

NOMINATION AND GOVERNANCE COMMITTEE POLICY OF
OCULIS HOLDING AG
(POLITIQUE DU COMITÉ DE NOMINATION ET DE GOUVERNANCE)

1.	PURPOSE; ESTABLISHMENT OF COMMITTEE	1
2.	COMPOSITION	1
3.	DUTIES OF THE COMMITTEE	1
4.	COMMITTEE MEETINGS AND PROCEDURE.....	3
5.	REPORTING.....	4
6.	FINAL PROVISIONS.....	4

1. PURPOSE; ESTABLISHMENT OF COMMITTEE

The purpose of this Nomination and Governance Committee Policy (the "**Policy**") is to detail the framework and modus operandi for the Nomination and Governance Committee (the "**Committee**") of Oculis Holding AG (the "**Company**") to complete the duties set forth in section 7 of the Company's organizational rules (the "**Organizational Rules**"), as adopted on January 5, 2023, by its board of directors (the "**Board**"), namely:

"The Nomination and Governance Committee shall be responsible for the identification and recommendation of members of the Board and the Executive Committee to the Board and shall periodically review the policies and principles for corporate governance and recommend changes thereto to the Board."

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

As further described in section 3 below, the Committee shall identify and recommend to the Board (i) suitable Board candidates to be nominated for election by the shareholders, and (ii) candidates for position of CEO for appointment by the Board, and perform such other duties as are assigned to the Committee in this Policy. The Committee may delegate some duties to sub-committees comprised of one or more of members of the Committee.

2. COMPOSITION

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 7 of the Organizational Rules. The Committee members shall serve for a term lasting until they resign or are removed.

3. DUTIES OF THE COMMITTEE

3.1 Nomination of CEO and Board Committees

The Committee shall establish and periodically review the qualification criteria for Board candidates with the goal of achieving a composition of the Board that collectively has the skills and experience needed to determine the strategy of the Company and oversee the management in executing the Company's strategy and achieving its objectives.

The Committee shall further conduct the search for Board candidates based on the qualification criteria established by the Committee and any other criteria that the Committee may consider appropriate, and recommend suitable candidates to the Board to be nominated for election by the shareholders.

3.2 Board and Committee Governance and Composition

The Committee shall periodically review the policies and principles for corporate governance of the Company, including the Organizational Rules, and recommend changes, if any, to the Board for approval.

The Committee shall further make recommendations to the Board on Board and committee compositions, including the Board and committee chair and the size of the Board and the committees, taking into account the independence standards established by applicable laws, the Company's articles of association, the Organizational Rules, the committee policies and corporate governance principles.

3.3 CEO and Executive Committee Nominations

The Committee shall be responsible for conducting the search for candidates for the position of CEO of the Company, and shall recommend suitable candidates for evaluation and appointment by the Board.

The CEO shall be responsible for conducting the search for candidates for Executive Committee positions, and shall recommend candidates for evaluation by the Committee. The Committee shall evaluate such candidates, and shall recommend suitable candidates for evaluation and appointment by the Board.

The Committee shall identify candidates for the election to the Board on its own as well as by considering recommendations from shareholders, other members of the Board, officers and employees of the Company, and other sources that the Committee deems appropriate. Shareholders recommendations for candidates for election to the Board shall be made in accordance with the Company's Organizational Rules. The Committee may retain a third-party search firm to assist in the identification of possible candidates for election to the Board.

The Committee shall evaluate the candidates for election to the Board regardless of the source from which the candidate was first identified, based upon the totality of the merits of each candidate and not based upon minimum qualifications or attributes. In considering the individual nominees, the Committee will take into account the qualifications of other members of the Board to ensure that a broad variety of skill sets and experience beneficial to the Company and its business are represented on the Board and will also take into account certain characteristics of each individual under consideration, including that individual's competencies, diversity of experience and background, reputation, integrity, independence, potential for conflicts of interest and other appropriate qualities. When considering a director standing for re-election, in addition to the attributes described above, the Committee shall consider that individual's past contribution and expected future commitment to the Company.

3.4 Board Performance Review

The Committee shall establish a process for and conduct an annual review of the performance of the Board, its committees, and individual Board members in their role as members of the Board or a committee of the Board; and consider the results of the annual performance review when determining whether or not to recommend the nomination of a director for an additional term on the Board or a committee, and for developing proposals for improving corporate governance policies and effectiveness of the Board and its committees.

3.5 Succession Plan

The Committee shall prepare and review, at least annually, a succession plan for the directors of the Board, the CEO, and the members of the executive committee. Any review of possible internal candidates should include consideration of:

- the candidate's readiness and potential;
- the candidate's demonstrated skills and competencies including in-depth knowledge of ophthalmic diseases and science;
- the candidate's experience and training required to fill gaps; and
- a plan for adequate exposure to the Board.

3.6 Corporate Governance Disclosures

When applicable, the Committee shall review the the corporate governance report of the Company for inclusion in the annual report for the approval of the Board and approve any other written public disclosures on corporate governance matters including, but not limited to, environmental, social and governance-related matters.

4. COMMITTEE MEETINGS AND PROCEDURE

4.1 Meetings

The Committee meets as often as business requires, but no less than four times a year. Special Meetings may be convened as required. Meetings are called by the chair, but may also be called by any other member of the Committee.

The chair (or in his/her absence a Committee member designated by the chair) shall set the agenda in consultation with the chair of the Board and preside at each meeting of the Committee.

The chair or any other Committee member presiding at the meeting in the absence of the chair shall designate a secretary to keep 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 shall receive a copy of the minutes of the Committee.

The chair, at his/her discretion, can invite other members of the Board, members of the Executive Committee, 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 person shall not participate in the discussions or deliberations of the Committee unless invited to do so and shall not be entitled to vote. The Committee shall exclude from its decisions anyone with a personal interest in the matters to be discussed.

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 of the Company.

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

The Committee shall have authority to engage and consult with internal or external legal, accounting or other advisors.

The Committee shall obtain appropriate funding, as determined by the Committee, to support the Committee's activities, including for payment of outside . The cost of consulting with outside advisors shall be borne by the Company.

4.2 Annual Committee Performance Review

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

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. Urgent matters shall be communicated to the chair of the Board without delay.

The Committee shall report regularly to the Board on its decisions, determinations, approvals, findings and other matters the Committee deems appropriate or the Board requests.

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.

* * *