
Charter of the Nomination and Corporate Governance Committee

of

SOPHiA GENETICS SA

Approved by the Board of Directors on

June 29, 2021

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1. Purpose

The purpose of this charter (the “Charter”) is to stipulate the mission, composition and duties of the nomination and corporate governance committee (the “Committee”) of SOPHiA GENETICS SA (the “Company”) in accordance with the Company's articles of association (the “Articles”) and the Company's organizational regulations (the “Organizational Regulations”). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Organizational Regulations.

The chairperson of the Committee (the “Committee Chair”) is responsible for (i) implementing this Charter and (ii) proposing any changes of this Charter to the Board of Directors.

2. Membership

- (a) As per the Organizational Regulations, the Board of Directors shall appoint the members of the Committee (the “Members”) and the Committee Chair.
- (b) The Committee shall consist of at least three (3) members. The majority of the Members shall be non-executive and independent (i.e., no membership on the Executive Committee, or membership more than three years ago, and no or comparatively minor business relations with the Company).
- (c) The Committee Chair may appoint a secretary of the Committee, who shall be entitled to participate in the deliberations and discussions of the Committee, but shall not vote, unless he or she is a Member.

3. Organization / Meetings

- (a) The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter and the Organizational Regulations. The Committee Chair, in consultation with the other Members, shall determine the frequency and length of the meetings and shall set meeting agendas consistent with this Charter. Save as varied by this Charter, Article 2.5 of the Organizational Regulations shall apply mutatis mutandis to the Committee.
- (b) The Committee shall keep written minutes of its meetings and report the same to the Board of Directors when required and shall observe such procedures as are prescribed by the Board of Directors.
- (c) The Committee may invite to its meetings other Board of Directors members, members of the management and such other persons the Committee deems appropriate in order to carry out its responsibilities. The Chair of the Board of Directors (if he or she is not a Member), the Chief Executive Officer and the Chief Financial Officer have a standing invitation to attend the Committee's meetings. Notwithstanding the foregoing, the Committee shall exclude from its meetings anyone with a personal interest in the matters to be discussed.

- (d) Except as provided in the Articles, the Organizational Regulations and this Charter, the Committee shall determine its own rules of procedure.

4. Responsibilities

The Committee shall have the following responsibilities:

Nominations and Succession Planning

- (a) determine selection criteria for the succession of the members of the Board of Directors (the “Directors”) and the board committees (the “Board Committees”), the Chief Executive Officer and the Chief Financial Officer, and establish such succession planning (including for the event of the incapacitation, retirement or removal of such individuals) by making recommendations to the Board of Directors;
- (b) oversee searches, identify qualified individuals and recommend individuals for membership on the Board of Directors and for the position of the Chief Executive Officer;

in doing so, the Committee shall
 - (i) review candidates' qualifications for membership on the Board of Directors or a Board Committee (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board of Directors;
 - (ii) in evaluating current Directors for re-nomination or re-appointment to the Board of Directors or any Board Committee, assess the performance of such Directors; and
 - (iii) consider any other factors as the Committee or the Board of Directors deems appropriate;
- (c) recommended individuals for appointment to the Audit Committee annually and as vacancies or newly created positions occur;

Performance Evaluation

- (d) at least annually, prepare the Board of Directors' assessment of the performance of (i) the Board of Directors, (ii) the Directors, (iii) the Board Committees (including the Committee) and their members, and (iv) the Chief Executive Officer;
- (e) review the recommendations of the other Board Committees based on their evaluation of their own performance and discuss its own evaluation with the Board of Directors;

Corporate Governance and Other Matters

- (f) monitor and assess developments and trends in corporate governance to the extent that these do not have an impact on the activities and tasks of the Audit Committee or of the Compensation Committee;
- (g) review proposals to be made to the Board of Directors for the amendment of the Articles, the Organizational Regulations, and any other charter, rules or regulations;
- (h) approve in advance any acceptance of a position as member of the Board of Directors in (listed or non-listed) companies not belonging to the group by a member of the Management Team. Members of the Management Team may not accept an appointment as Chairperson of a Board of Directors of another listed company;
- (i) periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval;
- (j) if the Committee deems it necessary, develop and recommend to the Board of Directors Corporate Governance Guidelines for the Company;
- (k) review and reassess periodically the adequacy of the Code of Business Conduct and Ethics and recommend any proposed changes to the Board of Directors;
- (l) oversee compliance with the Code of Business Conduct and Ethics and report on such compliance to the Board of Directors;
- (m) supervise the Ethics Committee as provided in the Code of Business Conduct and Ethics;
- (n) review and consider any requests for waivers of the Code of Business Conduct and Ethics for the Directors, the members of the Management Team and other senior financial officers, and shall make a recommendation to the Board of Directors with respect to such request for a waiver; and
- (o) any other tasks allocated to it by the Board of Directors.

5. Authority and Delegation

The Committee is authorized by the Board of Directors to:

- (a) collect any information and assistance from within the Company and the SOPHiA GENETICS group that is needed to perform its functions;
- (b) retain and terminate any advisers, including search firms to identify director candidates and legal counsel, at the Company's costs. The Committee has sole authority to approve all such advisers' fees and other retention terms;

- (c) delegate its authority to subcommittees or the Committee Chair when it deems it to be appropriate and in the best interests of the Company, subject to ensuring adequate reporting by the subcommittee to the Committee or the Committee Chair; and
- (d) make recommendations to the Board of Directors with respect to matters relating to nominations, succession planning, performance evaluation and corporate governance matters.

6. Reporting and Evaluation

- (a) The Committee Chair shall report and update the Board of Directors at the next Board of Directors' meeting on the Committee's activities, decisions taken and considerations which led to such decisions. Important findings arising from the Committee's activities, which are urgent and should be known by the Chair of the Board of Directors, must be reported immediately by the Committee Chair to the Chair of the Board of Directors. Upon request of the Chair of the Board of Directors, the Committee Chair shall report on any other issue.
- (b) At least annually, the Committee shall evaluate its own performance and report to the Board of Directors on such evaluation.
- (c) At least annually, the Committee shall review all policies for whose review the Committee is responsible and recommend any changes to the Board of Directors.

7. Amendments

This Charter may be amended at any time by resolution of the Board of Directors.

8. Effectiveness

This Charter was adopted by the Board of Directors on June 29, 2021, and shall be effective on the day on which the U.S. Securities and Exchange Commission first declares effective the Company's Registration Statement on Form F-1.

Saint-Sulpice, June 29, 2021

For the Board of Directors:

The Chair of the Board of Directors

The Secretary