auditor and recommend to the Board the nomination of the Auditor for the election by the general assembly of shareholders;
- b. review the scope of the prospective audit by the Auditor, the estimated fees and any other matters pertaining to such audit as the Committee may deem appropriate;
- c. approve any proposal of audit and non-audit services to be provided by the Auditor to the Company to ensure Auditor independence; provided that the chair of the Committee may pre-approve such services between scheduled Committee meetings subject to the ratification of such pre-approvals by the Committee at a subsequent meeting, per the terms of the Oculis Holding AG Audit Committee Pre-Approval Policy for services of the Auditor, as may be amended from time to time;
- d. review and assess the Auditor's report, management letters and take notice of all comments of the Auditor on accounting procedures and systems of control;
- e. review with the Auditors and management the Auditor's reports to the Committee/Board on critical accounting policies and practices used (and any changes thereto), on alternative treatments of financial information discussed with management and on other material written communication between the Auditor and management;
- f. review with the Auditor any audit problems or difficulties and management's response, including any restrictions on the scope of the Auditor's activities or on access to requested information, and any significant disagreements with management.

3.3 Internal Control Over Financial Reporting, Risk Management, Compliance and Contingent Liabilities

The Committee shall:

- a. at least annually monitor, review and discuss with the Auditor and with management the adequacy and effectiveness of the Company's policies and procedures regarding internal controls over financial reporting and risk assessment and the Company's compliance therewith;
- b. monitor compliance with respect to the Oculis Holding AG Code of Business Conduct and Ethics, as may be amended from time to time;
- c. periodically review the Company's policies and procedures for risk management and assess the effectiveness thereof;
- d. periodically review the Company's policies and procedures designed to ensure compliance with laws, regulations and internal rules and policies;
- e. establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, as well as the confidential, anonymous submission by officers, employees or directors of the Company of concerns regarding questionable accounting or auditing matters;
- f. monitor compliance with respect to the Oculis Holding AG Related Person Transactions Policy, as may be amended from time to time, and review, approve and/or ratify proposed transactions that have been identified as related person transactions thereunder;
- g. discuss with management and, if appropriate, the Company's external advisors any legal matters (including the status of pending or threatened litigation) that may have a material impact on the

Company's financial statements and any material reports or inquiries from regulatory or governmental agencies which could materially impact the Company's contingent liabilities and risks.

3.4 Related Party Transactions

The Committee shall assume the task allocated to the Committee pursuant to the Related Party Transaction Policy.

3.5 Annual Committee Performance Review

The Committee shall evaluate its own performance on a periodic basis as part of the Board performance assessment process.

3.6 Committee Policy

The Committee shall review this Policy annually and submit any recommended changes to the Board for approval.

4. COMMITTEE MEETINGS AND PROCEDURE

The Committee meets as often as business requires, but at least once per year. Meetings are called by the chair but may also be called by any other member of the Committee.

The chair (or in his or her absence, a committee member designated by the chair or the committee member with the most senior tenure) shall set the agenda in consultation with the CEO or CFO and preside at each meeting of the Committee. The chair or any other Committee member presiding the meeting in the absence of the chair shall designate a secretary to take the minutes of the meeting, which shall be distributed to the members of the Committee for review and comment and approved at the next meeting. All members of the Board receive a copy of the minutes.

The chair, at his or her discretion, can invite other members of the Board, members of management or any person whose presence may be desirable or useful for the Committee's deliberations to attend all or a portion of a meeting. Such persons shall not participate in the discussions or deliberations of the Committee unless invited to do so, and shall not be entitled to vote.

In discharging its responsibilities, the Committee shall have unrestricted access to the Company's management, employees, books and records and may consult with outside advisors. The cost of consulting with outside advisors shall be borne by the Company.

Decisions of the Committee shall be taken in the same manner as decisions of the Board pursuant to the Organizational Rules.

The Committee may establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's articles of association, the Organizational Rules or this Policy.

5. REPORTING

The chair of the Committee shall report to the chair of the Board after each meeting and shall inform the Board at its next meeting on the activities as well as decisions taken by the Committee and the considerations which led to such decisions, including, without limitation any discussions or decisions relating to the quality or integrity of the financial statements, compliance with legal or regulatory requirements and performance and independence of Auditor. Urgent matters shall be communicated to the members of the Board without delay.

6. FINAL PROVISIONS

This Policy was adopted by the Board on January 5, 2023 and entered into force on March 2, 2023. In individual cases, the Board may at any time adopt resolutions which deviate from this Policy. In the event of general changes, it should amend this Policy.

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