

ALVOTECH S.A.
Société anonyme
Registered office: 9, rue de Bitbourg
L-1273 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 258884
(the "**Company**")

Corporate Sustainability Committee – Terms of Reference

1. Members

- 1.1 The Corporate Sustainability committee of the Company (the "**CSC**") should be established by the board of directors of the Company ("**Board**") and it should comprise a minimum of three (3) members.
- 1.2 The CSC should comprise of 3 directors. At least one of the CSC members must be independent non-executive directors of the Company ("**INED(s)**"), one (1) of whom will be designated by the Board as the Chair of the CSC ("**Chairman**").
- 1.3 The terms of appointment of the CSC members should be determined by the Board at the appointment date.

2. Secretary

- 2.1 The Company secretary of the Company shall act as the secretary of the CSC.
- 2.2 The CSC may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the CSC.

3. Meetings

- 3.1 The CSC shall meet as frequently as necessary in order to fulfill its responsibilities under this charter.
- 3.2 Meetings can be called by any member of the CSC.
- 3.3 Certain senior executives shall attend the CSC meetings as required. These may include the most senior Compliance officer of the Company, the Chief Executive Officer, and SVP of Strategy.
- 3.4 The agendas for the CSC shall be set under the direction of the Chairman.
- 3.5 Due notice should be given for any meeting unless such notification is waived by all members of the CSC. Notwithstanding the notification period, the attendance of the members of the CSC Committee at the meeting would be deemed to be treated as the waiver of the required notification requirement.

- 3.6 The quorum necessary for the transaction of business of CSC shall be two (2) members of the CSC, one of whom must be the Chairman.
- 3.7 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the CSC can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.8 Resolutions of the CSC should be passed by more than half of its members.
- 3.9 Minutes of the CSC should be signed by the Chairman and the Company secretary or the duly appointed secretary of the CSC.
- 3.10 Full minutes of the CSC meeting should be kept by the Company secretary or the duly appointed secretary of the CSC at the registered office of the Company and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all members of the CSC for their comments and records, within a reasonable time after the meeting.
- 3.11 Only the members of the CSC can vote in the meeting.

4. Annual General Meetings

- 4.1 The Chairman or (if absent) another member of the CSC (must be an INED) should attend the annual general meeting of the Company, handle the shareholders' enquiry on the activities and responsibilities related to the CSC.

5. Duties and Powers

The CSC is responsible for reviewing, monitoring and setting strategy in the area of corporate sustainability. This may include topics related to environmental sustainability, governance, and compliance. The CSC duties and powers should include:

- 5.1 The CSC shall oversee the Company's activities in the area of corporate sustainability that may have an impact on the Company's reputation and operations. The CSC shall monitor and evaluate the Company's performance and programs, which may include;
 - 5.1.1 to review and provide recommendations to diversity policies impacting the board or the Company
 - 5.1.2 to review and provide recommendations to the Company's policy or practices on corporate sustainability
 - 5.1.3 to review and provide recommendations to the Company's policy or practices regarding political contributions

- 5.1.4 to review and provide recommendations to the Company’s policy or practices regarding charitable giving
- 5.1.5 to review and provide recommendations on the Company’s policy or practices related to whistle blowing to allow for staff, the ability to report concerns without fear of retribution or retaliation
- 5.1.6 to review and provide recommendations on the Company’s policies and practices related to Company’s compliance program
- 5.2 Periodically assess the Company’s compliance obligations
- 5.3 Identify compliance risks and provide recommendations for mitigating and managing risks to the broader Board of Directors
- 5.4 The CSC shall make recommendations, as they deem appropriate, to other committees of the board and to the broader Board of Directors to add or further align governance and duties to advance corporate sustainability at the Company.
- 5.5 Monitor and review matters of health and safety and report findings to the broader board.
- 5.6 Review and evaluate environmental, social and political issues and trends and their relevance to the Company’s business and make recommendations to the broader board regarding those trends and issues
- 5.7 Oversee and review the Company’s approach to stakeholder engagement
- 5.8 Reviewing and recommending proposed changes to the Company’s “Code of Business Ethics”.
- 5.9 Reviewing instances of non-compliance with the Company’s “Code of Business Ethics” and providing recommendations to the broader board.
- 5.10 Review qualifications of proposed board members and provide recommendations for nominations for election at the annual shareholder meeting
- 5.11 Perform annual evaluation on the effectiveness of this charter and provide recommendations to the broader Board for approval
- 5.12 Review the Company’s government relation strategies, policies, and programs and their alignment with the Company’s political activities and contributions and lobbying practices
- 5.13 Undertake such other responsibilities or tasks as the Board of Directors may delegate or assign to the CSC from time to time

6. Reporting

6.1 The Secretary shall circulate the minutes of the meetings to all members of the Board after each of its meetings.

7. Authority

7.1 In order to fulfill its duties, the CSC is eligible to request the management of the Company to provide any figures or data related to the understanding in greater detail the Company's position with respect to corporate sustainability.

7.2 The CSC should have access to independent professional advice at the Company's expense, if necessary, to perform the responsibilities of the CSC. Such independent professional advice can be sought via the Company secretary.

7.3 The CSC shall give due consideration to all relevant laws, regulations, governance codes, listing and other applicable rules as appropriate.