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Charter of the Compensation Committee

of

SOPHiA GENETICS SA

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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 compensation 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 Articles and the Organizational Regulations, the general meeting of shareholders (the “Shareholders’ Meeting”) shall appoint the members of the Committee (the “Members”) and the Board of Directors shall appoint the Committee Chair. The Shareholders’ Meeting shall elect the Members individually for a term of office until the completion of the subsequent ordinary Shareholders’ Meeting. Only members of the Board of Directors may be elected. Re-election is possible.
- (b) The Committee shall consist of at least two (2) members of the Board of Directors. All 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). In addition, Members shall not have a position in a third-party company in which such Member reports to a person who is a director or member of the management team of 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, the Organizational Regulations, the Articles and the applicable laws and 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. The Committee takes its resolutions by the approval of the majority of the Members who are present.

- (c) The Committee may invite to its meetings other members of the Board of Directors, 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) and the Chief Executive Officer have a standing invitation to attend the Committee's meetings. Notwithstanding the foregoing, no executive may be present during the decision on his or her own pay.
- (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:

- (a) regularly review and make recommendations to the Board of Directors regarding the compensation and benefits strategy and guidelines of the Company and the SOPHiA GENETICS group (the "Group");
- (b) review and make recommendations to the Board of Directors regarding
  - (i) the compensation of each member of the Board of Directors, based on the recommendation of external compensation consultants and subject to the powers of the Shareholders' Meeting;
  - (ii) the fixed and variable compensation, including allocations under incentive plans and key performance indicators, of each member of the Executive Committee, subject to the powers of the Shareholders' Meeting; and
  - (iii) the fixed and variable compensation, including allocations under incentive plans and key performance indicators, of each member of the Management Team who is not a member of the Executive Committee, based on the recommendations of the Chief Executive Officer;

the Committee shall base its recommendations under Sections 4(b)(ii) and 4(b)(iii) on an evaluation of the performance of each member of the Executive Committee or the Management Team, as applicable, in light of applicable corporate objectives and performance metrics, and on such other factors as the Committee deems appropriate and in the best interests of the Company;

- (c) prepare the proposals to the Shareholders' Meeting regarding the compensation of the Board of Directors and the Executive Committee.
- (d) review and approve the recommendation of the Chief Executive Officer regarding the fixed and variable compensation, including incentive and equity plan participation and benefits, of the members of the Management Team who are not members of the Executive Committee;

- (e) review and make recommendations to the Board of Directors regarding compensation and benefits plans of the Group (cash and/or equity-based plans), and where appropriate or required, make recommendations to adopt, amend and terminate such plans. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of members of the Management Team and other employees of the Group and any other factors that it deems appropriate;
- (f) to the extent not delegated by the Committee to a different body or a third party, administer the compensation and benefits plans of the Group;
- (g) review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company; and
- (h) 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 Group that is needed to perform its functions;
- (b) retain and terminate any internal or external compensation, legal, accounting and other advisers at the Company's costs. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration those independence factors established by Nasdaq rules;
- (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 proposals and recommendations to the Board of Directors with respect to compensation and benefits 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 Nomination and Corporate Governance Committee on such evaluation.

**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:

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The Chair of the Board of Directors

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The Secretary