

Governance

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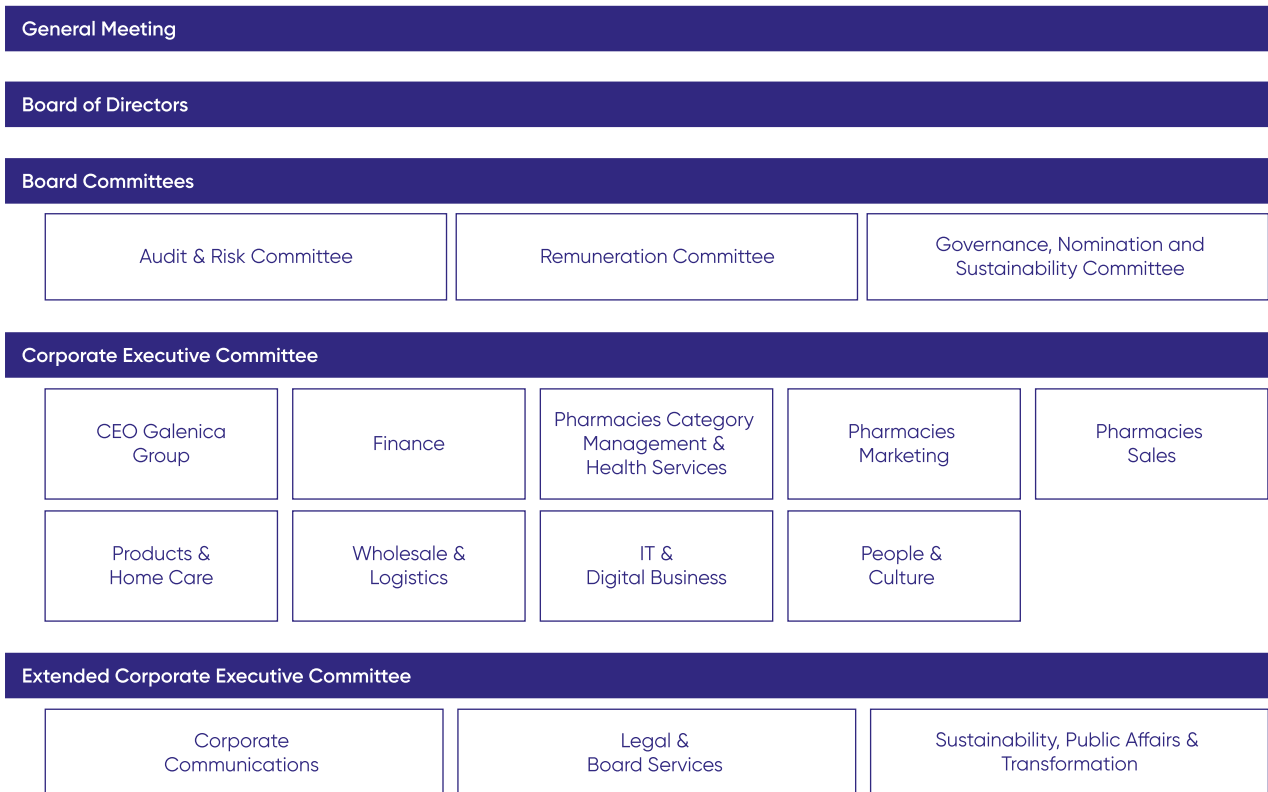
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Corporate Governance

Governance

The Corporate Governance report outlines the structures, processes, and regulations on which well-functioning corporate governance at Galenica is based. Galenica meets the requirements of Swiss law and those stated in the SIX Swiss Exchange Directive on Information relating to Corporate Governance (Directive Corporate Governance) and follows the recommendations of the Swiss Code of Best Practice for Corporate Governance of *economiesuisse*. The structure of this Corporate Governance report is based on the SIX Swiss Exchange Directive Corporate Governance. The remuneration and profit-sharing for top management are disclosed in a separate Remuneration report, Chapter Remuneration awarded for 2024 and 2023.



Group structure and shareholders (GRI 2-1, 2-15)

Structure of the Group

Galenica is headquartered at Untermattweg 8, 3027 Bern, Switzerland. It is a corporation under Swiss law and, as a holding company, owns all the companies in the Galenica Group directly or indirectly. Galenica has been listed on the SIX Swiss Exchange since 7 April 2017 (ticker symbol: GALE). Shares in Group companies are not publicly traded.

The Group’s structure and the consolidated subsidiaries and associates are shown in the Consolidated financial statements 2024 ([Note 32, Group companies](#)). The [Articles of Association](#) of Galenica, the [Organisational Regulations](#) and the [charters of the committees](#) of the Board of Directors can be accessed on the [Galenica website](#).

Shareholders

As at 31 December 2024, Galenica had 20,159 shareholders, four of which, according to documents submitted to Galenica and the SIX Swiss Exchange, were major shareholders holding 3% or more of the voting rights in Galenica Ltd.

Major shareholders as at 31 December 2024 (holding 3% or more of the voting rights)

Shareholders	Number of shares	Shares in %
UBS Fund Management (Switzerland) AG, Switzerland	5,487,581	11.0
Alecta Pensionsförsäkring, Sweden	2,000,000	4.0
BlackRock, Inc., USA	1,579,198	3.2
Swisscanto Fondsleitung AG, Switzerland	1,533,324	3.1

No other shareholder disclosed exceeding the 3% threshold of shares.

The transactions disclosed to the Stock Exchange Disclosure Office pursuant to Article 120 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FinMIA) can be viewed on the Disclosure Office website of the [SIX Exchange Regulation](#).

As of 31 December 2024, the pension fund of the Galenica Group was not registered.

Cross shareholdings

Galenica has no cross shareholdings in companies outside the Galenica Group.

Number of registered shareholders as at 31 December 2024

Number of shares	Shareholders	Shares in %
1 - 100	4,487	0.5%
101 - 1,000	13,194	10.1%
1,001 - 10,000	2,208	11.3%
10,001 - 100,000	231	14.2%
> 100,000	39	24.6%
Total registered shareholders/shares	20,159	60.7%
Unregistered shares		39.3%
Total		100.0%

Registered shareholders per type as at 31 December 2024

	Shareholders in %	Shares in %
Individual shareholders	95.1%	37.2%
Legal entities	4.9%	62.8%
Total	100.0%	100.0%

Registered shareholders per country as at 31 December 2024

	Shareholders in %	Shares in %
Switzerland	95.6%	85.6%
Germany	2.6%	1.1%
USA	0.1%	2.2%
GB	0.1%	8.3%
Other countries	1.6%	2.8%
Total	100.0%	100.0%

Structure of the share capital

Share capital

As at 31 December 2024, the fully paid share capital of Galenica amounted to CHF 5,000,000, divided into 50,000,000 registered shares, each with a nominal value of CHF 0.10. Galenica shares (securities no. 36 067 446, ISIN CH036 067 446 6) are listed on the SIX Swiss Exchange. As at 31 December 2024, 49,827,021 shares were outstanding (not including treasury shares). The market capitalisation amounted to CHF 3,704.6 million. With regard to dividend entitlement and voting rights see chapter [Shareholders' rights to participate](#) below.

Capital band and conditional capital in particular

According to Article 3b of the [Articles of Association](#), the share capital may be increased by a maximum of CHF 500,000 by the issuance of a maximum of 5,000,000 fully paid registered shares with a nominal value of CHF 0.10 each, through the voluntary or compulsory exercise of conversion rights and/or option rights granted in connection with the issuance of bonds or similar financial market instruments of the Company or one of its Group companies on national or international capital markets. As of 31 December 2024, Galenica had no conditional capital. Furthermore, Galenica has no capital band.

Changes in the capital

Information about changes in the share capital, reserves during the last three financial years and distributable profit during the last three financial years can be found in the [Financial statements 2024](#) of Galenica Ltd., Note Shareholders' equity.

Participation and dividend-right certificates

Galenica has no participation or dividend-right certificates.

Registration of shareholders

Buyers of shares are entered in the shareholders' register upon request as shareholders with voting rights if they declare explicitly that they have acquired the shares in their own name and for their own account (Article 6(1) of the [Articles of Association](#)).

Registration and limitations on transferability

The Board of Directors may refuse registration in the shareholders' register if purchasers do not declare explicitly, upon request, that they have acquired the shares in their own name and for their own account. The Board of Directors is also authorised to cancel any entries in the shareholders' register that came about on the basis of incorrect information or to change these into entries without voting rights, and vice versa (Article 6(5) of the [Articles of Association](#)).

Registration of nominees

A nominee may be registered with voting rights up to a limit of 2% of the share capital entered in the commercial register. Shares in excess of this limit can only be registered if the nominee in question discloses the name, address, and number of shares of the person for whose account the nominee holds 0.5% or more of the share capital entered in the commercial register (Article 6(2) of the [Articles of Association](#)). Galenica has signed an agreement of this nature with three nominees.

Convertible bonds and options

Galenica has no outstanding convertible bonds, nor has it issued any options.

Board of Directors (GRI 2-9, 2-10, 2-15)

Board of Directors

Board Committees

Audit & Risk Committee	Remuneration Committee	Governance, Nomination and Sustainability Committee
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The Board of Directors of Galenica is responsible for the overall management and ultimate supervision of the Group. It determines the strategic goals, the general ways and means to achieve them while harmonising strategy, risks, and financial resources, and issues instructions and oversees the managers responsible for conducting the company's businesses. The Board of Directors pursues the aim of increasing enterprise value on a sustainable basis and ensures a balanced relationship between management and control (corporate governance). It decides on the Group's medium-term planning, budget, and annual objectives. The values and essential framework of the company's activities are also determined by the Board of Directors. For the Board of Directors, sustainability is of central importance and bears ultimate responsibility for the economic, environmental and social impact of the Galenica Group. The Board of Directors approves the sustainability goals and monitors progress in achieving them. With regard to personnel, the Board of Directors is responsible for the selection and deselection of the members of the committees, the CEO, and the members of the Corporate Executive Committee, as well as the organisation of the remuneration system.

The specific duties of the Board of Directors of Galenica are based on the Swiss Code of Obligations (in particular Article 716a CO), the company's [Articles of Association](#) and its [Organisational Regulations](#). Pursuant to the Articles of Association, the Board of Directors consists of five to nine members (Article 17(1) of the [Articles of Association](#)).

The Board of Directors consisted of six members as of the end of 2024. Andreas Walde, a member of the Board of Directors since 2017, passed away on 11 December 2024.

Important changes that occurred between the balance sheet date and the release date of the Annual Report:

At the upcoming Annual General Meeting on 10 April 2025, a new member will be proposed to shareholders, for election to the Galenica Board of Directors: Nadine Balkanyi-Nordmann (born in 1972), a recognised leader and expert in various fields of law.

Board of Directors competence and evaluation

In selecting the members of the Board of Directors, care is taken to ensure that the relevant competences for Galenica’s activities are represented and that the necessary specialised expertise is available. The Board of Directors evaluates current and prospective members of the Board according to a competence matrix to ensure that an appropriate mix of relevant skills and experience is represented. Particular attention is paid to diversity and complementarity.

In 2022, an assessment was carried out with external support (Thomas Hammer, Board Consulting). The Board of Directors is a well-constituted team of optimum size, with a range of experience, complementary expertise and a good combination of different personalities. The Board of Directors and the committees of the Board of Directors carried out a self-assessment in 2024.

Competences

	Markus R. Neuhaus	Pascale Bruderer	Bertrand Jungo	Judith Meier	Solange Peters	Andreas Walde ¹⁾	Jörg Zulauf
Industry Experience		x	x	x	x	x	
Digitalisation		(x)	(x)		(x)		x
Regulations/Politics	x	x		x	x	x	
Leadership/Big Corp.	x		x	x			x
Finance/M&A	x					x	x
Legal/Compliance	x					x	x
HR/Remuneration	x		x	x	x	x	
Sustainability	x	x				x	x

¹⁾ Died on 11 December 2024

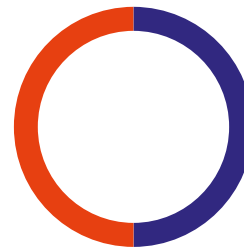
An (x) in brackets refers to substantive experience that was gained through intensive engagement in the corresponding area, but without formally holding a position of responsibility or having completed an educational programme in the respective field.

Age (as at 31 December 2024)



- 41 - 45: 0%
- 46 - 50: 17%
- 51 - 55: 17%
- 56 - 60: 17%
- 61 - 65: 17%
- 66 - 70: 33%

Gender (as at 31 December 2024)



- Female: 50%
- Male: 50%

The number of appointments that a member of the Board of Directors may hold in comparable positions at other commercial companies is limited to seven, of which four may be appointments at listed companies, and is limited to fifteen appointments at other legal entities such as foundations and associations with a for-profit purpose. These limits must not be exceeded, unless the appointment is temporary. These restrictions do not apply to appointments at companies controlled by Galenica or carried out on behalf of Galenica or companies controlled by it. An appointment at a Group of legal entities which are under uniform control is deemed a single appointment (Article 17(3) of the [Articles of Association](#)). Please refer to the [Remuneration report](#) for information regarding functions exercised by members of the Board of Directors and members of the Corporate Executive Committee at other for-profit companies.

None of the members of the Board of Directors hold an executive role within Galenica or in any of the companies within the Group in the year under review or has held such a role in any of the three financial years prior to the year under review.

Based on the criteria of the Swiss Code of Best Practice for Corporate Governance, all members are independent.

Disclosure of potential conflicts of interest

No member of the Galenica Board of Directors has any significant relations with Galenica or any of its subsidiaries.

Election and term of office

Each member of the Board of Directors and the Chairman are elected individually by the Annual General Meeting for a term of office of one year until the end of the next Annual General Meeting. Re-election is permissible. Upon reaching the age of 70, the members of the Group Board of Directors must resign from office with effect from the next Annual General Meeting. The Board of Directors may, however, propose to the Annual General Meeting that they be re-elected in individual cases (Article 3.4 of the Organisational Regulations in force until 19 February 2025).

Important changes that occurred between the balance sheet date and the release date of the Annual Report:

At its meeting on 13 February 2025, the Board of Directors adapted Article 3.4 of the Organisational Regulations as follows: The members of the Board of Directors usually step down after a total of 12 years in office. Under special circumstances, and if this serves the interests of the company, the Board of Directors may make exceptions to this rule – limited to a maximum of 16 years in office. The age limit of 70 is hence skipped. The revised [Organisational Regulations](#) came into force on 20 February 2025.

Internal organisation

The Chairman calls a meeting of the Board of Directors at least four times a year and prepares and leads the meetings. The individual agenda items are set by the Chairman. He decides on a case-by-case basis whether to involve additional persons in the consultations of the Board of Directors. Members of the Corporate Executive Committee participate in every meeting to report on ongoing business and to explain in more detail the documentation in light of the decisions to be taken. Any member of the Board may request that the Chairman calls a meeting of the Board of Directors and that items be included on the agenda. The members of the Board receive the documentation they need to prepare for the agenda items in a timely manner, normally seven days before the meeting in question. The Board of Directors constitutes a quorum when the majority of its members are present. Minutes are kept, recording all discussions and resolutions.

As part of its risk management, the Board of Directors receives from the Corporate Executive Committee an overview of the most important risks, along with preventive measures to be implemented Group-wide as part of the risk management process. This is provided when circumstances require it, but at least twice a year. The Board of Directors approves the overview.

A commitment to abiding by the law and guidelines (compliance) and acting with integrity is the cornerstone of the corporate culture of the Galenica Group and is a consistent focus of its corporate governance. The Board of Directors ascertained the current status of the various compliance measures at a meeting held during the year under review. The [Code of Conduct of the Galenica Group](#) is particularly important for the Board of Directors. It sets out all of the key principles relating to corruption, bribery, gifts and the provision of hospitality for all employees.

The Galenica Group operates mostly in Switzerland; nevertheless, the Group is within the scope of the OECD Pillar Two model rules. Since the Pillar Two model legislation is enacted in the jurisdictions relevant to Galenica as per January 2024, Galenica has performed an assessment of its potential exposure to Pillar Two income taxes based on 2024 financial information for the constituent entities in the Group. The Pillar Two effective tax rates in all the jurisdictions in which Galenica operates is above 15% according to transitional safe harbour rules and Galenica expects there to be no top-up taxes for the financial year 2024. Galenica continues to follow Pillar Two legislative developments to evaluate the potential future impact on its consolidated financial results.

Committees

The Board of Directors forms the following committees from its members:

- [Governance, Nomination and Sustainability Committee](#)
- [Remuneration Committee](#)
- [Audit and Risk Committee](#)

Each committee has its own duties and responsibilities, which are stipulated in a charter.

The committees prepare the business of the Board of Directors in the areas of activity assigned to them and submit recommendations to the entire Board of Directors. They meet as often as business requires and report to the Board of Directors on their activities and results. They draw up their own agendas and keep minutes.

Committees of the Board of Directors and their chairs and members 2024

	Name	Member since	Independent	Remuneration Committee (RC)	Audit and Risk Committee (ARC)	Governance, Nomination and Sustainability Committee (GNSC)
Board of Directors	Markus R. Neuhaus Chairman	2019	Yes			Chairman
	Pascale Bruderer Vice-Chairwoman	2020	Yes	Member		Member
	Bertrand Jungo	2018	Yes	Chairman	Member	Member
	Judith Meier	2022	Yes		Member	
	Solange Peters	2023	Yes	Member		
	Andreas Walde ¹⁾	2017	Yes	Member	Member	
	Jörg Zulauf	2023	Yes		Chairman	
Honorary Chairman	Etienne Jornod					
General Secretary	Barbara Wälchli					

¹⁾ Died on 11 December 2024

Governance, Nomination and Sustainability Committee

The Governance, Nomination and Sustainability Committee comprises three members. This committee supports the Board of Directors in the ultimate direction and supervision of the Company and the Group. It supports the Board of Directors in determining the appropriate size, function, and needs of the Board, as well as the identification of individuals qualified to become or be re-elected as Board members. It also evaluates the appointment of and changes to the members of the Corporate Executive Committee and is kept informed about the succession planning for the Senior Management levels.

The Committee assists the Board in advising on the sustainability strategy, targets, initiatives and legislation regarding ESG topics. It includes monitoring progress on sustainability goals.

Remuneration Committee

In the year under review, the Remuneration Committee was composed of four members of the Board of Directors who meet the independence criteria set forth in the [Organisational Regulations](#). Due to the passing of Andreas Walde on 11 December 2024, the Remuneration Committee comprised three members as at 31 December 2024. The Remuneration Committee carries out the following duties in particular:

- Proposes the remuneration policy and objectives for the Group and the members of the Corporate Executive Committee to the Board of Directors;
- Proposes the salaries and remuneration for the members of the Board of Directors, the Chairman and the CEO to the Board of Directors;
- Approves the remuneration for the members of the Corporate Executive Committee (excluding the CEO) according to the proposal of the CEO and in agreement with the Chairman of the Board of Directors.

The regulations in the [Articles of Association](#) governing remuneration as well as the activities and focuses of the Remuneration Committee in the year under review are detailed in the [Remuneration report](#).

Audit and Risk Committee

In the year under review, the Audit and Risk Committee comprised four members (due to the passing of Andreas Walde on 11 December 2024, the Audit and Risk Committee temporarily comprised three members) and supports the Board of Directors in fulfilling its duties with regard to accounting, financial and non-financial reporting, risk management, and compliance, as well as internal and external audits. The Audit and Risk Committee carries out the following duties in particular:

- Audits reports by the Corporate Executive Committee on the company's compliance and risk management process;
- Monitors measures taken by the Corporate Executive Committee for compliance with internal and external regulations;
- Evaluates the effectiveness of the external auditor and approves its fees;
- Evaluates the internal audit programme, takes note of reports from Internal Audit and checks whether the Corporate Executive Committee has used appropriate measures to implement Internal Audit's recommendations;
- Submits recommendations to the Board of Directors on the Group's capital structure, financing of investments and acquisitions, and setting of long-term objectives;
- Reviews the non-financial reporting.

Frequency of meetings of the Board of Directors and its committees in 2024

In 2024, the Board of Directors held seven meetings. Each meeting lasted between four to six hours, including a two-day strategy meeting. The Remuneration Committee met four times, the Audit and Risk Committee eight times. The Governance Nomination and Sustainability Committee met six times. Furthermore, various videoconferences regarding specific topics were held.

In principle, all the members participate in all the meetings of the Board of Directors. Attendance of meetings of the Board of Directors in 2024 was 98%, and that of committee meetings was between 94% and 100%.

The CEO and CFO attended a given part of the meetings of the Board of Directors and attended each meeting of the Audit and Risk Committee. The Board of Directors and its Committees invite members of the Corporate Executive Committee to attend the meetings related to specific topics.

Attendance in Board Meetings and Committees in 2024

	Board of Directors	Audit and Risk Committee (ARC)	Remuneration Committee (RC)	Governance, Nomination and Sustainability Committee (GNSC)
Number of meetings	7	8	4	6
Average duration (hours)	5	3	1	1
Meeting attendance	98%	97%	94%	100%

	Board of Directors	Audit and Risk Committee (ARC)	Remuneration Committee (RC)	Governance, Nomination and Sustainability Committee (GNSC)
Number of meetings	7	8	4	6
Markus R. Neuhaus	7			6
Pascale Bruderer	7		4	6
Bertrand Jungo	7	8	4	6
Judith Meier	7	8		
Solange Peters	7		4	
Andreas Walde	6	7	3	
Jörg Zulauf	7	8		

Information and monitoring tools of the Board of Directors with respect to management

Risk management

Galenica has a risk management process in place which enables the Board of Directors, the Corporate Executive Committee, and the relevant management of Group companies to identify and assess potential risks in a timely manner and take the preventive measures necessary. The goal of this process is to identify and assess significant risks at all management levels and to manage them while making conscious use of the opportunities the process provides.

As part of Group-wide Galenica Risk Management (GRM), the companies in the Group conduct a risk assessment at least twice a year. This standardised process is based on a risk grid in which the most important strategic and operational risks and their possible effects – particularly from a financial and reputational perspective – are identified in line with pre-defined criteria and then evaluated in accordance with the probability of their occurrence and their effect. These risks are entered into a risk matrix for each Service Unit and, depending on the importance, also incorporated into the Group risk matrix.

The Board of Directors of Galenica receives an overview of the most important risks from the Corporate Executive Committee when circumstances require it, but at least twice a year. The Board approves the overview, adding information as needed, and where required takes decisions on any preventive measures necessary, which will then be implemented Group-wide as part of the risk management process.

Galenica defines risk as the possibility that an event or an action will lead to financial loss or other negative consequences.

Additional information about the management of financial risks can be found in the [Notes to the consolidated financial statements 2024, Note 27 Financial risk management](#).

Internal control system

As part of its risk management system, Galenica operates an internal control system (ICS) to provide reliable internal and external financial reporting and to prevent false information and errors about business transactions. The ICS provides the necessary processes and controls to ensure that risks relating to the quality of the company's financial reporting can be detected and managed in a timely manner. A thorough review of the existence of the processes and controls of the Galenica ICS is carried out annually by the external auditors at the time of the interim audit. The results of these reviews are reported to the Audit and Risk Committee. Appropriate measures are taken by management to continually improve the company's processes with regard to the process areas of purchasing, procurement, investments, sales, HR, general financial management and reporting, as well as IT controls.

Internal Audit

Internal Audit carries out audits of operational and strategic risk management and the ICS in accordance with the audit plan determined by the Audit and Risk Committee. It carries out reviews, analyses and interviews across the Group and helps the Service Units to meet their targets by ensuring an independent assessment of the effectiveness of the internal control processes. Internal Audit regularly produces reports on its audits and reports directly to the Audit and Risk Committee in writing. The activities of Internal Audit are conducted through contracts issued to external service providers.

Management

Corporate Executive Committee

Marc Werner CEO Galenica Group	Felix Burkhard Finance	Daniele Madonna Pharmacies Category Management & Health Services	Stephan Mignot Pharmacies Marketing	Virginie Pache Jeschka Pharmacies Sales
Dr Thomas Szuran Products & Home Care	Andreas Koch Wholesale & Logistics	Lukas Ackermann IT & Digital Business	Arianne Hasler People & Culture	

Extended Corporate Executive Committee

Iris Müller Corporate Communications	Barbara Wälchli Legal & Board Services	Jürg Pauli Sustainability, Public Affairs & Transformation
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as at 31 December 2024

The Board of Directors has delegated the management of the company to the CEO in accordance with the [Articles of Association](#) and the [Organisational Regulations](#). The CEO assumes operational management of the Galenica Group and heads the Corporate Executive Committee. The CEO reports to the Chairman of the Board of Directors. The Board of Directors maintains regular contact with the CEO and the members of the Corporate Executive Committee.

As of the end of 2024, the Corporate Executive Committee had nine members. The Board of Directors appointed Stephan Mignot, Chief Pharmacies Marketing, to the Corporate Executive Committee with effect from 1 September 2024.

Important changes that occurred between the balance sheet date and the release date of the Annual Report:

Since 1 January 2025, Julian Fiessinger has been CFO and successor to Felix Burkhard (until 31 December 2024).

Corporate Executive Committee

The instructions and resolutions of the Board of Directors are implemented for each of the Group's Service Units by the Corporate Executive Committee under the leadership of the CEO. The Board sets appropriate objectives for the CEO and those members of the Corporate Executive Committee allocated to the relevant Service Unit and approves the budget. The Board of Directors receives monthly reports, which include key figures and reporting on important events and developments, and on the planning cycle. In the first quarter, the previous year's results are compared with an initial forecast for the current financial year, and the annual financial statements for the

previous year are prepared. In the second quarter, a second forecast for the current financial year is made. In the third quarter, the half-year financial statements are prepared, along with a third forecast for the current year. In the fourth quarter, another forecast is created for the current year together with the budget for the following year and medium-term planning for the next two years.

If a member of the Corporate Executive Committee wishes to accept appointments with comparable functions at other commercial companies, this requires the approval of the Board of Directors and is limited to five appointments, of which a maximum of one per member of the Corporate Executive Committee may be at a listed company; the maximum number of appointments per member of the Corporate Executive Committee at other legal entities such as non-profit foundations and associations is limited to ten. Only temporary exceedances are permitted. These restrictions do not apply to appointments at companies controlled by Galenica or carried out on behalf of Galenica or companies controlled by it. Appointments in different legal entities which are under uniform control are deemed a single appointment (Article 20 (4) of the [Articles of Association](#)). All members of the Corporate Executive Committee are compliant with this Article. Please refer to the [Remuneration report](#) for information regarding functions exercised by members of the Board of Directors and members of the Corporate Executive Committee at other for-profit companies.

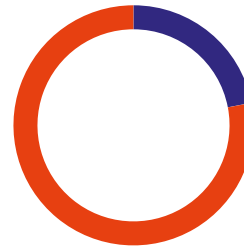
Further information on the other duties of the Board of Directors and the Corporate Executive Committee can be found in the [Organisational Regulations](#) published on the Galenica website.

Age (as at 31 December 2024)



- 41 - 45: 22%
- 46 - 50: 22%
- 51 - 55: 22%
- 56 - 60: 33%
- 61 - 65: 0%
- 66 - 70: 0%

Gender (as at 31 December 2024)



- Female: 22%
- Male: 78%

Information and monitoring tools

The Board of Directors monitors the Corporate Executive Committee and supervises its working practices. The Galenica Group has a comprehensive electronic information management system. The Board of Directors receives a written report on a quarterly basis and is informed on a monthly basis about the Group's financial and operating performance. In addition, operating performance, opportunities, and risks are discussed in depth at meetings attended by members of the Corporate Executive Committee.

Management contracts

No management contracts exist as specified under point 4.4 of the Annexe to the SIX Swiss Exchange Directive Corporate Governance.

Remuneration, Shareholdings and Loans

The regulations in the [Articles of Association](#) governing remuneration (incl. profit-sharing, loans, credits, and pension benefits) of members of the Board of Directors and the Corporate Executive Committee, as well as those governing votes by the Annual General Meeting on remuneration can be found in the [Remuneration report](#).

Shareholders' rights to participate

Voting rights restrictions and representation

According to Article 13(1) of the [Articles of Association](#), every registered share listed in the shareholders' register of the company with voting rights shall grant entitlement to one vote but, subject to para. 2 of Article 13 of the [Articles of Association](#), in the exercise of such voting rights, no shareholder may either directly or indirectly act for a total of more than 5% of the share capital entered in the Commercial Register, including both his own shares and the shares represented by him.

The Board of Directors is also entitled to grant the voting right up to a maximum of 20% of the share capital registered with the Commercial Register to strategic partners (Article 13(2) of the [Articles of Association](#)). The Board of Directors did not exercise this right in the year under review.

According to Article 13(3) of the [Articles of Association](#), a shareholder may be represented at the General Meeting by the independent proxy holder, their legal representative or, based on a written proxy form, by another authorised representative who does not need to be a shareholder. There are no rules that deviate from legal provisions relating to attendance of the General Meeting.

Each share recorded as a share with voting rights in the shareholders' register entitles the holder to one vote at the General Meeting. Shareholders are also entitled to dividends and have other rights pursuant to the Swiss Code of Obligations.

This provision of the Articles of Association may be annulled by the general meeting with a quorum in accordance with Article 13(5) of the [Articles of Association](#).

Quorums under the Articles of Association

Unless otherwise provided by the Swiss Code of Obligations or the [Articles of Association](#), the general meeting shall pass resolutions and conduct elections by a majority of the shares bearing voting rights represented.

Convening of the Annual General Meeting

The Annual General Meeting is held each year within six months of the close of the financial year (Article 10(1) of the [Articles of Association](#)).

Extraordinary General Meetings shall be convened as required by resolution of the Annual General Meeting or by the Board of Directors or, if necessary, by the auditor. Shareholders may request that a General Meeting be convened, provided they together hold at least 5% of the share capital or of the votes. Their request that the meeting be convened must be made in writing. The items on the agenda and motions must be included in the request. (Article 10(2) of the [Articles of Association](#)).

The [Articles of Association](#) do not differ from the relevant legal regulations as regards the convening of the General Meeting and the setting of the agenda.

The General Meeting is convened by the Board of Directors no later than 20 days before the date of the meeting (Article 11(1) of the [Articles of Association](#)). The shareholders are invited to attend by a notice placed in the Swiss Gazette of Commerce (SHAB). The Board of Directors may designate additional publication organs. The meeting may also be convened by sending a letter or e-mail to the addresses stated in the shareholders' register (Article 28 of the [Articles of Association](#)). The following information must be included in the notice convening the General Meeting: the date, the starting time, the form and the location of the General Meeting; the items on the agenda; the motions of the Board of Directors and a brief explanation of the motions; if applicable, the motions of the shareholders together with a brief explanation of the reasons; the name and address of the independent proxy holder (Article 11(2) of the [Articles of Association](#)).

Inclusion of items on the agenda

Shareholders may request that items be placed on the agenda provided that they together hold at least 0.5% of the company's share capital or votes. Subject to those prerequisites, shareholders may request that motions relating to agenda items be included in the convocation of the General Meeting. The shareholders may submit a brief statement of reasons for the inclusion of agenda items or motions. This must be included in the convocation of the General Meeting. Such a request must be received by the company in writing at least 40 days prior to the meeting, stating the agenda item, motion or motions (Article 10(3) of the [Articles of Association](#)).

Shareholders' register

There are no regulations in the [Articles of Association](#) regarding a deadline for entry in the shareholders' register. However, for practical reasons the shareholders' register remains closed to entries for several days prior to a General Meeting. With regard to the coming Annual General Meetings this will be the case from Thursday, 3 April 2025 for financial year 2024 and from Tuesday, 14 April 2026 for financial year 2025. Shareholders entered in the shareholders' register by Wednesday, 2 April 2025 and Monday, 13 April 2026 respectively may exercise their voting rights at the corresponding Annual General Meeting.

Instructions to the independent proxy holder may be given in writing and also electronically through a platform called Nimbus Shapp[®], which is used by Galenica. The invitation to the Annual General Meeting, which will be sent to all shareholders on or around 19 March 2025, includes the required login information to create a personal user profile (Article 13(3) of the [Articles of Association](#)). The instructions must be received by the independent proxy holder by the evening of the penultimate day before the Annual General Meeting, i.e. by Tuesday, 8 April 2025 for the 2025 Annual General Meeting and by Friday, 17 April 2026 for the 2026 Annual General Meeting.

Change of control and defence measures

The obligation to make a public offer pursuant to Article 125 et seq. FinMIA has not been changed in the [Articles of Association](#). The employment contracts of the members of the Corporate Executive Committee and the members of senior management contain no provisions to this effect either.

Auditors

Ernst & Young AG, Bern, Switzerland, have been the Galenica Group's auditors since 2017. Daniel Zaugg, certified accountant and partner at Ernst & Young, has been the leading auditor since the business year 2021. The total fees paid to the Group's auditors, Ernst & Young, in 2024 for their audit of Galenica and its subsidiaries amounted to CHF 870,000.

The fees paid to Ernst & Young and their close collaborators for other services rendered to Galenica and its subsidiaries in the period under review amounted to CHF 96,000 for additional advice in audit matters (such as tax advice and services in relation to the report on non-financial matters).

In 2024, the auditors attended two meetings of the Audit and Risk Committee and one meeting of the Board of Directors. The auditors presented their report to the Board of Directors at the meeting of 5 March 2025.

The auditors are regularly informed of new projects. Their activities are reviewed at least once a year by the Audit and Risk Committee. The criteria that are of particular importance in these reviews are: competence in reporting, understanding of the structure of the Group, quality of reporting, compliance with deadlines, independence, and costs. The auditors have direct access to the chair of the Audit and Risk Committee regarding the discussion of relevant issues.

Information policy

Corporate Governance

Galenica and its companies operate an active and transparent information policy towards all their stakeholder groups. Consistency and credibility are two fundamental principles that are reflected in factual, comprehensive, and objective communication.

Ad hoc announcements pursuant to Article 53 Listing Rules

Price-sensitive facts are communicated in a timely manner via electronic media and in accordance with the applicable SIX Swiss Exchange Directive on Ad hoc Publicity (see <https://www.galenica.com/en/medien/archiv-mm.php?type=adhoc>).

Periodic publications

Once a year, Galenica publishes an annual report and a half-year report. The full versions of these publications are available on the [Galenica website](#). Galenica sends a printed version of the Annual Report to shareholders by mail only [upon request](#).

The invitation to the Annual General Meeting is sent to shareholders electronically or by mail and is additionally published in the Swiss Official Gazette of Commerce.

Internet

All Galenica publications, all media releases, and other supplementary information about the Group can be found on the [Galenica website](#) (www.galenica.com).

Contact persons and important publication dates

For shareholders

For shareholders in relation to Corporate Governance:
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For investors

Julian Fiessinger, CFO
phone +41 58 852 85 31, investors@galenica.com

For the media

Iris Müller, Chief Communications Officer
phone +41 58 852 85 17, media@galenica.com



Agenda 2025/2026

- Annual General Meeting 2025: 10 April 2025
- Sales Update: 22 May 2025
- Half-year report 2024: 7 August 2025
- Sales Update: 23 October 2025
- Investor day: 28 October 2025
- Annual Report 2025: 10 March 2026
- Annual General Meeting 2026: 21 April 2026

Further important dates can be found on the [Galenica website](#).

Fixed blackout periods

Members of the Board of Directors and the Corporate Executive Committee and all members of senior and middle management as well as employees involved in preparing of the financial reporting are required to observe the prohibition on trading during the fixed blackout periods.

The fixed blackout periods in connection with the preparation of the regular financial reporting generally last:

- for the annual results: from 1 January to the first trading day following publication;
- for the half-year results: from 1 July to the first trading day following publication;
- for the sales update: from 1 May respectively 1 October to the first trading day following publication.

Members of the Board of Directors (GRI 2-9, 2-11)



Dr Markus R. Neuhaus
Chairman of the Board of Directors

Board member since 2019, born in 1958, Swiss citizen

Corporate Governance:
Independent member

Career highlights: Dr Markus R. Neuhaus held various roles at PwC from 1985 on, including CEO of PwC Switzerland from 2003 to 2012, member of PwC’s Global Board from 2005 to 2007, member of the PwC Network Executive Team from 2010 to 2013, member of PwC’s Office of the Global Chairman from 2013 to 2016, and Chairman of PwC Switzerland from 2012 to 2019.

Qualification: Master of law and doctorate in law from the University of Zurich. Certified tax expert. Various management courses at international business schools (Harvard, Insead, IMD).

Other main activities: Dr Markus R. Neuhaus is Vice-Chairman of the Board of Directors of Barry Callebaut AG and a member of the Board of Directors of Baloise Holding AG and Jacobs Holding AG. He also serves as Vice-Chair of the Board of Trustees of Avenir Suisse.



Pascale Bruderer
Vice-Chairwoman of the Board of Directors

Board member since 2020, born in 1977, Swiss citizen

Corporate Governance:
Independent member

Career highlights: Pascale Bruderer was a member of the National Council from 2002 to 2011 (president of the National Council 2009/2010) and a Member of the Council of States from 2011 to 2019. She was formerly a member of the Social Security and Health Committee. She served as president of the umbrella organisation for disabled people, Inclusion Handicap, and was the managing director of Krebsliga Aargau.

Qualification: Master’s degree in political science from the University of Zurich and education at Harvard University (USA) and at the Executive School of the University of St. Gallen.

Other main activities: Pascale Bruderer is a member of the Board of Directors of TX Group AG and Orell Füssli AG. Since 2019, she has been a member of the Board of Crossiety AG and since 2022, Chairwoman of the Board of Directors of Swiss Stablecoin AG. Elected by the Federal Council, she has served as Vice-President of the ETH Board since 2024.



Bertrand Jungo

Board member since 2018, born in 1965, Swiss citizen

Corporate Governance:
Independent member

Career highlights: From 2006 to 2017, he held the position of CEO of the Swiss department store group Manor. From 2017 until 2020, he was CEO of Admeira AG, and from 2020 until 2021, he served as a member of the Board of Directors at Admeira AG. He was also a member of the Advisory Board of the International Retail Summit (IRS) of the Gottlieb Duttweiler Institute (GDI) (2010–2021).

Qualification: Degree as business administrator lic.rer.pol from the University of Fribourg.

Other main activities: Since 2021, he is the delegate of the Board of Directors of the AG Grand Hotels Engadinerkulm Holding St. Moritz. Furthermore, he is a member of the Board of Neoperl AG/Diaqua AG as well as at Zoologischer Garten Basel AG.



Judith Meier

Board member since 2022, born in 1962, Swiss citizen

Corporate Governance:
Independent member

Career highlights: From 2009 to 2016, Judith Meier headed Zurzach Care AG (formerly the Reha Clinic Group) as CEO, was a delegate from 2017 and Vice Chairwoman of the Board of Directors of Zurzach Care AG from 2019 to 2023. She is a co-founder of reha at home AG (founding year 2018). From 1989 to 2001, she was a member of the Great Council of the Canton of Aargau.

Qualifications: CAS in AI-Management, Executive Master of Health Service Administration (Eastern Switzerland University of Applied Sciences), qualified physiotherapist.

Other main activities: Since 2017, she has been a member of the Board of Directors of the Cantonal Hospital of Graubünden. She is a board member of reha andeer ag. She has been a member of "SCIANA The Health Leaders Network" since 2019 and a member of the Board of Trustees of the Emil-Burkhardt-foundation since 2021 and its Vice President as of 2024.



Prof Dr med. Solange Peters

Board member since 2023, born in 1972, Swiss citizen

Corporate Governance:
Independent member

Career highlights: Solange Peters is a professor at the University of Lausanne and head of the department of medical oncology at CHUV, the largest in Switzerland. She began working at CHUV in 2002, after a PhD in microbiology. Since 2006 she has worked in oncology. She is one of the world's leading experts in the field of lung cancer and immunotherapy.

Qualifications: Dr medicine and biology, Full Professor at the University of Lausanne.

Other main activities: Solange Peters has been a member of ESMO (European Society for Medical Oncology) for over 10 years, and ESMO President in 2020–2022. She is President of the ICF (International Cancer Foundation) since 2021 and President of the umbrella Swiss cancer organization Oncosuisse since 2024. She is a member of the board of the Swiss Cancer League since 2017 – and Vice-President since 2021, as well as chair of the Strategic Council of Paris Saclay Cancer Center (PSCC) since 2021.

**Dr Andreas Walde**

Board member from 2017–2024, born in 1962, Swiss citizen. He passed away on 11 December 2024.

Corporate Governance:
Independent member

Career highlights: After completing his studies and being admitted to the Swiss Bar, he held various legal and management positions in international chemical and pharmaceutical companies for more than 30 years with a focus on corporate governance, remuneration systems, sustainability, risk management, ethics and compliance, as well as on financial and corporate structures and M&A, e.g. at Roche (1988–1996), Clariant (1998–2010), Petroplus (2012–2013) and Vifor Pharma (2013–2022). His former positions include memberships on the board of several private and (non-Swiss) public listed companies.

Qualification: Attorney-at-law, master and doctorate in law from the University of Basel.

Other main activities: Dr Andreas Walde was a member of the board of scienceindustries and served on the boards of SwissHoldings and the Society of Swiss Enterprises in Germany.

**Jörg Zulauf**

Board member since 2023, born in 1958, Swiss citizen

Corporate Governance:
Independent member

Career highlights: Jörg Zulauf spent 11 years in management positions at the Roche pharmaceutical Company in Switzerland, Korea and Germany, most recently as Head of the Vitamin Services World division (Finance & IT), which has operations worldwide. In 2000, Jörg Zulauf joined Migros-Genossenschafts-Bund Zürich, where he headed the Finance Department as Vice-Chairman of the Corporate Executive Committee until 2022 and was a member of the Retail, Finance and Audit committees. Jörg Zulauf has also served as a member of the Board of Directors of Hotelplan, Migrosbank and Globus, as well as Chairman of the Migros Pension Fund.

Qualification: Master of Law and Attorney-at-Law, MBA (UCLA).

Other main activities: Jörg Zulauf is a member of the Board of Directors of Maerki Baumann & Co Ltd. and since 2023, he has been Chairman of the Board of Directors at SV Group AG. Furthermore, he is a member of the board of directors at Inflow AG, Rotkreuz.

Members of the Executive Committee



Marc Werner
CEO

Member of the Executive Committee of the Galenica Group since 2020, born in 1967, Swiss citizen

Career highlights: His journey started as Head of Sales at Sinomec AG (1990–1995) before he moved on to serve as Head of Product Management Photofinishing at the Federation of Migros (1995–1996). He became Head of Marketing and Sales and Member of the Executive Board at Minolta AG (1997–2000) and then Head of Marketing & Sales at Bluewin AG (2000–2004). In 2005, he joined Swisscom as Head of Marketing & Sales. He moved into the roles of Head of Private Customers (2013–2015) and Member of the Group Executive Board before serving as head of Sales & Services (2016–2019).

Qualification: Federal certified marketing director and graduate of various Executive Education programmes at the IMD in Lausanne, University of St. Gallen, London Business School, and Harvard Business School.

Other main activities: Mandates by order of Galenica: Member of the Board of MediService AG, Well Gesundheit AG, Coop Vitality AG and AD Swiss Net AG.



Dr Thomas Szuran
Chief Products & Home Care
Deputy CEO

Member of the Executive Committee of the Galenica Group since 2019 and Deputy CEO of the Galenica Group since January 2025, born in 1967, Swiss citizen

Career highlights: After having graduated from ETH Zurich, Thomas Szuran acted in various roles at Abbott Laboratories between 1997 and 2002, including being Sales & Marketing Manager for the Eastern European & Mediterranean region. He later became Sales Director at Pfizer Switzerland (Zurich) (2002–2005) and Country Manager at Pfizer in Israel (2005–2007). He joined Biomed AG in Dübendorf in 2008 as Marketing Director and was CEO of Biomed AG from 2011 to 2018. From 2013 to 2021, he has served as President of the Association of the Swiss Self-Medication Industry (ASSGP). In 2019, Thomas Szuran became Head Products & Brands Business sector at the Galenica Group.

Qualification: Dr sc.nat. Federal Institute of Technology (ETH) Zurich

Other main activities: Mandates by order of Galenica: Member of the Board of MediService AG, Emeda AG and Puravita AG. In addition, member of the Board of Trustees of the Galenica Pension Fund.



Lukas Ackermann
Chief IT & Digital Business

Member of the Executive Committee of the Galenica Group since 2022, born in 1972, Swiss citizen

Career highlights: Lukas Ackermann started off his career as Product Manager at Helsana Insurance Company AG and then became Deputy Head of Product Management (1999–2002). In 2002, he was appointed CEO of Medicall Ltd. Afterwards, he became Head of Health Care Market at Synesix Ltd (2008–2010). The two following years, Lukas Ackermann was Head of I-Lab at the University of St.Gallen, and from 2013 to 2020 he was General Manager / CEO of amétia Ltd. Before Lukas Ackermann became Head of IT & Digital Services at Galenica Ltd at the Galenica Group in 2021, he was Managing Director of HCI Solutions Ltd.

Qualification: Diploma in Natural Sciences from Federal Institute of Technology (ETH) Zurich and MAS MTEC from the Federal Institute of Technology (ETH) Zurich.

Other main activities: -



Felix Burkhard
CFO (until 31 December 2024)

Member of the Executive Committee of the Galenica Group since 2010, born in 1966, Swiss citizen

Career highlights: From 1991 to 1994, Felix Burkhard acted as Financial Auditor at Revisuisse PwC in Berne and 1995 as Head of Finance and Controlling at Amidro AG in Biel-Bienne. He joined the former Galenica Group in 1996 as Corporate Controller before becoming Deputy Head Retail Business sector in 2000. In 2008, he was named Head of the Amavita pharmacy chain and later Head Retail Business sector (2010–2015). Felix Burkhard then moved into the role of Head Strategic Projects (2015–2017). He has served as a member of the Executive Committee of the Galenica Group since 2010.

Qualification: Lic.oec. at the University of St. Gallen (HSG), and Swiss Certified Public Accountant.

Other main activities: He is a member of the Board of Directors of Orior AG. Mandates by order of Galenica: Member of the Board of MediService AG. In addition, member of the Board of Trustees of the Galenica Pension Fund.



Julian Fiessinger
CFO (since 1 January 2025)

Member of the Executive Committee of the Galenica Group since 1st January 2025, born in 1982, Swiss and German citizen

Career highlights: Julian Fiessinger started his career at EY Switzerland in 2006 and worked as a Senior Manager in Audit and Financial Accounting Advisory Services until 2018. From 2018 to 2020, he was Head of Financial Reporting & Tax at Vifor Pharma Ltd. In 2021, he joined the Galenica Group as Head of Investor Relations & Corporate Finance.

Qualification: German and French double degree of the European School of Business (Reutlingen/Reims), Swiss Certified Public Accountant, Advanced Management Program (IMD Lausanne).

Other main activities: Mandates by order of Galenica: Member of the Board of MediService AG and Emeda AG. In addition, member of the Board of Trustees of the Galenica Pension Fund.



Arianne Hasler
Chief People & Culture

Member of the Executive Committee of the Galenica Group since 2023, born in 1979, Swiss citizen

Career highlights: After completing her studies in 2006, Arianne Hasler began her professional career as an HR specialist at UBS Ltd. She worked as a senior sales and segment manager for Swiss private customers at UBS Ltd. and Zürcher Kantonalbank and was responsible for various strategic sales projects (2007–2014). From 2014 to 2023, she worked at Raiffeisen Switzerland and was responsible for organisational and personal development and transformation. In 2023, she joined the Galenica Group as Chief People & Culture.

Qualification: EMBA HSG in Business Engineering, University of St. Gallen, MAS Coaching and Organisational Consulting, ZHAW – School of Applied Psychology, Zurich, M.A. HSG exchange programme Master Affaires Internationales, Sciences Po, Paris, M.A. HSG in International Affairs and Governance, University of St. Gallen).

Other main activities: Mandates by order of Galenica: Member of the Board of Trustees of the Galenica Pension Fund.



Andreas Koch
Chief Wholesale & Logistics

Member of the Executive Committee of the Galenica Group since 2020, born in 1971, German and Swiss citizen

Career highlights: Between 2000 and 2009, Andreas Koch worked in different consulting and management functions in the field of supply chain management at various consulting firms. He then became Head of Supply Chain Management at Galexis AG – from 2011 also at Alloga AG – and was a member of both Executive Committees. In 2015, he rose to the position of Head of Alloga AG, after which he became Head of Galexis AG in 2019. In 2020, Andreas Koch took over the responsibility for the Business Sector Wholesale & Logistics at Galenica.

Qualification: Apprenticeship as a forwarding & logistics manager, degree in business administration at the University of Mannheim and Programme for Executive Development (PED) at IMD Lausanne.

Other main activities: Mandates by order of Galenica: Member of the Board of Directors of Health Supply AG, Pharmalog, Helvecura and GS1 Switzerland.



Daniele Madonna
Chief Pharmacies Category Management & Health Services

Member of the Executive Committee of the Galenica Group since 2017, born in 1977, Swiss citizen

Career highlights: After his studies, Daniele Madonna worked as a pharmacist at the Olympia Pharmacy and the Victoria Pharmacy in Zurich (2003–2004). He joined the former Galenica Group in 2004 as Manager of the Coop Vitality pharmacy in Tenero. He later acted as Regional Sales Manager at Coop Vitality (2010–2014). He was CEO of Coop Vitality AG (2014–2018) before becoming Head Retail Business sector in 2017. Afterwards, 2021 he became Chief Healthcare Officer at Galenica. Since the end of 2024 he has served as Chief Category Management & Health Services.

Qualification: Federal Diploma in Pharmacy from the Federal Institute of Technology, Zurich (ETH), FPH in Retail Pharmacy and CAS in General Management at the University of St. Gallen (HSG), Programme for Executive Development (PED) at IMD in Lausanne and leadership program “Leading and Building a Culture of Innovation” at Harvard Business School in Boston (USA).

Other main activities: Member of the Board of pharmaSuisse. Mandates by order of Galenica: Member of the Board of Coop Vitality AG, Farmadomo Home Care Provider SA, Emeda AG and Apotheke im KSW AG.



Stephan Mignot
Chief Pharmacies Marketing

Member of the Executive Committee of the Galenica Group since 1 September 2024, born in 1976, Swiss citizen

Career highlights: He started his career at Swisscom Mobile in market analysis and marketing strategy and was later responsible for the M-Budget Mobile partnership with Swiss retailer Migros. From 2008 he was responsible for segment marketing at Swisscom and from 2013 for Customer Base Management in the Residential Customers segment. From 2020 to 2023, Stephan Mignot headed up Swisscom Residential Customer & Channel Management. He joined the Galenica Group in 2023 as Head of B2C Customer Marketing.

Qualification: Studied business administration at the University of Bern, Master of Science (MSc) from the University of Bern, Certificate of Advanced Studies (CAS) in Agile Leadership from HWZ Zurich University of Applied Sciences in Business Administration.

Other main activities: -



Virginie Pache Jeschka
Chief Pharmacies Sales

Member of the Executive Committee of the Galenica Group since 2021, born in 1979, Swiss citizen

Career highlights: After completing her studies, Virginie Pache started working as a Junior Marketing Manager at Danone Schweiz AG (mineral water) in Fribourg (2003–2006). Afterwards, she became Category Manager and Head of Sales at L'Oréal – Apothekenkosmetik Schweiz AG (2006–2010). She then was appointed Head of Caudalie Suisse (and Poland ad interim) and afterwards Caudalie D-A-CH GmbH in Switzerland, then in Düsseldorf, Germany (2010–2018), before she became Head of Coop Vitality in 2018. Since 2021, she has served as Chief Pharmacies Officer at Galenica.

Qualification: Masters in Political Sciences – University of Lausanne and three semesters in Mainz (Germany).

Other main activities: Mandates by order of Galenica: Member of the Board of Coop Vitality AG.

Further information about the CVs of the Executive Committee and the Extended Executive Committee can be found on the [Galenica website](#).

Members of the Corporate Executive Committee as at 31 December 2024

Name	Member since	Role
Marc Werner	2020	CEO
Lukas Ackermann	2022	Chief IT & Digital Business
Felix Burkhard	2017	CFO
Arianne Hasler	2023	Chief People & Culture
Andreas Koch	2020	Chief Wholesale & Logistics
Daniele Madonna	2017	Chief Pharmacies Category Management & Health Services
Stephan Mignot	2024	Chief Pharmacies Marketing
Virginie Pache Jeschka	2021	Chief Pharmacies Sales
Thomas Szuran	2019	Chief Products & Home Care