

Nomination and Corporate Governance Committee Charter

of

Kuros Biosciences AG

1. Adoption of Charter

This charter of the Nomination and Corporate Governance Committee (the "Charter") was adopted by the board of directors (the "Board") of Kuros Biosciences AG (the "Company") on January 18, 2016 pursuant to article 23 of the Articles of Association and para. 7 of the Internal Regulations of the Company.

2. Establishment of Committee; Purpose

The Nomination and Corporate Governance Committee (the "Committee") is established as a permanent committee of the Board. As further described in Section 4, 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 executive board positions for appointment by the Board, and perform such other duties as are assigned to the Committee in this Charter. The Committee may delegate some duties to sub-committees comprised of one or more members of the Committee.

3. Composition

The Committee is composed of three or more independent¹ members of the Board. The Board appoints the members and the chairperson of the Committee, and may remove and replace individual members or the chairperson at any time. The Committee members shall serve until they resign or are removed, or their term as a Board member expires and they are not re-elected for a subsequent term.

4. Duties

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

4.1 Director Qualifications and Nomination

The Committee shall:

- 4.1.1 establish and periodically review the qualification criteria for Board candidates, with the goal of achieving a composition of the Board that collective-

¹ As defined in the Swiss Code of Best Practice for Corporate Governance, a director is deemed "independent" if he or she is serving in a non-executive role, was not a member of the executive management of the Company during the last three years, and has no or only minor business relations with the Company other than serving as a member of the Board.

ly 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;

- 4.1.2 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.

4.2 Board and Committee Governance and Composition

The Committee shall:

- 4.2.1 periodically review the policies and principles for corporate governance of the Company, including the Internal Regulations, and recommend changes, if any, to the Board for approval;
- 4.2.2 make recommendations to the Board on Board and committee compositions, including the Board and committee chairpersons and the size of the Board and the committees, taking into account the independence standards established by applicable laws, regulations, the committee charters and corporate governance principles.

4.3 CEO and Executive Board Nominations

- 4.3.1 The Committee shall be responsible for conducting the search for candidates for the position of CEO² of the Company, and shall recommend suitable candidates for evaluation and appointment by the Board.
- 4.3.2 The CEO shall be responsible for conducting the search for candidates for executive board 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.

4.4 Board Performance Review

The Committee shall:

- 4.4.1 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;
- 4.4.2 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.

² For purposes of this Charter, the term "CEO" shall mean the executive chairman of the Board, the chief executive officer, or the delegate of the Board, who is appointed by the Board as the most senior executive officer of the Company.

4.5 Succession Plan

The Committee shall prepare and review annually a succession plan for the directors of the Board, the CEO, and the members of the executive board.

4.6 Corporate Governance Disclosures

The Committee shall review and approve the corporate governance report of the Company for inclusion in the annual report as well as any other written public disclosures on corporate governance matters.

4.7 Code of Conduct Review

The Committee shall:

- 4.7.1 periodically review the Company's code of conduct (the "Code") and recommend changes to the Board for approval as may be appropriate from time to time;
- 4.7.2 periodically review management's monitoring of the Company's compliance with the Code and ensure that management has the proper system in place to enforce the Code;
- 4.7.3 review potential conflicts of interest of Board members and other matters that may be assigned for review by the Committee in the Code.

4.8 Annual Committee Performance Review

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

4.9 Committee Charter

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

5. **Committee Meetings and Procedures**

- 5.1 The Committee meets as often as business requires, but at least twice per year. Meetings are called by the chairperson, but may also be called by any other member of the Committee.
- 5.2 The chairperson (or in his or her absence, a committee member designated by the chairperson) shall set the agenda in consultation with the CEO/chairperson of the Board, and preside at each meeting of the Committee.
- 5.3 The chairperson or any other director presiding the meeting in the absence of the chairperson 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. Any member of the Board may receive a copy of the minutes upon request.

- 5.4 The chairperson, 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.
- 5.5 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.
- 5.6 Decisions of the Committee shall be taken in the same manner as decisions of the Board pursuant to the Internal Regulations.
- 5.7 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 Internal Regulations, or this Charter.

6. Reporting

The chairperson of the Committee shall report to the chairperson 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 chairperson of the Board without delay.

7. Amendments

This Charter can be modified or amended any time by a resolution of the Board.