

Organizational Regulations

dated as of May 27, 2025

of

BeOne Medicines Ltd.

a Swiss corporation with its registered office in Basel, Canton of Basel-Stadt, Switzerland

1. Scope and Basis

- (a) These Organizational Regulations (the **Regulations**) are enacted by the board of directors (the **Board**) of BeOne Medicines Ltd. (the **Company**) pursuant to Article 716b of the Swiss Code of Obligations, dated as of March 30, 1911, as amended from time to time (the **CO**), and Article 19 para. 2, Article 21 para. 1 through para. 3, and Article 22 para. 3 of the Company's articles of association (the **Articles**).
- (b) The corporate governance, internal organization, duties, powers, and responsibilities of the executive bodies of the Company are governed by:
 - (i) the Articles;
 - (ii) these Regulations;
 - (iii) the Company's Corporate Governance Guidelines (the **Corporate Governance Guidelines**);
 - (iv) the Board Composition Policy; and
 - (v) the charters of the Standing Committees.

2. Executive Bodies of the Company

- (a) The executive bodies of the Company are the:
 - (i) Board, consisting of its members (each such member a **Director**);
 - (ii) chair of the Board (the **Chair**);
 - (iii) Lead Independent Director (appointed in accordance with Section 3(c));
 - (iv) standing and additional committees of the Board (the **Committee(s)**);
 - (v) Chief Executive Officer of the Company (the **CEO**); and
 - (vi) executive management team of the Company (including the CEO) (the **Executive Management Team**).

3. The Board

- (a) Organization. The Board shall, to the extent permissible by law, determine its own organization.
- (b) Chair of the Board. The shareholders elect the Chair in accordance with the CO and the Articles. The Chair shall preside at all meetings of the Board, as further set forth in Section 3(j), and at general meetings of shareholders (unless resolved otherwise by the Board). In addition, the Chair shall:
 - (i) take provisional decisions on behalf of the Board where urgent business matters within the authority of the Board so require and a regular Board resolution cannot be adopted in time. The Chair shall promptly inform the other Directors of any such decision, which shall be submitted to the Board for ratification at the subsequent Board meeting; and
 - (ii) interact with the CEO and other Executive Management Team members on a regular basis outside of Board meetings.

In addition, the Chair shall have such further duties as set forth in these Regulations or as the Board may assign from time to time.

- (c) Lead Independent Director. In the event that the Chair is not an independent Director (determined in accordance with the independence requirements as set out in the Corporate Governance Guidelines) (an **Independent Director**), or in such other circumstances as the Board considers advisable, the Independent Directors of the Board shall appoint a lead independent Director whose duties and responsibilities shall be those set forth in the Corporate Governance Guidelines and such duties and responsibilities as the Board may determine from time to time (the **Lead Independent Director**).
- (d) Powers and Duties of the Board in General. The Board is entrusted with the ultimate direction of the Company, including determining the principles of business strategy and the related policies, the overall supervision of the Company's subsidiaries, and the supervision of the Executive Management Team. The Board shall exercise its functions as required by law, the Articles, and these Regulations. The Board shall be authorized to pass resolutions on all matters that are not reserved to the general meeting of shareholders or to any other executive bodies by applicable law, the Articles, or these Regulations.
- (e) Powers and Duties. The Board has such non-transferable duties and competences as required by applicable law. Subject to the limitations of applicable law, the Board has such additional powers, duties, and responsibilities as the Board may determine from time to time, including those set forth in the Corporate Governance Guidelines.
- (f) Delegation of Management. The Board delegates management of the Company to the CEO and the other members of the Executive Management Team, except for (i) the non-transferable duties of the Board pursuant to applicable law, and (ii) any duties and competencies retained by the Board according to its delegation of authority or any other policies or procedures adopted by the Board.

- (g) Calendar and Agenda. A calendar of the regularly scheduled Board meetings as established by the Board and all regularly scheduled Committee meetings is prepared annually by the Chair (in consultation with the CEO, as appropriate, the Lead Independent Director (if any), the Committee chairs, and all interested Directors). The Chair and the CEO are responsible for setting meeting agendas with input from the Directors, who may propose the inclusion of items on the agenda for the Board and Committee meetings. Directors receive the agenda and materials for regularly scheduled meetings in advance.
- (h) Convening Meetings. The Board meets whenever required by business, but a minimum of four times a year. Board meetings shall be convened by a secretary appointed by the Board (the **Secretary**), the Chair, the Lead Independent Director (if any), or in their absence, by any other Director designated by the Board.

A Director may request that the Chair convene a meeting as soon as reasonably practicable, subject to providing a reason for so requesting a meeting.

- (i) Notice of Board Meetings. Notice of any Board meeting stating the place, date, and hour of the meeting shall be given to each Director either by mail not less than 48 hours before the date of the meeting, or by telephone, facsimile, email, or any other electronic means not less than 24 hours before the date of the meeting, or on such shorter notice as the person(s) calling such meeting may deem necessary or appropriate and that is reasonable in the circumstances. Items on the agenda shall be set forth in such notice. Any Director may waive any notice required to be given by law or these Regulations, and the attendance of a Director at a meeting shall be deemed to be a waiver by such Director of receiving notice of such meeting. Unless all Directors agree, only business indicated on the agenda may be transacted at any Board meeting. These formal requirements do not have to be observed if a Board meeting is only convened in order to record the completion of increases in share capital that have been approved by shareholders (including in the form of a capital band or conditional share capital), or a change in the currency of the share capital and related amendments to the Articles.
- (j) Chairing of Board Meetings. The Chair, or in his or her absence, the Lead Independent Director (if any), or in his or her absence, the CEO (if the CEO is a Director), shall chair Board meetings. In the absence of the Chair, Lead Independent Director, and CEO, the Directors present at the meeting may choose one of their members to be the acting chair of the meeting.
- (k) Proposals. At Board meetings, each Director shall be entitled to submit proposals regarding the items on the agenda. Directors may also submit proposals regarding items on the agenda in writing in advance of the meeting.

- (l) Quorum. A quorum of the Board shall be constituted when a majority of the Directors then in office is present in-person or participate by means of a video – or teleconference or similar communication equipment allowing all persons participating in the Board meeting to hear each other at the same time, provided that at any meeting duly called, whether or not a quorum is present, a majority of the Directors present may adjourn such meeting from time to time and place to place without notice other than by announcement by the Chair or other person chairing such meeting. A quorum of the Board shall not be required at meetings convened only to record the completion of increases in share capital that have been approved by shareholders (including in the form of a capital band or conditional share capital), or a change in the currency of the share capital and related amendments to the Articles.
- (m) Majority Vote. The Board shall pass its resolutions by a majority of the votes cast, whereby abstentions shall be disregarded for purposes of establishing the majority. In the event of a tie of votes, the Chair shall have the casting vote. Directors may not be represented by alternates or other Directors in a Board meeting.
- (n) Circular Resolutions. Board resolutions may also be passed by means of written resolutions in writing, by facsimile, by email or similar means (the **Circular Resolutions**), provided that no Director requests, either by phone, facsimile, email or similar means, deliberation in a meeting, within three calendar days after becoming aware of the proposed resolution. Circular Resolutions require the affirmative vote of a relative majority of the Directors. Such Circular Resolutions may be contained in one document or in several documents in like form, each signed by one or more Directors. Circular Resolutions adopted by exchange of emails need not be signed. Circular Resolutions shall be recorded in minutes at the subsequent Board meeting.
- (o) Virtual Meetings. Board meetings may be held and resolutions may be passed by means of a telephone or video conference or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Resolutions adopted at such meetings shall have the same legal effect as meetings held in person.
- (p) Minutes. All Board resolutions shall be recorded. The minutes shall be kept by the Secretary or, in his or her absence, any other person designated by the Chair. The minutes shall be signed by the Chair and the person keeping the minutes, and must be approved by the Board.
- (q) Reporting. At every meeting, the CEO shall report to the Board on business developments with respect to the Company. The Board shall be promptly informed of any extraordinary business developments by way of letter, telephone, facsimile, and/or email, which may require notification between Board meetings. If necessary, the Executive Management Team and other officers may be invited to attend Board meetings.
- (r) Compensation. Subject to mandatory provision of the law, the Articles, and the compensation authorized by shareholders in accordance with the law and the Articles, each Director shall be entitled to receive as compensation for such Director's services as a Director or Committee member, or for attendance at meetings of the Board or Committees, or both, such amounts (if any) of cash or shares as shall be fixed from time to time by the Board or an authorized committee of the Board. Each Director shall be entitled to reimbursement for reasonable traveling expenses incurred by such Director in attending any such meeting.

Subject to mandatory provisions of the law, the Articles, and the compensation authorized by shareholders in accordance with the law and the Articles, the Board may from time to time determine that, all or part of any fees or other compensation payable to any Director shall be provided in the form of shares or other securities of the Company or any subsidiary of the Company, or options or rights to acquire such shares or other securities (including without limitation, restricted share units), on such terms as the Board or appropriate committee of the Board may determine.

Subject to mandatory provision of the law, the Articles, and the compensation authorized by shareholders in accordance with the law and the Articles, the Board may grant special compensation to any Director who, being called upon, shall perform any special or extra services for or at the request of the Company.

Directors who are officers and employees of the Company receive no additional compensation for service as Directors.

4. Executive Management Team

- (a) Delegation of Authority. The Board may appoint any person by power of attorney or otherwise, whether nominated directly or indirectly by the Board, to be the attorney or agent of the Company, and may delegate to such person any of the Board's powers, authorities and discretions (with power to sub-delegate) for such period and subject to such conditions as it may think fit, except that the Board cannot delegate its powers and duties that are non-transferable pursuant to applicable law. The Board may revoke or vary any such appointment or delegation, but no person dealing in good faith and without notice of such revocation or variation shall be affected by any such revocation or variation. Any such power of attorney or other document may contain such provisions for the protection and convenience of persons dealing with any such attorney or agent as the Board may think fit.
- (b) Appointment of the Executive Management Team. The Board shall have the power to appoint the members of the Executive Management Team, which shall include, unless the Board resolves otherwise, a CEO, a Chief Financial Officer (**CFO**), and such other members as deemed appropriate by the Board from time to time. Subject to the exercise of such power of appointment and subject always to the control of the Board, such Executive Management Team members and other officers shall have such powers and shall perform such duties as are set in this Section 4.
- (c) Executive Management Team Members.

Unless the Board resolves otherwise from time to time, the following executive positions shall be members of the Executive Management Team:

- (i) CEO. One of the officers being a member of the Executive Management Team shall be the CEO of the Company. The CEO shall have such powers and perform such duties as may be conferred upon him or her from time to time by the Board. In the absence of the Chair and the Lead Independent Director (if any), the CEO shall preside at all meetings of the Board if the CEO is a Director.

- (ii) CFO. One of the officers being a member of the Executive Management Team shall be the CFO of the Company. The CFO shall have such powers and perform such duties as may be conferred upon him or her from time to time by the Board.
 - (iii) COO. One of the officers being a member of the Executive Management Team shall be the Chief Operating Officer of the Company (the **COO**). The COO shall have such powers and perform such duties as may be conferred upon him or her from time to time by the Board.
 - (iv) Global Head of R&D. One of the officers being a member of the Executive Management Team shall be the Global Head of Research and Development of the Company (the **Global Head of R&D**). The Global Head of R&D shall have such powers and perform such duties as may be conferred upon him or her from time to time by the Board.
 - (v) General Counsel. One of the officers being a member of the Executive Management Team shall be the General Counsel of the Company. The General Counsel shall have such powers and perform such duties as may be conferred upon him or her from time to time by the Board.
- (d) Other Officers.
- (i) President. The President shall be appointed by the Board and shall have such powers and perform such duties as the Board may assign from time to time.
 - (ii) Vice Presidents. Each Vice President shall have such powers and perform such duties as may be conferred upon him or her by the Board or determined by the CEO from time to time.
 - (iii) Treasurer. The Treasurer shall have oversight and control of the funds of the Company and shall have the power and authority to make and endorse notes, drafts and checks, and other obligations necessary for the transaction of the business of the Company, except as otherwise provided in these Regulations.
 - (iv) Chief Accounting Officer. The Chief Accounting Officer shall have oversight and control of the accounting records of the Company and shall prepare such accounting reports and recommendations as appropriate for the operation of the Company.
 - (v) Secretary. It shall be the duty of the Secretary to make and keep records of the votes, doings, and proceedings of all meetings of the shareholders and the Board, and to authenticate records of the Company. The Secretary shall give notice of Board meetings and perform like duties for the Committees when so required.
 - (vi) Other Officers. The powers and duties of all other officers, assistant officers, and deputy officers are subject to the control of the Board at all times. Any officer may be removed at any time at the discretion of the Board.

- (e) Change in Power and Duties of Officers. Notwithstanding anything to the contrary contained in these Regulations, the Board may, from time to time, increase or reduce the powers and duties of the respective officers of the Company whether or not the same are set forth in these Regulations, and may permanently or temporarily delegate the duties of any officer to any other officer, agent, or employee, and may generally control the action of the officers and require performance of all duties imposed upon them.

5. Board Committees

- (a) General. The Board may, by resolution passed by a majority of the Directors then in office, designate one or more Committees, each Committee to consist of one or more of the Directors, as designated by the Board unless otherwise specifically provided by law or the Articles. At all meetings of any Committee, a majority of its members (or one member, if the Committee is comprised of only one or two members) shall constitute a quorum for the transaction of business, and the act of a majority of the members present shall be the act of any such Committee, unless otherwise specifically provided by law, the Articles, or these Regulations. Subject to applicable law, the Articles, and any stock exchange listing rules, the Board shall have the power at any time to change the number and members of any such Committee, to fill vacancies, and to discharge any such Committee.
- (b) Governing Procedural Rules. The procedural rules applicable to Board meetings shall apply also to meetings of Committees, unless different provisions are prescribed by the Board or the applicable Committee charter. Subject to applicable law and the Articles, each Committee shall serve at the pleasure of the Board. It shall keep minutes of its meetings and report the same to the Board when required and shall observe such procedures as are prescribed by the Board or the applicable Committee charter. Committee meetings are normally held in conjunction with Board meetings.
- (c) Standing Committees. The standing Committees of the Board shall be the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and such other standing committees (e.g., the Commercial and Medical Affairs Advisory Committee and the Scientific Advisory Committee) as the Board may establish from time to time (the **Standing Committee(s)**). The responsibilities of each Standing Committee are set forth in the charter of each such Standing Committee.
- (d) Special Committee. The Board may also convene a special committee (a **Special Committee**) to review certain material matters being considered by the Board. The Special Committee will report its activities to the Board.

6. General Provisions

- (a) Signatory Power. The Directors, the members of the Executive Management Team, and the other officers and persons authorized to represent the Company and its subsidiaries shall have joint or single signatory power, in each case as determined by the Board.
- (b) Fiscal Year. The fiscal year of the Company commences on January 1 and ends on December 31.

7. Insurance

The Company may procure liability insurance for the Board members, the Executive Management Team and other officers of the Company in line with best practices for Nasdaq Stock Market, Stock Exchange of Hong Kong, and Shanghai Stock Exchange listed companies.

8. Final Provision

These Regulations shall enter into force on the date of adoption by the Board on May 27, 2025. These Regulations may be altered, amended, or repealed and new Regulations may be adopted at any meeting of the Board by the majority set forth in Section 3(m).