
Compensation Committee Charter

of

**VectivBio Holding AG
(VectivBio Holding SA)
(VectivBio Holding Ltd)**

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1. Basis

- (a) This compensation committee charter (**CC Charter**) is adopted by the board of directors (**Board**) of VectivBio Holding AG (**Company**) on the basis of the Swiss Code of Obligations (**CO**), the Company's articles of association (**Articles**) and the Company's organizational regulations (**Regulations**).
- (b) Except as expressly provided in this CC Charter, the Regulations or the Articles, the compensation committee (**CC**) shall determine its own rules of procedure.
- (c) The purpose of the CC is to review and propose to the Board compensation principles for the Company and its direct and indirect subsidiaries, which form the VectivBio group (**Group**), and the compensation for the members of the Board, the chief executive officer of the Group (**CEO**) and the other members of the executive committee of the Group (**Executive Committee**), as set out in further detail in this CC Charter.

2. Composition, Election and Organization

- (a) The CC shall consist of no less than three members of the Board. The members of the CC (**CC Members**) shall be non-executive and independent, as determined in accordance with Swiss law and the Swiss Code of Best Practice for Corporate Governance. All CC Members shall, in the judgment of the Board, satisfy (i) the independence requirements imposed by The Nasdaq Stock Market (**Nasdaq**), as applicable to CC Members, as in effect from time to time, when and as required by Nasdaq, including any exceptions permitted by such requirements, (ii) any other qualifications determined by the Board from time to time, (iii) unless otherwise approved by the Board, the "non-employee director" standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (**the Exchange Act**), (iv) unless otherwise approved by the Board, the "outside director" standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (**the Code**) and (v) any other requirements imposed by applicable law.
- (b) The general meeting of shareholders of the Company (**General Meeting of Shareholders**) elects the CC Members individually for a term of office until the completion of the next ordinary General Meeting of Shareholders. Re-election is possible.
- (c) If there are vacancies on the CC, the Board may appoint substitute members from among its members for a term of office extending until the completion of the next ordinary General Meeting of Shareholders.
- (d) The Board shall appoint the chair of the CC (**Chair**) from among the elected CC Members.
- (e) The CC may appoint a secretary (**Secretary**), who does not need to be a CC Member or a member of the Board and who will maintain the minutes. The Secretary shall be entitled to participate in the deliberations and discussions of the CC, but shall not vote, unless he or she is a CC Member.

3. Powers and Duties

3.1 In General

In general, the CC shall have the powers and duties as set out hereinafter. In addition, the CC shall have all powers and duties delegated to it by the Board.

3.2 Specific Powers and Duties

- (a) The CC shall:
- (i) regularly review and recommend to the Board the compensation and benefits strategy of the Group and the compensation principles applicable to the members of the Board and employees of the Group, and any amendments thereto;
 - (ii) regularly review and, upon consultation with the CEO, propose to the Board the Group's compensation and benefits plans (cash-based incentives and / or equity-based plans), any amendments thereto, or the termination thereof, including by assessing how such compensation and benefits plans relate to risk management and risk-taking incentives;
 - (iii) administer any such compensation and benefits plans, unless such authority is delegated to the CEO, another corporate body of the Company or the Group or a third party;
 - (iv) upon consultation with the CEO, recommend to the Board the maximum number or scope of eligible persons under any equity-based plans, the maximum aggregate number and value of equity-based incentives to be granted to the plan participants overall and, where appropriate, the vesting conditions and, with respect to options, the exercise price, and ensure that the impact on the share price is appropriately considered when using options and other equity-based awards as compensation tools;
 - (v) subject to and within the maximum aggregate amounts of compensation approved by the General Meeting of Shareholders, recommend to the Board the terms of the individual compensation of the members of the Board, the CEO and, upon proposal of the CEO, the other members of the Executive Committee;
 - (vi) recommend to the Board the individual non-compensation-related terms of employment of the members of the Board, the CEO and, upon proposal of the CEO, the other members of the Executive Committee;
 - (vii) recommend to the Board any termination agreements with, or arrangements in connection with a termination in respect of, the CEO and, upon consultation with the CEO, the other members of the Executive Committee;

- (viii) recommend to the Board the performance metrics and targets under any incentives for the CEO and, upon consultation with the CEO, the other members of the Executive Committee;
 - (ix) assess the achievement of the performance metrics and targets under any incentives for the CEO and, upon proposal of the CEO, the other members of the Executive Committee;
 - (x) propose to the Board the motions of the Board for the aggregate amounts of maximum compensation of the Board and the Executive Committee to be submitted to the General Meeting of Shareholders for approval;
 - (xi) approve any credits and loans to be granted by the Company or any of its subsidiaries to (i) members of the Board and the Executive Committee, and (ii) other employees of the Group in an amount exceeding USD 10,000, in the case of each of (i) and (ii) to the extent such loans are permitted under the Articles;
 - (xii) liaise with the CEO on any other important employment, salary and benefit matters, including reports on retirement plans;
 - (xiii) review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" or otherwise discussing the Company's compensation practices (collectively, **CD&A**), for use in any offering materials or periodic reports to be filed by the Company with the U.S. Securities and Exchange Commission (the **SEC**) and prepare and review any reports of the CC to be included in any reports of the Company to be filed with the SEC; and
 - (xiv) ensure that any reporting obligation with respect to compensation matters, specifically any necessary disclosures in the annual report and / or the compensation report required to be published under Swiss law, are being complied with, review and discuss with management and recommend to the Board for approval any such disclosure, and review with management and the Company's auditors the results of the audit of the compensation report.
- (b) To the extent permissible under applicable laws, including in particular Swiss law, the CC may form and delegate authority to subcommittees as appropriate, including, but not limited to, a subcommittee composed of one or more members of the Board or officers of the Company to grant equity awards under the Company's equity incentive plans to persons who are not (a) "Covered Employees" under Section 162(m) of the Code; (b) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code or (c) then subject to Section 16 of the Exchange Act. Delegation by the CC to any subcommittee shall not limit or restrict the CC on any matter so delegated, and, unless the CC alters or terminates such delegation, any action by the CC on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters.

3.3 Information Rights

The CC is empowered by the Board to collect all information and assistance from within the Group that is needed to perform the specific tasks and duties imposed upon it by this CC Charter. Without limitation, the CC shall have unrestricted access to the CEO, the chief financial officer of the Group and other members of the Executive Committee, the Head of Human Resources, as well as the Company's auditors and the Group's internal audit function.

4. Rules of Procedure

4.1 CC Meetings and Agenda

- (a) Meetings of the CC (**CC Meetings**) shall take place as often as necessary, but in any event at least twice a year.
- (b) The Chair together with the chair of the audit committee shall once a year, preferably in sequence with the meeting of the Board regarding the preparation of the ordinary General Meeting of Shareholders, convene a joint meeting of the CC and the audit committee to perform a risk review of the compensation system of the Group.
- (c) CC Meetings may be held in person or by means of a telephone or video conference or any other electronic means, which allow the persons participating and attending such CC Meeting to hear, and be heard by, all others participating and attending the CC Meeting, or a combination thereof.
- (d) CC Meetings shall be called by the Chair or, should the Chair be unable to do so, by another CC Member, whenever necessary. Any CC Member (other than the Chair) may at any time request that the Chair calls a CC Meeting, specifying the items to be included in the agenda, in which case the Chair, or the Secretary on behalf of the Chair if so requested by the Chair, shall give notice to each CC Member of such CC Meeting within maximum five (5) days following receipt of such request.
- (e) The Chair, or the Secretary on behalf of the Chair if so requested by the Chair, shall give at least three (3) days' notice of any CC Meeting to each CC Member.
- (f) If the Chair determines that urgent business has arisen, notice of the relevant CC Meeting may be reduced to one (1) day. Irrespective of the circumstances, a CC Meeting may be held at shorter notice or without notice if the prior consent of all CC Members has been received.
- (g) The Chair, or the Secretary on behalf of the Chair if so requested by the Chair, shall circulate the agenda of the CC Meeting and the package containing the information and documentation relevant for the items to be discussed or resolved upon at the CC Meeting (**CC Pack**) reasonably in advance of the meeting.
- (h) Each CC Member may request that items be placed on the agenda. Such a request shall, if reasonably possible, be sent to the Chair at least two (2) days prior to the relevant CC Meeting. In such event, the Chair, or the Secretary on behalf of the Chair if so requested

by the Chair, shall immediately communicate the additional items on the agenda to the other CC Members before the beginning of the CC Meeting, unless already included in the CC Pack.

- (i) CC Meetings shall be chaired by the Chair or, in his or her absence, by another CC Member appointed by the CC.
- (j) Any CC Meeting shall be held in English and all written communications and minutes shall be in English, unless otherwise required by applicable law.
- (k) The CC may hold CC Meetings as determined by the Chair with or without the participation of the CEO and all or some of the other members of the Executive Committee, and with the participation of other persons who are invited to attend.
- (l) The CC will independently schedule meetings with management and outside independent advisors to obtain necessary financial, legal, reporting, market and industry best practices and other resources to allow the CC to best discharge its responsibilities.
- (m) Section 2.4(n) of the Regulations shall apply *mutatis mutandis* to any person participating in CC Meetings or advising the CC.

4.2 Quorum

A quorum shall exist if at least a majority of the CC Members is present (including by video or telephone conference or by use of electronic means according to section 4.1(c)).

4.3 Resolutions

- (a) Each CC Member shall be entitled to cast one (1) vote.
- (b) The CC shall pass resolutions and take other actions by a simple majority of the CC Members' votes cast. The Chair shall not have a casting vote.
- (c) Resolutions may be passed by way of circulation in writing (including by PDF scans sent by e-mail), by e-mail or by other electronic means, provided that no CC Member requests oral deliberation within the period indicated in the corresponding motion. These circular resolutions shall be considered approved if the majority of CC Members required pursuant to section 4.3(b) have given their consent.

4.4 Board Approval

To the extent the CC does not have decision-making authority, it shall submit its proposals and recommendations to the Board for approval.

4.5 Minutes

- (a) The CC shall maintain minutes of its CC Meetings and properly record all its resolutions.
- (b) The minutes shall be signed by the acting chair and the acting secretary.

- (c) The minutes shall be distributed following the CC Meeting to the CC Members and at the latest be included in the board pack of the next Board meeting, and shall be approved at the next CC Meeting.

4.6 Reporting

The Chair shall report to the Board at the next Board meeting. In case of any extraordinary business developments and matters of urgent nature, the Chair shall immediately report to the chair of the Board.

4.7 Retention of Consultants and Advisers

The CC shall have the authority to select, retain, obtain the advice of and terminate any compensation consultant, external legal counsel or other adviser (each, a **Consultant**) (including the authority to approve the Consultant's fees and other retention items) it deems necessary for the fulfillment of its responsibilities. The CC shall be directly responsible for the appointment, compensation and oversight of the work of any such Consultant retained by the CC. The Company shall provide for appropriate funding, as determined by the CC, for payment of reasonable compensation to any such Consultant retained by the CC. The CC may select compensation consultants, independent legal counsel and other advisors to the CC only after assessing the independence of such person in accordance with the requirements of any stock exchange on which any of the Company's shares are listed.

5. Miscellaneous

5.1 Duty of Care and Loyalty; Conflicts of Interest; Confidentiality

Sections 9.1, 9.3 and 9.4 of the Regulations shall apply *mutatis mutandis*.

5.2 Periodic Review of the CC Charter

The CC will annually review and assess the adequacy of this CC Charter in light of developments in compensation practices designed to attract, retain and motivate management, evolving compensation-related governance standards, and the impacts of amended and newly-adopted legislation and regulations pertaining to the matters within the scope of the CC's responsibilities, and will recommend any suggested changes to this CC Charter, consistent with the Articles and Regulations, for review and approval by the Board.

5.3 Amendments to the CC Charter

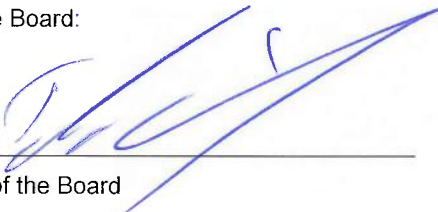
This CC Charter may be amended at any time by resolution of the Board.

5.4 Effectiveness

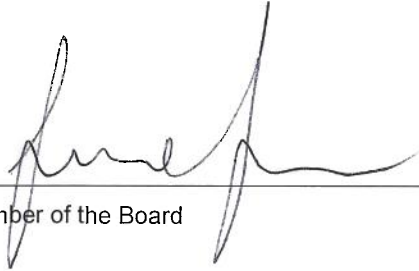
This CC Charter was adopted by resolution of the Board of March 17, 2021, shall replace any charter of the CC previously adopted by the Board as of, and shall be effective on, the day on which the SEC first declares effective the Company's Registration Statement on Form F-1.

Basel, April 1, 2021

For the Board:



Chair of the Board



Member of the Board