

Organizational Regulations

of

ADC Therapeutics SA

approved by the Board of Directors on January 26, 2023

Effective: January 26, 2023

1. Basis and Purpose

These organizational regulations (**Organizational Regulations**) have been adopted by the board of directors (**Board of Directors**) of ADC Therapeutics SA (**Company**) pursuant to Article 716b para. 2 of the Swiss Code of Obligations (**CO**) and the Company's articles of association (**Articles**).

The Company controls or is the ultimate parent company of certain subsidiaries (**Subsidiaries**) which together with the Company form the ADC Therapeutics group (**Group**). In this function, the Company performs tasks of management, organization and financing not only for itself but also for the Subsidiaries. To the extent permitted by applicable law, the corporate bodies of the Company may therefore also promulgate guidelines and directives for the whole Group, including the Subsidiaries. Notwithstanding these endeavors, the legal independence of all Subsidiaries and the provisions of applicable laws, rules and regulations relating to them must be observed to the extent legally required.

The Organizational Regulations govern the internal organization and appointment as well as functions, powers and duties of the following corporate bodies and persons:

- (i) the Board of Directors and the members of the Board of Directors (**Directors**);
- (ii) the chairman of the Board of Directors (**Chairman**);
- (iii) the vice-chairman of the Board of Directors, who may be executive or non-executive (**Vice-Chairman**);
- (iv) the secretary of the Board of Directors (**Secretary**);

- (v) the board committees (**Board Committees**) established from time to time pursuant to the Articles and these Organizational Regulations;
- (vi) the chief executive officer of the Company (**Chief Executive Officer**);
- (vii) the chief financial officer of the Company (**Chief Financial Officer**);
- (viii) the *Gérant* of the Company (**Managing Director**);
- (ix) the executive committee of the Company (**Executive Committee**), comprising the Chief Executive Officer, the Chief Financial Officer, the Managing Director, the Chief Scientific Officer (or any other representative of ADC Therapeutics (UK) Ltd.), the Chief Legal Officer and such other members of the Management Team as the Chief Executive Officer may from time to time appoint in accordance with these Organizational Regulations; and
- (x) the extended management team of the Company (the **Management Team**), comprising the Executive Committee and such other senior executives as the Chief Executive Officer may from time to time appoint in accordance with these Organizational Regulations.

2. Board of Directors

2.1 Composition

The Board of Directors shall be composed of not less than three and no more than twelve Directors.

2.2 Organization

The general meeting of shareholders (**Shareholders' Meeting**) shall elect the Directors and the Chairman, who together constitute the Board of Directors.

The Board of Directors shall appoint from among its members the Vice-Chairman and, if the office of the Chairman is vacant, an interim Chairman for the period until the next annual Shareholders' Meeting.

The Board of Directors shall appoint the Secretary, who does not need to be a Director. The Secretary shall be entitled to participate in the deliberations and discussions of the Board, but shall not vote, unless he or she is a member of the Board.

2.3 Powers and duties

The Board of Directors is legally responsible for the non-transferable ultimate direction, supervision and control of the management of the Company and the Group. It resolves on all matters which are not reserved or transferred to the Shareholders' Meeting or another body of the Company by law, the Articles, these Organizational Regulations or any other rules and regulations.

In particular, the Board of Directors shall have the following powers and duties, subject to these Organizational Regulations:

- (a) ultimate management of the Company and the Group and the issuance of the necessary instructions and delegations with the appropriate guidelines and policies;
- (b) determination of the organization of the Company and the Group, in particular the adoption and amendment of these Organizational Regulations;
- (c) structuring of the accounting system and reporting of the Company and the Group and of the financial controls as well as the financial planning of the Company and the Group;
- (d) appointment and removal of the members of the Board Committees and their respective Chairs (subject, however, to the powers of the Shareholders' Meeting) and of the ad-hoc committees, of the Secretary and of the Chief Executive Officer, the Chief Financial Officer and the Managing Director;
- (e) regulation, delegation and removal of signatory rights for the Company;
- (f) ultimate supervision of the persons entrusted with the management of the Company and the Group, in particular in view of compliance with the law, the Articles, these Organizational Regulations, any rules and regulations and policies of the Company;
- (g) approval of the annual report (including, to the extent required, the management report, the consolidated financial statements, the annual financial statements and the compensation report), and receipt of the reports of the auditors as well as of the reports of the Board Committees and ad-hoc committees;
- (h) preparation of the Shareholders' Meeting and implementation of its resolutions;
- (i) notification of the judge if liabilities exceed assets;

- (j) execution of the tasks reserved to the Board of Directors by law in the context of an increase of the share capital; and
- (k) any other matter reserved to the Board of Directors by the law or the Articles.

In addition, the Board of Directors shall have the following powers and duties:

with regard to strategy, organization and business:

- (l) approve or make any material change to the business strategy, the business plan, the operational plan or the annual budget;
- (m) create or close a subsidiary, branch office or any joint venture partnership or similar business association of the Company;
- (n) transfer or license any material intellectual property right of the Company or any Group Company other than by entering into agreements under the strategy agreed by the Board of Directors;
- (o) approve unbudgeted expenditure in excess of USD 5,000,000 for a given fiscal year;
- (p) approve any multi-year expenditure in excess of USD 10,000,000 regardless of whether or not the single-year expenditure is within budget for a given fiscal year;
- (q) agree to new leases with yearly expenses exceeding USD 1,000,000, unless included in the yearly budget;
- (r) dispose of assets by the Group with a value in excess of USD 1,000,000;
- (s) enter into any transaction which would result in a direct or indirect acquisition of, or enter into any legally binding agreement or commitment to acquire, the assets of, or effective voting or contractual control over (whether resulting from a purchase of shares, by merger, by consolidation, or otherwise), any other entity;

with regard to financial matters:

- (t) approve unbudgeted expenditure in excess of USD 5,000,000 for a given fiscal year;
- (u) except where credit is provided in the normal terms of trade, agree to credit lines, other financial indebtedness or leases exceeding USD 1,000,000;

- (v) create any liens or encumbrances of assets outside the normal and ordinary course of business;
- (w) establish the Company's dividend policy;

with regard to compensation and benefits:

- (x) adopt or amend the compensation and benefits strategy of the Company and the Group as well as the basic elements of the compensation system for the members of the Board of Directors and of the Executive Committee;
- (y) adopt or amend any equity incentive plan, such as stock option, restricted stock units or share purchase plans, and the related documentation, as well as grant or delegate the grant of shares, stock options or other rights under any equity incentive plan;
- (z) approve, to the extent not delegated to the Compensation Committee, the compensation of each Director and each member of the Executive Committee;

with regard to other matters:

- (aa) review and approve any recommendations of the Board Committees with respect to matters within their purview; and
- (bb) take any decision with respect to litigation or disputes which are material to the Company or the Group;

2.4 Delegation

Subject to these Organizational Regulations and mandatory statutory provisions, the Board of Directors hereby delegates the entire operational management and operational administration of the Company and the Group to the Chief Executive Officer with the power to sub-delegate certain management, operational and administration functions to the members of the Executive Committee or of the Management Team.

2.5 Meetings

The Board of Directors shall convene as often as necessary, but at least four times a year.

The Board of Directors may hold discussions in meetings without the presence of the Chief Executive Officer (non-executive sessions).

Meetings of the Board of Directors shall be called by the Chairman or, should the Chairman be unable to do so, by the Vice-Chairman or any other Director, whenever necessary. The Chairman shall also call a meeting upon the written request of a Director; such a request shall set forth the reasons for the meeting. In such an event, the Chairman shall convene the meeting within ten (10) days after receipt of the respective request.

The Chairman, or the Secretary on behalf of the Chairman if so requested by the Chairman, shall give notice of the meetings of the Board of Directors at least ten (10) days in advance in writing (it being understood that notice may be given by way of e-mail) and shall circulate the agenda and the Board package containing reporting information by the management of the Company and the items to be resolved upon at the meeting (**Board Pack**) at least five (5) days before each meeting. In urgent cases or in matters on which the Board of Directors has taken a decision in principle, a meeting may be held on appropriate shorter notice. No notice is required for execution, confirmation and amendment resolutions of the Board of Directors in connection with capital increases.

Meetings may be held in person or by means of a telephone or video conference or any other means, which allow the persons participating and attending such meeting to hear, and be heard by, all others participating and attending the meeting, or a combination thereof.

Any Director who is unable to attend a meeting in person shall have the right to attend the meeting by means of telephone or video conference or any other means which allow the persons participating and attending such meeting to hear and be heard by all others participating and attending the meeting.

Each Director may request that items be placed on the agenda. Urgent items which are brought up after the notice of the meeting has been distributed may be discussed at the meeting.

If the Board of Directors is to resolve on confirmation or amendment resolutions in connection with capital increases, no invitations to the Directors shall have to be sent out.

The Chairman shall decide whether other persons may be admitted to attend the meeting.

The Chairman, or the Secretary on behalf of the Chairman, shall require any such other persons, who are not anyway submitted to confidentiality and loyalty through their employment, professional obligations or otherwise, to agree to be submitted to any restrictions (including trading restrictions) applicable to a Director according to statutory law, the Articles, the Organizational Regulations, Company policies or otherwise, and to be aware that no trading is permitted based on potentially price-relevant information

received.

The meetings shall be chaired by the Chairman or, in his/her absence, by the Vice-Chairman or another member of the Board of Directors.

2.6 Quorum

In order to pass resolutions, at least a majority of the Directors must be present or participate by telephone, video conference or any other means which allow the persons participating and attending such meeting to hear and be heard by all others participating and attending the meeting.

If the required quorum is not met at the first meeting, a second meeting may be called within five (5) business days following the first meeting, at which no quorum shall be required.

No attendance quorum shall be required for execution, confirmation and amendment resolutions of the Board of Directors in connection with capital increases, or in case of urgency. The Board of Directors may decide to waive the quorum for further board meetings in relation to any matters on which the Board of Directors has taken a decision in principle.

2.7 Resolutions

The adoption of resolutions of the Board of Directors requires a simple majority of the votes cast. Each Director shall have one (1) vote. The Chairman shall have the casting vote.

The resolutions shall be confirmed in the minutes, which are to be signed by the acting chairman and the acting secretary.

Resolutions may be passed by way of circulation in writing (including by PDF scans sent by e-mail), provided that no Director requests oral deliberation within the period indicated in the corresponding motion or within twenty four (24) hours, whichever is longer. These circular resolutions shall be considered approved if the majority of the members of the Board of Directors have given their written consent.

Informal resolutions may be taken by simple e-mail approvals. They become formal board resolutions if ratified and minuted at the next meeting of the Board of Directors.

2.8 Minutes

All resolutions shall be properly recorded in the minutes of the meeting of the Board of Directors, which must be signed by the acting chairman and the acting secretary.

The minutes shall be distributed in the Board Pack of the next meeting, and shall be approved at the next meeting of the Board of Directors.

2.9 Information and Reporting

Each Director shall be entitled to request information concerning all affairs of the Company. In the meetings of the Board of Directors, all Directors and all persons entrusted with the management of the Company's business who are present at the meeting shall provide the requested information.

Outside the meetings of the Board of Directors, each Director may request information from the other Directors and the persons entrusted with the management of the Company's business concerning the course of business and the finances of the Company and, upon authorization by the Chairman, concerning particular aspects thereof.

Where required for the performance of their duties, any Director may request that the Chairman authorize the inspection of the corporate records and financial books and accounts of the Company. If the Chairman refuses a request from a Director, the Board of Directors shall decide on the request.

2.10 Compensation

As compensation for the above stated obligations and responsibilities of the Board of Directors and the Board Committees, the Directors may receive a fixed annual board fee and/or participate in incentive plans approved by the Board, which shall be determined by the Board of Directors upon recommendation of the Compensation Committee, and subject to the powers of the Shareholders' Meeting. In addition, the Directors shall be reimbursed for their expenses.

Special services rendered by individual Directors may be rewarded by the Board of Directors in an appropriate manner.

The provisions of this Article 2.10 are subject to mandatory provisions of Swiss law, the Articles of Association and approval by the Shareholders' Meeting.

3. Chairman

The Chairman shall have the following powers and duties:

- (a) chairing the Shareholders' Meeting and the meetings of the Board of Directors;
- (b) preparing the Shareholders' Meeting and the meetings of the Board of Directors in consultation with the Chief Executive Officer;
- (c) informing all Directors without delay of material extraordinary events;
- (d) leading the Board of Directors, ensuring it is an effective working group at the head of the Company and promoting a culture of openness and debate;
- (e) ensuring that the Board Committees meet regularly, function efficiently and report adequately to the Board of Directors;
- (f) coordinating the Board of Director's organization of the supervision of the Chief Executive Officer;
- (g) issuing or leading external communications, after consultation and in coordination with the Chief Executive Officer, on matters of general interest for the Company or the Group and outside the day to day operational management vis-à-vis shareholders, investors, the general public and the media; and
- (h) any other matters reserved or allocated to the Chairman by law, the Articles and these Organizational Regulations.

4. Vice-Chairman

If the Chairman is unable to exercise his/her office, the Vice-Chairman shall act as his/her deputy. In such situation, the Vice-Chairman shall have the same powers and duties for the performance of his/her role as a deputy as those accruing to the Chairman, but such powers and duties shall be confined to actions and resolutions to be passed during the period of the representation.

The Board of Directors may permanently or temporarily delegate to the Vice-Chairman expert or special tasks.

If the Vice-Chairman is unable to act as deputy, the longest serving Director shall take his/her office.

5. Secretary

At the Chairman's request, the Secretary may act on behalf of the Chairman to notify the Directors of the meetings of the Board of Directors and to circulate the agenda and the Board Pack.

The Secretary shall draft and keep the minutes of the meetings of the Board of Directors.

Unless otherwise instructed by the Chairman, the Secretary shall be responsible for the correct management of the share register and registers of beneficial owners in the Group. The Company may delegate such tasks to a third party administrator.

6. Board Committees

The Company has the following standing Board Committees:

- Audit Committee;
- Compensation Committee;
- Nomination and Corporate Governance Committee; and
- Science and Technology Committee.

The Board of Directors may appoint ad-hoc committees, each of them to consist of one or more Directors, as appointed by the Board, and entrust them with specific tasks.

The members of the Compensation Committee are elected by the Shareholders' Meeting. The Board of Directors shall appoint the chairman of the Compensation Committee and the members and the chair of each other Board Committee.

The duties and responsibilities of the Audit Committee, the Compensation Committee, the Nomination and Corporate Governance Committee and the Science and Technology Committee are set forth in the charter of the respective Board Committee.

7. Management

7.1 Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board of Directors for an indeterminate term of office.

The Chief Executive Officer shall appoint (i) the members of the Executive Committee subject to approval by the Board of Directors and (ii) the members of the Management Team.

The Chief Executive Officer shall head and direct the Executive Committee and the Management Team and be the contact person for the Board of Directors in its contact with the Executive Committee. As such, the Chief Executive Officer shall, with the support of the Executive Committee and the Management Team, be responsible for the operational management of the Company and the Group under the supervision of the Board of Directors.

The Chief Executive Officer shall supervise and lead the members of the Executive Committee and the Management Team who shall report directly to the Chief Executive Officer, unless otherwise agreed by the Chief Executive Officer.

The Chief Executive Officer shall in particular have the following powers and duties:

- (a) implementing the strategy of the Company and the decisions taken by the Board of Directors and the Board Committees;
- (b) monitoring and assessing progress against the Company's and the Group's targets and budget;
- (c) preparing and submitting to the Board of Directors for approval the following matters:
 - the Company's and the Group's strategy;
 - subject to the powers and duties of the Board Committees, proposals to the Shareholders' Meeting; and
 - amendments to the Articles, these Organizational Regulations and granting authority to approve commitments on behalf of the Company and the Group.
- (d) managing, supervising and coordinating the ongoing business operations of the Company and the Group;
- (e) determining the communication policy of the Company and the Group and representing the overall interest of the Company and the Group towards its shareholders and third parties and the promotion of investor relations; and
- (f) such other duties as delegated by the Board of Directors or by a Board Committee.

The Chief Executive Officer shall be entitled to delegate some of his/her duties to other members of the Executive Committee or of the Management Team. The tasks according to Article 7.2 shall be delegated to the Chief Financial Officer.

The Chief Executive Officer shall regularly inform the Board of Directors at its meetings on the current course of business and all major business matters of the Company including anticipated opportunities and risks. Extraordinary matters, including significant unanticipated developments, shall immediately be reported to the Chairman.

7.2 Chief Financial Officer

Subject to these Organizational Regulations and the mandatory provisions of Swiss law, the Chief Financial Officer shall be responsible for financial matters of the Company and shall report directly to the Chief Executive Officer. In particular, the Chief Financial Officer shall have the following powers and duties:

- (a) preparing and submitting for approval to the Board of Directors, the Audit Committee and the Chief Executive Officer (as applicable) the annual budgets, in an agreed form, and the annual financial statements, stand alone financial statements and statutory accounts for the Company, including statements of income, cash-flow statements, and balance sheets;
- (b) organizing and managing the accounting system as well as the financial control, financial planning and financial reporting of the Company;
- (c) operating and continuously improving the internal control system;
- (d) information and reporting of the financial situation of the Company and the Group (with comparison to the preceding financial year and the budget) to the Chief Executive Officer and to the Board of Directors;
- (e) immediate reporting of extraordinary business developments and matters of urgent nature to the chair of the Audit Committee and to the Chief Executive Officer;
- (f) organizing, supervising and coordinating pension and related matters of the Company;
- (g) monitoring the optimal financing of the Company;
- (h) ensuring compliance with all applicable tax laws and optimizing the Company's and the Group's effective tax rate;

- (i) managing and maintaining investor relations in consultation with the Chief Executive Officer;
- (j) such other duties as delegated by the Board of Directors, by a Board Committee or by the Chief Executive Officer.

7.3 Gérant (Managing Director)

Subject to these Organizational Regulations and the mandatory provisions of Swiss law, the Managing Director shall manage the Swiss business of the Company and shall otherwise have the powers and duties as delegated to him/her by the Chief Executive Officer or as requested by the Board of Directors or any Board Committee.

7.4 Management Team

The Management Team shall convene at such intervals and under such agendas as may be determined by the Chief Executive Officer from time to time, but at least four times per year.

7.5 Reporting

The Chief Executive Officer shall regularly inform the Board of Directors at its meetings on the current course of the business and all major business matters of the Company and the Group.

8. General Provisions

8.1 Duty of Care and Loyalty

Each Director and each member of the Management Team (including the members of the Executive Committee) shall be under a duty to carry out their responsibilities with due care and to safeguard and further the best interests of the Company.

Each Director and each member of the Executive Committee shall observe the limits to the number of mandates set forth in the Articles. Directors shall inform the Chairman and members of the Executive Committee shall inform the Chief Executive Officer of their respective board memberships and any change thereto.

8.2 Signatory Power

The Board of Directors shall determine the signatory powers of the Directors and the

members of the Management Team (including the members of the Executive Committee) and may appoint further persons as signatories of the Company.

8.3 Conflicts of Interest

The Directors and the members of the Management Team shall use their best efforts to avoid, as much as possible, a conflict of interest when managing their personal and business affairs.

If a Director and/or a member of the Management Team becomes aware of any actual or potential conflict of interest generally arising or relating to any matter to be discussed at a meeting (such individual, the **Conflicted Individual**), he or she shall promptly notify the following individual (the **Designated Contact**):

- (a) if the Conflicted Individual is a Director: the Chairman;
- (b) if the Conflicted Individual is a member of the Management Team: the Chief Executive Officer; and
- (c) if the Conflicted Individual is the Chairman: the chair or other appropriate member of the Audit Committee.

The Designated Contact shall decide upon appropriate measures to avoid any interference of such conflict of interests with the decision-making of the Company. In the event of doubt, the Chairman shall request the Board of Directors, the Chief Executive Officer shall request the Chairman, and the chair or other appropriate member of the Audit Committee shall request the other members of the Audit Committee, as applicable, to determine whether a conflict of interest exists and to decide upon appropriate measures.

As a rule, subject to exceptional circumstances in which the best interests of the Company dictate otherwise, the Conflicted Individual shall not participate in discussions and decision-making involving the matter at stake. The Conflicted Individual shall have the right to, or may be required by the Designated Contact, to provide a statement of his/her view of the matter before leaving the discussion.

The Designated Contact may decide to limit the information flow to the Conflicted Individual or to keep the matter entirely confidential with respect to the Conflicted Individual. The Designated Contact shall advise the respective corporate body of the conflict of interest.

The Company's Related Person Transaction Policy established by the Board of Directors shall apply in addition to this Article 8.3. Transactions that the Related Person Transaction

Policy deems not to create or involve a material interest on the part of the individual involved shall not be subject to this Article 8.3.

8.4 Confidentiality

The Directors and members of the Management Team shall keep confidential, and only use for purposes of their services for the Company and Subsidiaries, all information and documents obtained in connection with the exercise of their function for the Company or the Group. They shall be bound by the obligation of confidentiality and restrictions of use even after the termination of their mandate.

Upon termination of their function they shall return to the Company or the relevant Subsidiary all records, documents or other data obtained in connection therewith as well as any hardware or other material provided by the Company or any Subsidiary, any shareholder or any shareholder's affiliates.

8.5 Amendments

These Organizational Regulations may be amended at any time by resolution of the Board of Directors.

8.6 Effectiveness

These Organizational Regulations were adopted by resolution of the Board of Directors of January 26, 2023.

Epalinges, January 27, 2023



Ron Squarer (Jan 29, 2023 09:38 MST)

Ron Squarer, Chairman of the Board



Peter Graham (Jan 30, 2023 09:26 EST)

Peter Graham, Secretary